



**26<sup>th</sup> ANNUAL  
REPORT**  
**2017-18**

**DHABRIYA POLYWOOD LIMITED**

## INDEX

CONTENTS	PAGES
<b>MANAGEMENT REPORTS</b>	
❖ Corporate Information	-
❖ Financial Highlights	-
❖ Notice	1-7
❖ Management Discussion and Analysis Report	8-11
❖ Director's Report	12-35
❖ Report on Corporate Governance	36-54
<b>FINANCIALS</b>	
<b>Standalone Financial Statements</b>	
❖ Independent Auditors Report	55-59
❖ Balance Sheet	60
❖ Statement of Profit & Loss	61
❖ Cash Flow Statement	62
❖ Statement of Changes in Equity	63
❖ Notes to Financial Statements	64-87
<b>Consolidated Financial Statement</b>	
❖ Independent Auditors Report	88-91
❖ Consolidated Balance Sheet	92
❖ Consolidated Statement of Profit & Loss	93
❖ Consolidated Cash Flow Statement	94
❖ Statement of Changes in Equity	95
❖ Notes to Consolidated Financial Statements	96-121
<b>PROXY FORM</b>	123
<b>ATTENDANCE SLIP</b>	124

### **26<sup>th</sup> ANNUAL GENERAL MEETING**

**DAY & DATE:** Saturday, September 29, 2018

**VENUE:** SP-2032, Ramchandrapura Industrial Area,  
Sitapura Extension, Jaipur - 302022 (Raj.)

## CORPORATE INFORMATION

### THE BOARD:

Mr. Digvijay Dhabriya  
Mrs. Anita Dhabriya  
Mr. Mahendra Karnawat  
Mr. Shreyansh Dhabriya  
Mr. Sharad Kankaria  
Mr. Anil Upadhyay  
Mr. Padam Kumar Jain  
Mr. Shiv Shanker

Chairman & Managing Director  
Whole-Time Director  
Whole-Time Director  
Whole-Time Director  
Independent Director  
Independent Director  
Independent Director  
Independent Director

### AUDIT COMMITTEE

Mr. Padam Kumar Jain, Chairman  
Mr. Sharad Kankaria, Member  
Mr. Shreyansh Dhabriya, Member

### NOMINATION & REMUNERATION COMPENSATION COMMITTEE

Mr. Sharad Kankaria, Chairman  
Mr. Anil Upadhyay, Member  
Mr. Padam Kumar Jain, Member

### STAKEHOLDER/ INVESTOR GRIEVANCE COMMITTEE

Mr. Anil Upadhyay, Chairman  
Mr. Sharad Kankaria, Member  
Mr. Digvijay Dhabriya, Member

### CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mr. Sharad Kankaria, Chairman  
Mr. Digvijay Dhabriya, Member  
Mr. Mahendra Karnawat, Member

### OTHER KEY MANAGERIAL PERSONNEL

Mr. Hitesh Agrawal, Chief Financial Officer  
Mr. Sparsh Jain, Company Secretary

### COMPANY BANKERS

HDFC Bank  
ICICI Bank

### COMPANY AUDITORS

M/s Narendra Sharma & Co., Statutory  
Auditors  
308, Jaipur Tower, M.I. Road, Jaipur -  
302001

M/s R Rawat & Associates, Internal Auditors  
B-104, Agrasen Apartments, Sec-2,  
Vidhya Dhar Nagar, Jaipur - 302039

M/s M Sancheti & Associates, Secretarial  
Auditors  
C-54 A/3, Lal Kothi Marg, Ciwar Area,  
Bapu Nagar, Jaipur - 302015

### COMPANY WEBSITE

[www.polywood.org](http://www.polywood.org)

### REGISTRAR & SHARE TRANSFER AGENT

Bigshare Services Pvt. Ltd.  
1<sup>st</sup> Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road,  
Marol, Andheri East, Mumbai - 400059  
Tel: +022 62638200; Fax: +022 62638299  
Email id: [lawoo@bigshareonline.com](mailto:lawoo@bigshareonline.com)

### REGISTERED OFFICE

B-9D (1), Malviya Industrial Area,  
Jaipur - 302017 (Raj.)  
Email: [cs@polywood.org](mailto:cs@polywood.org)  
Contact No. 141 - 4057171  
Fax: 141 - 2750814

## DIRECTOR DETAIL



### Mr. Digvijay Dhabriya (Chairman & Managing Director)

Mr. Digvijay Dhabriya is the Chairman & Managing Director of our company. He holds a Bachelor degree in Engineering (Mechanical) from MBM Engineering College, Jodhpur and holds a Post Graduate diploma in Plastic Engineering from Central Institute of Plastic Engineering & Testing (CIPET), Chennai and carry rich experience in the various business activities ranging from manufacturing, fabrication, trading, distribution of Plastic products including PVC Profiles and UPVC windows and doors and in the same line of business. He devotes his full time and attention to the business of the Company and is responsible for the general conduct and management of the affairs of the Company, subject to superintendence, control and supervision of the Board. Mr. Dhabriya has over two and half decades of invaluable experience in the line of the business of the Company and under his dynamic leadership and vast experience, we are able to deliver constant value to our Company's projects and expansion strategy. He is an ardent follower and player of the Royal Game "POLO". He has done innumerable contributions for the upliftment of the poor and disabled.



### Mrs. Anita Dhabriya Director

Mrs. Anita Dhabriya is the Whole Time Director of our company. She holds a Bachelor Degree in Commerce from Ajmer University and actively engaged in the administrative and operational affairs of the company and responsible for business development of the company. She has working and administrative exposure of about 20 years in the manufacturing sector.



### Mr. Mahendra Karnawat Director

Mr. Mahendra Karnawat is the Whole Time Director of our company. He holds a Master's degree in Commerce from MDS University, Ajmer. He has worked for six years in sales field for Raj Spinning & weaving Mills Pvt. Ltd and has also worked for three years as quality control officer and marketing manager at TPL Suiting Pvt. Ltd. He has overall experience of over 25 Years in the field of Sales, Marketing and production. He takes care of procurement, production & logistics of our Company and provides strategic inputs to the administration for better materials, new designs and development of our products. He also heads the marketing affairs related to Extruded PVC profile products.



### Mr. Shreyansh Dhabriya Director

Mr. Shreyansh Dhabriya is the Whole Time Director of our company. He has done B. Tech (Mechanical) from VIT University, Vellore. He possesses excellent communication skills and actively engaged in establishing sustainable and profitable relationship with teams and customers, dealers and distributors across the country in order to maximize Company's profitability and efficiency. He has been awarded by Certificate of Appreciation for being a part of Organizing team of "India Emerge Youth summit 2012" at national level conference.

## DIRECTOR DETAIL



**Mr. Sharad Kankaria**

**Non-Executive Independent Director**

Mr. Sharad Kankaria is the Non-Executive & Independent Director of our company. He holds a Bachelor Degree in commerce from University of Rajasthan, Jaipur. He is having about 30 Years of experience in the field of Manufacturing Sector.



**Mr. Padam Kumar Jain**

**Non-Executive Independent Director**

Mr. Padam Kumar Jain is the Non-Executive & Independent Director of our company. He holds a Bachelor Degree in Commerce and is a Practicing Chartered Accountant and having expertise in the field of Audit and Taxation.



**Mr. Anil Upadhyay**

**Non-Executive Independent Director**

Mr. Anil Upadhyay is the Non-Executive & Independent Director of our company. He holds a Diploma Degree in Electrical Engineering and having about 41 years of experiences in the industrial field.



**Mr. Shiv Shanker**

**Non-Executive Independent Director**

Mr. Shiv Shanker is the Non-Executive & Independent Director of our company. He holds Master's Degree in Technology in Transportation Engineering. He is having about 10 years' experience in the field of Civil Construction, Project Management Consultancy & Building Designing.

## KEY MANAGERIAL PERSON



**Mr. Hitesh Agrawal**

**Chief Financial Officer**

Mr. Hitesh Agrawal is the Finance & Accounts Head and Chief Financial Officer of our company. He holds a Bachelor's degree in Commerce from University of Rajasthan and Fellow Member of Institute of Chartered Accountants of India (ICAI). He has over 20 years of experience in his functional area and associated with us since May 2001. He takes care of all accounts, banking, taxation and financial activities of our Company. His primary responsibility for managing the company's finances, including financial planning, management of financial risks, record keeping, and financial recording. He is providing day to day leadership and management guidance which mirror the adopted corporate mission and core values. He ensures that company has the proper operational controls, administrative and reporting procedures to meet operational and financial targets. He collaborates with the management team to develop and implement plans for the operational infrastructure of systems, processes, and personnel designed to accommodate the rapid growth objectives of the company.

**Mr. Sparsh Jain**

**Company Secretary & Compliance Officer**

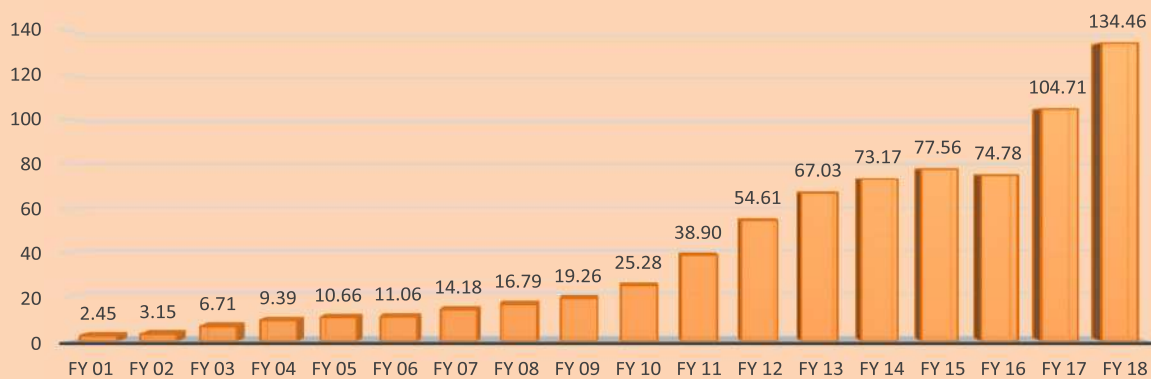
Mr. Sparsh Jain is Company Secretary and Compliance officer of our Company. He is an Associate member of Institute of Company Secretaries of India. He holds a Bachelor's & Master's degree in Commerce from University of Rajasthan. He oversees all the Secretarial matters including Companies Act, Stock Exchange & SEBI Compliances etc. He is also dealing and liaising with various govt. departments like Ministry of Corporate affairs, Stock Exchange. He is providing strategic guidance and assistance in Secretarial matters to the Board. He acts as the key link between the Company's Board of Directors and shareholders and possesses significant experience.





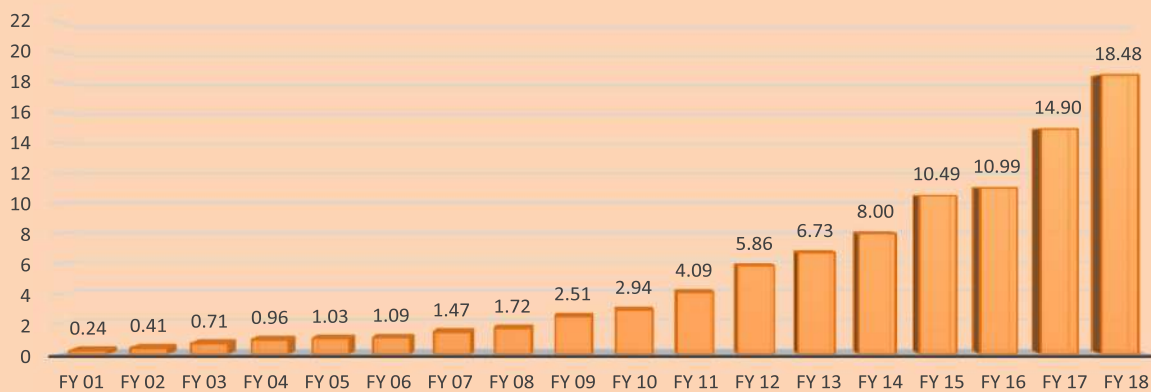
## FINANCIAL HIGHLIGHTS (CONSOLIDATED)

### REVENUE (₹ in Crores)



Revenue

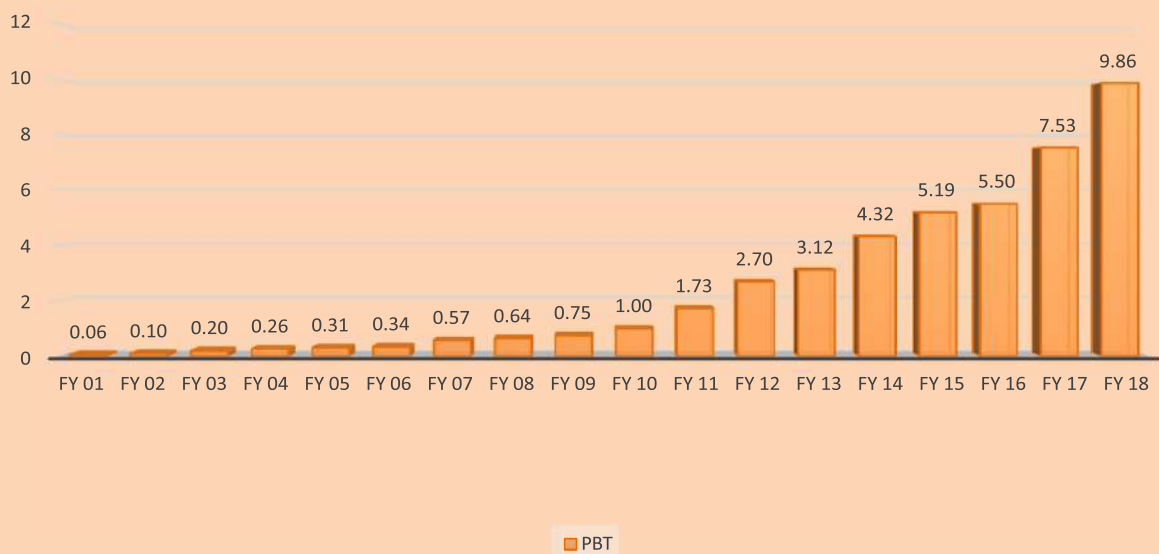
### EBIDTA (₹ in Crores)



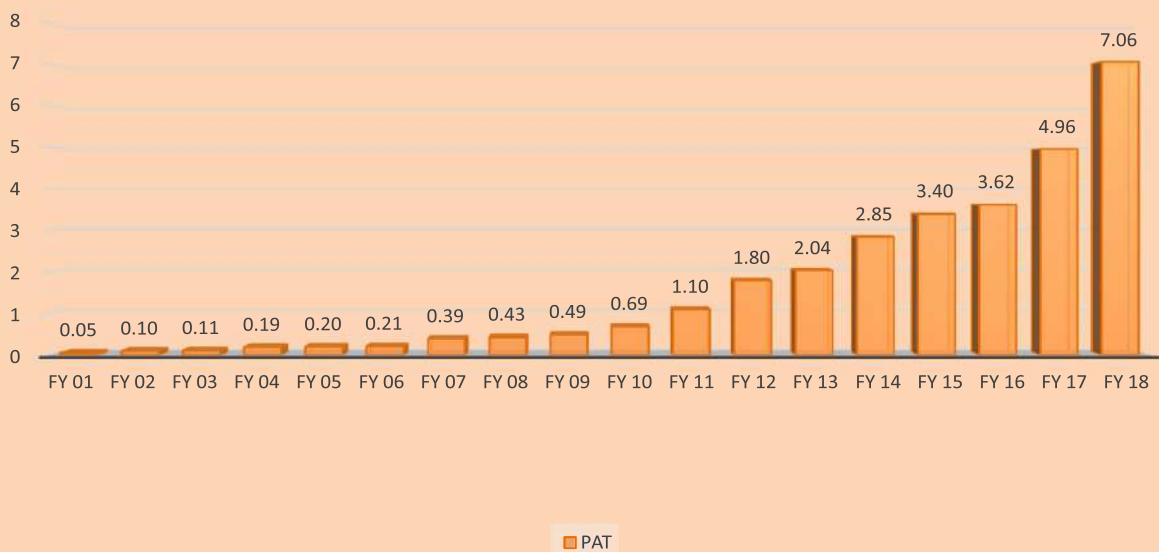
EBIDTA

## FINANCIAL HIGHLIGHTS (CONSOLIDATED)

PBT ( ₹ in Crores)

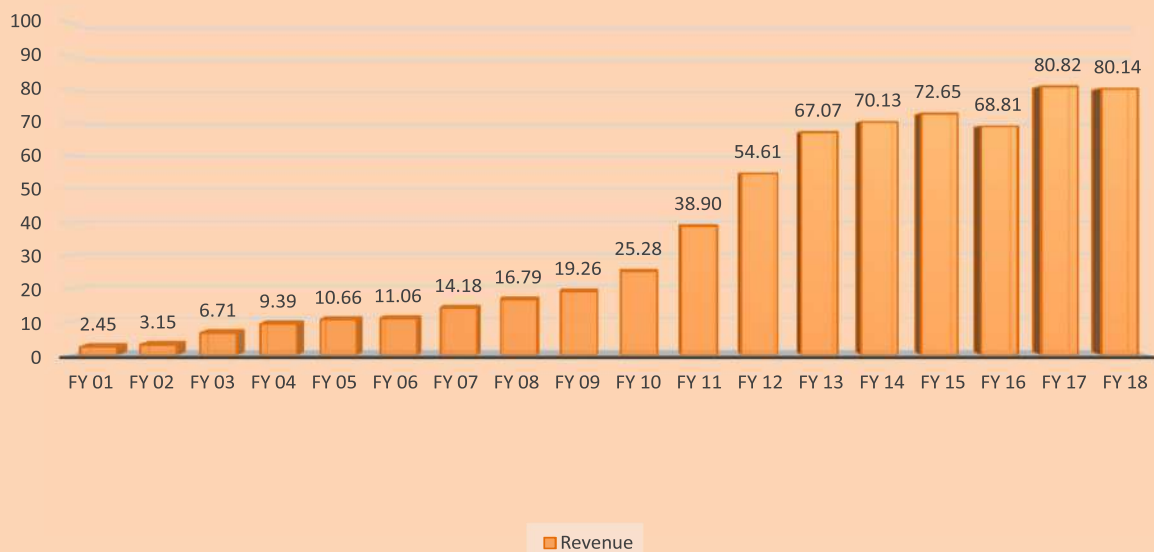


PAT ( ₹ in Crores)

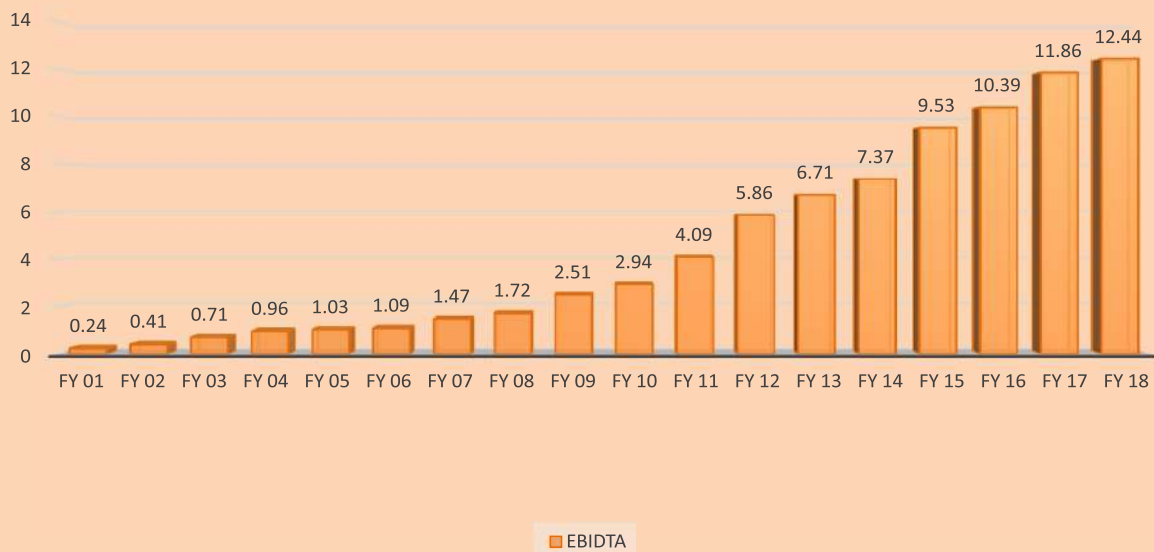


## FINANCIAL HIGHLIGHTS (STANDALONE)

### REVENUE (₹ in Crores)



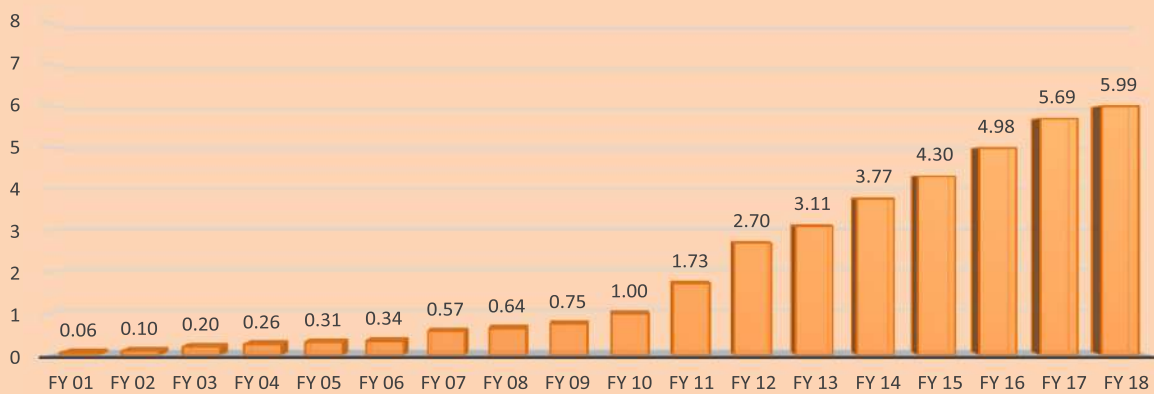
### EBIDTA (₹ in Crores)





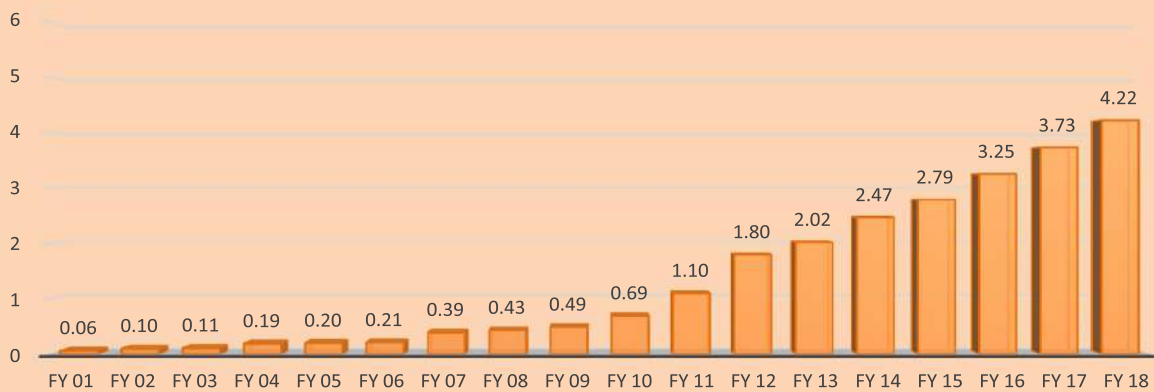
## FINANCIAL HIGHLIGHTS (STANDALONE)

### PBT ( ₹ in Crores)



■ PBT

### PAT ( ₹ in Crores)



■ PAT

## CHAIRMAN MESSAGE

Dear Shareholders,

It gives me immense pleasure to share with you an update on the performance of the Company for the financial year 2017-18. It was a transformative year with the introduction of Goods and Service Tax (GST), an important development that has created a single national market and will benefit both consumers as well as the industry.

In India, the result of these two major reforms (Note Ban and GST) was evident as the gross domestic product (GDP) growth came crashing down to a three-year low of 5.7 per cent in the first quarter of 2017-18. It was largely because of pre-GST jitters and lingering effects of demonetisation. However, the economy did recover thereafter to 6.5 per cent in the second quarter and to 7.2 per cent in the third quarter. The reform measure has helped India move into the Top 100 Club in World Bank's 'Global Ease of Doing Business' rankings. While other measures of the Government, namely, the enactment of the Real Estate (Regulation and Development) Act, 2016 (RERA) and implementation of the Insolvency and Bankruptcy Code, 2016 (IBC) shall play a positive role for the economy over a period of time.

In this challenging business environment, Dhabriya Polywood Limited along with its subsidiaries delivered another year of consistent, competitive, profitable and responsible growth.

In the year under review, your company has achieved total revenue on standalone basis stands at ₹ 8013.58 Lakhs (previous year ₹ 8082.32 Lakhs). Profit Before Tax and Total comprehensive income for the period after tax stands as ₹ 599.66 Lakhs and ₹ 421.91 Lakhs as against ₹ 568.31 Lakhs & ₹ 373.35 Lakhs in the previous year.

On Consolidated Level, your Company has achieved its highest ever turnover. During the financial year 2017-18 total revenue increased

by 28.41% to ₹ 13445.83 Lakhs against ₹ 10470.65 Lakhs in the previous year. Also, Profit Before Tax and Total comprehensive income for the period after tax increased by 31.17% and 42.36% respectively to ₹ 985.82 Lakhs and ₹ 706.23 Lakhs against ₹ 751.53 Lakhs & ₹ 496.10 Lakhs in the previous year.

During the year 2017-18, Company has allotted 244095 equity shares against acquisition of 100% equity of Dynasty Modular Furnitures Pvt. Ltd, making it wholly owned subsidiary of the Company. This Company is located at Jaipur, Rajasthan & is engaged in manufacturing of Modular Furnitures.

Going forward, we continue to sustain the momentum of our growth. We have ambitious goals and bold plans for 2018 and we shall strive to achieve them with a sense of purpose and belief.

I would like to thank all the employees led by its management team, for their outstanding performance, unflinching dedication, commitment and contribution to strengthening the Company. We are looking forward to continuing on our mission of generating sustainable value for our stakeholders. I would like to express my gratitude to all our stakeholders for their continuing faith in the Company. It is your trust and commitment that enables our progress and encourages us to strive for excellence.

I would like to place on record my sincere appreciation to the Board of Directors for their valuable guidance and support. I and my colleagues on Board place on record our appreciation for support and guidance received from the Government, Stock Exchange, banks, financial institutions and other regulatory authorities.

Best Regards

**Digvijay Dhabriya**  
Chairman

## DHABRIYA POLYWOOD LIMITED

**Regd. Office** : B-9 D (1), Malviya Industrial Area, Jaipur - 302 017 Rajasthan, India

**Tel No.** : 0141-4057171, Fax No. 0141-2750814

**E-mail** : [cs@polywood.org](mailto:cs@polywood.org), Website: [www.polywood.org](http://www.polywood.org)

**CIN** : L29305RJ1992PLC007003

### NOTICE

Notice is hereby given that the 26<sup>th</sup> Annual General Meeting of the members of Dhabriya Polywood Limited will be held on Saturday, 29<sup>th</sup> Day of September 2018 at 11.00 a.m. at SP-2032(A), Ramchandrapura Industrial Area, Sitapura Extension, Jaipur - 302022 (Raj.) to transact the following businesses:

#### Ordinary Business

1. To consider and adopt:
  - (a) the audited financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Directors and Auditors thereon; and
  - (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2018 and the report of the Auditors thereon
2. To appoint a Director in place of Mr. Shreyansh Dhabriya (DIN: 06940427), who retires by rotation and being eligible, offer himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Shreyansh Dhabriya (DIN: 06940427), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

#### Special Business

3. **Enhancement of Borrowing Powers**  
To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Special Resolution**:

**“RESOLVED THAT** in supersession of the earlier resolution passed by the Members at the 22<sup>nd</sup> Annual General Meeting of the

Company held on August 14, 2014 and pursuant to the provisions of Sections 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) read with the rules made thereunder, as may be amended from time to time, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as ‘Board’ which term shall include a Committee thereof authorized for the purpose), to borrow any sum or sums of money, from time to time from any one or more persons, Bank/s, firms, bodies corporate, foreign lender/s, financial institutions or from any other source in India or outside India whomsoever on such terms and conditions and with or without security as the Board of Directors may think fit notwithstanding that the moneys already borrowed and the moneys to be borrowed (apart from temporary loans obtained from Company’s bankers in the ordinary course of business) may exceed the paid-up capital, free reserves and securities premium of the company, provided that the total principal amount up-to which such moneys may be raised or borrowed by the Board of Directors shall not exceed ₹ 100 Crores (Rupees One Hundred and Crores only) at any point of time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board or Committee thereof be and is hereby authorised to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution.”

#### 4. Creation of Charge on Company's Properties

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

**"RESOLVED THAT** in supersession of the earlier resolution passed by the Members at the Extra-Ordinary General Meeting of the Company held on September 01, 2014 and pursuant to the provisions of Sections 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) read with the rules made thereunder, as may be amended from time to time, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company, to mortgage, hypothecate, pledge and / or charge all or any of the movable and / or immovable properties of the Company (both present and future) and /or any other assets including tangible and intangible assets or properties of the Company and / or the whole or part of any of the undertaking of the Company, in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company or subsidiary(ies) of Company from time to time along with interest, Cost, charges, expenses and all other monies payable by the Company for an amount not exceeding ₹ 100 Crores (Rupees One Hundred Crores Only).

**RESOLVED FURTHER THAT** the security/(ies) to be created by the Company for its borrowings as aforesaid may rank with the security already created in the form of mortgage and / or charges already created or to be created in future by the Company as may be agreed to between the Company and concerned parties."

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board or Committee thereof be and is hereby authorized to finalize, settle and execute such documents/deeds/writing/papers/agreement/undertakings as may be required and to do all such acts, deeds and things, as it may in its absolute discretion deem necessary,

proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage/ charge/ pledge / hypothecation as mentioned aforesaid."

By Order of the Board  
For Dhabriya Polywood Limited

Sd/-

**Sparsh Jain**

Jaipur, August 14, 2018

Company Secretary

#### Registered Office:

B-9D(1), Malviya Industrial Area,

Jaipur - 302017 (Raj.)

CIN: L29305RJ1992PLC007003

Website: [www.polywood.org](http://www.polywood.org)

E-mail: [cs@polywood.org](mailto:cs@polywood.org);

Tel. No. 0141 - 4057171

#### NOTES:

1. **A MEMBER ENTITLED TO ATTEND, AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting.
2. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.
3. The Explanatory Statement setting out material facts, pursuant to section 102 of the Companies Act, 2013, in respect of the special businesses under item nos. 3 to 4 of the accompanying Notice is annexed hereto.
4. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a duly certified copy of the Board Resolution

authorizing their representative to attend and vote on their behalf at the meeting.

5. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 24, 2018 to Saturday, September 29, 2018 (both days inclusive).
6. All documents referred to in the Notice will be available for inspection at the Company's Registered office during normal business hours on all working days up to the date of the AGM.
7. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
8. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/ transmission/ transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
9. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
10. Additional Information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/re-appointment at the AGM, is furnished as annexure to the Notice.
11. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company/Depository participants for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Numbers for identification.
12. Members desiring any information relating to the accounts/reports are requested to write to the Company well in advance so as to enable

the management to keep the information ready.

13. Electronic copy of the Annual Report for FY 2017-18 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for FY 2017-18 are being sent in the permitted mode. Members are requested to support Green initiative by registering/updating their e-mail addresses with the Depository participant (in case of shares in dematerialized form) or with Bigshare Services Private Limited (in case of Shares held in physical form).
14. Electronic copy of the Notice of the 26<sup>th</sup> AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 26<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
15. Members may also note that the Notice of 26<sup>th</sup> AGM and Annual Report 2017-18 will also be available on the Company's website [www.polywood.org](http://www.polywood.org) for their download and also on the website of Central Depository Services (India) Ltd viz. [www.evotingindia.com](http://www.evotingindia.com). The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: [cs@polywood.org](mailto:cs@polywood.org).
16. The Securities and Exchange Board of India has mandated submission of Permanent

Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents (M/s. Bigshare Services Private Limited.)

17. The cut-off date for the purpose of remote e-voting and voting at the AGM shall be Saturday, September 22, 2018. Please note that members can opt for only one mode of voting i.e., either by voting at the meeting or e-voting. If Members opt for e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting may also attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.
18. A route map showing directions to reach the venue of the 26<sup>th</sup> AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings".
19. The Company has made arrangements for casting votes by its Equity Shareholders by remote e-voting process in accordance with Rule 20 of the Companies (Management and Administration) Rules, 2014. The Company has made arrangements with Central Depository Services (India) Limited ('CDSL') for facilitating remote e-voting process.
20. **VOTING THROUGH ELECTRONIC MEANS:**  
Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 26<sup>th</sup> AGM. The business may be transacted through e-voting services

rendered by Central Depository Services (India) Limited (CDSL).

The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 26<sup>th</sup> AGM. The members attending the AGM, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the AGM. The members who have already cast their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.

The Company has appointed Mr. Manish Sancheti, Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

The instruction to members for voting electronically are as under:

- I. The voting period begins on Wednesday, September 26, 2018 at 09.00 a.m. and ends on Friday, September 28, 2018 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, September 22, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- III. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- IV. Click on Shareholders.
- V. 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.
- VI. Next enter the Image Verification as displayed and Click on Login.
- VII. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.



VIII. If you are a first-time user follow the steps given below:

	<b>FOR MEMBERS HOLDING SHARES IN DEMAT FORM AND PHYSICAL FORM</b>
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field</li> </ul>
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v)</li> </ul>

IX. After entering these details appropriately, click on "SUBMIT" tab.

X. 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.

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

XII. Click on the EVSN for the relevant <Dhabriya Polywood Limited> on which you choose to vote.

XIII. 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.

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

XV. 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.

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

XVII. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

XVIII. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**XIX. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

XX. Note for Non-Individual Shareholders and Custodians:

- ✓ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to

[www.evotingindia.com](http://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](mailto:helpdesk.evoting@cdslindia.com).
- ✓ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- ✓ The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.

XXI. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.polywood.org](http://www.polywood.org) and on website of CDSL e-Voting [www.evotingindia.com](http://www.evotingindia.com) within two days of the passing of the Resolutions at the Annual General Meeting of the Company and will also be communicated to BSE Limited, where the shares of the Company are listed.

#### Additional Information on Directors recommended for appointment/re-appointment

NAME OF DIRECTOR	MR. SHREYANSH DHABRIYA
DIN No.	06940427
Date of Birth & Age	26.06.1992 & 26 Years
Date of first appointment on the Board	15.07.2014
Qualification	B. Tech (Mechanical) from VIT University, Vellore
Expertise	He possesses excellent communication skills and actively engaged in establishing a sustainable and profitable relationship with teams and customers, dealers & distributors across the country in order to maximize Company's profitability and efficiency
Number of Meetings of the Board attended during the year	7 out of 8
Directorship held in Indian Companies as on 14 <sup>th</sup> August, 2018	NIL
Shareholding in the Company	32074
Relationship with other Directors	Son of Mr. Digvijay Dhabriya & Mrs. Anita Dhabriya

**EXPLANATORY STATEMENT****(Pursuant to Section 102 of the Companies Act, 2013)****ITEM No. 3**

As per Section 180(1)(c) of the Companies Act, 2013, borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of the paid-up share capital of the Company and its free reserves and securities premium requires the approval from the shareholders of the Company.

The members of the Company had vide resolution passed at the Annual General Meeting of the Company held on August 14, 2014, authorized the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding ₹ 50 crore (Rupees Fifty crore), for the business of the Company.

However, keeping in view Company's requirements to fund its growing activities and operations, the Board of Directors of the Company at its meeting held on 14<sup>th</sup> August 2018, proposed to raise the existing borrowing limit from ₹ 50 Crore (Rupees Fifty crore) to ₹ 100 Crore (Rupees One Hundred crore), which is subject to the approval of the Shareholders of the Company.

Accordingly, the Board of Directors recommends the Special Resolution at Item no. 3 of the Notice for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financial or otherwise, in this resolution except to the extent of their shareholding in the Company, if any.

**ITEM No. 4**

The members of the Company had vide resolution passed at the Extra-Ordinary General Meeting held on September 01, 2014 authorized the Board of Directors to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ to secure the repayment of monies borrowed by the Company.

Under the provisions of Section 180(1)(a) of the Companies Act, 2013 the above powers can be exercised by the Board only with the consent of the shareholders obtained by way of a Special Resolution. Accordingly, the Board of Directors at its meeting held on 14<sup>th</sup> August 2018, proposed to obtain fresh approval of the shareholders by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to create charge/ mortgage/ hypothecation /pledge on the Company's assets including tangible and intangible, both present and future, in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company or subsidiary(ies) of Company from time to time up to the limits approved or as may be approved by the shareholders from time to time for an amount not exceeding ₹ 100 Crores (Rupees One Hundred Crores Only).

Accordingly, the Board of Directors recommends the Special Resolution at Item no. 4 of the Notice for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financial or otherwise, in this resolution except to the extent of their shareholding in the Company, if any.

By Order of the Board  
For Dhabriya Polywood Limited

Sd/-  
**Sparsh Jain**

Jaipur, August 14, 2018      Company Secretary

**Registered Office:**

B-9D(1), Malviya Industrial Area,  
Jaipur - 302017 (Raj.)  
CIN: L29305RJ1992PLC007003  
Website: [www.polywood.org](http://www.polywood.org)  
E-mail: [cs@polywood.org](mailto:cs@polywood.org);  
Tel No. 0141 - 4057171

## MANAGEMENT DISCUSSION AND ANALYSIS

### Corporate Overview

Late Prof. S.S. Dhabriya who was an environmentalist and a remote sensing expert had contributed a lot towards saving nature. His motto of life was to save trees. He has been the inspiration for all of us to work towards the betterment of the human race by saving natural resources. His values have been the motto of our lives and we have reached so far following his foot prints. Dhabriya Polywood Limited was incorporated under the erstwhile Companies Act, 1956 in the year 1992.

Your Company started its operations in the year 1995 with production of U/R-PVC (Unplasticized/Rigid Poly Vinyl Chloride) Profiles under the brand name "Polywood". Over the years, we have gradually expanded our product base to include the PVC (Poly Vinyl Chloride) Section with various designs to suit the complete fabrication requirement of Doors, Windows, Partitions, False Ceilings, Wall Paneling, Pelmet, Kitchen Cabinets & other interior applications. In the last 24 years, "Polywood" has been an undeniable part of the "Save Trees" campaign by bringing in the minds of people the use of PVC Profiles which, was only confined to European Countries earlier. The Company has also taken the credit of launching for the first time in India some exquisite products like PVC Folding Doors, PVC Designer Doors, PVC Fencing, Wood Plastic Composite Panels.

### Economy Overview

#### Global

As growth started to improve though, we saw a wave of economic policy uncertainty after the US elections and ahead of elections in a number of European countries. Such uncertainty, if prolonged, would make firms and households more careful in spending, weakening the global recovery.

Six months on, it is clear that the signs of firming were not false flags. Firstly, economic growth has kept solidifying across the regions, forcing a series of upward forecast revisions (including those of ourselves), especially for the eurozone. Secondly, and most notably, economic policy uncertainty has fallen off a cliff in 2017. Despite stepped-up US self-assertion in trade matters, fears for large-scale US protectionism have faded. In Europe, voters have kept populist parties out

of the mainstream, triggering at least a whiff of optimism regarding further European integration. We are definitely in calmer waters, finally.

Such an upbeat introduction could strike the regular Outlook reader as somewhat surprising. But complacency is precisely what we do not need at this stage. The reasons are not so much the consumption-driven character of the acceleration or the still-muted level of growth. Rather, what deserves full attention now is awareness that in calmer waters we will certainly not remain. The current upswing, being largely cyclical, will undoubtedly be succeeded by a downturn.

It is therefore crucial that when the next downturn sets in, economic policy tools - especially those of monetary policy - need to be available to keep the global economy above water. One can question: will they be? For the moment, we think that the answer is in the affirmative. Monetary tightening that has currently set in by the Federal Reserve, and to be followed suit by the European Central Bank, will provide for that: interest rates are being hiked and money taken out of the market. Still, as it stands now this looks like a very, very gradual process. At some point in time acceleration will become inevitable. That will be a balancing act. Tightening should create necessary utensils to address the next downturn. At the same time, accelerating the next downturn by that very tightening should be avoided.

The waters we are in are calm, and we should enjoy them. But they are also uncharted. This is no time for complacency.

#### Key points

- ✓ Global GDP growth is forecast to expand 2.9%, a marked acceleration from the lacklustre 2.4% growth last year. The 2018 outlook is stable, with 3.1% growth expected.
- ✓ Eurozone growth has been stronger than expected thus far in 2017 and is expected to lead other advanced markets with 2.3% growth forecast. The US is forecast to see a 2.2% expansion while the UK economy is expected to slow to 1.5% this year and next.
- ✓ Emerging markets are also enjoying strong growth, largely driven by high external demand, better policymaking, and recovering

commodity prices. Latin America is forecast to expand 1.1% and further to 2.5% in 2018. Eastern Europe is surprising to the upside with growth expected to pick up to 3.1% this year before moderating to 2.3% in 2018. Emerging Asia continues to lead growth with a steady 6% forecast this year and 5.9% next year.

- ✓ The cyclical upturn in the global economy is driving a more positive insolvency outlook in both advanced and emerging markets.

The cyclical upturn in the global economy has continued to take root, accelerating world GDP growth to 2.9% after the slowest expansion since the global financial crisis. Momentum has been broad-based and spans both developed and emerging economies and is expected to carry through 2018. In advanced economies, where inflation is staying stubbornly low but central banks look to move forward with monetary tightening. While the outlook for 2017-2018 is strong, it is now that monetary policy tools must be sharpened to counter the next economic downturn.

There remain a number of risks that could push the global economy out of the calm waters it is now in. The key risks to our global outlook are: (1) misguided Fed policy, (2) a hard landing in China, (3) US protectionism, (4) oil price volatility, (5) geopolitical risk, and (6) financial market correction.

The eurozone has been the star performer thus far in 2017, with loose monetary policy and tightening labour markets finally pushing consumption growth higher. While political uncertainty was the primary concern to the outlook in May, developments have largely rejected populism and strengthened the positive view. Policy uncertainty remains a concern in the US, but our baseline scenario is policy continuity. Economic growth is accelerating there, supported by consumption, higher investment, and possibly some fiscal stimulus. The UK economy is resilient but slowing slightly due to lower consumption and investment. Advanced Asia is benefitting strongly from the global upturn in international trade.

Stronger global trade flows are also a driver of the positive outlook for emerging markets. The modest recovery in commodity prices further

aids commodity-exporting markets. The stronger economic outlook offers confidence for most regions that well-communicated, gradual Fed tightening should not be de-stabilising. Moderately slower economic growth in China is expected to strain growth slightly in many emerging markets in 2018 though.

### India

Call it disruption or structural reform, demonetisation (or note ban) did have dampening effects on the Indian Economy. 2017-2018 has been an eventful year overall for the Indian Economy with long awaited nationwide rollout of GST. The Goods and Services Tax (GST) was implemented from July 2017 as the nation moved to 'one nation-one tax'. The result of these two reforms was evident as the gross domestic product (GDP) growth came crashing down to a three-year low of 5.7 per cent in the first quarter of 2017-18. It was largely because of pre-GST jitters and lingering effects of demonetisation.

However, the economy did recover thereafter to 6.5 per cent in the second quarter and to 7.2 per cent in the third quarter. The reform measure has helped India move into the Top 100 Club in World Bank's 'Global Ease of Doing Business' rankings. While other measures of the Government, namely, the enactment of the Real Estate (Regulation and Development) Act, 2016 (RERA) and implementation of the Insolvency and Bankruptcy Code, 2016 (IBC) shall play a positive role for the economy over a period of time.

India remained the world's 3rd largest oil consuming economy behind USA and China after overtaking Japan last year. Its annual demand for oil climbed by 0.12 mb/d to 4.68 mb/d. For FY 2017-18, India's oil demand grew at 5.3% y-o-y with strong consumption-led demand growth in gasoline (+10.1%) and jet fuel (+8.9%). The growth was led by robust passenger vehicle sales growth, two-wheelers sales growth and growth in domestic airline passenger traffic. Domestic diesel demand rose at 6.6% with acceleration in industrial activity. Polymer demand growth in India continues to be driven by healthy economic indicators, infrastructure boost and higher disposable income. During the year, polyester chain margins recovered with slower capacity growth relative to demand growth. This supported healthy operating rates and favorable margins for integrated players.

### Indian Plastic Industry

The Indian plastics industry made a promising beginning in 1957 with the production of polystyrene. Thereafter, significant progress has been made, and the industry has grown and diversified rapidly. The industry spans the country and hosts more than 2,000 exporters. It employs about 4 million people and comprises more than 30,000 processing units, 85-90 per cent of which are small and medium-sized enterprises.

India is one of the most promising exporters of plastics among developing countries. The plastics industry produces and exports a wide range of raw materials, plastic-moulded extruded goods, polyester films, laminates, moulded/soft luggage items, writing instruments, plastic woven sacks and bags, polyvinyl chloride (PVC), leather cloth and sheeting, packaging, consumer goods, sanitary fittings, electrical accessories, laboratory/medical surgical ware, tarpaulins, laminates, fishnets, travel ware, and others.

Demand from original equipment manufacturers (OEMs) has led to producers focusing more on delivering products customized in line with end-user needs. Moreover, the Indian plastics industry has started manufacturing specific items to meet customer requirements. Design, style, and pattern are set based on the requirements of customers in export markets.

The Indian plastics industry offers excellent potential in terms of capacity, infrastructure and cheap labour availability. It is supported by a large number of polymer producers, and plastic process machinery and mould manufacturers in the country. Among the industry's major strengths is the availability of raw materials in the country. Thus, plastic processors do not have to depend on imports. These raw materials, including polypropylene, high-density polyethylene, low-density polyethylene and PVC, are manufactured domestically.

### BUSINESS PERFORMANCE

#### Highlights

Your Company is in the business of manufacturing & retailing of PVC & uPVC products. During financial year 2017-18, your company's total revenue registered at ₹ 8013.58 Lakhs as against ₹ 8082.32 Lakhs during the previous financial year. Irrespective of Revenue, your company's net profit margin has been

increased by 13.00% against the previous year. The increase in margins is mainly due to various cost control measures taken by the company on both operational and administrative front. Further, most of the raw materials prices have cooled off in the current fiscal, which had also resulted in an improvement in profit margins.

### Market Presence

Your Company's market presence covers all the major cities of India. Your Company is having three manufacturing facilities (i.e. two at Jaipur, Rajasthan and one at Coimbatore, Tamilnadu), through which whole India is being catered. Company is having strong market hold throughout the India except couple of states for which also Company has made detailed marketing plans to strengthen its presence there also in the next one to two years.

### Opportunities & Threats

OPPORTUNITIES	THREATS
Development of company activities in management, marketing, quality, research and branding	Government bans
Low availability of quality wood & there costly manufacturing labour and high maintenance cost increases the demand of our products.	Volatile raw material pricing
Changing consumer behavior	Increased Competition from Local & Big Players
Increasing awareness to protect the environment & green building revolution	Shortfall of skilled labor

### Outlook

The Global economic climate continues to be volatile and uncertain in this year. Despite this an improvement in the macro-economic fundamentals is expected to ramp up demand by improving the overall consumer sentiment. Your Company will continue to exhibit in the trade fairs regularly. Your Company will be added new products to the portfolio with better price competitiveness in the market. Although, the Company has a good product pipeline and has also been investing in various distribution channels to service the demand all across country.



**Internal Control System and their Adequacy**

The Company has adequate internal control system, commensurate with the size of its operations. Adequate records and documents are maintained as required by laws. The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations. The Audit Committee gives valuable suggestions from time to time for improvement of the company's business processes, systems and internal controls. All efforts are being made to make the internal control systems more effective.

**Human Resources/Industrial Relations**

Your Company's HR philosophy is to establish and build a high performing organization, where each individual is motivated to perform to the fullest capacity to contribute to developing and achieving individual excellence and departmental

objectives and continuously improve performance to realize the full potential of our personnel. Your Company continues to maintain positive work environment and constructive relationship with its employees with a continuing focus on productivity and efficiency. Your Company is focused on building a high-performance culture with a growth mindset. Developing and strengthening capabilities for all employees has remained an ongoing priority.

Your Company has over 400 employees spread across 3 manufacturing units and multiple branch locations. Our vision is to deliver world class service at optimal cost by making every employee a fully engaged and aligned team member. Employee relations during the period under review continued to be healthy, cordial and harmonious at all levels and your Company is committed to maintain good relations with the employees.

## DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the Twenty-Sixth Annual Report on the business and operation of the Company together with the audited financial statements for the year ended March 31, 2018.

### 1. Financial Performance of the Company

(₹ In Lakhs)

PARTICULARS	STANDALONE		CONSOLIDATED	
	2017-18	2016-17	2017-18	2016-17
Gross Revenue	8013.58	8082.32	13445.83	10470.65
Net Revenue	7813.21	7291.36	13215.67	9794.63
EBIDTA	1243.94	1185.32	1848.42	1488.69
Finance Cost	363.00	357.17	482.77	417.42
Depreciation	281.28	259.84	379.83	319.74
Profit before Tax	599.66	568.31	985.82	751.53
Provision for Tax	197.83	195.65	299.67	256.12
Other Comprehensive Income	20.08	0.69	20.08	0.69
Total Comprehensive Income after Tax	421.91	373.35	706.23	496.10
EPS (₹)	3.71	3.52	6.33	4.68

### 2. Brief description of the Company's working during the year / State of Company's affair

Your Company operates single segment business viz. uPVC Doors, Windows, PVC Profiles and D-Stona sheets and mouldings. Your Company reported a top-line growth of 7.16% over the previous year on net revenue level post implementation of GST. At standalone level, the net revenue from operations stood at ₹ 7813.21 Lakhs compared with ₹ 7291.36 Lakhs in the Previous Year. The operating profit before tax stood at ₹ 599.66 Lakhs as against ₹ 568.31 in the Previous Year. Total Comprehensive Income for the year after tax stood at ₹ 421.91 Lakhs compared to ₹ 373.35 Lakhs reported in the Previous Year.

The Net Consolidated Revenue from operations for financial year 2017-18 was at ₹ 13215.67 Lakhs as against ₹ 9794.63 Lakhs in the Previous Year, registering a growth of 34.93%. The Consolidated operating profit before tax stood at ₹ 985.82 Lakhs as against

₹ 751.53 in the Previous Year. Total Comprehensive Income for the year after tax stood at ₹ 706.23 Lakhs compared to ₹ 496.10 Lakhs reported in the Previous Year.

### 3. Dividend and Reserves

Your Company has earned adequate profit during the financial year 2017-18. The directors have decided to plough back the profit into the business, therefore no dividend is recommended for the financial year ended March 31, 2018. The Board proposes to transfer balance of profit to the General Reserve.

### 4. Share Capital

The authorized and paid up share capital of the company as at March 31, 2018 stood at ₹ 1250 Lakhs and 1082.42 Lakhs respectively. Your Company has allotted 2,44,095 fully paid-up equity shares on preferential basis at a face value of ₹ 10/- each in April 2017 to the promoters of the company on non-cash basis for acquiring the 100% equity of Dynasty

Modular Furnitures Pvt. Ltd, making it wholly owned subsidiary of your Company and consequently the number of shares increased from 1,05,80,150 to 1,08,24,245.

During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity. As on March 31, 2018, none of the directors of the Company hold instruments convertible into Equity Shares of the Company.

#### 5. Board of Directors

In accordance with the provisions of section 149, 152 and other applicable provisions of the Companies Act, 2013, one third of the such of Directors as are liable to retire by rotation, shall retire every year and, if eligible, offer themselves for re-appointment at every AGM. Consequently, Mr. Shreyansh Dhabriya, Whole Time Director will retire by rotation at the ensuring Annual General Meeting and, being eligible, offer himself for re-appointment. The Board recommends their re-appointment for the consideration of Members of the Company at the ensuring Annual General Meeting. A brief resume of the Director proposed to be re-appointed, is furnished in the notice of the AGM.

During the year under review, there is no change in the Board of Directors of the Company.

#### 6. Number of Meetings of the Board

The details of the number of Meetings of the Board held during the financial year 2017-18 forms part of the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

#### 7. Key Managerial Personnel

The following are the Key Managerial Personnel of the Company:

SL. NO.	NAME OF PERSON	DESIGNATION
1.	Mr. Digvijay Dhabriya	Chairman & Managing Director
2.	Mrs. Anita Dhabriya	Whole Time Director
3.	Mr. Mahendra Karnawat	Whole Time Director

SL. NO.	NAME OF PERSON	DESIGNATION
4.	Mr. Shreyansh Dhabriya	Whole Time Director
5.	Mr. Hitesh Agrawal	Chief Financial Officer
6.	Mr. Sparsh Jain	Company Secretary & Compliance Officer

During the year under review, there is no change in the KMP's of the Company.

#### 8. Committees of the Board

The Board of Directors have the following committees:

1. Audit Committee
2. Nomination and Remuneration/ Compensation Committee
3. Stakeholder's/ Investors Grievance Committee
4. Corporate Social Responsibility Committee

The details of the Committees along with their composition, number of meetings and attendance at the meetings are provided in the Corporate Governance Report.

#### 9. Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Compensation and Shareholder's/ Investor's Grievance Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

#### 10. Declaration by an Independent Director(s) and re- appointment, if any

All Independent Directors have given declarations that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**11. Finance & Accounts**

As mandated by the Ministry of Corporate Affairs, the financial statements for the year ended on March 31, 2018 has been prepared in accordance with the Indian Accounting Standards (IND AS) notified under Section 133 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014. The estimates and judgements relating to the Financial Statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended March 31, 2018.

**12. Performance of Subsidiary Company**

Your Company is having three subsidiaries

**a. Polywood Green Building Systems Private Limited:**

The Gross Revenue of the Company for financial year 2017-18 stood at ₹ 2496.98 Lakhs compared with ₹ 3324.87 Lakhs in Previous Year. Total Comprehensive Income After Tax for the year stood at ₹ 108.69 Lakhs as against ₹ 60.25 Lakhs reported in the previous year.

**b. Polywood Profiles Private Limited:**

The Gross Revenue of the Company for financial year 2017-18 stood at ₹ 2349.53 Lakhs compared with ₹ 2060.99 Lakhs in Previous Year. Total Comprehensive Income After Tax for the year stood at ₹ 140.10 Lakhs as against ₹ 62.50 Lakhs reported in the previous year.

**c. Dynasty Modular Furnitures Private Limited:**

The Gross Revenue of the Company for financial year 2017-18 stood at ₹ 1681.88 Lakhs compared with ₹ 1595.42 Lakhs in previous year. Total Comprehensive Income After Tax for the year stood at ₹ 35.53 Lakhs as against ₹ 30.30 Lakhs reported in the previous year.

Pursuant to sub-section (3) of section 129 of the Act, the statement containing the salient feature of the financial statement of a company's subsidiary or subsidiaries is given as ANNEXURE 'E'.

**13. Awards and Recognitions**

During financial year 2017-18, your company has won following awards:

- ET Business Leaders 2017 Award for Environment Protection and Conservation in July 2017.
- The Best Gennext leader at Business Rankers award.
- Order of Merit Award 2018 for Qualifying amongst the top 100 SME's by the Skoch Achievers Award Committee in March 2018.

**14. Consolidated Accounts**

The consolidated Financial Statements of the Company are prepared in accordance with the relevant Indian Accounting Standards issued by the Institute of Chartered Accountants of India and forms an integral part of this Report.

Pursuant to section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014 a statement containing salient features of the financial statements of subsidiaries is given in form AOC-1 and forms an integral part of this report.

**15. Auditors****(a) Statutory Auditor**

The Statutory Auditors of the Company M/s. Narendra Sharma & Co., Chartered Accountants, (Firm Registration Number: 004983C) have audited the Financial Statements of the Company. The Statutory Auditors of the Company were appointed at the 22<sup>nd</sup> Annual General Meeting (AGM) of the Company held on August 14, 2014 for a period of five years, subject to the ratification at every AGM held after 22<sup>nd</sup> AGM.

As per the provisions of Section 40 of the Companies (Amendment) Act, 2017 there is no requirement for ratification of appointment of statutory auditor at every AGM of the Company and therefore, it is not required to ratify the appointment every year.

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

**(b) Secretarial Auditor**

In terms of Section 204 of Companies Act, 2013 and rules made there under, the Company has appointed M/s M Sancheti & Associates, a firm of Company Secretaries in Practice (C.P. No. 8997) to undertake the Secretarial Audit of the Company. The Secretarial Audit Report submitted by them in the prescribed form MR-3 is enclosed as **ANNEXURE 'B'** and forms part of this report. No adverse comment has been made in the said report by the Practicing Company Secretary. The report is self-explanatory and do not call for any further comments.

**(c) Cost Auditor**

As per the requirement of the Central Government and pursuant to section 148 of the Companies Act, 2013, read with Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your company hereby confirms that the provisions of this section is not applicable, hence your company needs not required to appoint cost auditor for the financial year 2017-18.

**16. Internal Audit and Controls**

Your Company has appointed M/s R Rawat & Associates as its Internal Auditor. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

**17. Vigil Mechanism/Whistle Blower Policy**

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at [www.polywood.org](http://www.polywood.org). The weblink for the same is <http://polywood.org/pdfs/Dhabriya.pdf>

**18. Risk Management**

In today's economic environment, Risk Management is a very important part of business. The main aim of risk management is to identify, monitor and take precautionary measures in respect of the events that may pose risks for the business. The risk management framework is reviewed periodically by the Board and the Audit Committee. Your Company has identified the following risks:

**(a) Commodity Price Risk**

Risk of price fluctuation on basic raw materials as well as finished goods used in the process of manufacturing. Your Company commands excellent business relationship with both suppliers and buyers. In case of major fluctuation either upwards or downwards, the matter will be mutually discussed and compensated both ways. Also by focusing on new value-added products helps in lowering the impact of price fluctuation in finished goods.

**(b) Interest Rate Risk**

Any increase in interest rate can affect the finance cost. Your Company Dependency on debt is minimum in view of different borrowings from banks / FIs at both fixed and floating rate of interest.

**(c) Human Resource Risk**

Your Company's ability to deliver value is dependent on its ability to attract, retain and nurture talent. Attrition and non-availability of the required talent resource can affect the overall performance of the Company. By continuously benchmarking of the best HR practices across the industry and carrying out necessary improvements to attract and retain the best talent. By putting in place production incentives on time bound basis and evaluating the performance at each stage of work. Also, recruitment is across almost all states of India which helps to mitigate this risk and we do not anticipate any major issue for the coming years.

**(d) Competition Risk**

Your Company is always exposed to competition Risk particularly from Chinese products. The increase in

competition can create pressure on margins, market share etc. However, by continuous efforts to enhance the brand image of the Company by focusing on R&D, quality, cost, timely delivery, best customer service and by introducing new product range commensurate with demands your Company plans to mitigate the risks so involved.

**(e) Compliance Risk**

Any default can attract penal provisions. Your Company regularly monitoring and review of changes in regulatory framework. However, by monitoring of compliance through legal compliance Management tools.

**(f) Industrial Safety, Employee Health and Safety Risk**

The Plastic industry is labor intensive and are exposed to accidents, health and injury risk due to machinery breakdown, etc. By development and implementation of critical safety standards across the various departments of the factory, establishing training need identification at each level of employee.

**19. Extract of Annual Return**

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of Annual Return in MGT 9 as a part of this Annual Report as ANNEXURE 'A'.

**20. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report**

The Management does not perceive any material changes occurred subsequent to the close of the financial year as on March 31, 2018 before the date of report dated August 14, 2018 affecting financial position of the Company in any substantial manner.

**21. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future**

There are no significant and material orders passed by the Regulators/courts that would

impact the going concern status of the Company and its future operations.

**22. Acceptance of Deposits**

The Company has not accepted deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

**23. Particulars of loans, guarantees or investments**

Details of Loan, Guarantees and investments covered under the provisions of section 186 of the Companies Act, 2013 are given in the notes to Financial Statements, wherever applicable.

**24. Particulars of contracts or arrangements with related parties**

All transactions entered with the Related Parties during the financial year were in the ordinary course of business and on arm's length basis and do not attract the provisions of section 188 of the Companies Act, 2013 and rules made there under. Thus, disclosure in form AOC- 2 in terms of section 134 of the Companies Act, 2013 is not required.

Related party transactions have been disclosed under the Note 43 of significant accounting policies and notes forming part of the financial statements in accordance with "Ind AS". A statement in summary form of transactions with related parties in the ordinary course of business and on arm's length basis is periodically placed before the Audit committee for review and recommendation to the Board for their approval.

The policy on Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company viz. [www.polywood.org](http://www.polywood.org). None of the transactions with related parties were in conflict with the interest of the Company. All the transactions are in the normal course of business and have no potential conflict with the interest of the Company at large and are carried out on an arm's length basis or fair value.

**25. Listing with Stock Exchanges**

The Equity shares of the Company are listed on the Bombay Stock Exchange.



**26. Corporate Governance**

As per Regulation 34(3) read with schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company's Auditors confirming compliance and forms an integral part of this report.

**27. Environment and Safety**

The Company is conscious of the importance of environmentally clean and safe operations. The Company Policy requires conduct of operations in such a manner, so as to ensure of all concerned, compliances, environmental regulations and preservation of natural resources. In the last 26 years, "Polywood" has been an undeniable part of the "Save Trees" campaign by bringing in the minds of people the use of PVC Profiles which, was only confined to European Countries earlier.

In order to prevent sexual harassment of women at work place a new act The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December 2013. Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

The Company has been employing about 12 women employees in various cadres within the factory premises. Your Company has set up Internal Complaints Committee for implementation of said policy. Complaints received, if any are regularly monitored by women line supervisors who directly report to the Chairman & Managing Director. During the financial year 2017-18 your company has not received any complaint of harassment and hence no complaint is outstanding as on March 31, 2018 for redressal.

**28. Corporate Social Responsibility (CSR)**

The Company has a Corporate Social Responsibility (CSR) Policy in place and the same can be accessed at <http://www.polywood.org/pdfs/Corporate-Social-Responsibility-Policy.pdf>. The details about committee composition and terms of reference of committee are given in Corporate Governance Report and forms integral part of

this report. A 'CSR Report' on activities undertaken by the Company and amount spent on them is attached as **ANNEXURE 'F'** to this report. The justification for the shortfall amount spent on CSR activities has been provided in Annual Report on CSR.

**29. Director's Responsibility Statement**

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

- (i) that in the preparation of the annual accounts, the applicable Indian accounting standards had been followed along with proper explanation relating to material departures;
- (ii) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (iii) the directors had 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 annual accounts on a going concern basis; and
- (v) that 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) that the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**30. Transfer of Amounts to Investor Education and Protection Fund**

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

**31. Management Discussion and Analysis Report**

The Management Discussion and Analysis Report as required under regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in the separate section forming part of this Annual Report.

**32. Human Resources and Industrial Relations**

The Company takes pride in the commitment, competence and dedication of its employees in all areas of the business. The Company has a structured induction process at all locations and management development programs to upgrade skills of managers. Objective appraisal systems based on key result areas (KRAs) are in place for senior management staff.

The Company is committed to nurturing, enhancing and retaining its top talent through superior learning and organizational development. This is a part of our Corporate HR function and is a critical pillar to support the organization's growth and its sustainability in the long run.

**33. Statutory Information**

As per section 134(3) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, the information on conservation of energy, technology absorption and foreign exchange earnings and outgo is annexed in ANNEXURE 'C' an integral part of this report.

In terms of provisions of section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 none of the employees drawing remuneration in excess of the limits set out in the said rules are provided hereunder. Further, the disclosures pertaining to remuneration and other details as required under section 197(12) of the Companies Act,

2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed in ANNEXURE 'D' an integral part of this report.

The Business Responsibility Reporting as required under Regulation 34(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to your company for the financial year 2017-18.

**34. Cautionary Statement**

Statement in this Management's Discussion and Analysis detailing the Company's objectives, projections, estimates, expectations or predictions are "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and Indian demand-supply conditions, finished goods prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments in India and other factors such as litigation and labor negotiations.

**35. Appreciation and Acknowledgments**

Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment. The Board places on record its appreciation for the support and co-operation your company has been receiving from its Suppliers, Retailers, Dealers & Distributors and other associated with the Company. The Directors also take this opportunity to thank all Investors, Clients, Vendors, Banks, Government & Regulatory Authorities and Stock Exchange for their continued support.

For & on behalf of the Board

Sd/-

**Digvijay Dhabriya**

Chairman & Managing Director

DIN: 00519946

Jaipur, August 14, 2018

**ANNEXURE 'A'**

**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**

As on the Financial Year ended on March 31, 2018

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

1.	CIN	L29305RJ1992PLC007003
2.	Registration Date	October 20, 1992
3.	Name of the Company	DHABRIYA POLYWOOD LIMITED
4.	Category / Sub-Category of the Company	Company Limited by Shares/ Indian Non-Government Company
5.	Address of the Registered office and contact details	B-9D (1), Malviya Industrial Area, Jaipur-302017 (Raj.) Tel No: 0141-4057171 Fax: 0141-2750814 E-mail: <a href="mailto:cs@polywood.org">cs@polywood.org</a> Website: <a href="http://www.polywood.org">www.polywood.org</a>
6.	Whether listed Company	Yes
7.	Name, Address and Contact details of Registrar and Transfer Agent, if any	BIGSHARE SERVICES PVT. LTD. 1 <sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai - 400059 Tel: - 022 - 62638200; Fax: - 022 - 62638299 E-mail: <a href="mailto:babu@bigshareonline.com">babu@bigshareonline.com</a> Website: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a>

**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 AND DESCRIPTION OF MAIN PRODUCTS /SERVICES	NIC CODE OF THE PRODUCT / SERVICE	% TO TOTAL TURNOVER OF THE COMPANY
1.	uPVC Windows & Doors and Extruded PVC Profiles.	22209	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

SL. NO.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1.	POLYWOOD GREEN BUILDING SYSTEMS PVT. LTD A-41-42, Jai Jawan Colony, JLN Marg, Malviya Nagar, Jaipur-302017	U45201RJ2012PTC038574	SUBSIDIARY	99	2(87)
2.	POLYWOOD PROFILES PVT. LTD. S F NO 51/1 Thulipalayam Road Theethipalayam Village,	U36101TZ2006PTC012875	SUBSIDIARY	100	2(87)

SL. NO.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
	Thondamuthur Coimbatore TN- 641010				
3.	DYNASTY MODULAR FURNITURES PVT. LTD. F-13, Malviya Industrial Area, Jaipur - 302017	U27108RJ1995PTC009339	SUBSIDIARY	100	2(87)

**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 (AS ON 01.04.2017)				NO. OF SHARES HELD AT THE END OF THE YEAR (AS ON 31.03.2018)				% CHANGE DURING THE YEAR
	DEMAT	PHY SIC AL	TOTAL	% OF TOTAL SHARES	DEMAT	PHY SIC AL	TOTAL	% OF TOTAL SHARES	
<b>A. Promoters</b>									
1. Indian									
a. Individual/ HUF	7778700	0	7778700	73.52	8033795	0	8033795	74.22	0.70
b. Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c. State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
d. Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
e. Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
f. Any Other.	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (A) (1):</b>	<b>7778700</b>	<b>0</b>	<b>7778700</b>	<b>73.52</b>	<b>8033795</b>	<b>0</b>	<b>8033795</b>	<b>74.22</b>	<b>0.70</b>
<b>2. Foreign</b>									
a. NRIs- Individual	0	0	0	0.00	0	0	0	0.00	0.00
b. Other- Individual	0	0	0	0.00	0	0	0	0.00	0.00
c. Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d. Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e. Any Other.	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (A)(2):</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Shareholding of Promoter (A) = (A)(1) +(A)(2)</b>	<b>7778700</b>	<b>0</b>	<b>7778700</b>	<b>73.52</b>	<b>8033795</b>	<b>0</b>	<b>8033795</b>	<b>74.22</b>	<b>0.70</b>
<b>B. Public Shareholding</b>									
1. Institutions									
a. Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b. Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
c. Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d. State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
e. Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00

CATEGORY OF SHAREHOLDERS	NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR (AS ON 01.04.2017)				NO. OF SHARES HELD AT THE END OF THE YEAR (AS ON 31.03.2018)				% CHANGE DURING THE YEAR
	DEMAT	PHY SIC AL	TOTAL	% OF TOTAL SHARES	DEMAT	PHY SIC AL	TOTAL	% OF TOTAL SHARES	
f. Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g. FIIs	0	0	0	0.00	0	0	0	0.00	0.00
h. Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i. Others (Foreign Portfolio Investors)	27500	0	27500	0.26	0	0	0	0.00	(0.26)
<b>Sub-total (B) (1):</b>	<b>27500</b>	<b>0</b>	<b>27500</b>	<b>0.26</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>(0.26)</b>
2. Non-Institutions									
a. Bodies Corp.									
i. Indian	254300	0	254300	2.40	161768	0	161768	1.49	(0.91)
ii. Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b. Individuals									
i. Individual shareholders holding nominal share capital up to ₹ 1 Lakh	300700	0	300700	2.84	670007	0	670007	6.19	3.35
ii. Individual shareholders holding nominal share capital in excess of ₹ 1 Lakh	2151394	0	2151394	20.33	1926938	0	1926938	17.80	(2.53)
c. Others (Specify)									
i. NRIs	5000	0	5000	0.05	15301	0	15301	0.14	0.09
ii. Clearing Members	62556	0	62556	0.60	16436	0	16436	0.15	(0.45)
<b>Sub-total (B) (2):</b>	<b>2773950</b>	<b>0</b>	<b>2773950</b>	<b>26.22</b>	<b>2790450</b>	<b>0</b>	<b>2790450</b>	<b>25.78</b>	<b>(0.44)</b>
<b>Total Public Shareholding (B)=(B)(1) +(B)(2)</b>	<b>2801450</b>	<b>0</b>	<b>2801450</b>	<b>26.48</b>	<b>2790450</b>	<b>0</b>	<b>2790450</b>	<b>25.78</b>	<b>(0.44)</b>
C. Shares held by custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
<b>Grand Total (A+B+C)</b>	<b>10580150</b>	<b>0</b>	<b>10580150</b>	<b>100.00</b>	<b>10824245</b>	<b>0</b>	<b>10824245</b>	<b>100.00</b>	<b>0.00</b>

Note: - The Total number of Shares has increased due to issuance of Equity Shares on Preferential Basis on April 01, 2017.

**ii) SHAREHOLDING OF PROMOTERS**

SL. NO	SHARE HOLDERS NAME	SHAREHOLDING AT THE BEGINNING OF THE YEAR (AS ON 01.04.2017)			SHAREHOLDING AT THE END OF THE YEAR (AS ON 31.03.2018)			% CHANGE IN SHARE HOLDING 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.	Digvijay Dhabriya	6970750	65.89	0.00	7192238	66.45	0.00	0.56
2.	Anita Dhabriya	457700	4.33	0.00	470226	4.34	0.00	0.02
3.	Digvijay Dhabriya HUF	309250	2.92	0.00	330331	3.05	0.00	0.13
4.	Sandhya Hiran	32500	0.31	0.00	32500	0.30	0.00	(0.01)
5.	Usha Jain	8500	0.08	0.00	8500	0.08	0.00	0.00

Note: - The Total number of Shares has increased due to issuance of Equity Shares on Preferential Basis on April 01, 2017

**iii) CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE)**

SL. NO.	SHAREHOLDERS NAME	SHAREHOLDING AT THE BEGINNING OF THE YEAR (AS ON 01.04.2017)		CUMULATIVE SHAREHOLDING DURING THE YEAR	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1.</b>	<b>DIGVIJAY DHABRIYA</b>				
	At the beginning of the year (01.04.2017)	6970750	65.89	6970750	65.89
	Preferential Allotment on 01.04.2017	210488	-	7181238	-
	Market Buy on 27.11.2017	11000	-	7192238	-
	At the end of the year (31.03.2018)	7192238	66.45	7192238	66.45
<b>2.</b>	<b>ANITA DHABRIYA</b>				
	At the beginning of the year (01.04.2017)	457700	4.33	457700	4.33
	Preferential Allotment on 01.04.2017	12526	-	470226	-
	At the end of the year (31.03.2018)	470226	4.34	470226	4.34
<b>3.</b>	<b>DIGVIJAY DHABRIYA HUF</b>				
	At the beginning of the year (01.04.2017)	309250	3.02	309250	3.02
	Preferential Allotment on 01.04.2017	21081	-	330331	-
	At the end of the year (31.03.2018)	330331	3.05	330331	3.05
<b>4.</b>	<b>SANDHYA HIRAN</b>				
	At the beginning of the year (01.04.2017)	32500	0.32	32500	0.32
	At the end of the year (31.03.2018)	32500	0.30	32500	0.30
<b>5.</b>	<b>USHA JAIN</b>				
	At the beginning of the year (01.04.2017)	8500	0.08	8500	0.08
	At the end of the year (31.03.2018)	8500	0.08	8500	0.08

Note: - The Total number of Shares has increased due to issuance of Equity Shares on Preferential Basis on April 01, 2017



**iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS) AS ON 31.03.2018**

SL. NO.	SHAREHOLDERS NAME	SHAREHOLDING AT THE BEGINNING OF THE YEAR (AS ON 01.04.2017)		CUMULATIVE SHAREHOLDING DURING THE YEAR	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1.</b>	<b>MUKUL AGRAWAL</b>				
	At the beginning of the year (01.04.2017)	1002500	9.48	1002500	9.48
	At the end of the year (31.03.2018)	1002500	9.26	1002500	9.26
<b>2.</b>	<b>MUKUL AGRAWAL</b>				
	At the beginning of the year (01.04.2017)	190000	1.80	190000	1.80
	Market Sold on 07.04.2017	(10000)	-	180000	-
	Market Sold on 14.04.2017	(7500)	-	172500	-
	Market Sold on 16.06.2017	(27500)	-	145000	-
	Market Sold on 23.06.2017	(10000)	-	135000	-
	Market Sold on 19.01.2018	(3547)	-	131453	-
	At the end of the year (31.03.2018)	131453	1.21	131453	1.21
<b>3.</b>	<b>ASHWINI HIRAN</b>				
	At the beginning of the year (01.04.2017)	107750	1.02	107750	1.02
	At the end of the year (31.03.2018)	107750	0.99	107750	0.99
<b>4.</b>	<b>PRATEEK JAIN</b>				
	At the beginning of the year (01.04.2017)	100000	0.95	100000	0.95
	At the end of the year (31.03.2018)	100000	0.92	100000	0.92
<b>5.</b>	<b>MAHALAXMI BROKERAGE (INDIA) PVT. LTD.</b>				
	At the beginning of the year (01.04.2017)	85000	0.80	85000	0.80
	Market Sold on 19.01.2018	(2000)	-	83000	-
	At the end of the year (31.03.2018)	83000	0.77	83000	0.77
<b>6.</b>	<b>ATUL KUMAR JAIN</b>				
	At the beginning of the year (01.04.2017)	67450	0.64	67450	0.64
	At the end of the year (31.03.2018)	67450	0.62	67450	0.62
<b>7.</b>	<b>MAVERICK SHARE BROKERS LIMITED</b>				
	At the beginning of the year (01.04.2017)	99300	0.94	99300	0.94
	Market Buy on 07.04.2017	35000	-	134300	-
	Market Buy on 14.04.2017	20000	-	154300	-
	Market Sold on 28.04.2017	(2750)	-	151550	-
	Market Sold on 05.05.2017	(2000)	-	149550	-
	Market Buy on 19.05.2017	96	-	149646	-
	Market Buy on 26.05.2017	2100	-	151746	-
	Market Buy on 02.06.2017	25000	-	126746	-
	Market Buy on 09.06.2017	3281	-	130027	-
	Market Sold on 16.06.2017	(35250)	-	94777	-
	Market Sold on 23.06.2017	(100)	-	94677	-
	Market Sold on 04.08.2017	(7100)	-	87577	-
	Market Sold on 18.08.2017	(2400)	-	85177	-
	Market Sold on 25.08.2017	(5000)	-	80177	-
	Market Sold on 01.09.2017	(4400)	-	75777	-
	Market Sold on 15.09.2017	(5191)	-	70586	-
	Market Sold on 22.09.2017	(19809)	-	50777	-

SL. NO.	SHAREHOLDERS NAME	SHAREHOLDING AT THE BEGINNING OF THE YEAR (AS ON 01.04.2017)		CUMULATIVE SHAREHOLDING DURING THE YEAR	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Market Buy on 29.09.2017	705	-	51482	-
	Market Sold on 06.10.2017	(225)	-	51257	-
	Market Sold on 13.10.2017	(460)	-	50797	-
	Market Sold on 27.10.2017	(100)	-	50897	-
	Market Sold on 03.11.2017	(336)	-	50561	-
	Market Sold on 24.11.2017	(387)	-	50174	-
	Market Sold on 01.12.2017	(100)	-	50074	-
	Market Sold on 08.12.2017	(351)	-	49723	-
	Market Buy on 15.12.2017	765	-	50488	-
	Market Buy on 29.12.2017	300	-	50788	-
	Market Sold on 05.01.2018	(153)	-	50635	-
	Market Sold on 12.01.2018	(1185)	-	49450	-
	Market Sold on 19.01.2018	(2500)	-	46950	-
	Market Sold on 26.01.2018	(100)	-	46850	-
	Market Sold on 09.02.2018	(1750)	-	45100	-
	Market Buy on 16.02.2018	500	-	45600	-
	Market Sold on 09.03.2018	(100)	-	45500	-
	Market Buy on 16.03.2018	172	-	45672	-
	Market Sold on 23.03.2018	(172)	-	45500	-
	Market Buy on 30.03.2018	500	-	46000	-
	At the end of the year (31.03.2018)	46000	0.43	46000	0.43
<b>8.</b>	<b>SANJEEV POKHRANA</b>				
	At the beginning of the year (01.04.2017)	37491	0.35	37491	0.35
	Market Buy on 29.09.2017	50	-	37541	-
	At the end of the year (31.03.2018)	37541	0.35	37541	0.35
<b>9.</b>	<b>MUKESH JAIN</b>				
	At the beginning of the year (01.04.2017)	-	-	-	-
	Market Buy on 16.06.2017	35250	0.33	35250	0.33
	Market Sold on 12.01.2018	(600)	(0.01)	34650	0.32
	Market Sold on 19.01.2018	(500)	(0.00)	34150	0.32
	At the end of the year (31.03.2018)	34150	0.32	34150	0.32
<b>10.</b>	<b>SAURABH BAKLIWAL</b>				
	At the beginning of the year (01.04.2017)	-	-	-	-
	Market Buy on 30.03.2018	28590	0.26	28590	0.26
	At the end of the year (31.03.2018)	28590	0.26	28590	0.26

**v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

SL. NO.	SHAREHOLDING OF EACH DIRECTORS AND EACH KMP	SHAREHOLDING AT THE BEGINNING OF THE YEAR (AS ON 01.04.2017)		CUMULATIVE SHAREHOLDING DURING THE YEAR	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>1.</b>	<b>DIGVIJAY DHABRIYA</b>				
	At the beginning of the year (01.04.2017)	6970750	65.89	6970750	65.89
	Preferential Allotment on 01.04.2017	210488	-	7181238	-
	Market Buy on 27.11.2017	11000	-	7192238	-
	At the end of the year (31.03.2018)	7192238	66.45	7192238	66.45
<b>2.</b>	<b>ANITA DHABRIYA</b>				
	At the beginning of the year (01.04.2017)	457700	4.33	457700	4.33
	Preferential Allotment on 01.04.2017	12526	-	470226	-
	At the end of the year (31.03.2018)	470226	4.34	470226	4.34
<b>3.</b>	<b>MAHENDRA KARNAWAT</b>				
	At the beginning of the year (01.04.2017)	46250	0.44	46250	0.44
	At the end of the year (31.03.2018)	46250	0.43	46250	0.43
<b>4.</b>	<b>SHREYANSH DHABRIYA</b>				
	At the beginning of the year (01.04.2017)	20000	0.19	20000	0.19
	Market Buy on 16.06.2017	4074	-	24074	-
	Market Buy on 21.08.2017	8000	-	32074	-
	At the end of the year (31.03.2018)	32074	0.30	32074	0.30

Note: Except these stated above there are no other directors & KMPs hold any Shares of the Company during the financial year 2017-18.

**vi) 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	293561866	71476880	-	365038746
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	2008472	78141	-	2086613
<b>Total (i+ii+iii)</b>	<b>295570338</b>	<b>71555021</b>	<b>-</b>	<b>367125359</b>
Change in Indebtedness during the financial year				
❖ Addition	164278304	96991433	-	261269737
❖ Reduction	171034635	97129549	-	268164185
<b>Net Change</b>	<b>(6756331)</b>	<b>(138116)</b>	<b>-</b>	<b>(6894448)</b>
Indebtedness at the end of the financial year				
i. Principal Amount	287033368	70799516	-	357832884
ii. Interest due but not paid	-	389556	-	389556
iii. Interest accrued but not due	1780639	227833	-	2008472
<b>Total (i +ii +iii)</b>	<b>288814007</b>	<b>71416905</b>	<b>-</b>	<b>360230912</b>

**vii) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:**

SL. NO.	PARTICULARS OF REMUNERATION	NAME OF MD/WTD/MANAGER				TOTAL AMOUNT
		DIGVIJAY DHABRIYA	ANITA DHABRIYA	MAHENDRA KARNAWAT	SHREYANSH DHABRIYA	
1.	Gross Salary					
	a. Salary as per provisions contained u/s 17(1) of the Income Tax Act, 1961	7120000	1860000	1440000	1600000	12020000
	b. Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-	-
	c. Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961	-	-	-	-	-
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission	-	-	-	-	-
	- As % of profit	-	-	-	-	-
5.	Others, please specify	-	-	-	-	-
	<b>Total (A)</b>	<b>7120000</b>	<b>1860000</b>	<b>1440000</b>	<b>1600000</b>	<b>12020000</b>
Ceiling as per the Act		Managerial Remuneration is paid as per Schedule V of the Companies Act, 2013 and ceiling is based on effective capital of the Company.				

**B. REMUNERATION TO OTHER DIRECTORS:**

SL. NO.	PARTICULARS OF REMUNERATION	NAME OF DIRECTOR				TOTAL AMOUNT
		SHARAD KANKARIA	ANIL UPADHYAY	PADAM KUMAR JAIN	SHIV SHANKER	
1.	Independent Directors					
	Fee for attending Board/Committee Meeting	14000	10000	10000	6000	40000
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	<b>Total (1)</b>	<b>14000</b>	<b>10000</b>	<b>10000</b>	<b>6000</b>	<b>40000</b>
2.	Other Non-Executive Directors					
	fee for attending Board/Committee Meeting	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	Total managerial remuneration	14000	10000	10000	6000	40000
	<b>Total (B) = (1) +(2)</b>	<b>14000</b>	<b>10000</b>	<b>10000</b>	<b>6000</b>	<b>40000</b>

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

SL. NO.	PARTICULARS OF REMUNERATION	KEY MANAGERIAL PERSONNEL		TOTAL
		CS	CFO	
		<b>SPARSH JAIN</b>	<b>HITESH AGRAWAL</b>	
<b>1.</b>	Gross Salary			
	a. Salary as per provisions contained u/s 17(1) of the Income Tax Act, 1961	444583	1860000	2304583
	b. Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-
	c. Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961	-	-	-
<b>2.</b>	Stock Option	-	-	-
<b>3.</b>	Sweat Equity	-	-	-
<b>4.</b>	Commission			
	- As % of profit	-	-	-
<b>5.</b>	Others, please specify	-	-	-
	<b>Total</b>	<b>444583</b>	<b>1860000</b>	<b>2304583</b>

## viii) PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

TYPE	SECTION OF THE COMPANIES ACT	BRIEF DESCRIPTION	DETAILS OF PENALTY / PUNISHMENT / COMPOUNDING FEES IMPOSED	AUTHORITY [RD / NCLT / COURT]	APPEAL MADE, IF ANY (GIVE DETAILS)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For &amp; on behalf of the Board

Sd/-

**Digvijay Dhabriya**

Chairman &amp; Managing Director

DIN: 00519946

Jaipur, August 14, 2018

**ANNEXURE 'B'****SECRETARIAL AUDIT REPORT**

For the Financial Year Ended on March 31, 2018

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

To,  
The Members,  
DHABRIYA POLYWOOD LIMITED  
B-9D (1), MALVIYA INDUSTRIAL AREA  
JAIPUR - 302017 (RAJ.)

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by DHABRIYA POLYWOOD LIMITED (hereinafter called the Company). The 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 Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31 2018, 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 the Company for the financial year ended on March 31, 2018 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') viz.:
  - (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, 1992; and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014; (Not applicable to the Company during Audit Period)
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during Audit Period)
  - (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; and
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during Audit Period)
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during Audit Period)

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 Bombay Stock Exchange
- iii. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- iv. Labour Laws to the extent of Employees' State Insurance Act, 1948, Employees'

Provident Fund and Miscellaneous Provisions Act, 1952, the Payment of Gratuity Act, 1972, Rajasthan Shops and Commercial Establishments Acts, 1958, The Sexual Harassment of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013, The Maternity Benefits Act, 1961, The Child Labour (Prohibition And Regulation) Act, 1986, Air (Prevention and Control of Pollution) Act, 1981 and Rules issued by the State Pollution Control Boards; and Water (Prevention and Control of Pollution) Act, 1974 and Rules issued by the State Pollution Control Boards.

During the financial year 2017-18 the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate Notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

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

I further report that during the audit period, there were instances of:

1. The Company has allotted 2,44,095 Equity Shares of ₹ 10 each to Promoters against their shareholding in M/s Dynasty Modular Furnitures Pvt. Ltd. with the ultimate purpose of converting it as the WOS (Wholly owned Subsidiary) of the Company.

I further report that during the audit period, there were no instances of:

1. Issue of Right Shares/ Debentures/ Sweat Equity.
2. Redemption/ buy-back of securities.
3. Merger/ Amalgamation/ Reconstruction etc.
4. Foreign Technical Collaborations.

For **Manish Sancheti & Associates**  
Company Secretaries

Sd/-  
**Manish Sancheti**  
Proprietor  
M. No. FCS 7972  
COP 8997

**Jaipur, May 29, 2018**

*Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.*

## 'ANNEXURE A'

To,  
The Members,  
DHABRIYA POLYWOOD LIMITED  
B-9D (1), Malviya Industrial Area  
Jaipur - 302017, (Raj.)

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **Manish Sancheti & Associates**  
Company Secretaries

Sd/-  
**Manish Sancheti**  
Proprietor  
M. No. 7972  
COP 8997

**Jaipur, May 29, 2018**



**ANNEXURE 'C'****Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo**

The information under section 134(3) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 for the year ended March 31, 2018 is given below and forms part of the Director's Report.

**(A) Conservation of Energy**

- (i) The steps taken or impact on conservation of energy

In line with the Company's commitment towards conservation of energy, Company ensures that the manufacturing operations are conducted in the manner whereby optimum utilization and maximum possible savings of energy is achieved. Company continue with their efforts aimed at improving energy efficiency through innovative measures to reduce wastage and optimize consumption. Some of the measures taken by the company in this direction are as under:

- Replacement of old utility equipment's with new energy efficient equipment's.
- Effective preventive maintenance helped in increasing energy efficiency of equipment.

- (ii) The steps taken by the Company for utilizing alternate source of energy  
**N.A.**

- (iii) The capital investment on energy conservation equipment's - **NIL**

**(B) Technology Absorption**

- (i) The efforts made towards technology absorption

The Company continues to perform R&D activities to improve quality of products and to reduce production cost to serve its customer better.

- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution
- Development of new products
  - Reduction of production cost
  - Product and process improvement

- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)  
**N.A.**

- (iv) The expenditure incurred in Research and Development  
**NIL**

**(C) Foreign exchange earnings and Outgo (₹ In Lakhs)**

PARTICULARS	2017-18	2016-17
Earnings in foreign Exchange	NIL	9.63
Outgo in foreign Exchange	1539.78	1940.14

For & on behalf of the Board

Sd/-  
**Digvijay Dhabriya**  
Chairman & Managing Director  
DIN: 00519946

**Jaipur, August 14, 2018**

**ANNEXURE 'D'**
**Statement of Disclosure of Remuneration under Section 197 of the Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

1. Ratio of the remuneration of each Executive Director to the median remuneration of the Employees of the Company for the financial year 2017-18, the percentage increase in remuneration of Executive Directors, Chief Financial Officer and Company Secretary during the financial year 2017-18.

SL. NO.	NAME OF DIRECTOR / KMP	RATIO OF REMUNERATION OF EACH DIRECTOR TO MEDIAN REMUNERATION OF EMPLOYEES	PERCENTAGE INCREASE IN REMUNERATION
1.	Digvijay Dhabriya - CMD	31.22	9.88%
2.	Anita Dhabriya - WTD	8.16	0.00%
3.	Mahendra Karnawat - WTD	6.32	0.00%
4.	Shreyansh Dhabriya - WTD	7.02	33.33%
5.	Hitesh Agrawal - CFO	N.A.	0.00%
6.	Sparsh Jain - CS	N.A.	25.37%

Note:

- (a) The Non-Executive Directors of the Company are entitled for sitting fees and commission as per statutory provisions and within the limits approved by the shareholders. The details of remuneration of Non-Executive Directors are provided in the Corporate Governance Report. The ratio of remuneration and percentage increase for Non-Executive Directors is therefore not considered for the above purpose.

- (b) The median remuneration of employees of the company was ₹ 2,28,000/-

2. The percentage increase in the median remuneration of Employees for the financial year was 15.15%.
3. The Company has 404 permanent Employees on the rolls of Company as on March 31, 2018.
4. Average percentage increase made in the salaries of employee's other than the managerial personnel in the financial year was 14.99%, whereas there was 9.47% increase in the managerial remuneration. The average increases every year is an outcome of the Company's market competitiveness and business performance.
5. The key parameters for any variable component of remuneration:

Variable compensation is an integral part of our total remuneration package for all employees including Managing Directors/ Whole-time Directors. Variable Pay is directly linked to business performance. At the start of the year, the Management sets business and financial targets for the Company. These are drawn from the organizational strategic plan and are then reviewed for consistency and stretch.

6. It is hereby affirmed that the remuneration paid during the year is as per the remuneration policy of the Company.

For & on behalf of the Board

Sd/-

**Digvijay Dhabriya**  
Chairman & Managing Director  
DIN: 00519946

**Jaipur, August 14, 2018**

**ANNEXURE 'E'****Form AOC-1**

**(Pursuant to first proviso to sub section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)**

Statement containing salient features of the Financial Statement of subsidiary/associates companies/joint ventures

**Part "A": Subsidiaries****(₹ In Lakhs)**

SL. NO.	NAME OF SUBSIDIARY	THE DATE SINCE WHEN SUBSIDIARY WAS ACQUIRED	REPORTING PERIOD FOR THE SUBSIDIARY CONCERNED, IF DIFFERENT FROM THE HOLDING COMPANY'S REPORTING PERIOD	REPORTING CURRENCY AND EXCHANGE RATE AS ON THE LAST DATE OF THE RELEVANT FINANCIAL YEAR IN THE CASE OF FOREIGN SUBSIDIARY	SHARE CAPITAL	RESERVE & SURPLUS	TOTAL ASSETS
1.	Polywood Green Building Systems Pvt. Ltd.	Since Inception 18.04.2012	N.A.	N.A.	5.00	299.88	985.82
2.	Polywood Profiles Pvt. Ltd.	01.04.2016	N.A.	N.A.	4.65	378.09	949.11
3.	Dynasty Modular Furnitures Pvt. Ltd.	01.04.2017	N.A.	N.A.	75.61	284.88	1231.66
Total Liabilities	Investments	Turnover	Profit before tax	Provision for tax	Total Comprehensive Income after tax	Proposed Dividend	% of Shareholding
985.82	0.00	2496.98	149.51	40.82	108.69	0.00	99.00
949.11	0.00	2349.53	190.84	50.74	140.10	0.00	100.00
1231.66	0.00	1681.88	45.81	10.28	35.53	0.00	100.00

**Part "B": Associates & Joint Ventures: Not Applicable**

For &amp; on behalf of the Board

Sd/-

**Digvijay Dhabriya**

Chairman &amp; Managing Director

DIN: 00519946

Jaipur, August 14, 2018

**ANNEXURE 'F'****ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES 2017-18**

**[Pursuant to Section 134(3)(o) of the Companies Act, 2013 and Rule 8 of the Companies (Corporate Social Responsibility) Rules, 2014]**

**1. A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs:**

The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on the Company's website and the web link for the same is <http://polywood.org/pdfs/Corporate-Social-Responsibility-Policy.pdf>.

As per CSR Policy of the Company, the Company may engage in any of the activities related to Health, Education, Environment, Sports and Others. The Company may also collaborate with other companies for undertaking projects or programs or CSR activities in accordance with the provisions, amendments and rules specified in the Act. In addition, it may build CSR capacities of their own personnel as well as their implementing agencies through institutions while complying with respective provisions and amendments, if any, under Companies Act, 2013. The CSR initiatives of the Company shall focus the areas surrounding its plants, locations or where the Company has its offices.

**2. The Composition of CSR Committee:**

S. NO.	NAME OF THE DIRECTOR	CATEGORY	POSITION
i.	Mr. Sharad Kankaria	Non-Executive Independent Director	Chairperson
ii.	Mr. Digvijay Dhabriya	Chairman & Managing Director	Member
iii.	Mr. Mahendra Karnawat	Whole-Time Director	Member

**3. Average net profit of the Company for the last three financial years: 499.11 Lakhs**

**4. Prescribed CSR Expenditure (two percent of the amount as in item no 3 above): 9.98 Lakhs**

**5. Details of CSR spent during the financial year:**

- a) Total amount to be spent for the financial year: 9.98 Lakhs
- b) Amount unspent: 9.86 Lakhs
- c) Manner in which the amount spent during the financial is detailed below:

(₹ in Lakhs)

S. No.	Csr project or activity identified	Sector in which the project is covered	Projects or programs (1) local area or other (2) specify the state & district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs sub-heads: (1) direct expenditure on projects or programs (2) overheads	Cumulative expenditure up-to the reporting period	Amount spent: direct or through implementing agency
1.	Blood Donation Camp	Health	Locally at Jaipur, Rajasthan	0.20	0.12	0.12	Spent Directly

6. **Justification for shortfall:** The Company is very much keen to spend amount towards Corporate Social Responsibility. Since the Company does not get suitable projects for spending on CSR during the current financial year, the company was unable to spend the required amount towards CSR.

7. It is hereby confirmed that the implementation and monitoring of the CSR Policy, is in compliance with CSR objectives and policy of the Company.

**Digvijay Dhabriya**

Chairman & Managing Director

DIN: 00519946

**Sharad Kankaria**

Chairperson of CSR Committee

DIN: 06961462

Place: Jaipur

Date: 29<sup>th</sup> May, 2018

## CORPORATE GOVERNANCE REPORT

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2018, in terms of Regulation 34(3) read with schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation").

### COMPANY'S PHILOSOPHY

Transparency and Accountability are the two basic tenets of Corporate Governance. We, Dhabriya Polywood Ltd. ("the Company") ensures transparency which ensures strong and balanced economic development. The Company also ensures that the interests of all shareholders (majority as well as minority shareholders) are safeguarded. We ensure that all shareholders fully exercise their rights and that the Company fully recognizes their rights. The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet shareholder's expectation.

The Company aims at not only its own growth but also maximization of benefits to the shareholders, employees, customers, government, stakeholders and also the general public at large. For this purpose, the Company continuously strives to improve its level of overall efficiency through good corporate governance, which envisages transparency, professionalism and accountability in all its operations. We are committed to good corporate governance and its adherence to the best practices of true spirits at all times.

The Company's governance framework is based on the following Principles:

- ❖ Appropriate composition and size of the Board, with each member bringing in expertise in their respective domains;
- ❖ Availability of information to the members of the Board and Board Committees to enable them to discharge their fiduciary duties;
- ❖ Timely disclosure of material operational and financial information to the stakeholders;
- ❖ Systems and processes in place for internal control; and

- ❖ Proper business conduct by the Board, senior management and Employees.

A report on compliance of corporate governance as prescribed by the Securities and Exchange Board of India in chapter IV read with Schedule V of the Listing Regulation is given below: -

### GOVERNANCE STRUCTURE

The Corporate Governance structure at Dhabriya Polywood Limited is as follows:

#### 1. Board of Directors:

The Board is entrusted with the ultimate responsibility of the management, general affairs, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosure.

#### 2. Committees of the Board:

The Board has constituted the following Committees Viz. Audit Committee, Nomination and Remuneration/Compensation Committee, Shareholders/Investors Grievance Committee and Corporate Social Responsibility (CSR) Committee. Each of the said Committee has been mandated to operate within a given framework.

### THE BOARD OF DIRECTORS

#### Composition of the Board and category of Directors

The Board has a good mix of Executive and Non-Executive Directors including Independent Directors. As on March 31, 2018, the Board consists of Eight Directors comprising four are Independent & Non- Executive Directors, one Woman Director and the Chairman and Managing Director is the promoter and executive Director. The composition of the Board represents an optimal mix of professionalism, knowledge and experience in their respective fields.

As mandated by Regulation 26(1)(b) of the Listing Regulations, none of the Directors is a member of more than ten Board Level Committees (considering only Audit & Stakeholder Relationship Committee) or Chairman of more than five Committees across all public limited companies (listed or unlisted) in which he/she is a director. The details of each member of the Board along with the number of Directorship(s)/Committee Membership(s) and date of joining the Board are provided herein below: -

Name	Date of Appointment	Category of Director	No. of shares held in the company (as on 31.03.18)	Directorship in other Indian Public Ltd. Co.	No. of outside board committees in which Chairman /Member	
					Chairman	Member
Digvijay Dhabriya DIN: 00519946	28.06.2003	Chairman & Managing Director	7192238	1	-	-
Anita Dhabriya DIN: 00359317	15.07.2014	Whole time Director	470226	1	-	-
Mahendra Karnawat DIN: 00519876	22.05.2000	Whole time Director	46250	-	-	-
Shreyansh Dhabriya DIN: 06940427	15.07.2014	Whole time Director	32074	-	-	-
Sharad Kankaria DIN: 06961462	30.08.2014	Independent Director	-	-	-	-
Anil Upadhyay DIN: 06962089	30.08.2014	Independent Director	-	-	-	-
Padam Kumar Jain DIN: 06962097	30.08.2014	Independent Director	-	-	-	-
Shiv Shanker DIN: 06962101	30.08.2014	Independent Director	-	-	-	-

Notes: -

1. Mr. Digvijay Dhabriya, Mrs. Anita Dhabriya and Mr. Shreyansh Dhabriya are related to each other.
2. Details of Director(s) retiring or being re-appointed are given in the notice to Annual General Meeting.
3. Brief profile of the Board Members is given in the website of the Company ([www.polywood.org](http://www.polywood.org))
4. Directorship exclude Private Limited Companies, Foreign Companies and Section 8 Companies.
5. Chairmanship/Membership of Committee only includes Audit Committee and Stakeholders Relationship Committee in Indian Public Limited Companies other than Dhabriya Polywood Limited. Members of the Board of the Company do not have membership of more than ten Board-level Committees or Chairman of more than five such Committees.

### Board Meetings

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the company. The notice of Board Meeting is given well in advance to all the Directors. The agenda of the Board Meetings is set by the Company Secretary in consultation with the Chairman & Managing Director of the Company. The agenda for the Board Meetings includes detailed notes on the

items to be discussed at the meeting to enable the Directors to take an informed decision.

During the financial year ended March 31, 2018, Eight Board Meetings were held on April 01, 2017, April 28, 2017, May 12, 2017, August 14, 2017, December 11, 2017, January 01, 2018, February 12, 2018 and March 17, 2018. The maximum interval between any two meetings was well within the maximum allowed gap of 120 days.

**Attendance of Directors at the Board Meetings and the last Annual General Meeting (AGM)**

SL. NO.	NAME OF DIRECTOR	NO. OF BOARD MEETINGS ATTENDED	ATTENDANCE OF THE LAST AGM HELD ON 26.09.2017
1.	Digvijay Dhabriya	6 of 8	Present
2.	Anita Dhabriya	7 of 8	Leave Sought
3.	Mahendra Karnawat	8 of 8	Present
4.	Shreyansh Dhabriya	7 of 8	Present
5.	Sharad Kankaria	4 of 8	Present
6.	Anil Upadhyay	5 of 8	Present
7.	Padam Kumar Jain	5 of 8	Present
8.	Shiv Shanker	5 of 8	Leave Sought

**Information Given to the Board**

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of Listing Regulation to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective meetings or by way of presentations and discussions during the meeting.

**Post Meeting Mechanism**

The important decision taken at the Board/Board Committee meetings are communicated to the concerned departments/divisions.

**Board Support**

The Company Secretary Attends Board/Board Committee meetings and advises on Compliances with applicable laws and governance.

**Roles, Responsibilities and Duties of the Board**

The duties of Board of Directors have been enumerated in Listing Regulations, Section 166 of the Companies Act, 2013 and Schedule IV of the said Act (Schedule IV is specifically for Independent Directors). There is a clear demarcation of responsibility and authority amongst the Board of Directors.

**The Chairman and Managing Director**

His primary role is to provide leadership to the Board in achieving goals of the Company. He is responsible for transforming the Company into a world-class organization. He is responsible, inter alia, for the working of the Board and for ensuring that all relevant issues are placed before the Board and that all Directors are encouraged to provide their expert guidance on the relevant issues raised in the meetings of the Board. He is also responsible for formulating the corporate strategy along with other members of the Board of Directors. His role, inter alia, includes:

- Provide leadership to the Board and preside over all Board and General Meetings.
- Achieve goals in accordance with Company's overall vision.
- Ensure that Board decisions are aligned with Company's strategic policy.
- Ensure to place all relevant matters before the Board and encourage healthy participation by all Directors to enable them to provide their expert guidance.
- Monitor the core management team.

**Non-Executive Directors (including Independent Directors)** play a critical role in balancing the functioning of the Board by providing independent judgements on various issues raised in the Board Meetings like formulation of business strategies, monitoring of performances, etc.

Their role, inter- alia, includes:

- Impart balance to the Board by providing independent judgement.
- Provide feedback on Company's strategy and performance.
- Provide effective feedback and recommendations for further improvements.

**FAMILIARISATION PROGRAMME FOR DIRECTORS**

At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected from him as a Director of the Company. The Director is also explained in detail the Compliance required from him under Companies Act, 2013, the Listing Regulations and other various statutes and an affirmation is obtained. The Chairman and Managing Director also has a one to one discussion with the newly appointed Director to familiarize him with the Company's operations. Further, on an ongoing basis as a part of Agenda of Board / Committee



Meetings, presentations are regularly made to the Independent Directors on various matters inter-alia covering the Company's and its subsidiaries/associates businesses and operations, industry and regulatory updates, strategy, finance, risk management framework, role, rights, responsibilities of the Independent Directors under various statutes and other relevant matters. The details of the familiarization programme for Directors are available on the Company's website, viz. [www.polywood.org](http://www.polywood.org). The weblink for the same is <http://polywood.org/pdfs/Familiarization-Programme.pdf>.

### **Independent Directors**

The Non-Executive Independent Directors fulfill the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the Listing Regulation.

### **Limit of Independent Directorship**

In compliance with the Listing Regulations, Directors of the Company do not serve as Independent Director in more than seven Listed Companies or in case he is serving as a Whole-time Director in any Listed Companies, does not hold such position in more than three Listed Companies.

### **Maximum Tenure of Independent Directors**

In accordance with Section 149(11) of the Companies Act, 2013 the Current tenure of Independent Directors of the Company is for a term of 5 consecutive years from the date of Extra-Ordinary General Meeting (EGM) held on September 1, 2014 up-to the conclusion of AGM to be held in the calendar year 2019.

## **GOVERNANCE CODES**

### **Code of Business Conduct & Ethics**

The Company has adopted code of Business Conduct & Ethics ("the Code") which is applicable to the Board of Directors and Senior Management Team (One Level below the Board) of the Company. The Board of Directors and the members of Senior Management team are required to affirm semi-annual compliance of this code. The code requires Directors and Employees to act honestly, fairly, ethically and with integrity, conduct themselves in professional, courteous and respectful manner. The code is displayed on the website of the Company viz. [www.polywood.org](http://www.polywood.org). The weblink for the same is <http://polywood.org/pdfs/COC.pdf>.

### **Conflict of Interest**

Each Director informs the Company on an annual basis about the Board and the Committee positions he occupies in other Companies including Chairmanships and notifies changes during the year. The Members of the Board while discharging their duties, avoid conflict of interest in the decision-making process. The members of the Board restrict themselves from any discussions and voting in transactions that they have concern or interest.

### **Insider Trading Code**

The SEBI has notified the Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) Regulations, 2015 ("the PIT Regulations") on 15<sup>th</sup> January 2015 effective from 15<sup>th</sup> May 2015 which has repealed the SEBI (Prohibition of Insider Trading) Regulations, 1992.

The Company has adopted a code of conduct to regulate, monitor and report trading by insiders ("the Code") in accordance with the requirements of the PIT Regulations.

The Code is applicable to the Promoters and Promoters Group, all Directors and such designated employees who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said regulations.

In compliance with the aforesaid PIT Regulations, the Company has also formulated the Code of Practices and Procedures for fair disclosures of Unpublished Price Sensitive Information. This code is displayed on the Company's website viz. [www.polywood.org](http://www.polywood.org). The weblink for the same is <http://polywood.org/pdfs/Insider-Trading-1.pdf>.

## **COMMITTEES OF THE BOARD**

The Board of Directors have constituted Board Committees to deal with specific areas and activities which concern the Company and requires a closer review. The Board Committees are formed with approval of the Board and function under their respective Charters. These Committees play an important role in the overall management of day-to-day affairs and governance of the Company. The Board Committees meet at regular intervals and take necessary steps to perform its duties entrusted by the Board. The Minutes of the meetings of all Committees are placed before the Board for

review. The Board Committees can request special invitees to join the meeting, as appropriate.

The Board currently has the following Committees:

## 1. AUDIT COMMITTEE

### Composition

Audit Committee of the Board of Directors is entrusted with the responsibility to supervise the company's internal controls and financial reporting process. The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of Regulation 18 of the Listing Regulations. All members of the Audit Committee are financially literate and having accounting and related Administrative and Financial Management Expertise. It functions in accordance with its terms of reference that defines its authority, responsibility and reporting function. The Audit Committee is headed by Mr. Padam Kumar Jain and has Mr. Sharad Kankaria and Mr. Shreyansh Dhabriya as its Members. The Independent Auditors, Internal Auditors and the Secretarial Auditors of the Company are invited to the Audit Committee meetings. Mr. Sparsh Jain Company Secretary acts as the Secretary to the Audit Committee.

### Term of Reference

The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process and, inter alia, performs the following functions:

- ✓ Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- ✓ Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
- ✓ Approving payment to statutory auditors for any other services rendered by the statutory auditors;
- ✓ Approving initial or any subsequent modification of transactions of the company with related parties;
- ✓ Scrutinizing inter-corporate loans and investments
- ✓ Valuation of undertakings or assets of the company, wherever it is necessary;
- ✓ Monitoring the end use of funds raised through public offers and related matters
- ✓ Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to;
- ✓ matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 134 of the Companies Act, 2013;
- ✓ changes, if any, in accounting policies and practices along with reasons for the same;
- ✓ major accounting entries involving estimates based on the exercise of judgment by management;
- ✓ significant adjustments made in the financial statements arising out of audit findings;
- ✓ compliance with listing and other legal requirements relating to financial statements;
- ✓ disclosure of any related party transactions; and
- ✓ qualifications in the audit report.
- ✓ Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- ✓ Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the

report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

- ✓ Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
- ✓ Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- ✓ Discussing with the internal auditors any significant findings and follow up there on;
- ✓ Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- ✓ Discussing with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- ✓ Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors;
- ✓ Reviewing the functioning of the Whistle Blower mechanism, in case the same is existing;
- ✓ Approving the appointment of the Chief Financial Officer (i.e. the whole-time finance director or any other person heading the finance function) after assessing the qualifications, experience and background, etc., of the candidate; and
- ✓ Carrying out any other function as is mentioned in the terms of reference of

the Audit Committee or contained in the equity listing agreements as and when amended from time to time.

Further, the Audit Committee shall mandatorily review the following:

- ✓ management discussion and analysis of financial condition and results of operations;
- ✓ statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- ✓ management letters / letters of internal control weaknesses issued by the statutory auditors;
- ✓ internal audit reports relating to internal control weaknesses; and
- ✓ the appointment, removal and terms of remuneration of the chief internal auditor.

#### Meetings and Attendance

The Audit Committee met 4 (four) times during the financial year 2017-18. The Committee met on May 12, 2017, August 14, 2017, December 11, 2017 and February 12, 2018 to deliberate on various matters. The maximum gap between two Audit Committee Meetings was not more than 120 days. The necessary quorum was present for all meetings.

The table below provides the attendance of the Audit Committee members:

SL. NO.	NAME OF THE DIRECTORS	POSITION	NO. OF MEETINGS ATTENDED
1.	Padam Kumar Jain ID	Chairman	4 of 4
2.	Sharad Kankaria ID	Member	4 of 4
3.	Shreyansh Dhabriya WTD	Member	4 of 4

#ID - Independent Director, WTD - Whole-Time Director

**Internal Controls**

The Company continuously invests in strengthening its internal control and processes. The Audit Committee along with the CFO formulates a detailed plan to the Internal Auditors for the year, which is reviewed at the Audit Committee Meetings. The Internal Auditors attend the meetings of Audit Committee at regular intervals and submit their recommendations to the Audit Committee and provide a road map for the future.

**2. NOMINATION AND REMUNERATION/COMPENSATION COMMITTEE****Composition**

The Nomination and Remuneration/Compensation Committee comprises Mr. Sharad Kankaria as the Chairman & Mr. Anil Upadhyay and Mr. Padam Kumar Jain as members of the Committee. In terms of Section 178(1) of the Companies Act, 2013 and Regulation 19 of Listing Regulations, the Nomination and Remuneration Committee should comprise of at least three Directors; all of whom should be Non-Executive Directors. At least half of the Committee members should be Independent with an Independent Director acting as the Chairman of the Committee.

**Term of Reference**

The role of Nomination and Remuneration/Compensation Committee is as follows:

- ✓ Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the Criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- ✓ Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the board a policy relating to the remuneration for directors, KMPs and other employees.
- ✓ Determine our Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights.

- ✓ Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.
- ✓ Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
- ✓ Decide the amount of Commission payable to the Whole Time Directors.
- ✓ Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc.
- ✓ To formulate and administer the Employee Stock Option Scheme.

**Meetings and Attendance**

The Nomination and Remuneration/Compensation Committee met once during the year on August 12, 2017. The necessary quorum was present for the Meeting. The Chairman of the Committee was present at the last Annual General Meeting of the Company.

The Table below provides the Attendance of the Nomination and Remuneration /Compensation Committee members:

SL. NO.	NAME OF THE DIRECTORS	POSITION	NO. OF MEETINGS ATTENDED
1)	Sharad Kankaria ID	Chairman	1 of 1
2)	Anil Upadhyay ID	Member	1 of 1
3)	Padam Kumar Jain ID	Member	0 of 1

#ID - Independent Director

## REMUNERATION POLICY

### Remuneration to Non-Executive Directors

The Non-Executive Independent Directors are eligible for sitting fees and commission not exceeding the limits prescribed under the Companies Act, 2013. The remuneration paid to Non-Executive Directors is decided by the board of directors' subject to the overall approval of the members of the company. The Non-Executive Directors are paid remuneration by way of sitting fees. The Company pays sitting fees for each Board meeting and all other committee meetings attended by the Directors except to Executive Directors. The Non-Executive Independent Directors do not have any material relationship or transaction with the company.

### Remuneration to Executive Directors

All decisions relating to the appointment and remuneration of the Executive Directors were taken by the Board of Directors of the Company and in accordance with the Shareholders' approval wherever necessary. The Executive Director gets a monthly salary, perquisites and performance pay as per the policies of the Company. In the event of the Managing Director desiring to leave the service of the Company, he shall give to the Company six months' notice. The Company may, at its sole discretion, relieve the Managing Director of his duties any time by giving six months' notice. Salary, as recommended by the Nomination and Remuneration Compensation Committee and approved by the Board and the Shareholders of the Company.

The term of appointment of Executive Directors for a period of 5 years from September 1, 2014 to August 31, 2019. In the event of inadequacy of profits during the tenure the remuneration shall be allowed in compliance of the provisions of schedule V and in the event of continuation of inadequacy of profits for a continuous period of 3 years, the same shall be subject to review by shareholders.

Remuneration of the Managerial Persons are within the limits approved by the Board and Shareholders. The remuneration is directed towards rewarding performance, based on review of achievements. Presently the Company does not have a Scheme for grant of

Stock Options or performance linked incentives for its Directors.

### Remuneration to Key Managerial Personnel, Senior Management and other Staff:

The Remuneration to KMP, Senior Management and other staff will be determined by the Committee and recommended to the Board for approval. KMP, Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013 and the rules made there under for the time being in force.

Key principle of the Remuneration for Key Managerial Personnel, Senior Management and other employees, the following set of principles act as guiding factors:

- ✓ Aligning key executive and Board Remuneration with the longer-term interests of the Company and its Shareholders
- ✓ Minimize complexity and ensure transparency
- ✓ Link to long term strategy as well as annual business performance of the Company

Reflective of line expertise, market competitiveness so as to attract the best talent.

Details of Remuneration paid to Directors for the year ended March 31, 2018:

#### (a) Non-Executive Independent Directors

NAME OF DIRECTOR	SITTING FEES
Mr. Sharad Kankaria	14,000/-
Mr. Anil Upadhyay	10,000/-
Mr. Padam Kumar Jain	10,000/-
Mr. Shiv Shanker	6,000/-

## (b) Executive Directors

PARTICULARS	MR. DIGVIJAY DHABRIYA	MRS. ANITA DHABRIYA	MR. MAHENDRA KARNAWAT	MR. SHREYANSH DHABRIYA
Term of appointment	For a period of 5 years form September 01, 2014 to August 31, 2019	For a period of 5 years form September 01, 2014 to August 31, 2019	For a period of 5 years form September 01, 2014 to August 31, 2019	For a period of 5 years form September 01, 2014 to August 31, 2019
Salary	₹ 71,20,000/-	₹ 18,60,000/-	₹ 14,40,000/-	₹ 16,00,000/-
Allowances	NIL	NIL	NIL	NIL
Commission	NIL	NIL	NIL	NIL
Variable Pay	NIL	NIL	NIL	NIL
Minimum Remuneration	The remuneration paid to Mr. Digvijay Dhabriya, is in line with Section II of Part II of Schedule V of Companies Act, 2013.	The remuneration paid to Mrs. Anita Dhabriya, is in line with Section II of Part II of Schedule V of Companies Act, 2013.	The remuneration paid to Mr. Mahendra Karnawat, is in line with Section II of Part II of Schedule V of Companies Act, 2013.	The remuneration paid to Mr. Shreyansh Dhabriya, is in line with Section II of Part II of Schedule V of Companies Act, 2013.
Notice Period & Severance Fees	Six months' notice or six months' salary in lieu thereof	Three months' notice or three months' salary in lieu thereof.	Three months' notice or three months' salary in lieu thereof.	Three months' notice or three months' salary in lieu thereof.

**Performance Evaluation**

The Board of Directors has carried out an annual evaluation of its own performance, its Committees and individual Directors pursuant to the requirements of the Act and the Listing Regulations, after taking into consideration the 'Guidance Note on Board Evaluation' dated January 5, 2017 issued by SEBI.

Further, the Independent Directors, at their exclusive meeting held on March 30, 2018 reviewed the performance of the Board, its Chairman and Non-Executive Directors and other items as stipulated under the Listing Regulations, on the broad parameters laid down under the Company's Nomination and Remuneration Policy.

**3. SHAREHOLDER'S/ INVESTORS GRIEVANCE COMMITTEE****Composition**

The Shareholder's/Investors Grievance Committee comprises Mr. Anil Upadhyay, Independent Director as the Chairman & Mr. Sharad Kankaria and Mr. Digvijay Dhabriya as members of the Committee.

**Term of Reference**

The Committee looks into the matters of Shareholders/Investors grievance along with other matters listed below:

- ✓ Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the cages in the reverse for recording transfers have been fully utilized.
- ✓ Issue of duplicate certificates and new certificates on split/ consolidation/ renewal, etc.; and
- ✓ Review the process and mechanism of redressal of Shareholders /Investors grievance and suggest measures of improving the system of redressal of Shareholders /Investors grievances.
- ✓ non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or

any officer of the Company arising out in discharge of his duties.

- ✓ Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.
- ✓ Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of insider Trading) Regulations, 1992 as amended from time to time.
- ✓ Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting,
- ✓ Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

#### Meetings and Attendance

The Shareholder's/Investors Grievance Committee met four times during the year on May 13, 2017, August 12, 2017, December 09, 2017 and February 12, 2018. The necessary quorum was present for the Meeting. The Chairman of the Committee was present at the last Annual General Meeting of the Company.

The Table below provides the Attendance of the Shareholder's/Investors Grievance Committee members:

SL. NO.	NAME OF THE DIRECTORS	POSITION	NO. OF MEETINGS ATTENDED
1)	Anil Upadhyay ID	Chairman	3 of 4
2)	Sharad Kankaria ID	Member	3 of 4
3)	Digvijay Dhabriya CMD	Member	4 of 4

#ID - Independent Director, CMD - Chairman & Managing Director

#### Details of Shareholders' Complaints Received, Solved and Pending as on March 31, 2018

The Company expresses satisfaction with the Company's performance in dealing with investor grievance. The Company has not received any complaints during the year. Hence there were no complaints outstanding as on March 31, 2018.

#### 4. Corporate Social Responsibility Committee

The Corporate Social Responsibility (CSR) Committee comprises Mr. Sharad Kankaria, Independent Director as the Chairman & Mr. Digvijay Dhabriya and Mr. Mahendra Karnawat as members of the Committee. The Composition of CSR Committee is in accordance with the provisions of section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014. The Company has formulated CSR Policy, which is uploaded on the website of the Company viz. [www.polywood.org](http://polywood.org). The weblink for the same is <http://polywood.org/pdfs/Corporate-Social-Responsibility-Policy.pdf>.

#### Term of Reference

The role of Nomination and Remuneration/Compensation Committee is as follows:

- ✓ To formulate and recommend to the board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in the Schedule VII.
- ✓ To recommend the expenditure that can be incurred for this purpose.
- ✓ To monitor CSR Policy of the Company from time to time.

#### Meetings and Attendance

The Corporate Social Responsibility Committee met once during the year on March 17, 2018. The necessary quorum was present for the Meeting. The Chairman of the Committee was present at the last Annual General Meeting of the Company.

The Table below provides the Attendance of the Corporate Social Responsibility Committee members:

SL. NO.	NAME OF THE DIRECTORS	POSITION	NO. OF MEETINGS ATTENDED
1)	Sharad Kankaria ID	Chairman	1 of 1
2)	Digvijay Dhabriya CMD	Member	1 of 1
3)	Mahendra Karnawat WTD	Member	1 of 1

#ID - Independent Director, CMD - Chairman & Managing Director, WTD - Whole Time Director

#### 5. Independent Directors' Meeting

During the year under review, the Independent Directors met on March 30, 2018, inter alia, to discuss:

- ✓ Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole.
- ✓ Evaluation of the performance of the chairman of the Company, taking into account the views of the Executive and Non-executive directors.
- ✓ 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.

#### SUBSIDIARY COMPANIES

The Company monitors performance of its Subsidiary Companies, *inter-alia* by following means:

- ✓ The Audit Committee reviews financial statements of the subsidiary companies, along with investment made by them, on a quarterly basis.
- ✓ The Board of Directors reviews the Board Meeting minutes and statements of all significant transactions and arrangements, if any, of the subsidiary companies.

The Company has formulated a policy for determining its 'Material' Subsidiaries and the same is available on the website of the Company viz. [www.polywood.org](http://polywood.org). the weblink for the same is <http://polywood.org/pdfs/Material-Subsidiary-Policy.pdf>.

Polywood Green Building Systems Pvt. Ltd. is a Wholly-owned Subsidiary, incorporated in India, is an unlisted material subsidiary of the Company. (Under the Listing Regulations, a "material subsidiary" shall mean a subsidiary, whose income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of the listed entities and its subsidiaries in the immediately preceding financial year).

Company does not have any Listed Subsidiary.

#### AFFIRMATIONS AND DISCLOSURES:

##### 1. Compliance with Governance Framework

The Company is in compliance with all mandatory requirements under the Listing Regulation.

##### 2. Related Party Transactions

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Listing Regulation during the financial year were in the ordinary course of business and on arm's length basis and do not attract the provisions of section 188 of the Companies Act, 2013.

Related party transactions have been disclosed under the Note no. 43 of significant accounting policies and notes forming part of the financial statements in accordance with "Ind AS". A statement in summary form of transactions with related parties in the ordinary course of business and arm's length basis is periodically placed before the Audit committee for review and recommendation to the Board for their approval.

As required under Regulation 23(1) of the Listing Regulations, the Company has formulated a policy on dealing with Related Party Transactions. The Policy is available on the website of the Company viz. [www.polywood.org](http://polywood.org). The weblink for the same is <http://polywood.org/pdfs/Related-Party-Transaction-Policy.pdf>.

None of the transactions with related parties were in conflict with the interest of the Company. All the transactions are in the normal course of business and have no potential conflict with the interest of the Company at large and are carried out on an arm's length basis or fair value basis.



**3. Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange or SEBI or any Statutory Authority, on any matter related to capital markets, during last year.**

The Company has complied with all requirements of the Listing Agreements entered into with the Stock Exchange as well as the regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed by either SEBI or the Stock Exchanges or any statutory Authority for non-compliance of any matter related to the capital markets during the last three years.

**4. Vigil Mechanism/Whistle Blower Policy**

Pursuant to section 177(9) and (10) of Companies Act, 2013 and Regulation 22 of the Listing Regulation, the Company has formulated Vigil Mechanism/Whistle Blower Policy for Directors and Employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct.

The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company's

website viz. [www.polywood.org](http://www.polywood.org). The weblink for the same is <http://polywood.org/pdfs/Dhabriya.pdf>.

**5. Disclosure of Accounting Treatment**

In the preparation of the Financial Statement, the Company has followed the Indian Accounting Standards referred to in section 133 of the Companies Act, 2013. The Significant Accounting Policies which are consistently applied are set out in the Notes to the Financial Statements.

**6. Risk Management**

Business risk evaluation and management is ongoing process within the Company. The Assessment is periodically examined by the Board.

**7. Non-mandatory requirements**

Adoption of Non-mandatory requirements of Listing Regulation is being reviewed by the Board from time-to-time.

**8. Commodity price risks/Foreign Exchange Risk and Commodity hedging activities**

The Raw material of the Company is imported regularly, as per purchase guidelines of the company. The Company's performance may get impacted in case of substantial change in prices of raw material or foreign exchange rate fluctuations. The Company does not undertake commodity hedging activities.

## SHAREHOLDER INFORMATION

### General Body Meeting

Details of Last Annual General Meetings and the summary of Special Resolutions passed therein as under:

FINANCIAL YEAR	DATE AND TIME	VENUE	DETAILS OF SPECIAL RESOLUTION PASSED
2014-15	September 26, 2015 11.00 A.M	SP-2032 (A), Ramchandrapura Industrial Area, Sitapura Extension, Jaipur-302020	<ul style="list-style-type: none"> <li>✓ Approval of Polywood Employee Stock Option Scheme 2015</li> <li>✓ Approval of Polywood Employee Stock Option Scheme 2015 for Subsidiary Company</li> <li>✓ To issue and allotment of Bonus Share</li> <li>✓ Revision in Remuneration of Managing Director and all Whole-Time Directors</li> </ul>
2015-16	October 15, 2016 11:00 A.M	SP-2032 (A), Ramchandrapura Industrial	No Special Resolution was passed.

FINANCIAL YEAR	DATE AND TIME	VENUE	DETAILS OF SPECIAL RESOLUTION PASSED
		Area, Sitapura Extension, Jaipur-302020	
2016-17	September 26, 2017 11:00 A.M	SP-2032 (A), Ramchandrapura Industrial Area, Sitapura Extension, Jaipur-302020	✓ Revision in Remuneration of Managing Director and all Whole-Time Directors. ✓ Determination of fees to be charged for service of document in a particular mode.

No special resolution is proposed to be conducted through Postal Ballot in the ensuing Annual General Meeting.

#### Annual General Meeting for the financial year 2017-18

<b>DAY AND DATE</b>	SATURDAY, SEPTEMBER 29, 2018
<b>TIME</b>	11.00 A.M
<b>VENUE (Manufacturing Unit of the Company)</b>	SP-2032, (A) Ramchandrapura Industrial Area, Sitapura Extension, Jaipur - 302020
<b>FINANCIAL YEAR</b>	April 1, 2017 to March 31, 2018
<b>BOOK CLOSURE DATE</b>	September 24, 2018 to September 29, 2018 (both days inclusive)
<b>LAST DATE OF RECEIPT OF PROXY FORMS</b>	Thursday, September 27, 2018 before 11:00 A.M

#### Tentative Calendar for Financial Year ending March 31, 2019

The tentative dates of meeting of Board of Directors for consideration of quarterly financial results for the financial year ending March 31, 2019 are as follows:

SL. NO.	PARTICULAR OF QUARTER	TENTATIVE DATES
1.	First Quarter Results	In or before the second week of August 2018
2.	Second Quarter & Half Yearly Results	In or before the second week of November, 2018
3.	Third Quarter & Nine-months Results	In or before the second week of February, 2019
4.	Fourth Quarter & Annual Results	In or before the fourth week of May, 2019

#### Dividend

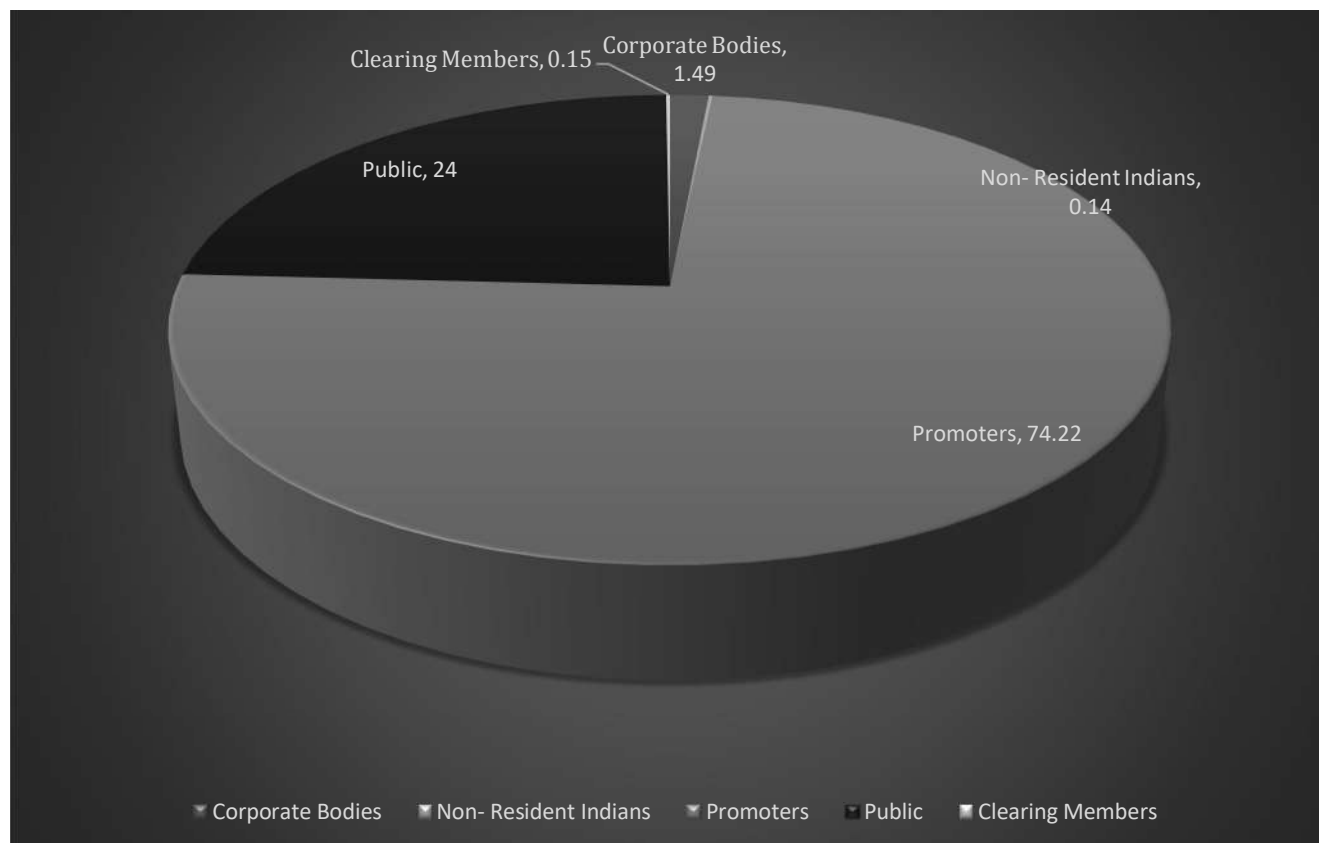
The Board of Directors of the Company does not recommend dividend for the financial year 2017-18.

#### Distribution of Shareholding as on March 31, 2018

HOLDING	SHAREHOLDERS		SHARES	
	Number	%	Number	%
1 - 500	599	71.06	85732	0.79
501 - 1000	51	6.05	41006	0.38
1001 - 2000	36	4.27	52579	0.49
2001 - 3000	51	6.05	128569	1.19
3001 - 4000	13	1.54	44806	0.41
4001 - 5000	21	2.49	102385	0.95
5001 - 10000	37	4.39	272611	2.51
10001 and above	35	4.15	10096557	93.28
<b>Grand Total</b>	<b>843</b>	<b>100.00</b>	<b>10824245</b>	<b>100.00</b>

## Categories of Shareholders as on March 31, 2018

SL. NO.	PARTICULARS	NO. OF SHARES	% OF HOLDING
<b>A.</b>	<b>Promoter Holding</b>		
	1. Individual	8033795	74.22
	2. Bodies Corporate	-	-
	<b>Sub Total (A)(1)</b>	<b>8033795</b>	<b>74.22</b>
<b>B.</b>	<b>Public Shareholding</b>		
	1. Institutions	-	-
	<b>Sub Total (B)(1)</b>	<b>-</b>	<b>-</b>
	2. Non-Institutions		
	a. Bodies Corporate	161768	1.49
	b. Individuals		
	I. Individual Shareholders holding nominal share capital up-to ` 1 lakh	670007	6.19
	II. Individual Shareholders holding nominal share capital in excess of ` 1 lakh	1926938	17.80
	c. NRIs	15301	0.14
	d. Clearing Members	16436	0.15
	<b>Sub Total (B)(2)</b>	<b>2790450</b>	<b>25.78</b>
	<b>Total (B)(1) + (B)(2)</b>	<b>2790450</b>	<b>25.78</b>
	<b>Grand Total (A)+(B)</b>	<b>10824245</b>	<b>100.00</b>



**Equity Evolution during the financial year 2017-18**

As at March 31, 2017 the paid-up Equity Share Capital of the Company was ₹ 10,58,01,500/- consisting of 1,05,80,150 Equity Shares of ₹ 10/- each. The table below gives details of equity evolution during the financial year 2017-18.

DATE	PARTICULARS	NO. OF EQUITY SHARES ISSUED OF ₹ 10/- EACH	CUMULATIVE SHARES
April 01, 2017	Preferential Allotment	2,44,095	1,08,24,245

**Consolidation of Folios and Avoidance of Multiple Mailing**

In order to enable the Company to reduce costs and duplicity of efforts for providing services to investors, members who have more than one folio in the same order of names, are requested to consolidate their holdings under one folio. Members may write to the Registrars and Transfer Agents indicating the folio numbers to be consolidated along with the original shares certificates to be consolidated.

**Reconciliation of Share Audit Report**

As stipulated by SEBI, a qualified Chartered Accountant carries out to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited and the total issued and listed capital. The audit is carried out every quarter and the report thereon is submitted to the Stock Exchange where the Company's Shares are Listed. The audit confirms that the total listed and paid-up capital is in agreement with the aggregate of total number of shares in Dematerialized form (held with CDSL and NSDL).

**Compliance with Secretarial Standards**

The Institute of Company Secretaries of India, a Statutory Body, has issued Secretarial Standards on various aspects of corporate law and practices. The Company has complied with each one of them.

**Bifurcation of Shares held in physical and demat form as on March 31, 2018**

PARTICULARS	NO. OF SHARES	%
Physical Segment	-	-
Demat Segment		
A. NSDL	1560871	14.42
B. CDSL	9263374	85.58
<b>Total (A)+(B)</b>	<b>10824245</b>	<b>100.00</b>
<b>Grand Total</b>	<b>10824245</b>	<b>100.00</b>

There are no outstanding GDRs/ADRs/Warrants/Convertible Instruments of the Company.

**Details of Shares Listed on Stock Exchange as on March 31, 2018**

NAME AND ADDRESS OF STOCK EXCHANGE	STOCK CODE
BSE Limited Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	538715

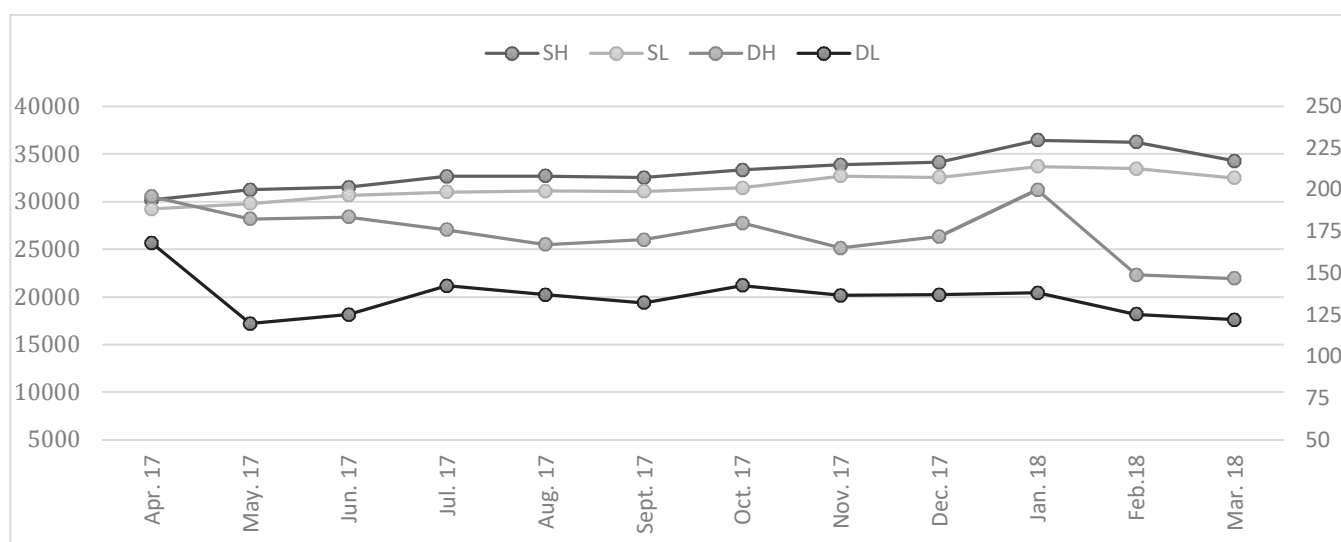
The Annual Listing Fees for the financial year 2017-18 has been paid to the Stock Exchange.

### Share Price Data

The monthly high and low prices and volumes of shares of the Company at BSE Limited (BSE) for the year ended March 31, 2018 are as under:

MONTH	BSE		
	High (₹)	Low (₹)	Volume (Nos.)
April 2017	196.00	168.00	2,57,449
May 2017	182.50	119.70	72,488
June 2017	183.70	125.00	1,65,901
July 2017	175.90	142.30	49,836
August 2017	167.20	137.00	1,12,154
September 2017	170.00	132.10	67,371
October 2017	180.00	142.50	39,752
November 2017	165.00	136.60	89,168
December 2017	172.00	137.05	66,672
January 2018	200.00	138.10	1,81,015
February 2018	149.90	125.25	38,393
March 2018	146.75	122.00	71,491
<b>Closing Share Price as on March 31, 2018 (In ₹)</b>			<b>122.00</b>
<b>Market Capitalization as on March 31, 2018 (₹ In Lakhs)</b>			<b>13205.58</b>

### Stock Performance vis-a-vis index



### Means of Communication to Shareholders

Effective communication of information is an essential component of Corporate Governance. It is a process of sharing information, thoughts, ideas and plans to all stakeholders which promotes management-shareholder relations. The Company regularly interacts with shareholders through multiple channel of communication such as results announcement,

annual report, media releases, Company's website.

1. The Unaudited quarterly/half yearly results are announced within Forty-Five days of the close of the quarter. The audited annual results are announced within sixty days from the closure of the financial year as per the requirement of the Listing Regulation.

2. The approved financial results are forthwith sent to the stock exchange and are published in a national English newspaper and in local language (Hindi) newspaper, within forty-eight hours of approval thereof and displayed on the Company's website- [www.polywood.org](http://www.polywood.org). The weblink for the same is <http://polywood.org/investors/financial-reporting.php>.
3. Managerial Discussion and Analysis forms part of the Annual Report, which is sent to the Shareholders of the Company.
4. The quarterly results, Shareholding pattern, quarterly/half yearly/yearly compliances and all other corporate communication to the stock exchange viz. BSE Limited of India are filed electronically. The Company has complied with filing submissions through BSE's BSE Listing Centre.
5. A Separate dedicated section under "Investor" on the Company's website gives relevant information of interest to the investors/public like shareholding pattern, quarterly results and other relevant information of interest to the investors/public.
6. SEBI processes investor complaints in a centralized web based complaints redressal system i.e. SCORES. Through this system a

shareholder can lodge complaint against a company for his grievance. The Company uploads the action taken on the complaint which can be viewed by the shareholder. The Company and shareholder can seek and provide clarifications online through SEBI.

#### Share transfer system

As all the shares of the Company are held in dematerialized mode, the transfer takes place instantaneously between the transferor, transferee, and the Depository Participant through electronic debit/credit of the accounts involved. In compliance with the Listing Regulation, a Practicing Company Secretary carries out audit of the system and a certificate to that effect is issued.

#### Nomination

Nomination facility in respect of shares held in electronic form is available with the Depository Participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination form can be obtained from the Company's Registrar and Transfer Agent.

#### Service of Document through Electronic mode

As a part of Green Initiatives, the members who wish to receive the notice/documents through e-mail, may kindly intimate their e-mail address to the Company's Registrar and Transfer Agent, Big Share Services Pvt. Ltd.

#### Address for Correspondence:

COMPLIANCE OFFICER	BIGSHARE SERVICES PVT. LTD.	CORRESPONDENCE WITH THE COMPANY
Mr. Sparsh Jain	Unit: Dhabriya Polywood Limited	Dhabriya Polywood Limited
Company Secretary	1 <sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai - 400059	B-9 D(1), Malviya Industrial Area, Jaipur - 302017
Phone: 141 - 4057171	Phone: 022 - 62638200	Phone: 141 - 4057171
E-mail: <a href="mailto:cs@polywood.org">cs@polywood.org</a>	Fax: 022 - 62638299	Fax: 141 - 2750814
	E-mail: <a href="mailto:babu@bigshareonline.com">babu@bigshareonline.com</a>	E-mail: <a href="mailto:info@polywood.org">info@polywood.org</a>

#### Plant Locations:

The Company's manufacturing plants are located at three places as under:

1. B-9D (1), Malviya Industrial Area, Jaipur - 302017 (Raj.)
2. SP-2032 (A), Ramchandrapura Industrial Area, Sitapura Extension, Jaipur - 302020 (Raj.)
3. 239-A, Perur Road, Kumarapalayam, Coimbatore - 641026 (Tamilnadu)

**MD/CFO CERTIFICATION TO THE BOARD**

To,  
The Board of Directors  
**Dhabriya Polywood Limited**

We the undersigned, in our respective capacity as Managing Director and Chief Financial Officer of Dhabriya Polywood Limited ("the Company") to the best of our knowledge and belief certify that:

1. We have reviewed Financial Statements and the Cash Flow Statement for the Financial Year ended March 31, 2018 and that to the best of our knowledge and belief, we state that:
  - (i) These statements do not contain any materially untrue statements or omit any material fact or contain any statements that might be misleading;
  - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Indian accounting standards, applicable laws and regulations.
2. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of

the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.

4. We have indicated, based in our most recent evaluation, wherever applicable, to the Auditors and the Audit Committee:
  - (i) significant changes, if any, in internal control over financial reporting during the year;
  - (ii) significant changes, if any, in accounting policies during the period and that the same have been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over the financial reporting.

For Dhabriya Polywood Limited

Sd/- **Digvijay Dhabriya**  
**Hitesh Agrawal** Chairman & Managing Director  
 Chief Financial Officer DIN: 00519946

Jaipur, May 29, 2018

**Declaration by the Managing Director to Compliance with the Code of Business Conduct and Ethics**

I hereby confirm that, all the Directors and Senior Management Personnel have affirmed compliance with Dhabriya Polywood Limited Code of Business conduct and Ethics for the year ended March 31, 2018.

For Dhabriya Polywood Limited

Sd/- **Digvijay Dhabriya**  
 Chairman & Managing Director  
 DIN: 00519946

Jaipur, May 29, 2018

## AUDITOR'S CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE

### Independent Auditors' Certificate on Compliance with the Corporate Governance requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. This report contains details of compliance of conditions of Corporate Governance by Dhabriya Polywood Limited ('the Company') for the year ended March 31, 2018 as stipulated in Regulations 17-27, clause (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') pursuant to the Listing Agreement of the Company with Stock Exchanges.

#### Management's Responsibility for compliance with the conditions of Listing Regulations

2. The compliance with the terms and conditions contained in the Corporate Governance is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents.

#### Auditors' Responsibility

3. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended March 31, 2018.
5. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

#### Opinion

7. In our opinion, and to the best of our information and according to explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

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.

#### Restriction on use

8. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **Narendra Sharma & Co.**  
Chartered Accountants  
Firm Reg. No. 004983C

Sd/-  
**CA Yogesh Gautam**  
Partner  
M. No. 072676

Jaipur, May 29, 2018



### INDEPENDENT AUDITOR'S REPORT

To the Members of  
**Dhabriya Polywood Limited**

#### **Report on the Standalone Ind AS Financial Statements**

We have audited the accompanying standalone Ind AS financial statements of **DHABRIYA POLYWOOD LIMITED** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

#### **Management's Responsibility for the STANDALONE Ind AS Financial Statements**

The Company's Board of Directors is responsible for the matter 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, cash flows and changes in equity of the Company in accordance with the Accounting Standards (Ind AS) notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.

In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order issued under Section 143(11) of the Act.

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

#### **Opinion**

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 other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

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

1. 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.

## ANNUAL REPORT 2017-18

- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and 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 prescribed under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors of the Company as on 31<sup>st</sup> March 2018, taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2018 from being appointed as a Director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”.
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to

the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements in its standalone Ind AS financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. There were no amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year.
2. As required by the Companies (Auditor’s Report) Order, 2016 (“the Order”) issued by the Central Government in terms of Section 143(11) of the Act and on the basis of such checks of the books & records of the Company as we considered appropriate and according to the information & explanations given to us, we give in “Annexure B” a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **NARENDRA SHARMA & CO.**  
Chartered Accountants  
(Firm Regn No. 004983C)

Sd/-  
**(YOGESH GAUTAM)**  
Partner

**Jaipur, May 29, 2018 Membership No. 072676**

## ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in Paragraph 1(f) under “Report on Other Legal and Regulatory Requirements” of our report of even date)

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

We have audited the internal financial controls over financial reporting of **DHABRIYA POLYWOOD LIMITED** (“the Company”) as of March 31, 2018 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” (the “Guidance Note”) issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the

## ANNUAL REPORT 2017-18

Guidance Note and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material mis-statement 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note.

For **NARENDRA SHARMA & CO.**  
Chartered Accountants  
(Firm Regn No. 004983C)

Sd/-  
**(YOGESH GAUTAM)**  
Partner

Jaipur, May 29, 2018 Membership No. 072676

**ANNUAL REPORT 2017-18**  
**ANNEXURE “B” TO THE INDEPENDENT**  
**AUDITOR’S REPORT**

(Referred to in Paragraph 2 under “Report on Other Legal and Regulatory Requirements” section of our report of even date to the members of **DHABRIYA POLYWOOD LIMITED** on the Financial Statements for the year ended on 31<sup>st</sup> March 2018, we report that:

- (i) In respect of its fixed assets:
  - a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
  - b. As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable having regard to the size of the Company and nature of its assets. According to information and explanation given to us, no material discrepancies were noticed on such physical verification.
  - c. According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deeds and lease agreements provided to us, we report that, the title deeds, comprising all the immovable properties of land (freehold and/or leasehold), are held in the name of the Company as at the Balance Sheet date.
- (ii) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.
- (iii) The Company has not granted any loans, secured or unsecured, to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 hence reporting under (iii)(a), (iii)(b) and (iii)(c) is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the

Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

- (v) According to the information and explanations given to us, the Company has not accepted any deposit from the public during the year.
- (vi) The maintenance of cost records has been specified by the Central Government under Section 148(1) of the Companies Act, 2013. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) According to the information and explanation given to us in respect of statutory dues:
  - a. The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees’ State Insurance, Income-tax, Sales Tax, Service Tax, Goods and Service Tax, Customs Duty, Excise Duty, Value Added Tax, cess and other material statutory dues applicable to it to the appropriate authorities.
  - b. There were no undisputed amounts payable in respect of Provident Fund, Employees’ State Insurance, Income-tax, Sales Tax, Service Tax, Goods and Service Tax, Customs Duty, Excise Duty, Value Added Tax, cess and other material statutory dues in arrears as at 31<sup>st</sup> March 2018 for a period of more than six months from the date they became payable.
  - c. There were no dues pending to be deposited on account of any dispute in respect of Income Tax, Wealth Tax, Sales Tax, Custom Duty, Service Tax, Excise Duty, Cess, Value Added Tax, Goods and Service Tax except:

NAME OF THE STATUTE	NATURE OF DUES	PERIOD TO WHICH AMOUNT RELATED (FY)	FORUM WHERE DISPUTE IS PENDING	AMOUNT INVOLVED* (IN ₹)	AMOUNT PAID UNDER PROTEST (IN ₹)	AMOUNT UNPAID (IN ₹)
Income Tax Act, 1961	Income Tax	2011-12	CIT Appeal - II, Jaipur	4,74,150/-	Nil	4,74,150/-
Central Excise Act, 1944	Service Tax	2015-16	Commissioner of Central Excise (Appeals)	6,33,153/-	Nil	6,33,153/-

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks and financial institutions. Company has not taken any loan or borrowing from Government and has not issued any debentures.

(ix) In our opinion and according to the information and explanations given to us, money raised by way of the term loans have been applied by the Company during the year for the purposes for which they were raised, other than temporary deployment pending application of proceeds. The Company has not raised moneys by way of further public offer (including debt instruments) during the year.

(x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.

(xi) In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

(xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 188 and 177 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) During the year under review the Company has made preferential allotment of 244095 fully paid-up equity shares on non-cash basis and Company has complied with the requirement of Section 42 of Companies Act, 2013.

(xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or Directors of its subsidiary companies or persons connected with him and hence provisions of Section 192 of the Companies Act, 2013 are not applicable.

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

For **NARENDRA SHARMA & CO.**  
Chartered Accountants  
(Firm Regn No. 004983C)

Sd/-  
**(YOGESH GAUTAM)**  
Partner

Jaipur, May 29, 2018 Membership No. 072676

<b>DHABRIYA POLYWOOD LIMITED</b>				
<b>BALANCE SHEET</b>				
<b>AS AT 31<sup>st</sup> MARCH 2018</b>				
<b>Particulars</b>	<b>Note</b>	<b>As at 31<sup>st</sup> March 2018</b>	<b>As at 31<sup>st</sup> March 2017</b>	<b>As at 31<sup>st</sup> March, 2016</b>
<b>A. ASSETS</b>				
<b>I. Non-current Assets</b>				
a) Property, Plant and Equipment	4	340792153	346488304	313651059
b) Capital work-in progress	4	0	677127	60000
c) Investment Property	5	8008591	2262165	2377980
d) Financials Assets				
i) Investments	6	48015565	17015500	508000
ii) Loans	7	2235639	2190259	2453352
iii) Others		0	0	0
e) Other non-current assets	8	12578739	12578739	12578739
<b>Total Non-Current Assets</b>		<b>411630687</b>	<b>381212094</b>	<b>331629130</b>
<b>II. Current Assets</b>				
a) Inventories	9	198888003	153419220	121832072
b) Financial Assets				
i) Trade Receivables	10	196930953	207025715	168029257
ii) Cash and cash equivalents	11	14916568	19654332	13846214
iii) Bank balances other than (iii) above		0	0	0
iv) Loans	12	2812297	2708797	3205567
v) Others	13	4467808	7151363	4837097
c) Other Current Assets	14	21045547	17011133	18985132
<b>Total Current Assets</b>		<b>439061175</b>	<b>406970560</b>	<b>330735339</b>
<b>Total Assets</b>		<b>850691862</b>	<b>788182654</b>	<b>662364469</b>
<b>B. EQUITY AND LIABILITIES</b>				
<b>I. EQUITY</b>				
a) Equity Share Capital	15	108242450	105801500	102500000
b) Other Equity	16	240397837	169647892	119106892
<b>Total Equity</b>		<b>348640287</b>	<b>275449392</b>	<b>221606892</b>
<b>II. LIABILITIES</b>				
<b>1) Non-current Liabilities</b>				
a) Financial Liabilities				
i. Borrowings	17	139125269	164398725	164019709
ii. Other Financial Liabilities	18	2635000	2030000	1705000
b) Provisions	19	10347533	10580220	9003735
c) Deferred tax liabilities (net)	20	5813603	5754217	2425595
d) Other non-current liabilities		0	0	0
<b>Total Non-Current Liabilities</b>		<b>157921405</b>	<b>182763162</b>	<b>177154039</b>
<b>2) Current Liabilities</b>				
a) Financial Liabilities				
i. Borrowings	21	198116017	164365084	133915492
ii. Trade Payables	22	63064955	62489546	27333513
iii. Other Financial Liabilities	23	50985169	63670192	59984170
b) Other Current Liabilities	24	6071999	14214503	18937920
c) Provisions	25	14288144	15191490	12542860
d) Current tax liabilities (Net)	26	11603886	10039286	10889583
<b>Total Current Liabilities</b>		<b>344130170</b>	<b>329970100</b>	<b>263603538</b>
<b>Total Equity and Liabilities</b>		<b>850691862</b>	<b>788182654</b>	<b>662364469</b>
<i>See accompanying notes forming part of the Financial statements</i>		<i>1 to 46</i>		
As per our Report of even date <b>For NARENDRA SHARMA &amp; Co.</b> <b>Chartered Accountants</b> <b>Firm Regn. No. 004983C</b>  Sd/- <b>(CA YOGESH GAUTAM)</b> <b>Partner</b> M. No. 072676  <b>Jaipur, 29<sup>th</sup> May, 2018</b>		<b>For DHABRIYA POLYWOOD LIMITED</b>  Sd/- <b>DIGVIJAY DHABRIYA</b> <b>Director</b> (DIN: 00519946)  Sd/- <b>Hitesh Agrawal</b> <b>Chief Financial Officer</b>  Sd/- <b>SHREYANSH DHABRIYA</b> <b>Director</b> (DIN: 06940427)  Sd/- <b>Sparsh Jain</b> <b>Company Secretary</b>		

DHABRIYA POLYWOOD LIMITED																																																			
STATEMENT OF PROFIT AND LOSS																																																			
FOR THE YEAR ENDED ON 31 <sup>st</sup> MARCH, 2018																																																			
Particulars	Note	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017																																																
<b>Revenue</b>																																																			
I. Revenue from operations	27	801357767	808231953																																																
II. Other Income	28	2146705	2989706																																																
<b>III. Total Revenue (I+II)</b>		<b>803504471</b>	<b>811221659</b>																																																
<b>IV. Expenses</b>																																																			
(a) Cost of materials Consumed	29	425495399	400318372																																																
(b) Purchase of Traded Goods	30	7236771	13563722																																																
(c) Change in Inventories of Finished Goods, WIP and Stock-in-trade	31	(19034486)	(6996059)																																																
(d) Excise duty on Sales		20037057	79096354																																																
(e) Employee Benefits Expense	32	132924009	108377365																																																
(f) Finance Cost	33	36299859	35717159																																																
(g) Depreciation and Amortization Expense	34	28127831	25984216																																																
(h) Other Expenses	35	112451590	98329407																																																
<b>Total Expenses (IV)</b>		<b>743538031</b>	<b>754390537</b>																																																
<b>V. Profit Before Tax (III-IV)</b>		<b>59966441</b>	<b>56831122</b>																																																
<b>VI. Tax Expense/ (credit):</b>																																																			
(a) Current Tax	26	20000000	16000000																																																
(b) Deferred Tax		(932374)	3294653																																																
(c) Short/ (Excess) provision for taxes of earlier years		715832	270239																																																
<b>Total Tax</b>		<b>19783458</b>	<b>19564892</b>																																																
<b>VII. Profit for the period (V-VI)</b>		<b>40182983</b>	<b>37266230</b>																																																
<b>VIII. Other Comprehensive Income (OCI)</b>																																																			
Item that will not be reclassified to profit or loss																																																			
- Remeasurements of the defined benefit liabilities		2999607	102739																																																
- Income tax relating to items that will not be reclassified to profit or loss		(991760)	(33969)																																																
<b>Other Comprehensive Income for the period After Tax</b>		<b>2007847</b>	<b>68770</b>																																																
<b>IX. Total Comprehensive Income for the period After Tax (VII + VIII)</b>		<b>42190830</b>	<b>37335000</b>																																																
<b>X. Earnings per Equity Share (of ₹ 10/- each)</b>																																																			
(a) Basic & Diluted	36	3.71	3.52																																																
<i>See accompanying notes forming part of the financial statements</i>	1to46																																																		
<table> <tr> <td colspan="2">As per our Report of even date</td><td colspan="2">For DHABRIYA POLYWOOD LIMITED</td></tr> <tr> <td colspan="2">For NARENDRA SHARMA &amp; Co.</td><td colspan="2"></td></tr> <tr> <td colspan="2">Chartered Accountants</td><td colspan="2"></td></tr> <tr> <td colspan="2">Firm Regn. No. 004983C</td><td>Sd/-</td><td>Sd/-</td></tr> <tr> <td colspan="2"></td><td>DIGVIJAY DHABRIYA</td><td>SHREYANSH DHABRIYA</td></tr> <tr> <td colspan="2"></td><td>Director</td><td>Director</td></tr> <tr> <td colspan="2"></td><td>(DIN: 00519946)</td><td>(DIN: 06940427)</td></tr> <tr> <td colspan="2">Sd/-</td><td>Sd/-</td><td>Sd/-</td></tr> <tr> <td colspan="2">(CA YOGESH GAUTAM)</td><td>HITESH AGRAWAL</td><td>SPARSH JAIN</td></tr> <tr> <td colspan="2">Partner</td><td>Chief Financial Officer</td><td>Company Secretary</td></tr> <tr> <td colspan="2">M. No. 072676</td><td></td><td></td></tr> <tr> <td colspan="2">Jaipur, 29<sup>th</sup> May, 2018</td><td></td><td></td></tr> </table>				As per our Report of even date		For DHABRIYA POLYWOOD LIMITED		For NARENDRA SHARMA & Co.				Chartered Accountants				Firm Regn. No. 004983C		Sd/-	Sd/-			DIGVIJAY DHABRIYA	SHREYANSH DHABRIYA			Director	Director			(DIN: 00519946)	(DIN: 06940427)	Sd/-		Sd/-	Sd/-	(CA YOGESH GAUTAM)		HITESH AGRAWAL	SPARSH JAIN	Partner		Chief Financial Officer	Company Secretary	M. No. 072676				Jaipur, 29 <sup>th</sup> May, 2018			
As per our Report of even date		For DHABRIYA POLYWOOD LIMITED																																																	
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<b>DHABRIYA POLYWOOD LIMITED</b>				
<b>CASH FLOW STATEMENT</b>				
<b>FOR THE YEAR ENDED ON 31<sup>st</sup> MARCH, 2018</b>				
<b>Particulars</b>	<b>For the year ended 31<sup>st</sup> March, 2018</b>		<b>For the year ended 31<sup>st</sup> March, 2017</b>	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit before tax as per Profit & Loss Statement		59966441		56831122
<b>Adjusted for:</b>				
Depreciation and amortization expenses	28127831		25984216	
Finance Costs	36299859		35717159	
Interest Income	(871882)		(1227550)	
		63555808		60473825
Operating Profit before working capital changes		123522249		117304947
<b>Adjustment for:</b>				
(Increase) / Decrease in Trade Receivables	10094762		(38996458)	
(Increase) / Decrease in Inventories	(45468783)		(31587148)	
(Increase) / Decrease in Other Assets	(1499739)		419597	
(Decrease) / Increase in Trade Payables	575409		35156033	
(Decrease) / Increase in Provisions	(1136033)		4225115	
(Decrease) / Increase in Other Liabilities	(11890278)		(11325055)	
		(49324662)		(42107916)
Cash generated from/ (used in) operations		74197587		75197031
Direct Taxes Paid		(9111946)		(6230953)
<b>Net cash generated from/ (used in) operating activities - (A)</b>		<b>65085641</b>		<b>68966078</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Payment for Property, plant and equipment and Capital work in progress and Investment properties	(27500980)		(59322773)	
Interest income	871882		1227550	
<b>Net cash (used in) Investing Activities - (B)</b>		<b>(26629098)</b>		<b>(58095223)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Proceeds from Non-Current borrowings	36222365		39239880	
Repayment of Non-Current borrowings	(76867748)		(39035049)	
Proceeds from Issue of share Capital	0		0	
Net Increase/(decrease) in Current borrowings	33750934		30449591	
Interest paid	(36299859)		(35717159)	
<b>Net cash (used in)/ from financing activities - (C)</b>		<b>(43194308)</b>		<b>(5062736)</b>
<b>Net Increase/ (decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>		<b>(4737764)</b>		<b>5808118</b>
<b>Cash and cash equivalents at the beginning of the year</b>		<b>19654332</b>		<b>13846214</b>
<b>Cash and cash equivalents at the end of the year</b>		<b>14916568</b>		<b>19654332</b>
<b>1. Cash and cash equivalents at the end of the year comprises:</b>				
Cash on hand		536305		270653
Balances with Banks				
(i) In current accounts		3217154		7823091
(i) In fixed deposit accounts		11163109		11560588
<b>Total</b>		<b>14916568</b>		<b>19654332</b>
As per our Report of even date For NARENDRA SHARMA & Co. Chartered Accountants Firm Regn. No. 004983C		For DHABRIYA POLYWOOD LIMITED		
Sd/- (CA YOGESH GAUTAM) Partner M. No. 072676 Jaipur, 29 <sup>th</sup> May, 2018		Sd/- DIGVIJAY DHABRIYA Director (DIN: 00519946)  Sd/- HITESH AGRAWAL Chief Financial Officer		
		Sd/- SHREYANSH DHABRIYA Director (DIN: 06940427)  Sd/- SPARSH JAIN Company Secretary		



DHABRIYA POLYWOOD LIMITED				
STATEMENT OF CHANGES IN EQUITY				
For the year ended on 31 <sup>st</sup> MARCH 2018				
A. Equity Share Capital				
Particulars				Amount
Balance as at 01 <sup>st</sup> April, 2016				102500000
Changes in equity share capital during the year				3301500
Balance as at 31st March, 2017				105801500
Changes in equity share capital during the year				2440950
Balance as at 31st March, 2018				108242450
B. Other Equity				
Particulars	Other Equity			Amount
	Reserve and Surplus			
	General Reserve	Share Premium Account	Retained Earnings Account	
Balance as at 01st April, 2016	118238523	0	868369	119106892
1. Profit for the year	0	0	37266230	37266230
2. Other comprehensive income for the year, net of income tax	0	0	68770	68770
Total Comprehensive Income for the year	0	0	37335000	37335000
3. Premium received on issue of Shares	0	13206000	0	13206000
4. Transfer to / (from) Retained earnings	37335000	0	(37335000)	0
Balance as at 31st March, 2017	155573523	13206000	868369	169647892
1. Profit for the year	0	0	40182983	40182983
2. Other comprehensive income for the year, net of income tax	0	0	2007847	2007847
Total Comprehensive Income for the year	0	0	42190830	42190830
3. Premium received on issue of Shares	0	28559115	0	28559115
Balance as at 31st March, 2018	155573523	41765115	43059199	240397837
As per our Report of even date For NARENDRA SHARMA & Co. Chartered Accountants Firm Regn. No. 004983C		For DHABRIYA POLYWOOD LIMITED		
Sd/- (CA YOGESH GAUTAM) Partner M. No. 072676  Jaipur, 29 <sup>th</sup> May, 2018	Sd/- DIGVIJAY DHABRIYA Director (DIN: 00519946)  Sd/- HITESH AGRAWAL Chief Financial Officer	Sd/- SHREYANSH DHABRIYA Director (DIN: 06940427)  Sd/- SPARSH JAIN Company Secretary		

**1. GENERAL INFORMATION**

Dhabriya Polywood Limited ('The Company') is a public limited Company domiciled and incorporated under the provisions of the Companies Act, 1956 in India in 1992. The Company's equity shares are listed at the Bombay Stock Exchange (BSE). It is headquartered in Jaipur in Rajasthan and having its manufacturing units at two places in Rajasthan at Jaipur and one place in Tamilnadu at Coimbatore. Apart from that Company has its marketing network spread throughout India to cover all major markets. The Company is one of the leading manufacturer & suppliers of Extruded PVC Profile Sections, Dstona Sheets & Moldings for various furnishing & furniture applications (i.e. Doors, Partitions, Ceiling, Paneling, fencing, prefabs, interior & furnishing etc.) and uPVC Windows & Door Systems. All the product range of Company is developed & produced on Save Tress concept without using natural wood.

The financial statements for the year ended 31st March 2018 were approved by the Board of Directors and authorised for issue on May 29, 2018.

**2. STATEMENT OF COMPLIANCE**

These financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act, as applicable. The financial statements up to the year ended 31st March 2017 were prepared in accordance with Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 and other relevant provisions of the Act ('Previous GAAP'). These are Company's first Ind AS financial statements. The date of transition to Ind AS is April 1, 2016. Refer note 45 for an explanation of the transition from previous GAAP to Ind AS and the effect on the Company's financial position, financial performance and cash flows.

**3. SIGNIFICANT ACCOUNTING POLICIES**

**A. BASIS OF PREPERATION AND PRESENTATION**

The financial statements have been prepared on accrual basis under the historical cost basis except for certain financial instruments which are measured at fair value at the end of each reporting period.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. However, when the Company determines that transaction price does not represent the fair value, it uses inter-alia valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All financial assets and financial liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy. This categorization is based on the lowest level input that is significant to the fair value measurement as a whole:

- ✓ Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- ✓ Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- ✓ Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

Financial assets and financial liabilities that are recognized at fair value on a

recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period.

## **B. REVENUE RECOGNITION**

**Sale of Goods:** - Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment, net of returns and allowances, trade discounts and volume rebates.

Sales of products is inclusive of excise duty and net of value added tax / sales tax / goods and service tax (GST).

Revenue is recognized when the significant risks and rewards of ownership have been transferred to the customer, recovery of the consideration is probable, the associated costs can be estimated reliably, there is no continuing management involvement with the goods nor it exercises effective control over the goods and the amount of revenue can be measured reliably. The timing of the transfer of risks and rewards varies depending on the individual terms of the sales arrangements.

**Income from Services:** Revenue from sale of services are recognized when services are rendered, and related costs are incurred. Income from services is net of service tax / goods and service tax (GST).

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

## **C. PROPERTY, PLANT AND EQUIPMENT**

On transition to Ind AS the Company has adopted the optional exemption under Ind AS 101 to use the carrying value of the Property, plant and equipment as the deemed cost. Subsequently Property,

plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and accumulated impairment losses, if any. For this purpose, cost includes deemed cost which represents the carrying value of property, plant and equipment recognized as at 1st April, 2016 measured as per the previous GAAP. Cost of acquisition or construction is inclusive of freight, duties, relevant taxes, incidental expenses and interest on loans attributable to the acquisition of qualifying assets, up to the date of commissioning of the assets. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for qualifying assets, upto the date of commissioning of the assets. All repair and maintenance costs are recognized in profit or loss as incurred. Assets are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use.

Capital work-in-progress - Assets which are not yet ready for their intended use are carried at cost comprising direct cost, related incidental expenses and attributable interest.

### **Depreciation methods, estimated useful lives and residual value**

Depreciation on Property, plant and equipment is provided to the extent of depreciable amount on the Written Down Value (WDV) Method on the basis of useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 to allocate their cost, net of their residual values, over their estimated useful lives as follows:

- Buildings - 30 Years
- Plant and Equipment - 15 Year
- Furniture & Fixtures - 10 Years
- Vehicles - 8-10 Years
- Computer and accessories - 3- 6 Years
- Office Equipment - 5 Years

Depreciation on additions and deletion during the year has been provided on pro rata basis with reference to the date of addition and deletion. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Gains and losses on disposals are determined by comparing proceeds with

carrying amount. These are included in the statement of profit and loss within other income or other expenses.

#### **D. INVESTMENT PROPERTY**

On transition to Ind AS, the Company has adopted optional exemption under Ind AS 101 to use the carrying value of Investment Properties as the deemed cost. Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. Investment properties are depreciated using the written down value method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

#### **E. IMPAIRMENT OF ASSETS**

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period. The Company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Company's cash-generating units to which the individual assets are allocated.

Impairment losses, if any, are recognized in the statement of profit and loss. After impairment depreciation is provided on the revised carrying amount of the asset over its remaining useful life. An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

#### **F. FOREIGN CURRENCY TRANSACTIONS**

The functional currency of the Company is Indian rupee. Transactions denominated in foreign currencies are normally recorded on initial recognition at the exchange rate prevailing at the time of transaction. Monetary items (i.e. liabilities and assets etc.) denominated in foreign currency at the year-end are translated at the functional currency closing rate of exchange at the reporting date.

Any income or expenses on account of exchange difference either on settlement of monetary items or on reporting these items at rates different from rates at which these were initially recorded / reported in previous financial statements are recognized as income / expense 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.

**G. CASH AND CASH EQUIVALENTS**

For the purpose of presentation in the cash flow statement, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

**H. TRADE RECEIVABLES**

Trade receivables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method, less provision for impairment.

**I. INVENTORIES**

Raw materials and stores, work in progress and finished goods are stated at the lower of cost and net realizable value. Cost of raw materials comprises cost of purchases. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity.

Costs of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on the basis of Weighted Average Cost basis. Costs of purchased inventory are determined after deducting rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

**J. INVESTMENT IN SUBSIDIARIES**

A subsidiary is an entity controlled by the Company. Control exists when the Company has power over the entity, is exposed, or has rights to variable returns from its involvement with the entity and has the ability to affect those returns by

using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns.

Investments in subsidiaries are carried at cost. The cost comprises price paid to acquire investment and directly attributable cost. On the date of transition to Ind AS, the Company has considered the carrying value of investment in subsidiaries as per previous GAAP to be the deemed cost as per Ind AS 101.

The Company reviews its carrying value of long term investments in equity shares of subsidiaries carried at cost at the end of each reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

**K. TRADE AND OTHER PAYABLES**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

**L. BORROWING**

Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in the statement of profit and loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at

least 12 months after the reporting period.

#### M. BORROWING COST

Borrowing Costs directly attributable to the acquisition, construction and 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 recognized in Profit and Loss in the period in which they are incurred.

#### N. EMPLOYEE BENEFITS

##### Short Term Employee Benefits

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

##### Post-Employment Benefits

##### Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund (PF) and Employee State Insurance (ESI) to the eligible employees. The Company's contribution is recognized as employee benefit expenses in Profit and Loss during the period in which the employee renders the related service.

##### Defined Benefit Plans

The Company provides for gratuity, a defined benefit retirement plan to the employees whoever has completed five years of service with the Company at the time of retirement, death while in employment or on termination of employment or otherwise as per the provisions of The Payment of Gratuity Act, 1972. Company accounts for liability of future gratuity benefits bases on an external actuarial valuation on projected unit credit method carried out annually for assessing liability as at the balance sheet date.

#### O. USE OF ESTIMATES AND JUDGEMENT

The preparation of the financial statements in conformity with recognition and measurement principles of Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which estimates are revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the key assumptions concerning the future, and other sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities in future are:

##### (i) Useful lives and residual value of property, plant and equipment and intangible assets:

Useful life and residual value are determined by the management based on a technical evaluation considering nature of asset, past experience, estimated usage of the asset, vendor's advice etc. and same is reviewed at each financial year end.

##### (ii) Impairment of investments:

The Company reviews its carrying value of long term investments in equity shares of subsidiaries and other partnership firms carried at cost at the end of each reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

##### (iii) Deferred tax assets:

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

#### P. INCOME TAXES

Income tax assets and liabilities are measured at the amount expected to be

recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss i.e. in other comprehensive income. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the reporting date. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss i.e. in other comprehensive income.

#### **Q. CONTINGENT LIABILITIES AND PROVISIONS**

Contingent liabilities are disclosed after evaluation of the facts and legal aspects of the matter involved, in line with the provisions of Ind AS 37. The Company records a liability for any claims where a potential loss is probable and capable of being estimated and discloses such

matters in its financial statements, if material. For potential losses that are considered possible, but not probable, the Company provides disclosures in the financial statements but does not record a liability in its financial statements unless the loss becomes probable.

Provisions are recognized when the Company has a legal / constructive obligation as a result of a past event, for which it is probable that a cash outflow may be required, and a reliable estimate can be made of the amount of the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

#### **R. EARNING PER SHARE**

Basic earnings per share is calculated by dividing the net profit for the current year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The number of shares used in computing diluted earnings per share comprises the weighted average share considered for calculating basic earnings per share, and also the weighted average number of shares, which would have been issued on the conversion of all dilutive potential equity shares. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares as appropriate.

#### **S. OPERATING CYCLE**

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

**4. PROPERTY, PLANT & EQUIPMENT AND CAPITAL WORK -IN-PROGRESS**

As at 31st March 2018 and 31st March 2017

Particulars	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount	
	Balance as at 01 April, 2017	Additions / Adjustments	Disposals / discard of assets	As at 31 March, 2018	Balance as at 01 April, 2017	Depreciation for the year	Eliminated on Disposals / discarded of assets	As at 31 March, 2018	As at 31 March, 2018	As at 31 March, 2017
Leasehold Land	142121914	0	0	142121914	0	0	0	0	142121914	142121914
Building	87373664	5098414	0	92472078	2988067	2924001	0	5912068	86560010	84385597
Plant & Equipment	127266174	15080936	0	142347110	19098148	21307812	0	40405960	101941150	108168026
Furniture & Fixtures	2221370	386015	0	2607385	146791	581744	0	728535	1878850	2074579
Vehicles	10241256	89663	0	10330919	2905648	2325949	0	5231597	5099322	7335608
Office Equipment's	124773	89059	0	213832	70830	15722	0	86552	127280	53943
Computers	497088	401954	0	899041.5	229412	226451	0	455863	443178.5	267676
Misc. Fixed Assets	2510466	1161366	0	3671832	429506	621878	0	1051384	2620448	2080960
<b>Total</b>	<b>372356705</b>	<b>22307407</b>	<b>0</b>	<b>394664112</b>	<b>25868402</b>	<b>28003557</b>	<b>0</b>	<b>53871959</b>	<b>340792153</b>	<b>346488303</b>
<b>Capital Work-in-progress</b>	<b>677127</b>	<b>0</b>	<b>677127</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>677127</b>

As at March 31, 2017 and April 1, 2016

Particulars	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount	
	Deemed Cost as at 01 April, 2016	Additions / Adjustments	Disposals / discard of assets	As at 31 March, 2017	Balance as at 01 April, 2016	Depreciation for the year	Eliminated on Disposals / discarded of assets	As at 31 March, 2017	As at 31 March, 2017	As at 01 April, 2016
Leasehold Land	141213753	908161	0	142121914	0	0	0	0	142121914	141213753
Building	86573664	800000	0	87373664	0	2988067	0	2988067	84385597	86573664
Plant & Equipment	78508464	48757710	0	127266174	0	19098148	0	19098148	108168026	78508464
Furniture & Fixtures	357146	1864224	0	2221370	0	146791	0	146791	2074579	357146
Vehicles	4444797	5796459	0	10241256	0	2905648	0	2905648	7335608	4444797
Office Equipment's	124773	0	0	124773	0	70830	0	70830	53943	124773
Computers	415420	81668	0	497088	0	229412	0	229412	267676	415420
Misc. Fixed Assets	2013042	497424	0	2510466	0	429506	0	429506	2080960	2013042
<b>Total</b>	<b>313651059</b>	<b>58705646</b>	<b>0</b>	<b>372356705</b>	<b>0</b>	<b>25868402</b>	<b>0</b>	<b>25868402</b>	<b>346488303</b>	<b>313651059</b>
<b>Capital Work-in-progress</b>	<b>60000</b>	<b>677127</b>	<b>60000</b>	<b>677127</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>677127</b>	<b>60000</b>

- (i) The Company has adopted to continue with the carrying value for all its property, plant and equipment as recognized in the financial statements as at the date of transition to Ind AS i.e. 01 April 2016, measured as per previous GAAP and use that its deemed cost as at the date of transition as per Ind AS-101. The carrying value as at 01 April 2016 amounting to Rs.31,36,51,059/= of property, plant and equipment represents gross cost of Rs.43,79,87,525/= net of accumulated depreciation of Rs.12,43,36,466/= as at March 31, 2016.
- (ii) Property, plant and equipment have been pledged as security against certain borrowings of the Company as at March 31, 2018. Refer note 17 & 21.



**5. INVESTMENT PROPERTY**

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
<b>Gross Carrying Amount</b>			
Balance as the beginning of period	2377980	2377980	2377980
Add: Additions / Adjustments	5870700	0	0
Less: Disposals / discard of assets	0	0	0
<b>Total at the end of period</b>	<b>8248680</b>	<b>2377980</b>	<b>2377980</b>
<b>Accumulated Depreciation</b>			
Balance as the beginning of period	115815	0	0
Add: Depreciation Charged for the Year	124274	115815	0
Less: Eliminated on Disposals / discard of assets	0	0	0
<b>Total at the end of period</b>	<b>240089</b>	<b>115815</b>	<b>0</b>
<b>Net Carrying Amount</b>	<b>8008591</b>	<b>2262165</b>	<b>2377980</b>
The Company has adopted to continue with the carrying value for all its property, plant and equipment including investment property as recognized in the financial statements as at the date of transition to Ind AS i.e. 01 April 2016, measured as per previous GAAP and use that its deemed cost as at the date of transition as per Ind AS-101.			

**6. INVESTMENT - NON-CURRENT**

Particulars	As At 31 <sup>st</sup> March, 2018		As At 31 <sup>st</sup> March, 2017		As At 01 <sup>st</sup> April, 2016	
	No. of Units	Amount	No. of Units	Amount	No. of Units	Amount
<b>A. Investment in Equity Instruments</b>						
(Unquoted, fully paid-up shares in Subsidiary Companies, valued at cost)						
- Polywood Green Building Systems Pvt. Ltd	49500	495000	49500	495000	49500	495000
- Polywood Profiles Pvt. Ltd	46500	16507500	46500	16507500	0	0
- Dynasty Modular Furnitures Pvt. Ltd	756100	31000065	0	0	0	0
<b>B. Other Equity Instruments</b>						
(Unquoted, fully paid-up shares, valued at cost)						
- Polywood India Ltd - non-listed Company	1000	10000	1000	10000	1000	10000
<b>C. Investment in Government Securities</b>						
(Unquoted, valued at amortized cost)						
- National Saving Certificates	-	3000	-	3000	-	3000
<b>Total</b>		<b>48015565</b>		<b>17015500</b>		<b>508000</b>

**7. LOANS - NON-CURRENT (Unsecured, Considered Good)**

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
Security Deposits	2235639	2190259	2453352
<b>Total</b>	<b>2235639</b>	<b>2190259</b>	<b>2453352</b>

**8. OTHER NON-CURRENT ASSETS**

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
Capital Advances - for Immovable Property	12578739	12578739	12578739
<b>Total</b>	<b>12578739</b>	<b>12578739</b>	<b>12578739</b>

**9. INVENTORIES**

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
At Lower of cost or net realization value:			
Raw Materials	127797506	101009265	76777910
Packing Material	720592	1074537	714803
Stock in Progress and semi-finished goods	14241599	13355824	7256841
Finished Goods - Manufactured	46185138	26450408	27346488
Finished Goods - Traded	7073168	10122686	8628030
Consumables Items, Stores and Spare Parts	2870000	1406500	1108000
<b>Total</b>	<b>198888003</b>	<b>153419220</b>	<b>121832072</b>

**10. TRADE RECEIVABLES**

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
Unsecured, considered good:			
Trade Receivables	196930953	207025715	168029257
<b>Total</b>	<b>196930953</b>	<b>207025715</b>	<b>168029257</b>
* Trade Receivables are expected to realize at least the amount at which they are stated, if realized in the ordinary course of business.			

**11. CASH AND CASH EQUIVALENTS**

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
Cash and Cash Equivalents:			
a) Cash on hand	536305	270653	1780923
b) Balances with banks			
i. In current accounts	3217154	7823091	692714
ii. In fixed deposit accounts	11163109	11560588	11372577
<b>Total</b>	<b>14916568</b>	<b>19654332</b>	<b>13846214</b>

**12. LOANS - CURRENT (UNSECURED, CONSIDERED GOOD)**

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
Security & Other Deposits	2812297	2708797	3205567
<b>Total</b>	<b>2812297</b>	<b>2708797</b>	<b>3205567</b>

**13. OTHER CURRENT FINANCIAL ASSETS**

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
Balance with Government Authorities	2471555	5101612	2750833
Other Advances recoverable in cash	1996253	2049751	2086264
<b>Total</b>	<b>4467808</b>	<b>7151363</b>	<b>4837097</b>

**14. OTHER CURRENT ASSETS**

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
Advances to Suppliers	13963390	13386961	18076117
Prepaid Expenses	2529853	2471553	737128
Other Advances recoverable for value to be received	4552303	1152619	171887
<b>Total</b>	<b>21045547</b>	<b>17011133</b>	<b>18985132</b>

**15. EQUITY SHARE CAPITAL**

Particulars	As At 31 <sup>st</sup> March, 2018		As At 31 <sup>st</sup> March, 2017		As At 01 <sup>st</sup> April, 2016	
	No. of Shares	Amount in ₹	No. of Shares	Amount in ₹	No. of Shares	Amount in ₹
<b>(a) Authorised</b>						
Equity Shares of ₹ 10/- each	12500000	125000000	12500000	125000000	12500000	125000000
<b>(b) Issued</b>						
Equity Shares of ₹ 10/- each	10824245	108242450	10580150	105801500	10250000	102500000
<b>(c) Subscribed and fully paid-up</b>						
Equity Shares of ₹ 10/- each	10824245	108242450	10580150	105801500	10250000	102500000
<b>(d) Reconciliation of shares outstanding at the beginning &amp; at the end of the reporting period</b>						
At the beginning of the period	10580150	105801500	10250000	102500000	8200000	82000000
Add: Shares Issued	244095	2440950	330150	3301500	0	0
Add: Bonus Shares Issued	0	0	0	0	2050000	20500000
Outstanding at the end of the period	<b>10824245</b>	<b>108242450</b>	<b>10580150</b>	<b>105801500</b>	<b>10250000</b>	<b>102500000</b>
<b>(e) Details of shareholders holding more than 5% equity shares in the Company:</b>	<b>AS AT 31<sup>ST</sup> MARCH, 2018</b>		<b>AS AT 31<sup>ST</sup> MARCH, 2017</b>		<b>AS AT 01<sup>ST</sup> APRIL, 2016</b>	
	<b>Number of shares held</b>	<b>% holding in that class of shares</b>	<b>Number of shares held</b>	<b>% holding in that class of shares</b>	<b>Number of shares held</b>	<b>% holding in that class of shares</b>
Mr. Digvijay Dhabriya	7192238	66.45%	6970750	65.89%	6800750	66.35%
Mr. Mukul Agarwal	1002500	9.26%	1002500	9.48%	1002500	9.48%
<b>(f) Shares held by holding/ultimate holding company/ or their subsidiaries/ associates</b>	NIL	NIL	NIL	NIL	NIL	NIL
<b>(g) Terms/rights attached to equity shares</b>	The Company has only one class of shares referred to as equity shares having a par value of ₹ 10/-. Each holder of equity share is entitled to one vote per share and dividend as and when declared by Company.					
	There are no rights, preferences and restrictions attached to any share.					
<b>(h)</b>	There is no share reserved for issue under options and contracts/commitments for the sale of shares/disinvestment.					
<b>(i)</b>	During the Financial year 2017-18, Company has issued 244095 number of equity shares of face value ₹ 10/- each at a premium of ₹ 117/- per share on non-cash basis i.e. against acquisition of 100% equity shares of Dynasty Modular Furnitures P Ltd., making it wholly owned subsidiary of the Company. (During the Financial year 2016-17 Company issued 330150 number of equity shares of face value ₹ 10/- each at a premium of ₹ 40/- per share on non-cash basis i.e. against acquisition of 100% equity shares of Polywood Profiles P Ltd., making it wholly owned subsidiary of the Company).					

**16. OTHER EQUITY**

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
<b>(A) General Reserves</b>			
Balance at the Beginning of the Year	155573523	118238523	118238523
Add: Transfer from Retained Earnings	43059199	37335000	0
<b>Closing balance</b>	<b>198632722</b>	<b>155573523</b>	<b>118238523</b>
<b>(B) Securities Premium Account</b>			
Balance at the Beginning of the Year	13206000	0	0
Add: Premium Received on Issue of Shares during the year	28559115	13206000	0
Less: Bonus Issued	0	0	0
<b>Closing balance</b>	<b>41765115</b>	<b>13206000</b>	<b>0</b>
<b>(C) Retained Earnings Account</b>			
Balance at the Beginning of the Year	868369	868369	868369
Add: Profit for the year	40182983	37266230	0
Add: Other Comprehensive Income for the Year, net of income tax	2007847	68770	
	43059199	38203369	868369
Less: Transfer to General Reserve	(43059199)	(37335000)	0
<b>Closing balance</b>	<b>0</b>	<b>868369</b>	<b>868369</b>
<b>Total</b>	<b>240397837</b>	<b>169647892</b>	<b>119106892</b>

**17. BORROWINGS - NON-CURRENT**

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
<b>SECURED - At Amortized Cost</b>			
Term Loan from Banks*	88168298	126431821	151934289
Less: Current maturities of term loans	(20961939)	(36117768)	(37327534)
	67206359	90314053	114606755
<b>Vehicle Loans**</b>			
Vehicle Loans**	2529692	4773436	2026069
Less: Current maturities of vehicle loans	(2027687)	(2243785)	(1208203)
	502005	2529651	817866
<b>UNSECURED - At Amortized Cost</b>			
From Directors	30112582	60355021	48595088
From Corporates	41304323	11200000	0
	71416905	71555021	48595088
<b>Total</b>	<b>139125269</b>	<b>164398725</b>	<b>164019709</b>

\* Term Loan from ICICI Bank Ltd. (earlier from HDFC Bank Ltd., Kotak Mahindra Bank and ICICI Bank) are secured against equitable mortgage / hypothecation on all the immovable and movable properties of the Companies, both present and future and Term Loan from SIDBI is secured by the guarantees/security extended by promoter-directors of the Company. There is no default as on the Balance Sheet date in repayment of loans and interest. Total repayment period of the term loans are:

- ICICI Bank Term Loan of Rs. 433.76 Lakhs availed in July 2016 on takeover of outstanding loan of Kotak Mahindra Bank is repayable in 26 monthly instalments commencing from August 2016 and last instalment due in June 2018.
- SIDBI Term Loan of Rs. 1000 Lakhs availed in the October 2015 is repayable in 90 monthly instalments commencing from April 2016 and last instalment due in September 2023.
- SIDBI Term Loan of Rs. 100 Lakhs availed in the Month of March 2017 is repayable in 54 monthly instalments commencing from October 2017 and last instalment due in March 2022.

\*\* Car Loans Taken from banks/financial institutions are secured by way of individual hypothecation of the Vehicle purchased from the amount of loan.

**18. OTHER FINANCIAL LIABILITIES - NON-CURRENT**

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
Trade/ security deposits received	2635000	2030000	1705000
<b>Total</b>	<b>2635000</b>	<b>2030000</b>	<b>1705000</b>

**19. PROVISIONS - NON-CURRENT**

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
Provision for Employee Benefits:			
Gratuity Provision	10347533	10580220	9003735
<b>Total</b>	<b>10347533</b>	<b>10580220</b>	<b>9003735</b>

**20. DEFERRED TAX LIABILITIES (NET)**

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
<b>Tax effect of items constituting deferred tax liability:</b>			
Property, Plant & Equipments	8822619	9486310	5589484
	8822619	9486310	5589484
<b>Tax effect of items constituting deferred tax assets:</b>			
Provision for gratuity	(3009017)	(3732093)	(3163889)
	(3009017)	(3732093)	(3163889)
<b>Net Deferred Tax Liability</b>	<b>5813603</b>	<b>5754217</b>	<b>2425595</b>

**21. BORROWINGS - CURRENT**

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
<b>SECURED - At Amortized Cost</b>			
<b>Working Capital Loans from Banks*</b>			
Cash Credit / Overdraft Facility	183111193	148586384	110019481
Buyer's Credit Facility	15004824	15778700	23896011
<b>Total</b>	<b>198116017</b>	<b>164365084</b>	<b>133915492</b>

\* Cash Credit Limits / Overdraft Facility & Buyers' Credit Facility from HDFC Bank Ltd. and ICICI Bank Ltd. (earlier from HDFC Bank Ltd., ICICI Bank Limited & Kotak Mahindra Bank Ltd.) are secured against equitable mortgage / hypothecation on all the immovable and movable properties of the Companies, inventory and book debts, both present and future.

**22. TRADE PAYABLES**

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
<b>Trade payables*</b>			
Micro, small and medium enterprises	0	0	0
Others	63064955	62489546	27333513
<b>Total</b>	<b>63064955</b>	<b>62489546</b>	<b>27333513</b>

\* The company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures in relation to amounts unpaid as at the year-end together with interest paid/payable under this Act have not been given.

**23. OTHER FINANCIAL LIABILITIES - CURRENT**

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
Current maturities of Term Loans*	20961939	36117768	37327534
Current maturities of Vehicle Loans*	2027687	2243785	1208203
Statutory Remittances	21083892	15149985	14200608
Other Payables	6911651	10158654	7247825
<b>Total</b>	<b>50985169</b>	<b>63670192</b>	<b>59984170</b>

\*Refer notes in Note 17 Borrowings - Non-Current for details of security.

**24. OTHER CURRENT LIABILITIES**

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
Advance from customers	6071999	14214503	18937920
<b>Total</b>	<b>6071999</b>	<b>14214503</b>	<b>18937920</b>

**25. PROVISIONS - CURRENT**

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
Provision for Expenses	13714648	14483888	11977321
Provision for Employee Benefits - Gratuity	573496	707602	565539
<b>Total</b>	<b>14288144</b>	<b>15191490</b>	<b>12542860</b>

**26. INCOME TAXES****a) Income Tax Expenses**

Particulars	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
<b>Current Tax:</b>		
- Current Tax	20000000	16000000
- Tax pertaining to earlier years	715832	270239
	(932374)	3294653
<b>Deferred Tax</b>		
<b>Total</b>	<b>19783458</b>	<b>19564892</b>
<b>A reconciliation of income tax expenses applicable to accounting profit before tax at the statutory income tax rate to income tax expenses recognized for the year is indicated below:</b>		
Particulars	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
Profit before tax	59966441	56831122
Enacted tax rate in India	33.063%	33.063%
Expected income tax expenses at statutory tax rate	19826704	18790074
<b>Tax Impact on account of</b>		
Depreciation under income tax act	(775138)	(3917253)
Expenses allowed only on payment basis	(121273)	568204
Expenses not deductible in determining taxable profits	30335	29922
Others	1039371	529053
Tax expenses pertaining to current year	20000000	16000000
Effective Income Tax Rate	33.352%	28.154%

**b) CURRENT TAX LIABILITY (NET)**

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
Provision for Income Tax	20000000	16000000	17500000
Less: Advance Tax and TDS	8396114	5960714	6610417
Net Provision for Income Tax	11603886	10039286	10889583
<b>Total</b>	<b>11603886</b>	<b>10039286</b>	<b>10889583</b>

# ANNUAL REPORT 2017-18

## 27. REVENUE FROM OPERATIONS

Particulars	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
<b><u>Sale of Products (A)</u></b>		
Manufactured Goods	756979587	693396831
Traded Goods	8878294	19823403
	765857881	713220234
Less: Discounts on Sales (Cash/Trade)	2755095	303233
Add: Excise Duty	20037057	79096354
	<b>783139843</b>	<b>792013355</b>
<b><u>Sale of Services (B)</u></b>		
Installation and Fixing Income	18217924	16218599
<b>Total (A+B)</b>	<b>801357767</b>	<b>808231953</b>

## 28. OTHER INCOME

Particulars	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
Interest Income	871882	1227550
Foreign Exchange Gains (Net)	1274823	1762156
<b>Total</b>	<b>2146705</b>	<b>2989706</b>

## 29. COST OF MATERIAL CONSUMED

Particulars	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
Inventory at the beginning of the year	102083801	77492713
Add: Purchases during the year	451929696	424909460
	554013498	502402173
Less: Inventory at the end of the year	128518098	102083801
<b>Total</b>	<b>425495399</b>	<b>400318372</b>

## 30. PURCHASE OF STOCK IN TRADE

Particulars	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
Purchase of Trading Goods	7236771	13563722
<b>Total</b>	<b>7236771</b>	<b>13563722</b>

## 31. CHANGES IN INVENTORIES OF FINISHED GOODS, W.I.P. & STOCK IN TRADE COST OF MATERIAL CONSUMED

Particulars	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
<b><u>Inventories at the end of the year:</u></b>		
Finished Goods - Manufactured	46185137	26450408
Finished Goods - Trading	7073168	10122686
Stores & spare Parts	2870000	1406500
Stock in Process and Semi Finished goods	14241599	13355824
<b>TOTAL</b>	<b>70369904</b>	<b>51335418</b>
<b><u>Inventories at the beginning of the year:</u></b>		
Finished Goods - Manufactured	26450408	27346489
Finished Goods - Trading	10122686	8628030
Stores & spare Parts	1406500	1108000
Stock in Process and Semi Finished goods	13355824	7256841
<b>TOTAL</b>	<b>51335418</b>	<b>44339360</b>
<b>Net (increase) / decrease</b>	<b>(19034486)</b>	<b>(6996059)</b>

**32. EMPLOYEES BENEFIT EXPENSE**

Particulars	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
Salary, Wages and Bonus to Employees	114061979	89991599
Contributions to Provident Fund	1625526	1591090
Gratuity	3114659	2063307
Remuneration to Directors	12020000	10980000
Staff Welfare Expenses	2101845	3751369
<b>Total</b>	<b>132924009</b>	<b>108377365</b>

**33. FINANCE COST**

Particulars	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
Interest expense	34969169	33718202
Bank Charges & other financial charges	1330689	1998957
<b>Total</b>	<b>36299859</b>	<b>35717159</b>

**34. DEPRECIATION AND AMORTIZATION EXPENSE**

Particulars	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
Depreciation on Property, Plant and Equipment	28003557	25868402
Depreciation on Investment Property	124274	115815
<b>Total</b>	<b>28127831</b>	<b>25984216</b>

**35. OTHER EXPENSES**

Particulars	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
<b>Manufacturing Expenses</b>		
Power & Fuel	23971227	20330030
Repair & Maintenance of Plant & Machinery	5268363	3737744
Electric Repair and Maintenance	160164	293280
Glass Hardware & Fittings	1874504	2342297
Installation & Fixing charges	11311086	9329873
Excise Duty Expenses	1015250	4368417
Factory/Godown Rent	2537800	1808400
Carriage inward	7080219	7308181
Factory Expenses	2075846	1650551
Water Charges	400494	304621
Work Contract Execution Expenses	1114273	1797766
Expenses for Import of Raw Material	8782087	10931874
	65591313	64203034
<b>Office &amp; Administrative Expenses</b>		
Auditor Fees	10000 0	100000
Insurance expenses	981488	696655
Legal & Professional expenses	1487075	1040551
Office /Branch and Misc. Expenses	576107	433930
Postage & Telegram Expenses	251464	242078
Printing & Stationary	1311239	499242
News Paper & Periodicals	24392	24576
Subscription and Membership fee	146605	196900
Registration and filling fee	1414282	370471
Rent Rate and Tax	5416386	2654589
Sitting Fee to Independent Directors	40000	35000



Particulars	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
Repair & Maintenance Computer	609487	389744
Repair & Maintenance building	180445	24792
Vehicle running & Maintenance	1443897	1132472
Telephone, Cellular & Internet expenses	1487548	1281005
Conveyance Expenses	1462526	1418676
Donation	167520	130500
Corporate Social Responsibility Expenses	11886	0
	<b>17112348</b>	<b>10671180</b>
<b>Selling &amp; Distribution Expenses</b>		
Advertisement & Sales Promotion Expenses	10096952	9036995
Travelling Expenses	8033802	6834504
Carriage Outward	9411693	6650188
Tender Expenses	72750	4000
Commission on Sales	554955	559493
Discount Allowed	1577778	370013
	<b>29747929</b>	<b>23455193</b>
<b>Total</b>	<b>112451590</b>	<b>98329407</b>

**36. EARNING PER SHARE**

Particulars	2017-18	2016-17
(a) Net Profit after Tax as per Statement of Profit & Loss	40182983	37266230
(b) Net Profit available to Equity Shareholders	40182983	37266230
(c) Number of equity shares at year end	10824245	10580150
(d) Weighted Average No. of Equity Shares	10824245	10580150
(e) Basic / Diluted Earnings per Share (b)/(d)	3.71	3.52
(f) Face value per equity share	10.00	10.00

**37. EMPLOYEE BENEFITS****a) Contribution to Provident Fund and Employees State Insurance**

Contribution to Defined Contribution Plans, recognized as an expenses for the year is as under:

Particulars	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
Employer's contribution to provident fund (includes pension fund)	1625526	1591090
Employer's contribution to Employees State Insurance	696070	364445

**b) Gratuity**

The following table summarizes the components of expense recognized in the Statement of Profit and Loss and the amounts recognized in the Balance Sheet according to Actuarial Report:

Particulars	31 <sup>st</sup> March, 2018	31 <sup>st</sup> March, 2017
<b>1. Amounts Recognized in Statement of Profit and Loss</b>		
a. Current Service Cost	1573761	1311162
b. Interest on Defined Benefit Obligation	874806	752145
c. Past Service Cost	666092	0
Total amount included in "Employee Benefit Expense" (Note 32)	3114659	2063307
<b>2. Amounts Recognized in other comprehensive income (OCI)</b>		
a. Net cumulative unrecognized actuarial Losses/ (Gains) opening	0	0
b. Net Actuarial Losses/ (Gains) Recognized in Year	(2999607)	(102739)
Unrecognized actuarial Losses/ (Gains) for the year	(2999607)	(102739)
<b>3. Amount Recognized in Balance Sheet</b>		
a. Present Value of Unfunded Obligations	10921029	11287822
Net Liability	10921029	11287822
b. Net Liability is bifurcated as follows:		
Current	573496	707602

Particulars	31 <sup>st</sup> March, 2018	31 <sup>st</sup> March, 2017
Non-Current	10347533	10580220
Net Liability	10921029	11287822
<b>4. Reconciliation of present value of defined benefit obligations</b>		
i. Present value of obligation as at the beginning of the period	11287822	9569274
ii. Current Service Cost	1573761	1311162
iii. Interest Cost	874806	752145
iv. Actuarial Losses/ (Gain)	(2999607)	(102739)
v. Past Service Cost	666092	0
vi. Benefits Paid	(481845)	(242020)
vii. Present value of obligation as at the end of the period	10921029	11287822
<b>5. Actuarial Assumptions of the defined benefit obligations</b>		
a. Discount Rate (p.a.)	7.75%	7.27%
b. Salary Escalation Rate (p.a.)	6.00%	6.00%

**38. CIF VALUE OF IMPORTS**

Particulars	2017-18	2016-17
(a) Raw Materials	138391290	133980945
(b) Traded Goods	3940516	11897473
(c) Components and Spare Parts	1287265	61378
(d) Capital Goods	10127462	47293242
<b>Total</b>	<b>153746533</b>	<b>193233038</b>

**39. EXPENDITURES IN FOREIGN CURRENCY**

Particulars	2017-18	2016-17
(a) Others (Travelling Expenses)	231800	780667
<b>Total</b>	<b>231800</b>	<b>780667</b>

**40. EXPENDITURES IN FOREIGN CURRENCY**

Particulars	2017-18	2016-17
(a) Total value of imported raw materials, spare parts and components consumed during the financial year	137140879	132351046
(b) Total value of all indigenous raw materials, spare parts and components similarly consumed	293622883	271705070
(c) Total value of imported and indigenous raw material, spare parts and components consumed during the financial year	430763762	404056116
(d) Imported raw material, spare parts and components consumed in %	31.84%	32.76%
(e) Indigenous raw material, spare parts and components consumed in %	68.16%	67.24%

**41. SEGMENT REPORTING**

In accordance with para 4 of Ind AS 108 - Operating Segments, the company presents segment informations only in the Consolidated Financial Statements.

**42. CONTINGENT LIABILITIES**

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
(a) Performance Bank Guarantees given to third parties for contractual obligations	14853846	16600568	7164706
(b) Performance Bank Guarantees given to third parties for contractual obligations on behalf of Subsidiary Company	23026304	19110334	13510255
(c) The Dy. Commissioner of Income Tax, Jaipur has raised a gross demand of Rs.4,74,150/= while completing the assessment for the Assessment Year 2012-13 u/s 143(3) of the Income Tax Act. The Company has filed an appeal before the CIT(Appeals), Jaipur against the order.			
(d) The Asst. Commissioner of Central Excise & Customs has raised a demand of Rs.6,33,153/= while deciding the show cause notice issued by department related to July 2015 to March 2016 2012-13. The Company has filed an appeal before the Commissioner (Appeals), Jaipur against the order.			

**43. RELATED PARTY DISCLOSURES**

<b>A) RELATED PARTIES AND THEIR RELATIONSHIP</b>						
<b>I. Subsidiary Company</b>						
✓ Polywood Green Building Systems Pvt. Ltd.						
✓ Polywood Profiles Pvt. Ltd.						
✓ Dynasty Modular Furnitures Pvt. Ltd.						
<b>II. Key Management Personnel</b>						
✓ Mr. Digvijay Dhabriya, Chairman & Managing Director						
✓ Mr. Mahendra Karnawat, Director						
✓ Mr. Shreyansh Dhabriya, Director						
✓ Mrs. Anita Dhabriya, Director						
✓ Mr. Hitesh Agrawal, Chief Financial Officer						
✓ Mr. Sparsh Jain, Company Secretary & Compliance Officer						
<b>III. Enterprises over which Key Managerial Personnel's are able to exercise significant influence/control:</b>						
✓ Polywood India Ltd.						
<b>b) Transactions with related parties for the year ended 31st March, 2018</b>						
Particulars	Subsidiary Company		Enterprises over which KMP exercise significant influence / control		Key Management Personnel and their relatives	
	2017-18	2016-17	2017-18	2016-17	2017-18	2016-17
Remuneration to Key Management Personnel's	0		0	0	12020000	10980000
Salary to Employees	0		0	0	2304583	2191771
Interest Payment	0		0	0	75024	222147
Sales of Goods	136903580	265857478	0	4744291	0	0
Purchase of Goods	16046231	348137	0	10230871	0	0
Purchase of Property, Plant & Equipments	205658	0	0	0	0	0
Other Expenses	13441	0	0	0	0	0
<u>Balance as at 31<sup>st</sup> March</u>						
Long Term Borrowings	0	0	0	0	30112582	60355021
Provisions - Current	0	0	0	0	568490	1253485
Trade Receivables	46177506	75844435	0	0	0	0

**44. FINANCIAL INSTRUMENTS****a. Capital Risk Management**

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity shareholders of the Company. The Company's objective when managing capital is to safeguard its ability to continue as a going concern so that it can continue to provide returns to shareholders and other stakeholders.

The Company manages its capital structure and makes adjustments in light of changes in the financial condition and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders (buy back its shares) or issue new shares.

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. The Company has complied with these covenants and there have been no breaches in the financial covenants of any interest-bearing loans and borrowings. No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2018 and March 31, 2017.

The Company monitors its capital using gearing ratio which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, bank balances other than cash and cash equivalents.

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
Long term borrowings	139125269	164398725	164019709
Current maturities of long term debt	22989626	38361553	38535737
Short term borrowings	198116017	164365084	133915492
Less: Cash and cash equivalents	(14916568)	(19654332)	(13846214)
Less: Bank Balances other than Cash and cash equivalents	0	0	0
<b>Net Debt</b>	<b>345314344</b>	<b>347471029</b>	<b>322624725</b>
<b>Total Equity</b>	<b>348640287</b>	<b>275449392</b>	<b>221606892</b>
<b>Gearing Ratio</b>	<b>0.99</b>	<b>1.26</b>	<b>1.46</b>

**b. Categories of financial instruments**

PARTICULARS	AS AT MARCH 31, 2018		AS AT MARCH 31, 2017		AS AT APRIL 01, 2016	
	Carrying Value	Fair Value	Carrying Value	Fair Value	Carrying Value	Fair Value
<b>Financial Assets</b>						
<b>Measured at amortized cost</b>						
Loans	5047936	5047936	4899056	4899056	5658919	5658919
Other Financial Assets	4467808	4467808	7151363	7151363	4837097	4837097
Trade Receivables	196930953	196930953	207025715	207025715	168029257	168029257
Cash and Cash equivalents	14916568	14916568	19654332	19654332	13846214	13846214
Non-current Investment	48015565	48015565	17015500	17015500	508000	508000
<b>Total Financial Assets at amortized cost (A)</b>	<b>269378830</b>	<b>269378830</b>	<b>255745966</b>	<b>255745966</b>	<b>192879487</b>	<b>192879487</b>
<b>Measured at Fair Value through other comprehensive income (B)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Measured at fair value through profit and loss (C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Financial Assets (A+B+C)</b>	<b>269378830</b>	<b>269378830</b>	<b>255745966</b>	<b>255745966</b>	<b>192879487</b>	<b>192879487</b>
<b>Financial Liabilities</b>						
<b>Measured at amortized cost</b>						
Long Term Borrowings	139125269	139125269	164398725	164398725	164019709	164019709
Current Maturities of Long Term Borrowings	22989626	22989626	38361553	38361553	38535737	38535737
Short Term Borrowings	198116017	198116017	164365084	164365084	133915492	133915492
Trade Payables	63064955	63064955	62489546	62489546	27333513	27333513
Other Financial Liabilities	30630543	30630543	27338639	27338639	23153433	23153433
<b>Total Financial Liabilities carried at amortized cost</b>	<b>453926411</b>	<b>453926411</b>	<b>456953546</b>	<b>456953546</b>	<b>386957884</b>	<b>386957884</b>

**c. Financial Risk Management objects and policies**

In its ordinary operations, the company's activities expose it to the various types of risks, which are associated with the financial instruments and markets in which it operates. The Company has a risk management policy which covers the foreign exchanges risks and other risks associated with the financial assets and liabilities such as interest rate risks and credit risks. The risk management policy is approved by the board of directors. The following is the summary of the main risks.

**Market Risk**

Market Risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of the change in the market prices. The Company is exposed in the ordinary course of its business to risks related to changes in foreign currency exchange rates, commodity prices and interest rates.

**Interest Rate Risk**

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair value of fixed interest-bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest-bearing investments will fluctuate because of fluctuations in the interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations.

**Foreign Currency Risk**

The Company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD related to the imports of its raw material and capital assets. Foreign exchange risk arises from future commercial transactions and recognized assets and liabilities denominated in a currency that is not the Company's functional currency (INR).

**Credit Risk**

Credit risk refers to the risk that a counter party will default on its contractual obligations resulting in financial loss to the Company. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of credit worthiness as well as concentration risks.

Company's credit risk arise principally from the trade receivables and advances. Customer credit risk is managed centrally by the Company and subject to established policy, procedures and control relating to the customer credit risk management. Credit quality of a customer is assessed based on financial position, past performance, business/economic conditions, market reputation, expected business etc. Based on that credit limit and credit terms are decided. Outstanding customer receivables are regularly monitored. Trade receivables consist of a large number of customers spread across diverse industries and geographical areas with no significant concentrations of credit risk. The outstanding trade receivables are regularly monitored, and appropriate action is taken for collection of overdue receivables.

**Liquidity Risk**

The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. Expected contractual maturity for financial liabilities:

Particulars	Less Than 1 year	1 to 5 years	More than 5 years	Total
<b>As at March 31, 2018</b>				
Borrowings	198116017	132365269	6760000	337241286
Trade and Other payables	63064955	0	0	63064955
Other Financial Liabilities	53620169	0	0	53620169
<b>Total</b>	<b>314801141</b>	<b>132365269</b>	<b>6760000</b>	<b>453926411</b>
<b>As at March 31, 2017</b>				
Borrowings	164365084	144318725	20080000	328763809
Trade and Other payables	62489546	0	0	62489546
Other Financial Liabilities	65700192	0	0	65700192
<b>Total</b>	<b>292554821</b>	<b>144318725</b>	<b>20080000</b>	<b>456953546</b>

**45. FIRST TIME ADOPTION OF IND AS****Transition to Ind AS**

These are the Company's first financial statements prepared in accordance with Ind AS.

The accounting policies set out in note 3 have been applied in preparing the financial statements for the year ended March 31, 2018, the comparative information presented in these financial statements for the year ended March 31, 2017 and in the preparation of an opening Ind AS balance sheet at April 1, 2016 (The company's date of transition). In preparing its opening Ind AS balance sheet, the company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP).

An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows is set out in the following tables and notes.

**Exemptions and Exceptions Availed on first time adoption of Ind AS 101**

In preparing these Ind AS financial statements, the Company has availed certain optional exemptions and mandatory exceptions in accordance with Ind AS 101 from IGAAP to Ind AS, as explained below. The resulting difference between the carrying values of the assets and liabilities in the financial statements as at the transition date under Ind AS and IGAAP have been recognized directly in equity (retained earnings or another appropriate category of equity). This note explains the adjustments made by the Company in restating its IGAAP financial statements, including the Balance Sheet as at April 01, 2016 and the financial statements as at and for the year ended March 31, 2017.

**Ind AS optional exemptions****Deemed Cost for Property, plant and equipment and investment property**

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognized in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition. This exemption can also be used for investment properties covered by Ind AS 40 "Investment Property". Accordingly, the Company has elected to measure all of its property, plant and equipment, capital work-in-progress and investment property at their previous GAAP carrying value as at the transition date i.e. April 01, 2016.

**Ind AS mandatory exceptions****Estimates**

An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error. Ind AS estimates as at April 1, 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP except where Ind AS required a different basis for estimates as compared to the previous GAAP.

**Reconciliations between GAAP and Ind AS**

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from GAAP to Ind AS.

The presentation requirements under GAAP differs from Ind AS and hence the GAAP information has been reclassified for ease of reconciliation with Ind AS. The reclassified GAAP information is derived based on the audited financial statements of the Company for the year ended March 31, 2016 and March 31, 2017.

**A. Reconciliation of Balance Sheet as at April 01, 2016 (Date of Transition to Ind AS) and March 31, 2017**

Particulars	Note	As at 31.03. 2017			As at 31.03. 2016		
		Amount as previous GAAP	Effects of transition to Ind AS	Amount as per Ind AS	Amount as previous GAAP	Effects of transition to Ind AS	Amount as per Ind AS
<b>ASSETS</b>							
<b>Non-current Assets</b>							
a) Property, Plant and Equipment	4	346488304	0	346488304	313651059	0	313651059
b) Capital work-in progress	4	677127	0	677127	60000	0	60000
c) Investment Property	5	0	2262165	2262165	0	2377980	2377980
d) Financials Assets							
i) Investments	6	31972219	(14956719)	17015500	15464719	(14956719)	508000
ii) Loans	7	4899056	(2708797)	2190259	5658919	(3205567)	2453352
iii) Others		0		0	0	0	0
e) Other non-current assets	8	0	12578739	12578739	0	12578739	12578739
<b>Total Non-Current Assets</b>		<b>384036706</b>	<b>(2824612)</b>	<b>381212094</b>	<b>334834697</b>	<b>(3205567)</b>	<b>331629130</b>
<b>Current Assets</b>							
a) Inventories	9	153419220	0	153419220	121832072	0	121832072
b) Financial Assets							
i) Trade Receivables	10	207025715	0	207025715	168029257	0	168029257

Particulars	Note	As at 31.03. 2017			As at 31.03. 2016		
		Amount as previous GAAP	Effects of transition to Ind AS	Amount as per Ind AS	Amount as previous GAAP	Effects of transition to Ind AS	Amount as per Ind AS
ii) Cash and cash equivalents	11	19654332	0	19654332	13846214	0	13846214
iii) Bank balances other than (iii) above		0	0	0	0	0	0
iv) Loans	12	21690943	(18982146)	2708797	23085101	(19879534)	3205567
v) Others	13	0	7151363	7151363	0	4837097	4837097
c) Other Current Assets	14	2349553	14661580	17011133	737128	18248004	18985132
<b>Total Current Assets</b>		<b>404139762</b>	<b>2830797</b>	<b>406970560</b>	<b>327529772</b>	<b>3205567</b>	<b>330735339</b>
<b>Total Assets</b>		<b>788176468</b>	<b>6185</b>	<b>788182654</b>	<b>662364469</b>	<b>0</b>	<b>662364469</b>
<b>EQUITY AND LIABILITIES</b>							
<b>EQUITY</b>							
a) Equity Share Capital	15	105801500	0	105801500	102500000	0	102500000
b) Other Equity	16	169641707	6185	169647892	119106892	0	119106892
<b>Total Equity</b>		<b>275443207</b>	<b>6185</b>	<b>275449392</b>	<b>221606892</b>	<b>0</b>	<b>221606892</b>
<b>LIABILITIES</b>							
<b>Non-current Liabilities</b>							
a) Financial Liabilities							
i. Borrowings	17	164398725	0	164398725	164019709	0	164019709
ii. Other Financial Liabilities	18	2030000	0	2030000	1705000	0	1705000
b) Provisions	19	10580220	0	10580220	9003735	0	9003735
c) Deferred tax liabilities (net)	20	5754217	0	5754217	2425595	0	2425595
d) Other non-current liabilities		0		0	0		0
<b>Total Non-Current Liabilities</b>		<b>182763162</b>	<b>0</b>	<b>182763162</b>	<b>177154040</b>	<b>0</b>	<b>177154039</b>
<b>Current Liabilities</b>							
a) Financial Liabilities							
i. Borrowings	21	164365084	0	164365084	133915492	0	133915492
ii. Trade Payables	22	62489546	0	62489546	27333513	0	27333513
iii. Other Financial Liabilities	23	0	63670192	63670192	0	59984170	59984170
b) Other Current Liabilities	24	77884695	(63670192)	14214503	78922090	(59984170)	18937920
c) Provisions	25	25230775	(10039285)	15191490	23432443	(10889583)	12542860
d) Current tax liabilities (Net)	26	0	10039286	10039286	0	10889583	10889583
<b>Total Current Liabilities</b>		<b>329970099</b>	<b>0</b>	<b>329970100</b>	<b>263603537</b>	<b>0</b>	<b>263603538</b>
<b>Total Equity and Liabilities</b>		<b>788176468</b>	<b>6185</b>	<b>788182654</b>	<b>662364469</b>	<b>0</b>	<b>662364469</b>

**B. Reconciliation of Total comprehensive income for the year ended March 31, 2017**

Particulars	Note	Amount as per GAAP	Effects of transition to Ind AS	Amount as per Ind AS
<b>Revenue</b>				
Revenue from operations	27	808231953	0	808231953
Other Income	28	2989706	0	2989706
<b>Total Income (I+II)</b>		<b>811221659</b>	<b>0</b>	<b>811221659</b>
<b>Expenses</b>				
(a) Cost of materials Consumed	29	400318372	0	400318372
(b) Purchase of Traded Goods	30	13563722	0	13563722
(c) Change in Inventories of Finished Goods, WIP and Stock-in-trade	31	(6996059)	0	(6996059)
(d) Excise duty on Sales		79096354	0	79096354
(e) Employee Benefits Expense	32	108274626	102739	108377365
(f) Finance Cost	33	35839159	(122000)	35717159
(g) Depreciation and Amortization Expense	34	25860837	123379	25984216
(h) Other Expenses	35	98329407	0	98329407
<b>Total Expenses (IV)</b>		<b>754286418</b>	<b>104118</b>	<b>754390537</b>
<b>Profit Before Tax (III-IV)</b>		<b>56935241</b>	<b>(104118)</b>	<b>56831122</b>
<b>Tax Expense/ (credit):</b>				
(a) Current Tax	26	16000000	0	16000000
(b) Deferred Tax		3328622	(33969)	3294653
(c) Short/ (Excess) provision for taxes of earlier years		270239	0	270239
<b>Total Tax</b>		<b>19598861</b>	<b>(33969)</b>	<b>19564892</b>
<b>Profit for the period (V-VI)</b>		<b>37336380</b>	<b>(70149)</b>	<b>37266230</b>
<b>Other Comprehensive Income (OCI)</b>				
Item that will not be reclassified to profit or loss				
- Remeasurements of the defined benefit liabilities		0	102739	102739
- Income tax relating to items that will not be reclassified to profit or loss		0	(33969)	(33969)
<b>Other Comprehensive Income for the period After Tax</b>		<b>0</b>	<b>68770</b>	<b>68770</b>
<b>Total Comprehensive Income for the period After Tax (VII + VIII)</b>		<b>37336380</b>	<b>(1379)</b>	<b>37335000</b>

**C. Reconciliation of Total Equity as at April 01, 2016 (Date of Transition to Ind AS) and March 31, 2017**

Particulars	footnotes	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
Total Equity (Shareholder's Funds) as per Previous GAAP		275443207	221606892
Adjustment on account of depreciation	b	(123379)	0
Adjustment of amortization of loan processing fee	c	122000	0
Adjustment of Revaluation Reserve on account of depreciation		7564	0
<b>Total Equity (Shareholder's Funds) as per Ind AS</b>		<b>275449392</b>	<b>221606892</b>

**D. Reconciliation of Total Comprehensive Income for the year ended March 31, 2017**

Particulars	footnotes	For the year ended March 31, 2017
Net Profit reported under previous GAAP		37336380
Remeasurements cost of net defined benefit obligations	e	(102739)
Deferred tax adjustments on above	d	33969
Impact of depreciation on investment properties & revalued assets	b	(123379)
Impact of amortization of loan processing fee	c	122000
Net Profit as reported under Ind AS		37266230
Other Comprehensive Income	e	102739
Tax adjustments on above OCI	d	(33969)
<b>Total Comprehensive Income as reported under Ind AS</b>		<b>37335000</b>



**E. Impact of Ind AS adoption on the statements of cash flows for the year ended March 31, 2017**

Particulars	Previous GAAP	Adjustments	Ind AS
Net cash flow from operating activities	69088079	(122001)	68966078
Net cash flow from investing activities	(58095223)	0	(58095223)
Net cash flow from financing activities	(5184738)	122001	(5062736)
Net increase/(decrease) in cash and cash equivalents	5808118	0	5808118
Cash and cash equivalents as at April 1, 2016	13846214	0	13846214
Cash and cash equivalents as at March 31, 2017	19654332	0	19654332

**Footnotes to Reconciliation**

- Previous GAAP figures have been reclassified to conform to Ind AS presentation requirements.
- Depreciation Under Ind AS: The Investment Properties were classified under the head "Investments" under the previous GAAP. On transition to Ind AS, the same has been reclassified under the head "Investment Property" and depreciation on the same has been adjusted and provided for accordingly
- Unamortized Loan Processing Fee expense appearing as on April 01, 2016 under previous GAAP has been derecognized through Equity as per the prescribed Ind AS.
- The deferred tax adjustment includes the impact of transition adjustments together with adjustments in relation to Ind AS making it mandatory of using balance sheet approach against profit and loss approach as in the previous GAAP. On the date of transition, deferred tax impact on transition provision has been accounted in the Reserves, and consequential impact in the statement of profit and loss for the subsequent periods.
- Under Previous GAAP, actuarial gains and losses were recognized in the Statement of Profit and Loss. Under Ind AS 19, the actuarial gains and losses is considered as Remeasurements of net defined benefit liability / asset and is recognized in other comprehensive income and therefore the same is recorded accordingly and resultant change due to this transition from Previous GAAP to Ind AS has been recognized accordingly.
- Under previous GAAP, the Company was not required to present other comprehensive income (OCI) separately. Hence, it has reconciled Indian GAAP profit or loss to profit or loss as per Ind-AS. Further, Ind-AS profit or loss is reconciled to total comprehensive income as per Ind-AS.

**46. OTHER NOTES**

- ✓ Company does not have any long-term contract including derivative contract for which there are any material foreseeable losses.
- ✓ There are no amounts which are required to be transferred to the Investor Education and Protection Fund.
- ✓ Previous year figures have been reworked, regrouped, rearranged and reclassified, wherever necessary.

**As per our Report of even date**

**For NARENDRA SHARMA & Co.**  
**Chartered Accountants**  
**Firm Regn. No. 004983C**

Sd/-  
**(CA YOGESH GAUTAM)**  
**Partner**  
M. No. 072676

Jaipur, 29<sup>th</sup> May, 2018

**For DHABRIYA POLYWOOD LIMITED**

Sd/-  
**DIGVIJAY DHABRIYA**  
**Director**  
(DIN: 00519946)

Sd/-  
**HITESH AGRAWAL**  
**Chief Financial Officer**

Sd/-  
**SHREYANSH DHABRIYA**  
**Director**  
(DIN: 06940427)

Sd/-  
**SPARSH JAIN**  
**Company Secretary**

## INDEPENDENT AUDITOR'S REPORT

To the Members of  
**Dhabriya Polywood Limited**

### **Report on the consolidated Ind AS Financial Statements**

We have audited the accompanying consolidated Ind AS financial statements of **DHABRIYA POLYWOOD LIMITED** (hereinafter referred to as "the Holding Company") and its Subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31<sup>st</sup> March, 2018, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Cash Flow Statement, the Consolidated Statement of Changes in Equity, for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

### **Management's Responsibility for the consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit. In conducting our Audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be

included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated Ind AS financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors, referred to in Other Matters paragraph below, the aforesaid consolidated 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 other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2018, and their consolidated profit, consolidated total comprehensive income, their consolidated cash flows and consolidated statement of changes in equity for the year ended on that date.

### **Other Matters**

We did not audit the financial statements of one of the subsidiary viz. Polywood Profiles Pvt. Ltd., whose financial statements reflect total assets of Rs. 949.11 lakhs as at March 31, 2018, total revenues of Rs. 2351.66 lakhs, total net profit after tax of Rs. 140.10 lakhs and total comprehensive income of Rs. 140.10 lakhs for the year ended on that date, as considered.

## ANNUAL REPORT 2017-18

These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion is based solely on the reports of the other auditors.

Our opinion on the consolidated Ind AS financial statements and our report on Other Legal and Regulatory Requirements below is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

The comparative financial statements for the year ended March 31, 2018 in respect of one subsidiary and the related transition date opening balance sheet as at April 01, 2016 prepared in accordance with the Ind AS and included in these consolidated Ind AS financial statements have been audited by other auditors, whose reports have been furnished to us by the Management and in so far as it relates to the comparative amounts and disclosures included in respect of these subsidiary, made in these consolidated Ind AS financial statements, is based solely on the reports of the other auditors.

Our opinion on the consolidated Ind AS financial statements is not modified in respect of the above matters on the comparative financial information.

### Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit and on the consideration of the report of the other auditors on separate financial statements and the other financial information of subsidiaries, referred in the Other Matters paragraph above we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.
- (d) In our opinion, the aforesaid consolidated 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 of the Holding Company as on 31<sup>st</sup> March 2018, taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company incorporated in India, none of the directors of the Group Companies is disqualified as on 31<sup>st</sup> March 2018 from being appointed as a Director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in “Annexure A” which is based on the auditor’s reports of the Holding Company and subsidiary Companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those companies, for the reasons stated therein.
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.
  - ii. The Group did not have any long-term contracts including derivative contracts for which there were any foreseeable losses.
  - iii. There were no amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding company and its subsidiary companies

For **Narendra Sharma & Co.**  
**Chartered Accountants**  
 (Firm Regn No. 004983C)

Sd/-  
**(Yogesh Gautam)**  
**Partner**  
**Membership No. 072676**

**Jaipur, 29<sup>th</sup> May, 2018**

## **ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT**

(Referred to in Paragraph 1(f) under “Report on Other Legal and Regulatory Requirements” of our report of even date)

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

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended March 31, 2018, we have audited the internal financial controls over financial reporting of **DHABRIYA POLYWOOD LIMITED** (hereinafter referred to as “the Holding Company”) and its subsidiaries (the Holding Company and its subsidiaries together referred to as “the Group”, as of that date

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

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

#### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Holding Company and its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing

prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

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

A Company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance

## ANNUAL REPORT 2017-18

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, to the best of our information and according to the explanations given to us and based on the consideration of reports of the other auditors, as referred to in the Other Matters

below, the Holding Company and its subsidiary Companies which are Companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note.

### **Other Matters**

Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to one subsidiary company, which is company incorporated in India, is based on the corresponding report of the auditors of such company incorporated in India.

For **Narendra Sharma & Co.**  
**Chartered Accountants**  
 (Firm Regn No. 004983C)

Sd/-  
**(Yogesh Gautam)**  
**Partner**  
**Membership No. 072676**

**Jaipur, 29<sup>th</sup> May, 2018**

DHABRIYA POLYWOOD LIMITED				
CONSOLIDATED BALANCE SHEET				
AS AT 31 <sup>st</sup> MARCH 2018				
Particulars	Note	As at 31 <sup>st</sup> March 2018	As at 31 <sup>st</sup> March 2017	As at 31 <sup>st</sup> March, 2016
<b>A. ASSETS</b>				
<b>I. Non-current Assets</b>				
a) Property, Plant and Equipment	4	416328769	385403001	314250375
b) Capital work-in progress	4	0	677127	60000
c) Investment Property	5	8008591	2262165	2377980
d) Financials Assets				
iv) Investments	6	18500	15500	13000
v) Loans	7	5025002	4375828	2453352
vi) Others		0	0	0
e) Other non-current assets	8	12578739	12578739	12584739
<b>Total Non-Current Assets</b>		<b>441959602</b>	<b>405312360</b>	<b>331739446</b>
<b>II. Current Assets</b>				
a) Inventories	9	311429736	222375483	137574642
b) Financial Assets				
i) Trade Receivables	10	251201098	234266701	195943834
ii) Cash and cash equivalents	11	19399586	24692521	17971652
iii) Bank balances other than (iii) above		0	0	0
iv) Loans	12	8122779	3481774	3951092
v) Others	13	9621783	8743427	5178531
c) Other Current Assets	14	27237572	18490960	19313049
<b>Total Current Assets</b>		<b>627012554</b>	<b>512050866</b>	<b>379932800</b>
<b>Total Assets</b>		<b>1068972156</b>	<b>917363226</b>	<b>711672246</b>
<b>B. EQUITY AND LIABILITIES</b>				
<b>III. EQUITY</b>				
a) Equity Share Capital	15	108242450	105801500	102500000
b) Other Equity	16	296895442	197968829	132726706
Equity Attributable to Owners		405137892	303770329	235226706
Non-Controlling Interest		311513	202820	142573
<b>Total Equity</b>		<b>405449405</b>	<b>303973149</b>	<b>235369279</b>
<b>IV. LIABILITIES</b>				
<b>3) Non-current Liabilities</b>				
a) Financial Liabilities				
i. Borrowings	17	169506579	190212447	164019709
ii. Other Financial Liabilities	18	2789076	2580000	1705000
b) Provisions	19	14462036	10580220	9003735
c) Deferred tax liabilities (net)	20	8238619	8470894	2335905
d) Other non-current liabilities		0	0	0
<b>Total Non-Current Liabilities</b>		<b>194996310</b>	<b>211843561</b>	<b>177064349</b>
<b>4) Current Liabilities</b>				
a) Financial Liabilities				
i. Borrowings	21	245537821	183505131	133915492
ii. Trade Payables	22	96942321	84267548	29654437
iii. Other Financial Liabilities	23	74989073	77217380	64726687
b) Other Current Liabilities	24	13152209	24478750	47314495
c) Provisions	25	23364158	19678739	12542860
d) Current tax liabilities (Net)	26	14540859	12398968	11084647
<b>Total Current Liabilities</b>		<b>468526441</b>	<b>401546516</b>	<b>299238618</b>
<b>Total Equity and Liabilities</b>		<b>1068972156</b>	<b>917363226</b>	<b>711672246</b>
See accompanying notes forming part of the Financial statements	1to46			
As per our Report of even date For NARENDRA SHARMA & Co. Chartered Accountants Firm Regn. No. 004983C		For DHABRIYA POLYWOOD LIMITED		
Sd/- (CA YOGESH GAUTAM) Partner M. No. 072676 Jaipur, 29 <sup>th</sup> May, 2018		Sd/- DIGVIJAY DHABRIYA Director (DIN: 00519946)	Sd/- SHREYANSH DHABRIYA Director (DIN: 06940427)	
		Sd/- Hitesh Agrawal Chief Financial Officer	Sd/- Spارش Jain Company Secretary	

DHABRIYA POLYWOOD LIMITED			
CONSOLIDATED STATEMENT OF PROFIT AND LOSS			
FOR THE YEAR ENDED ON 31 <sup>st</sup> MARCH, 2018			
Particulars	Note	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
<b>Revenue</b>			
I. Revenue from operations	27	1344583104	1047064933
II. Other Income	28	2801485	3289586
<b>III. Total Income (I+II)</b>		<b>1347384588</b>	<b>1050354519</b>
<b>IV. Expenses</b>			
(a) Cost of materials Consumed	29	707415094	512646973
(b) Purchase of Traded Goods	30	19459697	25102978
(c) Change in Inventories of Finished Goods, WIP and Stock-in-trade	31	(2380680)	(28015632)
(d) Excise duty on Sales		23015842	67602352
(e) Employee Benefits Expense	32	212552712	136828817
(f) Finance Cost	33	48277393	41741553
(g) Depreciation and Amortization Expense	34	37982506	31973824
(h) Other Expenses	35	202479702	187320810
<b>Total Expenses (IV)</b>		<b>1248802267</b>	<b>975201676</b>
<b>V. Profit Before Tax (III-IV)</b>		<b>98582321</b>	<b>75152843</b>
<b>VI. Tax Expense/ (credit):</b>			
(a) Current Tax		30136000	21375000
(b) Deferred Tax		(827776)	3838180
(c) Short/ (Excess) provision for taxes of earlier years		659092	398474
<b>Total Tax</b>		<b>29967316</b>	<b>25611654</b>
<b>VII. Profit for the period (V-VI)</b>		<b>68615005</b>	<b>49541189</b>
Net Profit after tax for the year attributed to:			
- Owners of the Company		68506313	49480942
- Non-controlling interest		108693	60247
<b>VIII. Other Comprehensive Income (OCI)</b>			
Item that will not be reclassified to profit or loss			
- Remeasurements of the defined benefit liabilities		2999607	102739
- Income tax relating to items that will not be reclassified to profit or loss		(991760)	(33969)
<b>Other Comprehensive Income for the period After Tax</b>		<b>2007847</b>	<b>68770</b>
<b>IX. Total Comprehensive Income for the period After Tax (VII + VIII)</b>		<b>70622852</b>	<b>49609960</b>
Total Comprehensive Income for the year attributed to:			
- Owners of the Company		70514160	49549713
- Non-controlling interest		108693	60247
<b>X. Earnings per Equity Share (of ₹ 10/- each)</b>			
(a) Basic & Diluted	36	<b>6.33</b>	<b>4.68</b>
See accompanying notes forming part of the financial statements	1 to 46		
<div> <p>As per our Report of even date  <b>For NARENDRA SHARMA &amp; Co.</b>  <b>Chartered Accountants</b>  <b>Firm Regn. No. 004983C</b></p> <p>Sd/-  <b>(CA YOGESH GAUTAM)</b>  <b>Partner</b>  M. No. 072676  <b>Jaipur, 29<sup>th</sup> May, 2018</b></p> </div> <div> <p><b>For DHABRIYA POLYWOOD LIMITED</b></p> <p>Sd/-  <b>DIGVIJAY DHABRIYA</b>  <b>Director</b>  (DIN: 00519946)</p> <p>Sd/-  <b>HITESH AGRAWAL</b>  <b>Chief Financial Officer</b></p> </div> <div> <p>Sd/-  <b>SHREYANSH DHABRIYA</b>  <b>Director</b>  (DIN: 06940427)</p> <p>Sd/-  <b>SPARSH JAIN</b>  <b>Company Secretary</b></p> </div>			

<b>DHABRIYA POLYWOOD LIMITED</b> <b>CONSOLIDATED CASH FLOW STATEMENT</b> <b>FOR THE YEAR ENDED ON 31<sup>st</sup> MARCH, 2018</b>				
Particulars	For the year ended 31 <sup>st</sup> March, 2018		For the year ended 31 <sup>st</sup> March, 2017	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit before tax as per Profit & Loss Statement		98582321		75152843
<b>Adjusted for:</b>				
Depreciation and amortization expenses	37982506		31973824	
Profit on Sale of Fixed assets			(9337)	
Preliminary Expenses W/o			2603	
Finance Costs	48277393		41741553	
Interest Income	(1218560)		(1506480)	
		85041339		72202163
Operating Profit before working capital changes		183623660		147355006
<b>Adjustment for:</b>				
(Increase) / Decrease in Trade Receivables	7191588		(19493907)	
(Increase) / Decrease in Inventories	(33308198)		(56563932)	
(Increase) / Decrease in Other Assets	(7707049)		(377116)	
(Decrease) / Increase in Trade Payables	(567400)		36342579	
(Decrease) / Increase in Provisions	313548		7348135	
(Decrease) / Increase in Other Liabilities	(29890799)		(31183454)	
		(63968310)		(63927694)
Cash generated from/ (used in) operations		119655351		83427313
Direct Taxes Paid		(16254233)		(9374506)
<b>Net cash generated from/ (used in) operating activities - (A)</b>		103401118		74052807
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Payment for Property, plant and equipment and Capital work in progress and Investment properties	(46752707)		(71134005)	
Sale of fixed assets			80000	
Interest income	1218560		1506480	
<b>Net cash (used in) Investing Activities - (B)</b>		(45534147)		(69547525)
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Proceeds from Non-Current borrowings	43722365		49239880	
Repayment of Non-Current borrowings	(102917697)		(43754858)	
Proceeds from Issue of share Capital	0		0	
Net Increase/(decrease) in Current borrowings	43048426		37763248	
Interest paid	(48277393)		(41741553)	
<b>Net cash (used in)/ from financing activities - (C)</b>		(64424299)		1506717
<b>Net Increase/ (decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>		(6557329)		6011999
<b>Cash and cash equivalents at the beginning of the year</b>		24692521		17971652
<b>Cash and cash equivalents at the beginning of the year of the new subsidiary</b>		1264394		708870
<b>Cash and cash equivalents at the end of the year</b>		19399586		24692521
<b>1. Cash and cash equivalents at the end of the year comprises:</b>				
Cash on hand		1107392		1612206
Balances with Banks				
(i) In current accounts		3535610		8963366
(ii) In fixed deposit accounts		14756584		14116950
<b>Total</b>		19399586		24692521
<b>As per our Report of even date For NARENDRA SHARMA &amp; Co. Chartered Accountants Firm Regn. No. 004983C</b>  <b>Sd/- (CA YOGESH GAUTAM) Partner M. No. 072676 Jaipur, 29<sup>th</sup> May, 2018</b>				
<b>For DHABRIYA POLYWOOD LIMITED</b>  <b>Sd/- DIGVIJAY DHABRIYA Director (DIN: 00519946)</b>  <b>Sd/- HITESH AGRAWAL Chief Financial Officer</b>				
<b>Sd/- SHREYANSH DHABRIYA Director (DIN: 06940427)</b>  <b>Sd/- SPARSH JAIN Company Secretary</b>				



DHABRIYA POLYWOOD LIMITED						
STATEMENT OF CHANGES IN EQUITY						
For the year ended on 31 <sup>st</sup> MARCH 2018						
Equity Share Capital						
Particulars						Amount
Balance as at 01 <sup>st</sup> April, 2016						102500000
Changes in equity share capital during the year						3301500
Balance as at 31st March, 2017						105801500
Changes in equity share capital during the year						2440950
Balance as at 31st March, 2018						108242450
Other Equity						
Particulars	Other Equity			Equity Attributable to Owners	Non-Controlling Interest	Total Equity
	Reserve and Surplus					
	General Reserve	Share Premium Account	Retained Earnings Account			
Balance as at 01st April, 2016	131858337	0	868369	132726706	142573	132869279
1. Profit for the year	0	0	49480942	49480942	60247	49541189
2. Other comprehensive income for the year, net of income tax	0	0	68770	68770	0	68770
Total Comprehensive Income for the year	0	0	49549713	49549713	60247	49609960
3. Premium received on issue of Shares	0	0	0	0	0	0
4. Transfer to / (from) Retained earnings	49549713	0	(49549713)	0	0	0
5. Transfer to net surplus of new subsidiary	15692410	0	0	15692410	0	15692410
Balance as at 31st March, 2017	197100460	0	868369	197968829	202820	198171649
1. Profit for the year	0	0	68506313	68506313	108693	68615005
2. Other comprehensive income for the year, net of income tax	0	0	2007847	2007847	0	2007847
Total Comprehensive Income for the year	0	0	70514160	70514160	108693	70622852
3. Premium received on issue of Shares	0	0	0	0	0	0
4. Transfer to / (from) Retained earnings	70514160	0	(70514160)	0	0	0
5. Transfer to net surplus of new subsidiary	31572311	0	0	31572311	0	31572311
6. Gratuity expenses provision	(4310748)			(4310748)	0	(4310748)
7. Deferred tax on Gratuity not provided for earlier	1150891			1150891	0	1150891
Balance as at 31st March, 2018	296027073	0	868369	296895442	311513	297206955
As per our Report of even date For NARENDRA SHARMA & Co. Chartered Accountants Firm Regn. No. 004983C						
For DHABRIYA POLYWOOD LIMITED						
Sd/- DIGVIJAY DHABRIYA Director (DIN: 00519946)						
Sd/- SHREYANSH DHABRIYA Director (DIN: 06940427)						
Sd/- (CA YOGESH GAUTAM) Partner M. No. 072676						
Sd/- HITESH AGRAWAL Chief Financial Officer						
Sd/- SPARSH JAIN Company Secretary						
Jaipur, 29 <sup>th</sup> May, 2018						

**Notes forming part of consolidated financial statements**

for the year ended March 31, 2018

**1. CORPORATE INFORMATION**

The Consolidated financial statements comprise financial statements of “Dhabriya Polywood Limited” (the Holding Company) and its subsidiaries collectively referred to as “the Group”, for the year ended 31<sup>st</sup> March 2018.

The principal activities of the Group consist of manufacturing & supply of Extruded PVC Profile Sections, Dstona Sheets & Moldings for various furnishing & furniture applications (i.e. Doors, Partitions, Ceiling, Paneling, fencing, prefabs, interior & furnishing etc.), uPVC Windows & Door Systems and manufacturing of Modular furniture items. All the product range of Group is developed & produced on Save Tress concept without using natural wood. Further details about the business operations of the Group are provided in Note 41 - Segment Reporting.

The consolidated financial statements for the year ended 31<sup>st</sup> March 2018 were approved by the Board of Directors and authorised for issue on May 29, 2018.

**2. STATEMENT OF COMPLIANCE**

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 (“the Act”) read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act, as applicable. The consolidated financial statements up to the year ended 31<sup>st</sup> March 2017 were prepared in accordance with Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 and other relevant provisions of the Act (“Previous GAAP”). These are the Group’s first Ind AS consolidated financial statements. The date of transition to Ind AS is April 1, 2016. Refer note 45 for an explanation of the transition from previous GAAP to Ind AS and the effect on the Group’s financial position, financial performance and cash flows.

**3. SIGNIFICANT ACCOUNTING POLICIES**

**A. BASIS OF PREPERATION AND PRESENTATION**

The consolidated financial statements have been prepared on accrual basis under the historical cost basis except for certain financial instruments which are measured at fair value at the end of each reporting period.

The Consolidated Financial Statements of the Group have been prepared to comply with the Indian Accounting Standards (‘Ind AS’), including the rules notified under the relevant provisions of the Companies Act, 2013.

The Consolidated Financial Statements comprises of Reliance Industries Limited and all its subsidiaries, being the entities that it controls. Controls are assessed in accordance with the requirement of Ind AS 110 - Consolidated Financial Statements.

**B. PRINCIPLES OF CONSOLIDATION**

- (a) The financial statements of the Holding Company and its subsidiaries are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cashflows, after fully eliminating intra-group balances and intra-group transactions.
- (b) Profits or losses resulting from intra-group transactions that are recognized in assets, such as inventory and Property, Plant and Equipment, are eliminated in full.
- (c) The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances.
- (d) The carrying amount of the parent’s investment in each subsidiary is offset (eliminated) against the parent’s portion of equity in each subsidiary.

(e) Non-Controlling Interest's share of profit/loss of consolidated subsidiaries for the year is identified and adjusted against the income of the Group in order to arrive at the net income attributable to shareholders of the Company.

(f) Non-Controlling Interest's share of net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet.

### C. REVENUE RECOGNITION

**Sale of Goods:** - Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment, net of returns and allowances, trade discounts and volume rebates.

Sales of products is inclusive of excise duty and net of value added tax /sales tax/goods and service tax (GST).

Revenue is recognized when the significant risks and rewards of ownership have been transferred to the customer, recovery of the consideration is probable, the associated costs can be estimated reliably, there is no continuing management involvement with the goods nor it exercises effective control over the goods and the amount of revenue can be measured reliably. The timing of the transfer of risks and rewards varies depending on the individual terms of the sales arrangements.

**Income from Services:** Revenue from sale of services are recognized when services are rendered, and related costs are incurred. Income from services is net of service tax / goods and service tax (GST).

**Other Income:** Interest income from a financial asset is recognized when it is probable that the economic benefit will flow to the Group and the amount of income can be measured reliably. Interest

income is accrued on a time basis, by reference to the principal outstanding and at the effective rate applicable, which is the rate that discounts estimated future cash receipts through the expected life of the financial assets to that asset's net carrying amount on initial recognition.

### D. PROPERTY, PLANT AND EQUIPMENT

On transition to Ind AS the Group has adopted the optional exemption under Ind AS 101 to use the carrying value of the Property, plant and equipment as the deemed cost. Subsequently Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and accumulated impairment losses, if any. For this purpose, cost includes deemed cost which represents the carrying value of property, plant and equipment recognized as at 1st April 2016 measured as per the previous GAAP. Cost of acquisition or construction is inclusive of freight, duties, relevant taxes, incidental expenses and interest on loans attributable to the acquisition of qualifying assets, up to the date of commissioning of the assets. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for qualifying assets, up to the date of commissioning of the assets. All repair and maintenance costs are recognized in profit or loss as incurred. Assets are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use.

Capital work-in-progress - Assets which are not yet ready for their intended use are carried at cost comprising direct cost, related incidental expenses and attributable interest.

#### Depreciation methods, estimated useful lives and residual value

Depreciation on Property, plant and equipment is provided to the extent of depreciable amount on the Written Down Value (WDV) Method on the basis of useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 to allocate their cost, net of their residual values, over their estimated useful lives as follows:

- Buildings - 30 Years
- Plant and Equipment - 15 Years
- Furniture & Fixtures - 10 Years
- Vehicles - 8 -10 Years
- Computer and accessories -3 – 6 Years
- Office Equipment - 5 Years

Depreciation on additions and deletion during the year has been provided on pro rata basis with reference to the date of addition and deletion. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the statement of profit and loss within other income or other expenses.

#### **E. INVESTMENT PROPERTY**

On transition to Ind AS, the Group has adopted optional exemption under Ind AS 101 to use the carrying value of Investment Properties as the deemed cost. Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. Investment properties are depreciated using the written down value method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

#### **F. IMPAIRMENT OF ASSETS**

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal

and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period. The Group bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Group's cash-generating units to which the individual assets are allocated.

Impairment losses, if any, are recognized in the statement of profit and loss. After impairment depreciation is provided on the revised carrying amount of the asset over its remaining useful life. An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the group estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

#### **G. FOREIGN CURRENCY TRANSACTIONS**

The functional currency of the Group is Indian rupee. Transactions denominated in foreign currencies are normally recorded on initial recognition at the exchange rate prevailing at the time of transaction. Monetary items (i.e. liabilities and assets etc.) denominated in foreign currency at the year-end are

translated at the functional currency closing rate of exchange at the reporting date.

Any income or expenses on account of exchange difference either on settlement of monetary items or on reporting these items at rates different from rates at which these were initially recorded / reported in previous consolidated financial statements are recognized as income / expense 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.

#### **H. CASH AND CASH EQUIVALENTS**

For the purpose of presentation in the cash flow statement, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

#### **I. TRADE RECEIVABLES**

Trade receivables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method, less provision for impairment.

#### **J. INVENTORIES**

Raw materials and stores, work in progress and finished goods are stated at the lower of cost and net realizable value. Cost of raw materials comprises cost of purchases. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity.

Costs of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of

inventory on the basis of Weighted Average Cost basis. Costs of purchased inventory are determined after deducting rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

#### **K. TRADE AND OTHER PAYABLES**

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

#### **L. BORROWING**

Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in the statement of profit and loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

#### **M. BORROWING COST**

Borrowing Costs directly attributable to the acquisition, construction and 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 recognized in Profit and Loss in the period in which they are incurred.

**N. EMPLOYEE BENEFITS****Short Term Employee Benefits**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

**Post-Employment Benefits****Defined Contribution Plans**

A defined contribution plan is a post-employment benefit plan under which the Group pays specified contributions to a separate entity. The Group makes specified monthly contributions towards Provident Fund (PF) and Employee State Insurance (ESI) to the eligible employees. The Group's contribution is recognized as employee benefit expenses in Profit and Loss during the period in which the employee renders the related service.

**Defined Benefit Plans**

The Group provides for gratuity, a defined benefit retirement plan to the employees whoever has completed five years of service with the Group at the time of retirement, death while in employment or on termination of employment or otherwise as per the provisions of The Payment of Gratuity Act, 1972. Group accounts for liability of future gratuity benefits bases on an external actuarial valuation on projected unit credit method carried out annually for assessing liability as at the balance sheet date.

**O. USE OF ESTIMATES AND JUDGEMENT**

The preparation of the consolidated financial statements in conformity with recognition and measurement principles of Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. Estimates and underlying assumptions

are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which estimates are revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the key assumptions concerning the future, and other sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities in future are:

**(i) Useful lives and residual value of property, plant and equipment and intangible assets:**

Useful life and residual value are determined by the management based on a technical evaluation considering nature of asset, past experience, estimated usage of the asset, vendor's advice etc. and same is reviewed at each financial year end.

**(ii) Impairment of investments:**

The Group reviews its carrying value of long term investments in equity shares of subsidiaries and other partnership firms carried at cost at the end of each reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

**(iii) Deferred tax assets:**

The Group reviews the carrying amount of deferred tax assets at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

**P. INCOME TAXES**

Income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized outside profit or loss is recognized outside profit

or loss i.e. in other comprehensive income. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the reporting date. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Group has a legally enforceable right for such set off. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss i.e. in other comprehensive income.

#### **Q. CONTINGENT LIABILITIES AND PROVISIONS**

Contingent liabilities are disclosed after evaluation of the facts and legal aspects of the matter involved, in line with the provisions of Ind AS 37. The Group records a liability for any claims where a potential loss is probable and capable of being estimated and discloses such matters in its consolidated financial statements, if material. For potential losses that are considered possible, but not probable, the Group provides

disclosures in the consolidated financial statements but does not record a liability in its consolidated financial statements unless the loss becomes probable.

Provisions are recognized when the Group has a legal / constructive obligation as a result of a past event, for which it is probable that a cash outflow may be required, and a reliable estimate can be made of the amount of the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

#### **R. EARNING PER SHARE**

Basic earnings per share is calculated by dividing the net profit for the current year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The number of shares used in computing diluted earnings per share comprises the weighted average share considered for calculating basic earnings per share, and also the weighted average number of shares, which would have been issued on the conversion of all dilutive potential equity shares. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares as appropriate.

#### **S. OPERATING CYCLE**

Based on the nature of products / activities of the Group and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

**4. PROPERTY, PLANT & EQUIPMENT AND CAPITAL WORK -IN-PROGRESS**

As at 31st March 2018 and 31st March 2017

Particulars	Gross Carrying Amount				Accumulated Depreciation					Net Carrying Amount	
	Balance as at 01 April, 2017	Additions / Adjustments for carrying amount of New Subsidiary	Disposals / discard of assets	As at 31 March, 2018	Balance as at 01 April, 2017	Accumulated Depreciation of New Subsidiary	Depreciation for the year	Eliminated on Disposals / discard of assets	As at 31 March, 2018	As at 31 March, 2018	As at 31 March, 2017
Leasehold Land	142329464	9717458	0	152046922	0	0	0	0	0	152046922	142329464
Building	91352580	10833977	0	102186557	3276888	466059	3658820	0	7401767	94784790	88075692
Plant & Equipment	166307965	46982582	0	213290547	24421371	2247340	29780306	0	56449017	156841530	141886594
Dies & Mould	0	72701	0	72701	0	15427	11637	0	27064	45637	0
Furniture & Fixtures	3290615	485868	0	3776483	428608	12388	806828	0	1247824	2528659	2862007
Vehicles	10716455	191561	0	10908016	2947683	45358	2418918	0	5411959	5496057	7768772
Office Equipment's	124773	116556	0	241329	70830	5079	18582	0	94491	146838	53943
Computers	618016	737670	0	1355686	272448	75620	354905	0	702973	652713	345568
Misc. Fixed Assets	2510466	2718943	0	5229409	429506	206044	808236	0	1443786	3785623	2080960
<b>Total</b>	<b>417250334</b>	<b>71857316</b>	<b>0</b>	<b>489107650</b>	<b>31847334</b>	<b>3073315</b>	<b>37858232</b>	<b>0</b>	<b>72778881</b>	<b>416328769</b>	<b>385403001</b>
<b>Capital Work-in-progress</b>	<b>677127</b>	<b>0</b>	<b>677127</b>	<b>0</b>	<b>0</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>677127</b>

As at March 31, 2017 and April 1, 2016

Particulars	Gross Carrying Amount				Accumulated Depreciation					Net Carrying Amount	
	Balance as at 01 April, 2017	Additions / Adjustments for carrying amount of New Subsidiary	Disposals / discard of assets	As at 31 March, 2018	Balance as at 01 April, 2017	Accumulated Depreciation of New Subsidiary	Depreciation for the year	Eliminated on Disposals / discard of assets	As at 31 March, 2018	As at 31 March, 2018	As at 31 March, 2017
Leasehold Land	141213753	1115711	0	142329464	0	0	0	0	0	142329464	141213753
Building	86573664	4778916	0	91352580	0	0	3276888	0	3276888	88075692	86573664
Plant & Equipment	78508464	87880841	81340	166307965	0	0	24432047	10676	24421371	141886594	78508464
Dies & Mould	0	0	0	0	0	0	0	0	0	0	0
Furniture & Fixtures	935279	2355336	0	3290615	0	0	428608	0	428608	2862007	935279
Vehicles	4465980	6250475	0	10716455	0	0	2947683	0	2947683	7768772	4465980
Office Equipment's	124773	0	0	124773	0	0	70830	0	70830	53943	124773
Computers	415420	202596	0	618016	0	0	272448	0	272448	345568	415420
Misc. Fixed Assets	2013042	497424	0	2510466	0	0	429506	0	429506	2080960	2013042
<b>Total</b>	<b>314250375</b>	<b>103081299</b>	<b>81340</b>	<b>417250334</b>	<b>0</b>	<b>0</b>	<b>31858010</b>	<b>10676</b>	<b>31847334</b>	<b>385403001</b>	<b>314250375</b>
<b>Capital Work-in-progress</b>	<b>60000</b>	<b>677127</b>	<b>60000</b>	<b>677127</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>677127</b>	<b>60000</b>

(i) The Company has adopted to continue with the carrying value for all its property, plant and equipment as recognized in the financial statements as at the date of transition to Ind AS i.e. 01 April 2016, measured as per previous GAAP and use that its deemed cost as at the date of transition as per Ind AS-101. The carrying value as at 01 April 2016 amounting to Rs.31,42,50,375/= of property, plant and equipment represents gross cost of Rs.43,91,51,429/= net of accumulated depreciation of Rs.12,49,01,054/= as at March 31, 2016.

(ii) Property, plant and equipment have been pledged as security against certain borrowings of the Company as at March 31, 2018. Refer note 17 & 21.



**5. INVESTMENT PROPERTY**

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
<b>Gross Carrying Amount</b>			
Balance as the beginning of period	2377980	2377980	2377980
Add: Additions / Adjustments	5870700	0	0
Less: Disposals / discard of assets	0	0	0
<b>Total at the end of period</b>	<b>8248680</b>	<b>2377980</b>	<b>2377980</b>
<b>Accumulated Depreciation</b>			
Balance as the beginning of period	115815	0	0
Add: Depreciation Charged for the Year	124274	115815	0
Less: Eliminated on Disposals / discard of assets	0	0	0
<b>Total at the end of period</b>	<b>240089</b>	<b>115815</b>	<b>0</b>
<b>Net Carrying Amount</b>	<b>8008591</b>	<b>2262165</b>	<b>2377980</b>
The Company has adopted to continue with the carrying value for all its property, plant and equipment including investment property as recognized in the financial statements as at the date of transition to Ind AS i.e. 01 April 2016, measured as per previous GAAP and use that its deemed cost as at the date of transition as per Ind AS-101.			

**6. INVESTMENT - NON-CURRENT**

Particulars	As At 31 <sup>st</sup> March, 2018		As At 31 <sup>st</sup> March, 2017		As At 01 <sup>st</sup> April, 2016	
	No. of Units	Amount	No. of Units	Amount	No. of Units	Amount
<b>A. Investment in Equity Instruments</b>						
(Unquoted, fully paid-up shares in Subsidiary Companies, valued at cost)	0	0	0	0	0	0
<b>B. Other Equity Instruments</b>						
(Unquoted, fully paid-up shares, valued at cost)						
- Polywood India Ltd - non-listed Company	1000	10000	1000	10000	1000	10000
<b>C. Investment in Government Securities</b>						
(Unquoted, valued at amortized cost)						
- National Saving Certificates	-	8500	-	5500	-	3000
<b>Total</b>		<b>18500</b>		<b>15500</b>		<b>13000</b>

**7. LOANS - NON-CURRENT (Unsecured, Considered Good)**

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
Security Deposits	5025002	4375828	2453352
<b>Total</b>	<b>5025002</b>	<b>4375828</b>	<b>2453352</b>

**8. OTHER NON-CURRENT ASSETS**

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
Capital Advances - for Immovable Property	12578739	12578739	12578739
Preliminary Expenses (to the extent not written off)	0	0	6000
<b>Total</b>	<b>12578739</b>	<b>12578739</b>	<b>12584739</b>

**9. INVENTORIES**

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
At Lower of cost or net realization value:			
Raw Materials	195847970	112134043	76777910
Packing Material	1404997	1074537	714803
Stock in Progress and semi-finished goods	19940312	17900971	7256841
Finished Goods - Manufactured	79068501	77646718	43089057
Finished Goods - Traded	9859456	11247920	8628031
Consumables Items, Stores and Spare Parts	5308500	2371294	1108000
<b>Total</b>	<b>311429736</b>	<b>222375483</b>	<b>137574642</b>

**10. TRADE RECEIVABLES**

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
Unsecured, considered good:			
Trade Receivables	251201098	234266701	195943834
<b>Total</b>	<b>251201098</b>	<b>234266701</b>	<b>195943834</b>
* Trade Receivables are expected to realize at least the amount at which they are stated, if realized in the ordinary course of business.			

**11. CASH AND CASH EQUIVALENTS**

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
Cash and Cash Equivalents:			
a) Cash on hand	1107392	1612206	2570444
b) Balances with banks			
i. In current accounts	3535610	8963366	3588948
ii. In fixed deposit accounts	14756584	14116950	11812260
<b>Total</b>	<b>19399586</b>	<b>24692521</b>	<b>17971652</b>

**12. LOANS - CURRENT (UNSECURED, CONSIDERED GOOD)**

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
Security & Other Deposits	8122779	3481774	3951092
<b>Total</b>	<b>8122779</b>	<b>3481774</b>	<b>3951092</b>

**13. OTHER CURRENT FINANCIAL ASSETS**

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
Balance with Government Authorities	4940027	6358750	3040537
Other Advances recoverable in cash	4681756	2384677	2137994
<b>Total</b>	<b>9621783</b>	<b>8743427</b>	<b>5178531</b>

**14. OTHER CURRENT ASSETS**

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
Advances to Suppliers	17659806	13779630	18076117
Prepaid Expenses	4666153	3155408	846065
Other Advances recoverable for value to be received	4911613	1555922	390867
<b>Total</b>	<b>27237572</b>	<b>18490960</b>	<b>19313049</b>

**15. EQUITY SHARE CAPITAL**

Particulars	As At 31 <sup>st</sup> March, 2018		As At 31 <sup>st</sup> March, 2017		As At 01 <sup>st</sup> April, 2016	
	No. of Shares	Amount in ₹	No. of Shares	Amount in ₹	No. of Shares	Amount in ₹
<b>(a) Authorised</b>						
Equity Shares of ₹ 10/- each	12500000	125000000	12500000	125000000	12500000	125000000
<b>(b) Issued</b>						
Equity Shares of ₹ 10/- each	10824245	108242450	10580150	105801500	10250000	102500000
<b>(c) Subscribed and fully paid-up</b>						
Equity Shares of ₹ 10/- each	10824245	108242450	10580150	105801500	10250000	102500000
<b>(d) Reconciliation of shares outstanding at the beginning &amp; at the end of the reporting period</b>						
At the beginning of the period	10580150	105801500	10250000	102500000	8200000	82000000
Add: Shares Issued	244095	2440950	330150	3301500	0	0
Add: Bonus Shares Issued	0	0	0	0	2050000	20500000
Outstanding at the end of the period	<b>10824245</b>	<b>108242450</b>	<b>10580150</b>	<b>105801500</b>	<b>10250000</b>	<b>102500000</b>
<b>(e) Details of shareholders holding more than 5% equity shares in the Company:</b>	<b>AS AT 31<sup>ST</sup> MARCH, 2018</b>		<b>AS AT 31<sup>ST</sup> MARCH, 2017</b>		<b>AS AT 01<sup>ST</sup> APRIL, 2016</b>	
	<b>Number of shares held</b>	<b>% holding in that class of shares</b>	<b>Number of shares held</b>	<b>% holding in that class of shares</b>	<b>Number of shares held</b>	<b>% holding in that class of shares</b>
Mr. Digvijay Dhabriya	7192238	66.45%	6970750	65.89%	6800750	66.35%
Mr. Mukul Agarwal	1002500	9.26%	1002500	9.48%	1002500	9.48%
<b>(f) Shares held by holding/ultimate holding company/ or their subsidiaries/ associates</b>	NIL	NIL	NIL	NIL	NIL	NIL
<b>(g) Terms/rights attached to equity shares</b>	The Company has only one class of shares referred to as equity shares having a par value of ₹ 10/-. Each holder of equity share is entitled to one vote per share and dividend as and when declared by Company.					
	There are no rights, preferences and restrictions attached to any share.					
<b>(h)</b>	There is no share reserved for issue under options and contracts/commitments for the sale of shares/disinvestment.					
<b>(i)</b>	During the Financial year 2017-18, Company has issued 244095 number of equity shares of face value Rs.10/- each at a premium of ₹ 117/- per share on non-cash basis i.e. against acquisition of 100% equity shares of Dynasty Modular Furnitures P Ltd., making it wholly owned subsidiary of the Company. (During the Financial year 2016-17 Company issued 330150 number of equity shares of face value ₹ 10/- each at a premium of ₹ 40/- per share on non-cash basis i.e. against acquisition of 100% equity shares of Polywood Profiles P Ltd., making it wholly owned subsidiary of the Company).					

**16. OTHER EQUITY**

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
<b>(A) General Reserves</b>			
Balance at the Beginning of the Year	197100460	131858337	131858337
Add: Transfer from Retained Earnings	71382529	49549713	0
Add: Transfer of Net surplus of new Subsidiary	31572311	15692410	0
Less: Gratuity Expenses provision	(4310748)	0	
Add: Deferred Tax on Gratuity not provided for earlier	1150891	0	
<b>Closing balance</b>	<b>296895442</b>	<b>197100460</b>	<b>131858337</b>
<b>(B) Securities Premium Account</b>			
Balance at the Beginning of the Year	0	0	0
Add: Premium Received on Issue of Shares during the year	0	0	0
Less: Bonus Issued	0	0	0
<b>Closing balance</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>(C) Retained Earnings Account</b>			
Balance at the Beginning of the Year	868369	868369	868369
Add: Profit for the year	68506313	49480942	0
Add: Other Comprehensive Income for the Year, net of income tax	2007847	68770	
	71382529	50418082	868369
Less: Transfer to General Reserve	(71382529)	(49549713)	0
<b>Closing balance</b>	<b>0</b>	<b>868369</b>	<b>868369</b>
<b>Equity attributable to Owners</b>	<b>296895442</b>	<b>197968829</b>	<b>132726706</b>
<b>Non-Controlling Interest</b>	<b>311513</b>	<b>202820</b>	<b>142573</b>
<b>Total Equity</b>	<b>297206955</b>	<b>198171649</b>	<b>132869279</b>

**17. BORROWINGS - NON-CURRENT**

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
<b>SECURED - At Amortized Cost</b>			
Term Loan from Banks*	114229557	126431821	151934289
Less: Current maturities of term loans	(27818889)	(36117768)	(37327534)
	86410668	90314053	114606755
Vehicle Loans**	2611600	4955286	2026069
Less: Current maturities of vehicle loans	(2109595)	(2343727)	(1208203)
	502005	2611559	817866
<b>UNSECURED - At Amortized Cost</b>			
From Directors	30112582	64086835	48595088
From Corporates	52481323	33200000	0
	82593905	97286835	48595088
<b>Total</b>	<b>169506579</b>	<b>190212447</b>	<b>164019709</b>

\* Term Loan from ICICI Bank Ltd., HDFC Bank Ltd. & SIDBI (earlier from HDFC Bank Ltd., ICICI Bank Ltd., SIDBI & Kotak Mahindra Bank Ltd.) are secured against equitable mortgage / hypothecation on all the immovable and movable properties of the Companies, both present and future and Term Loan from SIDBI is secured by the guarantees/security extended by promoter-directors of the Company. There is no default as on the Balance Sheet date in repayment of loans and interest. Total repayment period of the term loans are:

- (i) ICICI Bank Term Loan of ₹ 433.76 Lakhs availed in July 2016 on takeover of outstanding loan of Kotak Mahindra Bank is repayable in 26 monthly instalments commencing from August 2016 and last instalment due in September 2018.
- (ii) SIDBI Term Loan of ₹ 1000 Lakhs availed in the October 2015 is repayable in 90 monthly instalments commencing from April 2016 and last instalment due in September 2023.

- (iii) SIDBI Term Loan of ₹ 100 Lakhs availed in the Month of March 2017 is repayable in 54 monthly instalments commencing from October 2017 and last instalment due in March 2022.
- (iv) HDFC Term Loan (Loan Against Property) of ₹ 150.00 Lakhs taken during the year 2014-15 is repayable in 60 monthly instalments commencing from March 2015 and last instalment due in January 2020.
- (v) SIDBI Term Loan of ₹ 250.00 Lakhs taken during the year 2015-16 is repayable in 90 monthly instalments commencing from August 2016 and last instalment due in January 2024.

\*\* Car Loans Taken from banks/financial institutions are secured by way of individual hypothecation of the Vehicle purchased from the amount of loan.

#### 18. OTHER FINANCIAL LIABILITIES - NON-CURRENT

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
Trade/ security deposits received	2789076	2580000	1705000
<b>Total</b>	<b>2789076</b>	<b>2580000</b>	<b>1705000</b>

#### 19. PROVISIONS - NON-CURRENT

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
Provision for Employee Benefits:			
Gratuity Provision	14462036	10580220	9003735
<b>Total</b>	<b>14462036</b>	<b>10580220</b>	<b>9003735</b>

#### 20. DEFERRED TAX LIABILITIES (NET)

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
<b>Tax effect of items constituting deferred tax liability:</b>			
Property, Plant & Equipments	12398526	12202987	5499794
	12398526	12202987	5499794
<b>Tax effect of items constituting deferred tax assets:</b>			
Provision for gratuity	(4159908)	(3732093)	(3163889)
	(4159908)	(3732093)	(3163889)
<b>Net Deferred Tax Liability</b>	<b>8238619</b>	<b>8470894</b>	<b>2335905</b>

#### 21. BORROWINGS - CURRENT

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
<b>SECURED - At Amortized Cost</b>			
<b>Working Capital Loans from Banks*</b>			
Cash Credit / Overdraft Facility	224913397	167726431	110019481
Buyer's Credit Facility	20624424	15778700	23896011
<b>Total</b>	<b>245537821</b>	<b>183505131</b>	<b>133915492</b>

\* Cash Credit Limits & Buyers' Credit Facility from HDFC Bank Ltd. and ICICI Bank Ltd. (earlier from HDFC Bank Ltd., ICICI Bank Limited & Kotak Mahindra Bank Ltd.) are secured against equitable mortgage / hypothecation on all the immovable and movable properties of the Companies, inventory and book debts, both present and future.

#### 22. TRADE PAYABLES

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
<b>Trade payables*</b>			
Micro, small and medium enterprises	0	0	0
Others	96942321	84267548	29654437
<b>Total</b>	<b>96942321</b>	<b>84267548</b>	<b>29654437</b>

\* The company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures in relation to amounts unpaid as at the year-end together with interest paid/payable under this Act have not been given.

**23. OTHER FINANCIAL LIABILITIES - CURRENT**

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
Current maturities of Term Loans*	27818889	36117768	37327534
Current maturities of Vehicle Loans*	2109595	2343727	1208203
Statutory Remittances	31067177	25366810	17096638
Other Payables	13993412	13389076	9094312
<b>Total</b>	<b>74989073</b>	<b>77217380</b>	<b>64726687</b>

\*Refer notes in Note 15 Borrowings - Non-Current for details of security.

**24. OTHER CURRENT LIABILITIES**

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
Advance from customers	13152209	24478750	47314495
<b>Total</b>	<b>13152209</b>	<b>24478750</b>	<b>47314495</b>

**25. PROVISIONS - CURRENT**

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
Provision for Expenses	22594417	18971137	11977321
Provision for Employee Benefits - Gratuity	769741	707602	565539
<b>Total</b>	<b>23364158</b>	<b>19678739</b>	<b>12542860</b>

**26. INCOME TAXES****a) Income Tax Expenses**

Particulars	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
<b>Current Tax:</b>		
- Current Tax	30136000	21375000
- Tax pertaining to earlier years	659092	398474
<b>Deferred Tax</b>	(827776)	3838180
<b>Total</b>	<b>29967316</b>	<b>25611654</b>
A reconciliation of income tax expenses applicable to accounting profit before tax at the statutory income tax rate to income tax expenses recognized for the year is indicated below:		
Particulars	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
Profit before tax	98582321	75152843
Enacted tax rate in India	33.063%	33.063%
Expected income tax expenses at statutory tax rate	32594273	24847785
<b>Tax Impact on account of</b>		
Depreciation under income tax act	(775138)	(3917253)
Expenses allowed only on payment basis	(121273)	568204
Expenses not deductible in determining taxable profits	30335	29922
Others	(1592198)	(153658)
Tax expenses pertaining to current year	30136000	21375000
Effective Income Tax Rate	30.569%	28.442%

**b) CURRENT TAX LIABILITY (NET)**

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
Provision for Income Tax	30136000	21375000	19160000
Less: Advance Tax and TDS	15595141	8976032	8075353
Net Provision for Income Tax	14540859	12398968	11084647
<b>Total</b>	<b>14540859</b>	<b>12398968</b>	<b>11084647</b>

**27. REVENUE FROM OPERATIONS**

Particulars	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
<b>Sale of Products (A)</b>		
Manufactured Goods	1270442418	930283046
Traded Goods	29027900	21498609
	1299470318	951781655
Less: Discounts on Sales (Cash/Trade)	2755095	303233
Less: Sales Return	(120401)	
Add: Excise Duty	23015842	67602352
	<b>1319610664</b>	<b>1019080774</b>
<b>Sale of Services (B)</b>		
Installation and Fixing Income	24972440	27984160
<b>Total (A+B)</b>	<b>1344583104</b>	<b>1047064933</b>

**28. OTHER INCOME**

Particulars	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
Interest Income	1218560	1506480
Foreign Exchange Gains (Net)	1582925	1773769
Profit on sales of Machinery	0	9337
<b>Total</b>	<b>2801485</b>	<b>3289586</b>

**29. COST OF MATERIAL CONSUMED**

Particulars	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
Inventory at the beginning of the year	113915224	77492713
Inventory at the beginning of the period of new subsidiary	52410225	7874212
Add: Purchases during the year	738342612	541195272
	904668062	626562197
Less: Inventory at the end of the year	197252967	113915224
<b>Total</b>	<b>707415094</b>	<b>512646973</b>

**30. PURCHASE OF STOCK IN TRADE**

Particulars	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
Purchase of Trading Goods	19459697	25102978
<b>Total</b>	<b>19459697</b>	<b>25102978</b>

**31. CHANGES IN INVENTORIES OF FINISHED GOODS, W.I.P. & STOCK IN TRADE**

Particulars	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
<b><u>Inventories at the end of the year:</u></b>		
Finished Goods - Manufactured	49576063	32678376
Finished Goods - Trading	39351893	56216263
Stores & spare Parts	5308500	1664649
Stock in Process and Semi Finished goods	19940312	17900971
<b>TOTAL</b>	<b>114176768</b>	<b>108460258</b>

Particulars	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
<b><u>Inventories at the beginning of the year:</u></b>		
Finished Goods - Manufactured	32678376	37149589
Finished Goods - Trading	57746644	34529706
Stores & spare Parts	3470099	1108000
Stock in Process and Semi Finished goods	17900971	7657332
<b>TOTAL</b>	<b>111796089</b>	<b>80444626</b>
<b>Net (increase) / decrease</b>	<b>(2380680)</b>	<b>(28015632)</b>

**32. EMPLOYEES BENEFIT EXPENSE**

Particulars	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
Salary, Wages and Bonus to Employees	185105341	116588071
Contributions to Provident Fund	2747573	2184668
Gratuity	3114659	2063307
Remuneration to Directors	18125000	10980000
Staff Welfare Expenses	3460139	5012771
<b>Total</b>	<b>212552712</b>	<b>136828817</b>

**33. FINANCE COST**

Particulars	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
Interest expense	45732834	38990363
Bank Charges & other financial charges	2544559	2751190
<b>Total</b>	<b>48277393</b>	<b>41741553</b>

**34. DEPRECIATION AND AMORTIZATION EXPENSE**

Particulars	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
Depreciation on Property, Plant and Equipment	37858232	31858010
Depreciation on Investment Property	124274	115815
<b>Total</b>	<b>37982506</b>	<b>31973824</b>

**35. OTHER EXPENSES**

Particulars	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
<b>Manufacturing Expenses</b>		
Power & Fuel	41944877	34709320
Repair & Maintenance of Plant & Machinery	15553695	6991516
Electric Repair and Maintenance	626635	403737
Glass Hardware & Fittings	1954422	2433166
Installation & Fixing charges	32038485	18948928
Excise Duty Expenses	9255739	38113693
Factory/Godown Rent	2683081	1808400
Carriage inward	11497642	11363927
Factory Expenses	2919013	2090660
Water Charges	576221	304621
Work Contract Execution Expenses	9178141	14759877
Expenses for Import of Raw Material	9670272	10931874
	<b>137898224</b>	<b>142859719</b>



Particulars	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
<b>Office &amp; Administrative Expenses</b>		
Auditor Fees	189500	164500
Insurance expenses	1452299	1053343
Legal & Professional expenses	1684415	1156632
Office /Branch and Misc. Expenses	1091152	793217
Postage & Telegram Expenses	504887	307290
Printing & Stationary	1699294	618086
News Paper & Periodicals	24392	24576
Subscription and Membership fee	190105	196900
Registration and filling fee	1538332	435587
Rent Rate and Tax	7924940	5829122
Sitting Fee to Independent Directors	40000	35000
Repair & Maintenance Computer	903131	443998
Repair & Maintenance building	402091	65993
Vehicle running & Maintenance	1963773	1442608
Telephone, Cellular & Internet expenses	2168479	1812248
ISO Certification charges	65000	0
Conveyance Expenses	3400668	2646561
Donation	167520	130500
Corporate Social Responsibility Expenses	11886	0
	<b>25421864</b>	<b>17156160</b>
<b>Selling &amp; Distribution Expenses</b>		
Advertisement & Sales Promotion Expenses	11676578	9317907
Travelling Expenses	11279500	8087372
Carriage Outward	11723030	8395455
Tender Expenses	168354	4000
Exhibition Expenses	1202256	0
Commission on Sales	839314	1073676
Discount Allowed	2270581	426520
	<b>39159614</b>	<b>27304931</b>
<b>Total</b>	<b>202479702</b>	<b>187320810</b>

**36. EARNING PER SHARE**

Particulars	2017-18	2016-17
(a) Net Profit after Tax as per Statement of Profit & Loss	68615005	49541189
(b) Net Profit available to Equity Shareholders	68506313	49480942
(c) Number of equity shares at year end	10824245	10580150
(d) Weighted Average No. of Equity Shares	10824245	10580150
(e) Basic / Diluted Earnings per Share (b)/(d)	6.33	4.68
(f) Face value per equity share	10.00	10.00

**37. EMPLOYEE BENEFITS****c) Contribution to Provident Fund and Employees State Insurance**

Contribution to Defined Contribution Plans, recognized as an expenses for the year is as under:

Particulars	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
Employer's contribution to provident fund (includes pension fund)	2747573	2184668
Employer's contribution to Employees State Insurance	1458232	456631

**d) Gratuity**

The following table summarizes the components of expense recognized in the Statement of Profit and Loss and the amounts recognized in the Balance Sheet according to Actuarial Report:

Particulars	31 <sup>st</sup> March, 2018	31 <sup>st</sup> March, 2017
<b>1. Amounts Recognized in Statement of Profit and Loss</b>		
a. Current Service Cost	1573761	1311162
b. Interest on Defined Benefit Obligation	874806	752145
c. Past Service Cost	666092	0
Total amount included in "Employee Benefit Expense" (Note 32)	3114659	2063307
<b>2. Amounts Recognized in other comprehensive income (OCI)</b>		
a. Net cumulative unrecognized actuarial Losses/ (Gains) opening	0	0
b. Net Actuarial Losses/ (Gains) Recognized in Year	(2999607)	(102739)
Unrecognized actuarial Losses/ (Gains) for the year	(2999607)	(102739)
<b>3. Amount Recognized in Balance Sheet</b>		
a. Present Value of Unfunded Obligations	15231777	11287822
Net Liability	15231777	11287822
b. Net Liability is bifurcated as follows:		
Current	769741	707602
Non-Current	14462036	10580220
Net Liability	15231777	11287822
<b>4. Reconciliation of present value of defined benefit obligations</b>		
a. Present value of obligation as at the beginning of the period	11287822	9569274
b. Current Service Cost	1573761	1311162
c. Interest Cost	874806	752145
d. Actuarial Losses/ (Gain)	(2999607)	(102739)
e. Past Service Cost	4976840	0
f. Benefits Paid	(481845)	(242020)
g. Present value of obligation as at the end of the period	15231777	11287822
<b>5. Actuarial Assumptions of the defined benefit obligations</b>		
a. Discount Rate (p.a.)	7.75%	7.27%
b. Salary Escalation Rate (p.a.)	6.00%	6.00%

**38. CIF VALUE OF IMPORTS**

Particulars	2017-18	2016-17
(a) Raw Materials	160577659	133980945
(b) Traded Goods	3940516	11897473
(c) Components and Spare Parts	1287265	61378
(d) Capital Goods	10127462	47293242
<b>Total</b>	<b>175932902</b>	<b>193233038</b>

**39. EXPENDITURES IN FOREIGN CURRENCY**

Particulars	2017-18	2016-17
(a) Others (Travelling Expenses)	231800	780667
<b>Total</b>	<b>231800</b>	<b>780667</b>

**40. IMPORTED AND INDIGENOUS MATERIAL CONSUMED**

Particulars	2017-18	2016-17
(a) Total value of imported raw materials, spare parts and components consumed during the financial year	157798734	132351046
(b) Total value of all indigenous raw materials, spare parts and components similarly consumed	565170056	387287443
(c) Total value of imported and indigenous raw material, spare parts and components consumed during the financial year	722968790	519638489
(d) Imported raw material, spare parts and components consumed in %	21.83%	25.47%
(e) Indigenous raw material, spare parts and components consumed in %	78.17%	74.53%

**41. SEGMENT REPORTING****Identification of Segments:**

The chief operational decision maker monitors the operating results of its Business segment separately for the purpose of making decision about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. Operating segment have been identified on the basis of nature of products and other quantitative criteria specified in the Ind AS 108. The group has two operating and reporting segments viz:

- A. Plastic Product
- B. Modular Furniture

**Segment revenue and results:**

Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment.

**Segment assets and Liabilities:**

Segment assets include all operating assets used by the operating segment and mainly consist of property, plant and Equipments, trade receivables, Inventory and other operating assets. Segment liabilities primarily includes trade payable and other liabilities.

**Inter Segment transfer:**

Inter Segment revenues are recognized at sales price. The same is based on market price and business risks. Profit or loss on inter segment transfer are eliminated at the group level.

**Primary Segment Information:**

<b>Particulars</b>	<b>2017-18</b>
<b>Segment Revenue</b>	
- Plastic Products	1181303934
- Modular Furniture	168187575
<b>Gross Turnover (Turnover and Inter Segment Transfers)</b>	<b>1349491509</b>
Less: Inter Segment Transfers	4908405
<b>Revenue from Operations</b>	<b>1344583104</b>
<b>Segment Results</b>	
- Plastic Products	135119259
- Modular Furniture	10301429
<b>Total Segment Profit before Interest &amp; Tax</b>	<b>145420688</b>
- Finance Cost	(48277393)
- Interest Income	1439027
<b>Profit before tax</b>	<b>98582322</b>
<b>Segment Assets</b>	
- Plastic Products	945805685
- Modular Furniture	123166471
<b>Total</b>	<b>1068972156</b>
<b>Segment Liabilities</b>	
- Plastic Products	945805685
- Modular Furniture	123166471
<b>Total</b>	<b>1068972156</b>
One subsidiary of the Group operates under segment "Furniture Products", which became the subsidiary on April 01, 2017 therefore segment results are given for financial year 2017-18 only.	

**42. CONTINGENT LIABILITIES**

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
(a) Performance Bank Guarantees given to third parties for contractual obligations	14853846	16600568	7164706
(b) Performance Bank Guarantees given to third parties for contractual obligations on behalf of Subsidiary Company	23026304	19110334	13510255
(c) The Dy. Commissioner of Income Tax, Jaipur has raised a gross demand of ₹ 4,74,150/= while completing the assessment for the Assessment Year 2012-13 u/s 143(3) of the Income Tax Act. The Company has filed an appeal before the CIT(Appeals), Jaipur against the order.			
(d) The Asst. Commissioner of Central Excise & Customs has raised a demand of ₹ 6,33,153/= while deciding the show cause notice issued by department related to July 2015 to March 2016 2012-13. The Company has filed an appeal before the Commissioner (Appeals), Jaipur against the order.			

**43. RELATED PARTY DISCLOSURES**

<b>A) RELATED PARTIES AND THEIR RELATIONSHIP</b>				
<b>I. Subsidiary Company</b>				
✓ Polywood Green Building Systems Pvt. Ltd.				
✓ Polywood Profiles Pvt. Ltd.				
✓ Dynasty Modular Furnitures Pvt. Ltd.				
<b>II. Key Management Personnel</b>				
✓ Mr. Digvijay Dhabriya, Chairman & Managing Director				
✓ Mr. Mahendra Karnawat, Director				
✓ Mr. Shreyansh Dhabriya, Director				
✓ Mrs. Anita Dhabriya, Director				
✓ Mr. Hitesh Agrawal, Chief Financial Officer				
✓ Mr. Sparsh Jain, Company Secretary & Compliance Officer				
✓ Mr. Atul Jain, Director				
✓ Mr. Sourabh Mathur, Director				
<b>III. Enterprises over which Key Managerial Personnel's are able to exercise significant influence/control:</b>				
✓ Polywood India Ltd.				
<b>b) Transactions with related parties for the year ended 31st March, 2018</b>				
Particulars	Enterprises over which KMP exercise significant influence / control		Key Management Personnel and their relatives	
	2017-18			
Remuneration to Key Management Personnel's	0	0	18125000	10980000
Salary to Employees	0	0	3504583	4711771
Interest Payment	0	701178	260889	825741
Sales of Goods	0	4744291	0	0
Purchase of Goods	0	14918083	0	0
<u>Balance as at 31<sup>st</sup> March</u>				
Long Term Borrowings	0	0	30112582	64086835
Provisions - Current	0	0	1545526	1343185
Other financial assets - Current	0	0	181531	0
Trade Receivables	0	2350630	0	0

**44. FINANCIAL INSTRUMENTS****a. Capital Risk Management**

For the purpose of the Group's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity shareholders of the Company. The Group's objective when managing capital is to safeguard its ability to continue as a going concern so that it can continue to provide returns to shareholders and other stakeholders.

The Group manages its capital structure and makes adjustments in light of changes in the financial condition and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders (buy back its shares) or issue new shares.

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. The Group has complied with these covenants and there have been no breaches in the financial covenants of any interest-bearing loans and borrowings. No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2018 and March 31, 2017.

The Group monitors its capital using gearing ratio which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, bank balances other than cash and cash equivalents.

Particulars	As At 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
Long term borrowings	169506579	190212447	164019709
Current maturities of long term debt	29928484	38461495	38535737
Short term borrowings	245537821	183505131	133915492
Less: Cash and cash equivalents	(19399586)	(24692521)	(17971652)
Less: Bank Balances other than Cash and cash equivalents	0	0	0
<b>Net Debt</b>	<b>425573298</b>	<b>387486552</b>	<b>318499287</b>
<b>Total Equity</b>	<b>405449405</b>	<b>303973149</b>	<b>235369279</b>
<b>Gearing Ratio</b>	<b>1.05</b>	<b>1.27</b>	<b>1.35</b>

**b. Categories of financial instruments**

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 01, 2016	
	Carrying Value	Fair Value	Carrying Value	Fair Value	Carrying Value	Fair Value
<b>Financial Assets</b>						
<b>Measured at amortized cost</b>						
Loans	13147781	13147781	7857602	7857602	6404444	6404444
Other Financial Assets	9621783	9621783	8743427	8743427	5178531	5178531
Trade Receivables	251201098	251201098	234266701	234266701	195943834	195943834
Cash and Cash equivalents	19399586	19399586	24692521	24692521	17971652	17971652
Non-current Investment	18500	18500	15500	15500	13000	13000
<b>Total Financial Assets at amortized cost (A)</b>	<b>293388747</b>	<b>293388747</b>	<b>275575751</b>	<b>275575751</b>	<b>225511460</b>	<b>225511460</b>
<b>Measured at Fair Value through other comprehensive income (B)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Measured at fair value through profit and loss (C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Financial Assets (A+B+C)</b>	<b>293388747</b>	<b>293388747</b>	<b>275575751</b>	<b>275575751</b>	<b>225511460</b>	<b>225511460</b>
<b>Financial Liabilities</b>						
<b>Measured at amortized cost</b>						
Long Term Borrowings	169506579	169506579	190212447	190212447	164019709	164019709

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 01, 2016	
	Carrying Value	Fair Value	Carrying Value	Fair Value	Carrying Value	Fair Value
Current Maturities of Long Term Borrowings	29928484	29928484	38461495	38461495	38535737	38535737
Short Term Borrowings	245537821	245537821	183505131	183505131	133915492	133915492
Trade Payables	96942321	96942321	84267548	84267548	29654437	29654437
Other Financial Liabilities	47849665	47849665	41335885	41335885	27895950	27895950
<b>Total Financial Liabilities carried at amortized cost</b>	<b>589764870</b>	<b>589764870</b>	<b>537782506</b>	<b>537782506</b>	<b>394021325</b>	<b>394021325</b>

**c. Financial Risk Management objects and policies**

In its ordinary operations, the Group's activities expose it to the various types of risks, which are associated with the financial instruments and markets in which it operates. The Group has a risk management policy which covers the foreign exchanges risks and other risks associated with the financial assets and liabilities such as interest rate risks and credit risks. The risk management policy is approved by the board of directors. The following is the summary of the main risks.

**Market Risk**

Market Risk is the risk that the rare value of future cash flows of a financial instrument will fluctuate because of the change in the market prices. The Group is exposed in the ordinary course of its business to risks related to changes in foreign currency exchange rates, commodity prices and interest rates.

**Interest Rate Risk**

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair value of fixed interest-bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest-bearing investments will fluctuate because of fluctuations in the interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations.

**Foreign Currency Risk**

The Group is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD related to the imports of its raw material and capital assets. Foreign exchange risk arises from future commercial transactions and recognized assets and liabilities denominated in a currency that is not the Group's functional currency (INR).

**Credit Risk**

Credit risk refers to the risk that a counter party will default on its contractual obligations resulting in financial loss to the Group. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of credit worthiness as well as concentration risks.

Group's credit risk arise principally from the trade receivables and advances. Customer credit risk is managed centrally by the Group and subject to established policy, procedures and control relating to the customer credit risk management. Credit quality of a customer is assessed based on financial position, past performance, business/economic conditions, market reputation, expected business etc. Based on that credit limit and credit terms are decided. Outstanding customer receivables are regularly monitored. Trade receivables consist of a large number of customers spread across diverse industries and geographical areas with no significant concentrations of credit risk. The outstanding trade receivables are regularly monitored, and appropriate action is taken for collection of overdue receivables.

**Liquidity Risk**

The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. Expected contractual maturity for financial liabilities:

Particulars	Less Than 1 year	1 to 5 years	More than 5 years	Total
<b>As at March 31, 2018</b>				
Borrowings	245537821	159906579	9600000	415044400
Trade and Other payables	96942321	0	0	96942321
Other Financial Liabilities	77778149	0	0	77778149
<b>Total</b>	<b>420258291</b>	<b>159906579</b>	<b>9600000</b>	<b>589764870</b>
<b>As at March 31, 2017</b>				
Borrowings	199236945	154400633	20080000	373717578
Trade and Other payables	84267548	0	0	84267548
Other Financial Liabilities	79797380	0	0	79797380
<b>Total</b>	<b>363301873</b>	<b>154400633</b>	<b>20080000</b>	<b>537782506</b>

#### 45. FIRST TIME ADOPTION OF IND AS

##### **Transition to Ind AS**

These are the Company's first financial statements prepared in accordance with Ind AS.

The accounting policies set out in note 1 have been applied in preparing the financial statements for the year ended March 31, 2018, the comparative information presented in these financial statements for the year ended March 31, 2017 and in the preparation of an opening Ind AS balance sheet at April 1, 2016 (The Group's date of transition). In preparing its opening Ind AS balance sheet, the Group has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP).

An explanation of how the transition from previous GAAP to Ind AS has affected the Group's financial position, financial performance and cash flows is set out in the following tables and notes.

##### **Exemptions and Exceptions Availed on first time adoption of Ind AS 101**

In preparing these Ind AS financial statements, the Group has availed certain optional exemptions and mandatory exceptions in accordance with Ind AS 101 from IGAAP to Ind AS, as explained below. The resulting difference between the carrying values of the assets and liabilities in the financial statements as at the transition date under Ind AS and IGAAP have been recognized directly in equity (retained earnings or another appropriate category of equity). This note explains the adjustments made by the Group in restating its IGAAP financial statements, including the Balance Sheet as at April 01, 2016 and the financial statements as at and for the year ended March 31, 2017.

##### **Ind AS optional exemptions**

##### **Deemed Cost for Property, plant and equipment and investment property**

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognized in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition. This exemption can also be used for investment properties covered by Ind AS 40 "Investment Property". Accordingly, the Company has elected to measure all of its property, plant and equipment, capital work-in-progress and investment property at their previous GAAP carrying value as at the transition date i.e. April 01, 2016.

##### **Ind AS mandatory exceptions**

##### **Estimates**

An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error. Ind AS estimates as at April 1, 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP except where Ind AS required a different basis for estimates as compared to the previous GAAP.

##### **Reconciliations between GAAP and Ind AS**

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from GAAP to Ind AS.

The presentation requirements under GAAP differs from Ind AS and hence the GAAP information has been reclassified for ease of reconciliation with Ind AS. The reclassified GAAP information is derived based on the audited financial statements of the Group for the year ended March 31, 2016 and March 31, 2017.

**A. Reconciliation of Balance Sheet as at April 01, 2016 (Date of Transition to Ind AS) and March 31, 2017**

Particulars	Note	As at 31.03. 2017			As at 31.03. 2016		
		Amount as previous GAAP	Effects of transition to Ind AS	Amount as per Ind AS	Amount as previous GAAP	Effects of transition to Ind AS	Amount as per Ind AS
<b>ASSETS</b>							
<b>Non-current Assets</b>							
a) Property, Plant and Equipment	4	385403001	0	385403001	314250375	0	314250375
b) Capital work-in progress	4	677127	0	677127	60000	0	60000
c) Investment Property	5	0	2262165	2262165	0	2377980	2377980
d) Financials Assets							
iv) Investments	6	14972219	(14956719)	15500	14969719	(14956719)	13000
v) Loans	7	7857602	(3481774)	4375828	5658919	(3205567)	2453352
vi) Others		0	0	0	0	0	0
e) Other non-current assets	8	0	12578739	12578739	6000	12578739	12584739
<b>Total Non-Current Assets</b>		<b>408909949</b>	<b>(3597589)</b>	<b>405312360</b>	<b>334945013</b>	<b>(3205567)</b>	<b>331739446</b>
<b>Current Assets</b>							
a) Inventories	9	222375483	0	222375483	137574642	0	137574642
b) Financial Assets							
i) Trade Receivables	10	234266701	0	234266701	195943834	0	195943834
ii) Cash and cash equivalents	11	24692521	0	24692521	17971652	0	17971652
iii) Bank balances other than (iii) above		0	0	0	0	0	0
iv) Loans	12	24078979	(20597205)	3481774	23830625	(19879534)	3951092
v) Others	13	0	8743427	8743427	341434	4837097	5178531
c) Other Current Assets	14	3033408	15457552	18490960	1065045	18248004	19313049
<b>Total Current Assets</b>		<b>508447091</b>	<b>3603774</b>	<b>512050866</b>	<b>376727232</b>	<b>3205567</b>	<b>379932800</b>
<b>Total Assets</b>		<b>917357040</b>	<b>6185</b>	<b>917363226</b>	<b>711672245</b>	<b>0</b>	<b>711672246</b>
<b>EQUITY AND LIABILITIES</b>							
<b>EQUITY</b>							
a) Equity Share Capital	15	105801500	0	105801500	102500000	0	102500000
b) Other Equity	16	197962644	6185	197968829	132726706	0	132726706
Equity Attributable to Owners		303764144	6185	303770329	235226706	0	235226706
Non-Controlling Interest		202820	0	202820	142573	0	142573
<b>Total Equity</b>		<b>303966964</b>	<b>6185</b>	<b>303973149</b>	<b>235369279</b>	<b>0</b>	<b>235369279</b>



Particulars	Note	As at 31.03. 2017			As at 31.03. 2016		
		Amount as previous GAAP	Effects of transition to Ind AS	Amount as per Ind AS	Amount as previous GAAP	Effects of transition to Ind AS	Amount as per Ind AS
<b>LIABILITIES</b>							
<b>Non-current Liabilities</b>							
a) Financial Liabilities							
i. Borrowings	17	190212447	0	190212447	164019709	0	164019709
ii. Other Financial Liabilities	18	2580000	0	2580000	1705000	0	1705000
b) Provisions	19	10580220	0	10580220	9003735	0	9003735
c) Deferred tax liabilities (net)	20	8470894	0	8470894	2335905	0	2335905
d) Other non-current liabilities		0		0	0		0
<b>Total Non-Current Liabilities</b>		<b>211843561</b>	<b>0</b>	<b>211843561</b>	<b>177064349</b>	<b>0</b>	<b>177064349</b>
<b>Current Liabilities</b>							
a) Financial Liabilities							
i. Borrowings	21	183505131	0	183505131	133915492	0	133915492
ii. Trade Payables	22	84267548	0	84267548	29654437	0	29654437
iii. Other Financial Liabilities	23	0	77217380	77217380	4742516	59984170	64726687
b) Other Current Liabilities	24	103510905	(79032155)	24478750	107298665	(59984170)	47314495
c) Provisions	25	30262932	(10584193)	19678739	23432443	(10889583)	12542860
d) Current tax liabilities (Net)	26	0	12398968	12398968	195064	10889583	11084647
<b>Total Current Liabilities</b>		<b>401546516</b>	<b>0</b>	<b>401546516</b>	<b>299238617</b>	<b>0</b>	<b>299238618</b>
<b>Total Equity and Liabilities</b>		<b>917357040</b>	<b>6185</b>	<b>917363226</b>	<b>711672245</b>	<b>0</b>	<b>711672246</b>

**B. Reconciliation of Total comprehensive income for the year ended March 31, 2017**

Particulars	Note	Amount as per GAAP	Effects of transition to Ind AS	Amount as per Ind AS
<b>Revenue</b>				
Revenue from operations	27	1047064933	0	1047064933
Other Income	28	3289586	0	3289586
<b>Total Income (I+II)</b>		<b>1050354519</b>	<b>0</b>	<b>1050354519</b>
<b>Expenses</b>				
(i) Cost of materials Consumed	29	512646973	0	512646973
(j) Purchase of Traded Goods	30	25102978	0	25102978
(k) Change in Inventories of Finished Goods, WIP and Stock-in-trade	31	(28015632)	0	(28015632)
(l) Excise duty on Sales		67602352	0	67602352
(m) Employee Benefits Expense	32	136726078	102739	136828817
(n) Finance Cost	33	41863553	(122000)	41741553
(o) Depreciation and Amortization Expense	34	31850445	123379	31973824
(p) Other Expenses	35	187320810	0	187320810
<b>Total Expenses (IV)</b>		<b>975097558</b>	<b>104118</b>	<b>975201676</b>
<b>Profit Before Tax (III-IV)</b>		<b>75256961</b>	<b>(104118)</b>	<b>75152843</b>

Particulars	Note	Amount as per GAAP	Effects of transition to Ind AS	Amount as per Ind AS
<b>Tax Expense/ (credit):</b>				
(d) Current Tax	26	21375000	0	21375000
(e) Deferred Tax		3872149	(33969)	3838180
(f) Short/ (Excess) provision for taxes of earlier years		398474	0	398474
<b>Total Tax</b>		25645623	(33969)	25611654
<b>Profit for the period (V-VI)</b>		<b>49611338</b>	<b>(70149)</b>	<b>49541189</b>
<b>Other Comprehensive Income (OCI)</b>				
Item that will not be reclassified to profit or loss				
- Remeasurements of the defined benefit liabilities		0	102739	102739
- Income tax relating to items that will not be reclassified to profit or loss		0	(33969)	(33969)
<b>Other Comprehensive Income for the period After Tax</b>		<b>0</b>	<b>68770</b>	<b>68770</b>
<b>Total Comprehensive Income for the period After Tax (VII + VIII)</b>		<b>49611338</b>	<b>(1379)</b>	<b>49609960</b>

**C. Reconciliation of Total Equity as at April 01, 2016 (Date of Transition to Ind AS) and March 31, 2017**

Particulars	footnotes	As At 31 <sup>st</sup> March, 2017	As At 01 <sup>st</sup> April, 2016
Total Equity (Shareholder's Funds) as per Previous GAAP		303764142	235226706
Adjustment on account of depreciation	b	(123379)	0
Adjustment of amortization of loan processing fee	c	122000	0
Adjustment of Revaluation Reserve on account of depreciation		7564	0
<b>Total Equity (Shareholder's Funds) as per Ind AS</b>		<b>303770329</b>	<b>235226706</b>

**D. Reconciliation of Total Comprehensive Income for the year ended March 31, 2017**

Particulars	footnotes	For the year ended March 31, 2017
Net Profit reported under previous GAAP		49611338
Remeasurements cost of net defined benefit obligations	e	(102739)
Deferred tax adjustments on above	d	33969
Impact of depreciation on investment properties & revalued assets	b	(123379)
Impact of amortization of loan processing fee	c	122000
Net Profit as reported under Ind AS		49541189
Other Comprehensive Income	e	102739
Tax adjustments on above OCI	d	(33969)
<b>Total Comprehensive Income as reported under Ind AS</b>		<b>49609960</b>

**E. Impact of Ind AS adoption on the statements of cash flows for the year ended March 31, 2017**

Particulars	Previous GAAP	Adjustments	Ind AS
Net cash flow from operating activities	74174807	(122000)	74052807
Net cash flow from investing activities	(69547525)	0	(69547525)
Net cash flow from financing activities	1384717	122000	1506717
Net increase/(decrease) in cash and cash equivalents	6011999	0	6011999
Cash and cash equivalents as at April 1, 2016	18680522	0	18680522
Cash and cash equivalents as at March 31, 2017	24692521	0	24692521

**Footnotes to Reconciliation**

- a. Previous GAAP figures have been reclassified to conform to Ind AS presentation requirements.
- b. Depreciation Under Ind AS: The Investment Properties were classified under the head "Investments" under the previous GAAP. On transition to Ind AS, the same has been reclassified under the head "Investment Property" and depreciation on the same has been adjusted and provided for accordingly
- c. Unamortized Loan Processing Fee expense appearing as on April 01, 2016 under previous GAAP has been derecognized through Equity as per the prescribed Ind AS.
- d. The deferred tax adjustment includes the impact of transition adjustments together with adjustments in relation to Ind AS making it mandatory of using balance sheet approach against profit and loss approach as in the previous GAAP. On the date of transition, deferred tax impact on transition provision has been accounted in the Reserves, and consequential impact in the statement of profit and loss for the subsequent periods.
- e. Under Previous GAAP, actuarial gains and losses were recognized in the Statement of Profit and Loss. Under Ind AS 19, the actuarial gains and losses is considered as Remeasurements of net defined benefit liability / asset and is recognized in other comprehensive income and therefore the same is recorded accordingly and resultant change due to this transition from Previous GAAP to Ind AS has been recognized accordingly.
- f. Under previous GAAP, the Group was not required to present other comprehensive income (OCI) separately. Hence, it has reconciled Indian GAAP profit or loss to profit or loss as per Ind-AS. Further, Ind-AS profit or loss is reconciled to total comprehensive income as per Ind-AS.

**46. OTHER NOTES**

- ✓ Group does not have any long-term contract including derivative contract for which there are any material foreseeable losses.
- ✓ There are no amounts which are required to be transferred to the Investor Education and Protection Fund.
- ✓ Figures for the year ended on 31st March 2018 includes the figures of one new subsidiary company which has become wholly owned subsidiary of the Company w.e.f. 01.04.2017, similarly figures for the year ended on 31st March 2017 also includes the figures of one new subsidiary company which has become wholly owned subsidiary of the Company w.e.f. 01.04.2016.
- ✓ Previous year figures have been reworked, regrouped, rearranged and reclassified, wherever necessary.

**As per our Report of even date**

For **NARENDRA SHARMA & Co.**  
**Chartered Accountants**  
 Firm Regn. No. 004983C

Sd/-  
**(CA YOGESH GAUTAM)**  
**Partner**  
 M. No. 072676

Jaipur, 29<sup>th</sup> May, 2018

**For DHABRIYA POLYWOOD LIMITED**

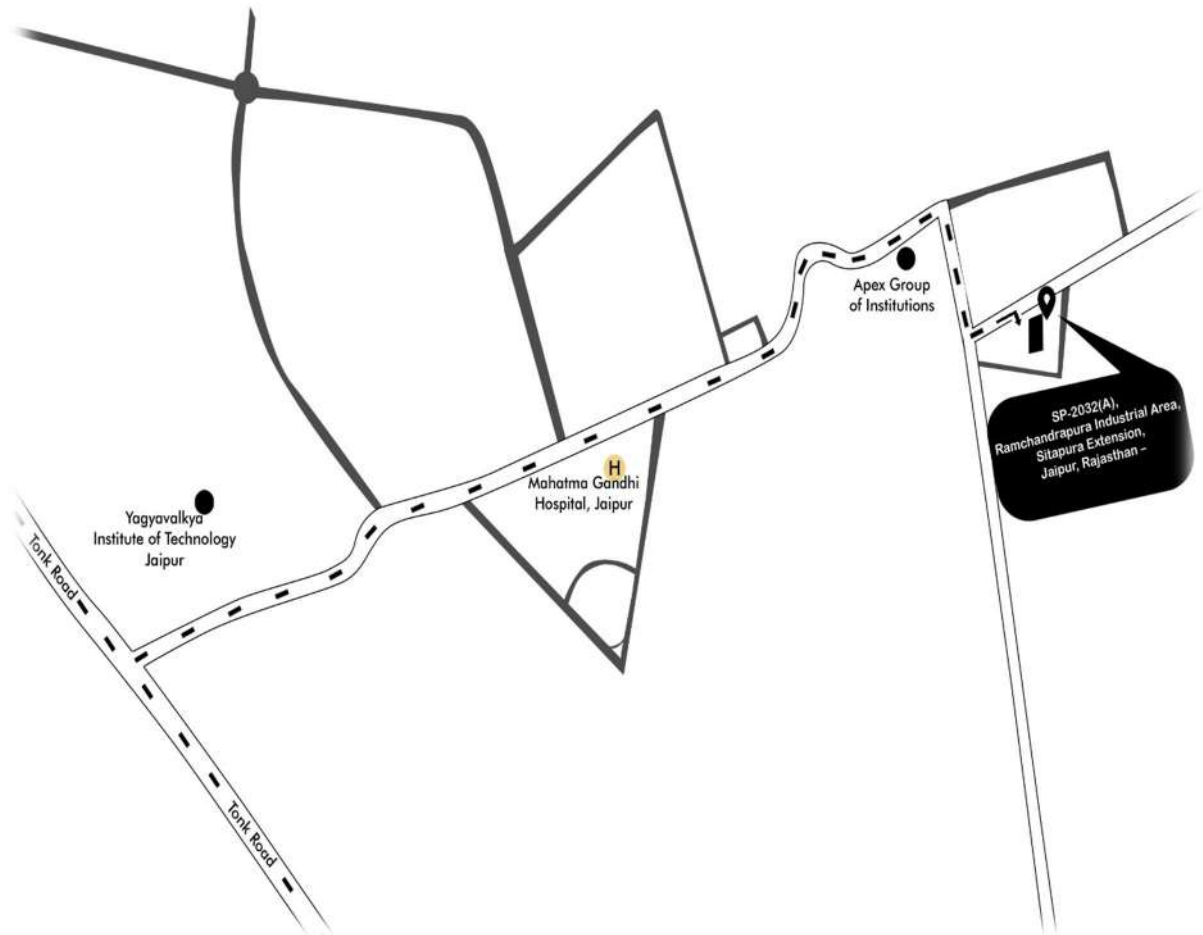
Sd/-  
**DIGVIJAY DHABRIYA**  
**Director**  
 (DIN: 00519946)

Sd/-  
**HITESH AGRAWAL**  
**Chief Financial Officer**

Sd/-  
**SHREYANSH DHABRIYA**  
**Director**  
 (DIN: 06940427)

Sd/-  
**SPARSH JAIN**  
**Company Secretary**

**ROUTE MAP OF AGM VENUE**



**26<sup>th</sup> ANNUAL GENERAL MEETING**

**DHABRIYA POLYWOOD LIMITED**

**AGM VENUE: SP-2032(A), Ramchandrapura Industrial Area,  
Sitapura Extension, Jaipur - 302022 (Raj.)**

**Form No. MGT-11****Proxy Form**

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

CIN : L29305RJ1992PLC007003  
 Name of the Company : Dhabriya Polywood Limited  
 Registered Office : B-9D(1), Malviya Industrial Area, Jaipur

NAME OF THE MEMBER(S):		
Registered Address:		
E-mail Id:	Folio No /Client ID:	DP ID:

I/We, being the member(s) of \_\_\_\_\_ shares of the above-named company hereby appoint:

NAME:	E-MAIL ID:
Address:	
Signature, or failing him	

NAME:	E-MAIL ID:
Address:	
Signature, or failing him	

NAME:	E-MAIL ID:
Address:	
Signature, or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26<sup>th</sup> Annual General Meeting of the company, to be held on the Saturday, 29<sup>th</sup> Day of September 2018, at 11.00 a.m. at SP-2032(A), Ramchandrapura Industrial Area, Sitapura Extension, Jaipur - 302022 (Rajasthan) and/or at any adjournment thereof in respect of such resolutions as are indicated below:

SL. NO.	RESOLUTION(S)	VOTE	
		For	Against
	<b>Ordinary Business</b>		
1.	Consider and adopt a. Audited Financial Statement for the financial year ended March 31, 2018 and Reports of Directors and Auditors thereon b. Consolidated Audited Financial Statement for the financial year ended March 31, 2018 and Reports of Auditors thereon		
2.	Re-appointment of Mr. Shreyansh Dhabriya, who retires by rotation		
	<b>Special Business</b>		
3.	Enhancement of Borrowing Powers		
4.	Creation of charge on Company's Properties		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of Shareholder

Signature of Proxy holder

Affix  
Revenue  
stamp  
here

**Notes:**

- Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the "For" or "Against" column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- This form of Proxy must be deposited at the Registered Office of the Company at B-9D(1), Malviya Industrial Area, Jaipur (Raj) - 302017, not less than 48 hours before the commencement of the Meeting.


**DHABRIYA POLYWOOD LIMITED**

(Formerly known as Dhabriya Agglomerates Ltd.)  
 Regd. Office : B-9D(1), Malviya Industrial Area, JAIPUR-302 017 (Raj.) INDIA  
 Phone : +91-141-4057171, 4040101-105 | Fax : +91-141-2750814  
 E-mail : info@polywood.org | Website : www.polywood.org  
 CIN : L29305RJ1992PLC007003

**ATTENDANCE SLIP**
**26<sup>th</sup> Annual General Meeting – Saturday, September 29, 2018**

Full name of the members attending \_\_\_\_\_  
 (In block capitals)

Ledger Folio No. /DP ID No. \_\_\_\_\_

Client ID No. \_\_\_\_\_

Name of Proxy holder \_\_\_\_\_  
 (To be filled in, if the proxy attends instead of the member)

I certify that I am a member /proxy for the members of the Company

I hereby record my presence at the 26<sup>th</sup> Annual General Meeting of the Company held on Saturday, September 29, 2018, at 11.00 A.M. at SP-2032(A), Ramchandrapura Industrial Area, Sitapura Extension, Jaipur- 302022

\_\_\_\_\_  
 (Name of Member/Proxy)

\_\_\_\_\_  
 (Member's /Proxy's Signature)

*Note: Please fill up this attendance slip and handed it over at the entrance of the meeting venue. Members are requested to bring their copies of the Annual Report to the AGM.*

**E-Voting Particulars**

EVSN (ELECTRONIC VOTING SEQUENCE NUMBER)	PAN

The e-voting facility will be available during the following period:

COMMENCEMENT OF E-VOTING	END OF E-VOTING
Wednesday, September 26, 2018, 09.00 A.M	Friday, September 28, 2018, 05.00 P.M

Please read the instructions on e-voting as mentioned in the notice of 26<sup>th</sup> Annual General Meeting.





## MEMORABLE EVENTS



Mr. Shreyansh Dhabriya receiving the Award for **THE BEST GENNEXT LEADER** at Business Rankers Award 2017



Mr. Siddharth Dhabriya S/o Sh. Digvijay Dhabriya receiving ET Business leaders 2017 Award for Environment Protection and Conservation in July 2017



Order of Merit Award 2017 for Qualifying amongst the top 100 SME's by the Skoch Achievers Award Committee in March 2018



[www.polywood.org](http://www.polywood.org)



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



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

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## DHABRIYA POLYWOOD LIMITED

Regd. Off:

B-9D(1), Malviya Industrial Area, Jaipur, Rajasthan – 302017(Raj) Tel: 0141-4057171 (30 Lines), 4040101-05

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