



**DHABRIYA
GROUP**

DHABRIYA POLYWOOD LIMITED

Regd. Office : B-9D(1), Malviya Industrial Area, JAIPUR-302 017 (Raj.) INDIA
Phone : +91-141-4057171, 4040101-105 | Fax : +91-141-2750814
E-mail : info@polywood.org | Website : www.polywood.org

CIN : L29305RJ1992PLC007003

Ref: BSE/2022-23/27

Date: 08.09.2022

To,
The General Manager
Department of Corporate Service
BSE Limited,
P.J. Towers, Dalal Street, Fort,
Mumbai – 400 001

Scrip Code – 538715

Dear Sir/ Madam,

Sub: - Annual Report for the Financial Year 2021-22 and Notice convening the 30th Annual General Meeting.

As required under Regulation 30 and Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Annual Report of the Company for the Financial Year 2021-22 along with the Notice convening the 30th Annual General Meeting scheduled to be held on **September 30, 2022 at 11:00 a.m. (IST)** through Video Conferencing/Other Audio Visual Means in accordance with the General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated 13th January 2021, General Circular No. 19/2021 dated December 08, 2021 General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 2/2022 dated May 05, 2022 issued by Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by SEBI.

Kindly disseminate the information on the official website of the exchange for the information of all members of the exchange and investors.

Thanking you,

FOR DHABRIYA POLYWOOD LIMITED

Sparsh Jain
Company Secretary & Compliance Officer
M. No. A36383



ANNUAL REPORT

2021-22

DHABRIYA POLYWOOD LIMITED

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30th ANNUAL GENERAL MEETING
DAY & DATE: Friday, September 30, 2022

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 Tambi Ashok & Associates
Statutory Auditors
B - 19, Padam Niwas, New Colony,
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.



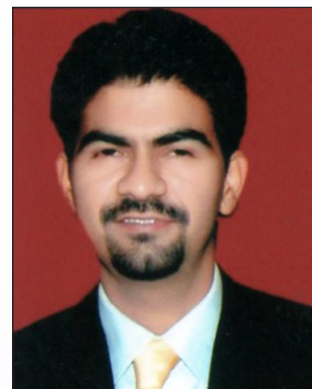
Mr. Padam Kumar Jain
Non-Executive Independent Director

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.



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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 30th Annual General Meeting of the members of Dhabriya Polywood Limited will be held on Friday, 30th Day of September 2022 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, 2022, 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, 2022, and the report of the Auditors thereon
2. To appoint a Director in place of Mrs. Anita Dhabriya (DIN: 00359317), who retires by rotation and being eligible, offer herself 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, Mrs. Anita Dhabriya (DIN: 00359317), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Special Business

3. **Approval of Appointment of Mr. Vijay Kumar Jha as an Independent Director.**
To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to

the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the rules framed there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Vijay Kumar Jha (DIN: 09525388) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective from 13th August, 2022 and who has provided a declaration that he meets the criteria for independence as mentioned in Section 149(6) of the Act, consent of the members of the Company be and is hereby accorded to the appointment of Mr. Vijay Kumar Jha as an Independent Director of the Company for a term of 5 (five) year commencing from 13th August, 2022 and ending on 12th August 2027 (both days inclusive), and his term is not subject to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or key Managerial Personnel of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution."

4. **Approval of payment of remuneration to Shri Digvijay Dhabriya, Managing Director of the Company, as per Schedule V of the Companies Act, 2013**

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

"RESOLVED THAT in compliance with the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and

Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and on recommendation of nomination and remuneration committee, the remuneration, paid to Shri Digvijay Dhabriya (DIN: 00519946), Chairman & Managing Director of the Company, for the remaining period of his tenure i.e. 31st August 2024, be and is hereby approved.

"RESOLVED FURTHER THAT all the terms of the resolution passed by the Members of the Company at their 27th Annual General Meeting held on 28th September, 2019, approving the re-appointment and the remuneration payable to Shri Digvijay Dhabriya, remains unaltered."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorised to do all such acts and take all steps as may be necessary, proper and expedient to give effect to this Resolution."

5. **Approval of payment of remuneration to Shri Mahendra Karnawat, Whole-time Director of the Company, as per Schedule V of the Companies Act, 2013**

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

"RESOLVED THAT in compliance with the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and on recommendation of nomination and remuneration committee, the remuneration, paid to Shri Mahendra Karnawat (DIN: 00519876), Whole-time Director of the Company, for the remaining period of his tenure i.e. 31st August 2024, be and is hereby approved.

"RESOLVED FURTHER THAT all the terms of the resolution passed by the Members of the Company at their 27th Annual General Meeting held on 28th September, 2019, approving the re-appointment and the remuneration payable to Shri Mahendra Karnawat, remains unaltered."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorised to do all such acts and take all steps as may be necessary, proper and expedient to give effect to this Resolution."

6. **Approval of payment of remuneration to Smt. Anita Dhabriya, Whole-time Director of the Company, as per Schedule V of the Companies Act, 2013**

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

"RESOLVED THAT in compliance with the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and on recommendation of nomination and remuneration committee, the remuneration, paid to Smt. Anita Dhabriya (DIN: 00359317), Whole-time Director of the Company, for the remaining period of her tenure i.e. 31st August 2024, be and is hereby approved.

"RESOLVED FURTHER THAT all the terms of the resolution passed by the Members of the Company at their 27th Annual General Meeting held on 28th September, 2019, approving the re-appointment and the remuneration payable to Smt. Anita Dhabriya, remains unaltered."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorised to do all such acts and take all steps as may be necessary, proper and expedient to give effect to this Resolution."

7. **Approval of payment of remuneration to Shri Shreyansh Dhabriya, Whole-time Director of the Company, as per Schedule V of the Companies Act, 2013**

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

"RESOLVED THAT in compliance with the provisions of Sections 196, 197 read with Schedule V and other

applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and on recommendation of nomination and remuneration committee, the remuneration, paid to Shri Shreyansh Dhabriya (DIN: 06940427), Whole-time Director of the Company, for the remaining period of his tenure i.e. 31st August 2024, be and is hereby approved.

“RESOLVED FURTHER THAT all the terms of the resolution passed by the Members of the Company at their 27th Annual General Meeting held on 28th September, 2019, approving the re-appointment and the remuneration payable to Shri Shreyansh Dhabriya, remains unaltered.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be

and are hereby authorised to do all such acts and take all steps as may be necessary, proper and expedient to give effect to this Resolution.”

By Order of the Board
For Dhabriya Polywood Limited

Sd/-
Sparsh Jain
Company Secretary

Jaipur, August 13, 2022

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 COVID-19 pandemic, the Ministry of Corporate Affairs, Government of India ("MCA") issued General Circular Nos. 14/2020, 17/2020, 20/2020, 02/ 2021, 19/2021 21/2021 and 2/2022 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 8th December 2021, 14th December 2021 and 5th May 2022 respectively, ("MCA Circulars") read with relevant circulars issued by the Securities and Exchange Board of India ("SEBI"), from time to time (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through Video Conference ("VC") or Other Audio Visual Means ("OAVM") up-to 31st December, 2022, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated 8th April, 2020 followed by Circular No. 2/2021 dated 13th January, 2021, issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
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, 5th May, 2020 13th January, 2021 and Circular No. 2/2022 dated 5th May, 2022 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 Exchange 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 aforesaid MCA Circulars dated 5th May, 2020 and SEBI Circular dated May 12, 2020 followed by May 13, 2022, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website – www.polywood.org, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL <https://www.evotingindia.com>. However, if any specific request received from the members for demanding of the physical copy of the Annual Report will be provided by the company but

subject to time taken by the courier and Postal Department looking to the Covid-19.

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. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting is annexed and forms part of the Notice.
10. Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 24th September, 2022 to Friday, 30th September, 2022 (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, 2022, (Friday).
11. CS Manish Sancheti, Practicing Company Secretary (M. No. FCS 7972 & C.P. No. 8997) 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.
12. 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 10 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.
13. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM and Company's Annual Report 2020-21 will be available on the website of the Company at www.polywood.org and the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
14. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant and send their Email address to us for prompt communication and update the same with their D.P to receive softcopy of the Annual Report of the Company
15. Members are requested to quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondence with the Company or its Registrar and Share Transfer Agent.
16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 30, 2022. Members seeking to inspect such documents can send an email to cs@polywood.org.
17. Securities and Exchange Board of India 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.
18. 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.

19. VOTING THROUGH ELECTRONIC MEANS:

General Instructions

- I. 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 Circular issued by the Ministry of Corporate Affairs dated January 13, 2021, in continuation and read with its Circulars dated April 08, 2020, April 13, 2020 and May 05, 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 entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorised e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as e-voting during the AGM will be provided by CDSL.
- II. Members whose names are 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. Friday September 23, 2022 shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the notice, who shall have no voting rights as on the Cut-off date, shall treat this notice as intimation only.
- III. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the process mentioned in this part.
- IV. 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 2022 (Friday) only shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM.

The instructions for the shareholders for remote e-voting and joining virtual meeting are as under:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and nonindividual shareholders in demat mode.

- (i) The voting period begins on Tuesday, 27th September 2022 at 09:00 a.m. and ends on Thursday, 29th September 2022 at 05:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 23rd September 2022 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository

Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>(1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>(2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>(3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>(4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>(1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>(2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p>

Type of Shareholders	Login Method
	(3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" module.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

mode and non-individual shareholders in demat mode.

- Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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.
- If you are a first-time user follow the steps given below: -

	For physical shareholders and other than individual shareholders holding shares in demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ↳ Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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. ↳ 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.

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

(vii) 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.

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

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

(x) 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.

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

(xii) 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.

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

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

(xv) 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.

(xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

↳ 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 and to the Company at the email address viz; cs@polywood.org (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- I. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- II. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- III. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- IV. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

- V. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- VI. 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.
- VII. 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 atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- VIII. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- IX. 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.
- X. 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

- I. 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.**
- II. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- III. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill

Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 22 55 33.

20. A copy of Audited Financial Statements (Standalone and Consolidated) for the year ended on March 31, 2022 together with the Board's and Auditor's Report thereon are enclosed herewith.
21. Members may please note the following:
After discussion on the resolutions on which voting is to be held, the Chairman shall allow members who are attending the AGM to cast their vote electronically but have not cast their votes by availing the remote e-voting facility earlier.

The Scrutinizer shall after the conclusion of voting at AGM, will submit consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare results (consolidated) two working days from the conclusion of the AGM.

The Results of voting along with Scrutinizer's Report(s) will be published on the website of the Company i.e. www.polywood.org and on Service Provider's website i.e. www.evotingindia.com within two working days from the conclusion of the AGM and the same shall also be simultaneously communicated to the BSE Limited.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

The Board of Directors on recommendation of Nomination and Remuneration committee has appointed Mr. Vijay Kumar Jha (DIN:09525388) as an additional Independent Director at their meeting held on 13th August, 2022 for a term of 5 (five) years commencing from 13th August, 2022 and ending on 12th August 2027 (both days inclusive).

Considering his experience and vast knowledge in the field of Secretarial & legal matters, accounting, taxation etc. the skills, capabilities and proficiency required for the role and pursuant to the recommendation of the Nomination and Remuneration Committee of the Board, the Board approved the appointment of Mr. Vijay Kumar Jha as an Independent Director of the Company, not being liable to retire by rotation, for a term of 5 (five) years commencing from 13th August, 2022 and ending on 12th August, 2027 (both days inclusive), subject to the approval of Shareholders of the Company vide a Special Resolution. Also, in the opinion of the Board, Mr. Vijay Kumar Jha fulfils the conditions specified in the Companies Act, 2013 ("the Act") read with the rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), for being appointed as an Independent Director of the Company and he is independent of the management.

The Company has received a notice in writing as per the provisions of Section 160 of the Act, to propose the candidature of Mr. Vijay Kumar Jha, for the office of Independent Director, to be re-appointed as such under the provisions of Section 149 of the Act and Regulation 17 of SEBI Listing Regulations.

Mr. Vijay Kumar Jha has provided (a) his consent to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014; (b) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Act; and (c) a declaration to the effect that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under SEBI Listing Regulations. Accordingly, it is proposed to appoint him as an Independent Director of the Company, as per the provisions of Section 149 of the Act and SEBI Listing Regulations and the Special Resolution set out in Item no.

3 of the Notice seeks approval of the Shareholders for the same.

A brief resume of Mr. Vijay Kumar Jha is provided in the annexure to the Notice.

Other than Mr. Vijay Kumar Jha and his relatives, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed Special Resolution, as set out in Item no. 3.

The Board recommends the appointment of Mr. Vijay Kumar Jha as an Independent Director of the Company, as set out in Item no. 3 of the Notice, for approval of the Shareholders.

ITEM NO. 4

At the 27th Annual General Meeting of the Company held on 28th September, 2019, the Members had, inter-alia, approved the re-appointment of Shri Digvijay Dhabriya (DIN: 00519946) as a Chairman & Managing Director of the Company for a period of 5 years with effect from 1st September, 2019 on the terms as contained in the said Resolution. As the Company has no/inadequate profits during the Financial Year ended 31st March, 2022, the remuneration paid to Shri Digvijay Dhabriya for the remaining period of his tenure, shall be as per the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 ('the Act'). Hence, the Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meeting held on 13th August, 2022 have approved the remuneration paid to Shri Digvijay Dhabriya, Chairman & Managing Director of the Company, for the remaining period of his tenure, as mentioned in the Resolution No. 4 of the Notice, in compliance with Schedule V of the Companies Act, 2013 or any statutory modification(s) thereof and that all the terms of the resolution passed by the Members of the Company at the 27th Annual General Meeting approving his re-appointment and remuneration remains unaltered. The disclosures as required to be given pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 are furnished hereunder.

In compliance with the provisions of Sections 196, 197 read with Schedule V of the Companies Act, 2013 and Rules framed thereunder, the remuneration paid to Shri Digvijay Dhabriya as a Chairman & Managing Director of

the Company for the remaining period of his tenure is being placed before the Members for their approval.

Shri Digvijay Dhabriya is interested in the Resolution set out at Item No. 4 of the Notice. The relatives of Shri Digvijay Dhabriya may also be deemed to be interested in this Resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the resolution as stated at Item No. 4 of the Notice for approval of the Members as a Special Resolution.

ITEM NO. 5

At the 27th Annual General Meeting of the Company held on 28th September, 2019, the Members had, inter-alia, approved the re-appointment of Shri Mahendra Karnawat (DIN: 00519876) as a Whole-time Director of the Company for a period of 5 years with effect from 1st September, 2019 on the terms as contained in the said Resolution. As the Company has no/inadequate profits during the Financial Year ended 31st March, 2022, the remuneration paid to Shri Mahendra Karnawat for the remaining period of his tenure, shall be as per the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 ('the Act'). Hence, the Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meeting held on 13th August, 2022 have approved the remuneration paid to Shri Mahendra Karnawat, Whole-time Director of the Company, for the remaining period of his tenure, as mentioned in the Resolution No. 5 of the Notice, in compliance with Schedule V of the Companies Act, 2013 or any statutory modification(s) thereof and that all the terms of the resolution passed by the Members of the Company at the 27th Annual General Meeting approving his re-appointment and remuneration remains unaltered. The disclosures as required to be given pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 are furnished hereunder.

In compliance with the provisions of Sections 196, 197 read with Schedule V of the Companies Act, 2013 and Rules framed thereunder, the remuneration paid to Shri Mahendra Karnawat as a Whole-time Director of the Company for the remaining period of his tenure is being placed before the Members for their approval.

Shri Mahendra Karnawat is interested in the Resolution set out at Item No. 5 of the Notice. The relatives of Shri Mahendra Karnawat may also be deemed to be interested in this Resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the resolution as stated at Item No. 5 of the Notice for approval of the Members as a Special Resolution.

ITEM NO. 6

At the 27th Annual General Meeting of the Company held on 28th September, 2019, the Members had, inter-alia, approved the re-appointment of Smt. Anita Dhabriya (DIN: 00359317) as a Whole-time Director of the Company for a period of 5 years with effect from 1st September, 2019 on the terms as contained in the said Resolution. As the Company has no/inadequate profits during the Financial Year ended 31st March, 2022, the remuneration paid to Smt. Anita Dhabriya for the remaining period of her tenure, shall be as per the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 ('the Act'). Hence, the Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meeting held on 13th August, 2022 have approved the remuneration paid to Smt. Anita Dhabriya, Whole-time Director of the Company, for the remaining period of her tenure, as mentioned in the Resolution No. 6 of the Notice, in compliance with Schedule V of the Companies Act, 2013 or any statutory modification(s) thereof and that all the terms of the resolution passed by the Members of the Company at the 27th Annual General Meeting approving her re-appointment and remuneration remains unaltered. The disclosures as required to be given pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 are furnished hereunder.

In compliance with the provisions of Sections 196, 197 read with Schedule V of the Companies Act, 2013 and Rules framed thereunder, the remuneration paid to Smt. Anita Dhabriya as a Whole-time Director of the Company for the remaining period of her tenure is being placed before the Members for their approval.

Smt. Anita Dhabriya is interested in the Resolution set out at Item No. 6 of the Notice. The relatives of Smt. Anita

Dhabriya may also be deemed to be interested in this Resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the resolution as stated at Item No. 6 of the Notice for approval of the Members as a Special Resolution.

ITEM NO. 7

At the 27th Annual General Meeting of the Company held on 28th September, 2019, the Members had, inter-alia, approved the re-appointment of Shri Shreyansh Dhabriya (DIN: 06940427) as a Whole-time Director of the Company for a period of 5 years with effect from 1st September, 2019 on the terms as contained in the said Resolution. As the Company has no/inadequate profits during the Financial Year ended 31st March, 2022, the remuneration paid to Shri Shreyansh Dhabriya for the remaining period of his tenure, shall be as per the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 ('the Act'). Hence, the Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meeting held on 13th August, 2022 have approved the remuneration paid to Shri Shreyansh Dhabriya, Whole-time Director of the Company, for the remaining period of his tenure, as mentioned in the Resolution No. 7 of the Notice, in

compliance with Schedule V of the Companies Act, 2013 or any statutory modification(s) thereof and that all the terms of the resolution passed by the Members of the Company at the 27th Annual General Meeting approving his re-appointment and remuneration remains unaltered. The disclosures as required to be given pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 are furnished hereunder.

In compliance with the provisions of Sections 196, 197 read with Schedule V of the Companies Act, 2013 and Rules framed thereunder, the remuneration paid to Shri Shreyansh Dhabriya as a Whole-time Director of the Company for the remaining period of his tenure is being placed before the Members for their approval.

Shri Shreyansh Dhabriya is interested in the Resolution set out at Item No. 7 of the Notice. The relatives of Shri Shreyansh Dhabriya may also be deemed to be interested in this Resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the resolution as stated at Item No. 7 of the Notice for approval of the Members as a Special Resolution.

ANNEXURE TO THE NOTICE (ITEM NO. 4 to 7)

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013 [INCLUDING SECRETARIAL STANDARD – 2 AND SEBI (LODR) REGULATIONS, 2015, AS APPLICABLE] IN RESPECTS OF ITEM NO. 4 TO 7 OF THE NOTICE

I. GENERAL INFORMATION

- 1) **Nature of industry:** Manufacturers & Suppliers of Extruded uPVC/PVC Profiles, Sheets, Moldings & uPVC Windows & Doors etc.
- 2) **Date or Expected Date of Commencement of Commercial Production:** The Company started its commercial production in the year 1995.
- 3) **In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**
Not Applicable
- 4) **Financial Performance based on given indicators:**

(₹ in Lakhs)

PARTICULARS	2020-21	2019-20	2018-19
Paid up Capital	1082.42	1082.42	1082.42
Reserve & Surplus	2903.11	2833.22	2700.90
Gross Revenue	5561.02	6048.57	7374.28
Profit before tax	101.88	218.09	415.30
Tax expenses	40.43	72.93	124.29
Profit after tax	61.45	145.15	291.00

- 5) **Foreign investments or collaborations, if any**
The Company has not entered any foreign collaboration and no direct capital investment has been made in the company in the last three financial years.

II. Information about the Appointee

A. Mr. Digvijay Dhabriya

1. Background Details

Mr. Digvijay Dhabriya, aged 56, is one of the founding members of Dhabriya Polywood Limited. He is guiding force behind the success of the Company. He has done Bachelor of Engineering (Mechanical) from MBM Engineering College, Jodhpur and Postgraduate in Plastic Engineering from Central Institute of Plastic Engineering & Testing (CIPET), Chennai and carry rich experience of over 28 years in the various

business activities ranging from manufacturing, fabrication, trading, distribution of Plastic products including PVC Profiles and UPVC windows and doors and in the same line of business.

2. Past Remuneration

Mr. Digvijay Dhabriya was paid ₹ 84.00 Lakhs as annual remuneration for the financial year 2020-21.

3. Recognition or Awards

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

4. Job Profile and Suitability

Mr. Digvijay Dhabriya 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 which is compatible with the Organizational requirements and the Company would definitely benefit under his leadership and valuable guidance. He is also member of your company's Shareholders / Investor Grievance Committee.

5. Remuneration Proposed

There are no changes in the existing remuneration.

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

The Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial

person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Digvijay Dhabriya before recommending the remuneration as proposed hereinabove.

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

Besides the remuneration proposed, Mr. Digvijay Dhabriya also holds 7192238 equity shares of the company. Mr. Digvijay Dhabriya, Managing Director and being relative may be deemed to be interested in the resolution relating to the remuneration of Mrs. Anita Dhabriya and Mr. Shreyansh Dhabriya.

B. Mrs. Anita Dhabriya

1. Background Details

Mrs. Anita Dhabriya, aged 52, has done Bachelor of Commerce from Ajmer University and carry rich experience of over 20 years in the administrative work. She actively engaged in the administrative and operational affairs of the company and responsible for business development of the company

2. Past Remuneration

Mrs. Anita Dhabriya was paid ₹ 18.60 Lakhs as annual remuneration for the financial year 2020-21.

3. Recognition or Awards

NIL

4. Job Profile and Suitability

Mrs. Anita Dhabriya is the Whole-Time Director of the Company. She is actively involved in the administrative work of the Company and has played a vital part in bringing efficiency to the organization. Her experience provides us to achieve new heights and build reputed image of company in competitive market.

5. Remuneration Proposed

There are no changes in the existing remuneration

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

The Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mrs. Anita Dhabriya before recommending the remuneration as proposed hereinabove.

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

Besides the remuneration proposed, Mrs. Anita Dhabriya also holds 470226 equity shares of the company. Mrs. Anita Dhabriya, Whole-Time Director and being relative may be deemed to be interested in the resolution relating to the remuneration of Mr. Digvijay Dhabriya and Mr. Shreyansh Dhabriya.

C. Mr. Mahendra Karnawat

1. Background Details

Mr. Mahendra Karnawat, aged 53, has done Master of Commerce from MDS University, Ajmer and carry rich experience of over 25 years in the field of sales, marketing and production. He takes care of overall production process of the company and provides strategic inputs to the administration for better materials, new design and development of the products conveying complex product development concepts in a simple and compelling manner.

2. Past Remuneration

Mr. Mahendra Karnawat was paid ₹ 14.40 Lakhs as annual remuneration for the financial year 2020-21.

3. Recognition or Awards

NIL

4. Job Profile and Suitability

Mr. Mahendra Karnawat is a Whole-Time Director of the Company. He is coordinating & utilizing effective manpower and resources to the maximum to meet production goals and helps in planning for meeting deadlines for output of production and the quality of the product.

5. Remuneration Proposed

There are no changes in the existing remuneration

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

The Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Mahendra Karnawat before recommending the remuneration as proposed hereinabove.

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

Except the remuneration as stated above, Mr. Mahendra Karnawat holds 46250 equity shares in the Company, he has no other direct or indirect pecuniary relationship with the Company.

D. Mr. Shreyansh Dhabriya

1. Background Details

Mr. Shreyansh Dhabriya, aged 30, is an Engineer from the VIT University, Vellore. He possesses excellent communication skills and actively engaged in establishing sustainable and profitable relationship with teams and customer, dealers and distributors across the country in order to maximize company's profitability and efficiency.

2. Past Remuneration

Mr. Shreyansh Dhabriya was paid ₹ 24.00 Lakhs as annual remuneration for the financial year 2020-21.

3. Recognition or Awards

He has been awarded by Certificate of Appreciation for being a part of organizing team of "India Emerge Youth Summit 2012" at national Level Conference.

4. Job Profile and Suitability

Mr. Shreyansh Dhabriya is a Whole-Time Director of the Company. He is actively involved in new product development and implementation of new processes for improvement of productivity at various levels

5. Remuneration Proposed

There are no changes in the existing remuneration

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

The Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Shreyansh Dhabriya before recommending the remuneration as proposed hereinabove.

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

Besides the remuneration proposed, Mr. Shreyansh Dhabriya also holds 82388 equity shares of the company. Mr. Shreyansh Dhabriya, Whole-Time Director and being relative may be deemed to be interested in the resolution relating to the remuneration of Mrs. Anita Dhabriya and Mr. Digvijay Dhabriya.

I. Other Information
1. Reason of loss or inadequate profits:

Due to Covid-19 pandemic, the financial performance was affected in Q1 FY 22. However the Management through effective cost control has achieved good financial year ending March 31, 2022. The Company proposes to obtain approval of Members as an abundant caution in case the standalone profits are insufficient to pay the managerial remuneration as above.

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

The Company is always looking forward to taking all such steps and measures including expansion, diversification, innovations which are in the best interest of the company. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins.

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

The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

II. Disclosures

The information, as required, is provided under Corporate Governance Section of the Annual Report 2021-22. The remuneration package proposed to be given to each managerial personnel is as per the details given in the resolution. The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel.

By Order of the Board
For Dhabriya Polywood Limited

Sd/-
Sparsh Jain
Company Secretary

Jaipur, August 13, 2022

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 APPOINTMENT/RE-APPOINTMENT AT THE 30th 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	ANITA DHABRIYA DIN: 00359317	VIJAY KUMAR JHA DIN: 09525388
Date of Birth	14.08.1970	14.11.1989
Age	52	33
Nationality	Indian	Indian
Qualification	She holds a bachelor's degree in commerce from Ajmer University	Company Secretary, Master of Commerce in Accounts & Statistics, Bachelor of Law
Experience	She has working and administrative exposure of about 23 years in the manufacturing sector	He has an experience of 7 years in the field of Secretarial & legal matters, Accounting, Taxation etc.
Terms & Conditions for Appointment/reappointment	As stated in the resolution set out in item number 2 of the Notice.	As stated in the resolution set out in item number 3 of the Notice.
Details of Remuneration sought to be paid	As stated in the resolution set out in item number 2 of the Notice	Not Applicable
Last Remuneration Drawn	₹ 18,60,000/-	Not Applicable
Date of first appointment on the Board	22.01.1997	13.08.2022
No. of shares held in the Company	470226 equity shares	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mrs. Anita Dhabriya, Whole-Time Director is the spouse and Mr. Digvijay Dhabriya and mother of Mr. Shreyansh Dhabriya.	NIL
No. of Board Meetings attended/ held during Financial Year (2020-21)	10 out of 10	Not Applicable
Directorships held in other companies	Polywood India Limited Polywood Profiles Pvt. Ltd. Polywood Green Buildings Systems Pvt. Ltd.	Shri Balaji Industrial Products Limited Shri Balaji Industrial Engineering Limited
Chairman/ Member of the Committee of the Board of Directors of our Company	NIL	NIL
Committee position held in other listed companies	NIL	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 an estimated 5.9% in 2021 compared to a de-growth of 3.3% in 2020. This improvement was largely due to increased vaccination rollout the world over and a revival in economic activity based on catch-up consumption. The global economic recovery is attributed to accelerated vaccine rollout across 4.4 billion people, around 56% of the global population (single dose).

The global economy was affected by prohibitive shipping freight rates, a shortage of shipping containers and semiconductor chips in 2021, affecting global economic recovery. Inflation was at its highest since 2011, especially in the advanced economies, catalyzed by a run up in commodity prices. Some emerging and developing economies were positioned to withdraw policy support to contain inflation even as the economic recovery was still incomplete.

The prominent feature of the global economic activity during the year under review was a sharp revival in commodity prices to record levels following the drop at the time of pandemic outbreak. The commodities that reported a sharp increase in prices comprised steel, coal, oil, copper, food grains, fertilizers and gold. The global economy is projected to grow at a modest 2.6% in 2022 following the Russia-Ukraine crisis. A higher interest rate environment could affect emerging markets and developing economies with large foreign currency borrowings and external financing needs in 2022.

Region Growth%	2021	2020
World Output	5.9	(3.3)
Advanced economies	5.0	(4.9)
Emerging and developing economies	6.3	(2.4)
<i>Source: IMF, World Bank</i>		

India

The Indian economy reported an attractive recovery in 2021-22, its GDP rebounding from a de-growth of 7.3 per cent in 2020-21 to a growth of 8.6 (E) per cent in 2021-22. By the close of 2021-22, India was among the six largest global economies, its economic growth rate was the fastest among major economies (save China), its market size at around 1.40 billion the second most populous in the world and its rural under-consumed population arguably the largest in the world.

The Indian economy was affected by the second wave of the pandemic that affected economic growth towards the fag end of the previous financial year and across the first quarter of the financial year under review. The result is that after a growth of 1.6 per cent in the last quarter of 2020-21, the Indian economy grew 20.1 per cent in the first quarter of FY 2021-22 due to the relatively small economic base during the corresponding period of the previous year.

V-shaped economic recovery is due to mega vaccination drive, robust recovery in the services sector and growth in consumption and investment coupled with resurgence in high frequency indicators such as power demand, rail freight, GST collection etc. Almost all emerging economies are reeling under these external shocks but India's underlying economic fundamentals are strong and

despite the short-term headwinds, the impact on the long-term outlook will be marginal.

India ranked 62 in the 2020 World Bank's Ease of Doing Business ranking. The country received positive FPIs worth ₹ 51,000 crore in 2021 as the country ranked fifth among the world's top leading stock markets with a market capitalization of \$3.21 trillion in March 2022.

India's tax collections increased to a record ₹ 27.07 lakh crore in FY 2021-22 compared with a budget estimate of ₹ 22.17 lakh crore. While direct taxes increased 49 per cent, indirect tax collections increased 30 per cent. The tax-to-GDP ratio jumped from 10.3 per cent in FY21 to 11.7 per cent in FY22, the highest since 1999.

Retail inflation in March at 6.95 per cent was above the RBI's tolerance level of 6 per cent but fuel prices played no part in this surge. Retail inflation spiked to a 17-month high in March 2022, above the upper limit of the RBI's tolerance band for the third straight month.

(Source: Economic Times, IMF, World Bank, EIU, Business Standard, McKinsey, SANDRP, Times of India, Live mint, InvestIndia.org, Indian Express, NDTV, Asian Development Bank)

Y-o-Y growth of the Indian economy

Region Growth%	FY19	FY20	FY21	FY22
Real GDP growth (%)	6.1	4.2	-7.3	8.6(E)

Growth of the Indian economy, 2021-22

Region Growth%	Q1, FY22	Q2, FY22	Q3, FY22	Q4, FY22
Real GDP growth (%)	20.1	8.4	5.4	4.8(E)

(Source: Economic Times, IMF, EIU, Business Standard, McKinsey)

Indian economic reforms and recovery

The Budget 2022-23 seeks to lay the foundation of the Indian economy over the 'Amrit Kaal' period of the next 25 years leading to 100 years of independence in 2047. The government is emphasizing the role of PM GatiShakti, Inclusive Development, Productivity Enhancement & Investment, Sunrise Opportunities, Energy Transition and Climate Action, as well as Financing of Investments.

The capital expenditure target of the Indian government expanded by 35.4% from ₹5.54 lakh crore to ₹7.50 lakh

crore. The effective capital expenditure for FY23 is seen at ₹ 10.7 lakh crore. An outlay of ₹ 5.25 lakh crore was made to the Ministry of Defence, which is 13.31% of the total budget outlay. A boost was provided to India's electric vehicle policy 'Scheme for Faster Adoption and Manufacturing of (Hybrid and) Electric Vehicle in India'. An announcement of nearly ₹ 20,000 crore was made for the PM GatiShakti National Master Plan to catalyze the infrastructure sector. An expansion of 25,000 km was initiated for 2022-23 for the national highways network. To boost the agricultural sector, an allocation of ₹ 2.37 lakh crore was made towards the procurement of wheat and paddy under MSP operations. An outlay of ₹ 1.97 lakh crore was announced for the Production Linked Incentive (PLI) schemes across 13 sectors.

Outlook

India's medium-term optimism is derived from the fact that three down cycles – long-term, medium-term and short-term could well be reversing at the same time. The long-term downtrend, as a result of nonperforming assets, scams and overcapacity could be over; the medium-term downtrend that was caused by the ILFS crisis, select banks collapse and weakening NBFCs could well be over; the short-term downtrend on account of the pandemic has weakened following the acceleration of the vaccine rollout.

The Indian economy is projected to grow by 8% in FY23 (World Bank estimate), buoyed by tailwinds of consistent agricultural performance, flattening of the COVID-19 infection curve, increase in government spending, favorable reforms and an efficient rollout of the vaccine leading to a revival in economic activity. Across the next three years, capital expenditure in core sectors - cement, metal, oil refining and power - should be about ₹ 5 trillion. Besides, the government's production linked incentives (PLI)-led capex should generate an incremental ₹ 1.4 trillion in sectors like consumer durables, pharmaceuticals and automobiles.

Indian construction and building materials industry

India's construction industry addresses growth coming out of its real estate and urban development. The construction industry witnessed a rebound to grow 15.8% to US\$541.54 billion in 2021, driven by the global response to broad base supply lines away from China, government housing schemes, large captive market and pent-up demand following COVID-19. India is expected to emerge as the third largest construction market by 2025, with output expected to increase an average 7.1%

a year in line with the national goal to modernize infrastructure and create 'smart' urban development. This industry has an extensive coverage with contributions of around 55% to the steel, 15% to the paint and 30% to the glass industries.

The Indian construction industry is expected to return to recovery in 2022. Even as commercial construction could remain subdued, private developers are optimistic of prospects. The National Infrastructure Plan is expected to drive infrastructure construction.

The building material industry faced maximum impact of the pandemic in 2020. The building materials segment displayed resilience as it slowly bounced back in 2021. While initially, in April & May, the second wave disrupted the momentum. From June onwards, the revival trajectory has been positive. The projected growth rate for this industry in 2022 is around 10%, and it is estimated to clock a CAGR growth of 8% to 9% in the next five years.

Manufacturers of building products are keen to build a strong brand as well as a direct connect and relationship with customers. They want retail stores to keep pace with their product evolutions. Manufacturers look to aligning themselves with customer needs in a transparent manner. Organized stores are best positioned to offer this. A healthy relationship with manufacturers ensure the retail stores to provide good service levels to their customers in terms of product knowledge and on-time deliveries.

(Sources: The wire, Money Control)

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.

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.

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.

Poly Vinyl Chloride (PVC) industry is important for national economy. Investments are not happening despite the rapidly growing Indian PVC market. The last greenfield investment for a PVC plant in India was conceived in the year 2002-03, when duty differential was a little over 15%. However, while demand has grown by almost 1.6 million tons no new capacity addition has even been envisaged. Indian import duties on PVC are lower than those in the developed world and in the ASEAN Region. Imports of PVC, which were less than 5% of the country's demand ten years ago, are now at almost 50% and growing rapidly every year and are expected to reach to \$3 billion in a few years. Appropriate fiscal measures can propel investments in the PVC sector.

PVC is a synthetic resin made from the polymerization of vinyl chloride. It is the third largest plastic in production and consumption. Technology has gradually improved over time with improvements in safety, product quality, production volume, environmental issues and cost. A key feature of PVC is that it can be combined with additives and fabricated into a wide variety of forms. These include pipes and fittings, profiles and tubes, windows and doors, sidings, wires and cables, film and sheets, toys and other moulded products and floorings. This quality, together with features such as durability, self-extinguishing property, resistance to most chemicals and oil, mechanical strength and ease of processing, means that PVC is a competitive and attractive option for many end uses in construction and infrastructure, agriculture, electrical products and healthcare. Further, only 43% of

PVC's content comes from oil. The balance 57% comes from salt, meaning that PVC is less dependent on fossil fuels compared to other materials. This feature, coupled with the fact that PVC products can last up to 100 years, can be recycled and can provide products with good quality to price ratio, greatly reduces life cycle costs of PVC.

UPVC Windows and Doors

Over the past 15 years, India witnessed exceptional growth in the industrial and real estate sector. Urbanization, construction of smart cities, changing lifestyle due to the emerging middle-class population, and FDI in Indian companies are a few factors that have given a push to new building technologies and materials. UPVC (unplasticized polyvinyl chloride) is one such building material that has gained attention as a replacement to other traditional materials. uPVC has taken over other traditional materials for making doors and windows in a significant way all over the globe. Presently, it is the preferred material for door and window profiles due to its various features that improve quality of life, i.e. energy efficiency, recyclability, low maintenance and light weight. Globally, the segment was valued at USD 27.5 billion in 2015, and would reach USD 47 billion by 2024.

UPVC has low maintenance, yet it is an effective material in making windows and doors. In the last couple of years, the market has witnessed an increasing demand for UPVC windows and doors due to the host of benefits uPVC offers. UPVC windows and doors provide efficient thermal insulation and help in energy conservation. Not only this, UPVC windows provide high sound insulation with properly fabricated windows and installations.

In FY 2015, the Government of India started a project of making 100 smart cities by FY 2020. Safety of the public, energy conservation, and eco-friendliness are prime agendas of smart cities. Owing to the 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. Moreover, a few infrastructural development projects will be undertaken in these cities, which may provide further impetus to the industry over the period 2019-2023.

The Indian market for uPVC doors and windows in particular is estimated to grow significantly at a CAGR of more than 7% during the period of 2021-2026. The factors that will drive this growth are increased consumer spending on construction and renovation of residential

and commercial buildings, and an increasing demand for energy-efficient and impact-resistant housing infrastructure, which are sure to lead the industry toward innovative product materials like uPVC, as opposed to traditional materials like wood.

Though the COVID-19 pandemic restricted the construction of housing and building projects for a considerable time since mid-February 2020, the market has bounced back with optimistic growth numbers in recent times.

Due to its strength, durability, ease of installation, and low maintenance costs, uPVC remains a preferred choice among homeowners, builders and architects alike for a wide range of residential and commercial projects. uPVC windows and doors also offer excellent insulation against rain, superior UV protection, sound insulation, and are also resistant to salt water, termites, fire, and strong winds. All these factors put together clearly show why the uPVC windows and doors market was able to recover quickly and strongly from the negative impact of the pandemic.

Your Company is perfectly poised to play a major role in this upward trend with a wide range of premium quality customizable uPVC windows & doors backed by impeccable end-to-end solutions across the country. Our world-class manufacturing infrastructure has helped us making as one of the most trusted & preferred uPVC windows and doors suppliers delivering complete end-to-end solutions with maximum efficiency. All our high-quality uPVC window and door systems are built to meet the highest European quality standards and deliver unmatched performance over a long period of time with minimal maintenance.

As the Indian market looks to make the switch to the superior benefits of uPVC windows and doors, we are excited to be at the forefront of this trend and deliver exceptional products to more and more delighted customers across the country.

SPC Flooring Industry

Stone plastic composite (SPC), also known as solid polymer core for flooring tiles, is a stiff core made largely of limestone with a combination of polyvinyl chloride and stabilisers that is used in vinyl flooring. As a result of the 75 percent limestone core fused together with a 25 percent PVC core, it's denser. Modular vinyl flooring uses stiff cores like SPC to give dimensional stability and rigidity. SPC is extremely dense, resilient, and resistant to impact and indentation because to its high limestone

concentration. Because stone plastic composite is waterproof, it is resistant to cupping and peeling. It can be used in laundry rooms, bathrooms, basements, kitchens, and other areas where there is a risk of flooding.

A floating interlocking system is used to install SPC rigid core vinyl flooring. It's low-maintenance and long-lasting, making it excellent for high-traffic commercial flooring. To create beautiful and durable flooring, the elastic SPC core is coated with a decorative and protective UV film.

SPC flooring is green and environmentally friendly, with zero formaldehyde, is waterproof, and is suitable for any application. It also has good anti-skid performance, a comfortable foot feel, and is comparable to solid wood flooring. It is also wear-resistant, has a long service life, is fire and flame retardant, and is suitable for geothermal, heat preservation, and energy savings.

The global Stone Plastic Composite Flooring market was valued at USD 24.00 billion in 2020 and is predicted to grow at a CAGR of 14.26 percent to USD 27.35 billion in 2021, on its way to USD 53.44 billion by 2026. The rising demand for the product due to zero formaldehyde emissions, stain resistance, anti-slippage, superior stability, fire resistance, and others, as well as the growing number of construction activities and the construction industry around the world, and the easy availability of an affordable and rigid product are some of the major and impactful factors that will likely augment the growth of the stone plastic composite flooring market.

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.

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.

Aluminium Windows & Doors

Polywood Slider windows work well in a variety of rooms. A popular choice for contemporary styled homes, sliding windows bring improved ventilation as sashes can be moved right or left with a smooth sliding motion. Polywood Sliding door design offers a unique combination of oversized openings, Compression sealed technology for high energy performance and effortless sash operation all in a traditional sliding panel aesthetic. Polywood Sliding Windows & Doors feature two [or more] horizontal sashes fitted with rollers at the bottom for swift sideways movement on tracks. Faster & easier to operate, they are great for panoramic views and air circulation. As a whole-house solution, sliders create a stunning look that accentuates modern architecture.

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.

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.

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

Outlook

Polywood is a prestigious name in the industry sector has withstood its vision for quality products, ethical and transparent business practices and strong focus on human aspect. Founded in 1992, the company maintains its leadership position in the market with its extensive array of building materials and innovative solutions. Company is dedicated to delivering sustainable, high quality, and future-ready products to its customers. It has a diversified product portfolio of eco-friendly products that are designed to meet constantly evolving customer requirements.

The Company has demonstrated expertise in comprehensive building materials and solutions. Production and marketing of products, that are sustainable, future-ready, innovative and has a high quality has helped the company achieve market leadership. The Company fosters a wide reach with an extensive sales and distribution network, stretching across India. This can be owed to its strong focus on customer-centricity.

The past two years have shown that that we operate in a world which is not always predictable. The various measures taken by the industry in general has helped consolidate this sector. Further, the fiscal measures provided by the government has also helped the building material industry substantially. Consequently your Company is very positive on robust growth of this sector in the coming financial year.

Financial Overview

Analysis of the profit and loss statement

- ☞ Revenues: Revenue from operations reported 33.36% growth from ₹ 5513.84 lakhs in 2020-21 to ₹ 7353.50 lakhs in 2021-22. Other income of the Company reported a 65.28% decline and accounted for 0.22% share of the Company's revenues reflecting the Company's dependence on its core business operations.
- ☞ Expenses: Total expenses of the Company increased by 32.66% from ₹ 5459.13 lakhs in 2020-21 to ₹

7242.28 lakhs in 2021-22 due to higher production. Employee expenses accounting for 15.27% of the Company's revenues and increased by 18.93% from ₹ 943.95 lakhs in 2020- 21 to ₹ 1122.64 crore in 2021-22.

- ☞ Profit & Loss: Profit before taxes reported 25.24% growth from ₹ 101.88 lakhs to ₹ 127.60 lakhs in 2021-22. Total comprehensive income for the period reported 54.79% growth from ₹ 69.89 lakhs to ₹ 108.19 lakhs compared from previous year.

Analysis of the Balance Sheet

- ☞ The capital employed by the Company decreased by 8.82% from ₹ 6068.17 lakhs as on 31st March 2021 to ₹ 5532.96 lakhs as on 31st March 2022.
- ☞ The net worth of the Company increased by 2.71% from ₹ 3985.54 lakhs as on 31st March 2021 to ₹ 4093.73 lakhs as on 31st March 2022 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 0.62% from ₹ 338.37 lakhs in 2020-21 to ₹ 336.27 lakhs in 2021-22 following the repayment of liabilities and negotiation of better terms with bankers.

Applications of funds

- ☞ Fixed assets (gross) of the Company increased by 8.88% from ₹ 4469.18 lakhs as on 31st March 2021 to ₹ 4866.16 lakhs as on 31st March 2022 owing to expansion.

Working capital management

- ☞ Current assets of the Company increased from ₹ 4687.02 lakhs as on 31st March, 2021 to ₹ 5131.74 lakhs as on 31st March, 2022.
- ☞ Inventories including raw materials, work in-progress and finished goods among others increased by 13.86% from ₹ 2691.04 lakhs as on 31st March 2021 to ₹ 3063.91 lakhs as on 31st March 2022.
- ☞ Trade receivables decreased by 4.26% from ₹ 1495.19 lakhs as on 31st March 2021 to ₹ 1431.44 lakhs as on 31st March 2022.

- ☞ Cash and bank balances of the Company increased by 99.82% from ₹ 140.16 lakhs as on 31st March 2021 to ₹ 280.07 lakhs as on 31st March 2022.

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

- ☞ Development of company activities in management, marketing, quality, research and branding
- ☞ Strong and eco-sustainable tanning base.
- ☞ Trained / skilled manpower at competitive wage level
- ☞ Modernized manufacturing units.
- ☞ Changing consumer behavior
- ☞ Increasing awareness to protect the environment & green building revolution

Threats

- ☞ Unfavorable foreign exchange rate fluctuations.
- ☞ Unpredictable impact of Covid-19- as the spread of its lasting impact is still being unevaluated.
- ☞ Government bans
- ☞ Volatile raw material pricing
- ☞ Increased Competition from Local & Big Players
- ☞ Logistic cost very high because of lack of proper infrastructure.

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 considers its human resource a vital asset. The Company prioritizes the professional as well as personal development of each employee, encouraging them to remain motivated and achieve organizational objectives. Company aims to create a conducive working environment, upholding the values of diversity, openness and transparent communications across organizational hierarchies.

The company strongly believes that its Human Resources are one of its most valuable resource and it is the quality and dynamism of its human resources that enables it to make a significant contribution to enhance stakeholders value. Company places employee engagement, development and retention of talent as one of its key priority, to enable achievement of organizational goals. The Company continuously provides Technical, Behaviour and Leadership trainings to employees, so that they become competent enough to advance in their careers. The company maintains a good work culture, ethics, values and attractive remuneration to keep its staff highly motivated. The Company creates employee engagement program at regular intervals that makes learning activities fun by indulging in various programmes like festive celebrations, health care activities, cultural nights with family events, etc. to create an overall healthy work environment.

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.

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the Thirtieth Annual Report on the business and operation of the Company together with the audited financial statements for the year ended March 31, 2022.

1. Financial Performance of the Company

(₹ In Lakhs)

Particulars	Standalone		Consolidated	
	2021-22	2020-21	2021-22	2020-21
Revenue from operations	7353.50	5513.84	13363.95	10643.45
Other Income	16.38	47.18	31.06	52.78
Total Revenue	7369.88	5561.02	13395.01	10696.24
Operating Expenses	6673.91	4880.28	11992.82	9296.55
EBIDTA	695.97	680.73	1402.19	1399.69
Finance Cost	336.27	338.37	387.02	437.70
Depreciation	232.10	240.48	339.24	342.36
Profit/ (Loss) before Exceptional Items and Tax	127.60	101.88	675.92	619.63
Exceptional Items	-	-	-	-
Profit/ (Loss) after Exceptional Items and Tax	127.60	101.88	675.92	619.63
Provision for Tax	27.72	40.43	167.18	172.36
Other Comprehensive Income	8.30	8.44	10.77	13.77
Total Comprehensive Income after Tax	108.19	69.89	519.51	461.04
EPS (₹)	0.92	0.57	4.70	4.13

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 Private Limited, Dynasty Modular Furnitures Private Limited and Polywood Green Building Systems Private Limited.

At standalone level, your Company operates single segment business viz. uPVC Doors, Windows, PVC Profiles and D-Stona sheets and mouldings. The Company has posted good year of performance over the previous year. The demand for the Company's product is stable in spite of Covid related lockdowns in the first quarter.

The revenue from operations stood at ₹ 7353.50 Lakhs compared with ₹ 5513.84 Lakhs in the Previous Year, registering a growth of 33.36%. The operating profit before tax stood at ₹ 127.60 Lakhs as against ₹ 101.88 in the Previous Year, up by 25.23%. Total Comprehensive Income for the year after tax stood at ₹ 108.19 Lakhs compared to ₹ 69.89 Lakhs reported in the Previous Year, an increase of 54.77%.

The Consolidated Revenue from operations for financial year 2021-22 was at ₹ 13363.95 Lakhs as against ₹ 10643.45 Lakhs in the Previous Year, an increase of 25.56%. The Consolidated operating profit before tax stood at ₹ 675.92 Lakhs as against ₹ 619.63 in the Previous Year, up by 9.08%. Total Comprehensive Income for the year after tax stood at ₹ 519.51 Lakhs compared to ₹ 461.04 Lakhs reported in the Previous Year, an increase of 12.71%.

During the year under review, the interest cost slightly decreased to ₹ 336.27 Lakhs on a standalone basis as against ₹ 338.37 Lakhs during the previous year. On a consolidated basis, interest cost for the financial year 2021-22 stood at ₹ 387.02 Lakhs as against ₹ 437.70 Lakhs in the previous year. Your Company has taken this opportunity to redefine the working capital norms and re-shape the cost structure for each business with a lean set up to run the business more efficiently.

During the year under review, your Company registered a standalone Profit Before Tax (PBT) from operations of ₹ 127.60 Lakhs as against ₹ 101.88 Lakhs in the previous year, recording a growth of

25.23%. This could be achieved as a result of financial discipline, detailed planning and sharper focus on initiatives to boost market leadership, improve Net Sales Realizations and adopting solution / market specific models. These timely actions have benefited your Company to deliver the best performing year over the previous year. Profit before tax on a consolidated basis for the year 2021-22 stood at ₹ 675.92 Lakhs as against ₹ 619.63 Lakhs in the previous year, recording marginal growth of 9.08%.

The Standalone Net Worth as of March 31, 2022, improved to ₹ 4093.73 Lakhs as against ₹ 3985.54 Lakhs, as on March 31, 2021. On a consolidated basis the Net Worth of your Company for the financial year 2020-21 stood at ₹ 6025.26 Lakhs as against ₹ 5505.76 Lakhs previous year. The Standalone earnings per share (basic) as on March 31, 2022, stood at ₹ 0.92 per share as against ₹ 0.57 per share as on March 31, 2021, and on a consolidated basis the earnings per share (basic) as on March 31, 2022, stood at ₹ 4.70 per share as against ₹ 4.13 per share as on March 31, 2021.

3. Covid-19 impact

The impact of Covid -19 during FY2021-22 affected the first quarter post which the economy showed signs of recovery. The businesses of the Group witnessed a sharp rebound as FY2021-22 was phenomenal for the Company in terms of performance as the Group. With core brand strength and wide distribution network across the country, the Company capitalised on the buoyant demand and strong consumer sentiments during the financial year 2022.

The outbreak of corona virus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. However, it has no further significant impact with respect to COVID-19 pandemic during the year ended March 31, 2022. The Company continues its business activities, in line with the guidelines issued by the Government authorities, take steps to strengthen its liquidity position and further explore cost restructuring exercise. The Company does not foresee 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, 2022. 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, 2022, 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, 2022, none of the directors of the Company hold instruments convertible into Equity Shares of the Company.

7. Board of Directors

Directors liable to retire by rotation seeking re-appointment

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mrs. Anita Dhabriya (DIN 00359317), Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment. The brief details required to be disclosed in accordance with Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standards is included in the notice of the ensuing Annual General Meeting forming part of this Annual Report.

Managing & Whole-time Director

During the period under review, there were no changes to the Managing & Whole-time Directors of the Company.

Independent Directors

During the period under review, Mr. Vijay Kumar Jha was appointed as additional director in category of the Non-Executive Independent director by the Board on 13th August, 2022 to hold office up-to the date of ensuing Annual General Meeting. The Board recommends to appoint him as an Independent Director at ensuing AGM.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013 and the SEBI Listing Regulations. The Board considered and formed an opinion that all the independent directors meet the criteria of independence as required under the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

Further, in terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by the Indian Institute of Corporate Affairs.

8. Number of Meetings of the Board

The details of the number of Meetings of the Board held during the financial year 2021-22 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

Sl. No.	Name of person	Designation
4.	Mr. Shreyansh Dhabriya	Whole Time Director
5.	Mr. Hitesh Agrawal	Chief Financial Officer
6.	Mr. Sparsh Jain	Company Secretary & Compliance Officer

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

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. Financial Statements

Your Company follows Indian Accounting Standards (Ind AS) issued by the Ministry of Corporate Affairs in the preparation of its financial statements. Your Company has consistently applied applicable Accounting policies during the year under review. 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. There were no revisions

made to the financial statements during the year under review.

The Consolidated Financial Statements of the Company are prepared in accordance with the applicable 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 Act read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of Subsidiaries/Associate Companies/Joint Ventures is given in Form AOC-1 and forms an integral part of this Report.

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 2021-22 stood at ₹ 5031.19 Lakhs compared with ₹ 3635.16 Lakhs in Previous Year. Total Comprehensive Income After Tax for the year stood at ₹ 426.99 Lakhs as against ₹ 334.65 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 2021-22 stood at ₹ 1451.83 Lakhs compared with ₹ 1897.04 Lakhs in previous year. Total Comprehensive Income After Tax for the year stood at ₹ (21.74) Lakhs as against ₹ 41.64 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 2021-22 stood at ₹ 214.13 Lakhs compared with ₹ 385.40 Lakhs in Previous Year. Total Comprehensive Income After Tax for the year stood at ₹ 6.07 Lakhs as against ₹ 14.86 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. 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 and its material subsidiaries. The Secretarial Audit Report submitted by them in the prescribed form MR-3 is enclosed as **ANNEXURE 'A'** and forms part of this report. No adverse comment has been made in the said report by the Practicing Company Secretary for the Company as well as its material subsidiaries. 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 provision of this section is not applicable, hence your company needs not required to appoint cost auditor for the financial year 2022-23.

15. 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.

16. 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.

17. 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.

18. Risk Management

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

(a) Covid-19 Pandemic

Although the pandemic is close to being over small eruptions are still witnessed with infections. Amongst them 'Omicron' being the potent driver given the rate of infection on the rise.

Mitigation Strategies: To ensure all employees and their families including eligible children are vaccinated with appropriate vaccines and

dosages Continuous awareness at all locations in strictly adhering to the Covid Appropriate Behaviour.

(b) 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. 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.

(c) 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, it's established presence across the globe enables it to procure raw material from different geographies at competitive price.

(d) 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.

(e) Technology Risk

With the advent of technology, the need for enhanced systems and processes to boost operational efficiency and provide better customer satisfaction has surged. Company may face difficulties if it fails to adapt to a changing environment.

Mitigation Strategies: Our manufacturing facilities are equipped with advanced gear and technologies that increases the Company's efficiency. It also maintains and tracks proper functioning of equipment and replaces then when necessary.

(f) 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.

(g) 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.

(h) 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.

(i) 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.

19. Annual Return

Pursuant to Section 134(3)(a) and Section 92(3) of the Act read with Companies (Management and Administration) Rules, 2014, the Annual Return of the Company in Form MGT-7 has been placed on the Company's website viz. www.polywood.org.

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

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.

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

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

going concern status of the Company and its future operations.

22. Detail of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year:

During the year ended 31st March, 2022, there was no application made and proceeding initiated /pending under the Insolvency and Bankruptcy Code, 2016, by any Financial and/or Operational Creditors against the Company.

23. Detail of difference between the amount of valuation at the time of one-time settlement and the valuation done at the time of taking a loan from the banks or financial institution:

The requirement to disclose the details of difference between amount of valuation done at the time of onetime settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable.

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

The Company in the normal course of its business enters in to related party transactions with its subsidiaries and group companies engaged in manufacture and trading of uPVC Doors, Windows, PVC Profiles and D-Stona sheets & mouldings business and for common services. 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.

All related party transactions are placed before the Audit Committee for approval. Omnibus approval

was obtained on a yearly basis for transactions which were repetitive in nature. Related party transactions have been disclosed under the Note 39 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 twelve 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 2021-22 your company has not received any complaint of harassment and hence no complaint is outstanding as on March 31, 2022, for redressal.

30. Corporate Social Responsibility (CSR)

In accordance with the provisions of the Companies Act 2013 read with Rules made thereunder, the Company was not required to make any CSR contribution for the Financial Year 2021-22.

The Report on CSR activities as required under the Companies (CSR Policy) Rules, 2014 along with the brief outline of the CSR policy is annexed as **ANNEXURE 'F'** and forms an integral part of this Report. The Policy has been uploaded on Company's website at www.polywood.org to this report.

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) in the preparation of the Annual Accounts for the year ended March 31, 2022, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (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.

During the year, the Company organized training programmes in technical skills, business excellence, general management, customer orientation, safety, values and code of conduct.

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 'B'** 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 ensuing 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 2021-22.

36. Compliance with Secretarial Standards

During the year under review, your Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

37. 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. 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 raw material availability and its prices, global and Indian demand-supply conditions, 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.

38. Appreciation and Acknowledgments

The Board wish to place on record deep appreciation, for the contribution made by the employees at all levels for their hard work, commitment and dedication towards the Company. Their enthusiasm and untiring efforts have enabled the Company to scale new heights.

The Board thank the Government of India, the State Governments, Municipal Corporation, other local bodies and regulatory authorities for their co-operation and regret the loss of lives of every person who risked their life to combat the Covid-19 pandemic. The Board also 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.

For & on behalf of the Board

Sd/-

Digvijay Dhabriya

Chairman & Managing Director

DIN: 00519946

Jaipur, August 13, 2022

ANNEXURE 'A'

Form No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31st MARCH 2022

[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 of

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 2022 (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 and papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended 31st March, 2022 complied with 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 and papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended 31st March, 2022 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-

Not applicable as there was no reportable event during the financial year under review;

- (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 (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **Not applicable as there was no reportable event during the financial year under review;**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (up-to 12th August, 2021) & The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (with effect from 13th August, 2021) – **Not applicable as there was no reportable event during the financial year under review;**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (up-to 15th August, 2021) & The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (with effect from 16th August, 2021) – **Not applicable as there was no reportable event during the financial year under review;**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client – **Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review;**

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (up-to 09th June, 2021) & The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (with effect from 10th June, 2021) –

Not applicable as there was no reportable event during the financial year under review;

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 –

Not applicable as there was no reportable event during the financial year under review; and

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

- (vi) The Company has identified and confirmed the following laws as being specifically applicable to the Company.

- (i) Rajasthan Shops and Commercial Establishments Acts, 1958;
- (ii) The Contract Labour (Regulation and Abolition) Act, 1970 & Rajasthan Rules, 1971;
- (iii) Inter State Migrant Workers (Regulation of Employment & Condition of Service) Act, 1979 Rajasthan Rules, 1981;
- (iv) Designs Act, 2000 and the Rules thereunder;
- (v) Legal Metrology Act, 2009 and Rules thereunder.

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

- (i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India;
- (ii) Listing Agreement entered into by the Company with BSE Limited.

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

We further report that -

- (i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-executive Directors and Independent Directors. Changes in the composition of Board of Directors that took

place during the year under review, were carried out in compliance with the provisions of the Act;

- (ii) 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.

- (iii) All the decisions of the Board and Committees thereof were carried through with requisite majority.

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 based on review of compliance mechanism established by the Company and on the basis of the Compliance Certificate(s) issued by the Company Secretary and taken on record by the Board of Directors at their meeting(s), we are of the opinion there are adequate systems and processes in place in the Company, which is commensurate with its size and operations, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines; and

We further report that during the financial year under review, no events/ actions having a major bearing on the Company's affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards, etc., have occurred:

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.

For M Sancheti & Associates
Company Secretaries

ICSI Unique Code: S2011RJ149500

Jaipur, August 13, 2022

UDIN: F007972D000791777

CS Manish Sancheti
Proprietor

(Membership No.: FCS 7972)

(Certificate of Practice No.: 8997)

PR 834/2020

Annexure 'A'

To,

The Members of**DHABRIYA POLYWOOD LIMITED**

B-9D(1), Malviya Industrial Area

Jaipur, Rajasthan - 302017

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: S2011RJ149500

Jaipur, August 13, 2022

UDIN: F007972D000791777

CS Manish Sancheti
Proprietor

(Membership No.: FCS 7972)

(Certificate of Practice No.: 8997)

Peer Review Cert. No.: 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, 2022, is given below and forms part of the Director's Report.

(A) Conservation of Energy

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

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

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

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

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

(B) Technology Absorption

- The efforts made towards technology absorption
The Company is continuously endeavoring to upgrade its technology from time to time in all aspects through in-house R&D primarily aiming at

reduction of cost of production and improving the quality of the product.

The Company could successfully reduce the cost of production, by using the inhouse developed alternative raw materials, power consumption and improving technical efficiencies and productivity.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution

- Development of new products
- Reduction of production cost
- Product and process improvement

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

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

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

PARTICULARS	2021-22	2020-21
Earnings in foreign Exchange	122.11	31.90
Outgo in foreign Exchange	1223.04	1249.35

For & on behalf of the Board
Sd/-

Digvijay Dhabriya

Chairman & Managing Director

DIN: 00519946

Jaipur, August 13, 2022

ANNEXURE 'D'

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

1. Ratio of the remuneration of each Executive Director to the median remuneration of the Employees of the Company for the financial year 2021-22, the percentage increase in remuneration of Executive Directors, Chief Financial Officer and Company Secretary during the financial year 2021-22.

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	36.84	0.00%
2.	Anita Dhabriya – WTD	8.16	0.00%
3.	Mahendra Karnawat – WTD	6.32	0.00%
4.	Shreyansh Dhabriya – WTD	10.53	0.00%
5.	Hitesh Agrawal – CFO	N.A.	18.58%
6.	Sparsh Jain – CS	N.A.	43.45%

Note:

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

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

- The percentage increase in the median remuneration of Employees for the financial year was 7.55%.
- The Company has 373 permanent Employees on the rolls of Company as on March 31, 2022.
- Average percentage increase made in the salaries of employee's other than the managerial personnel in the financial year was 6.90%, 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 13, 2022

ANNEXURE 'E'

Form AOC-1

**Statement containing salient features of the Financial Statement of subsidiary/associates companies/joint ventures
(Pursuant to first proviso to sub section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)**

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹ Lakhs)

SL. NO.	PARTICULARS	SUBSIDIARY 1	SUBSIDIARY 2	SUBSIDIARY 3
1.	Name of the Subsidiary	Polywood Green Building Systems Private Limited	Polywood Profiles Private Limited	Dynasty Modular Furnitures Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as Holding Company	Same as Holding Company	Same as Holding Company
3.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Not Applicable	Not Applicable	Not Applicable
4.	Share capital	5.00	4.65	75.61
5.	Reserves & surplus	370.99	1538.95	416.36
6.	Total assets	793.70	1675.59	1962.75
7.	Total Liabilities	793.70	1675.59	1962.75
8.	Investments	-	-	-
9.	Turnover	214.13	5031.19	1451.83
10.	Profit before taxation	7.00	568.81	(27.50)
11.	Provision for taxation	1.53	141.05	(3.11)
12.	Profit after taxation	6.07	426.99	(21.74)
13.	Proposed Dividend	Nil	Nil	Nil
14.	% of shareholding	99%	100%	100%

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations: NIL
- Names of subsidiaries which have been liquidated or sold during the year: NIL

Part "B": Associates and Joint Ventures: **NIL**

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

For & on behalf of the Board

Sd/-

Digvijay Dhabriya

Chairman & Managing Director

DIN: 00519946

Jaipur, August 13, 2022

ANNEXURE 'F'

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES 2021-22

[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 CSR initiatives undertaken by your Company upholds the principles of a responsible corporate citizen and aims to distribute the economic benefits derived by it through active collaboration with credible institutions by contributing to the social and economic development of the communities in which it operates.

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.

During the financial year 2021-22, the Company was not required to spend any amount on CSR and therefore no CSR activities were undertaken. The web link to the CSR Policy: <https://www.polywood.org>

2. The Composition of CSR Committee:

The CSR Committee consist of 3 Directors viz. Mr. Sharad Kankaria, Non-Executive Independent Director, Mr. Digvijay Dhabriya, Chairman & Managing Director and Mr. Mahendra Karnawat, Whole-time Director. Mr. Sharad Kankaria is the Chairperson for the Committee. During the year under review, no CSR Committee meetings were held as the Company was not required to spend any money on CSR activities.

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

www.polywood.org

4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable: Not Applicable to the Company.

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: Not Applicable

6. Average net profit of the Company for the last three financial years: Nil

7. CSR Requirement:

S. No.	Particulars	Amount (₹ Lakhs)
a.	Two percent of average net profit of the company as per Section 135(5)	Not Applicable
b.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years.	NIL
c.	Amount required to be set off for the financial year, if any	NIL
d.	Total CSR obligation for the financial year (7a+7b-7c).	NIL

8. CSR Spend:

S. No.	Particulars	Amount (₹ Lakhs)
a.	CSR amount spent or unspent for the financial year:	
	CSR Amount Spent	Not Applicable
	CSR Amount Unspent	Not Applicable
b.	Details of CSR amount spent against ongoing projects for the financial year	NIL
c.	Details of CSR amount spent against other than ongoing projects for the financial year	Not Applicable
d.	Amount spent in Administrative Overheads	NIL
e.	Amount spent on Impact Assessment, if applicable	Not Applicable
f.	Total amount spent for the Financial Year (8b+8c+8d+8e)	NIL
g.	Excess amount for set off if any	
	(i) Two percent of average net profit of the company as per Section 135(5)	Not Applicable
	(ii) Total amount spent for the Financial Year	NIL
	(iii) Excess amount spent for the financial year [(ii)-(i)]	NIL
	(iv) Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
	(v) Amount available for set off in succeeding financial years [(iii)-(iv)]	NIL

9. Details of Unspent of previous years

- Details of Unspent CSR amount for the preceding three financial years: **Not Applicable**
- Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): **Not Applicable**

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or

acquired through CSR spent in the financial year: **Not Applicable.**

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per Section 135(5): **Not Applicable**

12. 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

Place: Jaipur

Date: August 13, 2022

Sharad Kankaria

Chairperson of CSR Committee
DIN: 06961462

CORPORATE GOVERNANCE REPORT

The Board of Directors present the Company's Report on Corporate Governance for the year ended March 31, 2022, in terms of Regulation 34(3) read with schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (The "Listing Regulations") as amended.

COMPANY'S PHILOSOPHY

We, Dhabriya Polywood Ltd. ("the Company") is committed to the adoption of best governance practices. The company's vision document spells out a direction for the policies and procedures which ensure long terms sustainability. Value creation for stakeholders is thus a continuous endeavor. On the same lines the Company has always followed fair business and corporate practices while dealing with the shareholders, employees, customers, creditors, lenders, all stakeholders and the society at large. The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet stakeholder's expectation.

In harmony with this philosophy, the Company relentlessly strives for excellence by benchmarking itself with esteemed companies with good corporate governance. Your company is compliant with all the provisions of SEBI (LODR) Regulations, 2015.

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, enhancing trusteeship by providing adequate information to the Directors to discharge fiduciary duties effectively;
- ☞ Professionalism ensures that management teams across the organization are qualified and have clear understanding of their roles and responsibilities;
- ☞ 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 well diverse comprising highly experienced individuals and persons with eminent expertise who are entrusted with the responsibility of the Management, directions and performance of the Company. 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 company is having mandatory committees such as Audit Committee, Nomination & Remuneration Committee, CSR Committee, Stakeholders and Relationship committee etc. are focused on financial reporting, audit & internal controls, compliance issues, appointment and remuneration of Directors and Senior Management Employees and shareholders grievances and implementation and monitoring of CSR activities.

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, 2022, 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 Company is managed by the Board of Directors in coordination with the Senior Management team. The Board members take an active part at the Board and Committee meetings and provide valuable guidance to the Management on various aspects of business, governance and compliance.

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	Directorship in other Indian public ltd. Co.	No. of outside board committees in which chairman /member	
					Chairman	Member
Digvijay Dhabriya DIN: 00519946	28.06.2003	Chairman & Managing Director	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.
- 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 provided their annual declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. They have also given declaration under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 confirming compliance with Rule 6(1) and (2) of the said Rules 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 two (2) years from the date of inclusion of their names in the data bank or such time as amended by the Central Government.

Basis the declaration as submitted by the Independent Directors and due assessment of the veracity undertaken by the Board, in terms of Regulation 25(9) of the Listing Regulations, the Board opined that the Independent Directors fulfil the conditions of independence specified in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and are independent from the management. During the year under review, none of the Independent Director(s) have resigned before expiry of their respective tenures.

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. Only in the case of special and urgent business, should the need arise, the Board's approval is taken by passing resolutions through circulation, as permitted by law, which are noted in the subsequent Board meeting. During the financial year ended March 31, 2022, Ten Board Meetings were held on June 29, 2021, August 13, 2021, October 26, 2021, November 13, 2021, December 21, 2021, December 23, 2021, December 24, 2021, January 06, 2022, February 14, 2022, and March 30, 2022. 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

Mr. Digvijay Dhabriya, Managing Director


100%

Mr. Mahendra Karnawat, Whole-time Director


100%

Mrs. Anita Dhabriya, Whole-time Director


100%

Mr. Shreyansh Dhabriya, Whole-time Director


100%

Mr. Sharad Kankaria, Independent Director



90%

Mr. Anil Upadhyay, Independent Director



40%

Mr. Padam Kumar Jain, Independent Director



40%

Mr. Shiv Shanker, Independent Director



50%

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 and 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)

Non-Executive 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 put in place adequate and effective system of internal controls to ensure compliance with the requirements of the PIT Regulations. A structured digital database is being maintained by the Company, which contains the names and other particulars as prescribed of the persons covered under the Codes drawn up pursuant to the PIT Regulations. The Company has already implemented an online module for enabling the Promoters, Promoter's Group, Directors and Designated Persons to submit their Disclosures and take requisite approvals under the PIT Regulations. This online module also facilitates Updation of their shareholding in the

Company as well as details of their immediate relatives and the persons with whom they share material financial relationship in a seamless manner.

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.

Role and Term of Reference

The Board has framed the Audit Committee charter for the purpose of effective compliance of provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations. The Audit Committee inter-alia performs the following functions:

- ☞ overseeing of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- ☞ 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;
- ☞ reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b) changes, if any, in accounting policies and practices and reasons for the same;
 - c) major accounting entries involving estimates based on the exercise of judgment by management;
 - d) significant adjustments made in the financial statements arising out of audit findings;
 - e) compliance with listing and other legal requirements relating to financial statements;
 - f) disclosure of any related party transactions;
 - g) modified opinion(s) in the draft audit report;
- ☞ 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 and monitoring the auditor's independence and performance, and effectiveness of audit process;
- ☞ approval or any subsequent modification of transactions of the listed entity with related parties;
- ☞ scrutiny of inter-corporate loans and investments;
- ☞ valuation of undertakings or assets of the listed entity, wherever it is necessary;
- ☞ evaluation of internal financial controls and risk management systems;
- ☞ reviewing, with the management, performance of statutory and internal auditors, 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;
- ☞ discussion with internal auditors of 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;
- ☞ discussion with 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;
- ☞ to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- ☞ to review the functioning of the whistle blower mechanism;
- ☞ approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- ☞ Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- ☞ reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.]

The audit committee shall mandatorily review the following information:

- 1) management discussion and analysis of financial condition and results of operations;
- 2) statement of significant related party transactions (as defined by the audit committee), submitted by management;
- 3) management letters / letters of internal control weaknesses issued by the statutory auditors;
- 4) internal audit reports relating to internal control weaknesses; and
- 5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- 6) statement of deviations:
 - a. quarterly statement of deviation(s) including report of monitoring agency,

if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).

- b. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

Functions of Audit Committee

The Audit Committee, while reviewing the Annual Financial Statement also reviews the applicability of various Indian Accounting Standards ("Ind AS") referred to in Section 133 of the Act. The compliance of Ind AS as applicable to the Company has been ensured in the preparation of the Financial Statement for the financial year ended March 31, 2022.

The Audit Committee bridges the gap between the Internal Auditors and the Statutory Auditors. The Statutory Auditors are responsible for performing Independent Audit of the Company's Financial Statement and Company's internal financial control over financial reporting in accordance with the generally accepted auditing practices and issuing reports based on such audits, while the Internal Auditors are responsible for the internal risk controls. The Company has been reporting on quarterly basis, the Un-audited Standalone and Consolidated Financial Results as required by the Regulation 33 of the Listing Regulations. The Company's quarterly Un-audited Standalone and Consolidated Financial Results are made available on the website of the Company www.polywood.org and are also sent to the Stock Exchanges where the Company's Equity Shares are listed for dissemination at their website.

Meetings and Attendance

The Audit Committee met 5 (five) times during the financial year 2021-22. The Committee met on May 29, 2021, June 29, 2021, August 13, 2021, November 13, 2021, and February 14, 2022, 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:

Mr. Sharad Kankaria, Member



100%

Mr. Padam Kumar Jain, Chairman



100%

Mr. Shreyansh Dhabriya, Member



100%

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 February 14, 2022. 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:

Mr. Sharad Kankaria, Chairman



100%

Mr. Anil Upadhyay, Member



100%

Mr. Padam Kumar Jain, Member



100%

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, 2019, to August 31, 2024. 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, 2022:

(a) Non-Executive Independent Directors

Name of Director	Sitting Fees
Mr. Sharad Kankaria	20,000/-
Mr. Anil Upadhyay	8,000/-
Mr. Padam Kumar Jain	10,000/-
Mr. Shiv Shanker	5,000/-

(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 from September 01, 2019, to August 31, 2024	For a period of 5 years from September 01, 2019, to August 31, 2024	For a period of 5 years from September 01, 2019, to August 31, 2024	For a period of 5 years from 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

Pursuant to the provisions of the Companies Act and Regulation 17 of the Listing Regulations, 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 14, 2022, 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:

- ☞ Maintaining Investors including security holders relations and redressing of security holders complaints like transfer of security, non-receipt of balance sheet, annual report, non-receipt of declared dividends/ interests etc.,
- ☞ Approving requests for security transfers, transmission and those pertaining to rematerialization of security/ sub-division/ consolidation/ issue of renewed and duplicate certificates etc.,

- ☞ Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of securities issued by the Company,
- ☞ Resolving the grievances of the security holders of the company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- ☞ Review of measures taken for effective exercise of voting rights by shareholders.
- ☞ Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- ☞ Review of the various measures and initiatives taken by the company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- ☞ 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 June 29, 2021, August 13, 2021, November 13, 2021, and February 14, 2022. The necessary quorum was present for the Meeting.

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

Mr. Anil Upadhyay, Chairman



75%

Mr. Sharad Kankaria, Member



100%

Mr. Digvijay Dhabriya, Member



100%

Details of Shareholders' Complaints Received, Solved and Pending as on March 31, 2022

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, 2022.

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

Since the Company was not required to spend any money on CSR activities, no meetings of CSR Committee were held during the year.

5. Independent Directors' Meeting

During the year under review, the Independent Directors met on February 14, 2022, 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 perform its duties effectively and reasonably.

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, the Company has appointed one of the Independent Directors of the Company on the Board of material subsidiaries.

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 Ind AS 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. Credit Rating

During the year, CARE has reaffirmed the credit rating of BBB-; Outlook: Stable for Long Term Bank Facilities. The credit rating is displayed on the Company's website viz., www.polywood.org

8. Non-mandatory requirements

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

9. 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/2018/0000000141 dated November 15, 2018.

10. Details of utilization of funds raised through preferential allotment or qualified institutions

placement as specified under Regulation 32 (7A).

– Not Applicable.

11. 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.

12. 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

13. 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.

14. 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, 2022, 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**

During the year under review, there is no audit qualification in your Company's financial statement.

☛ **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
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
2019-20	September 30, 2020 11:00 A.M	Through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM")	No Special Resolution was Passed
2020-21	September 25, 2021 11:00 A.M	Through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM")	No Special Resolution was Passed

Postal Ballot

No Postal Ballot was conducted during the year under review.

Extra Ordinary General Meeting

During the year under review, no Extra Ordinary General Meeting was held.

General Shareholder's Information for the financial year 2021-22

Day And Date	Friday, September 30, 2022
Time	11.00 A.M
Mode/Venue	Through Video Conferencing / Other Audio-Visual Means (there is no requirement to have a venue for the AGM) as set out in the Notice convening the Annual General Meeting.
Financial Year	April 1, 2021, to March 31, 2022
Book Closure Date	September 24, 2022, to September 30, 2022 (both days inclusive)
Listing on Stock Exchanges	BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, MUMBAI – 400001
E-voting facility	Open Date: Tuesday, September 27, 2022 @ 9:00 AM Close Date : Thursday, September, 29, 2022 @ 5:00 PM
Address for Correspondence	Mr. Sparsh Jain, Company Secretary Dhabriya Polywood Limited, B-9D(1), Malviya Industrial Area, Jaipur – 302017 Tel: 0141 - 4057171, Email: cs@polywood.org
Suspension of Trading	No securities of the Company were suspended from trading on stock exchanges during the year under review.
Convertible Instruments	The Company has not issued any convertible instruments

Tentative Calendar for Financial Year ending March 31, 2023

The tentative dates of meeting of Board of Directors for consideration of quarterly financial results for the financial year ending March 31, 2023, are as follows:

Sl. No.	Particular of Quarter	Tentative Dates
1.	First Quarter Results	On or before August 14, 2022
2.	Second Quarter & Half Yearly Results	On or before November 14, 2022
3.	Third Quarter & Nine-months Results	On or before February 14, 2023
4.	Fourth Quarter & Annual Results	On or before May 30, 2023

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

Dividend

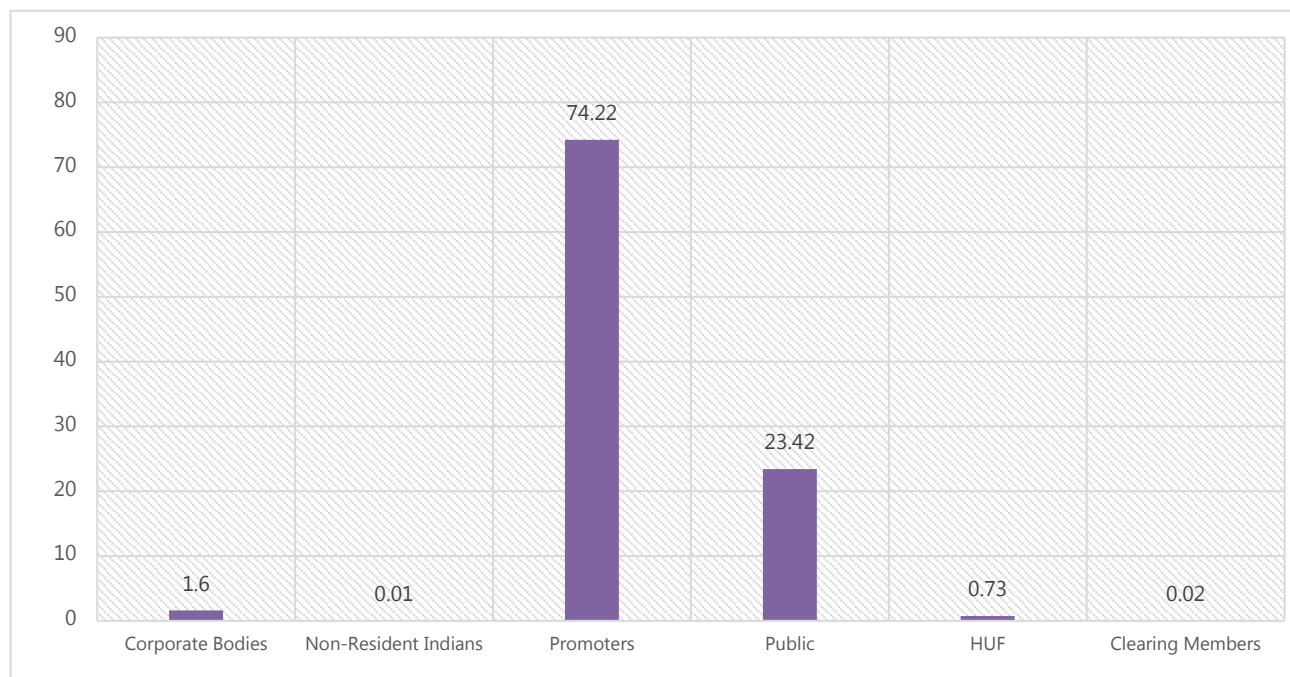
The Board of Directors of the Company does not recommend dividend for the financial year 2021-22.

Distribution of Shareholding as on March 31, 2022

Holding	Shareholders		Shares	
	Number	%	Number	%
1 – 500	958	79.70	92348	0.85
501 – 1000	71	5.91	55802	0.52
1001 – 2000	46	3.83	69937	0.65
2001 - 3000	45	3.74	114968	1.06
3001 - 4000	15	1.25	53848	0.50
4001 - 5000	4	0.33	19300	0.18
5001 – 10000	29	2.41	214843	1.98
10001 and above	34	2.83	10203199	94.26
Grand Total	1202	100.00	10824245	100.00

Categories of Shareholders as on March 31, 2022

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	173984	1.60
	b. Individuals		
	I. Individual Shareholders holding nominal share capital up-to ₹ 1 lakh	574271	5.30
	II. Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	1961230	18.12
	c. HUF	78481	0.73
	d. NRIs	606	0.01
	e. Clearing Members	1878	0.02
	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 2021-22

As of March 31, 2022, the paid-up Equity Share Capital of the Company was ₹ 10,82,42,450/- consisting of 1,08,24,245 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, 2022

Particulars	No. of Shares	%
Physical Segment	-	-
Demat Segment		
A. NSDL	1383782	12.78
B. CDSL	9440463	87.22
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, 2022

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 2021-22 & 2022-23 has been paid to the Stock Exchange.

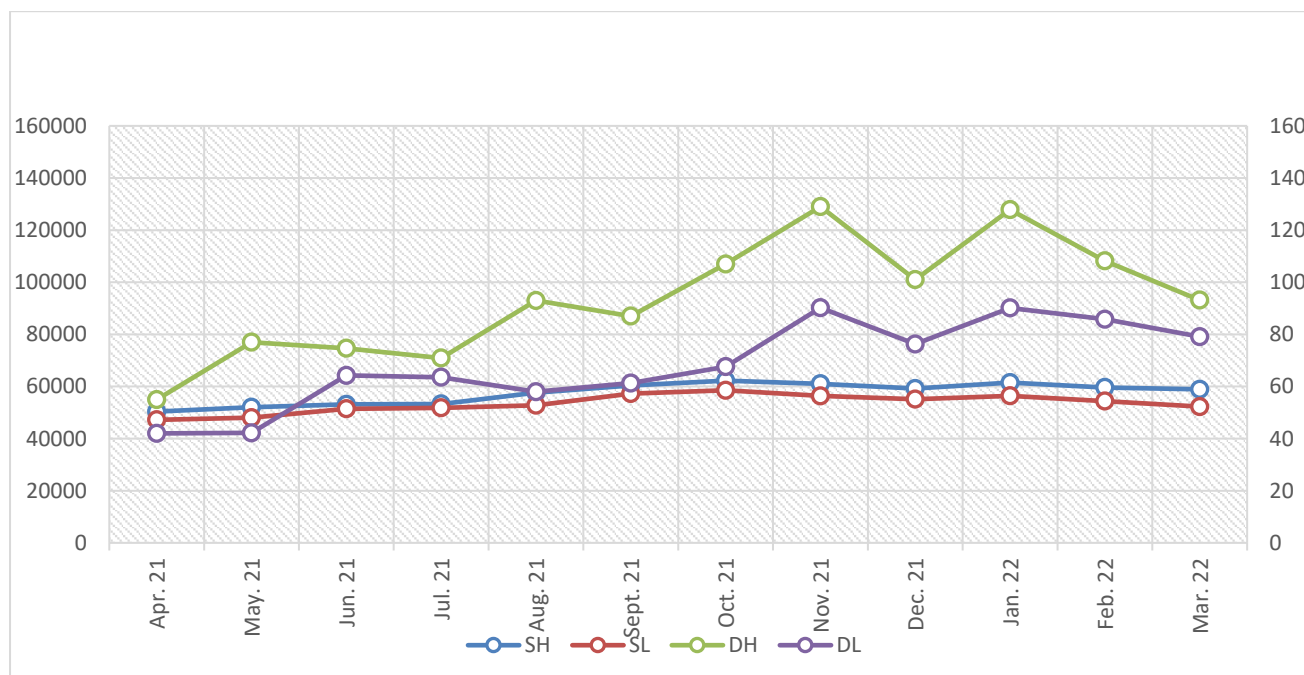
Share Price Data

The monthly high and low prices and volumes of shares of the Company at BSE Limited (BSE) for the year ended March 31, 2022, are as under:

Month	BSE		
	High (₹)	Low (₹)	Volume (Nos.)
April 2021	54.95	42.00	54349
May 2021	77.00	42.20	283202
June 2021	74.65	64.25	65799
July 2021	70.90	63.55	80837
August 2021	93.00	58.00	333432
September 2021	87.00	61.30	89136
October 2021	107.00	67.60	542004
November 2021	129.00	90.20	281450
December 2021	101.00	76.30	93399
January 2022	127.85	90.15	150713
February 2022	108.20	85.80	233801
March 2022	93.15	79.10	42929
Closing Share Price as on March 31, 2022 (In ₹)			84.50
Market Capitalization as on March 31, 2022 (₹ In Lakhs)			9146.49

(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 (or such other extended timeline as may be allowed by the SEBI/MCA). The audited annual results are announced within sixty days from the closure of the financial year (or such other extended timeline as may be allowed by the SEBI/MCA) 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 <https://www.polywood.org/financial-reporting/>
3. The Annual Report containing inter-alia the Audited Standalone and Consolidated Financial Statements, Auditors' Report thereon, Directors Report,

Corporate Governance Report and Management Discussion and Analysis report is circulated to the Members and others entitled thereto. The Annual Report is also available on the website of the Company and on the website of the Stock Exchanges where the Company's shares are listed.

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 Pvt. Ltd.	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: info@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, 2022, 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)
 - (iii) 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
Chief Financial Officer

Chairman & Managing Director
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, 2022.

For Dhabriya Polywood Limited

Sd/-

Digvijay Dhabriya

Chairman & Managing Director
DIN: 00519946

Jaipur, August 13, 2022

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-9 D(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, 2022 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: S2011RJ149500

Jaipur, August 13, 2022
 UDIN: F007972D000791898

Sd/-
Manish Sancheti
 Proprietor
 (Membership No.: FCS 7972)
 (Certificate of Practice No.: 8997)
 PR 834/2020

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, 2022, 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, 2022.
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: 22074100AQNP5855

Jaipur, August 13, 2022

INDEPENDENT AUDITOR'S REPORT

To the Members of Dhabriya Polywood Limited

Report on the Consolidated Financial Statements

Opinion

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"), as listed in "Annexure 1", which comprise the Consolidated Balance Sheet as at 31st March, 2022, 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, 2022, 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 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, 2022. 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.

KEY AUDIT MATTER	HOW THE MATTER WAS ADDRESSED IN OUR AUDIT
A. Revenue Recognition ☞ 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	<u>Our audit procedure:</u> ☞ We assessed the appropriateness of the revenue recognition accounting policies by comparing them with applicable Indian Accounting Standards (Ind AS).

<p>control of the products being sold is transferred to the customer and when there are no unfulfilled obligations.</p> <ul style="list-style-type: none"> ☞ 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. <p>Hence, 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.</p>	<ul style="list-style-type: none"> ☞ 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.
<p>B. Inventory Existence and Valuation</p> <ul style="list-style-type: none"> ☞ Inventory is held in various locations by the Group. 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. <p>Therefore inventory quantities and valuation is identified as a key audit matter.</p>	<p><u>Our audit procedure:</u></p> <ul style="list-style-type: none"> ☞ 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. 4166.05 Lakhs as at March 31, 2022, total revenues of Rs. 6671.28 Lakhs, total net profit after tax of Rs. 408.85 Lakhs, total comprehensive income of Rs. 411.31 Lakhs and net cash inflow of Rs. 61.60 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 197(16) of the Act based on our audit and on the consideration of the reports of the other auditors, referred to in paragraph "Other Matters" hereinabove, on separate financial statements of the subsidiaries, we report that the Holding Company and three subsidiary companies, incorporated in India whose financial statement have been audited under the Act have paid remuneration to their respective directors during the

year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.

As required by clause (xxi) of paragraph 3 of Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of Section 143(11) of the Act based on the consideration of the Order reports issued till date by us and by the respective other auditors as mentioned in paragraph "Other Matters" above, of companies included in the consolidated financial statements for the year ended 31 March 2022 and covered under the Act we report that there are no qualifications or adverse remarks reported in the respective Order reports of such companies.

As required by section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statements and other financial information of the subsidiaries, we report, to the extent applicable, that:

a. 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.

(a) 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.

(b) 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.

(c) 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.

(d) On the basis of the written representations received from the Directors of the Holding Company as on 31st March, 2022, 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, 2022 from being appointed as a Director in terms of Section 164(2) of the Act.

(e) 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 2" to this report.

(f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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.

iv. (a). The respective managements of the Holding Company and its subsidiary companies whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the

best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary companies to or in any other person or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company, or any such subsidiary company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b). The respective managements of the Holding Company and its subsidiary companies whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Holding Company or its subsidiary companies from any person or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding

Company, or any such subsidiary company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c). Based on such audit procedures performed by us and that performed by the other auditors of the subsidiaries that have been considered reasonable and appropriate in the circumstances, nothing has come to our or other auditors notice that has caused us or other auditors to believe that the management representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

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

(CA ASHOK KUMAR TAMBI)
Partner
Membership No. 74100
UDIN: 22074100AJUFPO3866

Place: Jaipur
Date: May 28, 2022

ANNEXURE - 1 TO THE INDEPENDENT AUDITOR'S REPORT

List of entities included in the Statement (in addition to the Holding Company)

Subsidiaries :

- ☞ POLYWOOD PROFILES PRIVATE LIMITED
- ☞ DYNASTY MODULAR FURNITURES PRIVATE LIMITED
- ☞ POLYWOOD GREEN BUILDING SYSTEMS PRIVATE LIMITED

ANNEXURE – 2 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, 2022

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, 2022, 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, 2022, 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. Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and on the reports of the other auditors.

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

(CA ASHOK KUMAR TAMBI)
Partner
Membership No. 74100
UDIN: 22074100AJUFPO3866

Place: Jaipur
Date: May 28, 2022

DHABRIYA POLYWOOD LIMITED			
CONSOLIDATED BALANCE SHEET			
AS AT 31 st MARCH 2022			
(All amounts in INR Lakhs, unless otherwise stated)			
Particulars	Note	As at 31 st March 2022	As at 31 st March 2021
A. ASSETS			
I. Non-current Assets			
(a) Property, Plant and Equipment	4	4367.08	4127.75
(b) Capital work-in progress	4	819.28	676.79
(c) Investment Property	5	176.92	176.13
(d) Financials Assets		0.00	0.00
(i) Investments	6	1.32	0.19
(ii) Loans	7	56.12	57.68
Total Non-Current Assets		5420.72	5038.55
II. Current Assets			
(a) Inventories	8	4451.91	3601.35
(b) Financial Assets			
(i) Trade Receivables	9	2244.51	2392.36
(ii) Cash and cash equivalents	10	428.03	227.63
(iii) Bank balances other than (iii) above		0.00	0.00
(iv) Loans	11	47.00	54.83
(v) Others	12	170.62	105.48
(c) Other Current Assets	13	240.93	323.22
Total Current Assets		7582.99	6704.86
Total Assets		13003.71	11743.41
B. EQUITY AND LIABILITIES			
I. EQUITY			
(a) Equity Share Capital	14	1082.42	1082.42
(b) Other Equity	15	4939.03	4419.58
Equity Attributable to Owners		6021.45	5502.01
Non-Controlling Interest		3.81	3.75
Total Equity		6025.26	5505.76
II. LIABILITIES			
1) Non-current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	2133.52	1963.91
(ii) Other Financial Liabilities	17	3.34	15.04
(b) Provisions	18	204.16	192.68
(c) Deferred tax liabilities (net)	19	92.48	92.26
Total Non-Current Liabilities		2433.49	2263.88
2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	20	2486.72	2339.92
(ii) Trade Payables	21		
Dues to Micro and Small Enterprises		162.01	70.38
Dues to Creditors other than Micro and Small Enterprises		590.46	414.89
(iii) Other Financial Liabilities	22	957.18	715.12
(b) Other Current Liabilities	23	123.01	235.82
(c) Provisions	24	235.56	203.86
(d) Current tax liabilities (Net)	25	(9.98)	(6.22)
Total Current Liabilities		4544.95	3973.76
Total Equity and Liabilities		13003.71	11743.41
<i>'The accompanying summary of significant accounting policies and other explanatory information are an integral part of the consolidated financial statements. This is the Consolidated Balance Sheet referred to in our report of even date</i>			
For TAMBI ASHOK & ASSOCIATES		For DHABRIYA POLYWOOD LIMITED	
Chartered Accountants		DIGVIJAY DHABRIYA	
Firm Regn. No. 005301C		Managing Director	
(CA ASHOK KUMAR TAMBI)		(DIN: 00519946)	
Partner		MAHENDRA KARNAWAT	
M. No. 074100		Whole-Time Director	
Jaipur, May 28, 2022		(DIN: 00519876)	
		Hitesh Agrawal	
		Chief Financial Officer	
		Sparsh Jain	
		Company Secretary	

DHABRIYA POLYWOOD LIMITED			
CONSOLIDATED STATEMENT OF PROFIT AND LOSS			
FOR THE YEAR ENDED ON 31 st MARCH, 2022			
(All amounts in INR Lakhs, unless otherwise stated)			
Particulars	Note	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
I. Revenue			
Revenue from operations	26	13363.95	10643.45
Other Income	27	31.06	52.78
Total Income		13395.01	10696.24
II. Expenses			
(i) Cost of materials Consumed	28	8513.47	5919.75
(ii) Purchase of Traded Goods	29	363.26	341.88
(iii) Change in Inventories of Finished Goods, WIP and Stock-in-trade	30	(420.04)	(207.49)
(iv) Employee Benefits Expense	31	1982.40	1755.97
(v) Finance Cost	32	387.03	437.70
(vi) Depreciation and Amortization Expense	33	339.24	342.36
(vii) Other Expenses	34	1553.74	1486.44
Total Expenses		12719.09	10076.90
III. Profit Before Tax & Exceptional Items		675.91	619.33
IV. Exceptional Items		0.00	0.00
V. Profit After Exceptional Items & before Taxes		675.91	619.33
VI. Tax Expense/ (credit):	25		
☞ Current Tax		166.04	158.03
☞ Deferred Tax		(3.84)	3.25
☞ Short/ (Excess) provision for taxes of earlier years		4.98	11.08
Total Tax		167.18	172.36
VII. Profit for the period		508.73	447.27
Net Profit after tax for the year attributed to:			
☞ Owners of the Company		508.68	447.13
☞ Non-controlling interest		0.05	0.15
VIII. Other Comprehensive Income (OCI)			
Item that will not be reclassified to profit or loss			
☞ Remeasurements of the defined benefit liabilities		14.84	18.84
☞ Income tax relating to items that will not be reclassified to profit or loss		(4.07)	(5.07)
Other Comprehensive Income for the period After Tax		10.77	13.77
IX. Total Comprehensive Income for the period After Tax		519.50	461.04
Total Comprehensive Income for the year attributed to:			
☞ Owners of the Company		519.44	460.90
☞ Non-controlling interest		0.06	0.15
X. Earnings per Equity Share (of ₹ 10/- each)			
(a) Basic & Diluted	35	4.70	4.13
The accompanying summary of significant accounting policies and other explanatory information are an integral part of the consolidated financial statements. This is the Consolidated Statement of Profit and Loss referred to in our report of even date.			
For TAMBI ASHOK & ASSOCIATES Chartered Accountants Firm Regn. No. 005301C (CA ASHOK KUMAR TAMBI) Partner M. No. 074100 Jaipur, May 28, 2022		For DHABRIYA POLYWOOD LIMITED DIGVIJAY DHABRIYA Managing Director (DIN: 00519946) Hitesh Agrawal Chief Financial Officer MAHENDRA KARNAWAT Whole-Time Director (DIN: 00519876) Sparsh Jain Company Secretary	

For TAMBI ASHOK & ASSOCIATES Chartered Accountants Firm Regn. No. 005301C	For DHABRIYA POLYWOOD LIMITED	
(CA ASHOK KUMAR TAMBI) Partner M. No. 074100 Jaipur, May 28, 2022	DIGVIJAY DHABRIYA Managing Director (DIN: 00519946)	MAHENDRA KARNAWAT Whole-Time Director (DIN: 00519876)
	Hitesh Agrawal Chief Financial Officer	Sparsh Jain Company Secretary

Annual Report 2021-22

Notes forming part of consolidated financial statements

for the year ended March 31, 2022

1. **CORPORATE INFORMATION**

The Consolidated Financial Statements comprise financial statements of "Dhabriya Polywood Limited" (the Holding Company) [CIN: L29305RJ1992PLC007003] and its subsidiaries collectively referred to as "the Group", for the year ended 31st March, 2022.

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**

(i) **Compliance with Ind AS**

These Consolidated 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 and guidelines issued by the Securities and Exchange Board of India (SEBI). The accounting policies are applied consistently to all the periods presented in the financial statements.

(ii) **Historical cost convention**

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.

(iii) **Current and non-current classification**

The All assets and liabilities have been classified as current or non-current based on the Group's normal operating cycle for each of its businesses, as per the criteria set out in the Schedule III to the Act.

(iv) **Rounding of amounts**

All amounts disclosed in the Consolidated Financial Statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

B. **USE OF ESTIMATES AND JUDGEMENTS**

The estimates and judgements used in the preparation of the consolidated financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognized in the period in which the results are known/materialized.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

C. **PRINCIPLES OF CONSOLIDATION**

Subsidiaries

Subsidiaries are all entities over which the Holding Company has control. The Holding Company controls an entity when the Holding Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Holding Company. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

The Group combines the financial statements of the Holding Company and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Holding Company.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and consolidated balance sheet respectively.

The interest of non-controlling shareholders is initially measured either at fair value or at the non-controlling interests' proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity of subsidiaries.

D. PROPERTY, PLANT AND EQUIPMENT (INCLUDING CAPITAL WORK-IN-PROGRESS)

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. SEGMENT REPORTING

Operating segments are reported in a manner consistent with the internal reporting provided to the chief executive officer, the chief financial officer and the chairman and managing director, all of them constitute as chief operating decision maker ('CODM').

T. 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.

U. 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 2022 and 31st March 2021

(All amounts in INR Lakhs, unless otherwise stated)

Particulars	Gross Carrying Amount				Accumulated Depreciation			Net Carrying Amount		
	Balance as at 01 April, 2021	Additions / Adjustments	Disposals / discard of assets	As at 31 March, 2022	Balance as at 01 April, 2021	Depreciation for the year	Eliminated on Disposals / discard of assets	As at 31 March, 2022	As at 31 March, 2022	As at 31 March, 2021
Leasehold Land	1501.75	0.00	0.00	1501.75	0.00	0.00	0.00	0.00	1501.75	1501.75
Building	1290.79	58.75	0.00	1349.54	228.43	54.59	0.00	283.03	1066.51	1062.35
Plant & Equipment	2779.25	409.56	7.74	3181.07	1333.25	237.24	0.00	1570.48	1610.58	1446.00
Dies & Mould	0.73	0.00	0.00	0.73	0.45	0.02	0.00	0.46	0.26	0.28
Furniture & Fixtures	50.43	62.77	0.00	113.20	31.78	5.39	0.00	37.18	76.02	18.65
Vehicles	111.45	27.98	0.00	139.44	69.99	17.39	0.00	87.38	52.06	41.47
Office Equipment's	4.56	0.00	0.00	4.56	2.38	0.68	0.00	3.06	1.50	2.18
Computers	53.24	13.19	0.00	66.43	32.87	14.50	0.00	47.37	19.06	20.37
Misc. Fixed Assets	68.88	10.71	0.00	79.59	34.18	6.10	0.00	40.28	39.32	34.70
Total	5861.08	582.97	7.74	6436.31	1733.33	335.91	0.00	2069.24	4367.08	4127.75
Property, plant and equipment have been pledged as security against certain borrowings of the Group as at March 31, 2022. Refer note 16 & 20.										

Capital Work-in-progress

Particulars	Balance as at 01 April, 2020	Additions during the year	Capitalization during the year	As at 31 March, 2021	Addition during the year	Capitalization during the year	As at 31 March, 2022
Capital Work-in- progress	291.96	384.84	0.00	676.79	324.94	182.46	819.28
(i) AGEING SCHEDULE OF CAPITAL WORK-IN-PROGRESS IS AS FOLLOWS:							
Particulars			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31 March, 2021			384.84	291.96	0.00	0.00	676.79
As at 31 March, 2022			324.94	202.38	291.96	0.00	819.28
(ii) Delay in implementation of CWIP outstanding for more than 2 years is mainly due to COVID-19 pandemic. The same is expected to be commenced during the year ending 31 st March, 2023.							

5. INVESTMENT PROPERTY

Particulars	As At 31 st March, 2022	As At 31 st March, 2021
Gross Carrying Amount		
Balance as the beginning of period	190.11	180.99
Add: Additions / Adjustments	4.12	9.12
Less: Disposals / discard of assets	0.00	0.00
Total at the end of period	194.23	190.11
Accumulated Depreciation		
Balance as the beginning of period	13.98	10.17
Add: Depreciation Charged for the Year	3.33	3.80
Less: Eliminated on Disposals / discard of assets	0.00	0.00
Total at the end of period	17.31	13.98
Net Carrying Amount	176.92	176.13

6. INVESTMENT – NON-CURRENT

Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
	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	0.00	0	0.00
B. Other Equity Instruments				
(Unquoted, fully paid-up shares, valued at cost)				
☞ Polywood India Ltd - non-listed Company	1000	0.10	1000	0.10
C. Investment in Government Securities				
(Unquoted, valued at amortized cost)				
☞ National Saving Certificates	-	0.09	-	0.09
☞ Investment in Shares - Andhra Fuels Pvt Ltd	11350	1.14	-	0.00
Total		1.32		0.19

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

Particulars	As At 31 st March, 2022	As At 31 st March, 2021
Security Deposits	55.08	57.68
Loans to Body Corporates	1.04	0.00
Total	56.12	57.68

8. INVENTORIES

Particulars	As At 31 st March, 2022	As At 31 st March, 2021
At Lower of cost or net realization value:		
Raw Materials	2157.74	2127.30
Packing Material	13.27	12.79
Stock in Progress and semi-finished goods	789.61	346.28
Finished Goods - Manufactured	1091.73	938.85
Finished Goods - Traded	344.52	125.54
Consumables Items, Stores and Spare Parts	55.04	50.58
Total	4451.91	3601.35

9. TRADE RECEIVABLES

Particulars	As At 31 st March, 2022	As At 31 st March, 2021
Unsecured, considered good:		
Trade Receivables	2244.51	2392.36
Total	2244.51	2392.36
* Trade Receivables are expected to realise at least the amount at which they are stated, if realized in the ordinary course of business.		

Trade Receivables Ageing Schedule

As At 31 st March, 2022	Outstanding For Following Periods From Due Date Of Payment					
	Less than 6 months	6 months - 1 year	1 -2 years	2 -3 years	More Than 3 Year	Total
(i) Undisputed Trade receivables – considered good	1163.40	184.83	239.53	315.69	341.06	2244.51
(ii) Undisputed Trade receivables – which have significant increase in Credit risk	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Undisputed Trade receivables – Credit impaired*	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed trade receivables- Considered good	0.00	0.00	0.00	0.00	0.00	0.00
(v) Disputed trade receivables- which have significant increase in Credit risk	0.00	0.00	0.00	0.00	0.00	0.00
(vi) Disputed Trade receivables – Credit impaired	0.00	0.00	0.00	0.00	0.00	0.00

Trade Receivables Ageing Schedule

As At 31 st March, 2021	Outstanding For Following Periods From Due Date Of Payment					
	Less than 6 months	6 months - 1 year	1 -2 years	2 -3 years	More Than 3 Year	Total
(i) Undisputed Trade receivables – considered good	1381.37	103.22	477.39	292.85	137.53	2392.36
(ii) Undisputed Trade receivables – which have significant increase in Credit risk	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Undisputed Trade receivables – Credit impaired*	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed trade receivables- Considered good	0.00	0.00	0.00	0.00	0.00	0.00
(v) Disputed trade receivables- which have significant increase in Credit risk	0.00	0.00	0.00	0.00	0.00	0.00
(vi) Disputed Trade receivables – Credit impaired	0.00	0.00	0.00	0.00	0.00	0.00

*Above referred Trade Receivables have been pledged as security against certain borrowings of the Company. Refer note 16 & 20.

10. CASH AND CASH EQUIVALENTS

Particulars	As At 31 st March, 2022	As At 31 st March, 2021
Cash and Cash Equivalents:		
(a) Cash on hand	6.38	6.47
(b) Balances with banks		
(i) In current accounts	201.65	24.58
(ii) In fixed deposit accounts	220.00	196.57
Total	428.03	227.63

11. LOANS - CURRENT (UNSECURED, CONSIDERED GOOD)

Particulars	As At 31 st March, 2022	As At 31 st March, 2021
Security & Other Deposits	47.00	54.83
Total	47.00	54.83

12. OTHER CURRENT FINANCIAL ASSETS

Particulars	As At 31 st March, 2022	As At 31 st March, 2021
Balance with Government Authorities	35.55	46.01
Other Advances recoverable in cash	135.07	59.47
Total	170.62	105.48

13. OTHER CURRENT ASSETS

Particulars	As At 31 st March, 2022	As At 31 st March, 2021
Advances to Suppliers	109.15	135.91
Prepaid Expenses	62.70	99.85
Other Advances recoverable for value to be received	69.07	87.47
Total	240.93	323.22

14. EQUITY SHARE CAPITAL

Particulars	As At 31 st March, 2022		As At 31 st March, 2021	
	No. of Shares	Amount in ₹	No. of Shares	Amount in ₹
(a) Authorized				
Equity Shares of ₹ 10/- each	12500000	1250.00	12500000	1250.00
(b) Issued				
Equity Shares of ₹ 10/- each	10824245	1082.42	10824245	1082.42
(c) Subscribed and fully paid-up				
Equity Shares of ₹ 10/- each	10824245	1082.42	10824245	1082.42
(d) Reconciliation of shares outstanding at the beginning & at the end of the reporting period				
At the beginning of the period	10824245	1082.42	10824245	1082.42
Add: Shares Issued	0	0	0	0
Outstanding at the end of the period	10824245	1082.42	10824245	1082.42
(e) Details of shareholders holding more than 5% equity shares in the Company:	As At 31 st March, 2022		As At 31 st March, 2021	
	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) Details of equity shares held by Promoters in the company as at the end of year :						
	As At 31st March, 2022			As At 31st March, 2021		
	Number of shares	% of total shares	% change during the year	Number of shares	% of total shares	% change during the year
Mr. Digvijay Dhabriya	7192238	66.45	0	7192238	66.45	0.00
Mrs. Anita Dhabriya	470226	4.34	0	470226	4.34	0.00
Digvijay Dhabriya HUF	330331	3.05	0	330331	3.05	0.00
Mrs. Sandhya Hiran	32500	0.3	0	32500	0.30	0.00
Mrs. Usha Jain	8500	0.08	0	8500	0.08	0.00
(h) 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.					
	In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after payment of all liabilities. The distribution will be in proportion to the number of equity shares held by the shareholders.					

15. OTHER EQUITY

Particulars	As At 31st March, 2022	As At 31st March, 2021
(A) General Reserves		
Balance at the Beginning of the Year	4419.58	3958.69
Add: Transfer from Retained Earnings	519.45	460.90
Closing balance	4939.03	4419.58
(B) Retained Earnings Account		
Balance at the Beginning of the Year	0.00	0.00
Add: Profit for the year	508.68	447.13
Add: Other Comprehensive Income for the Year, net of income tax	10.77	13.77
	519.45	460.90
Less: Transfer to General Reserve	(519.45)	(460.90)
Closing balance	0.00	0.00
Equity attributable to Owners	4939.03	4419.58
Non-Controlling Interest	3.81	3.75
Total Equity	4942.84	4423.34
Description of nature and purpose of each reserve		
a. General reserve The general reserve is created on transfer of profits from retained earnings. General reserve is created by transfer from one component of equity to another and is not an item of other comprehensive income.		
b. Retained earnings Retained earnings represents surplus in Statement of Profit and Loss.		

16. BORROWINGS – NON-CURRENT

Particulars	As At 31 st March, 2022	As At 31 st March, 2021
SECURED - At Amortized Cost		
Term Loan from Banks*	2502.50	2349.16
Less: Current maturities of term loans	(727.92)	(547.65)
	1774.58	1801.51
Vehicle Loans**	23.52	18.00
Less: Current maturities of vehicle loans	(10.87)	(5.56)
	12.65	12.44
UNSECURED - At Amortized Cost		
From Directors	189.00	1.50
From Corporates	157.29	148.47
	346.29	149.97
Total	2133.52	1963.91
<p>* There is no default in repayment of principal or payment of interest thereon.</p> <p>** Term Loan from HDFD Bank and ICICI Bank is secured by way of hypothecation of the Company's immovable properties and term loans from SIDBI are secured by the guarantees/security extended by promoter-directors of the Company. Total repayment period of the term loans are:</p> <p>(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.</p> <p>(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 Aug, 2022.</p> <p>(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.</p> <p>(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.</p> <p>(v) SIDBI Term Loan of total 519.44 Lakhs availed up to this year for the Solar Plant and Bangalore Project, out of total sanctioned loan of 650 Lakhs, same is repayable in 51 monthly instalments which started from the month of November 2021.</p> <p>(vi) GECL-TLs of Rs. 149 Lakhs, 212.18 Lakhs and 142 Lakhs taken from HDFC Bank, ICICI Bank and SIDBI respectively during the year are repayable in 36 monthly instalments after availing 12-month moratorium as per the ECLGS of Central Government.</p> <p>(vii) GECL-TLs of Rs. 74.38 Lakhs, 106.00 and 150.00 Lakhs from HDFC Bank, ICICI Bank and SIDBI respectively during the year are repayable in 36 monthly instalments after availing 24-month moratorium as per the ECLGS of Central Government.</p> <p>(viii) SIDBI Term Loan of Rs. 170 Lakhs availed in the Month of December 2021 is repayable in 54 monthly instalments commencing from Jun, 2022 and last instalment due in Nov, 2026.</p> <p>(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.</p> <p>(x) 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.</p> <p>(xi) 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.</p> <p>(xii) 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.</p> <p>(xiii) 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.</p> <p>(xiv) HDFC Bank Machine Term Loan of Rs. 65 Lakhs taken during the year 2020-21 is repayable in 60 monthly instalments commencing from August 2020 and last instalment due in July 2025.</p> <p>(xv) GECL-TLs of Rs. 85 Lakhs and 65 Lakhs taken from HDFC Bank and SIDBI respectively during the year 2020-21 are repayable in 36 monthly instalments after availing 12-month moratorium as per the ECLGS of Central Government.</p>		

- (xvi) GECL-TLs of Rs. 56.54 Lakhs and 32.50 Lakhs taken from HDFC Bank and SIDBI respectively during the year are repayable in 36 monthly instalments after availing 24-month moratorium as per the ECLGS of Central Government.
- (xvii) Term Loan from SIDBI 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 and same is secured by the guarantees / security extended by directors of the Company.
- (xviii) GECL-TLs of Rs. 39 Lakhs taken from SIDBI during the year is repayable in 36 monthly instalments after availing 12-month moratorium as per the ECLGS of Central Government.
- ** 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, 2022	As At 31 st March, 2021
Trade/ security deposits received	3.34	15.04
Total	3.34	15.04

18. PROVISIONS – NON-CURRENT

Particulars	As At 31 st March, 2022	As At 31 st March, 2021
Provision for Employee Benefits:		
Gratuity Provision	204.16	192.68
Total	204.16	192.68

19. DEFERRED TAX LIABILITIES (NET)

Particulars	As At 31 st March, 2022	As At 31 st March, 2021
Tax effect of items constituting deferred tax liability:		
Property, Plant & Equipments	150.56	148.07
	150.56	148.07
Tax effect of items constituting deferred tax assets:		
Provision for gratuity	(58.07)	(55.81)
	(58.07)	(55.81)
Net Deferred Tax Liability	92.48	92.26

20. BORROWINGS - CURRENT

Particulars	As At 31 st March, 2022	As At 31 st March, 2021
SECURED - At Amortized Cost		
Working Capital Loans from Banks*		
Cash Credit / Overdraft Facility	1979.93	2145.78
Buyer's Credit Facility	506.79	194.14
Total	2486.72	2339.92
* 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, 2022	As At 31 st March, 2021
Trade payables		
Total outstanding dues of Micro, small and medium enterprises	162.01	70.38
Others	590.46	414.89
Total	752.47	485.27

(i) Trade Payable Ageing Schedule

As at 31 st March, 2022	Outstanding For Following Periods From Due Date of Payment				
	Less than 1 year	1 -2 years	2 -3 years	More Than 3 Year	Total
Total outstanding dues of micro enterprises and small enterprises	162.01	0.00	0.00	0.00	162.01
Total outstanding dues of creditors other than micro enterprises and small enterprises	588.27	2.19	0.00	0.00	590.46
Disputed dues of micro enterprises and small enterprises	0.00	0.00	0.00	0.00	0.00
Disputed dues of creditors other than micro enterprises and small enterprises	0.00	0.00	0.00	0.00	0.00
As At 31 st March, 2021	Outstanding For Following Periods From Due Date of Payment				
	Less than 1 year	1 -2 years	2 -3 years	More Than 3 Year	Total
Total outstanding dues of micro enterprises and small enterprises	70.38	0.00	0.00	0.00	70.38
Total outstanding dues of creditors other than micro enterprises and small enterprises	414.45	0.34	0.11	0.00	414.89
Disputed dues of micro enterprises and small enterprises	0.00	0.00	0.00	0.00	0.00
Disputed dues of creditors other than micro enterprises and small enterprises	0.00	0.00	0.00	0.00	0.00

22. OTHER FINANCIAL LIABILITIES - CURRENT

Particulars	As At 31 st March, 2022	As At 31 st March, 2021
Current maturities of Term Loans*	727.92	547.65
Current maturities of Vehicle Loans*	10.87	5.56
Statutory Remittances	98.73	54.66
Other Payables	119.65	107.25
Total	957.18	715.12
*Refer notes in Note 16 Borrowings - Non-Current for details of security.		

23. OTHER CURRENT LIABILITIES

Particulars	As At 31 st March, 2022	As At 31 st March, 2021
Credit Balances of Receivables	123.01	235.82
Total	123.01	235.82

24. PROVISIONS - CURRENT

Particulars	As At 31 st March, 2022	As At 31 st March, 2021
Provision for Expenses	212.34	186.75
Provision for Employee Benefits - Gratuity	23.22	17.11
Total	235.56	203.86

25. INCOME TAXES

a) Income Tax Expenses

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Current Tax:		
☞ Current Tax	166.04	158.03
☞ Tax pertaining to earlier years	4.98	11.08
Deferred Tax	(3.84)	3.25
Total	167.18	172.36

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, 2022	For the year ended 31 st March, 2021
Profit before tax	675.91	619.63
Enacted tax rate in India including surcharge/cess, if any	25.63%	23.32%
Expected income tax expenses at statutory tax rate	173.27	144.48
Tax Impact on account of		
Depreciation under income tax act	(9.55)	(3.01)
Expenses allowed only on payment basis	6.15	5.06
Expenses not deductible in determining taxable profits	3.71	0.88
Others	(7.54)	10.62
Tax expenses pertaining to current year	166.04	158.03
Effective Income Tax Rate	24.56%	25.50%

b) CURRENT TAX LIABILITY (NET)

Particulars	As At 31 st March, 2022	As At 31 st March, 2021
Provision for Income Tax	166.04	158.03
Less: Advance Tax and TDS	176.02	164.25
Net Provision for Income Tax	(9.98)	(6.22)
Total	(9.98)	(6.22)

26. REVENUE FROM OPERATIONS

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Sale of Products (A)		
Sale of Products	13254.05	10378.65
	13254.05	10378.65
Less: Discounts on Sales (Cash/Trade)	15.63	7.96

	13238.42	10370.69
Sale of Services (B)		
Installation and Fixing Income	125.53	272.77
Total (A+B)	13363.95	10643.45

Disaggregate revenue information

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Revenue by product type:		
Plastic Products (i.e. uPVC/PVC Profiles, Sheets, Mouldings, Windows & Doors etc.)	11795.66	8481.62
Modular Furniture	1442.76	1889.06
Revenue from sale of services	125.53	272.77
Total	13363.95	10643.45
Revenue by Geography:		
Domestic	13169.55	10421.48
Exports	194.40	221.98
Total	13363.95	10643.45
Revenue by time:		
Revenue recognized at point in time	13363.95	10643.45
Total	13363.95	10643.45

27. OTHER INCOME

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Interest Income	11.60	27.46
Foreign Exchange Fluctuation Gain	13.40	17.00
Profit on sales of Fixed Assets	1.30	0.00
Income from Rent	4.76	8.32
Total	31.06	52.78

28. COST OF MATERIAL CONSUMED

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Inventory at the beginning of the year	1838.29	1481.01
Add: Purchases during the year	8943.99	6277.04
	10782.28	7758.05
Less: Inventory at the end of the year	2268.82	1838.29
Total	8513.47	5919.75

29. PURCHASE OF STOCK IN TRADE

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Purchase of Trading Goods	363.26	341.88
Total	363.26	341.88

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

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Inventories at the end of the year:		
Finished Goods - Manufactured	1091.73	938.85
Finished Goods - Trading	344.52	263.56
Stores & spare Parts	55.04	50.58
Stock in Process and Semi-Finished goods	691.80	510.07
TOTAL	2183.09	1763.06
Inventories at the beginning of the year:		
Finished Goods - Manufactured	938.85	947.62
Finished Goods - Trading	263.56	171.29
Stores & spare Parts	50.58	39.85
Stock in Process and Semi-Finished goods	510.07	396.81
TOTAL	1763.06	1555.57
Net (increase) / decrease	(420.04)	(207.49)

31. EMPLOYEES BENEFIT EXPENSE

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Salary, Wages and Bonus to Employees	1584.63	1401.95
Contributions to Provident Fund	36.44	28.24
Gratuity	45.09	43.05
Remuneration to Directors	279.83	250.03
Staff Welfare Expenses	36.41	32.70
Total	1982.40	1755.97

32. FINANCE COST

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Interest expense	357.85	403.84
Bank Charges & other financial charges	29.18	33.86
Total	387.03	437.70

33. DEPRECIATION AND AMORTIZATION EXPENSE

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Depreciation on Property, Plant and Equipment	335.91	338.55
Depreciation on Investment Property	3.33	3.80
Total	339.24	342.36

34. OTHER EXPENSES

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Manufacturing Expenses		
Power & Fuel	421.63	411.46
Repair & Maintenance of Plant & Machinery	179.64	122.40
Electric Repair and Maintenance	15.91	17.36
Glass Hardware & Fittings	15.90	15.43
Installation & Fixing charges	149.91	234.05
Factory/Godown Rent	29.73	28.69
Carriage inward	162.58	145.66
Factory Expenses	22.33	29.72
Water Charges	5.44	5.09
Expenses for Import of Raw Material	1.78	22.15
	1004.86	1032.02
Office & Administrative Expenses		
Auditor Fees	2.22	2.23
Insurance expenses	64.05	22.37
Legal & Professional expenses	11.48	15.52
Office /Branch and Misc. Expenses	6.67	9.76
Postage & Telegram Expenses	2.70	2.64
Printing & Stationary	9.38	8.48
News Paper & Periodicals	0.16	0.17
Subscription and Membership fee	6.26	4.60
Registration and filling fee	5.88	7.01
Office & Godown Rents	24.62	23.34
Rent Rate and Tax	68.31	59.48
Sitting Fee to Independent Directors	0.43	0.43
Repair & Maintenance Computer	4.21	5.27
Repair & Maintenance building	3.26	10.78
Vehicle running & Maintenance	25.96	15.06
Telephone, Cellular & Internet expenses	13.29	11.38
Conveyance Expenses	36.80	31.52
Donation	1.36	6.05
Corporate Social Responsibility Expenses	15.00	0.00
	302.02	236.08
Selling & Distribution Expenses		
Advertisement & Sales Promotion Expenses	40.46	52.62
Travelling Expenses	44.18	34.70
Carriage Outward	156.11	117.61
Tender Expenses	0.14	0.00
Commission on Sales	9.68	3.50
Discount Allowed	(3.70)	9.92
	246.86	218.34
Total	1553.74	1486.44

35. EARNING PER SHARE

Particulars	2021-22	2020-21
(a) Net Profit after Tax as per Statement of Profit & Loss	508.73	447.27
(b) Net Profit available to Equity Shareholders	508.68	447.13
(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)	4.70	4.13
(f) Face value per equity share	10.00	10.00

36. 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, 2022	For the year ended 31 st March, 2021
Employer's contribution to provident fund (includes pension fund)	36.44	28.24
Employer's contribution to Employees State Insurance	11.48	9.45

(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, 2022	31 st March, 2021
1. Amounts Recognized in Statement of Profit and Loss		
(a) Current Service Cost	29.89	28.55
(b) Interest on Defined Benefit Obligation	15.21	14.51
(c) Past Service Cost	0.00	0.00
Total amount included in "Employee Benefit Expense"	45.09	43.05
2. Amounts Recognized in other comprehensive income (OCI)		
(a) Net cumulative unrecognized actuarial Losses/ (Gains) opening	0.00	0.00
(b) Net Actuarial Losses/ (Gains) Recognized in Year	(14.84)	(18.84)
Unrecognized actuarial Losses/ (Gains) for the year	(14.84)	(18.84)
3. Amount Recognized in Balance Sheet		
(a) Present Value of Unfunded Obligations	227.38	209.79
Net Liability	227.38	209.79
(b) Net Liability is bifurcated as follows:		
Current	42.32	17.11
Non-Current	185.05	192.68
Net Liability	227.38	209.79
4. Reconciliation of present value of defined benefit obligations		
(a) Present value of obligation as at the beginning of the period	209.79	207.26
(b) Current Service Cost	29.89	28.55
(c) Interest Cost	15.21	14.51
(d) Actuarial Losses/ (Gain)	(14.84)	(18.84)
(e) Past Service Cost	0.00	0.00
(f) Benefits Paid	(12.67)	(21.68)
(g) Present value of obligation as at the end of the period	227.38	209.79

Particulars	31 st March, 2022	31 st March, 2021
5. Actuarial Assumptions of the defined benefit obligations		
(a) Discount Rate (p.a.)	7.25%	7.00%
(b) Salary Escalation Rate (p.a.)	6.00%	6.00%

37. 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 Equipment's, trade receivables, Inventory and other operating assets. Segment liabilities primarily includes trade payable and other liabilities.

Inter Segment transfer:

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

Primary Segment Information:

Particulars	2021-22	2020-21
Segment Revenue		
☞ Plastic Products	11946.35	8785.80
☞ Modular Furniture	1442.76	1889.06
Gross Turnover (Turnover and Inter Segment Transfers)	13389.11	10674.87
Less: Inter Segment Transfers	25.16	31.41
Revenue from Operations	13363.95	10643.45
Segment Results		
☞ Plastic Products	1010.91	888.21
☞ Modular Furniture	40.43	141.65
Total Segment Profit before Interest & Tax	1051.34	1029.87
☞ Finance Cost	(387.03)	(437.70)
☞ Interest Income	11.60	27.46
Profit before tax	675.91	619.63
Segment Assets		
☞ Plastic Products	11040.96	10075.33
☞ Modular Furniture	1962.75	1668.08
Total	13003.71	11743.41

Particulars	2021-22	2020-21
Segment Liabilities		
☞ Plastic Products	11040.96	10075.33
☞ Modular Furniture	1962.75	1668.08
Total	13003.71	11743.41

38. CONTINGENT LIABILITIES

Particulars	As At 31 st March, 2022	As At 31 st March, 2021
(a) Performance Bank Guarantees given to third parties for contractual obligations	645.80	733.78

39. RELATED PARTY DISCLOSURES

A) RELATED PARTIES AND THEIR RELATIONSHIP				
I. Key Management Personnel <ul style="list-style-type: none"> ☞ 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: <ul style="list-style-type: none"> ☞ Polywood India Ltd. 				
b) Transactions with related parties for the year ended 31 st March, 2022				
Particulars	Enterprises over which KMP exercise significant influence / control		Key Management Personnel and their relatives	
	2021-22	2020-21	2021-22	2020-21
Remuneration to Key Management Personnel's	0.00	0.00	279.83	250.03
Salary & Allowances to Employees	0.00	0.00	102.44	80.25
Interest Payment	0.23	0.30	0.00	0.00
Directors Sitting Fees	0.00	0.00	0.43	0.43
Other Expenses	0.00	0.00	1.20	1.20
Sales of Goods	0.00	0.00	0.00	0.00
Purchase of Property, Plant & Equipments	0.00	0.00	0.00	148.00
<u>Balance as at 31st March</u>				
Long Term Borrowings	1.50	1.50	189.00	0.00
Provisions – Current	0.00	0.00	23.94	17.02
Trade Receivable	0.00	0.00	0.00	0.00
Other Financial Liabilities – Current	0.00	0.00	1.08	2.01
Other Financial Assets - Current	0.00	0.00	0.00	0.00

40. 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, 2022 and March 31, 2021.

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, 2022	As At 31 st March, 2021
Long term borrowings	2133.52	1963.91
Current maturities of long-term debt	738.79	553.21
Short term borrowings	2486.72	2339.92
Less: Cash and cash equivalents	(428.03)	(227.63)
Less: Bank Balances other than Cash and cash equivalents	0.00	0.00
Net Debt	4931.00	4629.02
Total Equity	6025.26	5505.76
Gearing Ratio	0.82	0.84

(b) Categories of financial instruments

Particulars	As at March 31, 2022		As at March 31, 2021	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets				
Measured at amortized cost				
Loans	103.12	103.12	112.51	112.51
Other Financial Assets	170.62	170.62	105.48	105.48
Trade Receivables	2244.51	2244.51	2392.36	2392.36
Cash and Cash equivalents	428.03	428.03	227.63	227.63
Non-current Investment	1.32	1.32	0.19	0.19
Total Financial Assets at amortized cost (A)	2947.59	2947.59	2838.16	2838.16
Measured at Fair Value through other comprehensive income (B)	0.00	0.00	0.00	0.00
Measured at fair value through profit and loss (C)	0.00	0.00	0.00	0.00
Total Financial Assets (A+B+C)	2947.59	2947.59	2838.16	2838.16

Particulars	As at March 31, 2022		As at March 31, 2021	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Liabilities				
Measured at amortized cost				
Long Term Borrowings	2133.52	2133.52	1963.91	1963.91
Current Maturities of Long-Term Borrowings	738.79	738.79	553.21	553.21
Short Term Borrowings	2486.72	2486.72	2339.92	2339.92
Trade Payables	752.47	752.47	485.27	485.27
Other Financial Liabilities	221.72	221.72	176.94	176.94
Total Financial Liabilities carried at amortized cost	6333.22	6333.22	5519.25	5519.25

(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, 2022				
Borrowings	2486.72	2078.41	55.11	4620.23
Trade and Other payables	752.47	0.00	0.00	752.47
Other Financial Liabilities	960.51	0.00	0.00	960.51
Total	4199.70	2078.41	55.11	6333.22
As at March 31, 2021				
Borrowings	2339.92	1869.74	94.18	4303.83
Trade and Other payables	485.27	0.00	0.00	485.27
Other Financial Liabilities	730.15	0.00	0.00	730.15
Total	3555.34	1869.74	94.18	5519.45

41. 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, 2022	As at March 31, 2021
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%

42. OTHER NOTES

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

43. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved for issue by the Board of Directors on May 28, 2022.

As per our report of even date

For **TAMBI ASHOK & ASSOCIATES**

Chartered Accountants

Firm Regn. No. 005301C

(CA ASHOK KUMAR TAMBI)

Partner

M. No. 074100

Jaipur, May 28, 2022

For **DHABRIYA POLYWOOD LIMITED**

DIGVIJAY DHABRIYA

Managing Director

(DIN: 00519946)

MAHENDRA KARNAWAT

Whole-Time Director

(DIN: 00519876)

Hitesh Agrawal

Chief Financial Officer

Sparsh Jain

Company Secretary

INDEPENDENT AUDITOR'S REPORT

To the Members of DHABRIYA POLYWOOD LIMITED

Report on the Audit of Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of **DHABRIYA POLYWOOD LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2022, 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 ("the financial statements") give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and Other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, 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 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 ('ICAI') 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, 2022. 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.

KEY AUDIT MATTER	HOW THE MATTER WAS ADDRESSED IN OUR AUDIT
A. Revenue Recognition <p>☞ 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.</p>	<p><u>Our audit procedure:</u></p> <p>☞ We assessed the appropriateness of the revenue recognition accounting policies by comparing them with applicable Indian Accounting Standards (Ind AS).</p> <p>☞ Evaluated the process followed by the management for revenue recognition including understanding and testing of</p>

<p>☞ 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.</p> <p>☞ Revenue is measured at fair value of the consideration received or receivable after deduction of any trade/volume discounts and taxes or duties collected.</p> <p>Hence, 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.</p>	<p>key controls related to recognition of revenue in correct period.</p> <p>☞ 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.</p> <p>☞ 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.</p>
<p>B. Inventory Existence and Valuation</p> <p>☞ 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.</p> <p>Therefore inventory quantities and valuation is identified as a key audit matter.</p>	<p><u>Our audit procedure:</u></p> <p>☞ 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.</p> <p>☞ Assessed whether the management's internal controls relating to inventory's valuation are appropriately designed and implemented.</p> <p>☞ 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.</p> <p>☞ Verified the correctness of valuation made by the management on a sample basis, with regard to the cost and net realizable value of inventory.</p>

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, 2022 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, 2020 ("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, 2022, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 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, 2022 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:
 - v. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements;
 - vi. The Company did not have any long-term contracts including derivative contracts; hence, the question of any material foreseeable losses does not arise;

- vii. There were no amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- viii. (a). The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b). The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall,

whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c). Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

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

(CA ASHOK KUMAR TAMBI)
Partner
Membership No. 74100
UDIN: 22074100AJUFVH2058

Place: Jaipur
Date: May 28, 2022

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 2022, we report that:

- (i) In respect of its Property, plant and equipment :
 - a. The Company has generally 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.
 - d. According to the information and explanation given to us and on the basis of our examination of the records, the Company has not revalued its Property, Plant and Equipment during the year. Accordingly, reporting under clause 3(i)(d) of the Order is not applicable.
 - e. According to the information and explanation given to us and on the basis of our examination of the records of the company, there are no proceedings initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions

(Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

- (ii)
 - a. The management has conducted physical verification of inventory in phased manner at reasonable intervals to cover all the items during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed.
 - b. The Company has a working capital limit in excess of Rs 5 crore, sanctioned by banks based on the security of current assets. The quarterly statements, in respect of the working capital limits have been filed by the Company with such banks and such statements are in agreement with the books of account of the Company for the respective periods, which were not subject to audit.
- (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 accounts and records 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 Companies Act, 2013 read with Companies (Cost Records & Audit) Rules, 2014 and we are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made detailed examination of

the records with a view to determine whether they are accurate and complete.

(vii) In our opinion and according to information and explanations given to us and based on the audit procedures performed by 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 with 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 arrears as at 31st March, 2022 for a period of more than six months from the date they became payable.

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

(ix) a. 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.

b. According to the information and explanations given to us and on the basis of our audit procedures, we report that the company has not been declared willful defaulter by any bank or financial institution or other lender.

c. In our opinion and according to the information and explanations given to us, the term loans were applied for the purposes for which the loans were obtained.

d. According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that no

funds raised on short-term basis have been used for long-term purposes by the Company.

e. According to the information and explanations given to us and on an overall examination of the financial statements of the company, we report that the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures. Accordingly, reporting under clause 3(ix)(e) of the Order is not applicable.

f. According to the information and explanations given to us and procedures performed by us, we report that the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Accordingly, reporting under clause 3(ix)(f) of the Order is not applicable.

(x) a. The company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

b. According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and hence reporting under clause 3(x)(b) of the Order is not applicable.

(xi) a. According to the information and explanations given to us and as represented by the Management and based on our examination of the books and records of the Company and in accordance with generally accepted auditing practices in India, no case of material fraud by the Company or on the Company has been noticed or reported during the year.

b. No report under section 143(12) of the Companies Act, 2013 has been filed with the Central Government for the period covered by our audit.

c. According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company

during the year.

- (xii) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given by the management and based on our examination, the transactions with the related parties are in compliance with section 177 and 188 of the Act, where applicable. The Company has disclosed the details of the related party transactions in the Notes to the Standalone Financial Statements, as required by the applicable Indian Accounting Standards.
- (xiv) a. The Company has an internal audit system manned by in-house internal audit department, which is commensurate with the size and nature of its business.

b. As per the internal audit plan approved by the Board of Directors of the Company, internal audit is performed in a year in annual/half yearly cycles covering the current financial year and previous periods. We have considered, the internal audit reports issued during the year under audit and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with them and accordingly, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi) of the Order is not applicable to the Company.
- (xvii) Based on our examination of the books and records of the Company, the Company has not incurred cash losses in the financial year and in the immediately preceding financial year. Accordingly, reporting under clause 3(xvii) of the Order is not applicable to the Company.

- (xviii) There has been no resignation of the Statutory Auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of Balance Sheet as and when they fall due within a period of one year from the Balance Sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) According to the information and explanations given to us, although the Company fulfilled the criteria as specified under Section 135(1) of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 however, in the absence of average net profits in the immediately three preceding years, there is no requirement for the Company to spend any amount under sub-section (5) of section 135 of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.

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

(CA ASHOK KUMAR TAMBI)
Partner
Membership No. 74100
UDIN: 22074100AJUFVH2058

Place: Jaipur
Date: May 28, 2022

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, 2022 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, 2022, 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)

(CA ASHOK KUMAR TAMBI)
Partner
Membership No. 74100
UDIN: 22074100AJUFVH2058

Place: Jaipur
Date: May 28, 2022

DHABRIYA POLYWOOD LIMITED			
BALANCE SHEET			
AS AT 31 st MARCH 2022			
(All amounts in INR Lakhs, unless otherwise stated)			
Particulars	Note	As at 31 st March 2022	As at 31 st March 2021
A. ASSETS			
I. Non-current Assets			
(a) Property, Plant and Equipment	4	3381.40	3213.19
(b) Capital work-in progress	4	675.23	647.17
(c) Investment Property	5	176.92	176.13
(d) Financials Assets		0.00	0.00
(i) Investments	6	480.16	480.16
(ii) Loans	7	26.83	26.83
(iii) Others		0.00	0.00
(e) Other non-current assets		0.00	0.00
Total Non-Current Assets		4740.54	4543.48
II. Current Assets			
(a) Inventories	8	3063.91	2691.04
(b) Financial Assets			
(i) Trade Receivables	9	1431.44	1495.19
(ii) Cash and cash equivalents	10	280.07	140.16
(iii) Bank balances other than (iii) above		0.00	0.00
(iv) Loans	11	32.00	31.09
(v) Others	12	137.11	81.87
(c) Other Current Assets	13	187.21	247.68
Total Current Assets		5131.74	4687.02
Total Assets		9872.28	9230.50
B. EQUITY AND LIABILITIES			
I. EQUITY			
(a) Equity Share Capital	14	1082.42	1082.42
(b) Other Equity	15	3011.30	2903.11
Total Equity		4093.73	3985.54
II. LIABILITIES			
1) Non-current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	1863.18	1861.51
(ii) Other Financial Liabilities	17	2.75	14.45
(b) Provisions	18	141.71	137.49
(c) Deferred tax liabilities (net)	19	73.37	69.19
(d) Other non-current liabilities		0.00	0.00
Total Non-Current Liabilities		2081.01	2082.63
2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	20	2156.20	1989.65
(ii) Trade Payables	21		
Dues to Micro and Small Enterprises		152.86	56.22
Dues to Creditors other than Micro and Small Enterprises		514.29	360.31
(iii) Other Financial Liabilities	22	669.84	462.80
(b) Other Current Liabilities	23	90.15	204.02
(c) Provisions	24	127.46	99.88
(d) Current tax liabilities (Net)	25	(13.27)	(10.54)
Total Current Liabilities		3697.54	3162.33
Total Equity and Liabilities		9872.28	9230.50
The accompanying summary of significant accounting policies and other explanatory information are an integral part of the standalone financial statements. This is the Standalone Balance Sheet referred to in our report of even date			
For TAMBI ASHOK & ASSOCIATES		For DHABRIYA POLYWOOD LIMITED	
Chartered Accountants		DIGVIJAY DHABRIYA	
Firm Regn. No. 005301C		Managing Director	
(CA ASHOK KUMAR TAMBI)		(DIN: 00519946)	
Partner		MAHENDRA KARNAWAT	
M. No. 074100		Whole-Time Director	
Jaipur, May 28, 2022		(DIN: 00519876)	
		Hitesh Agrawal	
		Chief Financial Officer	
		Sparsh Jain	
		Company Secretary	

DHABRIYA POLYWOOD LIMITED			
STATEMENT OF PROFIT AND LOSS			
FOR THE YEAR ENDED ON 31 st MARCH, 2022			
(All amounts in INR Lakhs, unless otherwise stated)			
Particulars	Note	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
I. Revenue			
Revenue from operations	26	7353.50	5513.84
Other Income	27	16.38	47.18
Total Income		7369.88	5561.02
II. Expenses			
(a) Cost of materials Consumed	28	4433.35	3084.95
(b) Purchase of Traded Goods	29	355.86	314.52
(c) Change in Inventories of Finished Goods, WIP and Stock-in-trade	30	(218.37)	(269.12)
(d) Employee Benefits Expense	31	1122.64	943.95
(e) Finance Cost	32	336.27	338.37
(f) Depreciation and Amortization Expense	33	232.10	240.48
(g) Other Expenses	34	980.42	805.98
Total Expenses		7242.28	5459.13
III. Profit Before Tax & Exceptional Items		127.60	101.88
IV. Exceptional Items	35	0.00	0.00
V. Profit after Exceptional Items & before Taxes		127.60	101.88
VI. Tax Expense/ (credit):			
☞ Current Tax	25	24.25	29.36
☞ Deferred Tax		0.99	0.93
☞ Short/ (Excess) provision for taxes of earlier years		2.48	10.14
Total Tax		27.72	40.43
VII. Profit for the period		99.89	61.45
VIII. Other Comprehensive Income (OCI)			
Item that will not be reclassified to profit or loss			
☞ Remeasurements of the defined benefit liabilities		11.50	11.69
☞ Income tax relating to items that will not be reclassified to profit or loss		(3.20)	(3.25)
Other Comprehensive Income for the period After Tax		8.30	8.44
IX. Total Comprehensive Income for the period After Tax		108.19	69.89
X. Earnings per Equity Share (of ₹ 10/- each)			
(a) Basic & Diluted	36	0.92	0.57
'The accompanying summary of significant accounting policies and other explanatory information are an integral part of the standalone financial statements. 'This is the Standalone Statement of Profit and Loss referred to in our report of even date.			
For TAMBI ASHOK & ASSOCIATES Chartered Accountants Firm Regn. No. 005301C (CA ASHOK KUMAR TAMBI) Partner M. No. 074100 Jaipur, May 28, 2022		For DHABRIYA POLYWOOD LIMITED DIGVIJAY DHABRIYA Managing Director (DIN: 00519946) Hitesh Agrawal Chief Financial Officer	
		MAHENDRA KARNAWAT Whole-Time Director (DIN: 00519876) Sparsh Jain Company Secretary	

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Notes forming part of Financial Statements

for the year ended March 31, 2022

1. CORPORATE INFORMATION

Dhabriya Polywood Limited ('The Company') [CIN : L29305RJ1992PLC007003] 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 applications (i.e. Doors, Partitions, Ceiling, Paneling, fencing, prefabs, interior & furnishing etc.), uPVC Window & Doors and Aluminum Window Systems. All the product range of Company are developed & produced on *Save Tress* concept without using natural wood.

2. SIGNIFICANT ACCOUNTING POLICIES

A. BASIS OF PREPERATION AND PRESENTATION

(i) Compliance with Ind AS

These standalone 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 and guidelines issued by the Securities and Exchange Board of India (SEBI). The accounting policies are applied consistently to all the periods presented in the financial statements.

(ii) Historical cost convention

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.

(iii) Current and non-current classification

The All assets and liabilities have been classified as current or non-current based on the Company's normal operating cycle for each of its businesses, as per the criteria set out in the Schedule III to the Act.

(iv) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

B. USE OF ESTIMATES AND JUDGEMENTS

The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognized in the period in which the results are known/materialized.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

C. PROPERTY, PLANT AND EQUIPMENT (INCLUDING CAPITAL WORK-IN-PROGRESS)

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, if any, 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.

D. 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.

E. 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 recognized 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 recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss. Provision for impairment will be reviewed periodically and amended depending on changes in circumstances.

F. CASH AND CASH EQUIVALENTS

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

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.

G. 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.

H. 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.

I. 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.

J. 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.

K. 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.

L. 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.

M. 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.

N. 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.

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. 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.

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. 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.

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 2022 and 31st March 2021

(All amounts in INR Lakhs, unless otherwise stated)

Particulars	Gross Carrying Amount				Accumulated Depreciation			Net Carrying Amount		
	Balance as at 01 April, 2021	Additions / Adjustments	Disposals / discard of assets	As at 31 March, 2022	Balance as at 01 April, 2021	Depreciation for the year	Eliminated on Disposals / discard of assets	As at 31 March, 2022	As at 31 March, 2022	As at 31 March, 2021
Land	1402.50	0.00	0.00	1403	0.00	0.00	0.00	0	1403	1403
Building	1008.20	0.00	0.00	1008	189.24	45.64	0.00	235	773	819
Plant & Equipment	1859.68	331.07	0.00	2191	941.92	161.98	0.00	1104	1087	918
Furniture & Fixtures	30.71	60.65	0.00	91	19.78	3.34	0.00	23	68	11
Vehicles	104.81	0.00	0.00	105	66.50	10.44	0.00	77	28	38
Office Equipment's	4.09	0.00	0.00	4	2.10	0.68	0.00	3	1	2
Computers	17.84	4.26	0.00	22	12.29	3.59	0.00	16	6	6
Misc. Fixed Assets	41.36	1.01	0.00	42	24.16	3.10	0.00	27	15	17
Total	4469.18	396.98	0.00	4866.16	1255.99	228.77	0.00	1484.76	3381.40	3213.19

(i) Property, plant and equipment have been pledged as security against certain borrowings of the Company. Refer note 16 & 20.

Capital Work-in-progress

Particulars	Balance as at 01 April, 2020	Additions during the year	Capitalization during the year	As at 31 March, 2021	Addition during the year	Capitalization during the year	As at 31 March, 2022
Capital Work-in-progress	291.96	355.22	0.00	647.17	126.71	98.65	675.23

(i) AGEING SCHEDULE OF CAPITAL WORK-IN-PROGRESS IS AS FOLLOWS:

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31 March, 2021	355.22	291.96	0.00	0.00	647.17
As at 31 March, 2022	126.71	256.57	291.96	0.00	675.23

(ii) Delay in implementation of CWIP outstanding for more than 2 years is mainly due to COVID-19 pandemic. The same is expected to be commenced during the year ending 31st March, 2023.

5. INVESTMENT PROPERTY

Particulars	As At 31 st March, 2022	As At 31 st March, 2021
Gross Carrying Amount		
Balance as the beginning of period	190.11	180.99
Add: Additions / Adjustments	4.12	9.12
Less: Disposals / discard of assets	0.00	0.00
Total at the end of period	194.23	190.11
Accumulated Depreciation		
Balance as the beginning of period	13.98	10.17
Add: Depreciation Charged for the Year	3.33	3.80
Less: Eliminated on Disposals / discard of assets	0.00	0.00
Total at the end of period	17.31	13.98
Net Carrying Amount	176.92	176.13

6. INVESTMENT – NON-CURRENT

Particulars	As At 31 st March, 2022		As At 31 st March, 2021	
	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	4.95	49500.00	4.95
☞ Polywood Profiles Pvt. Ltd	46500	165.08	46500.00	165.08
☞ Dynasty Modular Furnitures Pvt. Ltd	756100	310.00	756100.00	310.00
B. Other Equity Instruments				
(Unquoted, fully paid-up shares, valued at cost)				
☞ Polywood India Ltd - non-listed Company	1000	0.10	1000.00	0.10
C. Investment in Government Securities				
(Unquoted, valued at amortized cost)				
☞ National Saving Certificates	-	0.03	-	0.03
Total		480.16		480.16

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

Particulars	As At 31 st March, 2022	As At 31 st March, 2021
Security Deposits	26.83	26.83
Total	26.83	26.83

8. INVENTORIES

Particulars	As At 31 st March, 2022	As At 31 st March, 2021
At Lower of cost or net realization value:		
Raw Materials	1313.56	1158.13
Packing Material	9.83	10.76
Stock in Progress and semi-finished goods	507.84	453.55
Finished Goods - Manufactured	907.16	813.57
Finished Goods - Traded	285.39	219.47
Consumables Items, Stores and Spare Parts	40.12	35.56
Total	3063.91	2691.04
(i) Above referred Inventory have been pledged as security against certain borrowings of the Company. Refer note 16 & 20.		

9. TRADE RECEIVABLES

Particulars	As At 31 st March, 2022	As At 31 st March, 2021
Unsecured, considered good:		
Trade Receivables	1431.44	1495.19
Total	1431.44	1495.19

Trade Receivables Ageing Schedule

As At 31 st March, 2022	Outstanding For Following Periods From Due Date Of Payment					
	Less than 6 months	6 months - 1 year	1 -2 years	2 -3 years	More Than 3 Year	Total
(i) Undisputed Trade receivables – considered good	886.64	104.07	83.54	142.10	215.08	1431.44
(ii) Undisputed Trade receivables – which have significant increase in Credit risk	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Undisputed Trade receivables – Credit impaired*	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed trade receivables- Considered good	0.00	0.00	0.00	0.00	0.00	0.00
(v) Disputed trade receivables- which have significant increase in Credit risk	0.00	0.00	0.00	0.00	0.00	0.00
(vi) Disputed Trade receivables – Credit impaired	0.00	0.00	0.00	0.00	0.00	0.00

Trade Receivables Ageing Schedule

As At 31 st March, 2021	Outstanding For Following Periods From Due Date Of Payment					
	Less than 6 months	6 months - 1 year	1 -2 years	2 -3 years	More Than 3 Year	Total
(i) Undisputed Trade receivables – considered good	939.15	89.43	207.92	182.47	76.22	1495.19
(ii) Undisputed Trade receivables – which have significant increase in Credit risk	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Undisputed Trade receivables – Credit impaired*	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed trade receivables- Considered good	0.00	0.00	0.00	0.00	0.00	0.00
(v) Disputed trade receivables- which have significant increase in Credit risk	0.00	0.00	0.00	0.00	0.00	0.00
(vi) Disputed Trade receivables – Credit impaired	0.00	0.00	0.00	0.00	0.00	0.00

*Above referred Trade Receivables have been pledged as security against certain borrowings of the Company. Refer note 16 & 20.

10. CASH AND CASH EQUIVALENTS

Particulars	As At 31 st March, 2022	As At 31 st March, 2021
Cash and Cash Equivalents:		
(a) Cash on hand	4.59	3.25
(b) Balances with banks		
(i) In current accounts	113.05	12.95
(ii) In fixed deposit accounts	162.43	123.96
Total	280.07	140.16

11. LOANS - CURRENT (UNSECURED, CONSIDERED GOOD)

Particulars	As At 31 st March, 2022	As At 31 st March, 2021
Security & Other Deposits	32.00	31.09
Total	32.00	31.09

12. OTHER CURRENT FINANCIAL ASSETS

Particulars	As At 31 st March, 2022	As At 31 st March, 2021
Balance with Government Authorities	31.78	40.77
Other Advances recoverable in cash	105.33	41.10
Total	137.11	81.87

13. OTHER CURRENT ASSETS

Particulars	As At 31 st March, 2022	As At 31 st March, 2021
Advances to Suppliers	77.75	79.05
Prepaid Expenses	53.16	88.77
Other Advances recoverable for value to be received	56.29	79.86
Total	187.21	247.68

14. EQUITY SHARE CAPITAL

Particulars	As At 31 st March, 2022		As At 31 st March, 2021	
	No. of Shares	Amount in ₹	No. of Shares	Amount in ₹
(a) Authorised				
Equity Shares of ₹ 10/- each	12500000	1250.00	12500000	1250.00
(b) Issued				
Equity Shares of ₹ 10/- each	10824245	1082.42	10824245	1082.42
(c) Subscribed and fully paid-up				
Equity Shares of ₹ 10/- each	10824245	1082.42	10824245	1082.42
(d) Reconciliation of shares outstanding at the beginning & at the end of the reporting period				
At the beginning of the period	10824245	1082.42	10824245	1082.42
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, 2022		As At 31 st March, 2021	
	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) Details of equity shares held by Promoters in the company as at the end of year :						
	As At 31st March, 2022			As At 31st March, 2021		
	Number of shares	% of total shares	% change during the year	Number of shares	% of total shares	% change during the year
Mr. Digvijay Dhabriya	7192238	66.45	0	7192238	66.45	0.00
Mrs. Anita Dhabriya	470226	4.34	0	470226	4.34	0.00
Digvijay Dhabriya HUF	330331	3.05	0	330331	3.05	0.00
Mrs. Sandhya Hiran	32500	0.3	0	32500	0.30	0.00
Mrs. Usha Jain	8500	0.08	0	8500	0.08	0.00
(h) 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.			
			In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after payment of all liabilities. The distribution will be in proportion to the number of equity shares held by the shareholders.			

15. OTHER EQUITY

Particulars	As At 31st March, 2022	As At 31st March, 2021
(A) General Reserves		
Balance at the Beginning of the Year	2485.46	2415.57
Add: Transfer from Retained Earnings	108.19	69.89
Closing balance	2593.65	2485.46
(B) Securities Premium Account		
Balance at the Beginning of the Year	417.65	417.65
Add: Premium Received on Issue of Shares during the year	0.00	0.00
Closing balance	417.65	417.65
(C) Retained Earnings Account		
Balance at the Beginning of the Year	0.00	0.00
Add: Profit for the year	99.89	61.45
Add: Other Comprehensive Income for the Year, net of income tax	8.30	8.44
	108.19	69.89
Less: Transfer to General Reserve	(108.19)	(69.89)
Closing balance	0.00	0.00
Total	3011.30	2903.11
Description of nature and purpose of each reserve		
a. Security Premium		
The security premium is the amount paid by shareholder over and above the face value of equity share. Security premium can be utilized as per the provisions of the Companies Act, 2013.		
b. General Reserve		
The general reserve is created on transfer of profits from retained earnings. General reserve is created by transfer from one component of equity to another and is not an item of other comprehensive income.		
c. Retained Earnings		
Retained earnings represents surplus in Statement of Profit and Loss.		

16. BORROWINGS – NON-CURRENT

Particulars	As At 31 st March, 2022	As At 31 st March, 2021
SECURED - At Amortized Cost		
Term Loan from Banks*	1746.07	1489.37
Less: Current maturities of term loans	(514.12)	(354.49)
	1231.95	1134.87
Vehicle Loans**	12.47	18.00
Less: Current maturities of vehicle loans	(6.00)	(5.56)
	6.47	12.44
UNSECURED - At Amortized Cost		
From Directors	26.00	0.00
From Corporates	598.76	714.20
	624.76	714.20
Total	1863.18	1861.51
* There is no default in repayment of principal or payment of interest thereon.		
** Term Loan from HDFD Bank and ICICI Bank is secured by way of hypothecation of the Company's immovable properties and term loans from SIDBI are secured by the guarantees/security extended by promoter-directors of the Company. Total repayment period of the term loans are :		
(i) SIDBI Term Loan of ₹ 1000 Lakhs availed in the October 2015 is repayable in 90 monthly instalments commencing from April 2016 and last instalment due in September 2023.		
(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 Aug, 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.		
(v) SIDBI Term Loan of total 519.44 Lakhs availed up to this year for the Solar Plant and Bangalore Project, out of total sanctioned loan of 650 Lakhs, same is repayable in 51 monthly instalments which started from the month of November 2021.		
(vi) GECL-TLs of Rs. 149 Lakhs, 212.18 Lakhs and 142 Lakhs taken from HDFC Bank, ICICI Bank and SIDBI respectively during the year are repayable in 36 monthly instalments after availing 12-month moratorium as per the ECLGS of Central Government.		
(vii) GECL-TLs of Rs. 74.38 Lakhs, 106.00 and 150.00 Lakhs from HDFC Bank, ICICI Bank and SIDBI respectively during the year are repayable in 36 monthly instalments after availing 24-month moratorium as per the ECLGS of Central Government.		
(viii) SIDBI Term Loan of Rs. 170 Lakhs availed in the Month of December 2021 is repayable in 54 monthly instalments commencing from Jun, 2022 and last instalment due in Nov, 2026.		
** 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, 2022	As At 31 st March, 2021
Trade/ security deposits received	2.75	14.45
Total	2.75	14.45

18. PROVISIONS – NON-CURRENT

Particulars	As At 31 st March, 2022	As At 31 st March, 2021
Provision for Employee Benefits:		
Gratuity Provision	141.71	137.49
Total	141.71	137.49

19. DEFERRED TAX LIABILITIES (NET)

Particulars	As At 31 st March, 2022	As At 31 st March, 2021
Tax effect of items constituting deferred tax liability:		
Property, Plant & Equipments	117.45	110.72
	117.45	110.72
Tax effect of items constituting deferred tax assets:		
Provision for gratuity	(44.08)	(41.53)
	(44.08)	(41.53)
Net Deferred Tax Liability	73.37	69.19

(i) Deferred tax movements

Particulars	Opening Balance	Credit/ (charge) in Statement of Profit and loss	Credit/ (charge) In other comprehensive Income	Closing Balance
For the year ended March 31, 2022				
Property, plant and equipment and other intangible assets	(110.72)	(6.73)	0.00	(117.45)
Provision for employee benefits and other liabilities deductible on actual payment	41.53	0.00	2.55	44.08
Total	(69.19)	(6.73)	2.55	(73.37)
For the year ended March 31, 2021				
Property, plant and equipment and other intangible assets	(105.11)	(5.61)	0.00	(110.72)
Provision for employee benefits and other liabilities deductible on actual payment	40.10	0.00	1.43	41.53
Total	(65.01)	(5.61)	1.43	(69.19)

20. BORROWINGS - CURRENT

Particulars	As At 31 st March, 2022	As At 31 st March, 2021
SECURED - At Amortized Cost		
Working Capital Loans from Banks*		
Cash Credit / Overdraft Facility	1720.61	1795.51
Buyer's Credit Facility	435.59	194.14
Total	2156.20	1989.65
* Cash Credit Limits / Overdraft Facility & 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 Company, inventory and book debts, both present and future.		

21. TRADE PAYABLES

Particulars	As At 31 st March, 2022	As At 31 st March, 2021
Trade payables		
Dues to Micro, small and medium enterprises	152.86	56.22
Dues to Others	514.29	360.31
Total	667.15	416.52

(i) Trade Payable Ageing Schedule

As at 31 st March, 2022	Outstanding For Following Periods From Due Date of Payment				
	Less than 1 year	1 - 2 years	2 - 3 years	More Than 3 Year	Total
Total outstanding dues of micro enterprises and small enterprises	152.86	0.00	0.00	0.00	152.86
Total outstanding dues of creditors other than micro enterprises and small enterprises	513.82	0.47	0.00	0.00	514.29
Disputed dues of micro enterprises and small enterprises	0.00	0.00	0.00	0.00	0.00
Disputed dues of creditors other than micro enterprises and small enterprises	0.00	0.00	0.00	0.00	0.00
As At 31 st March, 2021	Outstanding For Following Periods From Due Date of Payment				
	Less than 1 year	1 - 2 years	2 - 3 years	More Than 3 Year	Total
Total outstanding dues of micro enterprises and small enterprises	56.22	0.00	0.00	0.00	56.22
Total outstanding dues of creditors other than micro enterprises and small enterprises	360.31	0.00	0.00	0.00	360.31
Disputed dues of micro enterprises and small enterprises	0.00	0.00	0.00	0.00	0.00
Disputed dues of creditors other than micro enterprises and small enterprises	0.00	0.00	0.00	0.00	0.00

22. OTHER FINANCIAL LIABILITIES - CURRENT

Particulars	As At 31 st March, 2022	As At 31 st March, 2021
Current maturities of Term Loans*	514.12	354.49
Current maturities of Vehicle Loans*	6.00	5.56
Statutory Remittances	67.04	30.77
Other Payables	82.68	71.98
Total	669.84	462.80
*Refer notes in Note 16 Borrowings - Non-Current for details of security.		

23. OTHER CURRENT LIABILITIES

Particulars	As At 31 st March, 2022	As At 31 st March, 2021
Credit Balances of Receivables	90.15	204.02
Total	90.15	204.02

24. PROVISIONS - CURRENT

Particulars	As At 31 st March, 2022	As At 31 st March, 2021
Provision for Expenses	110.74	88.09
Provision for Employee Benefits - Gratuity	16.72	11.78
Total	127.46	99.88

25. INCOME TAXES

a) Income Tax Expenses

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Current Tax:		
☞ Current Tax	24.25	29.36
☞ Tax pertaining to earlier years	2.48	10.14
Deferred Tax	0.99	0.93
Total	27.72	40.43

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, 2022	For the year ended 31 st March, 2021
Profit before tax	127.60	101.88
Enacted tax rate in India	27.82%	27.82%
Expected income tax expenses at statutory tax rate	35.50	28.34
Tax Impact on account of		
Depreciation under income tax act	(6.88)	(3.30)
Expenses allowed only on payment basis	4.92	3.00
Expenses not deductible in determining taxable profits	3.71	0.82
Others	(12.99)	0.49
Tax expenses pertaining to current year	24.25	29.36
Effective Income Tax Rate	19.00%	28.82%

b) CURRENT TAX LIABILITY (NET)

Particulars	As At 31 st March, 2022	As At 31 st March, 2021
Provision for Income Tax	24.25	29.36
Less: Advance Tax and TDS	37.52	39.90
Net Provision for Income Tax	(13.27)	(10.54)
Total	(13.27)	(10.54)

26. REVENUE FROM OPERATIONS

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Sale of Products (A)		
Sale of Products	7270.81	5415.35
Less: Discounts on Sales (Cash/Trade)	15.63	7.96
	7255.19	5407.39
Sale of Services (B)		
Installation and Fixing Income	98.31	106.45
Total (A+B)	7353.50	5513.84

Disaggregate revenue information

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Revenue by product type:		
Plastic Products (i.e. uPVC/PVC Profiles, Sheets, Mouldings, Windows & Doors etc..)	7255.19	5407.39
Revenue from sale of services	98.31	106.45
Total	7353.50	5513.84
Revenue by Geography:		
Domestic	7159.10	5291.87
Exports	194.40	221.98
Total	7353.50	5513.84
Revenue by time:		
Revenue recognised at point in time	7353.50	5513.84
Total	7353.50	5513.84

27. OTHER INCOME

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Interest Income	6.64	21.85
Foreign Exchange Gains (Net)	4.98	17.00
Income from Rent	4.76	8.32
Total	16.38	47.18

28. COST OF MATERIAL CONSUMED

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Inventory at the beginning of the year	1168.89	913.16
Add: Purchases during the year	4587.85	3340.67
	5756.74	4253.63
Less: Inventory at the end of the year	1323.39	1168.89
Total	4433.35	3084.75

29. PURCHASE OF STOCK IN TRADE

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Purchase of Trading Goods	355.86	314.52
Total	355.86	314.52

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

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
<u>Inventories at the end of the year:</u>		
Finished Goods - Manufactured	907.16	813.57
Finished Goods - Trading	285.39	219.47
Stores & spare Parts	40.12	35.56
Stock in Process and Semi-Finished goods	507.84	453.55
TOTAL	1740.51	1522.15
<u>Inventories at the beginning of the year:</u>		
Finished Goods - Manufactured	813.57	769.97
Finished Goods - Trading	219.47	122.31
Stores & spare Parts	35.56	25.35
Stock in Process and Semi-Finished goods	453.55	335.40
TOTAL	1522.15	1253.03
Net (increase) / decrease	(218.37)	(269.12)

31. EMPLOYEES BENEFIT EXPENSE

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Salary, Wages and Bonus to Employees	917.36	756.77
Contributions to Provident Fund	19.48	16.03
Gratuity	27.36	26.51
Remuneration to Directors	142.20	129.25
Staff Welfare Expenses	16.23	15.40
Total	1122.64	943.95

32. FINANCE COST

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Interest expense	311.13	321.77
Bank Charges & other financial charges	25.15	16.60
Total	336.27	338.37

33. DEPRECIATION AND AMORTIZATION EXPENSE

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Depreciation on Property, Plant and Equipment	228.77	236.68
Depreciation on Investment Property	3.33	3.80
Total	232.10	240.48

34. OTHER EXPENSES

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Manufacturing Expenses		
Power & Fuel	242.88	230.68
Repair & Maintenance of Plant & Machinery	57.10	31.81
Electric Repair and Maintenance	1.69	2.09
Glass Hardware & Fittings	15.75	15.15
Installation & Fixing charges	116.99	58.10
Factory/Godown Rent	29.73	28.69
Carriage inward	119.93	108.39
Factory Expenses	12.76	18.24
Water Charges	4.34	3.68
Expenses for Import of Raw Material	1.41	21.16
	602.58	517.99
Office & Administrative Expenses		
Auditor Fees	1.32	1.33
Insurance expenses	57.63	15.13
Legal & Professional expenses	8.51	11.65
Office /Branch and Misc. Expenses	3.56	7.85
Postage & Telegram Expenses	1.15	1.11
Printing & Stationary	7.74	6.63
News Paper & Periodicals	0.16	0.17
Subscription and Membership fee	6.03	4.30
Registration and filling fee	5.06	5.46
Rent Rate and Tax	54.88	49.19
Sitting Fee to Independent Directors	0.43	0.43
Repair & Maintenance Computer	3.04	3.21
Repair & Maintenance building	0.86	1.71
Vehicle running & Maintenance	18.07	10.17
Telephone, Cellular & Internet expenses	10.05	8.09
Conveyance Expenses	21.86	16.54
Donation	1.24	6.05
Corporate Social Responsibility Expenses	15.00	0.00
	216.59	149.01
Selling & Distribution Expenses		
Advertisement & Sales Promotion Expenses	26.90	42.93
Travelling Expenses	31.71	19.38
Carriage Outward	97.32	62.77

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Commission on Sales	9.59	3.11
Discount Allowed	(4.25)	10.80
	161.26	138.99
Total	980.42	805.98

35. EARNING PER SHARE

Particulars	2021-22	2020-21
(a) Net Profit after Tax as per Statement of Profit & Loss	99.89	61.45
(b) Net Profit available to Equity Shareholders	99.89	61.45
(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)	0.92	0.57
(f) Face value per equity share	10.00	10.00

36. 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	2021-22	2020-21
Employer's contribution to provident fund (includes pension fund)	19.48	16.03
Employer's contribution to Employees State Insurance	8.09	6.11

(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	2021-22	2020-21
1. Amounts Recognized in Statement of Profit and Loss		
(a) Current Service Cost	16.54	16.42
(b) Interest on Defined Benefit Obligation	10.82	10.09
(c) Past Service Cost	0.00	0.00
Total amount included in "Employee Benefit Expense" (Note 31)	27.36	26.51
2. Amounts Recognized in other comprehensive income (OCI)		
(a) Net cumulative unrecognized actuarial Losses/ (Gains) opening	0.00	0.00
(b) Net Actuarial Losses/ (Gains) Recognized in Year	(11.50)	(11.69)
Unrecognized actuarial Losses/ (Gains) for the year	(11.50)	(11.69)
3. Amount Recognized in Balance Sheet		
(a) Present Value of Unfunded Obligations	158.43	149.27
Net Liability	158.43	149.27
(b) Net Liability is bifurcated as follows:		
Current	16.72	11.78
Non-Current	141.71	137.49
Net Liability	158.43	149.27
4. Reconciliation of present value of defined benefit obligations		
(i) Present value of obligation as at the beginning of the period	149.27	144.14
(ii) Current Service Cost	16.54	16.42
(iii) Interest Cost	10.82	10.09

Particulars	2021-22	2020-21
(iv) Actuarial Losses/ (Gain)	(11.50)	(11.69)
(v) Past Service Cost	0.00	0.00
(vi) Benefits Paid	(6.70)	(9.68)
(vii) Present value of obligation as at the end of the period	158.43	149.27
5. Actuarial Assumptions of the defined benefit obligations		
(a) Discount Rate (p.a.)	7.25%	7.00%
(b) Salary Escalation Rate (p.a.)	6.00%	6.00%

37. 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, 2022	As at 31 st March, 2021
Principal amount due to suppliers as at the end of the year	152.86	56.22
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.	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	152.86	56.22
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.		

38. CONTINGENT LIABILITIES

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
(a) Performance Bank Guarantees given to third parties for contractual obligations	281.43	279.59
(b) Performance Bank Guarantees given to third parties for contractual obligations on behalf of Subsidiary Company	103.64	194.17

39. 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 31 st March, 2022						
Particulars	Subsidiary Company		Enterprises over which KMP exercise significant influence / control		Key Management Personnel and their relatives	
	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21
Remuneration to Key Management Personnel's	0.00	0.00	0.00	0.00	142.20	129.25
Salary to Employees	0.00	0.00	0.00	0.00	35.77	29.33
Sales of Goods	311.31	384.11	0.00	0.00	0.00	0.00
Sitting Fees	0.00	0.00	0.00	0.00	0.43	0.43
Interest Payment	48.78	50.90	0.00	0.00	0.00	0.00
Other Income	3.60	3.60	0.00	0.00	0.00	0.00
Purchase of Goods	286.06	359.73	0.00	0.00	0.00	0.00
Purchase of Property, Plant & Equipments	0.00	0.08	0.00	0.00	0.00	0.00
Other Expenses	1.81	1.65	0.00	0.00	0.00	0.00
Balance as at 31st March						
Long Term Borrowings	442.97	570.00	0.00	0.00	26.00	0.00
Provisions – Current	0.00	0.00	0.00	0.00	9.94	9.64
Trade Receivables	0.00	0.00	0.00	0.00	0.00	0.00
Trade Payables	97.77	66.02	0.00	0.00	0.00	0.00
Other Current Liabilities	13.85	8.42	0.00	0.00	0.00	0.00
Other Financial Liabilities- Current	0.00	0.00	0.00	0.00	1.08	2.01
Other Financial Assets- Current	0.00	0.00	0.00	0.00	0.00	0.00

40. 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, 2022 and March 31, 2021.

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, 2022	As at 31 st March, 2021
Long term borrowings	1863.18	1861.51
Current maturities of long-term debt	520.12	360.06
Short term borrowings	2156.20	1989.65
Less: Cash and cash equivalents	(280.07)	(140.16)
Less: Bank Balances other than Cash and cash equivalents	0.00	0.00
Net Debt	4259.43	4071.06
Total Equity	4093.73	3985.54
Gearing Ratio	1.04	1.02

(b) Categories of financial instruments

Particulars	As at March 31, 2022		As at March 31, 2021	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets				
Measured at amortized cost				
Loans	58.83	58.83	57.91	57.91
Other Financial Assets	137.11	137.11	81.87	81.87
Trade Receivables	1431.44	1431.44	1495.19	1495.19
Cash and Cash equivalents	280.07	280.07	140.16	140.16
Non-current Investment	480.16	480.16	480.16	480.16
Total Financial Assets at amortized cost (A)	2387.61	2387.61	2255.29	2255.29
Measured at Fair Value through other comprehensive income (B)	0.00	0.00	0.00	0.00
Measured at fair value through profit and loss (C)	0.00	0.00	0.00	0.00
Total Financial Assets (A+B+C)	2387.61	2387.61	2255.29	2255.29
Financial Liabilities				
Measured at amortized cost				
Long Term Borrowings	1863.18	1863.18	1861.51	1861.51
Current Maturities of Long-Term Borrowings	520.12	520.12	360.06	360.06
Short Term Borrowings	2156.20	2156.20	1989.65	1989.65
Trade Payables	667.15	667.15	416.52	416.52
Other Financial Liabilities	152.47	152.47	117.19	117.19
Total Financial Liabilities carried at amortized cost	5359.12	5359.12	4744.93	4744.93

(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, 2022				
Borrowings	2156.20	1863.18	0.00	4019.38
Trade and Other payables	667.15	0.00	0.00	667.15
Other Financial Liabilities	672.58	0.00	0.00	672.58
Total	3495.94	1863.18	0.00	5359.12

As at March 31, 2021				
Borrowings	1989.65	1861.51	0.00	3851.16
Trade and Other payables	416.52	0.00	0.00	416.52
Other Financial Liabilities	477.25	0.00	0.00	477.25
Total	2883.42	1861.51	0.00	4744.93

41. Specified ratios as per schedule III Requirements

Particulars	Numerator	Denominator	As at March 31, 2022	As at March 31, 2021	Change In%
Current ratio (in times)	Current assets	Current liabilities	1.39	1.48	-6%
Debt-equity ratio (in times)	Non-current borrowings + Current borrowings - Cash and cash equivalents	Total Equity	0.91	0.93	-2%
Debt service coverage ratio (in times)	Earnings before Interest, Depreciation and Tax	Finance cost for the year + Principal Repayment of long-term debt liabilities within one year	0.81	0.97	-17%
Inventory turnover (in times)	Revenue from operations	Average inventories	2.56	2.27	13%
Trade receivable turnover ratio (in times)	Revenue from operations	Average trade receivables	5.03	3.52	43%
Trade payable turnover ratio (in times)	Cost of goods sold **	Average trade payables	9.55	6.20	54%
Net capital turnover ratio (in times)	Revenue from operations	Working capital [Current assets - Current liabilities]	5.13	3.62	42%
Net profit ratio (in %)	Profit after tax	Revenue from operations	1.36%	1.11%	22%
Return on capital employed (in %)	Earnings before interest and taxes + provision for impairment in the value of investments	Capital employed = (Average of Equity and total borrowings)	5.82%	5.88%	-1%
Return on equity (in %)	Profit after tax	Average of total equity	2.47%	1.56%	59%

** Cost of Goods sold = Cost of materials consumed + Purchases of stock-in-trade + Changes in inventories of finished goods, stock-in-trade + Manufacturing and operating expenses.

42. OTHER NOTES

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

43. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved for issue by the Board of Directors on May 28, 2022.

As per our Report of even date

For **TAMBI ASHOK & ASSOCIATES**

Chartered Accountants

Firm Regn. No. 005301C

(CA ASHOK KUMAR TAMBI)

Partner

M. No. 074100

Jaipur, May 28, 2022

For **DHABRIYA POLYWOOD LIMITED**

DIGVIJAY DHABRIYA

Managing Director

(DIN: 00519946)

HITESH AGRAWAL

Chief Financial Officer

MAHENDRA KARNAWAT

Whole-Time Director

(DIN: 00519876)

SPARSH JAIN

Company Secretary



DHABRIYA
GROUP



DHABRIYA POLYWOOD LIMITED

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