VALLEY MAGNESITE CO. LTD.

Regd. Office : A-402, Mangalam, 24/26, Hemanta Basu Sarani, Kolkata-700 001
Phone No. : 033-2243 6242 / 6243, E-mail : valleymagnesite@yahoo.in
CIN: L23109WB1988PLC045491

Ref: VMCL/102/020

DATE: 03/09/2020

To,
BSE Ltd,
Corporate Relationship Department,
"P.J.Towers" Dalal Street,
Mumbai- 400 001.

SCRIP CODE : 539543
SCRIP ID: VALLEY

To,
The Secretary ,
The Calcutta Stock Exchange Ltd.
7, Lyons Range,
Kolkata- 700 001.
Email Id: listing@cse-india.com

SCRIP CODE: 32042

Dear Sirs,

Sub: Annual Report of the Company for the financial year ended March 31, 2020

This is further to our letter dated August 22, 2020, wherein the Company had informed that the Annual General Meeting (AGM) of the Company will be held on Monday, September 28, 2020 at 11.00 a.m. through Video Conferencing/Other Audio Visual Means.

Pursuant to Regulation 34(1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, we are Submitting herewith the Annual Report of the Company for the Financial Year 2019-20 along with the Notice of the AGM which is being sent through electronic mode to the members of the Company.

The attached Annual Report (containing the Notice of AGM) of the Company is also available on the website of the Company i.e. www.valleymagnesite.com.

Kindly take the above on record.

For Valley Magnesite Co Ltd

(Arun Kumar Agarwalla)
Managing Director
DIN: 00607272

VALLEY MAGNESITE COMPANY LIMITED

32nd

ANNUAL REPORT

2019-2020

CORPORATE INFORMATION

BOARD OF DIRECTORS
Mr. Arun Kumar Agarwalla, Managing Director
Mrs. Sudha Agarwalla, Director
Mr. Gaurang Agarwalla, Director
Mr. Shambhu Nath Modi, Director
Mr. Pratap Ram Ganguly , Director

COMPANY SECRETARY
Ms. Shruti Tebriwal

STATUTORY AUDITORS
M/s V.M.D & Associates
Chartered Accountants
4,B.B.D Bagh, (East), Kolkata- 700 001

INTERNAL AUDITOR
M/s Pugalia & Associates
Chartered Accountants
33A, Jawahar Lal Nehru Road, 4th Floor, R.N- A-1,
Kolkata- 700 001.

BANKERS
ORIENTAL BANK OF COMMERCE

REGISTERED OFFICE:
A-402, Mangalam, 24/26 Hemanta Basu Sarani,
Kolkata-700 001
Phone: (033)22436242/43
Email : valleymagnesite@gmail.com
Website:www.valleymagnesite.com

REGISTRAR & SHARE TRANSFER AGENTS
S.K.Infosolutions Pvt.Ltd
34/1A, Sudhir Chatterjee Street, Kolkata- 700 006.
Phone:033-22194815
Email:contact@skcinfo.com

CIN
L23109WB1988PLC045491

VALLEY MAGNESITE COMPANY LIMITED

NOTICE OF 32nd ANNUAL GENERAL MEETING

Notice is hereby given that the 32nd Annual General Meeting of the Members of the Company will be held on Monday, the 28th September, 2020 at 11.00 A.M through Video Conferencing('VC')/Other Audio Visual Means('OAVM') to transact the following business:-

ORDINARY BUSINESS :

1. To consider and adopt the audited Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss for the year ended on that date, the Report of the Auditors thereon and the Report of the Board of Directors of the Company for the year ended 31st March, 2020.
2. To appoint a Director in place of Mr. Gaurang Agarwalla (DIN: 06533183), who retires by rotation and being eligible, offers himself for re-appointment.

By order of the Board

Registered Office : A-402, Mangalam,
24/26 Hemanta Basu Sarani,
Kolkata- 700 001.
Dated:25th August, 2020

(Arun Kumar Agarwalla)
Managing Director
DIN: 00607272

Notes :

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular no. 20/2020 dated May 05, 2020 read with circular no. 14/2020 dated April 08, 2020 and circular no. 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
4. 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 email through its registered email address to akkhandelia@rediffmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before September 27, 2020, up to 5.00 pm. without which the vote shall not be treated as valid.

5. Voting shall be reckoned in relation to a Member's holding of the Paid up Equity Share Capital of the Company as at close of business on 21st September,2020
6. As per the provisions of Section 103 of the Act, shareholders attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum.
7. In compliance with the aforesaid MCA Circulars as mentioned in item no. 1 and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.valleymagnesite.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com.
8. Members are requested to notify changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, etc. in case of shares held in electronic form to the concerned Depository Participant quoting their ID No. and in case of physical shares to the Registrar and Transfer Agents.
9. (a) Members desirous of receiving Notices and/or documents from the Company through the electronic mode are urged to update their email address with their Depository Participants, where shares are held in electronic form or to the Share Department of the Company / Registrars and Share Transfer Agents where shares are held in physical form.

   (b) Email addresses of Members as advised to the Share Department of the Company / Registrar and Share Transfer Agents where shares are held in physical mode or registered with Depositories where shares are held in the electronic mode will be deemed to be the Member's registered Email address for serving Company documents/ notices as per provisions of the Act and the instructions of the Ministry of Corporate Affairs Members intending to refresh/update their email addresses should do so as soon as possible.
10. At the 29th Annual General Meeting of the Company, the Members approved appointment of M/s. VMD & Associates, Chartered Accountants, as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 34th AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 32nd Annual General Meeting.
11. As per requirements of Listing Regulations with the Stock Ex-changes, particulars relating to appointment and reappointment of Directors are given in the Corporate Governance Section of the Annual Report.
12. Members desirous of getting any information in relation to the Company's Annual Report 2019-20 are requested to address their query (ies) well in advance, i.e. at least 10 days before the Meeting, to enable the Management to keep the information readily available at the Meeting.
13. The Register of Members shall remain closed from 22nd September, 2020 to 28th September, 2020 (both days inclusive).
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) for all securities market transactions. Thereafter it was clarified vide Circular no. MRD/DOP/Cir-05/2009 dated May 20, 2009 that for securities market transactions and off market transaction involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) to furnish a copy of PAN Card to the Company/Registrars and Share Transfer Agent for

registration of such transfer of shares. Hence, Members holding shares in the electronic form are requested to submit their PANs to their Depository Participants with whom they maintain their Demat Accounts. Members holding shares in physical form should submit their PAN details to the Company/Registrars and Share Transfer Agents, S .K. Infosolutions Pvt. Ltd.

Voting Through Electronic Means

15. As per Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management of Administration) Rules, 2014, the items of business set out in the attached Notice may be transacted also through electronic voting system as an alternative mode of voting. The Company is providing the facility of casting votes through the electronic voting system ("e-Voting") under an arrangement with the Central Depository Services Limited (CDSL) as specified more fully in the instructions hereunder.
16. The Board of Directors has appointed Shri Anand Khandelia, Practicing Company Secretary (Certificate of Practice Number FCS 5803) as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner.
17. Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
18. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date of 21st September, 2020. A person who is not a member as on cut-off date should treat this notice for information purpose only. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
19. Investors who became members of the Company subsequent to the dispatch of the Notice/Email, and holds the shares as on the cut-off date is requested to send the written / email communication to the Company at valleymagnesite@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
20. The remote e-voting period commences on September 25, 2020 at 10.00 A.M. and ends on September 27, 2020 at 5.00 P.M. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
21. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2020 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
22. The process and manner for remote e-voting are as under:

(i) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period

(ii) Click on "Shareholders" tab.

(iii) 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, excluding the special characters.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN Field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr. / Mrs. / Smt. / Miss / Ms. / M/s. etc. Example: (1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245 (2) M/s. 4-square Company Ltd. and Folio Number is C-0052 the PAN will be 4S000C0052
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. • Please Enter the DOB or Bank Account Number in order to Login. • If both the details are not recorded with the depository or company then please enter the member –id /folio number in the Bank Account Number Details field as mentioned in above instruction.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) 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 CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the relevant "VALLEY MAGNESITE COMPANY LIMITED" on which you choose to vote.

(xi) 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.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) 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.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii)Note for Institutional Shareholders

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create 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 should be mailed to helpdesk.evoting@cdslindia.com 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, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xviii)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 under help section or write an email to helpdesk.evoting@cdslindia.com

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

(i) Members will be able to attend the AGM through VC/OAVM by accessing the same at https://www.evotingindia.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis.

(ii) Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned above.

(iii) Facility of joining the AGM through VC/OAVM shall opened 30 (thirty) minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of the AGM. This does not include large members/shareholders (members/shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Statutory Auditors, etc. who are allowed to attend the AGM without any restrictions.

(iv) Members are encouraged to join the Meeting through laptops with Google Chrome for better experience.

(v) Further, Members will be required to allow camera, if any, and hence, use Internet with a good speed to avoid any disturbance during the Meeting.

(vi) Please note that Members connecting from mobile devices or tablets or through laptop, connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

(vii) Members who would like to express their views/ask questions as a speaker at the meeting may register themselves by sending a request from their registered e-mail address mentioning their names, DP ID,

Client ID/folio number, PAN and mobile number, email id at valleymagnesite@gmail.com atleast 7 days before AGM.

Only those members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the rights to restrict the number of speakers depending on availability of time for the AGM.

24. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

25. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.valleymagnesite.com and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. Bombay Stock Exchange Ltd and The Calcutta Stock Exchange Ltd .

By order of the Board

For Valley Magnesite Co Limited

Registered Office: A-402, Mangalam,
24/26 Hemanta Basu Sarani,
Kolkata- 700 001

Date: 25th day of August, 2020

Arun Kumar Agarwalla
Managing Director
DIN: 00607272

DIRECTOR'S REPORT TO THE MEMBERS

Your Directors have pleasure in presenting their 32nd Annual Report on the business and operations of the Company together with the Audited Accounts of the Company for the financial year ended March 31, 2020.

FINANCIAL SUMMARY:

PARTICULARS	Year ended 31st March 2020	Year ended 31st March, 2019
Profit (Loss)before Tax	(90,54,806.52)	19,44,553.20
Provisions for Taxation		
- Current provisions	---	(8,58,471.00))
- Earlier year taxes	(81,007.00)	---
- Provision for deferred Tax	59,29,475.38	(20,12,018.14)
Profit after Tax	(32,06,338.14)	(9,25,935.94)
Other Comprehensive Income	(8,573.64)	38,267.24
Total Comprehensive Income	(32,14,911.78)	(8,87,668.70)
Balance Brought forward		
- Retained earnings	461,23,221.59	470,49,157.53
- Other Comprehensive Income	14,232.36	(24,034.88)
Balance Carried forward to Balance Sheet		
- Retained earnings	429,16,883.45	461,23,221.59
- Other Comprehensive Income	5,658.72	14,232.36

DIVIDEND

In order to consolidate the Company's financial position, your directors consider it prudent not to recommend dividend for the year under review.

RESERVES

No amount is proposed to carry to any reserves by the board of directors.

STATE OF COMPANY'S AFFAIR

The results for the reporting year compared with the prior year were affected mainly due to decline in the market value of investments due to COVID 19 pandemic which ultimately resulted in the decline in revenues.

CHANGES IN THE NATURE OF BUSINESS

There is no change in the nature of the business of the Company during the year.

MATERIAL CHANGES AND COMMITMENTS

There is no material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

INTERNAL CONTROL SYSTEMS

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Chairman & Managing Director.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company.

SUBSIDIARY/ASSOCIATE/JOINT VENTURE COMPANIES:

The Company does not become or ceased to be or have any Subsidiary/Joint Ventures/ Associate Companies during the year.

DEPOSITS

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

SHARE CAPITAL

During the year under review, the company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure B".

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING & OUTGO

The information required u/s. 134(3)(q) of the Companies Act, 2013, read with the Rule 8(3) of Companies (Accounts) Rule,2014 with respect to conservation of Energy, Technology absorption are not applicable to the company. The Company has no foreign exchange outflow or inflow during the year under review.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has complied with the provisions of section 186 of the Companies Act, 2013 in relation to Loan, Investment & Guarantee given by the company during the financial year and no disclosures in this regard is required under the aforesaid section in this Report.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES U/S 188(1)

There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

RISK MANAGEMENT POLICY

Pursuant to section 134 (3) (n) of the Companies Act, 2013 & the listing regulations, the Board of Directors has adopted risk management policy for the Company which provides for identification, assessment and control of risks which in the opinion of the Board may threaten the existence of the Company. The Management identifies and controls risks through a properly defined framework in terms of the aforesaid policy.

At present the company has not identified any element of risk which may threaten the existence of the company.

CORPORATE SOCIAL RESPONSIBILITY

In terms of the provisions of Section 135 read together with Rule of the Companies Act, the "Corporate Social Responsibility" (CSR), requirement is not applicable to the Company.

CORPORATE GOVERNANCE CERTIFICATE

The Compliance certificate from the auditors regarding compliance of conditions of corporate governance as stipulated in SEBI (LODR), Regulation, 2015 of the Listing agreement shall be annexed with the report.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Board of Directors of the Company has adopted Whistle Blower Policy. The management of the Company, through the policy envisages encouraging the employees of the Company to report to the higher authorities any unethical, improper, illegal or questionable acts, deeds & things which the management or any superior may indulge in. This policy has been circulated to employees of the Company. However, no employee has been denied access to the Audit Committee.

NOMINATION & REMUNERATION COMMITTEE

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

PARTICULARS OF EMPLOYEES

None of the employees, who were in receipt of remuneration in excess of the limits as specified under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 throughout or part of the financial year under review, was engaged in the company.

DIRECTORS:

Changes in Directors and Key Managerial Personnel

Mr. Gaurang Agarwalla retires by rotation and, being eligible, offers him for re-appointment. The Directors recommend Mr. Gaurang Agarwalla for re-appointment.

Independent Director(s) declaration

Mr. Shambhu Nath Modi and Mr. Pratap Ram Ganguly, who are Independent Directors, have submitted a declaration that each of them meets the criteria of independence as provided in Sub-Section (6) of Section 149 of the Act and listing regulation. Further, there has been no change in the circumstances which may affect their status as independent director during the year.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulation, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

Code of Conduct

The Directors and members of Senior Management have affirmed compliance with the Code of Conduct for Directors and Senior Management of the Company. A declaration to this effect has been signed by Managing Directors and forms part of the Annual Report.

Board Meeting

During the year Seven Board Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. The details of which are given in the Corporate Governance Report.

SECRETARIAL AUDITOR & SECRETARIAL AUDIT REPORT

Pursuant to provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed Mr. Anand Khandelia, a firm of company secretaries in practice to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith as “Annexure A”.

STATUTORY AUDITORS & AUDITORS REPORT

Pursuant to the provisions of section 139 of the Companies Act, 2013, M/s. VMD & Associates, Chartered Accountants, were appointed as statutory auditors of the Company at the 29th annual general meeting (AGM) of the Company for a period from the conclusion of the said AGM till the conclusion of the 34thAGM.

The Auditor of the company has not made any qualification, reservation or adverse remark or disclaimer in his report and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

i) In the preparation of the annual accounts, the applicable accounting standards have been followed.

ii) The directors have selected such accounting policies and applied them consistently and made

judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.

iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

iv) The directors have prepared the annual accounts on a going concern basis.

v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

EMPLOYEES RELATIONS

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, are set out as separate Annexure, together with the Certificate from the auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in listing regulation.

DISCLOSURE AS PER SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under. During the financial year 2019-2020, no complain had been received.

PECUNIARY RELATIONSHIP OR TRANSACTIONS OF NON-EXECUTIVE DIRECTORS

During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company.

ACKNOWLEDGEMENTS:

Your Company and its Directors wish to extend their sincerest thanks to the Members of the Company, Bankers, Executives, Staff and workers at all levels for their continuous cooperation and assistance.

Place: Kolkata
Dated: 30.06.2020

For and on behalf of the Board

(Arun Kumar Agarwalla)
Managing Director
DIN: 00607272

(Sudha Agarwalla)
Director
DIN: 00938365

Form No. MR-3 Annexure -A

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 2019-20
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
TheMembers,
VALLEY MAGNESITE COMPANY LIMITED

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Valley Magnesite Company Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Valley Magnesite Company Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Valley Magnesite Company Limited ("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 thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA") and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(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 (Prohibition of Insider Trading) Regulations, 2015;

  (c) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations,2014.

  (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;: not applicable

  (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations,2008;: not applicable

  (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: not applicable

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

(vi) ..... (Mention the other laws as may be applicable specifically to the company): not applicable

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with Stock Exchange(s)

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

I further report that

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

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

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

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

Place: Kolkata
Date: 24/06/2020

ANAND KHANDELIA
CP NO. - 5841
UDIN NO. F005803B000373126

Annexure- B

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31st March, 2020

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

I REGISTRATION & OTHER DETAILS:

I	CIN	L23109WB1988PLC045491
ii	Registration Date	03.11.1988
iii	Name of the Company	VALLEY MAGNESITE COMPANY LIMITED
iv	Category/Sub-category of the Company	Indian Non-Government Company
v	"Address of the Registered office & contact details"	A-402, MANGALAM, 24/26 HEMANTA BASU SARANI , KOLKATA- 700 001. PHONE: 033-22436242/43. EMAIL: valleymagnesite@gmail.com WEBSITE: WWW.VALLEYMAGNESITE.COM
vi	Whether listed company	YES
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	S.K. INFOSOLUTIONS PVT.LTD. ADD: 34/1A SUDHIR CHATTERJEE STREET, KOLKATA- 700006 PH- 033-2219 4815. EMAIL: CONTACT@SKCINFO.COM

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

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	NIL		

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Sl No	Name & Address of the Company	CIN/GLN	"HOLDING/ SUBSIDIARY/ ASSOCIATE"	"% OF SHARES HELD"	"APPLICABLE SECTION"
1	NIL				

IV. SHARE HOLDING PATTERN (Equity share capital breakup as percentage of total equity)

I) Category-wise Share Holding

Category of Shareholders		No. of Shares held at the beginning of the year 2019				No. of Shares held at the end of the year 2020				Percent Change the during year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	**PROMOTERS**									
	(1) Indian									
	a) Individual/ HUF	287500	0	287500	27.38%	287500	0	287500	27.38%	0.00%
	b) Central Govt.									
	c) State Govt. (s)									
	d) Bodies Corporate									
	e) Banks / FI									
	f) Any other									
	Sub Total (A)(1) :-	287500	0	287500	27.38%	287500	0	287500	27.38%	0.00%
	(2) Foreign									
	a) NRI Individuals									
	b) Other Individuals									
	c) Bodies Corporate									
	d) Banks / FI									
	e) Any other									
	Sub Total (A)(2) :-									
	Total shareholding of Promoter (A) = (A)(1)+(A)(2) :-	287500	0	287500	27.38%	287500	0	287500	27.38%	0.00%
B.	Public Shareholding									
	(1) Institutions									
	a) Mutual Funds									
	b) Banks / FI									
	c) Central Govt.									
	d) State Govt. (s)									
	e) Venture Capital Funds									
	f) Insurance Co.									
	g) FIIs									
	h) Foreign Venture Capital Funds									
	i) Others (Qualified Foreign Investor - Corporate)									
	Sub Total (B)(1) :-	0	0	0	0.00%	0	0	0	0.00%	0.00%
	(2) Non-Institutions									
	a) Bodies Corporate									
	i) Indian	503995	96400	600395	57.18%	544895	55500	600395	57.18%	0.00%
	ii) Overseas									
	b) Individuals									
	i) Individual shareholders holding nominal share capital upto ` 1 lakh	5	162100	162105	15.44%	5	162100	162105	15.44%	0.00%
	ii) Individual shareholders holding nominal share capital in excess of ` 1 lakh									
	c) Others (Specify)									
	Sub Total (B)(2) :-	504000	258500	762500	72.62%	544900	217600	762500	72.62%	0.00%
	Total Public Shareholding (B)=(B)(1)+(B)(2):-	504000	258500	762500	72.62%	544900	217600	762500	72.62%	0.00%
C.	Shares held by Custodian for GDRs & ADRs									
	Grand Total (A+B+C)	791500	258500	1050000	100.00%	832400	217600	1050000	100.00%	0.00%

ii. Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of 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	ARUN KUMAR AGARWALLA	161900	15.42%	NIL	161900	15.42%	NIL	NIL
2	SUDHA AGARWALLA	106000	10.10%	NIL	106000	10.10%	NIL	NIL
3	ARUN KUMAR AGARWALLA (HUF)	19600	1.87%	NIL	19600	1.87%	NIL	NIL
	TOTAL	**287500**	**27.38%**	**NIL**	**287500**	**27.38%**	**NIL**	**NIL**

(iii) Change in Promoters' Shareholding (Please specify, if there is no change)

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Date	Increase/ Decrease in Promoters Share holding during the year	Reason (e.g. allotment/ transfer/ bonus/ sweat equity etc)	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
1	NO CHANGE	NO CHANGE			NO CHANGE			

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

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Date	Increase/ Decrease in Share holding during the year	Reason (e.g. allotment/ transfer/ bonus/ sweat equity etc)	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
1	DHANVERDHI EXPORTS LTD	245000	23.33%		0		245000	23.33%
2	VIDYUT DEALERS PVT.LTD	147000	14.00%		0		147000	14.00%
3	SWAGTAM DISTRIBUTORS PVT LTD	111995	10.67%		0		111995	10.67%
4	KUNJBIHARI VINTRADE PVT LTD	17600	1.68%		0		17600	1.68%
5	MOONLIFE HEIGHTS PVT LTD	17000	1.62%		0		17000	1.62%
6	GOPESH VYAPAAR PVT LTD	16500	1.57%		0		16500	1.57%
7	KARUNAMOYEE DEALCOM PVT LTD	9600	0.91%		0		9600	0.91%
8	UTSAV DEALMARK PVT LTD	9600	0.91%		0		9600	0.91%
9	PANCHKOTI HOUSING PVT LTD	9600	0.91%		0		9600	0.91%
10	GOLDMOON MARKETING PVT LTD	8700	0.83%		0		8700	0.83%

(v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Date	Increase/ Decrease in Share holding during the year	Reason (e.g. allotment/ transfer/ bonus/ sweat equity etc)	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
1	ARUN KUMAR AGARWALLA	161900	15.42%	NA	NA	NA	161900	15.42%
2	SUDHA AGARWALLA	106000	10.10%	NA	NA	NA	106000	10.10%
3	PRATAP RAM GANGULY	500	0.05%	NA	NA	NA	500	0.05%
4	UTTAM BANERJEE	500	0.05%	NA	NA	NA	500	0.05%

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
Additions	-	-	-	-
Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due			-	---
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIA PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

` in Lakhs

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	-	-	-
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify	-	-	-
	Total (A)	-	-	-
	Ceiling as per the Act			

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
1	Independent Directors	-	-	-	-
	(a) Fee for attending board committee meetings	-	-	-	-
	(b) Commission	-	-	-	-
	(c) Others, please specify	-	-	-	-
	Total (1)	-	-	-	-
2	Other Non Executive Directors				-
	(a) Fee for attending board committee meetings	-	-	-	-
	(b) Commission	-	-	-	-
	(c) Others, please specify.	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration	-	-	-	-
	Overall Ceiling as per the Act.				

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Company Secretary	CFO	Amount
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	1.33	2.40	3.73
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify	-	-	-
	Total (A)	1.33	2.40	3.73

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES :-

There were no Penalities/punishment/compounding of offences for the year ending March'31, 2020.

For and on behalf of the Board

Place: Kolkata
Date: 30.06.2020

(Arun Kumar Agarwalla)
Managing Director
DIN: 00607272

REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy on Corporate Governance:

   The Company's philosophy on Corporate Governance is to enhance the long term economic value of the company its stakeholders and the society at large by adopting better corporate practices in fair and transparent manner by aligning interest of the company with its shareholders and other key stakeholders.

   Your Company continues to follow procedures and practices in conformity with the code of Corporate Governance outlined in the listing agreement.

2. Board of Directors:

   Composition of the Board, Directorships & Committee positions held in other companies and shares held as on 31st March 2020:

   As on 31st March 2020, the Company had 5 Directors. The Board of Directors Comprise of One Managing, One Executive & Non Independent director, One Non Executive & Non Independent director and Two Non Executive Independent directors.

Directors	Category	Board Meeting Attended	Annual General Meeting Attended	Directorship in other companies*	Committee membership**	Committee chairmanship**
Arun Kumar Agarwalla	Managing, Executive (Non-independent Director)	07	Yes	02	06	Nil
Sudha Agarwalla	Non Executive (Non-Independent Director)	07	Yes	03	04	Nil
Shambhu Nath Modi	Non Executive (Independent Director)	06	Yes	04	07	05
Pratap Ram Ganguly	Non- Executive (Independent Director)	06	Yes	01	03	03
Gaurang Agarwalla	Non-Executive (Non Independent Director)	07	Yes	00	Nil	Nil

* Other directorships do not include directorship of private limited companies, companies registered u/s 8 of Companies Act and of companies incorporated outside India.

** Chairmanship/Membership of Board committees includes Membership of Audit, Nomination & Remuneration and stakeholders Relationship committees only.

** No Director is a member of more than 10 committees or chairman of more than 5 committees across all companies in which he is a Director.

Number of Board Meetings held & dates on which meeting held:

Number of Board Meetings Held : 07

Date on which held : 20th April 2019, 29th May 2019, 13th August 2019, 17th October 2019, 14th November 2019, 18th January 2020,and 14th February 2020

Role of Independent Directors:

The independent directors devote sufficient time and attention to professional obligations for informed and balanced decision making at the Board and various committee meetings. They regularly update and refresh skills, knowledge and familiarity with the Company and actively and constructively participate in the meetings.

Independent Directors Meeting:

During the year under review, the Independent Directors met on October 29, 2019, inter alia, to discuss:

a) Evaluation of the performance of Non Independent Directors and the Board of Directors as a Whole;

b) Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the independent Directors were present at the meeting.

Disclosures in relation to the appointment/re-appointment of Directors:

As required, brief profiles of the directors appointed or re-appointed are appended below:

a) Gaurang Agarwalla

Name of the Director	Mr. Gaurang Agarwalla
Father's Name	Mr. Arun Kumar Agarwalla
Director Identification No.(DIN)	06533183
Date of Birth	01.11.1994
Date of Appointment	29.05.2017
Qualifications	B.B.A
Experience	Mr. Gaurang Agarwalla has done BBA in finance from St. Xaviers College, Kolkata having experience of over 4 Years in the field of Investment and Finance Business.
Directorship in other Companies	NIL
Chairman/Member of the Committee of the Board of Directors of the Company	NIL
Membership / Chairmanship of Committees of the other public companies in which he is a Director	NIL
No. of Shares held in the Company	NIL

Code of Conduct:

The Company has a code of conduct applicable to all Board Members & Senior Management staff for avoidance of conflict of interest between each of the above individuals and the Company. Each Board Members & Senior Management staff declare their compliance with the Code of Conduct as at the end of each Financial Year. A certificate to this effect is attached to this report duly signed by Managing Director.

3. Audit committee

Apart from all the matters provided in section 177 of the Companies Act 2013 and Listing Regulation, the Audit committee reviews reports of the internal Auditors, meets statutory auditors as and when required and discuss findings, suggestions, observations and other related matters.

a) The Composition of the Committee and the attendance of each member at Meetings are as follows:

Members	Designation	Category	No. of Meetings Attended
Shambhu Nath Modi	Chairman	Non Executive (Independent)	4
Pratap Ram Ganguly	Member	Non Executive (Independent)	4
Arun Kumar Agarwalla	Member	Executive (Non-Independent)	4

b) Details of the Audit Committee Meetings Held :

Date of Meeting	No. of Members Attended
28.05.2019	Three
12.08.2019	Three
13.11.2019	Three
13.02.2020	Three

4. Nomination and Remuneration Committee:

In compliance with Section 178 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and Listing Regulation, the composition and other details as required are as follows:

a) The Composition of the Committee and the attendance of each member at Meetings are as follows:

Members	Designation	Category	No. of Meeting Attended
Pratap Ram Ganguly	Chairman	Non Executive (Independent)	2
Shambhu Nath Modi	Member	Non Executive (Independent)	2
Sudha Agarwalla	Member	Non Executive Non Independent)	2

b) Details of the Nomination and Remuneration Committee Meetings Held :=

Date of Meeting	No. of Members Attended
23.08.2019	Three
13.12.2019	Three

The terms of reference to this committee include:

- The Committee shall identify persons who are qualified to become directors and who may be appointed as Key Managerial Persons in accordance with criteria laid down, recommend the board their appointment and removal and shall carry out evaluation of every director's performance.
- This Committee is empowered to review and recommend the Board of Directors, remuneration and commission of directors and other senior executives of the Company.

Remuneration Policy:

The Remuneration policy of your Company is a comprehensive and the policy ensures equality, fairness and consistency in rewarding the employees on the basis of performance against set objectives.

Non-executive/ Independent directors remuneration

The Company is not paying any remuneration to the Non-executive Directors.

5. Stakeholder's Relationship Committee :

In line with the provisions of Section 178 of the Companies Act, 2013 and Listing Regulation, the composition and other details of 'Stakeholders Relationship Committee' are as follows:

a) The Composition of the Committee and the attendance of each member of the committee are given below:

Name of the Director	Designation	No. of Meeting held & attended
Pratap Ram Ganguly	Chairman	3
Shambhu Nath Modi	Member	3
Arun Kumar Agarwalla	Member	3

b) Ms. Shruti Tebriwal is Company Secretary and Compliance officer of the Company.

c)Details of the Stakeholder's Relationship Committee Meetings Held :

Date of Meeting	No. of Members Attended
16.04.2019	Three
04.09.2019	Three
17.10.2019	Three

No complaints have been received during the year regarding transfer of shares and/or non receipt of balance sheet etc.

The terms of reference to this committee include:

- Review, on periodic basis, status of grievances relating to transfer, transmission of shares, issue of duplicate shares.
- Monitor expeditious redressal of Investors grievances.
- Review instances of non-receipt of Annual Report.
- Consider all matters related to all security holders of the Company.

6. Business Risk Evaluation and Management is an ongoing process within the Organization. The Company laid down the procedure to inform Board members about the risk assessment and minimisation procedures. The Board framed, implemented and monitored, the Company's risk management practices and activities at regular interval. At present the Board has not identified any element of risk which may threaten the existence of the company.

7. General Body Meetings:

a) Location, Place and time where last three Annual General Meetings were held are given below:-

Financial Year	Date of AGMs	Location	Time
2018-2019	26th September 2019	A-402 Mangalam,24/26 Hemanta Basu Sarani, Kolkata- 700 001	11.00 A.M
2017-2018	28th September 2018	A-402 Mangalam,24/26 Hemanta Basu Sarani, Kolkata- 700 001	11.00 A.M
2016-2017	18th September 2017	A-402 Mangalam,24/26 Hemanta Basu Sarani, Kolkata- 700 001	11.00 A.M

b) Special Resolutions passed at previous three AGMs:-

i) AGM on 26th September 2019

In the AGM held on 26th September, 2019, a Special Resolution was passed for re-appointing Mr. Pratap Ram Ganguly (DIN: 00607399) and Mr. Shambhu Nath Modi (DIN: 02782718), as an Independent Director of the Company for a second period of five years from the conclusion of Company's Thirty First Annual General Meeting to the conclusion of Company's Thirty Sixth Annual General Meeting.

ii) AGM on 28th September 2018

No Special Resolution was passed.

iii) AGM on 18th September 2017

In the AGM held on 18th September, 2017, a Special Resolution was passed for appointing of Gaurang Agarwal who was appointed as an Additional Director of the Company with effect from May 29, 2017 and who holds office up to the date of this Annual General Meeting of the Company.

c) No Extraordinary General Meeting of the members was held.

8. Disclosures:

a) Disclosures on materially significant related party transaction:

The statements containing the transactions with related parties were submitted periodically to the Audit Committee. There are no related party transactions that may have potential conflict with the interest of the Company at large. There were no material individual transactions with related parties during the year, which were not in the normal course of business as well as not on an arm's length basis.

b) Details of non-compliance(s) by the Company:

No penalties have been imposed or strictures have been issued by SEBI, Stock Exchanges or any Statutory Authorities on matters relating to Capital Markets during the last three years against the non compliance relating to the matter aforesaid.

c) Whistle Blower Policy/ Vigil Mechanism

The Board of Directors of the Company has adopted Whistle Blower Policy. The management of the Company, through the policy envisages encouraging the employees of the Company to report to the higher authorities any unethical, improper, illegal or questionable acts, deeds & things which the management or any superior may indulge in. This policy has been circulated to employees of the Company. However, no employee has been denied access to the Audit Committee.

d) The adoption of the other non-mandatory requirements set out in Listing Regulation is under consideration.

e) Disclosure of Accounting Treatment

The financial statements of the company have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of the Companies Act, 2013, (the 'Act') and other relevant provisions of the Act (as amended from time to time).

9. Means of Communication:

The quarterly Unaudited Financial Results and the Audited Financial Results as approved and taken on record by the Board are sent to the Stock Exchanges where the Company's shares are listed and then published generally in "Samay Paribartan" (English Edition) and "Sukhabar" (Bengali edition). The results are also posted on the Company's website www.valleymagnesite.com. However, these are not sent individually to shareholders.

Management Discussion and Analysis Report is an integral part of annual report.

10. Management Discussion & Analysis Report:

The Company's performance is up beating. The Company does not foresee any threat in terms of investment policy and return on instrument as such the company is taking all its offers to overcome such unforeseen threat and to exceed in the concerned fora. The management is hopeful in achieving a better result in future.

11. CEO and CFO Certifi cation

The CEO and CFO certification of the financial statements for the year has been submitted to the Board of Directors, in its meeting held on June, 30, 2020 as required under SEBI (Listing obligations and Disclosure Requirements) Regulations.

12. General Shareholders Information:

a) Annual General Meeting

Date	:	28th September, 2020
Time	:	11.00 AM
Venue	:	Registered Office; A-402, Mangalam, 24/26 Hemanta Basu Sarani, Kolkata- 700 001.
b) Financial year of the Company	:	1st April 2019 to 31st March 2020
c) Book Closure Date	:	22nd September, 2020 to 28th September, 2020 (Both day inclusive)
d) Dividend payment date (if any)	:	Not recommended
e) Listing on Stock Exchanges	:	The Company has listed its shares at – Stock Exchanges as stated below:

Sl.No.	Name of Stock Exchanges
01.	Bombay Stock Exchange Ltd.
02.	The Calcutta Stock Exchange Ltd.

ISIN No. for Dematerialization of Shares	:	INE834E01016
f) Market Price Data	:	Company's shares are not frequently traded in the Stock Exchanges.
g) Registrar and share transfer Agent (for Both: Physical and Dematerialized share transfers)	:	S.K. Infosolutions Pvt. Ltd. 34/1A, Sudhir Chatterjee Street, Kolkata- 700 006. Email: contact@skcinfo.com

Share Transfer System:

Subject to documentation being in order, transfer requests of equity shares in physical form lodged with the Company/ Registrars are processed within 30 days from the date of receipt.

i) Distribution of Shareholding as on 31.03.2020:-

No. of Equity Shares held	No. of Share-Holders	% of Share-holders	No. of Share held	% of Share holdings
Upto 500	1335	98.09	143505	13.67
501-1000	06	0.44	4000	0.39
1001-2000	02	0.15	4000	0.38
2001-3000	04	0.29	10600	1.01
3001-4000	0	0.00	0	0.00
4001-5000	0	0.00	0	0.00
5001-10000	05	00.37	45300	4.31
10001- 50000	04	00.29	70700	6.73
50001-100000	0	0.00	0	0.00
100001 & above	05	00.37	771895	73.51
	1361	100.00	1050000	100.00

j) Categories of Shareholders as on 31.03.2020 :-

Category	No. of Share-Holders	% of Share-holders	No. of Share held	% of Share held
Promoters	3	0.22	287500	27.38
Bodies Corporate	11	0.81	600395	57.18
Public	1347	98.97	162105	15.44
	1361	100.00	1050000	100.00

Dematerialization and Rematerialisation:

Request for Dematerialization and Rematerialisation should be sent either to the Company's Registrar and Share Transfer Agents or to the Share Department of the Company.

j) Dematerialization of Shares and liquidity:

887900 Equity Shares (84.56%) have been dematerialized up to 31st March, 2020.

l) Address for Correspondence:

Registered Office

A-402, Mangalam,
24/26 Hemanta Basu Sarani, Kolkata- 700 001
Phone: (033)2243-6242/6243
Website: www.valleymagnesite.com
Email : valleymagnesite@gmail.com

13. Compliance of Listing Regulation pertaining to mandatory requirements & Auditors Certificate on Corporate Governance:

The Company has complied with all the mandatory requirements on Corporate Governance as specified in the Listing Regulation.

As required in the Listing Regulation, the Auditor's Certificate on compliance of the Corporate Governance norms is attached.

For and on Behalf of the Board

Registered Office : A-402, Mangalam,
24/26 Hemanta Basu Sarani,
Kolkata- 700 001.

(Arun Kumar Agarwalla)
Managing Director
DIN:00607272

Dated: 25th August, 2020

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to certify that the Company has laid down Code of Conduct for all Board Members and Senior Management of the Company.

Further certified that the Members of the Board of Directors and Senior Management personnel have affirmed having complied with the Code applicable to them during the year ended 31 March, 2020.

For and on Behalf of the Board
(Arun Kumar Agarwalla)
Managing Director
DIN : 00607272

Place : Kolkata
Dated: 25th August, 2020

AUDITOR'S CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE.

To,

The Members of Valley Magnesite Company Limited

1.This certificate is issued in accordance with the terms of our engagement letter dated May 29, 2019.

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

Managements' Responsibility

3. 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 the compliance with the conditions of the Corporate Governance stipulated in the SEBI Listing Regulations.

Auditor's Responsibility

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

Opinion

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representation provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and Para C and D of Schedule V of the SEBI Listing Regulations during the year ended March 31, 2020.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For V. M. D. & Associates
Chartered Accountants
Firm's Registration No.326120E

(Vinay Kumar Tiwari)
Partner
Membership Number: 063887
UDIN: 20063887AAAABH1390

Place: Kolkata
Dated: 30/06/2020

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF VALLEY MAGNESITE COMPANY LIMITED

Report on the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of Valley Magnesite Company Limited ("the Company") which comprises the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss(including Other Comprehensive Income), 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 standalone Ind AS 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 Ind AS and accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and profit/loss, total comprehensive income, the 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 standalone Ind AS 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 no. 27 to the Standalone Financial Statements, which describes the uncertainties and the impact of COVID-19 pandemic on the Company's operations and results as assessed by the management. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgement, 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 informing our opinion thereon, and we do not provide a separate opinion on these matters.

For each matter below, our description of how our audit addressed the matter is provided in that context.

Impact of Covid 19 on Audit

Due to outbreak of pandemic Covid 19 and consequent country wide lockdown enforced by Government of India. Due to this we could not carry out normal audit procedures and audit was carried out using "Work from Home" approach.

This is considered as Key Audit Matter, since alternate audit procedures were performed for carrying out audit.

Due to "Work from Home" approach adopted, we performed following alternative audit procedures:

- Various data and confirmation were received either electronically through email or through data sharing on drive.
- For various audit procedures, reliance was placed on scanned copies of original document shared with us electronically.
- Interview/discussion with client via video conferencing/call conferencing and other verbal communications.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance Report, and Shareholder Information, but does not include the standalone financial statements and our auditor's report thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with governance for the standalone Ind AS financial statement

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 standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with accounting principles generally accepted in India, including Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 standalone Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors is also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of Standalone Ind AS financial statement

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably

be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

A further description of the auditor's responsibilities for the audit of the standalone Ind AS financial statements is included in Annexure A. This description forms part of our auditor's report.

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 B 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 Lossincluding Other Comprehensive Income, and the Cash Flow Statementand the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
   d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
   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 Control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure C".
   g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
   h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
      i) The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements, if any.
      ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
      iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For V. M. D. & Associates
Chartered Accountants
Firm's Registration No.326120E

(Vinay Kumar Tiwari)
Partner
Membership Number: 063887
UDIN: 20063887AAAABG2571

Place: Kolkata
Dated: 30/06/2020

Annexure - A to the Auditors' Report

Responsibilities for Audit of Financial Statement

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

1. 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.
2. 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.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Ind AS 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.
5. Evaluate the overall presentation, structure and content of the Standalone Ind AS financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Ind AS 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 out weigh the public interest benefits of such communication.

For V. M. D. & Associates
Chartered Accountants
Firm's Registration No.326120E

(Vinay Kumar Tiwari)
Partner
Membership Number: 063887
UDIN: 20063887AAAABG2571

Place: Kolkata
Dated: 30/06/2020

Annexure - B to the Auditors' Report

(Referred to in paragraph 1 of our report of even date)

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

b) Fixed assets have been physically verified by the Management at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.

c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no immovable properties held by the company.

ii) The Company does not have any kind of Inventories during and at the end of the year and so it does not hold any physical inventory. Thus, paragraph 3(ii) of the Order is not applicable to the Company.

iii) The company has not granted loans, secured or unsecured, to Companies, firms, LLPs or other parties, covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, provisions of clause (iii) (a) (b) and (c) of the said order are not applicable.

iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans, investments, guarantee and security made, where ever applicable.

v) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits in terms of the provisions of section 73 to 76 of the Companies Act, 2013 and the Rules framed there under and the directives issued by the Reserve Bank of India.

vi) In our opinion, maintenance of cost records pursuant to the Companies (Cost Records and audit) Rules, 2014 prescribed by the Central Government under Section 148(1) of the Companies Act, 2013 are not applicable to the company during the year under review.

vii) vii) a)According to the information and explanations given to us and on the basis of our examination of the records of the Company, undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess, Goods & Service Tax and other material statutory dues, wherever applicable, have been regularly deposited during the year by the Company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of statutory dues were in arrears as at 31 March 2020 for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us, there are no statutory dues that have not been deposited with the appropriate authorities on account of any dispute.

viii) The Company does not have any loans or borrowing from any financial institutions, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.

ix) To the best of our knowledge and belief and according to the information and explanations given to us, the company has not raised money by way of initial public offer or further public offer and has not taken any term loan. Other loans from bank were applied for the purpose for which these were obtained.

x) In our opinion and according to information and explanations given to us, no fraud by the company or on the Company by its officers/ employee has been noticed or reported during the course of our audit.

xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him as referred to in section 192 of the Act.

xvi) The Company has made investments in units of Mutual Funds for more than fifty percent of total assets at the end of the year and earned the income from units for more than fifty percent of total income for the year. As per Information & explanation given to us, the company is not required to get registration under section 45-IA of the Reserve Bank of India Act 1934.

For V. M. D. & Associates
Chartered Accountants
Firm's Registration No.326120E

(Vinay Kumar Tiwari)
Partner
Membership Number: 063887
UDIN: 20063887AAAABG2571

Place: Kolkata
Dated: 30/06/2020

Annexure - C to the Auditors' Report

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

We have audited the internal financial controls over financial reporting of VALLEY MAGNESITE COMPANY LIMITED ("the Company") as of 31 March 2020 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the 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 31 March 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 V. M. D. & Associates
Chartered Accountants

Firm's Registration No.326120E

(Vinay Kumar Tiwari)
Partner
Membership Number: 063887
UDIN: 20063887AAAABG2571

Place: Kolkata
Dated: 30/06/2020

BALANCE SHEET AS AT 31ST MARCH, 2020

	NOTES	(Amount in `) AS AT 31ST MARCH, 2020	(Amount in `) AS AT 31ST MARCH, 2019
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	2	9,815.44	16,273.98
Financial Assets			
(i) Investments	3	836,600.00	836,600.00
Deferred Tax Assets (Net)	4	7,808,771.90	1,876,284.16
Other Non-Current Assets	5	7,913,841.00	7,493,069.00
Total Non-Current Assets		16,569,028.34	10,222,227.14
Current assets			
Financial Assets			
(i) Investments	6	43,353,536.62	53,402,432.10
(ii) Cash and Cash Equivalents	7	501,336.05	554,248.55
(iii) Other Financial Assets	8	-	-
Current Tax Assets (Net)	9	600,000.00	-
Other Current Assets	10	138,963.00	138,963.00
Total Current Assets		44,593,835.67	54,095,643.65
Total Assets		61,162,864.01	64,317,870.79
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	11	10,500,000.00	10,500,000.00
Other Equity	12	50,187,173.01	53,402,084.79
Total Equity		60,687,173.01	63,902,084.79
Non-Current Liabilities			
Provisions	13	17,896.00	72,618.00
Total Non-Current Liabilities		17,896.00	72,618.00
Current Liabilities			
Financial Liabilities			
(i) Other Financial Liabilities	14	97,449.00	43,500.00
Provisions	15	90,754.00	528.00
Current Tax Liabilities (Net)	16	269,592.00	299,140.00
Total Current Liabilities		457,795.00	343,168.00
Total Equity and Liabilities		61,162,864.01	64,317,870.79
Significant Accounting Policies	1		

The accompanying Notes of Accounts are an integral part of financial statements.

As per our report of even date

For VMD & Associates
Firm Registration Number-326120E
Chartered Accountants

Vinay Kumar Tiwari
Partner
Membership Number 063887
Place: Kolkata
Date:30/06/2020

For and on behalf of the Board

Arun Kumar Agarwalla	Sudha Agarwalla	
Managing Director	Director	
DIN : 00607272	DIN : 00938365	
Gaurang Agarwalla	Shruti Tebriwal	Uttam Banerjee
Diretor	Company Secretary	CFO
DIN : 06533183		

VALLEY MAGNESITE COMPANY LIMITED

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2020

	NOTES	(Amount in `) For the Year 2019 - 2020	(Amount in `) For the Year 2018 - 2019
INCOME			
Revenue from Operations		-	-
Other Income	17	(7,512,314.58)	3,632,777.57
Total Revenue		(7,512,314.58)	3,632,777.57
EXPENSES			
Employee Benefits Expenses	18	505,241.00	633,260.00
Depreciation & Amortisation	2	6,458.55	6,528.01
Others expenses	19	1,030,792.40	1,048,436.36
Total Expenses		1,542,491.95	1,688,224.37
Profit/(Loss) Before Tax		(9,054,806.52)	1,944,553.20
Tax Expense:			
Current Tax		-	(858,471.00)
Tax of earlier years		(81,007.00)	-
Deferred Tax		5,929,475.38	(2,012,018.14)
Share of Profit of Associates and Joint Ventures			
Profit/(Loss) for the Period		(3,206,338.14)	(925,935.94)
Other Comprehensive Income			
(i) Items that will not be reclassified to Statement of Profit and Loss.			
"Remeasurement of defined benefit plans"		(11,586.00)	49,974.00
Income tax relating to remeasurement of defined benefit plans		3,012.36	(11,706.76)
Income tax relating to Investment at FVTOCI		-	-
Total Other Comprehensive Income/Loss		(8,573.64)	38,267.24
Total Comprehensive Income		(3,214,911.78)	(887,668.70)
Earning Per equity Share-Basic & Diluted	20	(3.05)	(0.88)
Face Value Per Share (In Rs.)		10.00	10.00

Significant Accounting Policies

The accompanying Notes of Accounts are an integral part of financial statements.

As per our report of even date

For and on behalf of the Board

For VMD & Associates
Firm Registration Number-326120E
Chartered Accountants

Arun Kumar Agarwalla
Managing Director
DIN : 00607272

Sudha Agarwalla
Director
DIN : 00938365

Vinay Kumar Tiwari
Partner
Membership Number 063887
Place: Kolkata
Date:30/06/2020

Gaurang Agarwalla
Diretor
DIN : 06533183

Shruti Tebriwal
Company Secretary

Uttam Banerjee
CFO

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2020

(Amount in `)

PARTICULARS	YEAR ENDED ON 31st March, 2020 Rs. P.	YEAR ENDED ON 31st March, 2019 Rs. P.
1. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax	(9,054,806.52)	1,944,553.20
Addition/Deduction:		
Depreciation	6,458.55	6,528.01
Interest Received	(682,046.00)	(783,239.00)
Re-measurement gains/(losses) on employee defined benefit plans	(11,586.00)	49,974.00
Loss on sale of Property, Plant and Equipment	-	-
Profit/Loss on sale of investments	95,349.04	(367,565.14)
Investments on Mutual Funds measured at FVTPL	8,099,011.53	(2,481,973.43)
Cash Flow from Operating Activities before Working Capital changes	(1,547,619.40)	(1,631,722.36)
Adjustments:		
Decrease/(increase) in current financial and non financial assets	-	8,327,741.00
Increase/(decrease) in other financial and non financial liabilities	59,905.00	(233,702.00)
Cash Generated From Operation	(1,487,714.40)	6,462,316.64
Taxes Paid	(681,007.00)	(858,471.00)
Cash Flow from Operating Activities	(2,168,721.40)	5,603,845.64
2 CASH FLOW FROM INVESTING ACTIVITIES		
Increase/Decrease in Property, Plant and equipment and Other Intangible Assets	-	-
Interest Received	682,046.00	783,239.00
Purchase of Investments	(8,700,000.00)	(19,500,058.84)
Sale of Investments	10,554,534.90	13,241,373.09
Decrease/(increase) in other non-current assets	(420,772.00)	(193,069.00)
Net Cash Flow from Investing Activities	2,115,808.90	(5,668,515.75)
3 CASH FLOW FROM FINANCING ACTIVITIES		
Increase/Decrease in Borrowings	-	-
Increase/Decrease in Share Capital	-	-
Net Cash Flow from Financing Activities	-	-
NET CHANGE IN CASH & CASH EQUIVALENT	(52,912.50)	(64,670.11)
Opening Balance of Cash & Cash Equivalent	554,248.55	618,918.66
Opening Bank Balances other then above	-	-
CLOSING BALANCE OF CASH & CASH EQUIVALENT	501,336.05	554,248.55
Closing Bank Balances other then above	-	-

Notes:

1 The Cash Flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS) 7 'Statement of Cash Flow'.

2 Figures of the previous period has been rearranged/ regrouped where ever considered necessary.

As per our report of even date — For and on behalf of the Board

For VMD & Associates
Firm Registration Number-326120E
Chartered Accountants

Arun Kumar Agarwalla
Managing Director
DIN : 00607272

Sudha Agarwalla
Director
DIN : 00938365

Vinay Kumar Tiwari
Partner
Membership Number 063887
Place: Kolkata
Date:30/06/2020

Gaurang Agarwalla
Diretor
DIN : 06533183

Shruti Tebriwal
Company Secretary

Uttam Banerjee
CFO

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2020

A. EQUITY SHARE CAPITAL (Amount in `)

	Balance at the beginning of the year	Changes in Equity Share Capital during the year	Balance at the end of the year
For the year ended 31st March, 2019	10,500,000.00		10,500,000.00
For the year ended 31st March, 2020	10,500,000.00		10,500,000.00

B. OTHER EQUITY (Amount in `)

	Reserves and Surplus				Other Comprehensive Income		
Particulars	Capital Reserve	General Reserve	Investment Allowance (utilised) Reserve	Retained Earnings	Remeasur-ement of Defined Benefit Obligations	Investment measured at FVTOCI	Total
Balance as at 1st April, 2018	1,647,094.00	3,000,000.00	2,617,536.84	47,049,157.53	(5,978.88)	(18,056.00)	54,289,753.49
Changes in Accounting Policy	-	-	-	-	-	-	-
Restated Balance	1,647,094.00	3,000,000.00	2,617,536.84	47,049,157.53	(5,978.88)	(18,056.00)	54,289,753.49
Add/(Less) :							
Profit for the year				(925,935.94)			(925,935.94)
Other Comprehensive Income/(Loss) for the year					38,267.24	-	38,267.24
Balance as at 31st March, 2019	1,647,094.00	3,000,000.00	2,617,536.84	46,123,221.59	32,288.36	(18,056.00)	53,402,084.79
Add/(Less) :							
Profit for the year				(3,206,338.14)			(3,206,338.14)
Other Comprehensive Income/(Loss) for the year					(8,573.64)	-	(8,573.64)
Balance as at 31st March, 2020	1,647,094.00	3,000,000.00	2,617,536.84	42,916,883.45	23,714.72	(18,056.00)	50,187,173.01

The accompanying Notes of Accounts are an integral part of financial statements.

As per our report of even date

For and on behalf of the Board

For VMD & Associates
Firm Registration Number-326120E
Chartered Accountants

Arun Kumar Agarwalla
Managing Director
DIN : 00607272

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Membership Number 063887
Place: Kolkata
Date:30/06/2020

Gaurang Agarwalla
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DIN : 06533183

Shruti Tebriwal
Company Secretary

Uttam Banerjee
CFO

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

NOTE - 1

CORPORATE INFORMATION

Valley Magnesite Company Limited ('the Company") is a public limited company domiciled in India and is incorporated under the provisions of the Companies Act, 2013. Its shares are listed in two stock exchanges in India. The registered office of the company is located in 402, Mangalam, 24/26, Hemanta Basu Sarani, Kolkata - 700001. The company is primarily engaged in the business of Investment in Mutual Funds and shares.

SIGNIFICANT ACCOUNTING POLICIES

a) Statement of Compliance

The financial statements of the company have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of the Companies Act, 2013, (the 'Act') and other relevant provisions of the Act (as amended from time to time).

b) Basis of Preparation of Financial Statements

These financial statements have been prepared on a going concern basis, using the historical cost conventions and on an accrual method of accounting except for certain assets and liabilities that are required to be measured at fair value by Ind AS.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act

c) Use of Estimates

In preparation of the financial statements, the Company makes judgements, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

Significant judgements and estimates relating to the carrying values of assets and liabilities include useful lives of property, plant and equipment and intangible assets, provision for employee benefits and other provisions, recoverability of deferred tax assets, commitments and contingencies.

d) Property, Plant and Equipment

Freehold land is carried at cost. All other items of property, plant and equipment are carried at cost, less accumulated depreciation and impairments losses.

Costs includes purchase price/acquisition cost (including import duties and non-refundable purchase taxes but after deducting trade discounts and rebates), borrowing cost (if capitalization criteria are met) and all other direct costs and expenditures incurred to bring the asset to its working condition and location for its intended use.

On transition to Ind AS, the Company has elected to continue with the carrying value of all its property, plant and equipment recognised as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the cost of the property, plant and equipment.

e) Intangible Assets

Intangible Assets are stated at cost less accumulated amortization and impairment loss, if any. Intangible assets are amortized on straight line method basis over the estimated useful life on pro rata basis.

f) Depreciation

Depreciation is calculated on the cost of property, plant and equipment less their residual value using Straight Line Method over the estimated useful life prescribed in Schedule II of the Companies Act, 2013. Depreciation on additions to or on disposal of assets is calculated on pro-rata basis.

g) Derecognition of property, plant and equipment and intangible assets

An item of property, plant and equipment/intangible assets is derecognised upon disposal and any gain or loss on disposal is determined as the difference between the sale proceeds and the carrying amount and is recognised in the Statement of Profit and Loss. The cost and the related accumulated depreciation are eliminated upon disposal of the asset.

h) Impairment of property, plant and equipment and intangible assets

An item of property, plant and equipment/intangible assets is treated as impaired when the carrying value of the assets exceeds its recoverable value, being higher of the fair value less cost to sell and the value in use. An impairment loss is recognized as an expense in the Profit and Loss Account in the year in which an asset is impaired. The impairment loss recognized in prior accounting period is reversed if there has been an improvement in recoverable amount.

i) Inventories

Stock in Trade are valued at the lower of cost and net realisable value, after providing for obsolescence, where appropriate. The comparison of cost and net realisable value is made on item-by-item basis. Cost of inventories include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. Cost is computed on a first-in-first-out basis. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale. Packing materials are valued at cost computed on weighted average basis.

j) "Classification of Assets and Liabilities as Current and Non Current"

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

An asset is treated as current when it is expected to be realised or intended to be sold or consumed in normal operating cycle, held primarily for the purpose of trading, expected to be realised within twelve months after the reporting period, or Cash and 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.

An liability is treated as current when, It is expected to be settled in normal operating cycle, It is held primarily for the purpose of trading, It is due to be settled within twelve months after the reporting period, or 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.

The operating cycle is the time between the acquisition of the assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

k) Financial Instruments

(i) Initial recognition and measurement

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are subsequently measured at fair value through profit or loss are recognised immediately in the statement of profit or loss.

(ii) Subsequent measurement

A. Financial Assets

Financial assets are classified into the specified categories:

a) Financial assets carried at amortised cost (AC)

A financial asset is measured at amortised cost 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 on the principal amount outstanding.

After initial measurement at fair value, the financial assets are measured at amortised cost using the effective interest rate (EIR) method, less impairment. Amortised cost is calculated by taking into account any discount or premiums on acquisition and fees or costs that are an integral part of the EIR.

b) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI 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 specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

c) Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are measured at FVTPL. However, if the company,s management has made an irrevocable election to present the equity investments at fair value through other comprehensive income then there is no subsequent reclassification of fair value gains or losses to the statement of profit or loss. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established.

B. Financial Liabilities

After initial measurement at fair value, the financial liabilities are subsequently measured at amortised cost using the effective interest rate (EIR) method where the time value of money is significant, except for financial liabilities at fair value through profit or loss. Amortised cost is calculated by taking into account any discount or premiums on acquisition and fees or costs that are an integral part of the EIR.

(iii) Impairment of financial assets

Loss allowance for expected credit losses is recognised for financial assets measured at amortised cost and fair value through other comprehensive income.

For financial assets whose credit risk has not significantly increased since initial recognition, loss allowance equal to twelve months expected credit losses is recognised. Loss allowance equal to lifetime expected credit losses is recognised if the credit risk has significantly increased since initial recognition.

The company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity oprates or any other appropriate basis.

(iv) Derecognition of Financial Instruments

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

The company derecognises a financial liabilities only when the company's obligations are discharged, cancelled or they expire.

l) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable, net of returns, trade allowances, rebates and amounts collected on behalf of the third parties.

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

Insurance Claims are accounted for on receipt basis or as acknowledged by the appropriate authorities.

Interest income is recognised 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 recorded using effective interest rate.

m) Employee Benefits

(i) The company contributes to the employee's provident fund maintained under the Employees Provident Fund Scheme of the Central Government and the same is charged to the Profit & Loss Account. The company has no obligation, other than the contribution payable to the provident fund. The company also contributes to the employees state insurance fund maintained under the "Employees State Insurance Scheme" of the Central Government and same is also charged to the profit & loss account.

(ii)Gratuity Liability has been provided on the basis of acturial valuation.The company does not contributes to any fund for gratuity for its employees. The cost of providing benefits is determined on the basis of actuarial valuation at each year end using projected unit credit method. Actuarial gain and losses is recognized in the period in which they occur in other comprehensive income. The current service cost and net interest on the net defined benefit liability/(asset) is treated as an expense and is recognised in the statement of profit or loss.

n) Foreign Currency Transactions

The financial statements of the Company are presented in Indian rupees (`), which is the functional currency of the Company and the presentation currency for the financial statements.

In preparing the financial statements, transactions in foriegn currencies are recorded at the rates of exchange prevailing on the date of the transaction.

At the end of each reporting period, monetary items denominated in foreign currencies are re-translated at the rates prevailing at the end of the reporting period. Exchange differences arising either on settlement or on translation is recognized in the Statement of Profit and Loss except in cases where they relate to acquisition of fixed assets in which case they are adjusted to the carrying cost of such assets.

The premium or discount arising at the inception of forward exchange contract is amortized and recognized as an expenses / income over the life of the contract.

o) Income Taxes

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities and the amount used for taxation purpose (tax base), at the tax rates and law that are enacted or substantively enected as on the balance sheet date.

p) Provisions, Contingent Assets and Contingent Liabilities

A provision is recognized when there is a present obligation as a result of past event, that probably requires an outflow of resources and a reliable estmate can be made to settle the amount of obligation. These are reviewed at each year end and adjusted to reflect the best current estmates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liabilities are not recognised but disclosed in the financial statements.

Contingent assets are neither recognised nor disclosed. However, when realisation of income is virtually certain, related asset is recognised.

q) Earnings Per Share

Basic and Diluted Earnings per shares are calculated by dividing the net profit for the period attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

r) Cash Flow Statement

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

s) Operating Segment

Operating Segments are reported in a manner consistent with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole. The analysis of geographical segments is based on the areas in which customers of the company are located.

t) Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.All other borrowing costs are recognised in the statement of profit or loss in the period in which they are incurred.

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

PROPERTY, PLANT & EQUIPMENT

	GROSS BLOCK						
PARTICULARS	As on 1.04.2018	Additions during the year	Adjustment during the year	As on 31.03.2019	Additions during the year	Adjustment during the year	As on 31.03.2020
2. PROPERTY, PLANT AND EQUIPMENT							
Computer	14,217.00	-	-	14,217.00	-	-	14,217.00
Television	15,290.00	-	-	15,290.00	-	-	15,290.00
Air Conditioner	34,000.00	-	-	34,000.00	-	-	34,000.00
Total	63,507.00	-	-	63,507.00	-	-	63,507.00

	DEPRECIATION							NET BLOCK		
PARTICULARS	As on 1.04.2018	Additions during the year	Adjustment during the year	As on 31.03.2019	Additions during the year	Adjustment during the year	As on 31.03.2020	As on 01.04.2018	As on 31.03.2019	As on 31.03.2020
2A. PROPERTY, PLANT AND EQUIPMENT										
Computer	13,436.50	69.46	-	13,505.96	-	-	13,505.96	780.50	711.04	711.04
Television	14,525.50	-	-	14,525.50	-	-	14,525.50	764.50	764.50	764.50
Air Conditioner	12,743.01	6,458.55	-	19,201.56	6,458.55	-	25,660.10	21,256.99	14,798.44	8,339.90
Total	40,705.01	6,528.01	-	47,233.02	6,458.55	-	53,691.56	22,801.99	16,273.98	9,815.44

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

	(Amount in `) AS AT 31ST MARCH, 2020	(Amount in `) AS AT 3 1ST MARCH, 2019
NOTE - 3		
NON-CURRENT INVESTMENTS		
Unquoted Equity Instruments measured at fair value though Other Comprehensive Income -		
In Other Company		
20,000 (P.Y. : 20,000) Equity Shares of Core Mercantiles Pvt Ltd - Rs. 10 each	400,000.00	400,000.00
20,000 (P.Y. : 20,000) Equity Shares of Windsor Mercantiles Pvt Ltd - Rs. 10 each	400,000.00	400,000.00
Sub-Total	800,000.00	800,000.00
Quoted Equity Instruments measured at fair value though Other Comprehensive Income -		
In Other Company		
6,100 (P.Y: 6,100) Equity Share of Mihijam Vansapati Ltd .	36,600.00	36,600.00
Sub-Total	36,600.00	36,600.00
Total	836,600.00	836,600.00
Aggregate book value of quoted investments	36,600.00	36,600.00
Aggregate market value of quoted investments	36,600.00	36,600.00
Aggregate book value of unquoted investments	800,000.00	800,000.00
Aggregate amount of impairment in value of investments	-	-
NOTE - 4		
DEFERRED TAX ASSETS (NET)		
Deferred Tax Asset		
MAT Credit Entitlement	5,432,546.00	5,432,546.00
Investment at Fair Value through OCI	6,344.00	6,344.00
Losses carried forward	2,348,754.73	2,162,151.20
Differance in carrying amount of fixed assets	20,652.95	23,069.41
On expenditures charged to the statement of profit & loss but allowable for tax purpose on payment basis	28,249.00	19,017.96
Remeasurement of Defined Benefit Obligation	-	-
Sub-Total	7,836,546.68	7,643,128.57
Deferred Tax Liability		
Investmnet at FVTPL	20,474.50	5,756,531.77
Remeasurement of Defined Benefit Obligation	7,300.28	10,312.64
Sub-Total	27,774.78	5,766,844.41
Total	7,808,771.90	1,876,284.16
NOTE - 5		
OTHER NON-CURRENT ASSETS		
(Unsecured, considered good)		
Capital Advances	7,913,841.00	7,493,069.00
	7,913,841.00	7,493,069.00

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

	(Amount in `) AS AT 31ST MARCH, 2020	(Amount in `) AS AT 3 1ST MARCH, 2019
NOTE - 6		
CURRENT INVESTMENTS		
Unquoted mutual funds measured at fair value though Profit and Loss		
313766.439 (P.Y.: 313766.439) Unit of HDFC Hybrid Equity Fund-Growth	13,320,012.87	17,082,700.00
235849.236 (P.Y. : 463706.826)ICICI Pru Balanced Adv Reg	7,209,911.14	16,387,399.23
Nil (P.Y. : 79140.892)Reliance Strategic Debt Funds	-	1,164,178.35
124810.416 (P.Y. : 124810.416) Unit of Reliance Equity Hybrid Fund	4,414,581.80	6,878,601.57
Nil (P.Y. : 15351.097) Unit of Reliance Value Fund	-	1,139,780.15
444026.576 (P.Y.: 444026.576) units of Reliance Fixed Maturity xxxx Sr 11	5,006,932.48	4,565,880.88
134576.309 (P.Y.: 134576.309) units of ICICI Pru Credit Risk Fund	2,926,738.65	2,673,829.40
136163.988 (P.Y.: 136163.988) units of Reliance Credit Risk Fund	3,114,305.97	3,510,062.52
145860.036 (P.Y.: Nil) units of ICICI Pru Asset Allocator	6,940,224.72	-
152.93 (P.Y.: Nil) units of Nippon India Low Duration Bond	420,829.00	-
	43,353,536.62	53,402,432.10
Total unquoted current investments	43,353,536.62	53,402,432.09
Aggregate value of unquoted current investments	43,353,536.62	53,402,432.09
NOTE - 7		
CASH & CASH EQUIVALENTS		
Balances with bank:		
On Current Accounts	35,017.89	37,628.39
Cash in hand (As certified by the management)	466,318.16	516,620.16
	501,336.05	554,248.55
NOTE - 8		
OTHER FINANCIAL ASSETS		
(Unsecured, considered good)		
Other Loans	-	-
Advances	-	-
	-	-
NOTE - 9		
CURRENT TAX ASSETS (NET)		
Advance Income Tax (net of provisions)	600,000.00	-
	600,000.00	-
NOTE -10		
OTHER CURRENT ASSETS		
Advances other than capital advances		
Income Tax Refundable	138,963.00	138,963.00
	138,963.00	138,963.00

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

NOTE - 11	(Amount in `) AS AT 31ST MARCH, 2020	(Amount in `) AS AT 3 1ST MARCH, 2019
EQUITY SHARE CAPITAL		
Authorised Shares:		
11,00,000 (P.Y: 11,00,000) Equity Shares of Rs.10/-each	11,000,000.00	11,000,000.00
Issued, Subscribed & fully Paid - up Shares		
10,50,000 (P.Y: 10,50,000) Equity Shares of Rs.10/-each fully paid Up	10,500,000.00	10,500,000.00

a) Terms/rights attached to equity shares.

The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share.The dividend proposed by the Board of Directors is subject to the approval of the shareholders except in the case of interim dividend. In the event of liquidation, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amount in proportion of their shareholding.

b) Details of equity shareholders holding more than 5% shares in the company

	AS AT 31ST MARCH, 2020		AS AT 31ST MARCH, 2019	
	No. of Shares	% Holding	No. of Shares	% Holding
Equity Shares of Rs.10 each fully paid up				
Dhanverdhi Exports Ltd	245,000	23.33%	245,000	23.33%
Arun Kumar Agarwalla	161,900	15.42%	161,900	15.42%
Sudha Agarwalla	106,000	10.10%	106,000	10.10%
Swagtam Distributors Pvt Ltd	111,995	10.67%	111,995	10.67%
Vidyut Dealers Pvt Ltd	147,000	14.00%	147,000	14.00%

c) The reconciliation of the number of shares outstanding is set out below:

Particulars	AS AT 31ST MARCH, 2020	AS AT 31ST MARCH, 2019
Equity Shares		
Equity Shares at the beginning of the year	1,050,000	1,050,000
Equity shares at the end of the year	1,050,000	1,050,000

NOTE - 12	AS AT 31ST MARCH, 2020	AS AT 31ST MARCH, 2019
OTHER EQUITY		
RESERVE AND SURPLUS		
Capital Reserve	1,647,094.00	1,647,094.00
General Reserve	3,000,000.00	3,000,000.00
Investment Allowance (utilised) Reserve	2,617,536.84	2,617,536.84
Retained Earnings	42,916,883.45	46,123,221.59
	50,181,514.29	53,387,852.43
OTHER COMPREHENSIVE INCOME		
Remeasurement of Defined Benefit Plans	23,714.72	32,288.36
Investments measured at FVTOCI	(18,056.00)	(18,056.00)
	5,658.72	14,232.36
	50,187,173.01	53,402,084.79

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

NOTE - 13	(Amount in `) AS AT 31ST MARCH, 2020	(Amount in `) AS AT 3 1ST MARCH, 2019
PROVISIONS - NON CURRENT		
Provision for employee benefits	17,896.00	72,618.00
	17,896.00	72,618.00
NOTE - 14		
OTHER FINANCIAL LIABILITIES		
Statutory Dues	-	-
Sundry Creditors for Exp. & Others	97,449.00	43,500.00
	97,449.00	43,500.00
NOTE - 15		
PROVISIONS - CURRENT		
Provision for employee benefits	90,754.00	528.00
	90,754.00	528.00
NOTE - 16		
CURRENT TAX LIABILITIES (NET)		
Provision for Taxation (net of advances)	269,592.00	299,140.00
	269,592.00	299,140.00

NOTE - 17	(Amount in `) For the Year 2019-20	(Amount in `) For the Year 2018-19
OTHER INCOME		
Profit on Sale of Investment	(95,349.04)	367,565.14
Gain on investments carried at fair value through profit or loss	(8,099,011.53)	2,481,973.43
Interest Received on Loan	682,046.00	783,239.00
	(7,512,314.58)	3,632,777.57
NOTE - 18		
EMPLOYEE BENEFITS EXPENSES		
Salaries,Wages & Bonus	481,323.00	610,389.00
Contribution to Provident Fund & Other Funds	23,918.00	22,871.00
	505,241.00	633,260.00
NOTE - 19		
OTHER EXPENSES		
Payment to Auditor (Refer details below)	29,500.00	29,500.00
Rent & Maintenance Charge	160,000.00	160,000.00
Professional Fees	21,900.00	93,700.00
Registrar Fees	15,000.00	15,000.00
Listing Fees	383,500.00	324,500.00
Traveling & Conveyance	142,990.00	150,533.00
Misc Expenses	277,902.40	275,203.36
	1,030,792.40	1,048,436.36
Payment to Auditor		
As Auditor (Including Goods and Service Tax)		
Statutory Audit Fee	29,500.00	29,500.00
	29,500.00	29,500.00

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

NOTE - 20	(Amount in `) For the Year 2019-20	(Amount in `) For the Year 2018-19
EARNINGS PER SHARE(EPS)		
Net profit/(loss) after tax as per statement of Profit and Loss attributable to Equity Shareholders	(3,206,338.14)	(925,935.94)
Weighted average number of equity shares used as denominator for calculating EPS	1,050,000.00	1,050,000.00
Basic & Diluted Earning Per Share	(3.05)	(0.88)

NOTE - 21

As per information available with the Company, there are no suppliers covered under Micro, Small & Medium Enterprises Development Act,2006. As a result, no interest provision/payment have been made by the Company to such creditors, if any, and no disclosure thereof is made in this account.

NOTE - 22

SEGMENT REPORTING

The Company has only one segment of business i.e. Investment & Finance and the Company operates in a single geographical segment viz. India, accordingly no separate segment reporting is applicable to the company.

NOTE - 23

RELATED PARTY DISCLOSURE

There is no transaction or balance outstanding at the end of the period with the related parties in terms of the provisions as per Indian Accounting Standard - 24, hence no disclosures of transactions with the related parties are given.

NOTE - 24

EMPLOYEE BENEFITS

A. The defined benefit plans expose the company to a number of actuarial risks such as : Investment Risk, Interest Risk, Longevity Risk, Salary Risk

Longevity Risk : The present value of the defined benefit liability is calculated by reference to the best estimate of the mortality of participants both during and after their employment. An increase in the life expectancy of the participants will increase the liability.

Salary Risk : The present value of the defined benefit liability is calculated by reference to future salaries of participants. As such, an increase in the salary of the participants will increase the liability.

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

B. Details of Plans are as follows:	(Amount in `) For the Year 2019-20	(Amount in `) For the Year 2018-19
(a) Expenses Recognised as Employee Benefits Expenses in the Statement of Profit or Loss during the year		
(i) Current Service Cost	19,046.00	15,202.00
(ii) Net Interest Expenses	4,872.00	7,669.00
iii) Expenses recognised during the year	23,918.00	22,871.00
(b) Expenses Recognised in Other Comprehensive Income during the year		
(i) Expected return on Plan Assets	-	-
(ii) Actuarial (gain) / Losses on obligation	11,586.00	(49,974.00)
(iii) Net (Income)/Expenses Recognised during the year	11,586.00	(49,974.00)
(c) Amount Recognized in Balance Sheet		
(i) Present value of obligation as at end of the year	100,249.00	100,249.00
(ii) Fair value of Plan Assets as at end of the year	-	-
(iii) Amount Recognized in Balance Sheet	100,249.00	100,249.00
(d) Change in Present Value of obligation		
(i) Obligation as at the beginning of the year	73,146.00	100,249.00
(ii) Current Service Cost	19,046.00	15,202.00
(iii) Interest Cost	4,872.00	7,669.00
(iv) Actuarial (Gain) / Losses	11,586.00	(49,974.00)
Arising from Changes in Experience Adjustments		
Arising from Changes in Financial Assumptions		
(v) Benefits Paid	-	-
(vii) Obligation as at the end of the year	108,650.00	73,146.00
(e) Changes in Fair Value of Plan Assets		
(i) Fair Value of Plan Assets as at the beginning of the year	-	-
(ii) Expected return on Plan Assets	-	-
(iii) Contributions by the employer	-	-
(iv) Benefits Paid	-	-
(v) Actuarial (Gain) / Losses		
(vi) Fair Value of Plan Assets as at the end of the year	-	-
(f) Actuarial Assumption		
(i) Discount Rate	6.66%	7.65%
(ii) Expected return on Plan Assets	0.00%	0.00%
(iii) Inflation Rate	6.00%	6.00%
(iv) Remaining Working Life	16 Years	17 Years
(v) Mortality Table	IALM 2006-2008	IALM 2006-2008

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

C. Sensitivity Analysis :	(Amount in `) For the Year 2019-20	(Amount in `) For the Year 2018-19
A quantitative analysis for significant assumptions are as follows :		
(a) Effect of 0.5% change in assumed discount rate		
0.5% increase	106,474.00	47,575.00
0.5% decrease	111,135.00	50,029.00
(b) Effect of 0.5% change in assumed salary escalation rate		
0.5% increase	111,128.00	50,038.00
0.5% decrease	106,461.00	47,558.00
(c) Effect of 10% change in assumed inflation rate		
10% increase	108,650.00	48,750.00
10% decrease	108,650.00	48,734.00
(d) Effect of 0.5% change in assumed mortality rate		
0.5% increase	108,868.00	48,713.00
0.5% decrease	108,432.00	48,771.00

NOTE - 25

INCOME TAX EXPENSES

(i) Income Tax Expense

The major components of income tax expenses for the year ended March 31, 2019 and for the year ended March 31, 2018 are:

Particulars	(Amount in `) For the year 2019-20	(Amount in `) For the year 2018-19
Current Tax	81,007	859,727
Deferred Tax Charge/MAT Credit	(5,929,475)	2,010,762
Total Income Tax Expense recognised in Statement of Profit & Loss	(5,848,468)	2,870,489

(ii) Reconciliation of effective tax rate:

Profit before Tax	(9,054,807)	1,951,081
Enacted Tax Rate in India	-	19.240
Expected Tax Expenses	-	375,388
Additional Deduction under Income Tax Act, 1961	-	-
Ind AS transition Adjustments	-	484,339
Tax Related to Earlier years	81,007	-
Deferred Tax	(5,929,475)	2,870,289
MAT Credit Entitlement	-	(859,727)
Income Tax Expenses	(5,848,468)	2,870,289

NOTE - 26

FINANCIAL INSTRUMENTS AND RELATED DISCLOSURES

(a) Capital Management

The Company's objective when managing capital (defied 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 benefit 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 light of changes to economic conditions and strategic objectives of the Company.

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

(b) Categories of Financial Instruments (Amount in `)

The carrying value and fair value of financial instruments by categories is as follows :

Particulars	As At 31st March, 2020		As At 31st March, 2019	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets				
Measured at Fair Value through Profit or Loss				
Mutual Funds	43353537	43353537	53402432	53402432
Measured at Fair Value through Other Comprehensive Income				
Quoted Equity Investments	36600	36600	36600	36600
Unquoted Equity Shares	800000	800000	800000	800000
Measured at Amortised Cost				
Cash and cash Equivalents	501336	501336	554249	554249
Loans - Current	-	-	0	0
Other Financial Liabilities	97449	97449	43500	43500

(c) Fair Value Measurement and Fair Value Hierarchy

Fair Value of the financial instruments is classified in various fair value hierarchies based on the following three levels:

Level 1: Quoted prices (unadjusted) in active market for identical assets or liabilities.

Level 2: Inputs other than quoted price 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).

The fair value of financial instruments that are not traded in an active market is determined using market approach and valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

If one or more of the significant inputs is not based on observable market data, the fair value is determined using generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparty.

The fair value of other current financial assets and liabilities is considered to be equal to the carrying amounts of these items due to their short-term nature. Where such items are non-current in nature, the same has been classified as Level 3 and fair value determined using discounted cash flow basis. Similarly, unquoted equity instruments where most recent information to measure fair value is insufficient, or if there is a wide range of possible fair value measurements, cost has been considered as the best estimate of fair value.

The following table presents the fair value hierarchy of assets and liabilities measured at fair value on a recurring basis:

NOTE - 26 (Contd...) (Amount in `)

Particulars	Fair Value Hierarchy	AS AT 31st March, 2020	AS AT 31st March, 2019
Financial Assets			
Measured at Fair Value through Profit or Loss			
Mutual Funds	1	43353537	53402432
Measured at Fair Value through Other Comprehensive Income			
Quoted Equity Shares	1	36600	36600
Unquoted Equity Shares	3	800000	800000

"The management assessed that loans, cash and cash equivalents, trade receivables, borrowings, trade payables and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments."

(d) Financial Risk Management

The Company's fiancial liabilities comprise trade and other liabilities. The main purpose of these fiancial liabilities is to fiance the Company's operations. The Company's fiancial assets include trade and other receivables, cash and cash equivalents.

(a) Market Risk

Market risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, loans, cash and cash equivalents, bank deposits and other financial assets.

- (b) Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, loans, cash and cash equivalents, bank deposits and other financial assets.

The carrying amount of financial assets represents the maximum credit exposure.

(c) Liquidity Risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

NOTE -27

COVID 19

The outbreak of Corona Virus Pandemic (Covid-19) started in December 2019 and spread across the globe thereafter. The impact of it was felt in India during March 2020 which forced the Government to put several restrictions including complete lockdown effective 25th March 2020 till 20th April 2020. The duration and impact of the COVID 19 pandemic remains unclear and as such it is not possible to reliably estimate the duration and severity of these consequences, as well as their impact on the financial position of the Company. However, the Company will continue to closely monitor any material changes to future economic conditions.

As per our report of even date

For and on behalf of the Board

For VMD & Associates
Firm Registration Number-326120E
Chartered Accountants

Arun Kumar Agarwalla
Managing Director
DIN : 00607272

Sudha Agarwalla
Director
DIN : 00938365

Vinay Kumar Tiwari
Partner
Membership Number 063887
Place: Kolkata
Date:30/06/2020

Gaurang Agarwalla
Diretor
DIN : 06533183

Shruti Tebriwal
Company Secretary

Uttam Banerjee
CFO