



Annual Report | 2014-15



polywood®

STEPPING INTO A GREEN FUTURE

DHABRIYA POLYWOOD LIMITED

(formerly known as Dhabriya Agglomerates Limited)

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ANNUAL GENERAL MEETING

DATE : 26th September, 2015

VENUE : SP - 2032 (A), Ramchandrapura Industrial Area,
Sitapura Extension, Jaipur - 302 020 (Rajasthan)

Chairman Message



Dear Shareholders

It gives me immense pleasure to present the Annual Report of 2014-15 of Dhabriya Polywood Limited. Your company along with its subsidiary was able to perform well amidst weak macro-economic factors.

During 2014, the Indian economy continued to witness sluggish growth on the backdrop of a weak global scenario. High inflation and interest rates proved to be challenges for the core sectors. India's economy is in the midst of a recovery with lower fiscal and current account deficit and weak commodity prices. Our country's growth seems poised to return to a high-growth path. The election of the new government, however, added some cheer to the economic sentiment in hopes of a better future for India.

There were some interesting developments during the year. A new government at the start of the fiscal led to renewed hope and optimism for economic growth. The government's 'Make In India' initiative promises to make India a global manufacturing hub. Our Hon. Prime Minister emphasizes on Zero Defect & Zero Effect Industries and ours is one such industry where there is no negative environmental impact i.e. Zero Effect. Above that we are saving around 5-7 Lakh Trees per year by manufacturing all Wood Substitute Products. With Continuous R&D and implementation of International Standards/Methods we are heading ahead for Zero Defect Principle with highest quality and a diverse range of products and seek to become the preferred brand for windows doors and other Interior & Exterior furnishing products.

It is in this context that Company continues its quest for sustained growth. I am pleased to inform you that Company achieved its highest ever consolidated gross income 7756.16 Lakhs with a growth of 6.00% in comparison to previous year i.e. 2013-14. Also the Company achieved its highest ever consolidated net profit before tax and net profit after tax Rs. 519.49 Lakhs and Rs. 339.78 Lakhs respectively, with a growth of 20.18% and 19.33% respectively, in comparison to previous year i.e. 2013-14.

Our approach to creating value and achieving profitable growth has clearly delivered results on standalone basis. Your Company achieved Gross Income of Rs 7264.83 Lakhs in

Financial Year 2014-15 with a growth of 3.60 %. Net Profit before tax for the year increased to Rs 430.19 Lakhs with a growth of 14.18% in comparison to financial year 2013-14 and Net Profit after tax 278.50 Lakhs, up 12.82% over the previous year i.e. 2013-14.

Our focus in the year was on transformation of the Company to achieve growth in revenue and profitability as well as to rightly position the Company in the future. The successful listing from BSE Limited SME Platform will become the new start point and milestone in the development of the Company, which will also provide wider development platform and more opportunities to the Company. The Company will still undertake the mission for promoting the India's Plastic industry by pursuing the business idea of "Save Trees", Company will create larger value for its stock holder, client and staff with its continuous efforts, moreover contribute more strength to the development of the national industry.

Let me take this opportunity to thank, the entire Polywood staff, Distributors, Dealers and Fabricators across the country and our stakeholders, for their unflinching dedication, commitment and contribution over the past many years. It is your trust and commitment that enables our progress, and encourages us to strive for excellence. It promises to be an exciting journey going ahead. I look forward to the cooperation of all our Stakeholders to take our company to new heights.

I would like to place on record my sincere appreciation to the Board of Directors for their valuable guidance, support and prudent counsel. I and my colleagues on the Board place on record our appreciation for support and guidance received from the Government, SEBI, Stock exchange and other regulatory authorities, various financial institutions, banks and correspondents in India.

Before I conclude, I would like to thank all of you for your presence and faith in the Company.

With best wishes,
Sincerely

Sd/-
Digvijay Dhabriya
Chairman & Managing Director
September 1, 2015

Corporate Information

CORPORATE IDENTIFICATION NUMBER

(CIN): U29305RJ1992PLC007003

BOARD OF DIRECTORS

Mr. Digvijay Dhabriya Chairman & Managing Director

Mrs. Anita Dhabriya Whole Time Director

Mr. Mahendra Karnawat Whole Time Director

Mr. Shreyansh Dhabriya Whole Time Director

Mr. Sharad Kankaria Independent Director

Mr. Anil Upadhyay Independent Director

Mr. Padam Kumar Jain Independent Director

Mr. Shiv Shanker Independent Director

AUDIT COMMITTEE

Mr. Padam Kumar Jain Chairman & Independent Director

Mr. Sharad Kankaria Independent Director

Mr. Shreyansh Dhabriya Whole Time Director

NOMINATION & REMUNERATION COMMITTEE

Mr. Sharad Kankaria Chairman & Independent Director

Mr. Anil Upadhyay Independent Director

Mr. Padam Kumar Jain Independent Director

STAKEHOLDER GRIEVANCE COMMITTEE

Mr. Anil Upadhyay Chairman & Independent Director

Mr. Sharad Kankaria Independent Director

Mr. Digvijay Dhabriya Managing Director

LISTED IN STOCK EXCHANGE

Bombay Stock Exchange – SME Platform

STATUTORY AUDITORS

M/s. Narendra Sharma & Co.,

Chartered Accountants, Jaipur

INTERNAL AUDITORS

M/s Rawat & Associates,

Chartered Accountants, Jaipur

BANKERS

HDFC Bank Limited

Kotak Mahindra Bank Limited

KEY MANAGERIAL PERSON

Mr. Digvijay Dhabriya Managing Director

Mrs. Anita Dhabriya Whole Time Director

Mr. Mahendra karnawat Whole Time Director

Mr. Shreyansh Dhabriya Whole Time Director

Mr. Hitesh Agrawal Chief Financial Officer

Mr. Sparsh Jain Company Secretary

REGISTRAR & SHARE TRANSFER AGENT

BIGSHARE SERVICES PVT LTD

E-3 ANSA INDUSTRIAL ESTATES AKI VIHAR ROAD,
SAKINAKA, MUMBAI, MAHARASTRA – 400072

SECRETARIAL AUDITOR

M/s M Sancheti & Associates

C-54 A/3, Lal Kothi Marg,

Ciwar Area, Bapu Nagar,

Jaipur- 302015

REGISTERED OFFICE

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

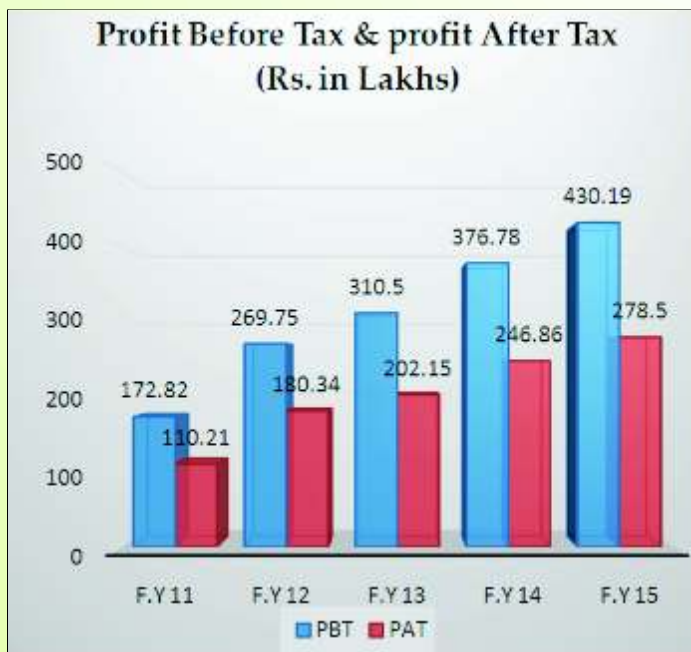
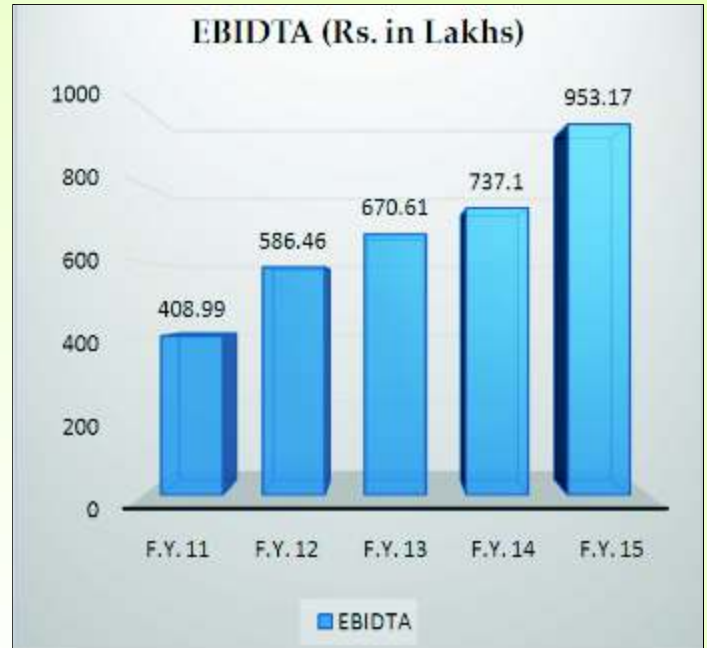
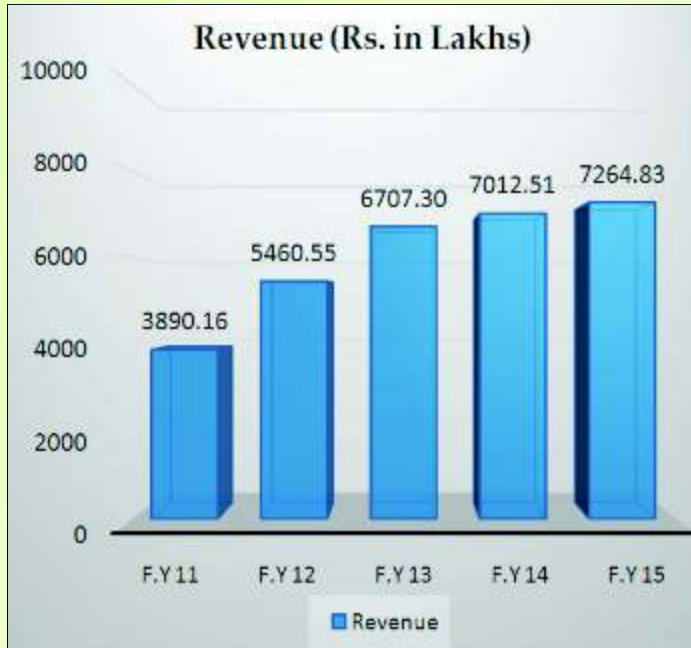
Jaipur – 302017 (Raj)

Phone No. 0141-4057171

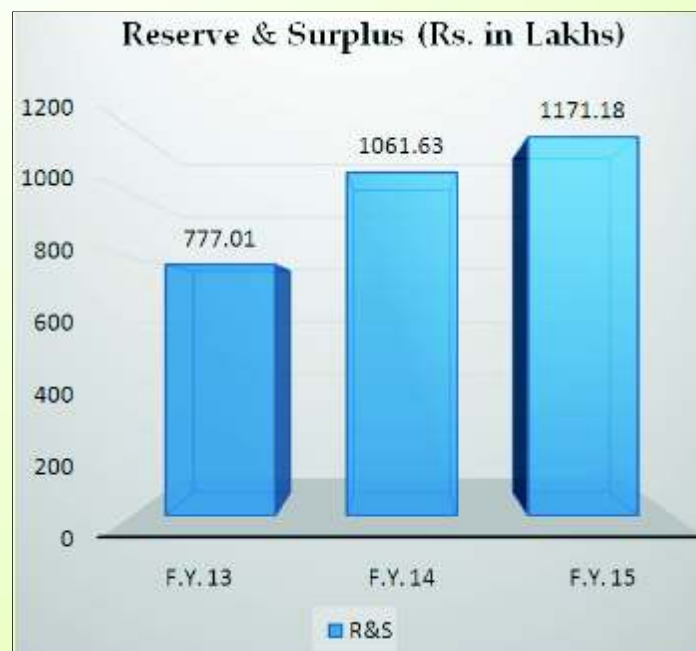
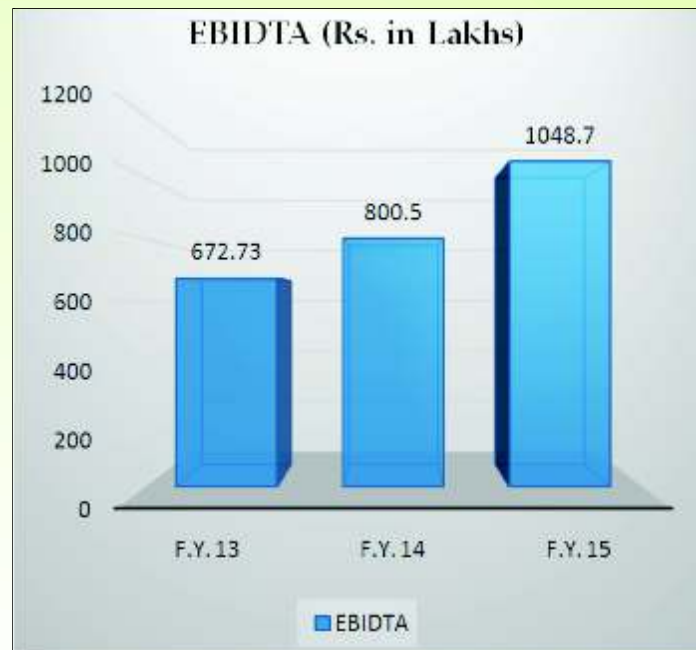
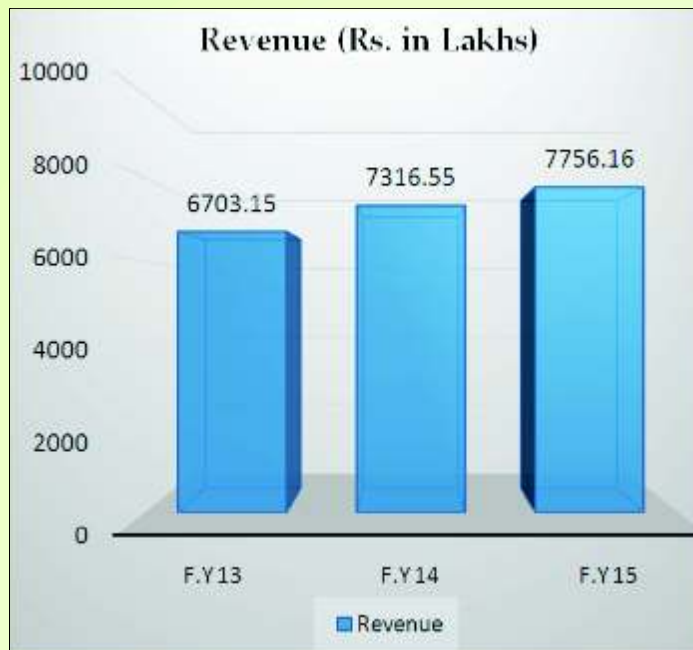
Fax: 0141-2750814

E-mail: cs@polywood.org

Financial Highlights (Standalone)



Financial Highlights (Consolidated)



NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the members of Dhabriya Polywood Limited (CIN: U29305RJ1992PLC007003) will be held on Saturday, 26th Day of September, 2015 at 11.00 a.m. at SP-2032(A), Ramchandrapura Industrial Area, Sitapura Extension, Jaipur – 302 020 (Rajasthan), to transact the following businesses:

Ordinary Business

1. To consider and adopt:
 - i. The audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and
 - ii. The audited consolidated financial statement of the Company for the financial year ended March 31, 2015.
2. To appoint Directors in place of those retiring by rotation.
3. To ratify the appointment of Auditors and fix their remuneration in this regard, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 & 142 and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Narendra Sharma & Co., Chartered Accountants (Registration No. 004983C) were appointed in the 22nd Annual General Meeting held on August 14, 2014, as the Statutory Auditors of the Company for a period of 5 years subject to annual ratification, be and is hereby ratified for the financial year 2015-16 at such remuneration as may be determined by the Board of Directors of the Company."

Special Business:

4. INCREASE IN AUTHORIZED SHARE CAPITAL

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

"RESOLVED THAT pursuant to the provisions of Section 61 & 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto and re-enactment thereof) and the rules framed

there under, the consent of the members of the Company be and is hereby accorded to increase the authorized share capital of the Company from existing Rs. 10,00,00,000 (Rupees Ten Crores only) divided into 1,00,00,000 (One Crores) Equity Shares of Rs. 10/- each to Rs. 12,50,00,000 (Rupees Twelve Crore Fifty Lakhs only) divided into 1,25,00,000 (One Crore Twenty Five Lakhs) Equity Shares of Rs. 10/- each, by creation of additional 25,00,000 (Twenty Five Lakhs) Equity Shares of Rs. 10/- each ranking pari-passu in all respects with the existing Equity Shares."

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be and is hereby amended by substituting with the following clause:

Memorandum of Association

V. "The Authorised Share Capital of the Company is 12,50,00,000 (Rupees Twelve Crores Fifty Lakhs only) divided into 1,25,00,000 (One Crore Twenty Five Lakhs) Equity Shares of Rs. 10/- each."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and matters that may be necessary, desirable or expedient for giving effect to the aforesaid resolution."

5. ISSUE OF BONUS EQUITY SHARE

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

"RESOLVED THAT, in accordance with Section 63 and all other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and subject to the regulations issued by the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time and subject to such consents and approvals as may be required from the appropriate authorities and the recommendation of the Board of Directors of the Company (hereinafter referred to as 'the Board'), the consent of the Members be and is hereby accorded to the Company for capitalization of

such sum standing to the credit of the securities premium / free reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus equity shares of Rs. 10 (Rupees Ten only) each, credited as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date ('record date') as may be fixed in this regard by the Board, in the proportion of 1 (one) equity share for every 4 (four) existing equity share held by the Members and the Bonus Equity Shares so distributed shall, for all purpose be treated as an increase in the paid up capital of the Company held by each such member and not as income."

RESOLVED FURTHER THAT, the Bonus Equity Shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the 'record date', save and except that they shall not be entitled to any dividend that may be declared before the 'record date'.

RESOLVED FURTHER THAT, no allotment letter shall be issued in respect of Bonus Equity Shares but in case of members holding Equity Shares in dematerialized form, the Bonus Equity Share shall be credited to the respective beneficiary accounts of the members with their respective depository participants.

RESOLVED FURTHER THAT, the Bonus Equity Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit."

6. TO APPROVE "POLYWOOD EMPLOYEE STOCK OPTION SCHEME 2015."

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

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Companies Act")

and rules made there under and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Listing Agreement with the Stock Exchange(s), the provisions contained in the Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 (hereinafter referred to as "SEBI Regulations") as amended from time to time (and any other prescribed rules, regulations/guidelines of Securities and Exchange Board of India "SEBI") or any other relevant authority, from time to time to the extent applicable and subject to such other approvals, consents, permissions and sanctions as may be necessary, the approval and consent of the Members be and is hereby accorded to Board of Directors of the Company (herein referred to as the "Board" which term shall be deemed to include any Committee(s), including the Nomination & Remuneration Committee, constituted by the Board to exercise its powers including the powers conferred by this Resolution) to introduce and implement 'Polywood Employee Stock Option Scheme 2015' (hereinafter referred to as the "POLYWOOD ESOS 2015"/ "Scheme") and to create, offer and grant, issue and allot from time to time Employees Stock Options upto 5% of the existing paid up equity share capital of the Company (i.e. 8200000 equity shares of Rs.10/= each) as on the date of passing the resolution to the present and future permanent employees including Directors of the Company (other than Promoters or belonging Promoters Group of the Company, Independent Directors and a Directors who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the company, whether whole time or otherwise, as may be decided solely by the Board under this plan, exercisable into not more than 4,10,000 fully paid up Equity Shares in the Company in aggregate, of face value of Rs.10 each, at such price or prices, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of applicable laws or regulations issued by the relevant authorities."

RESOLVED FURTHER THAT the Board, on the recommendation of Nomination & Remuneration Committee, be and is hereby authorized to issue and allot Equity Shares to the Employees upon exercise of options from time to time in accordance with 'Polywood Employee Stock Option Scheme 2015' and such Equity Shares shall rank pari-passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the options to be granted and the Equity Shares be allotted directly to such Eligible Employees/Directors in accordance with the plan framed in that behalf to subscribe to the securities of the Company issued under 'Polywood Employee Stock Option Scheme 2015'.

RESOLVED FURTHER THAT the Company shall confirm to the accounting policies prescribed from time to time under the ESOP Regulations and Guidelines and any other modifications, reenactment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matter and things as it may as its absolute discretion, deem necessary or desirable for issue, offer, allocate, allot and utilize proceeds and to make modifications, changes, variations, alterations, revisions in the terms and conditions of the Plan in accordance with any regulations or guidelines that may be issued from time to time by the appropriate authority unless such variation(s) modification(s) or alteration(s) is detrimental to the interest of Eligible Employees including but not limited to amendments with respect to the vesting period, number of options, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise the plan without any form of further reference, confirmations, approvals or sanctions from Members of the Company, to the extent permissible by SEBI Regulations and other relevant regulations in force, Companies Act 2013(including any modifications, amendment and re-enactment thereof), the Memorandum and Articles of Associations of the Company and any other applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion, deem necessary including appointment of Merchant Bankers, Solicitors and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of 'Polywood Employee Stock Option Scheme 2015', as also to prefer application to the appropriate authorities, parties and the institutions for their requisite approvals, as also to initiate all necessary actions for the preparation and issue of requisite documents as may be required with the SEBI / Stock Exchange(s), and all other documents to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolutions the Board be and is hereby authorized on behalf of the company and to do

all such acts, deeds, matters and things and to execute all such deeds, documents, instruments and writings as it may at its sole and absolute discretion deem necessary or expedient proper or desirable for such purpose and with the power on behalf of company to settle any questions, difficulty or doubt that may arise in this regard at any stage including at the time of Listing of Securities without being required to seek further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of directors, or chairman of the committee with a power to further delegate the same to any executives/officers of the company to do all such acts and deeds, matters and things as also execute documents, writings and other papers as may be necessary in this regard."

7. TO APPROVE THE "POLYWOOD EMPLOYEE STOCK OPTION SCHEME 2015" FOR SUBSIDIARY COMPANIES.

To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the applicable laws and regulations, approval of members of the Company be and is hereby accorded that the benefits of the 'Polywood Employee Stock Option Scheme 2015' proposed under Resolution No.6 of this Notice as approved by the Members, be extended to the present and future permanent employees of the subsidiary companies and their Directors whether whole time director or not but excluding the Independent Directors, as may be decided by the Board of Directors of the Company (hereinafter referred to as the "the Board" which terms shall be deemed to include any committee including Nomination and Remuneration Committee of the Board), so however that the total options granted to the employees of the Company and of its subsidiaries shall not exceed 4,10,000 (Four Lakh Ten Thousand Only).

RESOLVED FURTHER THAT Board of directors be and are hereby severally authorized on behalf of the Company to sign such documents, agreements, undertakings as may be necessary to give effect to this resolution."

8. REVISION IN TERMS OF REMUNERATION OF MR. DIGVIJAY DHABRIYA, CHAIRMAN & MANAGING DIRECTOR

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

"RESOLVED THAT in partial modification of resolution passed at the Extra-ordinary General Meeting of the Company held on September 1, 2014 for the appointment and terms of remuneration of Mr. Digvijay Dhabriya (DIN: 00519946) Managing Director & Chairman of the Company pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including Schedule V to the said Act, the consent of the Members be and is hereby accorded to revision in the terms of remuneration of Mr. Digvijay Dhabriya as the Managing Director & Chairman of the Company, by way of change in the maximum amount of basic salary payable to Mr. Digvijay Dhabriya (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to fix his salary within such maximum amount, increasing thereby, proportionately, all benefits related to the quantum of salary, with effect from 1st April 2015 for the remainder of the tenure of his contract, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT, if the necessary, the Company be and is hereby authorised to make an application in the prescribed form within the prescribed period to the Central Government as per the provisions of Section 196 and section 197 of the Act for obtaining its approval to payment of remuneration as provided above in the event it exceeds the limits provided in Part II of Schedule V to the Act and any of the Directors of the Company be and are hereby severally authorized to execute and sign such forms, writings, given such notice, as may be necessary in this regard."

9. REVISION IN TERMS OF REMUNERATION OF MRS. ANITA DHABRIYA, WHOLE-TIME DIRECTOR

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

"RESOLVED THAT in partial modification of resolution passed at the Extra-ordinary General Meeting of the Company held on September 1, 2014 for the appointment and terms of remuneration of Mrs. Anita Dhabriya (DIN: 00359317) Whole-time Director of the Company pursuant to the provisions of Sections 196, 197 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including Schedule V to the said Act, the consent of the Members be and is hereby accorded to revision in the terms of remuneration of Mrs. Anita Dhabriya as the Whole-time Director of the Company, by way of change in the maximum amount of basic salary payable to Mrs. Anita Dhabriya (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to fix her salary within such maximum amount, increasing thereby, proportionately, all benefits related to the quantum of salary, with effect from 1st April 2015 for the remainder of the tenure of his contract, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT, if the necessary, the Company be and is hereby authorised to make an application in the prescribed form within the prescribed period to the Central Government as per the provisions of Section 196 and section 197 of the Act for obtaining its approval to payment of remuneration as provided above in the event it exceeds the limits provided in Part II of Schedule V to the Act and any of the Directors of the Company be and are hereby severally authorized to execute and sign such forms, writings, given such notice, as may be necessary in this regard."

10. REVISION IN TERMS OF REMUNERATION OF MR. MAHENDRA KARNAWAT, WHOLE-TIME DIRECTOR

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

"RESOLVED THAT in partial modification of resolution passed at the Extra-ordinary General Meeting of the Company held on September 1, 2014 for the appointment and terms of remuneration of Mr.

Mahendra Karnawat (DIN: 00519876) Whole-time Director of the Company pursuant to the provisions of Sections 196, 197 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including Schedule V to the said Act, the consent of the Members be and is hereby accorded to revision in the terms of remuneration of Mr. Mahendra Karnawat as the Whole-time Director of the Company, by way of change in the maximum amount of basic salary payable to Mr. Mahendra Karnawat (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to fix his salary within such maximum amount, increasing thereby, proportionately, all benefits related to the quantum of salary, with effect from 1st April 2015 for the remainder of the tenure of his contract, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT, if the necessary, the Company be and is hereby authorised to make an application in the prescribed form within the prescribed period to the Central Government as per the provisions of Section 196 and section 197 of the Act for obtaining its approval to payment of remuneration as provided above in the event it exceeds the limits provided in Part II of Schedule V to the Act and any of the Directors of the Company be and are hereby severally authorized to execute and sign such forms, writings, given such notice, as may be necessary in this regard."

11. REVISION IN TERMS OF REMUNERATION OF MR. SHREYANSH DHABRIYA, WHOLE-TIME DIRECTOR

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

"RESOLVED THAT in partial modification of resolution passed at the Extra-ordinary General Meeting of the Company held on September 1, 2014 for

the appointment and terms of remuneration of Mr. Shreyansh Dhabriya (DIN: 06940427) Whole-time Director of the Company pursuant to the provisions of Sections 196, 197 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including Schedule V to the said Act, the consent of the Members be and is hereby accorded to revision in the terms of remuneration of Mr. Shreyansh Dhabriya as the Whole-time Director of the Company, by way of change in the maximum amount of basic salary payable to Mr. Shreyansh Dhabriya (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to fix his salary within such maximum amount, increasing thereby, proportionately, all benefits related to the quantum of salary, with effect from 1st April 2015 for the remainder of the tenure of his contract, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT, if the necessary, the Company be and is hereby authorised to make an application in the prescribed form within the prescribed period to the Central Government as per the provisions of Section 196 and section 197 of the Act for obtaining its approval to payment of remuneration as provided above in the event it exceeds the limits provided in Part II of Schedule V to the Act and any of the Directors of the Company be and are hereby severally authorized to execute and sign such forms, writings, given such notice, as may be necessary in this regard."

By Order of the Board
For **Dhabriya Polywood Limited**

Sd/-
Sparsh Jain
Company Secretary
M. No. A36383

Date: 01st September, 2015
Place: Jaipur

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy in order to be effective must be deposited at the registered office of the Company duly completed and signed not less than 48 (forty-eight) hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in the notice under Note No. 18. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
3. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days of the Company during business hours up to the date of the Annual General Meeting.
7. The Company has notified closure of Register of Members and Share Transfer Books from 21st

September, 2015 to 26th September, 2015 (both days inclusive).

8. Members are requested to bring their copy of the Annual report to the Annual General Meeting. The duly filled in Attendance Slip must be surrendered at the counter before attending the Meeting.
9. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants.
10. The Notice of the AGM along with the Annual Report 2014-15 along with the Attendance Slip and Proxy Form is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
11. The Shareholders are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts.
12. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and number of shares held by them.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts.
14. Non-Resident Indian Members are requested to inform Big share Services Private Limited, immediately of:
 - Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type,

account number and address of the bank with pin code number, if not furnished earlier.

15. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
16. Members seeking any information with regard to the Financial Statements are requested to write to the Company at least 7 days before the Meeting so as to enable the management to keep the information ready at the meeting.

17. In terms of Section 152 of the Companies Act, 2013, Mr. Mahendra Karnawat (DIN 00519876) and Mr. Shreyansh Dhabriya (DIN 06940427), Directors, retire by rotation at the Meeting and being eligible, offer themselves for re-appointment. The Board of Directors of the Company recommends their respective re-appointments. Brief resume of Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated, are as under:

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT
THE FORTHCOMING ANNUAL GENERAL MEETING**

NAME	MR. MAHENDRA KARNAWAT	MR. SHREYANSH DHABRIYA
DIN	00519876	06940427
Date of Birth	06.07.1969	26.06.1992
Appointed on	22.05.2000*	15.07.2014**
Qualifications	Masters in Commerce from the MDS University, Ajmer	B.Tech (Mechanical) from VIT University, Vellore
Brief Profile	Mr. Mahendra Karnawat is the Whole Time Director of the company. 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 more than 23 Years of experience in the field of Sales, Marketing and production. He takes care of overall Production process of our company and provides strategic inputs to the administration for better materials, new designs and development of our products conveying complex product development concepts in a simple and compelling manner.	Mr. Shreyansh Dhabriya is the Whole Time Director of the company. He is 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.
Directorship held in other Public Limited Company	None	None
Membership/Chairmanship Of Committees in other companies	None	None
No of Shares held in the Company	37000	Nil
Relationship with other directors	Nil	Relative of Mr. Digvijay Dhabriya, Chairman & Managing Director and Mrs. Anita Dhabriya, Whole Time Director of the Company.

*Appointed as the Whole Time Director of the Company as on 01.09.2014, and liable to retire by rotation under Section 152(6) of the Companies Act, 2013

** Appointed as the Whole Time Director of the Company as on 01.09.2014, and liable to retire by rotation under Section 152(6) of the Companies Act, 2013

18. VOTING THROUGH ELECTRONIC MEANS :

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, and Clause 35B of the Listing Agreement, the Company is pleased to provide Members with a facility to exercise their right to vote on resolutions proposed to be considered at the 23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through Electronic Voting (e-Voting) Services. The facility of casting the votes by an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

A. Members whose e-mail address are registered with the Company / Depository Participants will receive an email from NSDL Informing your ID and password:

1. Open e-mail and open PDF file viz., "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
2. Launch internet browser by typing the following: URL: <https://www.evoting.nsdl.com>
3. Click on Shareholder – Login
4. Put user ID and password as initial password/PIN noted in step (1) above. Click Login.
5. Password change menu appears. Change the Password/PIN with new password of your choice with minimum 8 digits / characters or combination thereof.
Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
7. Select "EVEN" of "Dhabriya Polywood Limited". Once you enter the number, the Cast Vote page will open. Members can cast their vote online from 23rd September, 2015 (9.00 A.M) till 25th September, 2015 (5.00 P.M) (both days are inclusive) E-voting will not be allowed beyond the said time.

8. Now you are ready for remote e-voting as cast vote page opens.
9. Cast your vote by selecting appropriate option and click on "submit" and also "confirm" when prompted.
10. Upon confirmation, the message "vote cast successfully" will be displayed.
11. Once you have voted on the resolution, you will not be allowed to modify your vote.
12. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail to man.sancheti@gmail.com with a copy marked to evoting@nsdl.co.in.
13. A facility for voting through "Ballot Paper"/ "Poling Paper" is made available at the Annual General Meeting venue and the members attending the meeting who have not cast their vote by remote e-voting can exercise their right during the meeting through ballot paper.

B. for Members whose shareholding is in the Dematerialization form and whose E-mail IDs are not registered with the Company / Depository Participants, Members holding shares in Physical form as well as those members who have requested for a physical copy of the Notice and Annual Report, the following instruction may be noted:

- Initial password is provided as below / at the bottom of the Attendance Slip for the AGM: EVEN(remote e-voting Event Number) USER ID PASSWORD/PIN
- Please follow all steps from instruction 1 to 13 of A mentioned above to cast vote.

- I. In case of any queries, you may refer the Frequently Asked Question (FAQs) for member and e-voting user manual for members available at the downloads section of www.evoting.nsdl.com or call on toll free no. 1800-222-990.
- II. Login to the E-voting website will be disabled upon five unsuccessful attempts to key in the correct password.

In such an event, you will need to go through the "forgot Password" option available on the site for reset the password.

III. If you are already registered with NSDL for e-voting then you can use your existing user ID and Password/PIN for casting your vote.

IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

V. The remote e-voting period commences on from 23rd September, 2015 (9.00 A.M) till 25th September, 2015 (5.00 P.M) (both days are inclusive) during this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off dated (record date) 19th September, 2015 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

VI. Any person who acquired shares of the company and becomes shareholders of the company after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e. 19th September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in of Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

VII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

VIII. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off dated (record date) of 19th September, 2015.

IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

X. Mr. Manish Sancheti, Practicing Company Secretary, Proprietor of M/s. M Sancheti & Associates, C-54 A/3, Lal Kothi Marg, Ciar Area Bapu Nagar, Jaipur- 302015 (Membership No.F7972) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fare and transparent manner.

XI. The Scrutinizer shall after the conclusion of voting at the general meeting will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e- voting in the presence of at least two witnesses not in the employment of the company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any to the chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XII. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.polywood.org and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to Stock Exchange.

EXPLANATORY STATEMENT FOR RESOLUTIONS MENTIONED UNDER PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (HEREINAFTER REFERRED TO AS THE "ACT")

ITEM NO. 4

The Company, in order to meet its growth objectives and to strengthen its financial position deem appropriate to increase the Authorized Share Capital of the Company from Rs. 10,00,00,000 (Rupees Ten Crores only) divided into 1,00,00,000 (One Crores) Equity Shares of Rs. 10/- each to Rs. 12,50,00,000 (Rupees Twelve Crore Fifty Lakhs only) divided into 1,25,00,000 (One Crore Twenty Five Lakhs) Equity Shares of Rs. 10/- each ranking pari-passu in all respects with the existing Equity Shares. The propose increase of authorize shares requires the approval of members in General Meeting. Consequent upon the increase of Authorized Share Capital the company's Memorandum of Association will require alteration so as to reflect the increase in the share capital. The Board recommends that the resolution be passed.

None of the directors and key managerial personnel and their relatives is concerned or interested in the above referred resolution except as holders of shares in general.

ITEM NO. 5

The present paid up capital of the Company is Rs. 8,20,00,000 (Rupees Eight Crore Twenty Lakhs) divided into 82,00,000 (Eighty Two Lakhs) Equity Shares of Rs.10/- each.

In order to bring the paid up capital of the Company more in line with the capital employed, the Board of Directors of the Company at its meeting held on 01st September, 2015 has recommended for approval of the shareholders, issue of Bonus Equity Share to the holders of equity shares of the company in the proportion of 1 (one) new equity share of the Company of Rs. 10/- (Ten) each for every 4 (four) existing equity shares of Rs. 10/- (Ten) each held by the Members as on the record date to be determined by the Board of Directors, by capitalizing a sum not exceeding Rs. 2,05,00,000/- (Rupees Two Crore Five Lakhs Only) standing to the credit of the Security Premium/Free Reserves of the Company.

No allotment letter will be issued by the Company for Shares held in demat mode, the credit for the Bonus Share will be given directly to the demat account of the member. It is also necessary/expedient to authorize the Board of Directors of the Company or any committee thereof, to complete all regulatory formalities in connection with the issue of Bonus Shares that may be prescribed by the Stock Exchange on which the Company's securities are listed or any other regulatory authority.

The Bonus Shares so allotted shall rank pari-passu in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date fixed for the purpose of issue of such Bonus shares, save and except that they shall not participate in any dividend that may be declared before the 'Record Date'.

None of the directors and key managerial personnel and their relatives is concerned or interested in the above referred resolution except to the entitlement of Bonus Shares and the Shareholding in the Company.

ITEM NO. 6 & 7

In order to reward, motivate and retain desired talent for high level of individual performance and also to create a culture of ownership and building commitment towards the company, and to align employees' objectives towards critical goals/milestones of the company, it is proposed to introduce 'Polywood Employee Stock Option Scheme 2015'. The Plan is meant for eligible present and future permanent employees, directors of the Company but except Independent Directors and persons belonging to Promoter and Promoter Group of the Company as may be decided by the Nomination and Remuneration Committee or any other committee of the Board of Directors of the Company by whatever name called ("Committee"). 'Polywood Employee Stock Option Scheme 2015' would be subject to and in conformity with the guidelines issued in this regard from time to time by SEBI (Share Based Employee Benefits) REGULATIONS 2014, or any other rules, regulations, guidelines prescribed by Securities and Exchange Board of India including any amendment or re-enactment thereof. In terms of SEBI Regulations, the administration of 'Polywood Employee Stock Option Scheme 2015' would vest with the Nomination and Remuneration Committee of the Board of Directors of the Company.

Disclosures as per Regulation 6(2) of the SEBI (Share Based Employee Benefits) Regulations 2014, and any other rules/regulations and guidelines prescribed by SEBI

ESOS 2015- Key features:

(i) Total number of Options to be granted:

The maximum number of options to be granted to the eligible employees of the Company and of its subsidiaries and the resulting equity shares that may be issued pursuant to the exercise of options in the

ESOS 2015 shall not exceed 4,10,000 fully paid up Equity Shares of Rs.10 each.

Vesting options that lapse due to non-exercise or unvested options that get cancelled due to resignation or termination of the employees or otherwise would be available for re-grant at a future date for which no further approval by shareholders would be required.

SEBI Regulations and guidelines require that in case of any corporate action(s) such as right issues, bonus issues, merger and sale of division, stock split/consolidation and others, a fair and reasonable adjustment needs to be made to the options granted. Accordingly, if any additional equity shares are issued by the company, the ceiling of 4,10,000 equity shares shall be deemed to be increased proportionately to the extent of such additional equity shares issued.

(ii) Identification of the Class of employees entitled to participate in the Employee Stock Option Scheme.

The Nomination and Remuneration Committee shall determine the eligibility criteria which should be fulfilled in order to become eligible to participate in "Polywood Employee Stock Option Scheme 2015" except Independent Directors and persons belonging to Promoter and Promoter Group of the Company as may be decided by the Nomination and Remuneration Committee. (As per SEBI Regulations and any other guidelines, Employees belonging to promoters or promoter group or Director who either by himself or through his relatives or through anybody corporate holds directly or indirectly more than 10% of the outstanding equity shares of the Company shall not be eligible under the Plan). Further, as per the provisions of the Companies Act, 2013 and SEBI Regulations 2014 no options will be granted to the Independent Directors of the Company.

(iii) Transferability of Employee Stock Options

The Stock Options granted to an employee will be non-transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of an employee stock option holder while in employment, the right to exercise all the options granted to him till such date shall be transferred to his legal heirs or nominees.

(iv) Award of Options

The Nomination and Remuneration Committee may, on such dates as it shall determine, grant to such eligible employees as it may in its absolute discretion, Options on the fully paid equity shares of the

Company on the terms and conditions and the consideration as it may decide.

(v) Requirements of Vesting and Period of Vesting

The vesting may happen in one or more years over a period as determined by Nomination and Remuneration Committee. The vesting of options will be linked to achievement of such financial targets as the Nomination and Remuneration Committee may set in the context of the Company's future growth plans.

The vesting period may vary from allottee to allottee based on various attending circumstances, and shall be at the exclusive discretion of the Nomination and Remuneration Committee, but shall never be less than the minimum vesting period stipulated, if any, under SEBI Regulation and/or provisions of any attending statutory enactments.

Except in case of retirement, demise or permanent incapacity, continuation of the Employee in the service of the Company or its subsidiaries, as the case may be, shall be a primary requirement for the vesting of the options. The Nomination and Remuneration Committee shall formulate the other requirements of vesting, which may, inter alia, include individual performance, efficiency or productivity criteria.

The maximum vesting period of options can extend upto Five years from the date of grant of options.

(vi) Exercise Price, Period and Process

The exercise price and/or the pricing formula, Period and Process shall be decided by the Nomination and Remuneration Committee from time to time.

(vii) Appraisal Process for Determining the Eligibility of employees

The appraisal process for determining the employees to whom the options shall be granted, shall be based upon the performance of the Employees as indicated by the annual performance appraisal, minimum period of service, the status of the Employees in the Company and other factors deemed relevant by the Nomination and Remuneration Committee.

(viii) Maximum Number of Options to be issued per employee and in aggregate

The maximum number of options granted to an employee during any one year, will be less than 1% of the issued capital of the Company at the time of grant of Option. However in case the number of options granted, during any one year, to an employee is equal

to or exceeds 1% of the issued capital of the Company, then approval of shareholders by way of separate resolution shall be obtained by the Company. The maximum number of options granted to the employees in aggregate shall not exceed 4,10,000 (Four lakh Ten Thousand Only).

(ix) Whether the scheme is to be implemented and administered directly by the company or through a trust:

The scheme will be implemented and administered directly by the Company through its Board or Committee.

(x) Accounting Policies and Disclosures

The Company comply with all the applicable disclosure in respect of options granted as required under SEBI (Share Based Employee Benefits) Regulations 2014 and other Applicable Laws and follow the accounting policies as per will confirm to the SEBI Regulations and Guidelines and the Guidance Note issued by the Institute of Chartered Accountants of India.

(xi) Method to be used to determine the Value of the Options

The Company shall use the intrinsic value method to value its options. The difference between the employee compensation cost computed under intrinsic value method and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Directors' Report and the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Directors' Report.

(xii) As per SEBI Regulation any scheme offering stock options to the employees must be approved by the members by way of special resolution. Also since the said scheme will entail further shares to be offered to persons other than existing members of the Company, consent of the members by way of special resolution is required as per Section 62 of the Companies Act, 2013 read along with rules framed there under.

Furthermore, in terms of the SEBI Regulation, a separate resolution is required to be passed if the benefits under the scheme are also to be extended to the employees of subsidiary companies. A resolution is proposed accordingly under item no. 7 to cover the Employees of subsidiary companies of the Company.

The Board recommends the Resolution at item no.6 and 7 of the Notice for approval of the Members by a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent of their entitlements, if any, under the ESOS.

ITEM NO. 8

At the EGM held on September 1, 2014, the Members of the Company had approved of the appointment and terms of remuneration of Mr. Digvijay Dhabriya as Managing Director of the Company for a period of 5 years and 3 years respectively from September 1, 2014 including inter alias salary up to a maximum of Rs.4,50,000 (Four Lakh Fifty Thousand Only) per month, with authority to the Board to fix his salary within the above mentioned scale. It is proposed to revise the maximum basic salary payable to Mr. Digvijay Dhabriya to Rs. 5,40,000 (Five Lakh Forty Thousand Only) per month with effect from 1st April, 2015 for the remainder of his term up to August 31, 2017, subject to the approval of the Members of the Company. All other terms and conditions of appointment & remuneration of Mr. Digvijay Dhabriya as Managing Director & Chairman of the Company, as approved at the EGM of the Company held on September 1, 2014, remain unchanged. In compliance with the provisions of Sections 196 and 197 read with Schedule V to the Act, the revised terms of remuneration of Mr. Digvijay Dhabriya are now being placed before the Members for their approval.

ITEM NO. 9

At the EGM held on September 1, 2014, the Members of the Company had approved of the appointment and terms of remuneration of Mrs. Anita Dhabriya as Whole-time Director of the Company for a period of 5 years and 3 years respectively from September 1, 2014 including inter alia salary up to a maximum of Rs.1,30,000 (One Lakh Thirty Thousand Only) per month, with authority to the Board to fix his salary within the above mentioned scale. It is proposed to revise the maximum basic salary payable to Mrs. Anita Dhabriya to Rs. 1,55,000 (One Lakh Fifty Five Thousand Only) per month with effect from 1st April 2015 for the remainder of her term up to August 31, 2017, subject to the approval of the Members of the Company. All other terms and conditions of appointment & remuneration of Mrs. Anita Dhabriya as Whole-time Director of the Company, as approved at the EGM of the Company held on September 1, 2014, remain unchanged. In compliance with the provisions of Sections 196 and 197 read with Schedule V to the Act, the revised terms of remuneration of Mrs. Anita

Dhabriya are now being placed before the Members for their approval.

ITEM NO. 10

At the EGM held on September 1, 2014, the Members of the Company had approved of the appointment and terms of remuneration of Mr. Mahendra Karnawat as Whole-time Director of the Company for a period of 5 years and 3 years respectively from September 1, 2014 including inter alia salary up to a maximum of Rs.1,00,000 (One Lakh Only) per month, with authority to the Board to fix his salary within the above mentioned scale. It is proposed to revise the maximum basic salary payable to Mr. Mahendra Karnawat to Rs. 1,20,000 (One Lakh Twenty Thousand Only) per month with effect from 1st April 2015 for the remainder of his term up to August 31, 2017, subject to the approval of the Members of the Company. All other terms and conditions of appointment & remuneration of Mr. Mahendra Karnawat as Whole-time Director of the Company, as approved at the EGM of the Company held on September 1, 2014, remain unchanged. In compliance with the provisions of Sections 196 and 197 read with Schedule V to the Act, the revised terms of remuneration of Mr. Mahendra Karnawat are now being placed before the Members for their approval.

ITEM NO. 11

At the EGM held on September 1, 2014, the Members of the Company had approved of the appointment and terms of remuneration of Mr. Shreyansh Dhabriya as Whole-time Director of the Company for a period of 5 years and 3 years respectively from September 1, 2014 including inter alia salary up to a maximum of Rs. 50,000 (Fifty Thousand Only) per month, with authority to the Board to fix his salary within the above mentioned scale. It is proposed to revise the maximum basic salary payable to Mr. Shreyansh Dhabriya to Rs.1,00,000 (One Lakh Only) per month with effect from 1st April 2015 for the remainder of his term up to August 31, 2017, subject to the approval of the Members of the Company. All other terms and conditions of appointment & remuneration of Mr. Shreyansh Dhabriya as Whole-time Director of the Company, as approved at the EGM of the Company held on September 1, 2014, remain unchanged. In compliance with the provisions of Sections 196 and 197 read with Schedule V to the Act, the revised terms of remuneration of Mr. Shreyansh Dhabriya are now being placed before the Members for their approval.

Statement required pursuant to the provisions of Schedule V of the Companies Act, 2013 is given below:

I. GENERAL INFORMATION

- 1. Nature of Industry:** Manufacturers & Suppliers of extruded uPVC/PVC Profiles, uPVC Windows and Doors etc.
- 2. Date or Expected Date of Commencement of Commercial Production:**
In year 1995.
- 3. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the Prospectus:**
N.A.
- 4. Financial Performance based on given indicators:**
The brief statement indicating our profit related figures (standalone) is given below:

Particulars	2014-15 (In Lakhs)	2013-14 (In Lakhs)
Gross Income	7264.83	7012.51
EBIDTA	953.17	737.10
Less : Interest and depreciation	522.98	360.32
Profit before tax	430.19	376.78
Less: Tax	151.69	129.92
Profit after tax	278.50	246.86

- 5. Export Performance and Net Foreign Collaborations-**
NIL
- 6. Foreign investments or Collaborations, if any- NIL**

II. Information about the Appointee

A. Mr. Digvijay Dhabriya

i. Backgrounds Details

Mr. Digvijay Dhabriya aged about 50 years is a Bachelor of Engineering (Mechanical) from MBM Engineering College, Jodhpur and Post Graduate in Plastic Engineering from Central Institute of Plastic Engineering & Testing (CIPET), Chennai and carry rich experience of over 25 years 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.

ii. Past Remuneration

Mr. Digvijay Dhabriya was receiving annual remuneration of Rs. 45.00 Lakhs in 2013-14 (i.e. Rs. 3.75 Lakhs per month during the whole year) and Rs. 50.25 Lakhs in 2014-15 (i.e. Rs. 3.75 Lakhs per month for first five month and thereafter Rs. 4.50 Lakhs per month for the remaining period of the financial year).

iii. Recognition or Awards

He has been awarded Udyog Patra for self-made industrialist in the year 2010 by the Institute of Trade and Industrial Development, New Delhi, Samaj Ratna Award from Rajasthan Jan Manch in the year 2004 and prestigious award through MSME Minister Shri Kalraj Mishra for Udyamita Gaurav Samman for Utkrast Utpadakta Evam Rojgaar Srajan on the grand occasion of Laghu Udyog Bharti National Convention 2014.

iv. Job Profile and Suitability

Mr. Digvijay Dhabriya is the Managing Director of the Company. He is self-motivated resourceful director with a proven ability to develop and strengthen management teams in order to maximize company profitability and efficiency. During his tenure at the Company he took the mantle of the leadership, he experienced leading and growing sectors of a business to make it a dynamic and progressive organization. With his endless efforts and wide experience, the company has been able to achieve the present heights in past few years. Looking into his competence in carrying the Company further, the Board of Directors has recommended increase in his remuneration.

v. Remuneration Proposed

The remuneration proposed to be increased from Rs. 4.50 Lakhs per month to Rs. 5.40 Lakhs per month from the 1st April 2015 till the remainder of term.

vi. Comparative remuneration Profile with respect to Industry, size of the Company, profile of the position and person

Looking into the work handled and responsibilities shouldered to Mr. Digvijay Dhabriya, the proposed remuneration is in consensus with remuneration paid to the KMP's of other industries of similar size for similarly placed persons.

vii. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Mr. Digvijay Dhabriya is the Chairman & Managing Director of the Company, belongs to promoter group and hold 66.35% of total shareholding of the company.

He is husband of Director Mrs. Anita Dhabriya and father of Director Mr. Shreyansh Dhabriya.

B. Mrs. Anita Dhabriya**i. Backgrounds Details**

Mrs. Anita Dhabriya aged about 45 years is a Bachelor of Commerce from Ajmer University and carry rich experience of over 17 years in the administrative work. She actively engaged in the administrative and operational affairs of the company and responsible for business development of the company.

ii. Past Remuneration

Mrs. Anita Dhabriya was receiving annual remuneration of Rs. 15.10 Lakhs in 2014-15 (i.e. Rs. 1.30 Lakhs per month from September 2014 till March 2015).

iii. Recognition or Awards

NIL

iv. Job Profile and Suitability

Mrs. Anita Dhabriya is the Whole-Time Director of the Company. She is actively involved in the administrative work of the Company and has played a vital part in bringing efficiency to the organization. Her experience provides us to achieve new heights and build reputed image of company in competitive market. Looking into her competence in carrying the Company further, the Board of Directors has recommended increase in his remuneration.

v. Remuneration Proposed

The remuneration proposed to be increased from Rs. 1.30 Lakhs per month to Rs. 1.55 Lakhs per month from the 1st April 2015 till the remainder of term.

vi. Comparative remuneration Profile with respect to Industry, size of the Company, profile of the position and person

Looking into the work handled and responsibilities shouldered to Mrs. Anita Dhabriya, the proposed remuneration is in consensus with remuneration paid to the KMP's of other industries of similar size for similarly placed persons.

vii. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Mrs. Anita Dhabriya is the Whole-Time Director of the Company, belongs to promoter group & holds 1.90% of total shareholding of the company. She is wife of Managing Director Mr. Digvijay Dhabriya, and Mother of Director Mr. Shreyansh Dhabriya.

C. Mr. Mahendra Karnawat

i. Backgrounds Details

Mr. Mahendra Karnawat aged about 46 years is a Master of Commerce from MDS University, Ajmer and carry rich experience of over 23 years in the field of sales, marketing and production. He takes care of overall production process of the company and provides strategic inputs to the administration for better materials, new design and development of the products conveying complex product development concepts in a simple and compelling manner.

ii. Past Remuneration

Mr. Mahendra Karnawat was receiving annual remuneration of Rs. 10.20 Lakhs in 2013-14 (i.e. Rs. 0.85 Lakhs per month during the whole year) and Rs. 12.00 Lakhs in 2014-15 (i.e. Rs. 1.00 Lakhs per month during the whole year).

iii. Recognition or Awards

NIL

iv. Job Profile and Suitability

Mr. Mahendra Karnawat is a Director of the Company. He is coordinating & utilizing effective manpower and resources to the maximum to meet production goals and also helps in planning for meeting deadlines for output of production and the quality of the product. Looking into his competence in carrying the Company further, the Board of Directors has recommended increase in his remuneration.

v. Remuneration Proposed

The remuneration proposed to be increased from Rs. 1.00 Lakhs per month to Rs. 1.20 Lakhs per month from the 1st April 2015 till the remainder of term.

vi. Comparative remuneration Profile with respect to Industry, size of the Company, profile of the position and person

Looking into the work handled and responsibilities shouldered to Mr. Mahendra Karnawat, the proposed remuneration is in consensus with remuneration paid to the KMP's of other industries of similar size for similarly placed persons.

vii. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Mr. Mahendra Karnawat is the Whole-Time Director of the Company & holds 0.45% of total shareholding of the company.

D. Mr. Shreyansh Dhabriya

i. Backgrounds Details

Mr. Shreyansh Dhabriya aged about 23 years is a Bachelor of Engineering (Mechanical) from VIT University, Vellore. He possess excellent communication skills and actively engaged in establishing sustainable and profitable relationship with teams and customer, dealers and distributors across the country in order to maximize company's profitability and efficiency.

ii. Past Remuneration

Mr. Shreyansh Dhabriya was receiving annual remuneration of Rs. 4.00 Lakhs in 2014-15 (i.e. Rs. 0.50 Lakhs per month from August 2014 till March 2015).

iii. Recognition or Awards

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.

iv. Job Profile and Suitability

Mr. Shreyansh Dhabriya is a Director of the Company. He is actively involved in new product development and implementation of new processes for improvement of productivity at various levels. Looking into his competence in carrying the Company further, the Board of Directors has recommended increase in his remuneration.

v. Remuneration Proposed

The remuneration proposed to be increased from Rs. 0.50 Lakhs per month to Rs. 1.00 Lakhs per month from the 1st April 2015 till the remainder of term.

vi. Comparative remuneration Profile with respect to Industry, size of the Company, profile of the position and person

Looking into the work handled and responsibilities shouldered to Mr. Shreyansh Dhabriya, the proposed remuneration is in consensus with remuneration paid to the KMP's of other industries of similar size for similarly placed persons.

vii. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Mr. Shreyansh Dhabriya is the Whole-Time Director of the Company and belongs to promoter group. He is son of Managing Director Mr. Digvijay Dhabriya & Director Anita Dhabriya

III. Other Information**1. Reason of Loss or inadequate profits:**

The major reason for inadequate profit is due to lesser growth in the business on account of prevailing recessionary scenario of housing and real estate sector wherein company's products are mainly consumed. Apart from this the other reasons for inadequate profit were increased employee cost and depreciation.

2. Steps taken or proposed to be taken for improvement:

Company has taken various steps to enhance the territorial spread of working and is in regular process of development of new profiles & designs so as to increase the application of products being manufactured by the Company, which will lead to the overall growth of business of the Company, both in terms of top and bottom line.

3. Expected increase in productivity and profits in measurable terms:

It is not feasible to quantify the expected increase in productivity and profits at this stage however, in view of the steps being initiated & taken by the Company for the improvement of productivity & increase in market

share, Company is optimistic to achieve much better growth & profitability in comparison to previous years.

IV. Disclosures

The details required to be given under this head is disclosed in Corporate Governance Report of the Company which forms part of Annual Report 2014-15. The Board recommends passing of the relevant Special Resolution as mentioned in Item no. 8, 9, 10 and 11 of the notice.

Other than Mr. Digvijay Dhabriya, Mrs. Anita Dhabriya, Mr. Mahendra Karnawat and Mr. Shreyansh Dhabriya none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in this Resolution.

By Order of the Board
For **Dhabriya Polywood Limited**

Sd/-
Sparsh Jain
Company Secretary
M. N o. A36383

Date: 01st September, 2015
Place: Jaipur

DIRECTORS' REPORT & MANAGEMENT DISCUSSION AND ANALYSIS

To the Members of
DHABRIYA POLYWOOD LIMITED

The Directors have pleasure to present their 23rd Annual Report together with the Audited Financial Statements for the year ended 31st March 2015. The Management Discussion and Analysis is also included in this Report.

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 (formerly known as Dhabriya Agglomerates Limited) was incorporated

under the erstwhile Companies Act, 1956 in the year 1992.

The Company started commercial production of polymer based wood substitute products i.e. Rigid PVC Profiles, with the brand name "Polywood" which are used for fabrication of Doors, Windows, Partitions, False Ceiling, Wall Paneling and many more furnishing & interior applications. In the last 22 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.

1. FINANCIAL PERFORMANCE (In Lakhs)

	Consolidated		Standalone	
Particulars	2014-15	2013-14	2014-15	2013-14
Gross Income	7756.16	7316.55	7264.83	7012.51
EBIDTA	1048.69	800.50	953.17	737.10
Finance Cost	296.69	250.48	293.14	243.35
Depreciation	232.51	117.77	229.84	116.97
Net Profit Before Tax	519.49	432.25	430.19	376.78
Provision for Tax	179.14	147.13	151.69	129.92
Net Profit After Tax	339.78	284.74	278.50	246.86

2. DIVIDEND AND RESERVES

During the Year Company has earned profit and your directors have decided to plough back the profit into the business therefore no dividend is recommend for the financial year ended 31st March, 2015. During the year under review balance of profits after tax was transferred to General Reserve.

Your Company increased its paid up Share Capital from Rs. 300.00 Lakhs to Rs. 820.00Lakhs by way of 30 Lakh Bonus Share amounting of Rs. 300.00 Lakhs and 22 Lakh Equity Shares through Initial Public Offer (IPO) amounting of Rs. 330.00Lakhs at a face value of Rs. 10/- each and a premium of Rs. 5/- each. The aforesaid Equity Shares is listed on BSE-SME Platform.

3. SHARE CAPITAL

The authorize and paid up Equity Share Capital as on March 31, 2015 stood at Rs. 1000.00 Lakhs and 820.00 Lakhs. During the year Company increased its authorize Share Capital from 300.00 Lakhs to 1000.00 Lakhs.

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, 2015, none of the directors of the Company hold instruments convertible into Equity Shares of the Company.

4. OVERVIEW OF THE ECONOMY

A. Global Economy

The global economy got off to a bumpy start this year buffeted by poor weather in the United States, financial market turbulence and the conflict in the Ukraine. As a result, global growth projections for 2014 as a whole have been marked down from 3.2 percent in January to 2.8 percent now. Despite the early weakness, growth is expected to pick up speed as the year progresses and world GDP is projected to expand by 3.4 percent in 2015 and 3.5 percent in 2016 – broadly in line with earlier forecasts. When expressed in 2010 Purchasing Power Parity terms, global growth is projected to accelerate from 3.1 percent in 2013 to 3.4, 4.0, and 4.2 percent in each of 2014, 2015 and 2016.

As many as 1.4 million workers were on the direct rolls of the plastic manufacturing industry in the year 1996. The rate at which the plastic industry has been growing over the two decades is commendable accounting for a growth of 3% every year. Since 1974, shipments in the plastic manufacturing industry saw a rise by a yearly growth accounting for 4.1%. Shipments in the plastic

industry witnessed a rise accounting for a total \$366.4 billion in the year 1996.

B. Indian Economy

With a population over one billion where 40% are under age 15, opportunities for plastics producers in India include near-term rapid growth in the nation's internal consumption of plastic products and the Indian middle class is 300 million and rising, and the annual GDP growth rate is 8%. Typically, in an emerging market, demand growth for plastics is 2 to 2.5 times the GDP growth. Sadly this is not the case in India where the growth at times has been lower than the GDP growth.

The per capita consumption of plastics in India at 5kg is much lower than that of China which averages 25kg. But India could see very soon improvement in the production of Plastic. India today represents range of highly promising opportunities for growth of plastics producers worldwide. The fragmented plastics industry in India is beginning to consolidate, governmental regulations and trade barriers are coming down due to India's recent admission to the WTO, and some large North American plastics manufacturers have already begun doing business here.

Role of Plastic Industry in the Indian Economy

	2005	2015
@ 15% CARG, Consumption of Plastic Polymers	4.7 Million Tones	18.9 Million Tones
Employment In Plastic Industry (Direct+ Indirect)	2.5 Million	9.5 Millions
Plastic Industry's Turnover	Rs. 35,000 Crores	Rs. 1,33,245 Crores
Export of Plastic Products @ 30% CARG	US\$ 1900 Millions	US \$ 10215 Millions
Contribution of Polymers and Plastic Products to the Exchequer	Rs. 6200 Crores	Rs. 15990 Crores

C. Indian Plastic Sector

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. Currently, the Indian plastics industry is spread across the country, employing about 4 million people and over 2,000 exporters. It operates more than 30,000 processing units, of which 85 per cent to 90 per cent are small and medium enterprises (SMEs).

India is one of the most promising exporters of plastics among developing countries. The Indian 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, PVC leather cloth and sheeting, packaging, consumer goods, sanitary fittings, electrical accessories, laboratory/ medical surgical ware and travel ware, among other products.

5. OVERALL REVIEW OF PERFORMANCE

➤ Performance Highlights

The Company is in the business of manufacturing and retailing of PVC & uPVC products. During Financial Year 2015 your Company Total Sales registered a growth of 3.60%; Net Revenue being Rs. 6529.98 Lakhs as against Rs. 6386.35 Lakhs in financial year 2014. The increase in sales was led by volume growth in domestic market.

➤ **Raw Material**

Major raw material prices, namely PVC Resin were soft during the year, largely because of steady international prices, stable rupee and cut of oil prices. Multiple internal raw material cost saving initiatives has also helped in keeping cost of controls.

➤ **Market Presence**

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 few states (i.e. Madhya Pradesh, Chhattisgarh, Maharashtra & some part of Bihar) for which also Company has made detailed marketing plans to strengthen its presence there also in the next one to two years.

6. OPPORTUNITIES AND THREATS

Opportunities
<ul style="list-style-type: none"> ➤ Huge Growth Potential ➤ Potential to provide other Value Added Services ➤ Low availability of quality wood & there costly manufacturing labor and high maintenance cost increases the demand of our products. ➤ Increasing Awareness to protect the environment & green building revolution
Threats
<ul style="list-style-type: none"> ➤ Increased Competition from Local & Big Players ➤ Change in Government Policy viz: Ban of Plastic ➤ Volatile Raw material pricing

7. OUTLOOK

The Company is taking all efforts to improve the quality and productivity to get more orders at competitive rates. The expansion program by improving efficiency through installation of new & high-tech machinery, modified & improved product designs, will push volume growth. The Company's business is committed to achieve world benchmark quality besides expanding on new products. Further the business will continue to focus on improving its cost competitive position. These measures will ensure the Company maintaining its leadership position in the Indian market. Due to the own processing plant the Company is able to quote better rates and high quality & productivity in the finished goods manufactured.

Barring unforeseen circumstances the Company is confident of achieving better results in the current year.

8. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a proper and adequate internal control system to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and those transactions are authorized, recorded and reported correctly.

The internal control is exercised through documented policies, guidelines and procedures. It is supplemented by an extensive program of internal audits conducted by in house trained personnel.

The audit observations and corrective action taken thereon are periodically reviewed by the audit committee to ensure effectiveness of the internal control system. The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data, and for maintaining accountability of persons.

9. HUMAN RESOURCES/ INDUSTRIAL RELATIONS

The 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. The Company continues to maintain positive work environment and constructive relationship with its employees with a continuing focus on productivity and efficiency.

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.

10. CHANGE OF NAME

The Company was converted into Limited Company as "Dhabriya Agglomerates Limited" with effect from 21.08.2014 and thereafter name of the Company was changed from "Dhabriya Agglomerates Limited" to "Dhabriya Polywood Limited" with effect from 28.08.2014. The conversion of the Company into Limited Company was approved by the members in the 22nd Annual General Meeting and change of name was approved by the members in the Extra Ordinary General Meeting of the Company held on 22.08.2014. The Registrar of Companies, Jaipur has on 28.08.2014, issued the new certificate of incorporation recording the change in the name of the Company.

11. FINANCE & ACCOUNTS

Your Company prepares its Financial Statements in compliance with the requirements of the Companies Act, 2013 and the Generally Accepted Accounting Principles (GAAP) in India. The Financial Statements have been prepared on historical cost basis. The estimates and judgments 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, 2015.

There is the no audit qualification in the standalone or in the consolidated financial statements by the statutory auditors for the year under review.

12. 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.

13. ACCEPTANCE OF DEPOSIT

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.

14. PERFORMANCE OF SUBSIDIARY COMPANIES

Company is having only one Subsidiary Company namely Polywood Green Building Systems Private Limited. The Gross Revenue of the Subsidiary Company stood at Rs.1926.05 Lakhs compared with Rs. 971.27 Lakhs in the Previous Year. The Net Profit after tax for the Year stood at Rs. 61.84 Lakhs against Rs. 38.26 Lakhs reported in the Previous Year.

15. AWARDS AND RECOGNITIONS

During the year your Company has received Udyamita Gaurav Samman for Extra Ordinary Contribution for Productivity and Employment Generation by Laghu Udyog Bharti in September 2014 and Order of Merit Award 2015 for Saving of Trees by the Skoch Achievers Award Committee in March, 2015

16. CONSOLIDATED ACCOUNTS

The consolidated Financial Statements of the Company are prepared in accordance with relevant Accounting Standards viz. AS-21 and AS-23 issued by the Institute of Chartered Accountants of India. The Audited Consolidated Financial Statements together with Auditors' Report thereon forms part of the Annual Report.

17. CORPORATE GOVERNANCE

As required by Clause 52 of the SME Listing Agreement with the Stock Exchanges a separate section on Corporate Governance practices followed by the Company, together with a certificate from the Company's Auditors confirming compliance forms an integral part of this Report.

18. EXTRACTS 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 'C'.

19. DIRECTORS

The Board of Directors had on the recommendation of Remuneration & Nomination Committee Appointed Mr. Digvijay Dhabriya as Chairman and Managing Director of the Company for a period of five years effective from 01.09.2014 to 31.08.2019.

The Board of Directors had on the recommendation of Remuneration & Nomination Committee Appointed Mr. Mahendra Karnawat, Mr. Shreyansh Dhabriya and Mrs. Anita Dhabriya as whole time Director of the Company for a period of five years effective from 01.09.2014 to 31.08.2019. Mrs. Ratan Devi Dhabriya has resigned from the directorship of the Company w.e.f July 12, 2014.

Also Mr. Hitesh Agrawal and Mr. Sparsh Jain have been appointed as Chief Financial Officer and Company Secretary with effect from 21.08.2014 and 01.09.2014 respectively.

In accordance with the Companies Act, 2013, Mr. Mahendra Karnawat and Mr. Shreyansh Dhabriya retire by rotation and being eligible offers himself for reappointment. During the year under review Mr. Sharad Kankaria, Mr. Padam Kumar Jain, Mr. Anil Upadhyay and Mr. Shiv Shanker were appointed as Independent Directors of the Company with effect from 01.09.2014 for a period of five consecutive years. All Independent Directors have given declarations that they meet the criteria of independence as laid down under section 149(6) of Companies Act, 2013 and Clause 52 of the SME Listing Agreement.

20. DECLARATION ON INDEPENDENT DIRECTORS

The Board of Directors declares that the Independent Directors Mr. Sharad Kankaria, Mr. Padam Kumar Jain, Mr. Anil Upadhyay and Mr. Shiv Shanker are:

- (a) in the opinion of the Board, are persons of integrity and possesses relevant expertise and experience;
- (b) (i) who were or were not a promoter of the Company or its holding, subsidiary or associate Company
(ii) who are not related to promoters or directors in the Company, its holding, subsidiary or associate Company;
- (c) Who have or had no pecuniary relationship with the Company, its holding, subsidiary or associate Company or their promoters or directors, during the two immediately preceding financial years or during the current financial year;
- (d) None of whose relatives has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate Company or their promoters, or directors, amounting to two percent or more of its gross turnover of total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- (e) Who, either himself nor any of his relatives –
 - i) holds or has held the position of a key managerial personnel or is or has been employee of the Company or its holding, subsidiary or associate Company in any of the three financial year immediately preceding the financial year in which he is proposed to be appointed;
 - ii) is or has been an employee or propriety or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of-
 - a firm of auditors or Company secretaries in practice or cost auditors or the Company or its holding, subsidiary or associate Company; or
 - any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate Company amounting to ten percent or more of the gross turnover of such firm;
 - iii) holds together with his relative two per cent, or more of the total voting power of the Company; or
 - iv) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives twenty-five percent or more of its receipts from the Company, any of its promoters, directors or its holding,

subsidiary or associate Company or that holds two per cent or more of the total voting power of the Company; or

- v) Who possesses such other qualification as may be prescribed.

21. KEY MANAGERIAL PERSONNEL

During the year under review, the Company has appointed following persons as Key Managerial Personnel:

	Name of the Person	Designation
1.	Mr. Digvijay Dhabriya	Chairman & Managing Director
2.	Mr. Mahendra Karnawat	Whole Time Director
3.	Mrs. Anita Dhabriya	Whole Time Director
4.	Mr. Shreyansh Dhabriya	Whole Time Director
5.	Mr. Hitesh Agrawal	Chief Financial Officer
6.	Mr. Sparsh Jain	Company Secretary

22. BOARD EVALUATION

Pursuant to the provisions of Companies Act, 2013 and Clause 52 of the SME Listing Agreement, a structured questionnaire was prepared after taking into consideration of the various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance.

The Performance evaluation of the Independent Directors was completed. The performance evaluation of the Chairman and the Non- Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

23. NUMBER OF MEETINGS OF THE BOARD

The details of the number of meetings of the Board held during the Financial Year 2014-15 forms part of the Corporate Governance Report.

24. LISTING ON STOCK EXCHANGES

Your Company's shares got listed on the Bombay Stock Exchange-SME Platform on 17th October 2014. During the year under review, your Company's share price had

touched Rs. 42.90 per equity share which clearly show that the markets have recognized its performance. The Share price quoted at BSE-SME at the closing on 31.03.2015 which was Rs. 29. The strength of shareholders has also considerably increased. The Share price quoted at BSE-SME at its listing on 17.10.2014 was Rs.16.75 which clearly shows that the investors have built a greater confidence in the Company and its performance.

25. VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has put in place a mechanism of reporting illegal or unethical behavior. Employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor/notified persons. The reports received from any employee will be reviewed by the audit committee. It is affirmed that no person has been denied access to the audit committee in this respect. The Directors and senior management are to maintain confidentiality of such reporting and ensure that the whistle blowers are not subjected to any discriminatory practice. The Vigil Mechanism/Whistle blower policy has been posted on the website of the Company (www.polywood.org).

26. RELATED PARTY TRANSACTIONS

All transactions entered with the Related Parties as defined under the Companies Act, 2013 and clause 52 of the SME listing agreement 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. Thus disclosure in form AOC-2 is not required.

Related party transactions have been disclosed under the Note 35 of significant accounting policies and notes forming part of the financial statements in accordance with "Accounting Standard 18". 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.

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.

27. 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

Management does not perceive any material changes occurred subsequent to the close of the financial year as on 31.03.2015 before the date of report dated 01st September, 2015 affecting financial position of the Company in any substantial manner.

28. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

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.

29. DIRECTORS' RESPONSIBILITY STATEMENT

The directors report that:-

- i. That in the preparation of the Annual Accounts for the year ended March 31, 2015; the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ii. 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 as at March 31, 2015 and of the profit of the Company for the year ended on that date;
- iii. That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss account of the Company for that period;
- iv. The annual accounts have been prepared on a going concern basis;
- 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; and
- 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. AUDITORS

The Statutory Auditors of the Company M/s. Narendra Sharma & Co., Chartered Accountants, have audited the Financial Statements of the Company. The Statutory Auditors who were appointed by the members of the Company at the 22nd Annual General Meeting of the Company held on August 14, 2014 needs ratification by the members of the Company for the financial year 2015-16.

The Company has received consent letter from M/s Narendra Sharma & Co., Chartered Accountants, to the effect that their ratification of appointment, if made, would be within the prescribed limits under Section 139 of the Companies Act, 2013 and that they are not disqualified for such appointment within the meaning of Section 141 of the Companies Act 2013.

31. SECRETARIAL AUDIT

Pursuant to the provisions 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 to undertake the Secretarial Audit of the Company. The report of the Secretarial Audit is enclosed as ANNEXURE 'D' to this report. No adverse comment have been made in the said report by the Practicing Company Secretary.

32. 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. Your Company's risk management is embedded in the business processes. Your Company has identified the following risks:

Key Risk	Impact to Dhabriya Polywood Limited (formerly known as Dhabriya Agglomerates Limited)	Mitigation Plans
Commodity Price Risk	Risk of price fluctuation on basic raw materials like PVC & uPVC as well as finished goods used in the process of manufacturing.	The Company commands excellent business relationship with the 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.
Interest Rate Risk	Any increase in interest rate can affect the finance cost.	Dependence on debt is very minimum and we have surplus funds with Banks to settle the entire debt in case the need arises.
Human Resources 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.
Competition Risk	Your Company is always exposed to competition Risk from Asian Countries like China and other African Countries. The increase in competition can create pressure on margins, market share etc.	By continuous efforts to enhance the brand image of the Company by focusing on R&D, quality, Cost, timely delivery and customer service. By introducing new product range commensurate with demands your Company plans to mitigate the risks so involved.
Compliance Risk – Increasing regulatory requirements	Any default can attract penal provisions	By regularly monitoring and review of changes in regulatory framework. By monitoring of compliance through legal compliance Management tools.
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.

33. 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 22 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.

As required by the Sexual Harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013 The Company has formulated and implemented an Anti-harassment policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has been employing about ten women employees in various cadres within the factory premises. Internal Complaint Committee are set up at shop floor level to redress complaints received regularly and are monitored by women line supervisors who directly report to the Chairman & Managing Director. All employees (permanent, contractual, temporary, trainees) are covered under the policy. There was no complaint received from any employee during the financial year 2014-15 and hence no complaint is outstanding as on 31.03.2015 for redressal.

34. CORPORATE SOCIAL RESPONSIBILITY

The Board of Directors of the Company hereby confirms that the provisions of Section 135(1) of the Companies Act, 2013 and Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is not applicable to our Company for the financial year 2014-15.

35. STATUTORY INFORMATION

Information as per Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 relating to conservation of energy, technology absorption, foreign exchange earnings and outgo are given in ANNEXURE 'A' forming part of this report.

In Terms of provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company is not having any employee drawing remuneration in excess of the limits set out in the said rules. Disclosure pertaining to remuneration and other details as required under section 197(12) of the Companies Act, 2013 read with rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided ANNEXURE 'B'.

36. CAUTIONARY STATEMENT

Statements made herein describing the Company's expectations or predictions are "forward-looking statements". The actual results may differ from those expected or predicted. Prime factors that may make a difference to the Company's performance include market conditions, input costs, govt. regulations, economic development within/outside country etc.

37. APPRECIATION

Your Directors wish to place on record their appreciation for the whole hearted and sincere co-operation the Company has received from its Bankers and various Government agencies. Your Directors also wish to thank all the employees, customers, dealers, agents, suppliers, investors for their continued support and faith reposed in the Company.

For and on behalf of the Board

Sd/-

DIGVIJAY DHABRIYA

Chairman & Managing Director

Date: 01st September, 2015

DIN: 00519946

Place: Jaipur

ANNEXURE 'A'

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, 2015 is given here below and forms part of the Directors Report.

A. CONSERVATION OF ENERGY

Disclosure of particulars with respect to conservation of energy:

POWER & FUEL CONSUMPTION	YEAR ENDED 31.03.2015	YEAR ENDED 31.03.2014
Electricity		
Purchased Units (KWH)	2696017	2889127
Total Amount(Rs.)	18273075	18542518
Cost/Unit (Rs. KWH)	6.78	6.42
Own generation Through Diesel Generator		
Units (KWH)	Nil	Nil
Total Amount(Rs.)	Nil	Nil
Cost/Unit (Rs. KWH)	Nil	Nil
Fuel		
Furnace Oil	Nil	Nil
Quantity (KL)	Nil	Nil
Total Amount(Rs.)	Nil	Nil
Cost/Unit (Rs. KL)	Nil	Nil
Firewood		
Quantity (MT)	Nil	Nil
Total Amount(Rs.)	Nil	Nil
Cost/Unit (Rs. MT)	Nil	Nil
Diesel		
Quantity (KL)	11530	12557
Total Amount(Rs.)	687474	684478
Cost/Unit (Rs. KL)	59.63	54.51

B. CONSUMPTION PER UNIT OF PRODUCTION

The Company manufactures different types of products in terms of size, shapes & design. Moreover power consumption involves door / window fabrication activity therefore power and fuel consumption per unit of production cannot be appropriated separately.

C. TECHNOLOGY ABSORPTION

Disclosure of particulars with respect to technology absorption:-

RESEARCH & DEVELOPMENT

1. Specific Areas In Which R&D Carried Out By The Company.

- Quality & technology up gradation
- Development of new range of products & designs
- Productivity enhancement
- Quality Control Management

2. Benefits Derived as a Result of the Above R&D

- Increase in per machine production and capacity utilization
- Repeat order from customers due to consistency in quality

3. Future Plan of Action

- Cost-efficiency in manufacturing operations through better methods and techniques of production.
- Increase in range of products for new applications.
- Development of new market areas.

4. Expenditure in R&D

Specific expenditure of recurring or capital nature is not involved in technology absorption, adoption and innovation.

5. Efforts

Development of products of International Quality and Standards particularly for mass acceptance of Company's products and implementation of total Quality Assurance System for this purpose.

6. Benefits

- Quality of products improved.
- Scoring high points in evaluation by reputed buyers.

D. FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars	2014 - 15 (Rs in lakhs)	2013 - 14 (Rs in lakhs)
Earnings on account of Exports	0	0
Outgo on account of Import & Expenditure	1724.01	1078.41

ANNEXURE 'B'

**DETAILS PERTAINING TO REMUNERATION 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**

The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of

the Company for the financial year 2014-15 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director/KMP and designation	Remuneration of Director/KMP for financial year 2014-15 (Rs in Lakhs)	% increase in Remuneration in the Financial Year 2014-15	Ratio of remuneration of each Director to median remuneration of employees	Comparison of the Remuneration of the KMP against the Performance of the Company
1)	Digvijay Dhabriya Chairman & MD	50.25	11.67	31 times	Profit before Tax increased by 14.18 % and Profit After Tax increased by 12.82 % in financial year 2014-15
2)	Mahendra Karnawat WTD	12.00	17.65	7.41 times	
3)	Shreyansh Dhabriya WTD*	4.00	N.A	2.47 times	
4)	Anita Dhabriya WTD	15.10	4.86	9.32 times	
5)	Sharad Kankaria ID**	0.07	N.A	0.04 times	
6)	Anil Upadhyay ID**	0.07	N.A	0.04 times	
7)	Shiv Shanker ID**	0.06	N.A	0.04 times	
8)	Padam Kumar Jain ID**	0.05	N.A	0.03 times	
9)	Hitesh Agrawal CFO	18.60	10.71	N.A	
10)	Sparsh Jain CS***	.70	N.A	N.A	

*Appointed with effect from July 15, 2014

**Appointed with effect from August 30, 2014

***Appointed with effect from September 1, 2014

- | | |
|---|---|
| <p>i. The median remuneration of employees of the Company during the financial year was Rs. 162000/-.</p> <p>ii. There were 562 permanent employees on the rolls of Company as on March 31, 2015;</p> <p>iii. In the financial year, there was an increase of 10.43% in the median remuneration of employees;</p> <p>iv. Relationship between average increase in remuneration and company performance: - The Profit before Tax for</p> | <p>the financial year ended March 31, 2015 increased by 14.18 % whereas the increase in median remuneration was 10.43%. The average increase in median remuneration was in line with the performance of the Company.</p> <p>v. Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:</p> <p>The total remuneration of Key Managerial Personnel increased by 16.49% from Rs. 86.40 lakhs in 2013-14 to</p> |
|---|---|

Rs. 100.65 lakhs in 2014-15. Whereas the Profit before Tax increased by 14.18% to Rs. 430.19 Lakhs in 2014-15 (Rs.376.78 Lakhs in 2013-14).

- vi. Variations in the market capitalisation of the Company:
1. The Market Capitalisation as on March 31, 2015 was Rs. 23.78 crore. Shares of the Company was not listed as on March 31, 2014.
 2. Price Earnings ratio of the Company was 7.30 as at March 31, 2015. Shares of the Company was not listed as on March 31, 2014.
 3. Percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in the year.

The Company had come out with Initial Public Offer (IPO) in the October 2014, at the rate of Rs. 15 per share. The Market Price of the shares as on 31/03/2015 was Rs. 29/- per share. The market quotations of the shares

increased by 93.33% in comparison to the rate at which the company came out with the IPO in October 2014.

- vii. Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2014-15 was 8.03 % whereas the increase in the managerial remuneration for the same financial year was 16.88%.
- viii. The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
- ix. None of the employee received remuneration in excess of the highest paid director during the Financial Year 2014-15.

It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

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 at Dhabriya Polywood Limited (formerly known as Dhabriya Agglomerates Limited) 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 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.

GOVERNANCE STRUCTURE

The Corporate Governance structure at Polywood is as follows:

1. Board of Directors:

The Board is entrusted with the ultimate responsibility of the management, 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 and Shareholders/Investors Grievance 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

As on 31st March, 2015, the Company's Board consists of Eight Directors having considerable professional experience in their respective fields. Out of them four are Independent & Non- Executive Directors, One executive Woman Director and the Chairman and Managing Director is the promoter and executive Director of the Company. The Composition of the Board is in Conformity with Clause 52 of the SME Listing Agreement with Stock Exchanges and as per Companies Act, 2013 which is effective as on 31st March, 2015.

Name of the Director	Executive / Non-Executive/ Independent	No. of shares held as on 31 st March, 2015	No. of Outside Directorships held in Indian Public Ltd. Companies	No. of Outside Committee positions held in Audit/Stakeholders Relationship Committees	
				Member	Chairman
Mr. Digvijay Dhabriya	Executive	5440600	1	Nil	Nil
Mrs. Anita Dhabriya	Executive	156000	1	Nil	Nil
Mr. Mahendra karnawat	Executive	37000	Nil	Nil	Nil
Mr. Shreyansh Dhabriya	Executive	Nil	Nil	Nil	Nil

Mr. Sharad Kankaria	Independent & Non-Executive	Nil	Nil	Nil	Nil
Mr. Anil Upadhyay	Independent & Non-Executive	Nil	Nil	Nil	Nil
Mr. Padam Kumar Jain	Independent & Non-Executive	Nil	Nil	Nil	Nil
Mr. Shiv Shanker	Independent & Non-Executive	Nil	Nil	Nil	Nil

Notes:

- 1) Mrs. Anita Dhabriya & Mr. Shreyansh Dhabriya were appointed in the Board on July 15, 2014.
- 2) Mr. Sharad Kankaria, Mr. Anil Upadhyay, Mr. Padam Kumar Jain & Mr., Shiv Shanker were appointed in the Board on August 30, 2014.
- 3) Mr. Digvijay Dhabriya, Mrs. Anita Dhabriya and Mr. Shreyansh Dhabriya are related to each other.
- 4) Details of Director(s) retiring or being re-appointed are given in the notice to Annual General Meeting. The brief profile of the Board Members is given in the website of the Company (www.polywood.org)
- 5) Directorship exclude Private Limited Companies, Foreign Companies, Section 8 Companies and Alternate Directorship

INDEPENDENT DIRECTORS

The Non-Executive Independent Directors fulfill the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Rules made there under and meet with requirement of Clause 52 of the SME Listing Agreement entered into with the Stock Exchange.

BOARD MEETINGS

Twenty five Board meetings were held during the year, as against the minimum requirement of four meetings. The details of Board meetings are given below:

Date	Board Strength	No. of Directors Present
April 3, 2014	3	3
April 4, 2014	3	2
April 9, 2014	3	2
May 15, 2014	3	3
May 27, 2014	3	3
June 5, 2014	3	3
June 14, 2014	3	2
July 15, 2014	2	2
July 17, 2014	4	4
August 21, 2014	4	4
August 23, 2014	4	4
August 28, 2014	4	3
August 30, 2014	4	4
August 30, 2014	8	5
September 1, 2014	8	6
September 11, 2014	8	5
September 15, 2014	8	8
September 19, 2014	8	5
September 23, 2014	8	4
October 10, 2014	8	6
October 14, 2014	8	8

November 10, 2014	8	4
January 5, 2015	8	4
February 17, 2015	8	5
March 4, 2015	8	5

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

S l.	Name of the Director	No. of Board Meetings attended		Attendance at the last AGM
		Held	Attended	
1	Mr. Digvijay Dhabriya	25	24	Present
2	Mr. Mahendra Karnawat	25	24	Present
3	Mrs. Anita Dhabriya*	17	17	Present
4	Mr. Shreyansh Dhabriya*	17	15	Present as HUF representative
5	Mrs. Ratan Devi Dhabriya**	7	5	N.A
6	Mr. Sharad Kankaria***	12	5	N.A
7	Mr. Anil Upadhyay***	12	5	N.A
8	Mr. Padam Kumar Jain***	12	3	N.A
9	Mr. Shiv Shanker***	12	6	N.A

*Mrs. Anita Dhabriya & Mr. Shreyansh Dhabriya appointed in the Board on July 15, 2014.

** Mrs. Ratan Devi Dhabriya has resigned with effect from July 12, 2014.

***Mr. Sharad Kankaria, Mr. Anil Upadhyay, Mr. Padam Kumar Jain & Mr., Shiv Shanker appointed in Board on August 30, 2014.

INFORMATION GIVEN TO THE BOARD

The Company provides the information as set out in Clause 52 of the SME Listing Agreement to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as the 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.

PERFORMANCE EVALUATION

Pursuant to the provisions of Companies Act, 2013 and Clause 52 of the SME Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Board Committees. A structured questionnaire was prepared after circulation the draft forms, covering various aspects of the Board functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Chairman & Managing Director and the Non-Independent Directors was carried out by the Independent Directors. The Directors express their satisfaction with the evaluation process.

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.

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. 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 Company has adopted a code of conduct for Prevention of Insider Trading ("the Code") in accordance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.

The Securities and Exchange Board of India (SEBI) has over the years introduced various amendments to the Insider Trading Regulations of 1992 which ordain new action steps by corporate and other market intermediaries for the purpose of prevention of Insider Trading. 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.

COMMITTEES OF THE BOARD

A. AUDIT COMMITTEE

The Audit Committee has been formed and in compliance with Clause 52 of the SME Equity Listing Agreement. Your Company has formed Audit Committee vide Resolution of the Board of Director dated August 30, 2014 and then re-constituted on September 1, 2014.

Term of Reference

The Audit Committee at the Board level of your Company acts as a link between the Independent Auditors, Internal Auditors, the Management and the Board of Directors and oversees the financial reporting process. The Audit committee interacts with the Internal Auditors, Independent Auditors, Secretarial Auditors and reviews and recommends their appointment and remuneration. The Audit Committee is provided with all necessary assistance and information for enabling them to carry out its function effectively.

In general the Audit Committee reviews the Audit and internal control procedures, accounting policies and the Company's financial reporting process and ensures that the financial statements are correct, sufficient and credible and exercises the powers as recommended from time to time by

SEBI, Stock Exchanges and/or under the Companies Act, 2013. Further your Audit Committee also reviews the following information mandatorily:

- Management discussion and analysis of financial conditions and results of operations;
- Statement of significant related party transactions submitted by the management;
- Management letters/letters of internal control weaknesses if any issued by the statutory auditors
- Internal Audit report relating to internal control weaknesses, if any and implementation of action points arising there from and
- The appointment, removal and terms of remuneration of the Internal Auditors

Composition

The Audit Committee comprises of Mr. Padam Kumar Jain as Chairman, Mr. Sharad Kankaria and Mr. Shreyansh Dhabriya as Members and are financially literate and having accounting and related Administrative and Financial Management Expertise. Mr. Digvijay Dhabriya, Chairman and Managing Director and Mr. Hitesh Kumar Agarwal, Chief Financial Officer are permanent invitees to the Audit Committee Meetings. The Independent Auditors, Internal Auditors and the Secretarial Auditors of the Company are also invited to the Audit Committee meetings. Mr. Sparsh Jain Company Secretary acts as the Secretary to the Audit Committee.

Meetings and Attendance

During the year under review the Audit Committee met 2 (two) times i.e. on 14th October, 2014 and 06th January, 2015 to deliberate on various matters. The Company is in full compliance with the provisions of Clause 52 of the SME Equity Listing Agreement on gaps between two Audit Committee Meetings. The necessary quorum was present for all meetings. The table below provides the attendance of the Audit Committee members:

Sr. No.	Name of the Director	Position	No. of Meetings Attended
1.	Mr. Padam Kumar Jain Non-Executive Independent Director	Chairman	2 of 2
2.	Mr. Sharad Kankaria Non-Executive Independent Director	Member	1 of 2
3.	Mr. Shreyansh Dhabriya Whole Time Director	Member	2 of 2

B. SHAREHOLDER'S/INVESTORS GRIEVANCE COMMITTEE

In compliance with the provisions of Clause 52 of the SME Listing Agreement and Section 178 of Companies Act, 2013, Your Company has formed "Shareholder's / Investor Grievance Committee" vide Resolution of the Board of Director dated August 30, 2014 and then re-constituted on September 1, 2014.

Term of Reference

This committee of the Board of your Company looks into various issues relating to shareholders/investors including transfer and transmission of shares held by shareholders in physical format as well as non-receipt of dividend, Annual Report, shares after transfer and delays in transfer of shares. Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them. Review the process and mechanism of Redressal of Shareholders /Investors grievance and suggest measures of improving the system of Redressal of Shareholders /Investors grievances. 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.

The committee also looks into issues including status of dematerialization/rematerialization of shares and issue of duplicate share certificates and tracks investor complaints and suggests measures for improvement from time to time.

Composition

The Committee comprises of Mr. Anil Upadhyay as Chairman, Mr. Sharad Kankaria and Mr. Digvijay Dhabriya as Member. During the year under review the committee met 1 (one) time on 05th March, 2015 on various matters referred above. Mr. Sparsh Jain Company Secretary, being Compliance Officer acts as Secretary to the Committee to discharge the function of the Committee and to place a report at each Board meeting on matters dealt by the committee each quarter. The Company has no share transfers/transmission pending as on 31st March, 2015.

Meetings and Attendance

Sr. No.	Name of the Director	Position	No. of Meetings Attended
1.	Mr. Anil Upadhyay Non-Executive Independent Director	Chairman	1 of 1
2.	Mr. Sharad Kankaria Non-Executive Independent Director	Member	Nil

3.	Mr. Digvijay Dhabriya Chairman & Managing Director	Member	1 of 1
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Status of Complaints received, resolved and pending as on 31st March, 2015

Complaints pending at the end of the year	Nil
Complaints received during the year	Nil
Complaints disposed during the year	Nil
Complaints remains unresolved during the year	Nil

C. NOMINATION AND REMUNERATION/ COMPENSATION COMMITTEE

The Nomination and Remuneration/ Compensation Committee has been formed in compliance with Clause 52 of the SME Equity Listing Agreement. Your Company has formed Nomination and Remuneration/Compensation Committee vide Resolution of the Board of Director dated August 30, 2014 and then re-constituted on September 1, 2014.

Term of Reference

The terms of reference of the committee inter alia include Succession planning for Board of Directors and Senior Management Employees, identifying & selection of candidates for appointment of Directors/Independent Directors based on certain laid down criteria's, identifying potential individuals for appointment of Key Managerial personnel and other senior managerial position and review the performance of the Board of Directors and Senior Management personnel including Key managerial personnel based on certain criteria approved by the Board.

Determine 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.

While reviewing the performance, the committee ensures that the remuneration is reasonable and sufficient to attract, retain and motivate the best managerial talents, remuneration commensurate with the performance of individual and group and also maintains a balance between fixed and incentive pay reflecting both short and long term objectives of the Company.

Composition

Your Board has constituted the Nomination and Remuneration Committee which now comprises of Mr. Sharad Kankaria as Chairman, Mr. Anil Upadhyay and Mr. Padam Kumar Jain as Members. During the year under review the committee met 1 (one) time on 05th March, 2015 on various matters referred above. Mr. Sparsh Jain Company Secretary, being Compliance Officer acts as Secretary to the Committee.

Meetings and Attendance

Sr. No.	Name of the Director	Position	No. of Meetings Attended
1.	Mr. Sharad Kankaria Non-Executive Independent Director	Chairman	1 of 1
2.	Mr. Anil Upadhyay Non-Executive Independent Director	Member	1 of 1
3.	Mr. Padam Kumar Jain Non-Executive Independent Director	Member	Nil

Remuneration Policy

Details of Remuneration Paid To Non-Executive / Executive Directors

All decisions relating to the remuneration of the Directors were taken by the Board of Directors of the Company and in accordance with the Share holders' approval wherever necessary.

Your Company pays sitting fees of Rupees one thousands for each Board meeting and all other committee meetings attended by the Directors except to Executive Directors. Details for remuneration paid / to be paid to the Directors for the year under review are as under :

Name of the Director	Business relationship with the Company	Salary, benefits, bonus Etc. paid during the year 2014-15	Commission Due/paid/payable for 2014-15	Sitting fess(for Board and its committees)
Mr. Digvijay Dhabriya	Chairman & Managing Director	5025000	NIL	NIL
Mr. Mahendra karnawat	Whole Time Director	1200000	NIL	NIL
Mrs. Anita Dhabriya*	Woman Director -Whole Time	1510000	NIL	NIL
Mr. Shreyansh Dhabriya*	Whole Time Director	400000	NIL	NIL
Mrs. Ratan Devi Dhabriya***	Director	NIL	NIL	NIL
Mr. SharadKankaria**	Independent Director	NIL	NIL	7000
Mr. Anil Upadhyay**	Independent Director	NIL	NIL	7000
Mr. Padam Kumar Jain**	Independent Director	NIL	NIL	5000
Mr. Shiv Shanker**	Independent Director	NIL	NIL	6000

*Mrs. Anita Dhabriya & Mr. Shreyansh Dhabriya have joined the Board since 15.07.2014

**All Independent Directors have joined the Board since 30.08.2014

***Mrs. Ratan Devi Dhabriya has resigned from the Board w.e.f 12.07.2014

Remuneration to Executive Directors

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 Remuneration Committee and approved by the Board and the Shareholders of the Company, perquisites, retirement benefits and performance pay are also paid/provided in accordance with the Company's compensation policies, as applicable to all employees and the relevant legal provisions.

The term of appointment of Executive Directors for a period of 5 years from September 1, 2014 to August 31, 2019 and 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 policy 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 Non-Executive / Independent Directors:

Sitting Fees:

The Non-Executive Independent Directors may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

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 Policy while designing compensation 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.

Independent Directors Meeting

In compliance to Section 149 of the Companies Act, 2013 and clause 52 of SME Listing Agreement, during the year

under review, the Independent Directors met on 05th March, 2015, 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 does not have any material non listed Indian Subsidiary Company, whose turnover or net worth exceeds 20% of the Consolidated Turnover or Net Worth respectively of the Company and its subsidiaries in the immediately preceding accounting year, in terms of under clause 52 of the SME Listing Agreement.

AFFIRMATIONS AND DISCLOSURES

a) Compliance with Governance Framework

The Company is in compliance with all mandatory requirements of clause 52 of the SME Listing Agreement.

b) Related Party Transactions

All transactions entered into with the Related Parties as defined under clause 52 of the SME Listing Agreement 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 35 of significant accounting policies and notes forming part of the financial statements in accordance with "Accounting Standard 18". 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.

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.

c) 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 year.

d) Whistle Blower Policy

Pursuant to section 177(9) and (10) of Companies Act, 2013 and clause 52 of the SME Listing Agreement, the Company has formulated Whistle Blower Policy/Vigil Mechanism for Directors and Employees to report to the management about the unethical behaviour, 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.

e) Proceeds from the Initial Public Offer of the Company

The Details about the utilization of the proceeds raised through Initial Public Offer of equity shares of the Company are disclosed to the Audit Committee as and when required. The Company has not utilized these funds for the purposes other than those mentioned in the prospectus of the Company.

f) Disclosure of Accounting Treatment

In the preparation of the Financial Statement, the Company has followed the 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.

g) Risk Management

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

h) Non-mandatory requirements

Adoption of Non-mandatory requirements of clause 52 of the SME Listing Agreement is being reviewed by the Board from time-to-time.

SHAREHOLDER INFORMATION

General Body Meetings

The Annual General Meetings for the last three years were held as follows

Financial Year	Venue	Date and Time	Day	Details of Special Resolution Passed
2013-14	Registered Office	14.08.2014 11.00 A.M.	Thursday	<ul style="list-style-type: none"> ➤ Convert the Company from Private Ltd to Public Ltd. ➤ Adoption of new set of Articles u/s 14 of the Companies Act, 2013. ➤ Borrowing limits of the Company u/s 180(1) (c) of the Companies Act, 2013. ➤ To approve and adopt of new set of MOA and alteration of object clause of MOA. ➤ To issue and allotment of Bonus Share.
2012-13	Registered Office	30.09.2013 11.00 A.M.	Monday	No Special Resolution
2011-12	Registered Office	28.09.2012 11.00 A.M.	Wednesday	No Special Resolution

Whether any Special Resolution passed in the previous 3 AGMs : - YES

Whether special resolutions were passed through postal ballots : - No

Are votes proposed to be conducted through postal ballots this year : - YES

Extra Ordinary General Meeting

During the year under review Your Company held following Extra Ordinary General Meeting:-

- The Company held an Extra Ordinary General Meeting on July 16, 2014 to seek approval for increase the Authorized Share Capital of the Company from Rs. 300 lakhs to 1000 lakhs.
As required an Ordinary Resolution was passed with requisite majority.
- The Company held an Extra Ordinary General Meeting on August 22, 2014 to seek approval for:
 - i. Change the name of the Company from Dhabriya Agglomerates Limited to Dhabriya Polywood Limited and alteration in MOA.
 - ii. Issue of Further Shares
As required a Special Resolution was passed with requisite majority.
- The Company held an Extra Ordinary General Meeting on September 1, 2014 to seek approval for:
 - i. Remuneration and change in the designation of Directors.
 - ii. Authorize Related Party Transaction.
As required a Special Resolution was passed with requisite majority.

ANNUAL GENERAL MEETING FOR THE FINANCIAL YEAR 2014-15

DAY AND DATE	:	26 th September, 2015
TIME	:	11.00 A.M
VENUE	:	SP-2032(A), Ramchandrapura Industrial Area, (Manufacturing Unit of the Company) Sitapura Extn. Jaipur 302 020 (Rajasthan)
BOOK CLOSURE DATE	:	21 st Sept 2015 to 26 th Sept 2015 (both days are inclusive)
LISTING ON STOCK EXCHANGE	:	BSE-SME
STOCK CODE	:	538715
ISIN CODE	:	INE260R01016
CIN (Corporate Identity Number)	:	U29305RJ1992PLC007003

Tentative Calendar for Financial Year ending March 31, 2016

The tentative dates for Board Meetings for consideration of Half Yearly financial results are as follows:

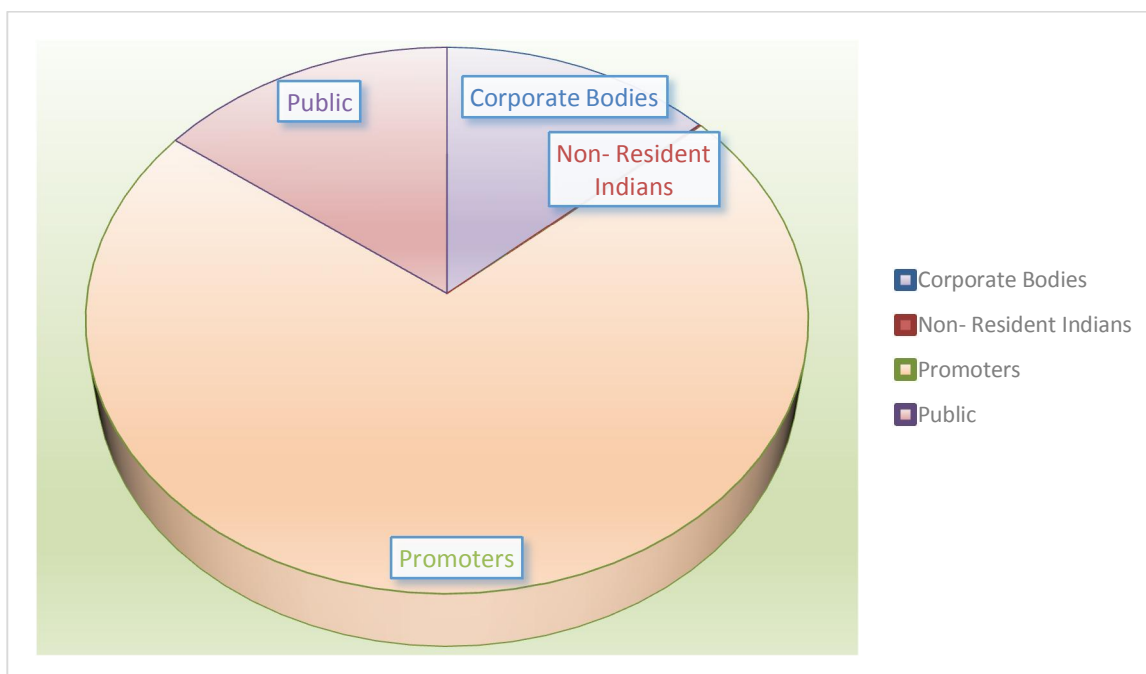
Sl. No.	Particulars of Quarter	Tentative dates
1.	Half Yearly Results	In or before the Second week of November, 2015.
2.	Annual Results	In or before the Fourth week of May, 2016.

Distribution of Shareholding as on March 31, 2015 (In Rupees)

Shareholding of Nominal		No. of Shareholders	Percentage of Total Shareholders	Share Amount (Rs.)	Percentage of Total Shareholding
Rs.	Rs.				
50001	100000	46	65.71	3668000	4.47
100001	999999999	24	34.29	78332000	95.53
Total		70	100	8200000	100.00

Categories of Shareholders as on March 31, 2015

Sl. No.	Category	No. of shares	% of holding
1.	A. Promoters Holding a. Individual b. Bodies Corporate Total (A)	5876800 - 5876800	71.67 - 71.67
2.	A. Public Shareholding Non Institutions a. Bodies Corp. b. Individuals i. Holding nominal share capital up to Rs. 1 lakh ii. Holding nominal share capital in excess of Rs 1 lakh Total (B)	1104000 328000 883200 2315200	13.46 4.00 10.77 28.23
3.	B. Non- Resident Indian	8000	0.097
	TOTAL	8200000	100.00



Dematerialization of shares and liquidity

100% of the Equity Shares of the Company were in Dematerialized form (i.e. with CDSL: 95.71% and with NSDL: 4.29%) as on March 31, 2015. The Company has entered into agreements with National Securities Depositories Limited (NSDL) and Central Depository Services Limited (CDSL) whereby shareholders have an option to dematerialize their shares with either of the Depositories.

Central Depository Services Limited (CDSL) 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 the total number of shares in Dematerialized form (held with CDSL and NSDL).

Reconciliation of Share Audit Report

As stipulated by SEBI, a qualified Chartered Accountant carries out to reconcile the total admitted capital with National Securities Depositories Limited (NSDL) and

Outstanding GDR/ADR/Warrants or any convertible instruments, conversion instruments, conversion date and impact on equity: NIL

Details of Shares Listed on Stock Exchange as on 31 March, 2015

Stock Exchange	Stock Code
BSE Limited – SME Platform	538715

Annual Listing Fees for Financial Year 2015-16 has been paid to BSE.

Equity Evolution during the year

As on March 31, 2014 the paid up Equity Share Capital of the Company was Rs. 3,00,00,000/- consisting of 30,00,000/- Equity Shares of Rs. 10/- each. The table below gives details of equity evolution during the year under review:

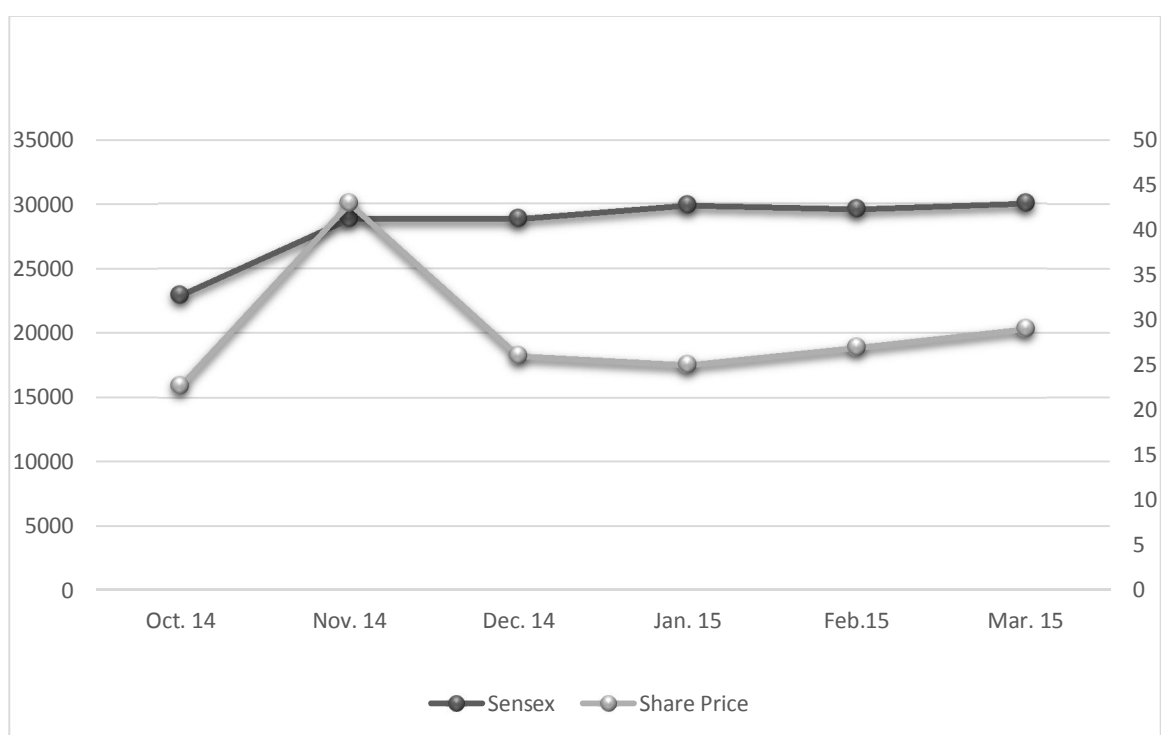
Date	Particulars	Issued No of Equity Shares of Rs. 10/- each	Cumulative
14 th Aug, 2014	Allotment of Bonus Shares	30,00,000	60,00,000
14 th Oct, 2014	Allotment of Public Issue	22,00,000	82,00,000

Stock Market Data

i. Market Price Data for the Financial Year 2014-15:

Month	BSE-SME		
	High (Rs.)	Low (Rs.)	Volume (Nos.)
October 2014	22.70	16.05	1784000
November 2014	42.90	24.10	832000
December 2014	26.00	22.50	408000
January 2015	25.00	24.00	72000
February 2015	26.95	20.25	920000
March 2015	29.00	25.50	264000

ii. Performance of the Company's Share Price vis a vis BSE Sensex during the year 2014-15



Means of Communication to Shareholders

1. The Unaudited half yearly results are announced within Forty-Five days of the close of the half year. The audited annual results are announced within sixty days from the closure of the financial year as per the requirement of the Listing Agreement with the Stock Exchanges.
2. The Company's financial results are also displayed on the Company's website- www.polywood.org.
3. Any presentation made to the institutional investors and analysts are also posted on the Company's website.
4. Managerial Discussion and Analysis forms part of the Annual Report, which is sent to the Shareholders of the Company.
5. The half yearly results, Shareholding pattern, quarterly compliances and all other corporate communication to the stock exchange viz. BSE (SME) of India is filed electronically.

6. A Separate dedicated section under "Investor" on the Company's website gives relevant information of interest to the investors/public.

Share transfer system

As all the shares 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.

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	Registrar & Transferor Agent	Demat Shares	Correspondence with the Company
Mr. Sparsh Jain Company Secretary Phone: 0141-4057171 E-mail: cs@polywood.org	Bigshare Services Pvt. Ltd. E-3 Ansa Industrial Estates Aki Vihar Road Sakinaka, Mumbai, Maharashtra – 400072 Phone: +91-22-40430200 Fax: +91-22-28475207 E-mail: babu@bigshareonline.com	Respective Depository Participants of the Shareholders	Dhabriya Polywood Limited Share Department B-9D (1), Malviya Industrial Area, Jaipur- 302017. Phone: 0141-4057171 Fax: 0141-2750814 E-mail: Hitesh@polywood.org

Plant locations:

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

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

MD/CFO CERTIFICATION TO THE BOARD

**TO,
THE MEMBERS OF
DHABRIYA POLYWOOD LIMITED, JAIPUR**

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

- a) We have reviewed Financial Statements and the Cash Flow Statement for the Financial Year ended 31st March, 2015 and that to the best of our knowledge and belief, we state that:
 - These statements do not contain any materially untrue statements or omit any material fact or contain any statements that might be misleading;
 - These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) 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.
- c) We hereby declare that all the members of the Board of Directors and Executive Committee have confirmed

for **Dhabriya Polywood Limited**

Sd/-
Digvijay Dhabriya
Chairman and Managing Director
DIN: 00519946
Place: Jaipur

compliance with the Code of Conduct as adopted by the Company.

- d) 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.
- e) We have indicated, based in our most recent evaluation, wherever applicable, to the Auditors and the Audit Committee:
 - Significant changes, if any, in internal control over financial reporting during the year;
 - Significant changes in accounting policies during the period and that the same have been disclosed in the notes to the financial statements; and
 - 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/-
Hitesh Agrawal
Chief Financial Officer

Date: 29th May, 2015

Annual Declaration by CEO / Managing Director Pursuant to Clause 52(1)(D)(II) of the Listing Agreement

I, Digvijay Dhabriya, Chairman and Managing Director of Dhabriya Polywood Limited (formerly known as Dhabriya Agglomerates Limited) hereby declare that all the members of the Board of Directors of the Company and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them as laid down by the Company in terms of Clause 52(1)(D)(ii) of the Listing Agreement entered into with the Stock Exchange for the financial year ended March 31, 2015.

Date: 29th May, 2015
Place: Jaipur

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

AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

**TO
THE MEMBERS OF
DHABRIYA POLYWOOD LIMITED
JAIPUR**

1. We have examined the compliance of conditions of Corporate Governance by Dhabriya Polywood Limited (formerly known as Dhabriya Agglomerates Limited) for the year ended 31st March, 2015 as stipulated in Clause 52 of the SME Listing Agreement of the said Company with the Stock Exchanges.
2. The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 52 of the SME above mentioned Listing Agreement.
4. We further state that such compliance is neither as assurance as to the further viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 29th May, 2015
Place: Jaipur

for **Narendra Sharma & Co.**
Chartered Accountants
Firm Regn. No 004983C

Sd/-
CA. Yogesh Gautam
Partner
Membership No. 072676

ANNEXURE 'C'

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
As on the Financial Year ended on 31.03.2015

[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:

(i)	CIN	U29305RJ1992PLC007003
(ii)	Registration Date	20/10/1992
(iii)	Name of the Company	DHABRIYA POLYWOOD LIMITED (formerly known as Dhabriya Agglomerates Limited)
(iv)	Category / Sub-Category of the Company	Limited By Shares/ Indian Non-Government Company
(v)	Address of the Registered office and contact details	B-9D(1), Malviya Industrial Area, Jaipur, Rajasthan-302017 E-mail: cs@polywood.org Phone: 0141-4057171 Fax: 91-141-2750814
(vi)	Whether listed Company	Yes
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Big Share Services Pvt. Ltd E-3 Ansa Industrial Estates Aki Vihar Road, Sakinaka, Mumbai, Maharashtra - 400072 Email: babu@bigshareonline.com Phone: 91-22-40430200 Fax: 91-22-28475207

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)

Sr. No	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
01	uPVC Windows & Doors and Extruded PVC Profiles.	22209	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

Sr. No	Name And Address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of Shares Held	Applicable Section
1	Polywood Green Building Systems Pvt. Ltd	U45201RJ2012PTC038574	SUBSIDIARY	99	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				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	2886400	2886400	96.21	5876800	-	5876800	71.67	(24.54)
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt. (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other...	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	-	2886400	2886400	96.21	5876800	-	5876800	71.67	(24.54)
(2) Foreign									
a) NRIs – Individual	-	-	-	-	-	-	-	-	-
b) Other – Individual	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub -total (A) (2): -	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	-	2886400	2886400	96.21	5876800	-	5876800	71.67	(24.54)
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-

h) Foreign Venture Capital funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non Institutions									
(a) Bodies Corp.									
(i) Indian	-	-	-	-	1104000	-	1104000	13.46	13.46
(ii) Overseas	-	-	-	-	-	-	-	-	-
(b) Individual									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	328000	-	328000	4	4
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	113600	113600	3.79	883200	-	883200	10.77	6.98
(c) Non- Resident Indian	-	-	-	-	8000	-	8000	0.097	0.097
Sub-total (B)(2):-									
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	113600	113600	3.79	2323200	-	2323200	28.33	24.54
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	3000000	3000000	100	8200000		8200000	100	-

Notes:

- | | |
|---|---------|
| 1) Paid up Equity Shares Capital as on 01.04.2014 | 3000000 |
| 2) Allotment of Bonus Share Capital during the year | 3000000 |
| 3) Allotment of Equity Share Capital via IPO | 2200000 |

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1.	Digvijay Dhabriya	2439640	81.32	-	5440600	66.35	-	(14.97)
2.	Anita Dhabriya	78000	2.6	-	156000	1.90	-	(0.7)
3.	Digvijay Dhabriya HUF	123700	4.12	-	247400	3.02	-	(1.1)
4.	Sandhya Hiran	13000	0.43	-	26000	0.32	-	(0.11)
5.	Usha Jain	3400	0.11	-	6800	0.08	-	(0.03)

Notes:

- | | | |
|----|--|---------|
| 1) | Paid up Equity Shares Capital as on 01.04.2014 | 3000000 |
| 2) | Allotment of Bonus Share Capital during the year | 3000000 |
| 3) | Allotment of Equity Share Capital via IPO | 2200000 |

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

Sr. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Digvijay Dhabriya				
	At the beginning of the year	2439640	81.32	2439640	81.32
	Transfer of Shares on 15.07.14	280660	9.36	2720300	90.68
	Allotment of Bonus Shares on 14.08.14	2720300	45.34	5440600	90.68
	At the End of the year	5440600	66.35	5440600	66.35
2.	Anita Dhabriya				
	At the beginning of the year	78000	2.6	78000	2.60
	Allotment of Bonus Shares on 14.08.14	78000	1.3	156000	2.60
	At the End of the year	156000	1.90	156000	1.90
3.	Digvijay Dhabriya HUF				
	At the beginning of the year	123700	4.12	123700	4.12
	Allotment of Bonus Shares on 14.08.14	123700	2.06	247400	4.12
	At the End of the year	247400	3.02	247400	3.02

4.	Sandhya Hiran				
	At the beginning of the year	13000	0.43	13000	0.43
	Allotment of Bonus Shares on 14.08.14	13000	0.22	26000	0.43
	At the End of the year	26000	0.32	26000	0.32
5.	Usha Jain				
	At the beginning of the year	3400	0.11	3400	0.11
	Allotment of Bonus Shares on 14.08.14	3400	0.05	6800	0.11
	At the End of the year	6800	0.08	6800	0.08

Notes:

- 1) Paid up Equity Shares Capital as on 01.04.2014 3000000
- 2) Allotment of Bonus Share Capital during the year 3000000
- 3) Allotment of Equity Share Capital via IPO 2200000

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

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	HEM SECURITIES LIMITED	Nil	Nil	704000	8.58
2.	PRATEEK JAIN	Nil	Nil	312000	3.80
3.	HEM SECURITIES LIMITED	Nil	Nil	176000	2.14
4.	ECAP EQUITIES LIMITED	Nil	Nil	152000	1.85
5.	AMIT MUNOT	Nil	Nil	96000	1.17
6.	VINIT MUNOT	Nil	Nil	96000	1.17
7.	ASHVINI HIRAN	Nil	Nil	86200	1.05
8.	ANSHU KOTHARI	Nil	Nil	80000	0.97
9.	MAHENDRA KARNWAT	Nil	Nil	37000	0.45
10.	PRAVEEN JAIN	Nil	Nil	32000	0.39
11.	B. LODHA SECURITIES LIMITED	Nil	Nil	32000	0.39

Notes:

- 1) Paid up Equity Shares Capital as on 01.04.2014 3000000
- 2) Allotment of Bonus Share Capital during the year 3000000
- 3) Allotment of Equity Share Capital via IPO 2200000

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1.	Digvijay Dhabriya				
	At the beginning of the year	2439640	81.32	2439640	81.32
	Transfer of Shares on 15.07.14	280660	9.36	2720300	90.68
	Allotment of Bonus Shares on 14.08.14	2720300	45.34	5440600	90.68

	At the End of the year	5440600	66.35	5440600	66.35
2.	Anita Dhabriya				
	At the beginning of the year	78000	2.6	78000	2.60
	Allotment of Bonus Shares on 14.08.14	78000	1.3	156000	2.60
	At the End of the year	156000	1.90	156000	1.90
3.	Mahendra Karnawat				
	At the beginning of the year	0	0.00	0	0.00
	Transfer of Shares on 15.07.14	18500	0.62	18500	0.62
	Allotment of Bonus Shares on 14.08.14	18500	0.31	37000	0.62
	At the End of the year	37000	0.45	37000	0.45

Notes:

- 1) Paid up Equity Shares Capital as on 01.04.2014 3000000
- 2) Allotment of Bonus Share Capital during the year 3000000
- 3) Allotment of Equity Share Capital via IPO 2200000

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	211848458	51435322	-	263283780
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	1044071	1340663	-	2384735
Total (i+ii+iii)	212892529	52775985	-	265668514
Change in Indebtedness during the financial year				
➤ Addition	206394461	64119492	-	270513953
➤ Reduction	202424164	71304428	-	273728592
Net Change	(3970297)	7184936	-	3214639
Indebtedness at the end of the financial year				
i. Principal Amount	214968342	45079144	-	260047486
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	1894484	511905	-	2406389
Total (i+ii+iii)	216862826	45591049	-	262453875

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. no.	Particulars of Remuneration	Name of MD/WTM/ 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 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary u/ s 17(3) Income tax Act, 1961	5025000	1510000	1200000	400000	8135000
		Nil	Nil	Nil	Nil	Nil
		Nil	Nil	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil	Nil
4.	Commission - as % of profit - Others, specify	Nil	Nil	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (A)	5025000	1510000	1200000	400000	8135000
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 i.e. Rs. 84 Lakhs per Managerial Person.				

B. Remuneration to other directors:

Sr. no.	Particulars of Remuneration	Name of Director				Total Amount
		Sharad Kankaria	Anil Upadhyay	Padam Kumar Jain	Shiv Shanker	
	1. Independent Directors Sitting Fee for attending board/committee meetings	7000	7000	5000	6000	25000
	Total (1)	7000	7000	5000	6000	25000
	2. Other Non-Executive Directors Fee for attending board/committee meetings Commission Others, please specify	Nil	Nil	Nil	Nil	Nil
		Nil	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil	Nil
	Total Managerial Remuneration	7000	7000	5000	6000	25000
	Total (B)=(1+2)	7000	7000	5000	6000	25000

C. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		CS	CFO	
		Sparsh Jain	Hitesh Agrawal	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	70000	1860000	1930000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission - as % of profit - Others, specify...	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil
	Total	70000	1860000	1930000

VII. 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)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

ANNEXURE 'D'

SECRETARIAL AUDIT REPORT

For The Financial Year Ended On 31st March, 2015

(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
(Formerly Known as **Dhabriya Agglomerates Limited**)
B-9D(1),MALVIYA INDUSTRIAL AREA
JAIPUR, RAJASTHAN

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). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also 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 31st March, 2015, 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 DHABRIYA POLYWOOD LIMITED for the financial year ended on 31st March, 2015 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made there under;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v) The 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;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (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)

vi) OTHER APPLICABLE ACTS,

- a) Factories Act, 1948
- b) Payment of Wages Act, 1936, and rules made there under,
- c) The Minimum Wages Act, 1948, and rules made there under,
- d) Employees' State Insurance Act, 1948, and rules made there under,
- e) The Employees' Provident Fund and Miscellaneous Provisions Act, 1952, and rules made there under,
- f) The Payment of Bonus Act, 1965, and rules made there under,
- g) Payment of Gratuity Act, 1972, and rules made there under,
- h) The Water (Prevention & Control of Pollution) Act, 1974, Read with Water (Prevention & Control of Pollution) Rules, 1975,
- i) The Air (Prevention & Control of Pollution) Act, 1981, Read with Air (Prevention & Control of Pollution) Rules, 1982 and Rules, 1983

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. (Not mandatory for the financial year 2014-15)
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange*

*The Company was listed on the SME Platform of BSE Limited on 17th October, 2014. The provisions of Regulations of the Securities Exchange Board of India and listing agreement were checked for the compliances done under Initial Public Offer and post listing period till 31 March, 2015. During the financial year 2014-15 the Company has generally 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.

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

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:

- a) Public Issue of 22,00,000 Equity Shares of Rs 10/- each aggregating to Rs. 3,30,00,000/- at issue price of Rs. 15/- per Equity Shares (including premium of Rs. 5/- per Equity Shares)
- b) Increase in borrowing limits under section 180(1)(c) of the Companies Act, 2013
- c) Change of Name of the Company.
- d) Increase in Authorized Capital.
- e) Conversion of the company from Private limited to Public limited
- f) Issue of Bonus Shares in proportion of 1:1
- g) Alteration of object clause of Memorandum of Association
- h) Adoption of New set of Articles as per Companies Act, 2013
- i) Appointment of Independent Directors.

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

- a) Issue of Right Shares/ Debentures/ Sweat Equity.
- b) Redemption/ buy-back of securities.
- c) Merger/ Amalgamation/ Reconstruction etc.
- d) Foreign Technical Collaborations.

I further report that during the audit period, the Company has undertaken events/action having a major bearing on the Company's affairs in pursuance of the above referred laws; rules, regulations; guidelines, standards, etc. are as under

- I. The Company was listed on 17th October, 2014 on BSE Limited, SME platform.

For M Sancheti & Associates
Company Secretaries

Sd/-

Manish Sancheti
Proprietor

M. No. FCS 7972
COP 8997

Place: Jaipur
Date: June 10th, 2015

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
(Formerly Known as **Dhabriya Agglomerates Limited**)
B-9D (1), Malviya Industrial Area
Jaipur, Rajasthan

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 M Sancheti & Associates
Company Secretaries

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

Place: Jaipur
Date: June 10th, 2015

INDEPENDENT AUDITOR'S REPORT

To
The Members of
Dhabriya Polywood Limited

REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of **DHABRIYA POLYWOOD LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE 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 financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014. 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 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 financial statements based on 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 there under.

We conducted our audit 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 financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of 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 financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, and its profit and its cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

As required by the Companies (Auditor's Report) Order, 2015 issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013, we annex hereto a statement on the matters specified in said Order to the extent applicable.

Further to our comments in the Annexure referred to above, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being

appointed as a director in terms of Section 164(2) of the Act.

- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements— Refer Note 34 to the financial statements;
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

There were no amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year.

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

Sd/-
(YOGESH GAUTAM)
Partner
Membership No. 072676

Place : Jaipur
Date : 29.05.2015

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date to the Shareholders of **M/s. DHABRIYA POLYWOOD LIMITED** on the accounts for the year ended on 31st March, 2015 :

(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.
- b. The Fixed Assets have been physically verified by the management during the year in accordance with a regular program of verification which, in our opinion, provides of physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no discrepancies were noticed on such verification.

- c. In our opinion, the Company has not disposed off a substantial part of its fixed assets during the year and the going concern status of the Company is not affected.

(ii) In respect of the Inventory :

- a. As explained to us, the inventories were physically verified during the year by the management at reasonable intervals.
- b. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of Company and the nature of its business.

- c. In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a) and (b) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control procedure commensurate with the size of the Company and the nature of its business with regard to purchase of inventory and fixed assets and sale of goods and services. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the company in respect of these areas.
- 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 except :
- (v) The Company has not accepted any deposits from the public.
- (vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under clause 148(1) of the Companies Act, 2013, for the products/services of the Company.
- (vii) According to the information and explanation given to us in respect of statutory dues :
- a. The Company has been regular in depositing the undisputed statutory dues including Provident Fund, ESI, Income Tax, Sales Tax, Custom Duty, Service Tax, Excise Duty, Cess, Value Added Tax and any other material statutory dues applicable to it with the appropriate authorities.
- b. There were no undisputed amount payable in respect of Provident Fund, ESI, Sales Tax, Income Tax, Wealth Tax, Customs Duty, Excise Duty, Service Tax, Cess, Value Added Tax and other material statutory dues in arrears as at 31st March, 2015 were for a period of more than six months from the date they became payable.

Name of the Statute	Nature of Dues	Amount in Rs.	Period to which amount related (FY)	Forum where dispute is pending
Income Tax Act, 1961	Demand for Interest on TDS	33,374/=	2012-13	CIT Appeal - III, Jaipur
Income Tax Act, 1961	Demand for Interest on TDS	2,96,304/=	2011-12	Income Tax Appellate Tribunal, Jaipur Bench
Rajasthan VAT Act, 2003	Demand for Penalty	35,03,676/=	2010-11	Rajasthan Tax Board, Ajmer
Rajasthan VAT Act, 2003	Demand for Penalty	1,17,80,600/=	2011-12	Rajasthan Tax Board, Ajmer

- d. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- (ix) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the cash losses in the current and immediately preceding financial year.
- (viii) The Company has no accumulated losses at the end of the financial year and it has not incurred

Company has not defaulted in repayment of dues to a financial institution or bank.

- (x) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xi) Based on the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (xii) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and

explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year.

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

Sd/-
(YOGESH GAUTAM)
Partner
Membership No. 072676

Place : Jaipur
Date : 29.05.2015

DHABRIYA POLYWOOD LIMITED			
BALANCE SHEET			
As at 31st March, 2015			
Particulars	Note	As at	As at
		31 March, 2015	31 March, 2014
		(Rs)	(Rs)
EQUITY AND LIABILITIES			
Shareholders' funds			
(a) Share Capital	3	82000000	30000000
(b) Reserves and Surplus	4	107071074	102244240
		189071074	132244240
Non-current liabilities			
(a) Long-term Borrowings	5	98210453	103216700
(b) Deferred Tax Liabilities (Net)	6	2936419	5976522
(c) Other Long-term Liabilities	7	1646880	2637390
(d) Long Term Provisions	8	7127698	0
		109921450	111830612
Current liabilities			
(a) Short-term Borrowings	9	134106584	131702123
(b) Trade Payables	10	53230860	31824419
(c) Other Current Liabilities	11	87354883	70304790
(d) Short-term Provisions	12	22724650	16359030
		297416977	250190362
		596409501	494265214
ASSETS			
Non-current assets			
(a) Fixed Assets			
(i) Tangible Assets	13	232128076	210041985
(b) Non-Current Investment	14	19692204	19663148
(c) Long-term Loans and Advances	15	5642624	5700723
		257462904	235405856
Current assets			
(a) Inventories	16	128893135	94192398
(b) Trade Receivables	17	166475350	123022005
(c) Cash and Bank Balances	18	18850756	13967669
(d) Short-term Loans and Advances	19	23850788	26993822
(e) Other Current Assets	20	876568	683464
		338946597	258859358
		596409501	494265214
TOTAL			
See accompanying notes forming part of the financial statements		1-36	
As per our Report of even date			
For NARENDRA SHARMA & CO.		For DHABRIYA POLYWOOD LIMITED	
Chartered Accountants			
Firm Regn. No. 004983C			
Sd/-	Sd/-	Sd/-	
(CA YOGESH GAUTAM)	(DIGVIJAY DHABRIYA)	(MAHENDRA KARNAWAT)	
Partner	Director	Director	
M. No. 072676	Din No. 00519946	Din No.00519876	
Place : Jaipur			
Date : 29.05.2015			

DHABRIYA POLYWOOD LIMITED
STATEMENT OF PROFIT AND LOSS
For the year ended on 31st March, 2015

Particulars	Note	For the year ended 31 March, 2015	For the year ended 31 March, 2014
		(Rs.)	(Rs.)
Income			
Revenue from Operations	21	726482609	701250688
Less: Excise Duty		73485077	62615451
Net Revenue from Operations		652997532	638635237
Other Income	22	3672603	1299661
Total Revenue		656670135	639934898
Expenses			
(a) Cost of Materials Consumed	23	384956859	389857154
(b) Purchase of Traded Goods	24	1481200	2866050
(b) Changes in Inventories of Finished Goods, WIP and Stock-in-trade	25	(16921869)	12355641
(c) Employee Benefits Expense	26	91964158	80304455
(d) Finance Costs	27	29313559	24335217
(e) Depreciation and Amortization Expense	13	22983967	11696588
(f) Other Expenses	28	99873190	80841807
Total Expenses		613651064	602256912
Profit Before Tax		43019071	37677986
Tax expense:			
(a) Current Tax		16000000	11700000
(b) Previous Year Tax		280910	104432
(c) Deferred Tax	6	(1112099)	1187272
		15168811	12991704
Profit for the year		27850260	24686282
Earnings per Equity Share of face value Rs.10/- each	29		
(a) Basic		3.97	4.66
(b) Diluted		3.97	4.66

See accompanying notes forming part of the financial statements

1-36

As per our Report of even date

For NARENDRA SHARMA & CO.

For DHABRIYA POLYWOOD LIMITED

Chartered Accountants

Firm Regn. No. 004983C

Sd/-

(CA YOGESH GAUTAM)

Partner

M. No. 072676

Place : Jaipur

Date : 29.05.2015

Sd/-

(DIGVIJAY DHABRIYA)

Director

Din No. 00519946

Sd/-

(MAHENDRA KARNAWAT)

Director

Din No.00519876

DHABRIYA POLYWOOD LIMITED

CASH FLOW STATEMENT

For the year ended on 31st March, 2015

Particulars	For the year ended 31 March, 2015		For the year ended 31 March, 2014	
	(Rs.)		(Rs.)	
A. <u>CASH FLOW FROM OPERATING ACTIVITIES</u>				
Net Profit before tax as per Profit & Loss Statement		43019071		37677986
Adjusted for :				
Profit on sale of fixed assets	(100000)		0	
Interest Income	(1521696)		(1265161)	
Depreciation	22983967		11696588	
Interest & Finance Charges	29313559		24335217	
		50675830		34766643
Operating profit before working capital changes		93694901		72444630
Adjustment for :				
(Increase)/Decrease in trade receivables	(43453345)		(22318725)	
(Increase)/Decrease in inventories	(34700737)		8556043	
(Increase)/Decrease in short term loans and advances	3143034		(12761084)	
(Increase)/Decrease in other current assets	(193104)		(683464)	
(Increase)/Decrease in long term loans & advances	58099		(644599)	
Increase/(Decrease) in trade payables	21406441		(5583997)	
Increase/(Decrease) in Long terms provisions	1185320		0	
Increase/(Decrease) in short terms provisions	(3802799)		(2797208)	
Increase/(Decrease) in other current liabilities	17662947		(12483227)	
Increase/(Decrease) in other long term liabilities	(990510)		1312702	
		(39684654)		(47403559)
Cash generated from / (used in) operations		54010248		25041071
Income Tax paid		(6112491)		(5314214)
		47897757		19726857
Net cash generated from/(used in) operating activities - (A)				
B. <u>CASH FLOW FROM INVESTING ACTIVITIES</u>				
Purchase of tangible fixed assets	(45079111)		(97354860)	
Purchase of Non Current Investment	(29056)		0	
Sale of tangible fixed assets	100000		0	
Interest received	1521696		1265161	
Net cash (used in) Investing Activities - (B)		(43486471)		(96089699)

C. <u>CASH FLOW FROM FINANCING ACTIVITIES</u>				
Proceeds from Long Term borrowings	95872720		104083813	
Repayment of Long Term borrowings	(101491821)		(48856819)	
Proceeds from Issue of share Capital	22000000		13000000	
Net Increase/(decrease) in working capital borrowings	2404461		32671009	
Interest paid	(29313559)		(24335217)	
Proceeds from share premium	11000000			
Net cash(used in) / from financing activities - (C)		471801		76562786
Net Increase/(decrease) in Cash & Cash Equivalents (A+B+C)		4883087		199944
Cash and cash equivalents at the beginning of the year		13967669		13767725
Cash and cash equivalents at the end of the year		18850756		13967669
1. <u>Cash and cash equivalents at the end of year comprises :</u>				
Cash on hand		449795		1637452
Balances with banks				
(i) In current accounts		2567586		1178367
(ii) In fixed deposit accounts		15833375		11151850
Total		18850756		13967669
<p>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 Place : Jaipur Date : 29.05.2015</p>				
<p>For DHABRIYA POLYWOOD LIMITED Sd/- (DIGVIJAY DHABRIYA) Director Din No. 00519946</p>				
<p>Sd/- (MAHENDRA KARNAWAT) Director Din No.00519876</p>				

Notes forming part of Financial Statements

1. CORPORATE INFORMATION

Company namely Dhabriya Polywood Limited (formerly known as Dhabriya Agglomerates Pvt. Ltd.) is a Public Limited Company domiciled in India and incorporated in 1992 under the provisions of the erstwhile Companies Act, 1956. It is headquartered in Jaipur in Rajasthan and having its manufacturing units at two places in Rajasthan at Jaipur as well as 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 for various indoor furniture applications (Doors, Partitions, Ceiling, Paneling etc.) and uPVC Windows/Door Systems. All the product range of Company is developed & produced on Save Tress concept without using natural wood.

2. SIGNIFICANT ACCOUNTING POLICIES

A. BASIS OF ACCOUNTING AND PREPARATION OF FINANCIAL STATEMENTS:

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the accounting standards notified under the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention unless otherwise stated hereafter. The Accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

B. USE OF ESTIMATES

The preparation of financial statements in conformity with Indian GAAP requires judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

C. FIXED ASSETS

Tangible Assets are stated at cost net of recoverable taxes, trade discounts and rebates and include amounts added on revaluation (related to Land and Building in the financial year 1999-2000), less accumulated depreciation and impairment loss, if any. The cost of Tangible Assets comprises its purchase price, borrowing cost and any cost directly attributable to bringing the asset to its working

condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

D. DEPRECIATION

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written Down Value (WDV) Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

E. INVENTORIES

Inventories are valued at cost or net realizable value, whichever is lower. Cost of Inventory comprises of Cost of Purchase, Cost of Conversion and other Costs incurred to bring them to their respective present location and condition. Costs of Raw Materials, Packing Materials, Stores & spares and trading products are determined on FIFO basis.

F. EMPLOYEE BENEFITS

Short term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.

The contributions remitted to government administered Provident and Pension Fund on behalf of its employees in accordance with the relevant statute are charged to the Statement of Profit and Loss as and when due. The Company has no further obligations for future Provident/Pension fund benefits other than its monthly contributions.

Post-employment long term employee benefit (gratuity) is recognized as an expense in the Statement of Profit and Loss for the year in which the employee has rendered services. The expenses are recognized at the present value of the amount payable determined using actuarial valuation techniques.

G. REVENUE RECOGNITION

Revenue is recognized only when risks and rewards incidental to ownership are transferred to the customer, it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operations includes sale of goods, services, excise duty, adjusted for discounts if any.

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the interest rate applicable.

H. FOREIGN CURRENCY TRANSACTIONS

Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction and any income or expenses on account of exchange difference either on settlement or on translation is recognized in the statement of profit and loss except in cases where they relate to acquisition of fixed assets in which case they are adjusted to the carrying cost of such assets.

I. INVESTMENTS

Long-term Investments made by the Company are stated at cost and provision for diminution in the value of long-term investments is made only if such a decline is other than temporary.

J. BORROWING COSTS

Borrowing Costs directly attributable to the acquisition, construction and production of qualifying assets are capitalized as part of the cost of such assets. All other borrowing costs are charged to the Statement of Profit and Loss.

K. INCOME TAXES

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates.

Deferred income tax reflect the current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years/period. Deferred tax assets are recognized only to the extent that there is a reasonable certainty that sufficient future income will be available except that deferred tax assets, in case there are unabsorbed depreciation or losses, are recognized if there is virtual certainty that sufficient future taxable income will be available to realize the same.

Deferred tax assets and liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date.

L. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the Notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

M. OTHERS

Other accounting policies are consistent with the normally accepted accounting practices.

3. SHARE CAPITAL

Particulars	As at 31 March, 2015		As at 31 March, 2014	
	Number of shares	Amount in Rs.	Number of shares	Amount in Rs.
(a) Authorised				
Equity shares of Rs.10/- each	10000000	100000000	3000000	30000000
(b) Issued				
Equity shares of Rs. 10/- each	8200000	82000000	3000000	30000000
(c) Subscribed and fully paid up				
Equity shares of Rs. 10/- each	8200000	82000000	3000000	30000000
(d) Reconciliation of shares outstanding at the beginning & at the end of the reporting period				
At the beginning of the period	3000000	30000000	1700000	17000000
Add: Shares Issued	2200000	22000000	1300000	13000000
Add : Bonus Shares Issued	3000000	30000000	0	0
Less: Shares bought back	0	0	0	0
Outstanding at the end of the period	8200000	82000000	3000000	30000000

(e) Details of shareholders holding more than 5% equity shares in the Company :	As at 31 March, 2015		As at 31 March, 2014	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Shri Digvijay Dhabriya	5440600	66.35%	2439640	81.32%
Hem Securities Limited	704000	8.59%	0	0.00%
(f) Shares held by holding/ ultimate holding company/ or their subsidiaries/ associates	NIL	NIL	NIL	NIL
(g) Terms/rights attached to equity shares	The Company has only one class of shares referred to as equity shares having a par value of Rs. 10/-. Each holder of equity share is entitled to one vote per share. There are no rights, preferences and restrictions attached to any share.			
(h) There is no share reserved for issue under options and contracts/commitments for the sale of shares/disinvestment.				

4. RESERVES AND SURPLUS

Particulars	As at 31 March, 2015	As at 31 March, 2014
	(Rs.)	(Rs.)
(A) General Reserve		
Opening balance	101358519	371515
Add: Transfer surplus of Profit and Loss	27850260	100987004
Less : Bonus Issued	(30000000)	0
Less : Gratuity Expenses not provided for in earlier years	(5942378)	0
Add : Deferred Tax on Gratuity not provided for	1928004	0
Closing balance	95194405	101358519
(B) Revaluation Reserve		
Opening balance	885721	897468
Less: Adjustment on account of depreciation on revalued assets	9052	11747
Closing balance	876669	885721
(C) Share Premium Account		
Opening balance	0	0
Add :- Premium Received on Issue of Shares during the year	11000000	0
Closing balance	11000000	0
(B) Surplus in Statement of Profit and Loss		
Opening balance	0	76300722
Add: Profit for the year	27850260	24686282

Less : Transfer to General Reserve	27850260	100987004
	(27850260)	(100987004)
Closing balance	0	0
Total	107071074	102244240

5. LONG-TERM BORROWINGS

Particulars	As at 31 March, 2015	As at 31 March, 2014
	(Rs.)	(Rs.)
SECURED LOAN		
Term Loan from Banks*	80186059	78587065
Less : Installments due within 12 months	(28485887)	(29087494)
	51700172	49499570
Vehicle Loans**	2570183	2603341
Less : Installments due within 12 months	(1650951)	(1662198)
	919232	941143
UNSECURED LOAN		
From Directors	40255729	19687498
From Corporates	5335320	7725787
Others	0	25362701
	45591049	52775986
Total	98210453	103216700

* Term Loan from Banks (HDFC Bank Ltd. & ING Vysya Bank Ltd. (now Kotak Mahindra Bank Ltd.)) are secured against equitable mortgage / hypothecation on all the immovable and movable properties of the Companies, both present and future. 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) HDFC Term Loan of Rs. 51.97 Lakhs, 160.80 Lakhs and 57.05 Lakhs are repayable in 50 monthly instalments commenced from April 2011 and last instalment due in May, 2015,

(ii) HDFC Term Loan of Rs. 223.65 Lakhs availed during financial year 2011-12 is repayable in 63 monthly instalments commencing from June, 2011 and last instalment due in August, 2016.

(iii) ING (Kotak) Term Loan of Rs. 873.92 Lakhs is repayable in 60 monthly instalments commencing from July, 2014 and last instalment due in June, 2019.

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

6. DEFERRED TAX ASSETS / LIABILITIES

As required under Accounting standard (AS) 22, 'Accounting for taxes on income' issued by the Institute of Chartered Accountants of India, the details of deferred tax assets / liabilities for the year ended up to 31st March 2015 charged to Statement of Profit & Loss are as under:

Particulars	As at 31 March, 2015	As at 31 March, 2014
	(Rs.)	(Rs.)
Deferred Tax Liability		
Fixed Assets: Impact of difference between tax depreciation and depreciation/amortization charged for the financial reporting	5300740	5976522
Gross Deferred Tax Liability	5300740	5976522
Deferred Tax Assets		
Deferred Tax on Gratuity not provided for in earlier years	1928004	0
Impact of Expenditure charged (Gratuity) to Statement of Profit and Loss in the current year but allowed for tax purpose on payment basis (net)	436317	0
Gross Deferred Tax Assets	2364321	0
Net Deferred Tax Liability	2936419	5976522

7. OTHER LONG-TERM LIABILITIES

Particulars	As at 31 March, 2015	As at 31 March, 2014
	(Rs.)	(Rs.)
Trade/ security deposits received	1646880	2637390
Total	1646880	2637390

8. LONG-TERM PROVISIONS

Particulars	As at 31 March, 2015	As at 31 March, 2014
	(Rs.)	(Rs.)
Provision for Employee Benefits : Gratuity Provision	7127698	0
Total	7127698	0

9. SHORT-TERM BORROWINGS

Particulars	As at 31 March, 2015	As at 31 March, 2014
	(Rs.)	(Rs.)
Loans repayable on demand From Banks:		
Cash Credit Facility*	108597094	109204654
Buyer's Credit Facility*	25509490	22497469
Total	134106584	131702123

* Cash Credit Limits & Buyers' Credit Facility from Banks (HDFC Bank Ltd. & ING Vysya Bank Ltd. (Now 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.

10. TRADE PAYABLES

Particulars	As at 31 March, 2015	As at 31 March, 2014
	(Rs.)	(Rs.)
Trade payables*		
Micro, small and medium enterprises	0	0
Others	53230860	31824419
Total	53230860	31824419

* 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.

11. OTHER CURRENT LIABILITIES

Particulars	As at 31 March, 2015	As at 31 March, 2014
	(Rs.)	(Rs.)
Current maturities of Term Loans*	28485887	29087494
Current maturities of Vehicle Loans*	1650951	1662198
Advance from customers	37509693	27375114
Statutory Dues	12586069	8979272
Other Payables	7122283	3200712
Total	87354883	70304790

*Refer notes in Note 5 Long-term borrowings for details of security.

12. SHORT TERM PROVISIONS

Particulars	As at 31 March, 2015	As at 31 March, 2014
	(Rs.)	(Rs.)
Provision for Income Tax	16000000	11700000
Less : Advance Tax and TDS	5831581	5209782
Net Provision for Income Tax	10168419	6490218
Provision for Expenses	12396763	9868812
Gratuity Provision	159468	0
	22724650	16359030

13. FIXED ASSETS

Tangible Assets :

Sr. No.	Name of Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As at	During the year		as at	As at	for the	deduction /	As at	As at	As at
		1.4.2014	Addition	deduction/ad justment	31.3.2015	31.3.2014	Year	adjustment	31.3.2015	31.3.2015	31.3.2014
1	Lease Hold Land	102626879	525100	0	103151979	0	0	0	0	103151979	102626879
2	Building	37843521	8422716	0	46266237	10769419	2915142	0	13684561	32581676	27074102
3	Plant & Machinery	126745388	32291104	0	159036492	55084978	15872199	0	70957177	88079315	71660410
4	Misc. Fixed Assets	3101755	754273	0	3856028	1549214	432808	0	1982022	1874006	1552541
5	Computers	2276464	230750	0	2507214	1705828	461186	0	2167014	340200	570636
6	Office Equipments	1114311	55249	0	1169560	485951	437433	0	923384	246176	628360
7	Furniture & Fixtures	1520884	62865	0	1583749	988161	185410	0	1173571	410178	532723
8	Vehicles	15342612	2737054	998837	17080829	9964127	2688841	998837	11654131	5426698	5378485
9	Cycles/Two Wheeler	67556	0	0	67556	49708	0	0	49708	17848	17848
	TOTAL	290639370	45079111	998837	334719644	80597386	22993019	998837	102591568	232128076	210041985
10	Capital W.I.P.	0	0	0	0	0	0	0	0	0	0
	Grand Total	290639370	45079111	998837	334719644	80597386	22993019	998837	102591568	232128076	210041985
	Previous year Total	193284510	99844117	2489257	290639370	68889050	11708335	0	80597385	210041985	130971869

- Note :
- Gross Block of Building is reduced by Rs. 6576409/= in respect of residential flats at Bangalore and shown under the group Long Term Investments.
 - Depreciation on Building includes an amount of Rs. 9052/= (previous year Rs. 11747/=) towards depreciation on value of Building increased on a/c of Revaluation, which has been charged to Revaluation Reserve A/c instead of Statement of Profit & Loss.
 - Pursuant to the notification of Schedule II of the Companies Act, 2013 ("the Act"), the management has internally reassessed based on technical evaluation and changed, wherever necessary the useful lives to compute depreciation, to confirm to the requirements of the Act.

14. NON-CURRENT INVESTMENTS

Particulars	As at 31 March, 2015	As at 31 March, 2014
	(Rs.)	(Rs.)
Investments (At cost):		
Other non-current investments (NSC*)	3000	3000
Equity Shares in Subsidiary Non-Listed company	495000	495000
Equity shares in Other Non-Listed Company	10000	10000
Investments in Immovable Properties (Residential Flats)	6605465	6576409
Advance for Immovable Property (Commercial Office Premises)	12578739	12578739
Total	19,692,204	19,663,148

*Pledged in favour of State Commercial Tax Department for VAT/CST registrations.

15. LONG-TERM LOANS AND ADVANCES

Particulars	As at 31 March, 2015	As at 31 March, 2014
	(Rs.)	(Rs.)
(Unsecured, considered good)		
Security Deposits	5242624	5300723
Loans to Others	400000	400000
Total	5,642,624	5,700,723

16. INVENTORIES*

Particulars	As at 31 March, 2015	As at 31 March, 2014
	(Rs.)	(Rs.)
Raw Materials	84900873	66595122
Packing Material	947051	1473933
Stock in Progress and semi finished goods	6066687	5424293
Finished Goods - Manufactured	34958238	18441079
Finished Goods - Traded	1457587	1401471
Consumables Items , Stores and Spare Parts	562700	856500
Total	128893135	94192398

*Refer Note 2 clause E for accounting policy on valuation of inventories.

17. TRADE RECEIVABLES*

Particulars	As at 31 March, 2015	As at 31 March, 2014
	(Rs.)	(Rs.)
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured, considered good	37236348	22329469
Other Trade receivables		
Unsecured, considered good	129239002	100692536
Total	166475350	123022005

* Trade Receivables are expected to realise at least the amount at which they are stated, if realized in the ordinary course of business.

18. CASH AND BANK BALANCES

Particulars	As at 31 March, 2015	As at 31 March, 2014
	(Rs.)	(Rs.)
Cash and Cash Equivalents :		
(a) Cash on hand	449795	1637452
(b) Balances with banks		
(i) In current accounts	2567586	1178367
(ii) In fixed deposit accounts	15833375	11151850
Total	18850756	13967669

19. SHORT-TERM LOANS AND ADVANCES

Particulars	As at 31 March, 2015	As at 31 March, 2014
	(Rs.)	(Rs.)
Advances Recoverable in cash or kind or for value to be received (Unsecured, considered good)	2368939	5877548
Advances to Suppliers	13614720	14345199
Other Advances		
Balance With Government Authorities	7867128	6771075
Total	23850788	26993822

20. OTHER CURRENT ASSETS

Particulars	As at 31 March, 2015	As at 31 March, 2014
	(Rs.)	(Rs.)
Prepaid Expenses	876568	683464
Total	876568	683464

21. REVENUE FROM OPERATIONS

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
	(Rs.)	(Rs.)
<u>Sale of Products (A)</u>		
Manufactured Goods	624937313	609980876
Traded Goods	1776554	16480431
	626713867	626461307
Less: Sales return	26184	107340
Less: Discount on Sales(Cash/Trade)	415332	456302
Add : Excise Duty	73485077	62615451
	699757429	688513115
<u>Sale of Services (B)</u>		
Installation and Fixing Income	26725180	12737573
Total(A+B)	726482609	701250688

22. OTHER INCOME

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
	(Rs.)	(Rs.)
Interest Income	1521696	1265161
Packing Charges	0	34500
Foreign Exchange Gains (Net)	2050907	0
Profit on Sale of Fixed Asstes	100000	0
Total	3672603	1299661

23. COST OF MATERIAL CONSUMED

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
	(Rs.)	(Rs.)
Inventory at the beginning of the year	68069055	64269457
Add: Purchases during the year	402735727	393656752
	470804782	457926209
Less: Inventory at the end of the year	85847923	68069055
Total	384956859	389857154

24. PURCHASE OF TRADED GOODS

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
	(Rs.)	(Rs.)
Purchase of Trading Goods	1481200	2866050
Total	1481200	2866050

25. CHANGES IN INVENTORIES OF FINISHED GOODS, W.I.P. & STOCK-IN-TRADE

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
	Rs.	Rs.
<u>Inventories at the end of the year:</u>		
Finished Goods - Manufactured	34958238	18441079
Finished Goods - Trading	1457587	1401471
Stores & spare Parts	562700	856500
Stock In Process and Semi Finished goods	6066687	5424293
TOTAL	43045212	26123343
<u>Inventories at the beginning of the year:</u>		
Finished Goods - Manufactured	18441079	23554943
Finished Goods - Trading	1401471	6717347
Stores & spare Parts	856500	1310000
Stock In Process and Semi Finished goods	5424293	6896694
TOTAL	26123343	38478984
Net (increase) / decrease	(16921869)	12355641

26. EMPLOYEES BENEFIT EXPENSES

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
	(Rs.)	(Rs.)
Salary, Wages and Bonus to Employees	77106636	71473337
Contributions to Provident Fund	1761678	1649171
Gratuity	2201980	0
Remuneration to Directors	7535000	5520000
Staff Welfare Expenses	3358864	1661947
Total	91964158	80304455

27. FINANCE COSTS

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
	(Rs.)	(Rs.)
Interest expense	27739557	20839506
Bank Charges	1574002	1594305
Foreign Exchange Loss (Net)	0	1901406
Total	29313559	24335217

28. OTHER EXPENSES

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
	(Rs.)	(Rs.)
Manufacturing Expenses		
Power & Fuel	18960549	19226996
Repair & Maintenance of Plant & Machinery	3690671	3747703
Electric Repair and Maintenance	231650	197510
Glass Hardware & Fittings	3560701	4275155
Installation & Fixing charges	9275744	9760716
Excise Duty Expenses	7541745	72477
Security Charges	85667	0
Factory/Godown Rent	1813157	4194950
Carriage inward	5575761	5537183
Oil Lubricants & Consumables	792593	587436
Factory Expenses	1265872	1008452
Water Charges	260117	259093
Work Contract Execution Expenses	3328871	3971715
Expenses for Import of Raw Material	10033697	5021669
	66416795	57861055
Office & Administrative Expenses		
Auditor Fees	80000	70000
Donation	148501	49700
Insurance expenses	930407	1082048
Initial Public Offer Expenses	3583640	0
Legal & Professional expenses	1283338	593183
Office /Branch and Misc. Expenses	225479	422983
Office Rent	0	811549
Postage & Telegram Expenses	268275	279111
Printing & Stationary	294743	358345
News Paper & Periodicals	6981	9568
Subscription and Membership fee	372204	63994
Registration and filling fee	1459177	276925
Rent Rate and Tax	630600	805444
Sitting Fee to Indp. Directors	25000	0
Repair & Maintenance Computer	362728	326651
Sales Tax Assessment Exp	0	52131
Repair & Maintenance building	209904	319309
Vehicle running & Maintenance	944108	849112
Telephone & Cellular expenses	777637	944613
Conveyance Expenses	1529789	796918
	13132512	8111583
Selling & Distribution Expenses		
Advertisement Expenses	4582421	2459615
Travelling Expenses	8332303	5595995

Carriage Outward	4872801	3571852
Tender Expenses	15900	15000
Sales & Business Promotion expenses	864142	344439
Expenses for Export	10350	0
Commission on Sales	388120	63250
Discount Allowed	1257846	2819018
	20323882	14869169
Total	99873190	80841807

29. EARNING PER SHARE

Particulars	2014-15	2013-14
(a) Net Profit after Tax as per Statement of Profit & Loss	27850260	24686282
(b) Net Profit available to Equity Shareholders	27850260	24686282
(c) Number of equity shares at year end	8200000	3000000
(d) Weighted Average No. of Equity Shares	7006575	5295342
(e) Basic / Diluted Earning per Share (b)/(d)	3.97	4.66
(f) Face value per equity share	10.00	10.00

30. 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.

Particulars	31st March, 2015
1. Expense Recognized in Statement of Profit and Loss	
a. Current Service Cost	922356
b. Interest on Defined Benefit Obligation	546699
c. Net Actuarial Losses/ (Gains) Recognized in Year	732925
d. Past Service Cost	0
Total amount included in "Employee Benefit Expense" (Note 26)	2201980
2. Amount Recognized in Balance Sheet	
a. Present Value of Unfunded Obligations	7287166
Net Liability	7287166
b. Net Liability is bifurcated as follows:	
Current	159468
Non Current	7127698
Net Liability	7287166
3. Change in Defined Benefit Obligation	
a. Opening Defined Benefit Obligation	5942378
b. Current Service Cost	922356
c. Interest Cost	546699
d. Actuarial Losses/ (Gain)	732925
e. Past Service Cost	0
f. Benefits Paid	(857192)
g. Closing Defined Benefit Obligation	7287166

h. Contributions by Employer	857192
i. Benefits Paid	(857192)
4. Financial Assumptions at the Valuation Date:	
a. Discount Rate (p.a.)	7.96%
b. Expected Rate of Return on Assets (p.a.)	-
c. Salary Escalation Rate (p.a.)	6%

31. VALUE OF IMPORTS ON CIF BASIS

Particulars	2014-15	2013-14
a. Raw Materials	146255265	104722236
b. Components and Spare Parts	147379	493090
c. Capital Goods	25221777	2135773
	171624421	107351099

32. EXPENDITURE IN FOREIGN CURRENCY

Particulars	2014-15	2013-14
a. Salary	0	0
b. Fee for Technical / Professional Services	0	0
c. Others (Travelling Expenses)	776768	483663
	776768	483663

33. IMPORTED AND INDIGENOUS MATERIAL CONSUMED

Particulars	2014-15	2013-14
a. Total value of imported raw materials, spare parts and components consumed during the financial year	131568440	101260185
b. Total value of all indigenous raw materials, spare parts and components similarly consumed	257079090	292344672
c. Total value of imported and indigenous raw material, spare parts and components consumed during the financial year	388647530	393604857
d. Imported raw material, spare parts and components consumed in %	33.85%	25.73%
e. Indigenous raw material, spare parts and components consumed in %	66.15%	74.27%

34. CONTINGENT LIABILITIES

Particulars	2014-15	2013-14
a) Performance Bank Guarantees given to third parties for contractual obligations	22430818	17192533
b) Performance Bank Guarantees given to third parties for contractual obligations on behalf of Subsidiary Company	12630583	11114999
c) The Asst Commissioner of Income Tax (TDS), Jaipur had raised a demand of Rs.2,96,304/= while completing the assessment for the Assessment Year 2012-13 u/s 201(1)/201(1A) of the Income Tax Act, 1961. The company had gone on appeal and case was decided in favour of assessing authority by the CIT(Appeals) against which Company has filed an appeal before the Income Tax Appellate Tribunal, Jaipur Bench.		

d) The Asst Commissioner of Income Tax (TDS), Jaipur had raised a demand of Rs.33,374/= while completing the assessment for the Assessment Year 2013-14 u/s 201(1)/201(1A) of the Income Tax Act, 1961. The company has filed an appeal before the CIT(Appeals), Jaipur against the order.

e) The Commercial Tax Officer, Anti Evasion, Rajasthan 3, Jaipur had raised a demand of Rs.35,03,676/= and Rs. 1,17,80,600/= while completing the assessment for the Year 2010-11 and 2011-12 respectively. The company had gone on appeal and obtained favorable orders from the Deputy Commission (Appeal - I), Jaipur. The Department has filed an appeal before the Rajasthan Tax Board, Ajmer.

35. RELATED PARTY DISCLOSURES

a) Related Parties and their relationship

I. Subsidiary Company

* Polywood Green Building Systems Pvt. Ltd.

II. Key Management Personnels

* Mr. Digvijay Dhabriya, Director
 * Mr. Mahendra Karnawat, Director
 * Mr. Shreyansh Dhabriya, Director
 * Mrs. Anita Dhabriya, Director
 * Mr. Sparsh Jain, Company Secretary
 * Mr. Hitesh Agrawal, Finance & Accounts Head cum CFO
 * Mr. Sourabh Mathur, Business Head (Sales & Marketing)
 * Mr. Anuruddh Singh, Quality Control Manager

III. Enterprises over which Key Managerial Personnels are able to exercise significant influence / control :

* Dynasty Modular Furnitures Pvt. Ltd.
 * Flamboyance Exports Pvt. Ltd.
 * Polywood India Ltd.
 * Polywood Profiles Pvt. Ltd.

b) Transactions with related parties for the year ended 31st March, 2015

Particulars	Subsidiary Company		Enterprises over which KMP exercise significant influence / control		Key Management Personnel and their relatives	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Remuneration to Directors	0	0	0	0	7535000	5520000
Salary to Employees	0	0	0	0	5268050	1440000
Interest Payment	0	0	0	0	432269	361716
Sales of Goods	147674546	69417757	10550830	20260030	2829	25872
Purchase of Goods	0	126299	2497744	0	0	0
Rent Expenses	0	0	0	150000	0	0
<u>Balance as at 31st March</u>						
Long Term Borrowings	0	0	0	0	40155729	22328019
Trade Receivables	27960906	2713262	385445	10162474.63	0	0
Trade Payable	0	0	0	0	0	0

36. OTHER NOTES

- * Previous year figures have been reworked, regrouped, rearranged and reclassified, wherever necessary.
- * Adjustment entries on account of restatement of past financial statement to comply with the listing requirements, have been incorporated under the head Reserve & Surplus of this financial year to the extent required to be incorporated.

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

Sd/-
(DIGVIJAY DHABRIYA)
Director
Din No. 00519946

Sd/-
(MAHENDRA KARNAWAT)
Director
Din No.00519876 |

Place : Jaipur
Date : 29.05.2015

INDEPENDENT AUDITOR'S REPORT

To the Members of
DHABRIYA POLYWOOD LIMITED

REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

We have audited the accompanying consolidated financial statements of **DHABRIYA POLYWOOD LIMITED** (hereinafter referred to as "the Holding Company") and its Subsidiary (the Holding Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as 'the consolidated 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 financial statements in terms with the requirement of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 of 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 control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the

consolidated financial statements by the Directors of the Holding Company, as aforesaid.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

While conducting the 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 there under.

We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated 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 financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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 financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Company as at 31st March, 2015;
- (b) in the case of the Consolidated Statement of Profit and Loss, of the Profit of the Company for the year ended on that date, and
- (c) in the case of the Consolidated Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

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

Sd/-
(YOGESH GAUTAM)
Partner
Membership No. 072676

Place : Jaipur
Date : 29.05.2015

DHABRIYA POLYWOOD LIMITED
CONSOLIDATED BALANCE SHEET
As at 31st March, 2015

Particulars	Note	As at	As at
		31 March, 2015	31 March, 2014
		(Rs)	(Rs)
<u>EQUITY AND LIABILITIES</u>			
Shareholders' funds			
(a) Share Capital	3	82000000	30000000
(b) Reserves and Surplus	4	117117537	106162943
		199117537	136162943
Minority Interest		106479	50168
Non-current liabilities			
(a) Long-term Borrowings	5	98210453	103232191
(b) Deferred Tax Liabilities (Net)	6	2880651	5972722
(c) Other Long-term Liabilities	7	1646880	2637390
(d) Long Term Provisions	8	7127698	0
		109865682	111842303
Current liabilities			
(a) Short-term Borrowings	9	134106584	131702123
(b) Trade Payables	10	55838487	35862599
(c) Other Current Liabilities	11	113594089	97905899
(d) Short-term Provisions	12	22792694	16379069
		326331854	281849690
		635421552	529905104
TOTAL			
<u>ASSETS</u>			
Non-current assets			
(a) Fixed Assets			
(i) Tangible Assets	13	232924620	210980253
(b) Non-Current Investment	14	19197204	19168148
(c) Long-term Loans and Advances	15	6479149	6490723
		258600973	236639124
Current assets			
(a) Inventories	16	148464990	108797334
(b) Trade Receivables	17	180449010	139527515
(c) Cash and Bank Balances	18	22281759	16387587
(d) Short-term Loans and Advances	19	24668840	27870080
(e) Other Current Assets	20	955980	683464
		376820580	293265980
		635421552	529905104
TOTAL			

See accompanying notes forming part of the financial statements

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As per our Report of even date

For NARENDRA SHARMA & CO.

For DHABRIYA POLYWOOD LIMITED

Chartered Accountants

Firm Regn. No. 004983C

Sd/-

(CA YOGESH GAUTAM)

Partner

M. No. 072676

Place : Jaipur

Date : 29.05.2015

Sd/-

(DIGVIJAY DHABRIYA)

Director

Din No. 00519946

Sd/-

(MAHENDRA KARNAWAT)

Director

Din No.00519876

DHABRIYA POLYWOOD LIMITED CONSOLIDATED STATEMENT OF PROFIT AND LOSS For the year ended on 31st March, 2015			
Particulars	Note	For the year ended 31 March, 2015	For the year ended 31 March, 2014
		(Rs.)	(Rs.)
Income			
Revenue from Operations	21	775616412	731655081
Less: Excise Duty		57713312	55289980
Net Revenue from Operations		717903100	676365101
Other Income	22	3684035	1265161
Total Revenue		721587135	677630262
Expenses			
(a) Cost of Materials Consumed	23	386500399	391084810
(b) Purchase of Traded Goods	24	12759471	15996720
(b) Changes in Inventories of Finished Goods, WIP and Stock-in-trade	25	(21888788)	1849752
(c) Employee Benefits Expense	26	101009438	86252120
(d) Finance Costs	27	29669407	25047685
(e) Depreciation and Amortisation Expense	13	23251331	11776986
(f) Other Expenses	28	138331233	102391492
(g) Preliminary Expenses w/off		6000	6000
Total Expenses		669638491	634405565
Profit Before Tax		51948644	43224697
Tax expense:			
(a) Current Tax		18800000	13425000
(b) Previous Year Tax		278380	104432
(c) Deferred Tax	6	(1164067)	1183350
		17914313	14712782
Profit (before adjustment for Minority Interest)		34034331	28511915
Less : Share of Profit transferred to Minority Interest		56311	38256
Profit (After adjustment for Minority Interest)		33978020	28473659
Earnings per Equity Share of face value Rs.10/- each	29		
(a) Basic		4.85	5.38
(b) Diluted		4.85	5.38
See accompanying notes forming part of the financial statements		1-36	
As per our Report of even date			
For NARENDRA SHARMA & CO.		For DHABRIYA POLYWOOD LIMITED	
Chartered Accountants			
Firm Regn. No. 004983C			
Sd/-	Sd/-	Sd/-	
(CA YOGESH GAUTAM)	(DIGVIJAY DHABRIYA)	(MAHENDRA KARNAWAT)	
Partner	Director	Director	
M. No. 072676	Din No. 00519946	Din No.00519876	
Place : Jaipur			
Date : 29.05.2015			

DHABRIYA POLYWOOD LIMITED CONSOLIDATED CASH FLOW STATEMENT For the year ended on 31st March, 2015				
Particulars	For the year ended 31 March, 2015		For the year ended 31 March, 2014	
	(Rs.)		(Rs.)	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before tax as per Profit & Loss Statement		51948644		43224697
Adjusted for :				
Profit on sale of fixed assets	(100000)		0	
Interest Income	(1533128)		(1265161)	
Depreciation	23251331		11776986	
Interest & Finance Charges	29669407		25047685	
		51287610		35559509
Operating profit before working capital changes		103236254		78784206
Adjustment for :				
(Increase)/Decrease in trade receivables	(40921495)		(36559620)	
(Increase)/Decrease in inventories	(39667657)		(1949846)	
(Increase)/Decrease in short term loans and advances	3201240		(12466135)	
(Increase)/Decrease in other current assets	(272516)		(683464)	
(Increase)/Decrease in long term loans & advances	11574		(995599)	
Increase/(Decrease) in trade payables	19975888		(2856920)	
Increase/(Decrease) in other long Provisions	1185320		0	
Increase/(Decrease) in short term provisions	(3822838)		(1148414)	
Increase/(Decrease) in other current liabilities	16301045		7969055	
Increase/(Decrease) in other long term liabilities	(990510)		1312702	
		(44999949)		(47378241)
Cash generated from / (used in) operations		58236306		31405965
Income Tax paid		(8841917)		(8667969)
Net cash generated from/(used in) operating activities - (A)		49394389		22737996
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of tangible fixed assets	(45204750)		(98308328)	
Purchase of long-term investments	(29056)		(359)	
Sale of tangible fixed assets	100000		0	
Interest received	1533128		1265161	
Net cash (used in) Investing Activities - (B)		(43600678)		(97043526)
C. CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from Long Term borrowings	95872720		104083813	
Repayment of Long Term borrowings	(101507312)		(48876258)	
Proceeds from Issue of share Capital	22000000		13000000	
Net Increase/(decrease) in working capital borrowings	2404461		32671009	
Interest paid	(29669407)		(25047685)	
Proceeds from Share premium	11000000			
Net cash(used in) / from financing activities - (C)		100461		75830878

Net Increase/(decrease) in Cash & Cash Equivalents (A+B+C)		5894172		1525349
Cash and cash equivalents at the beginning of the year		16387587		14862238
Cash and cash equivalents at the end of the year		22281759		16387587
1. <u>Cash and cash equivalents at the end of year comprises :</u>				
Cash on hand		877322		2899778
Balances with banks				
(i) In current accounts		5444683		2335959
(ii) In fixed deposit accounts		15959755		11151850
Total		22281759		16387587
<p>As per our Report of even date For NARENDRA SHARMA & CO. Chartered Accountants Firm Regn. No. 004983C</p> <p style="text-align: center;">For DHABRIYA POLYWOOD LIMITED.</p> <div style="display: flex; justify-content: space-between;"> <div style="width: 30%;"> <p>Sd/- (CA YOGESH GAUTAM) Partner M. No. 072676</p> </div> <div style="width: 30%;"> <p>Sd/- (DIGVIJAY DHABRIYA) Director Din No. 00519946</p> </div> <div style="width: 30%;"> <p>Sd/- (MAHENDRA KARNAWAT) Director Din No.00519876</p> </div> </div> <p>Place : Jaipur Date : 29.05.2015</p>				

Consolidated Notes forming part of Financial Statements

1. PRINCIPLES OF CONSOLIDATION

The Consolidated Financial Statements relates to **DHABRIYA POLYWOOD LIMITED** ('The Company') and its Subsidiary Company namely Polywood Green Building Systems Pvt. Ltd.. The Consolidated Financial Statements have been prepared on the following basis:

(a) The Financial Statements of the Company and its Subsidiary are combined on a line-by-line basis by adding together the book values of like items of assets, Liabilities, Income & Expenses after fully eliminating intra -group balances and inter-group transactions in accordance with Accounting Standard (AS) -21 - "Consolidated Financial Statements"

(b) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the company's separate financial statements.

2. OTHER SIGNIFICANT ACCOUNTING POLICIES

These are set out under "significant Accounting Policies" as given in the respective Company's separate Financial Statements.

3. SHARE CAPITAL

Particulars	As at 31 March, 2015		As at 31 March, 2014	
	Number of shares	Amount in Rs.	Number of shares	Amount in Rs.
(a) Authorised				
Equity shares of Rs.10/- each	10000000	100000000	3000000	30000000
(b) Issued				
Equity shares of Rs. 10/- each	8200000	82000000	3000000	30000000
(c) Subscribed and fully paid up				
Equity shares of Rs. 10/- each	8200000	82000000	3000000	30000000
(d) Reconciliation of shares outstanding at the beginning & at the end of the reporting period				
At the beginning of the period	3000000	30000000	1700000	17000000
Add: Shares Issued	2200000	22000000	1300000	13000000
Add : Bonus Shares Issued	3000000	30000000	0	0
Less: Shares bought back	0	0	0	0
Outstanding at the end of the period	8200000	82000000	3000000	30000000
(e) Details of shareholders holding more than 5% equity shares in the Company :	As at 31 March, 2015		As at 31 March, 2014	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Shri Digvijay Dhabriya	5440600	66.35%	2439640	81.32%
Hem Securities Limited	704000	8.59%	0	0.00%
(f) Shares held by holding/ ultimate holding company/ or their subsidiaries/ associates	NIL	NIL	NIL	NIL
(g) Terms/rights attached to equity shares	The Company has only one class of shares referred to as equity shares having a par value of Rs. 10/-. Each holder of equity share is entitled to one vote per share. There are no rights, preferences and restrictions attached to any share.			
(h) There is no share reserved for issue under options and contracts/commitments for the sale of shares/disinvestment.				

4. RESERVES AND SURPLUS

Particulars	As at 31 March, 2015	As at 31 March, 2014
	(Rs.)	(Rs.)
(A) General Reserve		
Opening balance	105277222	371515
Add: Transfer surplus of Profit and Loss	33978020	104905707
Less : Bonus Issued	(30000000)	0
Less : Gratuity Expenses not provided for in earlier years	(5942378)	0
Add : Deferred Tax on Gratuity not provided for	1928004	0
Closing balance	105240868	105277222
(B) Revaluation Reserve		
Opening balance	885721	897468
Less: Adjustment on account of depreciation on revalued assets	9052	11747
Closing balance	876669	885721
(C) Share Premium Account		
Opening balance	0	0
Add :- Premium Received on Issue of Shares during the year	11000000	0
Closing balance	11000000	0
(D) Surplus in Statement of Profit and Loss		
Opening balance	0	76432049
Add: Profit for the year	33978020	28473659
	33978020	104905707
Less : Transfer to General Reserve	(33978020)	(104905707)
Closing balance	0	0
Total	117117537	106162943

5. LONG-TERM BORROWINGS

Particulars	As at 31 March, 2015	As at 31 March, 2014
	(Rs.)	(Rs.)
SECURED LOAN		
Term Loan from Banks*	80186059	78587065
Less : Installments due within 12 months	(28485887)	(29087494)
	51700172	49499571
Vehicle Loans**	2570183	2618832
Less : Installments due within 12 months	(1650951)	(1662198)
	919232	956634
UNSECURED LOAN		
From Directors	40255729	19687498
From Corporates	5335320	7725787
Others	0	25362701
	45591049	52775986
Total	98210453	103232191

* Term Loan from Banks (HDFC Bank Ltd. & ING Vysya Bank Ltd. (now Kotak Mahindra Bank Ltd.)) are secured against equitable mortgage / hypothecation on all the immovable and movable properties of the Companies, both present and future. 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) HDFC Term Loan of Rs. 51.97 Lakhs, 160.80 Lakhs and 57.05 Lakhs are repayable in 50 monthly instalments commenced from April 2011 and last instalment due in May, 2015,

(ii) HDFC Term Loan of Rs. 223.65 Lakhs availed during financial year 2011-12 is repayable in 63 monthly instalments commencing from June, 2011 and last instalment due in August, 2016.

(iii) ING (Kotak) Term Loan of Rs. 873.92 Lakhs is repayable in 60 monthly instalments commencing from July, 2014 and last instalment due in June, 2019.

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

6. DEFERRED TAX ASSETS / LIABILITIES

As required under Accounting standard (AS) 22, 'Accounting for taxes on income' issued by the Institute of Chartered Accountants of India, the details of deferred tax assets / liabilities for the year ended upto 31st March 2015 charged to Statement of Profit & Loss are as under:

Particulars	As at 31 March, 2015	As at 31 March, 2014
	(Rs.)	(Rs.)
Deferred Tax Liability		
Fixed Assets: Impact of difference between tax depreciation and depreciation/amortization charged for the financial reporting	5244972	5972722
Gross Deferred Tax Liability	5244972	5972722
Deferred Tax Assets		
Deferred Tax on Gratuity not provided for in earlier years	1928004	0
Impact of Expenditure charged (Gratuity) to Statement of Profit and Loss in the current year but allowed for tax purpose on payment basis (net)	436317	0
Gross Deferred Tax Assets	2364321	0
Net Deferred Tax Liability	2880651	5972722

7. OTHER LONG-TERM LIABILITIES

Particulars	As at 31 March, 2015	As at 31 March, 2014
	(Rs.)	(Rs.)
Trade/ security deposits received	1646880	2637390
Total	1646880	2637390

8. LONG-TERM PROVISIONS

Particulars	As at 31 March, 2015	As at 31 March, 2014
	(Rs.)	(Rs.)
Provision for Employee Benefits : Gratuity Provision	7127698	0
Total	7127698	0

9. SHORT-TERM BORROWINGS

Particulars	As at 31 March, 2015	As at 31 March, 2014
	(Rs.)	(Rs.)
Loans repayable on demand From Banks:		
Cash Credit Facility*	108597094	109204654
Buyer's Credit Facility*	25509490	22497469
Total	134106584	131702123

* Cash Credit Limits & Buyers' Credit Facility from Banks (HDFC Bank Ltd.& ING Vysya Bank Ltd. (Now 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.

10. TRADE PAYABLES

Particulars	As at 31 March, 2015	As at 31 March, 2014
	(Rs.)	(Rs.)
Trade payables*		
Micro, small and medium enterprises	0	0
Others	55838487	35862599
Total	55838487	35862599

* 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.

11. OTHER CURRENT LIABILITIES

Particulars	As at 31 March, 2015	As at 31 March, 2014
	(Rs.)	(Rs.)
Current maturities of Term Loans*	28485887	29087494
Current maturities of Vehicle Loans*	1650951	1662198
Advance from customers	59808897	51090073
Statutory Dues	13479825	11376305
Other Payables	10168529	4689829
Total	113594089	97905899

*Refer notes in Note 5 Long-term borrowings for details of security.

12. SHORT TERM PROVISIONS

Particulars	As at 31 March, 2015	As at 31 March, 2014
	(Rs.)	(Rs.)
Provision for Income Tax	18800000	13425000
Less : Advance Tax and TDS	8563537	6914743
Net Provision for Income Tax	10236463	6510257
Provision for Expenses	12396763	9868812
Gratuity Provision	159468	0
Total	22792694	16379069

13. FIXED ASSETS

Tangible Assets :

Sr. No.	Name of Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As at	During the year		as at	As at	for the	deduction /	As at	As at	As at
		1.4.2014	Addition	deduction/ad-justment	31.3.2015	31.3.2014	Year	adjustment	31.3.2015	31.3.2015	31.3.2014
1	Lease Hold Land	102626879	525100	0	103151979	0	0	0	0	103151979	102626879
2	Building	37843521	8422716	0	46266237	10769419	2915142	0	13684561	32581676	27074102
3	Plant & Machinery	126745388	32291104	0	159036492	55084978	15872199	0	70957177	88079315	71660410
4	Misc. Fixed Assets	3101755	754273	0	3856028	1549214	432808	0	1982022	1874006	1552541
5	Computers	2276464	230750	0	2507214	1705828	461186	0	2167014	340200	570636
6	Office Equipments	1115636	55249	0	1170885	486181	437734	0	923915	246970	629455
7	Furniture & Fixtures	2486751	188505	0	2675256	1055530	442434	0	1497964	1177292	1431221
8	Vehicles	15342612	2737054	998837	17080829	9964127	2688841	998837	11654131	5426698	5378485
9	Cycles/Two Wheeler	123556	0	0	123556	67033	10039	0	77072	46484	56523
	TOTAL	291662562	45204751	998837	335868476	80682310	23260383	998837	102943856	232924620	210980253
10	Capital W.I.P.	0	0	0	0	0	0	0	0	0	0
	Grand Total	291662562	45204751	998837	335868476	80682310	23260383	998837	102943856	232924620	210980253
	Previous year Total	193354235	100797584	2489257	291662562	68893577	11788733	0	80682310	210980253	131037068

Note : 1. Gross Block of Building is reduced by Rs. 6576409/= in respect of residential flats at Bangalore and shown under the group Long Term Investments.
2. Depreciation on Building includes an amount of Rs. 9052/= (previous year Rs.11747/=) towards depreciation on value of Building increased on a/c of Revaluation, which has been charged to Revaluation Reserve A/c instead of Statement of Profit & Loss.
3. Pursuant to the notification of Schedule II of the Companies Act, 2013 ("the Act"), the management has internally reassessed based on technical evaluation and changed, wherever necessary the useful lives to compute depreciation, to confirm to the requirements of the Act.

14. NON-CURRENT INVESTMENTS

Particulars	As at 31 March, 2015	As at 31 March, 2014
	(Rs.)	(Rs.)
Investments (At cost):		
Other non-current investments (NSC*)	3000	3000
Equity shares in Other Non-Listed Company	10000	10000
Investments in Immovable Properties (Residential Flats)	6605465	6576409
Advance for Immovable Property (Commercial Office Premises)	12578739	12578739
Total	19197204	19168148

*Pledged in favour of State Commercial Tax Department for VAT/CST registrations.

15. LONG-TERM LOANS AND ADVANCES

Particulars	As at 31 March, 2015	As at 31 March, 2014
	(Rs.)	(Rs.)
(Unsecured, considered good)		
Security Deposits	6079149	6090723
Loans to Others	400000	400000
Total	6479149	6490723

16. INVENTORIES*

Particulars	As at 31 March, 2015	As at 31 March, 2014
	(Rs.)	(Rs.)
Raw Materials	84900873	66595122
Packing Material	947051	1473933
Stock in Progress and semi finished goods	6066687	5424293
Finished Goods - Manufactured	34958238	29202297
Finished Goods - Traded	21029443	5245189
Consumables Items , Stores and Spare Parts	562700	856500
Total	148464990	108797334

*Refer Note 2 clause E for accounting policy on valuation of inventories.

17. TRADE RECEIVABLES*

Particulars	As at 31 March, 2015	As at 31 March, 2014
	(Rs.)	(Rs.)
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured, considered good	45467334	25561654
Other Trade receivables		
Unsecured, considered good	134981676	113965861
Total	180449010	139527515

* Trade Receivables are expected to realise at least the amount at which they are stated, if realized in the ordinary course of business.

18. CASH AND BANK BALANCES

Particulars	As at 31 March, 2015	As at 31 March, 2014
	(Rs.)	(Rs.)
Cash and Cash Equivalents :		
(a) Cash on hand	877322	2899778
(b) Balances with banks		
(i) In current accounts	5444683	2335959
(ii) In fixed deposit accounts	15959755	11151850
Total	22281759	16387587

19. SHORT-TERM LOANS AND ADVANCES

Particulars	As at 31 March, 2015	As at 31 March, 2014
	(Rs.)	(Rs.)
Advances Recoverable in cash or kind or for value to be received (Unsecured, considered good)	2776688	6713866
Advances to Suppliers	13677295	14345199
Other Advances		
Balance With Government Authorities	8202856	6793015
Preliminary Expenses (to the extent not written off)	12000	18000
Total	24668840	27870080

20. OTHER CURRENT ASSETS

Particulars	As at 31 March, 2015	As at 31 March, 2014
	(Rs.)	(Rs.)
Prepaid Expenses	955980	683464
Total	955980	683464

21. REVENUE FROM OPERATIONS

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
	(Rs.)	(Rs.)
<u>Sale of Products (A)</u>		
Manufactured Goods	642129754	625792891
Traded Goods	43149160	36221493
	685278914	662014384
Less: Sales return	26184	115580
Less: Discount on Sales(Cash/Trade)	415332	456302
Add : Excise Duty	57713312	55289980
	742550711	716732481
<u>Sale of Services (B)</u>		
Installation and Fixing Income	33065701	14922600
Total(A+B)	775616412	731655081

22. OTHER INCOME

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
	(Rs.)	(Rs.)
Interest Income	1533128	1265161
Foreign Exchange Gains (Net)	2050907	0
Profit on Sale of Fixed Asstes	100000	0
Total	3684035	1265161

23. COST OF MATERIAL CONSUMED

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
	(Rs.)	(Rs.)
Inventory at the beginning of the year	68069055	64269457
Add: Purchases during the year	404279268	394884408
	472348323	459153865
Less: Inventory at the end of the year	85847923	68069055
Total	386500399	391084810

24. PURCHASE OF TRADED GOODS

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
	(Rs.)	(Rs.)
Purchase of Trading Goods	12759471	15996720
Total	12759471	15996720

25. CHANGES IN INVENTORIES OF FINISHED GOODS, W.I.P. & STOCK-IN-TRADE

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
	Rs.	Rs.
<u>Inventories at the end of the year:</u>		
Finished Goods - Manufactured	34958238	29202297
Finished Goods - Trading	21029443	5245189
Stores & spare Parts	562700	856500
Stock In Process and Semi Finished goods	6066687	5424293
TOTAL	62617067	40728279
<u>Inventories at the beginning of the year:</u>		
Finished Goods - Manufactured	29202297	27653990
Finished Goods - Trading	5245189	6717347
Stores & spare Parts	856500	1310000
Stock In Process and Semi Finished goods	5424293	6896694
TOTAL	40728279	42578031
Net (increase) / decrease	(21888788)	1849752

26. EMPLOYEES BENEFIT EXPENSES

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
	(Rs.)	(Rs.)
Salary, Wages and Bonus to Employees	86036471	77334837
Contributions to Provident Fund	1766112	1651502
Gratuity	2201980	0
Remuneration to Directors	7535000	5520000
Staff Welfare Expenses	3469875	1745781
Total	101009438	86252120

27. FINANCE COSTS

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
	(Rs.)	(Rs.)
Interest expense	27755572	20888953
Bank Charges	1913835	2257326
Foreign Exchange Loss (Net)	0	1901406
Total	29669407	25047685

28. OTHER EXPENSES

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
	(Rs.)	(Rs.)
Manufacturing Expenses		
Power & Fuel	19024144	19226996
Repair & Maintenance of Plant & Machinery	3690671	3747703
Electric Repair and Maintenance	231650	197510
Glass Hardware & Fittings	3726130	4275155
Installation & Fixing charges	17582052	11922164
Excise Duty Expenses	23313510	7397948
Security Charges	85667	0
Factory/Godown Rent	2332889	4194950
Carriage inward	7658542	7052957
Oil Lubricants & Consumables	792593	587436
Factory Expenses	1265872	1008452
Water Charges	260117	259093
Work Contract Execution Expenses	10389517	10117480
Expenses for Import of Raw Material	10033697	5282533
	100387051	75270377
Office & Administrative Expenses		
Auditor Fees	110000	90000
Donation	148501	49700
Insurance expenses	1117158	1221665
Initial Public Offer Expenses	3583640	0
Legal & Professional expenses	1390203	658496
Office /Branch and Misc. Expenses	427897	490983
Office Rent	1400764	3113967
Postage & Telegram Expenses	276166	281866
Printing & Stationary	328244	366931
News Paper & Periodicals	6981	9568
Subscription and Membership fee	372204	63994
Registration and filling fee	1471037	317303
Rent Rate and Tax	1156075	984244
Sitting Fee to Indp. Directors	25000	0
Repair & Maintenance Computer	364828	334671
Sales Tax Assessment Exp	0	52131
Repair & Maintenance building	209904	453160
Vehicle running & Maintenance	1031638	860510
Telephone & Cellular expenses	980022	1067693
Conveyance Expenses	1956603	1049066
	16356866	11465947
Selling & Distribution Expenses		
Advertisement Expenses	4610921	2609183
Travelling Expenses	9023530	6232426

Carriage Outward	4948876	3571852
Tender Expenses	15900	15000
Sales & Business Promotion expenses	1246629	344439
Expenses for Export	10350	0
Commission on Sales	473265	63250
Discount Allowed	1257846	2819018
	21587316	15655168
Total	138331233	102391492

29. EARNING PER SHARE

Particulars	2014-15	2013-14
(a) Net Profit after Tax as per Statement of Profit & Loss	33978020	28473659
(b) Net Profit available to Equity Shareholders	33978020	28473659
(c) Number of equity shares at year end	8200000	3000000
(d) Weighted Average No. of Equity Shares	7006575	5295342
(e) Basic / Diluted Earning per Share (b)/(d)	4.85	5.38
(f) Face value per equity share	10.00	10.00

30. 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.

Particulars	31st March, 2015
1. Expense Recognized in Statement of Profit and Loss	
a. Current Service Cost	922356
b. Interest on Defined Benefit Obligation	546699
c. Net Actuarial Losses/ (Gains) Recognized in Year	732925
d. Past Service Cost	0
Total amount included in "Employee Benefit Expense" (Note 21)	2201980
2. Amount Recognized in Balance Sheet	
a. Present Value of Unfunded Obligations	7287166
Net Liability	7287166
b. Net Liability is bifurcated as follows:	
Current	159468
Non Current	7127698
Net Liability	7287166
3. Change in Defined Benefit Obligation	
a. Opening Defined Benefit Obligation	5942378
b. Current Service Cost	922356
c. Interest Cost	546699
d. Actuarial Losses/ (Gain)	732925

e. Past Service Cost	0
f. Benefits Paid	(857192)
g. Closing Defined Benefit Obligation	7287166
h. Contributions by Employer	857192
i. Benefits Paid	(857192)
4. Financial Assumptions at the Valuation Date:	
a. Discount Rate (p.a.)	7.96%
b. Expected Rate of Return on Assets (p.a.)	-
c. Salary Escalation Rate (p.a.)	6.00%

31. VALUE OF IMPORTS ON CIF BASIS

Particulars	2014-15	2013-14
a. Raw Materials	146255265	104722236
b. Components and Spare Parts	147379	493090
c. Capital Goods	25221777	2135773
	171624421	107351099

32. EXPENDITURE IN FOREIGN CURRENCY

Particulars	2014-15	2013-14
a. Salary	0	0
b. Fee for Technical / Professional Services	0	0
c. Others (Travelling Expenses)	776768	483663
	776768	483663

33. IMPORTED AND INDIGENOUS MATERIAL CONSUMED

Particulars	2014-15	2013-14
a. Total value of imported raw materials, spare parts and components consumed during the financial year	131568440	101260185
b. Total value of all indigenous raw materials, spare parts and components similarly consumed	258622630	293572328
c. Total value of imported and indigenous raw material, spare parts and components consumed during the financial year	390191070	394832513
d. Imported raw material, spare parts and components consumed in %	33.72%	25.65%
e. Indigenous raw material, spare parts and components consumed in %	66.28%	74.35%

34. CONTINGENT LIABILITIES

Particulars	2014-15	2013-14
a) Performance Bank Guarantees given to third parties for contractual obligations	35061401	28307532
b) The Asst Commissioner of Income Tax (TDS), Jaipur had raised a demand of Rs.2,96,304/= while completing the assessment for the Assessment Year 2012-13 u/s 201(1)/201(1A) of the Income Tax Act, 1961. The company had gone on appeal and case was decided in favour of assessing authority by the CIT(Appeals) against which Company has filed an appeal before the Income Tax Appellate Tribunal, Jaipur Bench.		
c) The Asst Commissioner of Income Tax (TDS), Jaipur had raised a demand of Rs.33,374/= while completing the assessment for the Assessment Year 2013-14 u/s 201(1)/201(1A) of the Income Tax Act, 1961. The company has filed an appeal before the CIT(Appeals), Jaipur against the order.		
d) The Commercial Tax Officer, Anti Evasion, Rajasthan 3, Jaipur had raised a demand of Rs.35,03,676/= and Rs. 1,17,80,600/= while completing the assessment for the Year 2010-11 and 2011-12 respectively. The company had gone on appeal and obtained favorable orders from the Deputy Commissioner (Appeal - I), Jaipur. The Department has filed an appeal before the Rajasthan Tax Board, Ajmer.		

35. RELATED PARTY DISCLOSURES

<i>a) Related Parties and their relationship</i>
<p>I. Subsidiary Company</p> <ul style="list-style-type: none"> * Polywood Green Building Systems Pvt. Ltd.
<p>II. Key Management Personnels</p> <ul style="list-style-type: none"> * Mr. Digvijay Dhabriya, Director * Mr. Mahendra Karnawat, Director * Mr. Shreyansh Dhabriya, Director * Mrs. Anita Dhabriya, Director * Mr. Sparsh Jain, Company Secretary * Mr. Hitesh Agrawal, Finance & Accounts Head cum CFO * Mr. Sourabh Mathur, Business Head (Sales & Marketing) * Mr. Anuruddh Singh, Quality Control Manager
<p>III. Enterprises over which Key Managerial Personnels are able to exercise significant influence / control :</p> <ul style="list-style-type: none"> * Dynasty Modular Furnitures Pvt. Ltd. * Flamboyance Exports Pvt. Ltd. * Polywood India Ltd. * Polywood Profiles Pvt. Ltd.

<i>b) Transactions with related parties for the year ended 31st March, 2015</i>				
Particulars	Enterprises over which KMP exercise significant influence / control		Key Management Personnel and their relatives	
	2014-15	2013-14	2014-15	2013-14
Remuneration to Directors	0	0	7535000	5520000
Salary to Employees	0	0	5868050	1920000
Interest Payment	0	0	432269	361716
Sales of Goods	10550830	20260030	2829	25872
Purchase of Goods	11174664	7747667	0	0
Rent Expenses	0	150000	0	0
<u>Balance as at 31st March</u>				
Long Term Borrowings	0	0	40155729	22328019
Trade Receivables	385445	10162474.63	0	0
Trade Payable	83483	1469870	0	0

36. OTHER NOTES

* Previous year figures have been reworked, regrouped, rearranged and reclassified, wherever necessary.

* Adjustment entries on account of restatement of past financial statement to comply with the listing requirements, have been incorporated under the head Reserve & Surplus of this financial year to the extent required to be incorporated.

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

Sd/-
(DIGVIJAY DHABRIYA)

Director

Din No. 00519946

Sd/-
(MAHENDRA KARNAWAT)

Director

Din No.00519876

PLACE : Jaipur

Date : 29.05.2015

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							
(Rs. in Lakhs)							
Sr. No.	Name of the Subsidiary	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	Total Liabilities
1	Polywood Green Building Systems Pvt. Ltd.	N.A	N.A	5.00	101.48	675.24	675.24
	Investments	Turnover	Profit before taxation	Provision for Taxation	Profit after Taxation	Proposed Dividend	% of Shareholding
	0.00	1925.94	89.30	27.46	61.84	0.00	99.00

Part "B" Associates and Joint Ventures							
Statement pursuant to section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures							
Sr. No.	Name of Associates/ Joint Ventures	1. Latest audited Balance Sheet Date	2. Shares of Associate/Joint Ventures held by the Company in the year end			3. Description of how there is significant influence	
			No.	Amount of investment in associates/joint venture	Extend of holding %		
	N.A	N.A	N.A	N.A	N.A	N.A	N.A
4. Reason why the associate/joint venture is not consolidated		5. Networth attributable to Shareholding as per latest audited Balance Sheet		6. Profit/Loss for the year			
				i. considered in consolidation	ii. Not considered in consolidation		
N.A	N.A	N.A	N.A	N.A	N.A		

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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 : U29305RJ1992PLC007003
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 23rd Annual General Meeting of the company, to be held on the Saturday 26th day of September 2015, at 11.00 a.m. at SP-2032(A), Ramchandrapura Industrial Area, Sitapura Extension, Jaipur – 302 020 (Rajasthan) and/or at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(S)	Vote	
		For	Against
	Ordinary Business		
1.	To consider and adopt the audited financial statements (both consolidated & standalone) for the financial year ended March 31, 2015 which includes the statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's.		
2.	To consider re-appointment of Mr. Mahendra Karnawat (DIN: 00519876) and Mr. Shreyansh Dhabriya (DIN: 06940427) both Whole-Time Directors of the Company, who retires by rotation and being eligible offers themselves for re-appointment.		
3.	To ratify the appointment of M/s. Narendra Sharma & Co., Chartered Accountants as Statutory Auditors & fixing their remuneration for the year 2015-16		

	Special Business		
4.	To Increase the Authorize Share Capital of the Company from Rs. 1000 Lakhs to Rs. 1250 Lakhs		
5.	To Issue Bonus Equity Shares in proportion to 1 (one) Equity Share for 4 (four) existing Equity Shares		
6.	To Approve 'Polywood Stock Option Scheme 2015'		
7.	To Approve 'Polywood Stock Option Scheme 2015' for its Subsidiaries		
8.	To Revise the terms of Remuneration of Managing Director Mr. Digvijay Dhabriya		
9.	To Revise the terms of Remuneration of Whole-Time Director Mrs. Anita Dhabriya		
10.	To Revise the terms of Remuneration of Whole-Time Director Mr. Mahendra Karnawat		
11.	To Revise the terms of Remuneration of Whole-Time Director Mr. Shreyansh Dhabriya		

Signed this _____ day of _____ 2015

Affix
Revenue
stamp here

Signature of Shareholder

Signature of Proxy holder

Notes:

1. A Proxy need not be a member of the Company.
2. 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.
3. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at 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 : U29305RJ1992PLC007003

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

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 23rd Annual General Meeting of the Company held on Saturday 26th day of September 2015, at 11.00 a.m. at SP-2032(A), Ramchandrapura Industrial Area, Sitapura Extension, Jaipur - 302 020 (Rajasthan).

(Member's /Proxy's Signature)

Note

1. Only Members/Proxyholders can attend the Meeting.
2. Members are requested to bring their copies of the Annual Report for reference at the meeting.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.



"Stepping into a Green Future"

AN ISO 14001:2004 & ISO 9001:2008 CERTIFIED COMPANY



Memorable Events





DHABRIYA POLYWOOD LIMITED

Regd. Off: B-9D(1), Malviya Industrial Area, Jaipur-17 (RAJ) Tel:+91-141-4057171 (30 Lines) 4040101-05 Fax: 0141-2750814
Email: sales@polywood.org; info@polywood.org website: www.polywood.org