Century Plyboards (India) Limited
Century House,
P 15/1, Taratala Road, Kolkata - 700088
• P: (033) - 3940 3950 • F: (033) - 2248 3539
kolkata@centuryply.com • www.centuryply.com
Cin No : L20101WB1982PLC034435

CENTURYPLY®

August 09, 2019

BSE Ltd. Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400 001 **Scrip Code: 532548**	National Stock Exchange of India Ltd. Exchange Plaza, Bandra Kurla Complex, Bandra (E) Mumbai- 400 051 **Scrip Name- Centuryply**

Dear Sirs

Subject: Submission of Notice of Annual General Meeting and Annual Report

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we enclose herewith a copy of the Annual Report of the Company for the financial year 2018-19. A copy of Notice convening Annual General Meeting on Wednesday, 4th September 2019 at 11 A.M. at Gyan Manch, 11, Pretoria Street, Kolkata 700 071 along with Proxy Form and Attendance Slip are also attached herewith.

This is for your information and record.

Thanking you,

Yours faithfully,
For Century Plyboards (India) Ltd.

SUNDEEP JHUNJHUNWALA

Digitally signed by SUNDEEP JHUNJHUNWALA
Date: 2019.08.09 16:58:21 +05'30'

Company Secretary
Encl: As above

Century Plyboards (India) Limited

CENTURYPLY

WWW.CENTURYPLY.COM

PAGE 02

CENTURYPLY. THE FIRST NAME THAT COMES TO MIND WHEN YOU THINK OF ‘PLYWOOD’ IN INDIA

ANNUAL REPORT 2018-19

C E N T U R Y P L Y .

AT THE RIGHT TIME. AT THE RIGHT PLACE.

INDIA IS SITTING AT THE CONVERGENCE OF SMART PHONES AND THE INTERNET, CREATING AN IMPRECEDENTED OPPORTUNITY FOR INTERIOR PRODUCT COMPANIES LIKE CENTURYPLY

PAGE 22

Forward-looking statement: In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make, contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should know or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

CONTENTS

Corporate Information

BOARD OF DIRECTORS

Chairman and Managing Director
Sajjan Bhajanka

Executive Directors
Hari Prasad Agarwal
Sanjay Agarwal
Prem Kumar Bhajanka
Vishnu Khemani
Ajay Baldawa
Keshav Bhajanka
Nikita Bansal

Independent Directors
Debanjan Mandal
J P Dua
Mamta Binani
Mangi Lal Jain
Probir Roy
Santanu Ray
Sunil Mitra
Vijay Chhibber

Chief Financial Officer
Arun Kumar Julasaria

Company Secretary
Sundeep Jhunjhunwala

AUDITORS

Singhi & Co.
Chartered Accountants
161, Sarat Bose Road
Kolkata 700026

BANKERS

Allahabad Bank
Corporation Bank
Union Bank of India
HDFC Bank
DBS Bank India Ltd.
IDBI Bank Ltd.
Standard Chartered Bank

COMMITTEES

Audit Committee
Mangi Lal Jain (Chairman)
Santanu Ray
Mamta Binani
Hari Prasad Agarwal

Corporate Social Responsibility Committee
Sajjan Bhajanka (Chairman)
Hari Prasad Agarwal
Mangi Lal Jain
Mamta Binani

Share Transfer Committee
Hari Prasad Agarwal (Chairman)
Keshav Bhajanka
Ajay Baldawa

Nomination and Remuneration Committee
Mangi Lal Jain (Chairman)
Santanu Ray
Mamta Binani

Finance Committee
Sajjan Bhajanka (Chairman)
Hari Prasad Agarwal
Sanjay Agarwal

Stakeholder Relationship Committee
Mamta Binani (Chairman)
Hari Prasad Agarwal
Nikita Bansal

Risk Management Committee
Sanjay Agarwal (Chairman)
Keshav Bhajanka
Arun Kumar Julasaria

MAJOR PLANT LOCATIONS

Plywood & Veneer Units
- Kanchowki, Bishnupur, District: 24 Parganas (S), West Bengal
- Chinnappolapuram, Gummidipondi, Tamil Nadu
- Rambha Road, Taraori, Haryana
- Mirza Palashbari Road, Kamrup, Assam
- Village Moti Chirai, Taluka Bhachau-Kachchh, Gujarat

Plywood & Veneer Units (Owned by subsidiaries)
- Roorkee, Uttarakhand
- Yangon, Myanmar
- Attapeu, Laos
- Savannakhet, Laos

Laminate
- Kanchowki, Bishnupur, District: 24 Parganas (S), West Bengal

Container Freight Station
- Block- B & C, Sonai, Khidderpore, Kolkata, West Bengal
- Hide Road, Brace Bridge, Khidderpore, Kolkata, West Bengal

MDF
- Village Doulowal, Tehsil and Dist: Hoshiarpur, Punjab

Particle Board
- Chinnappolapuram, Gummidipondi, Tamil Nadu

REGISTERED OFFICE

P-15/1, Taratala Road, Kolkata – 700088
Phone: 033-39403950
Fax: 033-24015556

REGISTRAR AND SHARE TRANSFER AGENT

Maheshwari Datamatics Pvt. Ltd.
23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700001, West Bengal
Phone: 033-2243 5029, Email: mdpldc@yahoo.com

WEBSITE

www.centuryply.com

CIN

L20101WB1982PLC034435

CENTURYPLY.

THE FIRST NAME THAT COMES TO MIND WHEN YOU THINK OF ‘PLYWOOD’ IN INDIA

Centuryply.

India's most trusted organised interior infrastructure brand.

Providing a product basket ranging from plywood to laminates to particle boards, among others.

Enhancing convenience.

Delighting consumers.

Pervasive

'Oh Centuryply!' is the informed and familiar consumer reaction. The kind of response reserved for a trusted friend.

Which explains why Centuryply is not just another brand in India's interior infrastructure sector. It is the first recall when it comes to interior solutions.

There are a number of reasons for this.

One, the Company has been around for more than three decades.

Two, the Company is everywhere if you go by brand visibility.

Three, the Company is everywhere (again!) if you go by product availability.

Four, the Company provides a range of products.

Five, you have yet to come across someone who says, 'Er!, I wasn't quite satisfied.'

The result is in the numbers.

Centuryply accounts for more than 25% share of the country's organised plywood market; it has emerged as the third-largest laminates player in India.

Forerunner

So what has protected Centuryply's position as one of the most trusted names in the interior products sector in India?

Just one word: 'Innovation'.

In a rapidly transforming world, Centuryply has evolved its offerings to match the needs of its consumers.

In a demanding world, where most consumers are obsessed with 'How much more can the brand excite me?' Centuryply has innovated products and features.

In a world where consumers seek to buy the best at the lowest price, Centuryply has consistently innovated to strengthen its value proposition.

The impact lies in the fine print: Centuryply was the first in India to introduce plywood varieties that were fire-retardant, water-resistant, termite and borer-proof. And just when the consumers felt that they had seen what needed to be seen in laminates, Centuryply leveraged nanotechnology to introduce fragrant laminates, antibacterial and smudge-free laminates.

The result is that whoever buys into Centuryply, buys into three words: Peace of mind.

Segments addressed

So what is Centuryply?

Premium? Low-priced? Prohibitive?

Centuryply is whatever the consumer thinks it to be.

There is the well-heeled Ms. Bhalla from South Delhi who thinks that Centuryply goes with her chic interiors.

There is Mr. Haldipurkar from Mumbai who finds Centuryply well-

There is a Ms. Sasikala from Bengaluru who feels that when you make the biggest investment in your home, getting the best price bargain could be the most myopic thing to do.

priced because he finds it neither too expensive and neither too cheap – just right instead.

There is a Ms. Sasikala from Bengaluru who feels that when you make the biggest investment in your home, getting the best price bargain could be the most myopic thing to do.

The result is that Centuryply provides products across diverse price points to suit the paying capacity of consumers. Top up the existing budget and you graduate to a better product grade; buy into the brand once and you are introduced to a wide range of options (linear and lateral) without your needing to risk buying another brand.

The result: once a Centuryply customer, always a Centuryply customer.

Portfolio

Why do consumers prefer to buy from Centuryply?

We asked a number of our consumers. And in one form or the other, the answer kept coming back to a central idea described in different words. They said *'Khareedaari me aasani'*. Some said, *'Ekti jaayega theke shob kinlaam.'* Others said, 'One-stop convenience.'

Which means that the consumer walking in to buy plywood gets to appraise laminates. The one intending to buy laminates is presented with a swatch of particle boards. The one intending to buy particle boards ends up being presented MDF samples to feel and touch. The person who walks into buy MDF is surprised to find the Company also marketing pre-engineered doors and fibre cement boards.

The usual reaction: 'I had gone there to buy something specific but after I finished, I ended up buying something different. What makes Centuryply different is that it did not just provide me what I wanted; it provided me what it thought I needed to buy.'

Pedigree

If there is one thing that sets Centuryply different, it is that one word a number of trade partners appreciate the most – pedigree.

The Company comes with a 32-year track record of having been in business. This enduring presence has been marked by a stable engagement protocol. The systems and processes followed by the Company are professional and predictable.

The Company was promoted by first-generation entrepreneurs - Sajjan Bhajanka, Sanjay Agarwal and Hari Prasad Agarwal – who led an able team of professionals possessing rich industry experience. Besides, the Board comprised eminent personalities drawn from various fields.

The result is that when trade partners – who are the Company's primary customers – work with the Company they know that this is a company they can trust.

Presence

Headquartered in Kolkata, West Bengal, the Company has 10 manufacturing units including India and abroad (upcoming unit in Gabon).

The Indian units are located in Joka (West Bengal), Guwahati (Assam), Kandla (Gujarat), Chennai (Tamil Nadu), Karnal (Haryana) and Hoshiarpur (Punjab), making it possible to service pan-India consumers with speed. The units in Roorkee (Uttarakhand), Myanmar and Laos are managed by the Company's subsidiary companies. The Company's 30 marketing offices cater to more than 730 cities and towns, backed by approximately 2100 dealers and over 25000 retailers. The result is that Centuryply is generally the quickest to address demand upturns with speed, service and sensitivity.

The Company also manages a container freight station proximate to the Kolkata Port (100,000 square metres) with a capacity to handle 1,56,000 twenty-foot equivalent units of containers.

Credibility

When consumers buy into Centuryply, the first word that is evoked is 'protection'. Centuryply is among the handful players within the industry to offer five to lifetime years of warranty for plywood. Each plywood and laminate sheet possesses a unique code number for traceability that helps address quality issues with speed. This means that whoever buys into Centuryply never needs to worry.

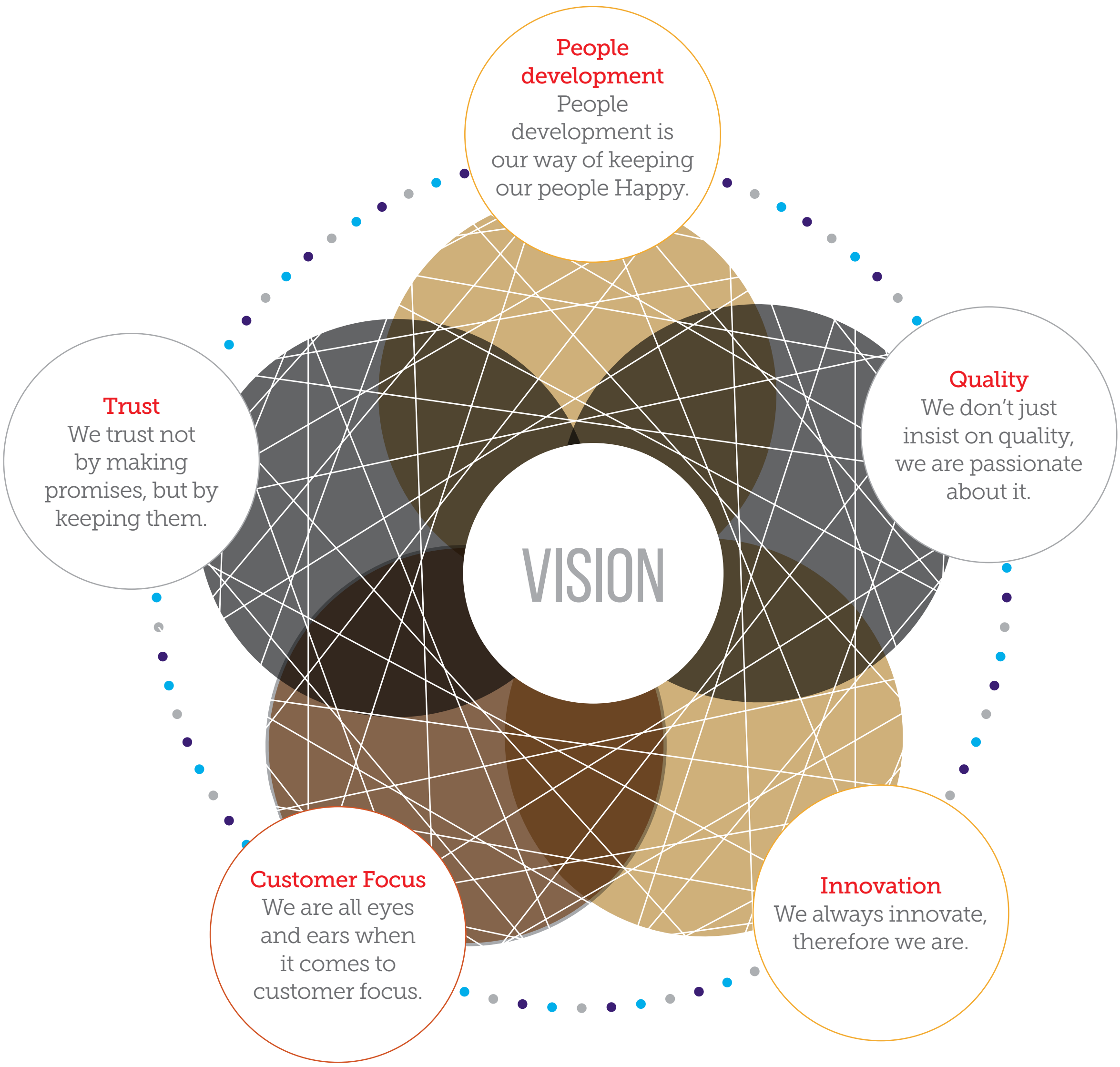
This quality assurance has been derived from the security of process certifications.

The Joka plant, an ISO 9001-certified unit, was India's first plywood manufacturing facility to be so certified. The Company is also ISO14001-certified, validating its environment-friendly practices.

The result is that when a consumer buys into Centuryply, the latent assurance is that 'It must be completely right.'

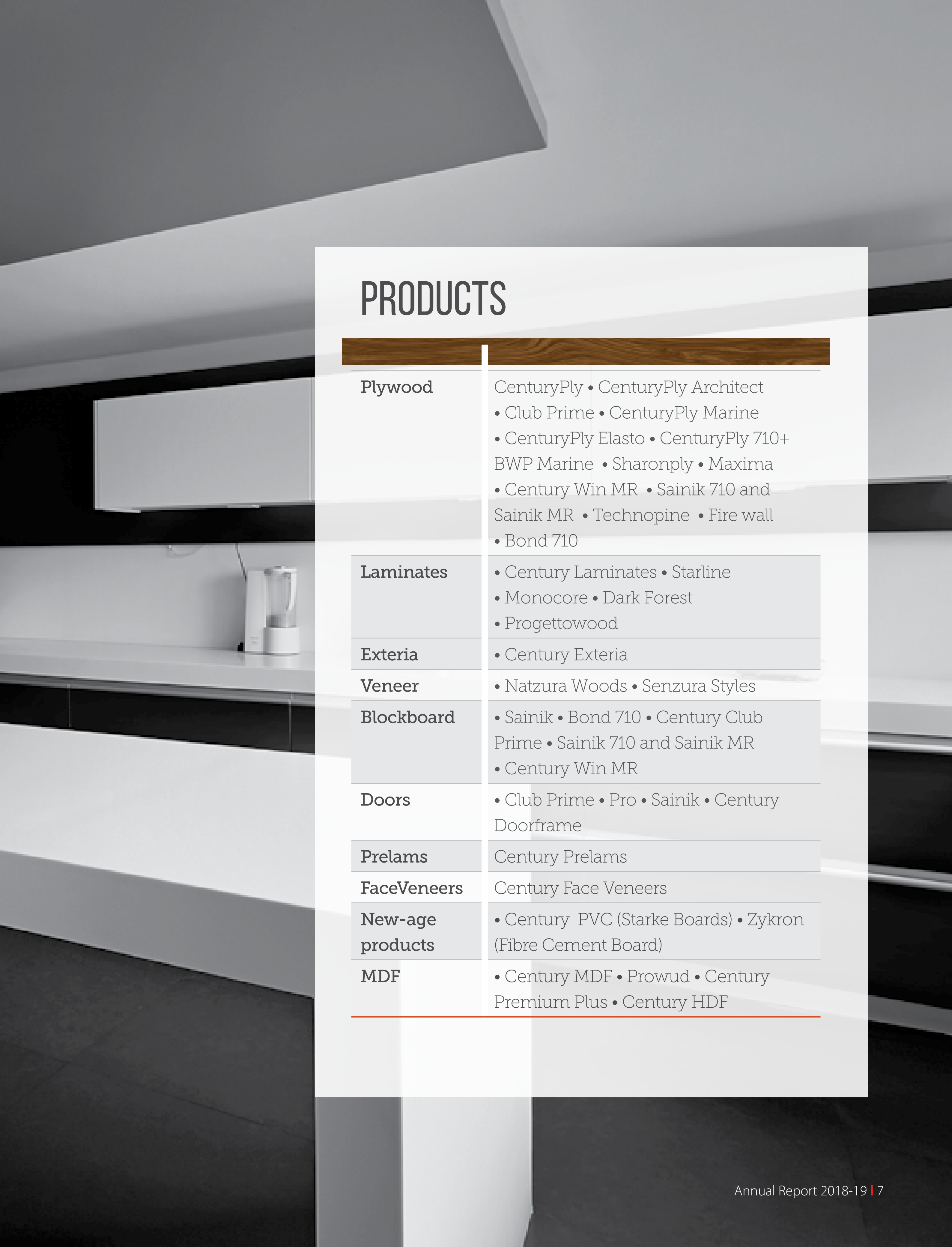
The Company also manages a container freight station proximate to the Kolkata Port (100,000 square metres) with a capacity to handle 1,56,000 twenty-foot equivalent units of containers.

ETHOS



VALUES

Our core values are Integrity, Excellence, Team Work, Empowerment, Speed & Energy, Frugality, Accountability, Change Friendliness, Caring and Sharing.



PRODUCTS

Plywood	CenturyPly • CenturyPly Architect • Club Prime • CenturyPly Marine • CenturyPly Elasto • CenturyPly 710+ BWP Marine • Sharonply • Maxima • Century Win MR • Sainik 710 and Sainik MR • Technopine • Fire wall • Bond 710
Laminates	• Century Laminates • Starline • Monocore • Dark Forest • Progettowood
Exteria	• Century Exteria
Veneer	• Natzura Woods • Senzura Styles
Blockboard	• Sainik • Bond 710 • Century Club Prime • Sainik 710 and Sainik MR • Century Win MR
Doors	• Club Prime • Pro • Sainik • Century Doorframe
Prelams	Century Prelams
FaceVeneers	Century Face Veneers
New-age products	• Century PVC (Starke Boards) • Zykron (Fibre Cement Board)
MDF	• Century MDF • Prowud • Century Premium Plus • Century HDF

MESSAGE FROM THE **CHAIRMAN**

SAJJAN BHAJANKA, CHAIRMAN

Dear shareholders,

The year FY19 proved to be one of the most challenging in the recent existence of Centuryply.

The most fitting analogy that I can provide is that of an individual picking flowers in a garden and being suddenly struck by lightning.

The slowdown that the Indian economy experienced in the last financial year was a bolt from the blue, starting with something completely unrelated to the Indian interior infrastructure sector.

A large Indian NBFC could not address its dues to stakeholders, resulting in a panic that virtually froze funding to the country's NBFC sector and in affected consumer sentiment.

The result was a liquidity paralysis within the Indian economy, impacting the real estate sector which, in turn, affected the offtake of interior infrastructure products from companies like ours.

Besides, the Company suffered setbacks in terms of raw material sourcing as Laos and Myanmar banned the export of face veneers, affecting our manufacturing facilities in those countries. Through prudent responsiveness, your Company overcame the challenge to not only retain market share but grew revenue by 15% over FY18. However, EBITDA reported 2.01% decline and PAT reported 1% growth.

A key growth driver of our performance during the year under review was our MDF business. From the start of operations in the second half of FY18, we achieved a capacity utilisation of 65% in FY19, which translated into a 161.11% increase in revenue from ₹113.11 crore in FY18 to ₹295.35 crore in FY19.

Complementing the growth in the MDF business, our laminates business reported a 16.14% growth in revenues over the previous year.

In the business of plywood, wood accounts for nearly a major part of our raw material cost. Over the past few years, we sourced face veneer from our units in Myanmar and Laos. However, a ban on exports imposed by the government of these two countries resulted in discontinued raw material supplies from those countries. Your Company had proactively procured adequate raw material in anticipation of this reality. The result is that we addressed our resource appetite requirements even in the face of the ban. To hedge such a situation, we commissioned a face veneer unit in Gabon, expected to be operational by end of Q3FY20 and likely to service a large portion of our raw material requirements.

Centuryply had commissioned its particle board unit in Chennai in July, 2016; the MDF unit was commissioned in October, 2017 in Punjab. I am pleased to inform that we have achieved 100% capacity utilisation at the Chennai unit and more than 65% at the MDF unit, which helped strengthen the Company's revenues during the year under review. The Company has emerged as a key player in the MDF market and with furniture demand from the organised sector growing, we are optimistic that offtake for MDF and particle boards could strengthen across the foreseeable future.

Centuryply has consistently believed that in a competitive space sustainable competitiveness is derived from the ability to moderate costs and improve product quality. As a practice, we continue to invest in process optimisation. During the year under review, we replaced pressing machines and core machines with superior alternatives, which not only improved quality and productivity but moderated costs as well.

Centuryply continued to invest in its future as the safest hedge against business uncertainties. During the last five years, the Company made capex investments of ₹792.86 crore. In FY19, the Company consolidated its various businesses and focused on enhancing capacity utilisation and related efficiencies. This was done with the objective of protective competitiveness and retain its position as a premier and profitable industry player.

Strong Balance Sheet

Despite having made substantive capex investments in the last three years, our Balance Sheet remained largely unleveraged during the year under review with a long-term gearing of only 0.18. Further, the Company has lined up capital investments of ₹90.37 crore over the next two years, which is planned to be largely funded through the Company's internal accruals.

The Centuryply brand has helped rationalise working capital requirements through a cash-and-carry business model. The Company's receivables cycle was at 86 days of turnover equivalent in FY19 compared to 62 days of turnover equivalent in FY18.

At Centuryply, we are optimistic of our prospects on account of our relatively low marketing expenditure owing to an established national footprint. This provides us with the room to capitalise on sectoral opportunities with speed and the ability to fund business initiatives should market dynamics warrant it.

Innovator

Centuryply commands respect in the industry for its commitment to innovation. The Company was the first in India to introduce fire-retardant and water-resistant plywood and anti-bacterial laminates, among others. Leveraging its capabilities in nanotechnology, Centuryply marketed a new variety of fire-retardant plywood, priced even more attractively than the original fire-retardant plywood variety, reducing the price gap between regular plywood and the new alternative. What makes this offering distinctive is that Centuryply is perhaps the only company to introduce fire-retardant plywood at this price point (with lower pricing gap compared to regular plywood), making it possible to widen the market by graduating consumer preferences and building a value-driven moat over competing alternatives.

Investing in Gabon

At Centuryply, we recognise that the key to sustainable competitiveness in India's plywood sector will come from the ability to secure raw material requirements over the long-term.

To secure our raw material supply, Centuryply invested nearly ₹30 crore to set up a face veneer unit in Gabon with a capacity of ~2500 CBM per month, based on a careful evaluation of sustainable timber sourcing and the management of logistics issues. The long-term competitiveness of the initiative was secured by the okume species of timber from Gabon that was almost 35% cheaper than the timber from Myanmar. As a result, the final delivered cost of timber from its origin is expected to account for only 5% of the total cost of plywood for the Company. The unit is expected to be operational by the end of Q3FY20, addressing the raw material needs for our mass brands like Sainik and Bond while the veneer sourced from Myanmar (which resumed) will address the manufacture of our premium brands.

MDF, the future of panel products in India

Even as there is a concern about the MDF market being presently oversupplied, we believe that this segment will drive the country's furniture industry. Consider this: internationally MDF accounts for nearly 80% of all the manufactured furniture while in India, 80% of the furniture, manufactured consumes plywood. At Centuryply, we believe that this scenario could soon reverse inspired by the growing presence of organised retail players led by global majors such as Ikea and indigenous omnichannel brands like Pepperfry and Urban Ladder as well as a growing customer preference for factory-made furniture.

Despite being a late entrant in the field of MDF manufacturing, the Company succeeded in capturing a market share almost equivalent to players already in this field for eight years or more. This validated the Company's reputation for being able to enter challenging spaces, leverage long-standing capabilities, grow faster than the sectoral average, carve out a competitive position, customise the product and establish quality. Despite MDF oversupply, the Company succeeded in increasing its MDF capacity utilisation during the year under review, protecting MDF EBITDA margins at around 14%.

Plywood performance

In India's organised plywood segment, Centuryply accounted for more than 25% share, with attractive leadership in the premium segment. However, demand in this segment has matured over the years. The key opportunity lies in the mid and lower segments, which were earlier serviced by the unorganised sector that is now struggling to compete with the country's organised segment. Centuryply expects traction from Tier II cities that were once dominated by unorganised players and are attractively placed to capitalise.

Optimism

At Centuryply, we are optimistic about our prospects for good reasons.

The Affordable Housing Project is expected to catalyse the demand for our products. There has been a revival in residential and commercial property offtake in the last quarter of the previous financial year.

MDF demand has increased more than 20%, driven by the organised retail industry. The cost-effectiveness of furniture made with MDF is expected to play a crucial role in driving demand, which should strengthen overall margins.

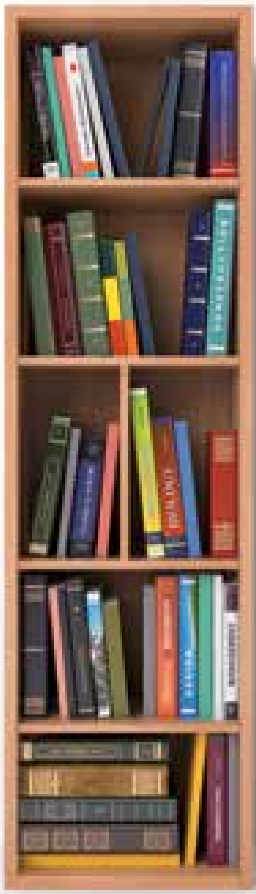
Centuryply is contemplating to a capitalise particle board in Uttar Pradesh. All the necessary permissions for the unit have been taken. The Company expects robust volume growth across all business segments, with the Gabon unit meeting a large share of its raw material requirements while rationalising costs. The Company is also committed to continue investment in de-bottlenecking initiatives that could expand margins.

I take this opportunity to thank all stakeholders for believing in us. We expect to sustain this journey and enhance value of all our stakeholders across the foreseeable future.

Highlights of MDF business

- Achieved capacity utilisation of 65%
- Introduced new thickness variants to cater to new segments and expand our market.
- Introduced new product under the brand name of " Premium Plus " with 5 year warranty and extra density & extra moisture absorption property. Century is the first to introduce warranty feature attached to any MDF product in India.
- Embossed MDF is intended to be launched in October, 2019 to enhance the business further.
- Expanded dealer network on Pan India Basis.
- Introduced a wide range of designs under Prelam.
- Received BIS, CARB , FSC Certification to ensure quality conformity.

The long-term competitiveness of the initiative has been secured by the okume species of timber from Gabon that is almost 35% cheaper than the timber from Myanmar.



INDIA'S FURNITURE INDUSTRY IS INCREASINGLY BECOMING ORGANISED AND DIGITALISED

The standard approach to buying furniture lay in not buying it, but engaging a mistry, providing money to buy block wood, plywood and laminate, clearing space in front of the landing in the building, establishing territorial control for the next fortnight, getting a letter from the association of the building to desist from working in the afternoon and evoking collective relief from neighbours when the work finally ended.

There are an increasing number of people who are saying goodbye to the conventional approach to furniture manufacture.

There are a number of reasons for the transition.

One, an increase in the number of online channels offering furniture, making it possible to appraise a vast range on the smartphone.

Two, the incidence of working women means that the conventional home maker who could be trusted to oversee the mistry's operations is missing.

Three, an entirely new segment of organised furniture brands has emerged in the last decade.

Four, the organised furniture brands are offering a superior price-value proposition.

The result is that the share of the organised furniture segment can potentially reach ~20% by 2022.

This growing traction is expected to generate a sizable shift in the country's panel products sector, presently dominated by the plywood industry. At this point, new age products like MDF and particle boards segments account for only around 20% of this segment whereas the trend is completely the opposite in the global market.

Centuryply is attractively placed to capitalise on the transition. In addition to being a leader of the plywood segment in India, the Company has emerged as a trusted player in the MDF and particle board segments as well, engaged in increasing its strength to service growing demand in these segments.

The incidence of working women means that the conventional home maker who could be trusted to oversee the mistry's operations is missing.

Increased consumer spending: India is arguably the fastest-growing major economy and on course to witness a four-fold growth in consumer spending by 2030. As this transpires, demand for housing and interior infrastructure should correspondingly increase.

Middle-class differentiator: By 2030, India could evolve from being an economy led by the bottom of the country's economic pyramid to one led by its middle-class. Nearly 80% of households in 2030 would be middle-income, up from about 50% today. The middle-class could drive 75% all consumer spending in India in 2030.

Upward income mobility: As 140 million households graduate to the middle-class and another 20 million move into the high-income bracket, they could spend 2-2.5x more on essential categories (food, beverages, apparel, personal care, gadgets, transport and housing) and 3-4x more on services (healthcare, education, entertainment and household care).

Reducing gap between rural and urban India: The internet and smartphones have significantly bridged the information gap between urban and rural consumers of India. Beyond the top 40 cities, a number of rural and small urban towns already possesses similar income profiles.

New generation: Millennials and generation Z consumers will be able and willing to spend more. By 2030, 77% Indians will have been born in the late 1980s and onwards. This generation of consumers will have had an exposure to more products and service options than their predecessors. These youngest Indians already exhibit the greatest willingness to increase spending over the next 10 years, a substantial part of which would account for a demand for residential products.

Urbanisation: Forty per cent of India's population could be urban by 2030. This could drive demand for urban homes and related interior infrastructure products.

Increasing e-retail: Technological advancements such as the availability of high speed internet networks and increased absorption of smart gadgets could catalyse the e-retail sector in India, making it easier to buy furniture online.

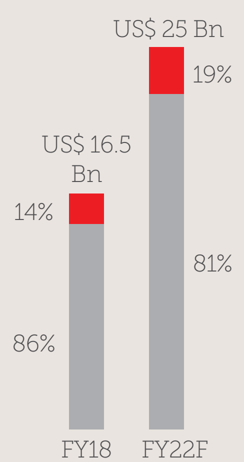
Bodes well for Centuryply

The organised furniture industry is making greater use of MDF and particle board, which are more affordable, possess a smoother surface finish and can be easily machined and painted.

Despite being a late entrant in MDF manufacture in India, Centuryply has emerged as a preferred provider of this product on account of its quality, durability and higher product customisation possibilities. The Company's MDF unit is one of the largest in the country operating at more than 65% capacity utilisation.

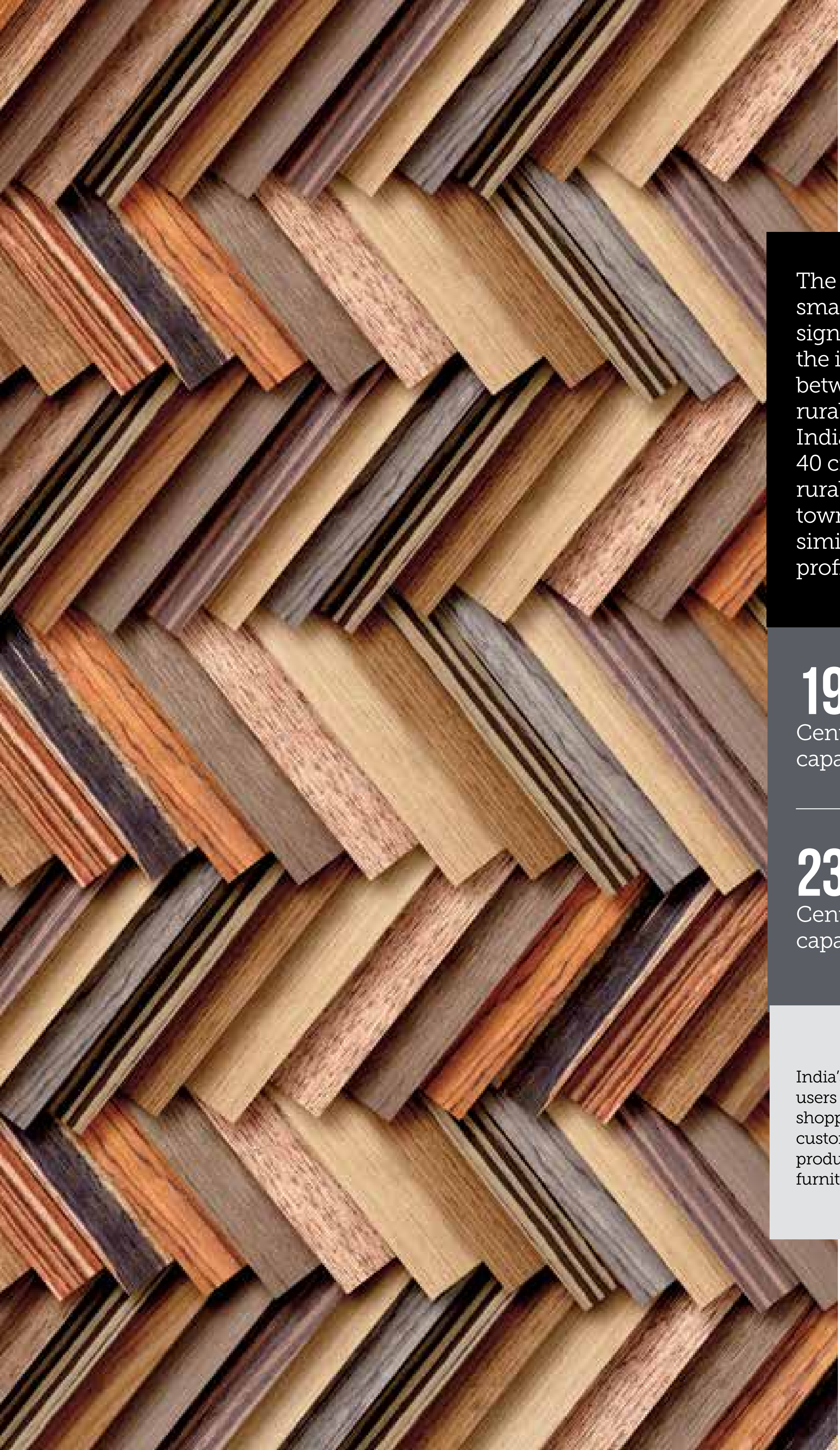
The Company's particle board unit at Chennai operated at full capacity during the year under review. The Company is planning to invest in a particle board unit in Uttar Pradesh to address growing demand from Northern India.

Low share of organised retail is quickly changing in furniture...



Centuryply addresses two trends driving furniture demand - digitalisation and the role of urban millennials.

Digitalisation: India's ~500 mn internet users and ~100 mn online shopping population drives customer journey across product categories - and furniture is no exception. The share of 'digitally influenced' furniture buyers in India is 60%. With the transaction experience becoming frictionless, online furniture buying (and renting) is expected to become ever more mainstream.

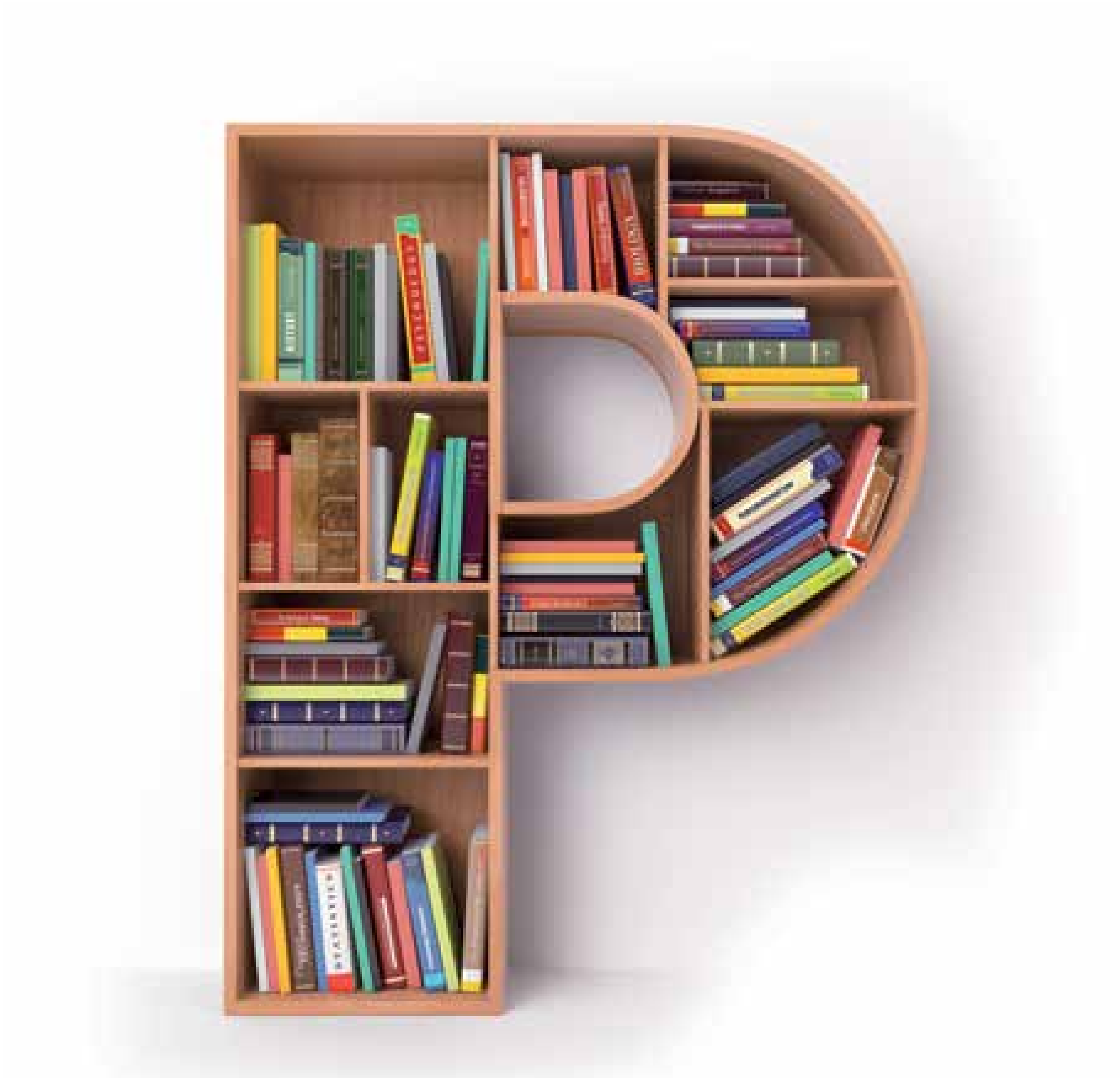


The internet and smartphones have significantly bridged the information gap between urban and rural consumers of India. Beyond the top 40 cities, a number of rural and small urban towns already possess similar income profiles.

198000 CBM
Centuryply's MDF capacity

239000 CBM
Centuryply's plywood capacity

India's ~500 mn internet users and ~100 mn online shopping population drives customer journey across product categories - and furniture is no exception.



PICKING UP THE RIGHT OPPORTUNITY AT THE RIGHT TIME

Centuryply has been consistently investing in manufacturing capacities to create a sustainable growth journey

Over the past few years, Centuryply has successfully invested in expanding the capacity of its product lines on the one hand and entering into the manufacture of emerging products on the other.

To address the growing demand for MDF and particle boards, the Company is lining up its next round of investments. The Company plans to invest in a particle board unit in Sitapur, Uttar Pradesh. The plant, expected to be commissioned with a capacity of 500 cubic mtrs per day, is expected to quadruple the Company's particle boards manufacturing capacity.

The Company is also contemplating a brownfield expansion of its MDF plant in Sitapur.

The Company was one of the first within its sector to extend beyond India and commission international units to source raw material. It entered Gabon to commission a face veneer unit for an investment of about ₹30 crore. The face veneer sourced from that country will feed the mid-segment plywood market addressed by the Company.

Funding the growth

As of 31st March 2019, Centuryply possessed sufficient accruals, which it intends to use for planned expansions. Besides, the Company's existing business generates an annual cash flow which can also be allocated towards capacity expansion. The Company's long-term debt-to-equity ratio stood at 0.18 as of 31st March 2019, which provides the Company with adequate borrowing room.

90.37

Total planned capex in the next two years (₹ in crore)

792.86

Centuryply's capex in the last five years (₹ in crore)

How this has helped in scaling Centuryply...

Capacity enhancement for plywood

20%

Capacity enhancement for laminates

57%

MDF capacity

198000 CBM

Particle boards capacity

54000 CBM

CENTURYPLY, MAKING PLYWOOD ENVIRONMENT-FRIENDLY

Over the years, Centuryply has been investing to make the environment cleaner and greener

There is a greater premium in addressing the need for a cleaner world than ever before. At Centuryply, we are addressing our responsibility with a higher priority for environmental integrity backed by corresponding spending.

One of the key areas in which the Company has invested with the objective to reduce carbon footprint is in the use of solar power.

The Company completed the installation of rooftop solar panels in all its units (except Hoshiarpur where the project is under implementation).

The Company invested around ₹28 crore in the installation of solar energy modules, expected to pay back within 6 years. The cumulative 5980 KW (6 MW) capacity of these roof top solar power plants is expected to service 15% of the Company's power appetite. This is expected to result in annual CO_2 reduction of 6,100 tonnes.

Centuryply is among the first in the Indian plywood sector to install rooftop solar power plants.

Completing the project

The major challenge for the Company was to replace the traditional roof with the solar roof top without affecting ongoing operations. The Company addressed this challenge through a special mounting structure; the installation was largely done on successive Sundays to minimise operational interruption; the project was completed over a period of two months.

Benefits of the project

The green energy project will be good for the Company, community and the world.

- The project will capitalise on the fact that India gets about 300 days of sunny days a year on an average, enhancing utilisation.
- The generation of green power could avoid 2331.17 tonnes of carbon dioxide generating.
- The Company will potentially save ₹6 crore a year in electricity arbitrage alone.
- The Company possesses a net metering facility at Purbachal, Cent ply and Karnal.

Environment management

As a responsible organisation, Centuryply undertook a number of initiatives. It started initiatives against plastic pollution at its Chennai plant, banning the use of single-use plastic at the unit. It installed plastic collection units to shred the collected plastics for recycling in Chennai and Madurai. Following installation, the machines collected and recycled bottles.

The Company distributed cloth shopping bags to 1000 passengers at the Chennai Airport to curb the use of the plastic equivalent; the local vegetable markets in Chennai were provided cloth bags

To protect wildlife diversity, the Company engaged with an organisation to clean the Pulicat Lake in Chennai, once the home of thousands of migratory birds. As the lake was cleaned of garbage, birds returned to the lake.

The Company distributed nearly 1.5 lakh tree saplings in Chennai.

The Company participated in a beach cleaning drive in Chennai and distributed paper bags at the gate of the Chennai Zoo to discourage the use of plastic.

Kolkata plant

- Green belt cover has been extended all around the plant especially the new extended laminate shed where 35% of the project area has been covered with greenery.
- Installation of 100KL STP plant, which has reduced consumption of precious ground water. The treated water is used for watering the greenery in the plant premises.
- Use of renewable solar energy is now achieved at 1,170 KWp which caters to 10% of the plant's power requirement.
- Proposed to replace the old thermic fluid heaters with imported energy efficient plants thus reducing the emission level near to zero in addition to giving a consistent heat requirement.
- Replaced old dryer with new energy efficient dryer, 10 daylight hot press with 20 daylight hot presses and 4 feet glue spreaders with 8 feet glue spreaders leading to saving of electricity, reducing carbon emission and increased productivity.
- Normal DG sets have been made sound proof to minimise the noise level during operation.
- Spillage and land contamination is reduced with replacement of 200 litre diesel drums with higher capacity (1,200 litre) tanks.
- 7,416 W of LED battens have been replaced with 3,090 W of highway LED thus saving electricity and reducing carbon emission.

VISIBLE

To sustain growth, it is imperative to invest continuously in the brand to drive visibility. Centuryply has been investing consistently across mediums to consistently stay on top of consumer recall.

Positioning of the brand

Centuryply is a leading player in India's organised panel and decorative segment. The Company's products are mainly used by consumers who seek quality with an assured guarantee.

The Company uses above-the-line media like outdoor hoardings, wall wraps, and radio spots to promote the brand. It has a presence across all forms of digital media, publisher's sites and content partners.

Challenging environment and counter measures

Centuryply is no different. The brand is positioned to counter the incidence of counterfeit products and competing price pressures.

At Centuryply, we address these challenges through continuous trade and consumer education, attractive loyalty programs (for influencers), digital campaigns highlighting various product attributes and escalation to authorities to conduct counter-piracy raids.

Key initiatives 2018-19

The Company invested nearly 3.3% of its revenues in branding and promotional expenses in 2018-19. Centuryply allocation towards the A&P expenditure increased 40 bps over FY18.

During the year under review, the Company launched a film for the digital platform, which generated more than 6 million views and was judged as one of 50 most impactful campaigns in 2018.

The Company undertook nationwide wall painting, retail-wise branding, own store layout and an influencer loyalty program.

The brand's strengths

The name Century, the red colour and the star mnemonic are widely recognised among consumers and trade partners. The brand is a trustmark for quality, respected for an ethical and differentiated way of doing things

A consumer research conducted by the Company indicated that the core equity of Century was the trust consumers placed in its product quality. The Company's products like plydoors deliver strength and a peace of mind while surface products like laminates and veneers are aesthetically appealing with a wide choice.

CenturyPly Heroes: recognising the 'indomitable spirit' of society in making annual Durga Pujas a reality

The CenturyPly Heroes initiative started in 2014 when the Company reiterated its commitment towards betterment of the carpenter community. The Company recognised the spirit and workmanship of carpenters. Gradually, the annual film metamorphosed into showcasing different sections of society who overcome all adversities to make the Kolkata Durga Pujas the biggest street- festival in the world.

In 2018, the organisation invited people to watch, like, and share a short film hashtagged #CPHeroes on its Facebook page and YouTube page. The objective was to inspire people to respect carpenters and their capability. The touching film was timed with the festive season. The film was shared with Centuryply's empaneled carpenters, contractors, dealers, distributors and employees. The film generated more than 42K likes with 6 million views on the official Facebook page, with over 11K shares.

3.3%

Proportion of the Company's revenues in branding and promotional expenses in 2018-19.

CENTURYPLY.

AT THE RIGHT TIME. AT THE RIGHT PLACE.

India is sitting at the convergence of smart phones and the internet, creating an unprecedented opportunity for interior product companies like Centuryply

India is at an inflection point.

The country is passing through an unusual convergence. On the one hand, the country is witnessing a spate of policy reforms, catalysing its emergence as one of the fastest growing major economies. On the other hand, the unprecedented internet and smartphone penetration is ushering a paradigm shift in consumption pace and preferences.

Centuryply is attractively placed to capitalise.

The Company addresses the widening opportunities of the Indian interior infrastructure segment with a portfolio of products. This is complemented by impeccable quality, wide distribution and a superior price-value proposition.

At the right time

There is a growing need for interior infrastructure products in the country. Growth in urbanisation, family nuclearisation and per capita income is catalysing the demand for residential units and hence, interior infrastructure products. Besides, the Affordable Housing Project of the government is driving residential demand.

This overall momentum is being strengthened by a rising demand for office spaces from key cities. During the year under review, office space absorption touched an all-time high of 47 mn sq. ft , up 5% y-o-y across nine leading States. Several international organisations – and their numbers are increasing – have positioned India as a preferred investment destination, strengthening office space absorption even as Indian companies are also expanding their operations.

Besides, the entry of global furniture retailers (IKEA) and growth of Indian players (Pepperfry, Urban Ladder and Home Town among others) are driving the market for factory-made furniture. Manufacturers of factory-made furniture utilise MDF (over plywood) owing to enhanced affordability and superior surface finish.

Over the last couple of years, GST implementation has narrowed the price competitiveness between the organised and the unorganised players. The result is that companies servicing the mid-priced segments now possess the potential to address segments once serviced only by unorganised players.

During the year under review, office space absorption touched at an all-time high of 47 mn sq. ft, up 5% y-o-y across nine leading states.

Centuryply. The right company

Capacity: To service the growing demand for panel products in the country, Centuryply consistently invested in manufacturing capacity. The Company's plywood capacity of 239000 CBM across seven (including one subsidiary) manufacturing units. This translated into a 25% share of the organised market in India. Besides, the 61.68 lac sheets (with five lines operational) laminates capacity positioned Centuryply as the country's third-largest player with a collection comprising premium 1 mm laminates.

The Company also extended itself to manufacture MDF and particle boards. The quality MDF manufactured by the Company is customised according to consumer needs. The result is that the Company emerged as on of the key MDF players in the country. This MDF is also utilised in the manufacture of pre-engineered doors.

The Company's particle board capacity operated at more than 100% in 2018-19, owing to rising product demand. Based on encouraging long-term prospects, the Company contemplating a greenfield particle board unit in Uttar Pradesh that is expected to further strengthen the Company's particle board capacity.

Multi-segments: Centuryply introduced a range of products across price points. The Company's plywood range comprised premium to mid-priced to economically-priced products. This extensive pricing empowered the Company to address demand from diverse income groups, provide products around varied applications and provide an aspiration migration journey with successive increases in spending power.

Availability: The Company has created an efficient distribution network, making its products available across the country. The Company has a network of over 2100 dealers across 730 cities and towns in the country. The dealers are supported by 9 regional distribution centres. Besides, the Company has enabled e-commerce on its website where customers can directly order products delivered to their homes.

Security: The foundation of the wood-based panel products business is secure with abundant raw material supply. Over the years, Centuryply had foreseen the need in resource security, investing for resource access in key international markets. The Company presently sources raw material from Myanmar for application in premium end products while intending to source raw materials for the mass plywood segment from its proposed

facility in Gabon. The complement of these facilities is expected to provide adequate resources for the Company to grow its business in a sustainable manner.

Innovation: At Centuryply, we believe that consistent investment in research generates the highest returns in terms of product accretion, trade partner loyalty, brand rejuvenation and superior margins. Over the years, the Company has reinforced its Research & Development spending to offer innovative products and features. The Company leveraged the power of nanotechnology to introduce differentiated anti-bacterial and fragrance features in laminates. These laminates enhanced visibility at a time of sales sluggishness, enthused trade partners and reinforced the Company's brand. The introduction of fire-retardant plywood enhanced the overall value proposition while reducing its price gap with regular plywood grades.

Financial strengths: Centuryply's competitiveness derives from the robustness of its Balance Sheet. Over the years, the Company moderated long-term debt. The Company's gearing remained a modest 0.54, resulting in a comfortable interest cover of 5.75x in 2018-19. Besides, internal accruals aggregated across the last two years funded part of the Company's expansion outlay.

In turn, growing accruals helped the Company to invest substantially in capex in the five years ending 2018-19, strengthening business sustainability.

The combination of these realities make Centuryply the right company at the time with the right capacity at the right place.

The Company's future is here.

~20%
Growth in MDF market India

65%
Centuryply's MDF capacity utilisation

44%
Share of revenue from non-plywood segments

7
Years warranty on laminates by Centuryply

730
Number of cities and towns where Centuryply is available

LARGEST
Plywood capacity in the country

3RD LARGEST
Laminates capacity in the country

All figures are relevant for 2018-19

HOW CENTURYPLY HAS TRANSFORMED OVER THE YEARS

Centuryply was primarily a plywood manufacturing company until 2004

- Majority of the Company's revenues were derived from plywood until 2004
- It launched laminates in 2004
- The Company launched particle boards in July 2016 and MDF in October 2017
- It is also engaged in marketing fibre cement boards
- It has integrated forwards into the manufacturing of pre-engineered doors
- The non-plywood segments account for 44% of the Company's revenues in 2018-19

The Company's processes were largely handled manually

- Over the years, it invested in automating the processes
- The Company invested in high productivity machines and auto core composers, improving productivity, reduced manual intervention and improved quality

Centuryply was largely an Eastern India based brand

- Over the years, the Company created a strong presence across the country
- The Company's products are available in more than 730 cities and towns
- Besides in the East, the Company has manufacturing units in the West, North and the South of India as well
- The Company also exports to ~15 countries

CHALLENGING ENVIRONMENT.
INSPIRING RESPONSIVENESS.

The business environment is evolving rapidly, requiring corporates to employ real-time responsiveness to stay relevant. Centuryply has been committed to this discipline over the past few decades.

So what is the real Centuryply?

The aggressive brand that enters new markets and establishes a presence in the shortest time?

The quality oriented product that customers can buy eyes closed?

The environment-respecting Company that will cross all its T's and dot all its I's?

Even as these characteristics are possibly true for the Company, the principal brand of Centuryply is that of a challenge-embracing problem-solver.

Centuryply's plywood manufacture was faced with a number of challenges in 2018-19. Even as consumer sentiment staggered, interior renovation was deferred in a number of cases and consumers preferred to downtrade, the Company resolved to fight back.

A complement of strong forecasting and deep sectoral knowledge helped Centuryply address these challenges that moderated the impact of the slowdown and protected its Balance Sheet.

Ban on export of face veneers from Laos

Over the past few years, the Company imported face veneers from proprietary peeling units in Laos. However, when the governments of the country banned the export of face veneers, Centuryply was faced with an uncertainty related to raw material supply.

Response

Centuryply had foreseen these problems and responded proactively in various ways.

One, the Company had created an adequate buffer stock to address requirements for a year.

Two, the Company embarked on the commissioning of a unit in Gabon that is expected to be operational by the end of Q3FY20 (supplying face veneer for our mid-range and lower-range products). The Company is pleased to report that the Myanmar ban has been lifted; the Gurjan face veneer sourced from that country will now be utilised to address the premium range of plywood manufactured in India.

Challenged by the need to moderate costs

Centuryply recognised that if it would be virtually impossible to pass cost increases to consumers in a slowing market, the next best alternative would be to control costs. The Company was required to question every conventional cost head with the objective to contain the cost of operations at the level of the previous year.

Response

In plywood manufacture, a large percentage of the cost is derived from the cost of face veneer (largely outside the Company's control).
The Company embarked on a number of initiatives to address the vast remaining scope within its business.

To enhance productivity, the Company replaced its 10-day light hot press machines with a 20-day light hot press equivalent, doubling productivity and rationalising people deployment – effective cost optimisation.

The Company engaged a consultant to help streamline shopfloor processes, improving shopfloor productivity. The Company embarked on initiatives to reduce glue consumption and moderate production costs.

The Company completed a rooftop solar panel installation project, which reduced carbon footprint and helped the Company moderate power costs. The Company installed LED lighting systems across plants, reducing costs.

Making continuous quality improvements a reality

Consistent product quality enhancement represents the key to strengthen the brand and grow market share.

Response

Centuryply is respected for its quality commitment. The Company strengthened initiatives to enhance quality standards. The Company replaced its manual core composers with the automatic equivalent resulting in more even compression and thus

manufacture warp-free plywood. The cumulative impact of these quality-enhancing initiatives was a corresponding multi-year warranty on the Company's products, resulting in the consumer's peace of mind.

Protecting the environment

There is a perception that the plywood sector depletes the environment.

Response

Centuryply is focused on initiatives that minimise environmental impact. The Company sources raw materials from sustainable sources where tree felling will be replaced by fresh planting. The Company invested in zero effluents discharge units, moderating the consumption of fresh water per mtr of plywood. Besides, a proactive investment in an automated core compressor helped reduce waste.

Growing need for innovative products

There is a premium on the need for product and process innovation in competitive business.

Response

Centuryply invested in Research & Development. During the year under review, the Company introduced fire-retardant plywood using nanotechnology, priced at a negligible difference compared with regular plywood. As an index of the Company's research effectiveness, several products were launched by the Company in the five years ending 2018-19.

ENHANCING OUR LAMINATES FOOTPRINT

Centuryply launched laminates in 2004 and has since emerged as one of the leading laminates players in India.

CenturyPly invested aggressively in capacity creation with the objective to catch up on existing players. The result is that the Company possessed 61.68 lac sheets (with five lines operational) of annual capacity by the close of 2018-19, providing trade partners with the confidence to go out and build markets with the assurance that the Company possessed adequate capacity to service growing demand.

Over the years, the Company progressively enhanced its competitive advantage by widening its swatch to accommodate more than 700 designs. The Company was the first to offer warranty for seven years since day one (now followed by the industry). The result is that Centuryply's laminates business is underscored by trust, reflected in leadership in the premium 1 mm segment. The Company's different products enjoy warranty for seven years.

The post-GST era is exciting for laminates players in the country. With unorganised players being drawn into the tax net, their production costs have increased. The difference between their cost structure and that of organised players has narrowed, strengthening prospects for players like Centuryply who possess visible brands, assuring warranties, larger promotional spending, superior economies of scale and wider distribution networks.

Availability

A big challenge at Centuryply was a need to widen SKU availability across delivery centres. The Company engaged an external consultant to strengthen the supply chain. The Company's 9 regional distribution centres across cities service more than 150 pan-India distributors and more than 20000 outlets. The result is that SKU availability increased across regional delivery centres, enhancing anytime product availability, strengthening dealer confidence and encouraging them to make a more productive use of their working capital.

Design

The other challenge at Centuryply was the need to remain contemporary with prevailing design trends and consumer preferences. The Company inducted designers to study global laminate design trends. The Company periodically updated its exhaustive swatch (more than 700 designs), created digital catalogues and used virtual reality to simulate interiors using the Company's products.

Innovation

Centuryply was required to address the challenge of consumer boredom and indifference. The Company strengthened its creative track record through the introduction of innovative products like anti-bacterial and fingerprint-resistant laminates for the first in India. Besides, the products were certified for use in green buildings, strengthening its relevance in line with the needs of a responsible world.

Updates in 2018-19

The year 2018-19 was one of the most challenging for the sector, marked by a considerable increase in the cost of key raw materials (paper and phenol) on the one hand and moderate demand on the other. As a result, laminates players were compelled to absorb the cost increase and even as the laminates sector grew 5-7% during the course of the year, there was a margin erosion that affected viability and cash flow.

The Company responded to the growing need for increased quality by numbering each laminate sheet with a unique number that enhanced product traceability in the event of a customer complaint. Besides, the Company strengthened its call centre where it became possible to report quality issues with the identification number for the issue to be successfully addressed within 24 hours.

The Company enhanced brand visibility through product-specific digital campaigns for the kitchen-specific Lucida and Silktuff laminate varieties. It focused on outdoor promotions pan-India to enhance retail visibility, especially in Tier II and Tier III cities; it undertook wall paintings and promoted through slim line LEDs, reflective flanges and glow sign boards, among others, to enhance recall.

Road ahead

As a conscious strategy, the Company focused on maximising revenues from premium laminate products, the forward-looking strategy likely to comprise premium texturised and high-gloss laminate varieties.

Highlights of our laminates segment

Five big achievements in 2018-19

- Achieved highest sales volume.
- Reported 17% growth over the previous year
- Strengthened product innovation; introduced Silk Tuff laminates providing the look and feel of solid surfaces.
- Increased exposure to the kitchen segment with Lucida and Silk Tuff laminates; this segment accounted for 15% of the overall laminate revenues.
- Engaged in the pan-India launch of StarLine (0.8mm laminates category).

Key challenges and counter measures

Key challenges	Counter measures
Competition from the unorganised sector; need to widen the distribution channel	Scaled 0.8 mm StarLine laminates segment; entered Tier II and III cities
Growing demand; need to ensure adequate product availability across dealer points	Increased production capacity by adding two production lines at the Joka plant
Lower penetration in the OEM segment	Designed the product portfolio around the OEM segment

NEW LAUNCHES BY CENTURYPLY

Introduced Silk Tuff laminates with the look and feel of solid surfaces

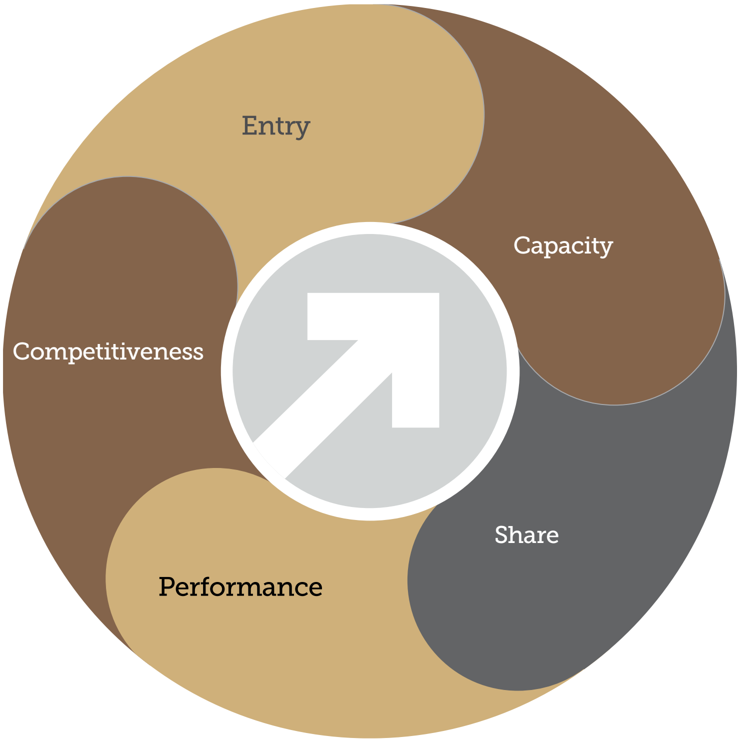
Introduced the anti-fingerprint range of laminates suitable for commercial interiors.

Introduced Fragrance laminates in the 1 mm category.

Upgraded the Gloss range to Hi-Gloss (with improved packaging).

5 THINGS YOU NEED TO KNOW ABOUT **CENTURYPLY'S LOGISTICS BUSINESS**

Performance of Centuryply's logistics business in 2018-19	102.99 Revenues, 2018-19 (₹ in crore)	4% revenue growth over 2017-18



1 **Entry** Centuryply entered the container freight station (CFS) business by acquiring 0.1m sq mt of Kolkata Port Trust land

2 **Capacity** The business possesses a capacity of 156000 TEUs across two CFS at Sonai and Jinjira Pole.

3 **Share** The Company accounts for around 50% CFS capacity at the Kolkata Port.

5 **Performance** Kolkata Port reported its highest cargo and container throughput in FY19. The growth in cargo volume helped Centuryply report a 4% growth in revenues from this business during the year under review.

6 **Competitiveness** Centuryply's competitiveness is derived from 100% digitalisation of operations, providing real-time information to customers. The Company's forward-looking initiative to install GPS in all trailers resulted in higher fleet accountability. The business enjoys a 10-year tax benefit under Section 80IA of the Income Tax Act, which is due to expire in FY2021.

Kolkata Port performance was stupendous in 2018-19

Kolkata Port Trust (KoPT), which comprises the Kolkata Dock System and Haldia Dock Complex, achieved its highest-ever cargo throughput in FY 2018-19 by handling 63.7 million tonnes (mt), an impressive 10% growth over the 57.9 mt it handled in 2017-18. KoPT is now the fifth largest in terms of cargo handling among India's major ports and the second fastest growing port in the country.

Haldia Dock Complex handled its highest-ever throughput of 45.2 mt during the fiscal under review, surpassing the previous high of 43.6 mt in 2007-08. Compared to the previous year's handling of 40.5 mt, this represents an impressive growth of 11.6%.

Kolkata Dock System posted the highest traffic ever, handling 18.5 mt in 2018-19, up 6.6% over the previous year's 17.4 mt.

In terms of container traffic, KoPT surpassed 8 lakh TEUs of cumulative handling. Kolkata Dock ended the FY 2018-19 with 6.51 lakh TEUs and Haldia Dock Complex contributed 1.78 lakh TEUs, resulting in Kolkata Port handling 8.29 lakh TEUs cumulatively.

These numbers indicate superior growth over the average national growth of 3% reported by major Indian ports. New initiatives in attracting Capesize vessels with the deployment of floating cranes at Sagar and Sandheads, sizable capacity addition in increasing cargo stacking area, focus on a quicker turnaround of vessels and faster evacuation of cargo from the docks resulting in KoPT's outperformance.

ENHANCING VALUE
FOR OUR SHAREHOLDERS

In the last few years, some of the most challenging in the Company's existence, Centuryply reported an attractive increase in shareholder value.

The Company enhanced this value through increased market capitalisation and consistent dividend payout.

Our value-creation focus

Enhance market capitalisation through business strengthening initiatives

Strengthen dividend payout

Market capitalisation

Centuryply believes that a singular unambiguous measure of our success lies in our market capitalisation. Over the years, we have embarked on various initiatives and strategies directed at enhancing our corporate value. This includes introduction of value added products, widening product portfolio to broad-base our customer base, cost optimisation, enhanced productivity and margin expansion initiatives.

Over the last five years, the Company grew its market capitalisation from ₹606.53 crore as on 31st March 2014 to ₹4616.75 crore as on 31st March 2019.

We believe that our market capitalisation is a reflection of the sectoral and corporate optimism at a given juncture influenced, in turn, by our existing and projected business model.

Dividend payout

Centuryply has announced dividends every year of the last 10 years.

Our strategies for a sustainable business growth

Our strategy till date

- Raw material security through investments in units in Laos and Myanmar
- Proactive investments in environment management
- Continuous investments in capacity creation
- Leverage research and development to introduce innovative products
- Lean Balance Sheet

Road ahead

- Invest in capacity creation without stretching the Balance Sheet
- Expand capacities for new-age products (MDF and particle board)
- Introduce mid-range laminates for addressing Tier II and III markets
- Focus on mid-range plywoods to capture markets vacated by unorganised players
- Introduce value-accretive premium laminates
- Enhance asset sweating; rationalise operating cost
- Commence Gabon operations for sourcing face veneer
- Enhance SKU availability at regional distribution centres to support dealers with product supply

Centuryply's competitive advantages

Experience: More than three decades of experience in India's organised plywood sector

Forerunner: An industry forerunner; introduced path-breaking products (fire and water-resistant plywood); among the handful to offer 5 to lifetime years plywood warranty and seven-year laminates warranty

Scale: India's largest plywood manufacturer and third-largest laminates manufacturer, resulting in enhanced economies and visibility

Robust: Strong Balance Sheet with a gearing of 0.54 and cash balance of ₹293.55 crore [as on 31st March 2019]

Portfolio: Range of products (plywood, laminates, veneers, MDF, particle board and blockboards).

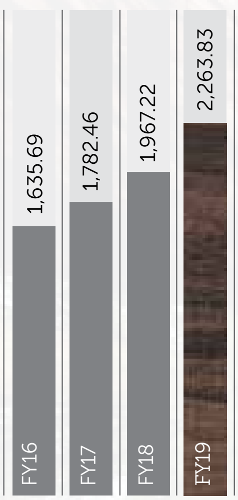
Security: Multi-country sourcing of raw materials, broad-basing the resource risk

Investments: Continuous investments in technology, strengthening quality and productivity

Committed: The Company is committed to assured quality; each plywood and laminate sheet comes with a unique number for easy batch identification; complaints are resolved in 24 hours.

OUR PERFORMANCE OVER THE YEARS

Revenues (₹ crore)

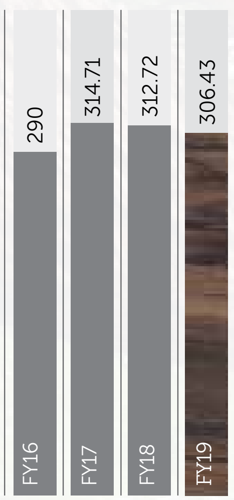


Definition
Growth in sales net of taxes

Why is this measured?
It is an index that showcases the Company's ability to maximise revenues through new product introductions and brand salience.

Performance
Our aggregate sales increased by 15% to ₹2,263.83 crore in FY19.

EBITDA (₹ crore)

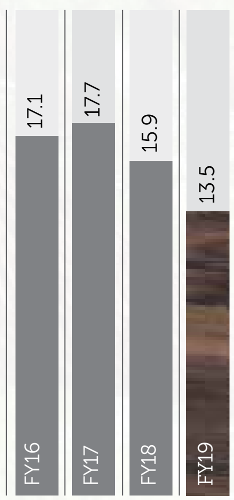


Definition
Earning before the deduction of fixed expenses (interest, depreciation, extraordinary items and tax)

Why is this measured?
It is an index that showcases the Company's ability to optimise business operating costs despite inflationary pressures and can be easily compared with retrospective averages of sectoral peers.

Performance
The Company reported a 2.01% decline in its EBITDA during the year – owing to increase in key input prices.

EBITDA margin (%)

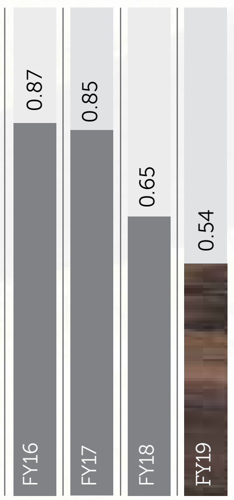


Definition
EBITDA margin is a profitability ratio used to measure a company's pricing strategy and operating efficiency

Why is this measured?
The EBITDA margin provides an idea of how much a company earns (before accounting for interest and taxes) on each rupee of sales.

Performance
The Company reported a 240 bps drop in its EBITDA margin.

Gearing (x)

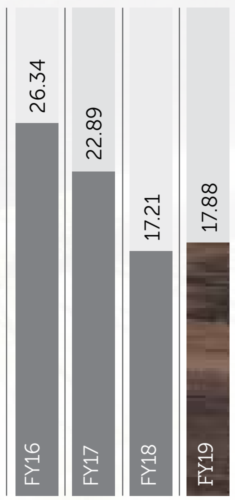


Definition
This is the ratio of debt to net worth (less revaluation reserves)

Why is this measured?
This is one of the defining measures of a company's solvency.

Performance
The Company's gearing moderated to 0.54 during the year gone by. Ideally this ratio should be read in conjunction with the Company's declining net debt, indicating a growing ability to pay back loans.

RoCE (%)

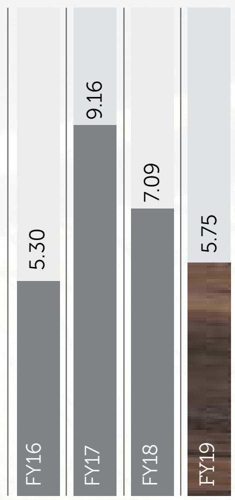


Definition
Return on average capital employed or RoCE is a profitability ratio that measures how efficiently a company can generate profits from its capital employed by comparing net operating profit to capital employed.

Why is this measured?
RoCE is a fundamental financial metric indicating the health of a business. A steady improvement in a Company's RoCE validates its growing financial efficiency.

Performance
The Company's RoCE stood at 17.88% in 2018-19 against 17.21% in 2017-18.

Interest cover (x)



Definition
This is derived by dividing the EBITDA by interest outflow.

Why is this measured?
Interest cover indicates the Company's comfort in servicing interest – the higher the better.

Performance
The Company's interest cover stood at 5.75x during the year under review, a decline when compared to the previous year on account of weaker offtake and subdued consumer sentiment.

PRODUCT PROFILE

Segment	Brand	Application	Century advantage	Substitution
Plywood	▪ CenturyPly ▪ CenturyPly Architect ▪ CenturyPly Marine ▪ CenturyPly Elasto ▪ CenturyPly 710+ BWP Marine ▪ Sharonply ▪ Maxima ▪ Century Win MR ▪ Sainik 710 and Sainik MR ▪ Technopine ▪ Fire wall ▪ Bond 710	▪ Formwork ▪ Paneling ▪ Furniture	▪ Warp-resistant, maintaining original shape over the years ▪ More number of plies for added strength ▪ Unique GLP formula makes every ply borer and termite proof	▪ Plywood substitutes high cost wood
Laminates	▪ Century Laminates ▪ Starline ▪ Monocore C ▪ Dark Forest ▪ Progettowood	▪ Decorate and protect furniture	▪ 7 years warranty ▪ Colour fastness ▪ Carpenter-friendly ▪ Uniform thickness and proper back standing ▪ Anti-fungal and anti-bacterial	
Exteria	▪ Century Exteria	▪ Exterior cladding (façade, balcony, roof, gates, pedestrian shelters, signages)	▪ UV resistant ▪ Colour stable ▪ Self-supporting ▪ Decorative (double sided) ▪ Impact resistant ▪ Scratch resistant ▪ Fire retardant ▪ Easy & rapid installation ▪ Low cost maintenance ▪ Heat insulation and wall protection ▪ Light-weight	
Veneer	▪ Natzura Woods ▪ Senzura Styles	▪ Provide surface finish	▪ Quality sourcing ▪ Ltest machinery and strict quality control	
Block boards	▪ Sainik ▪ Bond 710 ▪ Century Club Prime ▪ Sainik 710 and Sainik MR ▪ Century Win MR	▪ Log furniture, lengthy wall panels, doors, sliding	▪ Greater bend resistance for sturdier finish ▪ More economical, specially where panels of higher thickness are required	▪ Expensive wood logs

Segment	Brand	Application	Century advantage	Substitution
Doors	▪ Club Prime ▪ Pro ▪ Sainik ▪ Century Doorframe	▪ Doors for rooms	▪ 100% borer and termite proof ▪ Boiling water proof ▪ Bend proof ▪ Swell proof ▪ Slam proof ▪ Smooth surface	▪ Conventional wooden doors
Pre-lams	▪ Century pre-lams	▪ Low cost furniture	▪ Specially made ▪ Higher color-fastness ▪ Excellent surface smoothness and strength. ▪ Very good edge compactness ▪ Widest range of designs and sizes ▪ Eco-friendly	▪ Low cost plywood
Face veneers	▪ Century Face Veneers	▪ Surface finish for doors and panels	▪ Boiling water resistant ▪ Wide availability ▪ Flexible ▪ Economic	
New-age products	▪ Century PVC (Starke Boards) ▪ Zykron (fibre cement board)	▪ Cladding product	▪ Minimal maintenance ▪ Fire retardant ▪ Waterproof ▪ No shrinking or swelling ▪ Termite and borer proof ▪ Formaldehyde, phenol and toxic free ▪ Recyclable ▪ Robust and lightweight	▪ Wood and plywood substitute
MDF	▪ Century MDF ▪ Prowud ▪ Century Premium Plus ▪ Century HDF	▪ Furniture	▪ State-of-the-art plant ▪ Moisture fighting properties	▪ Low cost plywood

Investments made by Centuryply in the past three years

Segment/purpose	Capacity	Investment	Date of commencement of operations
Particle boards	54,000 CBM	₹60 crore	July 2016
MDF	198,000 CBM	₹350 crore	October 2017
Laminates	61.68 lac sheets (with five lines operational)	₹65 crore	2004
Solar power	5980 KW (6 MW)	₹28 crore	2018
Corporate House	NA	₹110 crore	NA

SIGNS OF REAL ESTATE REVIVAL IN INDIA

Office space

Rising interest of global occupiers: India emerging as a preferred global outsourcing destination

Talent: India is increasingly preferred by global players as a destination for higher skilled talents either by Global Inhouse Centres or for tech driven services resulting in a greater expansion by global corporates in India

New ecosystems: The rise of startups is resulting in increasing demand for cost-effective office spaces

Domestic demand: There is a growing demand for corporates to cater to domestic corporate requirements.

Retail

E-commerce policy: The recent policy by the government clarifies that the existing e-commerce players do not impact the online prices. This bodes well for the offline business owners

Investment in greenfield projects: Reforms in the sector is encouraging leading PE funds and investors in under-construction assets as well in tier I and II cities. About 10-12 mn. sq. ft. of quality supply is expected to come on stream in 2019.

Prominence of Tier II and III cities: Increasing awareness about fashion trends, preference for affordable luxury items and the emergence of a new rich class' have provided retailers with an opportunity to penetrate these markets.

Residential

Policy measures: A host of government policies like affordable housing, RERA, IBC are helping in reviving the growth of the residential sector

Inflation: With easing inflation in the country owing to stringent measures of RBI, it is expected to bode well for the industry

Concentrated demand: It is expected to have demand concentrated in the affordable and mid-segments.

Income tax boost: In the Budget 2019, the Finance Minister allowed additional deduction of up to ₹1,50,000 for interest paid on loans borrowed up to 31st March, 2020 for purchase of an affordable house valued up to 45 lakh.

Pradhan Mantri Awas Yojana – Gramin (PMAY-G) aims to achieve the objective of "Housing for All" by 2022. A total of 1.54 crore rural homes have been completed in the last five years. In the second phase of PMAY-G, during 2019-20 to 2021-22, 1.95 crore houses are proposed to be provided to the eligible beneficiaries. These houses are also being provided with amenities like toilets, electricity and LPG connections. With the use of technology, the DBT platform and technology inputs, average number of days for completion of houses have reduced from 314 days in 2015-16 to 114 days in 2017-18.

Pradhan Mantri Awas Yojana – Urban (PMAY-Urban), over 81 lakh houses with an investment of about 4.83 lakh crores have been sanctioned under this scheme, of which construction has started in about 47 lakh houses. Over 26 lakh houses have been completed of which nearly 24 lakh houses have been delivered to the beneficiaries. There is large scale adoption of new technologies for construction of these houses. Over 13 lakh houses have so far been constructed using these new technologies.

Directors' Report

Dear Shareholders,

Your Directors have pleasure in presenting the Thirty-eighth Annual Report and the Audited Financial Statements of the Company for the financial year ended 31st March, 2019. The consolidated performance of the Company and its subsidiaries has been referred to wherever required.

FINANCIAL PERFORMANCE

REVIEW

The Company's financial performance for the year ended 31st March, 2019 is summarised below:

₹ in crore

Particulars	STAND ALONE		CONSOLIDATED	
	2018-19	2017-18	2018-19	2017-18
Gross Income	2269.88	2008.72	2287.54	2067.87
Profit before Depreciation, Interest & Tax	306.42	312.73	308.75	338.93
Depreciation	49.99	81.04	59.48	90.66
Interest & Finance Charges	44.58	32.68	46.94	35.84
Profit before Tax	211.86	199.01	202.33	212.43
Tax Expenses	53.10	42.37	53.46	46.29
Profit after Tax	158.76	156.64	148.87	166.14
Attributable to:				
Owners of the Company	158.76	156.64	148.45	163.06
Non-controlling interests	-	-	0.42	3.08
Other Comprehensive Income (net of taxes)	(0.80)	(0.58)	1.70	(1.74)
Total Comprehensive Income for the year	157.96	156.06	150.57	164.40
Attributable to:				
Owners of the Company	157.96	156.06	150.08	161.25
Non-controlling interests	-	-	0.49	3.14
Opening balance in Retained Earnings	783.19	653.87	791.84	655.96
Adjustment with other equity	(0.80)	(0.58)	(0.65)	(0.44)
Amount available for appropriation	941.15	809.93	939.64	818.58
Final Dividend- FY 2017-18	22.22	22.22	22.22	22.22
Tax on Dividend	4.57	4.52	4.57	4.52
Closing Balance in Retained Earnings	914.37	783.19	912.85	791.84

DIVIDEND

Based on the Company's performance and in conformity with its Dividend Distribution Policy, the Directors are pleased to recommend for approval of the Members a final dividend of ₹1 per equity share of face value ₹1 each (exclusive of applicable dividend distribution tax) for the financial year ended 31st March, 2019. With this, the Company continues to balance the dual objective of appropriately rewarding Members through dividends and retaining sufficient funds to support the long term growth of your Company. The Final Dividend, subject to approval of Members at the ensuing Annual General Meeting, will be paid within the statutory period.

The Dividend Distribution Policy of the Company is annexed elsewhere in this Report and is also available on the Company's website at: https://www.centuryply.com/codes-policies/CPIL-Dividend-Distribution-Policy.pdf

TRANSFER TO RESERVES

No amount is proposed to be transferred to any Reserves.

SHARE CAPITAL

The Company's paid-up Equity Share Capital as on 31st March, 2019 continues to stand at ₹22,25,27,240 divided into 22,21,72,990 Equity Shares of ₹1 each and including ₹3,54,250 received on account of 13,80,000 (post-split) forfeited shares. There has not been any change in the Equity Share Capital of the Company during the Financial Year ended 31st March, 2019. During the year, the Company has not issued any shares or convertible securities. The Company does not have any Scheme for issue of sweat equity or stock options.

REGISTERED OFFICE

During the year under review, keeping in mind the expansion plans and integration of operations of all the divisions of the Company, effective 10th October, 2018, the Registered and Corporate Office of the Company was shifted to an exclusive state-of-art building 'Century House' at P-15/1, Taratala Road, Kolkata- 700 088.

INDIAN ECONOMY AND STATE OF AFFAIRS

The journey of Indian economy has been promising as the economic growth trajectory increased from steady during 1960s to 1990s to strong in 2000s and fastest in the 2010s. The advent of economic reforms has not only enhanced the economic growth, but also provided a conducive and promising business environment to the citizens of India. During the last five years, a broad based strength in the economic indicators has been observed as the growth rate of real GDP has increased from 6.4% in FY2014 to 6.8% in FY2019.

The macro-economic environment has improved significantly during the last few years. Inflation is contained, fiscal consolidation is on the right path and foreign investment flows are growing year after year. During the last few years, government has undertaken a plethora of reforms and corresponding budgetary allocations for each and every segment of the population to facilitate all-inclusive growth and sustainable development of the economy.

At the global charts, the Indian economy looked remarkably attractive in comparison to its performance in the last five years. The improvement in World Bank's Ease of Doing Business rankings has been observed primarily due to significant improvement in dealing with construction permits with improvement and trading across borders.

Driven by an upswing in consumption, growth has accelerated and investments have firmed as the effects of temporary factors including demonetisation and implementation of GST subsided. Domestic demand has strengthened as the benefits of structural reforms such as the Goods and Services Tax (GST) harmonisation and bank recapitalisation take effect. India's recovery from the effects of demonetization and GST is reflected in its impressive GDP growth. Robust performance by manufacturing, construction and service sectors and good farm output has collectively pushed GDP growth, helping the Country retain the tag of fastest growing major economy. India is in a bright spot in the global ecosystem with its growth story looking lucrative in the coming years.

OVERVIEW OF THE COMPANY'S FINANCIAL PERFORMANCE

The revenue from operations for FY 2019 at ₹2263.83 crore was higher by 13% over the last year (₹2002.04 crore in FY 2018). At Standalone level, the Gross Income stood at ₹2269.88 crore as compared to ₹2008.72 crore in the previous year, reflecting an in increase of 13%.

Profit before tax increased from ₹199.01 crore to ₹211.86 crore reflecting a growth of almost 6.5%. Net Profit after tax was ₹158.76 crore compared to ₹156.64 crore in previous year. Top-line was aggressively supported by the MDF business which grew almost 161% YoY, while the laminate segment grew by 14% YoY.

On consolidated basis, the revenue from operations for FY 2019 stood at ₹2280.39 crore, was higher by 11% over the last year (₹2060 crore in FY 2018). Profit before tax and Profit after tax were lower by 5% and 10% respectively, compared to the previous year.

The operations and financial results of the Company are elaborated in the annexed Management Discussion and Analysis.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No material changes or commitments have occurred between the end of the financial year and the date of this Report which affect the financial statements of the Company in respect of the reporting year.

FUTURE OUTLOOK

The housing and real estate has been one of the major contributors to the economy, not only by itself but also because of the support it lends to innumerable ancillary industries like cement, paint, plywood, laminate, etc. This sector is the biggest demand driver of wood panel products. The residential markets are slowly witnessing a revival, post the slowdown witnessed last year. This has been on account of the uncertainty regarding implications of the Real Estate (Regulation and Development) Act 2016 (RERA) and the Goods & Services Tax (GST) gradually settling.

Real estate markets are now poised to benefit from the government's policy push towards reforms, speedy completion of several infrastructure projects, emphasis on affordable housing, enhanced usage of technology and an over-arching 'can do' spirit riding across private as well as public sector enterprises today. Economic forecasts paint a positive story. Structured reforms, implementation of RERA, a push to affordable housing, the Benami Transactions (Prohibition) Amended Act, 2016 - all have made India an investment-friendly destination.

GST on construction service relating to residential and related commercial apartments has gone through a sea change. From 1st April 2019, the effective GST rate is reduced from 8% to 1% for affordable category houses and from 12% to 5% for non-affordable category houses.

Approximately 1.29 million houses have been constructed till December 2018, under Government of India's Pradhan Mantri Awas Yojana (Urban). Further, the Government in its union budget 2019, has committed to further strengthen infrastructure initiatives. Government incentives to both developers and homebuyers are pushing supply as well as demand within the segment, be it office, retail, residential, student housing or warehousing. With rapid urbanization and increasing income levels, the demand and requirements of a home is also continuously increasing. These will positively not only boost economic growth but also have a positive impact on the demand for the Company's products which is predominantly co-related to the housing and infrastructure.

Further, FDI in real estate, 'Housing for All' by 2022 and development of 100 Smart Cities have already sparked higher demand for furniture industry, as has reforms and incentives in retail, hospitality, tourism, education and hospitals. These measures, apart from benefitting the wood panel industry would also provide opportunities for higher demand for wood panel products on account of increased construction activity. With anticipated increase on real estate and infrastructure spending, the wood panel sector is expected to grow and in turn positively impact India's economy. Rapid urbanization and increasing income levels is constantly shifting focus towards aesthetics and urbane lifestyles, leading to higher usage of furniture and wood panel products.

The share of the organised wood panel market has already started expanding on account of the various reforms of the Government backed by high brand aspirations of the consumers. A constant shift towards the organised sector is being witnessed owing to brand and quality awareness, wider choice of products, product innovation and warranty. The long term demand for the wood panel products is likely to remain robust led by an increase in middle-class population, urbanization and per capita income among others.

Centuryply has been the front-runner when it comes to implementing innovative practices at work. The Company forayed into new categories and new variants in existing categories by launching unique range of products like modular door sets, Hector WPC door frames, fire-retardant non-leachable plywood branded as 'firewall' and Opulenza category of laminates. An economical variant of plywood branded as 'Sainik 710' was also launched during the year. The Company's entry into the Particle Board and MDF segment has diversified its product offering while providing avenue for growth. MDF is increasingly being used as a substitute for low to medium quality plywood as it is 40-50% cheaper, resistant to moisture and can be easily moulded and machined for furniture applications.

Overall, accelerated by the present government measures and other pivotal factors, the Indian wood panel industry is sure to scale new heights with increasing demand in the future.

FUTURE PLANS OF EXPANSION

The Company's Medium Density Fibre (MDF) Board unit at Hoshiarpur in Punjab which started operations during FY 2017-18 with an installed capacity of 198000 cbm per year, managed to attain a capacity utilisation of 65% during FY 2018-19 and the same is expected to be around 85% during FY 2019-20.

The Company's Particle Board unit at Chennai which had started operations in July 2016 with an installed capacity of 54000 cbm per year attained full capacity utilisation during FY 2018-19. With growing demand for the Company's particle board, viability for increasing the capacity of this unit is being assessed.

The Company has incorporated a subsidiary in Gabon, Africa in the name of Century Gabon SUARL to take advantage of availability of Okoume timber for meeting its face veneer requirements. The Company is already having similar backward integration in Myanmar and Laos for securing availability of raw material.

The Company is also analysing the viability of setting-up and operating a MDF and Particle Board manufacturing unit in Uttar Pradesh. Availability of adequate raw-material, pro-activeness of the U.P. Government in promoting wood-based industries in the State and locational advantage in terms of market for MDF and Particle Board are some of favourable factors being considered for this purpose. The Board had already granted its in-principle approval for the proposed project.

Traditionally the Company has been operating in prime or upper segment of plywood market. Over the recent past, growth in this segment has been almost flat. With Government's focus also shifting towards affordable housing, the Company with its economy segment product like 'Bond710', 'Sainik' and 'Sainik710' is constantly increasing its capacities and penetrating the mid-market and affordable segments. The Company expects to continue its focus in this segment to widen its customer base. Your Company is also investing heavily on brand positioning for ensuring that the Centuryply brand occupies a distinct position, relative to competing brands, in the mind of the customers.

CHANGE IN NATURE OF BUSINESS, IF ANY

There has not been any change in the nature of business of the Company.

SUBSIDIARIES

CHANGES IN SUBSIDIARIES

The Company has 10 subsidiaries and 2 step-down subsidiaries as on 31st March, 2019. There are no associate companies or joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013. There has been no material change in the nature of the business of the subsidiaries.

The Company incorporated a wholly owned subsidiary on 10th January, 2019 by the name of Century Gabon SUARL in Gabon, Africa with the object of manufacturing and trading in timber, veneer, plywood and other wood- based products. This was again done as a part of the Company's backward integration strategy for ensuring consistent supply of raw materials particularly face veneer.

Auro Sundram Ply & Door Pvt. Ltd., Century MDF Ltd., Ara Suppliers Pvt. Ltd., Arham Sales Pvt. Ltd., Adonis Vyaper Pvt. Ltd., Apnapan Viniyog Pvt. Ltd., Century Infotech Ltd., Centuryply Myanmar Pvt. Ltd. and Century Ply (Singapore) Pte. Ltd. continues to remain subsidiaries of the Company while Century Ply Laos Co. Ltd. and Century Huesoulin Plywood Lao Co., Ltd. continued as step-down subsidiaries as on 31st March, 2019. P T Century Ply Indonesia ceased to be a step-down subsidiary of Century Plyboards (India) Ltd. (CPIL) with effect from 5th April, 2018.

Your Company does not have any material subsidiary whose net worth exceeds 20% of the consolidated net worth of the Company in the immediately preceding financial year or has generated 20% of the consolidated income of the Company during the previous financial year.

OPERATIONS

There has been no material change in the nature of the business of the subsidiaries/ step-down subsidiaries.

Auro Sundram Ply & Door Pvt. Ltd. is engaged in the manufacturing of plywood and allied products from eco-friendly agro-forestry timber and operating a plywood unit at Roorkee in Uttarakhand.

Century Infotech Ltd. is engaged in the business of e-commerce, e-shopping, online information services, online application integration including buying, selling, marketing, trading and dealing in various kinds of products and services.

Centuryply Myanmar Pvt. Ltd. is operating a veneer and plywood unit near Yangon city in Myanmar and is supplying the same primarily to our Company.

Century Ply (Singapore) Pte. Ltd. is undertaking trading in veneer and plywood. It has entered into arrangements with various entities in Laos whereby it has provided them with plant and machinery for manufacture and supply of veneer and plywood to it.

Century Ply Laos Co. Ltd. is engaged in the manufacturing veneer in Attapeu province in Laos out of raw material sourced locally while Century Huesoulin Plywood Lao Co., Ltd. is manufacturing plywood at its unit in Savannakhet Province in Laos.

Ara Suppliers Pvt. Ltd., Arham Sales Pvt. Ltd., Adonis Vyaper Pvt. Ltd. and Apnapan Viniyog Pvt. Ltd. jointly own and hold some land in Kolkata which is yet to be developed. Century MDF Ltd. is presently not operational.

POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

In accordance with Regulation 16(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company has a policy for determining material subsidiaries. The Policy has been revised effective from 1st April, 2019 in line with the amendments made to the Listing Regulations and the same is available on the website of the Company at https://www.centuryply.com/codes-policies/CPIL-Policy-on-material-subsidiary.pdf.

FINANCIAL POSITION & PEFORMANCE

The Company monitors performance of subsidiary companies, inter alia, by the following means:

- Financial statements of the subsidiary companies are reviewed by the Company's Audit Committee.
- Major investments made by the subsidiaries are reviewed quarterly by the Company's Audit Committee
- Minutes of Board meetings of subsidiary companies are placed before the Company's Board regularly.
- Significant transactions and arrangements entered into by subsidiary companies are placed before the Company's Board.

Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, a Statement in the prescribed Form AOC-1 containing salient features of the financial statements of each of the Subsidiaries is appended as Annexure '1' to this Report.

The Contribution of the subsidiaries to the overall performance of the Company during the year is given in note no. 50 of the consolidated financial statement.

ACCOUNTS

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with Section 129(3) of the Companies Act, 2013 and Regulation 34(2) of Listing Regulations, the Consolidated Financial Statements of the Company, including the financial details of all the subsidiaries of the Company, forms part of this Annual Report. The Consolidated Financial Statements have been prepared in accordance with the provisions of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, Companies (Indian Accounting Standards) Rules, 2015 and other applicable provisions.

The Annual Report of the Company, containing therein its standalone and the consolidated financial statements has been placed on the website of the Company, www.centuryply.com. The Financial Statements of each of the Subsidiaries, detailing their respective performances have also been placed on the website of your Company at www.centuryply.com under the 'Investors' section. The Financial Statements along with audit reports of the subsidiaries are available for inspection by the Members at the Registered Office of the Company and that of the respective subsidiaries during working days between 11.00 A.M. and 1.00 P.M. Shareholders interested in obtaining a copy of the audited financial statements of the subsidiary companies may write to the Company Secretary at the Company's registered office.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Particulars of loans, guarantees given and investments made during the year in accordance with Section 186 of the Companies Act, 2013 are given in Annexure- '2' hereto and forms a part of this Report.

The aggregate of loans, guarantees given and investments made by the Company in accordance with Section 186 of the Act does not exceed the higher of sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All transactions with Related Parties are placed before the Audit Committee as also the Board for approval. Prior omnibus approval of the Audit Committee and the Board is obtained for the transactions which are foreseeable and of a repetitive nature. A statement of transactions entered into pursuant to the approvals so granted is placed before the Audit Committee and the Board of Directors on a quarterly basis.

In terms of Regulation 23(1) of the Listing Regulations and also to comply with the provisions of Section 188 of the Companies Act, 2013, your Company has formulated a Policy on materiality of and dealing with Related Party Transactions and the same is also available on the Company's website at: https://www.centuryply.com/codes-policies/Policy-on-Materiality-of-and-dealing-with-related-party-transcations.pdf. The Policy intends to regulate transactions between the Company and its Related Parties based on the applicable laws and regulations and also lays down mechanism for identification, approval, review and reporting of such transactions.

All contracts and arrangements with related parties, entered into or modified during the financial year were on arm's length basis. In terms of Section 134(3)(h) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, details of the material contracts with related parties entered into during the year as per the policy on Related Party Transactions approved by the Board have been reported in Form AOC 2 annexed to the Directors' Report as Annexure '3'.

Details of Related Party transactions as per Regulation 53(f) read with Part A of Schedule V of the Listing Regulations is provided under note no. 41 of the Notes to the financial statements. There are no materially significant transactions with related party which may have a potential conflict with the interest of the Company at large.

PUBLIC DEPOSITS

During the year, the Company has not invited or accepted any public deposits covered under Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014. As such, no amount on account of principal or interest on public deposits was outstanding as on the date of the Balance Sheet.

AUDITORS

STATUTORY AUDITORS

The Company at its Annual General Meeting held on 11th September, 2014 had appointed M/s Singhi & Co, Chartered Accountants (Firm Registration No. 302049E) as the Statutory Auditors for a term of five consecutive years from the conclusion of the Thirty-third Annual General Meeting to the conclusion of the Thirty-Eight Annual General Meeting subject to ratification of their appointment by the members every year. Further, the first term of the appointment of Statutory Auditors expires at the conclusion of Thirty-eighth Annual General Meeting.

Accordingly, in terms of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the present Statutory Auditors of the Company, M/s Singhi & Co. would hold office until the conclusion of the ensuing Annual General Meeting. They have expressed their willingness to be reappointed for a further term.

In terms of the provisions of Section 139 (2) (b)of the Companies Act, 2013, an Audit Firm can be appointed for two terms of five consecutive years each. The Board of Directors at its meeting held on 27th May, 2019, after considering the recommendations of the Audit Committee, had recommended the re-appointment of M/s Singhi & Co, as the Statutory Auditors of the Company, for approval of the Members, to hold office for a period of five consecutive years, from the conclusion of the ensuing Thirty-eighth Annual General Meeting until the conclusion of Forty-third Annual General Meeting to be held in the calendar year 2024.

M/s. Singhi & Co. has submitted their confirmation to the effect that they continue to satisfy the criteria provided in Section 141 of the Companies Act, 2013 and that their appointment is within the limits prescribed under Section 141(3)(g) of the Act. Members are requested to ratify their appointment as the Statutory Auditors of the Company and to fix their remuneration.

STATUTORY AUDITORS' REPORT

The Statutory Auditors, M/s. Singhi & Co., has audited the book of accounts of the Company for the Financial Year ended March 31, 2019 and has issued the Auditors' Report thereon. The Statutory Auditors have issued an unmodified audit opinion on the Company's financial statements for the year ended 31st March, 2019. There are no qualifications or reservations or adverse remarks or disclaimers in the said Report.

The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review.

The Notes on Financial Statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

SECRETARIAL AUDIT

Section 204 of the Companies Act, 2013 inter-alia requires every listed company to annex with its Board's report, a Secretarial Audit Report given by a Company Secretary in practice, in the prescribed form. Regulation 24A of the Listing Regulations also prescribes similar requirements with effect from financial year ended 31st March, 2019.

The Board appointed M/s MKB & Associates, a firm of Company Secretaries in Practice, as Secretarial Auditor to conduct Secretarial Audit of the Company for the Financial Year 2018-19 and their report in prescribed Form MR-3 is appended hereto as Annexure '4' to this Report.

There are no qualifications, reservations or adverse remarks made by the Secretarial Auditor in their report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

I. INDEPENDENT DIRECTORS:

(A) CHANGES IN INDEPENDENT DIRECTORS:

Section 149(10) of the Companies Act, 2013 provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a Special Resolution by the Company and disclosure of such appointment in its Board's report.

In terms of the explanation to Sections 149(10) and 149(11) of the Companies Act, 2013, the first term of Sri Mangi Lal Jain (DIN: 00353075), Sri Santanu Ray (DIN: 00642736), Smt. Mamta Binani (DIN: 00462925) and Sri J. P. Dua (DIN: 02374358) as Independent Directors of the Company expired on 31st March, 2019. The Board of Directors at its meeting held on 5th February, 2019, after considering the recommendations of the Nomination and Remuneration Committee and on the basis of the report of performance evaluation of Independent Directors and their respective consents, recommended reappointment of Sri Mangi Lal Jain for a second term from 1st April, 2019 to 31st March, 2020, that of Sri Santanu Ray from 1st April, 2019 to 31st March, 2021, that of Smt. Mamta Binani from 1st April, 2019 to 31st March, 2022 and that of Sri J. P. Dua from 1st April, 2019 to 31st March, 2024 as Independent Directors on the Board of the Company. Sri Asit Pal had expressed his unwillingness to be reappointed for another term due to his personal pre-occupation. The Board placed on record its appreciation for the invaluable contribution and guidance provided by Sri Asit Pal.

Further, with a view to bring in more talent and expertise into the Board, the Board of Directors, on recommendation made by the Nomination and Remuneration Committee, recommended appointment of Sri Probir Roy as an Independent Director with effect from 1st April, 2019.

In terms of Regulation 17(1A) of the Listing Regulations effective from 1st April, 2019, a listed Company shall not appoint a person or continue the directorship of any person as a Non-executive Director who has attained the age of seventy five years, unless a Special Resolution is passed to that effect. Sri Mangi Lal Jain has already attained the age of seventy five years while Sri Probir Roy attained the age of 75 years on 19th April, 2019 and therefore, in compliance with the said Listing Regulation, consent of the Members for their appointment/ reappointment has been sought by way of a Special Resolution.

The Company had received notices in writing from a member under Section 160 of the Act proposing the candidature of Sri Mangi Lal Jain, Sri Santanu Ray, Smt. Mamta Binani, Sri J. P. Dua and Sri Probir Roy for the office of Independent Directors of the Company.

The Company had also received from Sri Mangi Lal Jain, Sri Santanu Ray, Smt. Mamta Binani, Sri J. P. Dua and Sri Probir Roy (i) consent to act as Director in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that they are not disqualified under sub section (2) of Section 164 of the Companies Act, 2013 and (iii) declaration to the effect that they meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act, Rules thereunder and under the Listing Regulations.

Approval of the Members by way of Special Resolution, was sought through Postal Ballot/ e-voting for re-appointment of Sri Mangi Lal Jain, Sri Santanu Ray, Smt. Mamta Binani and Sri J. P. Dua and for appointment of Sri Probir Roy as Independent Directors. All the resolutions were approved by requisite majority on 26th March, 2019, being the last date for the receipt of duly completed Postal Ballot Forms / E-voting.

(B) DECLARATION BY INDEPENDENT DIRECTORS

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations. There has been no change in the circumstances affecting their status as an Independent Director during the year.

(C) FAMILIARIZATION PROGRAMME

Pursuant to the Code of Conduct for Independent Directors specified under the Companies Act, 2013 and Regulation 25(7) of the Listing Regulations, the Company conducted a familiarisation programme for all its Independent Directors on 5th February, 2019 wherein presentation was made by a competent professional giving an overview of roles, responsibilities and liabilities of Independent Directors along with an in-depth analysis of the latest amendments and requirements of the Companies Act and various SEBI Regulations. Thereafter, brief presentations were also made by various functional heads with respect to the nature of industry in which the Company operates and its business model.

The management of your Company regularly keeps the Independent Directors informed about its business verticals, new strategic initiatives and changes in domestic/ overseas industry scenario and regulatory regime affecting the Company globally, thereby enabling them to take informed decisions at Board and Committee Meetings. Significant new developments and relevant amendments from various regulatory authorities including Securities and Exchange Board of India and Ministry of Corporate Affairs are circulated regularly amongst the Independent Directors.

All new Non-executive Directors inducted to the Board are introduced to the Company's culture through orientation sessions. Executive Directors provide an overview of operations, and familiarize the new Non-executive Directors on matters related to our values and commitments. They are also introduced to the organization structure, services, Group structure and subsidiaries, constitution, Board procedures, matters reserved for the Board, major risks and risk management strategy. Independent Directors are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices. Each Director of the Company has complete access to any information relating to the Company. Independent Directors have the freedom at all times to interact with the Company's management.

Site visits to the Company's factory locations are organised for the Independent Directors to enable them to understand the operations of the Company. The Independent Directors, from time to time request management to provide detailed understanding of any specific project, activity or process of the Company. The management provides such information and training either at the meeting of Board of Directors or otherwise.

Independent Directors are issued Letters of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. The induction process for Non-Executive Independent Directors include interactive sessions with Board and Committee members, Business and Functional Heads, visit to market/ plant, etc. All new Independent Directors inducted to the Board are given an orientation. Presentations are made by Executive Directors and Senior Management, giving an overview of the Company's strategy, operations, products, markets, group structure and subsidiaries, Board constitution and guidelines and matters reserved for the Board.

The Company's Board has open channels of communication with executive management which allows free flow of communication amongst Directors in terms of raising query and seeking clarifications. A detailed overview of the familiarization program is available on the Company's website: https://www.centuryply.com/codes-policies/Familiarization-Programme-for-Independent-Directors.pdf.

Apart from in-house programme, the Independent Directors are also encouraged to participate in various training sessions to update and refresh their skills and knowledge.

II. NON- INDEPENDENT DIRECTORS:

(A) CHANGES IN NON-INDEPENDENT DIRECTORS:

There has not been any appointment/ retirement/ resignation of Non-independent Directors during the financial year ended 31st March, 2019.

(B) RETIREMENT BY ROTATION:

Pursuant to the provisions of Section 152(6)(c) of the Companies Act, 2013, Sri Ajay Baldawa and Smt. Nikita Bansal, being longest in office, retire by rotation, and being eligible, offer their candidature for re-appointment as Directors. In view of their considerable experience and contribution to the Company, the Board recommends their re-appointment. The detailed profiles of the above Directors and particulars of their experience, skill or attributes that qualify them for Board Membership are provided in the Notice convening the ensuing Annual General Meeting.

III. KEY MANAGERIAL PERSONNEL

There has not been any appointment/ retirement/ resignation of Key Managerial Personnel during the financial year ended 31st March, 2019.

IV. INTER-SE RELATIONSHIPS BETWEEN THE DIRECTORS

The Directors of the Company are not related inter-se, except for Sri Keshav Bhajanka who is the son of Sri Sajjan Bhajanka, Chairman and Managing Director and Smt. Nikita Bansal, who is the daughter of Sri Sanjay Agarwal, CEO & Managing Director.

MEETINGS

MEETINGS OF BOARD OF DIRECTORS

During the year four Board Meetings were convened and held, the details of which are given in the Corporate Governance Report forming part of the Annual Report. The maximum time gap between any two consecutive Board meetings did not exceed 120 days.

MEETINGS OF INDEPENDENT DIRECTORS

During the year under review, the Independent Directors met once on 5th February, 2019 without the presence of Non-Independent Directors and members of the Management, inter alia to:

- Review the performance of Non-Independent Directors, the Board as a whole and that of its Committees;
- Review the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors; and
- Assess the quality, content and timeliness of flow of information between the Company management and the Board which is necessary for the Board to effectively and reasonably perform its duties.

MANAGERIAL REMUNERATION

PARTICULARS OF MANAGERIAL REMUNERATION

The statement required under Section 197 (12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in Annexure '5' forming part of this Report.

Your Directors state that none of the Executive Directors of the Company receive any remuneration or commission from any of its Subsidiaries.

PARTICULARS OF EMPLOYEES

The statement in respect of employees, as required under Section 197 of the Companies Act, 2013, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in Annexure '5' forming part of this Report. There was also no employee receiving remuneration during the year in excess of that drawn by the Managing Director or Whole-time Director and holding by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company.

CORPORATE GOVERNANCE MEASURES

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) and 134(5) of the Companies Act, 2013, your Directors, to the best of their knowledge and belief, confirm that they have:-

(i) followed the applicable accounting standards in the preparation of the Annual Accounts for the year ended 31st March, 2019 along with proper explanations relating to material departures, if any;

(ii) 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 as at the end of the financial year and of the profit of the Company for that period;

(iii) taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(iv) prepared the Annual Accounts of the Company on a 'going concern' basis;

(v) 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) devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and were operating effectively.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis report, capturing your Company's performance, industry trends and other material changes with respect to your Company and its subsidiaries is presented in a separate section forming part of the Annual Report. The Report provides a consolidated perspective of economic, social and environmental aspects material to our strategy and our ability to create and sustain value to our key stakeholders and includes aspects of reporting as required by Regulation 34(2)(e) read with Schedule V of the Listing Regulations.

CORPORATE GOVERNANCE

The Company strives to evolve and follow the corporate governance guidelines and best practices sincerely, not only to boost long-term shareholder value, but also to respect minority rights. We consider it our inherent responsibility to disclose timely and accurate information regarding our operations and performance, as well as the leadership and governance of the Company. The Company believes in achieving business excellence and optimizing long-term value for its shareholders on a sustained basis through ethical business conduct.

Apart from the mandatory requirements, your Company also complies with certain discretionary requirements of Corporate Governance as specified in Part E of Schedule II of the Listing Regulations.

In terms of Regulation 34 of the Listing Regulations, a Report on Corporate Governance along with a Certificate issued by M/s. MKB and Associates, Company Secretaries in Practice, confirming compliance with the requirements of Corporate Governance, forms a part of the Annual Report.

CEO & CFO CERTIFICATION

Pursuant to Regulation 17(8) read with Schedule II Part B of the Listing Regulations, a certificate from the Chief Executive Officer and Chief Financial Officer of the Company addressed to the Board of Directors, inter alia, confirming the correctness of the financial statements and cash flow statements, adequacy of the internal control measures and reporting of matters to the Audit Committee, is provided elsewhere in this Annual Report.

INTERNAL CONTROLS/ INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

The Board of Directors of the Company is responsible for ensuring that Internal Financial Controls have been laid down in the Company and that such controls are adequate and operating effectively. The Company has an adequate system of internal controls, commensurate with the nature of its business and the size and complexity of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorised use, executing transactions with proper authorisation and ensuring compliance of corporate policies. The Internal Control Systems are being constantly updated with new / revised standard operating procedures. It is supplemented by well-documented policies, guidelines and procedures. A combination of Entity level controls, Process level controls and IT general controls are in place for ensuring the orderly and efficient conduct of business, including adherence to the Company's policies, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparation of reliable financial disclosures.

The Company uses a state-of-the-art enterprise resource planning (ERP) system to record data for accounting, consolidation and management information purposes and connects to different locations for efficient exchange of information. This system has inbuilt transactional controls, tiered approval mechanisms and maintenance of supporting records. Standard operating procedures have been laid down to guide the operations of the business. Unit heads are responsible to ensure compliance with the policies and procedures laid down by the management. Robust and continuous internal monitoring mechanisms and review processes ensure that such systems are reinforced on an ongoing basis. Such controls have been tested during the year and no reportable material weakness or significant deficiencies in the design or operation of internal financial controls was observed.

The Audit Committee evaluates and reviews the adequacy and effectiveness of the internal control systems and suggests improvements. It also regularly reviews the budgetary control system of the Company as well as system for cost control, financial controls, accounting controls, physical verification controls, etc. to assess the adequacy and effectiveness of the internal control systems. Significant deviations are brought to the notice of the Audit Committee and corrective measures are recommended for implementation. Based on the internal audit report, process owners undertake corrective action in their respective areas. All these measures help in maintaining a healthy internal control environment.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the Internal, Statutory and Secretarial Auditors, including the audit of internal financial controls over financial reporting by the Statutory Auditors and the reviews performed by management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2018-19.

PERFORMANCE EVALUATION

Your Directors recognise the value of a formal, structured and rigorous process whereby there is a comprehensive, objective and open assessment of their procedures and effectiveness in providing leadership to the Company, both individually and collectively. The evaluation process also clarifies what actions need to be taken to maintain and improve the Board performance, for instance, addressing individual training and development needs of each Director.

Based on the criteria and framework for Performance Evaluation laid down by the Nomination and Remuneration Committee and adopted by the Board, the Independent Directors, in their separate meeting, evaluated the performance of Non- Independent Directors, the Board as a whole, its Committees and that of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors. The Nomination & Remuneration Committee carried out evaluation of performance of all Independent Directors.

The Independent Directors have expressed satisfaction at the robustness of the evaluation process, the Board's freedom to express its views on matters transacted at the Meetings and the openness and transparency with which the Management discusses various subject matters specified on the agenda of meetings. Parameters and process applied for carrying out the evaluation has been discussed in detail in the Corporate Governance Report.

The consolidated Evaluation Report was discussed at the Meeting of the Board held on 5th February, 2019. The Board, after taking into consideration the evaluation exercise carried out by the Nomination and Remuneration Committee and by the Independent Directors, carried out an evaluation of its own performance and that of its Committees. The individual performance of all Directors (including the Independent Directors) was also carried out by the entire Board without the presence and participation of the Director being evaluated. Action areas identified in the process are being implemented to ensure a better interface at the Board/Management level.

Based on the evaluations, the performance of the Board, its Committees and Individual Directors (including Independent Directors) was found to be satisfactory. The Board and its committees had been highly effective in achieving their respective charters of monitoring the overall performance of the Company, overseeing the performance of the management and thus overall upholding high standards of corporate governance. The board meetings were well run and the members of the Board acted with sufficient diligence and care.

It was unanimously opined that each of the Directors extensively help in bringing judgment on the Board of Directors' deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct. They participate constructively and actively in the meetings of the Board / Committees of the Board in which he/ she are a member. They apply their independent judgement and effectively deploy their expertise and knowledge in Board/ Committee proceedings, while keeping the interest of all the Stakeholders at the fore-front. Non-Independent Directors, including the Chairman and Managing Directors are insightful and convincing, besides having in-depth knowledge of the Company and the environment in which it operates. The Chairman is responsible for fostering and promoting the integrity of the Board while nurturing a culture where the Board works harmoniously for the long-term benefit of the Company and all its stakeholders. The Chairman guides the Board for effective governance structure in the Company.

The Board as a whole is integrated and balanced where diverse views are expressed and discussed, with each Director bringing to the table, knowledge and expertise key to his or her profile. All Directors are participative, interactive and communicative. Besides, the Chairman has abundant knowledge, experience, skill and understanding of the Board's functioning and conducts the meetings with poise and maturity.

Information is provided to the Board and Committee Members on a continuous basis for their review, inputs and approval from time to time. The Independent Directors reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees and unanimously opined that the same is proper, adequate and timely.

COMMITTEES OF BOARD OF DIRECTORS

In compliance with the requirements of Companies Act, 2013 and Listing Regulations, your Board had constituted various Board Committees to assist it in discharging its responsibilities. The Board has adopted charters setting forth the roles and responsibilities of each of the Committees. The Board has constituted following Committees to deal with matters and monitor activities falling within the respective terms of reference:-

MANDATORY COMMITTEES

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Risk Management Committee
- Corporate Social Responsibility Committee

NON-MANDATORY COMMITTEES

- Share Transfer Committee
- Finance Committee

Detailed composition of the above Committees, their terms of reference, number of meetings held, attendance therein and other related details are provided in the Corporate Governance Report forming part of the Annual Report. There has been no instance where the Board has not accepted the recommendations of its Committees.

POLICIES AND CODES

REMUNERATION POLICY

The Company has a Board approved Remuneration Policy on appointment and remuneration of Directors, Key Managerial Personnel and Senior Management Personnel, containing criteria for determining qualifications, positive attributes and independence of a director.

Proviso to Section 178 (4) of the Companies Act, 2013 requires the Company to place its Remuneration policy on its website and disclose the salient features of such policy and changes therein, if any, along with the web address of the policy in the Board's report. Accordingly, the Remuneration Policy of the Company has been made available on the Company's website at https://www.centuryply.com/codes-policies/Remuneration-policy.pdf. The Remuneration Policy of the Company is appended as 'Annexure 6' to this Report.

The Company's remuneration policy is directed towards rewarding performance based on periodical review of achievements and is in consonance with the existing industry practice. The Policy is designed to ensure that:

a) the company is able to attract, retain and motivate highly qualified members for the Board and other executive level and ensure their long term sustainability.

b) the company is able to provide a well-balanced and competitive compensation package to its Executives, taking into account their roles and position, shareholder interests, industry standards and relevant regulations.

c) remuneration of the Directors and other Executives are aligned with the business strategy and risk tolerance, objectives, vision, values and long-term interests of the company.

The Remuneration Policy provides a framework for remuneration paid to the members of the Board, Key Managerial Personnel and Senior Management Personnel of the Company. The Policy also lays down the roles and responsibilities of the Nomination and Remuneration Committee in identifying persons who are qualified to become directors and who may be appointed in senior management.

The Policy was recently amended by the Board on recommendation of the Nomination and Remuneration Committee to make it conform to the amendments made to the Listing Regulations. The amendment was made to widen the scope of applicability of the Policy to the revised definition of Senior Management. The role of the Nomination and Remuneration Committee was expanded to include recommending to the Board, all remuneration, in whatever form, payable to senior management.

BOARD DIVERSITY POLICY

Your Company has over the years been fortunate to have eminent persons from diverse fields as Directors on its Board. The Company believes that a truly diverse Board leverages differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity and gender that will help the Company retain its competitive advantage.

The Company's Board Diversity Policy, formulated in accordance with the Listing Regulations, ensures that the Board is fully diversified and comprises of an ideal combination of executive and non-executive directors, including independent directors, with diverse backgrounds. This policy is largely framed to address the importance of a diverse Board in harnessing the unique and individual skills and experiences of the members in a way that collectively benefits the organisation and business as a whole.

The Board Diversity Policy adopted by the Company sets out its approach to diversity. The Policy is available on our website at https://www.centuryply.com/codes-policies/Board-Diversity-Policy.pdf.

WHISTLE BLOWER POLICY/ VIGIL MECHANISM

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected incidents of fraud or violation of the Company's Code of Conduct that could adversely impact the Company's operations, business performance and / or reputation. The policy has been modified in line with the amendments made to the Listing Regulations which are effective from 1st April, 2019. The Policy provides that the Vigilance and Ethics Officer of the Company investigates such incidents, when reported, in an impartial manner and takes appropriate action to ensure that requisite standards of professional and ethical conduct are always upheld. The Audit Committee oversees the implementation of the Whistle Blower Policy which provides for direct access to the Chairman/ CEO/ Chairman of the Audit Committee in exceptional cases. The said policy may be referred to at the Company's website at: https://www.centuryply.com/codes-policies/Vigil-Mechanism-Policy-CPIL.pdf. During the financial year ended 31st March, 2019, no case was reported under this policy. No employee was denied access to the Audit Committee or its Chairman.

RISK MANAGEMENT POLICY

The Company is aware that a thorough risk management system is necessary in the face of evolving risks propelled by market volatilities and other external factors. Risk Management is an attempt to identify and then manage threats that could severely impact or bring down the organisation. The risk management process begins with identification of risks and assessment of their impact. The assessment is based on past trends and events. Thereafter, ways to mitigate these risks are identified and implemented on a continuing basis.

The Board of Directors of your Company has framed and adopted a policy on Risk Management to minimise the adverse consequence of risks on business objectives of the Company. The policy has been modified in line with the amendments made to the Listing Regulations which are effective from 1st April, 2019. The Board is kept informed about the risk assessment and minimization procedures. As required under the Listing Regulations, the Board of Directors of the Company has formed a Risk Management Committee to frame, implement and monitor the risk management plan for the Company. The Committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The Audit Committee has additional oversight in the area of financial risks and controls.

The development and implementation of risk management policy has been covered in the Management Discussion and Analysis, which forms part of this report. In the opinion of the Board, the Company is not faced with any material risks that may threaten the existence of the Company.

POLICY ON PREVENTION OF SEXUAL HARASSMENT

Your Company firmly believes in providing a safe, supportive and friendly workplace environment – a workplace where our values come to life through underlying behaviour. Positive workplace environment and a great employee experience are integral parts of our culture. Your Company believes in providing and ensuring a workplace free from harassment and gender-based discrimination. The Company is an equal opportunity provider and continuously strives to build a work culture which promotes the respect and dignity of all employees across the Organization.

In order to provide women employees a safe working environment at workplace and also in compliance with the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder, the Company has formulated a well-defined policy on prevention, prohibition and redressal of complaints relating to sexual harassment of women at the workplace. The Policy serves as a guide for employees to report sexual harassment cases at workplace and our process ensures complete anonymity and confidentiality of information. The said Policy is available on your Company's website www.centuryply.com.

Your Company has a robust mechanism in place to redress complaints reported under it. There is an Internal Complaints Committee (ICC) comprising of internal members and an external member who has extensive experience in the field. Adequate workshops and awareness programme against sexual harassment are conducted across the organization. Employees may report complaints to the Complaints Committee formed for this purpose or to any member thereof or to the location head. During the year, no complaint regarding sexual harassment was received by the said Committee.

DIVIDEND DISTRIBUTION POLICY

In terms of Regulation 43A of the Listing Regulations, your Company being one of the top five hundred listed Company (based on market capitalisation) has formulated and adopted Dividend Distribution Policy and the same has been appended as Annexure '7' to this Report and is also available on the Company's website at: https://www.centuryply.com/codes-policies/CPIL-Dividend-Distribution-Policy.pdf.

The Policy lays down the principles and criteria to be considered by the Company while ascertaining the amount of dividend to be declared whilst maintaining a balance between the payout ratio and retained earnings, in order to address future needs of the Company. The intent of the Policy is to broadly specify the external and internal factors including financial parameters that shall be considered while declaring dividend and the circumstances under which the shareholders of the Company may or may not expect dividend and how the retained earnings shall be utilized, etc. Through this policy, the Company aims to maintain a consistent approach to dividend pay-out plans.

POLICY FOR DETERMINING MATERIALITY OF EVENTS/ INFORMATION

In line with requirements under Regulation 30 of the Listing Regulations, the Company has framed a Policy for determination of materiality of events/ information. In line with the amendments made to the Listing Regulations effective from 1st April, 2019, this policy has also been modified and the same is available on the Company's website at https://www.centuryply.com/codes-policies/CPIL's-Policy-for-Determination-of-Materiality.pdf. The objective of this policy is to have uniform disclosure practices and ensure timely, adequate and accurate disclosure of information on an ongoing basis.

OTHER POLICIES

Policy on Materiality of and dealing with Related Party Transactions, Policy for Preservation of Documents and Archival Policy are some of the other policies formulated and adopted by the Board pursuant to the requirement of Listing Regulations. These policies may be accessed on the Company's website www.centuryply.com.

CODE OF CONDUCT

With intent to enhance integrity, ethics and transparency in governance of the Company, and thereby reinforce the trust and confidence reposed in the Management of the Company by the shareholders and other stakeholders, your Company had adopted a Code of Conduct for Directors and Senior Management Personnel. The Code has been modified in line with the amendments made to the Listing Regulations. The Code has been displayed on the Company's website www.centuryply.com and details thereof has also been included in the Corporate Governance Report forming part of the Annual Report. Pursuant to the amendments in said Regulations, this Code was amended by the Board of Directors during the year.

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS AND CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Your Company has formulated a 'Code of Conduct to regulate, monitor and report trading by Insiders' in accordance with provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 with a view to regulate trading in securities by the Directors and Designated Employees of the Company. Pursuant to the amendments in said Regulations, effective from 1st April, 2019 and in light of its impact on the compliance and disclosures pertaining to prohibition of Insider Trading, this Code was amended by the Board of Directors of the Company and renamed as the 'Code of Conduct to regulate, monitor and report trading by Designated Persons'.

The code lays down guidelines, which advise on procedures to be followed and disclosures to be made, while dealing in shares of the Company and cautions on the consequences of non-compliances. The Code prohibits and deters the Directors of the Company and other specified employees and their relatives from dealing in the securities of the Company on the basis of any unpublished price sensitive information available to them by virtue of their position in the Company. The Code is available on the website of the Company www.centuryply.com.

Your Company has adopted a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. This Code lays down principles and practices to be followed by the Company with respect to adequate and timely disclosure of unpublished price sensitive information.

The Company Secretary as the Compliance Officer of the Company is responsible for complying with the procedures, monitoring, adherence to the rules for the preservation of price sensitive information, pre-clearance of trade, monitoring of trades and implementation of the Code of Conduct under the overall supervision of the Board.

The Board of Directors, designated employees and connected persons have affirmed compliance with the Code.

CORPORATE SOCIAL RESPONSIBILITY

Your Company has been involved in social welfare initiatives for more than two decades and firmly believes in making lasting impact towards creating a just, equitable, humane and sustainable society. During the year, the total CSR expenditure incurred by your Company was ₹4.30 crore which was higher than the statutory limit. The CSR Projects of the Company are mainly focused on the following broad thematic areas namely education, healthcare and environment sustainability. Your Company's Corporate Social Responsibility (CSR) initiatives are also designed to address the challenge of capacity building and securing sustainable livelihoods of the marginalized/ underprivileged sections of the society around its works.

Details regarding the CSR Committee are set out in the Corporate Governance Report forming part of the Annual Report. The CSR Committee has confirmed that the implementation and monitoring of CSR Policy is in conformity with CSR objectives and policy of the Company and in compliance with Section 135 of the Companies Act, 2013.

Your Company's CSR Policy is available on the Company's website at https://www.centuryply.com/codes-policies/Policy-on-Corporate-Social-Responsibility.pdf. A brief outline on the policy and the initiatives undertaken by the Company on CSR activities during the year are set out in the CSR Report appended hereto as Annexure '8' in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014.

BUSINESS RESPONSIBILITY

Your Company believes that the foundations of economic growth can be strengthened if the entire society is a part of the growth story. To achieve this vision, the Company strives to create value for India by elevating the quality of life across the entire socio-economic spectrum. Furthermore, the Company believes in effectiveness of communication as the first step towards creating long-term trust and stakeholder value. At Centuryply, sustainability is regarded indispensable for the success of any organisation and that it requires comprehensive strategies that extend to all aspects of the business - from the board room, to employees, to suppliers, to consumers and to the community at large.

The Business Responsibility Policy adopted by your Company focusses on developing and integrating a detailed sustainability vision into its long-term strategic plan in a way that creates lasting value for its stakeholders whilst also building public trust. This is premised on striking a proper balance between economic, social and environmental performance in dealings with various stakeholders, thereby ensuring sustainable development for the Company.

The Business Responsibility Report as required under Regulation 34(2)(f) of the Listing Regulations is appended as Annexure '9' to this Report, mapping the sustainability performance of your Company against the reporting framework suggested by SEBI. The Report describes the initiatives taken by the Company from an environmental, social and governance perspective.

MISCELLANEOUS

ANNUAL RETURN

An extract of Annual Return as on the financial year ended 31st March, 2019 in Form No. MGT-9 as required under Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014 is set out as Annexure- '10' to the Directors' Report.

Further, in terms of Section 134(3)(a) of the Companies Act, 2013, the Annual Return of the Company has been placed on the Company's website and can be accessed at https://www.centuryply.com/investor-information/cpil-annual-return/MGT-7-2018.pdf

SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS / COURTS / TRIBUNALS

There are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

COMPLIANCE WITH SECRETARIAL STANDARDS AND INDIAN ACCOUNTING STANDARDS

The Board of Directors affirms that during the year under review, the Company has complied with the mandatorily applicable Secretarial Standards issued by the Institute of Companies Secretaries of India. The Company has also complied with all relevant Indian Accounting Standards referred to in Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 while preparing the financial statements.

CREDIT RATING

During the year under review, the long term credit rating of the Company is affirmed/ assigned as "AA-" with "Stable" outlook by ICRA, the rating agency. The rating of AA indicates high degree of safety regarding timely servicing of financial obligations and very low credit risk. A 'Stable' outlook indicates expected stability (or retention) of the credit ratings in the medium term on account of stable credit risk profile of the entity in the medium term.

The short term facilities of the Company have been granted the rating of A1+ by ICRA. The rating of A1+ indicates very strong degree of safety regarding timely payment of financial obligations and carries the lowest credit risk.

The ratings on Commercial Paper issue of the Company have been reaffirmed as A1+ by ICRA.

GREEN INITIATIVES IN CORPORATE GOVERNANCE

As a responsible corporate citizen, the Company supports the 'Green Initiative' undertaken by the Ministry of Corporate Affairs, Government of India, enabling electronic delivery of documents to Shareholders. The Company sends notices, Annual Report and other communications through email to Members whose email IDs are registered with the Company/ Depository Participant(s). Members requiring physical copies can send a request to the Company. For members who have not registered their email addresses, physical copies are sent through permitted mode.

Shareholders who have not registered their e-mail addresses so far are requested to do the same. Those holding shares in demat form can register their e-mail address with their concerned DPs. Shareholders who hold shares in physical form are requested to register their e-mail addresses with the RTA, by sending a letter, duly signed by the first/sole holder quoting details of Folio Number.

HUMAN RESOURCE DEVELOPMENT & INDUSTRIAL RELATIONS

Centuryply continues to be a people focused organization continuously building next generation leadership. The Company has increased its investment and capacity in training and development to develop people to their maximum potential. Focus on training and development continued through a combination of functional, technical and behavioural training programs. The Company continues to use innovative methods to embed behaviours led by values in the organisation.

During the year, the Company maintained and enjoyed harmonious industrial relations at all levels. The enthusiasm and unstinting efforts of the employees have enabled your Company to remain at the forefront of the Industry. The Company's interactive intranet portal and mobile application 'centurion' is one such attempt to bring employees together and closer to the management besides keeping them informed of the happenings in the Company.

Your Company has been proactive in providing its work-force with a right mix of challenges and opportunities, learning platforms and leading positions, safe workplace and egalitarian work culture along with professional growth and personal development. Long-service award are being organised to recognize the loyalty and commitment of employees. Performance recognition through initiatives like representation on the Company's monthly merit board, 'Sarvada Sarvottam Ambassadors' and 'Star Centurion' are also being carried out on a regular basis. Structured interventions are undertaken to identify and groom internal talent for managerial positions particularly in the sales functions. Introduction of time scale promotion policy for entry level managerial roles in sales functions has also been introduced. All these initiatives coupled with quick grievance resolution mechanisms have enabled the Company to create a highly motivated pool of professionals and skilled workforce that share a passion and vision of the Company. Company's long cherished dream of having very own 'Century House' got fulfilled during the year, providing employees with the state of art infrastructure and eco-system to rein in a collaborative work culture.

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

Information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated in Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is given in Annexure '11' hereto and forms a part of this Report.

INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, the Company has transferred on due dates, the unclaimed final dividend for the financial year ended 31st March, 2011 and interim dividend for the financial year ended 31st March, 2012, to the Investor Education and Protection Fund (IEPF) established by the Central Government.

Dividends for the financial year 2012-13 onwards, if remaining unclaimed for 7 years, will be transferred by the Company to IEPF on respective due dates. Shareholders who have not claimed the dividend for this period are requested to lodge their claim with the Company. The Company regularly sends reminder letters through electronic and/or physical means to all those shareholders whose dividend are lying unclaimed for any year/(s) during the last seven years requesting them to claim their dividend amounts.

Pursuant to the provisions of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has also placed on its website www.centuryply.com, the information on dividends which remain with the Company as on 14th September, 2018, i.e. the date of last Annual General Meeting. The information is also available on the website of the Ministry of Corporate Affairs

Pursuant to Section 124(6) of the Companies Act, 2013, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), as on date, your Company has transferred 67963 shares (on which dividend remained unpaid or claimed for seven consecutive years or more) held by 329 shareholders to the demat account of IEPF authority.

ANNEXURES

ANNEXURES FORMING PART OF THIS REPORT OF THE DIRECTORS

The Annexures referred to in this Report containing information required to be disclosed are annexed as under:

Annexure	Particulars
1	Statement containing salient features of the financial statements of subsidiaries/ associate companies/ joint ventures
2	Details of Loans, Guarantees and Investments
3	Particulars of contracts /arrangements made with related parties
4	Secretarial Audit Report
5	Particulars of Employees and Managerial Remuneration
6	Remuneration Policy
7	Dividend Distribution Policy
8	Report on Corporate Social Responsibility
9	Business Responsibility Report
10	Extract of Annual Return
11	Particulars of conservation of energy, technology absorption and foreign exchange earnings and outgo

APPRECIATIONS AND ACKNOWLEDGEMENTS

The Board of Directors would like to express their sincere appreciation for the assistance and co-operation received from financial institutions, banks, Government and other Regulatory Authorities, Stock Exchanges, customers, vendors, dealers, investors, business associates during the year.

The Board also places on record its appreciation for the enthusiastic co-operation, hard work and dedication of all the employees of the Company without which it would not have been possible to achieve all round progress and growth of the Company.

Directors wishes to place on record their appreciation of the efficient and loyal services rendered by each and every employee, without whose whole-hearted efforts, the overall satisfactory performance would not have been possible and look forward to the long term future with confidence.

The trust and confidence reposed by the customers in the Company and its products is especially cherished. Your Directors also wish to place on record their appreciation of the wholehearted and continued support extended by the Shareholders and Investors, which had always been a source of strength for the Company. Your Directors look forward to your continued support.

For and on behalf of the Board of Directors

Sajjan Bhajanka
(DIN: 00246043)
Chairman & Managing Director

Kolkata, 27th May, 2019

Annexure 1

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 subsidiaries/ associate companies/ joint ventures

PART "A" : SUBSIDIARIES

(₹ in Lac)

Sl.	Particulars	Name of Subsidiaries										Step-Down Subsidiaries	
		Auro Sundram Ply & Door Pvt. Ltd.	Century MDF Ltd.	Ara Suppliers Pvt. Ltd.	Arham Sales Pvt. Ltd.	Adonis Vyaper Pvt. Ltd.	Apnapan Viniyog Pvt. Ltd.	Century Infotech Ltd.	Century Gabon SUARL	Centuryply Myanmar Pvt. Ltd.	Century Ply (Singapore) Pte. Ltd.	Century Ply Laos Co. Ltd.	Century Huesoulin Plywood Lao Co. Ltd.
1	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31st March, 2019	31st March, 2019	31st March, 2019	31st March, 2019	31st March, 2019	31st March, 2019	31st March, 2019	31st March, 2019	31st March, 2019	31st March, 2019	31st March, 2019	31st March, 2019
2	Reporting currency	INR	INR	INR	INR	INR	INR	INR	USD	USD	USD	USD	USD
3	Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	-	-	-	-	-	-	-	69.17	69.17	69.17	69.17	69.17
4	Share Capital	100.00	30.00	177.76	177.76	177.76	177.76	499.50	588.79	5937.49	4555.49	24.32	419.17
5	Reserves & Surplus	2502.85	(0.27)	(9.56)	(8.47)	(8.63)	(8.55)	(447.49)	(39.12)	69.77	16.28	(20.46)	19.34
6	Total Assets	5289.95	29.85	168.36	169.45	169.29	169.37	84.27	549.67	6322.13	9074.94	3721.04	4287.45
7	Total Liabilities	5289.95	29.85	168.36	169.45	169.29	169.37	84.27	549.67	6322.13	9074.94	3721.04	4287.45
8	Investments# (except investments in subsidiaries)	-	-	152.54	152.54	152.54	152.54	-	-	-	-	-	-
9	Turnover	10090.16	-	-	-	-	-	106.30	-	2905.89	1041.36	-	457.65
10	Profit before Tax	454.34	(0.14)	(0.11)	(0.04)	(0.10)	(0.08)	18.34	-	(594.61)	(809.82)	(41.33)	(140.20)
11	Provision for Tax	149.59	-	-	-	-	-	3.28	-	-	108.30	-	-
12	Profit / (Loss) after Tax	304.75	(0.14)	(0.11)	(0.04)	(0.10)	(0.08)	21.62	-	(594.61)	(701.52)	(41.33)	(140.20)
13	Proposed Dividend	-	-	-	-	-	-	-	-	-	-	-	-
14	Percentage of Shareholding	51.00	100.00	80.00	80.00	80.00	80.00	60.06	100.00	100.00	83.46	90.00	51.00

Includes investments in property

OTHER INFORMATION

1 Names of subsidiaries which are yet to commence operations as on 31st March, 2019 - Century MDF Ltd. & Century Gabon SUARL
2 Names of subsidiaries which have been liquidated or sold during the year - PT Century Ply Indonesia

PART "B" : ASSOCIATES AND JOINT VENTURES

The Company does not have any Associate or Joint Venture.

For and on behalf of the Board of Directors

Sajjan Bhajanka
Chairman & Managing Director
DIN:00246043

Sanjay Agarwal
CEO & Managing Director
DIN:00246132

Arun Kumar Julasaria
Chief Financial Officer

Sundeep Jhunjhunwala
Company Secretary

Kolkata, 27th May, 2019

CENTURYPLY®

Annexure -2

DETAILS OF LOANS, GUARANTEES AND INVESTMENTS MADE DURING THE YEAR ENDED 31ST MARCH, 2019

Name of the entity	Relation	Amount (₹ in Lac)	Particulars of Loans, Guarantees and Investments	Purpose for which the Loan, Guarantee and Investment are proposed to be utilised
Century Ply (Singapore) Pte. Ltd	Subsidiary	141.94	Investment in shares	Business purpose
Century Gabon SUARL	Subsidiary	1.21	Investment in shares	Business purpose
Century Gabon SUARL	Subsidiary	587.58	Share Application	Business purpose
Fine Wood Products Pvt. Ltd#	NA	100.00	Loan given at market rates	Business purpose
Tiru Complex LLP#	NA	50.00	Loan given at market rates	Business purpose
Skipper Ltd.*	NA	1,000.00	Loan given at market rates	Business purpose
OPG Power Generation Pvt. Ltd.	NA	(2.02)	Shares sold	Business purpose
Association of Indian Panelboard Manufacturer	NA	0.50	Investment in shares	Business purpose
Watsun Infrabuild Pvt. Ltd.	NA	32.02	Investment in shares	Business purpose
Indian Laminate Manufacturers Association	NA	1.25	Investment in shares	Business purpose
Auro Sundaram International Pvt. Ltd.	NA	(1,000.00)	Loan received back	Business purpose
Channel Financing to Dealers & Distributors$	NA	693.75	Guarantee	Channel Financing

* Maximum amount due at any point of time during the year; Year end balance: NIL

Maximum amount due at any point of time during the year and year end balance.

$ Maximum amount due at any point of time during the year.

For and on behalf of the Board of Directors

Sajjan Bhajanka
(DIN: 00246043)
Chairman and Managing Director

Kolkata, 27th May, 2019

Annexure 3

FORM-AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules,2014)

Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: None
2. Details of material contracts or arrangements or transactions at arm's length basis during the year:

Sl. No.	Name(s) of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of contracts / arrangements / transactions	Salient features of contracts / arrangements / transactions, including value, if any	Date(s) of approval by the Board / Audit Committee	Amount paid as advances, if any
(i)	Auro Sundram Ply & Door Pvt. Ltd. (Subsidiary Company)	a. Purchase of plywood/ block-board, flush door and other materials b. Sale of plywood, block board, flush door, veneer and other materials c. Give unsecured loan from time to time for its business	Ongoing	Aggregate amount not exceeding ₹300 Crore in each financial year	24.07.2018	-

For and on behalf of the Board of Directors

Sajjan Bhajanka
(DIN: 00246043)
Chairman and Managing Director

Kolkata, 27th May, 2019

Annexure 4

FORM NO. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

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

To
The Members,
CENTURY PLYBOARDS (INDIA) LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **CENTURY PLYBOARDS (INDIA) 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.

The Company's Management is responsible for preparation and maintenance of secretarial and other records and for devising proper systems to ensure compliance with the provisions of applicable laws and regulations.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period for the financial year ended on 31st March, 2019, 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019, to the extent applicable, according to the provisions of:

i) The Companies Act, 2013 ("the Act") and the rules made thereunder;

ii) The Securities Contracts (Regulation) Act, 1956 and Rules made thereunder;

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

iv) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct investment and External Commercial Borrowings;

v) The Regulations and Guidelines prescribed under the Securities & Exchange Board of India Act, 1992 ("SEBI Act") or by SEBI, to the extent applicable:

  a) The Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011;

  b) The Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations 2015;

  c) The Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

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

  e) The Securities & Exchange Board of India (Issue and listing of Debt securities) Regulations, 2008;

  f) The Securities & Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

  g) The Securities & Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

  h) The Securities & Exchange Board of India (Buyback of Securities) Regulations, 2018;

  i) The Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

vi) Other than fiscal, labour and environmental laws which are generally applicable to all manufacturing companies, the following laws/acts are also, inter alia, applicable to the Company:

  a) The Indian Forest Act, 1927

  b) The Water (Prevention and Control of Pollution) Act, 1974

  c) The Air (Prevention and Control of Pollution) Act, 1981

  d) The West Bengal Forest (Establishment And Regulation of Saw-Mills and other Wood-based Industries) Rules, 1982

  e) The Environment (Protection) Act, 1986 and rules there under

  f) The Petroleum Act, 1934 and the Petroleum Rules, 2002

  g) The Legal Metrology Act, 2009 and rules there under

  h) The Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016

  i) The Insecticides Act, 1968 and the Insecticides Rules, 1971.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India.

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

We further report that:

a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes in the composition of the Board of Directors took place during the period under review.

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

c) None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes.

We 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.

We further report that during the audit period:

(a) the Company has incorporated a wholly owned Subsidiary by the name Century Gabon SUARL in Gabon, Africa on 10th January, 2019.

(b) The Company has approved Material Related Party Transaction for financial year 2018-19 and onwards with Auro Sundram Ply & Door Pvt. Ltd., a subsidiary company, at its annual general meeting on 14th September, 2018.

This report is to be read with our letter of even date which is annexed as Annexure – 1 which forms an integral part of this report.

For **MKB & Associates**
Company Secretaries

Manoj Kumar Banthia
(Partner)

ACS no. 11470
COP no. 7596
FRN: P2010WB042700

Date: 27th May, 2019
Place: Kolkata

ANNEXURE – 1

To
The Members,
Century Plyboards (India) Limited

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

1. It is management's responsibility to identify the Laws, Rules, Regulations, Guidelines and Directions which are applicable to the Company depending upon the industry in which it operates and to comply and maintain those records with same in letter and in spirit. Our responsibility is to express an opinion on those records based on our audit.
2. We have followed the audit practices and process 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 process 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. Wherever required, we have obtained the Management's Representation about the compliance of Laws, Rules, Regulations, Guidelines and Directions and happening events, etc.
5. 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 **MKB & Associates**
Company Secretaries

Manoj Kumar Banthia
(Partner)

ACS no. 11470
COP no. 7596
FRN: P2010WB042700

Date: 27th May, 2019
Place: Kolkata

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Annexure 5

PARTICULARS OF EMPLOYEES

Information required under Section 197 of the Companies Act, 2013, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Name	Designation	Qualification	Nature of Employment	Nature of duties	Age (Years)	Date of Joining	Experience (Years)	Remuneration received (₹)	Previous Employment	Designation at Previous Employment	Relationship with Director/ Manager
Employed throughout the financial year											
Sri Ajay Baldawa	Executive Director	B.E. Engg., M.Tech.	Contractual	Production; Project implementation	62	23-Feb-94	37	2,40,00,000	Sarda Plywood Industries Ltd.	General Manager	None
Sri Arun Kumar Julasaria	Chief Financial Officer	B.Com. FCA; FCS	Permanent	Finance, Taxation, Accounts	57	5-Aug-04	34	1,47,88,084	Mani Group	Finance Head	None
Sri Sajjan Bhajanka	Chairman & Managing Director	Commerce Graduate	Contractual	Management, administration & finance	67	5-Feb-86	40	1,20,00,000	None	N.A.	Father of Sri Keshav Bhajanka
Sri Sanjay Agarwal	CEO & Managing Director	Commerce Graduate	Contractual	Marketing & sales promotion	58	5-Jan-82	32	1,20,00,000	None	N.A.	Father of Smt. Nikita Bansal
Sri Vishnu Khemani	Managing Director	Science Graduate	Contractual	Management & administration	67	16-Apr-08	41	1,20,00,000	Sharon Veneers Pvt. Ltd.	Managing Director	None
Sri Prem Kumar Bhajanka	Managing Director	Commerce Graduate	Contractual	Management & administration	61	16-Apr-08	39	1,20,00,000	Century Panels Pvt. Ltd.	Managing Director	None
Sri Navarun Sen	Executive LOB Head-Panel	PGDM	Permanent	Sales & Marketing	52	1-Nov-13	28	97,95,029	UNINOR	Circle Business Head	None
Sri Shankho Chowdhury	Executive LOB Head-Decoratives	B.A. Honours	Permanent	Sales & Marketing	58	1-Aug-13	30	96,92,400	Consultancy K	Director	None
Sri Yogesh Kumar Chaudhry	Unit Head-Cent Ply	M.E., MBA, LL.B, ACMA, ACS, CAIIB, CFA	Permanent	Overall Management of the Unit	59	16-Feb-06	37	86,42,484	North Eastern Development Finance Corporation Ltd.	General Manager	None
Sri Ashutosh Jaiswal	President - IB Division & Logistics	BSc	Permanent	Overall Management	60	1-Jun-94	40	85,06,344	M/s. Dutta Exports	Export Executive	None
Employed for a part of the financial year											
Martin Alexander Cameron	Head-Production & Quality	Diploma-Wood Panel Mfg. & Science	Permanent	MDF-Production & Quality control	54	1-Nov-18	35	1,17,92,335	Advance Fiber Limited Thailand	Production Head	None
Sri Himanshu J Shah	President - MDF Business	B.Com. (Hons.); FCA	Permanent	Business Head	59	1-Aug-18	33	87,97,731	Bajaj Eco-Tec Products Ltd.	President	None

PARTICULARS OF MANAGERIAL REMUNERATION

Read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sl. No.	Requirements of Rule 5(1)		Details	
(i)	the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	:	**Executive Directors**	**Ratio**
			Sri Sajjan Bhajanka	57.68 : 1
			Sri Hari Prasad Agarwal	28.84 : 1
			Sri Sanjay Agarwal	57.68 : 1
			Sri Prem Kumar Bhajanka	57.68 : 1
			Sri Vishnu Khemani	57.68 : 1
			Sri Keshav Bhajanka	24.03 : 1
			Sri Ajay Baldawa	115.36 : 1
			Smt. Nikita Bansal	11.54 : 1
			Non-Executive Independent Directors	**Ratio**
			Sri Mangi Lal Jain	1.92 : 1
			Sri Santanu Ray	1.92 : 1
			Sri Asit Pal	1.92 : 1
			Smt. Mamta Binani	1.92 : 1
			Sri J. P. Dua	1.92 : 1
			Sri Vijay Chhibber	1.92 : 1
			Sri Debanjan Mandal	1.92 : 1
			Sri Sunil Mitra	1.92 : 1
(ii)	the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	:	**Executive Directors**	**Percentage Increase**
			Sri Sajjan Bhajanka	Nil
			Sri Hari Prasad Agarwal	Nil
			Sri Sanjay Agarwal	Nil
			Sri Prem Kumar Bhajanka	Nil
			Sri Vishnu Khemani	Nil
			Sri Keshav Bhajanka	Nil
			Sri Ajay Baldawa	117.19
			Smt. Nikita Bansal	Nil
			Non-Executive Independent Directors	
			Sri Mangi Lal Jain	33.33
			Sri Santanu Ray	33.33
			Sri Asit Pal	33.33
			Smt. Mamta Binani	33.33
			Sri J. P. Dua	33.33
			Sri Vijay Chhibber	33.33
			Sri Debanjan Mandal	33.33
			Sri Sunil Mitra	33.33
			CFO & CS	
			Sri Arun Kumar Julasaria (CFO)	45.83
			Sri Sundeep Jhunjhunwala (CS)	6.95

Sl. No.	Requirements of Rule 5(1)		Details	
(iii)	the percentage increase in the median remuneration of employees in the financial year	:	14.10%	
(iv)	the number of permanent employees on the rolls of company (as on 31st March, 2019)	:	6913	
(v)	average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	:	Average percentile increase in salary of non-managerial employees	10
			Average percentile increase in salary of managerial employees	19
			The increment given to each individual employee is based on the employees' potential, experience as also their performance and contribution to the Company's progress over a period of time. The average increase is also an outcome of the Company's performance and its market competitiveness as against its peer group companies.	
(vi)	affirmation that the remuneration is as per the remuneration policy of the company	:	Remuneration paid during the year ended 31st March, 2019 is as per the Remuneration Policy of the Company.	

For and on behalf of the Board of Directors

Sajjan Bhajanka
(DIN: 00246043)
Chairman and Managing Director

Kolkata, 27th May, 2019

Annexure 6

REMUNERATION POLICY

1. PREAMBLE

1.1 The remuneration policy provides a framework for remuneration paid to the members of the Board of Directors ("Board"), Key Managerial Personnel ("KMP") and the Senior Management Personnel ("SMP") of the Company (collectively referred to as "Executives"). The expression "senior management" shall mean officers/ personnel of the listed entity who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the chief executive officer/managing director/ whole time director/manager (including chief executive officer/ manager, in case they are not part of the Board) and shall specifically include company secretary and chief financial officer.

1.2 The policy will be reviewed every year by the Nomination and Remuneration Committee of the Board of Directors.

2. AIMS & OBJECTIVES

2.1 The aims and objectives of this remuneration policy may be summarized as follows:

2.1.1 The remuneration policy aims to enable the company to attract, retain and motivate highly qualified members for the Board and other executive level and to ensure their long term sustainability.

2.1.2 The remuneration policy seeks to enable the company to provide a well-balanced and performance-related compensation package, taking into account shareholder interests, industry standards and relevant Indian corporate regulations.

2.1.3 The remuneration policy will ensure that the interests of Board members & senior executives are aligned with the business strategy and risk tolerance, objectives, values and long-term interests of the company and will be consistent with the "pay-for-performance" principle.

2.1.4 The remuneration policy will ensure that remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

3. PRINCIPLES OF REMUNERATION

3.1 <u>Support for Strategic Objectives:</u> Remuneration and reward frameworks and decisions shall be developed in a manner that is consistent with, supports and reinforces the achievement of the Company's vision and strategy.

3.2 <u>Transparency:</u> The process of remuneration management shall be transparent, conducted in good faith and in accordance with appropriate levels of confidentiality.

3.3 <u>Internal equity:</u> The Company shall remunerate the board members, KMP and senior management in terms of their roles within the organisation. Positions shall be formally evaluated to determine their relative weight in relation to other positions within the Company.

3.4 <u>External equity:</u> The Company strives to pay an equitable remuneration, capable of attracting and retaining high quality personnel. Therefore the Company will remain logically mindful of the ongoing need to attract and retain high quality people, and the influence of external remuneration pressures. Reference to external market norms will be made using appropriate market sources, including relevant and comparative survey data, as determined to have meaning to the Company's remuneration practices at that time.

3.5 <u>Flexibility:</u> Remuneration and reward offerings shall be sufficiently flexible to meet both the needs of individuals and those of the Company whilst complying with relevant tax and other legislation.

3.6 <u>Performance-Driven Remuneration:</u> The Company shall entrench a culture of performance driven remuneration through the implementation of the Performance Incentive System.

3.7 <u>Affordability and Sustainability:</u> The Company shall ensure that remuneration is affordable on a sustainable basis.

4. NOMINATION AND REMUNERATION COMMITTEE

4.1 Members of the Committee shall be appointed by the Board and shall comprise of three or more non-executive directors out of which not less than one-half shall be independent directors.

4.2 The Committee shall be responsible for

4.2.1 formulating framework and/or policy for remuneration, terms of employment and any changes, including service contracts, remuneration, policy for and scope of pension arrangements, etc. for Executives and reviewing it on a periodic basis;

4.2.2 formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;

4.2.3 identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down in this policy, recommend to the Board their appointment and removal;

4.2.4 formulating terms for cessation of employment and ensure that any payments made are fair to the individual and the company, that failure is not rewarded and that the duty to mitigate loss is fully recognised;

4.2.5 recommending to the Board, all remuneration, in whatever form, payable to senior management;

4.2.6 recommending whether or not to extend or continue the term of appointment of the Independent Directors, on the basis of the report of performance evaluation of Independent Directors;

4.2.7 devising a policy on Board diversity

4.3 The Committee shall:

4.3.1 review the ongoing appropriateness and relevance of the remuneration policy;

4.3.2 ensure that all provisions regarding disclosure of remuneration, including pensions, are fulfilled;

4.3.3 obtain reliable, up-to-date information about remuneration in other companies;

4.3.4 ensure that no director or executive is involved in any decisions as to their own remuneration.

4.4 Without prejudice to the generality of the terms of reference to the Remuneration Committee set out above, the Remuneration Committee shall:

4.4.1 operate the Company's share option schemes (if any) or other incentives schemes (if any) as they apply to. It shall recommend to the Board the total aggregate amount of any grants to employees (with the specific grants to individuals to be at the discretion of the Board) and make amendments to the terms of such schemes (subject to the provisions of the schemes relating to amendment);

4.4.2 liaise with the trustee / custodian of any employee share scheme which is created by the Company for the benefit of employees or Directors; and

4.4.3 review the terms of executive Directors' service contracts from time to time·

5. PROCEDURE FOR SELECTION AND APPOINTMENT OF THE BOARD MEMBERS

5.1 Board membership criteria

5.1.1. The Committee, along with the Board, reviews on an annual basis, appropriate skills, characteristics and experience required of the Board as a whole and its individual members. The objective is to have a Board with diverse background and experience in business, government, academics, technology and in areas that are relevant for the Company's global operations

5.1.2. In evaluating the suitability of individual Board members, the Committee takes into account many factors, including general understanding of the Company's business dynamics, global business and social perspective, educational and professional background and personal achievements. Directors must possess experience at policy-making and operational levels in large organizations with significant international activities that will indicate their ability to make meaningful contributions to the Board's discussion and decision-making in the array of complex issues facing the Company.

5.1.3. Director should possess the highest personal and professional ethics, integrity and values. They should be able to balance the legitimate interest and concerns of all the Company's stakeholders in arriving at decisions, rather than advancing the interests of a particular constituency.

5.1.4. In addition, Directors must be willing to devote sufficient time and energy in carrying out their duties and responsibilities effectively. They must have the aptitude to critically evaluate management's working as part of a team in an environment of collegiality and trust.

5.1.5. The Committee evaluates each individual with the objective of having a group that best enables the success of the Company's business.

5.2 Selection of Board Members/ extending invitation to a potential director to join the Board

5.2.1. One of the roles of the Committee is to periodically identify competency gaps in the Board, evaluate potential candidates as per the criteria laid above, ascertain their availability and make suitable recommendations to the Board. The objective is to ensure that the Company's Board is appropriate at all points of time to be able to take decisions commensurate with the size and scale of operations of the Company. The Committee also identifies suitable candidates in the event of a vacancy being created on the Board on account of retirement, resignation or demise of an existing Board member. Based on the recommendations of the Committee, the Board evaluates the candidate(s) and decides on the selection of the appropriate member.

5.2.2. The Board then makes an invitation (verbal / written) to the new member to join the Board as a Director. On acceptance of the same, the new Director is appointed by the Board

6. PROCEDURE FOR SELECTION AND APPOINTMENT OF EXECUTIVES OTHER THAN BOARD MEMBERS

6.1 The Committee shall actively liaise with the relevant departments of the Company to study the requirement for management personnel, and produce a written document thereon;

6.2 The Committee may conduct a wide-ranging search for candidates for the positions of KMP and SMP within the Company, within enterprises controlled by the Company or within enterprises in which the Company holds equity, and on the human resources market;

6.3 The professional, academic qualifications, professional titles, detailed work experience and all concurrently held positions of the initial candidates shall be compiled as a written document;

6.4 A meeting of the Committee shall be convened, and the qualifications of the initial candidates shall be examined on the basis of the conditions for appointment of KMP and SMP;

6.5 Before the selection of KMP or SMP, the recommendations of and relevant information on the relevant candidate(s) shall be submitted to the Board of Directors;

6.6 The Committee shall carry out other follow-up tasks based on the decisions of and feedback from the Board of Directors.

7. COMPENSATION STRUCTURE

7.1 Remuneration to Non-Executive Directors:

The Non-executive Directors of the Company are paid remuneration by way of sitting fees only for attending the meetings of the Board of Directors and its Committees. The said sitting fees paid to the Non-executive Directors for the Board Meetings and Committee meetings are fixed by the Board and reviewed from time to time in accordance with applicable law. The Non-executive Directors shall also be paid such commission as the Board may approve from time to time subject to the limits prescribed in the Act or Rules made thereunder and approved by the shareholders.

7.2 Remuneration to Executive Directors. Key Managerial Personnel(s) (KMPs) & Senior Management Personnel(s) (SMPs):

The Company has a credible and transparent framework in determining and accounting for the remuneration of the Managing Director / Whole Time Directors (MD/WTDs), Key Managerial Personnel(s) (KMPs) and Senior Management Personnel(s) (SMPs). Their remuneration are governed by the external competitive environment, track record, potential, individual performance and performance of the company as well as industry standards.

The remuneration determined for MD/WTDs are approved by the Board of Directors and members at the next general meeting of the Company and by the Central Government in case such appointment is at variance to the conditions specified in Schedule V of the Companies Act, 2013. As a policy, the Executive Directors are not paid sitting fee.

In addition to the basic/fixed salary, benefits, perquisites and allowances, the Company may provide for payment to its MDs/ WTDs, such remuneration by way of commission, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board, subject to the overall ceilings stipulated in Section 197 of the Companies Act, 2013. The specific amount payable to the MDs/WTDs would be based on performance as evaluated by the Board or any Committee thereof.

8. ROLE OF INDEPENDENT DIRECTORS

8.1 The Committee shall, in consultation with the Independent Directors of the Company, prepare and submit this policy to the Board for its approval

8.2 The Independent Directors shall have power and authority to determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management.

8.3 The Independent Directors shall submit its recommendations/ proposals/ decisions to the Committee which the Committee shall consult and take to the Board of Directors.

9. APPROVAL AND PUBLICATION

9.1 This remuneration policy as framed by the Committee shall be recommended to the Board of Directors for its approval.

9.2 This policy shall be placed on the Company's website.

9.3 Necessary disclosures in respect of the policy shall be made in the Directors Report in the manner stated in the Companies Act, 2013 or any other statute.

10. SUPPLEMENTARY PROVISIONS

10.1 This Policy shall formally be implemented from the date on which they are adopted pursuant to a resolution of the Board of Directors.

10.2 Any matters not provided for in this Policy shall be handled in accordance with relevant State laws and regulations and the Company's Articles of Association. If this Policy conflict with any laws or regulations subsequently promulgated by the state or with the Company's Articles of Association as amended pursuant to lawful procedure, the relevant state laws and regulations and the Company's Articles of Association shall prevail, and this Policy shall be amended in a timely manner and submitted to the Board of Directors for review and adoption.

10.3 The right to interpret this Policy vests in the Board of Directors of the Company.

11. AMENDMENT:

Any change in the Policy shall be approved by the Board of Directors or any of its Committees (as may be authorized by the Board of Directors in this regard). The Board of Directors or any of its authorized Committees shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board or its Committee in this respect shall be final and binding. Any subsequent amendment / modification in the Listing Regulations and / or any other laws in this regard shall automatically apply to this Policy.

12. EFFECTIVE DATE:

This Policy is effective from 1st April, 2019.

Annexure 7

DIVIDEND DISTRIBUTION POLICY

PREAMBLE

The shares of Century Plyboards (India) Limited ('the Company') are presently listed on The National Stock Exchange of India Ltd. (NSE) and BSE Ltd. (BSE). Securities Exchange Board of India (SEBI) vide its Notification No. SEBI/LAD-NRO/GN/2016-17/008 dated July 08, 2016, inserted Regulation 43A in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') mandating the formulation of a Dividend Distribution Policy for the top 500 listed entities based on their market capitalisation calculated on March 31 of every financial year. In compliance with the said Regulation, the Company is required to frame a Dividend Distribution Policy ('the/this Policy') which would aid investors in identifying stocks that match their investment objectives.

EFFECTIVE DATE

This Policy is effective from the date of its adoption by the Board on 1st November, 2016.

INTENT AND OBJECTIVE

The intent of the policy is to broadly specify the external and internal factors including financial parameters that shall be considered while declaring dividend and the circumstances under which the shareholders of the Company may or may not expect dividend, etc.

The objective of the Dividend Distribution Policy of the Company is to reward its shareholders by sharing a portion of the profits, whilst also ensuring that sufficient funds are retained for growth of the Company. This policy aims to ensure a regular dividend income for the shareholders and long term capital appreciation for all stakeholders of the Company.

The Company would ensure to strike the right balance between the quantum of dividend paid and amount of profits retained in the business for various purposes. The Board of Directors will refer to the policy while declaring/ recommending dividends on behalf of the Company.

Through this policy, the Company would endeavour to maintain a consistent approach to dividend pay-out plans. This Policy will also regulate the process of dividend declaration and its pay-out by the Company in accordance with the provisions Contained in Companies Act, 2013 read with the applicable Rules framed thereunder, as may be in force for the time being.

This Policy intends to act as a guiding tool to the Board for taking decision whether to distribute or to retain its profits, in the best interest of the stakeholders. It should not be construed as an alternative to the decision making process of the Board, which is based on careful consideration of several factors and circumstances. This Policy endeavours for fairness, consistency and sustainability while distributing profits to the shareholders.

CATEGORIES OF DIVIDEND AND PROCESS FOR APPROVAL

The Companies Act provides for two Types of Dividend namely Interim dividend and Final Dividend. The Board of Directors shall have the absolute power to declare interim dividend during the financial year, as and when they consider it fit. The Board of Directors shall have the power to recommend final dividend to the shareholders for their approval in the general meeting of the Company.

FINAL DIVIDEND

The Final dividend is paid once for the financial year after the annual accounts are prepared. The Board of Directors of the Company has the power to recommend the payment of Final Dividend to the shareholders in a general meeting. The declaration of Final dividend shall be included in the ordinary business items that are required to be transacted at the Annual General Meeting.

PROCESS FOR APPROVAL OF PAYMENT OF FINAL DIVIDEND:

- Board shall recommend quantum of final dividend payable to shareholders in its meeting in line with this Policy based on the profits arrived at as per the audited financial statements
- Dividend as recommended by the Board shall be approved/ declared at the annual general meeting of the Company.
- Payment of dividend to the eligible shareholders shall be made within 30 days from the date of declaration or within such time as may be prescribed under applicable law.

INTERIM DIVIDEND

This form of dividend can be declared by the Board of Directors one or more times in a financial year as may be deemed fit by it. The Board of Directors of the Company would declare an interim dividend, as and when considered appropriate, in line with this policy. Normally, the Board could consider declaring an interim dividend after finalization of quarterly (or half yearly) financial statements. This would be in order to supplement the annual dividend or in exceptional circumstances.

PROCESS FOR APPROVAL OF PAYMENT OF INTERIM DIVIDEND:

- Board may declare Interim Dividend at its complete discretion, one or more times in a financial year in line with this Policy based on profits arrived at as per quarterly (or half- yearly) financial statements including exceptional items.
- Payment of dividend to the eligible shareholders shall be made within 30 days from the date of declaration or within such time

as may be prescribed under applicable law.

- Interim dividend paid during the year shall be confirmed in the annual general meeting, held after the payment of the same.

DIVIDEND GUIDELINE

The Board shall determine the dividend payout in a particular year after taking into consideration the operating and financial performance of the Company, available cash flow, Capex requirements and applicable taxes. Distribution of dividend in kind, i.e. by way of issue of fully or partly paid bonus shares or other securities shall be subject to applicable law.

In the event of inadequacy or absence of profits in any year, the Company may declare dividend out of surplus subject to the fulfilment of conditions specified under the Companies Act, 2013 and rules made thereunder, including any amendment/ modifications thereto.

Payment of dividend shall be based on the respective rights attached to each class of shares as per their terms of issue.

Preference Shareholders shall be entitled and paid dividend at the fixed rate as per the terms of issue. In case of the Cumulative Preference Shares, if the Company is not having distributable profits for any certain financial year or the Company is not able to pay the dividend, then this shall be accumulated and be paid later on.
Dividend when declared shall be first paid to the preference shareholders of the Company as per the terms and conditions of their issue.

RELEVANT FACTORS FOR CONSIDERATION WHILE DECLARING DIVIDEND

The decision regarding dividend pay-out is a crucial one as it determines the amount of profit to be distributed among shareholders and amount of profit to be retained by the Company for its business. The Board of Directors will endeavour to take a decision with an objective to enhance shareholders wealth and market value of the shares. However, the decision regarding pay-out is subject to several factors and hence, any optimal policy in this regard may be far from obvious.

The Board shall consider the following factors while deciding the dividend pay-out:

INTERNAL FACTORS:-

a. Profits earned during the year

The profits earned during a financial year is the foremost criteria which impacts dividend pay-out decision.

b. Present & future liquidity requirements of the existing businesses

Availability of adequate operating cash flow is necessary for a business to meet its financial obligations and for running its day-to-day operations. This may impact the Boards decision to declare dividend or retain its profits.

c. Expansion/Modernization of existing businesses

In addition to plough back of earnings on account of depreciation, the Board may also take into consideration the need for replacement of capital assets, expansion and modernization or augmentation of capital stock, including any major capital expenditure proposals.

d. Brand/ Business Acquisitions

Acquisition of brands and businesses, increasing expenditure on marketing, advertising and brand building in the long-run will also influence the Board's decision of declaration of dividend.

e. Additional investments in subsidiaries/associates of the Company

The Company operates in various areas through subsidiaries/ associates and continuously needs to make investments therein. Capital requirements of these entities for expansion and operations also need to be assessed by the Board.

f. Fresh investments into external businesses

The Company is continuously exploring the possibility of establishing its foot-prints overseas in order to secure availability of resources in the long-run. This may lead to substantial capital requirements and may impact dividend distribution.

g. Cost of borrowings

Cost of funds raised/ to be raised from bankers, lending institutions or through issuance of debt securities vis-à-vis ploughing back of profits also needs to be considered while deciding dividend payment.

h. Obligations towards creditors

The Company needs to maintain adequate liquidity to be able to fulfil its obligations towards its creditors within the agreed time. Considering the volume of such obligations and time period of repayment, the decision of dividend declaration shall be taken.

i. Post dividend EPS

Post dividend EPS tends to have substantial impact on market capitalisation and the same also needs to be considered before declaring dividend.

j. Past dividend pay-out

Track record of dividend pay-out in the past and its trend also tends to impact dividend distribution decision.

EXTERNAL FACTORS:-

Many external factors act as determinants for the amount of dividend proposed to be declared. In such conditions, the Board shall exercise its discretion after due consideration of such factors:

State of Economy

In case of uncertain or recessionary economic and business conditions, whether in the National or International markets, Board will endeavour to retain larger part of profits to have adequate reserves to absorb unforeseen and adverse circumstances.

Capital Markets

When the markets are favourable, dividend pay-out can be liberal. However, in case of unfavourable market conditions, Board may resort to a conservative dividend pay-out in order to conserve cash outflows.

Taxation and Statutory Restrictions

The Board shall consider the tax regulations in respect of Dividend distribution together with restrictions imposed by any statute, including the Companies Act, with regard to declaration of dividend as may be applicable at the time of declaration of dividend. Changes in policies of the Government with respect to dividend may also impact dividend distribution.

CIRCUMSTANCES UNDER WHICH THE SHAREHOLDERS MAY OR MAY NOT EXPECT DIVIDEND

The Equity Shareholders of the Company may expect dividend only if the Company is having surplus funds after providing all expenses, depreciation, etc. and complying with all other applicable statutory requirements. The decision of dividend payout shall, majorly be based on the factors discussed above considering the balanced interest of the shareholders and the Company.

The shareholders of the Company may not expect dividend under the following circumstances:

- Whenever it undertakes or proposes to undertake a significant expansion project requiring higher allocation of capital;
- Significantly higher working capital requirements adversely impacting free cash flow;
- Whenever it undertakes any acquisitions of business/brand/ company or joint ventures requiring significant allocation of capital.
- Whenever it proposes to utilise surplus cash for buy-back of securities; or
- In the event of inadequacy of profits or whenever the Company has incurred losses.

DIVIDEND RANGE

The Company stands committed to deliver sustainable value to all its stakeholders. The Company will strive to distribute an optimal and appropriate level of the profits earned by it in its business and investing activity, with the shareholders, in the form of dividend. As explained in the earlier part of this Policy, determining the dividend pay-out is dependent upon several factors, both internal to a business and external to it. Taking into consideration the aforementioned factors, the Board will endeavour to maintain a per-share minimum dividend pay-out at the rate of 100% (excluding applicable tax on dividend distribution) of face value of equity shares of the Company, subject to an aggregate maximum pay-out of 25% (including applicable tax on dividend distribution) of distributable profit for the particular year.

The upper limit of dividend will inter alia depend upon available free cash flow generated during the particular financial year.

As mentioned above, for computing the distributable profits for purposes of determining the Dividend, the Board may at its discretion, subject to provisions of the law, exclude any or all of (i) extraordinary charges (ii) exceptional charges (iii) other Comprehensive Income (iv) one off charges on account of change in law or rules or accounting policies or accounting standards (v) provisions or write offs on account of impairment in investments (long term or short term) (vi) non-cash charges pertaining to amortisation or ESoP or resulting from change in accounting policies or accounting standards. Further, the Board may amend the pay-out range, whenever considered appropriate by it, keeping in mind the aforesaid factors having a bearing on the dividend pay-out decision including declaring a Special Dividend under certain circumstances such as extraordinary profits from sale of investments.

UTILIZATION OF RETAINED EARNINGS

The Company always looks forward to deliver maximum to its shareholders by consistently working towards creating a balance between overall Wealth Maximization and Earnings per share. Thus the retained earnings of Company after declaration of dividend (if any), shall be utilized in the manner as considered appropriate by the Board.

PARAMETERS ADOPTED WITH REGARD TO VARIOUS CLASSES OF SHARES

Since the company has issued only one class of equity shares with equal voting rights, all the members of the company are entitled to the same dividend per share.

REVIEW AND AMENDMENT

This Policy will be reviewed periodically by the Board. Alternatively, the Chairman or the Managing Director of the Company shall be jointly/severally authorised to review and amend the Policy, to give effect to any change/amendment required in terms of any applicable law. Such amended Policy shall be periodically placed before the Board for noting and necessary ratification immediately after such changes.

Annexure- 8

REPORT ON CORPORATE SOCIAL RESPONSIBILITY

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014]

1.	A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.	Century Plyboards (India) Ltd. engages in a variety of initiatives with the goal of empowering communities to make an impact in three focus areas of education and skills, health and wellbeing and environmental sustainability. Centuryply has always been conscious of its social responsibilities and the environment in which it operates. The Company has, over the years, contributed substantially for development in the field of health, education, culture and other welfare measures to improve the general standards of living in and around its works. The CSR policy encompasses the Company's philosophy for giving back to society as a corporate citizen. The Company takes up programmes that benefit the communities over a period of time, in enhancing the quality of life & economic well-being of the local populace. CSR activities in the Company are carried out by the Company directly and also by way of contribution / donation to Organizations, Specialized Agencies, Trusts and institutions as may be permitted under the applicable laws from time to time. The Company recognizes education and health-care as the two main building blocks of any nation and considers the same as priority areas for its CSR activities. The CSR Policy of the Company is available on the Company's website under the weblink: https://www.centuryply.com/codes-policies/Policy-on-Corporate-Social-Responsibility.pdf	
2	The Composition of the CSR Committee	Sri Sajjan Bhajanka	Chairman
		Sri Hari Prasad Agarwal	Member
		Sri Mangi Lal Jain	Member
		Smt. Mamta Binani	Member
3	Average net profit of the company for last three financial years	₹21342.22 Lac	
4	Prescribed CSR Expenditure (two per cent of the amount as in item 3 above)	₹426.84 Lac	
5	Details of CSR spent during the financial year		
	(a) Total amount to be spent for the financial year;	(a) ₹426.84 Lac	
	(b) Amount unspent, if any;	(b) Nil (Company has spent ₹430.02 Lac)	
	(c) Manner in which the amount spent during the financial year	(c) As detailed below	

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	**CSR Project or activity identified**	**Sector in which the project is covered**	**Projects or programs (1) Local area or other (2) Specify the state and district where Projects or programs was undertaken**	**Amount Outlay (budget) project or program wise**	**Amount spent on the projects or programs Sub heads 1.Direct expenditure on Projects or programs 2. Overheads* (₹ in Lac)**	**Cumulative expenditure up to the reporting period (₹ in Lac)**	**Amount spent: Direct or through implementing agency**
a	Improving literacy among the rural and tribal people in India to achieve economic development by educating and training them and creating awareness about their rights; Providing non-formal primary education through One Teacher; Running of Libraries and providing reading room facilities to general public.	Education	In various parts of India including the North East, Delhi, Jaipur, Kolkata, Kachchh, Patna, Mumbai, Bangalore and Chennai to name a few.	50-60%	153.88	667.40	Direct and through implementing agencies: Bharat Lok Shiksha Parishad; Udayan Care; Friends of Tribals Society; Century Ply Vocational Training Centre ; Morning Glory School; Sewing School (Palasbari Paridhan kendra & Manpur); Shree Burrabazar Kumarsabha Pustakalya; Bastuhara Sahayata Samity;
b	Promoting humanitarian principles and values; Disaster response Health and Care in the Community; Running and maintenance of Hospitals, offering medical and surgical services to the ailing, and especially, the underprivileged section of the society; Supporting blood banks, HIV/ AIDS programmes; maternity, child and family welfare, nursing etc.	Preventive Healthcare Protection of life, health and human dignity	In various parts of India including Kolkata, Rajasthan, Delhi, Bhubaneswar, Bengaluru, districts of Uttarakhand and Tamil Nadu to name a few.	30% - 40%	204.64	569.60	Through implementing agencies: Shree Ram Seva Samity Trust; Help Us Help Them; Kurpai Unnayani Society; Marwari Relief Society; Nagrik Swasthya Sangh; Shree Manav Seva Trust; Purvanchal Kalyan Ashram; Vivekananda Yoga Anusandhana Samstha; Shree Vishudhanand Hospital & Reasearch Institute; Dr Bholanath Chakravarty Memorial Trust; Bhukailash Welfare Society; Rotary Club of Central Calcutta Trust; Lions Club Kolkata; Jeevan Sandhya Foundation;
c	Protection and Preservation of art and architecture of India; Restoration of buildings and sites of historic importance	Protection of National Heritage	In various parts of India specially in Kolkata and Delhi	0-2%	Nil	4.00	–

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	**CSR Project or activity identified**	**Sector in which the project is covered**	**Projects or programs (1) Local area or other (2) Specify the state and district where Projects or programs was undertaken**	**Amount Outlay (budget) project or program wise**	**Amount spent on the projects or programs Sub heads 1.Direct expenditure on Projects or programs 2. Overheads* (₹ in Lac)**	**Cumulative expenditure up to the reporting period (₹ in Lac)**	**Amount spent: Direct or through implementing agency**
d	Protecting Environment; Maintenance of burning ghats; Animal Welfare	Ensuring Environmental Sustainability & Protection of Animals	In various parts of India including Haryana, Rajasthan, Chhattisgarh, Gujarat, Tamil Nadu, Kolkata and Vrindavan to name a few.	5-25%	71.50	286.20	Direct and through implementing agencies: Nimbrak Gauseva Trust; Shanti Van Gopal Gaushala; Sri Ram Anand Gaushala;Central Kolkata Prerna Foundation; Friends of Vrindaban;Ek Onkar Charitable Trust;Vanvasi Kalyan Ashram;
	Total				430.02	1527.20	

* Overheads- Nil

6	In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report:	Not Applicable
7	A responsibility statement of the CSR Committee that the implementation and monitoring of CSR policy is in compliance with CSR objectives and policy of the Company	The CSR Committee of the Company confirms that the implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and Policy of the Company.

Sanjay Agarwal
CEO and Managing Director
Kolkata, 27th May, 2019

Sajjan Bhajanka
Chairman- CSR Committee

Annexure- 9

BUSINESS RESPONSIBILITY REPORT

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1.	Corporate Identity Number (CIN) of the Company	L20101WB1982PLC034435		
2.	Name of the Company	Century Plyboards (India) Ltd. [CPIL]		
3.	Registered Address	P-15/1, Taratala Road, Kolkata- 700 088		
4.	Website	www.centuryply.com		
5.	E-mail ID	investors@centuryply.com		
6.	Financial Year reported	2018-19		
7.	Sector(s) that the Company is engaged in (industrial activity code-wise)	**Sl.**	**Product**	**Industrial Activity Code (NIC Code)**
		1.	Plywood & Veneer; MDF	1621
		2.	Laminate	1709
		3.	Logistics	5210
8.	Three key products/services that the Company manufactures/ provides	• Plywood		
		• Laminates		
		• Container Freight Station Services		
9.	Total number of locations where business activity is undertaken by the Company.			
	(a) Number of International locations	CPIL through its subsidiaries, has operations in 4 international locations.		
	(b) Number of National locations	CPIL has its registered office in Kolkata. It has manufacturing facilities at 7 locations in India (including one under its Subsidiary) and 2 Container Freight Stations at Kolkata. There are 28 marketing offices across the country supported by 43 depots/ warehouses (including 9 regional distribution centres).		
10	Markets served by the Company Local/ State/National/International	CPIL operates across India and also exports its products to Singapore, Indonesia, Mexico, USA, UAE, Thailand, Canada, Vietnam, Venezuela and other countries.		

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1.	Paid up Capital (₹) (As on 31.03.2019)	22,21,72,990/-
2.	Total Turnover (₹) (FY 2018-19)	2,263.83 crore
3.	Total profit after taxes (₹) (FY 2018-19)	158.76 crore
4.	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	2.71 % of profit after tax for FY 2018-19

5.	List of CSR activities in which expenditure has been incurred:-	The major areas as listed under Schedule – VII to the Companies Act, 2013 where CSR expenditure has been incurred: **• Education** Promoting education, including special education and employment enhancing vocational skills especially among children, women, elderly and the differently-abled and livelihood enhancement projects. **• Healthcare** Eradicating hunger, poverty and malnutrition; promoting health care including preventive health care and sanitation, disaster response, maintenance of hospitals, etc. **• Environmental Sustainability & Animal Welfare** Ensuring environmental sustainability, ecological balance, animal welfare and conservation of natural resources. **• Protection of National Heritage** Protection and preservation of art and architecture of India; restoration of buildings and sites of historic importance.

SECTION C: OTHER DETAILS

1.	Subsidiary Company/ Companies	As on 31st March, 2019, CPIL has ten subsidiaries and two step-down subsidiaries. Out of these, three subsidiaries and two step-down subsidiaries are situated outside India.
2.	Participation of Subsidiary Company/ Companies in the Business Responsibility (BR) initiatives of the Parent Company? If yes, then indicate the number of such subsidiary company(s)	CPIL engages in diverse BR initiatives throughout the year and also encourages its subsidiaries to participate in its BR initiatives. The subsidiaries also define their initiatives based on their specific context whilst following the principles adopted by the Parent Company.
3.	Participation and percentage of participation of other entity/ entities (e.g. suppliers and distributors, among others) that the Company does business with, in the BR initiatives of the Company	CPIL engages with various stakeholders like suppliers, distributors, employees, government and other entities in the value chain. The Company encourages adoption of BR initiatives by its business partners as well. Based on discussions with the suppliers and distributors of the Company, currently less than 30% of its stakeholders participate in the BR initiatives of the Company.

SECTION D: BUSINESS RESPONSIBILITY INFORMATION

1. Details of Director/ Directors responsible for BR

(a) Details of the Director/ Directors responsible for implementation of the BR policy/ policies

(b) Details of the BR head

Sl.	Particulars	Details
1	DIN	00246132
2	Name	Sri Sanjay Agarwal
3	Designation	CEO and Managing Director
4	Telephone number	033 39403950
5	e-mail id	investors@centuryply.com

2.	Principle-wise (as per NVGs) BR Policy/ policies	The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These are as follows: **Principle 1** **Ethics, Transparency and Accountability** Businesses should conduct and govern themselves with Ethics, Transparency and Accountability [P1]

	Principle 2	**Sustainability of Products & Services across Life-cycle** Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle [P2]
	Principle 3	**Employees' Well-being** Businesses should promote the wellbeing of all employees [P3]
	Principle 4	**Stakeholders' Engagement** Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized [P4]
	Principle 5	**Human Rights** Businesses should respect and promote human rights [P5]
	Principle 6	**Environment** Business should respect, protect, and make efforts to restore the environment [P6]
	Principle 7	**Responsible Policy Advocacy** Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner [P7]
	Principle 8	**Inclusive Growth and Equitable Development** Businesses should support inclusive growth and equitable development [P8]
	Principle 9	**Customer Value** Businesses should engage with and provide value to their customers and consumers in a responsible manner [P9]

DETAILS OF COMPLIANCE

Sl.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy/ policies for.... ?	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national/ international standards? If yes, specify? (50 words)	Y	Y	Y	Y	Y	Y	Y	Y	Y
		The policies are based on the 'National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business' released by the Ministry of Corporate Affairs. They also conform to the spirit of international standards such as ISO 9001, ISO, ILO, and OSHA.								
4	Has the policy being approved by the Board? If yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
		The policies have been approved by the Board at its meeting held on 10th May, 2016 and signed by the CEO and Managing Director.								
5	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
		The CEO and Managing Director through the Functional Heads of the Departments/ Unit Heads of the Company, overseas the implementation of the policy across the organisation.								
6	Indicate the link for the policy to be viewed online?	https://www.centuryply.com/codes-policies/Business-Responsibility-Policy.pdf								

7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
		The policies have been communicated to all the internal and external stakeholders. The same is also made available both on the Company's website as well as intranet.								
8	Does the company have in-house structure to implement the policy/ policies.	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	Y	Y	Y	Y	Y	Y
		The BR policy is evaluated internally.								

3. Governance related to Business Responsibility		
	Frequency with which the Board of Directors, Committee of the Board or CEO meet to assess the Company's BR performance.	The overall BR performance of the Company is reviewed by the BR Head annually while the varied aspects of BR performance of each department/unit are assessed by the respective department/ unit heads on a regular basis.
	Publishing of Business Responsibility or a Sustainability Report, its frequency and hyperlink.	The Company publishes its BR Report on an annual basis as a part of its Annual Report. The Report can also be accessed on the Company's website at https://www.centuryply.com/investor-information/Business-Responsibility-Report-2018.pdf.

SECTION E: PRINCIPLE-WISE PERFORMANCE

PRINCIPLE 1: ETHICS, TRANSPARENCY AND ACCOUNTABILITY

Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

A company's governance practices have a direct bearing on its sustainable growth. Ethics and transparency are fundamental pillars which underline our business activities. As a responsible and leading organization, the Company does its business with utmost integrity and adheres to best governance practices. The Company has always traversed the ethical growth path guided by a principled leadership team, robust governance mechanisms and transparent accounting platforms. This has helped us to boost shareholder trust, gain competitive advantage as well as remain responsible towards all our stakeholders. The Company's Code of Conduct for Directors and Senior Management Executives serves as a guiding tool and ensures that principles get translated into consistent practice, thereby leading the Company towards high standards of business conduct. A Whistle Blower Policy/ Vigil Mechanism is also in place which provides a channel to the employees and Directors to report to the management, promptly and directly, concerns about unethical behaviour, actual or suspected fraud or any irregularity in the Company practices or violation of its codes and policies.

INFORMATION WITH REFERENCE TO BRR FRAMEWORK:

1.	Coverage of the policy relating to ethics, bribery and corruption over the company and its Group/Joint Ventures/ Suppliers/ Contractors/ NGOs/ Others	The policy serves as a roadmap to all employees of the Company and subsidiaries across all levels and grades. Our Organisation has requisite measures in place to address any concerns pertaining to ethics, bribery, and corruption. These are also communicated to our key associates like vendors, suppliers and contractors and they to practice them in conduct of their businesses.
2.	Stakeholder complaints received in the past financial year and percentage of complaints satisfactorily resolved by the management.	See table below. The Company has a structured mechanism in place for all its stakeholders to freely share their concerns and grievances with the Company.

Stakeholder Complaints	Received	Resolved	Complaints Resolved (%)
Consumer Complaints	1920	1863	97.03%
Investor Complaints	4	4	100%
Vendor Complaints	Nil	--	--

PRINCIPLE 2: SUSTAINABILITY OF PRODUCTS & SERVICES ACROSS LIFE-CYCLE

Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

Wood is a major source of raw material for the plywood industry. Availability of wood remains a critical challenge and is a serious sustainability concern, especially in a country with limited natural resources and acute income inequities. Raw material linkage plays vital role in plywood industry, as timber logs procurement depends on available expanses of global forests. Environmental policies of local governments influence quantity of tree logs that can be used for industrial purpose. Over the years, the Company has managed to cater to raw material scarcity well in time and in a sustainable manner.

The Company is committed to conduct its business in an environmentally responsible manner. This policy is rooted in the Company's core values of quality, reliability and trust guided by the best practices and is driven by our aspiration for excellence in the overall performance of our business. Our approach is to add value in such a manner that not only are our products affordable and accessible, but our practices are also sustainable and equitable. The Company has been the pioneer in Boiling Water Resistant (BWR) Decorative Veneer, Powder-proof PF Plywood and the revolutionary Non-leachable Fire Safe Plywood, providing maximum value and satisfaction to our customers.

The Company also strives to raise consumers' awareness through proper product labelling and marketing communications. The Company endeavours to embed the principles of sustainability, as far as practicable, into the various stages of product or service life-cycle. The environmental custodianship and Corporate Citizenship are an integral part of the Company's goal to achieve ecological development along with people development. The Company recognises the responsibility to assess and minimize the ecological impact of our business activities and protecting the ecosystem.

INFORMATION WITH REFERENCE TO BRR FRAMEWORK:

1.	Three products/ services whose design has incorporated social or environmental concerns, risks and/or opportunities.	(a) Modular door sets and Hector WPC door frames
		(b) Fire-retardant non-leachable plywood branded as 'firewall'
		(c) MDF & Particle Board
		Apart from the above, the Company continues with its environment friendly products like 'Zykron' and 'Starke'

2.	Details in respect of resource use (energy, water, raw material etc.) a) Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain b) Reduction during usage by consumers (energy, water) has been achieved since the previous year	Emphasis is laid by the Company on researching, developing and producing new technologies. It closely works with its suppliers and vendors to reduce any hazardous environmental impacts in the sourcing stage. Various initiatives have been undertaken by the Company for optimal utilisation of resources/ energy: (a) MDF Board uses residuals of hardwood and softwood as its primary raw material while Particle Board uses wood chips, sawmill shavings, or even sawdust as its raw material, thereby reducing usage of wooden logs. (b) All high capacity motors (>15HP) are now hooked to VFD (Variable Frequency Drive) to maintain optimum load thereby minimizing mechanical wear and tear of machine parts, avoid heat loss and save power. (c) Installation of AC Drive at the air compressor unit to regulate air pressure screw speed to save energy. (d) Installation of new energy efficient motors (IE3) at resin plant and WBS machine for saving energy. (e) Installation of STP plant, which has reduced consumption of precious ground water. The treated water is used for watering the greenery in the plant premises. (f) Installation of solar roof-top panels on factory sheds for generation of power thereby substantially reducing dependence on fossil fuels and emission of carbon dioxide. (g) The new age product Zykron is a Fibre cement composite board wherein cellulose fibre is reinforced with cement thereby reducing the usage of wood-based raw-materials (h) Starke PVC board is made out of PVC and Calcium carbonate along with other performance enhancing additives, provides a promising and quality alternate to pure wood based product. (i) Adoption of improved technology for producing anti-bacterial and anti-fungal laminates and plywood.
3.	Procedures in place for sustainable sourcing (including transportation) and percentage of your inputs sourced sustainably	The Company focusses on integrating sustainability in the procurement process for its products. An effective inter-department communication mechanism embedded in the SAP system enables the purchases department to act according to production and sales forecasts for the forthcoming periods to ensure optimum raw material procurement. The Company uses substantial quantity of plantation timber and agro-forestry materials, both of which are sustainable sources of raw materials. The Company also procures face veneer instead of raw timber logs, thereby ensuring raw material sustainability, optimising transportation and reducing related environmental impacts. As on date, the Company is sourcing approximately 15% of its timber logs and veneer from other Countries. The Company, through its Subsidiary, has also initiated steps for setting up a veneer processing unit in Gabon to take advantage of availability of Okoume timber for meeting its face veneer requirements. It is already having similar backward integration in Myanmar and Laos for securing availability of raw material. The company is also looking for other alternative species of plywood like Beech from Europe, MLH (Mixed Light Hardwood) from Solomon Islands and Papua (New Guinea). By providing subsidised saplings unconditionally, the Company is encouraging farmers around its manufacturing locations to plant eucalyptus and other trees around their field. This, in future, may turn out to be a huge source of sustainable supply of raw material the Company besides adding to the green cover. Higher tonnage trucks/ containers are deployed for transportation to save on fossil fuel.

4.	Steps taken to procure goods and services from local & small producers, including communities surrounding the place of work and initiatives taken to improve their capacity and capability	The Company has embedded sustainability throughout its procurement supply chain. We procure much of our machinery, spare-parts, consumables and packing materials from medium and small scale manufacturers/ suppliers, preferably located close to our manufacturing units wherever possible. The Company also sources its supplies from various self-help groups. Awareness sessions are conducted for its suppliers on social and environmental issues. Suppliers are provided with managerial and technical assistance to train them on practices and procedures that will ensure improvement in productivity, quality, cost-reduction, delivery and safety.
5.	Mechanism and percentage of recycling of products and waste	Conversion of logs into veneer and thereafter to plywood is accompanied by incidental waste in some form or the other. The Company uses most of its wood based wastes as raw material for particle board. Through process technology and operational control measures, the Company endeavours to minimise the generation of product or process waste. Advanced technology is being used to join waste wood veneers together to make it usable as raw material, thereby minimising wastage. The waste-water generated is treated and used for greenbelt development, thereby ensuring zero effluent discharge. It is the Company's ongoing endeavour to have a mechanism to recycle our products and limit the waste arising out of production. Our objective is to reduce the waste and to minimize the need of raw materials to produce a brand new product. Presently more than 10% of the product wastes are either recycled or put to secondary use.

PRINCIPLE 3: EMPLOYEES' WELL-BEING

Businesses should promote the well-being of all employees

The Company gives paramount importance to the well-being of its employees since it believes that employee well-being is indispensable in the achievement of a profitable growth for the Company. It takes adequate measure to ensure the health and safety of its employees. The Company has migrated from an era of industrial relations to employee relations. The Company believes that the power of its people is propelling its progressive growth. Their knowledge, experience and passion to perform are fundamental to building the organisation further. Hence, the Company provides its employees with opportunities that encourage them to excel and ensures a conducive work environment that promotes well-being.

Our workforce is a fine blend of talent from different age groups, genders, castes, domains, religions, cultural backgrounds etc. We nurture talent by providing them the right mix of challenges and opportunities, learning platforms and leading positions, safe workplace and egalitarian work culture along with professional growth and personal development. Diversity and merit are the two enablers of ensuring equality of opportunity for our workforce, at the time of recruitment and during the course of employment. Bias, discrimination and harassment have no room at our workplace.

Recognition and recreation are crucial to motivate the employees to perform to the best of their potential. We have specific modules to reward talent. Some of these means and modules of employee recognition and recreation include:

1. Special celebration to accord due recognition to the retiring employee
2. Long-service award to recognize the loyalty and commitment of employees
3. Family picnics to foster warm and friendly relations.
4. Birthday celebrations.
5. Talent hunt initiatives in the form of 'Centurion Idol'
6. Performance recognition through initiatives like 'Sarvada Sarvottam Ambassadors' and 'Centurion Star'.

INFORMATION WITH REFERENCE TO BRR FRAMEWORK:

1	Total number of employees	6913
2	Total number of employees hired on temporary/ contractual/ casual basis.	3531
3	Number of permanent women employees.	364
4	Number of permanent employees with disabilities	11
5	Employee associations recognized by the management.	The Company respects the rights of employees to free association and union representation. The Company has various employee unions and associations at various sites which encourage the employees to participate freely in constructive dialogue with the management.

6	Percentage of permanent employees who are members of recognized employee association.	40%		
7	Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.	Category	No. of complaints filed during the financial year	No. of complaints pending as on end of the financial year
		Child labour/ forced labour/ involuntary labour	Nil	Nil
		Sexual harassment	Nil	Nil
		Discriminatory employment	Nil	Nil
		The Company has also constituted an Internal Complaints Committee where employees can register their complaints against sexual harassment.		
8	Percentage of under mentioned employees who were given safety & skill up-gradation training in the last year?	Permanent Employees	22%	
		Permanent Women Employees	17%	
		Casual/ Temporary/ Contractual Employees	21%	
		Employees with disabilities	9%	

PRINCIPLE 4: STAKEHOLDERS' ENGAGEMENT

Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized

Your Company believes that the performance of business enterprises must be measured in terms of the value they create for society. Company's stakeholders include shareholders and investors, employees, suppliers, dealers, stockists, retailers, customers, government and regulatory authorities, trade unions, media and local communities around its sites of operations. The Company values the support of its stakeholders and respects the interests and concerns they have towards it. The Company endeavours to identify, prioritise and address the needs and concerns of its stakeholders across businesses and units in a continuous, consistent and systematic manner through effective dialogues, identification of material concerns and their resolution in an equitable and transparent manner.

INFORMATION WITH REFERENCE TO BRR FRAMEWORK:

1	Mapping of internal and external stakeholders	The Company has mapped its internal and external stakeholders. It uses both formal and informal mechanisms to engage with various stakeholders to understand their concerns and expectations. CPIL has always acknowledged the vital contribution of all in building a sustainable business and has accorded importance to their voices and concerns. The main categories and their mode of engagements are:	
		Investors and shareholders	General meetings, annual report and Investor meets
		Employees	Meetings, newsletters, intranet portal, employee satisfaction survey and trainings
		Suppliers and dealers	Site visits and personal/ telephonic interactions
		Retailers and Customers	Customer meets, customer satisfaction survey and web-based interactive portals
		Government and regulatory authorities	Industry bodies/ forums
		Trade unions	Union meetings
		Media	Press releases, media events and announcements.
		Local communities	Personal visits

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2	Identification of disadvantaged, vulnerable and marginalised Stakeholders	CPIL identifies disadvantaged, vulnerable and marginalized communities around its manufacturing facilities and continuously works towards their betterment by identifying their needs and expectations. It also identifies disadvantaged, vulnerable and marginalized stakeholders and continuously works towards their betterment.
3	Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.	CPIL makes conscious efforts for the communities residing in proximity of its manufacturing units so as to enable them improve their standard of living. Development and deployment of need-based community programmes in the areas of health, education, skill development, sanitation, livelihood etc. constitute a prominent part of Corporate Social Responsibility (CSR) initiatives undertaken by the Company. The Company's vocational training centre imparts carpentry training to local youth, thereby making them self-dependent. Direct engagement with small and marginal suppliers provides an avenue for sustainable livelihood generation and capacity building. MSME vendors are given preference wherever possible, for local procurements. CPIL's policies are designed to protect employees against any kind of discrimination based on caste, religion, geography, educational or social background, gender etc. Regular training at factory helps in the betterment and upliftment of workers. The Company constantly targets fake products and packaging manufacturers and label printers through raids in collaboration with local authorities and network of business associates as counterfeit products in the market pose a risk to customers as well.

PRINCIPLE 5 : HUMAN RIGHTS

Businesses should respect and promote human rights

The Company is an ardent believer in human rights which is evident from the organisation's culture which depicts integrity and respect for human rights. The Company is committed to respect and protect the human rights of all individuals and it strives to serve all individuals with honesty, just management and fairness. The Company understands that human rights are inherent, universal, indivisible and inter-dependent in nature. The Company upholds the fundamental human rights in line with the legitimate role of business.

INFORMATION WITH REFERENCE TO BRR FRAMEWORK:

1	Coverage of the Company's policy on human rights and its extension to the Group/ Joint Ventures/ Suppliers/ NGOs/Others	CPIL respects human rights and its code of conduct demonstrates its commitment towards the preservation of human rights across the value chain. The Company believes that a sustainable organisation rests on ethics and respect for human rights. CPIL's policy on human rights sets the Company's expectations of its Business Channel Partners, Investors and Contractors to adhere to principles of human rights. The Company, within its domain of influence, takes initiatives to promote awareness of human rights across their value chain. The Company encourages its Business Partners to follow the policy and discourages dealings with those who violate human rights.

2	Stakeholder complaints received in the past financial year and percentage of complaints resolved satisfactorily by the management	No complaint was received pertaining to human rights violation during the reporting financial year.

PRINCIPLE 6 : ENVIRONMENT

Business should respect, protect, and make efforts to restore the environment

The Company is committed to conduct its business in an environmentally responsible manner. This commitment is consistent with the corporate objectives of the Company and is essential to sustainable development. It constantly endeavours to embed environmental sustainability right at the design and development stage. Despite using wooden logs as its primary raw material, the Company constantly endeavours to reduce over-consumption of resources and its related environmental impact. Optimal use of resources, reusing and recycling of waste has been embedded in its processes. Efforts to improve performances have resulted in considerable reduction in the use of energy and natural resources. There are several innovative technologies which have been implemented to reduce the energy consumption.

INFORMATION WITH REFERENCE TO BRR FRAMEWORK:

1	Coverage of the policy related to Principle 6 and its extension to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ others	The Company has spread the principles of environmental sustainability across its value chain. These guidelines are communicated to our key associates like vendors, suppliers and contractors and they are encouraged to apply them in conduct of their businesses. We aim to propagate the principles of sustainability throughout our value chain and to all stakeholders.
2	Company's strategies/ initiatives to address global environmental issues such as climate change, global warming, etc.	CPIL has adopted sustainable practices and responsible use of natural resources in order to minimise the environmental impact of its operations. New technologies, implementing process improvements and innovations have been our core areas of investment. The Company is working to control/reduce formaldehyde emission from plywood and HPL by improved glue formulation. The Company has also developed new resin manufacturing technology to avoid vacuum distillation at final stage to avoid liquid effluent discharge. Treated water is being used for filling of ponds for storing logs, gardening, toilet flushing, fire water storage, road cleaning, etc. The Company takes the green initiative sincerely and in order to implement the same, it has been actively engaging in tree plantation activities in and around its manufacturing units and also at other places. The Company also encourages its Business Partners to join its drive in expanding green cover.
3	Identification and assessment of potential environmental risks	Identification and assessment of potential environmental risks is an ongoing process at CPIL. Sound environmental management systems are practiced across our manufacturing units. Systems are in place to ensure continuous monitoring of potential environmental risks involved in its operations. For new and upcoming projects, potential environmental risks are identified while preparing Environment Impact Assessment (EIA) and Risk Assessment reports. Accordingly, identified potential environmental risks are addressed at the design stage and also mitigated through incorporation of robust environmental management plan. Environmental audits are carried out regularly which help in identifying potential risks and necessary corrective actions are taken to mitigate the same.

4	Company's initiatives/ projects related to Clean Development Mechanism and environmental compliance report filed	The Company has not applied for any projects under the Clean Development Mechanism. However, we strive for continual improvement in our products, services and processes, and in the value we provide to our customers, employees and the communities we serve. We embrace sustainability as a catalyst for business growth and innovation.
5	Company's initiatives on clean technology, energy efficiency, renewable energy, etc.	The Company dedicatedly endeavours to reduce environmental impacts on our natural resources through implementation of best technology, reduction in use of energy, water conservation, minimization of air emissions, rainwater harvesting and solid waste recycling. Some of the steps taken in this directions are- • Energy meters installed at all location to monitor/ control for power optimum utilisation. • Installation of wet scrubbers for air pollution control installed in lamination plant. • Installation of electrical parameters for monitoring of different sections for power control. • Installation of energy efficient equipment, lighting fixtures and also using translucent roofing sheets to use solar light during day time. • Shift towards installation of LED lighting by phasing out conventional Tube Lights/Sodium/Mercury Halogen lights • Increased use of turbo vents for better air circulation without electrical energy • Roof-top solar photo voltaic projects are being installed, at all its manufacturing units for generation of power thereby substantially reducing dependence on fossil fuels and emission of carbon dioxide. • Screening and utilization of various bio materials obtainable from natural renewable sources is regularly being experimented to achieve reduction in the use of petroleum based chemicals, thereby reducing generation of industrial wastes and pollution.
6	Reporting on the emissions/ waste generated by the Company as per the permissible limits given by CPCB/ SPCB	The Company has been successful in meeting the applicable environmental standards through use of efficient control equipment and robust procedures. The emissions/ waste generated by CPIL is not only within but in many cases, significantly lower than the permissible limits given by the State or Central Pollution Control Boards. The environmental monitoring reports are regularly submitted to CPCB/ SPCB by the Company.
7	Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.	There are no pending or unresolved show cause/ legal notices from CPCB/ SPCB as on 31st March, 2019.

PRINCIPLE 7 : RESPONSIBLE POLICY ADVOCACY

Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

CPIL engages with industry bodies and associations to influence public and regulatory policy in a responsible manner. The Company has always strived to create a positive impact in the business eco-system and communities by practicing pro-active advocacy not for securing certain benefits for industry, but for advocating certain best practices for the benefit of society at large. The Company's engagement with the relevant authorities is guided by the values of commitment, integrity, transparency and the need to balance interests of diverse stakeholders.

INFORMATION WITH REFERENCE TO BRR FRAMEWORK:

1	Membership in any trade and chamber or association	CPIL has its representation in several business and industrial associations such as- (a) MCC Chamber of Commerce and Industry (b) Bharat Chamber of Commerce (c) Indian Chamber of Commerce (d) Federation of Indian Chambers of Commerce and Industry (e) Indian Plywood Industries Research & Training Institute (f) The Bengal Chamber of Commerce and Industry (g) Association of Indian Panelboard Manufacturer (h) Indian Laminate Manufacturers Association
2	Advocating/ lobbying through above associations for the advancement or improvement of public good	CPIL through various industry associations participates in advocating matters for advancement of the industry and public good. We actively participate in these forums on issues and policy matters that impact the interest of our stakeholders. We prefer to be part of the broader policy development process and do not practice lobbying on any specific issue, though, at times we had advocated on Economic Reforms and Sustainable Business Principles through them.

PRINCIPLE 8 : INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

Businesses should support inclusive growth and equitable development

Inclusive business for the Company means creating economic well-being through employment, skill improvement and access to markets for the community we operate in. The Company believes in creating opportunities for the people around its operations to enable a sustainable future and ensure inclusive growth. Its community development activities focus on areas that foster development and well-being of communities. CPIL's CSR initiatives are aligned to aspects, such as healthcare, education and environmental sustainability.

INFORMATION WITH REFERENCE TO BRR FRAMEWORK:

1.	Specified programmes/initiatives/ projects in pursuit of the policy related to Principle 8	CPIL's core business as well as its corporate social responsibility initiatives supports the principles of inclusive growth and equitable development. The Company believes in being an equal opportunity employer. Policies have even been framed for promoting an inclusive workplace, where the potential of our women employees is leveraged and every woman feels valued, heard and fully involved with the Company. We also work towards targeting fake and counterfeit products available in the market as these pose a serious risk to our customer's well-being as well. The Company's inclusive growth initiatives are focused towards achieving the following objectives: 1. Ensuring the well-being of local communities 2. Building self-employment capabilities by imparting carpentry training 3. Empowering women 4. Creating access to healthcare 5. Conserving the environment 6. Promoting education

2.	Modes through which programmes/ projects undertaken (through in-house team/ own foundation/ external NGO/ government structures/ any other organization)	Programmes pertaining to Principle 8 are carried out by the Company directly and/or through its own Company-promoted Charitable Trusts, other NGOS and non-profit organizations.
3.	Impact assessments for initiatives undertaken	The Company internally performs an impact assessment of its initiatives at the end of each year to understand the efficacy of the program in terms of delivery of desired benefits to the community and to gain insights for improving the design and delivery of future initiatives.
4.	Company's direct contribution to community development projects and the details of the projects undertaken.	CPIL's contribution towards community development projects carried under its CSR policy during the reporting period (2018-19) is ₹4.30 crore. Details of the same have been provided in 'Annexure-8' of the Directors' Report.
5.	Steps taken to ensure that community development initiatives are successfully adopted by the community.	CPIL follows a participatory approach in the areas of intervention and encourages participation from communities for planning and implementation purposes. Surveys and focused meetings have been conducted by our businesses and manufacturing units continuously to engage with communities surrounding their operations in order to assess the needs, priorities and expectations of the local community. Initiatives are thus designed and delivered in a transparent manner in line with inputs from the community itself. CPIL continued with its programme "Pragati Yojna -Century Ply Carpentry School" in the current year as well, whereby the local youth are provided free of cost training in carpentry. The objective of the project is to provide skill development training to youth from economically weaker sections of the society and help to make them more employable.

PRINCIPLE 9 : CUSTOMER VALUE

Businesses should engage with and provide value to their customers and consumers in a responsible manner

The Company is committed to continuously exceed customer expectations. Customer satisfaction is the key to our growth and success in this line of business. The Company strives hard to provide better services and greatest value to its customers. Our customers have been our strong pillar of support and over the years of our existence have become our true brand ambassadors. This foundation is supported by our continuous efforts to provide the best quality product, accompanied by the best marketing and technical support.

INFORMATION WITH REFERENCE TO BRR FRAMEWORK:

1	Percentage of customer complaints/ consumer cases pending as on the end of financial year	1920 customer complaints were received, of which 1863 were successfully resolved. Only 57 complaints constituting 2.97% remained pending as on the end of the financial year. Subsequently, most of these complaints have also been resolved. Further, only 5 cases filed by customers/ consumers in various Consumer Courts/ Redressal Forum were pending as on the 31st March, 2019.
2	Display of product information on the product label, over and above what is mandated as per local laws	CPIL adheres to all legal statutes with respect to product labelling and display of product information. The Company also displays all the requisite information and safety guidance which are specific to its products.

3	Case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/ or anti-competitive behaviour during the last five years and pending as on the end of financial year.	The Company does not have any stakeholder complaints with regard to unethical or unfair trade practices, irresponsible advertising and/or anti-competitive behaviour, which are pending as at 31st March, 2019.
	Consumer survey/ consumer satisfaction trends carried out by the Company	Consumer satisfaction is imperative for the success of business. The Company connects with consumer through multiple touch points. Feedback of the end-consumers is also obtained through the numerous dealers and architects empanelled with the Company to understand the product quality feedback. The Company's CFS Division also carries out shipping lines' survey. The Company also has a systematic process for resolution of all complaints and this helps in improving consumer delight.

For and on behalf of the Board of Directors

Sajjan Bhajanka
(DIN: 00246043)
Chairman and Managing Director

Kolkata, 27th May, 2019

Annexure- 10

FORM MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2019

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

I. REGISTRATION AND OTHER DETAILS:

1.	CIN	L20101WB1982PLC034435
2.	Registration Date	05-01-1982
3.	Name of the Company	Century Plyboards (India) Ltd.
4.	Category / Sub-Category of the Company	Public Company limited by shares
5.	Address of the Registered office and contact details	P - 15/1 Taratala Road, Kolkata- 700 088 Ph: 033 3940 3950, Email ID: investors@centuryply.com
6.	Whether listed company	Yes
7.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Maheshwari Datamatics Pvt. Ltd., 23, R. N. Mukherjee Road, 5th Floor, Kolkata 700 001 Ph: 033-22435029 Email ID: mdpldc@yahoo.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the Business activities contributing 10 % or more of the total turnover of the Company are stated:-

Sl.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Plywood & Veneer	1621	56.64
2	Laminate	1709	19.23
3	Medium Density Fibre Board	1621	13.16

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl.	Name of the Company	Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
1	Auro Sundram Ply & Door Pvt. Ltd.	Raipur Industrial Area, Gagalheri Road, Bhagwanpur, Roorkee, Uttarakhand- 247661	U20211UR2005PTC032621	Subsidiary	51	2(87)(ii)
2	Century MDF Ltd.	P - 15/1 Taratala Road, Kolkata- 700 088	U20296WB2012PLC181050	Subsidiary	100	2(87)(ii)
3	Ara Suppliers Pvt. Ltd.	P - 15/1 Taratala Road, Kolkata- 700 088	U51109WB2006PTC110351	Subsidiary	80	2(87)(ii)
4	Arham Sales Pvt. Ltd.	P - 15/1 Taratala Road, Kolkata- 700 088	U51909WB2006PTC111570	Subsidiary	80	2(87)(ii)
5	Adonis Vyaper Pvt. Ltd.	P - 15/1 Taratala Road, Kolkata- 700 088	U52190WB2006PTC111573	Subsidiary	80	2(87)(ii)
6	Apnapan Viniyog Pvt. Ltd.	P - 15/1 Taratala Road, Kolkata- 700 088	U52190WB2006PTC111571	Subsidiary	80	2(87)(ii)
7	Century Infotech Ltd.	P - 15/1 Taratala Road, Kolkata- 700 088	U72900WB1997PLC086118	Subsidiary	60.06	2(87)(ii)
8	Centuryply Myanmar Pvt. Ltd.	No.24-27 Min Theidki Kyaw Swar Road, East Dagon Industrial Zone, Yangon, Myanmar	Foreign Company	Subsidiary	100	2(87)(ii)
9	Century Ply (Singapore) Pte Ltd.	291, Choa Chu Kang Avenue 3, #05-204, Singapore- 680291	Foreign Company	Subsidiary	83.46	2(87)(ii)
10	Century Gabon SUARL	Plot No. E-3A, NKOK-Special Economic Zone PK-27, Libreville, Gabon (Africa)	Foreign Company	Subsidiary	100	2(87)(ii)
11	Century Ply Laos Co. Ltd.	House No.225 Sysavangvong Road, Unit 22, Saiyamongkoun Village, Kaisonphomevihan district Savannakhet Province, Lao PDR	Foreign Company	Step down Subsidiary	90	2(87)(ii)
12	Century Huesoulin Plywood Lao Co., Ltd	Ban Xayamounkhoun Kaisone Phomvihane District Savannakhet Province, Lao PDR	Foreign Company	Step down Subsidiary	51	2(87)(ii)

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(01.04.2018)				No. of Shares held at the end of the year(31.03.2019)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	120624387	-	120624387	54.30	122146962	-	122146962	54.98	0.68
b) Central Government	-	-	-	-	-	-	-	-	-
c) State Government	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	39329080	-	39329080	17.70	39329080	-	39329080	17.70	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	**159953467**	**-**	**159953467**	**72.00**	**161476042**	**-**	**161476042**	**72.68**	**0.68**
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b)Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e)Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	**159953467**	**-**	**159953467**	**72.00**	**161476042**	**-**	**161476042**	**72.68**	**0.68**
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	10244346	-	10244346	4.61	13808967	-	13808967	6.22	1.61
b) Banks / FI	86063	-	86063	0.04	90677	-	90677	0.04	Negligible
c) Central Government	-	-	-	-	-	-	-	-	-
d) State Government	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	77635	-	77635	0.03	11431	-	11431	0.01	(0.02)
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)									
a) Alternate Investment Funds	517990	-	517990	0.23	2339722	-	2339722	1.05	0.82
b)Foreign Portfolio Investors	24749768	-	24749768	11.14	17161475	-	17161475	7.72	(3.42)
Sub-total (B)(1):-	**35675802**	**-**	**35675802**	**16.05**	**33412272**	**-**	**33412272**	**15.04**	**(1.01)**
2.Non- Institutions									
a) Bodies Corporate									
i) Indian	7825207	12000	7837207	3.53	8283911	10500	8294411	3.73	0.20
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹1 lac	15242550	566637	15809187	7.12	15411757	463005	15874762	7.15	0.03

Category of Shareholders	No. of Shares held at the beginning of the year(01.04.2018)				No. of Shares held at the end of the year(31.03.2019)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii) Individual shareholders holding nominal share capital in excess of ₹1 lac	1082536	-	1082536	0.49	1224614	-	1224614	0.55	0.06
c) Others (specify)		-				-			
(i) Trusts	600589	-	600589	0.27	607130	-	607130	0.27	Negligible
(ii) Clearing Member	236518	-	236518	0.11	227866	-	227866	0.11	Negligible
(iii) Non Resident Individual	905964	-	905964	0.40	982152	-	982152	0.44	0.04
(iv) NBFCs registered with RBI	7374	-	7374	Negligible	3045	-	3045	Negligible	Negligible
(v) Foreign National	2896	-	2896	Negligible	2733	-	2733	Negligible	Negligible
(vi) Investor Education and Protection Fund Authority	61450	-	61450	0.03	67963	-	67963	0.03	Negligible
Subtotal (B)(2):-	**25965084**	**578637**	**26543721**	**11.95**	**26811171**	**473505**	**27284676**	**12.28**	**0.33**
Total Public Shareholding (B)=(B)(1)+ (B)(2)	**61640886**	**578637**	**62219523**	**28.00**	**60223443**	**473505**	**60696948**	**27.32**	**(0.68)**
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	**221594353**	**578637**	**222172990**	**100**	**221699485**	**473505**	**222172990**	**100**	**-**

ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year (01.04.2018)			Shareholding at the end of the year (31.03.2019)			% 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	Sajjan Bhajanka (Promoter)	25032954	11.27	-	25734402	11.58	-	0.31
2	Santosh Bhajanka*	15449500	6.95	-	15449500	6.95	-	-
3	Keshav Bhajanka*	500000	0.23	-	500000	0.23	-	-
4	Sonu Kajaria*	611000	0.28	-	628500	0.28	-	Negligible
5	Payal Agrawal*	600000	0.27	-	600000	0.27	-	-
6	Shraddha Agarwal*	600000	0.27	-	600000	0.27	-	-
7	Sri Ram Vanijya Pvt. Ltd. *	8502180	3.83	-	8502180	3.83	-	-
8	Sri Ram Merchants Pvt. Ltd. *	6739870	3.03	-	6739870	3.03	-	-
9	Sanjay Agarwal (Promoter)	24150124	10.87	-	24756383	11.14	-	0.27
10	Divya Agarwal*	16749750	7.54	-	16749750	7.54	-	-
11	Nikita Bansal*	50000	0.02	-	50000	0.02	-	-
12	Sumangal International Pvt. Ltd. *	7666800	3.45	-	7666800	3.45	-	-
13	Sumangal Business Pvt. Ltd. *	6831240	3.07	-	6831240	3.07	-	-

Sl No.	Shareholder's Name	Shareholding at the beginning of the year (01.04.2018)			Shareholding at the end of the year (31.03.2019)			% 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	
14	Auroville Investments Pvt. Ltd. *	1845000	0.83	-	1845000	0.83	-	-
15	Hari Prasad Agarwal (Promoter)	2435760	1.10	-	2435760	1.10	-	-
16	Hari Prasad Agarwal (HUF) *	1602990	0.72	-	1608890	0.72	-	Negligible
17	Sumitra Devi Agarwala*	1676250	0.75	-	1703650	0.77	-	0.02
18	Rajesh Kumar Agarwal*	1602308	0.72	-	1602308	0.72	-	-
19	Bhawna Agarwal*	3087690	1.39	-	3099690	1.40	-	0.01
20	Brijdham Merchants Pvt. Ltd. *	7743990	3.49	-	7743990	3.49	-	-
21	Vishnu Khemani (Promoter)	12609646	5.68	-	12747000	5.74	-	0.06
22	Sudha Khemani*	5985286	2.69	-	6000000	2.70	-	0.01
23	Prem Kumar Bhajanka (Promoter)	4636997	2.09	1.35	4636997	2.09	-	-
24	Yash Bhajanka*	3149132	1.42	-	3149132	1.42	-	-
25	Nancy Choudhary*	95000	0.04	-	95000	0.04	-	-
	Total	**159953467**	**72.00**		**161476042**	**72.68**	**-**	

* Promoter Group

iii) Change in Promoters' Shareholding

		Shareholding at the beginning of the year		Cumulative Shareholding during the year		Reasons for increase / decrease
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
At the beginning of the year		159953467	72.00			
Date wise Increase / Decrease in Promoters shareholding during the year						
Date	**Name**					
21.05.18	Vishnu Khemani	100000	0.05	160053467	72.05	Purchase
21.05.18	Sajjan Bhajanka	130300	0.06	160183767	72.11	Purchase
21.05.18	Bhawna Agarwal	12000	0.01	160195767	72.12	Purchase
21.05.18	Sumitra Devi Agarwal	27400	0.02	160223167	72.14	Purchase
21.05.18	Sanjay Agarwal	130300	0.06	160353467	72.20	Purchase
25.05.18	Sonu Kajaria	17500	Negligible	160370967	72.20	Purchase
05.06.18	Vishnu Khemani	25354	0.01	160396321	72.21	Purchase
05.06.18	Sudha Khemani	714	Negligible	160397035	72.21	Purchase
05.06.18	Sajjan Bhajanka	46139	0.02	160443174	72.23	Purchase
05.06.18	Sanjay Agarwal	45791	0.02	160488965	72.25	Purchase
06.06.18	Sajjan Bhajanka	459	Negligible	160489424	72.25	Purchase
08.06.18	Sajjan Bhajanka	24550	0.01	160513974	72.26	Purchase
08.06.18	Sanjay Agarwal	24550	0.01	160538524	72.27	Purchase
08.06.18	Hari Prasad Agarwal(HUF)	5900	Negligible	160544424	72.27	Purchase
14.06.18	Vishnu Khemai	505	Negligible	160544929	72.27	Purchase

		Shareholding at the beginning of the year		Cumulative Shareholding during the year		Reasons for increase / decrease
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
15.06.18	Vishnu Khemani	10000	Negligible	160554929	72.27	Purchase
28.06.18	Vishnu Khemani	495	Negligible	160555424	72.27	Purchase
28.06.18	Sudha Khemani	14000	0.01	160569424	72.28	Purchase
04.07.18	Vishnu Khemani	1000	Negligible	160570424	72.28	Purchase
27.09.18	Sanjay Agarwal	405618	0.18	160976042	72.46	Purchase
27.09.18	Sajjan Bhajanka	500000	0.22	161476042	72.68	Purchase
	At the end of the year			161476042	72.68	

iv) Change in Promoters' Shareholding (Promoter-wise)

Sl. No	Promoter		Shareholding at the beginning of the year		Cumulative Shareholding during the year		Reasons for increase / decrease
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
1	**Sajjan Bhajanka- (Promoter)**						
	At the beginning of the year		25032954	11.27			
	Date wise Increase / Decrease in shareholding during the year	21.05.18	130300	0.06	25163254	11.33	Purchase
		05.06.18	46139	0.02	25209393	11.35	Purchase
		06.06.18	459	Negligible	25209852	11.35	Purchase
		08.06.18	24550	0.01	25234402	11.36	Purchase
		27.09.18	500000	0.22	25734402	11.58	Purchase
	At the end of the year				25734402	11.58	
2	**Santosh Bhajanka- (Promoter Group)**						
	At the beginning of the year		15449500	6.95			
	Date wise Increase / Decrease in shareholding during the year	Nil	Nil	-	15449500	6.95	
	At the end of the year				15449500	6.95	
3	**Keshav Bhajanka - (Promoter Group)**						
	At the beginning of the year		500000	0.23			
	Date wise Increase / Decrease in shareholding during the year	Nil	Nil	-	500000	0.23	
	At the end of the year				500000	0.23	
4	**Sonu Kajaria - (Promoter Group)**						
	At the beginning of the year		611000	0.28			
	Date wise Increase / Decrease in shareholding during the year	25.05.18	17500	Negligible	628500	0.28	Purchase
	At the end of the year				628500	0.28	

Sl. No	Promoter		Shareholding at the beginning of the year		Cumulative Shareholding during the year		Reasons for increase / decrease
			No. of shares	% of total shares of the company	Nil	% of total shares of the company	
5	**Payal Agrawal - (Promoter Group)**						
	At the beginning of the year		600000	0.27			
	Date wise Increase / Decrease in shareholding during the year	Nil	Nil	-	600000	0.27	
	At the end of the year				600000	0.27	
6	**Shraddha Agarwal - (Promoter Group)**						
	At the beginning of the year		600000	0.27			
	Date wise Increase / Decrease in shareholding during the year	Nil	Nil	-	600000	0.27	
	At the end of the year				600000	0.27	
7	**Sri Ram Vanijya Pvt. Ltd.- (Promoter Group)**						
	At the beginning of the year		8502180	3.83			
	Date wise Increase / Decrease in shareholding during the year	Nil	Nil	-	8502180	3.83	
	At the end of the year				8502180	3.83	
8	**Sri Ram Merchants Pvt. Ltd.- (Promoter Group)**						
	At the beginning of the year		6739870	3.03			
	Date wise Increase / Decrease in shareholding during the year	Nil	Nil	-	6739870	3.03	
	At the end of the year				6739870	3.03	
9	**Sanjay Agarwal - (Promoter)**						
	At the beginning of the year		24150124	10.87			
	Date wise Increase / Decrease in shareholding during the year	21.05.18	130300	0.06	24280424	10.93	Purchase
		05.06.18	45791	0.02	24326395	10.95	Purchase
		08.06.18	24550	0.01	24350945	10.96	Purchase
		27.09.18	405618	0.18	24756563	11.14	Purchase
	At the end of the year				24756383	11.14	
10	**Divya Agarwal - (Promoter Group)**						
	At the beginning of the year		16749750	7.54			
	Date wise Increase / Decrease in shareholding during the year	Nil	Nil	-	16749750	7.54	
	At the end of the year				16749750	7.54	

Sl. No	Promoter		Shareholding at the beginning of the year		Cumulative Shareholding during the year		Reasons for increase / decrease
			No. of shares	% of total shares of the company	Nil	% of total shares of the company	
11	**Nikita Bansal - (Promoter Group)**						
	At the beginning of the year		50000	0.02			
	Date wise Increase / Decrease in shareholding during the year	Nil	Nil	-	50000	0.02	
	At the end of the year				50000	0.02	
12	**Sumangal International Pvt. Ltd.- (Promoter Group)**						
	At the beginning of the year		7666800	3.45			
	Date wise Increase / Decrease in shareholding during the year	Nil	Nil	-	7666800	3.45	
	At the end of the year				7666800	3.45	
13	**Sumangal Business Pvt. Ltd.- (Promoter Group)**						
	At the beginning of the year		6831240	3.07			
	Date wise Increase / Decrease in shareholding during the year	Nil	Nil	-	6831240	3.07	
	At the end of the year				6831240	3.07	
14	**Auroville Investments Pvt. Ltd.- (Promoter Group)**						
	At the beginning of the year		1845000	0.83			
	Date wise Increase / Decrease in shareholding during the year	Nil	Nil	-	1845000	0.83	
	At the end of the year				1845000	0.83	
15	**Hari Prasad Agarwal - (Promoter)**						
	At the beginning of the year		2435760	1.10			
	Date wise Increase / Decrease in shareholding during the year	Nil	Nil	-	2435760	1.10	
	At the end of the year				2435760	1.10	
16	**Hari Prasad Agarwal (HUF) - (Promoter Group)**						
	At the beginning of the year		1602990	0.72			
	Date wise Increase / Decrease in shareholding during the year	08.06.18	5900	Negligible	1608890	0.72	
	At the end of the year				1608890	0.72	
17	**Sumitra Devi Agarwal - (Promoter Group)**						
	At the beginning of the year		1676250	0.75			
	Date wise Increase / Decrease in shareholding during the year	21.05.18	27400	0.02	1703650	0.77	
	At the end of the year				1703650	0.77	

Sl. No	Promoter		Shareholding at the beginning of the year		Cumulative Shareholding during the year		Reasons for increase / decrease
			No. of shares	% of total shares of the company	Nil	% of total shares of the company	
18	**Rajesh Kumar Agarwal - (Promoter Group)**						
	At the beginning of the year		1602308	0.72			
	Date wise Increase / Decrease in shareholding during the year	Nil	Nil	-	1602308	0.72	
	At the end of the year				1602308	0.72	
19	**Bhawna Agarwal - (Promoter Group)**						
	At the beginning of the year		3087690	1.39			
	Date wise Increase / Decrease in shareholding during the year	21.05.18	12000	0.01	3087690	1.40	
	At the end of the year				3087690	1.40	
20	**Brijdham Merchants Pvt. Ltd - (Promoter Group)**						
	At the beginning of the year		7743990	3.49			
	Date wise Increase / Decrease in shareholding during the year	Nil	Nil	-	7743990	3.49	
	At the end of the year				7743990	3.49	
21	**Vishnu Khemani - (Promoter)**						
	At the beginning of the year		12609646	5.68			
	Date wise Increase / Decrease in shareholding during the year	21.05.18	100000	0.05	12709646	5.73	Purchase
		05.06.18	25354	0.01	12735000	5.74	Purchase
		14.06.18	505	Negligible	12735505	5.74	Purchase
		15.06.18	10000	Negligible	12745505	5.74	Purchase
		28.06.18	495	Negligible	12746000	5.74	Purchase
		04.07.18	1000	Negligible	12747000	5.74	Purchase
	At the end of the year				12747000	5.74	
22	**Sudha Khemani - (Promoter Group)**						
	At the beginning of the year		5985286	2.69			
	Date wise Increase / Decrease in shareholding during the year	05.06.18	714	Negligible	5986000	2.69	Purchase
		28.06.18	14000	0.01	6000000	2.70	Purchase
	At the end of the year				6000000	2.70	

Sl. No	Promoter		Shareholding at the beginning of the year		Cumulative Shareholding during the year		Reasons for increase / decrease
			No. of shares	% of total shares of the company	Nil	% of total shares of the company	
23	**Prem Kumar Bhajanka -(Promoter)**						
	At the beginning of the year	Nil	4636997	2.09			
	Date wise Increase / Decrease in shareholding during the year		Nil	Nil	4636997	2.09	
	At the end of the year				4636997	2.09	
24	**Yash Bhajanka - (Promoter Group)**						
	At the beginning of the year	Nil	3149132	1.42			
	Date wise Increase / Decrease in shareholding during the year		Nil	Nil	3149132	1.42	
	At the end of the year				3149132	1.42	
25	**Nancy Choudhary - (Promoter Group)**						
	At the beginning of the year		95000	0.04			
	Date wise Increase / Decrease in shareholding during the year	Nil	Nil	Nil	95000	0.04	
	At the end of the year				95000	0.04	

v) Shareholding Pattern of top ten Shareholders (as on 31st March, 2019)

(other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No	For each of the Top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the year		Reasons for increase / decrease
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
1	**GOVERNMENT PENSION FUND GLOBAL**						
	At the beginning of the year		5500000	2.48			
	Date wise Increase / Decrease in shareholding during the year	22.06.18	(14442)	(0.01)	5485558	2.47	Transfer
		29.06.18	(108756)	(0.05)	5376802	2.42	Transfer
		06.07.18	(40826)	(0.02)	5335976	2.40	Transfer
		13.07.18	(42060)	(0.02)	5293916	2.38	Transfer
		20.07.18	(10627)	Negligible	5283289	2.38	Transfer
		27.07.18	(187021)	(0.09)	5096268	2.29	Transfer
		03.08.18	(47850)	(0.02)	5048418	2.27	Transfer
		10.08.18	(86044)	(0.04)	4962374	2.23	Transfer
		17.08.18	(10077)	Negligible	4952297	2.23	Transfer
		24.08.18	(101042)	(0.05)	4851255	2.18	Transfer
		31.08.18	(39698)	(0.02)	4811557	2.16	Transfer
		07.09.18	(23178)	(0.01)	4788379	2.15	Transfer
		14.09.18	(71430)	(0.03)	4716949	2.12	Transfer
	At the end of the year				5500000	2.12	

Sl. No	For each of the Top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the year		Reasons for increase / decrease
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
2	**ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED**						
	At the beginning of the year		3587787	1.61			
	Date wise Increase / Decrease in shareholding during the year	13.04.18	95000	0.04	3682787	1.65	Transfer
		20.04.18	100000	0.05	3782787	1.70	Transfer
		25.05.18	100000	0.05	3882787	1.75	Transfer
		27.07.18	10000	Negligible	3892787	1.75	Transfer
		03.08.18	(84400)	(0.04)	3808387	1.71	Transfer
		31.08.18	(52000)	(0.02)	3756387	1.69	Transfer
		07.09.18	(20100)	(0.01)	3736287	1.68	Transfer
		21.09.18	(200000)	(0.09)	3536287	1.59	Transfer
		28.09.18	(25000)	(0.01)	3511287	1.58	Transfer
		26.10.18	(42000)	(0.02)	3469287	1.56	Transfer
		02.11.18	(27000)	(0.01)	3442287	1.55	Transfer
		09.11.18	(62000)	(0.03)	3380287	1.52	Transfer
		16.11.18	(147000)	(0.07)	3233287	1.45	Transfer
		30.11.18	(122000)	(0.05)	3111287	1.40	Transfer
		21.12.18	72000	0.03	3183287	1.43	Transfer
		18.01.19	191000	0.09	3374287	1.52	Transfer
	At the end of the year				3374287	1.52	
3	**SUNDARAM MUTUAL FUND**						
	At the beginning of the year		3016510	1.36			
	Date wise Increase / Decrease in shareholding during the year	11.05.18	37230	0.02	3053740	1.38	Transfer
		18.05.18	10687	Negligible	3064427	1.38	Transfer
		25.05.18	15000	0.01	3079427	1.39	Transfer
		15.06.18	123399	0.05	3202826	1.44	Transfer
		31.08.18	4	Negligible	3202830	1.44	Transfer
		02.11.18	(14986)	(0.01)	3187844	1.43	Transfer
		09.11.18	(16251)	(0.01)	3171593	1.42	Transfer
		08.02.19	11698	0.01	3183291	1.43	Transfer
		08.03.19	13961	0.01	3197252	1.44	Transfer
	At the end of the year				3197252	1.44	
4	**HDFC MUTUAL FUND**						
	At the beginning of the year		1377000	0.62			
	Date wise Increase / Decrease in shareholding during year	14.12.18	34500	0.02	1411500	0.64	Transfer
		21.12.18	200000	0.09	1611500	0.73	Transfer
		28.12.18	100000	0.05	1711500	0.78	Transfer
		11.01.19	300000	0.13	2011500	0.91	Transfer
	At the end of the year				2011500	0.91	

Sl. No	For each of the Top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the year		Reasons for increase / decrease
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
5	**RELIANCE MUTUAL FUND**						
	At the beginning of the year		1513833	0.68			
	Date wise Increase / Decrease in shareholding during the year	25.05.18	90000	0.04	1603833	0.72	Transfer
		12.10.18	100000	0.04	1703833	0.76	Transfer
		19.10.18	58399	0.03	1762232	0.79	Transfer
		30.11.18	16328	0.01	1778560	0.80	Transfer
		07.12.18	13672	0.01	1792232	0.81	Transfer
	At the end of the year				1792232	0.81	
6	**EDELWEISS MULTI STRATEGY INVESTMENT TRUST**						
	At the beginning of the year		489270	0.22			
	Date wise Increase / Decrease in shareholding during the year	06.04.18	37872	0.02	527142	0.24	Transfer
		13.04.18	28674	0.01	555816	0.25	Transfer
		20.04.18	15205	0.01	571021	0.26	Transfer
		27.04.18	23669	0.01	594690	0.27	Transfer
		04.05.18	24160	0.01	618850	0.28	Transfer
		11.05.18	32141	0.01	650991	0.29	Transfer
		18.05.18	32681	0.01	683672	0.30	Transfer
		25.05.18	37209	0.02	720881	0.32	Transfer
		01.06.18	68438	0.03	789319	0.35	Transfer
		08.06.18	93590	0.04	882909	0.39	Transfer
		15.06.18	97571	0.05	980480	0.44	Transfer
		22.06.18	95302	0.04	1075782	0.48	Transfer
		29.06.18	94477	0.04	1170259	0.52	Transfer
		06.07.18	39018	0.02	1209277	0.54	Transfer
		03.08.18	117015	0.06	1326292	0.60	Transfer
		24.08.18	44082	0.02	1370374	0.62	Transfer
		31.08.18	54577	0.02	1424951	0.64	Transfer
		07.09.18	101080	0.05	1526031	0.69	Transfer
		14.09.18	95754	0.04	1621785	0.73	Transfer
		21.09.18	15813	0.01	1637598	0.74	Transfer
		05.10.18	9440	Negligible	1647038	0.74	Transfer
		08.03.19	51054	0.02	1698092	0.76	Transfer
		15.03.19	29134	0.01	1727226	0.77	Transfer
	At the end of the year				1727226	0.77	Transfer

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Sl. No	For each of the Top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the year		Reasons for increase / decrease
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
7	**PICTET**						
	At the beginning of the year		Nil	–			
	Date wise Increase / Decrease in shareholding during the year	06.04.18	26422	0.01	26422	0.01	Transfer
		13.04.18	17035	0.01	43457	0.02	Transfer
		11.05.18	59005	0.03	102462	0.05	Transfer
		18.05.18	125178	0.06	227640	0.11	Transfer
		25.05.18	399263	0.18	626903	0.29	Transfer
		01.06.18	30463	0.01	657366	0.30	Transfer
		20.07.18	200000	0.09	857366	0.39	Transfer
		27.07.18	125000	0.06	982366	0.45	Transfer
		14.09.18	292753	0.13	1275119	0.58	Transfer
		21.09.18	279511	0.12	1554630	0.70	Transfer
		18.01.19	56673	0.03	1611303	0.73	Transfer
		25.01.19	52300	0.02	1663603	0.75	Transfer
	At the end of the year				1663603	0.75	Transfer
8	**HDFC LIFE INSURANCE COMPANY LIMITED**						
	At the beginning of the year		500000	0.23			
	Date wise Increase / Decrease in shareholding during year	11.01.19	1000000	0.45	1500000	0.68	Transfer
		01.02.19	1246	Negligible	1501246	0.68	Transfer
		08.02.19	42168	0.02	1543414	0.70	Transfer
		15.02.19	2014	Negligible	1545428	0.70	Transfer
		22.02.19	3435	Negligible	1548863	0.70	Transfer
		01.03.19	2593	Negligible	1551456	0.70	Transfer
	At the end of the year				1551456	0.70	
9	**PARVEST EQUITY WORLD EMERGING**						
	At the beginning of the year		2090060	0.94			
	Date wise Increase / Decrease in shareholding during year	14.09.18	(560532)	0.25	1529528	0.69	Transfer
	At the end of the year				1529528	0.69	
10	**MONDRIAN EMERGING MARKETS SMALL CAP EQUITY FUND, L.P.**						
	At the beginning of the year		1367383	0.61			
	Date wise Increase / Decrease in shareholding during year	NIL	NIL	NIL	1367383	0.61	
	At the end of the year				1367383	0.61	

vi) Shareholding of directors and key managerial personnel:

Sl. No	For each of the Directors and KMP		Shareholding at the beginning of the year		Cumulative Shareholding during the year		Reasons for increase / decrease
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
1	**Sajjan Bhajanka**						
	At the beginning of the year		25032954	11.27			
	Date wise Increase / Decrease in shareholding during the year	21.05.18	130300	0.06	25163254	11.33	Purchase
		05.06.18	46139	0.02	25209393	11.35	Purchase
		06.06.18	459	Negligible	25209852	11.35	Purchase
		08.06.18	24550	0.01	25234402	11.36	Purchase
		27.09.18	500000	0.22	25734402	11.58	Purchase
	At the end of the year				25734402	11.58	
2	**Sanjay Agarwal**						
	At the beginning of the year		24150124	10.87			
	Date wise Increase / Decrease in shareholding during the year	21.05.18	130300	0.06	24280424	10.93	Purchase
		05.06.18	45791	0.02	24326395	10.95	Purchase
		08.06.18	24550	0.01	24350945	10.96	Purchase
		27.09.18	405618	0.18	24756563	11.14	Purchase
	At the end of the year				24756383	11.14	
3	**Vishnu Khemani**						
	At the beginning of the year		12609646	5.68			
	Date wise Increase / Decrease in shareholding during the year	21.05.18	100000	0.05	12709646	5.73	Purchase
		05.06.18	25354	0.01	12735000	5.74	Purchase
		14.06.18	505	Negligible	12735505	5.74	Purchase
		15.06.18	10000	Negligible	12745505	5.74	Purchase
		28.06.18	495	Negligible	12746000	5.74	Purchase
		04.07.18	1000	Negligible	12747000	5.74	Purchase
	At the end of the year				12747000	5.74	
4	**Prem Kumar Bhajanka**						
	At the beginning of the year		4636997	2.09			
	Date wise Increase / Decrease in shareholding during the year	Nil	Nil	-	4636997	2.09	
	At the end of the year				4636997	2.09	
5	**Hari Prasad Agarwal**						
	At the beginning of the year		2435760	1.10			
	Date wise Increase / Decrease in shareholding during the year	Nil	Nil	-	2435760	1.10	
	At the end of the year				2435760	1.10	

Sl. No	For each of the Directors and KMP		Shareholding at the beginning of the year		Cumulative Shareholding during the year		Reasons for increase / decrease
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
6	**Ajay Baldawa**						
	At the beginning of the year		75000	0.03			
	Date wise Increase / Decrease in shareholding during the year	Nil	Nil	-	75000	0.03	
	At the end of the year				75000	0.03	
7	**Keshav Bhajanka**						
	At the beginning of the year		500000	0.23			
	Date wise Increase / Decrease in shareholding during the year	Nil	Nil		500000	0.23	
	At the end of the year				500000	0.23	
8	**Nikita Bansal**						
	At the beginning of the year		50000	0.02			
	Date wise Increase / Decrease in shareholding during the year	Nil	Nil	-	50000	0.02	
	At the end of the year				50000	0.02	
9	**Mangi Lal Jain**						
	At the beginning of the year		6450	Negligible			
	Date wise Increase / Decrease in shareholding during the year	Nil	Nil	Nil	Nil	Nil	Nil
	At the end of the year				6450	Negligible	
10	**Santanu Ray**						
	At the beginning of the year		Nil	-			
	Date wise Increase / Decrease in shareholding during the year	Nil	Nil	-	Nil	-	
	At the end of the year				Nil	-	
11	**Asit Pal**						
	At the beginning of the year		Nil	-			
	Date wise Increase / Decrease in shareholding during the year	Nil	Nil	-	Nil	-	
	At the end of the year				Nil	-	
12	**Mamta Binani**						
	At the beginning of the year		Nil	-			
	Date wise Increase / Decrease in shareholding during the year	Nil	Nil	-	Nil	-	
	At the end of the year				Nil	-	
13	**J P Dua**						
	At the beginning of the year		Nil	-			
	Date wise Increase / Decrease in shareholding during the year	Nil	Nil	-	Nil	-	
	At the end of the year				Nil	-	

Sl. No	For each of the Directors and KMP		Shareholding at the beginning of the year		Cumulative Shareholding during the year		Reasons for increase / decrease
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
14	**Vijay Chhibber**						
	At the beginning of the year		Nil	-			
	Date wise Increase / Decrease in shareholding during the year	Nil	Nil	-	Nil	-	
	At the end of the year				Nil	-	
15	**Sunil Mitra**						
	At the beginning of the year		Nil	-			
	Date wise Increase / Decrease in shareholding during the year	Nil	Nil	-	Nil	-	
	At the end of the year				Nil	-	
16	**Debanjan Mandal**						
	At the beginning of the year		Nil	-			
	Date wise Increase / Decrease in shareholding during the year	Nil	Nil	-	Nil	-	
	At the end of the year				Nil	-	
17	**Arun Kumar Julasaria**						
	At the beginning of the year		11054	Negligible			
	Date wise Increase / Decrease in shareholding during the year	Nil	Nil	-	11054	Negligible	
	At the end of the year				11054	Negligible	
18	**Sundeep Jhunjhunwala**						
	At the beginning of the year		Nil			-	
	Date wise Increase / Decrease in shareholding during the year	Nil	Nil	-	Nil	-	
	At the end of the year				Nil	-	

V. INDEBTEDNESS

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

₹ in Lac

Sl.	Particulars	Secured Loans excluding deposits	Unsecured Loan	Deposits	Total Indebtedness
1	**Indebtedness at the beginning of the financial year**				
	I) Principal Amount	50303.45	4000.00	-	54303.45
	II) Interest due but not paid	-	-	-	-
	III) Interest accrued but not due	145.36	-	-	145.36
	Total (I+II+III)	50448.81	4000.00	-	54448.81

₹ in Lac

Sl.	Particulars	Secured Loans excluding deposits	Unsecured Loan	Deposits	Total Indebtedness
2	**Change in Indebtedness during the financial year**				
	Addition	20376.35	1300.00	-	21676.35
	Reduction	(24088.42)	-	-	(24088.42)
	Net Change	(3712.07)	1300.00	-	(2412.07)
3	**Indebtedness at the end of the financial year**				
	I) Principal Amount	46591.38	5300.00	-	51891.38
	II) Interest due but not paid	-	-	-	-
	III) Interest accrued but not due	131.38	-	-	131.38
	Total (I+II+III)	**46722.76**	**5300.00**	**-**	**52022.76**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

₹ in Lac

Sl.	Particulars of Remuneration	Name of MD/WTD/ Manager								Total amount
		Sajjan Bhajanka (CMD)	Sanjay Agarwal (MD)	Hari Prasad Agarwal (WTD)	Prem Kumar Bhajanka (MD)	Vishnu Khemani (MD)	Keshav Bhajanka (WTD)	Ajay Baldawa (WTD)	Nikita Bansal (WTD)	
1.	**Gross salary**									
	(a) Salary as per provisions contained in section 17(1) of the Income- Tax Act, 1961	120.00	120.00	60.00	120.00	120.00	50.00	240.00	24.00	854.00
	(b) Value of perquisites u/s 17(2) of the Income-Tax Act, 1961	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) of the Income-Tax Act, 1961	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
4.	Commission									
	- as % of profit	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	-others, specify	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total (A)	120.00	120.00	60.00	120.00	120.00	50.00	240.00	24.00	854.00
	Ceiling as per the Act									2275.79*

* Limit as per approval of shareholders- 4551.58 Lac

B. Remuneration to other Directors: ₹ in Lac

Sl.	Particulars of Remuneration	Name of Directors								Total amount
		Mangi Lal Jain	Santanu Ray	Asit Pal	Mamta Binani	J P Dua	Vijay Chhibber	Sunil Mitra	Debanjan Mandal	
1	**Independent Directors**									
	• Fee for attending Board / Committee meetings	4.25	4.00	2.50	4.50	2.50	2.50	2.50	1.00	23.75
	• Commission	4.00	4.00	4.00	4.00	4.00	4.00	4.00	4.00	32.00
	• Others, please specify	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total(1)	8.25	8.00	6.50	8.50	6.50	6.50	6.50	5.00	55.75
2	**Other Non-Executive Directors**									
	• Fee for attending Board / Committee meetings	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	• Commission	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	• Others, please specify	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total(2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total(B)=(1+2)	8.25	8.00	6.50	8.50	6.50	6.50	6.50	5.00	55.75
	Total Managerial Remuneration									886.00#
	Overall Ceiling as per the Act									2503.37*

excluding fee for attending Board / Committee meetings

* Limit as per approval of shareholders- 4779.16 Lac

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD ₹ in Lac

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Chief Financial Officer	Company Secretary	Total
1.	Gross salary			
	a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961	147.88	33.82	181.70
	b) Value of perquisites u/s 17(2) of the Income-Tax Act, 1961	NIl	NIl	NIl
	c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission			
	- as % of profit	Nil	Nil	Nil
	- others, specify.	Nil	Nil	Nil
5.	Others, specify	Nil	Nil	Nil
	Total	147.88	33.82	181.70

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

There were no Penalties/ Punishment/ Compounding of offences for breach of any provisions of the Companies Act, 2013 against the Company or its Directors or other officer in default, during the year.

For and on behalf of the Board of Directors
Sajjan Bhajanka
(DIN: 00246043)
Chairman and Managing Director

Kolkata, 27th May, 2019

Annexure 11

Disclosure of the particulars with respect to conservation of energy, technology absorption and foreign exchange earnings and outgo as required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014.

A. CONSERVATION OF ENERGY

(I) THE COMPANY ADOPTED THE FOLLOWING MEASURES TOWARDS CONSERVATION OF ENERGY:

- Energy meters installed at all location to monitor/control for power optimum utilisation.
- Auto control capacitor panels installed for maintaining power factor as per norms.
- All high capacity motors (>15HP) are now hooked to VFD (Variable Frequency Drive) to maintain optimum load thereby minimizing mechanical wear and tear of machine parts, avoid heat loss and save power.
- Installation of AC Drive at the air compressor unit to regulate air pressure screw speed to save energy.
- Installation of new energy efficient motors (IE3) at resin plant and WBS machine for saving energy.
- Installation of energy efficient dryer at plywood division replacing the old one which saves up to 25 kW/hr.
- Installation of new technology oriented seasoning chamber resulting in decreased power consumption.
- Installation of sky light sheet which enabled to switch off the lighting system during day time.
- The electric distribution network is periodically analysed for corrective and proactive measures to optimise energy usage, ensuring an effective and efficient system of energy distribution.
- Yearly energy audit is conducted and recommendations are implemented to obtain optimum utilisation.
- Installation of electrical parameters for monitoring of different sections for power control.
- Installation of turbo vents to improve air circulation without electrical energy.
- Resin plant floor washing waste water are being reused in resin preparation.
- Resin formulations changed to avoid vacuum distillation thus no effluent water is discharged.
- Installation of wet scrubbers for air pollution control installed in lamination plant.
- Rain water harvesting–all rain water collected and stored.
- Installation of STP plant, which has reduced consumption of precious ground water. The treated water is used for watering the greenery in the plant premises.
- Installation of LED lights in and phasing out conventional Tube Lights/Sodium/Mercury Halogen lights, resulting in power savings.

(II) THE STEPS TAKEN BY THE COMPANY FOR UTILISING ALTERNATE SOURCES OF ENERGY:

- Installation of solar roof-top panels on factory sheds for generation of power thereby substantially reducing dependence on fossil fuels and emission of carbon dioxide.
- Increased the turbo vents for better air circulation without electrical energy.

(III) ADDITIONAL INVESTMENTS INCLUDING CAPITAL INVESTMENTS ON EQUIPMENT AND PROPOSALS, IF ANY:

Investments, wherever required, for conservation of energy are proactively made by the Company. The Company has a continuous process to monitor and explore ways and means for conservation of energy. After successfully completing the installation of solar panel equipment with an installed capacity of 1 MW of power at its Chennai unit in FY 2017-18, similar facilities with an aggregate capacity of 4 MW of power were installed and commissioned at all the other units except MDF. Aggregate capex incurred so for these installation till FY 2018-19 was ₹22.50 crore. Installation of solar panel equipment with a capacity of 1 MW of power at the MDF unit at Hoshiarpur in under process. Expected capex for the same is projected at ₹5 crore.

B. TECHNOLOGY ABSORPTION

(I) EFFORTS MADE TOWARDS TECHNOLOGY ABSORPTION:

- The Company is carrying out in-house research to develop new and better products and also to improvise the quality of existing products.
- The Company is regularly trying to increase usage of environmentally safe ingredients in its products.
- The Company is working to control/reduce formaldehyde emission from plywood and HPL by improved glue formulation.
- Installed core composer machines to produce Zero-gap plywood.
- Installation of 8 feet glue spreaders to increase production and improve quality.
- Installation of auto chain D. D. Saw for smooth and accurate cutting of boards with reduction in manpower and increase in productivity.
- Installation of fully automatic high speed impregnators at laminate division resulting in increased productivity in addition to saving of energy and manpower.

- Installation of air filter at AC room of laminate division has improved the quality of air by filtration up to 5 micron (melamine dust particles)
- Use of software I-DEAC (MIND INFO TECH) for generating independent Q R Code for each board to counter duplicity of Company's products.
- Correction module has been installed to control board density across width.
- Manufacturing process/parameters are continuously monitored and modified wherever required to ensure better productivity both in terms of quantity and quality.
- Collaboration with different research laboratories for development of innovative products.
- Adopted Nano Technology for producing anti-bacterial and anti-fungal Laminates and Plywood.
- Introducing Nano Technology shortly in Plywood and Laminates to produce Fire Retardant properties, currently under development.
- Developed new resin manufacturing technology to avoid vacuum distillation at final stage to avoid liquid effluent discharge.
- Setting up a quality assurance cell to ensure the dispatch of only goods produced under strict process control with specific standard notifications from the factory.
- Participating in national and international conferences, seminars and exhibitions.
- Analysing feedback from users to improve products and services.

(II) BENEFITS DERIVED:

- Improved product quality and quantity
- Cost reduction, technology up-gradation
- Reduction in manufacturing time
- Customer satisfaction by delivery of diversified range of products
- Better utilisation of resources through improved processes

(III) DETAILS OF IMPORTED TECHNOLOGY:

The Company has not imported technology during the last three years and wherever required, the Company takes guidance from technical experts as well as from suppliers of machinery within India.

(IV) EXPENDITURE ON R&D:

During the year under review, the Company has not incurred any specific and material capital/recurring expenditure on research and development. Research and Development is carried out in-house using the existing manufacturing setup. The Company is a member of Indian Plywood Industries Research and Training Institute (IPIRTI) and has contributed ₹18,000 to it. The technologies used by the Company are indigenous.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

₹ in Crore

Earnings on account of:	2018-19	2017-18
FOB value of exports	96.67	90.33
Total	96.67	90.33
Outgo on account of:		
a) Raw materials	356.22	320.94
b) Capital goods	15.07	13.52
c) Traded goods	81.36	130.34
d) Stores and spare parts	9.11	6.21
e) Transit Stock	7.68	23.78
f) Services	1.32	0.20
g) Travelling expenses	0.60	0.64
h) Interest	8.53	8.66
i) Others	0.76	0.54
Total	480.65	504.83

For and on behalf of the Board of Directors

Sajjan Bhajanka
(DIN: 00246043)
Chairman and Managing Director

Kolkata, 27th May, 2019

Management Discussion and Analysis

INDUSTRY STRUCTURE AND DEVELOPMENTS

INDIAN ECONOMIC OVERVIEW

India emerged as the sixth-largest economy and retained its position as the fastest-growing trillion-dollar economy. After growing 7.2% in 2017-18, the Indian economy was expected to grow at 6.8% in 2018-19 as per the revised estimates of the Central Statistics Office released in May 2019.

The principal developments during the year under review comprised a sustained increase in per capita incomes, decline in national inflation, steadying interest rates and weakened consumer sentiment starting from the second half of the financial year. The weaker sentiment was on account of a large non-banking financial company announcing its inability to address liabilities. This affected credit expansion, financial markets and consumer sentiment, which resulted in a slower GDP growth of 6.6% in the third quarter compared with 8.2% and 7.1% GDP growth in the first two quarters of FY2018-19.

In 2018, the country attracted more foreign inflows than China - ~US$ 38 billion, higher than China's US$ 32 billion. India witnessed a 23-notch jump to the 77th position in the World Bank's latest report on the ease of doing business across 190 countries. The commencement of the US-China trade war opened a new opportunity for India, particularly in the agro sector. Inflation (including food and energy prices) was estimated at 2.6% per annum, one of the lowest in years and well below the Reserve Bank of India's medium-term target of 4%. The rupee rebounded after touching a low of ₹74.45 to a dollar to close the financial year at ₹69.44. During the fiscal under review, the Indian Government continued to invest deeper in digitisation, renewable energy capacity generation and infrastructure building.

INDIAN PLYWOOD SECTOR OVERVIEW

Plywood is the most significant product in terms of the overall demand in India's wood panels industry with the market size of the segment pegged at US$4.2 billion in 2017 growing at a CAGR of 5% since 2010. Looking ahead, the segment is expected to reach US$5.3 billion by 2023.

The Indian plywood industry is highly fragmented with ~75% of the market share controlled by the unorganised sector, while the residual 25% is with the organised segment. India has always been a predominantly plywood consuming country as against the worldwide trends.

The ratio of plywood versus other panels (MDF, particleboards) demand in India is 80:20, whereas it is almost the opposite, 20:80, in developed and mature markets. The small and mid-segment factories will have to spend more to sustain the growing competition during 2019 because of huge flow of plywood, boards and doors in markets.

GROWTH DRIVERS

The growth in the plywood industry is highly correlated with the progression in the housing sector. The Central Government is undertaking certain decisive measures to reduce the housing shortages in the country, which at present stands at 60 million units. The Central Government's Pradhan Mantri Awas Yojana to ensure Housing for All by 2022 will be in a position to boost the revenue for the plywood sector. In the next seven years, there is a projection that 110 million houses will be built across 205 cities in nine states. The implementation of the RERA will pave the way for a speedy settlement of housing disputes and would amplify foreign and domestic investments due to increased transparency. This could improve buyer confidence and increase the sale of houses. In addition, the growth of retail, hospitality and healthcare sectors have raised the demand for the commercial real estate. Additionally, as the FDI in real estate has been relaxed, foreign investments are expected, these will cater to the demand and would elevate the commercial real estate market.

Another factor influencing the plywood industry is the rapid urbanisation. Presently, ~33% of the overall population in India is settled in urban areas. This number is anticipated to reach 40% by 2030. The growth in the replacement market will also provide a boost to the plywood industry as people would strive for a better standard of living as their per capita income increases. Currently, the replacement cycle for furniture is estimated to be eight to ten years, but this number is likely to come down to five to seven years. This would ensure that the replacement market grows at a steady pace. In the past decades, the expenditure on furniture has increased as a result of increasing incomes, urbanisation and investment in real estate, among others. In the past five years, the organised segment in the plywood industry grew at a CAGR of 12% and thus, outpaced the industry as a whole.

This shows a clear trend towards organised segment, which is gaining the share from the unorganised sector. This tendency is projected to continue as consumers are showing a clear preference towards branded products. The growth in the organised sector will also be driven by advertising investment, brand awareness and assurance of a better-quality product at a slight premium. Moreover, the introduction of new designs and diverse product range of furniture have further helped in creating a demand among the consumers. Expanding distribution network and exclusive outlets of furniture manufacturers in the region has also helped in influencing the market for plywood.

LAMINATES AND VENEERS

Veneer sheets and decorative laminates are the products used as furniture surface materials or wall paneling. It helps in adding the aesthetic appeal to the solid wood while making furniture, doors, and architectural structures. Decorative laminates has become the most important part of the interior surfacing solutions segment. The size of the laminates and decorative veneers market in India was pegged at ₹7,000 crore with the unorganised players accounting for a ~30% share of the market in 2015 compared to 40% in 2013, reflecting a clear and gradual shift towards the organised market due to the emergence of innovative product mixes and lowered input prices, which have resulted in higher margins for laminates and decorative veneer companies. Laminates attract an 18% GST compared to 28% in the pre-GST era. ~30% of the country's laminates are supplied by Gujarat and units are based in Ahmedabad and Morbi.

MEDIUM-DENSITY FIBREBOARD (MDF)

The MDF market in India is 100%-organised as the segment poses an entry barrier in terms of high capital investments. MDF is increasingly being used as a substitute for low to medium-quality plywood as it is 40-50% cheaper, resistant to moisture and can be easily moulded and machined for furniture applications. There exists a significant scope for import substitution as 30-35% of the demand in India is met through imports. Additionally, anti-dumping duty of US$ 64 per cubic metre on import of MDF boards (with thickness >6 millimetres) would further benefit the local players. Aided by changing consumer preferences and governmental support, MDF is currently the fastest-growing product in wood panel market. MDF demand is expected to grow at a CAGR of 14.1% to ₹31 billion by FY21 from ₹16 billion in FY16. Governmental thrust on affordable housing, smart cities should result in buoyant demand for the sector. The rationalisation of GST rate (reduced from 28% to 18%), introduction of E-Way bill and import substitution of MDF is envisaged to decisively shift demand as well as market share pendulum in favour of organised players. With majority of the players increasing capacity at the same time, the industry could witness stiff competition and pricing pressure. Crude-linked chemicals and derivatives which form 20%-30% of the raw material costs could impact the margins of the players. The shelf life of MDF is considerably lower than plywood. Thus, MDF furniture is generally replaced in a period of five to seven years as compared to the plywood furniture which lasts for >20-25 years. Furthermore, MDF offers greater aesthetic appeal over other substrate products as it has strong carving capabilities.

FURNITURE INDUSTRY

India's organised furniture industry is expected to grow at a rate of 20% per annum over the next few years and is projected to cross US$ 32 billion by 2019. The furniture sector in India makes a marginal contribution of 0.5% to the total GDP. The luxury furniture market is expected to garner US$27.01 billion by 2020, registering a five-year CAGR of 4.1%. FDI in the Indian real estate sector and the Central Government's Housing for All by 2022 initiative and development of 100 smart cities to accommodate India's growing urban population are some of the growth drivers for revival of the real estate and construction sector. The anticipated increase in tourism, hospitality, retail and hospital sectors is also expected to spur furniture demand in the country.

The rise in demand of residential realty has been pegged at 20%, and consequently, the home furniture market is expected to witness the fastest growth over the next five years, followed by the office and institutional segments. The FDI enterprise under Make in India has already resulted in a 60% growth in inflows and it is this campaign of the Central Government with the objective of qualitative excellence, which is steadily attracting international capital and technological investment in India, facilitating localised production. India's furniture and furnishings industry will need 11.3 million skilled workers by the year 2022. The Furniture and Fittings Skill Council has unfurled a raft of training programmes and schemes toward meeting this demand without diluting the expected quality standards. 50% (1,070,681) of the total number of workers engaged in furniture manufacturing is concentrated in the five states of Maharashtra, Gujarat, Bihar, Uttar Pradesh and West Bengal.

OFFICE FURNITURE MARKET

With a value exceeding US$ 2.5 billion, the office furniture sector in India accounts for ~17% of the total Indian furniture market. Increase in office furniture demand (~50% higher than in 2012) has come about on the back of a general improvement in the economic situation and steady growth in the industrial and services sectors, driving the request of office spaces.

SECTORAL OPTIMISM

- **Real estate revival:** Structural reforms, such as introduction of GST and the enactment of RERA provided the real estate industry with a fillip in 2018, reviving the residential segment after demand growth had slowed down for a couple of years. New projects are being launched and unsold inventories are declining. Urbanisation, rise of mega-structures and introduction of various policies favouring the growth of a strong commercial real estate in the country has led to an increase in office space leasing. Private equity and venture capital investments in the sector reached US$ 4.1 billion between January and November 2018. Institutional investments in India's real estate reached US$5.5 billion for 2018, the highest in a decade.

- **Growing private consumption:** Domestic private consumption is responsible for the major portion of India's GDP. India is expected to develop into a US$6-trillion economy from US$1.5 trillion currently, making it the world's third-largest economy by 2030.
- **Raw material security:** Till 2016, Myanmar was the main source for raw materials requirement for the plywood industry. However after the banning of felling of trees by the Myanmar Government, the industries focus for raw materials shifted towards Laos. After that Laos banned felling of trees as well. After that the companies took major steps for their raw material requirement. Century Ply started importing timber from Solomon Islands and set up a peeling unit in Gabon. Furthermore, Gabon is attracting large number of investors looking to set up peeling units in its special economic zones. Currently, there are >100 peeling units in Gabon.
- **Shifting of preferences:** India's plywood industry is in a transitionary phase due to various reasons. The first reason is the introduction of indirect tax regime by the Central Government, which was followed by the introduction of E-way bill system. This is likely to result in the shifting of client's preference from the unorganised sector to the organised sector. Furthermore, due to an increase in disposable incomes, client preferences are shifting from low-grade plywood to premium and branded ones.
- **Rise in urbanisation:** ~34% of India's population lives in urban areas. This is an increase of ~3 percentage points since the 2011 Census. Rapid urbanisation will require more homes to be built in cities. This, in turn, will increase the demand for wood panel products during the years that lie ahead.
- **Growing replacement demand:** Disposable income of our country is increasing which has improved the standard of living of the people. People are slowing adopting modern ways of living. This has resulted in the shortening of the furniture replacement cycle which has ultimately led to the increase in demand of the wood panel products.
- **Rural income boost:** Total rural income in FY2018 stood at US$ 413 billion (46% of India's total income) and is expected to be US$ 631 by 2020. In FY18, rural consumption rose by 9.7 per cent. Rural segment is growing at a rapid pace, boosting the demand for furniture industry.
- **Burgeoning e-commerce sales:** These days buying furniture online has become commonplace. Improved logistics and reduction in shipping costs for larger items and the availability of a gamut of choices has caused online furniture to surge.

STRENGTHS, WEAKNESSES, OPPORTUNITIES AND THREATS

STRENGTHS

One of the fastest-growing economies in the world

- Wide product portfolio
- Deep distribution network
- Superior branding strategies
- Decades of experience

WEAKNESSES

- Raw material unavailability
- Increase in the price of the raw materials

OPPORTUNITIES

- GST implementation
- Growing per capita incomes
- Increase in demand for the new-age products
- Growing urban population
- Increasing number of nuclear families

THREATS

- Availability of cheaper substitutes for the products
- Tight control on raw materials in the neighbouring countries
- Competition from the unorganised sector

SEGMENTAL OVERVIEW

- **Plywood:** The turnover from the plywood segment stood at ₹1278.09 crore during FY2018-19 compared to ₹1268.94 crore during the preceding financial year. The Company maintained its market share despite a sectoral stasis owing to decelerated growth in the downstream sectors and a convergence of a number of macroeconomic disruptions.
- **Laminates:** The turnover from laminates segment stood at ₹439.00 crore during FY2018-19 compared to ₹377.98 crore during the preceding financial year. The Company has successfully managed to maintain the sales momentum of laminates by adopting new strategies.
- **Particle boards:** The Company reported a 107% capacity utilisation during the year under review and reported revenues worth ₹97.47 crore during FY2018-19 compared to ₹72.93 crore during the preceding financial year.
- **MDF:** The Company reported a 65% capacity utilisation during the year under review and reported revenues worth ₹295.35 crore during FY2018-19 compared to ₹113.11 crore during the preceding financial year.
- **Logistics:** The logistics business of the Company reported a 4% growth in terms of net revenues to reach ₹102.99 crore during FY2018-19 compared to ₹99.44 crore during the preceding financial year.

Segment	Proportion of total revenue in FY2018-19	Proportion of total revenue in FY2017-18
Plywood	56%	65%
Laminates	19%	19%
MDF	13%	6%
Particle boards	4%	4%
Logistics	5%	5%

LOGISTICS SECTOR IN INDIA

Indian logistic sector is estimated to be worth US$160 billion in 2018 and is expected to reach US$215 billion by 2020 at a CAGR of 10%. The manufacturing, retail, FMCG and e-commerce sectors are the major growth drivers of the logistics industry in India. This sector provides employment to 22 million people. Presently, the logistics sector is divided into the transportation, which accounts for a >85% share in value terms, and the storage segment, which accounts for the rest. Indian market for warehouse automation is estimated to grow by 10-12% to US$ 3.49 billion by 2020. Delhi-NCR, Mumbai and Bangalore rule the warehousing space demand with a cumulative 50% share. Although, the smaller cities have seen a growth spurt too with the share of Hyderabad, Chennai, Kolkata and Pune in overall transacted space going up in 2018. Currently, the Indian logistics industry is fragmented due to the presence of a large number of unorganised players. The organised players are responsible for ~10% of the total market share. Over the last decade, the logistics sector has been able to attract sizeable investments from Ascendas-Singbridge, Morgan Stanley and Warburg Pincus, among others. These investments are leading to the development of better warehousing facilities. Furthermore, the Central Government is taking a number of decisive steps to support this sector. For instance, the commerce and industry ministry has decided to channelise a one-time funding of ₹8 million towards the sector for initial infrastructural set-up and a phase-wise support of ₹33.9 million for four years as a part of its efforts to bring down logistics costs in India.

OUTLOOK

The government's focus on pushing housing in the country couples with increasing urbanization, implementation of GST and strong macro indicators are expected to drive the interior infrastructure market. Century Ply is positioned attractively with a strong product portfolio, deep distribution channel, robust brand recall and a strong balance sheet are expected to drive growth for Century Ply in the coming years. The Company's continuous investment in strengthening product quality is further cementing its position in the industry as the leading player. Centuryply is planning to increase its capacities in MDF and Particle board verticals. As the MDF unit is expected to operate at a 90% capacity utilisation during FY2019-20, the Company may undertake a ₹150 crore capex plan to increase MDF capacity by 400 cubic metre to 1,000 cubic metres, in less than a year. The Company has adequate land at the existing unit. Further, the particle board unit is operating over 100% capacity utilization currently and consequently the Company can undertake a ₹120-125 crore capex plan to increase capacity by 500 cubic metre per day. The project is expected to be commissioned in a year.

RISKS AND CONCERNS

RISK MANAGEMENT

Economic risk: Slowdown in the economy may impact the industry

Mitigation: After growing at a dismal 7.2% in 2017-18 the Indian economy was expected to grow at 7% in FY2018-19 and is projected to pick up to 7.3% and 7.5% in FY2019-20 and FY2020-21, respectively. This indicates that the Indian economy is back on the growth track.

Industry risk: Slowdown in downstream sectors could impact offtake

Mitigation With the real estate sector gradually recovering, the demand for panel products is set to grow. The Central Government's Housing for All by 2022 policy is gaining traction and is expected to drive the demand for panel products. Growing per capita incomes coupled with increasing private consumption bodes well for the industry. Furthermore, increasing office space consumption is expected to drive demand for office furniture in the country.

Innovation risk: The Company's inability to introduce new and innovative products could lead to slowdown in growth.

Mitigation Century Ply is respected in the industry for its ability to introduce new and innovative. The Company pioneered borer-proof, termite-proof, fire and water retardant plywood in India. The Company leveraged nanotechnology to introduce anti-bacterial and smudge resistant laminates. The Company's portfolio also includes pre-engineered door, MDF, particle board, veneer among others.

Raw material risk: Wood being the key raw material for the Company, inability to procure sufficient wood at a competitive cost, could adversely impact business growth and profitability.

Mitigation The Company has adequate linkage for its raw material linkage. The Company is exploring newer international destinations for sourcing timber/face veneer. Besides the wood-based raw materials, the Company develops resins in-house to meet its requirements.

Cost risk: A spike in the input cost could impact the Company's profitability.

Mitigation Century Ply is among the most cost-competitive manufacturers in the country. The Company has been continuously debottlenecking its units to rationalize operational cost. The Company's solar power plants help in meeting part of its total power requirements, this moderating power cost.

Employee risk: High attrition rates and inability to attract skilled people could impact business growth

Mitigation The Company has grown from a 3845-employee organisation in FY10 to a 6913- employee organisation in FY19. Most of the employees have been associated with the Company for more than five years, leading to an attrition rate of less than 5%, among the lowest in the industry.

Competition risk: Growing competition could have an adverse bearing on the Company's profitability

Mitigation: The implementation of the GST has enabled the creation of a level playing field. Backed by strong quality and consistent outperformance, the Company has positioned itself favourably to capitalise on the impending sectoral upturn.

Funding risk: The Company may not be able to fund its capex requirements in a cost-effective manner

Mitigation: The Company optimised its debt-equity ratio to 0.54 during FY2018-19 from 0.65 during FY2017-18 while the Company's interest cover stood at a robust 5.75 x as on 31st March 2019. Timely repayment of debts and a moderate gearing helped raise additional debt in a cost-effective manner.

Forex risk: Currency fluctuations could impact the Company's profitability

Mitigation: The Company has deployed a dedicated forex monitoring team to review foreign currency risks periodically and undertake adequate hedging initiatives after reviewing the cost of hedging and currency valuations.

Quality risk: The Company's products may fail to gain market acceptance

Mitigation: The Company has enhanced its operational efficiency by leveraging cutting-edge technologies across its manufacturing facilities to produce quality products that comply with ISO 9002 norms. Furthermore, the Company's competent workforce ensures high capacity utilisation levels, forging enduring ties with key customers.

Logistics risk: Lack of effective distribution and reach could result in loss of sales

Mitigation: The Company has a wide-spread dealer network across the country selling its products. The Company's products are available in almost all the cities and towns of the country.

Product risk: Inability to consistently introduce products may make the Company uncompetitive

Mitigation: The Company has made a name for itself in the industry by routinely rolling out new and innovative products to cater to emerging and existing customer needs. The Company has popularised revolutionary products like particle boards, MDF, value-added decorative laminates and fibre cement boards, among others, in India.

Environmental risk: Inability to comply with environmental norms can invite censure

Mitigation: The Company's products comply with all relevant sectoral norms and guidelines issued by the Central and the State Pollution Control Boards.

Regulatory risk: Inability to comply with the regulatory requirements could impact the Company's operations.

Mitigation: Century Ply is respected for adhering to the norms laid out by relevant laws and have not been penalized for non-compliance in the last several years.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has put in place an effective internal control system which undergoes continuous review. Additionally, corrective measures are taken to enhance efficiency levels, if and when required. The Company has been accredited with ISO 9001 and ISO 14001 certifications, indicating the keen emphasis it has laid on quality management and ecofriendly processes. The Company's SAP-based ERP system has been upgraded to SAP HANA which offers inexhaustible possibilities to define queries for detection of exceptions and/or detection of deviating transactions, real-time analytics on transactional data, unmatched flexibility when changing reporting structures and even instantaneous simulation of business scenarios.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE, FY2018-19

REVIEW OF THE FINANCIALS

The financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") as prescribed under Section 133 of the Companies Act, 2013 ("the Act"), as notified under the Companies (Indian Accounting Standard) Rules, 2015 and other relevant provision of the Act. The financial statements have been prepared on a historical cost basis, except for certain financial assets measured at fair value as described in accounting policies regarding financial instruments.

PROFIT AND LOSS STATEMENT

- Revenues increased by 15% from ₹1967.22 crore in FY2017-18 to ₹2263.83 crore in FY2018-19.
- EBITDA decrease to ₹306.43 crore in FY2018-19 compared to ₹312.72 crore in FY2017-18.
- Profit after tax increased by 1% from ₹156.64 crore in FY2017-18 to ₹158.76 crore in FY2018-19.
- Gross profit margin decrease by 105 bps from 33.52 % in FY2017-18 to 32.47 % in FY2018-19.
- Total expenses (excluding Taxes and Excise in previous year) for FY2018-19 stood at ₹2058.02 crore compared to ₹1774.89 crore in FY2017-18.
- Power and fuel cost, forming 4% of the total revenues in FY2018-19 (compared to 3% in FY2017-18) increased 32% from ₹63.75 crore to ₹84.15 crore.
- Depreciation and amortisation stood at ₹49.99 crore in FY2018-19 compared to ₹81.04 crore in FY2017-18

BALANCE SHEET

- Borrowings for FY2018-19 stood at ₹518.91 crore compared to ₹543.03 crore during FY2017-18.
- Total non-current assets for FY2018-19 stood at ₹944.19 crore compared to ₹864.53 crore in FY2017-18.

SOURCES OF FUNDS

Taxation

Total tax outlay for the year stood at ₹53.10 crore in FY2018-19 compared to ₹42.37 crore in FY2017-18. Effective tax rate for the Company for the year under review stood at 25%.

KEY FINANCIAL RATIO- SIGNIFICANT CHANGES AND EXPLANATIONS

Ratio	FY2018-19	FY2017-18
Debtors Turnover (Days)	47	58
Inventory Turnover	65 (36 days for raw material and 29 days for finished goods)	62 (31 days each raw material and finished goods)
Interest Coverage Ratio	5.75 times	7.09 times
Current Ratio	1.32 (with short term borrowings)	1.47 (with short term borrowings)
Debt Equity Ratio	0.54	0.65
Operating Profit Margin (%) (EBIT Margin)	11.3%	11.78%
Net Profit Margin (%) / PAT	7%	8%
Return on Average Equity	17.58%	20.26%
EBITDA Margin	13.5%	15.9%
Earnings per share (₹)	7.15	7.05
Fixed Asset Turnover Ratio	3.03	2.97
Return on Average capital employed	17.88%	17.21%

There has not been a change of 25% or more in FY 2018-19 as compared to FY 2017-18 in any of the aforesaid key financial ratios.

CHANGES IN NET WORTH

Net Worth of Company increased from 834.28 crore in 17-18 to 965.45 crore in 18-19.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The Company believes that the quality of the employees is the key to its success and is committed to equip them with skills, enabling them to seamlessly evolve with ongoing technological advancements. During the year, the Company organised training programmes in different areas such as technical skills, behavioural skills, business excellence, general management, advanced management, leadership skills, customer orientation, safety, values and code of conduct. The Company's employee strength stood at 6913 as on 31st March 2019.

CAUTIONARY STATEMENT

The statements in the 'management discussion and analysis' section describing the Company's objectives, projections, estimates and prediction may be considered as forward looking statements. All statements that address expectations or projections about the future, including but not limited to statements about the Company's strategy for growth, product development, market positioning, expenditures and financial results are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realised. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statement on the basis of any subsequent developments, information or events.

REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY CORPORATE GOVERNANCE

Corporate governance is the creation and enhancement of long-term sustainable value for our stakeholders through ethically driven business process. It encompasses a set of systems and practices to ensure that the Company's affairs are being managed in a manner which ensures accountability, transparency and fairness in all transactions sense. Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all the stakeholders. Our philosophy on Corporate Governance mirrors its belief that principles of transparency, fairness and accountability towards the stakeholders are the pillars of a good governance system. The Company's business structures, values, cultures, policies and procedures are designed to ensure that the Company is managed in a manner that meets stakeholder's aspirations and societal expectations. The Company believes in achieving business excellence and optimizing long-term value for its shareholders on a sustained basis through ethical business conduct. Integrity and transparency are key to our corporate governance practices to ensure that we gain and retain the trust of our stakeholders at all times.

The Company rests on the values of 'People development', 'quality', 'trust', 'integrity' and 'customer focus'. Imbibing these values in the business conduct of the organization enhances the long term shareholder value, while keeping the interests of all stakeholders in view. The Company endeavors to uphold the principles and practices of Corporate Governance to ensure transparency, integrity and accountability in its functioning which are vital to achieve its vision of "Sarvada Sarvottam, - The Best Always."

Over the years, Centuryply has strengthened its governance practices. These practices define the way business is conducted and value is generated. We consider it our inherent responsibility to protect the rights of our shareholders and disclose timely, adequate and accurate information regarding our financials and performance, as well as the leadership and governance of the Company.

BOARD OF DIRECTORS

At Centuryply, we believe that an active, well-informed and independent Board is necessary to ensure highest standards of Corporate Governance. An enlightened Board consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance. The Directors are persons of repute with strength of character, professional eminence thereby ensuring the best interest of the stakeholders and the Company. The strength of the Board is accentuated by diversity in terms of gender, varied skill sets and experience of the Directors.

COMPOSITION

The Company has an optimal balance of skill, experience, expertise and diversity of perspectives on its Board, suited to the requirements of the businesses of the Company. The Composition of the Board of Directors as on 31st March, 2019 is in conformity with the provisions of Section 149 of the Companies Act, 2013 and Regulation 17(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The composition of the Board represents an optimal mix of professionalism, knowledge and experience. This enables the Board to discharge its responsibilities and provide effective leadership to the business. The Board of Directors consists of an optimum combination of Executive and Non-Executive Directors with half of the Board comprising of Independent Directors. Inclusion of two women Directors further imparts a balance to the Board Processes.

As on 31st March, 2019 and on the date of this report, the Board consists of sixteen Directors headed by an Executive Chairman. There are eight Executive Directors (including four Managing Directors) and eight Non-Executive Independent Directors, all of whom are persons of eminence, bringing in a wide range of expertise and experience to the Board functioning. Detailed profile of our Directors is available on our website: www.centuryply.com.

The Company had framed a Policy on Board Diversity which sets out the approach to diversity on the Board of the Company. The Board reviews its strength and composition from time to time to ensure that it remains aligned with the statutory as well as its business requirements. A Succession Plan is also in place and the same is being reviewed periodically by the Board to ensure leadership continuity.

DIRECTORSHIPS, COMMITTEE MEMBERSHIPS/ CHAIRMANSHIPS AND ATTENDANCE AT MEETINGS

In accordance with Regulations 25 and 26 of the Listing Regulations and the Companies Act, 2013, all Directors have made necessary disclosures regarding directorships/ committee memberships occupied by them in other listed entities/ public limited companies (whether listed or not). Details of each member of the Board as on 31st March, 2019, their attendance at Board Meetings held during 2018-19 and at the last Annual General Meeting along with the number of directorship(s), directorships in listed companies and category thereof, Committee membership(s)/ chairmanship(s) are detailed below:

DETAILS OF DIRECTORS

Sl.	Name	DIN	Designation	Category	No. of Board Meetings attended	Attendance at the last AGM held on 14th September, 2018
1	Sri Sajjan Bhajanka	00246043	Chairman & Managing Director	Promoter - Executive	4	Yes
2	Sri Hari Prasad Agarwal	00266005	Vice Chairman & Executive Director	Promoter - Executive	4	Yes
3	Sri Sanjay Agarwal	00246132	CEO & Managing Director	Promoter - Executive	4	Yes
4	Sri Prem Kumar Bhajanka	00591512	Managing Director	Promoter - Executive	2	No
5	Sri Vishnu Khemani	01006268	Managing Director	Promoter - Executive	2	Yes
6	Sri Keshav Bhajanka	03109701	Executive Director	Promoter - Executive	4	Yes
7	Smt. Nikita Bansal	03109710	Executive Director	Promoter - Executive	3	Yes
8	Sri Ajay Baldawa	00472128	Executive Director	Executive – Non-Independent	3	Yes
9	Sri Mangi Lal Jain	00353075	Director	Independent	4	Yes
10	Sri Santanu Ray	00642736	Director	Independent	4	Yes
11	Sri Asit Pal#	00742391	Director	Independent	4	No
12	Smt. Mamta Binani	00462925	Director	Independent	4	No
13	Sri J. P. Dua	02374358	Director	Independent	4	No
14	Sri Vijay Chhibber	00396838	Director	Independent	4	No
15	Sri Debanjan Mandal	00469622	Director	Independent	2	No
16	Sri Sunil Mitra	00113473	Director	Independent	4	Yes

Sri Asit Pal ceased to be a Director in the Company w.e.f. 1st April, 2019 (he was Director till 31st March, 2019).

Sl.	Name	No. of Directorship in			Membership(s) [including Chairmanship(s)] of Board Committees$
		Listed Indian Companies (other than Century Plyboards (India) Ltd.) and category of Directorships	Unlisted Indian Public Limited Companies*	Others**	
1	Sri Sajjan Bhajanka	1. Star Cement Ltd. (Exec.) 2. Shyam Century Ferrous Ltd. (Non-exec.)	3	7	3
2	Sri Hari Prasad Agarwal	–	7	6	2
3	Sri Sanjay Agarwal	1. Star Cement Ltd. (Exec.) 2. Linc Pen & Plastics Ltd. (Indp.)	3	7	1
4	Sri Prem Kumar Bhajanka	1. Star Cement Ltd. (Exec.)	4	2	-
5	Sri Vishnu Khemani	–	1	1	-

Sl.	Name	No. of Directorship in			Membership(s) [including Chairmanship(s)] of Board Committees$
		Listed Indian Companies (other than Century Plyboards (India) Ltd.) and category of Directorships	Unlisted Indian Public Limited Companies*	Others**	
6	Sri Keshav Bhajanka	–	1	3	-
7	Smt. Nikita Bansal	--	1	-	-
8	Sri Ajay Baldawa	--	6	1	-
9	Sri Mangi Lal Jain	1. Star Cement Ltd. (Indp.) 2. Shyam Century Ferrous Ltd. (Indp.)	5	-	7 (including 4 as Chairman)
10	Sri Santanu Ray	1. Star Cement Ltd. (Indp.) 2. La Opala RG Ltd. (Indp.) 3. SKP Securities Ltd. (Indp.) 4. Shyam Century Ferrous Ltd. (Indp.)	3	-	7 (including 2 as Chairman)
11	Sri Asit Pal#	--	2	-	2
12	Smt. Mamta Binani	1. KKalpana Industries (India) Ltd. (Indp.) 2. GPT Infraprojects Ltd. (Indp.) 3. Skipper Ltd.(Indp.)	3	-	7 (including 1 as Chairman)
13	Sri J. P. Dua	1. Skipper Ltd. (Indp.)	2	-	2
14	Sri Vijay Chhibber	1. Dilip Buildcon Ltd.(Indp.)	1	4	-
15	Sri Debanjan Mandal	1. Industrial and Prudential Investment Co. Ltd. (Indp.) 2. Spencer's Retail Ltd.(Indp.)	4	2	3
16	Sri Sunil Mitra	1. Dollar Industries Ltd.(Indp.) 2. Texmaco Rail & Engineering Ltd. (Indp.) 3. Nicco Parks & Resorts Ltd. (Indp.)	5	-	5

(Indp.- Independent; Exec.- Executive)

 # Sri Asit Pal ceased to be a Director in the Company w.e.f. 1st April, 2019 (he was Director till 31st March, 2019).

** Includes Directorships in Dormant companies and in private companies that are either holding or subsidiary company of a public company.*

*** Includes Directorships in private limited companies (other than private companies that are either holding or subsidiary company of a public company), companies under Section 8 of the Companies Act, 2013, Dormant companies, Alternate Directorships, Directorship/Memberships of Managing Committees of various Chambers/ Institutions/Universities and excludes Directorships in foreign companies.*

$ includes membership of Audit Committee and Stakeholders' Relationship Committee of all Public Limited Companies, whether listed or not and excludes Private Companies, Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013.Chairmanship of these Committees in only Listed Public Limited Companies considered.

None of the Directors hold office of a Director in more than twenty Companies including ten Public Companies and Private Companies that are either Holding or Subsidiary of a Public Company. None of the Directors is a Member of more than ten Committees or Chairperson of more than five committees, across all the companies in which he/ she is a Director. Further, none of the Directors on the Board serve as an Independent Director of more than seven listed entities across all entities in which he/she is a Director. None of the Managing Director/ Whole-time Director of the Company is serving as an Independent Director of more than three listed entities across all entities in which he/she is a Director.

DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTER-SE

None of the Directors of the Company are related inter-se, except for Sri Keshav Bhajanka who is the son of Sri Sajjan Bhajanka, Chairman and Managing Director and Smt. Nikita Bansal, who is the daughter of Sri Sanjay Agarwal, CEO & Managing Director.

BOARD MEETINGS & PROCEDURE

The primary role of the Board is to protect and enhance shareholder value through strategic direction to the Company. The Board has fiduciary responsibility to ensure that the Company has clear goals aligned to shareholder value and its growth. The Board exercises its duties with care, skill and diligence, and exercises independent judgment. It sets strategic goals and seeks accountability for their fulfillment. It also directs and exercises appropriate control to ensure that the Company is managed in a manner that fulfills stakeholders' aspirations and societal expectations. It provides leadership and guidance to the Company's management and supervision and control of the Company's performance. The Chairman of the Board is responsible for fostering and promoting the integrity of the Board while nurturing a culture where the Board works harmoniously for the long-term benefit of the Company and all its stakeholders. The Chairman provides the required guidance for effective governance of the Board and facilitates effective communication among the Directors.

Board Meetings are scheduled well in advance to facilitate the Directors to plan their schedules and to ensure meaningful participation at the meetings. Usually, Board Meetings are held in every quarter with maximum time gap between any two consecutive meetings not exceeding 120 days. Where situation so warrants, additional meetings are also held. However for any urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by law, which is noted and confirmed in the subsequent Board meeting. The Chairman of the Board and Company Secretary, in consultation with other concerned members of the senior management, finalise the agenda for Board meetings. Every Board Member is free to suggest items for inclusion in the Agenda. All statutory and other significant and material information including those required under the Listing Regulations is incorporated in the agenda for facilitating meaningful and focused discussions at the meeting. Presentations, wherever required, are also made at the Board meetings by the respective executives on the matters related to them. Any item not included in the Agenda is taken up for consideration before the Board with the permission of the Chairman and with the consent of majority of Directors present in the meeting. The Board is apprised of all major events/items and decisions together with the overall performance of the Company. As and when necessary, senior executives are invited to provide additional inputs at the Board meeting for the items being discussed by the Board of Directors. The Board periodically reviews compliance reports of all laws applicable to the Company.

As prescribed under Secretarial Standard-1, draft minutes are circulated to the Directors within fifteen days from the date of the meeting and comments, if any, received from them are incorporated therein in consultation with the Chairman. The minutes are entered in the Minutes Book within 30 days from the conclusion of the meeting and signed in the next meeting.

BOARD MEETINGS HELD DURING THE YEAR

Four Board Meetings were held during the financial year ended 31st March, 2019. These were held on 16th May, 2018, 24th July, 2018, 5th November, 2018 and 5th February, 2019. One meeting of the Board was held in every quarter and the time gap between any two consecutive meetings did not exceed 120 days.

KEY BOARD QUALIFICATIONS, SKILLS, EXPERTISE AND ATTRIBUTES

An effective Board of Directors is the key to success in growing businesses. The Board is responsible for ensuring that it has represented on it the skills, knowledge, experience, expertise and competencies needed to effectively steer the Company forward. The table below summarizes the core skills/expertise/competencies identified by and available with the Board of Directors required for it to function effectively.

KEY ATTRIBUTES/ AREAS OF EXPERTISE AND THEIR DESCRIPTION

Industry knowledge	**Experience in and knowledge of the industry in which the Company operates and competitive landscape.**
Leadership	Extended leadership resulting in a practical understanding of the Company's processes, strategic planning, developing talent, succession planning and driving change and long-term growth.
Financial & Accounting	Proficiency in financial management, capital allocation, and financial reporting processes together with the ability to read and comprehend the financial statements.
Technical	Technical/ professional skills and specialist knowledge to assist with ongoing aspects of the Board's role.
Behaviour & Equanimity	Effectiveness to use their knowledge and skills to function as team members; ability to remain calm, composed and collected, even under stressful or difficult circumstances; ability to work through disagreements in a productive manner thereby fostering positive working environment within the boardroom.
Global business	Experience in driving business success in markets around the world, with an understanding of diverse business environments, economic conditions, cultures, and regulatory frameworks, and a broad perspective on global market opportunities
Risk Management and Legal	Experience in managing areas of major risk to the organisation; understanding of significant issues faced by the industry and the organisation, changing technology and emerging risk areas; overseeing compliance with applicable laws as well as understanding an individual Director's legal duties and responsibilities
Corporate Arrangements	Experience in acquisitions and other business combinations, with the ability to assess 'build or 'buy' decisions and assessing operational integration
Board Governance	Insights on Board and management accountability, protecting shareholder interests and observing appropriate governance practices
Sales and Marketing	Experience in developing strategies to grow sales and market share, build brand awareness and equity and enhance enterprise reputation

The Company's Board comprises qualified members who bring in the required skills, competence and expertise that allow them to make effective contribution to the Board and its Committees. The specific areas of focus or expertise of individual Board members have been highlighted in the table below. Absence of a mark against a Director's name only indicate that he/ she may not be having an expertise in the stated attribute or skill. It is important to acknowledge that not all Directors would possess each necessary skill, but the Board as a whole must possess them. It is also to be acknowledged that competencies are not static and need to be continually updated.

Name of Director	Key attributes/ areas of expertise									
	Industry knowledge	Leadership	Financial & Accounting	Technical	Behaviour & Equanimity	Global Business	Risk Management and Legal	Corporate Arrangements	Board Governance	Sales and Marketing
Sri Sajjan Bhajanka	√	√	√	√	√	√	√	√	√	√
Sri Hari Prasad Agarwal	√	√	√	√	√	-	√	√	√	√
Sri Sanjay Agarwal	√	√	√	√	√	√	√	√	√	√
Sri Prem Kumar Bhajanka	√	√	√	√	√	√	√	√	√	√
Sri Vishnu Khemani	√	√	√	√	√	√	√	√	√	√
Sri Keshav Bhajanka	√	√	√	√	√	√	√	√	√	√
Smt. Nikita Bansal	√	√	√	√	√	√	√	√	√	√
Sri Ajay Baldawa	√	√	√	√	√	√	√	-	√	-
Sri Mangi Lal Jain	√	√	√	√	√	-	√	√	√	-
Sri Santanu Ray	√	√	√	√	√	√	√	√	√	√
Sri Asit Pal	√	√	√	√	√	√	√	-	√	-
Smt. Mamta Binani	√	√	√	√	√	√	√	√	√	-
Sri J. P. Dua	√	√	√	√	√	-	√	√	√	-
Sri Vijay Chhibber	√	√	√	√	√	-	√	-	√	√
Sri Debanjan Mandal	√	√	√	√	√	-	√	√	√	-
Sri Sunil Mitra	√	√	√	√	√	√	√	√	√	-
Sri Probir Roy	√	√	√	√	√	√	√	√	√	-

SEPARATE MEETING OF INDEPENDENT DIRECTORS

The Independent Directors of the Company met separately on 5th February, 2019 without the presence of Executive Directors or management representatives. The meeting was attended by all the Independent Directors except Sri Debanjan Mandal. Such meetings enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their views to the Chairman through the Lead Independent Director.

At this meeting, the Independent Directors also evaluated the performance of the Chairman, Non-independent Directors, Board as a whole and that of its Committees. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees that is necessary to effectively and reasonably perform and discharge their duties.

DIRECTORS' INDUCTION AND FAMILIARIZATION

Pursuant to the Code of Conduct for Independent Directors specified under the Companies Act, 2013 and requirements of Listing Regulations, the Company has framed and adopted a structured familiarisation Programme for orientation and training of the Independent Directors at the time of their joining so as to enable them to understand the Company- its operations, business, industry and environment in which it functions. The provision of an appropriate induction programme for new Directors and ongoing training for existing Directors is a major contributor to the maintenance of high Corporate Governance standards of the Company.

At the time of appointment of an Independent Director, the Company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities as a Director. Company's profile, brief profile of all Directors, Investor Presentation and relevant Board Policies are also shared with them. A detailed note on familiarization programme undertaken for Independent Directors is included elsewhere in this Annual Report.

Details of familiarization programme imparted to Independent Directors and the terms and conditions of appointment of Independent Directors has also been disclosed on the website of the Company at https://www.centuryply.com/investor-information/Familiarisation-Programme-Details-2018-19.pdf and https://www.centuryply.com/investor-information/Terms-and-Conditions-of-appointment-of-Independent-Directors.pdf respectively.

SUCCESSION PLANNING

The Company recognizes the importance of the process of Succession Planning. Certain positions in the Company are key to its current and future growth. It is, therefore, important that these positions are assigned to duly skilled and best possible incumbents. It is critical to fill up such positions well in time to avoid any leadership gap. The Company has therefore put in place this Succession Plan for the Board and Senior Management.

The Nomination and Remuneration Committee works with the Board on the leadership succession plan to ensure orderly succession in appointments to the Board and in the senior management. The Company strives to maintain an appropriate balance of skills and experience within the organization and the Board in an endeavor to introduce new perspectives while maintaining experience and continuity.

PERFORMANCE EVALUATION AND CRITERIA

Based on the criteria and framework for Performance Evaluation laid down by the Nomination and Remuneration Committee and adopted by the Board, the Independent Directors, in their separate meeting, evaluated the performance of Non- Independent Directors, the Board as a whole, its Committees and that of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors. The Nomination & Remuneration Committee carried out evaluation of performance of all Independent Directors.

Thereafter, the consolidated Evaluation Report was discussed at the Meeting of the Board held on 5th February, 2019. The Board, after taking into consideration the evaluation exercise carried out by the Nomination and Remuneration Committee and by the Independent Directors, carried out an evaluation of its own performance and that of its Committees. The individual performance of all Directors (including the Independent Directors) was also carried out by the entire Board without the presence and participation of the Director being evaluated.

All evaluations were carried out through structured questionnaires designed specifically for the Board/ Committees/ Individual Directors covering inter-alia the following parameters and criteria-

A. BOARD EVALUATION-

- Size, structure and expertise of the Board;
- Development of suitable strategies and business plans at appropriate time and its effectiveness;
- Implementation of robust policies and procedures;
- Oversight of the Financial Reporting Process, including Internal Controls;
- Willingness to spend time and effort to learn about the Company and its business; and
- Awareness about the latest developments in the areas such as corporate governance framework, financial reporting, industry and market conditions.

B. BOARD COMMITTEE EVALUATION-

- Committee composition, culture and dynamics
- Independence of working
- collective judgment and contribution to Board decisions
- Fulfillment of key responsibilities

C. INDIVIDUAL DIRECTOR'S EVALUATION (INCLUDING INDEPENDENT DIRECTORS)-

- Leadership & stewardship abilities
- Participation and constructive contribution at Board / Committee meetings
- Communication of expectations and concerns
- contributing to clearly define corporate objectives & plans
- Identification, monitoring and mitigation of significant corporate risks
- Assessment of policies, structures and procedures
- Adherence to ethical standards and code of conduct of Company

Besides this, the Independent Directors were additionally evaluated on the basis of effective deployment of their knowledge and expertise and independence of behaviour and judgment.

INFORMATION REGARDING THE DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT

Resume and other information as required under Regulation 36 of the Listing Regulations in respect of Directors retiring by rotation and seeking appointment /re-appointment forms a part of Notice convening the ensuing Annual General Meeting.

CHANGES IN DIRECTORSHIPS DURING THE FINANCIAL YEAR 2018-19 AND THEREAFTER.

The Board of Directors, after considering the recommendations of the Nomination and Remuneration Committee and on the basis of the report of performance evaluation of Independent Directors and their respective consents, recommended re-appointment of Sri Mangi Lal Jain for a second term from 1st April, 2019 to 31st March, 2020, that of Sri Santanu Ray from 1st April, 2019 to 31st March, 2021, that of Smt. Mamta Binani from 1st April, 2019 to 31st March, 2022 and that of Sri J. P. Dua from 1st April, 2019 to 31st March, 2024 as Independent Directors on the Board of the Company. Sri Asit Pal had expressed his unwillingness to be reappointed for another term due to his personal pre-occupation and consequently his term ended on 31st March, 2019. Further, the Board of Directors, on recommendation made by the Nomination and Remuneration Committee, recommended appointment of Sri Probir Roy as an Independent Director with effect from 1st April, 2019.

All the above appointment/ re-appointments were approved by the Shareholders through Postal Ballot on 26th March, 2019.

DIRECTORS' RESPONSIBILITIES

The Board of Directors is primarily responsible to ensure that the Company runs its business on fair and ethical principles and plays an important role in creation of value for its stakeholders. The Board determines the Company's vision and mission and set the pace for its current operations and future development. The Board ensures that the organisation has a secure long term future by:

- establishing the organisation's strategic direction and priorities.
- interacting with key stakeholders to inform them of achievements and ensuring they have input into determining strategic goals and direction.
- regularly scanning the external operating environment to ensure that the organisation's strategic direction remains both appropriate and achievable.
- monitoring organisational performance and evaluating the achievement of the strategic and business plans and annual budget outcomes.
- reporting back to the stakeholders at the Annual General Meeting.
- establishing the policy framework for governing the organisation from which all operational policies and actions are developed.
- ensuring the organisation has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate and social responsibility.
- assessing risks facing the organisation, establishing a risk management plan and monitoring compliance.
- ensuring Company's compliance with the applicable laws and with the Company's own policies.
- evaluating the effectiveness as a Board.

ROLE OF COMPANY SECRETARY IN GOVERNANCE AND COMPLIANCE PROCESS

The Company Secretary acts as a vital link between the Company and its Board of Directors, shareholders, government and regulatory authorities. He ensures that the Board procedures are followed and regularly reviewed and provides guidance to Chairman and the Directors on their responsibilities under various laws. Providing support goes beyond scheduling meetings to proactively managing the agenda and ensuring the presentation of high quality up-to-date information in advance of meetings. Even the Board understands that the Company Secretary is a "go-to" person to respond to any queries. He acts as the shareholders' first point of contact with the Company for resolving their grievances and complaints, thereby maintaining healthy investor relations. He also acts as the first point of contact for the non-executive directors by providing them induction, ongoing support and guidance.

Developing and implementing processes to promote good corporate governance has fallen largely within the ambits of the Company Secretary. The Company Secretary is responsible for collation, review and distribution of all papers submitted to the Board and Committees thereof for consideration. The Company Secretary attends all the meetings of the Board and its Committees and ensures appropriate recording of minutes of the meetings.

COMPLIANCE

The Company Secretary is responsible for ensuring compliance with applicable statutory requirements and regulations, primarily the Companies Act, 2013, Rules thereunder and the Listing Regulations. The Company Secretary establishes and regularly monitors the compliance mechanism in place to carry out effective and timely compliance of relevant laws, rules and regulations. In accordance with Section 205 of the Companies Act, 2013, the Company Secretary reports to the Board regarding compliance with the provisions of the Companies Act, 2013, the rules made thereunder and other laws applicable to the Company. The Company Secretary also coordinates with Stock Exchanges and Depositories to ensure compliance with their Rules, Regulations and other directives. All Directors of the Company have access to the advice and services of the Company Secretary. Based on the reports and certificates, a certificate of statutory compliances duly signed by the Managing Director & CEO and CFO is also placed before the Board at its meetings held during the year under review. The Board of Directors reviews the compliance reports of the laws applicable to the Company as well as instances of non – compliances, if any, together with their possible impact on the Company's business.

COMMITTEES OF THE BOARD

Having regard to the significant contributions that Committees make in assisting the Board of Directors in discharging its duties and responsibilities, the Board through its following Committees closely monitors various areas of business viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee. All these Committees are mandated under law and operate within the terms of reference laid down by the Board. Apart from the above, the Board has also set up and laid down terms of reference for the Finance Committee and the Share Transfer Committee.

These Committees undertake a detailed review of items within the framework of delegated authority before it is placed before the Board for its consideration. All decisions and recommendations of the Committees are placed before the Board for information or approval, as required.

MANDATORY COMMITTEES

AUDIT COMMITTEE

The primary objective of the Audit Committee is to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. The Audit Committee acts as an interface between the statutory and internal auditors, the Management and the Board of Directors. It assists the Board in fulfilling its responsibilities of reviewing the Company's established systems and processes for internal financial controls and internal audit processes. The Audit Committee oversees the performance, independence and objectivity of the auditor and the quality of the audit.

The Audit Committee plays a pivotal role in reviewing the Company's financial information, audit and accounting matters, internal controls measures, related party transactions, functioning of whistle blower mechanism, evaluation of internal financial controls and risk management systems and policies.

TERMS OF REFERENCE

Terms of reference of the Audit Committee are in line with the guidelines set out in Regulation 18 of the Listing Regulations and Section 177 of the Companies Act, 2013 and includes the following:

i. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

ii. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;

iii. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

iv. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

   a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report;

   b. Changes, if any, in accounting policies and practices and reasons for the same;

   c. Major accounting entries involving estimates based on the exercise of judgment by management;

   d. Significant adjustments made in the financial statements arising out of audit findings;

   e. Compliance with listing and other legal requirements relating to financial statements;

   f. Disclosure of any related party transactions;

   g. Modified opinion(s) in the draft audit report.

v. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;

vi. Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

vii. Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;

viii. Approval or any subsequent modification of transactions of the company with related parties;

ix. Scrutiny of inter-corporate loans and investments;

x. Valuation of undertakings or assets of the company, wherever it is necessary;

xi. Evaluation of internal financial controls and risk management systems;

xii. Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems;

xiii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

xiv. Discussion with internal auditors of any significant findings and follow up thereon;

xv. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

xvi. Discussion with statutory auditors before the audit commences, about the nature and scope of audit, audit observations as well as post-audit discussion to ascertain any area of concern;

xvii. Look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

xviii. Reviewing the functioning of the Whistle Blower mechanism;

xix. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience, background, etc. of the candidate.

xx. Reviewing the utilization of loans and/ or advances from/ investment by the Holding Company in the Subsidiary exceeding rupees 100 crore or 10% of the asset size of the Subsidiary, whichever is lower.

xxi. Reviewing compliance with the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year and verify that the systems for internal control are adequate and are operating effectively.

COMPOSITION AND ATTENDANCE AT COMMITTEE MEETINGS:

The composition of the Audit Committee, meetings held during the financial year 2018-19 and attendance of Members thereat:

Name of Member	Category	Position	Attendance at the Audit Committee Meeting held on			
			16.05.2018	24.07.2018	05.11.2018	05.02.2019
Sri Mangi Lal Jain	Non – executive Independent	Chairman	√	√	√	√
Sri Santanu Ray	Non – executive Independent	Member	√	√	√	√
Smt. Mamta Binani	Non – executive Independent	Member	√	√	√	√
Sri Hari Prasad Agarwal	Executive non-Independent	Member	√	√	√	√

The Audit Committee has been constituted in line with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of Listing Regulations. All Members of the Audit Committee are financially literate and have accounting or related financial management expertise. Sri Mangi Lal Jain and Sri Santanu Ray are both fellow members of the Institute of Chartered Accountants of India while Smt. Mamta Binani is a fellow member of the Institute of Company Secretaries of India.

The meetings of Audit Committee are also attended by the Chief Executive Officer, Chief Financial Officer and Internal Auditor. The representatives of the Statutory Auditors are permanent invitees to the Audit Committee Meetings. They have attended all Audit Committee Meetings held during the year at which the financial statements have been placed for review. The Committee also invites senior executives, as it considers appropriate, to be present at the meetings of the Committee. The Company Secretary acts as the Secretary to the Committee. Sri Mangi Lal Jain, Chairman of the Audit Committee was also present at the last Annual General Meeting.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee oversees the Company's nomination process including succession planning for the senior management and the Board and assists the Board in identifying, screening and reviewing individuals qualified to serve as Executive Directors, Non-Executive Directors and Independent Directors consistent with the criteria as stated by the Board in its Remuneration Policy. The Committee periodically identifies competency gaps in the Board and senior managerial levels, evaluates potential candidates and makes suitable recommendations to the Board. The Committee has the overall responsibility of approving and evaluating the compensation plans, policies and programmes for Executive Directors and the Senior Management. The Committee also formulates criteria and specifies the manner for effective evaluation of performance of Board, its Committees and individual Directors. It also conducts the evaluation process as per the Board Evaluation policy.

TERMS OF REFERENCE

Terms of reference of the Nomination and Remuneration Committee includes the following:

i. Formulating the criteria for determining qualifications, positive attributes and independence of a Director and recommending to the Board, a Policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees.

ii. Formulating the criteria and specifying the manner for effective evaluation of performance of Board, its Committees and individual Directors, reviewing its implementation and compliance and also carrying out of such evaluation.

iii. Devising a policy on Board diversity.

iv. Identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down and recommending to the Board their appointment/ removal.

v. Recommending/ reviewing remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria

vi. Recommending to the Board, all remuneration, in whatever form, payable to Senior Management.

vii. Recommending whether or not to extend or continue the term of appointment of the Independent Directors on the basis of the report on their performance evaluation.

COMPOSITION AND ATTENDANCE AT COMMITTEE MEETINGS:

The composition of the Nomination and Remuneration Committee, meetings held during the financial year 2018-19 and attendance of Members thereat:

Name of Member	Category	Position	Attendance at the Nomination and Remuneration Committee Meeting held on	
			24.07.2018	05.02.2019
Sri Mangi Lal Jain	Non –executive Independent	Chairman	√	√
Sri Santanu Ray	Non –executive Independent	Member	√	√
Smt. Mamta Binani	Non –executive Independent	Member	√	√

The composition of Nomination and Remuneration Committee conforms to the regulatory requirements mandated by Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations. The Company Secretary acts as Secretary to the Committee. Sri Mangi Lal Jain, Chairman of the Committee was also present at the last Annual General Meeting.

REMUNERATION POLICY AND LIMITS

The Company's remuneration policy is directed towards rewarding performance based on periodical review of achievements and is in consonance with the existing industry practice. It is designed to attract, motivate, improve productivity and retain manpower by offering appropriate remuneration packages and benefits. The Policy emphasize on promoting talent and ensuring long term sustainability of talented managerial persons by creating competitive advantage. The Policy broadly lays down the guiding principles, philosophy and the basis for payment of remuneration.

Remuneration of Executive and Non-executive Directors is determined by the Board, on the recommendation of the Nomination and Remuneration Committee, subject to the approval of the Shareholders, where required. With effect from 1st April 2019 and as per the requirements of the Listing Regulations, all remuneration, in whatever form, payable to Senior Management is also to be recommended by this Committee. The remuneration of Directors, Key Managerial Personnel and all other employees is based on competency, contribution and commitment demonstrated by them towards the Company.

The remuneration paid to Executive Directors is proposed by the Nomination and Remuneration Committee and subsequently approved by the Board of Directors and the shareholders of the Company, whenever required. Annual increments/subsequent variation in their remuneration are approved by the Committee/ Board of Directors, within the overall limits approved by the shareholders of the Company. Their remuneration is determined keeping in view the responsibilities entrusted, time and effort involved besides also considering the industry benchmark and the relative performance of the Company to the industry performance.

With approval of the Members at the previous Annual General Meeting held on 14th September, 2018, besides the applicable fixed structure, variable pay in the form of commission on net profit was also introduced for the Executive Directors. The commission would be ascertained by the Nomination and Remuneration Committee and approved by the Board each year after taking into account the performance and reasonable ascertainment of profitability of the units/ divisions being looked after by the respective Executive Directors, besides the Company's overall performance and profitability.

Independent Non-Executive Directors are entitled to such sitting fees as may be decided by the Board of Directors from time to time for attending the meeting of the Board of Directors and of the Committee thereof. They are also entitled to receive commission as may be recommended by Nomination and Remuneration Committee and subsequently approved by the Board of Directors within the limits prescribed in Section 197 of the Companies Act, 2013 or approved by the Members of the Company. The Independent Directors of the Company are not entitled to participate in Stock Option Scheme, if any, introduced by the Company.

Salient features of the Company's Remuneration Policy and changes therein has been included elsewhere in this Annual Report. The Remuneration Policy is also available on our website at https://www.centuryply.com/codes-policies/Remuneration-policy.pdf

In terms of Regulation 17 of the Listing Regulations and Section 197 of the Companies Act, 2013, Members have also approved enhancement of limits of managerial remuneration such that the total managerial remuneration payable by the Company to all its directors in a particular financial year shall not exceed twenty one per cent of the net profits of the Company, that payable to any one managing director or whole-time director shall not exceed ten per cent of the net profits of the company and that payable to all managing directors and whole-time directors (including those who are promoters or members of the promoter group) taken together shall not exceed twenty per cent of the net profits of the Company, computed in the manner laid down in section 198 of the Companies Act, 2013

CRITERIA FOR MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS

With changes in the Corporate Governance norms brought by new legislative enactments and statutes, the role of Non - Executive Directors particularly the Independent Directors and the degree and quality of their engagement with the Board and the Company has undergone significant changes. They bring in external and wider perspective to the deliberations and decision-making by the Board. The Company is being hugely benefited from their expertise, advice and inputs. They devote their valuable time in deliberating on the strategic and critical issues in the course of the Board and Committee meetings of the Company and give their valuable advice, suggestions and guidance to the management of the Company from time to time.

The Company believes that the remuneration paid to its Non-executive Independent Directors should be reflective of the size of the Company and complexity of the sector/ industry/ Company's operations and should be consistent with recognised best practices. Overall remuneration (sitting fees and commission) should be reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company, taking into consideration the challenges faced by the Company and its future growth imperative.

Contribution of the Non-Executive Directors in Board and Committee Meetings, time devoted by them, participation in strategic decision making, timely guidance to the Board on important policy matters of the Company, performance of the Company and industry practices and benchmarks forms the main criteria for determining payments to Non-Executive Directors.

Criteria for making payments to Non-executive Directors is also available on the website of the Company and can be accessed at: https://www.centuryply.com/codes-policies/Criteria-for-making-payment-to-the-Non-Executive-Directors.pdf

PECUNIARY RELATIONSHIP OF NON-EXECUTIVE DIRECTORS

No pecuniary transactions have been entered into by the Company with any of the Non-Executive Directors of the Company during the year except payment of sitting fees and commission to them and reimbursement of their travelling expenses for the purpose of attending Board/ Committee meeting.

° SITTING FEES

Non-Executive Directors are paid a sitting fee of ₹50,000/- for each Board meeting and ₹25,000/- for each Committee meeting attended by them.

° COMMISSION

The Non-Executive Directors of the Company are paid commission on an annual basis based on the recommendation of Nomination and Remuneration Committee and approval of the Board in accordance with Remuneration Policy and within the approved statutory limit. Presently a sum of ₹4,00,000 is paid to each Non-Executive Directors as commission.

DETAILS OF REMUNERATION PAID TO DIRECTORS DURING THE FINANCIAL YEAR 2018-19

Sl. No.	Name of the Director	Designation & Service contract	Salary (₹)	Sitting Fee (₹)	Commission (₹)	No. of shares held as on 31st March, 2019^
Executive Directors:						
1.	Sri Sajjan Bhajanka	Chairman & Managing Director up to 31.03.2021	1,20,00,000	Nil	Nil	25734402
2.	Sri Hari Prasad Agarwal	Vice-chairman & Executive Director up to 31.05.2022	60,00,000	Nil	Nil	2435760
3.	Sri Sanjay Agarwal	CEO & Managing Director up to 30.06.2021	1,20,00,000	Nil	Nil	24756383
4.	Sri Prem Kumar Bhajanka	Managing Director up to 31.07.2023	1,20,00,000	Nil	Nil	4636997
5.	Sri Vishnu Khemani	Managing Director up to 31.07.2023	1,20,00,000	Nil	Nil	12747000
6.	Sri Keshav Bhajanka	Executive Director up to 27.01.2021	50,00,000	Nil	Nil	500000
7.	Sri Ajay Baldawa	Executive Director up to 30.06.2021	2,40,00,000	Nil	Nil	75000
8.	Smt. Nikita Bansal	Executive Director up to 31.01.2022	24,00,000	Nil	Nil	50000

Sl. No.	Name of the Director	Designation & Service contract	Salary (₹)	Sitting Fee (₹)	Commission (₹)	No. of shares held as on 31st March, 2019^
Non-Executive Directors:						
1.	Sri Mangi Lal Jain	Independent Director up to 31.03.2020	--	4,25,000	4,00,000	6450
2.	Sri Santanu Ray	Independent Director up to 31.03.2021	--	4,00,000	4,00,000	Nil
3.	Sri Asit Pal*	Independent Director up to 31.03.2019	--	2,50,000	4,00,000	Nil
4.	Smt. Mamta Binani	Independent Director up to 31.03.2022	--	4,50,000	4,00,000	Nil
5.	Sri J. P. Dua	Independent Director up to 31.03.2024	--	2,50,000	4,00,000	Nil
6.	Sri Vijay Chhibber	Independent Director up to 31.01.2020	--	2,50,000	4,00,000	Nil
7.	Sri Debanjan Mandal	Independent Director up to 31.07.2020	--	1,00,000	4,00,000	Nil
8.	Sri Sunil Mitra	Independent Director up to 31.07.2020	--	2,50,000	4,00,000	Nil

* Sri Asit Pal was Director till 31st March, 2019.

^ The Company has not issued any convertible instruments.

SERVICE CONTRACTS, SEVERANCE FEE, NOTICE PERIOD AND STOCK OPTIONS

The appointment of the Executive Directors is governed by resolutions passed by the Nomination and Remuneration Committee, Board of Directors and the Shareholders of the Company, the Service Contracts entered in to with them and the Remuneration Policy of the Company all of which covers the terms and conditions of such appointment. There is no separate provision for payment of severance fee under the resolutions governing the appointment of Executive Directors. A notice of three months is required to be given by an Executive Director seeking to vacate office and the resignation takes effect upon the expiration of the notice or its earlier acceptance by the Board.

Formal appointment letters are issued to Independent Directors. As required by Regulation 46 of the Listing Regulations, the terms and conditions of appointment of Independent Directors is available on the Company's website and can be accessed at https://www.centuryply.com/investor-information/Terms-and-Conditions-of-appointment-of-Independent-Directors.pdf

During the year under review, none of the Directors were paid any bonus, pension or performance-linked incentive or any other benefits. The Company has no stock option plans and hence such instruments do not form a part of the remuneration package payable to any Executive and/or Non-Executive Director.

PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS

This has been discussed elsewhere in this Report.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee oversees redressal of shareholders/ investors grievances and complaints, reviews the service standards of the Registrar and Share Transfer Agent of the Company and suggests measures for improving the same.

TERMS OF REFERENCE

Terms of reference of the Stakeholders Relationship Committee includes the following:

i. Investor relations and resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

ii. Reviewing measures taken for effective exercise of voting rights by shareholders

iii. Reviewing adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar and Share Transfer Agent.

iv. Reviewing measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

v. Evaluating performance and service standards of the Registrar and Share Transfer Agent of the Company;

vi. Providing guidance and making recommendations to improve service levels for the investors.

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COMPOSITION AND ATTENDANCE AT COMMITTEE MEETINGS:

The composition of the Stakeholders Relationship Committee, meetings held during the financial year 2018-19 and attendance of Members thereat:

Name of Member	Category	Position	Attendance at the Stakeholders Relationship Committee Meeting held on 16.05.2018
Smt. Mamta Binani	Non –executive Independent	Chairperson	√
Sri Hari Prasad Agarwal	Executive non-independent	Member	√

The composition of the Stakeholders Relationship Committee conforms to the regulatory requirements mandated by Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations. The Company Secretary acts as Secretary to the Committee.

COMPLIANCE OFFICER AND STATUS OF PENDING COMPLAINTS

Sri Sundeep Jhunjhunwala, Company Secretary is the Compliance Officer of the Company for attending to Complaints/Grievances of the members. During the financial year ended 31st March, 2019, the Company received four complaints from shareholders and all of them were resolved to their satisfaction. There was no complaint pending at the beginning and at the close of the financial year. No complaint was received through SCORES, the web based complaint redressal system of SEBI.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility (CSR) Committee has been formed to assist the Board and the Company in fulfilling its CSR objectives. The Committee has overall responsibility for identifying the areas of CSR activities, ascertaining and recommending the amount of expenditure to be incurred on the identified CSR activities, implementing and monitoring the CSR policy from time to time and overseeing implementation of the CSR programs of the Company. The Committee also provides guidance to the Company in integrating its social and environmental objectives with its business strategies and assists in crafting unique models to support creation of sustainable livelihoods. The Committee formulates and monitors the CSR Policy and recommends to the Board the annual CSR Plan.

TERMS OF REFERENCE:

Terms of reference of the Corporate Social Responsibility Committee includes the following:

i. To formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy and any amendments thereof, indicating activities to be undertaken by the Company in compliance with provisions of the Companies Act, 2013 and rules made there under;

ii. To recommend the amount of expenditure to be incurred on the CSR activities as per CSR Policy;

iii. To monitor the CSR Policy of the Company from time to time;

iv. To institute a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the Company;

v. To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable with respect to Corporate Social Responsibility or as may be necessary or appropriate for implementing the Company's policies thereunder.

COMPOSITION AND ATTENDANCE AT COMMITTEE MEETINGS:

The composition of the CSR Committee, meetings held during the financial year 2018-19 and attendance of Members thereat:

Name of Member	Category	Position	Attendance at the CSR Committee Meeting held on 16.05.2018
Sri Sajjan Bhajanka	Executive non-independent	Chairman	√
Sri Hari Prasad Agarwal	Executive non-independent	Member	√
Sri Mangi Lal Jain	Non–executive independent	Member	√
Smt. Mamta Binani	Non–executive independent	Member	√

The composition of the CSR Committee conforms to the regulatory requirements mandated by Section 135 of the Companies Act, 2013. The Company Secretary acts as Secretary to the Committee.

RISK MANAGEMENT COMMITTEE

Pursuant to the requirement of Regulation 21 of Listing Regulations, the Board of Directors of the Company has constituted a Risk Management Committee (RMC) on 5th February, 2019. The

Committee assists the Board in developing, implementing, monitoring and revising the risk management plan and policy for the Company. The RMC periodically reviews key risks to the Company and actions deployed by the Management with respect to their identification, impact assessment, mitigation and monitoring.

The Committee also reviews the Company's risk appetite and strategy relating to key risks, including credit risk, liquidity and funding risk, market risk, product risk and reputational risk, as well as the guidelines, policies and processes for monitoring and mitigating such risks. The Company has a Risk Management Policy in accordance with the requirements of the Companies Act, 2013 and the Listing Regulations to minimise the adverse consequence of risks on business objectives of the Company. The Policy establishes various levels of accountability and overview within the Company, while vesting identified managers with responsibility for each significant risk.

TERMS OF REFERENCE:

Terms of reference of the Risk Management Committee includes the following:

i. Framing, implementing, monitoring and reviewing the risk management plan, systems and framework including cyber security for the Company and ensuring its effectiveness;

ii. Reviewing the Company's financial and risk management policies;

iii. Risk assessment and minimization procedures;

iv. Reviewing and recommending Risk Assessment and Risk Management Report for approval of the Board;

v. Overseeing recent development in the Company and periodically updating Company's Enterprise Risk Management Program for assessing, monitoring and mitigating the risks;

vi. Periodically reviewing the adequacy of the Company's resources to perform its risk management responsibilities and achieve objectives.

vii. Carry out responsibilities as assigned by the Board.

COMPOSITION

The Risk Management Committee comprises of the following three members:

Sl.	Name	Category	Position
1	Sri Sanjay Agarwal	Executive non-Independent	Chairman
2	Sri Keshav Bhajanka	Executive non-independent	Member
3	Sri Arun Kumar Julasaria	Chief Financial Officer	Member

The Company Secretary acts as Secretary to the Committee.

MEETINGS AND ATTENDANCE

The Risk Management Committee was constituted on 5th February, 2019 and no meeting was held during the financial year ended 31st March, 2019.

NON-MANDATORY COMMITTEES

SHARE TRANSFER COMMITTEE

The Share Transfer Committee carries out procedural matters and inter alia, approves transfer and transmission of shares, sub-division / consolidation / renewal / issue of duplicate share certificates and other allied matters. The Committee is also responsible for issuing share certificates for the purpose of complying with the procedure specified under Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and amendments thereto.

TERMS OF REFERENCE

Terms of reference of the Share Transfer Committee includes the following:

i. Oversee, review and approve all matters connected with transfer, transmission, split, consolidation, rematerialisation, etc.;

ii. Issue of duplicate share certificates in lieu of share certificates lost, defaced or destroyed;

iii. Issue of share certificates on rematerialisation;

iv. Issue of new share certificates consequent upon split/ consolidation of existing ones;

v. Cancellation of share certificates in compliance with the applicable provisions.

COMPOSITION

The Share Transfer Committee presently comprises of the following members:

Sl.	Name	Category	Position
1	Sri Hari Prasad Agarwal	Executive non-independent	Chairman
2	Sri Keshav Bhajanka	Executive non-independent	Member
3	Sri Ajay Baldawa	Executive non-independent	Member

The Company Secretary acts as Secretary to the Committee.

MEETINGS AND ATTENDANCE

The Share Transfer Committee met twelve times during the financial year ended 31st March, 2019. These meetings were held on 5th April, 2018, 13th April, 2018, 11th June, 2018, 27th June, 2018, 19th July, 2018, 27th September, 2018, 23rd October, 2018, 2nd November, 2018, 15th November, 2018, 13th December, 2018, 31st January, 2019 and 30th March, 2019 and were respectively attended by all the three Members.

FINANCE COMMITTEE

The Finance Committee deals with the day to day matters within the terms of reference defined by the Board and ensures their expeditious implementation.

TERMS OF REFERENCE:

Terms of reference of the Finance Committee includes the following:

i. To approve the opening of and modification in operation of bank accounts, including closure thereof.

ii. Borrow money by way of loan (including foreign currency loans) in or outside India for the purpose of financing new projects, refinancing the existing debt, capital expenditure, general corporate purposes including working capital requirements and possible strategic investments and take necessary actions connected therewith.

iii. Provide corporate guarantee/performance guarantee from the Company for credit facilities availed by its subsidiaries or by any other entity.

iv. Approve establishment and operation of representative/sales / branch offices in or outside India.

v. Carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable.

vi. Review and consideration of periodical budgets of the Company and approval of capital expenditures

vii. Authorise and empower executives and/or authorised representatives in all matters relating to business operations, direct and indirect taxes, commercial taxes, municipal taxes, import and export, customs, port trust, provident fund, ESI, electricity and other utilities and all legal matters of the Company and approve execution of Power of Attorney, as may be required, for this purpose.

viii. Opening, modification and closure of trading and demat accounts required for securities, derivatives and all other Options.

ix. Consideration of matters relating to participation in bids/ tenders/ expression of interest and all other business alliances and joint ventures, among others, if any.

x. Monitoring of loans and advances granted by the Company as approved by the Board of Directors from time to time.

xi. Undertake and enter into Foreign Exchange Transactions and to transact in Derivative Products including Currency Options, buy and sell Spot and Forward, convert Rupee Liabilities into Foreign Currency Liabilities to hedge Currency and Interest Rate Risks/ Fluctuations in respect of the Company's Export and Import Contracts, Foreign Currency Loans and other Foreign Currency related matters as permitted by Reserve Bank of India from time to time.

xii. Approve availing of online banking facilities in all forms including but not limited to viewing rights, transaction rights, application for Letters of Credit, Bank Guarantees, Buyers Credit and carry out all trade related transactions through internet.

xiii. Avail Bill Collection, Bill Payment, Cash Management Services and Financial Intermediary services in all forms and from any Bank.

xiv. Take decisions in connection with any arrangement, document or matter necessary, ancillary, incidental or desirable to give effect to all its powers and authority.

xv. Any other financial issues or other matters, whether out of and incidental to these functions or not, as may be assigned by the Board.

xvi. Delegate authorities from time to time to the executives, officers and other authorised persons to implement the Committee's decisions.

xvii. Authorise Directors, Officers and other Authorised Persons for execution of necessary documents and affixing Common Seal of the Company, as may be required for implementing decisions taken by the Board or any Committee thereof."

COMPOSITION

The Finance Committee comprises of the following three members:

Sl.	Name	Category	Position
1	Sri Sajjan Bhajanka	Executive non-Independent	Chairman
2	Sri Sanjay Agarwal	Executive non-independent	Member
3	Sri Hari Prasad Agarwal	Executive non-Independent	Member

The Company Secretary acts as Secretary to the Committee.

MEETINGS AND ATTENDANCE

The Finance Committee met nine times during the financial year ended 31st March, 2019. These meetings were held on 3rd May, 2018, 29th June, 2018, 25th July, 2018, 2nd August, 2018, 22nd October, 2018, 13th November, 2018, 5th February, 2019, 1st March, 2019 and 15th March, 2019 and were respectively attended by all the three Members.

2. GENERAL BODY MEETINGS

PARTICULARS OF LAST THREE ANNUAL GENERAL MEETINGS:

AGM	Year ended	Venue	Date	Time
35th	31.03.2016	Gyan Manch, 11 Pretoria Street, Kolkata- 700 071	31.08.2016	11-00 AM
36th	31.03.2017	Satyajit Ray Auditorium, Indian Council for Cultural Relations, 9A, Ho Chi Minh Sarani, Kolkata- 700071	01.09.2017	11-00 AM
37th	31.03.2018	Gyan Manch, 11 Pretoria Street, Kolkata – 700 071	14.09.2018	11-00 AM

DETAILS OF SPECIAL RESOLUTIONS PASSED IN LAST THREE ANNUAL GENERAL MEETINGS:

AGM	Date	Subject Matter
35th	31.08.2016	None
36th	01.09.2017	Re-appointment of Sri Hari Prasad Agarwal (DIN: 00266005), as Vice-chairman and Executive Director of the Company.
37th	14.09.2018	(i) Re-appointment of Sri Vishnu Khemani (DIN: 01006268), as Managing Director of the Company. (ii) Revision of limits of managerial remuneration.

EXTRA ORDINARY GENERAL MEETING

No Extra Ordinary General Meeting of the Shareholders was held during the year.

POSTAL BALLOT CONDUCTED DURING FINANCIAL YEAR 2018-19

During the financial year 2018-19, approval of the shareholders was obtained by way of Special Resolutions through Postal Ballot for re-appointments/ appointment of Independent Directors, as discussed herein below:

PROCEDURE FOLLOWED FOR POSTAL BALLOT:

- The Company had appointed Sri Manoj Kumar Banthia (ACS 11470/ CP- 7596) and failing him, Sri Raj Kumar Banthia (ACS-17190/CP-18428) of M/s MKB & Associates, to act as Scrutinizer for conducting the postal ballot and/ or E-voting process.
- The Company provides electronic voting (e-voting) facility, in addition to physical ballot, to all its members and for this purpose, the Company engaged the services of NSDL.
- The Notice of Postal Ballot along with postage-prepaid business reply envelopes was sent to all Members whose names appeared in the register of members/list of beneficial owners as on the close of working hours on Friday, 15th February, 2019, being the 'Cut-off Date'.
- Relevant details regarding the Postal Ballot were advertised in one English and in one vernacular language newspapers on 25th February, 2019.
- The period for voting through physical Ballot and E-voting was kept open from Monday, 25th February, 2019 at 9.00 am IST to Tuesday, 26th March, 2019 at 5.00 pm IST.
- The postal ballot forms were kept under the safe custody of the Scrutinizer in sealed and tamper-proof ballot boxes before commencing the scrutiny of such postal ballot forms.
- All postal ballot forms received up to 5.00 pm IST on Tuesday, 26th March, 2019 (being the last date fixed by the Company for receipt of the forms) were considered for his scrutiny.
- On 28th March, 2019, Sri Sajjan Bhajanka, Chairman announced the following results of the postal ballot as per the Scrutiniser's Report. The results of the Postal Ballot were also displayed on the Company website, www.centuryply.com, besides being communicated to the NSE, BSE and NSDL.

Resolution	Type	No. of votes polled	Votes cast in favour		Votes cast against	
			No. of votes	%	No. of votes	%
Re-appointment of Sri Mangi Lal Jain (DIN: 00353075) as an Independent Director of the Company for a second term from 1st April, 2019 to 31st March, 2020	Special	187021057	183504468	98.12	3516589	1.88
Re-appointment of Sri Santanu Ray (DIN: 00642736) as an Independent Director of the Company for a second term from 1st April, 2019 to 31st March, 2021	Special	187026232	186936929	99.95	89303	0.05
Re-appointment of Smt. Mamta Binani (DIN: 00462925) as an Independent Director of the Company for a second term from 1st April, 2019 to 31st March, 2022	Special	187027486	186999896	99.99	27590	0.01
Re-appointment of Sri J. P. Dua (DIN: 02374358) as an Independent Director of the Company for a second term from 1st April, 2019 to 31st March, 2024	Special	187026736	187013920	99.99	12816	0.01
Appointment of Sri Probir Roy (DIN: 00033045) as an Independent Director of the Company from 1st April, 2019 to 30th September, 2022	Special	187026970	187013863	99.99	13107	0.01

All the aforesaid Special Resolutions were accordingly passed with the requisite majority. The resolutions were deemed to be passed on 26th March, 2019, being the last date for receipt of Postal Ballot forms and e-voting.

Resolution proposed to be passed through postal ballot

No Special Resolution is proposed to be conducted through postal ballot.

3. DISCLOSURES

- All related party transactions that were entered into during the financial year 2018-19 were at an arm's length basis. During the financial year, the Company has taken shareholders' approval at their Annual General Meeting held on 14th September, 2018 for entering into material related party transactions with Auro Sundram Ply & Door Pvt. Ltd, a Subsidiary Company for the financial year 2018-19 and onwards upto aggregate value not exceeding ₹300 crore for each financial year. There were no materially significant transactions, financial or commercial, between the Company and senior management that may have a potential conflict with the interest of the Company at large. The related party transactions are entered into based on considerations of various business exigencies, such as synergy in operations, commitment of supply, quality standards, specialisation and the Company's long-term strategy for sectoral investments, liquidity and capital resources.

  All details relating to financial and commercial transactions where Directors may have a pecuniary interest are provided to the Board and the interested Directors neither participate in the discussion nor vote on such matters. The Register of Contracts containing transactions in which the Directors are interested, is placed before the Board regularly.

  Transactions with related parties, as per requirements of Indian Accounting Standard 24, are disclosed in notes to accounts annexed to the financial statements.

  The Company's 'Policy on Materiality of and dealing with Related Party Transactions' as required under Regulation 23 of the Listing Regulations is disclosed on the Company's website at: https://www.centuryply.com/codes-policies/Policy-on-Materiality-of-and-dealing-with-related-party-transcations.pdf. In line with the amended Listing Regulations, this Policy has also been amended suitably effective from 1st April, 2019.

- During the year ended 31st March, 2019, the Company did not have any material listed/unlisted subsidiary company as defined in Regulation 16 of the Listing Regulations. The Company's policy for determining material subsidiaries is disclosed on the Comopany's website at: https://www.centuryply.com/codes-policies/CPIL-Policy-on-material-subsidiary.pdf. In line with the amended Listing Regulations, this Policy has also been amended suitably effective from 1st April, 2019.

- There has been no instance of non-compliance on any matters related to capital markets during the last three years. No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any statutory authority on such matters.

- The Company has complied with all relevant Indian Accounting Standards referred to in Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 while preparing the financial statements.

- The Directors of the Company are not related inter-se, except for Sri Keshav Bhajanka who is the son of Sri Sajjan Bhajanka, Chairman and Managing Director and Smt. Nikita Bansal, who is the daughter of Sri Sanjay Agarwal, CEO & Managing Director.

- During the year under review, the Company has not raised any money through an issue (public, rights, preferential, etc.)

- The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

- The Company has complied with Secretarial Standards on Board Meetings and General Meeting.

- The Board of Directors confirm that during the year, it has accepted all recommendations received from its mandatory Committees.

- The Company has obtained a certificate from a Company Secretary in Practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or to continue as Directors of any company by SEBI or Ministry of Corporate Affairs or any such statutory authorities. The certificate is annexed separately to this Report.

- Total fees (excluding reimbursement of expenses) for all services paid by the Company and its subsidiaries, on a consolidated basis, to the Statutory Auditor and all entities in the network firm/network entity of which the Statutory Auditor is a part was ₹32.10 Lac.

- In relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company confirms that no complaint regarding sexual harassment or abuse was received by the Company during the financial year ended 31st March, 2019 and no complaint remained pending as at the year end.

- The Company confirms compliance with the requirements under Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations. The Company has also complied with the requirements given in Part C (Corporate Governance Report) of Schedule V of the Listing Regulations.

- The status of compliance with discretionary requirements specified in Part E of Schedule II of the Listing Regulations is provided below:

  a) Non-Executive Chairman's Office: The Company has an Executive Chairman and his office is maintained by the Chairman himself.

  b) Shareholders' Rights: As the quarterly, half yearly and annual results of the Company along with significant events are published in the newspapers and also posted on the Company's website, the same are not being sent individually to the shareholders.

c) Modified Opinion in Audit Report: The Company's financial statement for the year ended 31st March, 2019 does not contain any modified audit opinion. The Company always endeavours to present unmodified financial statements.

d) Separate posts of Chairman and CEO: The positions of Chairman and Chief Executive Officer (CEO) are separate. The Chairman of the Company is an Executive Director and his position is separate from that of the Chief Executive Officer.

e) Reporting of Internal Auditor: The Internal Auditor reports directly to the Audit Committee. He is a permanent invitee to the Audit Committee Meetings and regularly attends the Meetings for reporting audit findings to the Audit Committee.

WHISTLE BLOWER POLICY/ VIGIL MECHANISM

The Company has framed a Whistle Blower Policy/ Vigil Mechanism as required under Section 177 of the Companies Act, 2013 and Regulation 22 of the Listing Regulations. This policy serves as a channel for receiving and redressing employees' complaints. The same is discussed elsewhere in this Annual Report. During the financial year ended 31st March, 2019, no personnel were denied access to the Audit Committee for reporting cases under this policy. In line with the amendment of SEBI (Prohibition of insider Trading Regulations), 2015, this Policy has also been amended suitably effective from 1st April, 2019.

CODE OF CONDUCT

The Code of Conduct for Directors and Senior Management Executives ("the Code") formulated and adopted by the Company, in line with its values and beliefs is applicable to the Board of Directors and Senior Management Personnel of the Company. In line with the amendments made to the Listing Regulations, this policy has also been modified and the same is available on the Company's website at https://www.centuryply.com/codes-policies/Code-of-Conduct-for-Directors-and-Senior-Management-Executives-CPIL.pdf

The Code of Conduct defines what the Company expects of its businesses and people regardless of the location or background and aims at enhancing ethical and transparent process in managing the affairs of the company. It is aligned with our values, group standards and legal requirements, and clarifies the ethics and compliance expectations for everyone who works with the Company. The Code reflects a value-based approach, where rules are not stated explicitly and day-to-day business decisions would continue to be guided by our values. The Code covers the Company's commitment to corporate social responsibility and sustainable development, concern for occupational health, safety and environment, a gender friendly workplace, transparency, auditability and legal compliance.

The Code requires Directors and employees to act honestly, fairly, ethically and with integrity, conduct themselves in professional, courteous and respectful manner. The Board members and Senior Management Personnel have affirmed their compliance with the Code of Conduct as on 31st March, 2019 and a declaration to that effect, signed by the Chief Executive Officer (CEO) and Managing Director is given hereunder:

I hereby confirm that all members of the Board of Directors and Senior Management Personnel of the Company have affirmed their compliance with the Company's Code of Conduct for the financial year 2018-19.

Sd/-

Sanjay Agarwal
CEO & Managing Director
Kolkata, 27th May, 2019

CODE FOR PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct to regulate, monitor and report trading by insiders under the SEBI (Prohibition of Insider Trading) Regulations, 2015. Pursuant to the amendments in said Regulations, effective from 1st April, 2019 and in light of its impact on the compliance and disclosures pertaining to prohibition of Insider Trading, this Code was amended and renamed as the 'Code of Conduct to regulate, monitor and report trading by Designated Persons'. The Code is available on the Company's website at https://www.centuryply.com/codes-policies/Code-of-Conduct-t-regulate-monitor-and-report-trading-by-designated-persons.pdf

Sri Sundeep Jhunjhunwala, Company Secretary is the Compliance Officer for monitoring adherence to the Regulations for the preservation of price sensitive information, pre-clearance of trades and implementation of the Code.

CODE FOR FAIR DISCLOSURE

Pursuant to Regulation 8 read with Schedule A of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of the Company adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information which lays down principles and practices to be followed by the Company pertaining to universal disclosure of UPSI. Pursuant to the amendments in said Regulations, effective from 1st April, 2019, this Code was amended and the same is available on the Company's website at https://www.centuryply.com/codes-policies/Code-of-Practices-and-Procedures-for-Fair-Disclosures-of-Unpublished-Price-Sensitive-Information-CPIL.pdf.

CENTURYPLY®

POLICY FOR DETERMINING 'MATERIAL' SUBSIDIARIES

The Company has framed a policy for determining material subsidiary as required under Regulation 16(1)(C) of the Listing Regulations and the same is disclosed on the Company's website at https://www.centuryply.com/codes-policies/CPIL-Policy-on-material-subsidiary.pdf. The policy has been revised effective from 1st April, 2019 in line with the amendments in SEBI Listing Regulations. The policy lays down the criteria for identification of and dealing with material subsidiaries. A detailed note on the Policy has been included elsewhere in this Annual Report.

POLICY ON MATERIALITY OF AND DEALING WITH RELATED PARTY TRANSACTIONS

In conformity with the requirements of Regulation 23(1) of the Listing Regulations and also to comply with the provisions of Section 188 of the Companies Act, 2013, the Board of your Company has adopted a 'Policy on Materiality of and dealing with Related Party Transactions' and the same is available on the Company's website at https://www.centuryply.com/codes-policies/Policy-on-Materiality-of-and-dealing-with-related-party-transcations.pdf. The policy has been revised effective from 1st April, 2019 in line with the amendments in SEBI Listing Regulations. The Policy is designed to govern the transparency of approval process and disclosures requirements to ensure fairness in the conduct of related party transactions. This policy specifically deals with the review and approval of material Related Party Transactions keeping in mind the potential or actual conflicts of interest that may arise because of entering into these transactions.

This Policy deals with the review and approval of Related Party Transactions. The Board of Directors of the Company has approved the criteria for granting of omnibus approval by the Audit Committee within the overall framework of the Policy on related party transactions. Prior omnibus approval is obtained for related party transactions which are of repetitive nature. All related party transactions are placed before the Audit Committee for review and approval.

APPOINTMENT OF INDEPENDENT DIRECTORS

Independent Directors play a significant role in the governance processes of the Board. With their enriched experience and independent views, they prevent possible conflicts of interest that may emerge in the Board's decision making. The Nomination and Remuneration Committee, while recommending appointment of Independent Directors, satisfies itself with regard to the independence of the Directors vis-à-vis the Company. It also ensures that the candidates identified for appointment as Directors are not disqualified for appointment under Section 164 and other applicable provisions of the Companies Act, 2013. In case of re-appointment of Independent Directors, the Board takes into consideration the performance evaluation of the Independent Directors and their engagement level. The Company issues letter of appointment to all Independent Directors in the manner as provided in the Companies Act, 2013 and Regulation 25 of the Listing Regulations. The terms and conditions of appointment have also been disclosed on the website of the Company at https://www.centuryply.com/investor-information/Terms-and-Conditions-of-appointment-of-Independent-Directors.pdf.

In the opinion of the Board, the Independent Directors fulfill the conditions specified in the Listing Regulations and are independent of the management. They also possess the requisite skills, expertise and competencies as required in the context of the Company's businesses.

CEO AND CFO CERTIFICATION

The CEO i.e. the Managing Director and the Chief Financial Officer (CFO) have issued a certificate pursuant to the provisions of Regulation 17(8) of the Listing Regulations confirming inter alia, the correctness of the financial statements and cash flow statements, adequacy of the internal control measures and reporting of matters to the Auditors and the Audit Committee. The same has been annexed separately in this report.

MEANS OF COMMUNICATION

The Company believes that timely disclosure of consistent, comparable, relevant and reliable information on corporate functioning is at the core of good governance. It therefore exercises utmost diligence while disseminating relevant information to our shareholders, analysts, employees and the society at large. The Company informs the Stock Exchanges in a prompt manner, all price sensitive information as well as all such other matters which in its opinion, are material and relevant for the shareholders.

- **Financial Results:** Quarterly, half-yearly financial results of the Company are announced within 45 days and annual financial results of the Company are announced within 60 days from closure of relevant quarter/ year and communicated to the Stock Exchanges immediately after they are considered by the Board and are published in prominent English newspaper having nation-wide circulation and in Bengali newspapers usually in The Economic Times, Business Standard, Business Line, Mint and Aajkaal within 48 hours of approval thereof. These results are also made available on the website of the Company www.centuryply.com.
- **Official news releases:** Official news releases and official media releases are sent to Stock Exchanges and are also displayed on the Company's website www.centuryply.com.
- **Presentations to institutional investors/ analysts:** Pursuant to Para A of Part A of Schedule III read with Regulation 30 of Listing Regulations, schedule of analyst or institutional investor meet and presentations made to them on financial results are duly disclosed by the Company to the Stock Exchanges and the same are simultaneously disseminated on the Company's website www.centuryply.com. No unpublished price sensitive information is discussed in the presentation made to institutional investors and financial analysts.

- **Company Website:** The Company's website (www.centuryply.com) contains a separate dedicated section 'Investors' where information for the shareholders is available.
- **Annual Report:** The Annual Report containing, inter alia, Audited Financial Statements, Audited Consolidated Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Annual Report. The Company's Annual Report is also available in a user-friendly and downloadable form in the 'Investors' section on the Company's website.
- **Reminder to Investors:** Reminders for unclaimed shares and unpaid dividend are sent to the concerned shareholders every year.
- **NSE Electronic Application Processing System (NEAPS):** The NEAPS is a web-based application designed by NSE for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, statement of investor complaints, among others are filed electronically on NEAPS.
- **BSE Corporate Compliance & Listing Centre (the 'Listing Centre'):** BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, statement of investor complaints, among others are also filed electronically on the Listing Centre.
- **SEBI Complaints Redress System (SCORES):** The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are: centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.
- **Designated exclusive Email ID:** The Company has designated the following Email- ID exclusively for investor servicing: investors@centuryply.com.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis is set out in a separate section included in this Annual Report.

GENERAL SHAREHOLDER INFORMATION

COMPANY REGISTRATION DETAILS

The Company is registered in the State of West Bengal, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L20101WB1982PLC034435.

ANNUAL GENERAL MEETING:

Day & date	Wednesday, 4th September, 2019
Time	11.00 A.M.
Venue	Gyan Manch, 11 Pretoria Street, Kolkata – 700 071
Financial Year	2018-19
Book Closure dates	Thursday, 29th August, 2019 to Wednesday, 4th September, 2019 (both days inclusive)

DIVIDEND PAYMENT DATE:

Within statutory period from date of passing of resolution at the Annual General Meeting.

FINANCIAL CALENDAR (TENTATIVE)

RESULTS FOR THE QUARTER ENDING-

30th June, 2019	–	First week of August, 2019
30th September, 2019	–	First week of November, 2019
31st December, 2019	–	First week of February, 2020
31st March, 2019	–	Second week of May, 2020
Annual General Meeting	–	August/ September, 2020

LISTING DETAILS:

Name and address of Stock Exchange	Stock Code
National Stock Exchange of India Ltd.(NSE) Exchange Plaza, Bandra- Kurla Complex, Bandra (East). Mumbai – 400 051	CENTURYPLY
BSE Ltd. (BSE) P J Towers, Dalal Street, Fort, Mumbai 400 001	532548
ISIN	INE348B01021

PAYMENT OF LISTING FEES

Annual listing fees for the financial year 2018-19 and 2019-20 has been paid to NSE and BSE.

PAYMENT OF DEPOSITORY FEES

Annual Custody/Issuer fee for the financial year 2018-19 has been paid to National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL). Such fee for the financial year 2019-20 has been paid to CDSL while NSDL is yet to raise the invoice.

STOCK MARKET PRICE DATA :

Monthly high and low quotations as well as the volume of shares traded at BSE and NSE, where the shares are regularly traded, for the financial year 2018-19 are as follows:

Month	BSE			NSE		
	High ₹	Low ₹	Volume No. of Shares	High ₹	Low ₹	Volume No. of Shares
2018						
April	364.10	321.95	653493	363.50	321.15	3760273
May	330.30	256.10	462764	330.95	255.00	6655065
June	280.95	240.80	1211962	280.95	240.25	4437381
July	263.90	223.55	540576	263.65	224.00	5753102
August	251.50	220.00	585411	251.95	220.10	3669133
September	227.65	172.90	363528	227.00	173.00	6097970
October	213.50	150.10	663163	214.10	150.00	7289153
November	184.50	162.60	248735	184.90	162.15	4513642
December	190.00	169.60	520404	190.55	169.40	5717263
2019						
January	188.15	159.45	403145	188.90	159.00	5523685
February	174.30	155.00	146365	174.90	156.85	1994773
March	211.10	168.55	299529	212.00	167.00	4076260

Performance of Company's share price in comparison to BSE Sensex is as under:

Month	BSE Sensex		Company's Shares	
	Closing	% Change	Closing	% Change
2018				
April	35,160.36	6.65	326.50	Nil
May	35,322.38	0.46	279.30	(14.46)
June	35,423.48	0.29	251.95	(9.79)
July	37,606.58	6.16	250.50	(0.58)
August	38,645.07	2.76	224.05	(10.56)
September	36,227.14	(6.26)	180.55	(19.42)
October	34,442.05	(4.93)	175.05	(3.05)
November	36,194.30	5.09	174.65	(0.23)
December	36,068.33	(0.35)	177.85	1.83
2019				
January	36,256.69	0.52	163.05	(8.32)
February	35,867.44	(1.07)	166.10	1.87
March	38,672.91	7.82	207.80	25.11

Note : Figures within brackets indicate negative value

REGISTRAR AND SHARE TRANSFER AGENT:

M/s. Maheshwari Datamatics Private Ltd.
23, R.N.Mukherjee Road, 5th Floor, Kolkata 700 001
Phone No. 033- 22435029/2248-2248
Fax : 033-22484787
Email : mdpldc@yahoo.com

SHARE TRANSFER SYSTEM

In accordance with the requirements of Regulation 40(3) of Listing Regulations, the Company, on receipt of proper documentation, registers transfers of its securities in the name of the transferee(s) and issue certificates or receipts or advices, as applicable, of transfers; or issue any valid objection or intimation to the transferee or transferor, as the case may be, within a period of fifteen days from the date of such receipt of request for transfer.

The Board has delegated the authority for approving transfer, transmission, etc. of the Company's securities to its Share Transfer Committee. The Committee meets at regular intervals for approving share transfers, etc. A summary of the transfer, transmissions, dematerialisation, rematerialisation, etc. is placed before the Committee at every meeting. There are no legal cases relating to transfer of shares. The Company obtains half-yearly certificate from a Company Secretary in Practice under Regulation 40(9) on compliance regarding share transfer formalities and submits a copy thereof to the Stock Exchanges.

As notified by SEBI, effective from 1st April, 2019, except in case of transmission or transposition of securities, requests for effecting transfer of securities of listed companies shall not be processed unless the securities are held in dematerialized form with a depository.

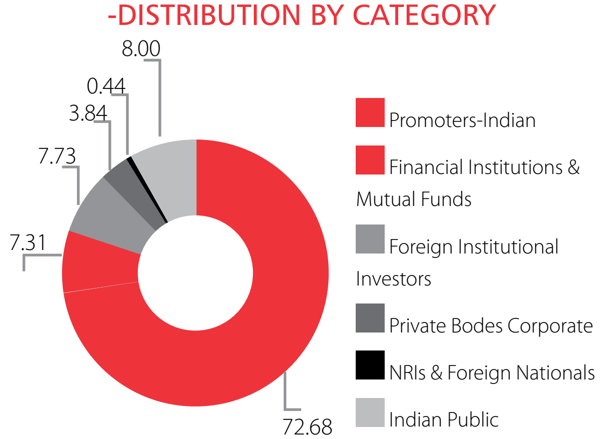
RECONCILIATION OF SHARE CAPITAL AUDIT

As stipulated by Securities and Exchange Board of India (SEBI), a qualified Company Secretary in Practice carries out the Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out in every quarter and the report thereon is submitted to stock exchanges and is also placed before the Board of Directors. No discrepancies were noticed during these audits.

DISTRIBUTION OF SHAREHOLDING BY SIZE

Category	As on 31st March, 2019			
	No. of Shareholders		No. of Shares	
	Total	%	Total	%
1 - 500	47402	88.06	5539999	2.49
501 - 1000	3669	6.82	2685510	1.21
1001 - 2000	1416	2.63	2073249	0.93
2001 - 3000	471	0.87	1222119	0.55
3001 - 4000	172	0.32	615077	0.28
4001 - 5000	144	0.27	669312	0.30
5001 – 10000	253	0.47	1855380	0.84
Above 10000	304	0.56	207512344	93.40
TOTAL	**53831**	**100.00**	**222172990**	**100.00**

SHAREHOLDING PATTERN -DISTRIBUTION BY CATEGORY



Category	As on 31st March, 2019	
	No. of Shares	% to Share Capital
Promoters- Indian	161476042	72.68
Financial Institutions & Mutual Funds	16239366	7.31
Foreign Institutional Investors	17172906	7.73
Private Bodies Corporate	8525322	3.84
NRIs & Foreign Nationals	984885	0.44
Indian Public	17774469	8.00
TOTAL	**222172990**	**100.00**

DEMATERIALISATION OF SHARES

The Company's Equity Shares are tradable compulsorily in electronic form. We have established connectivity with both the depositories, i.e., NSDL and CDSL. The International Securities Identification Number ('ISIN') allotted to the Equity Shares under the Depository System is INE348B01021. The Company has 22,16,99,485 fully paid Equity Shares representing 99.79% of the Company's listed share capital which are held in dematerialized form as on 31st March, 2019. To enable us to serve our Shareholders better, we request our Shareholders whose shares are in physical mode to dematerialise shares and to update their bank accounts and e-mail IDs with their respective DPs.

Bifurcation of shares held in physical and demat form as on 31st March, 2019

Particulars	No. of Shares	% to Share Capital #
Physical	473505	0.21
Demat *		
- NSDL (A)	191534558	86.21
- CDSL (B)	30164927	13.58
TOTAL (A + B)	221699485	99.79
TOTAL	**222172990**	**100.00**

* includes entire Promoters' shareholding.
# does not include forfeited share capital

LIQUIDITY

The Company's Equity Shares are actively traded shares on the NSE and BSE. Relevant data for the average daily turnover for the financial year 2018-19 is given below:

Particulars	NSE	BSE	Total
Shares (nos.)	239870	24593	264463
Value (in ₹ Lac)	526.28	57.60	583.88

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

Dividends which remains unpaid/unclaimed for a period of Seven years from the date of transfer to the unpaid dividend account are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF). The Company regularly sends reminder letters through electronic and/or physical means to all those shareholders whose dividend are lying unpaid/unclaimed for any year/(s) during the last seven years indicating that the unclaimed amount will be transferred to the IEPF, if not claimed by the shareholders before the due date of transfer to the said Fund. Further, the details of dividend unclaimed by the Members as on date of last Annual General Meeting, for the past years which have not yet been transferred to IEPF are readily available for view by the Members on the website of the Company www.centuryply.com. The Company has also uploaded these details on the website of the IEPF Authority, www.iepf.gov.in.

UNCLAIMED SHARES

In terms of Regulation 39 of the Listing Regulations, the Company reports the details as prescribed under Schedule V of the Listing Regulations, in respect of unclaimed shares transferred to the suspense account, 'Century Plyboards (India) Limited- Unclaimed Shares Suspense Account':

Particulars	No. of Shareholders	No. of Shares
Aggregate number of Shareholders and outstanding shares held in the Unclaimed Suspense Account as on 1st April, 2018	8	14250
Number of Shareholders and outstanding shares transferred to Unclaimed Suspense Account during the year	Nil	Nil
Number of shareholders who approached the Company for transfer of shares from Unclaimed suspense account during the year	2	3000
Number of shareholders to whom shares were transferred from suspense account during the year	2	3000
Number of Shareholders and outstanding shares transferred to IEPF Demat Account during the year	1	5000
Aggregate number of shareholders and outstanding shares held in the Unclaimed Suspense Account as on 31st March, 2019	5	6250

Voting rights in respect of the aforesaid 6250 shares held in the Unclaimed Suspense Account will remain frozen till the time such shares are transferred from the Unclaimed Suspense Account to the concerned Shareholders / legal heirs.

TRANSFER OF SHARES IN RESPECT OF WHICH DIVIDEND REMAINED UNCLAIMED/ UNPAID FOR SEVEN CONSECUTIVE YEARS OR MORE

Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') requires that all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to the Investor Education and Protection Fund (ÏEPF").

Further, shares in respect of such dividends which have not been claimed for a period of 7 consecutive years are also liable to be transferred to the demat account of the IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares. The Company sends periodical reminders to the shareholders to claim their dividends in order to avoid transfer of dividends/shares to IEPF Authority. Details of unclaimed dividends and shareholders whose shares are liable to be transferred to the IEPF Authority are uploaded in 'Transfer of shares to IEPF' section on the Company's website www.centuryply.com/investors.

During the year, in view of the above, the Company has transferred 6513 shares held by 29 shareholders to the demat account of IEPF authority. Altogether till date, 67963 shares held by 328 shareholders have been transferred to the demat account of IEPF authority. The voting rights on shares transferred to the IEPF Authority shall remain frozen till the rightful owner claims the shares.

The members who have a claim on above dividends and shares may claim the same from IEPF Authority by submitting an online application in the prescribed Form No. IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same, duly signed to the Company, along with requisite documents enumerated in the Form No. IEPF-5. No claims shall lie against the Company in respect of the dividend/shares so transferred.

CREDIT RATINGS

Credit Rating by ICRA
Long term credit facilities : 'AA-' with 'Stable' outlook
Short term credit facilities : A1+
Commercial Paper : A1+

The rating of AA indicates high degree of safety regarding timely servicing of financial obligations and very low credit risk. A 'Stable' outlook indicates expected stability (or retention) of the credit ratings in the medium term on account of stable credit risk profile of the entity in the medium term. The rating of A1+ indicates very strong degree of safety regarding timely payment of financial obligations and carries the lowest credit risk.

OUTSTANDING GDR/ ADR/ WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY

The Company has never issued any GDR/ ADR/ warrants or any convertible instruments.

COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES:

FOREIGN CURRENCY EXPOSURE AND ITS HEDGING:

The Company has following foreign exchange exposure in its books

a) Liability towards imports for purchases for goods and services.

b) Liability towards foreign currency loans such as Buyers Credit, Foreign Currency Term Loans, etc.

c) Forex exposure in terms of receivables against its exports made to various countries.

Your Company has managed the foreign exchange risk with appropriate hedging activities in accordance with policies of the Company. The Company uses forward exchange contracts to hedge against its foreign currency exposures.

COMMODITY PRICE RISK AND COMMODITY HEDGING

Commodities form a major part of the raw materials required for Company's Products portfolio and hence Commodity price risk is one of the important market risk for the Company. Majority of the Company's payables and receivables are in US Dollars or Euro and due to fluctuations in foreign exchange prices, it is subject to foreign exchange risks. Your Company has mechanisms in place to ensure that the organisation is adequately protected from the market volatility in terms of price and availability. Presently, the Company does not hedge its exposure to commodity price risks.

PLANT LOCATIONS

A	Veneer and Plywood	Kolkata Unit Kanchowki, Bishnupur, District: 24Parganas (S), West Bengal
		Chennai Unit
		Chinnappolapuram, Gummidipoondi, Tamil Nadu
		Karnal Unit
		Rambha Road, Taraori, Haryana
		Cent Ply & Purbanchal Timber Industries (Guwahati Units)
		Mirza Palasbari Road, Kamrup, Assam
		Kandla Unit
		Village Moti Chirai, Taluka Bhachau, Kachchh, Gujarat
B	Particle Board	Chinnappolapuram, Gummidipoondi, Tamil Nadu
C	MDF	Village Doulowal, Tehsil and District Hoshiarpur, Punjab
D	Laminate	Kanchowki, Bishnupur, District:24 Parganas (S), West Bengal
E	Logistics	Century Sonai CFS Block-B & C, Sonai, Khidderpore, Kolkata, West Bengal
		Century Jinjira Pole CFS Hide Road, Brace Bridge, Khidderpore, Kolkata, West Bengal

ADDRESS FOR CORRESPONDENCE

Company Secretary & Compliance Officer
Century Plyboards (India) Limited
'Century House', P-15/1, Taratala Road, Kolkata - 700088
Phone : 033-39403950
Fax : 033- 24015556
Email : sundeepj@centuryply.com
Website : www.centuryply.com
E Mail ID for Investors Grievances : investors@centuryply.com

For and on behalf of the Board of Directors

Sajjan Bhajanka
(DIN: 00246043)
Chairman and Managing Director

Kolkata, 27th May, 2019

CERTIFICATE BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

To
The Board of Directors
Century Plyboards (India) Ltd.
P-15/1, Taratala Road,
Kolkata - 700088

We, the undersigned, in our respective capacities as Chief Executive Officer and Chief Financial Officer of Century Plyboards (India) Limited ("the Company"), certify that:

a. We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2019 and to the best of our knowledge and belief, state that:

    i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.

    ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b. To the best of our knowledge and belief, none of the transactions entered into by the Company during the year ended 31st March, 2019 are fraudulent, illegal or violative of the Company's code of conduct.

c. We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting. We have disclosed to the Auditors and the 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 propose to take to rectify these deficiencies.

d. We have indicated, wherever applicable, to the Auditors and Audit Committee:

    i) significant changes, if any, in the internal control over financial reporting during the year;

    ii) significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and

    iii) instances of significant fraud, if any, 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 financial reporting.

Sanjay Agarwal
CEO & Managing Director

Arun Kumar Julasaria
Chief Financial Officer

Kolkata, 27th May, 2019

CERTIFICATE ON CORPORATE GOVERNANCE OF CENTURY PLYBOARDS (INDIA) LIMITED

To
The Members,
CENTURY PLYBOARDS (INDIA) LIMITED

We have examined the compliance of conditions of Corporate Governance by **Century Plyboards (India) Limited** ("the Company") for the year ended on 31st March, 2019, as stipulated in Chapter IV and Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The compliance of conditions of Corporate Governance is the responsibility of the Management of the Company. 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 the Corporate Governance as stipulated in the said Clause and/or Regulations. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our knowledge, information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Chapter IV and Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

We state that such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **MKB & Associates**
Company Secretaries

Manoj Kumar Banthia
(Partner)
ACS no. 11470
COP no. 7596
FRN: P2010WB042700

Date: 27.05.2019
Place: Kolkata

CERTIFICATE FROM A COMPANY SECRETARY IN PRACTICE THAT NONE OF THE DIRECTORS ON THE BOARD OF CENTURY PLYBOARDS (INDIA) LIMITED HAVE BEEN DEBARRED OR DISQUALIFIED

To
The Members,
CENTURY PLYBOARDS (INDIA) LIMITED

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by **CENTURY PLYBOARDS (INDIA) LIMITED** having its Registered office at P - 15/1, Taratala Road, Kolkata - 700088, West Bengal ("the Company"), the information provided by the Company, its officers, agents and authorized representatives and based on the verification of the Ministry of Corporate Affair's website, we hereby report that during the Financial Year ended on March 31, 2019, in our opinion, none of the Director on the Board of the Company have been debarred or disqualified from being appointed or continuing as director of the Company by Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such Statutory authority.

For **MKB & Associates**
Company Secretaries

Manoj Kumar Banthia
(Partner)
ACS no. 11470
COP no. 7596
FRN: P2010WB042700

Date: 27.05.2019
Place: Kolkata

CENTURYPLY®

INDEPENDENT AUDITOR'S REPORT

To,
The Members of
CENTURY PLYBOARDS (INDIA) LIMITED

Independent Auditor's Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone financial statements of **Century Plyboards (India) Limited** ("the Company"), which comprise the balance sheet as at March 31 2019, the statement of profit and loss, (including the statement of other comprehensive income), the cash flow statement and the statement of changes in equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone financial statements").

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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("IND AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the Standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

Descriptions of Key Audit Matter	How we addressed the matter in our audit
A. Valuation of inventories Refer to note 10 to the financial statements. The Company is having Inventory of ₹ 40,097.45 Lacs as on 31st March 2019. Inventories are to be valued as per IND AS 2. As described in the accounting policies in note 2.1(j) to the financial statements, inventories are carried at the lower of cost and net realisable value. As a result, the management applies judgment in determining the appropriate provisions against inventory of Stores, Raw Material, Finished goods and Work in progress based upon a detailed analysis of old inventory, net realisable value below cost based upon future plans for sale of inventory.	We obtained assurance over the appropriateness of the management's assumptions applied in calculating the value of the inventories and related provisions by: • Completed a walkthrough of the inventory valuation process and assessed the design and implementation of the key controls addressing the risk. • Verifying the effectiveness of key inventory controls operating over inventories; including sample based physical verification. • Physically observing inventory measurement and count procedure carried out by the management. • Verifying for a sample of individual products that costs have been correctly recorded. • Comparing the net realisable value to the cost price of inventories to check for completeness of the associated provision. • Reviewing the historical accuracy of inventory provisioning and the level of inventory write-offs during the year. Our Observation: Based on the audit procedures performed we did not identify any material exceptions in the Inventory valuation.

Descriptions of Key Audit Matter	How we addressed the matter in our audit
B. Revenue Recognition- The accuracy of amounts recorded as revenue is an inherent risk due to the complexity involved. The application of revenue recognition accounting standards IND AS 115 involves a number of judgments and estimates. Refer note no 2.3 (h). In addition, disclosure is required of the impact of the new standard on revenue recognition, IND AS 115, which is effective from 1st April 2018. In view of the complexity of the revenue recognition under IND AS 115 and the judgments and estimates involved the recognition of revenue was a matter of most significance to our audit.	As part of our audit, we understood the Company's policies and processes, control mechanisms and methods in relation to the revenue recognition and evaluated the design and operative effectiveness of the financial controls from the above through our test of control procedures. • Tested a sample of sales transactions for compliance with the Company's accounting principles to assess the completeness, occurrence and accuracy of revenue recorded • performing procedures to ensure that the revenue recognition criteria adopted by Company for all major revenue streams is appropriate and in line with the Company's accounting policies. • We tested the company's system generated reports, based on which revenue is accrued at the year end, and performed tests of details on the accrued revenue and accounts receivable balances recognized in the balance sheet at the year end. Our tests of detail focused on transactions occurring within proximity of the year end and obtaining evidence to support the appropriate timing of revenue recognition, based on terms and conditions set out in sales contracts and delivery documents We considered the appropriateness and accuracy of any cut-off adjustments. • Reviewed the process of determining performance obligation and management estimates of discounts / incentives to ensure that revenue is recognized at transaction price. • Traced disclosure information to accounting records and other supporting documentation. Our Observation: Based on the audit procedures performed we did not identify any material exceptions in the revenue recognition.

Information Other than the Standalone financial statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the annual reports, but does not include the standalone financial statements and our auditor's report thereon.

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

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

Management's Responsibility for the Financial Statements

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the Standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

Report on Other Legal and Regulatory Requirements

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

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

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

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

   (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

   (d) In our opinion, the aforesaid Standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time;

   (e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164(2) of the Act;

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

(g) In our opinion, the managerial remuneration for the year ended March 31, 2019 has been paid/ provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act; and

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

I. The Company has disclosed the impact of pending litigations on its financial position in its Standalone financial statements– Note 33 (ii) 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.

III. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Singhi & Co.
Chartered Accountants
Firm's Registration No.302049E

(Rajiv Singhi)
Partner
Membership No. 053518

Place: Kolkata
Date: May 27, 2019

Annexure 'A' to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Century Plyboards (India) Limited of even date)

i. In respect of the Company's fixed assets:

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

b. As explained to us, fixed assets have been physically verified during the year by the management as per phased program of verification and no material discrepancies have been noticed on such physical verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the company and the nature of its assets.

c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

ii. The physical verification of inventory excluding inventories in transit have been conducted at reasonable intervals by the Management during the year. The discrepancies noted on physical verification of inventory as compared to book records were not material.

iii. According to the information and explanations given to us, the Company has not granted any loan to parties covered in the register maintained under section 189 of the Companies Act, 2013. Thus, paragraph 3(iii) of the Order is not applicable.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans, investments made and providing guarantees and securities, as applicable.

v. The Company has not accepted deposits from public within the meaning of section 73,74, 75,76 of the Act and the Rules framed there under to the extent notified

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

vii. According to the information and explanations given to us and on the basis of our examination of the books of account:

a. The Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employee's State Insurance, Income Tax, Customs Duty, Goods and Service tax, Cess and other statutory dues with the appropriate authorities. According to the information and explanations given to us and the records of the Company examined by us, no undisputed statutory dues as above were outstanding as at March 31, 2019 for a period of more than six months from the date they became payable

b. According to the information and explanation given to us, the dues of sales tax, income tax and duty of excise and service tax which have not been deposited on account of any dispute and the forum where the dispute is pending as on March 31, 2019 are as under:

Name of the statute	Nature of dues	Amount (Rs. In Lakh)	Year	Forum where dispute is pending
Various State Sales tax/VAT	Sales tax/VAT	1,625.50	1990-91 to 2016-17	Assistant/Deputy/Joint/Additional Commissioner & Revision Board
Central Sales Tax Act, 1956	Central Sales tax	41.51	2004-05 to 2014-15	Commissioner (Appeals)
Finance Act, 1994	Service tax	595.62	2010-11 to 2016-17	Commissioner (Appeals)/CESTAT
Central Excise Act, 1994	Excise duty	485.97	2008-09 to 2017-18	Commissioner (Appeals)/CESTAT
Income tax Act, 1961	Income tax	119.79	2013-14 to 2015-16	Commissioner of Income tax (Appeals)

viii. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not defaulted in repayment of loans or borrowings to any financial institution, bank or Government. The Company had neither any outstanding debenture at the beginning of the year nor has it issued any debenture during the year.

ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Further the company has not taken any fresh term loan during the year.

x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

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

xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.

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

xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.

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

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.Accordingly , the provisions of Clause 3(xvi) of the Order are not applicable to the company.

For Singhi & Co.
Chartered Accountants
Firm's Registration No.302049E

(Rajiv Singhi)
Partner
Membership No. 053518

Place: Kolkata
Date: May 27, 2019

Annexure 'B' to the Independent Auditor's Report

(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Century Plyboards (India) Limited of even date)

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

We have audited the internal financial controls with reference to financial statement of **Century Plyboards (India) Limited** ("the Company") as of March 31, 2019 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls with reference to financial statement

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

Limitations of Internal Financial Controls with reference to financial statement

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statement and such internal financial controls with reference to financial statement were operating effectively as at March 31, 2019, based on the internal control with reference to financial statement criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Singhi & Co.
Chartered Accountants
Firm's Registration No.302049E

(Rajiv Singhi)
Partner
Membership No. 053518

Place: Kolkata
Date: May 27, 2019

CENTURYPLY®

Balance Sheet as at 31st March, 2019

₹ in Lac

	Notes	As at 31st March, 2019	As at 31st March, 2018
A ASSETS			
Non Current Assets			
Property, Plant and Equipment	3	72,784.63	54,122.80
Capital Work-in-Progress	3	1,884.03	11,976.31
Intangible Assets	4	75.17	48.23
Intangible Assets under development	4	-	29.41
Investment in Subsidiaries	5	9,745.39	9,602.24
Financial Assets			
Investments	5	33.77	2.02
Loans and Advances	6	1,391.47	1,170.96
Other financial assets	7	1,586.07	1,031.02
Deferred Tax Assets	8	6,150.84	6,902.78
Other Non-Current assets	9	767.71	1,567.18
Total Non Current Assets		**94,419.08**	**86,452.95**
Current Assets			
Inventories	10	40,097.45	33,820.60
Financial Assets			
Trade Receivables	11	29,355.43	31,445.71
Cash and cash equivalents	12	1,957.64	1,568.34
Bank Balances other than Cash and cash equivalents	12	303.58	82.92
Loans and Advances	6	539.87	1,390.19
Current Tax Assets		222.70	516.95
Other financial assets	7	1,528.21	5,408.89
Other Current assets	9	8,227.81	5,241.05
Total Current Assets		**82,232.69**	**79,474.65**
TOTAL ASSETS		**1,76,651.77**	**1,65,927.60**
B. EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	13	2,225.27	2,225.27
Other Equity	14	94,687.37	81,569.71
Total Equity		**96,912.64**	**83,794.98**
Liabilities			
Non Current Liabilities			
Financial Liabilities			
Borrowings	15	13,226.57	16,693.81
Other financial liabilities	16	-	-
Other non-current liabilities	17	55.61	69.69
Provisions	22	195.56	530.72
Total Non Current Liabilities		**13,477.74**	**17,294.22**
Current Liabilities			
Financial Liabilities			
Borrowings	18	33,633.62	33,528.43
Trade Payables			
Dues to micro and small enterprises	19	1,558.34	1,905.46
Dues to other than micro and small enterprises	19	14,692.40	15,737.67
Other Financial Liabilities	20	11,674.42	10,186.86
Contract Liability	20 A	631.28	-
Other Current Liabilities	21	3,119.55	2,848.11
Provisions	22	951.78	631.87
Total Current Liabilities		**66,261.39**	**64,838.40**
Total Liabilities		**79,739.13**	**82,132.62**
TOTAL EQUITY AND LIABILITIES		**1,76,651.77**	**1,65,927.60**
Significant Accounting Policies, Key Judgements, Estimates and Assumptions	2		

The accompanying notes form an integral part of the Standalone Financial Statements 3-49

As per our attached report of even date

For Singhi & Co.
Firm's Registration No. - 302049E
Chartered Accountants

Rajiv Singhi
Partner
Membership No. 053518
Place: Kolkata
Date: 27th May, 2019

For and on behalf of the Board of Directors

Sajjan Bhajanka
Chairman & Managing Director
DIN: 00246043

Sanjay Agarwal
CEO & Managing Director
DIN: 00246132

Arun Kumar Julasaria
Chief Financial Officer

Sundeep Jhunjhunwala
Company Secretary

Statement of Profit and Loss for the year ended 31st March, 2019

₹ in Lac

	Notes	2018-2019	2017-2018
INCOME			
Revenue from Operations	23	2,26,382.60	2,00,203.72
Other Income	24	605.15	668.71
Total Income		**2,26,987.75**	**2,00,872.43**
EXPENSES			
Cost of Materials Consumed	25	94,643.19	73,694.69
Purchase of Stock-in-Trade	26	24,551.67	33,125.23
Changes in inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	26	(1,039.14)	(4,524.82)
Employee Benefits Expense	27	32,769.50	28,393.17
Finance Cost	28	4,457.71	3,267.76
Depreciation and Amortisation Expense	29	4,998.81	8,104.00
Excise Duty	30	-	3,482.34
Other Expenses	31	45,420.39	35,428.97
Total Expenses		**2,05,802.13**	**1,80,971.34**
Profit before Tax		**21,185.62**	**19,901.09**
Tax Expenses			
Current Tax		4,514.77	4,222.83
Less: MAT credit entitlement		1,752.49	95.38
Net Current Tax Expense		2,762.28	4,127.45
Deferred Tax		2,547.36	109.91
Total Tax Expenses		5,309.64	4,237.36
Profit for the year		**15,875.98**	**15,663.73**
Other Comprehensive Income (OCI)			
Items that will not be reclassified to Statement of Profit and Loss			
Re-Measurement gain/(loss) on defined benefit plans		(122.84)	(87.83)
Income tax related to above	8	42.93	30.40
Other Comprehensive Income for the year, net of tax		**(79.91)**	**(57.43)**
Total Comprehensive Income for the year		**15,796.07**	**15,606.30**
Earnings per equity share (nominal value of share ₹ 1/-(Previous Year ₹ 1/-)			
Basic and Diluted (₹)	46	7.15	7.05
Significant Accounting Policies, Key Judgements, Estimates and Assumptions	2		

The accompanying notes form an integral part of the Standalone Financial Statements 3-49

As per our attached report of even date

For Singhi & Co.
Firm's Registration No.- 302049E
Chartered Accountants

Rajiv Singhi
Partner
Membership No. 053518
Place: Kolkata
Date: 27th May, 2019

For and on behalf of the Board of Directors

Sajjan Bhajanka
Chairman & Managing Director
DIN: 00246043

Sanjay Agarwal
CEO & Managing Director
DIN: 00246132

Arun Kumar Julasaria
Chief Financial Officer

Sundeep Jhunjhunwala
Company Secretary

CENTURYPLY®

Cash Flow Statement for the year ended 31st March, 2019

₹ in Lac

		2018-2019	2017-2018
A.	CASH FLOW FROM OPERATING ACTIVITIES		
	Profit before Tax	21,185.62	19,901.09
	Adjustments for:		
	Depreciation/Amortisation	4,998.81	8,104.00
	Finance Cost	4,457.71	3,267.76
	Irrecoverable Debts & Advances Written Off	148.57	13.71
	Unspent/Unclaimed Balances Written Back	(5.08)	(0.06)
	(Profit)/Loss on disposal of Property, Plant and Equipment	(92.16)	(13.15)
	Net gain on Sale of Investments carried at FVTPL	-	(170.35)
	Interest Income from financial assets at amortised cost	(402.54)	(391.69)
	Provision for Doubtful Debts provided / (written back)	38.34	48.29
	Unrealised Foreign Exchange Fluctuations Loss/(Gain)	640.18	477.44
	Operating Profit before Working Capital changes	**30,969.45**	**31,237.04**
	Adjustments for:		
	(Increase)/Decrease in Trade Receivables	1,868.96	2,030.54
	(Increase)/Decrease in Inventories	(6,276.85)	(7,437.54)
	(Increase)/Decrease in Financial Assets	1,063.42	5,217.45
	(Increase)/Decrease in Other Assets	(112.21)	(439.70)
	Increase/(Decrease) in Short Term Provisions	(15.25)	(77.94)
	Increase/(Decrease) in Financial Liabilities	882.51	645.35
	Increase/(Decrease) in Other Liabilities	888.12	(911.27)
	Increase/(Decrease) in Trade Payables	(1,235.43)	3,515.47
	Cash Generated from Operations	28,032.72	33,779.40
	Direct Taxes Paid (Net of Refunds)	(5,438.35)	(5,440.66)
	Net Cash generated from Operating Activities	**22,594.37**	**28,338.74**
B.	CASH FLOW FROM INVESTING ACTIVITIES		
	Proceeds/(Outflow) from Margin Money Deposit	(220.14)	3.49
	Purchase of Property, Plant and Equipment	(13,636.25)	(19,231.57)
	Sale of Property, Plant and Equipment	376.97	21.73
	Purchase of Current Investments	-	(27,700.00)
	Purchase of Long Term Investments (Others)	-	(1.97)
	Sale of Current Investment	-	27,870.35
	Share Application Money given (Subsidiaries)	(556.26)	(32.53)
	Loans (Given)/Refunds (net)	850.00	(1,000.00)
	Interest Received	397.07	334.98
	Net Cash used in Investing Activities	**(12,788.61)**	**(19,735.52)**
C.	CASH FLOW FROM FINANCING ACTIVITIES		
	Proceeds from Long Term Borrowings	(179.65)	2,005.88
	Repayment of Long Term Borrowings	(2,951.69)	(450.47)
	Proceeds from Short Term Borrowings	20,169.99	1,091.49
	Repayment of Short Term Borrowings	(20,227.67)	(9,052.66)
	Interest Paid	(3,171.27)	(2,451.98)
	Other Borrowing Cost Paid	(378.28)	(803.67)
	Dividend paid	(2,221.21)	(2,220.46)
	Dividend Tax Paid	(456.68)	(452.29)
	Net Cash (used in)/from Financing Activities	**(9,416.46)**	**(12,334.16)**

Cash Flow Statement for the year ended 31st March, 2019

₹ in Lac

	2018-2019	2017-2018
Net Increase/(Decrease) in Cash and Cash Equivalents (A + B + C)	389.30	(3,730.94)
Cash & Cash Equivalents - Opening Balance	1,568.34	5,299.28
Cash & Cash Equivalents - Closing Balance	1,957.64	1,568.34

The accompanying notes form an integral part of the financial statements

Notes:

1 The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the IND AS 7 on 'Statement of Cash Flow'.

2 Reconciliation between opening and closing balances of liabilities arising from financing activities.

₹ in Lac

Particulars	Liabilities from financing activities		
	Term Loan from Banks & Financial Institutions	Current Borrowings	Finance Lease Obligation
Balance as at 1st April, 2017	**18,027.57**	**41,033.90**	**1,159.52**
Interest accrued but not due as at 1st April, 2017	18.16	110.83	4.26
Cash Flow (Net)	2,005.88	(7,961.17)	(450.47)
Non Cash Changes			
Fair Value Changes			
Forex	32.53	455.70	-
Finance Cost	600.56	2,584.01	83.19
Interest & Other Borrowing Cost Paid	(618.72)	(2,549.48)	(87.45)
Interest & Other Borrowing Cost Paid	-	-	-
Interest accrued but not due as at 31st March, 2018	-	(145.36)	-
Balance as at 1st April, 2018	**20,065.98**	**33,528.43**	**709.05**
Interest accrued but not due as at 1st April, 2018	-	145.36	-
Cash Flow (Net)	(3,558.34)	(57.68)	427.01
Non Cash Changes			
Fair Value Changes			
Forex	614.06	162.87	-
Finance Cost	1,165.23	1,899.38	92.68
Interest & Other Borrowing Cost Paid	(1,126.01)	(1,958.19)	(87.07)
Interest accrued but not due as at 31st March, 2019	(39.22)	(86.55)	(5.61)
Balance as at 31st March, 2019	**17,121.70**	**33,633.62**	**1,136.06**

* Represents amortisation of debt issuance cost relating to Term Loan

3 Previous year's figures have been rearranged and/or regrouped, wherever necessary.

For Singhi & Co.
Firm's Registration No.- 302049E
Chartered Accountants

Rajiv Singhi
Partner
Membership No. 053518
Place: Kolkata
Date: 27th May, 2019

For and on behalf of the Board of Directors

Sajjan Bhajanka
Chairman & Managing Director
DIN: 00246043

Sanjay Agarwal
CEO & Managing Director
DIN: 00246132

Arun Kumar Julasaria
Chief Financial Officer

Sundeep Jhunjhunwala
Company Secretary

CENTURYPLY®

Statement of Changes in Equity for the year ended 31st March, 2019

A) Equity Share Capital

	Nos.	₹ in Lac
On 1st April, 2017 *	22,21,72,990	2,225.27
Changes in equity share capital during the year	-	-
Balance at 31st March, 2018 *	22,21,72,990	2,225.27
Changes in equity share capital during the year	-	-
Balance at 31st March, 2019 *	22,21,72,990	2,225.27

* Includes amount ₹ 3.54 Lac received on forfeited shares (FY 2001-02)

B) Other Equity

₹ in Lac

Particulars	Reserves and Surplus						
	Securities Premium Reserve	Amalgamation Reserve	Surplus in the Statement of Profit and Loss	Capital Redemption Reserve	General Reserve	Retained Earnings	Total
Balance as on 1st April, 2017	1,892.77	317.40	61,903.90	50.00	990.19	3,483.17	68,637.43
Final Dividend for the year 2016-2017	-	-	(2,221.73)	-	-	-	(2,221.73)
Tax on final dividend for the year 2016-2017	-	-	(452.29)	-	-	-	(452.29)
Profit for the year	-	-	15,663.73	-	-	-	15,663.73
Other Comprehensive Income for the year, net of tax:							
Remeasurement gain/(loss) on Defined Benefit Plans	-	-	-	-	-	(57.43)	(57.43)
Balance at 31st March, 2018	1,892.77	317.40	74,893.61	50.00	990.19	3,425.74	81,569.71
Final Dividend for the year 2017-2018	-	-	(2,221.73)	-	-	-	(2,221.73)
Tax on final dividend for the year 2017-2018	-	-	(456.68)	-	-	-	(456.68)
Profit for the year	-	-	15,875.98	-	-	-	15,875.98
Other Comprehensive Income for the year, net of tax:							
Remeasurement gain/(loss) on Defined Benefit Plans	-	-	-	-	-	(79.91)	(79.91)
Balance at 31st March, 2019	1,892.77	317.40	88,091.18	50.00	990.19	3,345.83	94,687.37

The accompanying notes are an integral part of the Standalone Financial Statements.

As per our attached report of even date

For Singhi & Co.
Firm's Registration No.- 302049E
Chartered Accountants

Rajiv Singhi
Partner
Membership No. 053518
Place: Kolkata
Date: 27th May, 2019

For and on behalf of the Board of Directors

Sajjan Bhajanka
Chairman & Managing Director
DIN: 00246043

Sanjay Agarwal
CEO & Managing Director
DIN: 00246132

Arun Kumar Julasaria
Chief Financial Officer

Sundeep Jhunjhunwala
Company Secretary

Notes to Financial Statements as at and for the year ended 31st March, 2019

1. Corporate Information

Century Plyboards (India) Limited (the Company) is a public Company domiciled in India and incorporated under the provisions of the Companies Act, 1956, having its registered office at P-15/1, Taratala Road, Kolkata - 700088. Its shares are listed on National Stock Exchange of India Ltd. and BSE Limited. The Company is primarily engaged in manufacturing and sale of Plywood, Laminates, Decorative Veneers, Medium Density Fiber Boards (MDF), Pre-laminated boards, Particle Board and Flush Doors and providing Container Freight Station (CFS) services. The Company presently has manufacturing facilities near Kolkata, Karnal, Guwahati, Hoshiarpur, Kandla and Chennai. Container Freight station is located near Kolkata port.

2. Significant Accounting Policies, Key Judgements, Estimates and Assumptions

2.1 Basis of Preparation of financial statements

2.1.1 Compliance with IND AS

These financial Statements relate to Century Plyboards (India) Limited. The financial statements have been prepared in accordance with Indian Accounting Standards ("IND AS") as prescribed under Section 133 of the Companies Act 2013 ("the Act"), as notified under the Companies (Indian Accounting Standard) Rules, 2015 and other relevant provision of the Act, to the extent applicable.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The company has applied the following accounting standards and its amendment for the first time for annual reporting period commencing 1st April, 2018.

The Company had to change its accounting policies following the adoption of IND AS 115. Most of the other amendments listed above did not have any impact on the amounts recognized in prior periods and are not expected to significantly affect the current and future periods.

- IND AS 115, Revenue from Contracts with customers
- Amendment to IND AS 20, Accounting for Government Grant and Disclosure of Government Assistance.
- Appendix B, Foreign currency transactions and Advance consideration to IND AS 21, The Effects of change in Foreign Currency Rate
- Amendment to IND AS 12, Income Taxes
- Amendment to IND AS 40, Investment Property
- Amendment to IND AS 28, Investment in Associate and Joint Ventures and IND AS 112, Disclosure of Interest in Other Entities.

The financial statements have been prepared on a historical cost basis, except for certain financial assets measured at fair value as described in accounting policies regarding financial instruments.

The financial statements have been prepared under the historical cost convention on accrual basis except for following assets and liabilities which have been measured at fair value:

- Financial instruments - Measured at fair value;
- Plan assets under defined benefit plans - Measured at fair value; and

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in the financial statement is determined on such a basis, except for share-based payment transactions, leasing transactions and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Inventories or value in use in Impairment of Assets. The basis of fair valuation of these items are given as part of their respective accounting policies.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at the measurement date;

- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The financial statements are presented in Indian Rupees which is the Functional Currency and all values are rounded to nearest Lakhs with two decimal except when otherwise indicated.

2.2 Summary of Significant Accounting Policies

a. Current versus Non-Current Classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in Company's normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when it is:

- Expected to be settled in Company's normal operating cycle
- Held primarily for the purpose of trading
- Due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

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

b. Revenue Recognition

The Company derives revenue principally from sale of Plywood, Laminates, MDF, Particle boards, Decorative Veneers, Flush Doors and CFS services. The Company recognizes revenue when it satisfies a performance obligation in accordance with the provisions of contract with the customer. This is achieved when control of the product has been transferred to the customer, which is generally determined when title, ownership, risk of obsolescence and loss pass to the customer and the Company has the present right to payment, all of which occurs at a point in time upon shipment or delivery of the product. The Company considers shipping and handling activities as costs to fulfil the promise to transfer the related products and the customer payments for shipping and handling costs are recorded as a component of revenue. In certain customer contracts, shipping and handling services are treated as a distinct separate performance obligation and the Company recognises revenue for such services when the performance obligation is completed.

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

For incentives offered to customers/dealers, the Company makes estimates related to customer performance and sales volume to determine the total amounts earned and to be recorded as deductions. The estimate is made in such a manner, which ensures that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The actual amounts may differ from these estimates and are accounted for prospectively. No element of significant financing is deemed present as the sales are made with a credit term, which is consistent with market practice.

In case of related party transactions where related party meets the definition of customer (i.e. a party that has contracted with the

Notes to Financial Statements as at and for the year ended 31st March, 2019

Company to obtain goods or services that are an output of the Company's ordinary activity in exchange for consideration) and the transactions are within the scope of the standard then the revenue is recognised based on the principles of IND AS 115.

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

Interest Income

For all debt instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. Interest income is included in finance income in the statement of profit and loss.

Dividends

Revenue is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

Insurance Claims

Insurance and other claims are accounted for as and when accepted.

c. Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual instalments.

d. Taxes

Tax expense is the aggregate amount included in determination of profit or loss for the period in respect of current tax & deferred tax.

Current Tax

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

Current tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits (MAT Credit Entitlement) and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Mat Credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal Income Tax during the specified period. In the year in which the Minimum Alternative Tax (MAT) credit becomes eligible to be recognised as an asset.The said asset is created by way of credit to Statement of Profit and Loss and shown as MAT credit entitlement. The company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

e. **Property, Plant and Equipment**

Property, Plant and Equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives.

Expenditure directly attributable to expansion projects are capitalised. Administrative, general overheads and other indirect expenditure (including borrowing costs) incurred during the project period which are not related to the project nor are incidental thereto, are charged to Statement of Profit and Loss.

Effective 01 April 2018, depreciation on property, plant and equipment is provided under Straight Line method at the rates determined based on useful lives of the respective assets and residual values which is in line with those indicated in Schedule II of The Companies Act, 2013.

The estimated useful life of the Property Plant and Equipment is given below:-

Asset Group	Useful life (in years)
Factory Building	30
Non-factory Building	60
Plant & Equipment	8-15
Electrical Installation	10
Furniture & Fixtures	10
Office Equipment and Vehicle	5-8
Computers	3

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at the end of each financial year and adjusted prospectively, if appropriate.

f. **Investment Property**

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

All other repair and maintenance costs are recognised in the statement of profit or loss as incurred.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the statement of profit or loss in the period of de-recognition.

g. **Intangible Assets**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment loss, if any.

Notes to Financial Statements as at and for the year ended 31st March, 2019

The Company has intangible assets with finite useful lives.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

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

Intangible assets (Computer Software) are amortised on a Straight Line method over a period of 3 years.

h. Borrowing Costs

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

i. Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Company as a Lessee

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

Finance leases are capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised as finance costs in the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on the borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments as per terms of the agreement are recognised as an expense in the statement of profit and loss.

j. Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and conditions are accounted for as follows:

(i) Raw materials, Stores and Spares: These are valued at lower of cost and net realisable value. However, material and other items held for use in production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

(ii) Finished goods and work in progress: These are valued at lower of cost and net realisable value. Cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity. Cost of finished goods also includes excise duty. Cost is determined on weighted average basis.

Notes to Financial Statements as at and for the year ended 31st March, 2019

(iii) Traded goods: These are valued at lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

k. Impairment of Non-Financial Assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Class of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Non-Financial Assets that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

l. Retirement and other Employee Benefits

Retirement benefit in the form of Provident Fund is a defined contribution scheme and the company recognizes contribution payable to the provident fund scheme as expenditure when an employee renders the related service.

The Company has no obligations other than the contribution payable to the respective funds.

Gratuity liability, being a defined benefit obligation, is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.

Short term compensated absences are provided for based on estimates.

The Company treats accumulated leaves expected to be carried forward beyond twelve months as long term employee benefit for measurement purposes. Such long term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the end of each financial year. The Company does not have an unconditional right to defer the settlement for the period beyond 12 months and accordingly entire leave liability is shown as current liability.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in Other Comprehensive Income in the period in which they occur. Re-measurements are not reclassified to statement of profit or loss in subsequent periods.

m. Foreign Currency Translation

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

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

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

n. Financial instruments

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

Notes to Financial Statements as at and for the year ended 31st March, 2019

Financial Assets

(i) Initial Recognition and Measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the settlement date, i.e., the date that the asset is delivered to or by the Company which generally coincides with the trade date.

(ii) Subsequent Measurement

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

(a) Debt instruments at amortised cost

(b) Equity instruments at fair value through profit or loss (FVTPL)

(c) Equity Instruments in subsidiaries

(a) Debt Instruments at Amortised Cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

(i) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

(ii) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade receivables, cash and bank balances, loans and other financial assets of the company.

(b) Equity Instruments at Fair Value through Profit or Loss (FVTPL)

All equity investments in scope of IND AS 109 are measured at fair value except equity investments in subsidiaries which are measured at cost as per IND AS 27. For equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

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

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

(c) Equity Instruments in subsidiaries

Equity investments in Subsidiaries are carried at Cost, in accordance with option available in IND AS 27 "Separate Financial Statements".

(iii) De-Recognition

A financial asset (or, where applicable, a part of a financial asset) is primarily derecognised (i.e. removed from the Company's balance sheet) when the rights to receive cash flows from the asset have expired.

(iv) Impairment of Financial Assets

In accordance with IND AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of IND AS 11 and IND AS 18.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

As a practical expedient, the Company uses historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates to determine impairment loss allowance on portfolio of its trade receivables.

Financial Liabilities

(i) Initial Recognition and Measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings or payables.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

(ii) Subsequent Measurement

The measurement of financial liabilities depends on their classification, as described below:

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

(iii) De-Recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

(iv) Offsetting of Financial Instruments

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

(v) Derivative Financial Instruments

Initial Recognition and Subsequent Measurement

The Company uses derivative financial instruments, such as forward contracts, interest rate swaps, etc. to hedge its foreign currency risks and interest rate risks and are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to the statement of profit or loss.

o. Fair Value Measurement

The Company measures financial instruments, such as, quoted investments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

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

(i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

(ii) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Notes to Financial Statements as at and for the year ended 31st March, 2019

(iii) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements at fair value on recurring basis the company determines whenever transfers have occurred between levels in the hierarchy by reassessing categorisation at the end of each reporting period and discloses the same.

p. Cash and Cash Equivalents

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

q. Cash Dividend to Equity Holders

The Company recognises a liability to make cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

r. Earning Per Share

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

s. Segment Reporting

The company's operating business segments are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the company operate.

t. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

u. Contingent Liabilities

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

2.3 Critical accounting judgment and key sources of estimation uncertainty

The application of accounting policies requires management to make estimates and judgments in determining certain revenues, expenses, assets, and liabilities. The following paragraphs explains areas that are considered more critical, involving a higher degree of judgment and complexity.

a. **Impairment of non-current assets –** IND AS 36 requires that the Company assesses conditions that could cause an asset or a Cash Generating Unit (CGU) to become impaired and to test recoverability of potentially impaired assets. These conditions include internal and external factors such as the Company's market capitalization, significant changes in the Company's planned use of the assets or a significant adverse change in the expected prices, sales volumes or raw material cost. The identification of CGUs involves judgment, including assessment of where active markets exist, and the level of interdependency of cash inflows. CGU is usually the individual plant, unless the asset or asset group is an integral part of a value chain where no independent prices for the intermediate products exist, a group of plants is combined and managed to serve a common market, or where circumstances otherwise indicate significant interdependencies.

In accordance with IND AS 36, goodwill and certain intangible assets are reviewed at least annually for impairment. If a loss in value is indicated, the recoverable amount is estimated as the higher of the CGU's fair value less cost to sell, or its value in use. Directly observable market prices rarely exist for the Company's assets, however, fair value may be estimated based on recent transactions on comparable assets, internal models used by the Company for transactions involving the same type of assets or other relevant information. Calculation of value in use is a discounted cash flow calculation based on continued use of the assets in its present condition, excluding potential exploitation of improvement or expansion potential.

Determination of the recoverable amount involves management estimates on highly uncertain matters, such as commodity prices and their impact on markets and prices for upgraded products, development in demand, inflation, operating expenses and tax and legal systems. The Company uses internal business plans, quoted market prices and the Company's best estimate of commodity prices, currency rates, discount rates and other relevant information. The Company does not include a general growth factor to volumes or cash flows for the purpose of impairment tests, however, cash flows are generally increased by expected inflation and market recovery towards previously observed volumes.

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

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

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

   Further details about gratuity obligations are given in Note 32.

c. **Environmental liabilities and Asset Retirement Obligation (ARO)** – Estimation of environmental liabilities and ARO require interpretation of scientific and legal data, in addition to assumptions about probability and future costs.

d. **Taxes** – The Company calculates income tax expense based on reported income. Deferred income tax expense is calculated based on the differences between the carrying value of assets and liabilities for financial reporting purposes and their respective tax basis that are considered temporary in nature. Valuation of deferred tax assets is dependent on management's assessment of future recoverability of the deferred benefit. Expected recoverability may result from expected taxable income in the future, planned transactions or planned tax optimizing measures. Economic conditions may change and lead to a different conclusion regarding recoverability.

e. **Classification of leases** – The Company enters into leasing arrangements for various assets. The classification of the leasing arrangement as a finance lease or operating lease is based on an assessment of several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to purchase and estimated certainty of exercise of such option, proportion of lease term to the asset's economic life, proportion of present value of minimum lease payments to fair value of leased asset and extent of specialized nature of the leased asset.

f. **Useful lives of depreciable/ amortisable assets (tangible and intangible)** - Management reviews its estimate of the useful lives of depreciable/ amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain software, customer relationships, IT equipment and other plant and equipment

g. **Expected Credit Loss Model** – The Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the Financial Assets. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. As a practical expedient, the Company uses historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates to determine impairment loss allowance on portfolio of its trade receivables.

h. **Significant judgments when applying IND AS 115** – Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services. The application of revenue recognition accounting standards is complex and involves a number of key judgements and estimates.

Notes to Financial Statements as at and for the year ended 31st March, 2019

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, price concessions and incentives, if any, as specified in the contract with the customer/dealer. The Company makes estimates related to customer performance and sales volume to determine the total amounts earned and incentive to be recorded as deductions. The Company exercises judgment in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of control to the customer, acceptance of delivery by the customer, etc.

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

Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified, the following new amendments to IND AS which the Company has not applied as they are effective from 1st April, 2019: The Company will adopt new standard and amendment to existing standards with effect from 1st April, 2019.

a. **IND AS 116: Leases –** IND AS 116 will supersede the existing IND AS 17. The new standard provides a comprehensive model to identify lease-arrangements and the treatment thereof in the financial statements of both the lessee and lessor. The new standard requires entities to make more judgments and estimates (e.g., determining when a customer has the right to direct the use of an identified asset, estimating the incremental rate of borrowing) and make more disclosures (e.g., discount rate, weighted average lease term, other qualitative and quantitative information).

IND AS 116 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. IND AS 17 required classifying leases as finance lease and operating lease, the same in not required under IND AS 116. Under IND AS 116, a lessee measures right-of-use assets similarly to other non-financial assets (such as property, plant and equipment) and lease liabilities similarly to other financial liabilities.

On initial application the Company will recognise new assets and liabilities for its operating leases of premises and other assets. The nature of expenses related to those leases will change from lease rent in previous periods to a) amortization change for the right-to-use asset, and b) interest accrued on lease liability.

Requirements with regard to lessor accounting are substantially similar to accounting requirements contained in IND AS 17. Accordingly, a lessor will continue to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

The Company is proposing to use the 'Modified Retrospective Approach' for transitioning to IND AS 116 without adjusting the Comparatives.

The Company is currently evaluating the impact this standard will have on its financial statement.

b. **IND AS 12 Appendix C, Uncertainty over Income Tax Treatments –** Ministry of Corporate Affairs has notified IND AS 12 Appendix 'C' Uncertainty over Income Tax Treatments on 30th March, 2019. According to the appendix, the company need to determine the probability of the relevant tax authority accepting each tax treatment, or the Company of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates. The Company has decided to adjust the cumulative effect in equity on the date of initial application without adjusting comparatives. The effect on adoption of IND AS 12 Appendix C would be insignificant in the financial statements.

c. **Amendment to IND AS 12: Income taxes –** Ministry of Corporate Affairs issued amendments to the guidance in IND AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes accordingly an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with IND AS 12. There is no impact of this amendment on the financial statements.

Notes to Financial Statements as at and for the year ended 31st March, 2019

d. **Amendment to IND AS 19 –** plan amendment, curtailment or settlement- Ministry of Corporate Affairs issued amendments to IND AS 19, 'Employee Benefits', On 30th March, 2019, in connection with accounting for plan amendments, curtailments and settlements. The Company does not have any impact on account of this amendment.

e. **IND AS 23 – Borrowing Costs -** The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Company does not expect any significant impact from this amendment

f. **IND AS 103 – Business Combinations and IND AS 111 – Joint Arrangements -** The amendments to IND AS 103 relating to re-measurement clarify that when an entity obtains control of a business that is a joint operation, it re-measures previously held interests in that business. The amendments to IND AS 111 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business. This amendment are currently not applicable to the Company.

g. **IND AS 109 Prepayment Features with Negative Compensation -** The amendments relate to the existing requirements in IND AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. Company does not expect this amendment to have any impact on its financial statements.

Notes to Financial Statements as at and for the year ended 31st March, 2019

3 : Property, Plant and Equipment

₹ in Lac

	Freehold Land	Factory Buildings	Non-Factory Buildings on Freehold Land	Non-Factory Buildings on Leasehold Land	Storage Yard on Lease Hold Land	Plant & Machinery	Electrical Installations	Furniture & Fixtures	Office Equipment	Computers	Vehicles (a)	Total
COST												
At 1st April, 2017	2,753.71	6,042.81	3,858.92	528.22	2,398.26	14,053.63	992.18	462.68	435.08	462.31	2,190.98	34,178.78
Addition	2,886.29	5,442.68	1,126.95	27.66	-	25,475.63	1,478.52	76.56	208.46	191.03	462.16	37,375.94
Disposals /deductions /adjustment	-	-	-	-	-	4.94	-	2.45	2.21	11.57	5.35	26.52
At 31st March, 2018	5,640.00	11,485.49	4,985.87	555.88	2,398.26	39,524.32	2,470.70	536.79	641.33	641.77	2,647.79	71,528.20
Additions	639.94	2,749.00	7,002.07	478.84	-	7,445.98	1,119.78	1,981.14	1,098.46	426.21	989.10	23,930.52
Disposals /deductions /adjustment	-	9.48	130.10	(24.39)	24.60	111.96	18.82	48.36	61.89	211.34	454.07	1,046.23
At 31st March, 2019	6,279.94	14,225.01	11,857.84	1,059.11	2,373.66	46,858.34	3,571.66	2,469.57	1,677.90	856.64	3,182.82	94,412.49
Depreciation												
At 1st April, 2017	-	959.45	452.36	136.64	929.78	4,841.26	318.72	168.77	236.41	305.89	960.11	9,309.39
charge for the Year	-	802.73	316.31	64.03	491.54	5,294.20	358.16	86.33	122.63	126.93	451.09	8,113.95
Disposals /deductions /adjustment	-	-	-	-	-	2.47	-	0.92	1.49	9.77	3.29	17.94
At 31st March, 2018	-	1,762.18	768.67	200.67	1,421.32	10,132.99	676.88	254.18	357.55	423.05	1,407.91	17,405.40
charge for the Year	-	461.61	310.39	70.18	451.90	2,840.91	246.54	115.91	160.51	102.33	224.99	4,985.27
Disposals /deductions /adjustment	-	8.15	33.80	(18.78)	18.98	100.68	15.22	33.32	54.28	200.28	316.88	762.81
At 31st March, 2019	-	2,215.64	1,045.26	289.63	1,854.24	12,873.22	908.20	336.77	463.78	325.10	1,316.02	21,627.86
Net Block												
At 31st March, 2018	5,640.00	9,723.31	4,217.20	355.21	976.94	29,391.33	1,793.82	282.61	283.78	218.72	1,239.88	54,122.80
At 31st March, 2019	6,279.94	12,009.37	10,812.58	769.48	519.42	33,985.12	2,663.46	2,132.80	1,214.12	531.54	1,866.80	72,784.63

Notes :

a) Vehicles Includes taken on finance lease written down Value ₹ 1330.54 Lac (₹ 932.60 Lac) [Refer Note No. 35(b)].

b) Contractual commitments for acquisition of Property, Plant & Equipment is disclosed in Refer Note No. 33(i)

c) For assets pledged against borrowings Refer Note No. :15&18

Capital Work in Progress

₹ in Lac

	31st March, 2019	31st March, 2018
Carrying value at the beginning of the year	11976.31	28394.57
Addition during the year	1119.67	12163.78
Capitalised during the year	10883.51	28539.30
Deduction/ Adjustment during the year	328.44	42.74
Carrying value at the end of the year	1884.03	11976.31

Notes to Financial Statements as at and for the year ended 31st March, 2019

3. Property, Plant and Equipment

₹ in Lac

Particulars	Freehold Land	Factory Buildings	Non-Factory Buildings on Freehold Land	Plant & Machinery	Electrical Installations	Furniture & Fixtures	Office Equipment	Computers	Vehicles	Total
As at 1st April, 2017	2,631.10	6,680.73	3,941.73	14,039.77	911.71	19.13	22.17	25.89	122.34	28,394.57
Addition	310.06	2,110.12	4,597.85	4,886.47	219.90	7.28	16.98	15.12	-	12,163.78
Transfer to PPE	2,546.92	7,012.92	803.68	16,851.18	1,105.96	21.34	33.95	41.01	122.34	28,539.30
Deduction/ Adjustment	-	-	42.74	-	-	-	-	-	-	42.74
As at 31st March, 2018	**394.24**	**1,777.93**	**7,693.16**	**2,075.06**	**25.65**	**5.07**	**5.20**	**-**	**-**	**11,976.31**
As at 1st April, 2018	394.24	1,777.93	7,693.16	2,075.06	25.65	5.07	5.20	-	-	11,976.31
Addition	-	188.66	245.08	654.05	-	11.17	-	20.71	-	1,119.67
Transfer to PPE	394.24	1,536.94	7,662.12	1,254.29	25.65	5.07	5.20	-	-	10,883.51
Deduction/ Adjustment		148.19	-	180.25						328.44
As at 31st March, 2019	**-**	**281.46**	**276.12**	**1,294.57**	**-**	**11.17**	**0.00**	**20.71**	**-**	**1,884.03**

4. Intangible Assets

₹ in Lac

	Computer Software
COST	
At 1st April, 2017	295.46
Addition	14.02
Written off/Disposed	-
At 31st March, 2018	309.48
Addition	41.88
Written off/Disposed	22.08
At 31st March, 2019	**329.28**
Amortisation	
At 1st April, 2017	224.03
charge for the Year	37.22
Written off/Disposed	-
At 31st March, 2018	261.25
charge for the Year	13.54
Written off/Disposed	20.68
At 31st March, 2019	**254.11**
Net Block	
At 31st March, 2018	48.23
At 31st March, 2019	**75.17**

INTANGIBLE ASSETS UNDER DEVELOPMENT

₹ in Lac

Particulars	Software
As at 1st April, 2017	27.68
Addition	29.41
Transfer to PPE	27.68
Deduction/ Adjustment	-
As at 31st March'2018	29.41
As at 1st April, 2018	29.41
Addition	-
Transfer to PPE	29.41
Deduction/ Adjustment	-
As at 31st March'2019	-

Notes to Financial Statements as at and for the year ended 31st March, 2019

5. INVESTMENTS

₹ in Lac

	Face Value ₹ per share	No. of Shares	31st March, 2019	31st March, 2018
Non-Current Investments at fair value through profit or loss (FVTPL)				
Unquoted Equity Instruments				
(i) Investments In Subsidiaries (at cost)				
Auro Sundram Ply & Door Pvt. Ltd.	10	510000	231.80	231.80
Century MDF Ltd.	10	300000	30.00	30.00
Century Ply (Singapore) Pte Ltd.	USD-1	5496926	3,674.61	3,532.67
Centuryply Myanmar Pvt. Ltd.	Kyat 1,00,000/-	78800	4,938.93	4,938.93
Century Gabon SUARL	FCFA 10000/-	100	1.21	-
Ara Suppliers Pvt. Ltd.	10	1422091	142.21	142.21
Arham Sales Pvt. Ltd.	10	1422091	142.21	142.21
Adonis Vyaper Pvt. Ltd.	10	1422091	142.21	142.21
Apnapan Viniyog Pvt. Ltd.	10	1422091	142.21	142.21
Century Infotech Ltd.	10	3000000	300.00	300.00
Sub-total			**9,745.39**	**9,602.24**
(ii) Investments In Others (at FVTPL)				
OPG Power Generation Pvt. Ltd.	10	-	-	2.02
		(17600)		
Watsun Infrabuild Pvt. Ltd.	10	320223	32.02	-
Association of Indian Panelboard Manufacturer	10	500	0.50	-
Indian Laminate Manufacturer's Association	1000	125	1.25	-
Sub-total			**33.77**	**2.02**
TOTAL			9,779.16	9,604.26

6. Loans and Advances (at amortised cost)

Unsecured considered good

₹ in Lac

	Non Current		Current	
	31st March, 2019	31st March, 2018	31st March, 2019	31st March, 2018
Security Deposits	1,391.47	1,170.96	89.87	90.19
Loans:				
- To a Body corporate	-	-	150.00	1,000.00
- To a Subsidiary Company (Refer Note No. 41)	-	-	300.00	300.00
Total	1,391.47	1,170.96	539.87	1,390.19

Notes to Financial Statements as at and for the year ended 31st March, 2019

7. Other Financial Assets(At Amortised Cost)

Unsecured considered good ₹ in Lac

	Non Current		Current	
	31st March, 2019	31st March, 2018	31st March, 2019	31st March, 2018
Unsecured considered good				
Advances recoverable in cash or kind	-	-	935.62	5,004.73
Other Receivables	-	-	421.83	277.57
Share Application Money				
- To Subsidiary Companies	1,586.07	998.49	-	-
- To Others	-	32.53		
Interest accrued on Loans, Deposits etc.	-	-	113.35	107.88
Insurance Claim Receivable	-	-	57.41	18.71
Total	**1,586.07**	**1,031.02**	**1,528.21**	**5,408.89**
Due from officer of the Company	**-**	**-**	**7.00**	**-**

8. Income Tax

₹ in Lac

	31st March, 2019	31st March, 2018
(i) Current income tax recognised in Statement of Profit & Loss		
Current income tax	4,514.77	4,222.83
MAT credit entitlement	(1,752.49)	(95.38)
Deferred tax:	2,547.36	109.91
Income tax expense reported in the statement of profit or loss	**5,309.64**	**4,237.36**
(ii) Current Tax recognised for Other Comprehensive Income (OCI)		
Tax on net loss(gain) on remeasurement of defined benefit plan	42.93	30.40
	42.93	**30.40**
(iii) Reconciliation of estimated Income Tax Expenses at Indian Statutory Income Tax Rate to Income tax Expenses reported in the Statement of Profit & Loss		
Accounting profit before income tax	21,185.62	19,901.09
At India's statutory income tax rate	34.61%	34.61%
Estimated Income tax Expenses	7,332.34	6,887.77
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense		
Income exempted from tax (80IA, 80IE)	(2,146.38)	(2,649.82)
Others	123.68	(0.59)
Income tax expense reported in the statement of profit and loss	5,309.64	4,237.36
(iv) Deferred Tax Assets		
Impact of expenditure charged to the Statement of Profit and Loss in the current year but allowed for tax purposes on payment basis	750.93	746.41
Property, Plant & Equipment: Impact of difference between tax depreciation and depreciation/ amortisation charged for the financial reporting	(1,965.93)	545.89
Provision for doubtful debts and advances	313.02	310.15
	(901.98)	**1,602.45**
Minimum Alternate Tax Credit Entitlement	7,052.82	5,300.33
Deferred Tax Asset	**6,150.84**	**6,902.78**

Notes to Financial Statements as at and for the year ended 31st March, 2019

8. Income Tax (contd.)

₹ in Lac

	31st March, 2019	31st March, 2018
(v) Deferred Tax (Net) Recognised in Total Comprehensive Income		
a) Impact of expenditure charged to the Statement of Profit and Loss in the current year but allowed for tax purposes on payment basis	4.52	68.39
b) Property, Plant & Equipment: Impact of difference between tax depreciation and depreciation/ amortisation charged for the financial reporting	(2,511.81)	(194.14)
c) Provision for doubtful debts and advances	2.85	46.23
d) Minimum Alternate Tax Credit Entitlement*	1,752.49	95.38
	(751.95)	**15.86**

*The Company enjoys tax holiday benefit in respect of its certain units under section 80IA and 80IE of the Income Tax Act, 1961 (Act) and accordingly at present is paying Minimum Alternative Tax (MAT) under Section 115JB of the Act. Utilisation of such MAT credit would commence immediately upon completion of the Tax holiday period and the management is certain that there will be sufficient taxable profit to utilise the MAT credit recognised in the books of accounts.

(vi) Movement in deferred tax assets and liabilities:

₹ in Lac

Particulars	As at 1st April, 2017	Recognised in Statement of Profit & Loss	Recognised in OCI	As at 31st March, 2018	Recognised in Statement of Profit & Loss	Recognised in OCI	As at 31st March, 2019
Deferred Tax Assets/(Liablities)							
Impact of expenditure charged to the Statement of Profit and Loss in the current year but allowed for tax purposes on payment basis	678.02	37.99	30.40	746.41	(38.41)	42.93	750.93
Property, Plant & Equipment: Impact of difference between tax depreciation and depreciation/ amortisation charged for the financial reporting	740.03	(194.14)	-	545.89	(2,511.82)	-	(1,965.93)
Provision for doubtful debts and advances	263.91	46.24		310.15	2.87		313.02
	1,681.96	**(109.91)**	**30.40**	**1,602.45**	**(2,547.36)**	**42.93**	**(901.98)**
Minimum Alternate Tax Credit Entitlement	5,204.95	95.38	-	5,300.33	1,752.49	-	7,052.82
Deferred Tax Asset	**6,886.91**			**6,902.78**			**6,150.84**

9. Other Assets

₹ in Lac

	Non Current		Current	
	31st March, 2019	31st March, 2018	31st March, 2019	31st March, 2018
Anti Dumping Duty Receivable (Refer Note No. 40)	-	-	176.66	176.66
Capital Advances Against Property, Plant & Equipment	297.47	843.40	-	-
Advance to Vendors	-	-	5,610.01	-
Deposits against Demand under Disputes	-	-	114.03	91.52
Balance with Statutory/Government Authorities	-	-	-	2,678.75
Central/State Government Subsidies Receivable	-	-	1,717.79	1,788.54
Prepaid Expenses	470.24	723.78	609.32	505.58
Total	**767.71**	**1,567.18**	**8,227.81**	**5,241.05**

Notes to Financial Statements as at and for the year ended 31st March, 2019

10. Inventories

₹ in Lac

	Notes	31st March, 2019	31st March, 2018
(At Lower of Cost and Net Realisable Value)			
Raw Materials	25	19,114.37	14,630.56
Work-in-Progress	26	4,139.52	3,381.91
Stock in Trade	26	3,422.43	4,603.40
Finished Goods	26	10,390.32	8,927.82
Stores & Spares Parts, etc.		3,030.81	2,276.91
Total		**40,097.45**	**33,820.60**
Note:-			
The above includes Stock-in-Transit			
Raw Materials		1,285.22	1,099.18
Stores		-	326.57
Stock in Trade		635.54	1,226.84
Inventories are pledged against the cash credit limit obtained by the Company.			

11. Trade Receivables

₹ in Lac

	31st March, 2019	31st March, 2018
Trade Receivables (Unsecured)		
Considered Good	29,355.43	31,445.71
Considered Doubtful	895.76	887.57
Having significant increase in credit risk	-	-
Credit impaired	-	-
	30,251.19	**32,333.28**
Less: Allowances	895.76	887.57
Total	**29,355.43**	**31,445.71**
Refer Note No. 41 for Related Party disclosure		
Trade receivables are pledged against the cash credit limit obtained by the Company.		
Trade receivables are non-interest bearing and are generally on terms of 45 days.		
No debts are due from Directors or Other Officers of the company		

12. Cash and Bank Balances

₹ in Lac

	31st March, 2019	31st March, 2018
(i) Cash and Cash Equivalents		
Cash on hand	43.48	30.66
Balances with Banks		
On Current accounts	1,812.00	1,023.12
Deposits with Original Maturity of less than three months	-	500.00
Cheques/Drafts on hand	102.16	14.56
Total	**1,957.64**	**1,568.34**
Note: There is no repatriation restrictions with regard to cash and cash equivalent as at the end of the reporting period and prior periods		
(ii) Bank Balances other than Cash and cash equivalents		
Margin Money Deposits with Original Maturity of more than 3 months but less than 12 months	280.39	60.25
Unpaid Dividend Account	23.19	22.67
Total	**303.58**	**82.92**

Notes to Financial Statements as at and for the year ended 31st March, 2019

13. Equity Share Capital

₹ in Lac

	31st March, 2019	31st March, 2018
Authorised		
65,05,00,000 (65,05,00,000 as at 31st March, 2018) Equity Shares of ₹ 1/- each	6,505.00	6,505.00
15,00,000 (15,00,000 as at 31st March, 2018) Preference Shares of ₹ 10/- each	150.00	150.00
50,000 (50,000 as at 31st March, 2018) Preference Shares of ₹ 100/- each	50.00	50.00
Total	**6,705.00**	**6,705.00**
Issued		
22,35,52,990 (22,35,52,990 as at 31st March, 2018) Equity Shares of ₹ 1/- each	2,235.53	2,235.53
Total	**2,235.53**	**2,235.53**
Subscribed and Paid up		
22,21,72,990 (22,21,72,990 as at 31st March, 2018) Equity Shares of ₹ 1/- each	2,221.73	2,221.73
Add: Amount received on forfeited shares(FY 2001-02)	3.54	3.54
Total	**2,225.27**	**2,225.27**

a) There is no change in number of shares in current year and last year.

b) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity Shares	31st March, 2019		31st March, 2018	
	No. of Shares	₹ in Lac	No. of Shares	₹ in Lac
At the beginning of the year	22,21,72,990	2,221.73	22,21,72,990	2,221.73
Issued during the year	-	-	-	-
Outstanding at the end of the year	22,21,72,990	2,221.73	22,21,72,990	2,221.73

c) Terms/Rights attached to the Equity Shares

The company has only one class of equity shares having par value of ₹ 1/- per share. Each holder of equity shares is entitled to one vote per share.

The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the Annual General Meeting, except in case of interim dividend. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts in proportion to their shareholdings.

d) The Company does not have any Holding/ Ultimate Holding Company. As such, no shares are held by them or their Subsidiaries/ Associates

e) Details of Shareholders holding more than 5% shares in the company

	31st March, 2019		31st March, 2018	
	No. of Shares	% holding	No. of Shares	% holding
Sri Sajjan Bhajanka	2,57,34,402	11.58%	2,50,32,954	11.27%
Sri Sanjay Agarwal	2,47,56,383	11.14%	2,41,50,124	10.87%
Smt. Divya Agarwal	1,67,49,750	7.54%	1,67,49,750	7.54%
Smt. Santosh Bhajanka	1,54,49,500	6.95%	1,54,49,500	6.95%
Sri Vishnu Khemani	1,27,47,000	5.74%	1,26,09,646	5.68%

As per records of the Company, including its register of members as at 31st March, 2019, the above shareholding represents legal ownerships of shares.

f) There are NIL (Previous year NIL) shares reserved for issue under option and contracts/commitment for the sale of shares/disinvestment.

g) During the period of five years immediately preceding the reporting date:

i. No shares were issued for consideration other than cash

ii. No bonus shares were issued

iii. No shares were bought back

Notes to Financial Statements as at and for the year ended 31st March, 2019

13. Equity Share Capital (contd.)

h) There are NIL (Previous year NIL) securities convertible into Equity/ Preference Shares.

i) There are NIL (Previous year NIL) calls unpaid including calls unpaid by Directors and Officers as on the balance sheet date.

j) No shares were forfeited during the year or during the previous year.1,38,000 equity shares of ₹ 10/-each (post split 13,80,000 equity shares of ₹ 1 each) on which ₹ 3.54 Lac had been paid up, were forfeited in the year 2001-2002

14. Other Equity

₹ in Lac

	31st March, 2019	31st March, 2018
Amalgamation Reserve	317.40	317.40
Securities Premium Reserve	1,892.77	1,892.77
General Reserve	990.19	990.19
Capital Redemption Reserve	50.00	50.00
Total	**3,250.36**	**3,250.36**
Retained Earnings		
Balance at the beginning of the year	78,319.35	65,387.07
Item of the Other Comprehensive Income recognised in retained earnings.	(79.91)	(57.43)
Add: Profit for the year	15,875.98	15,663.73
Less: Appropriations		
Payment of Final Dividend for the year 2017-2018	2,221.73	2,221.73
Tax on final dividend for the year 2017-2018	456.68	452.29
Total Appropriations	**2,678.41**	**2,674.02**
Balance at the end of the year	**91,437.01**	**78,319.35**
Total	**94,687.37**	**81,569.71**

Amalgamation Reserve:- This reserve was created on amalgamation of Shyam Century Ferrous Limited with the company during the financial year 2005-2006

Securities Premium Reserve:- This reserve had been created on issue of shares by way of public issue and right issue

General Reserve:- General reserve is created from time to time by way of transfer of profits from retained earnings for appropriation purpose. General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income.

Capital Redemption Reserve:- This reserve was created upon redemption of preference shares by company in FY 2012-2013

15. Borrowings (At Amortised Cost)

₹ in Lac

	Non Current		Current	
	31st March, 2019	31st March, 2018	31st March, 2019	31st March, 2018
Term Loans (Secured)				
Indian Rupee Loan from Banks	5,393.52	6,818.76	1,447.14	1,448.78
Foreign Currency Loan from Banks	7,217.94	9,644.41	3,063.10	2,154.02
Other Loans and Advances (Secured)				
Financial Lease obligations :-				
- From banks	615.11	223.26	512.05	469.49
- From Bodies Corporate	-	7.38	8.90	8.92
	13,226.57	**16,693.81**	**5,031.19**	**4,081.21**
Amount disclosed under the head "Other Current Financial Liabilities" **(Refer Note No. 20)**			(5031.19)	(4081.21)
Total	**13,226.57**	**16,693.81**	-	-

Notes to Financial Statements as at and for the year ended 31st March, 2019

15. Borrowings (At Amortised Cost) (contd.)

Notes:-

(a) Foreign currency term loan of ₹ 6390.23 Lac (31st March 2018 : ₹ NIL) carries interest @6 months LIBOR + 1.30% p.a (31st March 2018 @ NIL). The loan is repayable in 16 unequal quarterly instalments by 31st March 2023 and is secured/to be secured by 1st charge on all the fixed assets pertaining to the Plywood Unit at Bishnupur, West Bengal on pari passu basis with other term lenders.

(b) Foreign currency term loan of ₹ NIL (31st March 2018 : ₹ 1073.16 Lac) carries interest @ NIL (31st March 2018 @6 months LIBOR + 2.00% p.a). The loan has been fully repaid during the year.

(c) Foreign currency term loan of ₹ NIL (31 March 2018: ₹ 2927.62 Lac) carries interest @ NIL (31st March 2018 @6 months LIBOR + 2.00 % p.a). The loan has been fully repaid during the year.

(d) Foreign currency term loan of ₹ NIL (31 March 2018: ₹ 3895.27 Lac) carries interest @ NIL (31st March 2018 @6 months LIBOR + 2.00 % p.a). The Loan has been fully repaid during the year.

(e) Term loan of ₹ 6840.66 Lac (31 March 2018: ₹ 8267.54 Lac) carries interest @MCLR presently 8.65% p.a (31st March 2018 @ MCLR 8.10%). The Loan is repayable in 24 equal quarterly instalments commencing from 31st March 2018 & ending by 31st March 2023 and is secured/ to be secured by 1st charge over all fixed assets of MDF Unit at Hoshiarpur, Punjab and by 2nd charge on all the current assets of the said unit.

(f) Foreign currency term loan of ₹ 3890.81 Lac (31st March, 2018 : ₹ 3902.39 Lac) carries interest @ 6 Months LIBOR + 1.25% p.a (31st March 2018 @ 6 Months LIBOR + 1.25% p.a). The Loan is repayable in 16 equal quarterly instalments commencing from January 2019 & ending by October 2022 and is secured/to be secured by 1st charge on all the Fixed Assets of the Plywood Unit at Bishnupur West Bengal on pari passu basis with other term lenders.

(g) Finance lease obligations are secured by hypothecation of the assets purchased there against and carrying interest between 8.41% p.a to 9.85% p.a (9.64% to 11% p.a).

16. Other Financial Liabilities

₹ in Lac

	Current	
	31st March, 2019	31st March, 2018
Trade Deposits	1,516.59	1,169.09
Amount disclosed under the head Other Current Financial Liabilities	(1,516.59)	(1,169.09)
Total	-	-

17. Other Non Current Liabilities

₹ in Lac

	31st March, 2019	31st March, 2018
Deferred Revenue		
At 1st April	143.40	37.36
Add: Capital Subsidy received during the year	-	106.96
Released to the Statement of Profit and Loss	19.89	0.92
At 31st March	**123.51**	**143.40**
Current (Amount Disclosed under the head Other Current Liabilities)(Refer Note No. 21)	67.90	73.71
Non-current	55.61	69.69

The deferred revenue relates to the asset related government grant received, the same has been accounted for as deferred revenue and proportionately adjusted with depreciation.

Notes to Financial Statements as at and for the year ended 31st March, 2019

18. Short Term Borrowings (At Amortised Cost)

₹ in Lac

	31st March, 2019	31st March, 2018
Loans repayable on demand		
Cash Credit from banks (Secured)	19,186.99	5,154.13
Other Loans and advances		
Short Term Loan from Bank (Unsecured)	5,000.00	-
Buyers Credit from banks (Secured)		
- For Capital Expenditure	4,109.21	10,181.27
- For Raw Materials	37.42	14,193.03
Packing Credit (Secured)	5,300.00	4,000.00
Total	**33,633.62**	**33,528.43**

Notes:-

a) Cash Credit and Buyer's Credit from banks amounting to ₹ 23333.62 Lac (31st March, 2018 : ₹ 29528.43 Lac) are secured / to be secured by way of first charge on current assets (both present and future) of the company and by way of second charge on the fixed assets of the plywood units at Mirza, Assam; Bishnupur, West Bengal; Taraori, Haryana; Chinnappolapuram, Gummidipoondi,Tamil Nadu and Bacchau, Gujarat. The cash credit and buyer's credit are also secured by personal guarantees of three directors of the Company.

b) The cash credit is repayable on demand and carries interest @ 8.35% to 10.55% p.a(2017-2018 : 8.20% to 9.30% p.a)

c) Buyers credit carries interest @ LIBOR plus 0.60% to 1.40% p.a (2017-2018: 0.25% to 1.20% p.a) and is repayable in 90-360 days.

d) Rate of Interest for Packing Credit is 5.50% to 6.00% p.a (2017-2018 : 4.80%-5.50% p.a)

e) Short Term Loan amounting to ₹ 5000.00 Lac (31st March, 2018 : NIL) carries interest @ 8.50% p.a and is repayable by June, 2019

19. Trade Payables (At Amortised Cost)

₹ in Lac

	31st March, 2019	31st March, 2018
- Dues to Micro and Small Enterprises (Refer Note No. 34)	1,558.34	1,905.46
- Dues to other than micro and small enterprises	14,692.40	15,737.67
Total	**16,250.74**	**17,643.13**

Trade payables and acceptances are non-interest bearing and are normally settled on 30 day terms.

For terms and conditions with related parties, Refer Note No. 41

20. Other financial liabilities (At amortised cost)

₹ in Lac

	31st March, 2019	31st March, 2018
Current Maturities of Long Term Debts (Refer Note No. 15)	4,510.24	3,602.80
Current maturities on Finance Lease Obligations (Refer Note No. 15)	520.95	478.41
Current Maturities of Other Non Current Financial Liabilities (Refer Note No. 16)	1,516.59	1,169.09
Interest accrued but not due on borrowings	131.38	145.36
Unpaid dividends (to be credited to Investor Education and Protection Fund as and when due)	23.19	22.67
Capital Creditors	619.81	951.28
Employee related liabilities	4,352.26	3,817.25
Total	**11,674.42**	**10,186.86**

20 A. Contract Liabilities

₹ in Lac

	31st March, 2019	31st March, 2018
Advances from Customers	631.28	-
Total	**631.28**	**-**

Notes to Financial Statements as at and for the year ended 31st March, 2019

21. Other Current Liabilities

₹ in Lac

	31st March, 2019	31st March, 2018
Advances from Customers	-	797.50
Statutory Dues Payable*	3,051.65	1,976.90
Deferred Revenue (Refer Note No. 17)	67.90	73.71
Total	**3,119.55**	**2,848.11**

* Includes ₹1425.10 Lac (₹ 1410.74 Lac) net of payments pertaining to Entry tax on entry of certain goods into a local area of the state of West Bengal.

The Company has challenged the legal validity of levy of the entry tax in the Hon'ble Calcutta High court.

22. Provisions

₹ in Lac

	Non Current		Current	
	31st March, 2019	31st March, 2018	31st March, 2019	31st March, 2018
Provision for Employee Benefits				
Gratuity	195.56	530.72	419.72	71.69
Leave Encashment	-	-	532.06	560.18
Total	**195.56**	**530.72**	**951.78**	**631.87**

23. Revenue from Operations

₹ in Lac

	2018-2019	2017-2018
Revenue from Operations		
Sale of Products	2,14,843.49	1,88,860.30
Income from Services	9,918.49	9,932.59
Other Operating revenue		
Scrap Sales	111.61	118.83
Export Incentives	914.75	724.24
Indirect Tax Subsidy	404.60	465.76
Miscellaneous Income	189.66	102.00
Total	**2,26,382.60**	**2,00,203.72**

₹ in Lac

	2018-2019	2017-2018
Details of Products Sold		
Plywood & Block Board	1,16,913.25	1,11,048.52
Laminates	43,219.11	37,736.78
Pre-Laminated Particle Boards	6,905.02	4,764.40
Veneer	10,400.49	17,822.61
Particle Board	2,797.17	2,727.41
Medium Density Fibre Board	29,580.42	11,280.23
Agri Products	510.84	526.69
Phenol	1,493.19	1,235.90
Others	3,024.00	1,717.76
	2,14,843.49	**1,88,860.30**
Details of Income from Services		
Container Freight Station Services	9,918.49	9,932.59
Total	**9,918.49**	**9,932.59**

Notes to Financial Statements as at and for the year ended 31st March, 2019

23. Revenue from Operations (contd.)

Reconciliation of Revenue from sale of products with the contracted price

₹ in Lac

	31st March, 2019
Contracted Price	2,26,131.63
Less: Trade discounts, volume rebates, etc.	11,288.14
Sale of products	2,14,843.49

1. Refer Note No. 44 for disaggregated revenue information
2. Other Information

a) The Company satisfy the performance obligation on shipment/delivery as per terms of contract.

b) The contract does not have any financing component.

3. The Company has adopted IND AS 115 Revenue from Contracts with Customers with a date of initial application of 1st April 2018. As a result, the Company has changed its accounting policy for revenue recognition. The company has adopted modified retrospective approach and had applied IND AS 115 only retrospectively to the current period by recognizing the cumulative effect of initially applying IND AS-115 as an adjustment to the opening balance of retained earnings at the date of initial application i.e. 1st April, 2018. Under the modified retrospective method, the comparative information in the financial statement is not restated and would be presented based on the requirements of the previous standards (e.g. IND AS-18 / IND AS-11).The adoption of new standard IND AS 115 did not have any impact as on 1st April, 2018 on transition. In the current year 31st March, 2019,by the application of IND AS 115 as compared with the previous revenue recognition requirement, advance from customers amounting to ₹ 631.28 Lac has been reclassified from other current liabilities to contract liabilities

24. Other Income

₹ in Lac

	2018-2019	2017-2018
Interest Income on loan given to Subsidiaries.	30.00	30.00
Interest Income from financial assets at amortised cost	372.54	361.69
Insurance and Other Claims	19.27	6.86
Unspent/Unclaimed liabilities written back	5.08	0.06
Profit on disposal of property, plant and equipment	92.16	13.15
Bad Debts Recovered	0.85	0.11
Net gain on sale of Investments carried at FVTPL	-	170.35
Miscellaneous Receipts	85.25	86.49
Total	**605.15**	**638.71**

25. Cost of Materials Consumed

₹ in Lac

	2018-2019	2017-2018
Inventories at the beginning of the year	14,630.56	13,106.01
Add : Purchases	99,127.00	75,219.24
	1,13,757.56	**88,325.25**
Less : Inventories at the end of the year	19,114.37	14,630.56
Cost of Materials Consumed	94,643.19	73,694.69
Details of Material Consumed		
Timber Logs	12,625.14	15,932.98
Veneer	29,636.28	23,334.98
Chemicals	22,352.10	14,298.09
Paper	17,575.43	13,345.27
Waste Wood	8,262.42	4,167.32
Particle Board	4,191.82	2,616.05
Total	**94,643.19**	**73,694.69**

Notes to Financial Statements as at and for the year ended 31st March, 2019

25. Cost of Materials Consumed (contd.)

₹ in Lac

	2018-2019	2017-2018
Details of Closing Stock of Materials		
Timber Logs	3,735.14	3,199.50
Veneer	7,743.04	5,476.94
Chemicals	1,578.50	1,082.76
Paper	5,150.22	4,242.86
Particle Board	34.52	203.59
Waste Wood	872.95	424.91
Total	**19,114.37**	**14,630.56**

26. Purchase of Stock-in-Trade and Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade

₹ in Lac

	2018-2019	2017-2018
Inventories at the beginning of the year		
Stock in Trade	4,603.40	3,837.31
Finished Goods	8,927.82	6,186.18
Work-in-Progress	3,381.91	2,364.82
	16,913.13	**12,388.31**
Inventories at the end of the year		
Stock in Trade	3,422.43	4,603.40
Finished Goods	10,390.32	8,927.82
Work-in-Progress	4,139.52	3,381.91
	17,952.27	**16,913.13**
Total	**(1,039.14)**	**(4,524.82)**
Details of Purchase of Stock in Trade		
Plywood and Block boards	19,689.43	23,749.28
Veneer	780.99	5,727.90
Chemicals	610.54	611.28
Pest Control Kits	39.58	48.70
Phenol	1,463.17	1,211.08
Others	1,967.96	1,776.99
Total	**24,551.67**	**33,125.23**
Details of Inventories at the year end		
Stock in Trade		
Plywood and Block board	2,105.82	3,511.75
Chemicals	82.01	98.32
Pest Control Kits	65.20	64.96
Veneer	634.37	270.79
Others	535.03	657.58
Total	**3,422.43**	**4,603.40**
Finished Goods at the year end		
Plywood and Block board	3,526.78	3,524.41
Laminates	3,091.28	2,297.45
Pre-Laminated Particle Boards	1.36	-
Particle Board	-	31.08
Medium Density Fibre board	1,005.77	1,921.81

Notes to Financial Statements as at and for the year ended 31st March, 2019

26. Purchase of Stock-in-Trade and Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade (contd.)

₹ in Lac

	2018-2019	2017-2018
Veneer	2,765.14	1,153.07
Total	**10,390.32**	**8,927.82**
Work-in-Progress at the year end		
Plywood and Block board	2,470.50	1,077.95
Laminates	1,343.55	1,343.42
Medium Density Fibre Board	325.47	223.98
Pre-Laminated Particle Boards	-	736.56
Total	**4,139.52**	**3,381.91**

27. Employee Benefits Expense

₹ in Lac

	2018-2019	2017-2018
Employee Benefits Expense		
Salaries, Wages, Bonus etc.	30,353.82	26,071.89
Contribution to Provident, Gratuity and other Funds	1,964.11	1,786.29
Employees Welfare Expenses	451.57	534.99
Total	**32,769.50**	**28,393.17**

28. Finance Cost (at effective interest rate)

₹ in Lac

	2018-2019	2017-2018
Interest Expenses	3,157.29	2,464.09
Exchange difference to the extent considered as an adjustment to borrowing costs	922.14	471.94
Other Borrowing cost	378.28	331.73
Total	**4,457.71**	**3,267.76**
(Interest to related party Refer Note No. 41)		

29. Depreciation and Amortisation Expense

₹ in Lac

	2018-2019	2017-2018
Depreciation on Tangible Assets (Refer Note No. 3)	4,985.27	8,113.95
Amortisation of Intangible Assets(Refer Note No. 4)	13.54	37.22
	4,998.81	**8,151.17**
Less: Transferred to Capital Work in Progress	-	47.17
	4,998.81	**8,104.00**

Note:

Effective 1st April 2018 the Company has changed the method of providing depreciation on Property Plant & Equipment from written down value method to straight line method which is change in accounting estimates. A change in accounting estimate affected by a change in accounting principle is to be applied prospectively in accordance with IND AS-8.This has resulted in lower depreciation of ₹ 7,109.57 Lac for year ended 31st March 2019.

30. Excise Duty

₹ in Lac

	2018-2019	2017-2018
Excise Duty on sales	-	3,482.34
	-	**3,482.34**

Notes:

Excise duty debited to Statement of Profit and Loss is net of subsidy of Nil (₹308.92 Lac).

Notes to Financial Statements as at and for the year ended 31st March, 2019

31. Other Expenses

₹ in Lac

	2018-2019	2017-2018
Stores & Spare parts consumed	3,013.61	2,833.38
Power and Fuel	8,415.01	6,375.23
Insurance	326.30	271.82
Rent	1,896.70	1,590.05
Rates & Taxes	193.56	237.41
Repairs & Maintenance		
-Property	267.34	118.15
-Plant and Equipment	1,211.99	710.31
-Others	862.16	636.44
Transport & Freight	11,984.23	9,465.01
Commission on Sales	960.94	1,019.90
Advertisement, Publicity and Sales Promotion	7,488.20	5,641.72
Communication Expenses	297.67	304.50
Directors' Sitting Fees and Commission	55.75	47.03
Auditors' Remuneration	32.26	35.95
Corporate Social Responsibility Activities (Refer Note No. 38)	430.02	412.54
Charity and Donations	560.81	33.94
Octroi	-	72.89
Foreign Exchange Fluctuations (Net)	706.66	188.94
Irrecoverable Debts, Advances written off	148.57	13.71
Provision for Doubtful Debts	38.34	48.29
Miscellaneous Expenses	6,530.27	5,371.76
	45,420.39	**35,428.97**
Payment to Auditors		
As Auditor		
Audit Fees	24.00	24.00
For Other Services	8.10	11.70
Reimbursement of Expenses	0.16	0.25
	32.26	**35.95**

32. Gratuity and Other Post Employment Benefit Plans

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service is entitled to Gratuity on terms not less favourable than the provisions of The Payment of Gratuity Act, 1972. The scheme is funded with an insurance company.

The Company also extends benefit of compensated absences to the employees, whereby they are eligible to carry forward their entitlement of earned leave for encashment upon retirement/separation. This is an unfunded plan.

The following tables summarise the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the Post - retirement benefit plans.

I. Expenses Recognised in the Statement of Profit & Loss

₹ in Lac

		31st March, 2019	31st March, 2018
1.	Current / Past Service Cost	357.57	333.05
2.	Net Interest expense	39.02	46.01
	Components of defined benefit cost recognised in P/L	396.59	379.06
3.	Re-measurement - Due to Financial Assumptions	32.01	(47.77)
4.	Re-measurement - Due to Experience Adjustments	98.98	113.76
5.	Return on Plan Assets (Excluding Interest Income)	(8.15)	(1.35)
	Components of defined benefit cost recognised in OCI	**122.84**	**64.64**
Total Expense		**519.43**	**443.70**

Notes to Financial Statements as at and for the year ended 31st March, 2019

32. Gratuity and Other Post Employment Benefit Plans (contd.)

II. Net Asset/ (Liability) recognised in the Balance Sheet

₹ in Lac

	31st March, 2019	31st March, 2018
1. Present Value of Defined Benefit Obligation	3527.48	3006.08
2. Fair Value of Plan Assets	2912.20	2403.67
3. Net Asset / (Liability)	(615.28)	(602.41)

III. Change in Obligation during the Year

₹ in Lac

	31st March, 2019	31st March, 2018
1. Present Value of Defined Benefit Obligation at the beginning of the year	3006.08	2522.09
2. Current Service Cost/Plan amendments	357.57	333.05
3. Interest Cost	224.10	191.33
4. Benefits Paid	(191.26)	(106.38)
5. Re-measurements - Due to Financial Assumptions	32.01	(47.77)
6. Re-measurements - Due to Experience Adjustments	98.98	113.76
7. Present Value of Defined Benefit Obligation at the end of the year	**3527.48**	**3,006.08**

IV. Change in the Fair Value of Plan Assets during the year

₹ in Lac

	31st March, 2019	31st March, 2018
1. Plan assets at the beginning of the year	2,403.66	1,875.12
2. Interest Income	185.08	145.32
3. Contribution by employer	506.56	488.25
4. Actual Benefit Paid	(191.26)	(106.38)
5. Re-measurement - Return on Assets (Excluding Interest Income)	8.15	1.35
6. Closing Fair Value of Plan Assets	**2,912.19**	**2,403.66**

V. In 2019-20 the Company expects to contribute ₹ 392.34 Lac (2017-2018: ₹ 727.31 Lac) to gratuity.

VI. The Major Categories of Plan Assets as a Percentage of the Fair Value of Total Plan Assets

	31st March, 2019	31st March, 2018
Investments with insurer	100%	100%

VII. Actuarial Assumptions

	31st March, 2019	31st March, 2018
1. Discount Rate	7.70%	7.75%
2. Expected rate of return on plan assets	7.70%	7.75%
3. Mortality rate	Indian Assured Lives Mortality (2006-08) (modified) Ult.	Indian Assured Lives Mortality (2006-08) (modified) Ult.
4. Salary increase	6%	6%
5. Withdrawal rates	1% - 8%	1% - 8%

VIII. The estimates of future salary increases considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

IX. Contribution to Provident and Other Funds includes ₹ 1,058.78 Lac (2017-2018 - ₹ 954.47 Lac) paid towards Defined Contribution Plans

Notes to Financial Statements as at and for the year ended 31st March, 2019

32. Gratuity and Other Post Employment Benefit Plans (contd.)

X. A quantitative sensitivity analysis for significant assumption is as shown below:

Assumptions	31st March, 2019		31st March, 2018	
	Discount Rate		Discount Rate	
Sensitivity level	1% increase	1% decrease	1% increase	1% decrease
	₹ in Lac	₹ in Lac	₹ in Lac	₹ in Lac
Impact on Gratuity	(272.99)	313.48	(111.45)	128.89

Assumptions	31st March, 2019		31st March, 2018	
	Future Salary Increases		Future Salary Increases	
Sensitivity level	1% increase	1% decrease	1% increase	1% decrease
	₹ in Lac	₹ in Lac	₹ in Lac	₹ in Lac
Impact on Gratuity	321.37	(285.11)	134.26	(117.93)

Assumptions	31st March, 2019		31st March, 2018	
	Withdrawal Rates		Withdrawal Rates	
Sensitivity level	1% increase	1% decrease	1% increase	1% decrease
	₹ in Lac	₹ in Lac	₹ in Lac	₹ in Lac
Impact on Gratuity	32.61	(37.01)	13.65	15.76

Sensitivities due to mortality are not material and hence impact of change is not calculated.

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

XI. Maturity Profile of Defined Benefit Obligations

₹ in Lac

	31st March, 2019	31st March, 2018
Year 1	419.72	159.36
Year 2	370.86	393.48
Year 3	253.76	253.20
Year 4	277.34	268.05
Year 5	280.20	297.32
Next 5 Years	1739.71	1400.08

33. Commitments and Contingencies

(i) Capital and Other Commitments

₹ in Lac

	31st March, 2019	31st March, 2018
Commitment for Acquisition of Property, Plant & Equipment (Net of Advance)	696.00	2,043.77
Letter of Credit issued by Banks	3,792.52	1,919.56

(ii) Contingent Liabilities

₹ in Lac

	As on 31st March, 2019	As on 31st March, 2018
Demands/Claims by various Government Authorities and Others not acknowledged as Debt:		
Excise Duty / Service Tax	1,081.59	1,102.48
Sales Tax / VAT	1,722.24	1,784.48
Income Tax	119.79	119.79
Others – Labour Case	NIL	25.00
Guarantees in favour of a Bank against Facilities granted to a Subsidiary Company	NIL	3,414.60
Others (Outstanding Amount at the year-end)	693.75	612.75
Un-Redeemed Bank Guarantees	710.50	1190.24

Notes to Financial Statements as at and for the year ended 31st March, 2019

33. Commitments and Contingencies (contd.)

Note: Based on discussion with the solicitors/favourable decisions in similar cases/legal opinion taken by the company, the management believes that the outflow of resources is not probable and hence, no provision there against is considered necessary.

(iii) The Hon'ble Supreme Court of India ("SC") by their order dated 28th February, 2019, in the case of Surya Roshani Limited v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution.

Subsequently, a review petition against this decision has been filed and is pending before the SC for disposal.

The Company is awaiting the outcome of the review petition, and also directions from EPFO, if any, to assess any potential impact on the Company and consequently no adjustments have been made in the books of account."

34. Based on the information/documents available with the company, information as per the requirements of section 22 of the Micro, Small and Medium Enterprises Development Act, 2006.

₹ in Lac

	2018-2019	2017-2018
Principal Amount due	1,558.34	1,905.46
Interest due on above	-	-
Amount of interest paid in terms of Sec 16 of the Micro, Small and Medium Enterprise Development Act 2006	-	-
Amount of interest due and payable for the period of delay Amount of Interest accrued and remaining unpaid as at year end	-	-
Amount of further interest remaining due and payable in the succeeding year	-	-

35. Leases

(a) Operating Lease:

Certain office premises, depots, showrooms, etc. are obtained on operating lease. The lease terms are for 1-3 years and are renewable for further period either mutually or at the option of the Company. There are neither any restrictions imposed nor any escalation clause in lease arrangements. There are no subleases. The leases are cancellable.

(₹ in Lac)

Particulars	2018-2019	2017-2018
Lease Payments made for the year	1,456.09	1,408.99

The Minimum Rentals Payable under Operating Leases for non-cancellable arrangements are as follows: (₹ in Lac)

Particulars	2018-2019	2017-2018
Within one year	725.63	692.60
After one Year but not more than Five Years	2,559.95	2,994.85
More than Five Years	3,692.02	3,754.03

(b) Finance Lease:

Property, plant and equipment include certain vehicles obtained on finance lease. There is no escalation clause in the lease agreement. There are no restrictions imposed by lease arrangements. The year-wise break-up and future obligation towards minimum lease payments of ₹ 1250.94 Lac (31st March, 2018: ₹ 763.19 Lac) consisting of present value of lease payments of ₹ 1136.06 Lac (31st March, 2018: ₹ 709.05 Lac) and financial charges ₹ 114.88 Lac (31st March, 2018: ₹54.14) under the respective agreements as on 31st March, 2019, is given below:

(₹ in Lac)

	31st March, 2019		31st March, 2018	
	Minimum lease Payments	Present Value of MLP	Minimum lease Payments	Present Value of MLP
Within one year	597.39	520.95	519.46	478.42
After One Year but not more than Five Years	653.55	615.11	243.73	230.63
Total Minimum Lease Payments	1,250.94	1,136.06	763.19	709.05
Less :- Amounts Representing Finance Charges	114.88	-	54.14	-
Present Value of minimum Lease payments	**1,136.06**	**1,136.06**	**709.05**	**709.05**

Notes to Financial Statements as at and for the year ended 31st March, 2019

36. Capital Management

The Company's objective to manage its capital is to ensure continuity of business while at the same time provide reasonable returns to its various shareholders but keep associated cost under control. In order to achieve this, requirement of capital is reviewed periodically with reference to operating and business plans that take into account capital expenditure and strategic investments. Apart from internal accrual, sourcing of capital is done through judicious combination of equity and borrowing, both the short term and long term.Net debt (total borrowing less current investment and cash &cash equivalent) to equity ratio is used to monitor capital No changes were made to the objective, policies or process for managing capital during the year ended 31st March, 2019 and 31st March, 2018.

	As on 31st March, 2019	As on 31st March, 2018
Debt Equity Ratio	0.52	0.63

As at 31st March, 2019 and 31st March, 2018, the Company was in compliance with all of its debt covenants for borrowings.

37. Derivative Instruments and Unhedged Foreign Currency Exposure

a) The particulars of hedged foreign currency exposures as on the balance sheet date are as follows: (₹ in Lac)

Nature of Item	As on 31st March, 2019	As on 31st March, 2018
Foreign Currency Term Loans	-	-
Buyer's Credit	-	-
Trade Receivables	-	1,740.25

b) The particulars of unhedged foreign currency exposures as on the balance sheet date are as follows: (₹ in Lac)

Nature of Item	As on 31st March, 2019	As on 31st March, 2018
Foreign Currency Term Loans	10,281.04	11,815.69
Buyer's Credit	4,146.63	24,374.31
Trade Receivables	1,972.65	75.93
Trade Payables	3,550.94	5,327.55
Trade Advances	4,976.69	3,347.16
Bank Balance	0.58	0.81

38. A CSR committee has been formed by the company as per provisions of Section 135 of the Companies Act, 2013. The areas for CSR activities are promoting education, healthcare, animal welfare and projects ensuring environment sustainability. Disclosures of Corporate Social Responsibility expenditure in line with the requirement of Guidance Note on "Accounting for Expenditure on Corporate Social Responsibility Activities"

(₹ in Lac)

	2018-2019	2017-2018
Amount of CSR expenditure to be incurred during the year	426.84	411.20
CSR expenditure (Revenue Nature) incurred during the year	430.02	412.54

39. Disclosure pursuant to Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015

Loans and Advances in the Nature of Loans to Subsidiaries: (₹ in Lac)

Name of the Company	Balance as on		Maximum Amount Outstanding at any time during the Year	
	31st March, 2019	31st March, 2018	31st March, 2019	31st March, 2018
Auro Sundram Ply & Door Pvt. Ltd.	327.00	327.00	327.00	327.00

Notes to Financial Statements as at and for the year ended 31st March, 2019

40. The Company has paid anti-dumping duty till date amounting to ₹ 176.66 Lac (Till 31st March 2018: ₹ 176.66 Lac) on import of phenol which in opinion of the management and based on a legal opinion, is in excess of actual margin of dumping of said materials and accordingly refundable in terms of Section 9AA of Custom Tariff Act, 1975 and hence the same is considered as receivable and included under the head Note no.9 on "Other Current Assets".

41. Related Party Disclosure:

a) Name of the Related Parties and Related Party Relationship:

Related Parties where control exists:

Subsidiary Companies	Auro Sundram Ply & Door Pvt. Ltd.
	Ara Suppliers Pvt. Ltd.
	Arham Sales Pvt. Ltd.
	Adonis Vyaper Pvt. Ltd.
	Apnapan Viniyog Pvt. Ltd.
	Centuryply Myanmar Pvt. Ltd.
	Century MDF Ltd.
	Century Infotech Ltd.
	Century Ply (Singapore) Pte Ltd.
	Century Ply Laos Co. Ltd.
	Century Huesoulin Plywood Lao Co. Ltd.
	PT Century Ply Indonesia*
	Century Gabon SUARL**

*Subsidiary till 04.04.2018
** Subsidiary w.e.f. 10.01.2019

Related Parties with whom Transactions have taken place during the Year:

Key Management Personnel and Directors	Sri Sajjan Bhajanka (Chairman and Managing Director)
	Sri Sanjay Agarwal (CEO & Managing Director)
	Sri Prem Kumar Bhajanka (Managing Director)
	Sri Vishnu Khemani (Managing Director)
	Sri Hari Prasad Agarwal (Vice Chairman and Executive Director)
	Sri Ajay Baldawa (Executive Director)
	Sri Keshav Bhajanka (Executive Director)
	Smt. Nikita Bansal (Executive Director)
	Sri Mangi Lal Jain (Independent Director)
	Sri Santanu Ray(Independent Director)
	Sri Asit Pal (Independent Director) – Till 31.03.2019
	Smt. Mamta Binani (Independent Director)
	Sri J. P. Dua (Independent Director)
	Sri Vijay Chhibber (Independent Director)
	Sri Sunil Mitra (Independent Director) - w.e.f 03.08.2017
	Sri Debanjan Mandal (Independent Director) - w.e.f. 01.08.2017
	Sri Samrendra Mitra (Independent Director) – Till 02.08.2017
	Sri Manindra Nath Banerjee (Independent Director)Till – 01.08.2017
	Sri Arun Kumar Julasaria (Chief Financial Officer)
	Sri Sundeep Jhunjhunwala (Company Secretary)

Notes to Financial Statements as at and for the year ended 31st March, 2019

41. Related Party Disclosure (contd.)

Relatives of Key Management Personnel	Smt. Santosh Bhajanka (Wife of Sri Sajjan Bhajanka)
	Smt. Divya Agarwal (Wife of Sri Sanjay Agarwal)
	Smt. Yash Bala Bhajanka (Wife of Sri Prem Kumar Bhajanka)
	Smt. Sudha Khemani (Wife of Sri Vishnu Khemani)
	Smt. Sumitra Devi Agarwal (Wife of Sri Hari Prasad Agarwal)
	Smt. Shraddha Agarwal (Daughter of Sri Sajjan Bhajanka)
	Smt. Payal Agrawal (Daughter of Sri Sajjan Bhajanka)
	Smt. Sonu Kajaria (Daughter of Sri Sajjan Bhajanka)
	Sri Rajesh Kumar Agarwal (Son of Sri Hari Prasad Agarwal)
	Smt. Bhawna Agarwal (Daughter-in-law of Sri Hari Prasad Agarwal)
	Smt. Nancy Chowdhury (Daughter of Sri Prem Kumar Bhajanka)
	Sri Abhishek Rathi (Son-in-law of Sri Ajay Baldawa)
	Sri Surender Kumar Gupta (Brother of Sri Prem Kumar Bhajanka)
	Smt. Yashoda Baldawa (Mother of Sri Ajay Baldawa)
	Smt. Kriti Rathi (Daughter of Sri Ajay Baldawa)

Enterprises Owned/ Influenced by Key Management Person or their relatives.	Brijdham Merchants Pvt. Ltd.
	Star Cement Ltd.
	Sri Ram Merchants Pvt. Ltd.
	Sri Ram Vanijya Pvt. Ltd.
	Sumangal Business Pvt. Ltd.
	Sumangal International Pvt. Ltd.
	Auroville Investments Pvt. Ltd
	Aegis Business Ltd.
	Pacific Plywoods Pvt. Ltd.
	Century LED Ltd.
	Landmark Veneers Pvt. Ltd.

41 (b) Aggregated Related Party disclosure as at and for the Year ended 31st March, 2019. ₹ in Lac

Sl No.	Type of Transactions	Subsidiaries		Key Management Personnel and Directors		Relatives of Key Management Personnel		Enterprises owned/ Influenced by Key Management Personnel or their relatives		Total	
		2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
1	**Purchase of Trading Goods**										
	Auro Sundram Ply & Door Pvt. Ltd.	9,960.60	10,309.91	-	-	-	-	-	-	9,960.60	10,309.91
	Century Ply (Singapore) Pte. Ltd.	532.71	7,754.40	-	-	-	-	-	-	532.71	7,754.40
	Centuryply Myanmar Pvt. Ltd.	91.47	3,543.88	-	-	-	-	-	-	91.47	3,543.88
2	**Purchase of Raw Materials/ Stores**										
	Centuryply Myanmar Pvt. Ltd.	1,778.83	1,301.17	-	-	-	-	-	-	1,778.83	1,301.17
	Century Ply (Singapore) Pte. Ltd.	-	198.61	-	-	-	-	-	-	-	198.61
	Star Cement Ltd.	-	-	-	-	-	-	33.80	44.45	33.80	44.45
	Landmark Veneers Pvt. Ltd.	-	-	-	-	-	-	762.27	797.44	762.27	797.44
	Century LED Ltd.	-	-	-	-	-	-	37.80	105.93	37.80	105.93
3	**Purchase of Asset / capital goods**										
	Century Infotech Ltd.	0.43	-	-	-	-	-	-	-	0.43	-
	Centuryply Myanmar Pvt. Ltd.	289.17	-	-	-	-	-	-	-	289.17	-

Notes to Financial Statements as at and for the year ended 31st March, 2019

41. Related Party Disclosure (contd.)

₹ in Lac

Sl No.	Type of Transactions	Subsidiaries		Key Management Personnel and Directors		Relatives of Key Management Personnel		Enterprises owned/ Influenced by Key Management Personnel or their relatives		Total	
		2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
4	**Sale of RM/Products/Stores & spares**										
	Auro Sundram Ply & Door Pvt. Ltd.	61.04	574.68	-	-	-	-	-	-	61.04	574.68
	Century Ply (Singapore) Pte. Ltd.	-	37.46	-	-	-	-	-	-	-	37.46
	Aegis Business Ltd.	-	-	-	-	-	-	3.16	-	3.16	-
	Centuryply Myanmar Pvt. Ltd.	-	43.54	-	-	-	-	-	-	-	43.54
5	**Sale of Assets**										
	Auro Sundram Ply & Door Pvt. Ltd.	2.30	-	-	-	-	-	-	-	2.30	-
6	**Services Availed/(Provided)**										
	Aegis Business Ltd.	-	-	-	-	-	-	1,511.93	3,628.60	1,511.93	3,628.60
	Sri Yash Bala Bhajanka	-	-	-	-	15.27	15.10	-	-	15.27	15.10
	Sri Ajay Baldawa	-	-	0.64	-	-	-	-	-	0.64	-
	Smt. Yashoda Baldawa	-	-	-	-	0.42	-	-	-	0.42	-
	Star Cement Meghalaya Ltd.	-	-	-	-	-	-	(8.51)	-	(8.51)	-
	Century LED Ltd.	-	-	-	-	-	-	(10.94)	(8.60)	(10.94)	(8.60)
	Century Ply (Singapore) Pte. Ltd.	(66.75)	(68.29)	-	-	-	-	-	-	(66.75)	(68.29)
	Century Infotech Ltd.	70.80	140.10	-	-	-	-	-	-	70.80	140.10
	Century Infotech Ltd.	-	(8.91)	-	-	-	-	-	-	-	(8.91)
	Pacific Plywoods Pvt. Ltd.	-	-	-	-	-	-	5.60	1.69	5.60	1.69
	Brijdham Merchants Pvt. Ltd.	-	-	-	-	-	-	0.70	-	0.70	-
	Auro Sundram Ply & Door Pvt. Ltd.	(1.45)	-	-	-	-	-	-	-	(1.45)	-
7	**Reimbursement Paid/ (Received)**										
	Sundeep Jhunjhunwala	-	-	5.00	-	-	-	-	-	5.00	-
	Star Cement Ltd.	-	-	-	-	-	-	(0.29)	0.17	(0.29)	0.17
	Auro Sundram Ply & Door Pvt. Ltd.	2.37	-	-	-	-	-	-	-	2.37	-
8	**Loan taken**										
	Brijdham Merchants Pvt. Ltd.	-	-	-	-	-	-	956.00	1,284.00	956.00	1,284.00
	Sri Ram Merchants Pvt. Ltd.	-	-	-	-	-	-	1,221.00	752.00	1,221.00	752.00
	Sri Ram Vanijya Pvt. Ltd.	-	-	-	-	-	-	553.50	1,906.00	553.50	1,906.00
	Sumangal Business Pvt. Ltd.	-	-	-	-	-	-	932.00	697.00	932.00	697.00
	Sumangal International Pvt. Ltd.	-	-	-	-	-	-	970.00	813.00	970.00	813.00
	Aegis Business Ltd.	-	-	-	-	-	-	1,265.00	-	1,265.00	-
	Sri Keshav Bhajanka	-	-	45.00	30.00	-	-	-	-	45.00	30.00
	Sri Sajjan Bhajanka	-	-	6,619.50	18,654.00	-	-	-	-	6,619.50	18,654.00
	Sri Sanjay Agarwal	-	-	9,726.50	13,345.00	-	-	-	-	9,726.50	13,345.00
9	**Loan Repaid**										
	Brijdham Merchants Pvt. Ltd.	-	-	-	-	-	-	956.00	1,284.00	956.00	1,284.00
	Sri Ram Merchants Pvt. Ltd.	-	-	-	-	-	-	1,221.00	752.00	1,221.00	752.00
	Sri Ram Vanijya Pvt. Ltd.	-	-	-	-	-	-	553.50	1,906.00	553.50	1,906.00
	Sumangal Business Pvt. Ltd.	-	-	-	-	-	-	932.00	697.00	932.00	697.00
	Sumangal International Pvt. Ltd.	-	-	-	-	-	-	970.00	813.00	970.00	813.00
	Aegis Business Ltd.	-	-	-	-	-	-	1,265.00	-	1,265.00	-
	Sri Keshav Bhajanka	-	-	45.00	30.00	-	-	-	-	45.00	30.00

Notes to Financial Statements as at and for the year ended 31st March, 2019

41. Related Party Disclosure (contd.)

₹ in Lac

Sl No.	Type of Transactions	Subsidiaries		Key Management Personnel and Directors		Relatives of Key Management Personnel		Enterprises owned/ Influenced by Key Management Personnel or their relatives		Total	
		2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
	Sri Sajjan Bhajanka	-	-	6,619.50	18,654.00	-	-	-	-	6,619.50	18,654.00
	Sri Sanjay Agarwal	-	-	9,726.50	13,345.00	-	-	-	-	9,726.50	13,345.00
10	**Share Application Money (Net of Allotment)**										
	Century Gabon SUARL	587.58	-	-	-	-	-	-	-	587.58	-
11	**Investments Made/ (Sold)**										
	Century Ply (Singapore) Pte. Ltd.	141.94	-	-	-	-	-	-	-	141.94	-
	Century Gabon SUARL	1.21	-	-	-	-	-	-	-	1.21	-
12	**Interest Paid**										
	Brijdham Merchants Pvt. Ltd.	-	-	-	-	-	-	18.97	20.03	18.97	20.03
	Sri Ram Merchants Pvt. Ltd.	-	-	-	-	-	-	18.88	19.61	18.88	19.61
	Sri Ram Vanijya Pvt. Ltd.	-	-	-	-	-	-	23.07	40.98	23.07	40.98
	Sumangal International Pvt. Ltd.	-	-	-	-	-	-	12.57	19.74	12.57	19.74
	Sumangal Business Pvt. Ltd.	-	-	-	-	-	-	35.83	17.54	35.83	17.54
	Aegis Business Ltd.	-	-	-	-	-	-	63.45	-	63.45	-
	Sri Sajjan Bhajanka	-	-	283.90	436.64	-	-	-	-	283.90	436.64
	Sri Sanjay Agarwal	-	-	308.21	251.87	-	-	-	-	308.21	251.87
	Sri Keshav Bhajanka	-	-	3.30	1.99	-	-	-	-	3.30	1.99
13	**Interest Received**										
	Auro Sundram Ply & Door Pvt. Ltd.	30.00	30.00	-	-	-	-	-	-	30.00	30.00
14	**Dividend Paid**										
	Sri Sajjan Bhajanka	-	-	252.34	250.33	-	-	-	-	252.34	250.33
	Sri Sanjay Agarwal	-	-	243.51	241.50	-	-	-	-	243.51	241.50
	Smt.Divya Agarwal	-	-	-	-	167.50	167.50	-	-	167.50	167.50
	Sri Vishnu Khemani	-	-	127.47	126.08	-	-	-	-	127.47	126.08
	Smt. Santosh Bhajanka	-	-	-	-	154.50	154.50	-	-	154.50	154.50
	Others	-	-	77.15	76.65	192.20	191.43	393.29	393.29	662.64	661.37
15	**Director's Remuneration Paid #**										
	Sri Sajjan Bhajanka	-	-	120.00	120.00	-	-	-	-	120.00	120.00
	Sri Sanjay Agarwal	-	-	120.00	120.00	-	-	-	-	120.00	120.00
	Sri Prem Kumar Bhajanka	-	-	120.00	120.00	-	-	-	-	120.00	120.00
	Sri Vishnu Khemani	-	-	120.00	120.00	-	-	-	-	120.00	120.00
	Sri Hari Prasad Agarwal	-	-	60.00	60.00	-	-	-	-	60.00	60.00
	Sri Ajay Baldawa	-	-	240.00	110.50	-	-	-	-	240.00	110.50
	Smt. Nikita Bansal	-	-	24.00	24.00	-	-	-	-	24.00	24.00
	Sri Keshav Bhajanka	-	-	50.00	50.00	-	-	-	-	50.00	50.00
16	**Director's Sitting Fees**										
	Sri Mangi Lal Jain	-	-	4.25	3.90	-	-	-	-	4.25	3.90
	Sri Santanu Ray	-	-	4.00	3.70	-	-	-	-	4.00	3.70
	Sri Asit Pal	-	-	2.50	2.20	-	-	-	-	2.50	2.20
	Smt. Mamta Binani	-	-	4.50	3.70	-	-	-	-	4.50	3.70
	Sri J. P. Dua	-	-	2.50	2.20	-	-	-	-	2.50	2.20
	Sri Vijay Chhibber	-	-	2.50	1.20	-	-	-	-	2.50	1.20
	Sri Debanjan Mandal	-	-	1.00	0.90	-	-	-	-	1.00	0.90
	Sri Sunil Mitra	-	-	2.50	1.40	-	-	-	-	2.50	1.40
	Sri Manindra Nath Banerjee	-	-	-	0.80	-	-	-	-	-	0.80
	Sri Samarendra Mitra	-	-	-	1.20	-	-	-	-	-	1.20

Notes to Financial Statements as at and for the year ended 31st March, 2019

41. Related Party Disclosure (contd.)

₹ in Lac

Sl No.	Type of Transactions	Subsidiaries		Key Management Personnel and Directors		Relatives of Key Management Personnel		Enterprises owned/ Influenced by Key Management Personnel or their relatives		Total	
		2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
17	**Director's Commission**										
	Sri Mangi Lal Jain	-	-	4.00	3.00	-	-	-	-	4.00	3.00
	Sri Santanu Ray	-	-	4.00	3.00	-	-	-	-	4.00	3.00
	Sri Asit Pal	-	-	4.00	3.00	-	-	-	-	4.00	3.00
	Smt. Mamta Binani	-	-	4.00	3.00	-	-	-	-	4.00	3.00
	Sri J. P. Dua	-	-	4.00	3.00	-	-	-	-	4.00	3.00
	Sri Vijay Chhibber	-	-	4.00	3.00	-	-	-	-	4.00	3.00
	Sri Debanjan Mandal	-	-	4.00	3.00	-	-	-	-	4.00	3.00
	Sri Sunil Mitra	-	-	4.00	3.00	-	-	-	-	4.00	3.00
	Sri Manindra Nath Banerjee	-	-	-	0.67	-	-	-	-	-	0.67
	Sri Samarendra Mitra	-	-	-	0.67	-	-	-	-	-	0.67
18	**Salary Paid**										
	Sri Arun Kumar Julasaria #	-	-	147.88	101.41	-	-	-	-	147.88	101.41
	Sri Sundeep Jhunjhunwala #	-	-	33.82	31.62	-	-	-	-	33.82	31.62
	Others	-	-	-	-	111.63	95.11	-	-	111.63	95.11
19	**Advance Given**										
	Century Infotech Ltd.	-	10.00	-	-	-	-	-	-	-	10.00
	Sri Abhishek Rathi	-	-	-	-	-	8.40	-	-	-	8.40
	Sri Arun Kumar Julasaria	-	-	6.00	70.00	-	-	-	-	6.00	70.00
	Sri Sundeep Jhunjhunwala	-	-	7.00	-	-	-	-	-	7.00	-
20	**Advance Received back**										
	Sri Arun Kumar Julasaria	-	-	6.00	70.00	-	-	-	-	6.00	70.00
	Sri Abhishek Rathi	-	-	-	-	4.85	6.79	-	-	4.85	6.79
	Sri Sundeep Jhunjhunwala	-	-	-	5.00	-	-	-	-	-	5.00
21	**Balance Outstanding on account of**										
A	**Receivable/(Payable)**										
	Auro Sundram Ply & Door Pvt. Ltd.	(1,419.87)	(1,557.80)	-	-	-	-	-	-	(1,419.87)	(1,557.80)
	Aegis Business Ltd.	-	-	-	-	-	-	73.92	118.51	73.92	118.51
	Century Ply (Singapore) Pte. Ltd.	3,922.89	3,030.70	-	-	-	-	-	-	3,922.89	3,030.70
	Centuryply Myanmar Pvt. Ltd.	198.98	(1,773.51)	-	-	-	-	-	-	198.98	(1,773.51)
	Century Infotech Ltd.	32.28	18.91	-	-	-	-	-	-	32.28	18.91
	Century LED Ltd.	-	-	-	-	-	-	(0.80)	1.64	(0.80)	1.64
	Brijdham Merchants Pvt. Ltd.	-	-	-	-	-	-	0.70	-	0.70	-
	Star Cement Ltd.	-	-	-	-	-	-	8.51	(3.78)	8.51	(3.78)
	Landmark Veneers Pvt. Ltd.	-	-	-	-	-	-	-	(155.58)	-	(155.58)
	Sri Abhishek Rathi	-	-	-	-	-	4.85	-	-	-	4.85
	Sri Sundeep Jhunjhunwala	-	-	7.00	-	-	-	-	-	7.00	-
B	**Loans Receivable/ (Payable) (Incl. interest)**										
	Auro Sundram Ply & Door Pvt. Ltd.	327.00	327.00	-	-	-	-	-	-	327.00	327.00

Notes to Financial Statements as at and for the year ended 31st March, 2019

41. Related Party Disclosure (contd.)

₹ in Lac

Sl No.	Type of Transactions	Subsidiaries		Key Management Personnel and Directors		Relatives of Key Management Personnel		Enterprises owned/ Influenced by Key Management Personnel or their relatives		Total	
		2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
C	**Guarantee Outstanding**										
	Century Ply (Singapore) Pte. Ltd.	-	3,414.60	-	-	-	-	-	-	-	3,414.60
D	**Guarantees Obtained**										
	Sri Sajjan Bhajanka	-	-	78,350.00	94,250.00	-	-	-	-	78,350.00	94,250.00
	Sri Sanjay Agarwal	-	-	78,350.00	94,250.00	-	-	-	-	78,350.00	94,250.00
	Sri Hari Prasad Agarwal	-	-	78,350.00	94,250.00	-	-	-	-	78,350.00	94,250.00
E	**Director's Remuneration Payable**										
	Sri Sajjan Bhajanka	-	-	3.82	6.64	-	-	-	-	3.82	6.64
	Sri Sanjay Agarwal	-	-	5.26	6.63	-	-	-	-	5.26	6.63
	Sri Hari Prasad Agarwal	-	-	3.51	3.57	-	-	-	-	3.51	3.57
	Sri Prem Kumar Bhajanka	-	-	6.41	5.65	-	-	-	-	6.41	5.65
	Sri Ajay Baldawa	-	-	55.55	6.18	-	-	-	-	55.55	6.18
	Smt. Nikita Bansal	-	-	1.40	1.59	-	-	-	-	1.40	1.59
	Sri Keshav Bhajanka	-	-	0.41	3.04	-	-	-	-	0.41	3.04
F	**Salary Payable**										
	Sri Arun Kumar Julasaria	-	-	5.80	18.07	-	-	-	-	5.80	18.07
	Sri Sundeep Jhunjhunwala	-	-	1.96	2.78	-	-	-	-	1.96	2.78
	Others	-	-	-	-	7.08	5.85	-	-	7.08	5.85

Remuneration of Key Management Personnel represents short term employee benefits. As the liabilities for defined benefit plans and compensated absences are provided on actuarial basis for the Company as a whole, the amounts pertaining to Key Management Personnel are not included.

41 (c) Terms and conditions of transactions with related parties

1. The sales to/ purchases from/ services availed from/ and services provided to related parties are made on terms equivalent to those that prevail in arm's length transactions.

2. Outstanding balances at the year-end from related parties are unsecured and interest free

3. The Company has given corporate guarantee on behalf of one of its subsidiaries for which it charges commission @2% p.a

4. Employee related recoverable balances are unsecured and interest free

5. The Company has provided loan to its subsidiary for its business activities. The loan was unsecured and was repayable on demand. The loan outstanding as on 31st March, 2019 carries an interest@10%p.a.

6. The Company has taken loan from Enterprises owned/influenced by Key Management Personnel (KMP) or their relatives as well as from KMP's. The loan has been fully repaid during the year.

   The loan was unsecured and was repayable on demand. The loan carried an interest @7.50% p.a.

Notes to Financial Statements as at and for the year ended 31st March, 2019

42. Fair values measurements

Financial instruments by category: ₹ in Lac

	31st March, 2019		31st March, 2018	
	FVTPL	Amortised cost	FVTPL	Amortised cost
Non-current financial assets				
(i) Investments	-	33.77	-	2.02
(ii) Loans and advances	-	1,391.47	-	1,170.96
(iii) Other non-current financial assets	-	1,586.07	-	1,031.02
Current financial assets				
(i) Trade receivable	-	29,355.43	-	31,445.71
(ii) Cash and cash equivalents	-	1,957.64	-	1,568.34
(iii) Bank balances other than above	-	303.58	-	82.92
(iv) Loans and advances	-	539.87	-	1,390.19
(v) Other current financial assets	-	1,528.21	-	5,408.89
Total Financial assets	**-**	**36,696.04**	**-**	**42,100.05**
Non-current financial liabilities				
(i) Borrowings	-	13,226.57	-	16,693.81
(ii) Other non-current financial liabilities	-	-	-	-
Current financial liabilities				
(i) Borrowings	-	33,633.62	-	33,528.43
(ii) Trade payables	-	16,250.74	-	17,643.13
(iii) Other current financial liabilities	-	11,674.42	-	10,186.86
Total Financial liabilities	**-**	**74,785.35**	**-**	**78,052.23**

Notes:-

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

43. Financial Risk Management-Objectives and Policies

The Company's financial liabilities comprise long term borrowings, short term borrowings, capital creditors, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's financial assets include trade and other receivables, cash and cash equivalents, investment in subsidiaries at cost and deposits.

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

(i) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate, currency risk and other price risk, such as commodity price risk and equity price risk. Financial instruments affected by market risk include FVTPL investments, trade payables, trade receivables, etc.

a. Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities. The Company has a treasury department which monitors the foreign exchange fluctuations on the continuous basis and advises the management of any material adverse effect on the Company.

Notes to Financial Statements as at and for the year ended 31st March, 2019

43. Financial Risk Management-Objectives and Policies (contd.)

Foreign Currency sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in foreign currency exchange rates, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of assets and liabilities.

Change in Foreign Currency Rates	Effect on Profit before Tax (₹ in Lac)	
	31st March, 2019	31st March, 2018
5%	(547.86)	(1,909.88)
-5%	547.86	1,909.88

b. **Interest Rate Risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

	Increase/ Decrease in basis points	Effect on Profit before Tax (₹ in Lac)
31st March, 2019	+50	(265.53)
	-50	265.53
31st March, 2018	+50	(285.10)
	-50	285.10

(ii) **Credit Risks**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables).

The Company implements a credit risk management policy under which the Company only transacts business with counterparties that have a certain level of credit worthiness based on internal assessment of the parties, financial condition, historical experience, and other factors. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The Company has established a credit policy under which each new customer is analyzed individually for creditworthiness.

Trade receivables

An impairment analysis is performed at each reporting date on an individual basis for all the customers. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on credit losses historical data. The maximum exposure to credit risk at the reporting date is the carrying value of trade receivables disclosed in Note 12 as the Company does not hold collateral as security. The Company has evaluated the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries.

Credit risk also arises from transactions with financial institutions, and such transactions include transactions of cash and cash equivalents, various deposits, and financial instruments such as derivative contracts. The Company manages its exposure to this credit risk by only entering into transactions with banks that have high ratings. The Company's treasury department authorizes, manages, and oversees new transactions with parties with whom the Company has no previous relationship.

Furthermore, the Company limits its exposure to credit risk of financial guarantee contracts by strictly evaluating their necessity based on internal decision making processes, such as the approval of the board of directors.

Credit risk exposure

The carrying amount of financial assets represents the Company's maximum exposure to credit risk. The maximum exposure to credit risk as of 31st March 2019 and 31st March 2018 are as follows:

₹ in Lac

	31st March, 2019	31st March, 2018
Cash and cash equivalents	1,957.64	1,568.34
Other Bank balances	303.58	82.92
Loans and other receivables	539.87	1,390.19
Trade receivable (Net)	29,355.43	31,445.71
	32,156.52	**34,487.16**

Notes to Financial Statements as at and for the year ended 31st March, 2019

43. Financial Risk Management-Objectives and Policies (contd.)

Impairment losses on financial assets

Refer the table below for reconciliation of loss allowance in respect of Trade Receivables: ₹ in Lac

Trade Receivables (measured under life time excepted credit loss model)	31st March, 2019	31st March, 2018
Loss Allowance at the beginning of the year	887.57	762.58
Add: Loss Allowance provided during the year	8.19	124.99
Less: Write Off	-	-
Less: Loss Allowance reversed during the year	-	-
Loss Allowance at the end of the year	**895.76**	**887.57**

The ageing of trade accounts and notes receivable as of 31st March, 2019 and 31st March, 2018 are as follows: ₹ in Lac

Particulars	31st March, 2019	31st March, 2018
Not due	22,938.65	21,079.20
Overdue less than 6 months	5,736.70	8,093.86
more than 6 months - 12 months	405.95	927.61
more than 12 moths - 24 months	306.50	1,137.74
over 24 months	863.39	1,094.87
Gross Amount	**30,251.19**	**32,333.28**
Less: Expected Credit Loss	895.76	887.57
Sundry Debtors Balance	**29,355.43**	**31,445.71**

No significant changes in estimation techniques or assumptions were made during the reporting period.

(iii) Liquidity Risk

The Company's objective is to maintain optimum levels of liquidity to meet its cash and collateral requirements at all times. The Company relies on a mix of borrowings and excess operating cash flows to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium/ long term expansion needs. The Company monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs. Besides, it generally has certain undrawn credit facilities which can be accessed as and when required; such credit facilities are reviewed at regular intervals. Thus, no liquidity risk is perceived at present.

Availability of Liquidity is as follows ₹ in Lac

Particulars	31st March, 2019	31st March, 2018
Cash and Cash Equivalent	1,957.64	1,568.34
Availability under committed credit facilities	16,280.01	23,325.87

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

₹ in Lac

Particulars	Less than 1 Year	1-2 Years	2-3 Years	3-5 Years	> 5 years	Total
Year ended 31st March 2019						
Borrowings	33,633.62	4,547.03	3,930.28	4,749.26	-	46,860.19
Other financial liabilities	11,674.42	-	-	-	-	11,674.42
Trade payables	16,250.74	-	-	-	-	16,250.74
	61,557.40	**4,547.03**	**3,930.28**	**4,749.26**	**-**	**74,785.35**
Year ended 31st March 2018						
Borrowings	33,528.43	4,514.96	3,781.46	7,319.02	1,078.37	50,222.24
Other financial liabilities	10,186.86	-	-	-	-	10,186.86
Trade payables	17,643.13	-	-	-	-	17,643.13
	61,358.42	**4,514.96**	**3,781.46**	**7,319.02**	**1,078.38**	**78,052.23**

Notes to Financial Statements as at and for the year ended 31st March, 2019

44. The Company's Segment Information as at and for the year ended 31st March, 2019 are as below:

Standalone Segment Report ₹ in Lac

Sl	Particulars	Plywood	Laminate	MDF	Particle Board	CFS Services	Others	Total
a	**Revenue(Gross)**							
	External Sales	1,27,809.69	43,899.99	29,535.80	9,747.16	10,299.45	5,090.51	2,26,382.60
		(1,29,435.25)	(38,538.09)	(11,311.70)	(7,494.00)	(9,944.29)	(3,480.39)	(2,00,203.72)
	Inter-segment Sales	-	-	-	-	68.20	252.28	320.48
		-	-	-	-	(23.72)	(294.90)	(318.62)
	Total Revenue(Gross)	1,27,809.69	43,899.99	29,535.80	9,747.16	10,367.65	5,342.79	2,26,703.08
		(1,29,435.25)	(38,538.09)	(11,311.70)	(7,494.00)	(9,968.01)	(3,775.29)	(2,00,522.34)
b	**Result**							
	Segment Results	18,287.77	3,374.08	2,000.46	1,771.05	2,599.90	274.48	28,307.74
		(16,890.88)	(5,170.53)	(-245.57)	(-178.48)	(2,819.63)	(-142.06)	(24,314.93)
	Unallocated Income/(Expenses)							(2,664.41)
	(Net of unllocated expenses/income)							(-1,146.08)
	Operating Profit							25,643.33
								(23,168.86)
	Finance Cost							4,457.71
								(3,267.76)
	Tax Expnese							5,309.64
								(4,237.36)
	Net Profit							15,875.98
								(15,663.73)
	Other Information							
a	**Total Assets**							
	Segment Assets	69,187.40	27,859.20	37,187.40	7,032.99	5,487.85	1,366.25	1,48,121.09
		(62,748.85)	(24,946.58)	(39,021.67)	(5,115.23)	(5,066.69)	(1,405.35)	(1,38,304.37)
	Unallocated Corporate/Other Assets							28,530.68
								(27,623.23)
	Total							1,76,651.77
								(1,65,927.60)
b	**Total Liabilities**							
	Segment Liabilities	16,181.93	5,323.97	3,391.34	546.05	964.87	1,146.60	27,555.77
		(18,482.27)	(4,816.33)	(2,669.49)	(90.91)	(1,067.95)	(477.09)	(27,604.04)
	Unallocated /Other Liabilities							52,184.36
								(54,528.58)
	Total							79,739.13
								(82,132.62)
c	**Capital Expenditure** *	2,637.41	1,510.67	1,490.13	453.26	1,212.33	3.84	7,307.64
		(5,988.57)	(5,449.93)	(8,967.07)	(167.34)	(399.90)	(1.08)	(20,973.89)
	Unallocated Capital Expenditure							6,543.08
								(3,696.08)
d	**Depreciation/Amortisation**	862.81	723.27	1,863.97	456.84	741.90	1.18	4,649.97
		(2,034.19)	(1,218.04)	(2,390.54)	(1,457.25)	(1,002.56)	(1.42)	(8,104.00)
	Unallocated Depreciation							348.84
								(-)
e	**Geographical Segment**							
	i. Revenue (Gross)							
	India							2,16,715.86
								(1,90,390.18)
	Overseas							9,666.74
								(9,813.55)
	ii. Carrying amount of Segment Assets							
	India							1,45,993.53
								(1,36,381.41)
	Overseas							2,127.56
								(1,922.96)

Note:- Previous years figures are in bracket.

Notes to Financial Statements as at and for the year ended 31st March, 2019

44. The Company's Segment Information as at and for the year ended 31st March, 2019 (contd.)

Notes:

(a) Business Segments: The reportable segments have been identified on the basis of the products of the Company. Operating Segment disclosed are consistent with the information provided to and reviewed by the Chief Operating Decision Maker (CODM). Accordingly, the Company has identified following business segments:

Plywood	-	Plywood, Block-Board, Veneer & Timber
Laminate	-	Decorative Laminates
MDF	-	Plain & Pre-laminated Medium Density Fibre Boards
Plain Particle Board	-	Plain & Pre-laminated Particle Board
CFS Services	-	Container Freight Stations services
Others	-	Mainly Trading of Chemicals, Minerals and Equipment's

(b) The company recognised revenue at point in time.

(c) Company's Property Plant and Equipment (PPE) are located only in India. Hence separate figures for same have not been furnished.

(d) During the year there is no revenue from a single customers which is more than 10% of company's revenue.

45. Events occurring after the Balance Sheet date

Proposed Dividend

The Board of Directors at its meeting held on 27th May, 2019 have recommended a payment of final dividend of ₹1 per equity share of face value of ₹1 each for the financial year ended 31st March, 2019. The same amounts to ₹2,678.41 Lac (including dividend distribution tax of ₹456.68 Lac).

The above is subject to approval at the ensuing Annual General Meeting of the Company and hence is not recognized as a liability.

46. Earning per Share (EPS)

In terms of IND AS- 33 on "Earning Per Share" the calculation of EPS is given below: -

	2018-2019	2017-2018
Profit as per the Statement of Profit & Loss (₹ In Lac)	15,875.98	15,663.73
Profit available for Equity Shareholders(₹ In Lac)	15,875.98	15,663.73
Weighted average number of Equity Shares outstanding during the year	22,21,72,990	22,21,72,990
Nominal value of equity shares (₹)	1	1
Basic and Diluted earnings per share (EPS) (₹)	7.15	7.05

47. Charity and Donations includes ₹ 505.00 Lac (₹ 6.50 Lac) paid to political parties.

48. Previous year's figures have been rearranged and/or regrouped, wherever necessary.

49. The financial statements have been approved by the Audit Committee at its meeting held on 27th May, 2019 and by the Board of Directors on the same date.

For Singhi & Co.
Firm's Registration No.- 302049E
Chartered Accountants

Rajiv Singhi
Partner
Membership No. 053518
Place: Kolkata
Date: 27th May, 2019

For and on behalf of the Board of Directors

Sajjan Bhajanka
Chairman & Managing Director
DIN: 00246043

Sanjay Agarwal
CEO & Managing Director
DIN: 00246132

Arun Kumar Julasaria
Chief Financial Officer

Sundeep Jhunjhunwala
Company Secretary

INDEPENDENT AUDITOR'S REPORT

To,
The Members of
CENTURY PLYBOARDS (INDIA) LIMITED

Report on the Audit of Consolidated Financial Statements.

Opinion

We have audited the accompanying consolidated financial statements of **Century Plyboards (India) Limited** ("hereinafter referred to as the Holding Company") and its subsidiaries (the Holding and its subsidiaries together referred to as "the Group") comprising the consolidated balance sheet as at March 31, 2019, the consolidated statement of profit and loss (including other comprehensive income), the consolidated cash flow statement and the consolidated statement of changes in equity for the year then ended, and a summary of significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the consolidated financial statements").

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 of the consolidated state of affairs of the Group as at March 31, 2019, their consolidated total comprehensive income (comprising consolidated loss and consolidated other comprehensive income),their consolidated cash flows and consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditor in terms of their reports referred to in paragraph (a) of the other matter paragraph below, other than the management certified financial statements/ financial information for foreign subsidiaries which have been audited under their respective local GAAP and converted by the management in to Indian GAAP as referred in paragraph (b) of other matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context:

Descriptions of Key Audit Matter	How we addressed the matter in our audit
A. Valuation of inventories Refer note 11 to the Consolidated financial statements. The Holding Company is having Inventory of ₹ 40,097.45 Lacs as on 31st March 2019. Inventories are to be valued as per IND AS 2. As described in the accounting policies in note 2.1(l) to the Consolidated financial statements, inventories are carried at the lower of cost and net realisable value. As a result, the management of the Holding Company applies judgment in determining the appropriate provisions against inventory of Stores, Raw Material, Finished goods and Work in progress based upon a detailed analysis of old inventory, net realisable value below cost based upon future plans for sale of inventory.	We obtained assurance over the appropriateness of the assumptions applied in calculating the value of the inventories and related provisions by: • Completed a walkthrough of the inventory valuation process of Holding Company and assessed the design and implementation of the key controls addressing the risk. • Verifying the effectiveness of key inventory controls operating over inventories; including sample based physical verification. • Physically observing inventory measurement and count procedure carried out by the management of the Holding Company. • Verifying for a sample of individual products that costs have been correctly recorded. • Comparing the net realisable value to the cost price of inventories to check for completeness of the associated provision. • Reviewing the historical accuracy of inventory provisioning and the level of inventory write-offs during the year by Holding Company. Our Observation: Based on the audit procedures performed we did not identify any material exceptions in the Inventory valuation.

Descriptions of Key Audit Matter	How we addressed the matter in our audit
B. Revenue Recognition- The accuracy of amounts recorded as revenue is an inherent risk due to the complexity involved. The application of revenue recognition accounting standards IND AS 115 involves a number of judgments and estimates. Refer note no 2.3 (h). In addition, disclosure is required of the impact of the new standard on revenue recognition, IND AS 115, which is effective from 1st April 2018. In view of the complexity of the revenue recognition under IND AS 115 and the judgments and estimates involved the recognition of revenue was a matter of most significance to our audit.	As part of our audit, we understood the Holding Company's policies and processes, control mechanisms and methods in relation to the revenue recognition and evaluated the design and operative effectiveness of the financial controls from the above through our test of control procedures. • Tested a sample of sales transactions for compliance with the accounting principles to assess the completeness, occurrence and accuracy of revenue recorded. • performing procedures to ensure that the revenue recognition criteria adopted by Holding Company for all major revenue streams is appropriate and in line with the accounting policies. • We tested the Holding company's system generated reports, based on which revenue is accrued at the year end, and performed tests of details on the accrued revenue and accounts receivable balances recognized in the balance sheet at the year end. • Reviewed the process of determining performance obligation and management estimates of discounts / incentives to ensure that revenue is recognized at transaction price. • Our tests of detail focused on transactions occurring within proximity of the year end and obtaining evidence to support the appropriate timing of revenue recognition, based on terms and conditions set out in sales contracts and delivery documents. We considered the appropriateness and accuracy of any cut-off adjustments • Traced disclosure information to accounting records and other supporting documentation. Our Observation: Based on the audit procedures performed we did not identify any material exceptions in the revenue recognition.

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

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the annual reports, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

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 of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated cash flows and consolidated changes in equity of the Group in accordance with accounting principles generally accepted in India including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting fraud and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated 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.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matter related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditors' Responsibility

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2019 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

a. We did not audit the financial statements/ Financial information of seven subsidiaries whose financial statements/ Financial information reflect total assets of ₹ 6,080.54 Lacs and net assets ₹ 3,360.43 Lacs as at March 31, 2019 and total revenues of ₹ 10,196.46 Lacs, total comprehensive income of ₹ 340.62 Lacs for the year ended on that date and net cash inflow of ₹102.45 Lacs, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our report on consolidated financial statement in terms of sub section 3 of section 143 of the Act including the report on other information's so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

b. We did not audit the consolidated financial statements, standalone financial statements /financial information of three foreign subsidiaries, whose financial statements / financial information reflect total assets of ₹ 15,946.74 Lacs and net assets

₹ 11,198.71 Lacs as at March 31, 2019, total revenue of ₹ 3,947.25 Lacs and total comprehensive income of ₹ (1314.75) Lacs for the year ended on that date and net cash outflow of ₹ (48.70) Lacs, as considered in the consolidated financial statements. This financial statements / financial information are audited as per the local law of the respective country and have been converted by the management of the Company into IND-AS complaint financial statements. Our opinion on the statement in so far as relates to the amounts included in respect of these subsidiaries is based solely on such management certified financial IND AS financial statements.

Our opinion on the consolidated financial statement and our report on other regulatory requirement below is not modified in respect of the above matters with regard to our reliance on the work done and the reports of the other auditors and the financial statements certified by the management.

Report on Other Legal and Regulatory Requirements

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

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

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and report of the other auditor.

(c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), consolidated cash flow statement and the consolidated statement of changes in equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

(d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.

(e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiaries companies incorporated in India , none of the directors of the Group's companies, incorporated in India is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Group and the operating effectiveness of such controls, refer to our separate Report in Annexure A.

(g) With respect to the other matters to be included in the Auditors' 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 consolidated financial statements disclose the impact, if any, of pending litigations as at March 31, 2019 on the consolidated financial position of the group– Refer Note 35 (ii) to the consolidated financial statements.

   ii. The Group did not have any long-term contracts including derivative contracts as at March 31, 2019 for which there were material foreseeable losses.

   iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, and its subsidiaries incorporated in India during the year ended March 31, 2019.

For Singhi & Co.
Chartered Accountants
Firm's Registration No.302049E

(Rajiv Singhi)
Partner
Membership No. 053518

Place: Kolkata
Date: May 27, 2019

Annexure 'A' to the Independent Auditor's Report

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

In conjunction with our audit of the consolidated financial statements of the Holding Company, as of and for the year ended March 31, 2019, we have audited the internal financial controls with reference to financial statement of **Century Plyboards (India) Limited** ("the Holding Company") and its subsidiaries as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, its subsidiaries companies to whom reporting under clause (i) of sub section 3 of Section 143 of the Act in respect of adequacy of the internal financial control with reference to financial statement is applicable, which are Company's incorporated in India, are responsible for establishing and maintaining internal financial control based on "internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

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

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their report to in the Other matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system with reference to financial statement.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Holding Company, its subsidiaries which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to financial statement and such internal financial controls with reference to financial statement were operating effectively as at 31st March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial control over financial reporting in so far as it relates to seven subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India. Our opinion is not modified in respect of this matter.

For Singhi & Co.
Chartered Accountants
Firm's Registration No.302049E

(Rajiv Singhi)
Partner
Membership No. 053518

Place: Kolkata
Date: May 27, 2019

CENTURYPLY®

Consolidated Balance Sheet as at 31st March, 2019

₹ in Lac

	Notes	31st March, 2019	31st March, 2018
A ASSETS			
Non Current Assets			
Property, Plant and Equipment	3	83,479.85	64,747.09
Capital Work-in-Progress	3	2,683.76	12,613.62
Investment Property	5	610.16	610.16
Goodwill	4	28.09	28.09
Intangible Assets	4	136.06	118.85
Intangible Assets under development		-	29.41
Financial Assets			
Investments	6	33.77	2.02
Loans and Advances	7	1,392.17	1,207.68
Other financial assets	8	-	32.53
Deferred Tax Assets	9	6,150.84	6,902.78
Other non-current assets	10	1,407.50	1,675.19
Total Non Current Assets		**95,922.20**	**87,967.42**
Current Assets			
Inventories	11	46,130.84	38,275.72
Financial Assets			
Trade Receivables	12	29,568.21	35,720.14
Cash and cash equivalents	13	2,320.17	2,028.83
Bank Balances other than Cash and cash equivalents	13	303.58	82.92
Loans and Advances	7	551.55	1,329.75
Current Tax Assets		338.40	525.02
Other financial assets	8	1,734.17	1,344.39
Other current assets	10	4,315.17	5,268.79
Total Current Assets		**85,262.09**	**84,575.56**
TOTAL ASSETS		**1,81,184.29**	**1,72,542.98**
B EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	14	2,225.27	2,225.27
Other Equity	15	95,266.80	82,930.13
Equity attributable to owners of the parent		**97,492.07**	**85,155.40**
Non Controlling Interest		2,531.73	1,839.36
Total Equity		**1,00,023.80**	**86,994.76**
Liabilities			
Non Current Liabilities			
Financial Liabilities			
Borrowings	16	13,226.57	16,693.81
Other financial liabilities	17	-	-
Other non-current liabilities	18	75.61	91.69
Provisions	23	195.56	530.72
Deferred Tax Liability	9	116.05	229.20
Total Non Current Liabilities		**13,613.79**	**17,545.42**
Current Liabilities			
Financial Liabilities			
Borrowings	19	34,933.87	36,767.61
Trade Payables			
Dues to micro and small enterprises	20	154.46	347.66
Dues to other than micro and small enterprises	20	15,795.42	17,180.61
Other Financial Liabilities	21	11,695.71	10,236.84
Contract Liability	21A	730.50	-
Other Current Liabilities	22	3,228.56	2,796.00
Provisions	23	999.16	666.40
Current tax liabilities	24	9.02	7.68
Total Current Liabilities		**67,546.70**	**68,002.80**
Total Liabilities		**81,160.49**	**85,548.22**
TOTAL EQUITY AND LIABILITIES		**1,81,184.29**	**1,72,542.98**
Significant Accounting Policies, Key Judgements, Estimates and Assumptions	2		

The accompanying notes form an integral part of the Consolidated Financial Statements 3-54

As per our attached report of even date

For Singhi & Co.
Firm's Registration No. - 302049E
Chartered Accountants

Rajiv Singhi
Partner
Membership No. 053518
Place: Kolkata
Date: 27th May, 2019

For and on behalf of the Board of Directors

Sajjan Bhajanka
Chairman & Managing Director
DIN: 00246043

Sanjay Agarwal
CEO & Managing Director
DIN: 00246132

Arun Kumar Julasaria
Chief Financial Officer

Sundeep Jhunjhunwala
Company Secretary

Consolidated Statement of Profit and Loss for the year ended 31st March, 2019

₹ in Lac

	Notes	2018-2019	2017-2018
INCOME			
Revenue from Operations	25	2,28,039.36	2,06,000.09
Other Income	26	714.54	787.36
Total Income (I)		**2,28,753.90**	**2,06,787.45**
EXPENSES			
Cost of Materials Consumed	27	1,03,647.11	92,703.75
Purchase of Stock-in-Trade	28	13,966.89	11,517.04
Changes in inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	28	(2,520.47)	(5,623.21)
Employee Benefits Expense	29	34,560.80	31,291.30
Finance Cost	30	4,693.86	3,583.47
Depreciation and Amortisation Expense	31	5,947.58	9,066.44
Excise Duty	32	-	3,605.67
Other Expenses	33	48,224.91	39,400.36
Total Expenses		**2,08,520.68**	**1,85,544.82**
Profit before Tax		**20,233.22**	**21,242.63**
Tax Expenses			
Current Tax		4,664.36	4,522.95
Less: MAT credit entitlement		1,752.49	95.38
Net Current Tax Expense		2,911.87	4,427.57
Deferred Tax		2,434.21	201.09
Total Tax Expenses		5,346.08	4,628.66
Profit for the year before non controlling interest		**14,887.14**	**16,613.97**
Other Comprehensive Income (OCI)			
Items that will not to be reclassified to Statement of Profit and Loss:			
Re-Measurement gain/(loss) on defined benefit plans		(108.14)	(74.67)
Income tax related to above		42.93	30.40
Items that will be reclassified to Statement of Profit and Loss:			
Exchange difference in respect of Non integral foreign operations	8	235.28	(130.01)
Other Comprehensive Income for the year, net of tax		**170.07**	**(174.28)**
Total Comprehensive Income for the year		**15,057.21**	**16,439.69**
Profit for the year			
Attributable to:			
Equity holders of the Parent		14845.01	16306.07
Non-controlling interests		42.13	307.90
Total Comprehensive Income for the year			
Attributable to:			
Equity holders of the Parent		15007.88	16125.34
Non-controlling interests		49.33	314.35
Earnings per equity share (nominal value of share ₹ 1/-(Previous Year ₹ 1/-))			
Basic and Diluted (₹)	49	6.68	7.34
Significant Accounting Policies and Key Judgements, Estimates and Assumptions	2		

The accompanying notes form an integral part of the Consolidated Financial Statements 3-54

As per our attached report of even date

For Singhi & Co.
Firm's Registration No. - 302049E
Chartered Accountants

Rajiv Singhi
Partner
Membership No. 053518
Place: Kolkata
Date: 27th May, 2019

For and on behalf of the Board of Directors

Sajjan Bhajanka
Chairman & Managing Director
DIN: 00246043

Sanjay Agarwal
CEO & Managing Director
DIN: 00246132

Arun Kumar Julasaria
Chief Financial Officer

Sundeep Jhunjhunwala
Company Secretary

CENTURYPLY®

Consolidated Cash Flow Statement for the year ended 31st March, 2019

₹ in Lac

Particulars	2018-2019	2017-2018
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax	20,233.22	21,242.63
Adjustments for :		
Depreciation/Amortisation	5,947.58	9,066.44
Finance Cost	4,693.86	3,583.47
(Profit)/Loss on disposal of Property, Plant and Equipment	275.30	33.43
(Profit) on Sale of Current Investments	-	(170.35)
Irrecoverable Debts Written Off	156.38	124.70
Provision for Doubtful Debts provided / (written back)	38.34	48.29
Unspent Liabilities Written Back	(5.08)	(0.06)
Unrealised Foreign Exchange Fluctuations Loss	640.18	477.44
Interest Income from financial assets at amortised cost	(379.06)	(368.22)
Operating Profit before Working Capital Changes	**31,600.72**	**34,037.77**
Adjustments for :		
(Increase) in Trade Receivables	5,941.27	(1,553.73)
(Increase) in Inventories	(7,855.12)	(8,213.24)
(Increase)/Decrease in Financial Assets	1,009.81	9,624.37
(Increase) in Other Assets	(217.42)	(744.50)
Increase/(Decrease) in Long Term Provisions	(335.16)	44.41
Increase in Short Term Provisions	332.76	(30.26)
Increase in Financial Liabilities	834.44	792.93
Increase in Other Liabilities	1,168.35	(1,150.79)
Increase/(Decrease) in Trade Payables	(1,421.43)	3,412.14
	(542.50)	**2,181.33**
Cash Generated from Operations	31,058.22	36,219.10
Direct Taxes paid (Net)	(4,476.41)	(5,759.08)
Net Cash Flow from Operating Activities	**26,581.81**	**30,460.02**
B. CASH FLOW FROM INVESTING ACTIVITIES		
Proceeds/(Outflow) from margin Money Deposit	(220.14)	3.49
Purchase of Property, Plant and Equipment	(16,361.98)	(24,751.68)
Sale of Property, Plant and Equipment	658.82	255.11
Purchase of Current Investments	(31.75)	(27,700.00)
Purchase of Long Term Investments	-	(2.02)
Share Application Money (Given)/Refund	32.53	-
Sale of Current Investments	-	27,870.35
Loans (Given)/Refunds (Net)	850.00	(1,000.00)
Interest Received	373.59	287.34
Net Cash Flow used in Investing Activities	**(14,698.93)**	**(25,037.41)**
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Long Term Loans	(179.65)	2,005.88
Repayment of Long Term Loans	(2,951.69)	(450.47)
Proceeds from Short Term Borrowings	18,525.60	2,696.03
Repayment of Short Term Borrowings	(20,522.21)	(8,339.73)
Issue of Shares by Subsidiary	-	325.77
Interest Paid (Including Interest Capitalized)	(3,407.42)	(2,790.37)
Other Borrowing Cost Paid	(378.28)	(805.21)

Consolidated Cash Flow Statement for the year ended 31st March, 2019

₹ in Lac

Particulars	2018-2019	2017-2018
Dividend Paid	(2,221.21)	(2,220.46)
Tax on Dividend	(456.68)	(452.29)
Net Cash Flow from Financing Activities	**(11,591.54)**	**(10,030.85)**
	291.34	**(4,608.24)**
Cash & Cash Equivalents - Opening Balance	2,028.83	6,637.07
Cash & Cash Equivalents - Closing Balance	2,320.17	2,028.83

The accompanying notes form an integral part of the financial statements

Notes:

1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the IND AS-7 on 'Statement of Cash Flow'
2. Reconciliation between opening and closing balance's of liabilities arising from financing activities. ₹ in Lac

Particulars	Liabilities from financing activities		
	Term Loan from Banks & Financial Institutions	Current Borrowings	Finance Lease Obligation
Balance as at 1st April, 2017	**18,027.57**	**41,955.61**	**1,159.52**
Interest accrued but not due as at 1st April, 2017	18.16	122.94	4.26
Cash Flow (Net)	2,005.88	(5,643.70)	(450.47)
Non Cash Changes			
Forex	32.53	455.70	
Finance Cost	600.56	2,899.72	83.19
Interest & Other Borrowing Cost Paid	(618.72)	(2,889.41)	(87.45)
Interest accrued but not due as at 31st March, 2018		(133.25)	
Balance as at 1st April, 2018	**20,065.98**	**36,767.61**	**709.05**
Interest accrued but not due as at 1st April, 2018		133.25	
Cash Flow (Net)	(3,558.34)	(1,996.61)	427.01
Non Cash Changes			
Forex	614.06	162.87	-
Finance Cost	1,165.23	2,135.53	92.68
Interest & Other Borrowing Cost Paid	(1,126.01)	(2,182.23)	(87.07)
Interest accrued but not due as at 31st March, 2019	(39.22)	(86.55)	(5.61)
Balance as at 31st March, 2019	**17,121.70**	**34,933.87**	**1,136.06**

* Represents amortisation of debt issuance cost relating to Term Loan

3. Previous year's figures have been rearranged and/or regrouped, wherever necessary

As per our attached report of even date

For Singhi & Co.
Firm's Registration No.- 302049E
Chartered Accountants

Rajiv Singhi
Partner
Membership No. 053518
Place: Kolkata
Date: 27th May, 2019

For and on behalf of the Board of Directors

Sajjan Bhajanka
Chairman & Managing Director
DIN: 00246043

Sanjay Agarwal
CEO & Managing Director
DIN: 00246132

Arun Kumar Julasaria
Chief Financial Officer

Sundeep Jhunjhunwala
Company Secretary

CENTURYPLY®

Consolidated Statement of Changes in Equity for the year ended 31st March, 2019

A) Equity Share Capital

	Nos.	₹ in Lac
On 1st April, 2017 *	22,21,72,990	2,225.27
Changes in equity share capital during the year	-	-
Balance at 31st March, 2018 *	22,21,72,990	2,225.27
Changes in equity share capital during the year	-	-
Balance at 31st March, 2019 *	22,21,72,990	2,225.27

* Includes amount ₹ 3.54 Lac received on forfeited shares (FY 2001-02)

B) Other Equity

₹ in Lac

Particulars	Reserves and Surplus						Other Comprehensive Income (OCI)-Foreign Currency Translation Reserve	Total	Non Controlling Interest	Total Equity
	Securities Premium Reserve (Refer Note No. 15	Amalga-mation Reserve	Retained Earnings	Capital Redemption Reserve	General Reserve	Capital Reserve				
Balance at 1st April, 2017	1,892.77	317.40	65,595.77	50.00	990.19	55.51	363.81	69,265.45	1,199.24	70,464.69
Profit for the year	-	-	16,306.08	-	-	-	-	16,306.08	307.90	16,613.98
Other Comprehensive Income for the year, net of tax	-	-	(44.27)	-	-	-	-	(44.27)	-	(44.27)
Final Dividend for the year 2016-2017	-	-	(2,221.73)	-	-	-	-	(2,221.73)	-	(2,221.73)
Tax on final dividend for the year 2016-2017	-	-	(452.29)	-	-	-	-	(452.29)	-	(452.29)
Exchange difference in respect of Non integral foreign operations	-	-	-	-	-	-	(130.01)	(130.01)	-	(130.01)
On acquisition of subsidiary during the year	-	-		-	-	206.90	-	206.90	332.22	539.12
Balance at 31st March, 2018	1,892.77	317.40	79,183.56	50.00	990.19	262.41	233.80	82,930.13	1,839.36	84,769.49
Adjustments										
Profit for the year	-	-	14,845.01	-	-	-	-	14,845.01	42.13	14,887.14
Other Comprehensive Income for the year, net of tax	-	-	(65.21)	-	-	-	-	(65.21)	-	(65.21)
On acquisition of subsidiary during the year	-	-		-	-	-	-	-	650.24	650.24
Exchange difference in respect of Non integral foreign operations	-	-		-	-		235.28	235.28	-	235.28
Final Dividend for the year 2017-2018	-	-	(2,221.73)	-	-	-	-	(2,221.73)	-	(2,221.73)
Tax on final dividend for the year 2017-2018	-	-	(456.68)	-	-	-	-	(456.68)	-	(456.68)
Balance at 31st March, 2019	1,892.77	317.40	91,284.95	50.00	990.19	262.41	469.08	95,266.80	2,531.73	97,798.53

The accompanying notes are an integral part of the Consolidated Financial Statements.

As per our attached report of even date

As per our report on even date

For Singhi & Co.
Firm's Registration No. - 302049E
Chartered Accountants

Rajiv Singhi
Partner
Membership No. 053518
Place: Kolkata
Date: 27th May, 2019

For and on behalf of the Board of Directors

Sajjan Bhajanka
Chairman & Managing Director
DIN: 00246043

Sanjay Agarwal
CEO & Managing Director
DIN: 00246132

Arun Kumar Julasaria
Chief Financial Officer

Sundeep Jhunjhunwala
Company Secretary

Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2019

1. Corporate Information

The consolidated financial statements comprise financial statements of Century Plyboards (India) Limited (the Company) and its subsidiaries (collectively, the Group) for the year ended 31st March, 2019. The company is a public Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on National Stock Exchange of India Ltd. and BSE Limited. The Company is primarily engaged in manufacturing and sale of Plywood, Laminates, Decorative Veneers, Medium Density Fibre boards (MDF), Pre-laminated boards, Particle Board and Flush Doors and providing Container Freight Station services (CFS). The Company presently has manufacturing facilities near Kolkata, Karnal, Guwahati, Hoshiarpur, Kandla and Chennai. Container Freight station is located near Kolkata port.

2. Significant Accounting Policies, Key Judgements, Estimates and Assumptions

2.1 Basis of Preparation

2.1.1 Compliance with IND AS

These consolidated financial Statements relate to Century Plyboards (India) Limited. The consolidated financial statements have been prepared in accordance with Indian Accounting Standards ("IND AS") as prescribed under Section 133 of the Companies Act, 2013 ("the Act"), as notified under the Companies (Indian Accounting Standard) Rules, 2015 and other relevant provision of the Act.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The company has applied the following accounting standards and its amendment for the first time for annual reporting period commencing 1st April, 2018.

The Company had to change its accounting policies following the adoption of IND AS 115. Most of the other amendments listed above did not have any impact on the amounts recognized in prior periods and are not expected to significantly affect the current and future periods.

- IND AS 115, Revenue from Contracts with customers
- Amendment to IND AS 20, Accounting for Government Grant and Disclosure of Government Assistance.
- Appendix B, Foreign currency transactions and Advance consideration to IND AS 21, The Effects of change in Foreign Currency Rate
- Amendment to IND AS 12, Income Taxes
- Amendment to IND AS 40, Investment Property
- Amendment to IND AS 28, Investment in Associate and Joint Ventures and IND AS 112, Disclosure of Interest in Other Entities.

The consolidated financial statements have been prepared on a historical cost basis, except for certain financial assets measured at fair value as described in accounting policies regarding financial instruments.

The consolidated financial statements have been prepared under the historical cost convention on accrual basis except for following assets and liabilities which have been measured at fair value:

- Financial instruments - Measured at fair value;
- Plan assets under defined benefit plans - Measured at fair value; and

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in the consolidated financial statement is determined on such a basis, except for share-based payment transactions, leasing transactions and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Inventories or value in use in Impairment of Assets. The basis of fair valuation of these items are given as part of their respective accounting policies.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the group can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

- Level 3 inputs are unobservable inputs for the asset or liability.

The consolidated financial statements are presented in Indian Rupees which is the Functional Currency and all values are rounded to nearest Lakhs with two decimal except when otherwise indicated.

Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at 31st March 2019. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on 31st March. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as on the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

Consolidation Procedure:

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

(b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill or capital reserve.

(c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. IND AS12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

(d) In case of foreign subsidiaries, being non-integral foreign operations, revenue items are translated at the average rates prevailing during the period. Assets, liabilities and equity are translated at the closing rate. Any exchange difference arising on translation is recognized in the "Foreign Currency Translation Reserve".

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the

Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- De-recognises the assets (including any goodwill) and liabilities of the subsidiary.
- De-recognises the carrying amount of any non-controlling interests.
- De-recognises the cumulative translation differences recorded in equity.
- Recognises the fair value of the consideration received.
- Recognises the fair value of any investment retained.
- Recognises any surplus or deficit in profit or loss.
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

2.2 Summary of Significant Accounting Policies

a) Business Combinations

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

b) Investment in Associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Group's investments in its associate are accounted for using the equity method. Under the equity method, the investment in an associate is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate since the acquisition date. Goodwill relating to the associate is included in the carrying amount of the investment and is not tested for impairment individually.

The statement of profit and loss reflects the Group's share of the results of operations of the associate. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate.

If an entity's share of losses of an associate equals or exceeds its interest in the associate (which includes any long term interest that, in substance, form part of the Group's net investment in the associate), the entity discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture. If the associate subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The aggregate of the Group's share of profit or loss of an associate is shown on the face of the statement of profit and loss.

The financial statements of the associate are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value, and then recognises the loss as 'Share of profit of an associate' in the statement of profit or loss.

Upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

c) **Current versus Non-Current Classification**

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in Group normal operating cycle.
- Held primarily for the purpose of trading.
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when it is:

- expected to be settled in Group's normal operating cycle.
- held primarily for the purpose of trading.
- due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

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

d) **Revenue Recognition**

The Group derives revenue principally from sale of Plywood, Laminates, MDF, Particle boards, Decorative Veneers, Flush Doors and CFS services. The Group recognizes revenue when it satisfies a performance obligation in accordance with the provisions of contract with the customer. This is achieved when control of the product has been transferred to the customer, which is generally determined when title, ownership, risk of obsolescence and loss pass to the customer and the Group has the present right to payment, all of which occurs at a point in time upon shipment or delivery of the product. The Group considers shipping and handling activities as costs to fulfil the promise to transfer the related products and the customer payments for shipping and handling costs are recorded as a component of revenue. In certain customer contracts, shipping and handling services are treated as a distinct separate performance obligation and the Company recognises revenue for such services when the performance obligation is completed.

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

For incentives offered to customers/dealers, the Group makes estimates related to customer performance and sales volume to determine the total amounts earned and to be recorded as deductions. The estimate is made in such a manner, which ensures that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The actual amounts may differ from these estimates and are accounted for prospectively. No element of significant financing is deemed present as the sales are made with a credit term, which is consistent with market practice.

In case of related party transactions where related party meets the definition of customer (i.e. a party that has contracted with the Company to obtain goods or services that are an output of the Company's ordinary activity in exchange for consideration) and the transactions are within the scope of the standard then the revenue is recognised based on the principles of IND AS 115.

Export incentives and subsidies are recognized when there is reasonable assurance that the Group will comply with the conditions and the incentive will be received.

Interest Income

For all debt instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. Interest income is included in finance income in the statement of profit and loss.

Dividends

Revenue is recognised when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend.

Insurance Claims

Insurance and other claims are accounted for as and when accepted.

e) **Government Grants**

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

When the Group receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual instalments.

f) **Taxes**

Tax expense is the aggregate amount included in determination of profit or loss for the period in respect of current tax & deferred tax.

Current Tax

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

Current tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits (MAT Credit Entitlement) and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Mat Credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal Income Tax during the specified period. In the year in which the Minimum Alternative Tax (MAT) credit becomes eligible to be recognised as an asset. The said asset is created by way of credit to Statement of Profit and Loss and shown as MAT credit entitlement. The company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period

g) **Property, Plant and Equipment**

Property, Plant and Equipment (PPE) is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives.

Expenditure directly attributable to expansion projects are capitalised. Administrative, general overheads and other indirect expenditure (including borrowing costs) incurred during the project period which are not related to the project nor are incidental thereto, are charged to Statement of Profit and Loss.

Effective 1st April, 2018, depreciation on property, plant and equipment is provided under Straight Line method except for certain subsidiaries which are providing under written down value method at the rates determined based on useful lives of the respective assets and residual values which is in line with those indicated in Schedule II of The Companies Act, 2013.

The estimated useful life of the Property Plant and Equipment is given below:-

Asset Group	Useful life (in years)
Factory Building	30
Non-factory Building	60
Plant & Equipment	8-15
Electrical Installation	10
Furniture & Fixtures	10
Office Equipment and Vehicle	5-8
Computers	3

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

h) **Intangible Assets**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment loss, if any.

The Group has intangible assets with finite useful lives.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

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

Intangible assets (Computer Software) are amortised on a Straight Line method over a period of 3 years.

Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2019

i) **Investment Property**

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

All other repair and maintenance costs are recognised in profit or loss as incurred.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of de-recognition.

j) **Borrowing Costs**

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

k) **Leases**

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Group as a lessee

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Group is classified as a finance lease.

Finance leases are capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Group's general policy on the borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments as per terms of the agreement are recognised as an expense in the statement of profit and loss.

l) **Inventories**

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and conditions are accounted for as follows:

(i) Raw materials, Stores and Spares: These are valued at lower of cost and net realisable value. However, material and other items held for use in production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

(ii) Finished goods and work in progress: These are valued at lower of cost and net realisable value. Cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity. Cost of finished goods also includes excise duty. Cost is determined on weighted average basis.

(iii) Traded goods: These are valued at lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

m) **Impairment of Non-Financial Assets**

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

n) Retirement and Other Employee Benefits

Retirement benefit in the form of Provident Fund is a defined contribution scheme and the group recognizes contribution payable to the provident fund scheme as expenditure when an employee renders the related service.

The Group has no obligations other than the contribution payable to the respective funds.

Gratuity liability, being a defined benefit obligation, is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.

Short term compensated absences are provided for based on estimates.

The Group treats accumulated leaves expected to be carried forward beyond twelve months as long term employee benefit for measurement purposes. Such long term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the end of each financial year. The Group does not have an unconditional right to defer the settlement for the period beyond 12 months and accordingly entire leave liability is shown as current liability.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in Other Comprehensive Income in the period in which they occur. Re-measurements are not reclassified to the statement of profit or loss in subsequent periods.

o) Foreign Currency Translation

The Group's consolidated financial statements are presented in INR, which is also the parent company's functional currency. For each entity the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency. The Group uses the direct method of consolidation and on disposal of a foreign operation the gain or loss that is reclassified to profit or loss reflects the amount that arises from using this method.

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

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

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

On consolidation of subsidiaries, the assets and liabilities of foreign operations are translated into INR at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at exchange rates prevailing at the dates of the transactions. For practical reasons, the group uses an average rate to translate income and expense items, if the average rate approximates the exchange rates at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognised in profit or loss.

p) Financial Instruments

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

Financial Assets

(i) Initial Recognition and Measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the settlement date, i.e., the date that the asset is delivered to or by the Group which generally coincides with the trade date.

(ii) Subsequent Measurement

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

(a) Debt Instruments at Amortised Cost

(b) Equity instruments at fair value through profit or loss (FVTPL)

(a) Debt Instruments at Amortised Cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

(i) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

(ii) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade receivables, cash and bank balances, loans and other financial assets of the Group.

(b) Equity instruments at fair value through profit or loss (FVTPL)

All equity investments in scope of IND AS 109 are measured at fair value except equity investments in subsidiaries which are measured at cost as per IND AS 27. For equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

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

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

(iii) De-recognition

A financial asset (or, where applicable, a part of a financial asset) is primarily derecognised (i.e. removed from the Group's balance sheet) when the rights to receive cash flows from the asset have expired.

(iv) Impairment of Financial Assets

In accordance with IND AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of IND AS 11 and IND AS 18.

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

As a practical expedient, the Group uses historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates to determine impairment loss allowance on portfolio of its trade receivables.

Financial Liabilities

(i) Initial Recognition and Measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings or payables.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

(ii) Subsequent Measurement

The measurement of financial liabilities depends on their classification, as described below:

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

(iii) De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

(iv) Offsetting of Financial Instruments

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

(v) Derivative Financial Instruments

Initial Recognition and Subsequent Measurement

The Group uses derivative financial instruments, such as forward contracts, interest rate swaps, etc. to hedge its foreign currency risks and interest rate risks and are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss.

q) Fair Value Measurement

The Group measures financial instruments, such as, quoted investments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

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

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

(ii) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

(iii) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements at fair value on recurring basis, the Group determines whenever transfers have occurred between levels in the hierarchy by reassessing categorization at the end of each reporting period and discloses the same.

r) Cash and Cash Equivalents

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

s) Cash Dividend to Equity Holders

The Group recognises a liability to make cash distributions to equity holders of the Group when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

t) Earning per Share

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

u) Segment Reporting

The Group's operating business segments are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the group operate.

v) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

w) Contingent Liabilities

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

2.3 Critical accounting judgment and key sources of estimation uncertainty

The application of accounting policies requires management to make estimates and judgments in determining certain revenues, expenses, assets, and liabilities. The following paragraphs explains areas that are considered more critical, involving a higher degree of judgment and complexity.

a. **Impairment of non-current assets -** IND AS 36 requires that the group assesses conditions that could cause an asset or a Cash Generating Unit (CGU) to become impaired and to test recoverability of potentially impaired assets. These conditions include internal and external factors such as the group's market capitalization, significant changes in the group's planned use of the assets or a significant adverse change in the expected prices, sales volumes or raw material cost. The identification of CGUs involves judgment, including assessment of where active markets exist, and the level of interdependency of cash inflows. CGU is usually the individual plant, unless the asset or asset group is an integral part of a value chain where no independent prices for the intermediate products exist, a group of plants is combined and managed to serve a common market, or where circumstances otherwise indicate significant interdependencies.

In accordance with IND AS 36, goodwill and certain intangible assets are reviewed at least annually for impairment. If a loss in value is indicated, the recoverable amount is estimated as the higher of the CGU's fair value less cost to sell, or its value in use. Directly observable market prices rarely exist for the group's assets, however, fair value may be estimated based on recent transactions on comparable assets, internal models used by the group for transactions involving the same type of assets or other relevant information. Calculation of value in use is a discounted cash flow calculation based on continued use of the assets in its present condition, excluding potential exploitation of improvement or expansion potential.

Determination of the recoverable amount involves management estimates on highly uncertain matters, such as commodity prices and their impact on markets and prices for upgraded products, development in demand, inflation, operating expenses and tax and legal systems. The group uses internal business plans, quoted market prices and the group's best estimate of commodity prices, currency rates, discount rates and other relevant information. The group does not include a general growth factor to volumes or cash flows for the purpose of impairment tests, however, cash flows are generally increased by expected inflation and market recovery towards previously observed volumes.

b. Defined Benefit Plans

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

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

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

Further details about gratuity obligations are given in Note No. 34

c. **Environmental liabilities and Asset Retirement Obligation (ARO) –** Estimation of environmental liabilities and ARO require interpretation of scientific and legal data, in addition to assumptions about probability and future costs.

d. **Taxes –** The group calculates income tax expense based on reported income. Deferred income tax expense is calculated based on the differences between the carrying value of assets and liabilities for financial reporting purposes and their respective tax basis that are considered temporary in nature. Valuation of deferred tax assets is dependent on management's assessment of future recoverability of the deferred benefit. Expected recoverability may result from expected taxable income in the future, planned transactions or planned tax optimizing measures. Economic conditions may change and lead to a different conclusion regarding recoverability.

e. **Classification of leases –** The group enters into leasing arrangements for various assets. The classification of the leasing arrangement as a finance lease or operating lease is based on an assessment of several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to purchase and estimated certainty of exercise of such option, proportion of lease term to the asset's economic life, proportion of present value of minimum lease payments to fair value of leased asset and extent of specialized nature of the leased asset.

f. **Useful lives of depreciable/ amortisable assets (tangible and intangible) -** Management reviews its estimate of the useful lives of depreciable/ amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain software, customer relationships, IT equipment and other plant and equipment

g. **Expected Credit Loss Model -** The group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the Financial Assets. The group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. As a practical expedient, the group uses historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates to determine impairment loss allowance on portfolio of its trade receivables.

h. **Significant judgments when applying IND AS 115 –** Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Group expects to receive in exchange for those products or services. The application of revenue recognition accounting standards is complex and involves a number of key judgements and estimates. Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, price concessions and incentives, if any, as specified in the contract with the customer/dealer. The Group makes estimates related to customer performance and sales volume to determine the total amounts earned and incentive to be recorded as deductions. The Group exercises judgment in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Group considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of control to the customer, acceptance of delivery by the customer, etc.

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

Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to IND ASs which the Company has not applied as they are effective from 1st April, 2019: The Group will adopt new standard and amendment to existing standards with effect from 1st April 2019.

a. **IND AS 116: Leases –** IND AS 116 will supersede the existing IND AS 17. The new standard provides a comprehensive model to identify lease-arrangements and the treatment thereof in the financial statements of both the lessee and lessor. The new standard requires entities to make more judgments and estimates (e.g., determining when a customer has the right to direct the use of an identified asset, estimating the incremental rate of borrowing) and make more disclosures (e.g., discount rate, weighted average lease term, other qualitative and quantitative information).

IND AS 116 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. IND AS 17 required classifying leases as finance lease and operating lease, the same is not required under IND AS 116. Under IND AS 116, a lessee measures right-of-use assets similarly to other non-financial assets (such as property, plant and equipment) and lease liabilities similarly to other financial liabilities.

On initial application the Group will recognise new assets and liabilities for its operating leases of premises and other assets. The nature of expenses related to those leases will change from lease rent in previous periods to a) amortization change for the right-to-use asset, and b) interest accrued on lease liability.

Requirements with regard to lessor accounting are substantially similar to accounting requirements contained in IND AS 17. Accordingly, a lessor will continue to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

The Group is proposing to use the 'Modified Retrospective Approach' for transitioning to IND AS 116 without adjusting the Comparatives.

The Group is currently evaluating the impact this standard will have on its financial statement

b. **IND AS 12 Appendix C, Uncertainty over Income Tax Treatments –** Ministry of Corporate Affairs has notified IND AS 12 Appendix 'C' Uncertainty over Income Tax Treatments on 30th March, 2019. According to the appendix, the company need to determine the probability of the relevant tax authority accepting each tax treatment, or the Company of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates. The Company has decided to adjust the cumulative effect in equity on the date of initial application without adjusting comparatives. The effect on adoption of IND AS 12 Appendix C would be insignificant in the financial statements.

c. **Amendment to IND AS 12: Income taxes –** Ministry of Corporate Affairs issued amendments to the guidance in IND AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes accordingly an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with IND AS 12. There is no impact of this amendment on the financial statements.

d. **Amendment to IND AS 19 –** plan amendment, curtailment or settlement- Ministry of Corporate Affairs issued amendments to IND AS 19, 'Employee Benefits', on 30th March, 2019, in connection with accounting for plan amendments, curtailments and settlements. The Group does not have any impact on account of this amendment.

e. **IND AS 23 –** Borrowing Costs - The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Group does not expect any significant impact from this amendment

f. **IND AS 103 – Business Combinations and IND AS 111 – Joint Arrangements -** The amendments to IND AS 103 relating to re-measurement clarify that when an entity obtains control of a business that is a joint operation, it re-measures previously held interests in that business. The amendments to IND AS 111 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business. This amendment are currently not applicable to the Group.

g. **IND AS 109 Prepayment Features with Negative Compensation -** The amendments relate to the existing requirements in IND AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. Group does not expect this amendment to have any impact on its financial statements.

3 : Property, Plant and Equipment

₹ in Lac

COST	Freehold Land	Factory Buildings	Non-Factory Buildings on Freehold Land	Non-Factory Buildings on Leasehold Land	Storage Yard on Lease Hold Land	Plant & Machinery	Electrical Installations	Furniture & Fixtures	Office Equipment	Computers	Vehicles (a)	Total
At 1st April, 2017	2,893.04	6,928.24	3,858.92	528.22	2,398.26	19,281.92	1,208.58	504.91	457.01	494.57	2,230.46	40,784.13
Additions	3,459.01	5,451.08	1,126.95	27.66	-	31,047.03	1,505.22	77.38	214.70	193.79	482.85	43,585.67
Foreign Currency Translation Adjustment	-	(2.08)	-	-	-	44.92	(0.60)	(0.07)	(0.02)	(0.02)	(0.06)	42.07
Disposals / deductions / adjustment	-	-	-	-	-	307.12	2.30	2.45	2.21	11.57	5.35	331.00
At 31st March, 2018	**6,352.05**	**12,377.24**	**4,985.87**	**555.88**	**2,398.26**	**50,066.75**	**2,710.90**	**579.77**	**669.48**	**676.77**	**2,707.90**	**84,080.87(a)**
Acquisition of subsidiary												
Additions	639.94	2,790.53	7,002.07	478.84	-	8,440.32	1,158.57	1,981.14	1,100.24	427.17	989.10	25,007.92
Foreign Currency Translation Adjustment	-	42.59	-	-	-	617.44	13.80	1.56	1.36	0.50	1.18	678.43
Disposals / deductions / adjustment	-	9.48	130.10	(24.39)	24.60	833.69	18.82	48.36	66.11	211.47	457.67	1,775.91
At 31st March, 2019	**6,991.99**	**15,200.88**	**11,857.84**	**1,059.11**	**2,373.66**	**58,290.82**	**3,864.45**	**2,514.11**	**1,704.97**	**892.97**	**3,240.51**	**1,07,991.31(a)**
Accumulated Depreciation												
As at 1st April, 2017	-	1,037.32	452.36	136.64	929.78	5,737.46	364.95	178.71	243.90	323.60	966.77	10,371.49
Charge for the Year	-	842.44	316.31	64.03	491.54	6,162.56	375.95	92.38	125.58	134.10	462.22	9,067.11
Foreign Currency Translation Adjustment	-	(0.38)	-	-	-	5.07	(0.24)	(0.04)	0.60	(0.01)	(0.03)	4.97
Disposals / deductions	-	-	-	-	-	92.14	2.18	0.92	1.49	9.77	3.29	109.79
As at 31st March, 2018	**-**	**1,879.38**	**768.67**	**200.67**	**1,421.32**	**11,812.95**	**738.48**	**270.13**	**368.59**	**447.92**	**1,425.67**	**19,333.78**
charge for the Year	-	503.15	310.39	70.18	451.90	3,695.02	266.05	121.23	163.88	106.63	235.86	5,924.29
Foreign Currency Translation Adjustment	-	5.06	-	-	-	86.97	3.15	0.48	0.39	0.19	0.35	96.59
Disposals / deductions	-	8.15	33.80	(18.78)	18.98	178.69	15.22	33.32	55.39	200.28	318.15	843.20
As at 31st March, 2019	**-**	**2,379.44**	**1,045.26**	**289.63**	**1,854.24**	**15,416.25**	**992.46**	**358.52**	**477.47**	**354.46**	**1,343.73**	**24,511.46**
Carrying Values												
As at 31st March, 2018	**6,352.05**	**10,497.86**	**4,217.20**	**355.21**	**976.94**	**38,253.80**	**1,972.42**	**309.64**	**300.89**	**228.85**	**1,282.23**	**64,747.09**
As at 31st March, 2019	**6,991.99**	**12,821.44**	**10,812.58**	**769.48**	**519.42**	**42,874.57**	**2,871.99**	**2,155.59**	**1,227.50**	**538.51**	**1,896.78**	**83,479.85**

Notes :

a) Vehicles Includes taken on finance lease written down Value ₹ 1330.54 Lac (₹ 932.60 Lac) [Refer Note No. 37(b)].

b) Contractual commitments for acquisition of Property, Plant & Equipment is disclosed in Note no 35(i)

c) For assets pledged against borrowings Refer Note No. 16&19

Capital Work in Progress

₹ in Lac

	31st March, 2019	31st March, 2018
Carrying value at the beginning of the year	12613.62	29880.20
Addition during the year	1661.66	12497.19
Capitalised during the year	11296.31	29721.03
Deduction/ Adjustment during the year	295.21	42.74
Carrying value at the end of the year	2683.76	12613.62

Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2019

3. Property, Plant and Equipment

₹ in Lac

Particulars	Freehold Land	Factory Buildings	Non-Factory Buildings on Freehold Land	Plant & Machinery	Electrical Installations	Furniture & Fixtures	Office Equipment	Computers	Vehicles	Total
As at 1st April, 2017	2,631.10	6,680.73	3,941.73	15,525.40	911.71	19.13	22.17	25.89	122.34	29,880.20
Addition	310.06	2,110.12	4,597.85	5,219.88	219.90	7.28	16.98	15.12	-	12,497.19
Transfer to PPE	2,546.92	7,012.92	803.68	18,032.91	1,105.96	21.34	33.95	41.01	122.34	29,721.03
Deduction/ Adjustment	-	-	42.74	-	-	-	-	-	-	42.74
As at 31st March, 2018	**394.24**	**1,777.93**	**7,693.16**	**2,712.37**	**25.65**	**5.07**	**5.20**	**-**	**-**	**12,613.62**
As at 1st April, 2018	394.24	1,777.93	7,693.16	2,712.37	25.65	5.07	5.20	-	-	12,613.62
Addition	-	188.66	245.08	1,196.04	-	11.17	-	20.71	-	1,661.66
Transfer to PPE	394.24	1,536.94	7,662.12	1,667.09	25.65	5.07	5.20	-		11,296.31
Deduction/ Adjustment		148.19	-	147.02						295.21
As at 31st March, 2019	**-**	**281.46**	**276.12**	**2,094.30**	**-**	**11.17**	**-**	**20.71**	**-**	**2,683.76**

4. Intangible Assets

₹ in Lac

Particulars	Computer Software	Goodwill	Total
COST			
At 1st April, 2017	396.85	28.09	424.94
Addition	22.61	-	22.61
Written Off/Disposed	13.77	-	13.77
As at 31st March, 2018	**405.69**	**28.09**	**433.78**
Acquisition of subsidiary			
Addition	41.88	-	41.88
Written Off/Disposed	22.08	-	22.08
As at 31st March, 2019	**425.49**	**28.09**	**453.58**
Amortisation			
As at 1st April, 2017	241.74	-	241.74
Charge for the Year	46.51	-	46.51
Written Off/Disposed	1.41	-	1.41
As at 31st March, 2018	**286.84**	**-**	**286.84**
charge for the Year	23.27	-	23.27
Written Off/Disposed	20.68	-	20.68
As at 31st March, 2019	**289.43**	**-**	**289.43**
Net Block			
As at 31st March, 2018	**118.85**	**28.09**	**146.94**
As at 31st March, 2019	**136.06**	**28.09**	**164.15**

INTANGIBLE ASSETS UNDER DEVELOPMENT

₹ in Lac

Particulars	Software
As at 1st April, 2017	**27.68**
Addition	29.41
Transfer to PPE	27.68
Deduction/ Adjustment	-
As at 31st March, 2018	29.41
As at 1st April, 2018	**29.41**
Addition	-
Transfer to PPE	29.41
Deduction/ Adjustment	-
As at 31st March, 2019	**-**

Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2019

5. Investment Property

₹ in Lac

Particulars	Amount
Opening balance at 1st April, 2017	610.16
Addition	-
Closing balance at 31st March, 2018	**610.16**
Addition	-
Closing balance at 31st March, 2019	**610.16**

These valuations are based on valuations performed by D. R. Bhaumik, an accredited independent valuer holding recognised and relevant professional qualification and has recent experience in the location and category of the investment property being valued.

₹ in Lac

Reconciliation of fair value:	Amount
Opening balance at 1st April, 2017	600.00
Fair value difference	-
Closing balance at 31st March, 2018	**600.00**
Fair value difference	213.00
Closing balance at 31st March, 2019	**813.00**

6. Investments

₹ in Lac

Particulars	Face Value ₹ per share	No. of Shares	31st March, 2019	31st March, 2018
Non-Current Investments at fair value through profit or loss (FVTPL)				
Unquoted Equity Instruments				
Investments In Others (at FVTPL)				
OPG Power Generation Pvt. Ltd.	10	-	-	2.02
		(17600)		
Watsun Infrabuild Pvt. Ltd.	10	320223	32.02	-
Association of Indian Panelboard Manufacturer	10	500	0.50	-
Indian Laminate Manufacturer's Association	1000	125	1.25	-
Total			**33.77**	**2.02**

7. Loans and Advances (at amortised cost)

₹ in Lac

Unsecured considered good	Non Current		Current	
	31st March, 2019	31st March, 2018	31st March, 2019	31st March, 2018
Security Deposits	1,392.17	1,207.68	401.55	329.75
Loans:				
- To a Body corporate	-	-	150.00	1,000.00
Total	**1,392.17**	**1,207.68**	**551.55**	**1,329.75**

Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2019

8. Other Financial Assets (At Amortised Cost)

₹ in Lac

	Non Current		Current	
	31st March, 2019	31st March, 2018	31st March, 2019	31st March, 2018
Unsecured Considered Good				
Advances recoverable in cash or kind	-	-	1,063.37	967.23
Other Receivables	-	-	527.04	277.57
Share Application Money				
- To Others	-	32.53	-	-
Interest accrued on Loans, Deposits etc.	-	-	86.35	80.88
Insurance Claim Receivable	-	-	57.41	18.71
Total	**-**	**32.53**	**1,734.17**	**1,344.39**
Due from officer of the Company	-	-	7.00	-

9. Income Tax

₹ in Lac

		31st March, 2019	31st March, 2018
(i)	**Current income tax recognised in Statement of Profit & Loss**		
	Current income tax	4,664.36	4,522.95
	MAT credit entitlement	(1,752.49)	(95.38)
	Deferred tax:	2,434.21	201.09
	Income tax expense reported in the Statement of Profit & Loss	**5,346.08**	**4,628.66**
	OCI section		
	Current Tax recognised for Other Comprehensive Income (OCI)		
	Tax on net loss(gain) on remeasurement of defined benefit plan	42.93	30.40
		42.93	**30.40**
(ii)	**Deferred Tax Assets**		
	Impact of expenditure charged to the Statement of Profit and Loss in the current year but allowed for tax purposes on payment basis	750.93	746.41
	Plant Property and Equipment: Impact of difference between tax depreciation and depreciation/ amortisation charged for the financial reporting	(1,965.93)	545.89
	Provision for doubtful debts and advances	313.02	310.15
		(901.98)	**1,602.45**
	Minimum Alternate Tax Credit Entitlement *	7,052.82	5,300.33
	Deferred Tax Assets	**6,150.84**	**6,902.78**
(iii)	**Deferred Tax Liability**		
	Plant Property and Equipment: Impact of difference between tax depreciation and depreciation/ amortisation charged for the financial reporting	116.05	229.20
	Deferred Tax Liability	**116.05**	**229.20**
(iv)	**Deferred Tax (Net) (Recognised in Total Comprehensive Income)**		
	a) Impact of expenditure charged to the Statement of Profit and Loss in the current year but allowed for tax purposes on payment basis	4.52	68.39
	b) Plant Property and Equipment: Impact of difference between tax depreciation and depreciation/ amortisation charged for the financial reporting	(2,398.67)	(285.33)
	c) Provision for doubtful debts and advances	2.87	46.24
	d) Minimum Alternate Tax Credit Entitlement*	1,752.49	95.38
		(638.79)	**(75.32)**

*The Company enjoys tax holiday benefit in respect of its certain units under section 80IA and 80IE of the Income Tax Act, 1961 (Act) and accordingly at present is paying Minimum Alternative Tax (MAT) under Section 115JB of the Act. Utilisation of such MAT credit would commence immediately upon completion of the Tax holiday period and the management is certain that there will be sufficient taxable profit to utilise the MAT credit recognised in the books of accounts.

Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2019

9. Income Tax (contd.)

(v) Movement in deferred tax assets and liabilities:

₹ in Lac

Particulars	As at 1st April, 2017	Recognised in Statement of Profit & Loss	Recognised in OCI	As at 31st March, 2018	Recognised in Statement of Profit & Loss	Recognised in OCI	As at 31st March, 2019
Deferred Tax Assets							
Impact of expenditure charged to the Statement of Profit and Loss in the current year but allowed for tax purposes on payment basis	678.02	37.99	30.40	746.41	(38.41)	42.93	750.93
Property, Plant & Equipment: Impact of difference between tax depreciation and depreciation/ amortisation charged for the financial reporting	740.03	(194.14)	-	545.89	(2,511.82)	-	(1,965.93)
Provision for doubtful debts and advances	263.91	46.24	-	310.15	2.87	-	313.02
	1,681.96	**(109.91)**	**30.40**	**1,602.45**	**(2,547.36)**	**42.93**	**(901.98)**
Minimum Alternate Tax Credit Entitlement	5,204.95	95.38	-	5,300.33	1,752.49	-	7,052.82
Deferred Tax Liability							
Fixed assets: Impact of difference between tax depreciation and depreciation/ amortisation charged for the financial reporting	(138.01)	(91.19)	-	(229.20)	113.15	-	(116.05)
Deferred Tax Asset	**6,748.90**			**6,673.58**			**6,034.79**

10. Other Assets

₹ in Lac

	Non Current		Current	
	31st March, 2019	31st March, 2018	31st March, 2019	31st March, 2018
Anti Dumping Duty Receivable (Refer Note No. 41)	-	-	176.66	176.66
Capital Advances Against Plant Property and Equipment	922.85	951.41	-	-
Advance to Vendors	-	-	1,687.12	-
Deposits against Demand under Disputes	-	-	114.03	91.52
Balance with Statutory/Government Authorities	1.88	-	1.06	2,681.21
Central/State Government Subsidies Receivable	-	-	1,717.79	1,788.54
Prepaid Expenses	482.77	723.78	618.51	530.86
Total	**1,407.50**	**1,675.19**	**4,315.17**	**5,268.79**

11. Inventories

₹ in Lac

	Notes	31st March, 2019	31st March, 2018
(At Lower of Cost and Net Realisable Value)			
Raw Materials	**27**	20,080.02	15,515.75
Work-in-Progress	28	4,576.58	3,885.44
Stock in Trade	28	3,422.43	4,603.40
Finished Goods	28	14,773.79	11,763.49
Stores & Spares Parts, etc.		3,278.02	2,507.64
Total		**46,130.84**	**38,275.72**
Note:-			
The above includes Stock-in-Transit			
Raw Materials		1,285.22	1,099.18
Stores		-	326.57
Stock in Trade		635.54	1,226.84
Inventories are pledged against the cash credit limit obtained by the Company.			

Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2019

12. Trade Receivables

₹ in Lac

	Current	
	31st March, 2019	31st March, 2018
Trade Receivables (Unsecured)		
Considered Good	29,568.21	35,720.14
Considered Doubtful	895.76	887.57
Having significant increase in credit risk	-	-
Credit impaired	-	-
	30,463.97	**36,607.71**
Less: Provision for doubtful trade receivables	895.76	887.57
Total	**29,568.21**	**35,720.14**
Refer Note No. 42 for Related Party disclosure		
Trade receivables are pledged against the cash credit limit obtained by the Company.		
Trade receivables are non-interest bearing and are generally on terms of 45 days.		
No debts are due from Directors or Other Officers of the company		

13. Cash and Bank Balances

₹ in Lac

	31st March, 2019	31st March, 2018
(i) Cash and Cash Equivalents		
Cash on hand	79.12	92.49
Balances with Banks		
On Current accounts	2,073.48	1,357.66
Deposits with Original Maturity of less than three months	65.41	564.12
Cheques/Drafts on hand	102.16	14.56
Total	**2,320.17**	**2,028.83**
Note: There is no repatriation restrictions with regard to cash and cash equivalent as at the end of the reporting period and prior periods		
(ii) Bank Balances other than Cash and cash equivalents		
Margin Money Deposits with Original Maturity of more than 3 months but less than 12 months	280.39	60.25
Unpaid Dividend Account	23.19	22.67
Total	**303.58**	**82.92**

14. Equity Share Capital

₹ in Lac

	31st March, 2019	31st March, 2018
Authorised		
65,05,00,000 (65,05,00,000 as at 31st March, 2018) Equity Shares of ₹ 1/- each	6,505.00	6,505.00
15,00,000 (15,00,000 as at 31st March, 2018) Preference Shares of ₹ 10/- each	150.00	150.00
50,000 (50,000 as at 31st March, 2018) Preference Shares of ₹ 100/- each	50.00	50.00
Total	**6,705.00**	**6,705.00**
Issued		
Issued equity shares of INR 1 each		
22,35,52,990 (22,35,52,990 as at 31st March, 2018) Equity Shares of ₹ 1/- each	2,235.53	2,235.53
Total	**2,235.53**	**2,235.53**
Subscribed and Paid up		
22,21,72,990 (22,21,72,990 as at 31st March, 2018) Equity Shares of ₹ 1/- each	2,221.73	2,221.73
Add: Amount received on forfeited shares(FY 2001-02)	3.54	3.54
Total	**2,225.27**	**2,225.27**

Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2019

14. Equity Share Capital (contd.)

a) There is no change in number of shares in current year and last year.

b) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity Shares	31st March, 2019		31st March, 2018	
	No. of Shares	₹ in Lac	No. of Shares	₹ in Lac
At the beginning of the year	22,21,72,990	2,221.73	22,21,72,990	2,221.73
Issued during the year	-	-	-	-
Outstanding at the end of the year	**22,21,72,990**	**2,221.73**	**22,21,72,990**	**2,221.73**

c) Terms/Rights attached to the Equity Shares

The company has only one class of equity shares having par value of ₹ 1/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the Annual General Meeting, except in case of interim dividend.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts in proportion to their shareholdings.

d) The Company does not have any Holding/ Ultimate Holding Company. As such, no shares are held by them or their Subsidiaries/ Associates.

e) Details of Shareholders holding more than 5% shares in the company

	31st March, 2019		31st March, 2018	
	No. of Shares	% of holding	No. of Shares	% of holding
Sri Sajjan Bhajanka	2,57,34,402	11.58%	2,50,32,954	11.27%
Sri Sanjay Agarwal	2,47,56,383	11.14%	2,41,50,124	10.87%
Smt. Divya Agarwal	1,67,49,750	7.54%	1,67,49,750	7.54%
Smt. Santosh Bhajanka	1,54,49,500	6.95%	1,54,49,500	6.95%
Sri Vishnu Khemani	1,27,47,000	5.74%	1,26,09,646	5.68%

As per records of the Company, including its register of members as at 31st March, 2019, the above shareholding represents legal ownerships of shares.

f) There are NIL (Previous year NIL) shares reserved for issue under option and contracts/commitment for the sale of shares/disinvestment.

g) During the period of five years immediately preceding the reporting date:
   i. No shares were issued for consideration other than cash
   ii. No bonus shares were issued
   iii. No shares were bought back

h) There are NIL (Previous year NIL) securities convertible into Equity/ Preference Shares.

i) There are NIL (Previous year NIL) calls unpaid including calls unpaid by Directors and Officers as on the balance sheet date.

j) No shares were forfeited during the year or during the previous year.138000 equity shares of ₹ 10/-each(post split 1380000 equity shares of ₹ 1/- each) on which ₹ 3.54 Lac had been paid up, were forfeited in the year 2001-2002.

Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2019

15. Other Equity

₹ in Lac

	31st March, 2019	31st March, 2018
Capital Reserve		
Balance as per the last Financial Statements	262.41	55.51
Add: On acquisition of subsidiary during the year	-	206.90
Closing Balance	**262.41**	**262.41**
Amalgamation Reserve	317.40	317.40
Securities Premium Reserve	1,892.77	1,892.77
Foreign Currency Translation Reserve		
Balance as per the last Financial Statements	233.80	363.81
Add: Exchange difference in respect of Non integral foreign operations	235.28	(130.01)
Foreign Currency Translation Reserve	**469.08**	**233.80**
General Reserve	990.19	990.19
Capital Redemption Reserve	50.00	50.00
Total	**3,981.85**	**3,746.57**
Retained Earnings		
Balance at the beginning of the year	79,183.56	65,595.77
Other Comprehensive Income arising from remeasurement of defined benefit obligation (net of tax)	(65.21)	(44.27)
Add: Profit for the year	14,845.01	16,306.08
Less: Appropriations		
Payment of Final Dividend for the year 2017-2018	2,221.73	2,221.73
Tax on final dividend for the year 2017-2018	456.68	452.29
Total Appropriations	**2,678.41**	**2,674.02**
Balance at the end of the year	**91,284.95**	**79,183.56**
Total	**95,266.80**	**82,930.13**

Amalgamation Reserve:- This reserve was created on amalgamation of Shyam Century Ferrous Limited with the company during the financial year 2005-2006.

Securities Premium Reserve:- This reserve had been created on issue of shares by way of public issue and right issue.

Foreign Currency Translation Reserve:- Exchange differences relating to the translation of the results and net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. ₹) are recognized directly in the other comprehensive income and accumulated in foreign currency translation reserve.

General Reserve:- General reserve is created from time to time by way of transfer profits from retained earnings for appropriation purpose. General reserve is created by a transfer from one component to equity to another and is not an item of other comprehensive income.

Capital Redemption Reserve:- This reserve was created for redemption of preference shares by company in FY 2012-2013.

16. Borrowings (At Amortised Cost)

	Non Current		Current	
	31st March, 2019	31st March, 2018	31st March, 2019	31st March, 2018
Term Loans (Secured)				
Indian Rupee Loan from Banks	5,393.52	6,818.76	1,447.14	1,448.78
Foreign Currency Loan from Banks	7,217.94	9,644.41	3,063.10	2,154.02
Other Loans and Advances (Secured)				
Financial Lease obligations :-				
- From banks	615.11	223.26	512.05	469.49
- From Bodies Corporate	-	7.38	8.90	8.92
	13,226.57	**16,693.81**	**5,031.19**	**4,081.21**
Amount disclosed under the head "Other Current Financial Liabilities" (Refer Note No. 7)			(5031.19)	(4081.21)
Total	**13,226.57**	**16,693.81**	-	-

16. Borrowings (At Amortised Cost) (contd.)

Notes:-

(a) Foreign currency term loan of ₹ 6390.23 Lac (31st March, 2018 : ₹ NIL) carries interest @6 months LIBOR + 1.30% p.a (31st March 2018 @ NIL). The loan is repayable in 16 unequal quarterly instalments by 31st March 2023 and is secured/to be secured by 1st charge on all the fixed assets pertaining to the Plywood Unit at Bishnupur, West Bengal on pari passu basis with other term lenders.

(b) Foreign currency term loan of ₹ NIL (31st March 2018 : ₹ 1073.16 Lac) carries interest @ NIL (31st March 2018 @6 months LIBOR + 2.00% p.a). The loan has been fully repaid during the year.

(c) Foreign currency term loan of ₹ NIL (31 March 2018: ₹ 2927.62 Lac) carries interest @ NIL (31st March 2018 @6 months LIBOR + 2.00 % p.a). The loan has been fully repaid during the year.

(d) Foreign currency term loan of ₹ NIL (31 March 2018: ₹ 3895.27 Lac) carries interest @ NIL (31st March 2018 @6 months LIBOR + 2.00 % p.a). The Loan has been fully repaid during the year.

(e) Term loan of ₹ 6840.66 Lac (31 March 2018: ₹ 8267.54 Lac) carries interest @MCLR presently 8.65% p.a (31st March 2018 @ MCLR 8.10%). The Loan is repayable in 24 equal quarterly instalments commencing from 31st March 2018 & ending by 31st March 2023 and is secured/to be secured by 1st charge over all fixed assets of MDF Unit at Hoshiarpur, Punjab and by 2nd charge on all the current assets of the said unit.

(f) Foreign currency term loan of ₹ 3890.81 Lac (31st March, 2018 : ₹ 3902.39 Lac) carries interest @ 6 Months LIBOR + 1.25% p.a (31st March 2018 @ 6 Months LIBOR + 1.25% p.a). The Loan is repayable in 16 equal quarterly instalments commencing from January 2019 & ending by October 2022 and is secured/to be secured by 1st charge on all the Fixed Assets of the Plywood Unit at Bishnupur West Bengal on pari passu basis with other term lenders.

(g) Finance lease obligations are secured by hypothecation of the assets purchased there against and carrying interest between 8.41% p.a to 9.85% p.a (9.64% to 11% p.a).

17. Other Financial Liabilities

₹ in Lac

	Non Current		Current	
	31st March, 2019	31st March, 2018	31st March, 2019	31st March, 2018
Trade Deposits	-	-	1,516.59	1,169.09
Amount disclosed under the head Other Current Financial Liabilities	-	-	(1,516.59)	(1,169.09)
Total	-	-	-	-

18. Other Non Current Liabilities

₹ in Lac

	31st March, 2019	31st March, 2018
Deferred Revenue		
At 1st April	165.40	52.91
Released to the statement of profit and loss	21.89	(112.49)
At 31st March	**143.51**	**165.40**
Current (Amount Disclosed under the head Other Current Liabilities)(Refer Note No. 22)	**67.90**	**73.71**
Non-current	75.61	91.69

The deferred revenue relates to the asset related government grant received in earlier years, the same has been accounted for as deferred revenue and proportionately adjusted with depreciation.

19. Short Term Borrowings (At Amortised Cost)

₹ in Lac

	31st March, 2019	31st March, 2018
Loans repayable on demand		
Cash Credit from banks (Secured)	20,477.24	6,788.77
Other Loans and advances		
Short Term Loan from Bank (Unsecured)	5,000.00	-
Buyers Credit from banks (Secured)		
- For Capital Expenditure	4,109.21	10,181.27
- For Raw Materials	47.42	14,193.03
Packing Credit (Secured)	5,300.00	5,604.54
Total	**34,933.87**	**36,767.61**

Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2019

19. Short Term Borrowings (At Amortised Cost) (contd.)

a) Cash Credit and Buyer's Credit from banks amounting to ₹ 24633.87 Lac (31st March, 2018 : ₹ 31163.07 Lac) are secured / to be secured by way of first charge on current assets (both present and future) of the company and by way of second charge on the fixed assets of the plywood units at Mirza, Assam; Bishnupur, West Bengal; Taraori, Haryana; Chinnappolapuram, Gummidipoondi,Tami Nadu and Bacchau, Gujarat. The cash credit and buyer's credit are also secured by personal guarantees of three directors of the Company.

b) The cash credit is repayable on demand and carries interest @ 8.35% to 10.55% p.a(2017-2018 : 8.20% to 9.30% p.a)

c) Buyers credit carries interest @ LIBOR plus 0.60% to 1.40% p.a (2017-2018: 0.25% to 1.20% p.a) and is repayable in 90-360 days.

d) Rate of Interest for Packing Credit is 5.50% to 6.00% p.a (2017-2018 : 4.80%-5.50% p.a)

e) Short Term Loan amounting to ₹ 5000.00 Lac (31st March, 2018 : NIL) carries interest @ 8.50% p.a and is repayable by June, 2019

20. Trade Payables (At Amortised Cost)

₹ in Lac

	31st March, 2019	31st March, 2018
- Dues to Micro and Small Enterprises (Refer Note No. 36)	154.46	347.66
- Dues to other than micro and small enterprises	15,795.42	17,180.61
Total	**15,949.88**	**17,528.27**

Trade payables and acceptances are non-interest bearing and are normally settled on 30 day terms.

For terms and conditions with related parties, Refer Note No. 42

21. Other Current Liabilities

₹ in Lac

	31st March, 2019	31st March, 2018
Current Maturities of Long Term Debts (Refer Note No. 16)	4,510.24	3,602.80
Current Maturities of Finance Lease Obligation (Refer Note No. 16)	520.95	478.41
Trade Deposits	6.00	6.16
Interest accrued but not due on Borrowings	131.38	145.36
Unpaid Dividend (To be deposited in Investor Education and Protection Fund as and when due)	23.19	22.67
Capital Creditors	619.81	951.28
Current Maturities of Other Long Liabilities	1,516.59	1,171.60
Employee related liabilities	4,367.55	3,858.56
Total	**11,695.71**	**10,236.84**

21A. Contract Liabilities

₹ in Lac

	31st March, 2019	31st March, 2018
Advances from Customers	730.50	-
Total	**730.50**	**-**

22. Other Current Liabilities

₹ in Lac

	31st March, 2019	31st March, 2018
Advances from Customers	-	691.28
Statutory Dues Payable*	3,160.66	2,031.01
Deferred Revenue (Refer Note No. 18)	67.90	73.71
Total	**3,228.56**	**2,796.00**

* Includes ₹ 1425.10 Lac (₹ 1410.74 Lac) net of payments pertaining to Entry tax on entry of certain goods into a local area of the state of West Bengal.

The Company has challenged the legal validity of levy of the entry tax in the Hon'ble Calcutta High court.

Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2019

23. Provisions

₹ in Lac

	Non Current		Current	
	31st March, 2019	31st March, 2018	31st March, 2019	31st March, 2018
Provision for Employee Benefits				
Gratuity	195.56	530.72	467.10	106.22
Leave Encashment	-	-	532.06	560.18
Total	**195.56**	**530.72**	**999.16**	**666.40**

24. Current Tax liabilities

₹ in Lac

	31st March, 2019	31st March, 2018
Provision for Taxation (Net of Advance Tax)	9.02	7.68
Total	**9.02**	**7.68**

25. Revenue from Operations

₹ in Lac

	2018-2019	2017-2018
Revenue from Operations		
Sale of Products	2,16,381.50	1,94,470.53
Income from Services	9,964.79	10,093.43
Other Operating revenue		
Scrap Sales	151.51	137.90
Export Incentives	914.75	724.24
Indirect Tax Subsidy	404.60	465.76
Miscellaneous Income	222.21	108.23
Total	**2,28,039.36**	**2,06,000.09**

₹ in Lac

	2018-2019	2017-2018
Details of Products Sold		
Plywood & Block board	1,17,455.57	1,13,333.94
Laminates	43,219.11	37,736.78
Pre-Laminated Particle Boards	6,905.02	4,764.40
Veneer	11,396.18	21,147.41
Particle Board	2,797.17	2,727.41
Medium Density Fibre Board	29,580.42	11,280.23
Agri Products	510.84	526.69
Phenol	1,493.19	1,235.90
Others	3,024.00	1,717.76
Total	**2,16,381.50**	**1,94,470.52**
Details of Income from Services		
Container Freight Station Services	9,918.49	9,932.59
Other Services	46.30	160.84
Total	**9,964.79**	**10,093.43**

Reconciliation of Revenue from sale of products with the contracted price

₹ in Lac

	31st March, 2019
Contracted Price	2,27,669.64
Less: Trade discounts, volume rebates, etc.	11,288.14
Sale of products	**2,16,381.50**

Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2019

25. Revenue from Operations (contd.)

1. **Refer Note No. 46 for disaggregated revenue information**
2. Other Information
   a) The Group satisfy the performance obligation on shipment/delivery as per terms of contract.
   b) The contract does not have any financing component.
3. The Group has adopted IND AS 115 Revenue from Contracts with Customers with a date of initial application of 1st April, 2018. As a result, the group has changed its accounting policy for revenue recognition. The group has adopted modified retrospective approach and had applied IND AS 115 only retrospectively to the current period by recognizing the cumulative effect of initially applying IND AS-115 as an adjustment to the opening balance of retained earnings at the date of initial application i.e. 1st April, 2018. Under the modified retrospective method, the comparative information in the financial statement is not restated and would be presented based on the requirements of the previous standards (e.g. IND AS-18 / IND AS-11).The adoption of new standard IND AS 115 did not have any impact as on 1st April, 2018 on transition. In the current year 31st March, 2019, by the application of IND AS 115 as compared with the previous revenue recognition requirement, advance from customers amounting to ₹ 730.50 has been reclassified from other current liabilities to contract liabilities.

26. Other Income

₹ in Lac

	2018-2019	2017-2018
Interest Income from financial assets at amortised cost	379.06	368.22
Insurance and Other Claims	19.27	6.86
Unspent/Unclaimed liabilities written back	5.08	0.06
Profit on Plant Property and Equipment Sold /Discarded	92.16	13.15
Bad Debts Recovered	0.85	0.11
Foreign Exchange Fluctuations (Net)	-	3.50
Net gain on sale of Investments carried at FVTPL	-	170.35
Miscellaneous Receipts	218.12	225.11
Total	**714.54**	**787.36**

27. Cost of Materials Consumed

₹ in Lac

	2018-2019	2017-2018
Inventories at the beginning of the year	15,515.75	14,377.79
Add : Purchases	1,08,211.38	93,841.71
	1,23,727.13	1,08,219.50
Less : Inventories at the end of the year	20,080.02	15,515.75
Cost of Materials Consumed	**1,03,647.11**	**92,703.75**
Details of Material Consumed		
Timber Logs	12,625.14	15,932.98
Veneer	38,640.20	42,344.04
Chemicals	22,352.10	14,298.09
Paper	17,575.43	13,345.27
Waste Wood	8,262.42	4,167.32
Particle Board	4,191.82	2,616.05
Total	**1,03,647.11**	**92,703.75**
Details of Closing Stock of Materials		
Timber Logs	3,735.14	3,199.50
Veneer	8,708.69	6,362.13
Chemicals	1,578.50	1,082.76
Paper	5,150.22	4,242.86
Particle Board	34.52	203.59
Waste Wood	872.95	424.91
Total	**20,080.02**	**15,515.75**

Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2019

28. Purchase of Stock-in-Trade and Changes in Inventories of Finished Goods, Work-in-Progress And Stock-in-Trade

₹ in Lac

	2018-2019	2017-2018
Inventories at the beginning of the year		
Stock in Trade	4,603.40	3,837.31
Finished Goods	11,763.49	8,247.33
Work-in-Progress	3,885.44	2,544.48
	20,252.33	**14,629.12**
Inventories at the end of the year		
Stock in Trade	3,422.43	4,603.40
Finished Goods	14,773.79	11,763.49
Work-in-Progress	4,576.58	3,885.44
	22,772.80	**20,252.33**
Total	**(2,520.47)**	**(5,623.21)**
Details of Purchase of Stock in Trade		
Plywood and Block boards	9,104.65	6,072.42
Veneer	780.99	1,796.57
Chemicals	610.54	611.28
Pest Control Kits	39.58	48.70
Phenol	1,463.17	1,211.08
Others	1,967.96	1,776.99
Total	**13,966.89**	**11,517.04**
Details of Inventories at the year end		
Stock in Trade		
Plywood and Block board	2,105.82	3,511.75
Chemicals	82.01	98.32
Pest Control Kits	65.20	64.96
Veneer	634.37	270.79
Others	535.03	657.58
Total	**3,422.43**	**4,603.40**
Finished Goods at the year end		
Plywood and Block board	3,688.77	3,524.41
Laminates	3,091.28	2,297.45
Pre-Laminated Particle Boards	1.36	-
Particle Board	-	31.08
Medium Density Fibre board	1,005.77	1,921.81
Veneer	6,986.61	3,988.74
Total	**14,773.79**	**11,763.49**
Work-in-Progress at the year end		
Plywood and Block board	2,907.56	1,581.48
Laminates	1,343.55	1,343.42
Medium Density Fibre Board	325.47	223.98
Pre-Laminated Particle Boards	-	736.56
Total	**4,576.58**	**3,885.44**

Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2019

29. Employee Benefits Expense

₹ in Lac

	2018-2019	2017-2018
Employee Benefits Expense		
Salaries, Wages, Bonus etc.	31,986.12	28,737.26
Contribution to Provident, Gratuity and other Funds	2,099.15	1,906.48
Employees Welfare Expenses	475.53	647.56
Total	**34,560.80**	**31,291.30**

30. Finance Cost

₹ in Lac

	2018-2019	2017-2018
Interest Expenses	3,393.44	2,778.26
Exchange difference to the extent considered as an adjustment to borrowing costs	922.14	471.94
Other Borrowing cost	378.28	333.27
Total	**4,693.86**	**3,583.47**

31. Depreciation and Amortisation Expense

₹ in Lac

	2018-2019	2017-2018
Depreciation on Tangible Assets	5,924.30	9,067.11
Amortisation of Intangible Assets	23.28	46.51
	5,947.58	**9,113.62**
Less: Transferred to Capital Work in Progress	-	47.18
Total	**5,947.58**	**9,066.44**

Note:

Effective 1st April 2018 the Company has changed the method of providing depreciation on Property, Plant & Equipment from written down value method to straight line method which is change in accounting estimates. A change in accounting estimate affected by a change in accounting principle is to be applied prospectively in accordance with IND AS-8.This has resulted in lower depreciation of ₹ 7,109.57 Lac for year ended 31st March 2019.

32. Excise Duty

₹ in Lac

	2018-2019	2017-2018
Excise Duty on sales	-	3,605.67
Total	**-**	**3,605.67**

Notes:

Excise duty debited to Statement of Profit and Loss is net of subsidy of Nil (₹ 308.92 Lac).

33. Other Expenses

₹ in Lac

	2018-2019	2017-2018
Stores & Spare parts consumed	3,273.91	3,343.91
Power and Fuel	8,947.76	7,099.73
Insurance	356.36	301.42
Rent	2,168.49	1,848.27
Rates & Taxes	227.00	238.67
Repairs & Maintenance		
-Property	267.34	120.34

33. Other Expenses (contd.)

₹ in Lac

	2018-2019	2017-2018
-Plant and Equipment	1,231.52	895.32
-Others	947.57	648.11
Transport & Freight	12,778.44	10,982.47
Commission on Sales	960.94	1,022.38
Advertisement, Publicity and Sales Promotion	7,438.28	5,531.32
Communication Expenses	304.73	323.92
Directors' Sitting Fees and Commission	55.75	155.03
Auditors' Remuneration	41.46	44.77
Corporate Social Responsibility Activities (Refer Note No. 40)	443.39	423.16
Charity and Donations	560.96	35.12
Octroi	-	72.89
Foreign Exchange Fluctuations (Net)	707.82	190.76
Loss on Plant Property and Equipment Sold /Discarded	367.46	46.58
Irrecoverable Debts, Advances written off	156.38	124.70
Provision for Doubtful Debts	38.34	48.29
Miscellaneous Expenses	6,951.01	5,903.20
Total	**48,224.91**	**39,400.36**
Payment to Auditors		
As Auditor		
Audit Fees	32.85	32.47
For Other Services	8.45	12.05
Reimbursement of Expenses	0.16	0.25
	41.46	**44.77**

34. Gratuity and Other Post Employment Benefit Plans

The Group has a defined benefit gratuity plan. Every employee who has completed five years or more of service is entitled to Gratuity on terms not less favourable than the provisions of The Payment of Gratuity Act, 1972. The scheme is funded with an insurance company.

The Group also extends benefit of compensated absences to the employees, whereby they are eligible to carry forward their entitlement of earned leave for encashment upon retirement/separation. This is an unfunded plan.

The following tables summarise the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the Post - retirement benefit plans.

I. Expenses Recognised in the Statement of Profit & Loss

₹ in Lac

		31st March, 2019	31st March, 2018
1.	Current / Past Service Cost	404.95	333.05
2.	Net Interest expense	39.01	46.01
	Components of defined benefit cost recognised in P/L	443.96	379.06
3.	Re-measurement - Due to Financial Assumptions	32.01	(47.77)
4.	Re-measurement - Due to Experience Adjustments	98.98	113.76
5.	Return on Plan Assets (Excluding Interest Income)	(8.15)	(1.35)
	Components of defined benefit cost recognised in OCI	**122.84**	**64.64**
Total Expense		**566.80**	**443.70**

Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2019

34. Gratuity and Other Post Employment Benefit Plans (contd.)

II. Net Asset/ (Liability) recognised in the Balance Sheet

₹ in Lac

		31st March, 2019	31st March, 2018
1.	Present Value of Defined Benefit Obligation	3,574.85	3,006.08
2.	Fair Value of Plan Assets	2,912.19	2,403.67
3.	Net Asset / (Liability)	(662.66)	(602.41)

III. Change in Obligation during the Year

₹ in Lac

		31st March, 2019	31st March, 2018
1.	Present Value of Defined Benefit Obligation at the beginning of the year	3,006.08	2522.09
2.	Current Service Cost/Plan amendments/Past cost	404.95	333.05
3.	Interest Cost	224.10	191.33
4.	Benefits Paid	(191.26)	(106.38)
5.	Re-measurements - Due to Financial Assumptions	32.01	(47.77)
6.	Re-measurements - Due to Experience Adjustments	98.98	113.76
7.	Present Value of Defined Benefit Obligation at the end of the year	**3,574.85**	**3,006.08**

IV. Change in the Fair Value of Plan Assets during the year

₹ in Lac

		31st March, 2019	31st March, 2018
1.	Plan assets at the beginning of the year	2,403.66	1,875.12
2.	Interest Income	185.08	145.32
3.	Contribution by employer	506.56	488.25
4.	Actual Benefit Paid	(191.26)	(106.38)
5.	Re-measurement - Return on Assets (Excluding Interest Income)	8.15	1.35
6.	Closing Fair Value of Plan Assets	**2,912.19**	**2,403.66**

V. In 2019-20 the Group expects to contribute ₹ 413.64 Lac (2017-2018: ₹ 727.31 Lac) to gratuity.

VI. The Major Categories of Plan Assets as a Percentage of the Fair Value of Total Plan Assets

	31st March, 2019	31st March, 2018
Investments with insurer	100%	100%

VII. Actuarial Assumptions

		31st March, 2019	31st March, 2018
1.	Discount Rate	7.70%	7.75%
2.	Expected rate of return on plan assets	7.70%	7.75%
3.	Mortality rate	Indian Assured Lives Mortality (2006-08) (modified) Ult.	Indian Assured Lives Mortality (2006-08) (modified) Ult.
4.	Salary increase	6%	6%
5.	Withdrawal rates	1% - 8%	1% - 8%

VIII. The estimates of future salary increases considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

IX. Contribution to Provident and Other Funds includes ₹ 1058.78 Lac (2017-2018 - ₹ 954.47 Lac) paid towards Defined Contribution Plans

Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2019

34. Gratuity and Other Post Employment Benefit Plans (contd.)

X. A quantitative sensitivity analysis for significant assumption is as shown below:

Assumptions	31st March, 2019		31st March, 2018	
	Discount Rate		Discount Rate	
Sensitivity level	1% increase	1% decrease	1% increase	1% decrease
	₹ in Lac	₹ in Lac	₹ in Lac	₹ in Lac
Impact on Gratuity	(278.63)	320.25	(111.45)	128.89

Assumptions	31st March, 2019		31st March, 2018	
	Future Salary Increases		Future Salary Increases	
Sensitivity level	1% increase	1% decrease	1% increase	1% decrease
	₹ in Lac	₹ in Lac	₹ in Lac	₹ in Lac
Impact on Gratuity	328.47	(291.10)	134.26	(117.93)

Assumptions	31st March, 2019		31st March, 2018	
	Withdrawal Rates		Withdrawal Rates	
Sensitivity level	1% increase	1% decrease	1% increase	1% decrease
	₹ in Lac	₹ in Lac	₹ in Lac	₹ in Lac
Impact on Gratuity	32.65	(37.21)	13.65	15.76

Sensitivities due to mortality are not material and hence impact of change is not calculated.

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

XI. Maturity Profile of Defined Benefit Obligations

₹ in Lac

	As on 31st March, 2019	As on 31st March, 2018
Year 1	421.39	159.36
Year 2	373.09	393.48
Year 3	256.10	253.20
Year 4	281.30	268.05
Year 5	284.42	297.32
Next 5 Years	1763.98	1400.08

35. Commitments and Contingencies

(i) Capital and Other Commitments

₹ in Lac

	As on 31st March, 2019	As on 31st March, 2018
Commitment for Acquisition of Property, Plant & Equipments (Net of Advance)	696.00	2,043.77
Letter of Credit issued by Banks	3,793.02	1,919.56
For Commitment relating to Lease Arrangements, please Refer Note No. 37	-	253.20
For Commitment relating to Derivative Contracts, please Refer Note No. 39	-	-

Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2019

35. Commitments and Contingencies (contd.)

(ii) **Contingent Liabilities**

₹ in Lac

	As on 31st March, 2019	As on 31st March, 2018
Demands / Claims by various Government Authorities and Others not acknowledged as Debt:		
Excise Duty/Service Tax	1,081.59	1,102.48
Sales Tax / VAT	1,743.03	1,784.48
Income Tax	119.79	119.79
Others – Labour Case	NIL	25.00
Guarantees in favour of a bank against facilities granted to a subsidiary company	-	3,414.60
Others (Outstanding Amount at the year end)	693.75	612.75
Un-redeemed Bank Guarantees	710.50	1190.24

Note: Based on discussion with the Solicitors / Favourable Decisions in similar Cases / Legal opinion taken by the Group, the management believes that the outflow of resources is not probable and hence, no provision there against is considered necessary.

(iii) The Hon'ble Supreme Court of India ("SC") by their order dated 28th February, 2019, in the case of Surya Roshani Limited v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. Subsequently, a review petition against this decision has been filed and is pending before the SC for disposal.

The Company is awaiting the outcome of the review petition, and also directions from EPFO, if any, to assess any potential impact on the Company and consequently no adjustments have been made in the books of account."

36. Based on the information/documents available with the Group, information as per the requirements of section 22 of the Micro, Small and Medium Enterprises Development Act, 2006.

₹ in Lac

	2018-2019	2017-2018
Principal Amount due	154.46	347.66
Interest due on above	-	-
Amount of interest paid in terms of Sec 16 of the Micro, Small and Medium Enterprise Development Act 2006	-	-
Amount of interest due and payable for the period of delay Amount of interest accrued and remaining unpaid as at year end	-	-
Amount of further interest remaining due and payable in the succeeding year	-	-

37. Leases

(a) **Operating Lease:**

Certain office premises, depots, showrooms, etc. are obtained on operating lease. The lease terms are for 1-3 years and are renewable for further period either mutually or at the option of the Group. There is no escalation clause in the lease agreement. There are neither any restrictions imposed nor any escalation clause in lease arrangements. There are no subleases. The leases are cancellable.

₹ in Lac

Particulars	2018-2019	2017-2018
Lease Payments made for the year	1,478.01	1,439.18

The Minimum Rentals Payable under Operating Leases for non-cancellable arrangements are as follows:

₹ in Lac

Particulars	2018-2019	2017-2018
Within one year	725.63	692.60
After one Year but not more than Five Years	2,559.95	2,994.85
More than Five Years	3,692.02	3,754.03

37. Leases (contd.)

(b) Finance Lease:

Property, plant and equipment include certain vehicles obtained on finance lease. There is no escalation clause in the lease agreement. There are no restrictions imposed by lease arrangements. The year-wise break-up and future obligation towards minimum lease payments of ₹ 1250.94 Lac (31st March 2018: ₹ 763.19 Lac) consisting of present value of lease payments of ₹ 1136.06 Lac (31 March 2018: ₹ 709.05 Lac) and financial charges ₹ 114.88 Lac (31st March 2018: ₹54.14) under the respective agreements as on 31st March, 2019, is given below:

₹ in Lac

	31st March, 2019		31st March, 2018	
	Minimum lease Payments	Present Value of MLP	Minimum lease Payments	Present Value of MLP
Within one year	597.39	520.95	519.46	478.42
After One Year but not more than Five Years	653.55	615.11	243.73	230.63
Total Minimum Lease Payments	1,250.94	1,136.06	763.19	709.05
Less:-Amounts Representing Finance Charges	114.88	-	54.14	-
Present Value of minimum Lease payments	**1,136.06**	**1,136.06**	**709.05**	**709.05**

38. Capital Management

The Group's objective to manage its capital is to ensure continuity of business while at the same time provide reasonable returns to its various shareholders but keep associated cost under control. In order to achieve this, requirement of capital is reviewed periodically with reference to operating and business plans that take into account capital expenditure and strategic investments. Apart from internal accrual, sourcing of capital is done through judicious combination of equity and borrowing, both the short term and long term.Net debt (total borrowing less current investment and cash &cash equivalent) to equity ratio is used to monitor capital. No changes were made to the objective, policies or process for managing capital during the year ended 31st March, 2019 and 31st March, 2018.

₹ in Lac

	As on 31st March, 2019	As on 31st March, 2018
Debt Equity Ratio	0.52	0.66

39. Derivative Instruments and Unhedged Foreign Currency Exposure

a) The particulars of hedged foreign currency exposures as on the balance sheet date are as follows: ₹ in Lac

Nature of Item	As on 31st March, 2019	As on 31st March, 2018
Foreign Currency Term Loans	-	-
Buyer's Credit	-	-
Trade Receivables	-	1,740.25

b) The particulars of unhedged foreign currency exposures as on the balance sheet date are as follows: ₹ in Lac

Nature of Item	As on 31st March, 2019	As on 31st March, 2018
Foreign Currency Term Loans	10,281.04	11,815.69
Buyer's Credit	4,146.63	24,374.31
Trade Receivables	1,972.65	75.93
Trade Payables (Net)	3,550.94	5,327.55
Trade Advances	4,976.69	3,347.16
Bank Balance	0.58	0.81

Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2019

40. A CSR committee has been formed by the Company as per provisions of Section 135 of the Companies Act, 2013. The areas for CSR activities are promoting education, healthcare, animal welfare and projects ensuring environment sustainability. Disclosures of Corporate Social Responsibility expenditure in line with the requirement of Guidance Note on "Accounting for Expenditure on Corporate Social Responsibility Activities"

₹ in Lac

	2018-2019	2017-2018
Amount of CSR expenditure to be incurred during the year	440.19	417.82
CSR expenditure (Revenue Nature) incurred during the year	443.39	423.16

41. The Group has paid anti-dumping duty till date amounting to ₹ 176.66 Lac (Till 31st March 2018: ₹ 176.66 Lac) on import of phenol which in opinion of the management and based on a legal opinion, is in excess of actual margin of dumping of said materials and accordingly refundable in terms of Section 9AA of Custom Tariff Act, 1975 and hence the same is considered as receivable and included under the head "Other Assets" in Refer Note No. 10.

42. Related Party Disclosure:

a) Name of the Related Parties and Related Party Relationship:

Key Management Personnel and Directors	Sri Sajjan Bhajanka (Chairman & Managing Director)
	Sri Sanjay Agarwal (CEO & Managing Director)
	Sri Prem Kumar Bhajanka (Managing Director)
	Sri Vishnu Khemani (Managing Director)
	Sri Hari Prasad Agarwal (Vice Chairman & Executive Director)
	Sri Ajay Baldawa (Executive Director)
	Sri Keshav Bhajanka (Executive Director)
	Smt. Nikita Bansal (Executive Director)
	Sri Mangi Lal Jain (Independent Director)
	Sri Santanu Ray(Independent Director)
	Sri Asit Pal (Independent Director) – Till 31.03.2019
	Smt. Mamta Binani (Independent Director)
	Sri J. P. Dua (Independent Director)
	Sri Vijay Chhibber (Independent Director)
	Sri Sunil Mitra (Independent Director) - w.e.f 03.08.2017
	Sri Debanjan Mandal (Independent Director) - w.e.f. 01.08.2017
	Sri Samrendra Mitra (Independent Director) – Till 02.08.2017
	Sri Manindra Nath Banerjee (Independent Director) Till – 01.08.2017
	Sri Arun Kumar Julasaria (Chief Financial Officer)
	Sri Sundeep Jhunjhunwala (Company Secretary)
Relatives of Key Management Personnel	Smt. Santosh Bhajanka (Wife of Sri Sajjan Bhajanka)
	Smt. Divya Agarwal (Wife of Sri Sanjay Agarwal)
	Smt. Yash Bala Bhajanka (Wife of Sri Prem Kumar Bhajanka)
	Smt. Sudha Khemani (Wife of Sri Vishnu Khemani)
	Smt. Sumitra Devi Agarwal (Wife of Sri Hari Prasad Agarwal)
	Smt. Shraddha Agarwal (Daughter of Sri Sajjan Bhajanka)
	Smt. Payal Agrawal (Daughter of Sri Sajjan Bhajanka)
	Smt. Sonu Kajaria (Daughter of Sri Sajjan Bhajanka)
	Sri. Rajesh Kumar Agarwal (Son of Sri Hari Prasad Agarwal)
	Smt. Bhawna Agarwal (Daughter-in-law of Sri Hari Prasad Agarwal)
	Smt. Nancy Chowdhury (Daughter of Sri Prem Kumar Bhajanka)
	Sri Abhishek Rathi (Son-in-law of Sri Ajay Baldawa)
	Sri Surender Kumar Gupta (Brother of Sri Prem Kumar Bhajanka)
	Smt. Yashoda Baldawa (Mother of Sri Ajay Baldawa)
	Smt. Kriti Rathi (Daughter of Sri Ajay Baldawa)

Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2019

42. Related Party Disclosure: (contd.)

Enterprises Owned/ Influenced by Key Management Person or their relatives.	Brijdham Merchants Pvt. Ltd.
	Star Cement Ltd.
	Sri Ram Merchants Pvt. Ltd.
	Sri Ram Vanijya Pvt. Ltd.
	Sumangal Business Pvt. Ltd.
	Sumangal International Pvt. Ltd.
	Auroville Investments Pvt. Ltd.
	Aegis Business Ltd.
	Pacific Plywoods Pvt. Ltd.
	Century LED Ltd.
	Landmark Veneers Pvt. Ltd.

42 (b) Aggregated Related Party disclosure as at and for the Year ended 31st March, 2019. ₹ in Lac

Sl No.	Type of Transactions	Key Management Personnel and Directors		Relatives of Key Management Personnel		Enterprises owned/ Influenced by Key Management Personnel or their relatives		Total	
		2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
1	**Purchase of Raw Materials / Stores**								
	Star Cement Ltd.	-	-	-	-	33.80	44.45	33.80	44.45
	Landmark Veneers Pvt. Ltd.	-	-	-	-	762.27	797.44	762.27	797.44
	Century LED Ltd.	-	-	-	-	37.80	105.93	37.80	105.93
2	**Sale of Products**								
	Aegis Business Ltd.	-	-	-	-	3.16	-	3.16	-
3	**Services Availed/(Provided)**								
	Sri Yash Bala Bhajanka	-	-	15.27	15.10	-	-	15.27	15.10
	Century LED Ltd.	-	-	-	-	(10.94)	(8.60)	(10.94)	(8.60)
	Sri Ajay Baldawa	0.64	-	-	-	-	-	0.64	-
	Smt. Yashoda Baldawa	-	-	0.42	-	-	-	0.42	-
	Star Cement Meghalaya Ltd.	-	-	-	-	(8.51)	-	(8.51)	-
	Pacific Plywoods Pvt. Ltd	-	-	-	-	5.60	1.69	5.60	1.69
	Brijdham Merchants Pvt. Ltd	-	-	-	-	0.70	-	0.70	-
	Aegis Business Ltd.	-	-	-	-	1,511.93	3,628.60	1,511.93	3,628.60
4	**Loan taken**								
	Brijdham Merchants Pvt. Ltd.	-	-	-	-	956.00	1,284.00	956.00	1,284.00
	Sri Ram Merchants Pvt. Ltd.	-	-	-	-	1,221.00	752.00	1,221.00	752.00
	Sri Ram Vanijya Pvt. Ltd.	-	-	-	-	553.50	1,906.00	553.50	1,906.00
	Sumangal Business Pvt. Ltd.	-	-	-	-	932.00	697.00	932.00	697.00
	Sumangal International Pvt. Ltd.	-	-	-	-	970.00	813.00	970.00	813.00
	Aegis Business Ltd.	-	-	-	-	1,265.00	-	1,265.00	-
	Sri Sajjan Bhajanka	6,619.50	18,654.00	-	-	-	-	6,619.50	18,654.00
	Sri Sanjay Agarwal	9,726.50	13,345.00	-	-	-	-	9,726.50	13,345.00
	Sri Keshav Bhajanka	45.00	30.00	-	-	-	-	45.00	30.00
5	**Loan repaid**								
	Brijdham Merchants Pvt. Ltd.	-	-	-	-	956.00	1,284.00	956.00	1,284.00
	Sri Ram Merchants Pvt. Ltd.	-	-	-	-	1,221.00	752.00	1,221.00	752.00
	Sri Ram Vanijya Pvt. Ltd.	-	-	-	-	553.50	1,906.00	553.50	1,906.00
	Sumangal Business Pvt. Ltd.	-	-	-	-	932.00	697.00	932.00	697.00
	Sumangal International Pvt. Ltd.	-	-	-	-	970.00	813.00	970.00	813.00
	Aegis Business Ltd.	-	-	-	-	1,265.00	-	1,265.00	-
	Sri Sajjan Bhajanka	6,619.50	18,654.00	-	-	-	-	6,619.50	18,654.00
	Sri Sanjay Agarwal	9,726.50	13,345.00	-	-	-	-	9,726.50	13,345.00
	Sri Keshav Bhajanka	45.00	30.00	-	-	-	-	45.00	30.00

Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2019

42. Related Party Disclosure: (contd.)

₹ in Lac

Sl No.	Type of Transactions	Key Management Personnel and Directors		Relatives of Key Management Personnel		Enterprises owned/ Influenced by Key Management Personnel or their relatives		Total	
		2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
6	**Reimbursement Paid/(Received)**								
	Star Cement Ltd.	-	-	-	-	(0.29)	0.17	(0.29)	0.17
	Sundeep Jhunjhunwala	5.00	-	-	-	-	-	5.00	-
7	**Interest Paid**								
	Brijdham Merchants Pvt. Ltd.	-	-	-	-	18.97	20.03	18.97	20.03
	Sri Ram Merchants Pvt. Ltd.	-	-	-	-	18.88	19.61	18.88	19.61
	Sri Ram Vanijya Pvt. Ltd.	-	-	-	-	23.07	40.98	23.07	40.98
	Sumangal International Pvt. Ltd.	-	-	-	-	12.57	19.74	12.57	19.74
	Sumangal Business Pvt. Ltd.	-	-	-	-	35.83	17.54	35.83	17.54
	Aegis Business Ltd.	-	-	-	-	63.45	-	63.45	-
	Sri Sajjan Bhajanka	283.90	436.64	-	-	-	-	283.90	436.64
	Sri Sanjay Agarwal	308.21	251.87	-	-	-	-	308.21	251.87
	Sri Keshav Bhajanka	3.30	1.99	-	-	-	-	3.30	1.99
8	**Director's Remuneration Paid #**								
	Sri Sajjan Bhajanka	120.00	120.00	-	-	-	-	120.00	120.00
	Sri Sanjay Agarwal	120.00	120.00	-	-	-	-	120.00	120.00
	Sri Prem Kumar Bhajanka	120.00	120.00	-	-	-	-	120.00	120.00
	Sri Vishnu Khemani	120.00	120.00	-	-	-	-	120.00	120.00
	Sri Ajay Baldawa	240.00	110.50	-	-	-	-	240.00	110.50
	Sri Hari Prasad Agarwal	60.00	60.00	-	-	-	-	60.00	60.00
	Sri Keshav Bhajanka	50.00	50.00	-	-	-	-	50.00	50.00
	Smt Nikita Bansal	24.00	24.00	-	-	-	-	24.00	24.00
9	**Director's Sitting Fees**								
	Sri Mangi Lal Jain	4.25	3.90	-	-	-	-	4.25	3.90
	Sri Santanu Ray	4.00	3.70	-	-	-	-	4.00	3.70
	Sri Asit Pal	2.50	2.20	-	-	-	-	2.50	2.20
	Smt. Mamta Binani	4.50	3.70	-	-	-	-	4.50	3.70
	Sri J. P. Dua	2.50	2.20	-	-	-	-	2.50	2.20
	Sri Vijay Chhibber	2.50	1.20	-	-	-	-	2.50	1.20
	Sri Debanjan Mandal	1.00	0.90	-	-	-	-	1.00	0.90
	Sri Sunil Mitra	2.50	1.40	-	-	-	-	2.50	1.40
	Sri Manindra Nath Banerjee	-	0.80	-	-	-	-	-	0.80
	Sri Samarendra Mitra	-	1.20	-	-	-	-	-	1.20
10	**Director's Commission**								
	Sri Mangi Lal Jain	4.00	3.00	-	-	-	-	4.00	3.00
	Sri Santanu Ray	4.00	3.00	-	-	-	-	4.00	3.00
	Sri Asit Pal	4.00	3.00	-	-	-	-	4.00	3.00
	Smt. Mamta Binani	4.00	3.00	-	-	-	-	4.00	3.00
	Sri J. P. Dua	4.00	3.00	-	-	-	-	4.00	3.00
	Sri Vijay Chhibber	4.00	3.00	-	-	-	-	4.00	3.00
	Sri Debanjan Mandal	4.00	3.00	-	-	-	-	4.00	3.00
	Sri Sunil Mitra	4.00	3.00	-	-	-	-	4.00	3.00
	Sri Manindra Nath Banerjee	-	0.67	-	-	-	-	-	0.67
	Sri Samarendra Mitra	-	0.67	-	-	-	-	-	0.67
11	**Dividend Paid**								
	Sri Sajjan Bhajanka	252.34	250.33	-	-	-	-	252.34	250.33
	Sri Sanjay Agarwal	243.51	241.50	-	-	-	-	243.51	241.50
	Smt Divya Agarwal	-	-	167.50	167.50	-	-	167.50	167.50
	Sri Vishnu Khemani	127.47	126.08	-	-	-	-	127.47	126.08
	Smt.Santosh Bhajanka	-	-	154.50	154.50	-	-	154.50	154.50

Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2019

42. Related Party Disclosure: (contd.)

₹ in Lac

Sl No.	Type of Transactions	Key Management Personnel and Directors		Relatives of Key Management Personnel		Enterprises owned/ Influenced by Key Management Personnel or their relatives		Total	
		2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
	Others	77.15	77.15	192.19	191.43	393.29	393.29	662.64	661.87
12	**Salary Paid**								
	Sri Arun Kumar Julasaria #	147.88	101.41	-	-	-	-	147.88	101.41
	Sri Sundeep Jhunjhunwala #	33.82	31.62	-	-	-	-	33.82	31.62
	Others	-	-	111.63	95.11	-	-	111.63	95.11
13	**Advance Given**								
	Sri Arun Kumar Julasaria	6.00	70.00	-	-	-	-	6.00	70.00
	Sri Abhishek Rathi	-	-	-	8.40	-	-	-	8.40
	Sri Sundeep Jhunjhunwala	7.00	-	-	-	-	-	7.00	-
14	**Advance Received Back/ (Refunded)**								
	Sri Abhishek Rathi	-	-	4.85	6.79	-	-	4.85	6.79
	Sri Sundeep Jhunjhunwala	-	5.00	-	-	-	-	-	5.00
	Sri Arun Kumar Julasaria	6.00	70.00	-	-	-	-	6.00	70.00
15	**Balance Outstanding on account of**								
A	**Receivable/(Payable)**								
	Century LED Ltd.	-	-	-	-	(0.80)	1.64	(0.80)	1.64
	Aegis Business Ltd.	-	-	-	-	73.92	118.51	73.92	118.51
	Brijdham Merchants Pvt. Ltd.	-	-	-	-	0.70	-	0.70	-
	Sri Abhishek Rathi	-	-	-	4.85	-	-	-	4.85
	Star Cement Ltd.	-	-	-	-	8.51	(3.78)	8.51	(3.78)
	Landmark Veneers Pvt. Ltd.	-	-	-	-	-	(155.58)	-	(155.58)
	Sri Sundeep Jhunjhunwala	7.00	-	-	-	-	-	7.00	-
B	**Guarantee Obtained**								
	Sri Sajjan Bhajanka	78,350.00	94,250.00	-	-	-	-	78,350.00	94,250.00
	Sri Sanjay Agarwal	78,350.00	94,250.00	-	-	-	-	78,350.00	94,250.00
	Sri Hari Prasad Agarwal	78,350.00	94,250.00	-	-	-	-	78,350.00	94,250.00
C	**Director's Remuneration Payable**								
	Sri Sajjan Bhajanka	3.82	6.64	-	-	-	-	3.82	6.64
	Sri Sanjay Agarwal	5.26	6.63	-	-	-	-	5.26	6.63
	Sri Hari Prasad Agarwal	3.51	3.57	-	-	-	-	3.51	3.57
	Sri Ajay Baldawa	55.55	5.65	-	-	-	-	55.55	5.65
	Sri Prem Kumar Bhajanka	6.41	6.18	-	-	-	-	6.41	6.18
	Sri Keshav Bhajanka	0.41	3.04	-	-	-	-	0.41	3.04
	Smt. Nikita Bansal	1.40	1.59	-	-	-	-	1.40	1.59
D	**Salary Payable**								
	Sri Arun Kumar Julasaria	5.80	18.07	-	-	-	-	5.80	18.07
	Sri Sundeep Jhunjhunwala	1.96	2.78	-	-	-	-	1.96	2.78
	Others	-	-	-	5.85	-	-	-	5.85

Remuneration of Key Management Personnel represents short term employee benefits. As the liabilities for defined benefit plans and compensated absences are provided on actuarial basis for the Company as a whole, the amounts pertaining to Key Management Personnel are not included.

42 (c) Terms and conditions of transactions with related parties

1. The sales to/ purchases from/ services availed from/ and services provided to related parties are made on terms equivalent to those that prevail in arm's length transactions.
2. Outstanding balances at the year-end from related parties are unsecured, interest free and will be settled in cash.
3. Employee related recoverable balances are unsecured, interest free and will be settled in cash.
4. The Group has taken loan from Enterprises owned/influenced by Key Management Personnel (KMP) or their relatives as well as from KMP's. The loan was unsecured and was repayable on demand. The loan carried an interest @7.50% p.a.

Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2019

43. Fair values measurements

i) Financial instruments by category:

₹ in Lac

	31st March, 2019		31st March, 2018	
	FVTPL	Amortised cost	FVTPL	Amortised cost
Non-current financial assets				
(i) Investments	-	33.77	-	2.02
(ii) Loans and advances	-	1,392.17	-	1,207.68
(iii) Other non-current financial assets	-	0.00	-	32.53
Current financial assets				
(i) Trade receivable	-	29,568.21	-	35,720.14
(ii) Cash and cash equivalents	-	2,320.17	-	2,028.83
(iii) Bank balances other than above	-	303.58	-	82.92
(iv) Loans and advances	-	551.55	-	1,329.75
(v) Other current financial assets	-	1,734.17	-	1,124.18
Total Financial assets	**-**	**35,903.62**	**-**	**41,528.05**
Non-current financial liabilities				
(i) Borrowings	-	13,226.57	-	16,693.81
(ii) Other non-current financial liabilities	-	-	-	-
Current financial liabilities				
(i) Borrowings	-	34,933.87	-	36,767.61
(ii) Trade payables	-	15,949.88	-	17,528.27
(iii) Other current financial liabilities	-	11,695.71	-	10,236.84
Total Financial liabilities	**-**	**75,806.03**	**-**	**81,226.53**

Notes:-

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Group does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

44. Financial Risk Management-Objectives and Policies

The Group's financial liabilities comprise long term borrowings, short term borrowings, capital creditors, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's financial assets include trade and other receivables, cash and cash equivalents and deposits.

The Group is exposed to market risk and credit risk. The Group has a Risk management policy and its management is supported by a Risk management committee that advises on risks and the appropriate risk governance framework for the Group. The audit committee provides assurance to the Group's management that the Group's risk activities are governed by appropriate policies and procedures and that risks are identified, measured and managed in accordance with the Group's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

(i) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency risk and other price risk, such as commodity price risk and equity price risk. Financial instruments affected by market risk include FVTPL investments, trade payables, trade receivables, etc.

a. Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities. Such foreign currency exposures are partly hedged by the Group. The Group has a treasury department which monitors the foreign exchange fluctuations on the continuous basis and advises the management of any material adverse effect on the Group.

44. Financial Risk Management-Objectives and Policies (contd.)

Foreign Currency sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in foreign currency exchange rates, with all other variables held constant. The impact on the Group profit before tax is due to changes in the fair value of assets and liabilities.

Change in Foreign Currency Rates	Effect on Profit before Tax (₹ in Lac)	
	31st March, 2019	31st March, 2018
5%	(547.86)	(1,909.88)
-5%	547.86	1,909.88

b. **Interest Rate Risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Group profit before tax is affected through the impact on floating rate borrowings, as follows:

	Increase/ Decrease in basis points	Effect on Profit before Tax (₹ in Lac)
31st March, 2019	+50	(265.53)
	-50	265.53
31st March, 2018	+50	(285.10)
	-50	285.10

(ii) **Credit Risks**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables).

The Group implements a credit risk management policy under which the Group only transacts business with counterparties that have a certain level of credit worthiness based on internal assessment of the parties, financial condition, historical experience, and other factors. The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The Group has established a credit policy under which each new customer is analyzed individually for creditworthiness.

Trade Receivables

An impairment analysis is performed at each reporting date on an individual basis for all the customers. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on credit losses historical data. The maximum exposure to credit risk at the reporting date is the carrying value of trade receivables disclosed in Note 12 as the Group does not hold collateral as security. The Group has evaluated the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries.

Credit risk also arises from transactions with financial institutions, and such transactions include transactions of cash and cash equivalents, various deposits, and financial instruments such as derivative contracts. The Group manages its exposure to this credit risk by only entering into transactions with banks that have high ratings. The Group's treasury department authorizes, manages, and oversees new transactions with parties with whom the Group has no previous relationship.

Furthermore, the Group limits its exposure to credit risk of financial guarantee contracts by strictly evaluating their necessity based on internal decision making processes, such as the approval of the board of directors.

Credit risk exposure

The carrying amount of financial assets represents the Group's maximum exposure to credit risk. The maximum exposure to credit risk as of 31 March 2019 and 31 March 2018 are as follows:

₹ in Lac

	31st March, 2019	31st March, 2018
Cash and cash equivalents	2,320.17	2,028.83
Other Bank balances	303.58	82.92
Loans and other receivables	551.55	1,329.75
Trade receivable (net)	29,568.21	35,720.14
	32,743.51	**39,161.64**

Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2019

44. Financial Risk Management-Objectives and Policies (contd.)

Impairment losses on financial assets

Refer the table below for reconciliation of loss allowance in respect of Trade Receivables: ₹ in Lac

Trade Receivables (measured under life time excepted credit loss model)	31st March, 2019	31st March, 2018
Loss Allowance at the beginning of the year	887.57	762.58
Add: Loss Allowance provided during the year	8.19	124.99
Less: Write Off	-	-
Less: Loss Allowance reversed during the year	-	-
Loss Allowance at the end of the year	895.76	887.57

The ageing of trade accounts and notes receivable as of 31st March, 2019 and 31st March, 2018 are as follows: ₹ in Lac

Particulars	31st March, 2019	31st March, 2018
Not due	22,938.65	21,079.20
Overdue less than 6 months	5,949.48	12,368.29
more than 6 months - 12 months	405.95	927.61
more than 12 moths - 24 months	306.50	1,137.74
over 24 months	863.39	1,094.87
Gross Amount	**30,463.97**	**36,607.71**
Less: Expected Credit Loss	895.76	887.57
Sundry Debtors Balance	**29,568.21**	**35,720.14**

No significant changes in estimation techniques or assumptions were made during the reporting period

(iii) Liquidity Risk

The Group's objective is to maintain optimum levels of liquidity to meet its cash and collateral requirements at all times. The Group relies on a mix of borrowings and excess operating cash flows to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium/ long term expansion needs. The Group monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs. Besides, it generally has certain undrawn credit facilities which can be accessed as and when required. Such credit facilities are reviewed at regular intervals. Thus no liquidity risk is perceived at present.

The table below summarises the maturity profile of the Group financial liabilities based on contractual undiscounted payments.

Availability of Liquidity is as follows

The Group's undrawn borrowing facilities at the end of the reporting period is: ₹ in Lac

Particulars	31st March, 2019	31st March, 2018
Cash and Cash Equivalents	2,320.17	2,028.83
Availability under committed credit facilities	16,280.01	23,325.87

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments.

₹ in Lac

Particulars	Less than 1 Year	1-2 Years	2-3 Years	3-5 Years	> 5 years	Total
Year ended 31st March 2019						
Borrowings	34,933.87	4,547.03	3,930.28	4,749.26	-	48,160.44
Other financial liabilities	11,695.71	-	-	-	-	11,695.71
Trade payables	15,949.88	-	-	-	-	15,949.88
	62,579.46	**4,547.03**	**3,930.28**	**4,749.26**	**-**	**75,806.03**
Year ended 31st March 2018						
Borrowings	36,767.61	4,514.96	3,781.46	7,319.02	1,078.38	53,461.43
Other financial liabilities	10,236.84					10,236.84
Trade payables	17,528.27					17,528.27
	64,532.72	**4,514.96**	**3,781.46**	**7,319.02**	**1,078.38**	**81,226.54**

Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2019

45. The contribution of the subsidiaries acquired during the year is as under: ₹ in Lac

Name of the Subsidiary	Revenue (post acquisition)	Net Profit/ (Loss) (post acquisition)	Net Assets
Century Gabon SUARL	NIL	NIL	549.67

46. The Company's Segment Information as at and for the year ended 31st March, 2019 are as below:

Sl		Plywood	Laminate	MDF	PPB	CFS Services	Others	Total
a	**Revenue(Gross)**							
	External Sales	1,29,420.15	43,899.99	29,535.80	9,747.16	10,299.45	5,136.81	2,28,039.36
		(1,35,069.05)	(38,538.09)	(11,311.70)	(7,494.00)	(9,944.29)	(3,642.96)	(2,06,000.09)
	Inter-segment Sales	-	-			68.20	252.28	320.48
		-	-	-	-	(23.72)	(294.90)	(318.62)
	Total Revenue (Gross)	1,29,420.15	43,899.99	29,535.80	9,747.16	10,367.65	5,389.09	2,28,359.84
		(135069.05)	(38538.09)	(11,311.70)	(7,494.00)	(9968.01)	(3937.86)	(2,06,318.71)
b.	**Result**							
	Segment Results	17,583.66	3,374.08	2,000.46	1,771.05	2,599.90	292.46	27,621.61
		(18,585.66)	(5,170.53)	(-245.57)	(-178.48)	(2,819.63)	(-149.37)	(26,002.39)
	Unallocated Income/Expenses(-)							(2,694.53)
	(Net of unllocated expenses/income)							(-1176.28)
	Operating Profit							24,927.08
								(24,826.10)
	Finance Cost							4,693.86
								(3,583.46)
	Taxation Expense							5,346.08
								(4,628.66)
	Net Profit (before non controlling interest)							14,887.14
								(16,613.97)
	Other Information							
a	**Tota l Assets**							
	Segment Assets	84,485.70	27,859.20	37,217.22	7,032.99	5,487.85	2,113.40	1,64,196.36
		(79,458.66)	(24,946.58)	(39,051.64)	(5,115.23)	(5,066.69)	(2,172.46)	(1,55,811.26)
	Unallocated Corporate/Other Assets							16,987.93
								(16,731.72)
								1,81,184.29
								(1,72,542.98)
b.	**Total Liabilities**							
	Segment Liabilities	16,187.69	5,323.97	3,391.47	546.05	964.87	1,136.67	27,550.72
		(18,357.04)	(4,816.33)	(2,669.61)	(90.91)	(1,067.95)	(541.74)	(27,543.58)
	Unallocated Corporate/Other Liabilities							53,609.77
								(58,004.64)
								81,160.49
								(85,548.22)
c	**Capital Expenditure ***	4,549.92	1,510.67	1,490.13	453.26	1,212.33	3.84	9,220.15
		(7,704.50)	(5,449.93)	(8,967.07)	(167.34)	(399.90)	(1.08)	(22,689.82)
	Unallocated Capital Expenditure							6,543.08
								(3,696.08)
d	**Depreciation/Amortisation**	1,801.65	723.27	1,863.97	456.84	741.90	11.11	5,598.74
		(2,981.43)	(1,218.04)	(2,390.54)	(1,457.25)	(1,002.56)	(16.62)	(9,066.44)
	Unallocated Depreciation							348.84
e	**Geographical Segment**							
	i. Revenue (Gross)							
	India							2,16,828.37
								(1,89,402.44)
	Overseas							11,210.99
								(16,597.65)
	ii. Carrying amount of Segment Assets							
	India							1,50,640.39
								(1,41,065.35)
	Overseas							13,555.97
								(14,745.91)

Note:- Previous years figures are in bracket

Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2019

46. The Company's Segment Information as at and for the year ended 31st March, 2019 (contd.)

Notes:

(a) Business Segments: The reportable segments have been identified on the basis of the products of the Group. Operating Segment disclosed are consistent with the information provided to and reviewed by the Chief Operating Decision Maker (CODM). Accordingly, the Company has identified following business segments:

Plywood	-	Plywood, Block-Board, Veneer & Timber
Laminate	-	Decorative Laminates
MDF	-	Plain & Pre-laminated Medium Density Fibre Boards
Plain Particle Board	-	Plain & Pre-laminated Particle Board
CFS Services	-	Container Freight Stations services
Others	-	Mainly Trading of Chemicals, Minerals and Equipment's

(b) The company recognised revenue at point in time.

47. The Subsidiary Companies considered in the Financial Statements are as follows:

Name	Country of Incorporation	% Voting Power as on 31st March 2019	% Voting Power as on 31st March 2018
Auro Sundram Ply & Door Pvt. Ltd.	India	51	51
Century MDF Ltd.	India	100	100
Ara Suppliers Pvt. Ltd.	India	80	80
Arham Sales Pvt. Ltd.	India	80	80
Adonis Vyaper Pvt. Ltd.	India	80	80
Apnapan Viniyog Pvt. Ltd.	India	80	80
Century Infotech Ltd.	India	60.06	60.06
Centuryply Myanmar Pvt. Ltd.	Myanmar	100	100
Century Ply (Singapore) Pte Ltd.	Singapore	83.46	97.26
PT Century Ply Indonesia	Indonesia	NIL	95
Century Gabon SUARL	Gabon	100	NIL
Century Huesoulin Plywood Lao Co. Ltd.	Laos	51	51
Century Ply Laos Co.Ltd.	Laos	90	90

PT Century Ply Indonesia – Subsidiary till 4th April, 2018
Century Gabon SUARL – Subsidiary w.e.f. 10th January, 2019

48. Events occurring after the Balance Sheet date

Proposed Dividend

The Board of Directors at its meeting held on 27th May, 2019 have recommended a payment of final dividend of ₹1 per equity share of face value of ₹1 each for the financial year ended 31st March, 2019. The same amounts to ₹2,678.41 Lac (including dividend distribution tax of ₹456.68 Lac).

The above is subject to approval at the ensuing Annual General Meeting of the Group and hence is not recognized as a liability.

49. Earning per Share (EPS)

In terms of IND AS- 33 on "Earning Per Share" the calculation of EPS is given below: -

	2018-2019	2017-2018
Profit as per the Statement of Profit & Loss (₹ In Lac)	14,845.01	16,306.07
Profit available for Equity Shareholders (₹ In Lac)	14,845.01	16,306.07
Weighted average number of Equity Shares outstanding during the year	22,21,72,990	22,21,72,990
Nominal value of equity shares (₹)	1	1
Basic and Diluted earnings per share (EPS) (₹)	6.68	7.34

Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2019

50. Additional Information pursuant to Schedule III of the Companies Act, 2013.

Name of the company	Net Assets (Total Assets minus Total Liabilities		Share in Profit & Loss		OCI		TCI	
	2018-2019		2018-2019		2018-2019		2018-2019	
	As % of consolidated Net assets	Net Assets	As % of consolidated Profit or Loss	Profit/(Loss)	As % of consolidated OCI	OCI	As % of consolidated TCI	TCI
Parent Company								
Century Plyboards (India) Limited	87.74%	85,534.66	106.94%	15,875.98	-46.99%	(79.91)	105.25%	15,796.07
Indian Subsidiaries								
Direct Subsidiaries								
Adonis Vyaper Private Limited	0.17%	169.13	0.00%	(0.09)	-	-	0.00%	(0.09)
Apnapan Viniyog Private Limited	0.17%	169.20	0.00%	(0.08)	-	-	0.00%	(0.08)
Ara Suppliers Private Limited	0.17%	168.20	0.00%	(0.11)	-	-	0.00%	(0.11)
Arham Sales Private Limited	0.17%	169.29	0.00%	(0.04)	-	-	0.00%	(0.04)
Century Infotech Limited	0.05%	52.01	0.15%	21.62	-	-	0.14%	21.62
Century MDF Limited	0.03%	29.73	0.00%	(0.14)	-	-	0.00%	(0.14)
Auro Sundram Ply & Door Pvt. Ltd.	2.67%	2,602.87	2.05%	304.76	8.64%	14.70	2.13%	319.46
Foreign Subsidiaries								
Direct Subsidiaries								
Centuryply Myanmar Pvt. Ltd.	6.16%	6,007.26	-4.14%	(614.81)	231.48%	393.67	-1.47%	(221.14)
Century Ply (Singapore) Pte Ltd.	4.69%	4,571.78	-4.72%	(699.95)	-70.13%	(119.27)	-5.46%	(819.22)
Century Gabon SUARL	0.56%	549.67	0.00%	-	-23.00%	(39.12)	-0.26%	(39.12)
Non-Controlling Interest	-2.61%	(2,531.73)	-0.27%	(42.13)	-	-	-0.33%	(49.33)
Total	**100.00%**	**97,492.07**	**100.00%**	**14,845.01**	**100.00%**	**170.07**	**100.00%**	**15,007.88**

51. Charity and Donations includes ₹ 505.00 Lac (₹ 6.5 Lac) paid to the political parties.

52. Previous year's figures have been rearranged and/or regrouped, wherever necessary.

53. The financial statements have been approved by the Audit Committee at its meeting held on 27th May, 2019 and by the Board of Directors on the same date.

54. Notes to the Consolidated Financial Statements comprises of Information relevant for the Group.

For Singhi & Co.
Firm's Registration No.- 302049E
Chartered Accountants

Rajiv Singhi
Partner
Membership No. 053518
Place: Kolkata
Date: 27th May, 2019

For and on behalf of the Board of Directors

Sajjan Bhajanka
Chairman & Managing Director
DIN: 00246043

Sanjay Agarwal
CEO & Managing Director
DIN: 00246132

Arun Kumar Julasaria
Chief Financial Officer

Sundeep Jhunjhunwala
Company Secretary

CENTURY HOUSE, KOLKATA

Annual Report concept, research and design by TRISYS
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CENTURY PLYBOARDS (INDIA) LIMITED

(CIN: L20101WB1982PLC034435)
Registered Office: P-15/1, Taratala Road, Kolkata - 700 088 Phone: (033) 3940 3950
Fax: (033) 2401 5556; Website: www.centuryply.com; Email: investors@centuryply.com

NOTICE

NOTICE is hereby given that the 38th Annual General Meeting of the Members of Century Plyboards (India) Limited will be held on Wednesday, 4th September, 2019 at 11:00 A.M. at Gyan Manch, 11 Pretoria Street, Kolkata- 700 071, to transact the following businesses:

ORDINARY BUSINESS

1 **To receive, consider and adopt:**

   a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and the Auditors thereon; and

   b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 together with Report of the Auditors thereon.

2 To declare dividend on Equity Shares for the financial year ended 31st March, 2019.

3 To appoint a Director in place of Sri Ajay Baldawa (DIN: 00472128) who retires by rotation and being eligible, offers himself for re-appointment.

4 To appoint a Director in place of Smt Nikita Bansal (DIN: 03109710) who retires by rotation and being eligible, offers herself for re-appointment.

5 To re-appoint the Statutory Auditors of the Company and to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s. Singhi & Co., Chartered Accountants (ICAI Firm Registration No. 302049E), be and are hereby re-appointed as Statutory Auditors of the Company for second term of 5 (five) years, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 43rd Annual General Meeting to be held in the year 2024, at a remuneration of Rs. 35,00,000/- (Rupees Thirty-five Lac only), exclusive of applicable taxes thereon and out of pocket expenses, for the financial year ended 31st March, 2020."

SPECIAL BUSINESS

6 **Re-appointment of Sri Vijay Chhibber (DIN: 00396838) as an Independent Director**

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

   "RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee, provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, Sri Vijay Chhibber (DIN: 00396838), who holds the office of Independent Director up to 31st January, 2020 and being eligible, has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office as such for a second term from 1st February, 2020 to 31st January, 2025."

7 **Re-appointment of Sri Sunil Mitra (DIN: 00113473) as an Independent Director**

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

"RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee, provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, Sri Sunil Mitra (DIN: 00113473), who holds the office of Independent Director up to 31st July, 2020 and being eligible, has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office as such for a second term from 1st August, 2020 to 31st July, 2025."

8 **Re-appointment of Sri Debanjan Mandal (DIN: 00469622) as an Independent Director**

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

"RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee, provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, Sri Debanjan Mandal (DIN: 00469622), who holds the office of Independent Director up to 31st July, 2020 and being eligible, has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office as such for a second term from 1st August, 2020 to 31st July, 2025."

By Order of the Board
For Century Plyboards (India) Ltd.
Sd/-
Sundeep Jhunjhunwala
Company Secretary

Registered Office:
P-15/1, Taratala Road
Kolkata- 700 088
9th August, 2019

NOTES

1 A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy, in order to be effective, must be received by the Company at the Registered Office, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

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

2 When a member appoints a proxy and subsequently both the member and the proxy attend the meeting, the proxy shall automatically stand revoked.

3 During the period beginning 24 hours before the time fixed for the commencement of the AGM and until the conclusion of the same, a member, during business hours of the Company, would be entitled to inspect the proxies lodged, provided that not less than three days of notice in writing is given to the Company.

4 In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

5 Corporate Members intending to send their authorised representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.

6 The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 29th August, 2019 to Wednesday, 4th September, 2019 (both days inclusive) for the purpose of Annual General Meeting and for determining the names of the Members eligible for final dividend on equity shares for the financial year ended 31st March, 2019, if declared at the Annual General Meeting.

7 The Board of Directors at its meeting held on 27th May, 2019, has recommended payment of final dividend on equity shares @ ₹ 1.00 per equity share for the financial year 2018-19. The dividend so recommended by the Board, if declared by the members at the Annual General Meeting, shall be paid within statutory time limit to those members (a) whose names appear as beneficial owners at the end of the business hours on 28th August, 2019 in the list of beneficial owners to be provided by NSDL and CDSL in respect of shares held in electronic (demat) form and (b) whose names appear in the Register of Members of the Company on 4th September, 2019, after giving effect to valid transmission/ transposition requests lodged with the Company as of the close of business hours on 28th August, 2019.

8 The Securities and Exchange Board of India ('SEBI') has mandated the transfer of securities to be carried out only in dematerialised form (except in case of transmission or transposition of securities) effective from 1st April, 2019. Accordingly, requests for physical transfer of securities are not being processed from 1st April, 2019 onwards. In view of the above and to avail various benefits of dematerialisation and also to eliminate the risks associated with physical holding of shares, members are advised to dematerialise shares held by them in physical form. The Company has sent letters to physical holders appraising them about the amendment and advising them on the benefits of holding shares in dematerialised form. A Guidance note on procedure for dematerialisation of shares held in physical form is also placed on the website of the Company under 'Investors' section.

9 Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Transfer Agents (RTA), Maheshwari Datamatics Private Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.

10 Members holding shares in physical mode-

(a) are required to submit/ update their Permanent Account Number and bank account details to the Company / RTA, if not registered with the Company as mandated by SEBI.

(b) are advised to register nomination (if not already registered) in respect of their shareholding in the Company using Form SH-13. Change in nomination can also be done using Form SH-14. Both forms are available on the Company's website www.centuryply.com under the 'Investors' section.

(c) are requested to register / update their e-mail address with the Company / RTA for receiving all communications from the Company electronically.

(d) are requested to update any change in their address to the Company / RTA.

11 Members holding shares in electronic mode:

(a) are requested to submit/ update their PAN and bank account details to their respective Depository Participants (DPs) with whom they are maintaining their demat accounts.

(b) are advised to contact their respective DPs for registering/ changing their nomination.

(c) are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.

(d) are requested to update any change in their address to their respective DPs

12 The Company has sent the reminder letters to Shareholders holding shares in physical form to update their PAN and Bank Account details.

13 Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or its RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or its RTA for assistance in this regard.

14 Members seeking any information regarding accounts are requested to write to the Company at least seven days before the date of the meeting so as to enable the management to keep the information ready.

15 Relevant documents meant for inspection and/ or referred to in the Annual Report, are open for inspection at the Registered Office of the Company, P-15/1, Taratala Road, Kolkata-700 088, during office hours between 11.00 AM and 1.00 PM on all working days till the date of this Annual General Meeting.

16 Members, Proxies and Authorised Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM and produce the same at the entrance to the venue of the meeting for admission.

17 The Company has transferred the unpaid/ unclaimed dividend for the years prior to and including the financial year 2011-12, from time to time, on respective due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. The Company has been sending reminders to those members having unpaid/ unclaimed dividends before transfer of such dividend(s) to IEPF. The Company has also uploaded the details of unpaid/ unclaimed amounts lying with the Company, on the website of the Company (www.centuryply.com) as also on the website of the Ministry of Corporate Affairs. Members who wish to claim dividends, which remain unclaimed, are requested to correspond with the Company or its RTA. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the IEPF on due dates.

18 Members are requested to note that dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on www.iepf.gov.in.

The Company had sent intimation in this regard to all the shareholders who have not claimed/encashed their dividends consecutively for the last seven years. The Company had also simultaneously published notice in the leading newspapers in this regard and also uploaded on the "Investors Section" of the Company's website, details of such shareholders and shares which have been/ are due for transfer to IEPF Suspense Account.

19 Electronic copies of the Annual Report are being sent by email only to those members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report are being sent by permitted mode.

20 The Notice of Annual General Meeting, Attendance Slip, Proxy Form and Remote E-voting particulars are being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s)

(DP) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.

21 a) Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company is pleased to provide facility of remote e-voting to all Members for which the Company has engaged the services of National Securities Depository Limited (NSDL). The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

b) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, 28th August 2019, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on cut-off date should treat this notice for information purpose only. Members who have acquired shares after the despatch of the Notice of Annual General Meeting and before the cut-off date may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means.

c) The remote e-voting period will commence at 9.00 a.m. on Saturday, 31st August, 2019 and will end at 5.00 p.m. on Tuesday, 3rd September, 2019. The remote e-voting shall not be allowed beyond 5.00 p.m. on 3rd September, 2019.

d) At the end of remote e-voting, the facility shall forthwith be blocked.

e) At the Annual General Meeting, facility for voting through ballot paper shall be made available and only the members as on the "cut-off date", i.e. Wednesday, 28th August, 2019 who have not cast their vote by remote e-voting, shall be entitled to exercise their right to vote at the Annual General Meeting through ballot paper.

f) The Members who have cast their votes through electronic means prior to the meeting may still attend the meeting but shall not be entitled to cast their vote again.

g) The Company has appointed Sri Manoj Kumar Banthia (ACS 11470/ CP- 7596) and failing him, Sri Raj Kumar Banthia (ACS- 17190/CP-18428) of M/s MKB & Associates, Company Secretaries in Practice, Kolkata, as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process and ensure that the same is carried out in a fair and transparent manner.

h) The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting, will, not later than forty eight hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman or to the person authorised by him. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.centuryply.com and that of NSDL https://www.evoting.nsdl.com, besides being displayed on the Notice Board of the Company at its Registered Office. The results shall simultaneously be communicated to the Stock Exchanges where the shares of the Company are listed.

i) **PROCEDURE FOR E-VOTING**

I. The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating the casting of votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting"). The procedure with respect to e-voting is provided below:-

A. In case of Members who receive the Notice in electronic mode:

i. Open the PDF file 'Centuryply e-Voting.pdf' attached to the e-mail, using your Client ID / Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.

ii. Open the internet browser and type the following URL: https://www.evoting.nsdl.com

iii. Click on Shareholder-Login

iv. Insert user ID and password as initial password stated in (i) above. Click on 'Login'.

v. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

a. Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

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

vi. If you are logging in for the first time, Password Change Menu will appear on your screen. Change to a new Password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of the two. Please take utmost care to keep your Password confidential.

vii. Once the e-Voting home page opens, click on e-Voting > Active Voting Cycles.

viii. Select the EVEN (E-Voting Event Number) of Century Plyboards (India) Limited. Now you are ready for e-voting as 'Cast Vote' page opens.

ix. Cast your vote by selecting your favoured option and click 'Submit'. Also click 'Confirm' when prompted. Please note that once your vote is cast on the selected resolution, it cannot be modified.

x. Upon confirmation, the message 'Vote cast successfully' will be displayed.

xi. Corporate and institutional shareholders (companies, trusts, societies etc.) are required to send a scanned copy (PDF / JPG format) of the relevant Board Resolution / appropriate authorisation, together with the attested specimen signature(s) of the authorized signatory(ies) who are authorized to vote, to the Scrutinizer via email at: scrutinizermkb@gmail.com, with a copy marked to evoting@nsdl.co.in.

B. **In case of Members who receive the Notice in physical mode**:

i. User ID and initial password is provided in the admission slip for the AGM.

ii. Please follow all steps from Sr. Nos. A (ii) to A (xi) above to cast your vote.

II. Members already registered with NSDL for e-voting can use their existing user ID and password for Login.

III. The voting rights shall be as per the number of equity shares held by the Member(s) as on 28th August, 2019, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.

IV. Voting period shall commence at 9.00 a.m. on Saturday, 31st August, 2019 and will end at 5.00 p.m. on Tuesday, 3rd September, 2019. The e-voting module shall be disabled by NSDL at 5.00 p.m. on the same day.

V. In case of any query / grievance with respect to Remote E-voting, members may refer to the Frequently Asked Questions (FAQs) and Remote E-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website or contact Sri Amit Vishal, Senior Manager / Ms. Pallavi Mhatre, Assistant Manager, NSDL, Trade World, "A" Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai 400 013 at telephone no. (022)24994360 /24994545 or toll free no. 1800–222–990 or at E-mail ID : amitv@nsdl.co.in / pallavid@nsdl.co.in and evoting@nsdl.co.in.

22. Members may also note that the Notice of AGM and the Annual Report will be available on the Company's website, www.centuryply.com. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication may write to us at: investors@centuryply.com

23. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held in physical form. So as to receive all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

24. As an austerity measure, copies of Annual Report will not be distributed at the Annual General Meeting; members are requested to bring their copies at the meeting.

25. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts in respect of Special Business under item nos. 6 to 8 of the Notice, is annexed hereto.

26. Information in terms of Regulation 36(3) of the Listing Regulations, Companies Act, 2013 and 'Secretarial Standards on General Meetings' in respect of Directors seeking re-appointment at this AGM, is annexed hereto.

27. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the venue of the Annual General Meeting.

28. The Route map of the venue of Annual General Meeting is annexed at the end of this Notice. Prominent Landmark is also marked therein for reference.

By Order of the Board
For Century Plyboards (India) Ltd.
Sd/-
Sundeep Jhunjhunwala
Company Secretary

Registered Office:
P-15/1, Taratala Road
Kolkata- 700 088
9th August, 2019

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item no. 5

M/s Singhi & Co., Chartered Accountants (ICAI Firm Registration No. 302049E) were appointed as Statutory Auditors of the Company by the Members at the 33rd Annual General Meeting (AGM) held on 11th September, 2014 to hold office as Statutory Auditors from the conclusion of AGM held in the year 2014 till the conclusion of 38th AGM of the Company to be held in the year 2019, subject to ratification of their appointment at every AGM. Accordingly, their present term gets completed on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014.

The present remuneration of M/s. Singhi & Co. for conducting the audit for the financial year 2018-19, is Rs. 30 lac (exclusive of applicable taxes thereon and out of pocket expenses) for audit of accounts of the Company for the financial year ended 31st March, 2019 and for conducting quarterly Limited Review during the financial year 2018-19 (including all its units and branches and audit of Internal Financial Control).

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of M/s. Singhi & Co. Chartered Accountants, as the Auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of the 43rd AGM to be held in the year 2024. On the recommendation of the Committee, the Board also recommended for the approval of the Members, the remuneration of M/s. Singhi & Co. for the financial year 2019-20 as set out in the Resolution relating to their re-appointment.

M/s. Singhi & Co., statutory auditors have conducted the statutory audit of the company from FY 2014-15 to FY 2018-19 and their performance was found to be satisfactory. Before recommending their re-appointment, the Committee considered various parameters like capability to serve a diverse and complex business landscape with multiple manufacturing locations as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s. Singhi & Co. to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

M/s. Singhi & Co., established in the year 1940, is currently one of the very large assurance service provider in India with 25 partners and a team of over 550 people. The firm has 7 offices in India and is the Indian member firm of Moore Stephens International, which is headquartered out of London.

M/s. Singhi & Co. have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board of Directors recommends the Special resolutions set out in Item no. 5 for your approval.

Item nos. 6 to 8

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), *inter alia*, prescribe that an Independent Director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a Special Resolution by the Company and disclosure of such appointment in its Board's report.

Sri Vijay Chhibber (DIN: 00396838), Sri Sunil Mitra (DIN: 00113473) and Sri Debanjan Mandal (DIN: 00469622) were appointed as Independent Directors on the Board of the Company pursuant to Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. They hold office as Independent Directors of the Company up to 31st January, 2020 and 31st July, 2020 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act). The Nomination and Remuneration Committee, on the basis of the report of performance evaluation of Independent Directors and their respective consents, has recommended reappointment of Sri Vijay Chhibber for a second term from 1st February, 2020 to 31st January, 2025 and that of Sri Sunil Mitra and Sri Debanjan Mandal from 1st August, 2020 to 31st July, 2025 as Independent Directors on the Board of the Company.

The Board, based on the performance evaluation of Independent Directors and as recommended by the Nomination and Remuneration Committee, also considers that, given their background, experience and substantial contributions made by them during their tenure, the continued association of Sri Vijay Chhibber, Sri Sunil Mitra, and Sri Debanjan Mandal would be beneficial to the Company and it is desirable to continue availing their services as Independent Directors. Accordingly, it is proposed to re-appoint Sri Vijay Chhibber, Sri Sunil Mitra, and Sri Debanjan Mandal as Independent Directors of the Company, not liable to retire by rotation.

Pursuant to Secretarial Standards on General Meetings, the performance evaluation of Sri Vijay Chhibber, Sri Sunil Mitra, and Sri Debanjan Mandal are summarized herein and the same serves as adequate justification for recommending their reappointments. The performance evaluation of Independent Directors were based on various criteria, inter-alia, including attendance at Board and Committee Meetings, skill, experience, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Company's business, understanding of industry and global trends, etc. Each of the aforesaid Directors extensively help in bringing judgment on the Board of Directors' deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct. They participate constructively and actively in the meetings of the Board which he is a member. They apply their independent judgement and effectively deploy their expertise and knowledge in Board proceedings, while keeping the interest of all the Stakeholders at the fore-front. They have upheld ethical standards of integrity and rectitude, maintained confidentiality and have also abstained from performing any action that would lead to loss of their independence.

The Company has received notices in writing from a member under Section 160 of the Act proposing the candidature of Sri Vijay Chhibber, Sri Sunil Mitra, and Sri Debanjan Mandal for the office of Independent Directors of the Company.

The Company has also received from Sri Vijay Chhibber, Sri Sunil Mitra, and Sri Debanjan Mandal (i) consent to act as Director in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that they are not disqualified under sub section (2) of Section 164 of the Companies Act, 2013 and (iii) declaration to the effect that they meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act, Rules thereunder and under the Listing Regulations.

The Board of Directors is of the opinion that Sri Vijay Chhibber, Sri Sunil Mitra, and Sri Debanjan Mandal fulfill the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and that they are independent of the Company's management. They also possess appropriate skills, experience and knowledge required for discharge of their duties as Independent Directors.

Brief resume, the nature of their expertise in specific functional areas, names of companies in which they hold directorships, committee memberships/ chairmanships, their shareholding, and other details as required under the Listing Regulations and Secretarial Standard on General Meetings, are separately annexed hereto.

Copy of draft letters of appointment of Sri Vijay Chhibber, Sri Sunil Mitra, and Sri Debanjan Mandal setting out the terms and conditions of appointment are available for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, from the date of dispatch of this Notice till the date of this Annual General Meeting.

Sri Vijay Chhibber, Sri Sunil Mitra, and Sri Debanjan Mandal are interested in the resolutions set out respectively at Item Nos. 6 to 8 of the Notice with regard to their respective re-appointments. Relatives of Sri Vijay Chhibber, Sri Sunil Mitra, and Sri Debanjan Mandal may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board of Directors recommends the Special resolutions set out in Item nos. 6 to 8 for your approval.

ANNEXURE TO THE NOTICE

Details of Directors seeking re-appointment at the Annual General Meeting

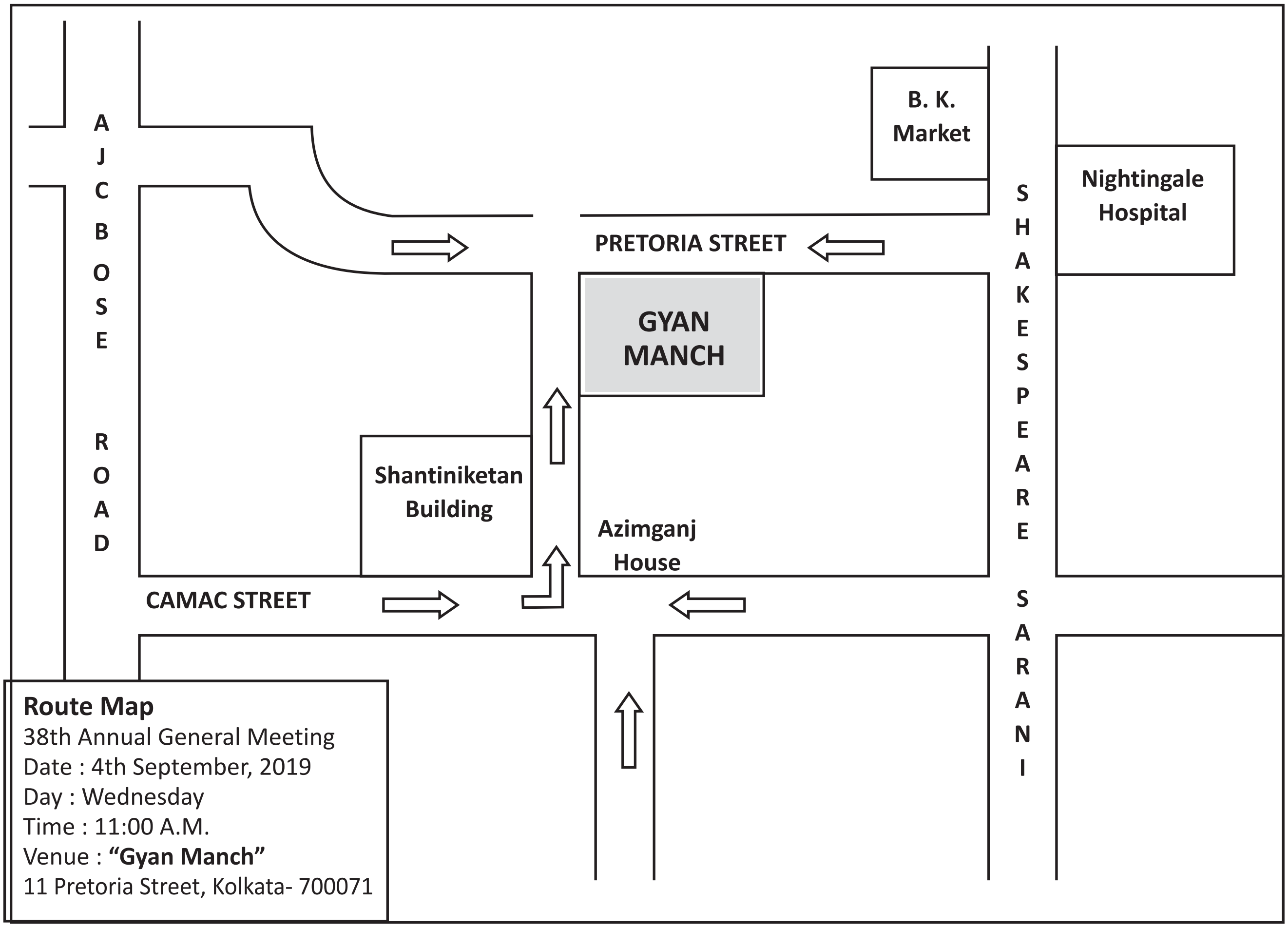
(Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, Companies Act, 2013 and 'Secretarial Standards on General Meetings')

Name	Sri Ajay Baldawa	Smt. Nikita Bansal	Sri Vijay Chhibber	Sri Sunil Mitra	Sri Debanjan Mandal
	(3)	(4)	(6)	(8)	(7)
Director's Identification Number (DIN)	00472128	03109710	00396838	00113473	00469622
Age (Years)	62	30	63	68	46
Nationality	Indian	Indian	Indian	Indian	Indian
Qualification	B.E. Engg., M.Tech	Graduate (Economics); Minor in Business and Mathematics	1. IAS, 1978 2. Masters in History	1. IAS, 1975 2. Bachelor in Science	Law Graduate
Experience (Years)	34	8	39	44	29
Expertise in specific functional area	Production & Technical	Marketing, Internal communication and administration	Administration	Administration	Legal and Law
Date of first appointment on the Board of the Company	23.02.1994	01.02.2017	01.02.2017	03.08.2017	01.08.2017
Shareholding in the Company (equity shares of F.V. ₹ 1 each.)	75000	50000	Nil	Nil	Nil
Terms and conditions of appointment/ reappointment and details of remuneration					
Terms and conditions	Tenure as Executive Director upto 30.06.2021 Liable to retire by Rotation	Tenure as Executive Director upto 31.01.2022 Liable to retire by Rotation	Tenure upto 31.01.2025 Not Liable to retire by Rotation	Tenure upto 31.07.2025 Not Liable to retire by Rotation	Tenure upto 31.07.2025 Not Liable to retire by Rotation
Present ceiling of Remuneration (₹) p.a. #	Fixed- 2,40,00,000	Fixed - 2,40,00,000 Commission- 1% of the net profits in a particular financial year	Maximum aggregate commission of one percent of the net profits of the Company for each financial year for all Non-executive Directors with additional limits as prescribed under Regulation 17(6) of the Listing Regulations.		
Last drawn remuneration (Rs.) p.a.	Fixed- 2,40,00,000	Fixed- 24,00,000 Commission- Nil^	Commission - 4,00,000	Commission - 4,00,000	Commission - 4,00,000
Number of Board Meetings attended during the FY 2018-19 (out of 4 held)	3	3	4	4	2

Name	Sri Ajay Baldawa	Smt. Nikita Bansal	Sri Vijay Chhibber	Sri Sunil Mitra	Sri Debanjan Mandal
	(3)	(4)	(6)	(8)	(7)
List of directorships held in other Companies (excluding Foreign Companies)	1. Auro Sundram Ply and Door Pvt. Ltd. 2. Ara Suppliers Pvt. Ltd. 3. Century Mdf Ltd. 4. Adonis Vyaper Pvt. Ltd. 5. Apnapan Viniyog Pvt. Ltd. 6. Arham Sales Pvt. Ltd. 7. Darshanlal Jagdishparshad Pvt. Ltd.	**1.** Century Coats Ltd.	1. Dilip Buildcon Ltd. 2. EV Motors India Pvt. Ltd. 3. Unibrain Consultancy Service Pvt. Ltd. 4. International Cargo Terminals and Infrastructure Pvt. Ltd. 5. Scania Commercial Vehicles Pvt. Ltd. 6. Sagarmala Coastal Ltd.	1. Dollar Industries Ltd. 2. Texmaco Rail & Engineering Ltd. 3. Nicco Parks & Resorts Ltd. 4. Firstsource Solutions Ltd. 5. Patton International Ltd. 6. Magma Hdi General Insurance Co. Ltd. 7. Ipe Global Ltd. 8. Sekura Roads Ltd. 9. Sekura Energy Ltd.	1. Industrial and Prudential Investment Company Ltd. 2. Spencer's Retail Ltd. 3. Apeejay Surrendra Park Hotels Ltd. 4. Edward Food Research & Analysis Centre Ltd. 5. Apeejay Tea Ltd. 6. Indian Chamber of Commerce Calcutta 7. Fox & Mandal Consultancy Solutions Pvt. Ltd. 8. Anmol Industries Ltd.
Membership/ Chairmanships of Committees of Boards of other Companies*	None	None	None	**Chairmanship in Audit Committee:** IPE Global Ltd. **Membership in Audit Committee:** 1. Patton International Ltd. 2. Magma HDI General Insurance Co. Ltd. 3. Firstsource Solutions Ltd. **Membership in Stakeholders' Relationship Committee:** 1. NICCO Parks & Resorts Ltd. 2. Texmaco Rail & Engineering Ltd.	**Membership in Audit Committee:** 1. Industrial and Prudential Investment Company Ltd. 2. Apeejay Surrendra Park Hotels Ltd. **Membership in Stakeholders' Relationship Committee:** 1. Industrial and Prudential Investment Company Ltd.
Relationship with other Directors and Key Managerial Personnel	None	Daughter of Sri Sanjay Agarwal CEO and Managing Director	None	None	None

\# calculated in the manner referred to in Section 198 of the Companies Act, 2013
^ forgone voluntarily
* Pursuant to Regulation 26 of the Listing Regulations, only two Committee viz. Audit Committee and Stakeholders Committee have been considered.

ROUTE MAP



AJC BOSE ROAD
B. K. Market
Nightingale Hospital
SHAKESPEARE SARANI
PRETORIA STREET
GYAN MANCH
Shantiniketan Building
Azimganj House
CAMAC STREET
Route Map
38th Annual General Meeting
Date : 4th September, 2019
Day : Wednesday
Time : 11:00 A.M.
Venue : "Gyan Manch"
11 Pretoria Street, Kolkata- 700071

CENTURYPLY

CENTURY PLYBOARDS (INDIA) LIMITED

(**CIN:** L20101WB1982PLC034435)
Registered Office: P-15/1, Taratala Road, Kolkata - 700 088; **Phone:** (033) 39403950
Fax: (033) 2401 5556; **Website:** www.centuryply.com; **Email:** investors@centuryply.com

PROXY FORM – MGT 11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

38th Annual General Meeting to be held on Wednesday, 4th September, 2019 at 11.00 A.M. at Gyan Manch, 11 Pretoria Street, Kolkata- 700 071	
Serial No.	
Name of the Member(s)	
Registered Address	
Email ID	
Folio No./DP ID & Client ID	

I/We being the member(s) of………………………… shares of Century Plyboards (India) Limited hereby appoint:

1) Name……………………………………………………………………………Address……………………………………………………………………………………………

   Email ID………………………………………………………………………Signature……………………………………………………………………or failing him;

2) Name……………………………………………………………………………Address……………………………………………………………………………………………

   Email ID………………………………………………………………………Signature……………………………………………………………………or failing him;

3) Name……………………………………………………………………………Address……………………………………………………………………………………………

   Email ID………………………………………………………………………Signature……………………………………………………………………………………………

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38th Annual General Meeting of the Company, to be held on Wednesday, 4th September, 2019 at 11.00 A.M. at Gyan Manch, 11 Pretoria Street, Kolkata- 700 071 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	**Description**	**Optional (✓)***		
Ordinary Business		**For**	**Against**	**Abstain**
1	Receive, consider and adopt: a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and the Auditors thereon; and b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 together with Report of the Auditors thereon.			
2	Declare dividend on Equity Shares for the financial year ended 31st March, 2019.			
3	Appoint a Director in place of Sri Ajay Baldawa (DIN: 00472128) who retires by rotation and being eligible, offers himself for re-appointment.			
4	Appoint a Director in place of Smt. Nikita Bansal (DIN: 03109710) who retires by rotation and being eligible, offers herself for re-appointment.			
5	Re-appointment of Statutory Auditors of the Company and to fix their remuneration.			
Special Business				
6	Re-appointment of Sri Vijay Chhibber (DIN: 00396838) as an Independent Director			
7	Re-appointment of Sri Sunil Mitra (DIN: 00113473) as an Independent Director			
8	Re-appointment of Sri Debanjan Mandal (DIN: 00469622) as an Independent Director			

Signed this ……………………..day of ………………………………….. 2019

Signature of the shareholder(s) …………………………………………….

Signature of Proxy holder(s) ………………………………………..…………

Affix Revenue Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.

2* It is optional to put '✓' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For', 'Against' or 'Abstain' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate.

CENTURY PLYBOARDS (INDIA) LIMITED

(**CIN:** L20101WB1982PLC034435)
Registered Office: P-15/1, Taratala Road, Kolkata - 700 088; **Phone:** (033) 39403950
Fax: (033) 24015556; **Website:** www.centuryply.com; **Email:** investors@centuryply.com

ATTENDANCE SLIP

Serial No.	
Folio No./ **DP ID & Client ID;**	
Name of the Member(s)	
Registered Address	
No. of shares held	

I/We hereby record my/our presence at the 38th Annual General Meeting of the Company, to be held on Wednesday, 4th September, 2019 at 11.00 A.M. at Gyan Manch, 11 Pretoria Street, Kolkata- 700 071

……………………………………………………………… ……………………………………………
Member's/Proxy's name in Block letters Member's/Proxy's signature

Note:

1. Please complete and sign this Attendance Slip and handover at the attendance verification counter at the venue of the meeting.
2. Please bring your copy of Annual Report to the Meeting.