



28th ANNUAL REPORT

2019-20



DHABRIYA POLYWOOD LIMITED

INDEX

CONTENTS	PAGES
MANAGEMENT REPORTS	
❖ Corporate Information	-
❖ Financial Highlights	-
❖ Notice	1 – 7
❖ Management Discussion and Analysis Report	8 – 13
❖ Director's Report	14 – 39
❖ Report on Corporate Governance	40 – 60
FINANCIALS	
Consolidated Financial Statement	
❖ Independent Auditors Report	61 – 67
❖ Consolidated Balance Sheet	68
❖ Consolidated Statement of Profit & Loss	69
❖ Consolidated Cash Flow Statement	70
❖ Consolidated Statement of Changes in Equity	71
❖ Notes to Consolidated Financial Statements	72 – 94
Standalone Financial Statements	
❖ Independent Auditors Report	95 – 101
❖ Balance Sheet	102
❖ Statement of Profit & Loss	103
❖ Cash Flow Statement	104
❖ Statement of Changes in Equity	105
❖ Notes to Financial Statements	106 - 127

28th ANNUAL GENERAL MEETING
DAY & DATE: Wednesday, September 30, 2020

CORPORATE INFORMATION

THE BOARD:

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

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

AUDIT COMMITTEE

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

NOMINATION & REMUNERATION COMPENSATION COMMITTEE

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

STAKEHOLDER/ INVESTOR GRIEVANCE COMMITTEE

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

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

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

OTHER KEY MANAGERIAL PERSONNEL

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

COMPANY BANKERS

HDFC Bank
ICICI Bank

COMPANY AUDITORS

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

Mr. Manohar Sharma
Chartered Accountant, Internal Auditors

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

COMPANY WEBSITE

www.polywood.org

REGISTRAR & SHARE TRANSFER AGENT

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

REGISTERED OFFICE

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

DIRECTOR DETAIL



Mr. Digvijay Dhabriya (Chairman & Managing Director)

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



Mrs. Anita Dhabriya Director

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



Mr. Mahendra Karnawat Director

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



Mr. Shreyansh Dhabriya Director

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

DIRECTOR DETAIL



Mr. Sharad Kankaria

Non-Executive Independent Director

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



Mr. Padam Kumar Jain

Non-Executive Independent Director

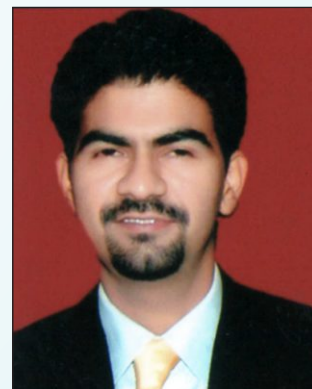
Mr. Padam Kumar Jain is the Non-Executive & Independent Director of our company. He holds a Bachelor Degree in Commerce and is a Practicing Chartered Accountant and having expertise in the field of Audit and Taxation.



Mr. Anil Upadhyay

Non-Executive Independent Director

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



Mr. Shiv Shanker

Non-Executive Independent Director

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

KEY MANAGERIAL PERSON



Mr. Hitesh Agrawal

Chief Financial Officer

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

Mr. Sparsh Jain

Company Secretary & Compliance Officer

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



CHAIRMAN MESSAGE

Dear Shareholders,

It gives me immense pleasure to share with you an update on the performance of the Company for the financial year 2019-20. This is the first AGM in the history of the company to be held through virtual mode and I am thankful for your participation and extend my gratitude to all our esteemed investors for their confidence in our company.

The world is going through an unprecedented crisis of COVID 19 pandemic and we are evaluating our company's performance and future at the middle of this biggest crisis, which we have never seen before in our lifetime. The pandemic has affected the entire humanity and plunged the world into an economic recession and disrupted several businesses across the globe. I hope you all are safe and in the best of health! The severity, and longevity, of the pandemic's impact on the domestic and global economy remains uncertain. The health and safety of our colleagues and their families, as well as our customers, are of the utmost importance – and we continue to take proactive measures to preserve their well-being. I want to thank all our employees, who continue to support our customers and contribute to our role in the society.

Government and central banks across the world have resorted to unprecedented fiscal and monetary stimulus to mitigate the impact of COVID-19 and support economic activity, which is expected to lead to recovery in 2021. In 2021, IMF expects the global economy to grow by 5.4% with US and Euro region growing by 4.5% and 6%, respectively and Chinese and Indian economies growing by 8.2% and 6%, respectively.

There is no doubt that the business environment has been challenging in the last financial year. Let me share with you the operating environment and the headwinds the Company faced in a highly competitive market. During the year under review, your company has achieved total revenue on standalone basis stands at ₹ 6016.15 Lakhs (previous year ₹ 7374.28 Lakhs), operational revenue of the Company is reduced by 18.42% over the previous year on account of general slowdown in the economy and Covid-19 pandemic. Profit Before Tax and Total comprehensive income for the period after tax stands as ₹ 218.09 lakhs and ₹ 132.32 Lakhs as against ₹ 415.30 Lakhs & ₹ 296.92

Lakhs in the previous year. On Consolidated Level, total revenue of the Company is ₹ 11196.43 Lakhs against ₹ 12077.21 Lakhs in the previous year. Profit Before Tax and Total comprehensive income for the period after tax stands to ₹ 622.03 Lakhs and ₹ 423.98 Lakhs against ₹ 784.35 Lakhs & ₹ 566.24 Lakhs in the previous year.

Despite the low-key performance, your Company managed a few achievements in the year under review. Your Company launched SPC Flooring, PVC Foam Board and PVC Mica in FY 2020. The new launch is expected to further bolster in market. To contain the negative impact, your Company has taken several short- and long-term strategies to improve business health, strengthen customer relationships and emerge future-ready. The company is clear on its focus to be a One Point Solution for our customers for all their Building Interior & Furnishing requirements. To that end, it is constantly increasing product offerings and creating depth in the existing product categories to create an engaging shopping experience for customers.

The Company is focused on generating healthy operating cashflows to further reduce debt levels. We continue to stay focused on our strategy of being closer to the customer and of further strengthening our leadership position in defined businesses.

COVID-19 has posed challenges across the globe and disrupted our lives like never before. I want to assure you that even in these uncertain times your Company has been taking all the measures to successfully mitigate risks and navigate businesses to sustain its performance.

We thank all our stakeholders, including our shareholders, employees, customers, partners as well as the Government, for their unflinching trust and support to us. We will continue to act as trustees in our pursuit to create long-term value for all our stakeholders.

Please do take care of yourself and your family and stay safe.

Best Regards

Digvijay Dhabriya
Chairman



DHABRIYA
GROUP

DHABRIYA POLYWOOD LIMITED

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

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

E-mail : cs@polywood.org Website: www.polywood.org

CIN : L29305RJ1992PLC007003

NOTICE

Notice is hereby given that the 28th Annual General Meeting of the members of Dhabriya Polywood Limited will be held on Wednesday, 30th Day of September 2020 at 11.00 A.M. IST through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'), to transact the following businesses:

Ordinary Business

1. To consider and adopt:
 - (a) the audited financial statements of the Company for the financial year ended March 31, 2020 and the reports of the Directors and Auditors thereon; and
 - (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2020 and the report of the Auditors thereon
2. To appoint a Director in place of Mr. Mahendra Karnawat (DIN: 00519876), who retires by rotation and being eligible, offer himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Mahendra Karnawat (DIN: 00519876), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

By Order of the Board
For Dhabriya Polywood Limited

Sd/-
Sparsh Jain
Company Secretary

Jaipur, August 14, 2020

Registered Office:

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

NOTES:

1. In view of the ongoing COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated 5th May, 2020, physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only and no physical presence at the meeting is required.
2. Since this AGM is being held through VC/OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. However, this number does not include the large Shareholders holding 2% or more share capital, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutinizers, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the MCA dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has made an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, and independent agency for providing necessary platform for Video Conference/ OAVM and necessary technical support as may be required. Therefore, the facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by CDSL.
6. The Notice calling the AGM along with complete Annual Report has been uploaded on the website of the Company. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility and providing necessary platform for Video Conference/OAVM) i.e. www.evotingindia.com.
7. In compliance with the MCA Circulars and the Securities and Exchange Board of India ('SEBI') Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Notice of the 28th AGM along with the Annual Report for Financial Year 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / National Securities Depository Limited and Central Depository Services (India) Limited ('the Depositories'). To receive shareholders' communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their e-mail address with the Company and their respective depository participant, where shares are held in electronic form. A copy of this Notice along with the Annual Report for Financial Year 2019-20 is uploaded on the Company's website www.polywood.org, websites of the Stock Exchange i.e. The BSE Limited at www.bseindia.com and on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.
8. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-

voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.

9. In the case of shares held in demat mode, the shareholder may contact the Depository Participant ('DP') and register the e-mail address in the demat account as per the process followed and advised by the DP.
10. A brief profile of the Director retiring by rotation and proposed to be re-appointed at this AGM, nature of his expertise in specific functional areas, names of companies in which he holds directorship and membership/chairmanship of Board Committee(s), shareholding and relationship between directors inter se as stipulated under Regulation 36 of SEBI Listing Regulations and other requisite information as per Clause 1.2.5 of Secretarial Standards – 2 on General Meetings are provided in **Annexure - 1** to this Notice.
11. Relevant documents as required by law and referred to in the accompanying Notice shall be available for inspection through electronic mode. Members may write to the Company on cs@polywood.org for inspection of said documents and the same will also be available for inspection by the members during the AGM, upon login at CDSL e-voting system at www.evotingindia.com.
12. The Board has not proposed any special business in the ensuing AGM hence Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 need not required to given.
13. Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting at its email ID cs@polywood.org so that the information required may be made available at the Meeting.
14. SEBI has mandated the submission of Permanent Account Number (PAN) by every securities market participant. Members holding shares in electronic form are therefore requested to submit their PAN to the DP with whom they maintain their demat accounts.
15. Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 24th September 2020 to Wednesday,

30th September 2020 (both days inclusive) for the Annual General Meeting. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date 23rd September 2020 Wednesday.

16. VOTING THROUGH ELECTRONIC MEANS:

General Instructions

1. Pursuant to Section 108 of the Act, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, as amended from time to time, the Company is pleased to provide its Members the facility of remote e-voting to exercise their right to vote at the 28th AGM. CDSL will be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM.
2. The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM through e-voting system is **23rd September 2020** ('Cut-off Date').
3. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice, holds shares as on Cut-off Date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com with a copy marked to the Company on cs@polywood.org. However, if the Member is already registered with CDSL for remote e-voting, then he/she/it can use his/her/its existing User ID and password for casting the vote. Only a Member who is entitled to vote shall exercise his/her/its vote through e-voting and any recipient of this Notice who has no voting rights as on Cut-off Date should treat the same as intimation only.
4. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 23rd September, 2020 (Wednesday) only shall be entitled to avail the facility of remote e-voting as well as e- voting at the AGM.

5. The Board has appointed CS Manish Sancheti, Practicing Company Secretary (M. No. FCS 7972 & C.P. No. 8997) and Proprietor of M/s. M Sancheti & Associates, Company Secretaries, Jaipur has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
6. The results once declared along with the Scrutinizer's Report shall be placed on the Company's website www.polywood.org and on website of CDSL www.evotingindia.com within forty-eight hours of conclusion of the AGM and will also be communicated to The BSE Limited, where the shares of the Company are listed.

Members are requested to carefully read the below mentioned instructions for remote e-voting before casting their vote.

- i. The voting period begins on Sunday, 27th September 2020 at 09:00 a.m. and ends on Tuesday, 29th September 2020 at 05:00p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, 23rd September 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iv. Click on "Shareholders" module.
- v. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used

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

FOR SHAREHOLDERS HOLDING SHARES IN DEMAT FORM AND PHYSICAL FORM	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders

holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for

resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- xi. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant 'Dhabriya Polywood Limited' on which you choose to vote.
- xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company/RTA email id**.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior**

to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@polywood.org. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@polywood.org. These queries will be replied to by the company suitably by email.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Note for Non – Individual Shareholders and Custodians

- ❖ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- ❖ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- ❖ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be

able to link the account(s) for which they wish to vote on.

- ❖ The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- ❖ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- ❖ Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at their e-mail address viz. man.sancheti@gmail.com and to the Company at the email address viz; cs@polywood.org, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

By Order of the Board
For Dhabriya Polywood Limited

Sd/-
Sparsh Jain
Company Secretary

Jaipur, August 14, 2020

Registered Office:

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

ANNEXURE - I

DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT AT THE 28th ANNUAL GENERAL MEETING

[In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)]

NAME OF DIRECTOR	MAHENDRA KARNAWAT DIN: 00519876
Date of Birth Age	06.07.1969 51
Nationality	Indian
Qualification	Master's degree in Commerce from MDS University, Ajmer
Experience	He has worked for six years in sales field for Raj Spinning & weaving Mills Pvt. Ltd and has also worked for three years as quality control officer and marketing manager at TPL Suiting Pvt. Ltd. He has overall experience of over 26 Years in the field of Sales, Marketing and production.
Terms & Conditions for Appointment/reappointment	As per the Nomination, Remuneration Policy of the Company as displayed on the Company's website i.e. www.polywood.org
Last Remuneration Drawn	₹ 14,40,000/-
Date of first appointment on the Board	22.05.2000
No. of shares held in the Company	46250 equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL
No. of Board Meetings attended/ held during Financial Year (2019-20)	7 out of 7
Directorships held in other companies	NIL
Chairman/ Member of the Committee of the Board of Directors of our Company	Corporate Social Responsibility Committee - Member
Committee position held in other listed companies	NIL

MANAGEMENT DISCUSSION AND ANALYSIS

Corporate Overview

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

Your Company started its operations in the year 1995 with production of U/R-PVC (Unplasticized/Rigid Poly Vinyl Chloride) Profiles under the brand name "Polywood". Over the years, we have gradually expanded our product base to include the PVC (Poly Vinyl Chloride) Section with various designs to suit the complete fabrication requirement of Doors, Windows, Partitions, False Ceilings, Wall Paneling, Pelmet, Kitchen Cabinets & other interior applications. In the last 25 years, "Polywood" has been an undeniable part of the "Save Trees" campaign by bringing in the minds of people the use of PVC Profiles which, was only confined to European Countries earlier. The Company has also taken the credit of launching for the first time in India some exquisite products like PVC Folding Doors, PVC Designer Doors, PVC Fencing, Wood Plastic Composite Panels.

Economy Overview

Global

The global economy grew 2.9% in 2019 compared to 3.6% in 2018. This sharp decline was precipitated by an increase in global trade disputes that affected the cross-border movement of products and services, a slowdown in the global manufacturing sector, weak growth coming out of some of the largest global economies and the impact of Brexit. The result was that global trade grew a mere 0.9% in 2019, pulling down the overall economic growth average. The 'Great Lockdown', as a result of the pandemic Covid-19, is projected to shrink global growth significantly starting from the calendar year 2020.

(Source: World Economic Outlook, April 2020, CNN, Economic Times, trading economics, Statista, CNBC)

India

India emerged as the fifth-largest world economy in 2019 with a gross domestic product (GDP) of US\$2.94 trillion. India jumped 14 places to 63 in the 2020 World Bank's Ease of Doing Business

ranking. There was a decline in consumer spending that affected India's GDP growth during the year under review. India's growth for FY2019-20 was estimated at 4.2% compared with 6.1% in the previous year. Manufacturing growth was seen at 2%, a 15-year low as against 6.9% growth in FY19. A sharp slowdown in economic growth and a surge in inflation weighed on the country's currency rate; the Indian rupee emerged as one of the worst performers among Asian peers, marked by a depreciation of nearly 2% since January 2019. Retail inflation climbed to a six-year high of 7.35% in December 2019. During the last week of the financial year under review, the national lockdown affected freight traffic, consumer offtake and a range of economic activities. The recent outbreak of Covid-19, which led to a country wide lockdown to curtail the spread of the virus, has posed a severe challenge and has altered the outlook for the country.

(Source: Economic Times, Economic Survey, IMF)

Key government initiatives, 2019-20

National infrastructure pipeline: To achieve a GDP of USD 5 trillion by 2025, the government announced a National Infrastructure Policy entailing an investment of ₹102 trillion in five years. **Corporate tax relief:** The government moderated the corporate tax rate to 22% from 30%; it announced a new tax rate of 15% for new domestic manufacturing companies, strengthening the Make-in-India initiative. The new effective CIT would be 25.17%, inclusive of a new lower surcharge of 10% and cess of 4%. India's CIT is now closer to the global average statutory CIT of 23.03%.

Outlook

Various forecasts have estimated a sharp de-growth in the Indian economy for the current financial year, the first such instance of de-growth in decades.

Indian construction and building materials industry

After agriculture, the building materials industry is the second largest employer in India. The sector employs a large number of people and accounts for 8% of India's GDP. The major segments in the construction industry comprise real estate (residential and commercial construction), infrastructure development (roads, railways and power etc.) and industrial uplift (oil and gas refineries, pipelines, textiles etc.)

The year 2019-20 delivered muted growth in the real estate sector. The government thrust on

infrastructure development acted as a stimulus for the industry. The increased spend on infrastructure development saw the sector reporting reasonable growth. Initiatives like Housing for All, dedicated freight corridors, metro rail projects, AMRUT, Smart Cities and up-gradation of roadways enhanced demand for building materials. Going ahead, the real estate sector in India is expected to reach US\$ 1 trillion by 2030 and will contribute 13 per cent of the country's GDP by 2025. (Source: Zricks.com)

Outlook

The government's thrust on improving the real estate sector by setting up a Rs 25,000-crore alternative investment fund (AIF) and reducing GST on under construction properties could catalyse the growth of the building materials industry. India could emerge as the third largest construction market by 2022, which could have a favorable effect on its building materials industry. The construction market in India could grow twice as fast as China to 2030, providing a new global growth engine. India's urban population is expected to grow by 165 million by 2030. (Source: Zricks.com, Global Data)

Indian Plastic/PVC Industry

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

A wide variety of plastics raw materials are produced to meet the material needs of different sectors of the economy. These polymeric materials are broadly categorized as commodity, engineering and specialty plastics. Commodity plastics are the major products that account for bulk of the plastics and in turn for petrochemical industry. Commodity plastics comprise of Polyethylene (PE), Polypropylene (PP), Polyvinyl Chloride (PVC) and Polystyrene. While engineering and specialty plastics are plastics that exhibit superior mechanical and thermal properties in a wide range of conditions over and above more commonly used commodity plastics and are used for specific purpose. These include styrene derivatives (PS/EPS & SAN/ABS), polycarbonate, poly methyl methacrylate, polycarbonates, poly oxy methylene (POM) plastics etc.

The Indian plastics industry produces and exports a wide range of raw materials, plastic-moulded

extruded goods, polyester films, moulded / soft luggage items, writing instruments, plastic woven sacks and bags, polyvinyl chloride (PVC), leather cloth and sheeting, packaging, consumer goods, sanitary fittings, electrical accessories, laboratory / medical surgical ware, tarpaulins, laminates, fishnets, travel ware, and others.

The Indian plastics industry offers excellent potential in terms of capacity, infrastructure and skilled manpower. It is supported by a large number of polymer producers, and plastic process machinery and mould manufacturers in the country.

Among the industry's major strengths is the availability of raw materials in the country. Thus, plastic processors do not have to depend on imports. These raw materials, including polypropylene, high-density polyethylene, low-density polyethylene and PVC, are manufactured domestically.

UPVC Windows and Doors

In FY 2018, UPVC accounted for around 12% of the overall doors and windows market size in India and it is expected that UPVC will grab more 50% than market share by 2038. The market is dominated by small and medium sized uPVC windows and door profile players which are following European especially German technology and Chinese technology.

Growing awareness about the benefits of UPVC products, rapid urbanization, high migration of working-class population to urban cities, increased personal disposable income and rise in residential units contributed to the steady growth of India UPVC doors and windows market.

The market is expected to expand synergistically in the mid-long term due to several other driving factors including shortage of household units in the country, central government's initiatives to develop affordable housing for all by 2022 and build several smart cities across the country. India still has a shortage of 18 million homes that requires USD 330 billion of construction funding. Therefore, a massive level of residential unit construction is required to meet this demand of housing sector. The residential sector thereby presents a huge potential for the expansion and adoption of UPVC doors and windows.

In FY'2015, the government of India has started a project of making 100 cities as smart cities by FY 2020. Safety of the public, energy conservation and eco-friendliness are one of the prime agendas of the

smart cities. Owing to high compliance of UPVC doors and windows in high rise buildings and aesthetics properties, they are more likely to emerge as the preferred fenestration choice over conventional aluminum and timber counterparts. This has been projected to provide significant thrust to the UPVC doors and windows market of the country in the approaching years. Moreover, a number of infrastructural development projects will be undertaken in these cities which will provide further impetus to the industry over the period FY 2019-FY 2023.

The current Indian window and door (all material) market is around INR 14,000-15,000 crore and the market share of uPVC window and door profiles is about 8-10 per cent. Over the next 10-15 years uPVC window and door market is expected to grow by 30 percent with new and replacement sales, major drivers of this growth would be large high-rise apartments in expanding metro cities.

“India uPVC Doors and Windows Market Outlook to 2023 - By Fabrication and Extrusion Segment, By Major Cities (Delhi, Bangalore, Mumbai, Chennai, Kolkata), By Raw Material Procurement, and By Application (Residential, Retail, Hotel, Hospital and Institutional)” believe that increased marketing activities, introduction of quality standards and reducing reliance on Chinese imports for raw materials will create a positive impact on the market.

Flooring Industry

The global flooring market is valued at US\$ 369.26 billion in 2019 and is anticipated to grow at a CAGR of 5.9% from 2020 to 2027. The industry has been driven by rising demand for aesthetic interior materials in building structures. Further, the strong growth in construction market especially in the Emerging Markets and Developing Economies have been supporting the growth of the segment. As the flooring material is available is several types along with the provision for customization of designs, dimensions, and colors, it has provided end users with a wide range of options. Amidst several challenges faced by Germany, the German Government has taken progressive stand to continue the business in pockets in unaffected areas which has helped the organisations to continue delivery of their products through e-commerce, DIY models etc. The rest of the world is expected to continue facing the severity of Covid, the business will take slightly longer time to revive.

PRODUCT PORTFOLIO

DHABRIYA POLYWOOD LTD. is one of the most reputed name in the manufacturing of uPVC and PVC products for a wide range of building interior & exterior applications. The company was incorporated in the year 1992 with the brand name POLYWOOD with PVC profile products. With continuous growth and innovation, the company extended its product range within the brands: uPVC Windows, uPVC Doors, System Aluminum Windows & Doors, PVC Doors, PVC Wall Panel, PVC Fencing, PVC Furniture, SPC Flooring, PVC foam board.

uPVC Windows & Doors

Polywood has a very wide range of windows and doors like sliding windows & doors, casement windows & doors, combination window, bay window, fixed window, villa window, arched window etc. Polywood has its own research and development team and we have manufacture and supply as per customer requirements using latest technology. We are using world class profile like Shide & Kommerling to manufacture it.

uPVC is proven to offer excellent performance and durability; it is long lasting and requires very little maintenance making it the perfect material for your windows. It is also recognised for its thermal efficiency, sound insulation and great value for money. With Safe style we can rest assured that even in the harshest weather conditions Polywood windows will not warp, rot or rust due to the quality and nature of the uPVC we manufacture. Polywood windows is a 100% waterproof & termite proof & Borer free. It is light in weight and not required any paint or polish and gives an elegant look.

PVC Door

The most popular material for bathroom doors these days, PVC doors are the material of choice for doors in bathroom. They are not only far more durable and enduring than other door materials but are also more flexible in terms of design options. Despite the fact that wooden doors tend to look elegant, they are usually better saved for other parts of the home. Wood is a naturally absorbent material and has the capacity to soak up humidity and moisture which may result in the warping of the doors over time.

Steel doors, on the other hand, are extremely durable and rugged but not pleasing to the eye. While steel is also naturally resistant to water damage, steel tends to be a bit on the expensive side. Furthermore, another factor that should be considered is that prolonged exposure to humidity and moisture will eventually cause many steel doors to rust. Polywood has a wide range of PVC doors like single panel door, multi panel door,

premium egress door, glass designer door, folding door, digital printed door etc.

PVC Wall Panel & False Ceiling

Polywood PVC Wall Panels are extensively used to add look and charm to the residential as well as commercial places. Available in a variety of designs and textures, these are easy to maintain and clean. Being water-proof, it is widely popular at locations where wall seepage is a common problem. Available in a wide range of color and designs. If required these panels can be easily uninstalled to relocate from one place to another. Our range of wall paneling can be customized as per the client's specifications and configuration. These wall panels are non-porous and non-absorbent, thus help in the safe fitting of lighting, access hatches and air-vents.

PVC Furnitures

Polywood modular furniture's help you to make the most of the available space, by effectively giving you plenty of storages and space. Our full spread of features is available for all layouts and designs, allowing you to create a furniture that is built for how you use it. These are available in broad range of eye-catching colors and designs to match the unique requirements of any interior furniture design.

Polywood workstations & Tables help you to utilize and organize your workspace very well. Having a stylish appearance and strong construction, our range of PVC workstations is offered in various textures and designs in order to fulfill the varied requirements of our clients, at market leading rates.

PVC Fencing

Polywood fencing can be used for both interior as well as exterior applications. It can be easily grouted over soil, making it ideal for application around household gardens. One of the biggest advantages is that it has rounded edges with plastic fasteners, no metal parts. Therefore, it is safe even when used around children's. It does not corrode, requires no painting or polishing. Invulnerable to insects or termites and almost no maintenance is required. There are 2 types of U-PVC fencings – Outdoor UV resistant type – It can be used for both interior as well as exterior applications. It is grouted with sand. Heavy duty concrete filled type – It is used for exterior applications only and is grouted with cement, concrete and iron rod inside the main fence pillars.

D-Stona

D-Stona is a revolutionary product engineered to transform your building's interiors to a new level of

luxury. It is a high-quality engineered marble with limestone's as the major component. It is brainchild of Dhabriya Group, a company known throughout India for the benchmark quality they provide. D-Stona decorative and interior products offering are Marble sheet, Moldings, SPC Wall Panels and PVC Laminates in various Marble, Wooden, Royal touch, Metallic, Matt, Sparkle, Elite shades. With its diverse range D-Stona is sure to add a whole new dimension to interior decoration.

SPC Flooring

Polywood SPC Flooring is a new type of environment friendly floor that can be recycled. It has the characteristics of 100% waterproof, mold & fungus proof, fire retardant, termite proof, anti-skid, noise free, zero formaldehyde and simple & quick installation.

With our vision to save natural resources like Tree, we always make sure to develop and bring the product which is environment friendly and safe to use. Polywood SPC Flooring production process required no glue, no formaldehyde, no benzene and other toxic substances. It also has no radiation and green product which do not harm the human body. At the same time, Polywood SPC Flooring is a very cost effective and durable. We have a collection of textures like wood grain, marble and fabric. It has much more advantages which can be experienced by the user at home, office and other indoor applications.

Our continues research and innovation for SPC Flooring is based on continues upgradation demand and consumption by Architects, Interior Designers, Users. We take care of their different choices, moods, type of application and aesthetically pleasing. Acceleration of urbanisation and the popularity of premium villas, bungalows and townships, the decorative SPC Flooring has immense demand. Its durability and excellent performance in extreme condition will definitely be the first preference against wood and stone flooring.

PVC Foam Board

Polywood PVC Foam Boards provide a constantly smooth and bright surface. They are lightweight and durable and offer excellent chemical resistance. They have good thermal properties too, making PVC Foam Board a versatile choice suitable for use indoors and outdoors.

Polywood PVC foam board is a kind of building made of polyvinyl chloride, with features as waterproof, flame retardant, acid & alkali resistant, light & heat preservation, noise insulation and

shock absorption. The PVC foam sheet can be the ideal substitute of wood, aluminum and composite board. Furthermore, the surface is very smooth and high hardness, which is not easy to be scratched. For this feature, PVC foam board can be the prime choice in making furniture. The surface is polished, grain less, non-porous and clean which can be printed, painted, coated and laminated directly.

Outbreak of COVID-19

Corona virus originated in Wuhan, China, and quickly spread across the world. It was declared as a global pandemic on 11th March 2020 by World Health Organization (WHO). In a bid to contain the outbreak of the virus, the Indian government announced a nation-wide lockdown from 22nd March 2020, affecting life and livelihoods. A responsive organization like we took proactive initiatives to counter the challenges posed by this unprecedented emergency.

Outlook

The Company conducted instructional training programmes through video conferences to ensure that all the employees could be apprised of precautionary measures; it promoted personal hygiene and social distancing through comprehensive documentation, training and installations; it distributed hand wash, sanitizers and preventive gear to secure its workforce. The Company adhered to precautions and SOPs recommended by State/Central government and regarding the resumption of operations. Your Company is confident of overcoming the challenges on account of Covid-19 to a greater extent and ensure business continuity. As an evolving and dynamic enterprise, the Company is taking this crisis period due to pandemic, as an opportunity to reimagine the business model and its processes to derive the efficiencies and deliver value to its stakeholders.

Your Company's objective of becoming one stop solution provider by adding new products under its brand, augurs well over last couple of years. With the above focused approach, your Company is well poised to capture the emerging opportunities in the market and deliver sustained growth.

Financial Overview

Analysis of the profit and loss statement

- ❖ Revenues: Revenue from operations reported 18.42% decline from ₹ 7374.28 lakhs in 2018-19 to ₹ 6016.15 lakhs in 2019-20. Other income of the Company reported a 5.97% decline and accounted for 0.54% share of the Company's

revenues reflecting the Company's dependence on its core business operations.

- ❖ Expenses: Total expenses of the Company decreased by 17.23% from ₹ 6993.46 lakhs in 2018-19 to ₹ 5788.16 lakhs due to lower volume of production.
- ❖ Profit & Loss: Profit before taxes reported 47.49% decline from ₹ 415.30 lakhs to ₹ 218.09 lakhs in 2019-20. Total comprehensive income for the period reported 55.44% decline from ₹ 296.92 lakhs to ₹ 132.32 lakhs compared from previous year.

Analysis of the Balance Sheet

- ❖ The capital employed by the Company increased by 1.11% from ₹ 5309.81 lakhs as on 31st March 2019 to ₹ 5368.73 lakhs as on 31st March 2020.
- ❖ The net worth of the Company increased by 3.49% from ₹ 3783.32 lakhs as on 31st March 2019 to ₹ 3915.64 lakhs as on 31st March 2020 owing to increase in reserves and surpluses. The Company's equity share capital comprising 1082.42 lakhs equity shares of ₹ 10 each, remained unchanged during the year under review.
- ❖ Finance costs of the Company decreased by 7.27% from ₹ 371.03 lakhs in 2018-19 to ₹ 344.07 lakhs in 2019-20 following the repayment of liabilities and negotiation of better terms with bankers.

Working capital management

- ❖ Inventories including raw materials, work in-progress and finished goods among others increased by 2.38% from ₹ 2115.90 lakhs as on 31st March 2019 to ₹ 2166.19 lakhs as on 31st March 2020.
- ❖ Trade receivables decreased by 7.06% from ₹ 1764.01 lakhs as on 31st March 2019 to ₹ 1639.48 lakhs as on 31st March 2020.
- ❖ Cash and bank balances of the Company decreased by 3.78% from ₹ 194.51 lakhs as on 31st March 2019 to ₹ 187.15 lakhs as on 31st March 2020.

Market Presence

Your Company's market presence covers all the major cities of India. Your Company is having three manufacturing facilities (i.e. two at Jaipur, Rajasthan and one at Coimbatore, Tamilnadu),

through which whole India is being catered. Company is having strong market hold throughout the India except couple of states for which also Company has made detailed marketing plans to strengthen its presence there also in the next one to two years.

Opportunities & Threats

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

Internal Control System and their Adequacy

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

Human Resources/Industrial Relations

Your Company believes that human resource is its most valuable resource and it is the quality and dynamism of human resources that enables it to make a significant contribution to enhance stakeholders' value.

We place Employee engagement, development and retention of talent as its highest priority, to enable achievement of organizational goals. The Company provides technical and Behaviour training skills to employees so that they are competent enough to advance in their careers. The Company always strives to maintain good work culture, ethics, values and rewarding remuneration packages to keep its staff highly motivated.

Your Company's HR philosophy is to establish and build a high performing organization, where each individual is motivated to perform to the fullest capacity to contribute to developing and achieving individual excellence and departmental objectives and continuously improve performance to realize the full potential of our personnel. Your Company continues to maintain positive work environment and constructive relationship with its employees with a continuing focus on productivity and efficiency. Your Company is focused on building a high-performance culture with a growth mindset. Developing and strengthening capabilities for all employees has remained an ongoing priority.

Your Company has over 300 employees spread across 3 manufacturing units and multiple branch locations. Our vision is to deliver world class service at optimal cost by making every employee a fully engaged and aligned team member. Employee relations during the period under review continued to be healthy, cordial and harmonious at all levels and your Company is committed to maintain good relations with the employees.

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the Twenty-Eighth Annual Report on the business and operation of the Company together with the audited financial statements for the year ended March 31, 2020.

1. Financial Performance of the Company

(₹ In Lakhs)

PARTICULARS	STANDALONE		CONSOLIDATED	
	2019-20	2018-19	2019-20	2018-19
Revenue from operations	6016.15	7374.28	11196.43	12077.21
EBIDTA	814.02	1040.82	1472.38	1634.30
Finance Cost	344.07	371.03	497.99	495.53
Depreciation	251.86	254.49	352.36	354.43
Profit before Tax	218.09	415.30	622.03	784.34
Provision for Tax	72.94	124.29	180.83	227.88
Other Comprehensive Income	(12.83)	5.91	(17.22)	9.77
Total Comprehensive Income after Tax	132.32	296.92	423.98	566.24
EPS (₹)	1.34	2.69	4.07	5.14

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

The Annual Report also includes the Consolidated Financial Statements of the Company, which includes the result of the Company's subsidiaries; viz. Polywood Profiles Pvt. Ltd., Dynasty Modular Furnitures Pvt. Ltd. and Polywood Green Building Systems Pvt. Ltd.

At standalone level, your Company operates single segment business viz. uPVC Doors, Windows, PVC Profiles and D-Stona sheets and mouldings. Operational revenue of the Company is reduced over the previous year on account of general slowdown in the economy and also due to certain restriction on construction activities witnessed in parts throughout the year. Further, the nationwide lockdown imposed on account of Covid-19 in the later part of March 2020 also severely impacted the sales during that period.

The revenue from operations stood at ₹ 6016.15 Lakhs compared with ₹ 7374.28 Lakhs in the Previous Year, registering a decline of 18.42%. The operating profit before tax stood at ₹ 218.09 Lakhs as against ₹ 415.30 in the Previous Year. Total Comprehensive Income for the year after tax stood at ₹ 132.32 Lakhs compared to ₹ 296.92 Lakhs reported in the Previous Year.

The Consolidated Revenue from operations for financial year 2019-20 was at ₹ 11196.43 Lakhs as against ₹ 12077.21 Lakhs in the Previous Year, registering a decline of 7.30%. The Consolidated operating profit before tax

stood at ₹ 622.03 Lakhs as against ₹ 784.34 in the Previous Year. Total Comprehensive Income for the year after tax stood at ₹ 423.98 Lakhs compared to ₹ 566.24 Lakhs reported in the Previous Year.

During the year under review, the interest cost decreased to ₹ 344.07 Lakhs on a standalone basis as against ₹ 371.03 Lakhs during the previous year. The decrease in the interest cost is on account of the repayment of liabilities and negotiation of better terms with bankers. On a consolidated basis, interest cost for the financial year 2019-20 stood at ₹ 497.99 Lakhs as against ₹ 495.53 Lakhs in the previous year.

The Standalone Net Worth as of March 31, 2020 improved to ₹ 3915.64 Lakhs as against ₹ 3783.32 Lakhs, as on March 31, 2019. On a consolidated basis the Net Worth of your Company for the financial year 2019-20 stood at ₹ 5044.71 Lakhs as against ₹ 4620.73 Lakhs previous year. The Standalone earnings per share (basic) as on March 31, 2020 stood at ₹ 1.34 per share as against ₹ 2.69 per share as on March 31, 2019 and on a consolidated basis the earnings per share (basic) as on March 31, 2020 stood at ₹ 4.07 per share as against ₹ 5.14 per share as on March 31, 2019.

3. Covid-19 impact

In March 2020, the World Health Organisation (WHO) declared COVID-19 a global pandemic. Consequent to this, Government of India declared nation-wide lockdown on March 22, 2020, which has impacted normal business

operations of the Company. The health of the employees and workers became a priority; stoppage

of operations for an uncertain period resulted in a large financial burden on the one hand and workforce idling on the other. The Company has assessed the impact of this pandemic on its business operations and has considered all relevant internal and external information available up to the date of approval of these financial results. The impact of COVID-19 pandemic on the overall economic environment being uncertain may affect the underlying assumptions and estimates used to prepare Company's financial results, which may differ from that considered as at the date of approval of the financials results. As the situation is unprecedented, while the lockdown is gradually lifting, the Company is closely monitoring the situation as it evolves in the future. The Company has resumed its business activities by reopening majority of its factories, in line with guideline issued by the Government authorities. The Company does not anticipate any challenges in its ability to continue as going concern or meeting its financial obligations.

4. Credit Rating

The credit ratings on Company's long-term facilities have been re-affirmed by the credit rating agency and the same is furnished below:

S. No.	Agency	Type	Rating
1.	CARE Ratings	Long Term Bank Facilities	CARE BBB-; Stable (Triple B Minus; Outlook: Stable)

5. Dividend and Reserves

In order to conserve the resources of the Company by taking into account the prevailing economic situation and the need of resources for growth, the Board of Directors of the Company have decided not to recommend any dividend on the Equity Shares of the Company for the Financial Year ended March 31, 2020. The Board proposes to transfer balance of profit to the General Reserve.

6. Share Capital

The authorized and paid up share capital of the company as of March 31, 2020 stood at ₹ 1250.00 Lakhs and 1082.42 Lakhs respectively. During the year under review, the Company has not issued shares or convertible

securities or shares with differential voting rights nor has granted any stock options or sweat equity or warrants. As on March 31, 2020, none of the directors of the Company hold instruments convertible into Equity Shares of the Company.

7. Board of Directors

At the 27th Annual General Meeting of the Company held on 28th September 2019, Mr. Digvijay Dhabriya was re-appointed as Managing Director and Mr. Mahendra Karnawat, Mrs. Anita Dhabriya and Mr. Shreyansh Dhabriya as the Whole-Time Director of the company for a period of five years effective from 01st September 2019 to 31st August 2024.

In accordance with the provisions of section 149, 152 and schedule IV of the Companies Act, 2013 the Independent Directors of the Company namely Mr. Sharad Kankaria, Mr. Anil Upadhyay, Mr. Padam Kumar Jain and Mr. Shiv Shanker were re-appointed for a second term of five years with effect from 01st September 2019 to 31st August 2024 by the members at the 27th Annual General Meeting of the Company.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Mr. Anita Dhabriya, Whole Time Director retires by rotation at the ensuring Annual General Meeting and, being eligible, offer himself for re-appointment. The Board recommends their re-appointment for the consideration of Members of the Company at the ensuring Annual General Meeting.

A brief resume of the Director proposed to be re-appointed, is furnished in the notice of the AGM. During the year under review, there is no change in the Board of Directors of the Company.

All Independent Directors of the Company have given declarations that they meet the conditions of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, the Independent Directors fulfil the said conditions of independence. In terms of requirements of the Listing Regulations, the Board has identified core skills, expertise and competencies of the Directors in the context of the Company's businesses for effective

functioning, which are detailed in the Corporate Governance Report.

The Ministry of Corporate Affairs ('MCA') vide Notification No. G.S.R. 804(E) dated October 22, 2019 and effective from December 01, 2019 has introduced the provision relating to inclusion of names of Independent Directors in the Data Bank maintained by Indian Institute of Corporate Affairs ('IICA'). All Independent Directors of your Company are registered with IICA.

8. Number of Meetings of the Board

The details of the number of Meetings of the Board held during the financial year 2019-20 forms part of the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

9. Key Managerial Personnel

The following are the Key Managerial Personnel of the Company:

Sl. No.	Name of Person	Designation
1.	Mr. Digvijay Dhabriya	Chairman & Managing Director
2.	Mrs. Anita Dhabriya	Whole Time Director
3.	Mr. Mahendra Karnawat	Whole Time Director
4.	Mr. Shreyansh Dhabriya	Whole Time Director
5.	Mr. Hitesh Agrawal	Chief Financial Officer
6.	Mr. Sparsh Jain	Company Secretary & Compliance Officer

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

10. Committees of the Board

The Board of Directors have the following committees:

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

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

11. Board Evaluation

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

12. Finance & Accounts

As mandated by the Ministry of Corporate Affairs, the financial statements for the year ended on March 31, 2020 has been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 as amended from time to time. The estimates and judgements relating to the Financial Statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended March 31, 2020. The notes to the Financial Statements adequately cover the standalone and consolidated Audited Statements and form an integral part of this report.

Accounting policies have been consistently applied except where a newly issued accounting standard, if initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. Management evaluates all recently issued or revised accounting standards on an ongoing basis. The Company discloses consolidated and standalone financial results on a quarterly basis which are subjected to limited review and publishes consolidated and standalone audited financial results on an annual basis.

13. Performance of Subsidiary Companies

Your Company is having three subsidiaries

a. Polywood Profiles Private Limited:

The Company is a Wholly-owned subsidiary company of Dhabriya Polywood Limited, incorporated in the year of 2006. The Company is engaged in the business of manufacturing of PVC Profiles. The Gross Revenue of the Company for financial year

2019-20 stood at ₹ 3079.75 Lakhs compared with ₹ 2588.47 Lakhs in Previous Year. Total Comprehensive Income After Tax for the year stood at ₹ 207.85 Lakhs as against ₹ 191.37 Lakhs reported in the previous year.

b. Dynasty Modular Furnitures Private Limited:

The Company is a Wholly-owned subsidiary company of Dhabriya Polywood Limited, incorporated in the year of 1995 and installed a project in Jaipur (Rajasthan) for manufacturing of Modular furniture, a wood substitute product which is mainly used for the manufacturing of Executive Table, Storage, Work station, Kitchen cabinet, Wardrobe, Computer table etc. The Company's product has been selling under its registered brand name "DYNASTY". The Company has constant quality control policies due to which the brand name of the Company "DYNASTY" has been well established in the market. The product has been accepted nationwide and its demand is touching leaps and bounds for its quality, durability, easy handling and low cost. The Company has experienced manpower to design and develop new products and a hard-working production team to meet the ever-increasing demand of the market. All these factors have contributed to the astonishing success of the "DYNASTY" Modular furniture all over India.

The Gross Revenue of the Company for financial year 2019-20 stood at ₹ 2344.83 Lakhs compared with ₹ 1858.13 Lakhs in previous year. Total Comprehensive Income After Tax for the year stood at ₹ 71.17 Lakhs as against ₹ 40.42 Lakhs reported in the previous year.

c. Polywood Green Building Systems Private Limited:

The Company is a subsidiary company of Dhabriya Polywood Limited, incorporated in the year 2012. The Company is engaged in the business of trading of uPVC Doors and Windows and PVC Profiles. The Gross Revenue of the Company for financial year 2019-20 stood at ₹ 650.13 Lakhs compared with ₹ 893.06 Lakhs in Previous Year. Total Comprehensive Income After Tax for the year stood at ₹ 12.64 Lakhs as against ₹ 37.53 Lakhs reported in the previous year.

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

14. Awards and Recognitions

During financial year 2019-20, your company has won following awards:

- (a) THE COMPANY IS BEING AWARDED AS SME ELITE 50 (ALL INDIA) BY ICICI BANK (BUSINESS BANKING).
- (b) CERTIFICATE OF EXCELLENCE" AS BUSINESS RANKERS BY DEPARTMENT OF INDUSTRIES GOVERNMENT OF RAJASTHAN.

15. Consolidated Financial Statements

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

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

16. Auditors

(a) Statutory Auditor

In terms of the provisions of section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, M/s. Tambi Ashok & Associates, Chartered Accountants (Firm Registration No. 005301C), have been appointed as Statutory Auditors of the Company to hold office from the conclusion of 27th Annual General Meeting till the conclusion of 32nd Annual General Meeting to be held during calendar year 2024.

In accordance with the amendment to the provisions of Section 139 by the Companies Amendment Act 2017, notified on May 7, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified by the Members at every Annual General Meeting. Hence the resolution seeking ratification of the Members for continuance of their appointment at this AGM is not being sought.

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

(b) Secretarial Auditor

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

Pursuant to Regulation 24A of Listing Regulations read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, the Annual Secretarial Compliance Report of the Company and the Secretarial Audit Report of Material Subsidiaries of the Company which forms part of this Report and are uploaded on the website of the Company i.e. www.polywood.org.

(c) Cost Auditor

As per the requirement of the Central Government and pursuant to section 148 of the Companies Act, 2013, read with Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your company hereby confirms that the provisions of this section is not applicable, hence your company needs not required to appoint cost auditor for the financial year 2020-21.

17. Internal Audit and Controls

Your Company has appointed Mr. Manohar Sharma, Chartered Accountant as its Internal Auditor. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors

findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

18. Reporting of frauds

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and /or Board under section 143(12) of the Companies Act, 2013 and Rules framed thereunder.

19. Vigil Mechanism/Whistle Blower Policy

In accordance with the provisions of the Companies Act, 2013 and Listing Regulations, Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism provides for adequate safeguards against victimization of persons who use the Vigil Mechanism and direct access to the Chairperson of the Audit Committee of the Board of Directors of the Company in appropriate or exceptional cases. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.polywood.org.

20. Risk Management

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

(a) Macroeconomic and uncertainty in external environment

The Company's operations are exposed to economic risks, commercial instability and global events beyond the control of the Company which might have adverse impact on it. Further, uncertain situation like pandemic i.e. outbreak of Covid-19 might affect the Company and led to slow down in its operations. The business may underperform as a result of the economic slowdown.

Mitigation Strategies: The Company's revenue stream is diversified from multi geographies, thereby reducing its dependency on one market. Further, it maintains strong balance sheet, liquidity position and relationship with stakeholders

which enables it to mitigate any uncertainties.

(b) Commodity & Raw Material Price Risk

Risk of price fluctuation on basic raw materials like PVC resin as well as finished goods used in the process of manufacturing. This may lead to rise in input cost in turn putting pressure on the Company's margin and profitability.

Mitigation Strategies: Your Company commands excellent business relationship with suppliers. In case of major fluctuation either upwards or downwards, the matter will be mutually discussed and compensated both ways. Further, its long-standing relationship with suppliers gives the Company a better bargaining position. Moreover, its established presence across the globe enables it to procure raw material from different geographies at competitive price.

(c) Quality Risk

Inability to maintain the quality of the products as well as adhered to relevant quality standards might have adverse impact on the Company's reputation as well as financial position.

Mitigation Strategies: Your Company adheres to stringent quality standards and ensures that all its products are defect free and of superior quality. The Company has also received various quality certification.

(d) Competition Risk

Your Company is always exposed to competition Risk particularly from Chinese products. The increase in competition can create pressure on margins, market share etc.

Mitigation Strategies: Over the years, the Company has established itself as one of the most trusted companies in its sector by continuous efforts to enhance the brand image of the Company, by focusing on R&D, quality, cost, timely delivery, best customer service and by introducing new product range commensurate with demands.

(e) Product Risk

The Company's inability to manufacture different products could hurt offtake.

Mitigation Strategies: The Company is engaged in the manufacturing of uPVC Doors, Windows, PVC Profiles and D-Stona

Sheets & mouldings. The wide portfolio of products will enable the Company to cater to the different market segments, thereby enhancing visibility.

(f) Environment Risk

The Plastic industry is one of the environment concern industry in the country. Any change in government regulation viz ban on plastic may hinder our manufacturing and related process which may adversely affect our business and financial condition of the Company.

Mitigation Strategies: In the last 25 years your company has been an undeniable part of the "Save Trees" campaign by bringing into the minds of the people to use of PVC and uPVC Products. The company has always focused on innovation & technology in order to actively support the concern "Save Trees" by providing high quality wood substitute and environment friendly products to its customers. Further, company has almost saved eight lakhs trees every year by providing wood substitute products.

(g) Human Resource Risk

A skilled and talented workforce is the key to an organization's success. Attrition and non-availability of the required talent resource can affect the overall performance of the Company.

Mitigation Strategies: Your Company's ability to deliver value is dependent on its ability to attract, retain and nurture talent. By continuously benchmarking of the best HR practices across the industry and carrying out necessary improvements to attract and retain the best talent. We regularly undertakes training and development programmes to enhance the skill of its employee. Further, company also conducts health check-ups to ensure the safety and wellbeing of its workforce. Also, recruitment is across almost all states of India which helps to mitigate this risk and we do not anticipate any major issue for the coming years.

21. Extract of Annual Return

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

ANNEXURE 'A' and is also available on the Company's website viz. www.polywood.org.

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

There are no material changes or commitments affecting the financial position of the Company which have occurred between the end of the financial year and the date of this Report other than the impact of COVID-19 on the business operations of the Company detailed in this Report as well as Notes to the Financial Statements of the Company.

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

There are no significant and material orders passed by the Regulators/courts that would impact the going concern status of the Company and its future operations.

24. Acceptance of Deposits

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

25. Particulars of loans, guarantees or investments

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

26. Particulars of contracts or arrangements with related parties

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

Related party transactions have been disclosed under the Note 44 of significant accounting policies and notes forming part of the financial statements in accordance with "Ind AS". A statement in summary form of transactions

with related parties in the ordinary course of business and on arm's length basis is periodically placed before the Audit committee for review and recommendation to the Board for their approval.

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

27. Listing with Stock Exchanges

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

28. Corporate Governance

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

29. Environment and Safety

The Company is conscious of the importance of environmentally clean and safe operations. The Company Policy requires conduct of operations in such a manner, so as to ensure of all concerned, compliances, environmental regulations and preservation of natural resources. In the last 25 years, "Polywood" has been an undeniable part of the "Save Trees" campaign by bringing in the minds of people the use of PVC Profiles which, was only confined to European Countries earlier.

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

The Company has been employing about nine women employees in various cadres within the

factory premises. Your Company has set up Internal Complaints Committee for implementation of said policy. Complaints received, if any are regularly monitored by women line supervisors who directly report to the Chairman & Managing Director. During the financial year 2019-20 your company has not received any complaint of harassment and hence no complaint is outstanding as on March 31, 2020 for redressal.

30. Corporate Social Responsibility (CSR)

The Company has a Corporate Social Responsibility (CSR) Policy in place and the same can be accessed at www.polywood.org. The details about committee composition and terms of reference of committee are given in Corporate Governance Report and forms integral part of this report. A 'CSR Report' on activities undertaken by the Company and amount spent on them is attached as **ANNEXURE 'F'** to this report. The justification for the shortfall amount spent on CSR activities has been provided in Annual Report on CSR.

31. Director's Responsibility Statement

To the best of knowledge and belief and according to the information and explanations obtained by them, your Directors make the following Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013:

- (i) that in the preparation of the annual accounts, the applicable Indian accounting standards had been followed along with proper explanation relating to material departures;
- (ii) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (iii) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) the annual accounts on a going concern basis; and
- (v) that the directors, had laid down internal financial controls to be followed by the

company and that such internal financial controls are adequate and were operating effectively.

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

32. Transfer of Amounts to Investor Education and Protection Fund

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

33. Management Discussion and Analysis Report

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

34. Human Resources and Industrial Relations

The Company takes pride in the commitment, competence and dedication of its employees in all areas of the business. Your Company's management firmly believes that a strong and stable industrial relation is key to the success of your organization. Over the years, the management has made sincere and continued efforts for the development of an atmosphere of mutual cooperation, confidence and respect, duly recognizing the rights of the workers. The Company has a structured induction process at all locations and management development programs to upgrade skills of managers. Objective appraisal systems based on key result areas (KRAs) are in place for senior management staff.

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

35. Statutory Information and other Disclosures

As per section 134(3) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, the information on conservation of energy, technology absorption and foreign exchange earnings and outgo is

annexed in **ANNEXURE 'C'** an integral part of this report.

In terms of provisions of section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as **Annexure 'D'** and forms an integral part of this report. A statement comprising the names of Top 10 employees in terms of remuneration drawn and every persons employed throughout the year, who were in receipt of remuneration in terms of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as **Annexure 'G'** and forms an integral part of this report. The above annexure is not being sent along-with this Annual Report to the members of the company in line with the provision of section 136 of the Companies Act. Members who are interested in obtaining these particulars may write to the Company Secretary at the Registered office of the Company. The aforesaid annexure is also available for inspection by the members at the registered office of the Company, 21 days before and up to the date of the ensuring Annual General Meeting during the business hours on working days.

The Business Responsibility Reporting as required under Regulation 34(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to your company for the financial year 2019-20.

The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

36. Cautionary Statement

Statement in this Management's Discussion and Analysis detailing the Company's objectives, projections, estimates, expectations or predictions are "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. In addition to the foregoing changes in the macro-environment, global pandemic like COVID-19

may pose an unforeseen, unprecedented, unascertainable and constantly evolving risk(s), inter-alia, to the Company and the environment in which it operates. The results of these assumptions made, relying on available internal and external information, are the basis for determining certain facts and figures stated in the report. Since the factors underlying these assumptions are subject to change over time, the estimates on which they are based, are also subject to change accordingly. These forward-looking statements represent only the Company's current intentions, beliefs or expectations, and any forward-looking statement speaks only as of the date on which it was made. The Company assumes no obligation to revise or update any forward-looking statements, whether as a result of new information, future events, or otherwise. Important factors that could make a difference to the Company's operations include global and Indian demand-supply conditions, finished goods prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments in India and other factors such as litigation and labor negotiations.

37. Appreciation and Acknowledgments

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

For & on behalf of the Board

Sd/-

Digvijay Dhabriya

Chairman & Managing Director

DIN: 00519946

Jaipur, August 14, 2020

ANNEXURE 'A'
FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN

As on the Financial Year ended on March 31, 2020

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

I. REGISTRATION AND OTHER DETAILS:

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

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

(All the business activities contributing 10 % or more of the total turnover of the Company shall be stated)

Sl. No.	Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the company
1.	uPVC Windows & Doors and Extruded PVC Profiles.	22209	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
1.	Polywood Green Building Systems Private Limited A-41-42, Jai Jawan Colony, JLN Marg, Malviya Nagar, Jaipur-302017	U45201RJ2012PTC038574	Subsidiary Company	99	2(87)
2.	Polywood Profiles Private Limited S F NO 51/1 Thulipalayam Road Theethipalayam Village, Thondamuthur Coimbatore TN-641010	U36101TZ2006PTC012875	Subsidiary Company	100	2(87)
3.	Dynasty Modular Furnitures Private Limited F-13, Malviya Industrial Area, Jaipur – 302017	U27108RJ1995PTC009339	Subsidiary Company	100	2(87)

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i) CATEGORY-WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2019)				No. of Shares held at the end of the year (As on 31.03.2020)				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
1. Indian									
a. Individual/HUF	8033795	0	8033795	74.22	8033795	0	8033795	74.22	0.00
b. Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c. State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
d. Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
e. Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
f. Any Other.	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (1):	8033795	0	8033795	74.22	8033795	0	8033795	74.22	0.00
2. Foreign									
a. NRIs-Individual	0	0	0	0.00	0	0	0	0.00	0.00
b. Other-Individual	0	0	0	0.00	0	0	0	0.00	0.00
c. Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d. Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e. Any Other.	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (2):	0	0	0	0.00	0.00	0	0	0.00	0.00
Total Shareholding of Promoter (A) = (A)(1) + (A)(2)	8033795	0	8033795	74.22	8033795	0	8033795	74.22	0.00
B. Public Shareholding									
1. Institutions									
a. Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b. Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
c. Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d. State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
e. Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f. Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g. FIIs	0	0	0	0.00	0	0	0	0.00	0.00
h. Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i. Others (Foreign Portfolio Investors)	0	0	0	0.00	0	0	0	0.00	0
Sub-total (B) (1):	0	0	0	0.00	0	0	0	0.00	0.00

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2019)				No. of Shares held at the end of the year (As on 31.03.2020)				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
2. Non-Institutions									
a. Bodies Corp.									
i. Indian	17791	0	17791	0.16	11119	0	11119	0.10	(0.06)
ii. Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b. Individuals									
i. Individual shareholders holding nominal share capital up to ₹ 1 Lakh	638406	0	638406	5.90	616971	0	616971	5.70	(0.20)
ii. Individual shareholders holding nominal share capital in excess of ₹ 1 Lakh	1835451	0	1835451	16.96	1882633	0	1882633	17.40	0.44
c. Others (Specify)									
i. HUF	133647	0	133647	1.23	131269	0	131269	1.21	(0.02)
ii. NRIs (Repat)	2600	0	2600	0.02	3044	0	3044	0.03	0.00
iii. NRIs (Non-Repat)	1531	0	1531	0.01	3463	0	3463	0.03	0.02
iv. Clearing Members	161024	0	161024	1.49	141951	0	141951	1.31	(0.18)
Sub-total (B) (2):	2790450	0	2790450	25.78	2790450	0	2790450	25.78	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	2790450	0	2790450	25.78	2790450	0	2790450	25.78	0.00
C. Shares held by custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	10824245	0	10824245	100.00	10824245	0	10824245	100.00	0.00

ii) SHAREHOLDING OF PROMOTERS

Sl. No	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2019)			Shareholding at the end of the year (As on 31.03.2020)			% Change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	
1.	Digvijay Dhabriya	7192238	66.45	0.00	7192238	66.45	0.00	0.00
2.	Anita Dhabriya	470226	4.34	0.00	470226	4.34	0.00	0.00
3.	Digvijay Dhabriya HUF	330331	3.05	0.00	330331	3.05	0.00	0.00
4.	Sandhya Hiran	32500	0.30	0.00	32500	0.30	0.00	0.00
5.	Usha Jain	8500	0.08	0.00	8500	0.08	0.00	0.00

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

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (as on 01.04.2019)		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	DIGVIJAY DHABRIYA				
	At the beginning of the year (01.04.2019)	7192238	66.45	7192238	66.45
	At the end of the year (31.03.2020)	7192238	66.45	7192238	66.45
2.	ANITA DHABRIYA				
	At the beginning of the year (01.04.2019)	470226	4.34	470226	4.34
	At the end of the year (31.03.2020)	470226	4.34	470226	4.34
3.	DIGVIJAY DHABRIYA HUF				
	At the beginning of the year (01.04.2019)	330331	3.05	330331	3.05
	At the end of the year (31.03.2020)	330331	3.05	330331	3.05
4.	SANDHYA HIRAN				
	At the beginning of the year (01.04.2019)	32500	0.32	32500	0.32
	At the end of the year (31.03.2020)	32500	0.30	32500	0.30
5.	USHA JAIN				
	At the beginning of the year (01.04.2019)	8500	0.08	8500	0.08
	At the end of the year (31.03.2020)	8500	0.08	8500	0.08

iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS) AS ON 31.03.2020

Sl. No.	Shareholder's name	Shareholding at the beginning of the year (As on 01.04.2019)		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	MUKUL AGRAWAL				
	At the beginning of the year (01.04.2019)	1002500	9.26	1002500	9.26
	At the end of the year (31.03.2020)	1002500	9.26	1002500	9.26
2.	MAVERICK SHARE BROKERS PRIVATE LIMITED - CLIENT BENEFICIARY A/C				
	At the beginning of the year (01.04.2019)	154015	1.42	154015	1.42
	Market Sold on 12.04.2019	(954)	(0.01)	153061	1.41
	Market Sold on 19.04.2019	(1760)	(0.02)	151301	1.40
	Market Sold on 26.04.2019	(3240)	(0.03)	148061	1.37
	Market Sold on 03.05.2019	(1111)	(0.01)	146950	1.36
	Market Sold on 10.05.2019	(3096)	(0.03)	143854	1.33
	Market Sold on 17.05.2019	(200)	(0.00)	143654	1.33
	Market Sold on 24.05.2019	(100)	(0.00)	143554	1.33
	Market Sold on 31.05.2019	(11193)	(0.10)	132361	1.22
	Market Buy on 07.06.2019	10856	0.10	143217	1.32
	Market Sold on 14.06.2019	(1000)	(0.01)	142217	1.31
	Market Sold on 02.08.2019	(5468)	(0.05)	136749	1.26
	Market Sold on 09.08.2019	(1000)	(0.01)	135749	1.25
	Market Sold on 16.08.2019	(1100)	(0.01)	134649	1.24
	Market Sold on 23.08.2019	(2288)	(0.02)	132361	1.22
	Market Sold on 28.08.2019	(400)	(0.00)	131961	1.22
	At the end of the year (31.03.2020)	131961	1.22	131961	1.22
3.	MUKUL MAHAVIR AGRAWAL				
	At the beginning of the year (01.04.2019)	131553	1.22	131553	1.22
	At the end of the year (31.03.2020)	131553	1.22	131553	1.22
4.	ASHWINI HIRAN				
	At the beginning of the year (01.04.2019)	107750	1.00	107750	1.00
	At the end of the year (31.03.2020)	107750	1.00	107750	1.00
5.	PRATEEK JAIN				
	At the beginning of the year (01.04.2019)	75000	0.69	75000	0.69
	At the end of the year (31.03.2020)	75000	0.69	75000	0.69
6.	ATUL KUMAR JAIN				
	At the beginning of the year (01.04.2019)	67450	0.62	67450	0.62
	At the end of the year (31.03.2020)	67450	0.62	67450	0.62
7.	SANJEEV POKHRANA				
	At the beginning of the year (01.04.2019)	44329	0.41	44329	0.41
	Market Buy on 05.04.2019	1100	0.01	45429	0.42
	Market Sold on 12.04.2019	(100)	(0.00)	45329	0.42
	Market Buy on 26.04.2019	32	0.00	45361	0.42
	Market Buy on 03.05.2019	150	0.00	45511	0.42
	Market Buy on 31.05.2019	62	0.00	45573	0.42
	Market Buy on 23.08.2019	211	0.00	45784	0.42
	At the end of the year (31.03.2020)	45784	0.42	45784	0.42
8.	RAJEEV MANILAL SANGOI				
	At the beginning of the year (01.04.2019)	28858	0.27	28858	0.27

Sl. No.	Shareholder's name	Shareholding at the beginning of the year (As on 01.04.2019)		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Market Buy on 06.03.2020	819	0.01	29677	0.27
	Market Buy on 13.03.2020	452	0.00	30129	0.28
	At the end of the year (31.03.2020)	30129	0.28	30129	0.28
9.	HEM CHAND JAIN				
	At the beginning of the year (01.04.2019)	25000	0.23	25000	0.23
	Market Buy on 26.07.2019	4250	0.04	29250	0.27
	At the end of the year (31.03.2020)	29250	0.27	29250	0.27
10.	SAURABH BAKLIWAL				
	At the beginning of the year (01.04.2019)	28590	0.26	28590	0.26
	At the end of the year (31.03.2020)	28590	0.26	28590	0.26

v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sl. No.	Shareholding of each directors and each KMP	Shareholding at the beginning of the year (as on 01.04.2019)		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	DIGVIJAY DHABRIYA				
	At the beginning of the year (01.04.2019)	7192238	66.45	7192238	66.45
	At the end of the year (31.03.2020)	7192238	66.45	7192238	66.45
2.	ANITA DHABRIYA				
	At the beginning of the year (01.04.2019)	470226	4.34	470226	4.34
	At the end of the year (31.03.2020)	470226	4.34	470226	4.34
3.	MAHENDRA KARNAWAT				
	At the beginning of the year (01.04.2019)	46250	0.43	46250	0.43
	At the end of the year (31.03.2020)	46250	0.43	46250	0.43
4.	SHREYANSH DHABRIYA				
	At the beginning of the year (01.04.2019)	52246	0.48	52246	0.48
	Market Buy on 24.05.2019	152	0.00	52398	0.48
	Market Buy on 21.06.2019	5840	0.05	58238	0.54
	Market Buy on 05.07.2019	5160	0.05	63398	0.59
	Market Buy on 06.09.2019	3215	0.03	66613	0.62
	Market Buy on 20.09.2019	4800	0.04	71413	0.66
	Market Buy on 04.10.2019	2238	0.02	73651	0.68
	Market Buy on 11.10.2019	565	0.01	74216	0.69
	Market Buy on 18.10.2019	5172	0.05	79388	0.73
	Market Buy on 06.12.2019	1000	0.01	80388	0.74
	Market Buy on 20.12.2019	2000	0.02	82388	0.76
	At the end of the year (31.03.2020)	82388	0.76	82388	0.76

Note: Except these stated above there are no other directors & KMPs hold any Shares of the Company during the financial year 2019-20.

vi) INDEBTEDNESS

INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING/ACCRUED BUT NOT DUE FOR PAYMENT

Particulars	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	281906369	71523599	-	353429968
ii. Interest due but not paid	-	1163336	-	1163336
iii. Interest accrued but not due	2183071	-	-	2183071
Total (i+ii+iii)	284089440	72686935	-	356776375
Change in Indebtedness during the financial year				
❖ Addition	34875857	106527637	-	141403494
❖ Reduction	51025657	105596982	-	156622639
Net Change	(16149800)	930655	-	(15219145)
Indebtedness at the end of the financial year				
i. Principal Amount	266063962	72025021	-	338088983
ii. Interest due but not paid	-	1592569	-	1592569
iii. Interest accrued but not due	1875677	-	-	187677
Total (i +ii +iii)	267939639	73617590	-	341557229

vii) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:

Sl. No.	Particulars of Remuneration	Name of MD/ WTD/Manager				Total Amount
		Digvijay Dhabriya	Anita Dhabriya	Mahendra Karnawat	Shreyansh Dhabriya	
1.	Gross Salary					
	a. Salary as per provisions contained u/s 17(1) of the Income Tax Act, 1961	8400000	1860000	1440000	2400000	14100000
	b. Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-	-
	c. Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961	-	-	-	-	-
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission	-	-	-	-	-
	- As % of profit	-	-	-	-	-
5.	Others, please specify	-	-	-	-	-
	Total (A)	8400000	1860000	1440000	2400000	14100000
Ceiling as per the Act		Managerial Remuneration is paid as per Schedule V of the Companies Act, 2013 and ceiling is based on effective capital of the Company.				

B. REMUNERATION TO OTHER DIRECTORS:

Sl. No.	Particulars of Remuneration	Name of Director				Total Amount
		Sharad Kankaria	Anil Upadhyay	Padam Kumar Jain	Shiv Shanker	
1.	Independent Directors					
	Fee for attending Board/Committee Meeting	16000	8000	9000	3000	36000
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	16000	8000	9000	3000	36000
2.	Other Non-Executive Directors fee for attending Board/ Committee Meeting	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total managerial remuneration					
	Total (B) = (1) +(2)	16000	8000	9000	7000	36000

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		CS	CFO	
		Sparsh Jain	Hitesh Agrawal	
1.	Gross Salary			
	a. Salary as per provisions contained u/s 17(1) of the Income Tax Act, 1961	420000	2640000	3060000
	b. Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-
	c. Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			
	- As % of profit	-	-	-
5.	Others, please specify	-	-	-
	Total	420000	2640000	3060000

viii)PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of penalty / punishment / compounding fees imposed	Authority [RD / NCLT / Court]	Appeal made, if any (give details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For & on behalf of the Board

Sd/-

Digvijay Dhabriya

Chairman & Managing Director

DIN: 00519946

Jaipur, August 14, 2020

ANNEXURE 'B'

SECRETARIAL AUDIT REPORT

For the Financial Year Ended on March 31, 2020

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

To

The Members

DHABRIYA POLYWOOD LIMITED

B-9D (1), Malviya Industrial Area, Jaipur
Rajasthan - 302017

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **DHABRIYA POLYWOOD LIMITED having Corporate Identification Number L29305RJ1992PLC007003** (hereinafter called the 'Company') for the audit period covering the financial year ended on 31st March 2020 (the 'audit period'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed, soft copy as provided by the Company 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 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 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the 'Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment and External Commercial Borrowings.

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

- (vi) Other laws specifically applicable to the Company are.

Labour Laws to the extent of Employees' State Insurance Act, 1948, Employees' Provident Fund and Miscellaneous Provisions Act, 1952, the Payment of Gratuity Act, 1972, Rajasthan Shops and Commercial Establishments Acts, 1958, The Sexual Harassment of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013, The Maternity Benefits Act, 1961, The Child Labour (Prohibition And Regulation) Act, 1986, Air (Prevention and Control of Pollution) Act, 1981 and Rules issued by the State Pollution Control Boards; and Water (Prevention and Control of Pollution) Act, 1974 and Rules issued by the State Pollution Control Boards, Foreign Trade Development and Regulation Act, 1992 and Customs Act, 1962;

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India during the audit period;

During the audit period, the Company has complied with the provisions of the Acts, Rules, Regulations and Bye-laws mentioned above.

During the period under review, provisions of the following regulations were not applicable to the Company:

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (b) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014;
- (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

We further report that -

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Independent Directors as on 31st March 2020 as under:

- (a) Four Executive Directors; and
- (b) Four Non-Executive Independent Directors;

During the year the following changes in the composition of the Board of Directors were carried out in compliance with the provisions of the Act, Rules made thereunder and SEBI Listing Regulations;

- I. Confirmation of Re- appointment of Following Independent Directors in the 27th Annual General Meeting for second term of 5 (five) consecutive years:
 - a. Mr. Sharad Kankaria (DIN: 06961462), w e f 01st September 2019 until 31st August 2024
 - b. Mr. Anil Upadhyay (DIN: 06962089), w e f 01st September 2019 until 31st August 2024
 - c. Mr. Padam Kumar Jain (DIN: 06962097), w e f 01st September 2019 until 31st August 2024
 - d. Mr. Shiv Shanker (DIN: 06962101) , w e f 01st September 2019 until 31st August 2024
- II. Confirmation of Re- appointment of Following Executive Directors in the 27th Annual General Meeting for a further period of 5 (five) consecutive years

- a. Mrs. Anita Dhabriya (DIN: 00359317), w e f 01st September 2019 until 31st August 2024
- b. Mr. Mahendra Karnawat (DIN: 00519876), w e f 01st September 2019 until 31st August 2024
- c. Mr. Digvijay Dhabriya (DIN: 00519946), w e f 01st September 2019 until 31st August 2024
- d. Mr. Shreyansh Dhabriya (DIN: 06940427), w e f 01st September 2019 until 31st August 2024

III. Re-appointment of following Directors, who Retired by Rotation and re-appointed in the 27th Annual General Meeting held on 28th September 2019

- a. Mrs. Anita Dhabriya (DIN: 00359317)

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.

Decisions at the meetings of the Board of Directors of the Company were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the audit period.

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, there were no instances of:

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

For **M Sancheti & Associates**
 Company Secretaries
 ICSI Unique Code: I2010RJ724700

Sd/-

CS Manish Sancheti
 (Proprietor)

Jaipur, August 14, 2020
 UDIN: F007972B000602159

FCS 7972& CP 8997
 PR 834/2020

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

‘ANNEXURE A’

To

The Members

DHABRIYA POLYWOOD LIMITED

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

1. The compliance of provisions of all laws, rules, regulations, standards applicable to **DHABRIYA POLYWOOD LIMITED** (the ‘Company’) is the responsibility of the management of the Company. Our examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.
2. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to us by the Company, along with explanations where so required.
3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. The verification was done on

test check basis to ensure that correct facts as reflected in secretarial and other records produced to us. We believe that the processes and practices we followed, provides a reasonable basis for our opinion for the purpose of issue of the Secretarial Audit Report.

4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
5. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **M Sancheti & Associates**

Company Secretaries

ICSI Unique Code: I2010RJ724700

Sd/-

CS Manish Sancheti

(Proprietor)

Jaipur, August 14, 2020

FCS 7972& CP 8997

UDIN: F007972B000602159

PR 834/2020

ANNEXURE 'C'

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The information under section 134(3) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 for the year ended March 31, 2020 is given below and forms part of the Director's Report.

(A) Conservation of Energy

- i. The steps taken or impact on conservation of energy

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

- a. Replacement of old utility equipment's with new energy efficient equipment's.
- b. Effective preventive maintenance helped in increasing energy efficiency of equipment.
- ii. The steps taken by the Company for utilizing alternate source of energy – **N.A**
- iii. The capital investment on energy conservation equipment's - **NIL**

(B) Technology Absorption

- i. The efforts made towards technology absorption: The Company continues to perform R&D activities to improve quality of

products and to reduce production cost to serve its customer better.

- ii. The benefits derived like product improvement, cost reduction, product development or import substitution
 - a. Development of new products
 - b. Reduction of production cost
 - c. Product and process improvement
- iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) – **N.A**
- iv. The expenditure incurred in Research and Development – **NIL**

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

PARTICULARS	2019-20	2018-19
Earnings in foreign Exchange	66.64	46.30
Outgo in foreign Exchange	817.46	1274.75

For & on behalf of the Board

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

Jaipur, August 14, 2020

ANNEXURE 'D'

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

- Ratio of the remuneration of each Executive Director to the median remuneration of the Employees of the Company for the financial year 2019-20, the percentage increase in remuneration of Executive Directors, Chief Financial Officer and Company Secretary during the financial year 2019-20.

Sl. No.	Name of Director/ KMP	Ratio of Remuneration of each Director to Median Remuneration of Employees	Percentage Increase in Remuneration
1.	Digvijay Dhabriya – CMD	35.81	0.00%
2.	Anita Dhabriya – WTD	7.93	0.00%
3.	Mahendra Karnawat – WTD	6.14	0.00%
4.	Shreyansh Dhabriya – WTD	10.23	0.00%
5.	Hitesh Agrawal – CFO	N.A.	10.92%
6.	Sparsh Jain – CS	N.A.	0.00%

Note:

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

- The median remuneration of employees of the company was ₹ 2,34,600/-

- The percentage increase in the median remuneration of Employees for the financial year was 2.90%.
- The Company has 316 permanent Employees on the rolls of Company as on March 31, 2020.
- Average percentage increase made in the salaries of employee's other than the managerial personnel in the financial year was (2.84)%, whereas there was 0.00% increase in the managerial remuneration. The average increases every year is an outcome of the Company's market competitiveness and business performance.
- The key parameters for any variable component of remuneration:

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

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

For & on behalf of the Board

Sd/-

Digvijay Dhabriya

Chairman & Managing Director

DIN: 00519946

Jaipur, August 14, 2020

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

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

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

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

Sl. No.	Name of Subsidiary	The date Since When Subsidiary was Acquired	Reporting Period for the Subsidiary Concerned, if Different from the Holding Company's Reporting Period	Reporting Currency and Exchange Rate as on the Last Date of the Relevant Financial Year in the Case of Foreign Subsidiary	Share Capital	Reserve & Surplus	Total Assets
1.	Polywood Green Building Systems Pvt. Ltd.	Since Inception 18.04.2012	N.A.	N.A.	5.00	350.06	913.95
2.	Polywood Profiles Pvt. Ltd.	01.04.2016	N.A.	N.A.	4.65	777.32	1345.4 1
3.	Dynasty Modular Furnitures Pvt. Ltd.	01.04.2017	N.A.	N.A.	75.61	396.47	1662.19
Total Liabilities	Investments	Turnover	Profit before tax	Provision for tax	Total Comprehensive Income after tax	Proposed Dividend	% of Shareholding
913.95	0.00	650.13	17.27	4.75	12.64	0.00	99.00
1345.41	0.00	3079.75	281.36	74.27	207.85	0.00	100.00
1662.19	0.00	2344.83	105.31	28.87	71.17	0.00	100.00

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

For & on behalf of the Board

Sd/-

Digvijay Dhabriya

Chairman & Managing Director

DIN: 00519946

Jaipur, August 14, 2020

ANNEXURE 'F'

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES 2019-20

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

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

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

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

2. The Composition of CSR Committee:

S. No.	Name of the Director	Category	Position
i.	Mr. Sharad Kankaria	Non-Executive Independent Director	Chairperson
ii.	Mr. Digvijay Dhabriya	Chairman & Managing Director	Member
iii.	Mr. Mahendra Karnawat	Whole-Time Director	Member

3. Average net profit of the Company for the last three financial years: 528.11 Lakhs

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

5. Details of CSR spent during the financial year:

- Total amount to be spent for the financial year: 10.56 Lakhs
- Amount unspent: 7.96 Lakhs

c) Manner in which the amount spent during the financial is detailed below:

(₹ in Lakhs)

S. No.	Csr project or activity identified	Sector in which the project is covered	Projects or programs (1) local area or other (2) specify the state & district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs sub-heads: (1) direct expenditure on projects or programs (2) overheads	Cumulative expenditure up-to the reporting period	Amount spent: direct or through agency
1.	Rural Development	Rural Development	NCR Region	Amount not specified	2.60	2.60	PHD Rural Development Foundation

6. Justification for shortfall: The Company is very much keen to spend amount towards Corporate Social Responsibility. The Company endeavored to ensure full utilization of the allocated CSR budget. The CSR activities are scalable with few new initiatives that may be considered in future and moving forward the Company will endeavor to spend the amount on CSR activities in accordance with the statutory requirements.

7. It is hereby confirmed that the implementation and monitoring of the CSR Policy, is in

compliance with CSR objectives and policy of the Company.

Digvijay Dhabriya

Chairman & Managing Director

DIN: 00519946

Sharad Kankaria

Chairperson of CSR Committee

DIN: 06961462

Jaipur, August 14, 2020

CORPORATE GOVERNANCE REPORT

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2020, in terms of Regulation 34(3) read with schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (The "Listing Regulation").

COMPANY'S PHILOSOPHY

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

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

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

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

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

The Company is going to provide a better world to live by saving natural resources like trees by providing eco-friendly & economical products.

GOVERNANCE STRUCTURE

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

1. Board of Directors:

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

2. Committees of the Board:

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

THE BOARD OF DIRECTORS

Composition of the Board and category of Directors

The Board has a good mix of Executive and Non-Executive Directors including Independent Directors. As on March 31, 2020, the Board consists of Eight Directors comprising four are Independent & Non- Executive Directors, one Woman Director and the Chairman and Managing Director is the promoter and executive Director. The composition of the Board represents an optimal mix of professionalism, knowledge and experience in their respective fields.

The Board has identified the following skill set with reference to its Business and Industry which are available with the Board:

S. NO.	Name of the Director	Skill/Expertise/Competence
1.	Digvijay Dhabriya	Business strategy & operations, Leadership, engineering and technical skills, industry knowledge, risk management, governance and regulatory requirements, financial management.
2.	Anita Dhabriya	Business strategy & operations, industry knowledge, risk management, governance & regulatory affairs.
3.	Mahendra Karnawat	Marketing, sales & consumer insights, operations, supply chain management and distribution.
4.	Shreyansh Dhabriya	Business strategy, consumer insights, new products, innovation, research & development, operations, marketing, branding, project management and risk management.
5.	Sharad Kankaria	Business operations, strategic planning, industrial knowledge, consumer insights, financial & supply chain management.
6.	Anil Upadhyay	Business strategy & operations, engineering, project management, risk management, financial & supply chain management and consumer insight.
7.	Padam Kumar Jain	Financial management & accounting, business strategy, management, taxation, costing, investor relations, governance and regulatory affairs.
8.	Shiv Shanker	Business strategy & operations, industry knowledge / experience, consumer insights & innovation, engineering, project, branding and financial management.

In accordance with Regulation 26 of the Listing Regulations, none of the Directors are members in more than ten Committees excluding private limited companies, foreign companies and companies under section 8 of the Companies Act, 2013 or act as Chairperson of more than five committees across all listed entities in which he/she is a director (considering only Audit & Stakeholder Relationship Committee). Further all Directors have informed about their Directorships, Committee Memberships/Chairmanships including any changes in their positions. The details of each member of the Board along with the number of Directorship(s)/Committee Membership(s) and date of joining the Board are provided herein below: -

Name	Date of Appointment	Category of Director	List of Directorship held in other Listed Companies	Director ship in other Indian public ltd. Co.	No. of outside board committees in which chairman / member	
					Chairman	Member
Digvijay Dhabriya DIN: 00519946	28.06.2003	Chairman & Managing Director	NIL	1	-	-
Anita Dhabriya DIN: 00359317	15.07.2014	Whole time Director	NIL	1	-	-
Mahendra Karnawat DIN: 00519876	22.05.2000	Whole time Director	NIL	-	-	-
Shreyansh Dhabriya DIN: 06940427	15.07.2014	Whole time Director	NIL	-	-	-
Sharad Kankaria DIN: 06961462	30.08.2014	Independent Director	NIL	-	-	-
Anil Upadhyay DIN: 06962089	30.08.2014	Independent Director	NIL	-	-	-
Padam Kumar Jain DIN: 06962097	30.08.2014	Independent Director	NIL	-	-	-
Shiv Shanker DIN: 06962101	30.08.2014	Independent Director	NIL	-	-	-

Notes: -

- As per the information available with the Company, except Mr. Digvijay Dhabriya, Mrs. Anita Dhabriya and Mr. Shreyansh Dhabriya, none of the Directors are related interse.

2. Details of Director(s) retiring or being re-appointed are given in notice to Annual General Meeting.
3. Brief profile of the Board Members is given on the website of the Company (www.polywood.org)
4. Directorships exclude Private Limited Companies, Foreign Companies and Section 8 Companies.
5. Chairmanship/Membership of Committee only includes Audit Committee and Stakeholders Relationship Committee in Indian Public Limited Companies other than Dhabriya Polywood Limited. Members of the Board of the Company do not have membership of more than ten Board-level Committees or Chairman of more than five such Committees.
6. None of the Independent Directors have any material pecuniary relationship or transaction with the Company.
7. Maximum tenure of Independent Directors is in accordance with the Companies Act, 2013 and rules made thereunder.

Independent Directors

All Independent Directors have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and Regulation 16(1) of the Listing Regulations. They have also given declaration under Rule 6(1) and (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, that their names are registered in the databank as maintained by the Indian Institute of Corporate Affairs (IICA). In terms of Section 150 of the Act read with Rule 6(4) of the Companies (Appointment & Qualification of Directors) Rules, 2014, the Independent Directors, if applicable, are required to undertake online proficiency self-assessment test conducted by the IICA within a period of one (1) year from the date of inclusion of their names in the data bank or such time as amended by the Central Government. In the opinion of the Board, the Independent Directors, fulfills the conditions of independence specified in section 149(6) of the Companies Act, 2013 and Regulation 16(1) of the Listing Regulations.

Limit of Independent Directorship

As per Regulation 17A of the Listing Regulations, Independent Directors of the Company do not serve as Independent Director in more than seven Listed Companies. Further the Managing Director of the Company does not serve as an Independent Director in any listed entity.

Board Meetings

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the company and its subsidiaries. The notice of Board Meeting is given well in advance to all the Directors. In case of business exigencies, the Board's approval is taken through circular resolutions. The circular resolutions are noted at the subsequent Board Meeting. The agenda of the Board Meetings is set by the Company Secretary in consultation with the Chairman & Managing Director of the Company. The agenda for the Board Meetings includes

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

Minimum four prescheduled Board meetings are held every year (one meeting in every calendar quarter). Additional meetings are held to address specific needs, if any, of the Company. During the financial year ended March 31, 2020, Seven Board Meetings were held on May 30, 2019, August 14, 2019, November 14, 2019, December 17, 2019, January 06, 2020, February 14, 2020 and February 25, 2020. The maximum interval between any two consecutive meetings was less than one hundred and twenty days, as stipulated under section 173(1) of the Companies act and Regulation 17(2) of the Listing Regulations and the Secretarial Standard issued by the Institute of Company Secretaries of India.

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

Sl. No.	Name of Director	No. of Board Meetings Attended	Attendance of the last AGM held on 28.09.2019
1.	Digvijay Dhabriya	7 of 7	Present
2.	Anita Dhabriya	6 of 7	Present
3.	Mahendra Karnawat	7 of 7	Present
4.	Shreyansh Dhabriya	5 of 7	Leave Sought
5.	Sharad Kankaria	6 of 7	Present
6.	Anil Upadhyay	5 of 7	Leave Sought
7.	Padam Kumar Jain	4 of 7	Present
8.	Shiv Shanker	3 of 7	Leave Sought

Information Given to the Board

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

Post Meeting Mechanism

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

Board Support

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

Roles, Responsibilities and Duties of the Board

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

The Chairman and Managing Director

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

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

Non-Executive Directors (including Independent Directors) play a critical role in balancing the

functioning of the Board by providing independent judgements on various issues raised in the Board Meetings like formulation of business strategies, monitoring of performances, etc. Their role, inter-alia, includes:

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

FAMILIARISATION PROGRAMME FOR DIRECTORS

At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected from him as a Director of the Company. The Director is also explained in detail the Compliance required from him under Companies Act, 2013, the Listing Regulations and other various statutes and an affirmation is obtained. The Chairman and Managing Director also has a one to one discussion with the newly appointed Director to familiarize him with the Company's operations. Further, on an ongoing basis as a part of Agenda of Board / Committee Meetings, presentations are regularly made to the Independent Directors on various matters inter-alia covering the Company's and its subsidiaries/associates businesses and operations, industry and regulatory updates, strategy, finance, risk management framework, role, rights, responsibilities of the Independent Directors under various statutes and other relevant matters. The details of the familiarization programme for Directors are available on the Company's website, viz. www.polywood.org

GOVERNANCE CODES

Code of Business Conduct & Ethics

The Company has adopted code of Business Conduct & Ethics ('the Code') which is applicable to the Board of Directors and Senior Management Team (One Level below the Board) of the Company. The Board of Directors and the members of Senior Management team are required to affirm semi-annual compliance of this code. A declaration signed by the Chairman and Managing Director of the Company to this effect is placed at the end of this report. The code requires Directors and Employees to act honestly, fairly, ethically and with integrity, conduct themselves in professional, courteous and respectful manner. The code is displayed on the website of the Company viz. www.polywood.org

Conflict of Interest

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

Insider Trading Code

The Company has adopted a 'Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders' ('the Code') in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time ('The PIT Regulations').

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

The Company has formulated the 'Policy on Procedure of Inquiry in case of leak/suspected leak of Unpublished Price Sensitive Information' ('UPSI'). The policy is formulated to maintain ethical standards in dealing with sensitive information of the Company by persons who have access to UPSI. The rationale of the policy is to strengthen the internal control systems to ensure that the UPSI is not communicated to any person except in accordance with the Insider Trading Regulations. The Policy also provides an investigation procedure in case of leak/suspected leak of UPSI.

The Company has also formulated a Policy for determination of 'legitimate purposes' as a part of the Code of Practices and Procedures for Fair Disclosure of UPSI as per the requirements of the Insider Trading Regulations. The Company Secretary has been appointed as the Compliance Officer for ensuring implementation of the codes for fair disclosure and conduct. The Board, designated persons and other connected persons have affirmed compliance with the Code. This Code is displayed on the Company's website viz. www.polywood.org.

COMMITTEES OF THE BOARD

The Board of Directors have constituted Board Committees to deal with specific areas and activities which concern the Company and requires a closer

review. The Board Committees are formed with approval of the Board and function under their respective Charters. These Committees play an important role in the overall management of day-to-day affairs and governance of the Company. The Board Committees meet at regular intervals and take necessary steps to perform its duties entrusted by the Board. The Minutes of the meetings of all Committees are placed before the Board for review. The Board Committees can request special invitees to join the meeting, as appropriate.

The Company has four Board level Committees:

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

1. AUDIT COMMITTEE

Composition

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

Term of Reference

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

- ✓ Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;

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

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

Further, the Audit Committee shall mandatorily review the following:

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

Meetings and Attendance

The Audit Committee met 4 (four) times during the financial year 2019-20. The Committee met on May 30, 2019, August 14, 2019, November 14, 2019 and February 14, 2020 to deliberate on various matters. The maximum gap between two Audit Committee Meetings was not more than 120 days. The necessary quorum was present for all meetings.

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

Sl. No.	Name of the Directors	Position	No. of Meetings Attended
1.	Padam Kumar Jain ID	Chairman	4 of 4
2.	Sharad Kankaria ID	Member	4 of 4
3.	Shreyansh Dhabriya WTD	Member	3 of 4

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

Internal Controls

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

2. NOMINATION AND REMUNERATION/COMPENSATION COMMITTEE

Composition

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

Term of Reference

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

- ✓ Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the Criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- ✓ Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the board a policy relating to the remuneration for directors, KMPs and other employees.
- ✓ Determine our Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights.
- ✓ Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.
- ✓ Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
- ✓ Decide the amount of Commission payable to the Whole Time Directors.
- ✓ Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc.
- ✓ To formulate and administer the Employee Stock Option Scheme.

Meetings and Attendance

The Nomination and Remuneration/Compensation Committee met once during the year on August 14, 2019. The necessary quorum was present for the Meeting. The Chairman of the Committee was present at the last Annual General Meeting of the Company.

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

Sl. No.	Name of the Directors	Position	No. of Meetings Attended
1)	Sharad Kankaria ID	Chairman	1 of 1
2)	Anil Upadhyay ID	Member	0 of 1
3)	Padam Kumar Jain ID	Member	1 of 1

#ID – Independent Director

REMUNERATION POLICY

Remuneration to Non-Executive Directors

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

Remuneration to Executive Directors

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

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

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

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

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

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

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

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

Details of Remuneration paid to Directors for the year ended March 31, 2020:

(a) Non-Executive Independent Directors

NAME OF DIRECTOR	SITTING FEES
Mr. Sharad Kankaria	16,000/-
Mr. Anil Upadhyay	8,000/-
Mr. Padam Kumar Jain	9,000/-
Mr. Shiv Shanker	3,000/-

(b) Executive Directors

PARTICULARS	MR. DIGVIJAY DHABRIYA	MRS. ANITA DHABRIYA	MR. MAHENDRA KARNAWAT	MR. SHREYANSH DHABRIYA
Term of appointment	For a period of 5 years form September 01, 2019 to August 31, 2024	For a period of 5 years form September 01, 2019 to August 31, 2024	For a period of 5 years form September 01, 2019 to August 31, 2024	For a period of 5 years form September 01, 2019 to August 31, 2024
Salary	₹ 84,00,000/-	₹ 18,60,000/-	₹ 14,40,000/-	₹ 24,00,000/-
Allowances	NIL	NIL	NIL	NIL
Commission	NIL	NIL	NIL	NIL
Variable Pay	NIL	NIL	NIL	NIL
Minimum Remuneration	The remuneration paid to Mr. Digvijay Dhabriya, is in line with Section II of Part II of Schedule V of Companies Act, 2013.	The remuneration paid to Mrs. Anita Dhabriya, is in line with Section II of Part II of Schedule V of Companies Act, 2013.	The remuneration paid to Mr. Mahendra Karnawat, is in line with Section II of Part II of Schedule V of Companies Act, 2013.	The remuneration paid to Mr. Shreyansh Dhabriya, is in line with Section II of Part II of Schedule V of Companies Act, 2013.
Notice Period & Severance Fees	Six months' notice or six months' salary in lieu thereof	Three months' notice or three months' salary in lieu thereof.	Three months' notice or three months' salary in lieu thereof.	Three months' notice or three months' salary in lieu thereof.

Performance Evaluation

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

Further, the Independent Directors, at their exclusive meeting held on February 25, 2020 without the presence of Non-Independent Directors and members of the management to reviewed the performance of the Board, its Chairman and Non-Executive Directors and other items as stipulated under the Listing Regulations, on the broad parameters laid down under the Company's Nomination and Remuneration Policy.

Evaluation of all Board members is performed on an annual basis. The evaluation is performed by the Board with specific focus on the performance and effective functioning of the Board and Individual Directors and the same is taken note of by the Nomination and Remuneration Cum Compensation Committee.

Based on the recommendation of the Nomination and Remuneration Cum Compensation Committee, the Board reviews the key skills/expertise/competence of Board of Directors, so that Board of Directors comprises of a diverse and multidisciplinary group of professionals with requisite skills/expertise/competence who can contribute towards providing strategic direction to the Company's management upholding the highest standards of Corporate Governance.

3. SHAREHOLDER'S/ INVESTORS GRIEVANCE COMMITTEE

Composition

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

Term of Reference

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

- ✓ Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the cages in the reverse for recording transfers have been fully utilized.
- ✓ Issue of duplicate certificates and new certificates on split/ consolidation/ renewal, etc.; and
- ✓ Review the process and mechanism of redressal of Shareholders /Investors grievance and suggest measures of improving the system of redressal of Shareholders /Investors grievances.
- ✓ non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.
- ✓ Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.
- ✓ Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of insider Trading) Regulations, 1992 as amended from time to time.
- ✓ Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting,
- ✓ Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

The Secretarial Department of the Company and the Registrar of Transfer Agent, Bigshare Services Pvt. Ltd. attend to all grievances of the shareholders received directly or through SEBI, Stock Exchange, Ministry of Corporate Affairs, Registrar of Companies etc. Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. Shareholders are requested to furnish their updated telephone numbers and e-mail addresses to facilitate prompt action.

Meetings and Attendance

The Shareholder's/Investors Grievance Committee met four times during the year on May 30, 2019, August 14, 2019, November 14, 2019 and February 14, 2020. The necessary quorum was present for the Meeting.

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

Sl. No.	Name of the Directors	Position	No. of Meetings Attended
1)	Anil Upadhyay ID	Chairman	3 of 4
2)	Sharad Kankaria ID	Member	4 of 4
3)	Digvijay Dhabriya CMD	Member	3 of 4

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

Details of Shareholders' Complaints Received, Solved and Pending as on March 31, 2020

The Company expresses satisfaction with the Company's performance in dealing with investor grievance. The Company has not received any complaints during the year. Hence there were no complaints outstanding as on March 31, 2020.

4. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility (CSR) Committee comprises Mr. Sharad Kankaria, Independent Director as the Chairman & Mr. Digvijay Dhabriya and Mr. Mahendra Karnawat as members of the Committee. The Composition of CSR Committee is in accordance with the provisions of section 135 of the Companies Act,

2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014. The Company has formulated CSR Policy, which is uploaded on the website of the Company viz. www.polywood.org.

Term of Reference

The role of Corporate Social Responsibility Committee is as follows:

- ✓ To review the existing CSR Policy, which shall indicate the activities to be undertaken by the Company as specified in the Schedule VII.
- ✓ To provide guidance on various CSR activities to be undertaken by the Company and to monitor process.

Meetings and Attendance

The Corporate Social Responsibility Committee met once during the year on February 14, 2020. The necessary quorum was present for the Meeting. The Chairman of the Committee was present at the last Annual General Meeting of the Company.

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

Sl. No.	Name of the Directors	Position	No. of Meetings Attended
1)	Sharad Kankaria ID	Chairman	1 of 1
2)	Digvijay Dhabriya CMD	Member	1 of 1
3)	Mahendra Karnawat WTD	Member	1 of 1

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

5. Independent Directors' Meeting

During the year under review, the Independent Directors met on February 25, 2020, inter alia, to discuss:

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

- ❖ Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

SUBSIDIARY COMPANIES

Polywood Profiles Private Limited and Dynasty Modular Furnitures Private Limited are the material subsidiaries as per the thresholds laid down under the Listing Regulations. In terms of the provisions of Regulation 24(1) of the Listing Regulations, appointment of one of the Independent Directors of the Company on the Board of material subsidiaries was applicable only to Polywood Profiles Private Limited only.

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

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

The Board of Directors of the Company has formulated a policy for determining Material Subsidiaries which is in the line with the Listing Regulations as amended. The said policy is available on the website of the Company viz. www.polywood.org.

Company does not have any Listed Subsidiary.

AFFIRMATIONS AND DISCLOSURES:

1. Compliance with Governance Framework

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

2. Related Party Transactions

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the Listing Regulation during the financial year were in the ordinary course of business and on arm's length basis and do not attract the provisions of section 188 of the Companies Act, 2013.

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

As required under Regulation 23(1) of the Listing Regulations, the Company has formulated a policy on dealing with Related Party Transactions. The Policy is available on the website of the Company viz. www.polywood.org

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

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

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

4. Vigil Mechanism/Whistle Blower Policy

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

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

Committee. The Whistle Blower Policy is displayed on the Company's website viz. www.polywood.org

5. Disclosure of Accounting Treatment

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

6. Risk Management

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

7. Non-mandatory requirements

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

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

The Raw material of the Company is imported regularly, as per purchase guidelines of the company. The Company's performance may get impacted in case of substantial change in prices of raw material or foreign exchange rate fluctuations. The Company does not undertake commodity hedging activities. Therefore, there is no disclosure to offer in terms of SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000 141 dated November 15, 2018.

9. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A). – Not Applicable.

10. 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 continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

The certificate of Company Secretary in practice is annexed herewith as a part of the report.

11. Where the board had not accepted any recommendation of any committee of the board, which is mandatorily required, in the relevant financial year.: - Not Applicable

12. Total fees of all services paid by the listed entity 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.

Details relating to fees paid to the Statutory Auditors are given in Note 34 to the Standalone Financial Statements and Note 34 to the Consolidated Financial Statements.

13. Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The details of number of complaints filed and disposed of during the year and pending as on March 31, 2020 is given in the Director's Report.

DETAILS OF NON-MANDATORY (DISCRETIONARY) REQUIREMENTS

Non-mandatory (discretionary) requirements under Regulation 27 of the Listing Regulations

The status of compliance with the non-mandators requirements of the Listing Regulations is provided below:

▪ **The board**

The requirement relating to maintenance of office and reimbursement of expenses of Non-Executive Chairman is not applicable to the Company since the Chairman of the Company is an Executive Director.

▪ **Shareholders rights**

The Company has not adopted the practice of sending out half-yearly declaration of financial performance to shareholders. Quarterly results as approved by the Board are disseminated to Stock Exchange and updated on the website of the Company.

▪ **Modified opinion(s) in Audit Report**

There are no modified opinions in audit report.

▪ **Reporting of Internal Auditor**

In accordance with the provisions of section 138 of the Companies Act, 2013, the Company has appointed an Internal Auditor who reports to the Audit Committee. Quarterly Internal audit reports are submitted to the Audit Committee which reviews the audit reports and suggests necessary action.

THE DISCLOSURES OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND REGULATION 46(2)

The Company has complied with all the mandatory corporate governance requirements under the Listing Regulations. The Company confirms compliance with corporate governance requirements specified in Regulation 17 to 27 and sub-regulation (2) of Regulation 46 of the Listing Regulations.

SHAREHOLDER INFORMATION

General Body Meeting

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

Financial Year	Date and Time	Venue	Details of Special Resolution Passed
2016-17	September 26, 2017 11:00 A.M	SP-2032 (A), Ramchandrapura Industrial Area, Sitapura Extension, Jaipur-302020	<ul style="list-style-type: none"> ❖ Revision in Remuneration of Mr. Digvijay Dhabriya ❖ Revision in Remuneration of Mr. Mahendra Karnawat ❖ Revision in Remuneration of Mrs. Anita Dhabriya ❖ Revision in Remuneration of Mr. Shreyansh Dhabriya ❖ Determination of fees to be charged for service of document in a particular mode.
2017-18	September 29, 2018 11:00 A.M	SP-2032 (A), Ramchandrapura Industrial Area, Sitapura Extension, Jaipur-302020	<ul style="list-style-type: none"> ❖ Enhancement of Borrowing Powers ❖ Creation of Charge on Company's Properties

2018-19	September 28, 2019 11:00 A.M	SP-2032 (A), Ramchandrapura Industrial Area, Sitapura Extension, Jaipur-302020	<ul style="list-style-type: none"> ❖ Appointment of Statutory Auditor ❖ Re-appointment of Mr. Digvijay Dhabriya as Managing Director ❖ Re-appointment of Mr. Mahendra Karnawat as Whole-time Director ❖ Re-appointment of Mrs. Anita Dhabriya as Whole-time Director ❖ Re-appointment of Mr. Shreyansh Dhabriya as Whole-time Director ❖ Re-appointment of Mr. Sharad Kankaria as Independent Director ❖ Re-appointment of Mr. Anil Upadhyay as Independent Director ❖ Re-appointment of Mr. Padam Kumar Jain as Independent Director ❖ Re-appointment of Mr. Shiv Shanker as Independent Director
---------	---------------------------------	--	---

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

Annual General Meeting for the financial year 2019-20

DAY AND DATE	Wednesday, September 30, 2020
TIME	11.00 A.M
MODE	The Company is conducting meeting through VC/OAVM pursuant to the MCA Circular dated May 5, 2020 and as such there is no requirement to have a venue for the AGM. For details please refer to the Notice of the AGM.
FINANCIAL YEAR	April 1, 2019 to March 31, 2020
BOOK CLOSURE DATE	September 24, 2020 to September 30, 2020 (both days inclusive)

Tentative Calendar for Financial Year ending March 31, 2021

The tentative dates of meeting of Board of Directors for consideration of quarterly financial results for the financial year ending March 31, 2021 are as follows:

Sl. No.	Particular of Quarter	Tentative Dates
1.	First Quarter Results	On or before August 14, 2020
2.	Second Quarter & Half Yearly Results	On or before November 14, 2020
3.	Third Quarter & Nine-months Results	On or before February 14, 2021
4.	Fourth Quarter & Annual Results	On or before May 30, 2021

*or such other date as may be allowed by SEBI/MCA

Dividend

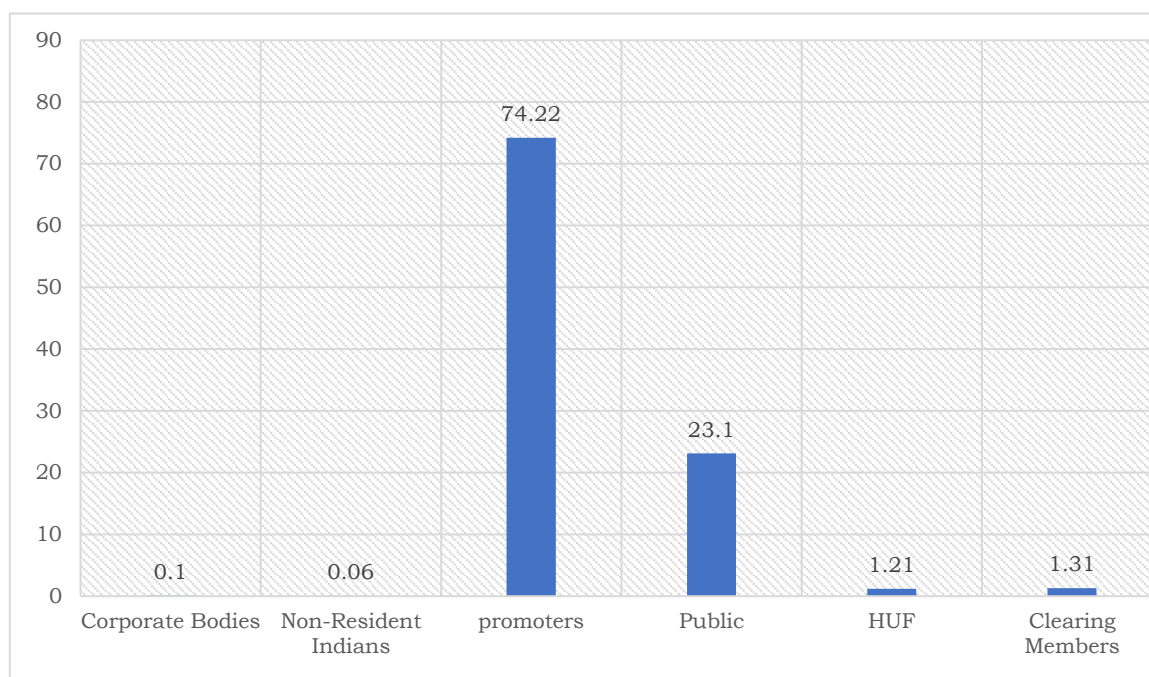
The Board of Directors of the Company does not recommend dividend for the financial year 2019-20.

Distribution of Shareholding as on March 31, 2020

Holding	Shareholders		Shares	
	Number	%	Number	%
1 – 500	611	71.71	77177	0.71
501 – 1000	52	6.10	40142	0.37
1001 – 2000	40	4.70	58194	0.54
2001 – 3000	50	5.87	122773	1.13
3001 – 4000	16	1.88	55207	0.51
4001 – 5000	13	1.53	63617	0.60
5001 – 10000	37	4.34	277618	2.56
10001 and above	33	3.87	10129517	93.58
Grand Total	852	100.00	10824245	100.00

Categories of Shareholders as on March 31, 2020

Sl. No.	Particulars	No. of Shares	% of holding
A.	Promoter Holding		
	1. Individual	8033795	74.22
	2. Bodies Corporate	-	-
	Sub Total (A)(1)	8033795	74.22
B.	Public Shareholding		
	1. Institutions	-	-
	Sub Total (B)(1)	-	-
	2. Non-Institutions		
	a. Bodies Corporate	11119	0.10
	b. Individuals		
	I. Individual Shareholders holding nominal share capital up-to ₹ 1 lakh	616971	5.70
	II. Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	1882633	17.40
	c. HUF	131269	1.21
	d. NRIs	6507	0.06
	e. Clearing Members	141951	1.31
	Sub Total (B)(2)	2790450	25.78
	Total (B)(1) + (B)(2)	2790450	25.78
	Grand Total (A)+(B)	10824245	100.00



Equity Evolution during the financial year 2019-20

As of March 31, 2020, the paid-up Equity Share Capital of the Company was ₹ 10,58,01,500/- consisting of 1,05,80,150 Equity Shares of ₹ 10/- each. The Company has not issued any shares during the financial year.

Consolidation of Folios and Avoidance of Multiple Mailing

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

Reconciliation of Share Audit Report

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

Compliance with Secretarial Standards

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

Bifurcation of Shares held in physical and demat form as on March 31, 2020

Particulars	No. of Shares	%
Physical Segment	-	-
Demat Segment		
A. NSDL	1478320	13.66
B. CDSL	9345925	86.34
Total (A)+(B)	10824245	100.00
Grand Total	10824245	100.00

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

Details of Shares Listed on Stock Exchange as on March 31, 2020

Name and Address of Stock Exchange	Stock Code
BSE Limited Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	538715

The Annual Listing Fees for the financial year 2020-21 has been paid to the Stock Exchange.

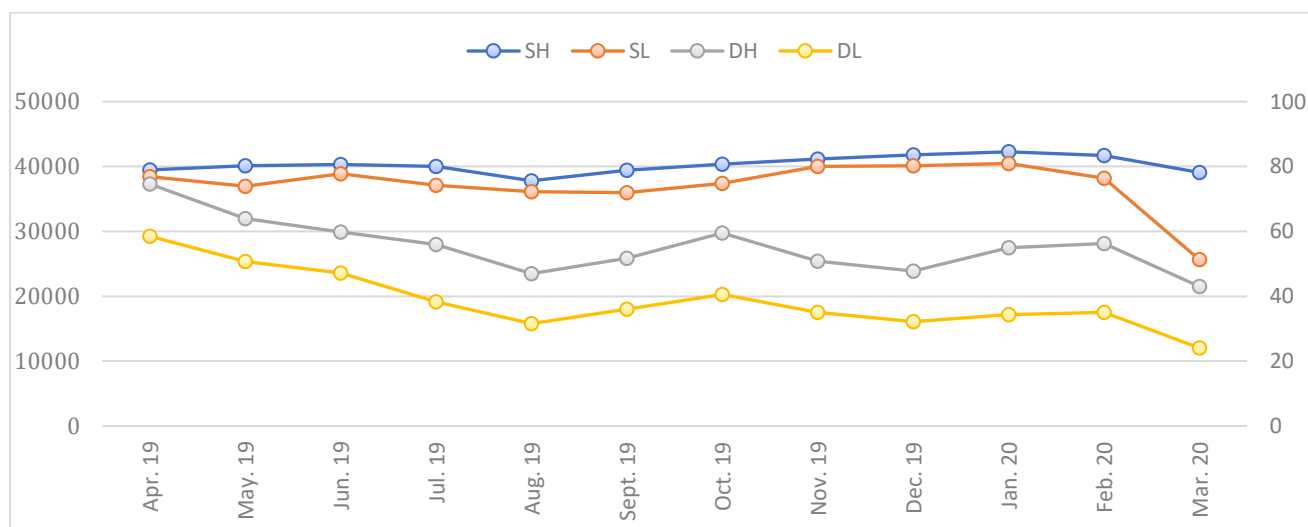
Share Price Data

The monthly high and low prices and volumes of shares of the Company at BSE Limited (BSE) for the year ended March 31, 2020 are as under:

Month	BSE		
	High (₹)	Low (₹)	Volume (Nos.)
April 2019	74.60	58.50	24,772
May 2019	64.00	50.70	15,776
June 2019	59.80	47.20	17,668
July 2019	56.00	38.30	34,345
August 2019	47.00	31.60	13,264
September 2019	51.75	36.00	22,251
October 2019	59.50	40.55	13,543
November 2019	50.85	35.00	70,458
December 2019	47.75	32.20	1,25,717
January 2020	54.95	34.35	16,826
February 2020	56.25	35.05	14,268
March 2020	43.00	24.05	19,996
Closing Share Price as on March 31, 2020 (In ₹)			26.90
Market Capitalization as on March 31, 2020 (₹ In Lakhs)			2911.72

(Source: The information is compiled from the data available from the BSE website)

Stock Performance vis-a-vis index



Means of Communication to Shareholders

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

1. The Unaudited quarterly/half yearly results are announced within Forty-Five days of the close of the quarter. The audited annual results are announced within sixty days from the closure of the financial year as per the requirement of the Listing Regulation.
2. The approved financial results are forthwith sent to the stock exchange and are published in a national English newspaper and in local language (Hindi) newspaper, within forty-eight hours of approval thereof and displayed on the Company's website – www.polywood.org. The weblink for the same is <http://polywood.org/investors/financial-reporting.php>.
3. Managerial Discussion and Analysis forms part of the Annual Report, which is sent to the Shareholders of the Company.
4. The quarterly results, Shareholding pattern, quarterly/half yearly/yearly compliances and all other corporate communication to the stock exchange viz. BSE Limited of India are filed electronically. The Company has complied with

filing submissions through BSE's BSE Listing Centre.

5. A Separate dedicated section under "Investor" on the Company's website gives relevant information of interest to the investors/public like shareholding pattern, quarterly results and other relevant information of interest to the investors/public.
6. SEBI processes investor complaints in a centralized web-based complaints redressal system i.e. SCORES. Through this system a shareholder can lodge complaint against a company for his grievance. The Company uploads the action taken on the complaint which can be viewed by the shareholder. The Company and shareholder can seek and provide clarifications online through SEBI.

Share transfer system

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

However, as per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification no. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 01,

2019 unless the securities are held in dematerialized form with the depositories.

Nomination

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

Electronic Clearing Service

The Securities and Exchange Board of India (SEBI) has made it mandatory for all Companies to use the Bank account details furnished by the depositories for depositing dividends. Dividend will be credited to the Members bank account through ECS wherever complete core banking details are available with the Company. In case where the core banking details are not available, dividend warrants will be used to the Members with bank details printed thereon as available in the Company's records. This ensures that the dividend warrants, even if lost or stolen, cannot be used for any purpose other than for depositing the money in the accounts specified on the dividend warrants and ensures safety for the investors. Presently, company does not declare dividend.

Service of Document through Electronic mode

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

Address for Correspondence:

Compliance Officer	Bigshare Services Private Limited	Correspondence with the Company
Mr. Sparsh Jain	Unit: Dhabriya Polywood Limited	Dhabriya Polywood Limited
Compliance Officer and Company Secretary	1 st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400059	B-9 D(1), Malviya Industrial Area, Jaipur – 302017
Phone: 141 – 4057171	Phone: 022 – 62638200	Phone: 141 – 4057171
E-mail: cs@polywood.org	Fax: 022 – 62638299	Fax: 141 – 2750814
	E-mail: babu@bigshareonline.com	E-mail: info@polywood.org

Plant Locations:

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

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

MD/CFO CERTIFICATION TO THE BOARD

To,
The Board of Directors
Dhabriya Polywood Limited

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

1. We have reviewed Financial Statements and the Cash Flow Statement for the Financial Year ended March 31, 2020 and that to the best of our knowledge and belief, we state that:
 - (i) These statements do not contain any materially untrue statements or omit any material fact or contain any statements that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of

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

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

For Dhabriya Polywood Limited

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

DECLARATIONS

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

As provided under Regulation 26 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with Dhabriya Polywood Limited Code of Business conduct and Ethics for the year ended March 31, 2020.

For Dhabriya Polywood Limited

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

Jaipur, August 14, 2020

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of

DHABRIYA POLYWOOD LIMITED

B-9D (1), MALVIYA INDUSTRIAL AREA
JAIPUR, RAJASTHAN

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of DHABRIYA POLYWOOD LIMITED having CIN: L29305RJ1992PLC007003 and having registered office at B-9D (1), Malviya Industrial Area, Jaipur, Rajasthan (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1.	Digvijay Dhabriya	00519946	28.06.2003
2.	Anita Dhabriya	00359317	15.07.2014
3.	Mahendra Karnawat	00519876	22.05.2000
4.	Shreyansh Dhabriya	06940427	15.07.2014
5.	Sharad Kankaria	06961462	30.08.2014
6.	Anil Upadhyay	06962089	30.08.2014
7.	Padam Kumar jain	06962097	30.08.2014
8.	Shiv Shanker	06962101	30.08.2014

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **M Sancheti & Associates**

Company Secretaries

ICSI Unique Code: I2010RJ724700

Sd/-

Manish Sancheti

Proprietor

Jaipur, June 26, 2020

UDIN: F007972B000384150

M. No. FCS 7972

COP No: 8997

AUDITOR'S CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE

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

1. This report contains details of compliance of conditions of Corporate Governance by Dhabriya Polywood Limited ('the Company') for the year ended March 31, 2020 as stipulated in Regulations 17-27, clause (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') pursuant to the Listing Agreement of the Company with Stock Exchanges.

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

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

Auditors' Responsibility

3. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended March 31, 2020.
5. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics

issued by the Institute of Chartered Accountants of India.

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

Opinion

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

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on use

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

For **Tambi Ashok & Associates**
Chartered Accountants
Firm Reg. No. 005301C

Sd/-
CA Ashok Kumar Tambi
Partner
Membership No. 74100
UDIN: 20074100AAAADB3317

Jaipur, August 14, 2020

INDEPENDENT AUDITOR'S REPORT

To the Members of
Dhabriya Polywood Limited

Report on the Consolidated Financial Statements

We have audited the accompanying Consolidated Financial Statements of **DHABRIYA POLYWOOD LIMITED** (hereinafter referred to as "the Holding Company") and its Subsidiaries (the Holding Company and its Subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31st March, 2020, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement, for the year then ended, and notes to the Consolidated Financial Statements, including a summary of significant accounting policies (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 and based on the consideration of reports of other auditors on separate Financial Statements and on the other financial information of the subsidiaries, the aforesaid Consolidated 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 accounting principles generally accepted in India including the Indian Accounting Standards ("Ind AS"), of the consolidated state of affairs of the Group as at March 31, 2020, their consolidated profit including other comprehensive income, consolidated changes in equity and their consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit 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 Consolidated Financial Statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics. We believe that

the audit evidence we have obtained is sufficient and appropriate to provide a basis for our 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 for the financial year ended March 31, 2020. 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.

We have determined the matters described below to be the key audit matter to be communicated in our report. We have fulfilled the responsibilities described in the Auditors' responsibilities for the audit of the Consolidated Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Consolidated Financial Statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Consolidated Financial Statements.

A. Revenue Recognition

Key Audit Matter Description

The Group's revenue is principally derived from sale of products of PVC-uPVC Profile Sections, Doors, Windows, Modular Furniture Products and others. Revenue from sale of goods is recognized when control of the products being sold is transferred to the customer and when there are no unfulfilled obligations. The performance obligations in the contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on terms of order / contract with the customer. Revenue is measured at fair value of the consideration received or receivable after deduction of any trade/volume discounts and taxes or duties collected.

We identified revenue recognition as a key audit matter since revenue is significant to the financial statements and is required to be

recognized as per the requirements of applicable accounting framework.

How our audit addressed the Key Audit Matter

- ❖ We assessed the appropriateness of the revenue recognition accounting policies by comparing them with applicable Indian Accounting Standards (Ind AS).
- ❖ Evaluated the process followed by the management for revenue recognition including understanding and testing of key controls related to recognition of revenue in correct period.
- ❖ Performed substantive testing on samples selected using statistical sampling of revenue transactions, recorded during the year by testing the underlying documents to determine whether revenue has been recognized correctly.
- ❖ Tested, on a sample basis, specific revenue transactions recorded before and after the financial year end date including examination of credit notes issued after the year end to determine whether the revenue has been recognized in the appropriate financial period. and timely. Based on the above stated procedures, no significant exceptions were noted in revenue recognition.

B. Inventory Existence and Valuation

Key Audit Matter Description

There are complexities and manual process involved in determining inventory quantities on hand and valuation of the same due to the Group's presence across different locations within the country, diverse & numerous inventory products and work in progress at different stages of the processes at various manufacturing units. Accordingly, inventory quantities and valuation is identified as a key audit Matter.

How our audit addressed the Key Audit Matter

- ❖ We have attended inventory counts, which we selected based on financial significance and risk, observed management's inventory count procedures to assess the effectiveness, selected a sample of inventory products and compared the quantities counted to the quantities recorded and ensured inventory

adjustments, if any, are recorded in the books of accounts.

- ❖ Assessed whether the management's internal controls relating to inventory's valuation are appropriately designed and implemented.
- ❖ Discussed with the management on the management's process of identifying the stages of completion and valuing work in progress stock at the time of book closure process.
- ❖ Verified the correctness of valuation made by the management on a sample basis, with regard to the cost and net realizable value of inventory.

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

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report 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 such other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained during the course of the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in terms of the requirements of the Act that gives a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Group 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 from time to time.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing & detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 responsible for assessing the ability of the Group 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 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 also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibility for the audit of Consolidated Financial Statements

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 and its subsidiaries, which are companies incorporated in India, have 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 Group'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 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 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.

Other Matters

We did not audit the financial statements and other financial information, in respect of three subsidiaries, whose Ind AS financial statements reflects total assets of Rs. 3653.38 Lacs as at March

31, 2020, total revenues of Rs. 5944.66 Lacs, total net profit (including other comprehensive income) after tax of Rs. 291.66 Lacs and net cash outflow of Rs. 25.78 Lakhs, for the year ended on that date, as considered in the Consolidated Financial Statements. These Ind AS financial statements and other financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the Consolidated Financial Statements, in so far as it related to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of section 143(3) of the Act, in so far as it relates to aforesaid subsidiaries, are based solely on the reports of the other auditors.

Our opinion on the Consolidated Financial Statements and our report on the Other Legal and Regulatory Requirements below, is not modified in respect of above matters with respect to our reliance on the work done and the reports of the other auditors and financial information certified by the management.

Report on Other Legal and Regulatory Requirements

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

- We/the other auditors whose report we have relied upon 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.
- 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 the reports of the other auditors.
- The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the 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 Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
- (e) On the basis of the written representations received from the Directors of the Holding Company as on 31st March, 2020, taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies in India is disqualified as on 31st March, 2020 from being appointed as a Director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in “Annexure” to this report.
- (g) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries, incorporated in India, the managerial remuneration for the year ended March 31, 2020 has been paid/provided by the Holding Company and its subsidiaries to their directors in accordance with the provisions of Section 197 read with Schedule V to the Act.
- (h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule

11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, as noted in the ‘Other Matters’ paragraph :

- i. The Consolidated Financial Statements discloses the impact of pending litigations on its consolidated financial position of the Group;
- ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There were no amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies.

For **TAMBI ASHOK & ASSOCIATES**
Chartered Accountants
(Firm Regn. No.005301C)

Sd/-
(CA ASHOK KUMAR TAMBI)
Partner
Membership No. 74100
UDIN: 20074100AAAACR1803

Jaipur, July 29 2020

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

Referred to under "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of **Dhabriya Polywood Limited** on the Consolidated Financial Statements for the year ended March 31, 2020

Report on the Internal Financial Controls with reference to Financial Statements 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 Company as of and for the year ended March 31, 2020, we have audited the internal financial controls over financial reporting of **DHABRIYA POLYWOOD LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and in subsidiaries together referred to as "the Group"), as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Group's internal financial controls with reference to the financial statements of Holding Company and its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial

controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these Consolidated Financial Statements 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 statements and their operating effectiveness. Our audit of internal financial controls over financial reporting with reference to these Consolidated Financial Statements included obtaining an understanding of internal financial controls over financial reporting with reference to these Consolidated Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors of the subsidiary company in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Group's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls over Financial Reporting with reference to these Consolidated Financial Statements

A Group's internal financial controls over financial reporting with reference to these Consolidated Financial Statements 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 Group's internal financial controls with reference to financial statements 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 Group; (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 Group are being made only in accordance with authorizations of Management and Directors of the respective company in the Group; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Group's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting with reference to these Consolidated Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these Consolidated Financial Statements, 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 with reference to these Consolidated Financial Statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of reports of the other auditors, as referred to in the Other Matters below, the Holding Company and its subsidiary Companies which are Companies incorporated in India, have, in all material respects, an adequate internal

financial controls over financial reporting with reference to these Consolidated Financial Statements and such internal financial controls over financial reporting with reference to these Consolidated Financial Statements were operating effectively as at March 31, 2020, based on the 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.

Other Matters

Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to these Consolidated Financial Statements of the Holding Company, in so far as it relates to separate financial statements of three subsidiary companies, which are companies incorporated in India, is based on the corresponding report of the auditors of such subsidiary companies incorporated in India.

For **TAMBI ASHOK & ASSOCIATES**
Chartered Accountants
 (Firm Regn. No.005301C)

SD/-
(CA ASHOK KUMAR TAMBI)
Partner
 Membership No. 74100
 UDIN: 20074100AAAACR1803

Jaipur, July 29 2020

DHABRIYA POLYWOOD LIMITED CONSOLIDATED BALANCE SHEET AS AT 31st MARCH 2020			
Particulars	Note	As at 31 st March 2020	As at 31 st March 2019
A. ASSETS			
I. Non-current Assets			
a) Property, Plant and Equipment	4	399801348	413940629
b) Capital work-in progress	4	29195649	1258062
c) Investment Property	5	17081723	22993637
d) Financials Assets			
i) Investments	6	18500	18500
ii) Loans	7	5619957	5467899
iii) Others		0	0
e) Other non-current assets		0	0
Total Non-Current Assets		451717177	443678727
II. Current Assets			
a) Inventories	8	303657747	331352625
b) Financial Assets			
i) Trade Receivables	9	282798872	264682899
ii) Cash and cash equivalents	10	27596753	30910946
iii) Bank balances other than (iii) above		0	0
iv) Loans	11	7986930	7228839
v) Others	12	27284799	26125558
c) Other Current Assets	13	44267411	42214320
Total Current Assets		693592512	702515186
Total Assets		1145309689	1146193913
B. EQUITY AND LIABILITIES			
I. EQUITY			
a) Equity Share Capital	14	108242450	108242450
b) Other Equity	15	395868508	353483020
Equity Attributable to Owners		504110958	461725470
Non-Controlling Interest		360732	348213
Total Equity		504471690	462073683
II. LIABILITIES			
1) Non-current Liabilities			
a) Financial Liabilities			
i) Borrowings	16	154725933	195756068
ii) Other Financial Liabilities	17	1848597	2591631
b) Provisions	18	19188665	15019698
c) Deferred tax liabilities (net)	19	8393594	9327882
d) Other non-current liabilities		0	0
Total Non-Current Liabilities		184156789	222695279
2) Current Liabilities			
(a) Financial Liabilities			
i) Borrowings	20	251219518	245036918
ii) Trade Payables	21		
Dues to Micro and Small Enterprises		18681033	20302511
Dues to Creditors other than Micro and Small Enterprises		69015507	88375824
iii) Other Financial Liabilities	22	66914004	52287358
(b) Other Current Liabilities	23	21537381	26060180
(c) Provisions	24	25404549	26466643
(d) Current tax liabilities (Net)	25	3909218	2895517
Total Current Liabilities		456681210	461424951
Total Equity and Liabilities		1145309689	1146193913
See accompanying notes forming part of the Financial statements		1 to 47	
For DHABRIYA POLYWOOD LIMITED As per our Report of even date For TAMBHI ASHOK & ASSOCIATES Chartered Accountants Firm Regn. No. 005301C Sd/- (CA ASHOK KUMAR TAMBHI) Partner M. No. 074100 Jaipur, July 29, 2020 Sd/- DIGVIJAY DHABRIYA Director (DIN: 00519946) Sd/- Hitesh Agrawal Chief Financial Officer Sd/- MAHENDRA KARNAWAT Director (DIN: 00519876) Sd/- Sparsh Jain Company Secretary			

DHABRIYA POLYWOOD LIMITED			
CONSOLIDATED STATEMENT OF PROFIT AND LOSS			
FOR THE YEAR ENDED ON 31 st MARCH, 2020			
Particulars	Note	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
I. Revenue			
Revenue from operations	26	1119642712	1207721410
Other Income	27	4850864	4310787
Total Income		1124493576	1212032197
II. Expenses			
(a) Cost of materials Consumed	28	583388323	691572030
(b) Purchase of Traded Goods	29	28439849	10735068
(c) Change in Inventories of Finished Goods, WIP and Stock-in-trade	30	7245209	(29265504)
(d) Employee Benefits Expense	31	197157551	213769558
(e) Finance Cost	32	49799346	49553348
(f) Depreciation and Amortization Expense	33	35236497	35443257
(g) Other Expenses	34	156790854	161790143
Total Expenses		1058057629	1133597900
III. Profit Before Tax & Exceptional Items		66435947	78434297
IV. Exceptional Items	35	4232861	0
V. Profit After Exceptional Items & before Taxes		62203086	78434297
VI. Tax Expense/ (credit):	25		
- Current Tax		18040100	21285000
- Deferred Tax		(284129)	720537
- Short/ (Excess) provision for taxes of earlier years		326866	782053
Total Tax		18082837	22787590
VII. Profit for the period		44120249	55646707
Net Profit after tax for the year attributed to:			
❖ Owners of the Company		44107730	55610007
❖ Non-controlling interest		12519	36700
VIII. Other Comprehensive Income (OCI)			
Item that will not be reclassified to profit or loss			
❖ Remeasurements of the defined benefit liabilities		(2372400)	1346297
❖ Income tax relating to items that will not be reclassified to profit or loss		650158	(368726)
Other Comprehensive Income for the period After Tax		(1722242)	977571
IX. Total Comprehensive Income for the period After Tax		42398007	56624278
Total Comprehensive Income for the year attributed to:			
❖ Owners of the Company		42385369	56587578
❖ Non-controlling interest		12639	36700
X. Earnings per Equity Share (of ₹ 10/- each)			
(a) Basic & Diluted	36	4.07	5.14
See accompanying notes forming part of the financial statements	1to47		
<p>As per our Report of even date</p> <p>For TAMBHI ASHOK & ASSOCIATES</p> <p>Chartered Accountants</p> <p>Firm Regn. No. 005301C</p> <p>Sd/-</p> <p>(CA ASHOK KUMAR TAMBHI)</p> <p>Partner</p> <p>M. No. 074100</p> <p>Jaipur, July 29, 2020</p>			
<p>For DHABRIYA POLYWOOD LIMITED</p> <p>Sd/-</p> <p>DIGVIJAY DHABRIYA</p> <p>Director</p> <p>(DIN: 00519946)</p> <p>Sd/-</p> <p>HITESH AGRAWAL</p> <p>Chief Financial Officer</p> <p>Sd/-</p> <p>MAHENDRA KARNAWAT</p> <p>Director</p> <p>(DIN: 00519876)</p> <p>Sd/-</p> <p>SPARSH JAIN</p> <p>Company Secretary</p>			

DHABRIYA POLYWOOD LIMITED				
CONSOLIDATED CASH FLOW STATEMENT				
FOR THE YEAR ENDED ON 31 st MARCH, 2020				
Particulars	For the year ended 31 st March, 2020		For the year ended 31 st March, 2019	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before tax as per Profit & Loss Statement		66435947		78434297
Adjusted for:				
Depreciation and amortization expenses	35236497		35443257	
Profit on Sale of Fixed assets	(94554)		(8962)	
Finance Costs	49799346		49553348	
Interest Income	(2277559)		(1485524)	
		82663730		83502119
Operating Profit before working capital changes		149099677		161936416
Adjustment for:				
(Increase) / Decrease in Trade Receivables	(18115974)		(13481801)	
(Increase) / Decrease in Inventories	27694878		(19922889)	
(Increase) / Decrease in Other Assets	(4122481)		(18450742)	
(Decrease) / Increase in Trade Payables	(20981795)		11736014	
(Decrease) / Increase in Provisions	3106873		3660147	
(Decrease) / Increase in Other Liabilities	1582662		(23945952)	
		(10835837)		(60405223)
Cash generated from/ (used in) operations		138263840		101531193
Direct Taxes Paid		(14457748)		(19171536)
Net cash generated from/ (used in) operating activities - (A)		123806092		82359657
B. CASH FLOW FROM INVESTING ACTIVITIES				
Payment for Property, plant and equipment and Capital work in progress and Investment properties	(49132762)		(51771573)	
Sale of fixed assets	1871564		2482312	
Interest income	2277559		1485524	
Net cash (used in) Investing Activities - (B)		(44983639)		(47803737)
C. CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from Non-Current borrowings	69000346		111007679	
Repayment of Non-Current borrowings	(107520246)		(83997987)	
Net Increase/(decrease) in Current borrowings	6182600		(500903)	
Interest paid	(49799346)		(49553348)	
Net cash (used in)/ from financing activities - (C)		(82136646)		(23044560)
Net Increase/ (decrease) in Cash & Cash Equivalents (A+B+C)		(3314193)		11511360
Cash and cash equivalents at the beginning of the year		30910946		19399586
Cash and cash equivalents at the end of the year		27596753		30910946
1. Cash and cash equivalents at the end of the year comprises:				
Cash on hand		4796602		2477487
Balances with Banks				
(i) In current accounts		2642928		5708415
(i) In fixed deposit accounts		20157223		22725044
Total		27596753		30910946
As per our Report of even date				
For TAMBHI ASHOK & ASSOCIATES Chartered Accountants Firm Regn. No. 005301C Sd/- (CA ASHOK KUMAR TAMBHI) Partner M. No. 074100 Jaipur, July 29, 2020		For DHABRIYA POLYWOOD LIMITED Sd/- DIGVIJAY DHABRIYA Director (DIN: 00519946) Sd/- HITESH AGRAWAL Chief Financial Officer		
		Sd/- MAHENDRA KARNAWAT Director (DIN: 00519876) Sd/- SPARSH JAIN Company Secretary		

DHABRIYA POLYWOOD LIMITED					
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY					
For the year ended on 31 st MARCH 2020					
A. Equity Share Capital					
Particulars					Amount
Balance as at 01 st April, 2018					108242450
Changes in equity share capital during the year					0
Balance as at 31 st March, 2019					108242450
Changes in equity share capital during the year					0
Balance as at 31 st March, 2020					108242450
B. Other Equity					
Particulars	Other Equity		Equity Attributable to Owners	Non-Controlling Interest	Total Equity
	Reserve and Surplus				
	General Reserve	Retained Earnings Account			
Balance as at 01 st April, 2018	296895442	0	296895442	311513	297206955
1. Profit for the year	0	55610007	55610007	36700	55646707
2. Other comprehensive income for the year, net of income tax	0	977571	977571	0	977571
Total Comprehensive Income for the year	0	56587578	56587578	36700	56624278
3. Transfer to / (from) Retained earnings	56587578	(56587578)	0	0	0
Balance as at 31 st March, 2019	353483020	0	353483020	348213	353831233
1. Profit for the year	0	44107730	44107730	12519	44120249
2. Other comprehensive income for the year, net of income tax	0	(1722242)	(1722242)	0	(1722242)
Total Comprehensive Income for the year	0	42385488	42385488	12519	42398007
3. Transfer to / (from) Retained earnings	42385488	(42385488)	0	0	0
Balance as at 31 st March, 2020	395868508	0	395868508	360732	396229240
As per our Report of even date For TAMBHI ASHOK & ASSOCIATES Chartered Accountants Firm Regn. No. 005301C Sd/- (CA ASHOK KUMAR TAMBHI) Partner M. No. 074100 Jaipur, July 29, 2020			For DHABRIYA POLYWOOD LIMITED Sd/- DIGVIJAY DHABRIYA Director (DIN: 00519946) Sd/- HITESH AGRAWAL Chief Financial Officer Sd/- MAHENDRA KARNAWAT Director (DIN: 00519876) Sd/- SPARSH JAIN Company Secretary		

Notes forming part of consolidated financial statements
for the year ended March 31, 2020

1. CORPORATE INFORMATION

The Consolidated Financial Statements comprise financial statements of “Dhabriya Polywood Limited” (the Holding Company) and its subsidiaries collectively referred to as “the Group”, for the year ended 31st March, 2020.

The principal activities of the Group consists of manufacturing & supply of Extruded PVC Profile Sections, Dstona Sheets & Moldings for various furnishing & furniture applications (i.e. Doors, Partitions, Ceiling, Paneling, fencing, prefabs, interior & furnishing etc.), uPVC Windows & Door Systems, Aluminum Windows & Doors, and of Modular Furniture Products. All the product range of Group is developed & produced on Save Tress concept without using natural wood. Further details about the business operations of the Group are provided ‘Segment Reporting’ in the notes to these Consolidated Financial Statements.

2. SIGNIFICANT ACCOUNTING POLICIES

A. BASIS OF PREPERATION AND PRESENTATION

These Consolidated Financial Statements of the Group have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the ‘Ind AS’) as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 (‘Act’) read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act. The accounting policies are applied consistently to all the periods presented in the Consolidated Financial Statements. The Consolidated Financial Statements have been prepared on a historical cost basis except for certain financial instruments which are measured at fair value at the end of each reporting period.

B. PRINCIPLES OF CONSOLIDATION

- (i) The financial statements of the Holding Company and its subsidiaries are combined on a line-by-line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions.

- (ii) Profits or losses resulting from intra-group transactions that are recognized in assets, such as inventory and Property, Plant and Equipment, are eliminated in full.
- (iii) The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances.
- (iv) The carrying amount of the parent’s investment in each subsidiary is offset (eliminated) against the parent’s portion of equity in each subsidiary.
- (v) Non-Controlling Interest’s share of profit/loss of consolidated subsidiaries for the year is identified and adjusted against the income of the Group in order to arrive at the net income attributable to shareholders of the Company.
- (vi) Non-Controlling Interest’s share of net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet.

C. CURRENT AND 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 realized or intended to be sold or consumed in normal operating cycle;
- ❖ Expected to be realized 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 normal operating cycle;
- ❖ 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.

D. PROPERTY, PLANT AND EQUIPMENT

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

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

Depreciation methods, estimated useful lives and residual value

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

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

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

E. INVESTMENT PROPERTY

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. Investment properties are depreciated using the written down value method over their estimated useful life.

F. IMPAIRMENT OF ASSETS

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

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

G. FOREIGN CURRENCY TRANSACTIONS

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

Any income or expenses on account of exchange difference either on settlement of monetary items or on reporting these items at rates different from rates at which these were initially recorded / reported in previous Consolidated Financial Statements are recognized as income / expense in the statement of profit and loss except in cases where they relate to acquisition of fixed assets in which case they are adjusted to the carrying cost of such assets.

H. CASH AND CASH EQUIVALENTS

For the purpose of presentation in the cash flow statement, cash and cash equivalents

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

I. TRADE RECEIVABLES

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. Trade receivables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method, less provision for impairment, if any.

J. INVENTORIES

Raw materials, Packing Materials, stores, spares & consumables, work in progress and finished goods are stated at the lower of cost and net realizable value. Cost of raw materials, packing materials comprises cost of purchases, non-refundable purchase taxes and any directly attributable expenses related to inventories. Cost of raw materials, packing materials, stores, spares & consumables is determined on a first in first out method. Cost of work-in-progress and finished goods comprises materials and appropriate proportion of all variable and fixed overhead expenditures, which is allocated on a systematic basis. Costs of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs of purchased inventory are determined after deducting rebates and discounts, if any. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

K. TRADE AND OTHER PAYABLES

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

subsequently measured at amortized cost using the effective interest method.

L. BORROWING

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

M. REVENUE RECOGNITION

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

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

Income from Services: Revenue from sale of services are recognized when services are rendered and related costs are incurred. Income from services is net of goods and service tax.

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

N. BORROWING COST

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

O. EMPLOYEE BENEFITS

Short Term Employee Benefits

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

Post-Employment Benefits

Defined Contribution Plans

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

Defined Benefit Plans

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

P. INCOME TAXES

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

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

profit or loss i.e. in other comprehensive income.

Q. PROVISIONS AND CONTINGENT LIABILITIES

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, for which it is probable that a cash outflow may be required and a reliable estimate can be made of the amount of the obligation. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursements will be received and the amount of the receivable can be measured reliably.

Contingent liabilities are disclosed after evaluation of the facts and legal aspects of the matter involved, in line with the provisions of Ind AS 37. The Group records a liability for any claims where a potential loss probable and capable of being estimated and discloses such matters in its financial statements, if material. For potential losses that are considered possible, but not probable, the Group provides disclosures in the financial statements but does not record a liability in its financial statements unless the loss becomes probable.

R. 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 and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value

through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in statement of profit and loss.

FINANCIAL ASSETS

Initial recognition and measurement:

On initial recognition, a financial asset is recognized at fair value. All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value through profit or loss (FVTPL) or fair value through other comprehensive income (FVOCI) depending on the classification of the financial assets. Financial assets are not reclassified subsequent to their recognition, except if and in the period the Group changes its business model for managing financial assets.

Derecognition

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the contractual rights to receive the cash flows from the asset.

Impairment of financial assets

The Group assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Group recognizes lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the lifetime expected credit losses, if the credit risk on the financial asset has increased significantly since initial recognition.

FINANCIAL LIABILITIES AND EQUITY INSTRUMENTS

Classification as equity

Equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance

of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognized at the proceeds received, net of direct issue costs. Repurchase of the Group's own equity instruments is recognized and deducted directly in equity. No gain or loss is recognized in statement of profit and loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Financial liabilities

Financial liabilities are recognized when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortized cost unless at initial recognition, they are classified as fair value through profit or loss. In case of trade payables, they are initially recognized at fair value and subsequently, these liabilities are held at amortized cost, using the effective interest method.

All financial liabilities are subsequently measured at amortized cost using the effective interest method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognized in the Statement of Profit and Loss.

Interest expense are included in the 'Finance costs' line item. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Derecognition of financial liabilities

A financial liability is de-recognized 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 recognized in the statement of profit or loss.

Offsetting

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 recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

S. EARNING PER SHARE

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

T. OPERATING CYCLE

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

3. CRITICAL ESTIMATES AND JUDGEMENTS

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

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

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

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

(ii) Taxation :

Tax expense is calculated using applicable tax rate and laws that have been enacted or substantially enacted. In arriving at taxable profit and all tax bases of assets and liabilities, the Group determines the taxability based on tax enactments, relevant judicial pronouncements and tax expert opinions, and makes appropriate provisions which includes an estimation of the likely outcome of any open tax assessments / litigations, if any. Any difference is recognised on closure of assessment or in the period in which they are agreed.

Deferred income tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, unabsorbed depreciation and unused tax credits could be utilized.

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

As at 31st March 2020 and 31st March 2019

Particulars	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount	
	Balance as at 01 April, 2019	Additions / Adjustments	Disposals / discard of assets	As at 31 March, 2020	Balance as at 01 April, 2019	Depreciation for the year	Eliminated on Disposals / discard of assets	As at 31 March, 2020	As at 31 March, 2020	As at 31 March, 2019
Leasehold Land	152046922	0	1871564	150175358	0	0	0	0	150175358	152046922
Building	110769355	1724998	0	112494353	11156619	5956847	0	17113466	95380887	99612736
Plant & Equipment	233458106	19630578	0	253088683	82730978	25498893	0	108229871	144858813	150727128
Dies & Mould	72701	0	0	72701	35445	5669	0	41114	31587	37256
Furniture & Fixtures	4392387	411087	0	4803474	1936388	688452	0	2624840	2178634	2455999
Vehicles	10458071	0	1336922	9121149	6462820	1054162	1279214	6237768	2883381	3995251
Office Equipment's	280577	36739	0	317316	144261	46980	0	191241	126075	136316
Computers	2762918	295039	0	3057957	1290710	961794	0	2252504	805453	1472208
Misc. Fixed Assets	5606802	541374	0	6148176	2149989	637026	0	2787015	3361161	3456813
Total	519847839	22639815	3208486	539279168	105907210	34849823	1279214	139477819	399801348	413940630
Capital Work-in-progress	1258062	29662585	1724998	29195649	0	0	0	0	29195649	1258062

Property, plant and equipment have been pledged as security against certain borrowings of the Company as at March 31, 2020. Refer note 16 & 20.

5. INVESTMENT PROPERTY

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
Gross Carrying Amount		
Balance as the beginning of period	23624460	8248680
Add: Additions / Adjustments	10263770	15375780
Less: Disposals / discard of assets	15789010	0
Total at the end of period	18099220	23624460
Accumulated Depreciation		
Balance as the beginning of period	630823	240089
Add: Depreciation Charged for the Year	386674	390734
Less: Eliminated on Disposals / discard of assets	0	0
Total at the end of period	1017497	630823
Net Carrying Amount	17081723	22993637

6. INVESTMENT – NON-CURRENT

Particulars	As At 31 st March, 2020		As At 31 st March, 2019	
	No. of Units	Amount	No. of Units	Amount
A. Investment in Equity Instruments				
(Unquoted, fully paid-up shares in Subsidiary Companies, valued at cost)	0	0	0	0
B. Other Equity Instruments				
(Unquoted, fully paid-up shares, valued at cost)				
❖ Polywood India Ltd - non-listed Company	1000	10000	1000	10000
C. Investment in Government Securities				
(Unquoted, valued at amortized cost)				
❖ National Saving Certificates	-	8500	-	8500
Total		18500		18500

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

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
Security Deposits	5619957	5467899
Total	5619957	5467899

8. INVENTORIES

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
At Lower of cost or net realization value:		
Raw Materials	165741121	185793503
Packing Material	1719563	2116850
Stock in Progress and semi-finished goods	26748478	24486080
Finished Goods - Manufactured	94769087	101206189
Finished Goods - Traded	10694642	12304003
Consumables Items, Stores and Spare Parts	3984856	5446000
Total	303657747	331352625

9. TRADE RECEIVABLES

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
Unsecured, considered good:		
Trade Receivables	282798872	264682899
Total	282798872	264682899
* Trade Receivables are expected to realise at least the amount at which they are stated, if realized in the ordinary course of business.		

10. CASH AND CASH EQUIVALENTS

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
Cash and Cash Equivalents:		
a) Cash on hand	4796602	2477487
b) Balances with banks		
i. In current accounts	2642928	5708415
ii. In fixed deposit accounts	20157223	22725044
Total	27596753	30910946

11. LOANS - CURRENT (UNSECURED, CONSIDERED GOOD)

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
Security & Other Deposits	7986930	7228839
Total	7986930	7228839

12. OTHER CURRENT FINANCIAL ASSETS

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
Balance with Government Authorities	22499520	23101986
Other Advances recoverable in cash	4785279	3023572
Total	27284799	26125558

13. OTHER CURRENT ASSETS

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
Advances to Suppliers	22459013	25025276
Prepaid Expenses	9128564	9186585
Other Advances recoverable for value to be received	12679834	8002459
Total	44267411	42214320

14. EQUITY SHARE CAPITAL

Particulars	As At 31 st March, 2020		As At 31 st March, 2019	
	No. of Shares	Amount in ₹	No. of Shares	Amount in ₹
(a) Authorised				
Equity Shares of ₹ 10/- each	12500000	125000000	12500000	125000000
(b) Issued				
Equity Shares of ₹ 10/- each	10824245	108242450	10824245	108242450
(c) Subscribed and fully paid-up				
Equity Shares of ₹ 10/- each	10824245	108242450	10824245	108242450
(d) Reconciliation of shares outstanding at the beginning & at the end of the reporting period				
At the beginning of the period	10824245	108242450	10824245	108242450
Add: Shares Issued	0	0	0	0
Outstanding at the end of the period	10824245	108242450	10824245	108242450
(e) Details of shareholders holding more than 5% equity shares in the Company:	AS AT 31ST MARCH, 2020		AS AT 31ST MARCH, 2019	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Mr. Digvijay Dhabriya	7192238	66.45%	7192238	66.45%
Mr. Mukul Agarwal	1002500	9.26%	1002500	9.26%
(f) Shares held by holding/ ultimate holding company/ or their subsidiaries/ associates	NIL	NIL	NIL	NIL

(g) Terms/rights attached to equity shares	The Company has only one class of shares referred to as equity shares having a par value of ₹ 10/-. Each holder of equity share is entitled to one vote per share and dividend as and when declared by Company.
	There are no rights, preferences and restrictions attached to any share.
(h)	There is no share reserved for issue under options and contracts/commitments for the sale of shares/disinvestment.

15. OTHER EQUITY

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
(A) General Reserves		
Balance at the Beginning of the Year	353483020	296895442
Add: Transfer from Retained Earnings	42385488	56587578
Add: Transfer of Net surplus of new Subsidiary	0	0
Less: Gratuity Expenses provision	0	0
Add: Deferred Tax on Gratuity not provided for earlier	0	0
Closing balance	395868508	353483020
(B) Retained Earnings Account		
Balance at the Beginning of the Year	0	0
Add: Profit for the year	44107730	55610007
Add: Other Comprehensive Income for the Year, net of income tax	(1722242)	977571
	42385488	56587578
Less: Transfer to General Reserve	(42385488)	(56587578)
Closing balance	0	0
Equity attributable to Owners	395868508	353483020
Non-Controlling Interest	360732	348213
Total Equity	396229240	353831233

16. BORROWINGS – NON-CURRENT

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
SECURED - At Amortized Cost		
Term Loan from Banks*	138296060	131605813
Less: Current maturities of term loans	(33198921)	(30186679)
	105097139	101419134
Vehicle Loans**	0	502007
Less: Current maturities of vehicle loans	0	(502007)
	0	0
UNSECURED - At Amortized Cost		
From Directors	11350000	38079727
From Corporates	38278795	56257208
	49628795	94336935
Total	154725933	195756068

* Term Loan from HDFC Bank Ltd. are secured against equitable mortgage / hypothecation on all the immovable and movable properties of the respective Companies, both present and future and Term Loan from SIDBI is secured by the guarantees/security extended by promoter-directors of the Company. There is

no default as on the Balance Sheet date in repayment of loans and interest. Total repayment period of the term loans are:

- i) SIDBI Term Loan of Rs. 1000 Lakhs availed in the October 2015 is repayable in 90 monthly instalments commencing from April 2016 and last instalment due in September 2023.
- ii) SIDBI Term Loan of Rs. 100 Lakhs availed in the Month of March 2017 is repayable in 54 monthly instalments commencing from October 2017 and last instalment due in March 2022.
- iii) SIDBI Term Loan of Rs. 100 Lakhs availed in the Month of February 2019 is repayable in 54 monthly instalments commencing from August 2019 and last instalment due in March 2024.
- iv) SIDBI Term Loan of Rs. 100 Lakhs availed in the Month of September 2019 is repayable in 54 monthly instalments commencing from March 2020 and last instalment due in August 2024.
- v) SIDBI Term Loan of Rs. 250.00 Lakhs taken during the year 2015-16 is repayable in 90 monthly instalments commencing from August 2016 and last instalment due in January 2024.
- vi) SIDBI Term Loan of Rs. 100.00 Lakhs taken during the year 2018-19 is repayable in 90 monthly instalments commencing from April 2019 and last instalment due in September 2026.
- vii) SIDBI Term Loan of Rs. 115.00 Lakhs taken during the year 2019-20 is repayable in 90 monthly instalments commencing from March 2020 and last instalment due in August 2027.
- viii) HDFC Bank Machine Term Loan of Rs. 64.79 Lakhs taken during the year 2018-19 is repayable in 60 monthly instalments commencing from August 2019 and last instalment due in July 2024.
- ix) HDFC Bank Term Loan (Loan Against Property) of Rs. 100.00 Lakhs taken during the year 2019-20 is repayable in 126 monthly instalments commencing from February 2020 and last instalment due in July 2030.
- x) SIDBI Term Loan of Rs. 250.00 Lakhs taken during the year 2018-19 is repayable in 54 monthly instalments commencing from April 2019 and last instalment due in September 2023.

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

17. OTHER FINANCIAL LIABILITIES – NON-CURRENT

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
Trade/ security deposits received	1848597	2591631
Total	1848597	2591631

18. PROVISIONS – NON-CURRENT

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
Provision for Employee Benefits:		
Gratuity Provision	19188665	15019698
Total	19188665	15019698

19. DEFERRED TAX LIABILITIES (NET)

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
Tax effect of items constituting deferred tax liability:		
Property, Plant & Equipments	14101697	13683965
	14101697	13683965
Tax effect of items constituting deferred tax assets:		
Provision for gratuity	(5708103)	(4356083)
	(5708103)	(4356083)
Net Deferred Tax Liability	8393594	9327882

20. BORROWINGS - CURRENT

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
SECURED - At Amortized Cost		
Working Capital Loans from Banks*		
Cash Credit / Overdraft Facility	235736448	223782512
Buyer's Credit Facility	15483070	21254406
Total	251219518	245036918
* Cash Credit / Overdraft / WCDL Limits & Buyers' Credit / SBLC Facility from HDFC Bank Ltd. and ICICI Bank Ltd. are secured against equitable mortgage / hypothecation on all the immovable and movable properties of the respective Companies, inventory and book debts, both present and future.		

21. TRADE PAYABLES

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
Trade payables		
Total outstanding dues of Micro, small and medium enterprises	18681033	20302511
Others	69015507	88375824
Total	87696540	108678335

22. OTHER FINANCIAL LIABILITIES - CURRENT

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
Current maturities of Term Loans*	33198921	30186679
Current maturities of Vehicle Loans*	0	502007
Statutory Remittances	21479748	11557979
Other Payables	12235335	10040694
Total	66914004	52287358
*Refer notes in Note 16 Borrowings - Non-Current for details of security.		

23. OTHER CURRENT LIABILITIES

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
Credit Balances of Receivables	21537381	26060180
Total	21537381	26060180

24. PROVISIONS - CURRENT

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
Provision for Expenses	23867350	25613765
Provision for Employee Benefits - Gratuity	1537199	852878
Total	25404549	26466643

25. INCOME TAXES

a) Income Tax Expenses

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Current Tax:		
❖ Current Tax	18040100	21285000
❖ Tax pertaining to earlier years	326866	782053
Deferred Tax	(284129)	720537
Total	18082837	22787590

A reconciliation of income tax expenses applicable to accounting profit before tax at the statutory income tax rate to income tax expenses recognized for the year is indicated below:

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Profit before tax	66435947	78434297
Enacted tax rate in India including surcharge/cess, if any	26.339%	27.583%
Expected income tax expenses at statutory tax rate	17498843	21634628
Tax Impact on account of		
Depreciation under income tax act	(469702)	(943738)
Expenses allowed only on payment basis	515379	250531
Expenses not deductible in determining taxable profits	82499	10726
Others	413080	332853
Tax expenses pertaining to current year	18040099	21285000
Effective Income Tax Rate	27.154%	27.137%

b) CURRENT TAX LIABILITY (NET)

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
Provision for Income Tax	18040100	21285000
Less: Advance Tax and TDS	14130882	18389483
Net Provision for Income Tax	3909218	2895517
Total	3909218	2895517

26. REVENUE FROM OPERATIONS

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Sale of Products (A)		
Sale of Products	1095044493	1185803553
	1095044493	1185803553
Less: Discounts on Sales (Cash/Trade)	4475467	3416650
	1090569026	1182386903
Sale of Services (B)		
Installation and Fixing Income	29073687	25334507
Total (A+B)	1119642712	1207721410

27. OTHER INCOME

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Interest Income	2277559	1485524
Foreign Exchange Fluctuation Gain	1604584	2181333
Profit on sales of Fixed Assets	94554	8962
Income from Rent	868200	634968
Interest on Income Tax Refund	5967	0
Total	4850864	4310787

28. COST OF MATERIAL CONSUMED

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Inventory at the beginning of the year	187910353	197252967
Add: Purchases during the year	562938654	682229416
	750849008	879482383
Less: Inventory at the end of the year	167460684	187910353
Total	583388323	691572030

29. PURCHASE OF STOCK IN TRADE

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Purchase of Trading Goods	28439849	10735068
Total	28439849	10735068

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

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
<u>Inventories at the end of the year:</u>		
Finished Goods - Manufactured	94769087	101206189
Finished Goods - Trading	10694642	12304003
Stores & spare Parts	3984856	5446000
Stock in Process and Semi-Finished goods	26748478	24486080
TOTAL	136197063	143442272
<u>Inventories at the beginning of the year including of new subsidiaries:</u>		
Finished Goods - Manufactured	101206189	79068501
Finished Goods - Trading	12304003	9859456
Stores & spare Parts	5446000	5308500
Stock in Process and Semi-Finished goods	24486080	19940312
TOTAL	143442272	114176769
Net (increase) / decrease	7245209	(29265503)

31. EMPLOYEES BENEFIT EXPENSE

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Salary, Wages and Bonus to Employees	162493030	181065791
Contributions to Provident Fund	2638676	2409306
Gratuity	4181127	3751323
Remuneration to Directors	25200000	23775000
Staff Welfare Expenses	2644718	2768138
Total	197157551	213769558

32. FINANCE COST

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Interest expense	46728381	46412389
Bank Charges & other financial charges	3003939	3140960
Foreign Exchange Fluctuation Charges	67025	0
Total	49799346	49553348

33. DEPRECIATION AND AMORTIZATION EXPENSE

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Depreciation on Property, Plant and Equipment	34849823	35052523
Depreciation on Investment Property	386674	390734
Total	35236497	35443257

34. OTHER EXPENSES

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Manufacturing Expenses		
Power & Fuel	42765758	42983065
Repair & Maintenance of Plant & Machinery	12681343	15024839
Electric Repair and Maintenance	605360	631648
Glass Hardware & Fittings	1325562	1796861
Installation & Fixing charges	23271013	21199930
Factory/Godown Rent	2837798	2709623
Carriage inward	13353062	11178572
Factory Expenses	2695397	3586928
Water Charges	464986	539562
Work Contract Execution Expenses	0	106592
Expenses for Import of Raw Material	5633698	9406544
	105633977	109164165
Office & Administrative Expenses		
Auditor Fees	190000	190000
Insurance expenses	2423676	1412895
Legal & Professional expenses	1336477	1284234
Office /Branch and Misc. Expenses	713658	1028793
Postage & Telegram Expenses	460375	458320
Printing & Stationary	879074	909953
News Paper & Periodicals	17967	13584
Subscription and Membership fee	310010	231190
Registration and filling fee	665030	517022
Office & Godown Rents	2470965	1760440
Rent Rate and Tax	6500565	7648883
Sitting Fee to Independent Directors	36000	41000
Repair & Maintenance Computer	335254	438440
Repair & Maintenance building	219644	27425
Vehicle running & Maintenance	2096428	1535599
Telephone, Cellular & Internet expenses	1390921	1498453
ISO Certification charges	0	40000
Conveyance Expenses	4301666	4716064

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Donation	37544	38554
Corporate Social Responsibility Expenses	260000	0
	24645253	23790850
Selling & Distribution Expenses		
Advertisement & Sales Promotion Expenses	4366503	4903765
Travelling Expenses	7882166	8268443
Carriage Outward	9880178	12713194
Expenses for Export	0	83784
Tender Expenses	19000	30306
Exhibition Expenses	1028000	1250
Commission on Sales	890503	952710
Discount Allowed	2445275	1881677
	26511624	28835129
Total	156790854	161790143

35. EXCEPTIONAL ITEMS – (GAIN)/LOSS, NET

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Deficit/(Surplus) on Disposal of Investment Property	4232861	0
Total	4232861	0

36. EARNING PER SHARE

Particulars	2019-20	2018-19
(a) Net Profit after Tax as per Statement of Profit & Loss	44120249	55646707
(b) Net Profit available to Equity Shareholders	44107730	55610007
(c) Number of equity shares at year end	10824245	10824245
(d) Weighted Average No. of Equity Shares	10824245	10824245
(e) Basic / Diluted Earnings per Share (b)/(d)	4.07	5.14
(f) Face value per equity share	10.00	10.00

37. EMPLOYEE BENEFITS

a) Contribution to Provident Fund and Employees State Insurance

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

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Employer's contribution to provident fund (includes pension fund)	2638676	2409306
Employer's contribution to Employees State Insurance	1240599	1799795

b) Gratuity

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

Particulars	31 st March, 2020	31 st March, 2019
1. Amounts Recognized in Statement of Profit and Loss		
a. Current Service Cost	3070046	2570860
b. Interest on Defined Benefit Obligation	1111081	1180463
c. Past Service Cost	0	0
Total amount included in "Employee Benefit Expense"	4181127	3751323

Particulars	31 st March, 2020	31 st March, 2019
2. Amounts Recognized in other comprehensive income (OCI)		
a. Net cumulative unrecognized actuarial Losses/ (Gains) opening	0	0
b. Net Actuarial Losses/ (Gains) Recognized in Year	2372400	(1346297)
Unrecognized actuarial Losses/ (Gains) for the year	2372400	(1346297)
3. Amount Recognized in Balance Sheet		
a. Present Value of Unfunded Obligations	20725864	15872576
Net Liability	20725864	15872576
b. Net Liability is bifurcated as follows:		
Current	1537199	852878
Non-Current	19188665	15019698
Net Liability	20725864	15872576
4. Reconciliation of present value of defined benefit obligations		
a. Present value of obligation as at the beginning of the period	15872576	15231777
b. Current Service Cost	3070046	2570860
c. Interest Cost	1111081	1180463
d. Actuarial Losses/ (Gain)	2372400	(1346297)
e. Past Service Cost	0	0
f. Benefits Paid	(1700239)	(1764227)
g. Present value of obligation as at the end of the period	20725864	15872576
5. Actuarial Assumptions of the defined benefit obligations		
a. Discount Rate (p.a.)	7.00%	7.75%
b. Salary Escalation Rate (p.a.)	6.00%	6.00%

38. CIF VALUE OF IMPORTS

Particulars	2019-20	2018-19
(a) Raw Materials	62984881	136368299
(b) Traded Goods	35136002	4821597
(c) Components and Spare Parts	0	205216
(d) Capital Goods	3393045	12194445
Total	101513928	153589557

39. EXPENDITURES IN FOREIGN CURRENCY

Particulars	2019-20	2018-19
(a) Others (Travelling Expenses)	358600	698300
Total	358600	698300

40. IMPORTED AND INDIGENOUS MATERIAL CONSUMED

Particulars	2019-20	2018-19
(a) Total value of imported raw materials, spare parts and components consumed during the financial year	77531231	125398570
(b) Total value of all indigenous raw materials, spare parts and components similarly consumed	518538435	581198299
(c) Total value of imported and indigenous raw material, spare parts and components consumed during the financial year	596069666	706596869
(d) Imported raw material, spare parts and components consumed in %	13.01%	17.75%
(e) Indigenous raw material, spare parts and components consumed in %	86.99%	82.25%

41. SEGMENT REPORTING

Identification of Segments:

The chief operational decision maker monitors the operating results of its Business segment separately for the purpose of making decision about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. Operating segment have been identified on the basis of nature of products and other quantitative criteria specified in the Ind AS 108. The group has two operating and reporting segments viz:

- A. Plastic Product
- B. Modular Furniture

Segment revenue and results:

Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment.

Segment assets and Liabilities:

Segment assets include all operating assets used by the operating segment and mainly consist of property, plant and Equipments, trade receivables, Inventory and other operating assets. Segment liabilities primarily includes trade payable and other liabilities.

Inter Segment transfer:

Inter Segment revenues are recognised at sales price. The same is based on market price and business risks. Profit or loss on inter segment transfer are eliminated at the group level.

Primary Segment Information:

Particulars	2019-20	2018-19
Segment Revenue		
❖ Plastic Products	887687998	1025066292
❖ Modular Furniture	234483347	185813180
Gross Turnover (Turnover and Inter Segment Transfers)	1122171345	1210879472
Less: Inter Segment Transfers	2528633	3158062
Revenue from Operations	1119642712	1207721410
Segment Results		
❖ Plastic Products	94915481	115023863
❖ Modular Furniture	19036286	11478258
Total Segment Profit before Interest & Tax	113951767	126502121
❖ Finance Cost	(49799346)	(49553348)
❖ Interest Income	2283526	1485524
Profit before tax	66435947	78434297
Segment Assets		
❖ Plastic Products	979091178	1007125645
❖ Modular Furniture	166218511	139068268
Total	1145309689	1146193913
Segment Liabilities		
❖ Plastic Products	979091178	1007125645
❖ Modular Furniture	166218511	139068268
Total	1145309689	1146193913

42. CONTINGENT LIABILITIES

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
(a) Performance Bank Guarantees given to third parties for contractual obligations	60476905	64207922

43. RELATED PARTY DISCLOSURES

A) RELATED PARTIES AND THEIR RELATIONSHIP				
I. Key Management Personnel				
✓ Mr. Digvijay Dhabriya, Chairman & Managing Director				
✓ Mr. Mahendra Karnawat, Director				
✓ Mr. Shreyansh Dhabriya, Director				
✓ Mrs. Anita Dhabriya, Director				
✓ Mr. Hitesh Agrawal, Chief Financial Officer				
✓ Mr. Sparsh Jain, Company Secretary & Compliance Officer				
✓ Mr. Atul Jain, Director				
✓ Mr. Sourabh Mathur, Director				
II. Enterprises over which Key Managerial Personnel's are able to exercise significant influence/control:				
✓ Polywood India Ltd.				
b) Transactions with related parties for the year ended 31st March, 2020				
Particulars	Enterprises over which KMP exercise significant influence / control		Key Management Personnel and their relatives	
	2019-20	2018-19	2019-20	2018-19
Remuneration to Key Management Personnel's	0	0	25200000	23775000
Salary & Allowances to Employees	0	0	8269800	8009800
Interest Payment	30000	34048	219016	469240
Directors Sitting Fees	0	0	36000	41000
Rent Expenses	0	0	120000	120000
Sales of Goods	0	0	18458	0
<u>Balance as at 31st March</u>				
Long Term Borrowings	200000	200000	9050000	37429727
Provisions – Current	0	0	1815556	1809186
Trade Receivable	0	0	18458	0
Other Financial Liabilities – Current	0	0	40937	95325
Other Financial Assets - Current	0	0	49200	0

44. FINANCIAL INSTRUMENTS

a. Capital Risk Management

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

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

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. The Group has complied with these covenants and there have been no breaches in the financial covenants of any interest-bearing loans and borrowings. No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2020 and March 31, 2019.

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

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
Long term borrowings	154725933	195756068
Current maturities of long-term debt	33198921	30688686
Short term borrowings	251219518	245036918
Less: Cash and cash equivalents	(27596753)	(30910946)
Less: Bank Balances other than Cash and cash equivalents	0	0
Net Debt	411547618	440570726
Total Equity	504471690	462073683
Gearing Ratio	0.82	0.95

b. Categories of financial instruments

Particulars	As at March 31, 2020		As at March 31, 2019	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets				
Measured at amortized cost				
Loans	13606887	13606887	12696738	12696738
Other Financial Assets	27284799	27284799	26125558	26125558
Trade Receivables	282798872	282798872	264682899	264682899
Cash and Cash equivalents	27596753	27596753	30910946	30910946
Non-current Investment	18500	18500	18500	18500
Total Financial Assets at amortized cost (A)	351305812	351305812	334434640	334434640
Measured at Fair Value through other comprehensive income (B)	0	0	0	0
Measured at fair value through profit and loss (C)	0	0	0	0
Total Financial Assets (A+B+C)	351305812	351305812	334434640	334434640
Financial Liabilities				
Measured at amortized cost				
Long Term Borrowings	154725933	154725933	195756068	195756068
Current Maturities of Long-Term Borrowings	33198921	33198921	30688686	30688686
Short Term Borrowings	251219518	251219518	245036918	245036918
Trade Payables	87696540	87696540	108678335	108678335
Other Financial Liabilities	35563680	35563680	24190303	24190303
Total Financial Liabilities carried at amortized cost	562404592	562404592	604350310	604350310

c. Financial Risk Management objects and policies

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

Market Risk

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

Interest Rate Risk

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

Foreign Currency Risk

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

Credit Risk

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

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

Liquidity Risk

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

Particulars	Less Than 1 year	1 to 5 years	More than 5 years	Total
As at March 31, 2020				
Borrowings	251219518	142820155	11905778	405945451
Trade and Other payables	87696540	0	0	87696540
Other Financial Liabilities	68762601	0	0	68762601
Total	407678659	142820155	11905778	562404592
As at March 31, 2019				
Borrowings	245036918	192416068	3340000	440792986
Trade and Other payables	108678335	0	0	108678335
Other Financial Liabilities	54878989	0	0	54878989
Total	408594242	192416068	3340000	604350311

45. ENTERPRISES CONSOLIDATED AS SUBSIDIARY IN ACCORDANCE WITH INDIAN ACCOUNTING STANDARD 110 - CONSOLIDATED FINANCIAL STATEMENTS

Name of the Enterprises	County of Incorporation	Proportion of Ownership Interest	
		As at March 31, 2020	As at March 31, 2019
1. Dynasty Modular Furnitures Pvt. Ltd.	India	100%	100%
2. Polywood Profiles Pvt. Ltd.	India	100%	100%
3. Polywood Green Building Systems Pvt. Ltd.	India	99%	99%

46. OTHER NOTES

- ❖ In March 2020, the World Health Organisation declared COVID-19 a global pandemic. Consequent to this, Government of India declared a nation-wide lockdown from 24th March 2020, which has impacted normal business operations of the Group. The Group has assessed the impact of this pandemic on its business operations and has considered all relevant internal and external information available up to the date of approval of these financial statements, to determine the impact on the Group's revenue from operations for foreseeable future and the recoverability and carrying value of certain assets such as property, plant and equipment, investments, inventories and trade receivables etc. The impact of Covid-19 pandemic on the overall economic environment being uncertain may affect the underlying assumptions and estimates used to prepare Group's financial statements, which may differ from that considered as at the date of approval of these consolidated financial statements. The Group has resumed its business activities by reopening of manufacturing units and sales points of the respective enterprise, in line with the guidelines issued by the Government authorities, taken steps to strengthen its liquidity position and initiated cost restructuring exercise. However, the Group does not anticipate any challenges in its ability to continue as going concern or meeting its financial obligations. As the situation is unprecedented, while the lockdown is gradually lifting, the Group is yet closely monitoring the situation as it evolves in the future.
- ❖ Group does not have any long-term contract including derivative contract for which there are any material foreseeable losses.
- ❖ There are no amounts which are required to be transferred to the Investor Education and Protection Fund.
- ❖ Previous year figures have been reworked, regrouped, rearranged and reclassified, wherever necessary.

47. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved for issue by the Board of Directors on 29th July 2020.

As per our Report of even date

For **TAMBI ASHOK & ASSOCIATES**
Chartered Accountants
Firm Regn. No. 005301C

Sd/-
(CA ASHOK KUMAR TAMBI)
Partner

M. No. 074100

Jaipur, July 29, 2020

For **DHABRIYA POLYWOOD LIMITED**

Sd/-
DIGVIJAY DHABRIYA
Director
(DIN: 00519946)

Sd/-
HITESH AGRAWAL
Chief Financial Officer

Sd/-
MAHENDRA KARNAWAT
Director
(DIN: 00519876)

Sd/-
SPARSH JAIN
Company Secretary

INDEPENDENT AUDITOR'S REPORT

To the Members of
Dhabriya Polywood Limited

Report on the Audit of Standalone Financial Statements

We have audited the accompanying Standalone Financial Statements of **DHABRIYA POLYWOOD LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the Standalone Financial Statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone 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 accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, its profit including other comprehensive income, its cash flows and changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit 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 Standalone Financial Statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements find as and the 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, 2020. 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.

We have determined the matters described below to be the key audit matter to be communicated in our report. We have fulfilled the responsibilities described in the Auditors' responsibilities for the audit of the Standalone Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Standalone Financial Statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Standalone Financial Statements.

A. Revenue Recognition

Key Audit Matter Description

The Company's revenue is principally derived from sale of products of PVC-uPVC Profile Sections, Doors, Windows and others. Revenue from sale of goods is recognized when control of the products being sold is transferred to the customer and when there are no unfulfilled obligations. The performance obligations in the contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on terms of order / contract with the customer. Revenue is measured at fair value of the consideration received or receivable after deduction of any trade/volume discounts and taxes or duties collected.

We identified revenue recognition as a key audit matter since revenue is significant to the financial statements and is required to be recognized as per the requirements of applicable accounting framework.

How our audit addressed the Key Audit Matter

- ❖ We assessed the appropriateness of the revenue recognition accounting policies by comparing them with applicable Indian Accounting Standards (Ind AS).
- ❖ Evaluated the process followed by the management for revenue recognition including

understanding and testing of key controls related to recognition of revenue in correct period.

- ❖ Performed substantive testing on samples selected using statistical sampling of revenue transactions, recorded during the year by testing the underlying documents to determine whether revenue has been recognized correctly.
- ❖ Tested, on a sample basis, specific revenue transactions recorded before and after the financial year end date including examination of credit notes issued after the year end to determine whether the revenue has been recognized in the appropriate financial period, and timely. Based on the above stated procedures, no significant exceptions were noted in revenue recognition.

B. Inventory Existence and Valuation

Key Audit Matter Description

Inventory is held in various locations by the Company. There are complexities and manual process involved in determining inventory quantities on hand and valuation of the same due to the Company's presence across different locations within the country, diverse & numerous inventory products and work in progress at different stages of the processes at various manufacturing units. Therefore, inventory quantities and valuation is identified as a key audit matter.

How our audit addressed the Key Audit Matter

- ❖ We have attended inventory counts, which we selected based on financial significance and risk, observed management's inventory count procedures to assess the effectiveness, selected a sample of inventory products and compared the quantities counted to the quantities recorded and ensured inventory adjustments, if any, are recorded in the books of accounts.
- ❖ Assessed whether the management's internal controls relating to inventory's valuation are appropriately designed and implemented.
- ❖ Discussed with the management on the management's process of identifying the stages of completion and valuing work in progress stock at the time of book closure process.
- ❖ Verified the correctness of valuation made by the management on a sample basis, with regard to the cost and net realizable value of inventory.

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

The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report but does not include the Standalone Financial Statements and our auditor's report thereon.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Standalone 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, changes in equity and cash flows 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 from time to time.

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

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the audit of Standalone 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 Standalone 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 Standalone 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, 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 Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements for the financial year ended March 31, 2020 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 Section 143(11) of the Act, we give in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid Standalone Financial Statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued there under;
 - (e) On the basis of the written representations received from the Directors of the Company as on 31st March, 2020, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a Director in terms of Section 164(2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of

the Company with reference to these Standalone Financial Statements and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**" to this report;

- (g) In our opinion, the managerial remuneration for the year ended March 31, 2020 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;
- (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;
 - ii. The Company did not have any long-term contracts including derivative contracts hence, the question of any material foreseeable losses does not arise;
 - iii. There were no amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **TAMBI ASHOK & ASSOCIATES**
Chartered Accountants
(Firm Regn. No.005301C)

SD/-
(CA ASHOK KUMAR TAMBI)
Partner
Membership No. 74100
UDIN: 20074100AAAACS9876

Jaipur, July 29, 2020

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 of even date to the members of **DHABRIYA POLYWOOD LIMITED** on the Standalone Financial Statements for the year ended on 31st March 2020, we report that:

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

grant of loans, making investments and providing guarantees and securities, as applicable.

- (v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable to the Company.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under Section 148(1) of the Act, related to the manufacturing activities, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- (vii) According to the information and explanation given to us in respect of statutory dues:
 - a. The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees’ State Insurance, Income-tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it to the appropriate authorities.
 - b. There were no undisputed amounts payable in respect of Provident Fund, Employees’ State Insurance, Income-tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at 31st March 2020 for a period of more than six months from the date they became payable.
 - c. There were no dues pending to be deposited on account of any dispute in respect of Income Tax, Wealth Tax, Sales Tax, Custom Duty, Service Tax, Excise Duty, Cess, Value Added Tax, Goods and Service Tax etc.
- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks and financial institutions. Company has not taken any loan or borrowing from Government and has not issued any debentures.

- (ix) In our opinion and according to the information and explanations given to us, money raised by way of the term loans have been applied by the Company during the year for the purposes for which they were raised, other than temporary deployment pending application of proceeds. The Company has not raised moneys by way of further public offer (including debt instruments) during the year.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 188 and 177 of the Act, where applicable, for all

transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

- (xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or Directors of its subsidiary companies or persons connected with him.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For **TAMBI ASHOK & ASSOCIATES**
Chartered Accountants
(Firm Regn. No.005301C)

SD/-
(CA ASHOK KUMAR TAMBI)
Partner
Membership No. 74100
UDIN: 20074100AAAACS9876

Jaipur, July 29, 2020

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 of even date

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

We have audited the internal financial controls over financial reporting of **DHABRIYA POLYWOOD LIMITED** (“the Company”) as of March 31, 2020 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 Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial

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

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these Standalone Financial Statements.

Meaning of Internal Financial Controls Over Financial Reporting

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

being made only in accordance with authorizations of Management and Directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls over financial reporting with reference to these Standalone Financial Statements and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **TAMBI ASHOK & ASSOCIATES**
Chartered Accountants
 (Firm Regn. No.005301C)

SD/-
(CA ASHOK KUMAR TAMBI)
Partner

Membership No. 74100
 UDIN: 20074100AAAACS9876

Jaipur, July 29, 2020

DHABRIYA POLYWOOD LIMITED			
BALANCE SHEET			
AS AT 31 st MARCH 2020			
Particulars	Note	As at 31 st March 2020	As at 31 st March 2019
A. ASSETS			
I. Non-current Assets			
a) Property, Plant and Equipment	4	327588104	343342276
b) Capital work-in progress	4	29195649	5000
c) Investment Property	5	17081723	22993637
d) Financials Assets			
i) Investments	6	48015565	48015565
ii) Loans	7	2616917	2551710
iii) Others		0	0
e) Other non-current assets		0	0
Total Non-Current Assets		424497958	416908188
II. Current Assets			
a) Inventories	8	216619400	211590412
b) Financial Assets			
i) Trade Receivables	9	163948428	176400622
ii) Cash and cash equivalents	10	18715108	19451426
iii) Bank balances other than (iii) above		0	0
iv) Loans	11	3885644	3313444
v) Others	12	25721151	22866746
c) Other Current Assets	13	33873584	34619483
Total Current Assets		462763315	468242133
Total Assets		887261273	885150321
B. EQUITY AND LIABILITIES			
I. EQUITY			
a) Equity Share Capital	14	108242450	108242450
b) Other Equity	15	283321856	270089890
Total Equity		391564306	378332340
II. LIABILITIES			
1) Non-current Liabilities			
a) Financial Liabilities			
i) Borrowings	16	123560969	132840504
ii) Other Financial Liabilities	17	1743715	2362555
b) Provisions	18	13503243	10458346
c) Deferred tax liabilities (net)	19	6500832	6987749
d) Other non-current liabilities		0	0
Total Non-Current Liabilities		145308759	152649154
2) Current Liabilities			
a) Financial Liabilities			
i) Borrowings	20	198016259	206413864
ii) Trade Payables	21		
Dues to Micro and Small Enterprises		14915773	16565149
Dues to Creditors other than Micro and Small Enterprises		61073914	68484526
iii) Other Financial Liabilities	22	39324544	31549127
b) Other Current Liabilities	23	20638422	14662978
c) Provisions	24	14038555	16493183
d) Current tax liabilities (Net)	25	2380741	0
Total Current Liabilities		350388208	354168827
Total Equity and Liabilities		887261273	885150321
See accompanying notes forming part of the Financial statements		1 to 47	
<div> <div> As per our Report of even date For TAMBİ ASHOK & ASSOCIATES Chartered Accountants Firm Regn. No. 005301C Sd/- (CA ASHOK KUMAR TAMBİ) Partner M. No. 074100 Jaipur, July 29, 2020 </div> <div> For DHABRIYA POLYWOOD LIMITED Sd/- DIGVIJAY DHABRIYA Director (DIN: 00519946) Sd/- Hitesh Agrawal Chief Financial Officer </div> <div> Sd/- MAHENDRA KARNAWAT Director (DIN: 00519876) Sd/- Sparsh Jain Company Secretary </div> </div>			

DHABRIYA POLYWOOD LIMITED			
STATEMENT OF PROFIT AND LOSS			
FOR THE YEAR ENDED ON 31 st MARCH, 2020			
Particulars	Note	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
I. Revenue			
Revenue from operations	26	601614751	737428108
Other Income	27	3242466	3448489
Total Income		604857217	740876597
II. Expenses			
(a) Cost of materials Consumed	28	311955491	396707804
(b) Purchase of Traded Goods	29	21662240	19638842
(c) Change in Inventories of Finished Goods, WIP and Stock-in-trade	30	(16746834)	(18826803)
(d) Employee Benefits Expense	31	112091119	137630158
(e) Finance Cost	32	34406759	37103233
(f) Depreciation and Amortization Expense	33	25186480	25449309
(g) Other Expenses	34	90260374	101644035
Total Expenses		578815629	699346578
III. Profit Before Tax & Exceptional Items		26041588	41530019
IV. Exceptional Items	35	4232861	0
V. Profit after Exceptional Items & before Taxes		21808727	41530019
VI. Tax Expense/ (credit):			
❖ Current Tax	25	7380000	11000000
❖ Deferred Tax		7602	946187
❖ Short/ (Excess) provision for taxes of earlier years		(93889)	483227
Total Tax		7293713	12429414
VII. Profit for the period		14515014	29100605
VIII. Other Comprehensive Income (OCI)			
Item that will not be reclassified to profit or loss			
❖ Remeasurements of the defined benefit liabilities		(1777567)	819407
❖ Income tax relating to items that will not be reclassified to profit or loss		494519	(227959)
Other Comprehensive Income for the period After Tax		(1283048)	591448
IX. Total Comprehensive Income for the period After Tax		13231966	29692053
X. Earnings per Equity Share (of ₹ 10/- each)			
(a) Basic & Diluted	36	1.34	2.69
See accompanying notes forming part of the financial statements	1to47		
<p>As per our Report of even date</p> <p>For TAMBİ ASHOK & ASSOCIATES</p> <p>Chartered Accountants</p> <p>Firm Regn. No. 005301C</p> <p>Sd/-</p> <p>(CA ASHOK KUMAR TAMBİ)</p> <p>Partner</p> <p>M. No. 074100</p> <p>Jaipur, July 29, 2020</p>			
<p>For DHABRIYA POLYWOOD LIMITED</p> <p>Sd/-</p> <p>DIGVIJAY DHABRIYA</p> <p>Director</p> <p>(DIN: 00519946)</p> <p>Sd/-</p> <p>HITESH AGRAWAL</p> <p>Chief Financial Officer</p> <p>Sd/-</p> <p>MAHENDRA KARNAWAT</p> <p>Director</p> <p>(DIN: 00519876)</p> <p>Sd/-</p> <p>SPARSH JAIN</p> <p>Company Secretary</p>			

DHABRIYA POLYWOOD LIMITED			
CASH FLOW STATEMENT			
FOR THE YEAR ENDED ON 31 st MARCH, 2020			
Particulars	For the year ended 31 st March, 2020		For the year ended 31 st March, 2019
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before tax as per Profit & Loss Statement		26041588	41530019
Adjusted for:			
Depreciation and amortization expenses	25186480		25449309
Finance Costs	34406759		37103233
Interest Income	(1120710)		(991088)
		58472529	61561454
Operating Profit before working capital changes		84514117	103091473
Adjustment for:			
(Increase) / Decrease in Trade Receivables	12452194		20530331
(Increase) / Decrease in Inventories	(5028988)		(12702409)
(Increase) / Decrease in Other Assets	(2745914)		(20211353)
(Decrease) / Increase in Trade Payables	(9059989)		21984720
(Decrease) / Increase in Provisions	590269		2315852
(Decrease) / Increase in Other Liabilities	8896461		(16434368)
		5104034	(4517226)
Cash generated from/ (used in) operations		89618151	98574247
Direct Taxes Paid		(4905370)	(11483227)
Net cash generated from/ (used in) operating activities – (A)		84712781	87091020
B. CASH FLOW FROM INVESTING ACTIVITIES			
Payment for Property, plant and equipment and Capital work in progress and Investment properties	(36943904)		(42989478)
Interest income	1120710		991088
Net cash (used in) Investing Activities – (B)		(35823194)	(41998390)
C. CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from Non-Current borrowings	67883070		59847843
Repayment of Non-Current borrowings	(74704612)		(71600229)
Net Increase/(decrease) in Current borrowings	(8397604)		8297847
Interest paid	(34406759)		(37103233)
Net cash (used in)/ from financing activities – (C)		(49625905)	(40557772)
Net Increase/ (decrease) in Cash & Cash Equivalents (A+B+C)		(736318)	4534858
Cash and cash equivalents at the beginning of the year		19451426	14916568
Cash and cash equivalents at the end of the year		18715108	19451426
1. Cash and cash equivalents at the end of the year comprises:			
Cash on hand		3507617	223304
Balances with Banks			
(j) In current accounts		2058697	4463972
(ii) In fixed deposit accounts		13148794	14764150
Total		18715108	19451426
As per our Report of even date			
For TAMBHI ASHOK & ASSOCIATES			
Chartered Accountants			
Firm Regn. No. 005301C			
Sd/-	For DHABRIYA POLYWOOD LIMITED		
(CA ASHOK KUMAR TAMBHI)			
Partner			
M. No. 074100			
Jaipur, July 29, 2020			
	Sd/-	Sd/-	
	DIGVIJAY DHABRIYA	MAHENDRA KARANAWAT	
	Director	Director	
	(DIN: 00519946)	(DIN: 00519876)	
	Sd/-	Sd/-	
	HITESH AGRAWAL	SPARSH JAIN	
	Chief Financial Officer	Company Secretary	

DHABRIYA POLYWOOD LIMITED				
STATEMENT OF CHANGES IN EQUITY				
For the year ended on 31 st MARCH 2020				
A. Equity Share Capital				
Particulars				Amount
Balance as at 01 st April, 2018				108242450
Changes in equity share capital during the year				0
Balance as at 31 st March, 2019				108242450
Changes in equity share capital during the year				0
Balance as at 31 st March, 2020				108242450
B. Other Equity				
Particulars	Other Equity			Amount
	Reserve and Surplus			
	General Reserve	Share Premium Account	Retained Earnings Account	
Balance as at 01 st April, 2018	197764353	41765115	868369	240397837
1. Profit for the year	0	0	29100605	29100605
2. Other comprehensive income for the year, net of income tax	0	0	591448	591448
Total Comprehensive Income for the year	0	0	29692053	29692053
3. Premium received on issue of Shares	0	0	0	0
4. Transfer to / (from) Retained earnings	30560422	0	(30560422)	0
Balance as at 31 st March, 2019	228324775	41765115	0	270089890
1. Profit for the year	0	0	14515014	14515014
2. Other comprehensive income for the year, net of income tax	0	0	(1283048)	(1283048)
Total Comprehensive Income for the year	0	0	13231966	13231966
3. Premium received on issue of Shares	0	0	0	0
4. Transfer to / (from) Retained earnings	13231966	0	(13231966)	0
Balance as at 31 st March, 2020	241556741	41765115	0	283321856
As per our Report of even date				
For TAMBİ ASHOK & ASSOCIATES		For DHABRIYA POLYWOOD LIMITED		
Chartered Accountants				
Firm Regn. No. 005301C				
Sd/-	DIGVIJAY DHABRIYA	Sd/-	MAHENDRA KARNAWAT	
(CA ASHOK KUMAR TAMBİ)	Director		Director	
Partner	(DIN: 00519946)		(DIN: 00519876)	
M. No. 074100		Sd/-	SPARSH JAIN	
	HITESH AGRAWAL		Company Secretary	
Jaipur, July 29, 2020	Chief Financial Officer			

Notes forming part of Financial Statements
for the year ended March 31, 2020

1. CORPORATE INFORMATION

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

2. SIGNIFICANT ACCOUNTING POLICIES

A. BASIS OF PREPERATION AND PRESENTATION

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act. The accounting policies are applied consistently to all the periods presented in the financial statements. The financial statements have been prepared on a historical cost basis except for certain financial instruments which are measured at fair value at the end of each reporting period.

B. CURRENT AND 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 realized or intended to be sold or consumed in normal operating cycle;
- ❖ Expected to be realized 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 normal operating cycle;
- ❖ 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.

C. REVENUE RECOGNITION

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

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

Income from Services: Revenue from sale of services are recognized when services are rendered and related costs are incurred. Income from services is also net of Goods and Service Tax.

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

D. PROPERTY, PLANT AND EQUIPMENT

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

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

Depreciation methods, estimated useful lives and residual value

Depreciation on Property, plant and equipment is provided to the extent of depreciable amount on the Written Down Value Method on the basis of useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 to allocate their cost, net of their residual values, over their estimated useful lives. Depreciation on additions and deletion during the year has been provided on pro rata basis with reference to the date of addition and deletion. The residual values and useful lives are reviewed and adjusted if appropriate at the end of each reporting period.

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

E. INVESTMENT PROPERTY

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. Investment properties are depreciated using the written down value method over their estimated useful life.

F. IMPAIRMENT OF ASSETS

The carrying amount of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss will be recognised in the Statement of Profit and Loss wherever the carrying amount of an asset exceeds its estimated recoverable amount. When an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed

the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss. Provision for impairment will be reviewed periodically and amended depending on changes in circumstances.

G. FOREIGN CURRENCY TRANSACTIONS

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

Any income or expenses on account of exchange difference either on settlement of monetary items or on reporting these items at rates different from rates at which these were initially recorded / reported in previous financial statements are recognized as income / expense in the statement of profit and loss except in cases where they relate to acquisition of fixed assets in which case they are adjusted to the carrying cost of such assets.

H. CASH AND CASH EQUIVALENTS

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

I. TRADE RECEIVABLES

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. Trade receivables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method, less provision for impairment, if any.

J. INVENTORIES

Raw materials, Packing Materials, stores, spares & consumables, work in progress and finished goods are stated at the lower of cost and net realizable value. Cost of raw materials, packing materials comprises cost of purchases, non-refundable purchase taxes and any directly attributable expenses related to inventories. Cost of raw materials, packing materials, stores, spares & consumables is determined on a first in first out method. Cost of work-in-progress and finished goods comprises materials and appropriate proportion of all variable and fixed overhead expenditures, which is allocated on a systematic basis.

Costs of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs of purchased inventory are determined after deducting rebates and discounts, if any. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

K. INVESTMENT IN SUBSIDIARIES

A subsidiary is an entity controlled by the Company. Control exists when the Company has power over the entity, is exposed, or has rights to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns.

Investments in subsidiaries are carried at cost. The cost comprises price paid to acquire investment and directly attributable cost. The Company reviews its carrying value of long-term investments in equity shares of subsidiaries carried at cost at the end of each reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

L. TRADE AND OTHER PAYABLES

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year

which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within twelve months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

M. BORROWING

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

N. BORROWING COST

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

O. EMPLOYEE BENEFITS

Short Term Employee Benefits

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

Post-Employment Benefits Defined Contribution Plans

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

Defined Benefit Plans

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

P. FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in statement of profit and loss.

FINANCIAL ASSETS

Initial recognition and measurement:

On initial recognition, a financial asset is recognized at fair value. All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value through profit

or loss (FVTPL) or fair value through other comprehensive income (FVOCI) depending on the classification of the financial assets. Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

Derecognition

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the contractual rights to receive the cash flows from the asset.

Investment in Subsidiaries:

The Company's investment in equity instruments of Subsidiaries are accounted for at cost as per Ind AS 27, including adjustment for fair value of obligations, if any, in relation to such subsidiaries.

Impairment of financial assets

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognizes lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the lifetime expected credit losses, if the credit risk on the financial asset has increased significantly since initial recognition.

FINANCIAL LIABILITIES AND EQUITY INSTRUMENTS

Classification as equity

Equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognized at the proceeds

received, net of direct issue costs. Repurchase of the Company's own equity instruments is recognized and deducted directly in equity. No gain or loss is recognized in statement of profit and loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortized cost unless at initial recognition, they are classified as fair value through profit or loss. In case of trade payables, they are initially recognized at fair value and subsequently, these liabilities are held at amortized cost, using the effective interest method.

All financial liabilities are subsequently measured at amortized cost using the effective interest method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognized in the Statement of Profit and Loss. Interest expense are included in the 'Finance costs' line item. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Derecognition of financial liabilities

A financial liability is de-recognized 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 recognized in the statement of profit or loss.

Offsetting

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 recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

Q. INCOME TAXES

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

R. PROVISIONS AND CONTINGENT LIABILITIES

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, for which it is probable that a cash outflow may be required and a reliable estimate can be made of the amount of the obligation. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from

a third party, a receivable is recognized as an asset if it is virtually certain that reimbursements will be received and the amount of the receivable can be measured reliably.

Contingent liabilities are disclosed after evaluation of the facts and legal aspects of the matter involved, in line with the provisions of Ind AS 37. The Company records a liability for any claims where a potential loss probable and capable of being estimated and discloses such matters in its financial statements, if material. For potential losses that are considered possible, but not probable, the Company provides disclosures in the financial statements but does not record a liability in its financial statements unless the loss becomes probable.

S. EARNING PER SHARE

Basic earnings per share is calculated by dividing the net profit for the current year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The number of shares used in computing diluted earnings per share comprises the weighted average share considered for calculating basic earnings per share, and also the weighted average number of shares, which would have been issued on the conversion of all dilutive potential equity shares.

Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares as appropriate.

T. OPERATING CYCLE

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

3. CRITICAL ESTIMATES AND JUDGEMENTS

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

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

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

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

(ii) Taxation:

Tax expense is calculated using applicable tax rate and laws that have been enacted or substantially enacted. In arriving at taxable profit and all tax bases of assets and liabilities, the Company determines the taxability based on tax enactments, relevant judicial pronouncements and tax expert opinions, and makes appropriate provisions which includes an estimation of the likely outcome of any open tax assessments / litigations, if any. Any difference is recognized on closure of assessment or in the period in which they are agreed.

Deferred income tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, unabsorbed depreciation and unused tax credits could be utilized.

(iii) Impairment of investments:

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

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

As at 31st March 2020 and 31st March 2019

Particulars	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount	
	Balance as at 01 April, 2019	Additions / Adjustments	Disposals / discard of assets	As at 31 March, 2020	Balance as at 01 April, 2019	Depreciation for the year	Eliminated on Disposals / discard of assets	As at 31 March, 2020	As at 31 March, 2020	As at 31 March, 2019
Land	142121914	0	1871564	140250350	0	0	0	0	140250350	142121914
Building	100340644	0	0	100340644	8870046	5166547	0	14036593	86304051	91470598
Plant & Equipment	161395590	10399937	0	171795527	59667254	17466455	0	77133709	94661818	101728336
Furniture & Fixtures	2744385	237354	0	2981739	1214000	431215	0	1645215	1336524	1530385
Vehicles	9793397	0	1336922	8456475	6217291	993965	1279214	5932042	2524433	3576106
Office Equipment's	233733	36739	0	270472	123920	41326	0	165246	105226	109813
Computers	1097838	192454	0	1290292	743612	239117	0	982729	307563	354226
Misc. Fixed Assets	4025525	108422	0	4133947	1574627	461181	0	2035808	2098139	2450898
Total	421753026	10974906	3208486	429519446	78410750	24799806	1279214	101931342	327588104	343342276
Capital Work-in-progress	5000	29190649	0	29195649	0	0	0	0	29195649	5000

Property, plant and equipment have been pledged as security against certain borrowings of the Company as at March 31, 2020. Refer note 16 & 20.

5. INVESTMENT PROPERTY

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
Gross Carrying Amount		
Balance as the beginning of period	23624460	8248680
Add: Additions / Adjustments	10263770	15375780
Less: Disposals / discard of assets	15789010	0
Total at the end of period	18099220	23624460
Accumulated Depreciation		
Balance as the beginning of period	630823	240089
Add: Depreciation Charged for the Year	386674	390734
Less: Eliminated on Disposals / discard of assets	0	0
Total at the end of period	1017497	630823
Net Carrying Amount	17081723	22993637

6. INVESTMENT – NON-CURRENT

Particulars	As At 31 st March, 2020		As At 31 st March, 2019	
	No. of Units	Amount	No. of Units	Amount
A. Investment in Equity Instruments				
(Unquoted, fully paid-up shares in Subsidiary Companies, valued at cost)				
❖ Polywood Green Building Systems Pvt. Ltd	49500	495000	49500	495000
❖ Polywood Profiles Pvt. Ltd	46500	16507500	46500	16507500
❖ Dynasty Modular Furnitures Pvt. Ltd	756100	31000065	756100	31000065
B. Other Equity Instruments				
(Unquoted, fully paid-up shares, valued at cost)				
❖ Polywood India Ltd - non-listed Company	1000	10000	1000	10000
C. Investment in Government Securities				
(Unquoted, valued at amortized cost)				
❖ National Saving Certificates	-	3000	-	3000
Total		48015565		48015565

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

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
Security Deposits	2616917	2551710
Total	2616917	2551710

8. INVENTORIES

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
At Lower of cost or net realization value:		
Raw Materials	109208064	120652799
Packing Material	1467795	1740906
Stock in Progress and semi-finished goods	20607781	19738846
Finished Goods - Manufactured	77003941	62540476
Finished Goods - Traded	5797119	4072885
Consumables Items, Stores and Spare Parts	2534700	2844500
Total	216619400	211590412

9. TRADE RECEIVABLES

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
Unsecured, considered good:		
Trade Receivables	163948428	176400622
Total	163948428	176400622
* Trade Receivables are expected to realize at least the amount at which they are stated, if realized in the ordinary course of business.		

10. CASH AND CASH EQUIVALENTS

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
Cash and Cash Equivalents:		
a) Cash on hand	3507617	223304
b) Balances with banks		
i. In current accounts	2058697	4463972
ii. In fixed deposit accounts	13148794	14764150
Total	18715108	19451426

11. LOANS - CURRENT (UNSECURED, CONSIDERED GOOD)

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
Security & Other Deposits	3885644	3313444
Total	3885644	3313444

12. OTHER CURRENT FINANCIAL ASSETS

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
Balance with Government Authorities	22066094	21065547
Other Advances recoverable in cash	3655057	1801199
Total	25721151	22866746

13. OTHER CURRENT ASSETS

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
Advances to Suppliers	21095658	22994313
Prepaid Expenses	4541514	3961462
Other Advances recoverable for value to be received	8236412	7663708
Total	33873584	34619483

14. EQUITY SHARE CAPITAL

Particulars	As At 31 st March, 2020		As At 31 st March, 2019	
	No. of Shares	Amount in ₹	No. of Shares	Amount in ₹
(a) Authorised				
Equity Shares of ₹ 10/- each	12500000	125000000	12500000	125000000
(b) Issued				
Equity Shares of ₹ 10/- each	10824245	108242450	10824245	108242450
(c) Subscribed and fully paid-up				
Equity Shares of ₹ 10/- each	10824245	108242450	10824245	108242450
(d) Reconciliation of shares outstanding at the beginning & at the end of the reporting period				
At the beginning of the period	10824245	108242450	10824245	108242450
Add: Shares Issued	0	0	0	0
Outstanding at the end of the period	10824245	108242450	10824245	108242450

(e) Details of shareholders holding more than 5% equity shares in the Company:	AS AT 31 ST MARCH, 2020		AS AT 31 ST MARCH, 2019	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Mr. Digvijay Dhabriya	7192238	66.45%	7192238	66.45%
Mr. Mukul Agarwal	1002500	9.26%	1002500	9.26%
(f) Shares held by holding/ ultimate holding company/ or their subsidiaries/ associates	NIL	NIL	NIL	NIL
(g) Terms/rights attached to equity shares	The Company has only one class of shares referred to as equity shares having a par value of ₹ 10/-. Each holder of equity share is entitled to one vote per share and dividend as and when declared by Company.			
	There are no rights, preferences and restrictions attached to any share.			
(h) There is no share reserved for issue under options and contracts/commitments for the sale of shares/disinvestment.				

15. OTHER EQUITY

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
(A) General Reserves		
Balance at the Beginning of the Year	228324775	197764353
Add: Transfer from Retained Earnings	13231966	30560422
Closing balance	241556741	228324775
(B) Securities Premium Account		
Balance at the Beginning of the Year	41765115	41765115
Add: Premium Received on Issue of Shares during the year	0	0
Closing balance	41765115	41765115
(C) Retained Earnings Account		
Balance at the Beginning of the Year	0	868369
Add: Profit for the year	14515014	29100605
Add: Other Comprehensive Income for the Year, net of income tax	(1283048)	591448
	13231966	30560422
Less: Transfer to General Reserve	(13231966)	(30560422)
Closing balance	0	0
Total	283321856	270089890

16. BORROWINGS – NON-CURRENT

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
SECURED - At Amortized Cost		
Term Loan from Banks*	69923379	77173569
Less: Current maturities of term loans	(19980000)	(17020000)
	49943379	60153569
Vehicle Loans**	0	502007
Less: Current maturities of vehicle loans	0	(502007)
	0	0
UNSECURED - At Amortized Cost		
From Directors	8200000	37429727
From Corporates	65417590	35257208
	73617590	72686935
Total	123560969	132840504

*Term Loan from SIDBI is secured by the guarantees/security extended by promoter-directors of the Company. There is no default as on the Balance Sheet date in repayment of loans and interest. Total repayment period of the term loans are:

- (i) SIDBI Term Loan of Rs. 1000 Lakhs availed in the October 2015 is repayable in 90 monthly instalments commencing from April 2016 and last instalment due in September 2023.
- (ii) SIDBI Term Loan of Rs. 100 Lakhs availed in the Month of March 2017 is repayable in 54 monthly instalments commencing from October 2017 and last instalment due in March 2022.
- (iii) SIDBI Term Loan of Rs. 100 Lakhs availed in the Month of February 2019 is repayable in 54 monthly instalments commencing from August 2019 and last instalment due in January 2024.
- (iv) SIDBI Term Loan of Rs. 100 Lakhs availed in the Month of September 2019 is repayable in 54 monthly instalments commencing from March 2020 and last instalment due in August 2024.

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

17. OTHER FINANCIAL LIABILITIES – NON-CURRENT

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
Trade/ security deposits received	1743715	2362555
Total	1743715	2362555

18. PROVISIONS – NON-CURRENT

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
Provision for Employee Benefits:		
Gratuity Provision	13503243	10458346
Total	13503243	10458346

19. DEFERRED TAX LIABILITIES (NET)

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
Tax effect of items constituting deferred tax liability:		
Property, Plant & Equipments	10510773	10048552
	10510773	10048552
Tax effect of items constituting deferred tax assets:		
Provision for gratuity	(4009941)	(3060803)
	(4009941)	(3060803)
Net Deferred Tax Liability	6500832	6987749

20. BORROWINGS - CURRENT

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
SECURED - At Amortized Cost		
Working Capital Loans from Banks*		
Cash Credit / Overdraft Facility	182533189	187250787
Buyer's Credit Facility	15483070	19163077
Total	198016259	206413864

* Cash Credit Limits / Overdraft Facility & Buyers' Credit / SBL Facility from HDFC Bank Ltd. and ICICI Bank Ltd. are secured against equitable mortgage / hypothecation on all the immovable and movable properties of the Company, inventory and book debts, both present and future.

21. TRADE PAYABLES

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
Trade payables		
Dues to Micro, small and medium enterprises	14915773	16565149
Dues to Others	61073914	68484526
Total	75989687	85049675

22. OTHER FINANCIAL LIABILITIES - CURRENT

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
Current maturities of Term Loans*	19980000	17020000
Current maturities of Vehicle Loans*	0	502007
Statutory Remittances	12796565	8723998
Other Payables	6547980	5303122
Total	39324544	31549127

*Refer notes in Note 16 Borrowings - Non-Current for details of security.

23. OTHER CURRENT LIABILITIES

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
Credit Balances of Receivables	20638422	14662978
Total	20638422	14662978

24. PROVISIONS - CURRENT

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
Provision for Expenses	13127920	15949363
Provision for Employee Benefits - Gratuity	910635	543820
Total	14038555	16493183

25. INCOME TAXES

a) Income Tax Expenses

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Current Tax:		
❖ Current Tax	7380000	11000000
❖ Tax pertaining to earlier years	(93889)	483227
Deferred Tax	7602	946187
Total	7293713	12429414

A reconciliation of income tax expenses applicable to accounting profit before tax at the statutory income tax rate to income tax expenses recognized for the year is indicated below:

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Profit before tax	26041588	41530019
Enacted tax rate in India	27.820%	27.820%
Expected income tax expenses at statutory tax rate	7244770	11553651
Tax Impact on account of		
Depreciation under income tax act	(330107)	(1032964)
Expenses allowed only on payment basis	300427	250531
Expenses not deductible in determining taxable profits	82499	10726

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Others	82411	218056
Tax expenses pertaining to current year	7380000	11000000
Effective Income Tax Rate	28.339%	26.487%

b) CURRENT TAX LIABILITY (NET)

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
Provision for Income Tax	7380000	11000000
Less: Advance Tax and TDS	4999259	11000000
Net Provision for Income Tax	2380741	0
Total	2380741	0

26. REVENUE FROM OPERATIONS

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
<u>Sale of Products (A)</u>		
Sale of Products	591377741	721564356
Less: Discounts on Sales (Cash/Trade)	4475467	3416650
	586902274	718147706
<u>Sale of Services (B)</u>		
Installation and Fixing Income	14712476	19280402
Total (A+B)	601614751	737428108

27. OTHER INCOME

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Interest Income	1120710	991088
Foreign Exchange Gains (Net)	1159002	1822433
Income from Rent	868200	634968
Profit on Sale of Fixed Asset	94554	0
Total	3242466	3448489

28. COST OF MATERIAL CONSUMED

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Inventory at the beginning of the year	122393705	128518098
Add: Purchases during the year	300237646	390583410
	422631350	519101508
Less: Inventory at the end of the year	110675859	122393705
Total	311955491	396707804

29. PURCHASE OF STOCK IN TRADE

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Purchase of Trading Goods	21662240	19638842
Total	21662240	19638842

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

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Inventories at the end of the year:		
Finished Goods - Manufactured	77003941	62540476
Finished Goods - Trading	5797119	4072885
Stores & spare Parts	2534700	2844500
Stock in Process and Semi-Finished goods	20607781	19738846
TOTAL	105943541	89196707
Inventories at the beginning of the year:		
Finished Goods - Manufactured	62540476	46185137
Finished Goods - Trading	4072885	7073168
Stores & spare Parts	2844500	2870000
Stock in Process and Semi-Finished goods	19738846	14241599
TOTAL	89196707	70369904
Net (increase) / decrease	(16746834)	(18826803)

31. EMPLOYEES BENEFIT EXPENSE

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Salary, Wages and Bonus to Employees	92732715	118238433
Contributions to Provident Fund	1664111	1657717
Gratuity	2532875	2353524
Remuneration to Directors	14100000	14100000
Staff Welfare Expenses	1061418	1280484
Total	112091119	137630158

32. FINANCE COST

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Interest expense	33073363	35469579
Bank Charges & other financial charges	1333396	1633654
Total	34406759	37103233

33. DEPRECIATION AND AMORTIZATION EXPENSE

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Depreciation on Property, Plant and Equipment	24799806	25058575
Depreciation on Investment Property	386674	390734
Total	25186480	25449309

34. OTHER EXPENSES

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Manufacturing Expenses		
Power & Fuel	23494084	24223308
Repair & Maintenance of Plant & Machinery	2677405	4021252
Electric Repair and Maintenance	409026	429588
Glass Hardware & Fittings	1267463	1724156
Installation & Fixing charges	8855668	13174992
Factory/Godown Rent	2837798	2709623
Carriage inward	8862869	7039984
Factory Expenses	1676558	1808302
Water Charges	344433	368930
Expenses for Import of Raw Material	4959351	8474633
	55384655	63974768
Office & Administrative Expenses		
Auditor Fees	100000	100000
Insurance expenses	1927872	989128
Legal & Professional expenses	747911	819041
Office /Branch and Misc. Expenses	483870	723087
Postage & Telegram Expenses	250107	249061
Printing & Stationary	592746	586854
News Paper & Periodicals	17967	13584
Subscription and Membership fee	280010	201190
Registration and filling fee	581585	464896
Rent Rate and Tax	5621429	6354833
Sitting Fee to Independent Directors	36000	41000
Repair & Maintenance Computer	269672	348449
Repair & Maintenance building	1564	270
Vehicle running & Maintenance	1529643	1110282
Telephone, Cellular & Internet expenses	1076590	1131858
Conveyance Expenses	1937818	2441193
Donation	36544	38554
Corporate Social Responsibility Expenses	260000	0
	15751326	15613280
Selling & Distribution Expenses		
Advertisement & Sales Promotion Expenses	3740859	4279047
Travelling Expenses	6209942	6170269
Carriage Outward	6155387	9497620
Expenses for Export	0	83784
Tender Expenses	500	18500
Commission on Sales	535086	574070
Discount Allowed	2482618	1432696
	19124392	22055987
Total	90260374	101644035

35. EXCEPTIONAL ITEMS – (GAIN)/LOSS, NET

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Deficit/(Surplus) on Disposal of Investment Property	4232861	0
Total	4232861	0

36. EARNING PER SHARE

Particulars	2019-20	2018-19
(a) Net Profit after Tax as per Statement of Profit & Loss	14515014	29100605
(b) Net Profit available to Equity Shareholders	14515014	29100605
(c) Number of equity shares at year end	10824245	10824245
(d) Weighted Average No. of Equity Shares	10824245	10824245
(e) Basic / Diluted Earnings per Share (b)/(d)	1.34	2.69
(f) Face value per equity share	10.00	10.00

37. EMPLOYEE BENEFITS

c) Contribution to Provident Fund and Employees State Insurance

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

Particulars	2019-20	2018-19
Employer's contribution to provident fund (includes pension fund)	1664111	1657717
Employer's contribution to Employees State Insurance	809065	1250219

d) Gratuity

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

Particulars	2019-20	2018-19
1. Amounts Recognized in Statement of Profit and Loss		
a. Current Service Cost	1762723	1507144
b. Interest on Defined Benefit Obligation	770152	846380
c. Past Service Cost	0	0
Total amount included in "Employee Benefit Expense" (Note 32)	2532875	2353524
2. Amounts Recognized in other comprehensive income (OCI)		
a. Net cumulative unrecognized actuarial Losses/ (Gains) opening	0	0
b. Net Actuarial Losses/ (Gains) Recognized in Year	1777567	(819407)
Unrecognized actuarial Losses/ (Gains) for the year	1777567	(819407)
3. Amount Recognized in Balance Sheet		
a. Present Value of Unfunded Obligations	14413878	11002166
Net Liability	14413878	11002166
b. Net Liability is bifurcated as follows:		
Current	910635	543820
Non-Current	13503243	10458346
Net Liability	14413878	11002166
4. Reconciliation of present value of defined benefit obligations		
i. Present value of obligation as at the beginning of the period	11002166	10921029
ii. Current Service Cost	1762723	1507144
iii. Interest Cost	770152	846380
iv. Actuarial Losses/ (Gain)	1777567	(819407)
v. Past Service Cost	0	0
vi. Benefits Paid	(898730)	(1452980)
vii. Present value of obligation as at the end of the period	14413878	11002166
5. Actuarial Assumptions of the defined benefit obligations		
a. Discount Rate (p.a.)	7.00%	7.75%
b. Salary Escalation Rate (p.a.)	6.00%	6.00%

38. CIF VALUE OF IMPORTS

Particulars	2019-20	2018-19
(a) Raw Materials	42858527	109555633
(b) Traded Goods	35136002	4821597
(c) Components and Spare Parts	0	205216
(d) Capital Goods	3393045	12194445
Total	81387574	126776891

39. EXPENDITURES IN FOREIGN CURRENCY

Particulars	2019-20	2018-19
(a) Others (Travelling Expenses)	358600	698300
Total	358600	698300

40. EXPENDITURES IN FOREIGN CURRENCY

Particulars	2019-20	2018-19
(a) Total value of imported raw materials, spare parts and components consumed during the financial year	57522051	102713201
(b) Total value of all indigenous raw materials, spare parts and components similarly consumed	257110845	298015855
(c) Total value of imported and indigenous raw material, spare parts and components consumed during the financial year	314632896	400729056
(d) Imported raw material, spare parts and components consumed in %	18.28%	25.63%
(e) Indigenous raw material, spare parts and components consumed in %	81.72%	74.37%

41. DETAILS OF DUES TO MICRO ENTERPRISES AND SMALL ENTERPRISES

Based on and to the extent of information available with the Company under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), the relevant particulars as at reporting date are furnished below:

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
Principal amount due to suppliers as at the end of the year	14915773	16565149
Interest accrued and due to suppliers on the above amount as at the end of the year	0	0
The amount of Interest paid by the Company in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the accounting year ended March 31, 2019	0	0
The amount of Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	0	0
The amount of Interest accrued and remaining unpaid at the end of each accounting year	0	0
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	0	0
Total	14915773	16565149
Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected and received by the Management for the respective year. This has been relied upon by the auditors.		

42. SEGMENT REPORTING

In accordance with Accounting Standard Ind AS 108 - 'Operating Segments', segment information has been disclosed in the consolidated financial statements of the Company, and therefore, no separate disclosure on segment information is given in these financial statements.

43. CONTINGENT LIABILITIES

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
(a) Performance Bank Guarantees given to third parties for contractual obligations	19429609	22279861
(b) Performance Bank Guarantees given to third parties for contractual obligations on behalf of Subsidiary Company	21781134	23915818

44. RELATED PARTY DISCLOSURES

A) RELATED PARTIES AND THEIR RELATIONSHIP						
I. Subsidiary Company						
✓ Polywood Green Building Systems Pvt. Ltd.						
✓ Polywood Profiles Pvt. Ltd.						
✓ Dynasty Modular Furnitures Pvt. Ltd.						
II. Key Management Personnel						
✓ Mr. Digvijay Dhabriya, Chairman & Managing Director						
✓ Mr. Mahendra Karnawat, Director						
✓ Mr. Shreyansh Dhabriya, Director						
✓ Mrs. Anita Dhabriya, Director						
✓ Mr. Hitesh Agrawal, Chief Financial Officer						
✓ Mr. Sparsh Jain, Company Secretary & Compliance Officer						
III. Enterprises over which Key Managerial Personnel's are able to exercise significant influence/control:						
✓ Polywood India Ltd.						
b) Transactions with related parties for the year ended 31st March, 2020						
Particulars	Subsidiary Company		Enterprises over which KMP exercise significant influence / control		Key Management Personnel and their relatives	
	2019-20	2018-19	2019-20	2018-19	2019-20	2018-19
Remuneration to Key Management Personnel's	0	0	0	0	14100000	14100000
Salary to Employees	0	0	0	0	3060000	2800000
Interest Payment	428247	0	0	0	219016	53548
Sales of Goods	43314196	65250460	0	0	18458	0
Sitting Fees	0	0	0	0	36000	41000
Other Income	360000	120000	0	0	0	0
Purchase of Goods	34404954	26215823	0	0	0	0
Purchase of Property, Plant & Equipments	880652	770639	0	0	0	0
Other Expenses	216720	212190	0	0	0	0
Balance as at 31st March						
Long Term Borrowings	36785421	0	0	0	8200000	37429727
Provisions – Current	0	0	0	0	751720	981580
Trade Receivables	0	9083541	0	0	18458	0
Trade Payables	18656472.7	10326312	0	0	0	0
Other Current Liabilities	3845302	0			0	0
Other Financial Liabilities-Current	0	0	0	0	22000	41000
Other Financial Assets-Current	0	0			49200	0

45. FINANCIAL INSTRUMENTS

a. Capital Risk Management

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

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

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. The Company has complied with these covenants and there have been no breaches in the financial covenants of any interest-bearing loans and borrowings. No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2020 and March 31, 2019.

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

Particulars	As At 31 st March, 2020	As At 31 st March, 2019
Long term borrowings	123560969	132840504
Current maturities of long-term debt	19980000	17522007
Short term borrowings	198016259	206413864
Less: Cash and cash equivalents	(18715108)	(19451426)
Less: Bank Balances other than Cash and cash equivalents	0	0
Net Debt	322842120	337324948
Total Equity	391564306	378332340
Gearing Ratio	0.82	0.89

b. Categories of financial instruments

PARTICULARS	AS AT MARCH 31, 2020		AS AT MARCH 31, 2019	
	CARRYING VALUE	FAIR VALUE	CARRYING VALUE	FAIR VALUE
Financial Assets				
Measured at amortized cost				
Loans	6502561	6502561	5865154	5865154
Other Financial Assets	25721151	25721151	22866746	22866746
Trade Receivables	163948428	163948428	176400622	176400622
Cash and Cash equivalents	18715108	18715108	19451426	19451426
Non-current Investment	48015565	48015565	48015565	48015565
Total Financial Assets at amortized cost (A)	262902813	262902813	272599513	272599513
Measured at Fair Value through other comprehensive income (B)	0	0	0	0
Measured at fair value through profit and loss (C)	0	0	0	0
Total Financial Assets (A+B+C)	262902813	262902813	272599513	272599513

PARTICULARS	AS AT MARCH 31, 2020		AS AT MARCH 31, 2019	
	CARRYING VALUE	FAIR VALUE	CARRYING VALUE	FAIR VALUE
Financial Liabilities				
Measured at amortized cost				
Long Term Borrowings	123560969	123560969	132840504	132840504
Current Maturities of Long-Term Borrowings	19980000	19980000	17522007	17522007
Short Term Borrowings	198016259	198016259	206413864	206413864
Trade Payables	75989687	75989687	85049675	85049675
Other Financial Liabilities	21088259	21088259	16389675	16389675
Total Financial Liabilities carried at amortized cost	438635174	438635174	458215725	458215725

c. Financial Risk Management objects and policies

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

Market Risk

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

Interest Rate Risk

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

Foreign Currency Risk

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

Credit Risk

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

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

Liquidity Risk

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

Particulars	Less Than 1 year	1 to 5 years	More than 5 years	Total
As at March 31, 2020				
Borrowings	198016259	123560969	0	321577228
Trade and Other payables	75989687	0	0	75989687
Other Financial Liabilities	41068259	0	0	41068259
Total	315074205	123560969	0	438635174
As at March 31, 2019				
Borrowings	206413864	132840504	0	339254367
Trade and Other payables	85049675	0	0	85049675
Other Financial Liabilities	33911682	0	0	33911682
Total	325375221	132840504	0	458215725

46. OTHER NOTES

- ❖ In March 2020, the World Health Organisation declared COVID-19 a global pandemic. Consequent to this, Government of India declared a nation-wide lockdown from 24th March 2020, which has impacted normal business operations of the Company. The Company has assessed the impact of this pandemic on its business operations and has considered all relevant internal and external information available up to the date of approval of these financial statements, to determine the impact on the Company's revenue from operations for foreseeable future and the recoverability and carrying value of certain assets such as property, plant and equipment, investments, inventories and trade receivables etc. The impact of Covid-19 pandemic on the overall economic environment being uncertain may affect the underlying assumptions and estimates used to prepare Company's financial statements, which may differ from that considered as at the date of approval of these financial statements. The Company has resumed its business activities by reopening of manufacturing units and sales points, in line with the guidelines issued by the Government authorities, taken steps to strengthen its liquidity position and initiated cost restructuring exercise. However, the Company does not anticipate any challenges in its ability to continue as going concern or meeting its financial obligations. As the situation is unprecedented, while the lockdown is gradually lifting, the Company is yet closely monitoring the situation as it evolves in the future.
- ❖ Company does not have any long-term contract including derivative contract for which there are any material foreseeable losses.
- ❖ There are no amounts which are required to be transferred to the Investor Education and Protection Fund.
- ❖ Previous year figures have been reworked, regrouped, rearranged and reclassified, wherever necessary.

47. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved for issue by the Board of Directors on 29th July 2020.

As per our Report of even date

For TAMBHI ASHOK & ASSOCIATES

Chartered Accountants

Firm Regn. No. 005301C

Sd/-

(CA ASHOK KUMAR TAMBHI)

Partner

M. No. 074100

Jaipur, July 29, 2020

For DHABRIYA POLYWOOD LIMITED

Sd/-

DIGVIJAY DHABRIYA

Director

(DIN: 00519946)

Sd/-

HITESH AGRAWAL

Chief Financial Officer

Sd/-

MAHENDRA KARNAWAT

Director

(DIN: 06940427)

Sd/-

SPARSH JAIN

Company Secretary

MEMORABLE EVENTS

SAVING TREES IN STYLE

The only manufacturers of PVC designer doors, folding doors and fencing in India



DIGVIJAY DHABRIYA
Managing Director

DHABRIYA POLYWOOD LTD., Jaipur

Industry : Manufacturing interior and exterior
lifestyle polywood products
Operating since : 1992

HIGHLIGHTS

- The only manufacturers of PVC designer doors, folding doors and fencing in India
- It has received the National Award for Manufacturing of Outstanding Quality Products and Outstanding Entrepreneurship by MSME, besides many more
- First company in Rajasthan to get listed on the BSE-SME platform (2014)
- Recognized at the national level by the Ministry of Chemicals and Fertilizers for Innovation in Polymer Waste Management and Recycling Technology, and Green Polymeric Materials and Products

INCEPTION/BACKGROUND

Dhabriya Polywood Limited (DPL) has been a leading manufacturer of interior and exterior lifestyle products since 1992. The company manufactures polymer-based wood substitute products like extruded PVC profiles, uPVC windows and doors, fencing, PVC false ceiling, wall paneling, etc., under the umbrella of 'polywood'. By producing wood substitute products, the company saves about 7 lakh trees a year.

PRODUCT USPs

The company has recently launched a new range of products under the brand name of 'D'stona'. D'stona is a revolutionary product, a high-quality engineered marble that uses marble mining waste as the major component. It is available as flat sheet and beautiful mouldings in various marble as well as wooden textures.

EXPANSION PLANS

The company is in the process of installing its new uPVC doors and windows fabrication plant at Bengaluru with an estimated capex of ₹8 crore, excepting land. Land for the project has already been procured.



GREETINGS !!

Dhabriya Polywood Ltd
Is being awarded

As
SME ELITE 50
(All India)

By
ICICI BANK
(Business Banking)
&
Success story of
Mr. Digvijay Dhabriya
(MD & Chairperson)

Published in
COFFEE TABLE
BOOK
(SME ELITE 50)

D-STONA
SIGNATURE WALLS

Dynasty
CONCRETE CONCRETE

POLYWOOD
WINDOWS & DOORS SINCE 1992





**DHABRIYA
GROUP**

POLYWOOD®
SINCE 1992


D-STONA®
SIGNATURE DÉCOR

Dynasty®
FURNITURE FOR GENERATIONS

DHABRIYA POLYWOOD LIMITED

Regd. Office: B-9 D(1), Malviya Industrial Area, Jaipur(Rajasthan)-302017 ;Tel: 0141-4057171 (30 Lines), 4040101-105
Email: cs@polywood.org; info@polywood.org; **Website:** www.polywood.org