

***BANGALORE FORT FARMS LIMITED***  
**ANNUAL REPORT 2019-2020**



**Registered & Corporate Office:** 16A, Brabourne Road, 6<sup>th</sup> floor Kolkata- 700001  
Tel.No: 9073933003/4  
Email: [info@bangalorefortfarms.com](mailto:info@bangalorefortfarms.com)  
Website: [www.bangalorefortfarms.com](http://www.bangalorefortfarms.com)  
CIN: L51101WB1966PLC226442

**CORPORATE INFORMATION****Board of Directors:**

Mr. Mahendra Singh	Managing Director
Mr. Parmeshwar Singh	Wholetime Director
Mr. Aman Jain	Non-Executive Independent Director
Mr. Naba Kumar Das	Non-Executive Independent Director
Ms. Archana Singh	Executive Independent Director
Mr. Srinivasan Ramakrishna Iyengar	Non-Executive Director*

\* Resigned w.e.f; 29/09/2020

**Company Secretary & Compliance Officer:**

Ms. Sneha Naredi (appointed w.e.f; 15/09/2020)

**Chief Financial Officer**

Mr. Bidhan Chandra Roy

**Statutory Auditors:**

**M/s AMK & Associates**  
Chartered Accountants  
Stesalit Tower, 303,3rdFloor,  
E 2-3, Block EP &GP  
Sector-V, Salt Lake  
Kolkata - 700091

**Bankers:**

**Allahabad Bank**  
Burrabazar Branch  
Kolkata-700007  
**HDFC Bank**  
Jodhpur Park Branch  
Kolkata

**Registrar and Share Transfer Agent:**

Cameo Corporate Services Limited  
"Subramanian Building"  
#1, Club House Road Chennai 600002-India  
Ph :91-44-28460390  
Fax : 91-44-28460129  
Email:cameosys@cameoindia.com

**Registered Office & Corporate Office**

16A, Brabourne Road, 6<sup>th</sup> floor  
Kolkata- 700001  
Tel.No : 9073933003/4  
Email: info@bangalorefortfarms.com

**Secretarial Auditor:**

Mr. Pankaj Kumar Modi  
Fortuna Tower,  
23A, N.S Road  
Room No- 12, 7<sup>th</sup> Floor, Kolkata  
- 700001

**CONTENTS**

Notice	3-9
Board's Report	10-15
Extract of Annual Return-MGT-9	16-20
Management Discussion and Analysis	21-22
Report on Corporate Governance	23-35
Secretarial Audit Report	36-40
Non-Disqualification Certificate	41-41
Independent Auditors' Report	42-49
Balance Sheet	50-50
Statement of Profit and Loss	51-51
Cash Flow Statement	52-52
Statement of Changes in Equity	53-53
Notes to the Financial Statements	54-80

**NOTICE**

**NOTICE IS HEREBY** given that the Fifty Third Annual General Meeting of the members of **BANGALORE FORT FARMS LIMITED** will be held on Wednesday, 30<sup>th</sup>December, 2020 at **01.30 P.M.** at **16A, Brabourne Road, 6<sup>th</sup>Floor, Kolkata -700001** to transact the following business:-

**Ordinary Business:**

- 1) To receive, consider and adopt the Audited Financial Statements for the Financial year ended March 31, 2020 and the Reports of the Auditors and Directors thereon.
- 2) Declaration of Dividend of INR 0.157/- per share on 47,99,400 Equity Shares of INR 10/- each for the Financial Year ended March 31, 2020.

**“RESOLVED THAT** the dividend for the year ended 31<sup>st</sup> March, 2020 at the rate of Rs. 0.157 per share on the amount paid up on the equity capital of the company on 47,99,400 Equity Shares of INR 10/- each aggregating to Rs. 7,53,505.80/- subject to deduction of tax at source be and is hereby declared for payment to those whose names appeared on the Register of Members as on the date of Annual General Meeting”

**Special Business:****3) Payment of Remuneration to Managing Director and Whole time Director:**

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

**“RESOLVED THAT** pursuant to Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any amendment, modification or re-enactment thereof) and rules made there under and Schedule V thereto and Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and subject to such other approvals as may be necessary, the consent of the members be and is hereby accorded for payment of remuneration to Mr. Mahendra Singh Managing Director, and Mr. Parmeshwar Singh, Whole time director for their remaining tenure, on the terms & conditions as recommended by the Nomination & remuneration committee and as approved by the Board of Directors and that the remuneration may exceed the limits prescribed in the provisions of Section 197, 198 read with Schedule V to the Companies Act, 2013.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorised to vary and/or revise the remuneration of Mr. Mahendra Singh Managing Director, and Mr. Parmeshwar Singh, Whole time director within the overall limits as approved under the Act including remuneration paid in the event of inadequacy or absence of profits and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required in its absolute discretion and to delegate all or any of its powers herein conferred to any Committee of Directors in the best interest of the Company to give effect to the aforesaid Resolution.”

**By Order of the Board  
For BANGALORE FORT FARMS LIMITED**

**MAHENDRA SINGH  
Managing Director  
DIN: 07692374**

**Place:** Kolkata

**Date:** 02<sup>nd</sup>December, 2020

**NOTES:**

- 1) The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') with respect to Item Nos. 3 forms part of this Notice. Additional information, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India in respect of 3)Payment of Remuneration to Managing Director and Whole time Director at this 53<sup>rd</sup>Annual General Meeting ('Meeting' or 'AGM') is furnished as an annexure to the Notice.
- 2) In view of the global outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to 'Clarification on holding of annual general meeting (AGM) through video conferencing ('VC') or other audio visual means ('OAVM') read with General Circular No. 14/2020 dated April 8, 2020 and the General Circular No. 17/2020 dated April 13, 2020 in relation to 'Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made there under on account of the threat posed by Covid-19' (collectively referred to as '**MCA Circulars**') and SEBI vide its circular dated May 12, 2020 in relation to 'Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 - COVID-19 pandemic' ('**SEBI Circular**') permitted the holding of the AGM through VC or OAVM, without the physical presence of the Members at a common venue.. In compliance with the provisions of the Act, SEBI Listing Regulations' and MCA Circulars & SEBI Circular, 53<sup>rd</sup> AGM of the Company is being held through VC/OAVM on Wednesday, December 30, 2020 at 11.30 a.m. (IST). The deemed venue for the meeting shall be at **16A, Brabourne Road, 6<sup>th</sup>Floor, Kolkata - 700001.**
- 3) PURSUANT TO PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ROUTE MAP AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.
- 4) The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the e-voting website of National Securities Depository Limited's ('NSDL') at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars.
- 5) Institutional Investors, who are Members of the Company, are encouraged to attend the 53<sup>rd</sup> AGM through VC/OAVM mode and vote electronically. Pursuant to the provisions of the Act, the Institutional/ Corporate Shareholders (i.e. other than individuals /HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to [cspankaj.modi1984@gmail.com](mailto:cspankaj.modi1984@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- 6) 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 Act.
- 7) In case of joint holders, the member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.

- 8) In line with the MCA Circular dated May 5, 2020 and SEBI Circular dated May 12, 2020, the Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 53<sup>rd</sup> AGM has been uploaded on the website of the Company at [www.bangalorefortfarms.com](http://www.bangalorefortfarms.com) and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and Calcutta Stock Exchange Limited at [www.bseindia.com](http://www.bseindia.com), and [www.cse-india.com](http://www.cse-india.com) respectively. The Notice is also available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 9) Pursuant to Section 91 of the Companies Act, 2013 read with Rules framed there under and Regulation 42(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), the Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 23<sup>rd</sup> December, 2020 to Wednesday, 30<sup>th</sup> December, 2020 (both days inclusive).
- 10) Members holding shares in demat form are requested to intimate all changes pertaining to bank details, change of address, email id, contact number etc to their DP (Depository Participant) and those holding shares in physical form are requested to notify immediately change of address, bank account etc. if any, quoting their Folio number to the Company's Registrars and Share Transfer Agents viz., **Cameo Corporate Services Limited, Subramanian Building #1, Club House Road, Chennai – 600 002 (Tel No. 044-28461989 / 64555841, Website: [www.cameoindia.com](http://www.cameoindia.com)).**
- 11) The Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system and they may access the same at <https://www.evoting.nsdl.com> under the Shareholders/ Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholders/ members login where the EVEN of the Company i.e. 115289 will be displayed. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID/ Password may retrieve the same by following the remote e-voting instructions mentioned below to avoid last minute rush. Further, Members may also use the OTP-based login for logging into the e-voting system of NSDL.
- 12) Members may join the Meeting through Laptops, Smart phones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- 13) Members are requested to quote the Folio Number/Client ID/DP ID in all correspondence. The Company has designated an e-mail address of the Compliance Officer viz., [info@bangalorefortfarms.com](mailto:info@bangalorefortfarms.com) exclusively for the purpose of registering complaints, if any, by investors.
- 14) Members desirous of obtaining any information/clarification (s) concerning the accounts and operations of the Company or intending to raise any query are requested to forward the same at least 10 days before the date of Meeting to the Company Secretary at the Registered Office of the Company so that the same may be attended to appropriately.
- 15) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agents.
- 16) Members may also note that the Notice of the 53<sup>rd</sup> Annual General Meeting and the Annual Report for 2019-20 shall also be made available on the Company's website: [www.bangalorefortfarms.com](http://www.bangalorefortfarms.com).
- 17) Physical copies of all documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours on all working days except on Saturdays, Sundays and Public Holidays up to and including the date of Annual General Meeting of the Company.

Members may kindly take note for “Green Initiative in the Corporate Governance” in view of Circular No. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 issued by Ministry of Corporate Affairs. It is earnestly requested in view of the Circular and other statutory provisions, that the Members who have yet not registered/updated their e-mail ids may notify the same to the Company either at the registered office or at email address [info@bangalorefortfarms.com](mailto:info@bangalorefortfarms.com) quoting full details of Folio No./DP, Client ID and name of first/soleholder.

- 18) Pursuant to Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 and the Regulations of LODR with the Stock Exchanges, the Company is pleased to provide Members facility through M/s National Securities Depository Limited. (NSDL) to exercise their right to vote by electrical means on any or all of the businesses specified in the Notice of 53<sup>rd</sup> Annual General Meeting. Members may exercise their right to vote by electronic means for the resolutions to be passed at the Meeting.
- 19) A note on the e-voting process is provided hereunder:

**Voting through Electronic means:**

The business as set out in the Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), the Company is pleased to provide the Members a facility to exercise their voting right at the Annual General Meeting (AGM) by electronic means (e-Voting) as an alternate, to all its Members to enable them to cast their votes electronically. The business may be transacted through e-voting Services provided by National Securities Depository Limited. (NSDL). Please note that the voting through electronic means is optional for shareholders.

The Members, whose names appear in the Register of Members / List of Beneficial Owners as on cut-off date on Wednesday 23<sup>rd</sup> December, 2020, are entitled to vote on the Resolutions set forth in this Notice of 53<sup>rd</sup> Annual General Meeting through e-voting or voting in AGM through VC/OAVM.

The voting through electronic means will commence on Sunday, 27<sup>th</sup> December, 2020 at 10.00 A.M and will end on Tuesday, 29<sup>th</sup> December, 2020 at 5.00 P.M. The Members will not be able to cast their vote electronically envisaged herein above beyond the date and time mentioned above.

The Company has appointed Pankaj Kumar Modi, Practicing Company Secretary, (Membership No. 28600) & (CP. No. 12472) to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.

The scrutinizer shall, after the conclusion of the voting at the AGM, will count the votes and unblock the votes in the presence of at least two witnesses not in employment of the Company and shall within a period 48 hrs from the conclusion of the Meeting, submit a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

Members who do not have access to e-voting facility, alternatively can opt for the facility of voting at AGM through VC/OAVM.

A Member can opt for only one mode of voting i.e. either through e-voting or voting at AGM through VC/OAVM. If a Member casts votes by both modes, then voting done through e-voting shall prevail and voting at AGM through VC/OAVM shall be treated as invalid.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolutions at the Meeting shall be announced by the Chairman or any other person authorized by him within two days of the submission of report by scrutinizer.

The result declared along with the Scrutinizer’s report, will be posted on the Company’s website [www.bangalorefortfarms.com](http://www.bangalorefortfarms.com) and communicated to the Stock Exchanges.

Members are requested to follow the instructions below to cast their vote through e-voting:

**A In case of Members receiving the Notice by electronic mode:**

- I. Open the PDF file attached in the Email containing your evoting ID and password
- II. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- III. Click on “Shareholders” tab.
- IV. Now Enter your User ID.
  - a) For CDSL: 16 digits beneficiary ID.
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- V. Next enter the Image Verification as displayed and Click on Login.
- VI. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- VII. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat Shareholders as well as Physical Shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence Number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN Field.</p>
Dividend Bank Detail <b>OR</b> DATE OF BIRTH (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (dd/mm/yyyy format) as recorded in your Demat Account or in the Company in order to login.</p> <p>If both the details are not recorded with the Depository or Company please enter the member's id or folio number in the Dividend Bank details field as mentioned in the instruction 5</p>

- VIII. After entering these details appropriately, click on “SUBMIT” tab.
- IX. Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through NSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- X. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XI. Click on the EVSN of Bangalore Fort Farms Limited to vote.
- XII. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- XIII. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- XIV. After selecting the Resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- XV. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XVI. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- XVII. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**Note for Non- Individual Shareholders and custodians**

- Non Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the Scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**B In case of Members receiving the Notice by post:**

- I. User ID and initial password will be provided with the Notice for the Annual General meeting.
  - II. Please follow the steps from (I) to (XVII) mentioned in A above, to cast your vote.
- C Members already registered with NSDL for remote e-voting can use their existing user ID and password for login and thereafter follow point (I) to (XVII).

**EXPLANATORY STATEMENT pursuant to Section 102(1) of the Companies Act, 2013****Item No. 3**

The Members of the Company had appointed Mr. Mahendra Singh as the Managing Director and Mr. Parmeshwar Singh as the Whole time Director of the Company since 29<sup>th</sup> September, 2018. However, at the time of appointment they decided to waive off their remuneration and sitting fee. The Company has now decided to fix remuneration for both the managing director and whole time director. Therefore, the approval of the Members is now sought for the remuneration payable to Mr. Mahendra Singh and Mr. Parmeshwar Singh for their remaining term. The Remuneration to be paid shall exceed the limits prescribed under the Companies Act, 2013, and therefore a Special Resolution has to be passed for the paying in excess of the limits prescribed.

The Board recommends the relevant resolution for your consideration and approval as a Special Resolution.

None of the Directors, Key Managerial Personnel or their Relatives except Mr. Mahendra Singh and Mr. Parmeshwar Singh themselves are interested or concerned in the resolution.

**By Order of the Board  
For BANGALORE FORT FARMS LIMITED**

**MAHENDRA SINGH  
Managing Director  
DIN: 07692374**

**Place: Kolkata**

**Date: 02<sup>nd</sup> December, 2020**

Attention of the members is drawn that in conformity with Secretarial Standards/ regulatory requirements, the Company will NOT be distributing its products for sampling or any gift at the 53<sup>rd</sup> Annual General Meeting.

**ROUTE MAP TO THE VENUE:**

**VENUE: 16A, BRABOURNE ROAD, 6<sup>TH</sup> FLOOR, KOLKATA-700001, BESIDE DENA BANK, (NEAR TEA BOARD OF INDIA BUILDING)**

**BOARD'S REPORT**

**To,  
The Members,**

Your Directors are pleased to present the 53<sup>rd</sup>(Fifty Third) Annual Report and the company's audited financial statement for the financial year ended 31<sup>st</sup>March, 2020.

**FINANCIAL HIGHLIGHTS:**

The Company's financial performance for the year ended March 31, 2020 is summarized below: -

Particulars	Amount in (Rs.)	
	Year ended 31 <sup>st</sup> March 2020	Year ended 31 <sup>st</sup> March 2019
Revenue from operations	19,05,97,016.00	17,19,39,240.00
Total Expenses	18,93,87,813.00	16,91,90,416.00
<b>Profit Before Tax</b>	57,24,637.00	50,49,690.00
Tax Expense	6,55,439.00	(7,51,145.00)
Profit After Tax	50,41,811.00	58,00,835.00

**THE COMPANY'S STATE OF AFFAIRS:**

The overall performance of the Company during the year under review was similar to last year. The year witnessed good demand of Jute Goods both in domestic and overseas markets. The Company is taking effective steps to further increase the capacity utilisation and to broad base the overseas market.

During the year under review, the total income of the Company was recorded Rs. 1905.97 lakhs as compared to Rs. 1719.39 lakhs for the previous financial year. Whereas, the Profit after tax decrease to Rs. 50.42 lakhs in the reporting year 2019-20 as compared to Rs.58.01 lakhs in the financial year 2018-19.

**AMOUNTS PROPOSED TO CARRY TO THE RESERVES:**

The profit of Rs. 42.88 lakhs earned during the year under review is being carried forward under Reserves & Surplus after providing Rs. 7.53 lakhs as dividend.

**DIVIDEND:**

To conserve resources for newer business activities, your Directors have recommended a dividend of Rs. 0.157 per share for the year ended 31<sup>st</sup> March, 2020 totalling to Rs. 7.53 lakhs.

**CHANGE IN SHARE CAPITAL:**

The Companies paid-up capital continues to stand at Rs. 47,994,000 as on March 31, 2020. During the year under review, there was no change in the share capital of the Company.

**SUBSIDIARY, JOINT VENTURE AND ASSOCIATES:**

The Company does not have any Subsidiary, Joint venture and Associates Company. Hence, the requisite disclosure as per Section 129(3) of the Companies Act, 2013 in Form AOC-1 is not applicable.

**MEETINGS OF THE BOARDS:**

The Board of Directors met 4 (Four) times during the year under review. For further details, please refer to the Corporate Governance Report which forms part of this report.

**DETAILS OF KEY MANAGERIAL PERSONNEL:**

During the year under review there was a change in Key Managerial Personnel in the designation of Company Secretary.

Ms. Archana Singh (M. No. A34795) resigned from the position of Company Secretary w.e.f 15/11/2019 and Ms. Sneha Naredi (M.No- A54212) was appointed in her place as the Company Secretary and Compliance Officer of the Company w.e.f 15<sup>th</sup> September, 2020 on such terms and conditions as recommended by the Nomination and Remuneration Committee.

Mr. Mahendra Singh, Mr. Parmeshwar Singh and Mr. Bidhan Chandra Roy continue to hold the position of Managing Director, Whole Time Director and Chief Financial Officer respectively.

**EXTRACTS OF ANNUAL RETURN:**

In compliance with Section 134(3)(a) of the Companies Act, 2013 the Shareholders can find a copy of Annual Return on the website of the company [www.bangalorefortfarms.com](http://www.bangalorefortfarms.com)

As per the provisions of Section 92 of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014 the extract of the Annual Return in form MGT-9 is annexed herewith as " **Annexure I**".

**MANAGEMENT DISCUSSION AND ANALYSIS:**

The Management Discussion and Analysis Report as required under Regulation 34(2)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms as integral part of this Annual Report as annexed herewith as "**Annexure II**" of this report.

**CORPORATE GOVERNANCE:**

Pursuant to Regulations 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on Corporate Governance and a certificate from a Practicing Chartered Accountants regarding compliance of conditions of corporate Governance are made part of this report as "**Annexure-III**".

Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 is not applicable to the Company as it does not meet the criteria for compliance of Corporate Social Responsibility.

**DIRECTORS:**

Mr. Naba Kumar Das was appointed as Additional Non-Executive Independent Director w.e.f 14<sup>th</sup> August, 2019 on recommendation of the nomination & remuneration committee.

Mr. Srinivasan Ramakrishna Iyengar, Non-Executive Directors resigned w.e.f 29<sup>th</sup> September, 2020.

**DISCLOSURE ON REMUNERATION OF DIRECTORS OF THE COMPANY:**

Non- Executive Director and the Independent Director have voluntarily opted not to draw any remuneration or emoluments during the financial year 2019-20. No sitting fee has been paid to any of the directors for attending Board Meetings during the year under review.

However, the Company has decided to pay remuneration to Mahendra Singh, Managing Director and Mr. Parmeshwar Singh, Whole time director within the limits prescribed under schedule V of the Companies Act 2013 and relevant rules from the next financial year.

**EMPLOYEES RELATION:**

One of your Company's key strength is its people. Relation with employees remained cordial and satisfactory during the year.

**BOARD EVALUATION:**

The annual evaluation of all the Directors individually including the Independent Director & Chairman and the Board as a whole was conducted based on the criteria and frame work adopted by the Board. The manner in which the evaluation has been carried out is explained in the Report of Corporate Governance, which forms a part of the Annual Report.

**INTERNAL FINANCIAL CONTROL:**

Your Company has adequate Internal Financial Control System at all levels of Management and they are reviewed from time to time. The Internal Audit is carried out in house as well as by firm of Chartered Accountants. The Audit Committee of the Board looks into Auditor's review which is deliberated upon and corrective action taken, wherever required.

**POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION:**

The Company's policy on Director's appointment and Remuneration including criteria to determine qualifications, positive attribute, independence of Directors and other matters provided under section 178(3) of the Companies Act, 2013 is forming part of the Corporate Governance report.

**PARTICULARS OF EMPLOYEES:**

The company has no employee, who is in receipt of remuneration of Rs. 8,50,000/- per month or Rs. 1,02,00,000/- per annum and hence the Company is not required to give information under Sub Rule 2 and 3 of Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

None of the Directors of the Company have drawn any remuneration or sitting fee during the year. Further there was no change in the remuneration of any of the Key Managerial Personnel.

Disclosures pertaining to section 197(12) of the Companies Act, 2018 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are mentioned below:

- The No. of Employees in the Company during the year was 3.

**STATUTORY AUDITORS:**

**M/s. AMK & Associates, Chartered Accountants (FRN: 327817E)** were appointed as Statutory Auditors of the Company at the 51<sup>st</sup> Annual General Meeting for 5 consecutive years until the conclusion of the 56<sup>th</sup> Annual General Meeting.

The yearly ratification of appointment of Auditors has been done away with the amendment in the Companies Act, 2013. **(As per Companies (Amendment) Act 2017, Section Notified on 07.05.2018)** According no resolution has been proposed.

The Auditors have subjected themselves for the peer review process of the Institute of Chartered Accountants of India (ICAI) and they hold a valid certificate issued by the "Peer Review Board" of ICAI.

The observations, if any, made by the Auditors of the Company in their report read with relevant notes to the Accounts are self-explanatory and therefore do not call for any further comments.

**INTERNAL AUDITOR:**

Pursuant to Section 138 the Company has to appoint Internal Auditor. Therefore the Board unanimously decided and had appointed M/s. A. Bharadwaj & Co. (FRN: 329974E) as the Internal Auditor for the Financial year 2019-20.

**SECRETARIAL AUDITOR:**

The Board has appointed Mr. Pankaj Kumar Modi (M.No- A28600), Company Secretary in practice as Secretarial Auditor to conduct the Secretarial Audit for the financial year 2019-20. The Secretarial Audit Report in Form MR-3 for the financial year ended 31<sup>st</sup> March, 2020 is annexed herewith and marked as "Annexure IV" to this Report.

**RISK MANAGEMENT POLICY:**

The Company has identified the key risk areas which may affect the business and operational goals of the Company. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a periodical basis.

**CHANGE IN THE NATURE OF THE BUSINESS:**

During the year there has been no material change in the nature of the Business of the Company.

**DECLARATION BY INDEPENDENT DIRECTOR:**

The Company has received necessary declarations from all Independent Directors under section 149(7) of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 confirming that they meet the criteria of independence as prescribed in section 149(6) of the Companies Act, 2013.

**NON-DISQUALIFICATION OF DIRECTORS:**

None of the Directors of the Company are disqualified or debarred and the certificate for the same from the Practicing Company Secretary is annexed as **Annexure- V**.

**PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUT GO:****(a) Particulars of Conservation of Energy, Technology Absorption**

The Provisions of Section 134(m) of the Act relating to conservation of energy and technology absorption do not apply to this Company as the Company has not carried out any manufacturing activities.

**(b) Foreign Exchange Earnings and outgo**

During the year under review there was no foreign exchange outgo nor was any foreign exchange earned.

**CORPORATE SOCIAL RESPONSIBILITY (CSR):**

The level of operation of the company does not confirm to the minimum threshold of CSR reporting. Therefore Section 135 of the Companies Act, 2013 is not applicable to the Company.

**DEPOSITS:**

Your Company has not accepted any fixed deposits and it does not have any outstanding deposits under Section 73 of the Act, read with the Companies (Acceptance of deposits) Rules, 2014 as at year ended 31<sup>st</sup> March, 2020.

**PARTICULARS OF LOANS, GURANTEES OR INVESTMENTS:**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

**CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES:**

All transactions entered into with the Related Parties in terms of section 2(76) and Accounting Standard 18 during the financial year were in the ordinary course of business and on arm's length basis and do not attract the provisions of the section 188 of the Companies act, 2013. There were no Material Related Party Transaction during the year. Thus disclosure in form AOC-2 is not required.

**GENERAL SHAREHOLDING INFORMATION:**

General Shareholding Information is given in the Report on Corporate Governance Report forming part of this Annual Report.

**QUALIFICATION, RESERVATION OR ADVERSE REMARK IN STATUTORY AUDIT REPORT AND SECRETARIAL AUDIT REPORT:**

There is no qualification, reservation or adverse remark made by the Statutory Auditors in their Audit Report to the Financial Statements and by the Secretarial Auditor in its Secretarial Audit Report for the financial year ended March 31, 2020.

**DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:**

During the year under review, there are no significant and material order passed by the regulators or courts impacting the going concern status of the Company and its future operations.

**COMMITTEES OF THE BOARD:**

The Board has constituted the following committees:

1. Audit Committee
2. Nomination & Remuneration Committee
3. Share Transfer & Stake holders / Investors Grievances Committee

The details with respect to the composition, powers, roles and terms of reference etc of relevant committees of the Board of Directors are given in the Corporate Governance Report of above said committees which is a part of this report.

All recommendations made by the Audit Committee during the year were accepted by the Board.

**VIGIL MECHANISM/WHISTLE BLOWER POLICY:**

Pursuant to the provision of Section 177(9) & (10) of the Companies act, 2013, a vigil Mechanism for Directors and employees of the Company, to report genuine concerns has been established. The Vigil Mechanism/Whistle Blower Policy has been uploaded on the Company's Website at [www.bangalorefortfarms.com](http://www.bangalorefortfarms.com)

**FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:**

In accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has put in place various programme to familiarize Independent Directors with respect to the nature of the industry in which the Company operates, business model, roles and responsibilities of Independent Directors etc.

**PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE:**

The Company has adopted a policy with the name "Anti Sexual Harassment Policy". The policy is applicable to all the employees of the Company as well as non-employees of the companies that are business associates, vendors, trainees, if any. During the Financial Year under review, the Company has not received any complaints of Sexual Harassment.

**DIRECTORS RESPONSIBILITY STATEMENT:**

Pursuant to the requirements of the provisions of Section 134(5) of the Companies Act, 2013, your Directors confirm as under:

- a) That in the preparation of the annual account the applicable accounting standards has been followed and there are no material departures from the same.
- b) That the directors have selected such accounting policies and applied them consistently and made judgments and estimates, that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year i.e., March 31, 2020 and of the profit of the Company for the year ended on that date;
- c) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records, in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- d) That the directors have prepared the annual accounts on going concern basis.
- e) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively and,
- f) That the directors have devised proper system to ensure compliance with the provisions of applicable laws and that such systems are adequate and operating effectively.

**AKCNOWLEDGEMENTS:**

The Directors place on record their appreciation for the valued contribution and commitment made by the employees at all levels. They further express their sincere gratitude to the Banks, Government Authorities, Customers, suppliers and all stakeholders for their continued co-operation and support extended towards the Company.

**For and on Behalf of Board of Directors**

**Mahendra Singh**  
Managing Director  
DIN: 07692374

**Parmeshwar Singh**  
Whole Time Director  
DIN: 08209519

**Place: Kolkata**  
**Date: 02<sup>nd</sup> December, 2020**

## FORM NO. MGT 9

**EXTRACT OF ANNUAL RETURN  
AS ON FINANCIAL YEAR ENDED ON 31.03.2020**

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the  
Companies (Management & Administration) Rules, 2014 (As amended)

## REGISTRATION &amp; OTHER DETAILS:

1.	CIN	L51101WB1966PLC226442
2.	Registration Date	24.10.1966
3.	Name of the Company	BANGALORE FORT FARMS LIMITED
4.	Category/Sub-category of the Company	CATEGORY: COMPANY LIMITED BY SHARES SUB CATEGORY: INDIAN NON GOVERNMENT COMPANY
5.	Address of the Registered office & contact details	16A, BRABOURNE ROAD, 6 <sup>TH</sup> FLOOR, KOLKATA – 700001
6.	Whether listed company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	CAMEO CORPORATE SERVICES LIMITED “SUBRAMANIAN BUILDING” #1, CLUB HOUSE ROAD, CHENNAI 600 002 PH: 91-44-2846 0390

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	JUTE PRODUCT	131,139	78.90%
2	AGRO SALES	10309	21.10%

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

Name and Address of the Company	CIN	Holding/Subsidiary/Associate	% of Holding	Applicable Section
NA	NA	NA	NA	NA

VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

A) Category-wise Share Holding:

Category of Shareholder	No. of shares held at the beginning of the year 01.04.2019				No. of shares held at the end of the year 31.03.2020				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>SHAREHOLDING OF PROMOTER AND PROMOTER GROUP</b>									
INDIAN									
INDIVIDUALS/HINDU UNDIVIDED FAMILY	0	0	0	0.0000	0	0	0	0.0000	0.0000
CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0	0	0.0000	0	0	0	0.0000	0.0000
BODIES CORPORATE	1595693	0	1595693	33.2477	1595693	0	1595693	33.2477	0.0000
FINANCIAL INSTITUTIONS/ BANKS	0	0	0	0.0000	0	0	0	0.0000	0.0000
ANY OTHER									
<b>SUB - TOTAL (A)(1)</b>	<b>1595693</b>	<b>0</b>	<b>1595693</b>	<b>33.2477</b>	<b>1595693</b>	<b>0</b>	<b>1595693</b>	<b>33.2477</b>	<b>0.0000</b>

FOREIGN									
INDIVIDUALS (NON-RESIDENT INDIVIDUALS/ FOREIGN INDIVIDUALS)	0	0	0	0.0000	0	0	0	0.0000	0.0000
BODIES CORPORATE	0	0	0	0.0000	0	0	0	0.0000	0.0000
INSTITUTIONS	0	0	0	0.0000	0	0	0	0.0000	0.0000
QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
ANY OTHER									
<b>SUB - TOTAL (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
<b>TOTAL SHARE HOLDING OF PROMOTER AND PROMOTER GROUP (A) = (A)(1)+(A)(2)</b>	<b>1595693</b>	<b>0</b>	<b>1595693</b>	<b>33.2477</b>	<b>1595693</b>	<b>0</b>	<b>1595693</b>	<b>33.2477</b>	<b>0.0000</b>
<b>PUBLIC SHAREHOLDING</b>									
INSTITUTIONS									
MUTUAL FUNDS/UTI	0	0	0	0.0000	0	0	0	0.0000	0.00
FINANCIAL INSTITUTIONS/ BANKS	0	310	310	0.0064	0	310	310	0.0064	0.00
CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0	0	0.0000	0	0	0	0.0000	0.00
VENTURE CAPITAL FUNDS	0	0	0	0.0000	0	0	0	0.0000	0.00
INSURANCE COMPANIES	0	0	0	0.0000	0	0	0	0.0000	0.00
FOREIGN INSTITUTIONAL INVESTORS	0	0	0	0.0000	0	0	0	0.0000	0.00
FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0.0000	0	0	0	0.0000	0.00
QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.00
ANY OTHER									
<b>SUB - TOTAL (B)(1)</b>	<b>0</b>	<b>310</b>	<b>310</b>	<b>0.0064</b>	<b>0</b>	<b>310</b>	<b>310</b>	<b>0.0064</b>	<b>0.00</b>
NON-INSTITUTIONS									
BODIES CORPORATE	1292870	4650	1297520	27.0350	1291430	4650	1296080	27.0050	-0.0300
INDIVIDUALS -									
I INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL UPTO RS. 1 LAKH	127093	393779	520872	10.8528	138902	392169	531071	11.0653	0.2125
II INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS. 1 LAKH	1327793	55800	1383593	28.8284	1319029	55800	1374829	28.6458	-0.1826
QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
<b>ANY OTHER</b>									
CLEARING MEMBERS	0	0	0	0.0000	6	0	6	0.0001	0.0001
HINDU UNDIVIDED FAMILIES	1412	0	1412	0.0294	1411	0	1411	0.0293	-0.0001
NON RESIDENT INDIANS	0	0	0	0.0000	0	0	0	0.0000	0.00

<b>SUB - TOTAL (B)(2)</b>	<b>2726133</b>	<b>477264</b>	<b>3203397</b>	<b>66.7457</b>	<b>2750778</b>	<b>452619</b>	<b>3203397</b>	<b>66.7457</b>	<b>0.0000</b>
<b>TOTAL PUBLIC SHAREHOLDING (B) =(B)(1)+(B)(2)</b>	<b>2726133</b>	<b>477574</b>	<b>3203707</b>	<b>66.7522</b>	<b>2750778</b>	<b>452619</b>	<b>3203707</b>	<b>66.7522</b>	<b>0.0000</b>
<b>TOTAL (A)+(B)</b>	<b>4321826</b>	<b>477574</b>	<b>4799400</b>	<b>100.0000</b>	<b>4344861</b>	<b>454539</b>	<b>4799400</b>	<b>100.0000</b>	<b>0.0000</b>
SHARES HELD BY CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED									
Promoter and Promoter Group	0	0	0	0.0000	0	0	0	0.0000	0.0000
Public	0	0	0	0.0000	0	0	0	0.0000	0.0000
TOTAL CUSTODIAN (C)	0	0	0	0.0000	0	0	0	0.0000	0.0000
<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>4321826</b>	<b>477574</b>	<b>4799400</b>	<b>100.0000</b>	<b>4344861</b>	<b>454539</b>	<b>4799400</b>	<b>100.0000</b>	<b>0.0000</b>

B) Shareholding of Promoter-

S N	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Revati Holdings Pvt. Ltd	1595693	33.2477	0.0000	1595693	33.2477	0.0000	0.0000

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

S N	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year- 01.04.18	1595693	33.2477	1595693	33.2477
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer /bonus/ sweat equity etc.):	DATE	SHARES	REASON	THERE WAS NO INCREASE/DECREASE IN THE NO OF SHARES OF THE PROMOTER
	At the end of the year- 31.03.19	1595693	33.2477	1595693	33.2477

D) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

For each of the top 10 shareholder	Shareholding at the beginning of the Year		Shareholding at the end of the Year	
	No of Shares	% of Total Shares of the Company	No of Shares	% of Total Shares of the Company
<b>1. Jagsakti Merchandise Private Ltd</b>				
At the beginning of the year	800000	16.6687		
At the end of the year			800000	16.6687
<b>2. ROS Insurance Advisors Pvt Ltd</b>				
At the beginning of the year	444400	9.2594		
At the end of the year			444400	9.2594
<b>3. Srabanti Singharoy</b>				
At the beginning of the year	250300	5.2152		
At the end of the year			250300	5.2152

<b>4. Arjun Singh</b>				
At the beginning of the year	200000	4.1671		
At the end of the year			200000	4.1671
<b>5. Md. Maqsood Alam</b>				
At the beginning of the year	200000	4.1671		
At the end of the year			200000	4.1671
<b>6. Mohammed Kasim Jamilahmed</b>				
At the beginning of the year	150230	301301		
Sale on 07.02.2020	60240	1.2551		
At the end of the year			89990	1.8750
<b>7. Vinay Kumar Singh</b>				
At the beginning of the year	100000	2.0835		
At the end of the year			100000	2.0835
<b>8. Parmeshwar Singh</b>				
At the beginning of the year	100000	2.0835		
At the end of the year			100000	2.0835
<b>9. Ajay Kumar Singh</b>				
At the beginning of the year	50000	1.0417		
At the end of the year			50000	1.0417
<b>10. Rajesh Kumar Srivastava</b>				
At the beginning of the year	50000	1.0417		
At the end of the year			50000	1.0417

## E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Parmeshwar Singh				
	At the beginning of the year	100000	2.0835	100000	2.0835
	At the end of the year	100000	2.0835	100000	2.0835

## V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	2,63,10,990	40,56,646	-	3,03,67,636
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	<b>2,63,10,990</b>	<b>40,56,646</b>	-	<b>3,03,67,636</b>
Change in Indebtedness during the financial year			-	
* Addition	-	-	-	-
* Reduction	36,21,398	12,95,628	-	49,17,026
Net Change	(36,21,398)	(12,95,628)	-	(49,17,026)
Indebtedness at the end of the financial year			-	
i) Principal Amount	2,26,89,592	27,61,018	-	2,54,50,610
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	<b>2,26,89,592</b>	<b>27,61,018</b>	-	<b>2,54,50,610</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Mahendra Singh (MD)	Parmeshwar Singh (WTD)	Archana Singh *	
1	Gross salary	Nil	Nil	Nil	Nil
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission - as % of profit - others, specify...	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	Total (A)	Nil	Nil	Nil	Nil
	Ceiling as per the Act	Nil	Nil	Nil	Nil

\* Archana Singh resigned from office of Company Secretary w.e.f; 15/11/2019.

**Note:** Managing Director and Whole Time Director has voluntarily opted not to draw any remuneration or emoluments during the financial year 2019-20.

SN.	Particulars of Remuneration	Name of Directors		Total Amount
		Aman Jain	Naba Kumar Das (*from 14 <sup>th</sup> August, 2019)	
1	<b>Independent Directors</b>			
	Fee for attending board committee meetings	30000	18000	48000
	Commission	Nil	Nil	
	Others, please specify	Nil	Nil	
	Total (1)	Nil	Nil	
2	<b>Other Non-Executive Directors</b>	<b>Srinivasan Ramakrishna Iyengar (* till 29/09/2020)</b>		
	Fee for attending board committee meetings	Nil		
	Commission	Nil		
	Others, please specify	Nil		
	Total (2)	Nil		
	Total (B)=(1+2)	Nil		
	Total Managerial Remuneration	Nil		
	Overall Ceiling as per the Act	Nil		

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

SN	Particulars of Remuneration	Key Managerial Personnel		
		CS	CFO	Total
1	Gross salary	1,86,694	6,00,000	7,86,694
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission - as % of profit others, specify...	0	0	0
5	Others, please specify	0	0	0
	<b>Total</b>	<b>1,86,694</b>	<b>6,00,000</b>	<b>7,86,694</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: There were no penalties, punishments, compounding of offences for the year ended March, 31, 2020.**

*Annexure- II***MANAGEMENT DISCUSSION AND ANALYSIS****INDUSTRY STRUCTURE AND DEVELOPMENTS**

During the year under review, Government of India increased the reservation norms from 90% to 100% for packing food grains and retained the norms at 20% in respect of packing of Sugar under the Jute Packaging Materials (Compulsory use in packing commodities) Act, 1987.

Due to a short crop in 2019-20 season, the availability of raw jute during the year under review was under pressure, leading to higher average cost of raw jute as compared to previous year

Enhancement of export benefits as announced by the Government under the MEIS Scheme, is providing encouragement to the jute exports in India.

**OVERVIEW OF THE COMPANY:**

The Company is into Jute and Agro trading and has also entered into exports of Jute bags and accessories after setting up a unit in Falta SEZ. It has also spread hands in the import and export of metal handicrafts etc along with raw jute and merchandise, import, export of metal handicrafts, merchandise etc.

**FINANCIAL PERFORMANCE:**

Your Company could not declare any dividend to the shareholders of the company due to inadequacy of the profits. However, the management is confident that in coming years the company would be in a position to declare strong financials.

**BUSINESS STRATEGY:**

Growth in demand of Jute fibres and other jute products due to its diversification and increasing use jute handicrafts and products are the key factors based on which the company has formulated its expansion plans. The company will continue to cater the domestic market while exploring diversified opportunities in the international market for Jute products and handicraft items.

**RISK AND CONCERNS:**

The Company is exposed to trading risk due to price vitality. In the Jute production segment continuous increase in wage costs coupled with labour productivity issues and inability to achieve optimum utilization of machines remain the single biggest worry for the industry burdened with competition from Bangladeshi jute products produced with cheap de-unionized labour.

**BUSINESS SEGMENT:**

The Company is presently into Single Business Segment.

**OPPORTUNITIES & THREATS:**

Opportunities:

- With the rise in awareness of disposal issues of plastic, it has been banned around the globe. This gives the much needed boost to the Jute industry. The use of Jute products are increasing due to its biodegradability and sustainability with the environment. These biodegradable and natural fibers have made space due to their eco-friendly nature.
- Different incentive schemes by government to promote jute goods and various products made out of Jute like Lifestyle and promotional bags, Jute geo-textile, upholstery, apparels and fashion bags shall lay down a foundation for the continuous increase in demand of Jute.

The major threats are:

- Dilution of compulsory Jute packing order and lower order from government can adversely affect the Jute market.
- Shortage of skilled labour
- Increasing employee and wage cost results in higher conversion cost
- Competition from Bangladeshi Jute goods and synthetic packaging material.

**INTERNAL CONTROL SYSTEM:**

The Company has set up internal control procedures commensurate with its nature of the business. These business procedures ensure optimum use and protection of the resources and compliance with the policies, procedures and statutes. The internal control systems provide for well-defined policies, guidelines and authorizations and approval procedures. The prime objective of such audits is to test the adequacy and effectiveness of the internal controls laid down by management and to suggest improvements.

**FUTURE OUTLOOK:**

The future outlook for the business appears very promising, encouraging and the Company proposes to take advantage of the growing demand in the Jute products with special focus in export segment and hence plan to take necessary steps in this decision.

Jute crop for the season 2020-21 is expected to be better than last year with favorable weather conditions. As a result the availability of Raw Jute is expected to be higher. The jute prices being stable and the regular orders received from government would increase the domestic demand.

We are exploring international market for Jute products like Bags, Accessories and other decorative items. The overall market conditions at present give a promising view of the future market of Jute items.

**CODE OF CONDUCT:**

The Code of Conduct for the Board of Directors and the Senior Management is disclosed on the website of the company.

**CAUTIONARY STATEMENT:**

Statement made in this section of the report is based on the prevailing position in the jute industry and market conditions and future expectations. Actual results might differ from what we perceive with respect to Company's outlook and performance.

**Place: Kolkata**

**Date: 02<sup>nd</sup> December, 2020**

## REPORT ON CORPORATE GOVERNANCE

**Pursuant to Schedule V (C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (As amended) a report on Corporate Governance is given Below:**

### **1. Company's Philosophy On Code Of Governance:**

Bangalore Fort Farms Limited (BFFL) believes in Code of Governance so as to be a responsible corporate citizen and to serve the best interest of all the stakeholders viz, the employees, shareholders, customers vendors and the society at large. The Company seeks to achieve this goal by being transparent in its business dealing, by disclosure of all relevant information in an easily understood manner, and by being fair to all stakeholders by ensuring that the Company's activity are managed by professionally competent and independent Board of Directors. Your Company is in compliance with the requirements of Corporate Governance stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, hereinafter called "the Listing Regulations" and also Guidance Note on Board Evaluation as prescribed by SEBI.

### **2. Board Of Directors:**

The Board of Directors along with its Committees provides leadership and guidance to the Management and directs and supervises the performance of the Company, thereby enhancing stakeholder value. The Board has a fiduciary relationship in ensuring that the rights of all stakeholders are protected. Your Company has an engaged and well informed Board with qualifications and experience in diverse areas.

The Company has an optimum composition of Executive and Non-Executive Directors in conformity with section 149 of the Companies Act 2013. The Board consists of Five Directors out of which 3 are Executive Directors and remaining 2 are Non-Executive Directors including two Independent Director. The Executive Director includes one Woman Director. The Chairman of the Board is a Non-Executive Non- Independent Director.

Category of Directors	No of Directors
Non- Independent NED	3*
Independent Directors	3**
Executive Director	1

\* Mr. Srinivasan Ramakrishna Iyengar resigned from office on 29/09/2020.

\*\* Mr. Naba Kumar Das was appointed as an additional director in the Category of independent non-executive Director w.e.f 14.08.2019

Mr. Parmeshwar Singh holds 1,00,000 Equity shares of the Company as at 31<sup>st</sup> March, 2020. No other directors hold any shares in the Company.

None of the Directors on the Board is a member of more than ten Committees or Chairman of five Committees (committees being Audit Committee and Stakeholders Relationship Committee) across all the Indian Public Companies in which he/she is a Director. Necessary disclosures regarding their Committee positions have been made by all the Directors.

None of the Directors hold office in more than ten Public Companies. None of the Independent Directors of the Company serve as an Independent Director in more than seven listed companies. All Directors are also in compliance with the limit on Independent Directorships of listed companies as prescribed under Regulation 17A of the Listing Regulations. The Board confirms that the Independent Directors fulfill the conditions specified in these regulations and that they are Independent of the management.

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and at the last Annual General Meeting (AGM) and the number of Directorships and Committee Chairmanships/Memberships held by them in other public limited companies as on March 31, 2020 are given below.

Name Of Director	Category	DIN	No. of Board Meetings Attended	Attendance at the last AGM held on 27 <sup>th</sup> September, 2019	Directorship in other public companies	No. of Committee position held in other companies
Mr. Mahendra Singh	Managing Director	07692374	4	Yes	0	0
Mr. Parmeshwar Singh	Whole Time Director	08209519	4	Yes	1	0
Mr. Srinivasan Ramakrishna Iyengar*	Non-Executive Director	05255039	4	Yes	1	0
Mr. Aman Jain	Independent Director	08187995	4	Yes	3	0
Mr. Naba Kumar Das**	Independent Director	02604632	3	Yes	2	0
Ms. Archana Singh	Executive Director	07876038	4	Yes	0	0

\* **Mr. Srinivasan Ramakrishna Iyengar resigned from office on 29/09/2020.**

\*\***Mr. Naba Kumar Das was appointed on 14.08.2019 as an additional director- Independent Category.**

During the financial year 2019-20, the Board met 4 (Four) times i.e., on 28<sup>th</sup> May, 2019, 14<sup>th</sup> August, 2019, 11<sup>th</sup> November, 2019 and 14<sup>th</sup> February, 2020. The maximum time gap between any two board meetings was less than 120 days.

Every Director, currently present on the Board of the Company were personally present in at least one Board Meeting/ Committee Meeting in the Financial Year 2019-20.

The Managing Director and Whole time Director have voluntarily decided to waive their remuneration at the time of appointment. Change in their remuneration is subject to the recommendation of the Nomination & Remuneration Committee followed by approval of Board.

The Board of Directors requested the Directors to waive the sitting fee for the Financial year 2019-20. Therefore No sitting fee was paid to any Directors for the period.

Certificates have also been obtained from the Independent Director confirming their position as Independent Director on the Board of the Company in accordance with Section 149 of the Companies Act, 2013 read with Regulation 16 (1) (b) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Name of the other Listed entities where Directors of the Company are holding Directorship

Name of Director	Name of Listed entity in which the concerned director is Director	Category of Directorship
Mr. Aman Jain	ENERGY DEVELOPMENT COMPANY LIMITED	Additional Director
Mr. Naba Kumar Das	KSHITIJ INVESTMENTS LIMITED	Non- Executive Director

No other Directors are holding Directorship in any other Listed Company.

### **Skills / Expertise / Competencies of the Board of Directors**

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available with the Board Members:

- i) Knowledge on Company's businesses (Jute and Jute products manufacturing and extraction of Raw material and marketing), policies and culture (including the Mission, Vision and Values) major risks/threats and potential opportunities and knowledge of the industry in which the Company operates
- ii) Behavioral skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company, Leadership & effective communication qualities.
- iii) Business Strategy, Sales & Marketing, Corporate Governance, Forex Management, Administration, Decision Making,
- iv) Financial and Management skills
- v) Technical / Professional skills and specialized knowledge in relation to Company's business

### **Board Procedure**

The annual tentative calendar of Board Meetings is circulated to the members of the Board, well in advance. The agenda is circulated well in advance to the Board members, along with comprehensive back-ground information on the items in the agenda to enable the Board members to take informed decisions. The agenda and related information are circulated in electronic form through their email, which is easily accessible to the Board members. The information as required under Part A of Schedule II to the Listing Regulations is also made available to the Board, wherever applicable, for their consideration. The Board also reviews the declarations made by the Managing Director & CEO, the Chief Financial Officer and the Company Secretary regarding compliance with all applicable laws and reviews the related compliance reports. . The Company adheres to the Secretarial Standard-1 on the Board and Committee Meetings as prescribed by the Institute of Company Secretaries of India.

### **Disclosures of Relationships between directors:**

None of the Directors are related to any other Director of the Company.

### **Code of Conduct for Board of Directors and Senior Management**

The Company has adopted a Code of Conduct for Board of Directors and Senior Management (The Code). The Code has been communicated to the Directors and Senior Management. The Code has also been posted on the Company's website at [www.bangalorefortfarms.com](http://www.bangalorefortfarms.com). All Board of Directors and Senior Management have confirmed compliance with code for the year ended 31<sup>st</sup>March, 2020.

Apart from receiving remuneration, if any that they are entitled to under the Act as Non-Executive Directors and reimbursement of expenses incurred in the discharge of their duties, none of the Non-Executive Directors has any other material pecuniary relationship or transactions with the Company, its Promoters or its Directors, its Senior Management or its Subsidiaries and Associates.

The Senior Management of the Company have made disclosures to the Board confirming that there are no material financial and/or commercial transactions between them and the Company that could have potential conflict of interest with the Company at large.

The familiarization programme for our Directors is also given on the website at [www.bangalorefortfarms.com](http://www.bangalorefortfarms.com).

### **Independent Directors and Separate Meeting of Independent Directors:**

The Independent Directors of the Company have been appointed in terms of the requirements of the Act, the Listing Regulations and the Governance Guidelines for Board Effectiveness adopted by the Company. Formal letters of appointment have been issued to the Independent Directors and the terms and conditions of their appointment are disclosed on the Company's website at [www.bangalorefortfarms.com](http://www.bangalorefortfarms.com). Mr. Naba Kumar Das was appointed an Independent Director during the financial year 2019-20. As stipulated by Regulation

25(3) of the SEBI Listing Regulations and Section 149(8) read with Clause VII of Schedule IV of the Companies Act, 2013, a separate meeting of the Independent Directors of the Company was held on 14<sup>th</sup>February, 2020 without the attendance of Non-Independent directors. The following matters were considered in the meeting:

- a) Reviewed the performance of the Chairperson of the Company, taking into account the views of the Executive Directors and Non-executive directors in terms of aforesaid circular of BSE.
- b) Reviewed the performance of Non-Independent Directors and the Board as a whole in accordance with the criteria specified by SEBI vide its circular no SEBI/HO/CFD/CMD/CIR/2017/004 dated 5<sup>th</sup>January,2017.
- c) Assessed quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

### **3. AUDIT COMMITTEE:**

Audit Committee acts in accordance with the terms and reference specified by the Board which includes the recommending on the appointment, re-appointment, terms of appointment, replacement or removal of the statutory auditor and the fixation of audit fees, review and monitor the auditor's performance and effectiveness of the audit process, financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, evaluation of internal financial control and risk management system, any subsequent modification of transaction of the Company's related party, monitoring the end use of the fund raised through public offers and related matters.

- The members of the Audit Committee are Mr. Aman Jain, Mr. Srinivasan Ramakrishna Iyengar and Mr. Naba Kumar Das (w.e.f; 14<sup>th</sup>August, 2019)
- Mr. Aman Jain, Independent Director is the Chairman of the Audit Committee from 6<sup>th</sup>February, 2019.
- Ms. Sneha Naredi, Company Secretary of the Company acts as the Secretary to the Audit Committee.

There were 4 meetings of the Audit Committee during the year ended 31<sup>st</sup>March, 2020, i.e. 28<sup>th</sup>May, 2019, 14<sup>th</sup>August, 2019, 11<sup>th</sup>November, 2019 and 14<sup>th</sup>February, 2020.

<b>S. No.</b>	<b>Name of the Director</b>	<b>Number of Audit Committee Meetings attended during the year ended 31<sup>st</sup>March 2020.</b>
1.	Mr. Aman Jain	4
2.	Mr. Srinivasan Ramakrishna Iyengar * (Resigned on 29.09.2020 )	4
3.	Mr. Naba Kumar Das * (Appointed on 14/08/2019)	3

The Internal Auditor and the representative of the Statutory Auditor also attended the Audit Committee meetings. The Internal Auditors Report was directly placed to the Audit committee.

The Chairman of Audit Committee meeting was present at the Annual General Meeting held on 27.09.2019. The minutes of Audit Committee meetings are placed in the Board.

The terms of reference of the Audit Committee are in line with Regulation 18(3) read with Schedule II, Part - C of the SEBI Listing Regulations and Sec. 177 of the Companies Act, 2013 and briefly described below:

- To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

- To recommend the appointment, remuneration and terms of appointment of the Statutory Auditors, Cost Auditors and Internal Auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the Management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
  - b. Changes, if any, in accounting policies and practices and reasons for the same.
  - c. Major accounting entries involving estimates based on the exercise of judgment by Management.
  - d. Significant adjustments made in the financial statements arising out of audit findings.
  - e. Compliance with listing and other legal requirements relating to financial statements.
  - f. Disclosure of any related party transactions.
  - g. Modified opinion(s) in the draft audit report, if any.
- To review with management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the Management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take steps in the matter;
- To review and monitor the Auditor's independence and performance and effectiveness of the Audit Process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of Inter-corporate loans and Investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up thereon;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

#### **4. NOMINATION & REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee has been constituted by the Board in compliance with the requirements of Section 178 of the Act and Regulation 19 of the Listing Regulations.

The terms of reference of the Remuneration Committee include:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommended to the Board a policy, relating to the remuneration of the Directors, Key managerial Personnel and other employees;
2. Identify person who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommended to the Board their appointment and removal and shall carry out evaluation of each director's performance;
3. Devising a policy on Board diversity;

4. Deciding whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
5. Recommend to the board, all remuneration, in whatever form, payable to senior management.
  - All the Members of Nomination & Remuneration Committee are Non-Executive and Mr. Aman Jain acts as a Chairperson w.e.f; 06.02.2019.
  - The members of the Committee are Mr. Srinivasan Ramakrishna Iyengar\* and Mr. Naba Kumar Das.\*\*

\*Resigned w.e.f 29<sup>th</sup>September, 2020.

\*\* Appointed w.e.f 14<sup>th</sup> August, 2019.

There was 1(one) meeting of the Committee held during the year ended 31<sup>st</sup>March, 2020, i.e. on 14<sup>th</sup>August, 2019 in respect of Appointment of additional director Independent category.

S. No.	Name of the Director	Number of Nomination & Remuneration Committee Meetings attended during the year ended 31 <sup>st</sup> March 2020
1.	Mr. Aman Jain	1
2.	Mr. Srinivasan Ramakrishna Iyengar * (Resigned on 29.09.2020 )	1
3.	Mr. Naba Kumar Das	1

## 5. **REMUNERATION POLICY:**

The Company has adopted a Remuneration policy for its Directors, Key Managerial Personnel and other employees. The Nomination & Remuneration Committee decides remuneration Policy has laid down the criteria for determining qualifications, positive attributes, Independence of Director and Board diversity. The Policy laid down the factors for determining remuneration of Non-Executive Directors, Key Managerial Personnel and other employees.

The Policy also lays down the evaluation criteria of the Independent Directors and the Board.

The key factors considered in formulating the Policy areas under:

- a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors to run the Company successfully;
- b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- c) Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

The Company does not have any Employee Stock Option Scheme.

### **A. Remuneration to Whole Time Director:**

The Whole Time Director, if any will be paid his/her salary as per agreement, considered by Board & Committee. In addition, the Company provides with certain perquisites, allowances and benefits in accordance with terms of contract, if any. In the event that there is no breach of the terms of the agreement, if any by the Whole Time Director, but the Company exercise the discretion to terminate his services during the terms of his/ her agreement, without assigning any reason thereof, then and in that event, the Whole Time Director shall be paid a compensation of a sum which shall not exceed the remuneration which he/she would have earned.

### **B. Remuneration to Non-Executive Directors and Independent Directors:**

The Independent Directors and Non-Executive Directors are not paid sitting fees for attending the meetings of the Board and/or Committee thereof with the unanimous discretion of Board. The aggregate Commission payable to all the NEDs and IDs is recommended by the NRC to the Board based on

Company performance, profits, return to investors, shareholder value creation and any other significant qualitative parameters as may be decided by the Board. The ID's and Non-Executive Directors, in their individual capacity, did not have any pecuniary relationship or transactions with the Company during the financial year 2019-20.

### **C. Remuneration To Key Managerial Personnel (KMP) and other Employees:**

The objective of the Policy is to have a compensation framework that will reward and retain talent. The Remuneration will be such as to ensure the correlation of remuneration to performance is clear and meet appropriate performance benchmark.

Remuneration to Key Managerial Personnel, Senior Management and other Employees will involve a balance between fixed and variable pay reflecting short and long term performance objectives of the employees in line with the working of the Company and its goal.

The Nomination & Remuneration Committee recommend the remuneration of KMP and other Employees.

#### **Independent Director:**

Pursuant to the provision of Section 149 Companies Act, 2013, the Independent Director of the Company have been appointed for the period of 5years.

Pursuant to Schedule IV to the Companies Act, every Independent Director has been issued a letter of appointment containing the terms and conditions of his/ her appointment. The terms and condition of the appointment has been posted on the website of the Company at [www. bangalorefortfarms.com](http://www.bangalorefortfarms.com)

The Remuneration Policy has also been posted on the website of the Company at [www. bangalorefortfarms.com](http://www.bangalorefortfarms.com)

#### **Separate Meeting of Independent Directors:**

In accordance with the provisions of schedule IV of the Companies Act, 2013, a separate meeting of the Independent Directors was held on 14<sup>th</sup> February, 2020 without the attendance of the Non-Executive Directors and Members, inter alia to:

- a. Review the performance of the Non-Executive Directors and the Board as a whole;
- b. Review the performance of the Chairman of the Company, taking into account the views of the Executive Directors And Non-Executive Directors;
- c. Access the quality, quantity and timelines of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The meeting was attended by Mr. Aman Jain, Mr. Naba Kumar Das and Ms. Archana Singh. The Independent Directors discussed matters pertaining to the Company's affairs and functioning of the Board and presented their views to the Managing Director for appropriate action.

### **Profile of Director seeking appointment/reappointment as required under Regulation 36 (3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.**

Particulars of Directors seeking appointment / re-appointment at the ensuing Annual General Meeting have been provided in the Notice of the Annual General Meeting.

### **6. STAKEHOLDER'S RELATIONSHIP COMMITTEE:**

The Stakeholders' Relationship Committee has been constituted by the Board in compliance with the requirements of Section 178 (5) of the Act and Regulation 20 of the Listing Regulations also as Share Transfer & shareholders/ investors grievances Committee.

- The Members of the Stakeholders' Relationship Committee are Mr. Srinivasan Ramakrishna Iyengar (resigned w.e.f. 29/09/2020), Non-Executive Director, Mr. Mahendra Singh, Managing Director. and Mr. Aman Jain acts as the Member to the Committee since 06.02.2019)
- Mr Srinivasan Ramakrishna Iyengar is the Chairman of the Committee.

- Ms. Sneha Naredi, Company secretary is the Compliance Officer of the Company and acts as secretary to Committee.
- Normally all Complaints/ Queries are disposed off expeditiously. The Company had no complaints pending at the close of the financial Year.
- The Committee considers and resolves the grievances of the Shareholders of the Company including complaints related to shares, non-receipts of balance sheet, non-receipts of declared dividend if any.
- Transfer/ transmission of Shares/ Debentures, Issue of duplicate Share Certificate, Review of shares dematerialized of investor's grievances.

There were 3 meetings of the Committee during the year ended 31<sup>st</sup>March, 2020, i.e. on 28<sup>th</sup> May, 2019, 14<sup>th</sup>August, 2019 and 11<sup>th</sup>November,2019.

S. No.	Name of the Director	Number of Stakeholder's Relationship Committee Meetings attended during the year ended 31 <sup>st</sup> March 2019.
1.	Mr. Srinivasan Ramankrishnalyengar*	3
2.	Mr. Aman Jain	3
3.	Mr. Mahendra Singh	3

\* Resigned w.e.f. 29.09.2020

There are no complaints- physical as well as on scores.gov.in pending as at 31st March 2020

#### 7. **GENERAL BODY MEETINGS:**

The details of the last three Annual General Meetings (AGM) of the Company held as under:

Financial Year	Date and Time	Venue
50 <sup>th</sup> AGM	25 <sup>th</sup> September 2017 at 11.30 A.M	Board Room, Vasavi Convention Centre, Vani Vilas Road, V VPuram, Bangalore-560 004
51 <sup>st</sup> AGM	29 <sup>th</sup> September 2018 at 11.30 A.M	LMJChambers, 15C, Hemanta Basu Sarani, 4 <sup>th</sup> Floor. Kolkata-700001
52 <sup>nd</sup> AGM	27 <sup>th</sup> September 2019 at 11.30 A.M	16A, Brabourne Road, 6th Floor, Kolkata -700001

#### 8. **POSTAL BALLOT**

- No Postal Ballot were conducted as per Section 110 of the Companies Act, 2013, read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2014, including any amendment thereof.

#### 9. **E-VOTING**

In terms of Section 108 of the Companies Act, 2013, Rules framed there under and Regulation 46 of the LODR Regulation, 2015, the Company is providing e-voting facility to its Members in respect of all Members' resolutions proposed to be passed at this Annual General Meeting.

#### 10. **MEANS OF COMMUNICATION:**

- Quarterly Results:** The Quarterly results were published in accordance with the requirements of the Listing Obligations and Disclosure Requirements (LODR) Regulation, 2015.
- Newspapers in which results are normally published:** Business Standard- English and Ekdin- Bengali (Kolkata).

- iii) **Website:** The Company has its own web-site and all vital information relating to the Company and its performance, including quarterly results and Shareholding Pattern, their Policies, official press releases and presentation to analysts are posted on the web-site. The Company's website address is "[www.bangalorefortfarms.com](http://www.bangalorefortfarms.com)".
- iv) **Designated e-mail Address for Investor Services/Grievances:** In terms of LODR Regulations, 2015 the designated e-mail address for investor complaints is "[info@bangalorefortfarms.com](mailto:info@bangalorefortfarms.com)".

#### 11. GENERAL SHAREHOLDER INFORMATION:

- i) The particulars of the Annual General Meeting for the year ended March 31, 2020 is asunder:

Date of 53 <sup>rd</sup> Annual General Meeting	Venue	Time
Wednesday, 30 <sup>th</sup> December, 2020	16A, Brabourne Road, 6 <sup>th</sup> Floor, Kolkata -700001	01.30 P.M

- ii)

Financial Calendar	Period	Declaration of Unaudited Results
1 <sup>st</sup> Quarter	April 1 to June 30	On or before August 14, 2019.
2 <sup>nd</sup> Quarter	July 1 to September 30	On or before November 14, 2019.
3 <sup>rd</sup> Quarter	October 1 to December 31	On or before February 14, 2020.
Audited Financial Results	January 1 to March 31	On or before May 30, 2020.*

\* Due to COVID-19 pandemic the revised timeline for submission of Annual Financial Results has been extended till June 30, 2020.

- iii) The Company's financial year begins on April 1 and ends on March 31 of the following year

#### iv) **DATE OF BOOKCLOSURE:**

- v) Dividend Payment Date: Not applicable as no dividend was declared during the year.

- vi) Listing on Stock Exchanges and Stock Codes:

The Company's Shares are currently listed and traded on the following Stock Exchanges:

Sl. No.	Name of the Stock Exchanges	Address	Scrip Name, Scrip Code & Scrip ID
1.	Bombay Stock Exchange Limited (BSE) <b>[Designated Exchange]</b>	Floor 25, P J Towers, Dalal Street Mumbai - 400001	Bangalore Fort Farms Limited, Scrip code: <b>539120</b> , BFFL
2.	The Calcutta Stock Exchange Limited (CSE) <b>[Regional Exchange]</b>	7, Lyons Range, Dalhousie, Murgighata, BBDBagh, Kolkata - 700 001	Bangalore Fort Farms Limited Scrip code: <b>012644</b>

The Annual listing Fee of the BSE & CSE has been paid before due dates.  
Demat -ISIN number for NSDL & CDSL: INE578R01011

#### vii) **Market Price Data:**

**BSE-31.03.2020 - 844.69lacs.-** Market Capitalisation  
Your Company got listed on BSE on 04.05.2015.

Its 52 Weeks High was 19.45 and Low was 13.25 during this Financial Year **2019-20**.  
ISIN No. INE578R01011

Month	Open Price	High Price	Low Price	Close Price
Apr-19	19.45	19.45	16.10	16.10
May-19	15.75	15.75	13.25	13.25
Jun-19	13.25	13.91	13.25	13.91
Jul-19	13.91	13.91	13.91	13.91
Aug-19	13.91	13.91	13.91	13.91
Sep-19	14.60	15.33	14.60	15.33
Oct-19	15.33	16.00	15.25	16.00
Nov-19	16.80	16.80	16.00	16.00
Dec-19	16.00	16.70	15.95	16.60
Jan-20	16.60	16.80	16.00	16.80
Feb-20	17.60	17.60	17.60	17.60
Mar-20	17.60	17.60	17.60	17.60

- viii) **Registrars and Share Transfer Agents:** All matters pertaining to Share Transfers / Transmissions are being handled by Cameo Corporate Services Limited, the Registrars and Share Transfer Agents.

**Address:** Cameo Corporate Services Limited

Subramanian Building

No.1, Club House Road

Chennai 600 002

Tel.No. : 044 – 28460425

Fax No. : 044 – 28460129

**E-mail address: For Investor Queries and Grievances - [investor@cameoindia.com](mailto:investor@cameoindia.com)**

**For Non- Receipt of Annual Report - [agm@cameoindia.com](mailto:agm@cameoindia.com).**

- ix) **Categories of Shareholders as on 31<sup>st</sup>March,2020:**

	Category	No of Shares Held	% of shareholding
A	<b>Promoters' Holding</b>		
1.	Body Corporate-Revati Holdings Pvt. Ltd.	1595693	33.24%
	<b>Total(A)</b>	<b>1595693</b>	<b>33.24%</b>
B.	<b>Non-Promoters' Holding</b>		
1.	Individual- Resident	1905900	39.71%
2.	Individual- NRI	0	0%
3.	Body Corporate	1296080	27.01%
4.	Bank-Nationalized	310	0.01%
5.	HUF	1411	0.03%
6.	Clearing Members	6	0.00%
	<b>Total (B)</b>	<b>3203707</b>	<b>66.76%</b>
	<b>Total (A+B)</b>	<b>4799400</b>	<b>100.00%</b>

- x) Dematerialization of Shareholding and liquidity

4,346,471 i.e. 90.56% of the paid up share Capital had been dematerialized, as at 31<sup>st</sup>March, 2020.

**xi) Address for Correspondence:**

*Bangalore Fort farms Limited.*

**Registered Office Address-** 16A, BRABOURNE ROAD, 6<sup>TH</sup> FLOOR, KOLKATA – 700001

**Factory Location:** - SHED NO.2 (BESIDE LINC PEN), PLOT NO-16, SECTOR-II, FSEZ, FALTA, P.O-BISRA, P.S-RAMNAGAR, SOUTH 24 PARGANAS; FALTA-743504

**Email:** [info@bangalorefortfarms.com](mailto:info@bangalorefortfarms.com)

**Website:** [www.bangalorefortfarms.com](http://www.bangalorefortfarms.com)

**xii) Distribution of Shareholding**

The shareholding distribution of equity shares as on 31st March, 2020 is given below:

No of shares (Range)	No of shareholders	No of Equity shares held	Percentage of holding
1-100	329	7247	0.1509
101-500	146	41062	0.8555
501-1000	99	66463	1.3848
1001-2000	82	127401	2.6545
2001-3000	7	18567	0.3868
3001-4000	57	178556	3.7203
4001-5000	5	23100	0.4813
5001-10000	10	75232	1.5675
10001 – and Above	23	4261772	88.7980
<b>Total</b>	<b>758</b>	<b>4799400</b>	<b>100.0000</b>

**12. DISCLOSURES:**

- The Company did not have any materially significant related party transaction. The Company has the Related Party Transaction Policy which has been hosted on the website of the Company at <http://www.bangalorefortfarms.com>.
- There is no transaction of a material nature with any related party, which was in conflict with the interest of the Company.
- The Company has complied with the requirements of regulatory authorities on capital market and no penalties / Strictures have been imposed against it in the last three years.
- The Company has adopted vigil Mechanism/Whistle Blower policy and affirms that no personal has been denied access to the Audit Committee.  
This policy has been posted on the website of the Company.
- There were no instances of non-compliance by the Company with any legal requirements nor have there been any strictures passed by Stock Exchanges or Securities and Exchange Board of India, on any matters relating to the capital market during the last three years.

**For and on Behalf of Board of Directors**

**Mahendra Singh**  
Managing Director  
DIN: 07692374

**Parmeshwar Singh**  
Whole-Time Director  
DIN: 08209519

**Place: Kolkata**

**Date: 02<sup>nd</sup> December, 2020**

**Certificate of Compliance with the Corporate Governance requirements under  
SEBI (Listing Obligation and Disclosure Requirements) regulations, 2015  
Independent Auditor's Certificate on Corporate Governance**

**TO THE MEMBERS OF BANGALORE FORT FARMS LIMITED**

1. We, AMK & Associates, Chartered Accountants, the Statutory Auditors of Bangalore Fort Farms Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31 March 2020, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paras C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

**MANAGEMENT'S RESPONSIBILITY**

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

**AUDITORS' RESPONSIBILITY**

3. 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.
4. 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.
5. 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 (Revised 2016) issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. 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**

7. 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 paras C and D of Schedule V of the Listing Regulations during the year ended 31 March 2020.
8. 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.

**For AMK & Associates  
Chartered Accountants  
FRN: 327817E**

Kolkata  
02<sup>nd</sup> December, 2020

**Bhupendra Kumar Bhutia**  
Partner  
(M.No.: 059363)  
[UDIN: 20059363AAABCN2232]

**MANAGING DIRECTOR/ CEO / CFO CERTIFICATION**

**To The Board of Directors,  
Bangalore Fort Farms Limited**

Pursuant to Regulation 17(8) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we hereby certify to the Board that:

- a) We have reviewed the Financial Statements and Cash Flow Statement for the year ended 31st March 2020 and to the best of our knowledge and belief:
- i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31<sup>st</sup>March, 2020 are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
- i) Significant change in internal control, if any during the year under reference;
- ii) Significant change in accounting policies, if any during the Financial year 2019-20 requiring disclosure in the notes to the financial statements; and
- iii) Instance of significant fraud with involvement therein, if any of the management or any employee having a significant role in the Company's internal control system over financial reporting.

**For Bangalore Fort Farms Ltd.**

Place: Kolkata

Date: 02<sup>nd</sup> December, 2020

Mahendra Singh  
**Managing Director**

Bidhan Chandra Roy  
**Chief Financial Officer**

**DECLARATION ON COMPLIANCE WITH THE COMPANY'S CODE OF CONDUCT:**

The Board has laid down the Code of Conduct for all Board Members and Senior Management of the Company pursuant to Para D of the Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I hereby confirm that all the members of the Board and senior Management of the Company have affirmed Compliance with the said Code of Conduct as applicable to them for the Financial year ended 31<sup>st</sup>March, 2020.

**Place: Kolkata**

**Date: 02<sup>nd</sup> December, 2020**

**(Mahendra Singh)  
Managing Director  
DIN: 07692374**

**SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2020

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel)Rules, 2014]*

To,

**The Members  
Bangalore Fort Farms Limited**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Bangalore Fort Farms Ltd** (CIN L51101WB1966PLC226442) (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup>March, 2020, generally complied with the statutory provisions listed hereunder, to the extent applicable, 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.

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2020, according to the provisions of:
  - (i) The Companies Act, 2013 (the Act) and the rules made there under to the extent applicable;
  - (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under;
  - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
  - (iv) The Foreign Exchange Management Act, 1999 (FEMA) and the rules and regulations made there under to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings (ECBs) to the extent applicable;
  - (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 (effective from 1<sup>st</sup>December,2015);
    - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (effective up to 14<sup>th</sup>May, 2015) and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective from 15<sup>th</sup>May,2015);
    - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,2009;

2. Provisions of the following Regulations and Guidelines were not applicable to the Company under the Audit period:-

- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) The Company is into Agro trading and manufacturing and export of Jute products to the best of my knowledge and believe and as confirmed by the Management of the Company the Other relevant Laws are specifically Applicable the Company:
- (i) The Special Economic Zones Act, 2005 and the rules made there under
  - (ii) Jute & Jute Textiles Control Orders 2000 & 2016 (as applicable)

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

- (i) Secretarial Standards on Meetings of the Board of Directors (SS-1) and on General Meetings (SS-2) issued by The Institute of Company Secretaries of India and made effective from 1<sup>st</sup> July, 2015.
- (ii) The Company being a listed company, the provisions of the Listing Agreement/Revised Listing Agreement with Stock Exchange are applicable. The Company is Listed with BSE and CSE.

2. I further report that the Company has, in my opinion, complied with the provisions of the Companies Act, 2013 and the Rules made under that Act as notified by Ministry of Corporate Affairs and guided by the Memorandum and Articles of Association of the Company, with regard to:

- (a) Maintenance of various statutory registers and documents and making necessary entries therein;
- (b) Closure of the Register of Members.
- (c) Forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;
- (d) Service of documents by the Company on its Members, Auditors and the Registrar of Companies;
- (e) notice of Board meetings and Committee meetings of Directors;
- (f) the meetings of Directors and Committees of Directors including passing of resolutions by circulation;
- (g) minutes of proceedings of General Meetings and of the Board and its Committee meetings;
- (h) approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;
- (i) constitution of the Board of Directors/Committee(s) of Directors, appointment, retirement and reappointment of Directors including the Managing Director and Whole-time Directors;
- (j) payment of remuneration to Directors including the Managing Director and Whole-time Directors;
- (k) appointment and remuneration of Auditors and Cost Auditors;
- (l) transfers and transmissions of the Company's shares and issue and dispatch of duplicate certificates of shares;

- (m) declaration and payment of dividends;
  - (n) transfer of certain amounts as required under the Act to the Investor Education and Protection Fund and uploading of details of unpaid and unclaimed dividends on the websites of the Company and the Ministry of Corporate Affairs;
  - (o) borrowings and registration, modification and satisfaction of charges wherever applicable;
  - (p) investment of the Company's funds including investments and loans to others;
  - (q) form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule III to the Act;
  - (r) Directors' report;
  - (s) Contracts, common seal, registered office and publication of name of the Company; and
  - (t) Generally, all other applicable provisions of the Act and the Rules made under the Act.
3. I further report that

The Board of Directors of the Company is constituted with proper balance of Executive Directors, Women Director, Non-Executive Directors, and Independent Directors.

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.

- i. Decision in the meeting of Board of Directors were taken unanimously and recorded as part of the minutes.
- ii. The Company has obtained all necessary approvals under the various Provisions of the Act; and
- iii. There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.
- iv. The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;

4. The Company has complied with the provisions of the Securities Contracts (Regulation) Act, 2013 and the Rules made under that Act, with regard to maintenance of minimum public shareholding.

5. I further report that the Company has complied with the provisions of the Depositories Act, 1996 and the Byelaws framed there under by the Depositories with regard to dematerialization/rematerialisation of securities and reconciliation of records of dematerialized securities with all securities issued by the Company.

6. The Company has complied with the provisions of the FEMA, 1999 and the Rules and Regulations made under that Act to the extent applicable.

7. I further report that:

- a. the Company has complied with the requirements under the Equity Listing Agreements entered into with Calcutta Stock Exchange Limited and Bombay Stock Exchange;

b. the Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of Records required under the said Regulations;

c. the Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;

8. I further report that based on the information received and records maintained 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 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.

These events have major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

**Pankaj Kumar Modi**  
**Company Secretary in Practice**  
**Membership No.: ACS-28600**  
**C. P. No.: 12472**

**Place : Kolkata**  
**Date: 23<sup>rd</sup> August, 2020**

**[UIDN: A028600B000606815]**

***\*This Report is to be read with our letter of even date which is annexed to this Report as Annexure – A integral part of this Report.***

To,

**The Members**

**Bangalore Fort Farms Ltd.**

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;
2. I have followed the audit practices and the process as were appropriate to obtain reasonable assurances about the Correctness of the contents of the secretarial records. The Verification was done on test basis to ensure the correct facts are reflected in secretarial records. We believe that the process and practice, we followed provide a reasonable basis for our opinion;
3. I have not verified the correctness and appropriateness of financial records and book of accounts of the Company or examined any books, information or statement other than Books and papers.
4. I have not examined any other specific law except as mention above.
5. The Compliance of the provision of corporate and other applicable law, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis;
6. The secretarial audit report is neither an assurance as to the future viability of the company nor the effectiveness with which the management has conducted the affairs of the Company.

**Pankaj Kumar Modi**  
**Company Secretary in Practice**  
**Membership No.: ACS-28600**  
**C. P. No.: 12472**

**Place : Kolkata**  
**Date: 23<sup>rd</sup> August, 2020**

**[UIDN: A028600B000606815]**

**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)*

To,

**The Members of  
BANGALORE FORT FARMS LIMITED  
16A, Brabourne Road, 6<sup>th</sup>Floor, Kolkata-1**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Bangalore Fort Farms Limited** having **CIN-L51101WB1966PLC226442** and having registered office at 16A, Brabourne Road, 6<sup>th</sup>Floor, Kolkata-1 (hereinafter referred to as “the Company”), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup>March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

<b>Sr.No</b>	<b>Name of Director</b>	<b>DIN</b>	<b>Date of appointment in Company</b>
1	Mr. Srinivas Ramakrishna Iyengar* (* Resigned w.e.f. 29/09/2020)	05255039	07/08/2014
2	Mr. Mahendra Singh	07692374	11/08/2018
3	Mr. Parmeshwar Singh	08209519	30/08/2018
4	Ms. Archana Singh	07876038	11/08/2018
5	Mr. Aman Jain	08187995	06/02/2019
6	Mr. Naba Kumar Das	02604632	14/08/2019

Ensuring the eligibility of for the appointment / continuity 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. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Place : Kolkata  
Date: 23<sup>rd</sup> August, 2020**

**[UIDN: A028600B001292709]**

**Pankaj Kumar Modi  
Company Secretary in Practice  
Membership No.: ACS-28600  
C. P. No.: 12472**

## INDEPENDENT AUDITOR'S REPORT

### To the Members of Bangalore Fort Farms Limited

#### Report on the Audit of the financial statements

##### Opinion

We have audited the financial statements of **Bangalore Fort Farms Limited** ("the Company") which comprise the Balance Sheet as at 31st March 2020, the Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, its profit, changes in equity and its cash flows for the year ended on that date.

##### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

##### Emphasis of Matter

We draw attention to Note 38 of the financial statements, as regards the management's evaluation of COVID-19 impact on the future performance of the Company. Our opinion is not modified in respect of this matter

##### 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 of the current period. 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.

We have determined the matters described below to be the key audit matters to be communicated in our report.

Srl. No.	Key Audit Matter	Auditor's Response
1	<b>Estimation Uncertainty relating to the global pandemic COVID-19</b>	<b>Principal Audit Procedures</b>
	In assessing the recoverability of Investments and other financial assets and non-financial assets, the Company has considered internal and external information up to the date of approval of these financial statements.	We have reviewed management assessment on recovery and compliance relating to other financial and non-financial assets. We also discussed with the Key Management and reviewed the supporting documents along-with the adequacy of Internal Controls over the carrying amount of the assets.
		<b>Our Observations</b>
		Based on our review and audit procedures, we found that the management assessment on recovery of the carrying amount of the financial and non-financial assets is reasonable.

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, 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.

### **Management's Responsibility for the financial statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those 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 scepticism 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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.

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 of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

(1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure-A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

(2) As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

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

In our opinion and to the best of our information and according to the explanations given to us, the Company has not paid any remuneration to its directors during the financial year.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For AMK & Associates  
Chartered Accountants  
FRN: 327817E

Bhupendra Kumar Bhutia  
Partner  
M.No. 059363

Place: Kolkata  
Date: 29 June, 2020

[UDIN: 2059363AAAAT2891]

**Annexure "A" to the Independent Auditors' Report****Annexure to the Independent Auditors' Report to the Board of Directors of Bangalore Fort Farms Limited referred to in paragraph 1 of Report on Other Legal and Regulatory Requirements in our Report of even date**

(i) In respect of its fixed assets (property, plant and equipment):

a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

b) The fixed assets were physically verified during the year by the Management in accordance with a programme of verification, which in our opinion provides for physical verification of all the fixed assets at reasonable intervals.

According to the information and explanations given to us no material discrepancies were noticed on such verification.

c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title deeds, comprising all the immovable properties of freehold buildings, are held in the name of the Company as at the balance sheet date.

The Company does not have any immovable properties of freehold land and leasehold land and buildings that have been taken on lease and disclosed as fixed assets in the financial statements.

(ii) The physical verification of Inventory has been conducted by the management at reasonable intervals and no material discrepancies were noticed on such physical verification. The discrepancies noticed on physical verification of inventory as compared to book records were not material.

(iii) The Company has granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnership or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013 and

(a) The terms and conditions of the grant of such loans are not prejudicial to the Company's Interest;

(b) The schedule of repayment of principal and payment of interest has been stipulated and the repayments or receipts are regular;

(c) No amount is overdue for a period of ninety days.

(iv) The Company has complied with the section 185 and 186 of the Companies Act, 2013 in respect of loans, investments or guarantees.

(v) The Company has not accepted any deposits from the public in accordance with the provisions of sections 73 to 76 of the Act and the rules framed there under.

(vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.

(vii) According to the information and explanations given to us, in respect of statutory dues:

a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Income tax, Goods and Service Tax, Customs Duty, cess and other material statutory dues applicable to it to the appropriate authorities.

b) There were no undisputed amounts payable in respect of Provident Fund, Income-tax, Goods and Service Tax, Customs Duty, cess and other material statutory dues in arrears as at 31 March, 2020 for a period of more than six months from the date they became payable.

(viii) The Company has not defaulted in repayment of loans or borrowings to financial institution or bank or Government, and it has no outstanding amount to debenture holders.

(ix) The Company has not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.

(x) No fraud by the company or any material fraud on the Company by its officers or employees has been noticed or reported during the year.

(xi) The Company has not paid any managerial remuneration during the current financial year as per section 197 read with Schedule V of the Companies Act, 2013.

(xii) The Company is not a Nidhi Company. Accordingly, paragraph 3 (xii) of the Order is not applicable.

(xiii) All transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards;

(xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, there are no personal expenses which have been charged to the revenue account and the Company has not entered into non-cash transactions with directors or persons connected with him.

(xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For AMK & Associates  
Chartered Accountants  
FRN: 327817E

Bhupendra Kumar Bhutia  
Partner  
M.No. 059363

Place: Kolkata  
Date: 29 June, 2020

[UDIN: 2059363AAAAT2891]

**ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT****Annexure to the Independent Auditors’ Report to the Members of Bangalore Fort Farms Limited referred to in paragraph 2 (g) of Report on Other Legal and Regulatory Requirements in our Report of even date**

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

We have audited the internal financial controls over financial reporting of Bangalore Fort Farms Limited as of March 31, 2020 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 Company’s management is responsible for establishing and maintaining internal financial controls based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

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

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

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

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

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

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, 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 AMK & Associates  
Chartered Accountants  
FRN: 327817E

Bhupendra Kumar Bhutia  
Partner  
M.No. 059363

Place: Kolkata  
Date: 29 June, 2020

[UDIN: 2059363AAA AVT2891]

## BANGALORE FORT FARMS LIMITED

## Balance Sheet as at 31st. March, 2020

	Particulars	Note No.	As at 31st March 2020	As at 31st March 2019
			Amount (Rs.)	
<b>ASSETS</b>				
(1)	<b>Non-current assets</b>			
	(a) Property , Plant and equipment	2	1,38,08,937	1,58,21,126
	(b) Deferred Tax Assets (Net)	3	21,84,162	18,92,601
	(c) Financial assets			
	(i) Loans	4	2,000	52,000
	(d ) Other non-current assets	5	1,34,72,949	1,28,72,949
			<b>2,94,68,048</b>	<b>3,06,38,676</b>
(2)	<b>Current assets</b>			
	(a) Inventories	6	2,51,65,887	33,07,178
	(b) Financial assets			
	(i) Trade receivables	7	8,03,05,014	6,77,96,072
	(ii) Cash and cash equivalents	8	80,25,524	22,54,230
	(iii) Bank balances other than cash & cash equivalent	9	1,77,405	1,77,405
	(iv) Others Financial Assets	10	14,08,047	9,08,047
	(c) Current assets tax assets (net)		1,78,332	47,743
	(d) Other current assets	11	1,43,16,544	1,75,16,747
			<b>12,95,76,753</b>	<b>9,20,07,422</b>
	<b>Total Assets</b>		<b>15,90,44,801</b>	<b>12,26,46,098</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
	(a) Equity Share capital	12	4,79,94,000	4,79,94,000
	(b) Other Equity	13	2,25,28,450	1,74,86,639
			<b>7,05,22,450</b>	<b>6,54,80,639</b>
<b>LIABILITIES</b>				
(1)	<b>Non-current liabilities</b>			
	(a) Financial liabilities			
	(i) Borrowings	14	50,32,597	61,47,806
	(b) Provisions	15	1,08,749	32,068
			<b>51,41,346</b>	<b>61,79,874</b>
(2)	<b>Current liabilities</b>			
	(a) Financial liabilities			
	(i) Borrowings	16	2,04,18,013	2,42,19,830
	(ii) Trade payables	17		
	(A) Total outstanding dues of micro enterprises and small enterprises		-	
	(B) Total outstanding dues of creditors other than micro enterprises and small enterprises		6,01,65,118	1,98,06,929
	(b) Other current liabilities	18	27,77,653	69,38,948
	(c) Provisions	19	20,221	19,878
			<b>8,33,81,005</b>	<b>5,09,85,585</b>
	<b>Total Equity and liabilities</b>		<b>15,90,44,801</b>	<b>12,26,46,098</b>
<b>Summary of Significant Accounting policies</b>				
1 See accompanying notes form an integral part of the financial statement In terms of our report of even date attached herewith				
			<b>For and on behalf of the Board</b>	
For AMK & Associates Chartered Accountants Firm's Registration No.327817E			Mahendra Singh (Managing Director) DIN : 07692374	Mr. Parmeshwar Singh (WholeTimeDirector) DIN: 08209519
Bhupendra Kumar Bhutia Partner Membership No. 059363			Aman Jain (Director) DIN : 08187995	Bidhan Chandra Roy (CFO)
Place: Kolkata Date : - The 29th day of June, 2020 [UDIN: 2059363AAAAVT2891]				

<b>BANGALORE FORT FARMS LIMITED</b>			
<b>Statement of Profit and Loss for the year ended 31st March, 2020</b>			
Particulars	Note No.	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Revenue from Operation	20	19,05,97,016	17,19,39,240
Other Income	21	45,15,433	23,00,866
<b>Total Revenue</b>		<b>19,51,12,450</b>	<b>17,42,40,106</b>
<b>EXPENSES:</b>			
Purchase of Stock-In-Trade	22	18,49,86,383	14,67,47,598
Changes in Inventories of Stock-in-Trade	23	(2,18,58,710)	79,55,025
Employees Benefit Expenses	24	26,12,110	29,79,699
Finance Cost	25	40,94,167	4,35,975
Depreciation and Amortization Expenses	2	20,12,189	11,42,061
Other Expenses	26	1,75,41,674	99,30,058
<b>Total Expenses</b>		<b>18,93,87,813</b>	<b>16,91,90,416</b>
<b>Profit / (Loss) before Exceptional Items &amp; Tax</b>		<b>57,24,637</b>	<b>50,49,690</b>
Exceptional Items		-	-
<b>Profit / (Loss) before Tax</b>		<b>57,24,637</b>	<b>50,49,690</b>
<b>Tax Expenses :</b>	27		
Current tax		9,47,000	5,40,000
Mat Credit Entitlement		(1,95,100)	(5,40,000)
Deferred Tax Liability (Assets)		(96,461)	(7,51,145)
Income Tax for Earlier Years (Net)		-	-
<b>Total tax expense</b>		<b>6,55,439</b>	<b>(7,51,145)</b>
Profit/(Loss) for the period from continuing operations		50,69,198	58,00,835
<b>Profit/(loss) for the year</b>		<b>50,69,198</b>	<b>58,00,835</b>
Other Comprehensive income-Defined Benefit Scheme		(27,387)	-
<b>Total Comprehensive income</b>		<b>50,41,811</b>	<b>58,00,835</b>
<b>Earnings per equity share:</b>	<b>28</b>		
Basic		1.06	1.21
Diluted		1.06	1.21
<b>Summary of Significant Accounting policies</b>			
1			
See accompanying notes form an integral part of the financial statement			
In terms of our report of even date attached herewith			
For AMK & Associates Chartered Accountants Firm's Registration No.327817E		<b>For and on behalf of the Board</b>	
Bhupendra Kumar Bhutia Partner Membership No. 059363		Mahendra Singh (Managing Director) DIN : 07692374	Mr. Parmeshwar Singh (WholeTimeDirector) DIN : 08209519
Place: Kolkata Date : - The 29th day of June, 2020 [UDIN: 2059363AAAAVT2891]		Aman Jain (Director) DIN : 08187995	Bidhan Chandra Roy (CFO)

<b>BANGALORE FORT FARMS LIMITED</b>		
<b>Cash flow Statement for the year ended 31 March, 2020</b>		
Particulars	For the year ended 31st March 2020	For the year ended 31st March 2019
<b><u>Cash Flow/from Operating Activities</u></b>		
Net Profit Before Tax	57,24,637	50,49,690
Adjustment for:		
Interest Income	(29,23,907)	(20,99,154)
Interest Expenses	40,94,167	2,59,159
Investment Written Off	-	15,690
Add: Depreciation & Amortization	20,12,189	11,42,061
<b>Operating Profit before Working Capital Changes</b>	<b>89,07,086</b>	<b>43,67,446</b>
- Trade receivables	(1,25,08,942)	(1,23,54,164)
- inventories	(2,18,58,709)	79,55,025
- Other Loans & Advances	21,50,203	(2,77,23,204)
- Trade and Other Payable	3,61,69,507	1,18,42,881
<b>Cash Generation from operations before Income Tax</b>	<b>1,28,59,145</b>	<b>(1,59,12,016)</b>
Less :- Direct Tax Paid	(10,00,565)	(8,83,656)
<b>Net Cash from Operating Activities(A)</b>	<b>1,18,58,580</b>	<b>(1,67,95,672)</b>
<b><u>Cash Flow from Investments Activities</u></b>		
Purchase of Property Plant and Equipments	-	(1,26,76,661)
Interest Income	29,23,907	20,99,154
<b>Net Cash Used in Investments Activities(B)</b>	<b>29,23,907</b>	<b>(1,05,77,507)</b>
<b><u>Cash Flow from Financing Activities</u></b>		
Short Term borrowing	(38,01,817)	2,13,19,830
Long Term borrowing	(11,15,209)	40,78,170
Unclaimed Dividend Paid	-	-
Interest Paid	(40,94,167)	(2,59,159)
<b>Net Cash Used in Financing Activities ( C)</b>	<b>(90,11,193)</b>	<b>2,51,38,841</b>
<b>Net Increase/ (Decrease) in Cash &amp; Cash equivalent (A+B+C)</b>	<b>57,71,294</b>	<b>(22,34,338)</b>
<b>Opening Balance of Cash &amp; Cash equivalent</b>	<b>22,54,230</b>	<b>44,88,568</b>
<b>Closing Balance of Cash &amp; Cash equivalent</b>	<b>80,25,524</b>	<b>22,54,230</b>
<b>Note :-</b>		
The Above cash flow Statement has been prepared under the Indirect Method as set out in Ind AS - 7 "Statement of Cash flow"		
The Accompanying Notes are an integral part of the financial Statements See accompanying notes form an integral part of the financial statement In terms of our report of even date attached herewith		
		<b>For and on behalf of the Board</b>
AMK & ASSOCIATES Chartered Accountants Firm's Registration No.327817E	Mahendra Singh (Managing Director) DIN : 07692374	Mr. Parmeshwar Singh (WholeTimeDirector) DIN: 08209519
Bhupendra Kumar Bhutia Partner Membership No. 059363 [UDIN: 2059363AAAAVT2891] Place: Kolkata Date : - The 29th day of June, 2020	Aman Jain (Director) DIN : 08187995	Bidhan Chandra Roy (CFO)

Bangalore Fort Farms Limited					
a Equity Share Capital (Amt in Rs.)					
Particulars	Balance at the beginning of the reporting period	Changes in equity share capital during the year	Balance at the end of the reporting period		
Equity Share	4,79,94,000	-	4,79,94,000		
b Other Equity (Amt in Rs.)					
Particulars	Reserve and Surplus				Total
	Capital Redemption Reserve	Capital Reserve	Securities Premium Reserve	Retained Earnings	
<b>Balance at the end of the reporting period (31.03.2018)</b>	<b>1,30,100</b>	-	<b>50,90,200</b>	<b>58,05,504</b>	<b>1,10,25,804</b>
Total Comprehensive Income for the year	-	-	-	58,00,835	58,00,835
Changes due to IND AS implementation	-	-	-	-	-
Dividends	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-
Add: MAT Credit Entitlement Adjustment	-	-	-	6,60,000	6,60,000
Any other change:	-	-	-	-	-
<b>Balance at the end of the reporting period (31.03.2019)</b>	<b>1,30,100</b>	-	<b>50,90,200</b>	<b>1,16,06,339</b>	<b>1,74,86,639</b>
Total Comprehensive Income for the year	-	-	-	50,69,198	50,69,198
Add/(Less): Remeasurement of defined benefit plans transferred to retained earnings				(27,387)	(27,387)
Income for the year	-	-	-	-	-
Dividends	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-
Any other change:	-	-	-	-	-
<b>Balance at the end of the reporting period (31.03.2020)</b>	<b>1,30,100</b>	-	<b>50,90,200</b>	<b>1,66,48,150</b>	<b>2,25,28,450</b>

**BANGALORE FORT FARMS LIMITED:****Note-1****Significant Accounting Policies and Notes on Accounts as at and for the year ended on 31<sup>st</sup> March, 2020****1. Corporate Information**

Bangalore Fort Farms Limited (BFFL) is a public limited company domiciled and incorporated in India and its shares are publicly traded on the Bombay Stock Exchange ('BSE'), in India. The registered office of BFFL is 16A Brabourne Road Kolkata-700001. The Company is principally engaged in Agro-products in India. These financial statements are prepared in Indian rupees.

The financial statements were approved and adopted by board of directors of the Company in their meeting held on 29<sup>th</sup> June, 2020.

**2. Basis of preparation****Compliance with Ind AS**

These financial statements are prepared and presented in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time as notified under Section 133 of Companies Act, 2013, the relevant provisions of the Companies Act, 2013 ("the Act"), the guidelines issued by the Securities and Exchange Board of India (SEBI), as applicable.

The financial statements are authorized for issue by the Board of Directors of the Company at their meeting held on 29<sup>th</sup> June, 2020.

**3. Significant accounting Policies and Key Estimates and Judgements****3.1 Basis of Measurement**

These financial statements are prepared on historical cost basis except for certain financial Assets and liabilities (including derivatives instruments) measured at fair value.

**3.2 Use of Estimates**

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumption. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statement and reported amounts of revenue and expenses during the period. Application of accounting policies that requires critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed. Accounting estimate could change from period to period. Actual results could differ from those judgments. Appropriate changes in estimates are made as management become aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

**3.3 Significant accounting Judgments, estimate, assumptions**

In the process of applying the Company's accounting policies, management has made the following key estimates, assumptions and judgments, which have significant effect on the amounts recognized in the financial statement:

**(a) Income taxes**

Management judgment is required for the calculation of provision for income taxes and deferred tax assets and liabilities. The factors used in estimates may differ from actual outcome which could lead to significant adjustment to the amounts reported in the standalone financial statements.

**(b) Contingencies**

Management judgment is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

**(c) Defined Benefit Plans**

The cost of the employment benefits such as gratuity and leave obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Further details about gratuity obligations are given in Note 34.

**(d) Insurance Claims**

Insurance and other claims raised by the Company are accounted for when received owing to uncertainties involved

**3.4 Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

(A) An asset treated as current when it is:

- (i) Expected to be realized or intended to be sold or consumed in normal operating cycle
  - (ii) Held primarily for the purpose of trading
  - (iii) Expected to be realized within twelve months after the reporting period, or
  - (iv) Cash or Cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period
- All other assets are classified as non-current.

(B) A liability is current when:

- (i) It is expected to be settled in normal operating cycle
  - (ii) It is held primarily for the purpose of trading
  - (iii) It is due to be settled within twelve months after the reporting period, or
  - (iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period
- All other liabilities are classified as non-current.

**3.5 Reclassification of financial assets and liabilities**

The company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no classification is made for financial assets which are equity instruments and financial liabilities. For financials assets which are debt instruments; a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The company's senior management determines change in the business model as a result of external or internal changes which are significant to the company's operations. Such changes are evident to the external parties. A change in the business model occurs when the company either begins or ceases to perform an activity that is significant to its operations. If the company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period. Following the changes in business model, the company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

**3.6 Significant Accounting Policies****a. Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

- i. The Company recognizes revenue from contracts with customers based on a five step model as set out in Ind AS 115:

**Step 1:** Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

**Step 2:** Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

**Step 3:** Determine the transaction price: The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

**Step 4:** Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Company allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Company expects to be entitled in exchange for satisfying each performance obligation.

**Step 5:** Recognise revenue when (or as) the Company satisfies a performance obligation

## ii. Interest Income

Interest Income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the asset's net carrying amount on initial recognition.

## iii. Dividend

Dividend income is recognized when the right to receive dividend is established.

## b. Government grants

Government Grants are recognized where there is reasonable assurance that the grant will be received and all attached condition 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.

Grants related to specific fixed assets are deducted from the gross value of the concerned assets in arriving at their book values.

## c. Taxation

Income tax expense represents the sum of current and deferred tax (including MAT).

Current income tax assets and liabilities are measured at the amount to be recovered from or paid to taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Income tax expense is recognized in the Statement of Profit and Loss, except to the extent that it relates to items recognized directly in equity or other comprehensive income, in such cases the tax is also recognized directly in equity or in other comprehensive income.

Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the Balance sheet and the tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognized for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences, Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred tax assets and deferred tax liabilities are off set, and presented as net.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available against which the temporary differences can be utilized.

Minimum Alternative Tax (MAT) is applicable to the Company. Credit of MAT 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, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of a credit to the profit and loss account and

shown as MAT credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

**d. Property, Plant and Equipment**

The Company considers the previous GAAP carrying value for all its Property, Plant and Equipment as deemed cost at the transition date, viz. 1st April 2016

Property, Plant and Equipment are stated at cost less accumulated depreciation and accumulated impairment of loss, if any.

Cost of any item of property, plant and equipment comprises its purchase price including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition.

Depreciation is provided on the straight line method by depreciating carrying amount of Property, Plant and Equipment over remaining useful life of the assets.

Depreciation methods, useful life and residual values are reviewed at each financial year end.

The useful life and residual value as per such review is normally in accordance with schedule II of the Companies Act 2013.

The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss on the date of disposal or retirement.

**e. Intangible Assets**

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective individual estimated useful life on a straight line method.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit or loss when the asset is derecognized.

**f. Impairment of Assets**

The Company assesses at each balance sheet date whether there is any indication that a Property, plant and equipment may have been impaired. If any such indication exists, the Company estimates the recoverable amount of the Property, plant and equipment. If such recoverable amount of the Property, plant and equipment or the recoverable amount of the cash generating unit to which the Property, plant and equipment belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the Asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

**g. Borrowing Costs**

Interest and other costs connected with the borrowing for the acquisition / construction of qualifying fixed assets are capitalized up to the date that when such asset are ready for their intended use and other borrowing cost are charged to statement of profit & loss. Borrowing cost includes exchange difference to the extent regarded as an adjustment to the borrowing cost.

**h. Lease**

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgment in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

**Company as a lessee**

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component based on the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Company recognizes right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognized in the statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease-by-lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The company recognizes the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognizes any remaining amount of the re-measurement in statement of profit and loss.

**Company as a Lessor**

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. The Company recognizes lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognized over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Company is an intermediate lessor it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short term lease to which the Company applies the exemption described above, then it classifies the sub-lease as an operating lease.

**Transition**

Ind AS 116 replaces the existing leases standard, Ind AS 17 Leases. This lease standard eliminates the classification of leases as either finance leases or operating leases. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lessee accounting model for lessees. A lessee recognizes right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The Company has adopted Ind AS 116, effective annual reporting period beginning April 1, 2019.

On transition, the Company will be using the practical expedient provided in the standard and therefore, will not reassess whether a contract, is or contains a lease, at the date of initial application.

With effect from April 1, 2019, the Company will recognize new assets and liabilities for its operating leases of its lands. The nature of expenses related to those leases will change from lease rent in previous periods to (a) depreciation change for the right-to-use asset, and (b) interest accrued on lease liability.

Previously, the Company recognized operating lease expense on a straight-line basis over the term of the lease.

The Company will not restate its comparative information as per para C8(c)(ii) of the standard.

The Company has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

**i. Foreign Currencies Translations**

Transactions in foreign currencies are initially recorded in reporting currency by the Company at spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognized in statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of nonmonetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or statement profit or loss are also recognized in OCI or statement profit and loss, respectively).

**j. Provision and Contingencies**

A provision is recognised if as a result of past event the company has a present legal or constructive obligation that is reasonably estimated and it is probable that an outflow of economic benefit will be required to settle the obligation. Provisions are determined by discounting the expected cash flow at a pre-tax rate that reflects current market assessments of the time value of the money and the risk specific to the liabilities.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The Company does not recognize a contingent liability but discloses its existence in the financial statements, if material, are disclosed by way of notes to the accounts.

Contingent assets are not recognised in the financial statements, as they are dependent on the outcome of legal or other processes.

**k. Employee Benefits :** Expenses and liabilities in respect of employee benefit are recorded in accordance with Indian Accounting Standard (IND AS 19 employees benefit)

**(i) Short Term Employees Benefit**

Short Term Employee Benefits (i.e. benefits falling due within one year after the end of the period in which employees render the related service) are recognized as expenses in the period in which employee services are rendered as per the Company's scheme based on expected obligations on undiscounted basis.

**(ii) Post-Employment Benefit Plans**

Under Defined Contribution Plan, the contribution is payable in keeping with the related schemes are recognized as expenses for the year.

Under Defined Benefit Plan, the present value of the obligations is determined based on actuarial valuations using the Projected Unit Credit Method, on the basis of actuarial valuations carried out by actuary at each Balance Sheet date. Actuarial gain /loss, if any, arising from experience adjustments and change in actuarial assumptions are charged or credited to Other Comprehensive income in the period in which they arise. .

**(iii) Other Long-Term Employee Benefits**

Leave encashment/compensated absence is determined by valuations using the Projected Unit Credit Method, on the basis of actuarial valuations carried out by actuary at each Balance Sheet date. Actuarial gain /loss, if any, arising from experience adjustments and change in actuarial assumptions are charged or credited to Other Comprehensive income in the period in which they arise.

**1. Cash and Cash Equivalents**

Cash and Cash equivalent in the balance sheet comprise cash at banks and on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of statement of cash flows, cash and cash equivalents consist of cash at banks and on hand and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of Company's Cash Management.

**m. Dividend**

Annual dividend distribution to the shareholders is recognised as a liability in the period in which the dividend is approved by the shareholders. Dividend payable and corresponding tax on dividend distribution is recognised directly in equity.

**n. Earnings Per Share**

Basic Earnings per equity shares are calculated by dividing the net profit or loss before OCI for the period attributable to equity shareholders by the weighted average number of equity share outstanding during the year.

For calculating diluted earnings per share, the net profit or loss before OCI for the period attributable to equity shareholders and the weighted average number of share outstanding during the period are adjusted for the effect of all diluted potential equity shares.

**o. Financial Instruments****(a) Financial Assets****Initial Recognition and Measurement**

All financial Assets are recognised initially at fair value plus, in case of financial assets not recorded at fair value through profit or loss, transaction cost that are attributable to the acquisition of the financial asset.

**Subsequent measurement**

- (i) **Financial Assets carried at amortised Cost-** A Financial Assets is subsequently measured at amortised cost, using effective interest rate (EIR) method, if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest term on the principal amount outstanding.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade receivables, cash and bank balances, loans and other financial assets of the company.

- (ii) **Financial Assets at fair value through other comprehensive income-** A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on a specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has made an irrevocable election for its investment which are classified as equity instruments to present the subsequent changes in fair value in other Comprehensive income based on its business model., Further in case where the company has made an irrevocable election based on its business model for its investments, which are classified as equity instrument the subsequent changes in fair value are recognised in other comprehensive income.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

- (iii) **Financial assets at fair value through profit or loss -** A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss

**(b) Financial Liabilities****Initial recognition and Measurement**

Financial Liabilities are recognised at fair value on initial recognition and in case of loan and borrowing or payables net of directly attributable transaction costs.

**Subsequent Measurement**

Financial Liabilities are subsequently carried at amortized cost using effective interest rate method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

For trade and other payables maturing within one year from the Balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

**(c) De-recognition of financial instrument**

The company de-recognises the financial assets when contractual right to cash flow from financial assets expire or it transfer the financial assets and transfer qualities for de-recognition under IND AS 109. A financial liability or a part of a financial liability is de-recognised from the company's Balance Sheet when obligation specified in the contract is discharged or cancelled or expires.

**(d) Offsetting of Financial Instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**p. Fair value financial instruments**

The company measure financial instrument at fair value at each balance sheet date. 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.

In determining the fair value of its financial instruments, the company use various method and assumption that are based on market conditions and risks existing at each reporting date. The methods used to determine the fair value includes discounted cash flow analysis, available quoted market price and dealer quotes and valuation report etc. The method of assessing fair value results in general approximation of value and such value may never actually be realised.

Fair Values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

When measuring the fair value of an asset or liability, the company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

**4. New Standards / Amendments to Existing Standard issued but not yet effective up to the date of issuance of the Company's Financial Statement are disclosed below:**

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification, which would have been applicable from April 1, 2020

## BANGALORE FORT FARMS LIMITED

## Note - 2:- Proroperty, Plant and equipment

ASSETS	GROSS BLOCK				DEPRECIATION			NET BLOCK	
	As at 01.04.2019	Additions	Deductions/Adjustments	As at 31.03.2020	As at 01.04.2019	Depreciation for the year	As at 31.03.2020	As at 31.03.2020	As at 31.03.2019
Land	33,48,999	-	-	33,48,999	-	-	-	33,48,999	33,48,999
Electrical Installation	7,99,219	-	-	7,99,219	1,01,057	76134	1,77,191	6,22,028	6,98,162
Furniture & Fixture	32,80,322	-	-	32,80,322	4,66,860	312484	7,79,344	25,00,978	28,13,462
Computer & Accessories	3,95,625	-	-	3,95,625	1,91,874	125815	3,17,689	77,936	2,03,751
Office Equipment	5,05,220	-	-	5,05,220	1,48,414	96280	2,44,694	2,60,526	3,56,806
Plant & Machinery	1,51,000	-	-	1,51,000	734	9590	10,324	1,40,676	1,50,266
Motor Car	8766839	-	-	87,66,839	5,17,159	1391886	19,09,045	68,57,794	82,49,680
<b>Total</b>	<b>1,72,47,224</b>	-	-	<b>1,72,47,224</b>	<b>14,26,098</b>	<b>20,12,189</b>	<b>34,38,287</b>	<b>1,38,08,937</b>	<b>1,58,21,126</b>
<b>Previous Year</b>	45,24,090	1,27,23,134	-	1,72,47,224	2,84,037	11,42,061	14,26,098	1,58,21,126	

ASSETS	Addition during the Year					DEPRECIATION				NET BLOCK	
	WDV ASON 01.04.2019	1st Half	2nd half	Deductions / Adjustments	As at 30.06.2019	Depreciation Rate		Depreciation for the year	As at 31.03.19	As at 31.03.2020	
Land	33,48,999			-	33,48,999	-		-	-	33,48,999	
Air Conditioner	3,10,046			-	3,10,046	15%	-	46,507		2,63,539	
Electrical Installation	6,67,355				6,67,355	10%	-	72,986		5,94,369	
Furniture & Fixture	20,74,739			-	20,74,739	10%	-	2,12,938		18,61,801	
Office Interior	6,15,666			-	6,15,666	10%	-	61,567		5,54,099	
Computer & Accessories	1,94,614			-	1,94,614	40%	-	77,846		1,16,768	
Office Equipment	11,629				11,629	15%	-	1,744		9,885	
Micro Oven	3,562				3,562	15%	-	534		3,028	
Refrigerator	13,081			-	13,081	15%	-	1,962		11,119	
Television	31,843			-	31,843	15%	-	4,776		27,067	
Motor car	81,09,326				81,09,326	15%		12,16,399		68,92,927	
Plant & Machinery	1,39,675				1,39,675	15%		20,951		1,18,724	
<b>TOTAL</b>	<b>1,55,20,535</b>	-	-	-	<b>1,55,20,535</b>		-	<b>17,18,210</b>	-	<b>1,38,02,325</b>	

Used for 01.04.19 to 30.06.19

4,29,552.50

Used for 01.07.19 to 30.09.19

4,29,552.50

Used for 01.10.19 to 31.12.19

4,29,552.50

Used for 01.01.20 to 31.03.20

4,29,552.50

**BANGALORE FORT FARMS LIMITED**

Notes are forming an integral part of the financial statement

**Schedule -3 Deferred Tax Assets / Liabilities**

Deferred Tax Assets (Net)	As at 31st March 2020	As at 31st March 2019
<b>Deferred Tax Assets</b>		
Section 43B items	<b>33,532</b>	13,506
C/F Business Loss/Depreciation	<b>7,57,249</b>	7,57,249
MAT Credit Entitlement	<b>13,95,100</b>	12,00,000
<b>Total DTA</b>	<b>21,85,881</b>	<b>19,70,755</b>
<b>Deferred Tax Liabilities</b>		
Difference in WDV of PPE as per Companies Act, 2013 and Income Tax Act 1961	<b>1,719</b>	78,154
<b>Total DTL</b>	<b>1,719</b>	<b>78,154</b>
<b>Total</b>	<b>21,84,162</b>	<b>18,92,601</b>

**BANGALORE FORT FARMS LIMITED**  
Notes are forming an integral part of the financial statement

		Amount in Rs.	
4	<b>Loans</b>	As at 31st March 2020	As at 31st March 2019
	<b>Unsecured</b>		
	Security Deposit with Govt Department	2,000	2,000
	Other Loans	-	50,000
	<b>Total</b>	<b>2,000</b>	<b>52,000</b>
5	<b>Other non-current assets</b>	As at 31st March 2020	As at 31st March 2019
	<b>Unsecured</b>		
	Capital Advance	1,34,72,949	1,28,72,949
	<b>Total</b>	<b>1,34,72,949</b>	<b>1,28,72,949</b>
6	<b>Inventories</b>	As at 31st March 2020	As at 31st March 2019
	Trade Goods	2,51,65,887	33,07,178
	<b>Total</b>	<b>2,51,65,887</b>	<b>33,07,178</b>
7	<b>Trade Receivable</b>	As at 31st March 2020	As at 31st March 2019
	Trade Receivables considered good-unsecured	8,03,05,014	6,77,96,072
	<b>Total</b>	<b>8,03,05,014</b>	<b>6,77,96,072</b>
8	<b>Cash &amp; Cash Equivalents</b>	As at 31st March 2020	As at 31st March 2019
	Cash in hand	9,25,507	2,02,470
	Bank Balances	71,00,016	20,51,759
	<b>Total</b>	<b>80,25,523</b>	<b>22,54,229</b>
9	<b>Bank Balance other than cash &amp; cash equivalent</b>	As at 31st March 2020	As at 31st March 2019
	Unpaid Dividend Account	1,77,405	1,77,405
	<b>Total</b>	<b>1,77,405</b>	<b>1,77,405</b>
		Amount in Rs.	
10	<b>Others Financial Assets</b>	As at 31st March 2020	As at 31st March 2019
	Security Deposit	14,08,047	9,08,047
	<b>Total</b>	<b>14,08,047</b>	<b>9,08,047</b>
11	<b>Other current Assets</b>	As at 31st March 2020	As at 31st March 2019
	Advances to suppliers, Service providers etc	1,39,38,268	1,69,94,753
	Prepaid Expenses	3,23,086	4,48,384
	Other Receivable	55,190	73,610
	<b>Total</b>	<b>1,43,16,544</b>	<b>1,75,16,747</b>

## BANGALORE FORT FARMS LIMITED

Notes are forming an integral part of the financial statement

		Amount in Rs.	
12 Equity Share Capital	As at 31st March 2020	As at 31st March 2019	
<b>Authorised</b>			
Equity Share of Rs. 10/- par value			
50,00,000 (50,00,000) Equity Share	5,00,00,000	5,00,00,000	
<b>Issued, Subscribed and Paid-up Capital</b>			
Equity Share of Rs. 10/- par value			
47,99,400 (47,99,400) Equity Share of Rs. 10/- each fully paid-up	4,79,94,000	4,79,94,000	
	4,79,94,000	4,79,94,000	

Notes:

1. The Company has only one class of shares referred to as equity shares having a par value of Rs.10/-. Each holder of equity shares is entitled to one vote per share.

2. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of shares held by the shareholders.

3. Details of Share holders holding more than 5% of total shares as on:

Name of Shareholder	31st March, 2020		31st March, 2019	
	No. of Shares	% to Total Shares	No. of Shares	% to Total Shares
Revati Holding Private Limited	1595693	33.25	1595693	33.25
Jagsakti Merchandise Private Limited	800000	16.67	800000	16.67
ROS Insurance Advisors Private Limited	444400	9.26	444400	9.26
Srabanti Singharoy	250300	5.22	250300	5.22

4. The reconciliation of the number of shares outstanding as at 31st March, 2020 is as below:

Particulars	As at 31st March 2020		As at 31st March 2019	
Number of shares at the beginning		47,99,400		47,99,400
Addition during the Year		-		-
Number of shares at the closing		47,99,400		47,99,400

13 Other Equity	As at 31st March 2020	As at 31st March 2019
Capital Redemption Reserve	1,30,100	1,30,100
Security Premium	50,90,200	50,90,200
Surplus		
As per Last Year balance	1,22,66,339	58,05,504
Adjustment related to MAT Credit Entitlement	-	6,60,000
Profit for the year	50,69,198	58,00,835
Add/(less): OCI- defined benefit scheme	-27,387	-
<b>Total Surplus</b>	<b>1,73,08,150</b>	<b>1,22,66,339</b>
<b>Total Other Equity</b>	<b>2,25,28,450</b>	<b>1,74,86,639</b>

14 Borrowings (Non-Current)	As at 31st March 2020	As at 31st March 2019
Secured- From Bank	50,32,597	61,47,806
Total	50,32,597	61,47,806

Note: Repayment Schedule -Loan taken from Yes Bank against hypothecation of motor vehicles and amount is repayable within 60 EMIs of Rs. 134142/- from Dec 2018.

**BANGALORE FORT FARMS LIMITED**

Notes are forming an integral part of the financial statement

		Amount in Rs.	
15	<b>Provisions</b>	As at 31st March 2020	As at 31st March 2019
	Provision for Gratuity	1,08,749	32,068
	<b>Total</b>	<b>1,08,749</b>	<b>32,068</b>
16	<b>Borrowing</b>	As at 31st March 2020	As at 31st March 2019
	Secured Loans- from Bank	1,76,56,995	2,01,63,184
	Unsecured Loans		
	From Body Corporate	27,61,018	40,56,646
	Total	<b>2,04,18,013</b>	2,42,19,830
	Secured against Book beds, Stocks and equitable mortgage of Flat at New Alipore, (Kolkata) and Shyamnagar ( North 24 Parganas). and Guarantee of directors.		
17	<b>Trade Payable</b>	As at 31st March 2020	As at 31st March 2019
	(A) Total outstanding dues of micro enterprises and small enterprises	-	-
	(B) Total outstanding dues of creditors other than micro enterprises and small enterprises	6,01,65,118	1,98,06,929
	Total	<b>6,01,65,118</b>	1,98,06,929
18	<b>Other Current Liabilities</b>	As at 31st March 2020	As at 31st March 2019
	Statutory Dues	53,543	1,08,633
	Liabilities for Expenses	27,24,110	31,80,315
	Advances from Customers	-	36,50,000
	Total	<b>27,77,653</b>	<b>69,38,948</b>
19	<b>Provisions</b>	As at 31st March 2020	As at 31st March 2019
	Provision for Gratuity	20,221	19,878
	Total	<b>20,221</b>	19,878
20	<b>Revenue from Operation</b>	As at 31st March 2020	As at 31st March 2019
	Agro Sales	92,34,631	-
	Agro Sales-Exports	3,09,88,668	-
	Jute Braiding	-	33,43,850
	Jute Yarn	-	21,32,000
	Raw Jute Sales	12,50,66,909	15,17,26,989
	Export Sales - Jute Handicraft	2,52,59,478	1,47,36,401
	Jute Diversified Sales	47,330	-
	Total	<b>19,05,97,016</b>	17,19,39,240
21	<b>Other Income</b>	As at 31st March 2020	As at 31st March 2019
	Duty Draw back	28,831	-
	Interest from banks	-	-
	Interest others	29,23,907	20,99,154
	Rent Received	14,000	24,000
	Miscellaneous Receipts	872	662
	Net Gain on Foreign Currency Transaction	5,58,280	1,77,050
	MEIS Scrip License	9,89,544	-
	Total	<b>45,15,433</b>	<b>23,00,866</b>

## BANGALORE FORT FARMS LIMITED

Notes are forming an integral part of the financial statement

Amount in Rs.

22	<b>Purchase of Stock-In-Trade</b>	<b>As at 31st March 2020</b>	<b>As at 31st March 2019</b>
	Purchase of Stock-In-Trade	<b>18,49,86,383</b>	14,67,47,598
	<b>Total</b>	<b>18,49,86,383</b>	14,67,47,598

23	<b>Changes in inventories of Stock-in-Trade</b>	<b>As at 31st March 2020</b>	<b>As at 31st March 2019</b>
	Opening Stock	<b>33,07,178</b>	1,12,62,203
	Less: Closing Stock	<b>2,51,65,888</b>	33,07,178
	<b>Total</b>	<b>-2,18,58,710</b>	79,55,025

24	<b>Employees Benefit Expenses</b>	<b>As at 31st March 2020</b>	<b>As at 31st March 2019</b>
	Salaries, Wages and Bonus	<b>25,62,473</b>	29,27,753
	Provision for Gratuity	<b>49,637</b>	51,946
	<b>Total</b>	<b>26,12,110</b>	29,79,699

25	<b>Finance Cost</b>	<b>As at 31st March 2020</b>	<b>As at 31st March 2019</b>
	Interest Paid		
	-To Bank	<b>37,34,468</b>	11,843
	-To ICD	<b>3,59,699</b>	62,942
	-To Others	-	1,84,374
	Other Borrowing Cost	-	1,76,816
	<b>Total</b>	<b>40,94,167</b>	4,35,975

26	<b>Other expenses</b>	<b>As at 31st March 2020</b>	<b>As at 31st March 2019</b>
	Consumption of Stores & Spare Parts	<b>77,129</b>	2,60,190
	Power & Fuel	<b>2,00,178</b>	2,29,849
	Rent	<b>16,26,000</b>	15,21,000
	Rates & Taxes	<b>6,600</b>	22,170
	Repairs Building	-	43,10,455
	Other Repairs	<b>46,729</b>	41,636
	Vehicle Maintenance	<b>5,26,792</b>	2,01,771
	Export Freight and Shipment Charges	<b>96,67,681</b>	39,459
	Professional Fees	<b>2,04,000</b>	3,34,000
	Auditors Remuneration ( Note below)	<b>1,38,358</b>	1,58,504
	Travelling and Conveyance	<b>7,14,177</b>	9,12,321
	Donation	<b>2,600</b>	25,000
	Interest & Late fees Paid	<b>2,147</b>	4,580
	Investment in Shares Write Off	-	15,690
	Rebate & Discount	<b>1,37,197</b>	29,955
	Miscellaneous Expenses	<b>41,92,086</b>	18,23,478
	<b>Total</b>	<b>1,75,41,674</b>	<b>99,30,058</b>

	<b>Auditor's Remuneration :</b>	<b>As at 31st March 2020</b>	<b>As at 31st March 2019</b>
	Audit fees	<b>1,13,578</b>	1,11,218
	Tax Audit fees	<b>24,780</b>	24,780
	Other fees	<b>10,000</b>	22,506
	<b>Total</b>	<b>1,48,358</b>	<b>1,58,504</b>

**BANGALORE FORT FARMS LIMITED**  
**FY 2019-20**

**NOTES ON ACCOUNTS:****27. Current Tax**

The components of income tax expense for the years ended 31 March 2020 and 2019 are:

	Rs.	
	Year Ended 31st March, 2020	Year Ended 31st March, 2019
Current Tax	947000	540000
MAT Credit Entitlement	-195100	-540000
Adjustment in respect of current income tax of prior years	0	0
Deferred Tax	-96461	-751145
<b>Total Tax Charge</b>	<b>655439</b>	<b>-751145</b>
Current Tax	751900	0
Deferred Tax	-96461	-751145

**Note 27.1 : Reconciliation of the Total Tax Charge**

The tax charge shown in the statement of profit and loss differs from the tax charge that would apply if all profits had been charged at India corporate tax rate. A reconciliation between the tax expense and the accounting profit multiplied by India's domestic tax rate for the years ended 31 March 2020 and 2019 is, as follows:

	Rs.	
	Year Ended 31st March, 2020	Year Ended 31st March, 2019
Accounting profit before tax	57,24,637	50,49,690
Applicable tax rate	15.60%	19.24%
Computed tax expense	8,93,043	9,71,560
<b>Tax effect of:</b>		
Exempted Income	0	-4,44,318
MAT Credit Entitlement	-1,95,100	-5,40,000
Others	53957	12,758
Tax expenses recognized in the statement of profit and loss	7,51,900	0
Effective tax rate	15.60%	10.69%

**Note 2.2 : Deferred Tax****Deferred tax asset/ liability (net)**

The movement on the deferred tax account is as follows:

	Rs.	
	As at 31st March, 2020	As at 31st March, 2019
At the start of the year DTA / (DTL) (net)	18,92,601	-58,544
Credit / (charge) to the statement of profit and loss	96,461	7,51,145

MAT Credit Entitlement	1,95,100	12,00,000
<b>At the end of year DTA / (DTL) (net)</b>	<b>21,84,162</b>	<b>18,92,601</b>

**28. Earnings Per Share (EPS):**

Particulars	31 <sup>st</sup> March, 2020	31 <sup>st</sup> March, 2019
Net profit attributable to equity shareholders (Rs.)	50,69,198	58,00,835
Weighted average of equity shares (Nos.)	47,99,400	47,99,400
Nominal value of equity shares (In Rs.)	10	10
Basic/Diluted EPS (in rupees)	<b>1.06</b>	<b>1.21</b>

**29. Contingent Liabilities and Commitments (to the extent not provided for)-**

## i. Contingent Liabilities:

1. Claims against the Company not acknowledged as debts  
(Net of Deposit) – Rs. Nil (PY Rs. Nil)
2. Guarantees– Rs. Nil (PY Rs. Nil)

## ii. Commitment- – Rs. Nil (PY Rs. Nil)

**30.** The provision of section 135 of the Companies Act, 2013, is not applicable to the Company.

**31.** Details of dues to Micro and Small Enterprise as per MSMED Act, 2006 as per the information available with the Company:

**(Rs.)**

S.N o.	Particulars	31 <sup>st</sup> March, 2020	31 <sup>st</sup> March, 2019
(a)	(i) Principal amount remaining unpaid at the end of the accounting year (ii) Interest due thereon	Nil Nil	Nil Nil
(b)	Interest paid by the buyer in terms of section 16 of MSMED Act, 2006 along with the amount of the payment made to the suppliers beyond the appointed date	Nil	Nil
(c)	Interest due and payable for the period of delay in making the payments (which have been paid but beyond the due date during the year) but without adding interest specified under this Act	Nil	Nil
(d)	The amount of interest accrued and remaining unpaid at the end of the financial year	Nil	Nil
(e)	The amount of further interest remaining due and payable in succeeding years, until such interest is actually paid	Nil	Nil

**32. Employee Defined Benefits:**

Defined Benefit Plans as per actuarial valuation on 31<sup>st</sup> March, 2020 and recognised in the financial statements in respect of Employee Benefit Schemes:

I. Reconciliation of Defined Benefit Obligations (DBO) during the year ended 31<sup>st</sup> March, 2020

Particulars	31.03.2020	31.03.2019
As at 1 April 2019	32238	NIL
Current service cost	47155	32238
Interest cost	2482	NIL
Past Service Cost	Nil	NIL
Actuarial (Gains)/Losses	27387	32238
Benefits paid	Nil	NIL
Present value of DBO at the end of period	109262	32238

II. Reconciliation of Fair Value of plan assets during the year ended 31<sup>st</sup> March, 2020

Particulars	31.03.2020	31.03.2019
Plan assets at the beginning of period	Nil	NIL
Expected return on plan assets	Nil	NIL
Actuarial Gains/(Losses)	Nil	NIL
Company contribution	Nil	NIL
Benefits paid	Nil	NIL
Plan assets at the end of period	Nil	NIL

III. Reconciliation of fair value of assets and obligation as at 31<sup>st</sup> March, 2020

Particulars	31.03.2020	31.03.2019
Present value of Defined Benefit Obligation	109262	32238
Fair value on plan assets	Nil	NIL
Status [Surplus/(Deficit)]	109262	32238
Net asset/(liability) recognized in the Balance Sheet	109262	32238

## IV. Expenses recognized during the year

Particulars	31.03.2020	31.03.2019
Current service cost	47155	32238
Net Interest cost	2482	NIL
Expected Return on Plan Assets	Nil	NIL
Past Service Cost	Nil	NIL
Total expenses recognized in the Statement of Profit & Loss	49637	32238

## V. Other Comprehensive Income

Particulars	31.03.2020	31.03.2019
Re measurements of the net defined benefit liability/(assets)	Nil	NIL
Actuarial (gain)/loss for the year on PBO	27387	NIL
Actuarial (gain)/loss for the year on Asset	Nil	NIL

VI. Major category of plan assets as a % of the total plan assets as at 31<sup>st</sup> March 2020

Particulars	31.03.2020	31.03.2019
Investment in Government bonds and securities and Special Deposit	Nil	Nil
Investment in Mutual Funds	Nil	Nil
Investment in Group Gratuity Plan	Nil	Nil
Bank Balance	Nil	Nil
<b>Total</b>	Nil	Nil

## VII. Actuarial assumptions

Particulars	31.03.2020	31.03.2019
Discount rate (%)	7.00%	7.00%
Expected Rate of Return on Assets	N/A	N/A
Rate of escalation in salary (per annum) (%)	6.00%	6.00%
Mortality table (IALM)	IALM (2012-14) Table	IALM (2006-08) Table

**Sensitivity Analysis:**

Discount Rate, Salary Escalation Rate and Withdrawal rate are significant actuarial assumptions. The change in the Present Value of Defined Benefit Obligation for a change of 100 Basis Points from the assumed assumption is given below:

**Results of sensitivity analysis**

Particulars	31.03.2020	31.03.2019
Under Base Scenario	109262	32238
Salary Escalation (Up by 1%)	120874	35934
Salary Escalation (Down by 1%)	99149	29016
Withdrawal Rates (Up by 1%)	107137	31179
Withdrawal Rates (Down by 1%)	111323	33282
Discount Rates (Up by 1%)	99788	29227
Discount Rates (Down by 1%)	120307	35740

**Maturity Profile of Defined Benefit Obligations**

Particulars	31.03.2020	31.03.2019
Next 12 Months	513	170
Year 2	3597	208
Year 3	3586	230
Year 4	6061	254
Year 5	6167	2065
Year 6	6278	2109
Year 7	76122	2156
Year 8	3743	28902
Year 9	3436	1141
Year 10	3485	1115
Above 10 Years	139884	47003

**33. Segment information as per IND AS-108**

Operating segment are components of the Company whose operating results are regularly reviewed by the Chief Operating Decision Maker ("CODM") to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available.

The Company is engaged primarily on the business of "Agro Products" only, taking into account the risks and returns, the organization structure and the internal reporting systems. All the operations of the Company are in India. All non-current assets of the Company are located in India.

Accordingly, there are no separate reportable segments as per Ind AS 108 – "Operating segments".

**34. Related Party information as per Ind AS 24.**

<b>Related Party Disclosures:</b>		
Related party disclosures as identified by the management in accordance with the IND AS 24 on 'Related Party Disclosure'		
<b>Name of the Related Party</b>		
<b>Parties where Control Exist.</b>		
Revati Holdings Pvt. Ltd.	Common Control	
Finshore Management Services Ltd.	Common Director	
Revati Commercial Limited	Common Director	
ROS Insurance Advisors Pvt Ltd	Common Director	
<b>List of Key Managerial Personnel</b>		
<b>Name</b>	<b>Designation</b>	
Mr. Mahendra Singh	Managing Director (w.e.f. 29.09.2018)	
Mr. Parmeshwar Singh	Whole-time Director (w.e.f. 29.09.2018)	
Mrs. Archana Singh	Director & Company Secretary (upto 15.11.2019)	
Mr. Bidhan Chandra Roy	CFO (KMP) (w.e.f	01.08.2018)
<b>Transaction during the year with Related Parties.</b>	<b>For the Period Ended on 31.03.2020</b>	<b>For the Period Ended on 31.03.2019</b>
<b><i>Revati Holdings Pvt. Ltd.</i></b>		
Repayment during the year		15,80,136
<b><i>Finshore Management Services Ltd.</i></b>		
Repayment during the year	-	4,89,500
<b><i>Revati Commercial Limited</i></b>		
Repayment during the year		11,69,600
<b><i>ROS Insurance Advisors Pvt Ltd.</i></b>		
<b><i>Payment during the year</i></b>	25000.00	-
<b><i>Receipts during the year</i></b>	25000.00	-
<b>Outstanding balance at the end of the year with Related parties.</b>	<b>For the Financial Year Ended on 31.03.2020</b>	<b>For the Financial Year Ended on 31.03.2019</b>
Revati Holdings Pvt. Ltd. (Cr.)	-	-
Finshore Management Services Ltd. (Cr.)	-	-
Revati Commercial Limited (Dr.)		
ROS Insurance Advisors Pvt Ltd.	-	-

## 35. Financial Instrument

Financial Instrument by category

Particulars	31 <sup>st</sup> March, 2020		31 <sup>st</sup> March, 2019	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b><u>Financial assets/ liabilities at fair value through profit or loss</u></b>	-	-	-	-
<b><u>Financial assets designated at fair value through other Comprehensive Income</u></b>	-	-		
Investment	-	-	-	-
<b><u>Financial Assets designated at Amortised Cost</u></b>				
Loans	2,000	2,000	52,000	52,000
Trade and Other Receivables	8,03,05,014	8,03,05,014	6,77,96,072	6,77,96,072
Cash and Cash Equivalent	80,25,524	80,25,524	22,54,229	22,54,229
Bank Balances Other Than Cash and Cash Equivalents	1,77,405	1,77,405	1,77,405	1,77,405
Other Financial assets	14,08,047	14,08,047	9,08,047	9,08,047
<b><u>Financial Liabilities designated at fair value through profit or loss</u></b>	-	-	-	-
<b><u>Financial Liabilities designated at amortised cost</u></b>				
Borrowings	2,54,50,610	2,54,50,610	3,03,67,636	3,03,67,636
Trade and Other payables	6,01,65,118	6,01,65,118	1,63,97,878	1,63,97,878
Other Financial Liabilities	-	-	-	-

**Fair Value Hierarchy**

Level-1 Quoted Price (unadjusted) is 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 (i.e as prices) or indirectly (i.e.) derived from prices)

Level-3 Inputs other than quoted prices included within Level-1 that are based on non-observable market data.

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of March 31, 2020:

Particulars	As of 31 <sup>st</sup> March, 2020	(Rs.) Fair value measurement at end of the reporting period/year using		
		Level 1	Level 2	Level 3
		<b>Assets</b>		
Investments in equity instruments	-	-	-	-
Investments in preference Share	-	-	-	-
Investment in Mutual Fund	-	-	-	-
Derivative financial instruments	-	-	-	-
<b>Liabilities</b>				
Derivative financial instruments	-	-	-	-

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of March 31, 2019:

Particulars	As of March 31, 2019	(Rs.) Fair value measurement at end of the reporting period/year using		
		Level 1	Level 2	Level 3
		<b>Assets</b>		
Investments in equity instruments	15690	-	-	15690
Investments in preference Share	-	-	-	-
Investment in Mutual Fund	-	-	-	-
Derivative financial instruments	-	-	-	-
<b>Liabilities</b>				
Derivative financial instruments	-	-	-	-

### 36. Financial risk management objective and policies

The Company's financial liabilities include Loan and borrowing, security deposits, retention money and Trade & other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's financial assets include investments, trade & other receivables, deposits and cash & cash equivalents.

The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial performance. The Company uses derivative financial instruments to hedge certain risk exposures. The Company does not acquire or issue derivative financial instruments for trading or speculative purposes.

The Company's activities expose it to Credit Risk, Liquidity Risk, Market Risk, and Equity Price Rise. The Company has a Risk management policy and its management is supported by a Risk management committee that advises on risks and the appropriate financial risk governance framework for the Company. The Risk management committee provides assurance to the Company's management that the Company's risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

- A. Credit Risk-** A risk that counterparty may not meet its obligations under a financial instrument or customer contract, leading to a financial loss is defined as Credit Risk. The Company is exposed to credit risk from its operating and financial activities.

Customer credit risk is managed by the respective marketing department subject to the Company's established policy, procedures and control relating to customer credit risk management. The Company reviews the creditworthiness of these customers on an on-going basis. The Company estimates the expected credit loss on the basis of past data, experience and policy laid down in this respect. The maximum exposure to the credit risk at the reporting

date is the carrying value of the trade receivables disclosed in Note 7 **(Seven)** as the Company does not hold any collateral as security. The Company has a practice to provide for doubtful debts as per its approved policy.

An impairment analysis is performed at each reporting date on an individual basis. The calculation is based on historical data of credit losses.

The ageing analysis of the receivables (gross of provision) has been considered from the date the invoice falls due.

Particulars	Neither due nor impaired (including unbilled)	Past due			Total
		Up to 6 months	6 to 12 months	Above 12 months	
<b>Trade receivables</b>					
<b>As at 31<sup>st</sup>March, 2020</b>					
Secured	-	-	-	-	
Unsecured	-	6,92,18,051	-	1,10,86,963	<b>8,03,05,014</b>
<b>Total</b>					<b>8,03,05,014</b>
<b>As at 31<sup>st</sup>March, 2019</b>					
Secured	-	-	-	-	
Unsecured	-	6,74,32,099	-	3,63,973	<b>6,77,96,072</b>
<b>Total</b>					<b>6,77,96,072</b>

**B. Liquidity Risk-** A risk that the Company may not be able to settle or meet its obligations at a reasonable price is defined as liquidity risks. The Company's treasury department is responsible for managing liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of cash credits, Term loans among others.

**C. Market Risk-** A risk that the fair value of future cash flows of a financial instrument may fluctuate because of changes in market prices is defined as Marketing Risk. Such changes in the value of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes.

(i) **Foreign Currency Risk-** A risk that the fair value or future value of the cash flows of a forex exposure will fluctuate because of changes in foreign exchange rates is defined as Foreign Currency Risk. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's import and foreign currency loan/ derivatives operating activities. The Company, as per its risk management policy, uses foreign exchange and other derivative instruments primarily to hedge foreign exchange exposure. The management monitors the foreign exchange fluctuations on a continuous basis.

**Derivative instruments and un-hedged foreign currency exposure:**

The Company does not enter into any derivative instruments for trading or speculative purposes.

- (ii) **Interest rate risk**-The Company's exposure to the risk of changes in market interest rates relates primarily to long term debt. The Company is not exposed to such risk as on 31<sup>st</sup> March, 2020.

#### Maturity profile of Financial liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

(Rs.)

Financial Liabilities	0-1 year	2-5 year	5-10 year	Above 10 years
<b>As at 31<sup>st</sup>March, 2020</b>				
Borrowings	2,04,18,013	50,32,597	-	
Trade Payables	6,01,65,118	-		
Other financial liabilities	-	-		
<b>Total</b>	<b>8,33,60,784</b>	<b>50,32,597</b>		
<b>As at 31<sup>st</sup>March, 2019</b>				
Borrowings	2,53,35,039	61,47,806		
Trade Payables	1,98,06,929	-		
Other financial liabilities	-	-		
<b>Total</b>	<b>4,51,41,968</b>	<b>61,47,806</b>		

#### 37. Capital management

The Company's objective when managing capital (defined as net debt and equity) is to safeguard the Company's ability to continue as a going concern in order to provide returns to shareholders and benefits for other stakeholders, while protecting and strengthening the Balance Sheet through the appropriate balance of debt and equity funding. The Company manages its capital structure and makes adjustments to it, in taking into consideration the economic conditions and strategic objectives of the Company.

For the purpose of the Company's capital management, capital includes issued capital, share premium and all other equity reserves. Net debt includes, interest bearing loans and borrowings, trade and other payables less cash and short term deposits.

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches of the financial covenants of any interest bearing loans and borrowing for reported periods.

#### 38. COVID-19 Pandemic

The World Health Organization ("WHO") announced a global health emergency because of coronavirus (COVID – 19) and classified its outbreak as a pandemic in March 2020. The Company is committed towards providing uninterrupted supply of goods and services to its customer and has actively implemented business continuity plans including the option of working from home facility. In assessing the impact of the pandemic on the Company's operations and performance, the Company has considered internal and external information up to the date of the approval of the financial statements and based on current indicators of future economic conditions, the Management is of the view that it will not be severely impacted. The impact of the global health pandemic may be different from that estimated as at the date of approval of these financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

39. Previous year figures are regrouped and rearranged wherever necessary.

As per our Report of even date

**For AMK & Associates  
Chartered Accountants  
(FRN 327817E)**

**Mahendra Singh  
Managing Director  
DIN : 07692374**

**Parmeshwar Singh  
WholeTime Director  
DIN : 08209519**

**Bhupendra Kumar Bhutia  
Partner  
Membership No. 059363**

**Aman Jain  
Director  
DIN : 08187995**

**Bidhan Chandra Roy  
CFO**

**Place: Kolkata  
Date: 29<sup>th</sup> June, 2020  
[UDIN: 2059363AAAAT2891]**

## BANGALORE FORT FARMS LIMITED

## Notes on Financial Statements for the year ended 31st March,2020

**30.1 Employee Benefit (as per IND AS 19)**

Provision has been made in respect of leave encasment, bonus and gratuity liability payable to employees.

**30.2 Earning per Share:**

According to IND AS 33 issued by Institute of Chartered Accountant of India Earning Considered in ascertaining basis EPS of the Company comprises the net profit after tax.The number of shares used in computing basis EPS is the Weighted average of shares outstanding.

	Earning per Share	As at the end of Current Reporting Period	As at the end of Previous Reporting Period
a) Numerator			
	Net Profit/(Loss) as per profit and loss	50,41,811	58,00,835
b) Denominator			
	Weighted Average Number of Equity Shares outstanding during the Year	47,99,400	47,99,400
c) Basic earning per share(Rs)		1.05	1.21
d) Nominal value per equity share(Rs)		10	10

**30.3 Related Party Disclosures:**

Related party disclosures as identified by the management in accordance with the IND AS 24 on 'Related Party Disclosure'

**Name of the Related Party****Parties where Control Exist.**

Revati Holdings Pvt. Ltd.	Common Control
Finshore Management Services Ltd.	Common Director
Revati Commercial Limited	Common Director
ROS Insurance Advisors Pvt Ltd.	Common Director

**List of Key Manegerial Personnel**

Name	Designation
Mr. Mahendra Singh	Managing Director( w.e.f. 29.09.2018)
Mr. Parmeshwar Singh	Wholetime Director (w.e.f. 29.09.2018)
Mrs. Archana Singh	Director & Company Secretary (upto 15.11.2019)
Mr. Bidhan Chandra Roy	CFO (KMP) (w.e.f. 01.08.2018)

Transaction during the year with Related Parties.	For the Period Ended on 31.03.2020	For the Period Ended on 31.03.2019
<b><u>Revati Holdings Pvt. Ltd.</u></b>		
Advance during the year		-
Repayment during the year	-	15,80,136
<b><u>Finshore Management Services Ltd.</u></b>		
Advance during the year	-	
Repayment during the year	-	4,89,500
<b><u>Revati Commercial Limited</u></b>		
Advance during the year		-
Repayment during the year	-	11,69,600
<b><u>ROS Insurance Advisors Pvt Ltd.</u></b>		
Advance paid during the year	25,000	
Payment receipt during the year	-25,000	

Outstanding balance at the end of the year with Related parties.	For the Financial Year Ended on 31.03.2020	For the Financial Year Ended on 31.03.2019
Revati Holdings Pvt. Ltd.	-	-
Finshore Management Services Ltd.	-	-
Revati Commercial Limited	-	-
ROS Insurance Advisors Pvt Ltd.	-	-

**30.4 Expenditure in Foreign Currency**

There is no Income in foreign in foreign Currency.

There is no Income in foreign Currency.

**30.5 Private Placement of Preferential Issues**

The company has not made Preferential allotment of Equity shares during the year under review.

**30.6 Notes :-**

1. Previous Reporting Period figure have been Re-arranged /Re- Grouped, Wherever necessary to make them Comparable with those current reporting period.
2. The Financial statement of Current reporting Period have been prepared by compliance of Ind-As.
3. Trade Receivable & Trade Payable are subject to confirmation and consequential reconciliation
4. Company does not have any Contigent Liabilities.

**In Terms of our Report of even date.****For and on behalf of the Board****For AMK & Associates**

Chartered Accountants  
Firm's Registration No.327817E

Mahendra Singh  
(Managing Director)  
DIN : 07692374

Mr. Parmeshwar Singh  
**(Director)**  
DIN: 08209519

**Bhupendra Kumar Bhutia**

Partner  
Membership No. 059363  
[UDIN: 2059363AAAAVT2891]  
Place: Kolkata  
Date : - The 29th day of June, 2020

Aman Jain  
(Director)  
DIN : 08187995

Bidhan Chandra Roy  
(CFO)