MANGALAM TIMBER PRODUCTS LIMITED

B K BIRLA GROUP OF COMPANIES

MTPL: SECT: 2019-20/
September 04, 2019

The Corporate Relations Department
The National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No. C/1, G-Block
Bandra-Kurla Complex
Bandra (E), Mumbai 400 051

Security Code : MANGTIMBER

The Corporate Relations Department
Department of Corporate Services
BSE Limited
25th Floor
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001

Scrip Code: 516007

Sub: Notice of 35th Annual General Meeting and Annual Report for the year ended 31st March, 2019

Dear Sir/Madam,

In terms of the provisions of Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements Regulations, 2015). Please find attached herewith a copy of the Notice of the 35th Annual General Meeting of the Company to be held on Saturday , 28th September,2019 at Registrar Office, Kusumi, PO & Dist: Nabarangpur, Odisha – 764 059 at 10.00 AM together with the Annual Report for the financial year ended 31st March,2019.

Kindly take the same on your record and display the same on the website of your Stock Exchanges.

Thanking you.

Yours faithfully,
For Mangalam Timber Products Limited,

Priya Sharma

Priya Sharma
Company Secretary & Compliance Officer

B K BIRLA GROUP OF COMPANIES

Annual Report 2018-19 | MANGALAM TIMBER PRODUCTS LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

Shri N. G. Khaitan

Shri Vishwanath Chandak

Shri Anand Daga

Smt Vidula Jalan

Smt Leena Ghosh

TEAM OF EXECUTIVES

Shri Yaswant Mishra	*President*
Shri Siddhartha Roy	*Chief Financial Officer & Manager of the Company*
Shri Soumitrajit Samadder	*(Head- Marketing & Product Development)*
Shri Niranjan Behra	*General Manager (Works)*
Smt Priya Sharma	*Company Secretary*

REGISTERED OFFICE & FACTORY

Vill. Kusumi,

P.O. & Dist. Nabarangpur -764 059 Odisha

Ph: (06858) 222148/222142

Fax: (06858) 222042

Website:www.mangalamtimber.com

Email:admfac@mangalamtimber.com

CIN: L02001OR1982PLC001101

HEAD OFFICE

Birla Building, 10th Floor

9/1, R N Mukherjee Road

Kolkata - 700 001, West Bengal

Ph: (033) 22438707/8857

Fax: (033) 22438709

Website:www.mangalamtimber.com

Email:admin@mangalamtimber.com

CIN: L02001OR1982PLC001101

AUDITORS

Manish Goyal & Associates

Chartered Accountants

Gwalior (M.P.)

BANKERS

State Bank of India

IDBI Bank Limited

REGISTRAR & SHARE TRANSFER AGENT

M/s C B Management Services (P) Ltd

P-22 Bondel Road

Kolkata - 700 019

Phone : +91-33 2280-6692-94/40116700

E-mail : rta@cbmsl.com

website : www.cbmsl.com

FORWARD LOOKING STATEMENTS

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take investment decisions. This report and other statements that we periodically make, contain forward looking statements that set out anticipated results based on the management's plan and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects' , 'intends' , 'plans' , 'believes' , and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward looking statements will be realised, although we believe we have been prudent in assumptions. The achievements of results are subject to risks, uncertainties, and even inaccurate assumptions.

Should known or unknown risks or uncertainties materialise or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated, or projected. Readers should keep this in mind. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

DURA TUFF MDF
AS GOOD AS NATURAL WOOD

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MANGALAM TIMBER
PRODUCTS LIMITED

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NOTICE

To **The Members**

NOTICE is hereby given that the 35th Annual General Meeting of Mangalam Timber Products Limited (CIN: L02001OR1982PLC001101) will be held on Saturday, the 28th day of September, 2019, at 10:00 A.M. at the Registered Office of the Company at Village: Kusumi, P.O. & Dist. Nabarangpur, Odisha - 764059 to transact the following business:

Ordinary Business

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2019 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Smt. Vidula Jalan (DIN: 01474162), who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment.

Special Business

3. To re-appoint Shri Nand Gopal Khaitan (DIN: 00020588) as a Non-Executive Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri N. G. Khaitan (DIN: 00020588), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, from time to time and who is eligible for re-appointment and in respect of whom Notice has been received from a Member under Section 160 of the Act proposing his re-appointment as Director and whose re-appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years commencing from 28th September, 2019 to 14th August, 2024 and whose office shall not be liable to retire by rotation."

4. To re-appoint Shri Anand Daga (DIN:00897988) as a Non-Executive Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Anand Daga (DIN: 00897988), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, from time to time and who is eligible for re-appointment and in respect of whom Notice has been received from a Member under Section 160 of the Act proposing his re-appointment as Director and whose re-appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years commencing from 28th September, 2019 to 14th August, 2024 and whose office shall not be liable to retire by rotation."

Registered Office:
Village : Kusumi, P.O. & Dist. Nabarangpur,
Odisha – 764059, India
CIN: L02001OR1982PLC001101
Website:www.mangalamtimber.com
Email: admin@mangalamtimber.com
Telephone No: +91 6858 222148/142/053
Fax: +91 6858 222 042

By Order of the Board of Directors

Dated: 1st May, 2019
Place : Kolkata

Priya Sharma
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

   Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.

3. The Register of Members and Share Transfer Books of the Company will remain closed from Sunday, the 22nd day of September, 2019 to Saturday, the 28th day of September, 2019 (both days inclusive).

4. Members are informed that the scrip's of the Company have been activated both in CDSL and NSDL and may be dematerialized under the ISIN No: INE805B01012.

5. In terms of provisions of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders. The shareholders who are holding shares in physical form and are desirous of availing this facility may kindly write to the Company's Share Transfer Agents, M/s. C. B. Management Services (P) Ltd., P-22 Bondel Road, Kolkata-700 019 for nomination form quoting their folio number. Shareholders holding shares in dematerialized form should write to their Depository Participant for the purpose.

6. Members who are holding shares in identical order of names in more than one folio, are requested to write to the Company's Share Transfer Agents at the address mentioned hereinabove in Note no. 5 to consolidate their holding in one folio.

7. Members who are holding shares in physical form are requested to notify change in address, if any, to the Company's Share Transfer Agents at the address mentioned hereinabove in Note no. 5 quoting their folio number. Shareholders holding shares in dematerialized form, should intimate change of their address, if any, to the depository participant.

8. As required by Securities and Exchange Board of India (SEBI) vide its Circular, the shareholders are requested to furnish a copy of the PAN card to the Company/Registrar & Share Transfer Agents while sending the shares held in physical form for transfer, transmission, transposition and deletion of name of the deceased shareholder(s).

9. Members may also note that the Notice of the 35th Annual General Meeting and the Annual Report for the financial year 2018-19 will also be available on the Company's website www.mangalamtimber.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company Secretary at the email id: admin@mangalamtimber.com.

10. Reappointment of Smt. Vidula Jalan, Director retiring by rotation.

    Information about the appointee pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

NOTES *(Contd.)*

Smt. Vidula Jalan [DIN:01474162], aged 40 years, is MBA in Strategic Marketing, Leadership and Change Management from the Indian School of Business, Hyderabad. Moreover, she also has an Accounting and Finance degree from The University of Manchester, U.K. She is also managing the affairs of reputed schools and charitable trusts of the B. K. Birla Group. She joined the board of Mangalam Timber Products Limited on 29th June, 2005 and holds 1,03,527 shares of the Company. She also holds Directorship in Mangalam Cement Limited and Vidula Consultancy Services Ltd.

11. **Voting through electronic means**

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 (1) & (2) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 35th Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on Wednesday, the 25th day of September, 2019 (9:00am) and ends on Friday, the 27th day of September, 2019 (5:00pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, the 21st day of September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

i. Open the email and open the PDF file viz; "Mangalam Timber Products Limited-remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

ii. Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

iii. Click on Shareholder – Login

iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

vii. Select "EVEN" of "Mangalam Timber Products Limited".

viii. Now you are ready for remote e-voting as Cast Vote page opens.

ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

x. Upon confirmation, the message "Vote cast successfully" will be displayed.

xi. Once you have voted on the resolution, you will not be allowed to modify your vote.

xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to navinsureka@gmail.com with a copy marked to evoting@nsdl.co.in.

NOTES *(Contd.)*

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :

i. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM

EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN

ii. Please follow all steps from Sl. No. A(ii) to Sl. No. A(xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

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

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

IX. 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 of Saturday, the 21st day of September, 2019.

X. Any person, who acquires shares of the Company and become member of the Company after despatch of the AGM notice and holding shares as of the cut-off date i.e. Saturday, the 21st day of September, 2019 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or rta@cbmsl.com.

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

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

XII. The Company has appointed Shri Navin Kumar Sureka (Membership No.062777), Practicing Chartered Accountant as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

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

XV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.mangalamtimber.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

XVI. The Landmark and Route Map of the venue of the AGM are given on the reverse of the Attendance Slip cum Proxy Form with the Annual Report of 2018-19.

ANNEXURE TO THE NOTICE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("the Act")

ITEM NO. 3 TO 4

Pursuant to the provisions of Sections 149,150,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rule, 2014 and Clause 49 of the Listing Agreement, it is proposed to **re-appoint Shri N G Khaitan**, and **Shri Anand Daga** as Non-Executive Independent Directors of the Company for a further period of 5 (five) consecutive years from the conclusion of the Company's 35th Annual General Meeting.

The Company has received notices in writing under Section 160 of the Companies Act, 2013 from members along with the requisite deposits proposing the candidatures of each of the appointees for the office of Director of the Company.

Further none of them are disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Directors.

As the Shri N. G. Khaitan and Shri Anand Daga, Independent Director shall be completing their first term of appointment upon conclusion of 35th Annual General Meeting of Company, they are eligible for re-appointment for another term of five consecutive years, subject to approval of the Members by Special Resolution and they have consented to their re-appointment and confirmed that they does not suffer from any disqualifications which stand in the way of their re-appointment as Independent Director.

Further, based on the performance evaluation of the Independent Directors, the Nomination & Remuneration Committee and the Board of Directors of the Company at their Meetings held on May 01, 2019 have recommended their re-appointment as Independent Director for a second term of five consecutive years commencing from 28th September, 2019 to 14th August, 2024. During their tenure of appointment, they shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received declarations from Shri N. G. Khaitan & Shri Anand Daga confirming that they meet the criteria of independence as prescribed under sub-section 6 of Section 149 of the Act and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, they fulfils the conditions for re-appointment as Independent Director and they are independent of the Management.

The Company has also received notice from a Member under Section 160 of the Companies Act, 2013 (the Act) proposing their re-appointment as Director.

The details required under Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meeting (SS-2) is set out in this Notice as **Annexure A**.

A copy of the draft letter for re-appointment of Shri N. G. Khaitan and Shri Anand Daga as Independent Director setting out the terms and conditions of their re-appointment is available for inspection by the Members at the Registered Office of the Company during the office hours on all working days other than on Saturdays and Sundays till the date of the Annual General Meeting.

The Board of Directors, considering their rich and versatile experience and meaningful participation/discussions in the Board process, is of the opinion that the continuance of said Independent Directors on the Board of the Company is necessary and recommends the Special Resolutions set out at item no. 3 & 4 of the Notice for approval by the Members.

Except Shri N. G. Khaitan and Shri Anand Daga and their relatives, none of the other Directors, Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financial or otherwise, in the said Resolutions.

In the opinion of the Board, the independent Directors fulfil the conditions specified in Sections 149,152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and such Independent Directors are independent of the Management. Further, all the aforesaid Independent Directors have given a declaration to the Board of Directors to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

A brief profile along with other details of the Independent Directors are as follows:-

a) **Shri N G Khaitan** (DIN: 00020588) is a Senior Partner of Khaitan & Co based in Kolkata. He passed his Attorney-ship Examination from the Calcutta High Court in the year 1974 and stood first in the Preliminary, intermediate and Final Examinations and was awarded Bell Chamber's Gold Medal by the Incorporated Law Society, High Court, Calcutta. He is a Notary Public appointed by the Govt. of India. He has rich experience in all aspects of laws and more particularly, Real Estate, Corporate laws and has handed important Litigations covering different branches of laws including Mergers & Acquisition, Restructuring and De-mergers. He has advised several large Industrial houses and multinational corporations on multifarious legal matters. He has also been a lead speaker in different seminars and symposiums on varied legal issues. He is a Committee member of the Federation of Indian Chambers of Commerce and Industry, New Delhi, Vice-President of Bharat Chamber of Commerce, Executive Committee memberof The Agri-Horticultural Society of India, Executive Committee member of a leading school in Kolkata and had been President of two leading Social Clubs in Kolkata. He is also the Director and Member of Audit Committee of several reputed Companies.

b) **Shri Anand Daga** (DIN:00897988) is B.Com, from St. Xavier's College, Kolkata. He has done various courses on Financial Planning. He has been actively involved in the family business and also provides financial consultancy to various Companies.

ANNEXURE "A"

SN	Nature of Information	Item No. 3 of Notice	Item No. 4 of Notice
1	Name	Shri N.G. Khaitan	Shri Anand Daga
2	Age	68 years	47 years
3	Nationality	Indian	Indian
4	Date of First Appointment	29/01/1985	08/12/2010
5	Qualification	B.Com, LLB	B.Com
6	Experience and Nature of expertise in specific functional area	Shri N.G. Khaitan (DIN: 00020588) is a Senior Partner of Khaitan & Co. based in Kolkata. He passed his Attorneyship Examination from the Calcutta High Court in the year 1974 and stood first in the Preliminary, Intermediate and Final Examinations and was awarded Bell Chamber's Gold Medal by the Incorporated Law Society, High Court, Calcutta. He is a Notary Public appointed by the Govt. of India. He has rich experience in all aspects of laws and more particularly, Real Estate, Corporate laws and has handled important Litigations covering different branches of laws including Mergers & Acquisition, Restructuring and De-mergers. He has advised several large industrial houses and multinational corporations on multifarious legal matters. He has also been a lead speaker in different seminars and symposiums on varied legal issues.	Shri Anand Daga (DIN:00897988) is B.Com, from St. Xavier's College, Kolkata. He has done various courses on Financial Planning. He has been actively involved in the family business and also provides financial consultancy to various Companies.
7	Relationships between Directors / KMP inter-se	Nil	Nil
8	Shareholding in the Company	Nil	Nil
9	No. of Board meetings attended during FY 18-19	5 out of 5 Board Meetings	3 out of 5 Board Meetings

SN	Nature of Information	Item No. 3 of Notice	Item No. 4 of Notice
10	Directorship in other Public Companies (excluding foreign, private and Section 8 Companies and Mangalam Timber Products Ltd)	Chase Bright Steel Ltd. HSIL Ltd. JK Lakshmi Cement Ltd. Mangalam Cement Ltd Reliance Chemotex Industries Ltd India Power Corporation Ltd	Nil
11	Chairmanship/Membership of Committee of Board of Directors of the Company	Audit Committee-Member	Audit Committee-Member Stakeholder Committee-Member
12	Chairmanship/Membership of Committee of Board of Directors of other Public Companies	J K Lakshmi Cement Ltd.: Audit Committee (Chairman) and Shareholder Relationship Committee (Member) HSIL Ltd.: Audit Committee (Member), and Shareholder Relationship Committee (Chairman); Reliance Chemotex Industries Ltd.- Audit Committee (Member) Mangalam Cement Ltd.- Audit Committee (Chairman); India Power Corporation Ltd.- Audit Committee (Member)	Nil
13	Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid	As set out in Resolution No. 3 of the notice of Annual General Meeting; Setting fees for attending board & Committee meeting and commission on Net Profit, if any	As set out in Resolution No. 4 of the notice of Annual General Meeting; Setting fees for attending board & Committee meeting and commission on Net Profit, if any
14	Remuneration last drawn, if any (FY 2018-19)	Last remuneration drawn is provided in Corporate Governance Section of the Annual Report.	

I. General Information:

1. Nature of Industry: Manufacturing of Medium Density Fibre board.
2. Date of commencement of commercial production: 11th November, 1987
3. In case of new companies, the expected date of commencement of the activities as per project approved by the financial appearing in the prospectus: Not applicable.
4. Financial Performance based on given indicators:

(Rs. in Lacs)

Particulars	For the Year ended 31st March, 2019	For the Year ended 31st March, 2018
Total Income	1340.16	2,498.56
Operating Profit/(Loss) (PBIDT)	(935.77)	(311.19)
Profit/(Loss) before Depreciation & Tax (PBDT)	(1920.00)	(1,198.30)
Profit/(Loss) after tax (PAT)	(1429.54)	(933.69)

5. Foreign Investments or collaborators, if any: None.

II. Other Information

1. Amalgamation

During recent years the Company has incurred losses due to long maintenance schedule for age of the machineries and shortage of working capital and especially after the major fire in the plant in the financial year 2010-11 and the plant remain closed for production for six months. This resulted in poor quality production in next financial year and consequent accumulation of stock of finished goods in 2012 and 2013. Due to increase in losses and reduction of bank facility by the bankers there has been acute shortage of funds which resulted in accumulating losses and stoppages of plant for want of raw material and breakage in working capital cycle.

In view of the globalisation and competitive environment and due to the fact that large new plants are coming up to cater the increasing demand the future looks bright for the MDF product segments.

Since Cement and MDF are both consumer oriented products, MCL and MTPL are essentially engaged in their respective business segment for manufacture of products whose consumers are large in number and require large distribution network, the business of MCL and MTPL can be combined conveniently and carried out in conjunction more advantageously. Further there is a synergy in the operations and products manufactured by MCL and MTPL as both are primarily used in housing sectors.

Since MCL has the financial capacity and capability, the board of directors felt that it will be prudent and desirable if MTPL is amalgamated with MCL which will enable the appropriate consolidation and integration of the activity of both MTPL and MCL and will accelerate the operation of MTPL to create a position of leadership in the products manufactured by MTPL.

The proposal of such amalgamation was accepted by the members of the board of MTPL and MCL in their meeting dated 11th February 2019 and 9th March 2019 respectievely,and the required process and formalities in connection with such amalgamation has already been initiated to make the amalgamation effective from 01.04.2019.

2 Reasons of loss or inadequate profits:

During the quarter ended March 2019, Plant was not in operation. However in view of the proposed amalgamation of the Company with Mangalam Cement Ltd, unwanted labour disputes has been sorted out and necessary steps for maintenance of plant and machinery for starting manufacturing and arrangement of raw materials are in process.

3 Steps taken or proposed to be taken for improvement:

The Company has installed its own captive power plant to mitigate shortage of power, achieve higher production level as well as reduce its cost of production.

Also, the Company has initiated certain steps such as cost control, strategic marketing positioning of brand and product and improving efficiency etc. Though, the prices of raw materials and fuels are influenced by external factors the Company is making all possible efforts to improve the margins.

4 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 in view of the amalgamation both productivity and profitability in measurable terms are expected to improve in course of time.

III. Disclosures:

The remuneration paid to each Directors and Key Managerial Personnel is suitably disclosed in the Report of Board of Directors forming part of the Annual report. There is no severance fee or stock option in case of the aforesaid Managerial Personnel. The respective tenure of the aforesaid Managerial Personnel shall be governed by the resolution passed by shareholders in the General Meeting.

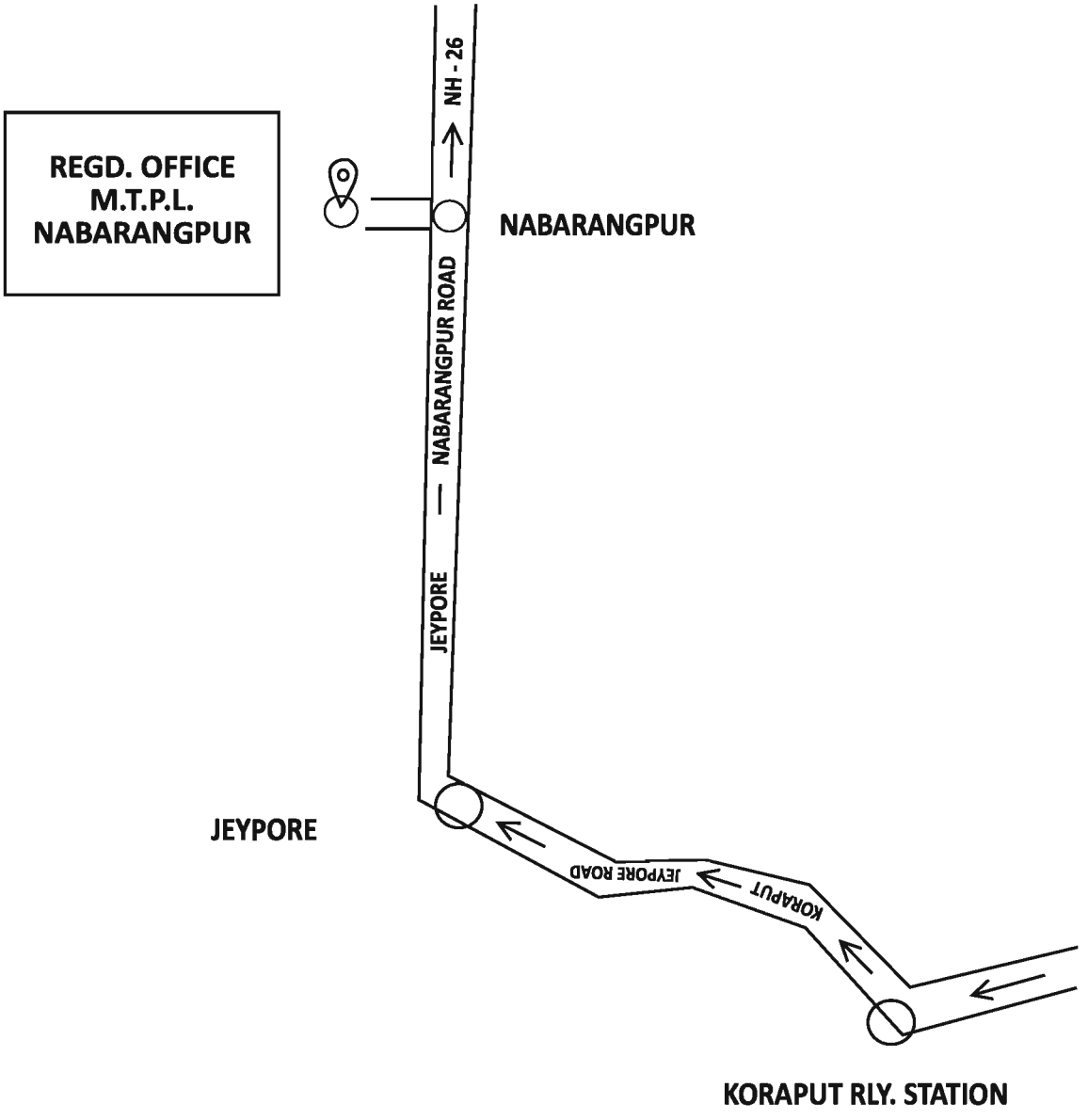
By Order of the Board of Directors

Registered Office:
Vill : Kusumi, P.O. & Dist. Nabarangpur,
Odisha – 764059, India
CIN: L02001OR1982PLC001101
Website:www.mangalamtimber.com
Email: admin@mangalamtimber.com
Telephone No: +91 6858 222148/142/053
Fax: +91 6858 222 042

Dated: 1st May, 2019
Place : Kolkata

Priya Sharma
Company Secretary

ROUTE MAP FOR AGM VENUE



DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH 2019

Dear Members,

Your Directors are pleased to present the 35th Annual Report of the Company and the Audited Accounts for the financial year ended 31st March, 2019.

1. FINANCIAL RESULTS

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

(Rs. in lacs)

Particulars	For the Year ended 31st March, 2019	For the Year ended 31st March, 2018
Revenue from operations	**1127.51**	2278.57
Profit/(Loss) before Interest, Finance Charges, Depreciation and Tax	**(935.77)**	(311.19)
Less: Finance Charges	**984.23**	887.11
Profit / (Loss) before Depreciation and Tax	**(1920.00)**	(1198.30)
Less: Depreciation	**148.80**	155.18
Profit / (Loss) before Tax	**(2068.80)**	(1353.48)
Less: Tax Expenses (net)	**(639.26)**	(419.79)
Net Profit / (Loss) after Tax	**(1429.54)**	(933.69)

2. DIVIDEND

In view of losses, the Board of Directors has not recommended any dividend for the financial year 2018-19.

3. OVERALL PERFORMANCE

The Performance of the Company has been comprehensively covered in the Management Discussion and Analysis, which forms a part of Directors' Report.

4. MANAGAEMENT DISCUSSION AND ANALYSIS

A Management Discussion & Analysis is forming part of this Annual Report.

5. FINANCE

Your Company thanks its consortium bankers for their continued support.

6. RAW MATERIAL

All Raw material prices including Firewood, Melamine, and Urea have increased during the year under review thereby affecting the production cost. Also non availability of Firewood, which is a key raw material of the Company's product within a reasonable distance forming our catchment area, added to the transportation cost of firewood and affected the costs to a large extent.

7. CAPTIVE THERMAL POWER PLANT

The 2.5 MW Captive Thermal Power Plant is in operation which will not only give consistent supply of quality power but will also reduce the power cost considerably.

8. PLANTATION

The Company is making continuous effort to develop long term supply of Firewood as availability in nearby areas has become difficult. The Company is continuing its policy on plantation activity to help supply of quality raw material to factory with least cost on continuous and sustainable basis. Some important effort undertaken are mentioned below.

i. **Mist Chamber and Nursery:** Company is strategically considering to increase the focus on Nursery operations to ensure consistent & quality supply of high yielding clonal plants to the farmers at affordable price and to increase the catchment areas of Company for wood.

ii. **Farm Forestry Planting:** Your Company actively participates in all Farm Forestry schemes introduced on a year to year basis by the Odisha & Chhattisgarh Governments whereby Bipartite agreements are entered into between the Company and large farmers who are supplied quality clones at very low rates and subsequently the Company is given preference at the time of harvesting the matured trees.

iii. **Private Wood Supply:** Presently approx. 10% of our wood requirement comes from farm forestry. In future we can fulfil up to 15%-20% of the Company wood requirement from our lease land and balance requirement from private suppliers. All efforts are being made to increase the captive wood supply. However, efficient vendor development is essential for long-term consistent supply of quality wood.

9. EXTRACT FROM ANNUAL RETURN

The Extract of Annual Return as required under Section 134(3) (a) of the Companies Act, 2013 is set out at **Annexure-I** forms part of this report.

10. RISK MANGEMENT

In terms of the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company has developed a risk management policy and identified risks and taken appropriate steps for their mitigation for more details, please refer to the Management Discussion and Analysis set out in this Annual Report.

11. INSURANCE

Adequate insurance cover has been taken for the properties of the Company including buildings, plant and machinery and inventories.

12. AMALGAMATION

During recent years the Company has incurred losses due to long maintenance schedule for age of the machineries and shortage of working capital and especially after the major fire in the plant in the financial year 2010-11 and the plant remain closed for production for six months. This resulted in poor quality production in next financial year and consequent accumulation of stock of finished goods in 2012 and 2013.Since then we tried to turnaround the Company but due to increase in losses and reduction of bank facility by the bankers there has been acute shortage of funds which resulted in accumulating losses and stoppages of plant for want of raw material and breakage in working capital cycle.

In view of the globalisation and competitive environment and due to the fact that large new plants are coming up to cater the increasing demand the future looks bright for the MDF product segments.

Since Cement and MDF are both consumer oriented products, MCL and MTPL are essentially engaged in their respective business segment for manufacture of products whose consumers are large in number and require large distribution network, the business of MCL and MTPL can be combined conveniently and carried out in conjunction more advantageously. Further there is a synergy in the operations and products manufactured by MCL and MTPL as both are primarily used in housing sectors.

Since MCL has the financial capacity and capability, the board of directors felt that it will be prudent and desirable if MTPL is amalgamated with MCL which will enable the appropriate consolidation and integration of the activity of both MTPL and MCL and will accelerate the operation of MTPL to create a position of leadership in the products manufactured by MTPL.

Your directors are pleased to announce that the proposal of such amalgamation was accepted by the members of the board of MTPL and MCL in their meeting dated 11th February 2019 and 9th March 2019 respectively, and the required process and formalities in connection with such amalgamation has already been initiated to make the amalgamation effective from 01.04.2019.

13. BOARD MEETINGS

The Board met five times during the Financial Year 2018-19. Details of Meetings and the attendance of each Director is provided in the Report on Corporate Governance.

14. AUDIT COMMITTEE

The composition and terms of reference of the Audit Committee has been furnished under SN 3A in the Corporate Governance Report forming a part of this Annual Report. There have been no instances where the Board has not accepted the recommendations of the Audit Committee.

15. CORPORATE GOVERNANCE

Your Company attaches considerable significance to good Corporate Governance as an important step towards building investor confidence, improving investors' protection and maximizing long-term shareholders value. The Report on Corporate Governance as stipulated under Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") forms part of the Annual Report. The certificate of the Auditors, M/s. Manish Goyal & Associates, and confirming compliance of conditions of Corporate Governance as stipulated under the Listing Regulations is attached as **Annexure-II** and forms a part of this report.

16. CORPORATE SOCIAL RESPONSIBILTY

Driven by the desire to create a meaningful difference in society, the Company makes conscious efforts to achieve higher socio-economic goals. It has continued with its welfare activities for development in the fields of education, health, culture and other welfare measures and to improve the general standard of living.

17. NOMINATION AND REMUNERATION POLICY

The Company has in place a formal Nomination and Remuneration Policy formulated as per provisions of Section 178(3) of the Act as well as Regulation 19(4) read with Part D of Schedule II of the Listing Regulations.

The Company's Remuneration Policy is attached as **Annexure-III** and forms a part of this report.

18. KEY PARAMETER FOR APPOINTMENT OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Nomination and Remuneration Committee has formulated a detailed policy for appointment of directors and key managerial personnel which is designed to attract, motivate and retain best talent. This policy applies to directors, senior management including its Key Managerial Personnel (KMP) and other employees of the Company. The compensation strategy revolves around getting the "best talent in the market". The remuneration of KMPs of the Company is recommended by the Nomination and Remuneration Committee based on the Company's remuneration structure taking into account factors such as level of experience, qualification and suitability. The Company generally pays remuneration by way of salary, perquisites and allowances (fixed component).

19. DIRECTORS

In accordance with the Articles of Association of the Company and the provisions of the Companies Act, 2013, Smt Vidula Jalan, (DIN: 01474162) being non-independent director, retires by rotation and being eligible, seeks re-appointment. Shri Vishwanath Chandak (DIN: 00313035) as a Non-executive Independent Director who has attained the age of 75 years therefore, his appointment has been approved by way of special resolution in the general meeting through Postal Ballot.

The Company has received declaration from all the Independent Directors of the Company confirming that they meet the criteria of the independence prescribed under sub section (6) of the section 149 of the Companies Act, 2013.

The details of programmes for familiarisation of Independent Directors with the Company, their roles, rights, responsibility in the Company, nature of the industry in which the Company operates and other related matters are put on the website of the Company at the link http://www.mangalamtimber.com/images/Familiarisation-Programme-for-Independent-Directors.pdf

20. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) of the Act, the Directors state that:

a) in the preparation of the annual accounts, the applicable accounting standards have been followed and proper explanations provided relating to material departures, if any;

b) such accounting policies have been selected and applied consistently and judgments and estimates made 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 loss of the Company for that period;

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

d) the annual accounts have been prepared on a going concern basis;

e) internal financial controls were followed by the Company and they are adequate and are operating effectively; and

f) Proper systems have been devised to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

21. KEY MANAGERIAL PERSONNEL

Following employees were the Key Managerial Personnel of the Company during the period under review:

i. Shri Siddhartha Roy, Manager and Chief Financial Officer of the Company

ii. Ms. Priya Sharma, Company Secretary

22. REMUNERATION TO DIRECTORS & KEY MANGERIAL PERSONNEL

i. The Ratio of the remuneration of each Director to the median remuneration of employees of the Company for the year ended 31st March, 2019 are:-

Sl No.	Name of Directors and Key Managerial Personnel	Designation	Ratio of remuneration of Director to median remuneration of the Employee of the Company	Percentage increase in the remuneration for the Financial Year 2018-19
1	Shri N. G. Khaitan	Independent and Non-Executive Director	0.36	NA*
2	Shri Vishwanath Chandak	Independent and Non-Executive Director	0.14	NA*
3	Shri Anand Daga	Independent and Non-Executive Director	0.49	NA*
4	Smt. Vidula Jalan	Promoter Non-Executive Director	0.44	NA*

Sl No.	Name of Directors and Key Managerial Personnel	Designation	Ratio of remuneration of Director to median remuneration of the Employee of the Company	Percentage increase in the remuneration for the Financial Year 2018-19
5	Smt Leena Ghosh	Independent and Non-Executive Director	0.51	NA*
6	Shri Siddhartha Roy	Manager and Chief Financial Officer	NA	NA
7	Ms Priya Sharma	Company Secretary	NA	NA**

* Being a non-executive director only sitting fees are paid.

** Ms. Priya Sharma has been appointed as Company Secretary of the Company with effect from 23rd April, 2018

Median remuneration of the Employees of the Company assumed to be Rs. 2.00 Lacs (Previous Year: 2.00 Lacs).

ii. In the financial year 2018-19, there was no change in the median remuneration of employees.

iii. There were 174 permanent employees on the rolls of Company as on 31st March, 2019.

iv. In view of the loss of the Company no increments were given to employees of the Company.

v. Comparison of the remuneration of the key managerial personnel against the performance of the Company: The total remuneration of key managerial personnel decreased by Rs. 5.25 Lacs from Rs. 8.79 Lacs in 2017-18 to Rs 3.54 Lacs in 2018-19.

vi. (a) Variations in the market capitalization of the Company: The market capitalization as on 31st March, 2019 was Rs 3115.66 Lacs (Rs. 4074 Lacs as on 31st March, 2018)

(b) Price Earnings Ratio of the Company: **Not computed in view of Loss**

(c) Percent increase / decrease in the market quotations of the shares of the Company as compared to the rate at which the Company came out with the last public offer in the year: The Company has not made any public issue or rights issue of securities in the recent past, so comparison have not been made of current share price with public offer price. The Company's shares are listed on BSE Limited and National Stock Exchange of India Limited

vii. Considering the performance of the Company no increment was made to the salaries of the employees in the financial year i.e. 2018-19.

viii. Key Parameters for any variable component of remuneration availed by the Directors are based on their contribution at the Board, time spent on operational matters and other responsibilities assigned:

All directors of the Company are non-executive directors hence no remunerations were paid/ payable to them other than sitting fees.

ix. The ratio of the remuneration of the highest paid Director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year 2018-19: **Nil** (All directors of the Company are non-executive directors hence no remunerations were paid/ payable to them other than sitting fees).

x. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

23. STATUTORY AUDITORS

M/s Manish Goyal & Associates, Chartered Accountants (Firm Registration No. 007152C) are the Statutory Auditors of the Company.

24. SECRETARIAL AUDITOR

The Board appointed Shri Arup Kumar Roy, ACS, Practicing Company Secretary as Secretarial Auditor of the Company for the Year 2018-19. The Report of the Secretarial Auditor is attached in **Annexure IV** of this Report. There is no qualification in the report.

25. AUDITORS' REPORT

Auditors' Report to the shareholders does not contain any qualification, reservation, or adverse remarks and is self-explanatory.

26. CASH FLOW ANALYSIS

In conformity with the provisions of Regulation 34(2) (c) of the Listing Regulation, 2015, Cash Flow Statement for the financial year ended 31st March, 2019 forms part of the audited financial statement.

27. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not given any loan, guarantees or made any investments as prescribed in Section 186 of the Companies Act, 2013.

28. RELATED PARTY TRANASACTIONS

All the related party transactions are entered into at arm's length in ordinary course of business and are in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations. There were, however, no material significant related party transaction made by the Company with the Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company.

The policy on Related Party Transactions as approved by the Board has been uploaded on the Company's website under web link http://www.mangalamtimber.com/images/Related-Party-Transaction-Policy.pdf

Your Directors draw attention of the members to Note-**n** to the financial statement which sets out related party transactions disclosures.

29. PUBLIC DEPOSIT

The Company has neither invited nor accepted any public deposits, within the meaning of section 73 of the Companies Act, 2013, during the year under report.

30. SUBSIDIARY/ASSOCIATES/JOINT VENTURE COMPANIES

The Company does not have any subsidiary/associate/joint venture Company for the year ended 31st March, 2019.

31. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

No amount is pending for transfer to Investor Education and Protection Fund as on 31st March, 2019.

32. VIGIL MECHANISM

The Company has a codified whistle blower policy to establish vigil mechanism for Directors and employees of the Company to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The mechanism under the policy has been appropriately communicated within the organisation. The Whistle Blower Policy is available on the website of the Company.

33. DISCLOSURE UNDER SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE

No complaints on the issues covered by "The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013" were received during the year. Consequently, the question of disposal of complaints did not arise.

34. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no 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.

35. PERFORMANCE EVALUATION

Pursuant to Regulation 17(10) of the Listing Regulations read with provisions of the Companies Act, 2013, the Board has carried out an evaluation of its own performance and that of the individual Directors. The evaluation criteria, inter-alia, covered various aspects of the Board's functioning including its composition, execution and performance of specific duties, obligations and governance.

The performance of individual directors was evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders, time devoted, etc. The Directors expressed their satisfaction with the evaluation process.

36. CARBON CREDIT

Our Clean Development Mechanism (CDM) project activity "Reforestation of degraded land by MTPL in India (5016)" has accumulated credit balance of 1620018 CERs from UNFCCC on 31.03.2019 after utilisation of 144058 CERs during the current year 2018-19 from 1764076 CREs during the financial year 2017-18. These units will be available to the Company on completion of certain laid formalities.

37. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is given as **Annexure V** to this Report.

38. PARTICULARS OF REMUNERATION

The Company has no employee in respect of whom information under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is required to be annexed.

39. INTERNAL FINANCIAL CONTROL

The Company has in place internal financial control systems, commensurate with the size and complexity of its operations, to ensure proper recording of financial and monitoring of operational effectiveness and compliance of various regulatory and statutory requirements. The internal auditor monitors and evaluates the efficacy and adequacy of internal control systems in the Company. Based on the report of the internal auditor, respective departments undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

40. APPRECIATION

Your Directors place on record their deep appreciation of the assistance and guidance provided by the Central Government and the Governments of the States of India, its suppliers, technology providers and all other stakeholders. Your Directors thank the financial institutions and banks associated with your Company for their support as well. Your Directors also thank the Company's dealers and its customers for their unstinted commitment and valuable inputs.

Your Directors acknowledge the support received from you as shareholders of the Company.

Yours faithfully,

N G Khaitan
Vidula Jalan
Leena Ghosh
Anand Daga
Vishwanath Chandak

Directors

Place : Kolkata
Date : 1st May, 2019

MANAGEMENT DISCUSSION & ANALYSIS

1. INDUSTRY STRUCTURE AND DEVELOPMENTS

The MDF product is being increasingly accepted in the Indian market and the increase in demand is reflected in the increase in the capacity of the existing manufacturers and project based product which is yet to reach the levels of popularity of plywood. There are host of other non-industry players entering the field of manufacturing of MDF.

The retail business has developed over the years with spawning of small mechanized fabrication units and the handicraft segment that depend on the channel network for their raw material.

Further with the lack of viable timber sources plywood too has become expensive and becoming non-viable for common applications. Also with the introduction of GST imports have become viable and more material is available in the market being cheaper and is readily replacing the plywood. The import of one side prelaminated MDF escaped anti-dumping duty and finding ready acceptance in the Indian market.

2. OUTLOOK

During the last few years, a stable Government at the Centre was established which is expected to drive development in the coming years. The Government has planned and is taking several significant steps to energise the economy. The credibility of the Indian economy has been re-established and world is predicting India's stable growth. The Government has planned reforms in indirect tax through introduction of GST which was a much awaited reforms and is expected to provide numerous benefits to both business and consumers by way of reducing supply chain inefficiency and interstate trade will become easy and the market will be integrated at the national level.

With all such long-term sustainable economic measure being undertaken by the Government, the economic growth is likely to accelerate. The Indian real estate sector is second only to agriculture in terms of employment generation and contributes considerably to GDP. It is poised to grow manifold over the next decade in view of the prevailing massive shortage of dwelling units. The Indian market is now headed for price correction which will increase consumer affordability and leading to overall sectoral growth. A fall in the interest rates will also lead to revival of the real estate sector.

Since MDF are growing as essential part of interior furnishing, the demand for product is directly related to the growth of infrastructure and real estate sector. With continued government focus on infrastructure and real estate sector, demand for the company's product is expected to remain high. With the good "Duratuff" brand, the Company is expected to perform better in years to come.

3. OPERATIONAL AND FINANCIAL PERFORMANCE

- **Operational Performance**

  During the current quarter ended March.2019 the plant was not in operation. However in view of the proposed amalgamation of the Company with Mangalam Cement Limited, unwanted labour disputes have been sorted out and necessary steps for maintenance of plant and machineries for starting manufacturing and arrangement of raw materials are in process.

  The Company has installed its 2.5 MW Captive Thermal Power Plant which is in the process of generating power as we are taking reasonable steps to operate it as it was non functional due to such long closure.

- **Financial Performance**

  During the year, production (net) got reduced to 2452 MT as compared to 8317 MT in the previous year.

  Gross sales for the year have reduced to Rs. 1331.25 Lacs as compared to Rs. 2736.92 Lacs in the previous year.

  Loss for the year stands at Rs. 1429.54 Lacs as against Rs. 933.69 Lacs in the previous year.

  The Company is continuing its efforts on all fronts like reduction of operational costs, strategic marketing, positioning of brand and optimal production of finished goods. We are hopeful it will help to achieve better results in years to come.

4. MARKETING AND SALES

'Duratuff' being the oldest brand in the country, has seen a very positive response from the market in terms of demand. There has also been a shift in preference for Prelaminated MDF which augurs well for the brand Duratuff. Also as part of our R&D activities, we have been successful in developing 100% Anti –fungal treated MDF and should be launching the same shortly as this is expected to create good market in the coastal belt of India where the humidity is significantly high. We are also in the process of developing a Fire Retardant MDF and hope to launch the same soon. Today Duratuff is a name to reckon in the Southern markets of India with a top of line brand positioning.

The marketing strategies are backed by a dedicated and motivated marketing team which has been the backbone of the marketing. The team leaders are highly experienced and have rich experience in the trade of MDF which ensures ease in market penetration.

The Brands presence in the Indian market over past three decades has created a market stronghold despite other new domestic competitors and the continuous threat of imports.

5. OPPORTUNITIES AND THREATS

MDF today is a product that has been accepted by the Indian market since its inception in mid -80s. Today there are dealer counters totally dedicated to MDF which was unheard of 5 years ago. The customers are ready to try out MDF in newer applications where in multilevel mezzanine storage solution Duratuff has established monopoly with its ultra high thickness MDF which is unique in the industry. With increased impetus on economic growth, the pressures on infrastructural demand of alternative panels like MDF in housing and the furniture sectors besides the rapid growth in IT sector, the demand is set for an exponential growth in demand.

But on the flip side the ageing machinery is not able to meet the pressures of the market needs. Despite sustained popularity of the brand Duratuff, due to the lack of consistent supply and quality, the brand has taken a beating where in staunch supports of the brand, customers has started to look for alternatives as they are not able to base their business plans on the erratic supply of the Company.

The primary threat is the fact that new MDF capacities are coming up as all manufacturers are going for capacity enhancement. The strategy of importing prelaminated MDF to dodge the anti-dumping net a new reality which is forcing down the domestic prices for prelaminated items. Added to this is the spawning Short Cycle Presses which are using the OSR Boards to provide the finished décor boards.

6. RISKS AND MITIGATING STEPS

Despite the fact that there have been concerted efforts by the Indian MDF manufacturers in the imposition of Anti Dumping Duty, still imported MDF are leaking through the net and hitting the Indian shores. Apart from this there is severe price pressure from the major Indian fabricators from organized sector wherein the market price line is being negatively redefined.

MDF is now a true commodity and defined by prices only and not by brands. The other key factor is the marketable volume at the disposal of the competing brands thereby drastically reducing orders to supply gestation period and being able to give a better product mix enabling dealers to optimize the stock. This is one luxury that we do not have in our operations causing untold delays in dispatching orders as per desired product mix of the customer.

The Company has identified various risks faced by the Company from different areas. Appropriate structures are present so that risks are inherently monitored and controlled. A combination of policies and procedures attempts to counter risk as and when they evolve. Further all issues pertaining to risk management are looked into by the Audit Committee.

7. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has in place adequate internal financial control systems, commensurate with the size, scale and complexity of its operations. The Company has appropriate policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence of the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information. The internal auditor monitors and evaluates the efficacy and adequacy of internal control systems in the Company. Based on the report of the internal auditor, respective departments undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

8. HUMAN RESOURCES

The Company recognizes that its people are its core strength and its biggest performance catalysts. The Company has always nurtured a favourable work environment that encourages continuous learning and innovation. The Company has created a work culture which strives to attract the best talent and provide a conducive environment for their professional and personal growth.

There are 174 permanent employees on the rolls of Company as on 31st March, 2019.

9. CAUTIONARY STATEMENT

The statement in this report on Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking, within the meaning of applicable security law or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could however differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and domestic demand-supply conditions, finished goods prices, raw materials' cost and availability, changes in Government regulations and tax structure, economic developments and other factors such as litigation and industrial relations. The Company assumes no responsibility in respect of forward looking statements herein which may undergo changes in future on the basis of subsequent developments, information, or events.

Yours faithfully,

N G Khaitan
Vidula Jalan
Leena Ghosh
Anand Daga
Vishwanath Chandak

Directors

Place : Kolkata
Date : 1st May, 2019

Annexure-I

FORM NO. MGT-9
EXTRACT OF THE ANNUAL RETURN
as on the Financial Year ended on 31st March, 2019

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

I. REGISTRATION AND OTHER DETAILS:

1.	CIN	L02001OR1982PLC001101
2.	Registration Date	27th August, 1982
3.	Name of the Company	Mangalam Timber Products Limited
4.	Category/Sub-Category of the Company:	Public Company limited by shares
5.	Address of the Registered Office and contact details	Vill: Kusumi, P.O. & Dist. Nabarangpur, Odisha – 764059 Tel: +91 -06858 222148/142/053 Email: admin@mangalamtimber.com
6.	Whether listed Company	Yes
7.	Name, Address and Contact details of Registrar and Transfer Agent, if any	C B Management Services Pvt. Limited P-22 Bondel Road, Kolkata - 700 019 Tel: +91 -2280 6692-94/40116700 E-mail: rta@cbmsl.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE Company

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the Company
1	Medium Density Fibre Board	16212	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES - Not Applicable

IV. SHARE HOLDING PATTERN *(Equity Share Capital Breakup as percentage of Total Equity)*

A. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters & Promoter group									
(1) Indian									
a. Individual/HUF	1,21,027	-	1,21,027	0.66	1,21,027	-	1,21,027	0.66	-
b. Central Govt.	-	-	-	-	-	-	-	-	-
c. State Govt. (s)	-	-	-	-	-	-	-	-	-
d. Bodies Corp.	71,55,548	-	71,55,548	39.04	71,55,548	-	71,55,548	39.04	-
e. Banks / FI	-	-	-	-	-	-	-	-	-
f. Any Other	-	-	-	-	-	-	-	-	-
(i) Educational Society	20,000	-	20,000	0.10	20,000	-	20,000	0.10	-
Sub-total (A) (1):-	**72,96,575**	**-**	**72,96,575**	**39.81**	**72,96,575**	**-**	**72,96,575**	**39.81**	**-**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	4,50,000	-	4,50,000	2.46	4,50,000	-	4,50,000	2.46	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	**4,50,000**	**-**	**4,50,000**	**2.46**	**4,50,000**	**-**	**4,50,000**	**2.46**	**-**
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	**77,46,575**	**-**	**77,46,575**	**42.27**	**77,46,575**	**-**	**77,46,575**	**42.27**	**-**
B. Public Shareholding									
1. Institutions									
a) Mutual Funds/UTI	-	2600	2600	0.01	-	2600	2600	0.01	-
b) Banks / FI	145	400	545	-	100	400	500	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	2100	2100	0.02	-	2100	2100	0.02	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)									
Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	**145**	**5,100**	**5,245**	**0.03**	**100**	**5,100**	**5,200**	**0.03**	**-**
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	35,79,509	14,489	35,93,998	19.61	33,88,649	14,489	34,03,138	18.57	-1.04
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	42,71,891	9,75,436	52,47,327	28.63	44,98,960	9,14,795	54,13,755	29.54	0.91
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	5,09,461	-	5,09,461	2.78	4,88,268	-	4,88,268	2.66	-0.11
c) Others									
i) Foreign National	-	-	-	-	-	-	-	-	-
ii) Non Resident Individuals	1,22,960	39,717	1,62,677	0.89	1,37,766	36,863	174,629	0.95	0.06
iii) Clearing Members	49,383	-	49,383	0.27	82,801	-	82.801	0.45	0.18
iv) IEPF	10,12,329	-	10,12,329	5.52	10,12,329	-	10,12,329	5.52	0.00
v) Employees	110	295	405	-	110	295	405	-	-
vi) LLP	-	-	-	-	300	-	300	-	-
Sub-total (B)(2):-	**95,45,643**	**10,29,937**	**105,75,580**	**57.70**	**96,09,183**	**9,66,442**	**105,75,625**	**57.70**	**-**
Total Public Shareholding (B)=(B)(1)+(B)(2)	**95,45,788**	**10,35,037**	**105,80,825**	**57.73**	**96,09,283**	**9,71,542**	**105,80,825**	**57.73**	**-**
C. Shares held by Custodian for GDRs & ADRs	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Grand Total (A+B+C)	**172,92,363**	**10,35,037**	**183,27,400**	**100.00**	**173,55,858**	**9,71,542**	**183,27,400**	**100.00**	**-**

B. Shareholding of Promoter

Sl. No.	Shareholders Name	Shareholding at the beginning of the year (As on 01-04-2018)			Shareholding at the end of the year (As on 31-03-2019)			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged /encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged /encumbered to total shares	
1	Century Textiles and Industries Limited	34,58,654	18.87	-	34,58,654	18.87	-	-
2	Padmavati Investment Limited	10,94,999	5.97	-	10,94,999	5.97	-	-
3	Aditya Marketing & Manufacturing Limited	10,69,933	5.84	-	10,69,933	5.84	-	-
4	Mangalam Cement Limited	6,50,000	3.55	-	6,50,000	3.55	-	-
5	Devi Investment & Development Inc.	4,50,000	2.46	-	4,50,000	2.46	-	-
6	Manav Investment & Trading Company Limited	2,28,500	1.25	-	2,28,500	1.25	-	-
7	Smt. Vidula Jalan	1,03,527	0.56	-	1,03,527	0.56	-	-
8	Prakash Educational Society	20,000	0.11	-	20,000	0.11	-	-
9	Shri Basant Kumar Birla	10,500	0.06	-	10,500	0.06	-	-
10	Shri Kumar Mangalam Birla	3,500	0.02	-	3,500	0.02	-	-
11	Smt. Jayashree Mohta	3,500	0.02	-	3,500	0.02	-	-
12	Cygnet Industries Limited	6,53,462	3.57	-	6,53,462	3.57	-	-
	TOTAL	**77,46,575**	**42.27**	-	**77,46,575**	**42.27**	-	-

C. Change in Promoters' Shareholding : There is no change in Promoters' Shareholding, as mentioned in Table B, in the Financial Year 2018-19.

D. Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-18 to 31-03-19)	
		No. of Shares at the beginning (01-04-18)/ end of the year (31-03-19)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Camden Industries Ltd.	1875000	10.23	01-Apr-2018				
				21-Dec-2018	1875000	Sale	0	0.00
		0	0	31-Mar-2019				
2	Bikewin Trading Pvt. Ltd	420000	2.29	01-Apr-2018				
					0	NA		
		420000	2.29	31-Mar-2019			420000	2.29
3	Kajal Synthetics & Silk Mills Ltd.	352838	1.93	01-Apr-2018				
					0	NA		
		352838	1.93	31-Mar-2019			352838	1.93
4	Multi Realtors Pvt. Ltd.	250000	1.36	01-Apr-2018				
				29-Mar-2019	50000	Sale		
		200000	1.09	31-Mar-2019			200000	1.09

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-18 to 31-03-19)	
		No. of Shares at the beginning (01-04-18)/ end of the year (31-03-19)	% of total shares of the Company				No. of Shares	% of total shares of the Company
5	Ramkrishna Agarwal	100000	0.55	01-Apr-2018				
				22-Feb-2019	100000	Sale	0	0
		0	0	31-Mar-2019				
6	ANGEL FINCAP PRIVATE LTD	30716	0.17	01-Apr-2018				
				06-Apr-2018	150	Sale	30566	0.17
				20-Apr-2018	100	Purchase	30666	0.17
				04-May-2018	50	Sale	30616	0.17
				11-May-2018	350	Purchase	30966	0.17
				18-May-2018	340	Sale	30626	0.17
				25-May-2018	365	Purchase	30991	0.17
				01-Jun-2018	20561	Sale	10430	0.06
				08-Jun-2018	200	Sale	10230	0.06
				15-Jun-2018	300	Purchase	10530	0.06
				22-Jun-2018	90	Purchase	10620	0.06
				29-Jun-2018	10	Purchase	10630	0.06
				27-Jul-2018	100	Sale	10530	0.06
				31-Aug-2018	390	Purchase	10920	0.06
				07-Sep-2018	310	Purchase	11230	0.06
				20-Sep-2018	90	Purchase	11320	0.06
				28-Sep-2018	110	Purchase	11430	0.06
				05-Oct-2018	9838	Sale	1592	0.01
				12-Oct-2018	362	Sale	1230	0.01
				16-Nov-2018	400	Purchase	1630	0.01
				30-Nov-2018	50	Purchase	1680	0.01
				21-Dec-2018	100	Purchase	1780	0.01
				28-Dec-2018	100	Sale	1680	0.01
				04-Jan-2019	50	Purchase	1730	0.01
				22-Feb-2019	100	Sale	1630	0.01
		1630	0.01	30-Mar-2019			1630	0.01
7	LOK PRAKASHAN LTD	35963	0.2	01-Apr-2018	0			
		35963	0.2	31-Mar-2019			35963	0.02
8	LSC SECURITIES LTD	30474	0.17	01-Apr-2018			30474	0.17
				06-Apr-2018	21166	Sale	9308	0.05
				13-Apr-2018	3800	Sale	5508	0.03
				20-Apr-2018	3858	Sale	1650	0.01
				25-May-2018	100	Purchase	1750	0.01
				08-Jun-2018	350	Sale	1400	0.01
				27-Jul-2018	100	Sale	1300	0.01
				03-Aug-2018	300	Purchase	1600	0.01
				10-Aug-2018	1400	Sale	200	0.00
				17-Aug-2018	700	Purchase	900	0.00
				24-Aug-2018	200	Purchase	1100	0.01

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-18 to 31-03-19)	
		No. of Shares at the beginning (01-04-18)/ end of the year (31-03-19)	% of total shares of the Company				No. of Shares	% of total shares of the Company
				31-Aug-2018	100	Purchase	1200	0.01
				07-Sep-2018	600	Purchase	1800	0.01
				12-Oct-2018	1400	Purchase	3200	0.02
				19-Oct-2018	800	Sale	2400	0.01
				16-Nov-2018	500	Purchase	2900	0.02
				30-Nov-2018	300	Sale	2600	0.01
				21-Dec-2018	200	Purchase	2800	0.02
				11-Jan-2019	350	Sale	2450	0.01
				08-Feb-2019	1500	Sale	950	0.01
				22-Feb-2019	150	Sale	800	0.00
				08-Mar-2019	500	Purchase	1300	0.01
				29-Mar-2019	500	Sale	800	0.00
		800	0	31-Mar-2019			800	0.00
9	EUSTON INDUSTRY LTD	0	0	01-Apr-2018	0	NA	0	0.00
				28-Dec-2018	1875000	Purchase	1875000	10.23
				31-Mar-19			1875000	10.23
10	Sarada Agarwal	0	0	01-Apr-2018	0			
				01-Mar-2019	100000	Purchase	100000	0.55
		100000	0.55	31-Mar-2019			100000	0.55
11	Kolla Hannumandha Rao	34730	0.19	01-Apr-2018	0		34730	0.19
				05-Oct-2018	730	Sale		
		34000	0.19	31-Mar-2019			34000	0.19
12	JM Financial Service Ltd	50	0	01-Apr-2018			50	0.00
				06-Apr-2018	2500	Purchase	2550	0.01
				20-Apr-2018	2500	Sale	50	0.00
				30-Jun-2018	1000	Purchase	1050	0.01
				06-Jul-2018	1000	Sale	50	0.00
				24-Aug-2018	2500	Purchase	2550	0.01
				31-Aug-2018	5000	Purchase	7550	0.04
				07-Sep-2018	7016	Purchase	14566	0.08
				14-Sep-2018	13	Sale	14553	0.08
				20-Sep-2018	329	Purchase	14882	0.08
				28-Sep-2018	2500	Sale	12382	0.07
				29-Sep-2018	1	Purchase	12383	0.07
				05-Oct-2018	1	Sale	12382	0.07
				19-Oct-2018	4	Purchase	12386	0.07
				26-Oct-2018	746	Purchase	13132	0.07
				09-Nov-2018	720	Sale	12412	0.07
				16-Nov-2018	30	Sale	12382	0.07
				23-Nov-2018	10	Purchase	12392	0.07

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-18 to 31-03-19)	
		No. of Shares at the beginning (01-04-18)/ end of the year (31-03-19)	% of total shares of the Company				No. of Shares	% of total shares of the Company
				30-Nov-2018	104	Purchase	12496	0.07
				07-Dec-2018	114	Sale	12382	0.07
				21-Dec-2018	27	Purchase	12409	0.07
				28-Dec-2018	27	Sale	12382	0.07
				11-Jan-2019	800	Purchase	13182	0.07
				18-Jan-2019	502	Sale	12680	0.07
				25-Jan-2019	298	Sale	12382	0.07
				01-Feb-2019	2500	Purchase	14882	0.07
				15-Feb-2019	3675	Sale	11207	0.08
				22-Feb-2019	500	Purchase	11707	0.06
				01-Mar-2019	7501	Sale	4206	0.06
				15-Mar-2019	200	Purchase	4406	0.02
				22-Mar-2019	200	Sale	4206	0.20
				29-Mar-2019	50000	Purchase	54206	0.30
		54206	0.30	31-Mar-2019			54206	
13	Kolla SRI Lakshmi	40291	0.22	01-Apr-2018	0	NA	40291	0.22
		40291	0.22	31-Mar-2019				
14	Praveen Jain	90000	0.49	01-Apr-2018			90000	0.49
		90000	0.49	31-Mar-2019				
15	Khagen	50000	0.27	01-Apr-2018	0			
	Ramanbhai Patel	50000	0.27	31-Mar-2019	50000			0.27
16	Ashika Credit	44659	0.24	01-Apr-2018				
	Capital Limited			24-Aug-2018	34659	Sale	10000	0.05
				21-Dec-2018	10000	Sale	0	0.00
		0	0	31-Mar-2019				
17	SSJ FINANCE	13635	0.07	01-Apr-2018			13635	0.07
	AND SECURITIES			13-Apr-2018	3000	Sale	10635	0.06
	PVT. LTD			27-Apr-2018	10000	Purchase	20635	0.11
				18-May-2018	1473	Sale	19162	0.10
				01-Jun-2018	14500	Purchase	33662	0.18
				15-Jun-2018	5685	Sale	27977	0.15
				22-Jun-2018	102	Purchase	28079	0.15
				29-Jun-2018	2535	Purchase	30614	0.17
				27-Jul-2018	342	Sale	30272	0.17
				03-Aug-2018	658	Sale	29614	0.16
				10-Aug-2018	3676	Sale	25938	0.14
				17-Aug-2018	18000	Purchase	43938	0.24
				24-Aug-2018	10494	Sale	33444	0.18
				12-Oct-2018	6020	Purchase	39464	0.22
				19-Oct-2018	3062	Sale	36402	0.20

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-18 to 31-03-19)	
		No. of Shares at the beginning (01-04-18)/ end of the year (31-03-19)	% of total shares of the Company				No. of Shares	% of total shares of the Company
				26-Oct-2018	10000	Purchase	46402	0.25
				09-Nov-2018	11200	Sale	35202	0.19
				16-Nov-2018	380	Purchase	35582	0.19
				23-Nov-2018	2325	Purchase	37907	0.21
				30-Nov-2018	7751	Sale	30156	0.16
				07-Dec-2018	3350	Purchase	33506	0.18
				21-Dec-2018	10750	Sale	22756	0.12
				28-Dec-2018	10000	Purchase	32756	0.18
				11-Jan-2019	16417	Purchase	49173	0.27
				18-Jan-2019	7931	Purchase	57104	0.31
				25-Jan-2019	5000	Purchase	62104	0.34
				22-Feb-2019	8685	Sale	53419	0.29
				01-Mar-2019	30000	Sale	23419	0.13
				08-Mar-2019	19024	Purchase	42443	0.23
				15-Mar-2019	269	Sale	42174	0.23
				29-Mar-2019	400	Sale	41774	0.23
				30-Mar-2019	3773	Sale	38001	0.21
		38001	0.21	31-Mar-2019			38001	0.21
18	CHANDRASEKAR BRIJMOHAN MOR	14754	0.08	01-Apr-2018			14754	0.08
				06-Apr-2018	500	Sale	14254	0.08
				13-Apr-2018	9011	Purchase	23265	0.13
				20-Apr-2018	200	Purchase	23465	0.13
				27-Apr-2018	1449	Purchase	24914	0.14
				04-May-2018	58	Purchase	24972	0.14
				25-May-2018	1000	Purchase	25972	0.14
				01-Jun-2018	500	Purchase	26472	0.14
				08-Jun-2018	1500	Sale	24972	0.14
				15-Jun-2018	1000	Sale	23972	0.13
				22-Jun-2018	3500	Purchase	27472	0.15
				29-Jun-2018	500	Purchase	27972	0.15
				27-Jun-2018	2500	Purchase	30472	0.17
				03-Aug-2018	836	Sale	29636	0.16
				10-Aug-2018	353	Sale	29283	0.16
				17-Aug-2018	400	Purchase	29683	0.16
				31-Aug-2018	500	Purchase	30183	0.16
				05-Oct-2018	3000	Sale	27183	0.15
				12-Oct-2018	2534	Purchase	29717	0.16
				19-Oct-2018	1000	Sale	28717	0.16
				04-Dec-2018	2000	Sale	26717	0.15
				21-Dec-2018	500	Sale	26217	0.14
				28-Dec-2018	1000	Purchase	27217	0.15

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-18 to 31-03-19)	
		No. of Shares at the beginning (01-04-18)/ end of the year (31-03-19)	% of total shares of the Company				No. of Shares	% of total shares of the Company
				25-Jan-2019	500	Sale	26717	0.15
				01-Feb-2019	360	Sale	26357	0.14
				15-Feb-2019	514	Purchase	26871	0.15
				01-Mar-2019	1804	Sale	25067	0.14
				08-Mar-2019	500	Purchase	25567	0.14
		25567	0.14	31-Mar-2019			25567	0.14

E. Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-18 to 31-03-19)	
		No. of Shares at the beginning (01-04-18)/ end of the year (31-03-19)	% of total Shares of the Company				No. of Shares	% of total shares of the Company
1	Shri N.G.Khaitan, Non Executive Independent Director	Nil	0	01-Apr-2018	0	NA	Nil	0
		Nil	0	31-Mar-2019				
2	Shri Vishwanath Chandak, Non Executive Independent Director	Nil	0	01-Apr-2018	0	NA	Nil	0
		Nil	0	31-Mar-2019				
3	Shri Anand Daga, Non Executive Independent Director	Nil	0	01-Apr-2018	0	NA	Nil	0
		Nil	0	31-Mar-2019				
4	Smt. Vidula Jalan, Non Executive Promoter Director	103527	0.56	01-Apr-2018	0	NA	103527	0.56
		103527	0.56	31-Mar-2019				
5	Smt. Leena Ghosh, Non Executive Independent Director	Nil	0	01-Apr-2018	0	NA	Nil	0
		Nil	0	31-Mar-2019				
6	Shri Siddhartha Roy, Manager and Chief Financial Officer of the Company (from 7th Dec.,2017)	Nil	0	01-Apr-2018	0	NA	Nil	0
		Nil	0	31-Mar-2019				
7	Mis Priya Sharma, Company Secretary (W.e.f. 23rd April, 2018)	Nil	0	01-Apr-2018	0	NA	Nil	0
		Nil	0	31-Mar-2019				

* Below rounding off norms adopted.

F. INDEBTEDNESS

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

(In Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (1st April, 2018)				
i) Principal Amount	100000000	-	355460227	455460227
ii) Interest due but not paid	110502	-	53357374	53467876
iii) Interest accrued but not due		-	8990878	8980878
Total (i+ii+iii)	**100110502**	**-**	**417798479**	**517908981**
Change in Indebtedness during the financial year				
Addition	9151758	-	45298107	54449865
Reduction	7767398	-	50281723	58049121
Net Change	**1384360**	**-**	**-4983616**	**-3599256**
Indebtedness at the end of the financial year (31st March, 2019)				
i) Principal Amount	10,00,00,000	-	333500000	433500000
ii) Interest due but not paid	1494862	-	58216755	59711617
iii) Interest accrued but not due	-	-	21098108	21098108
Total (i+ii+iii)	**101494862**	**-**	**412814863**	**514309725**

XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(in Rs.)

Sl. No.	Particulars of Remuneration	Ms. Priya Sharma Company Secretary (W.e.f 23rd April 2018)	Shri S Roy Manager of the Company
1	**Gross salary**		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	192446	200000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission as % of profit	Nil	Nil
5	**Others**		
	Bonus	14547	Nil
	Total (A)	**206993**	**200000**

B. Remuneration to other Directors:

(in Rs.)

Particulars	Shri N G Khaitan	Shri Vishwanath Chandak	Shri Anand Daga	Smt Vidula Jalan	Smt Leena Ghosh	Total
1. Independent Directors						
Fee for attending board / committee meetings	72,500	27,500	97,500	-	1,02,500	3,87,000
Commission	-	-	-	-	-	-
Others, please specify	-	-	-	-	-	-
Total (1)	**72,500**	**27,500**	**97,500**	**-**	**1,02,500**	**3,00,000**

B. Remuneration to other Directors: (Cont.)

(in Rs.)

Particulars	Shri N G Khaitan	Shri Vishwanath Chandak	Shri Anand Daga	Smt Vidula Jalan	Smt Leena Ghosh	Total
2. Other Non-Executive Directors						
Fee for attending board / committee meetings	-	-	-	87,500	-	87,500
Commission	-	-	-	-	-	-
Others, please specify	-	-	-	-	-	-
Total (2)	-	-	-	**87,500**	-	**87,500**
Total (B) = (1+2)	**72,500**	**27,500**	**97,500**	**87,500**	**1,02,500**	**3,87,500**

C. Remuneration to key managerial personnel other than MD / Manager / WTD

(in Rs.)

Sl. No.	Particulars of Remunerations	Shri S Roy Chief Financial Officer from 07.12.2017	Ms. Priya Sharma Company Secretary (W.e.f 23rd April 2018)	Total
1	**Gross Salary**			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	200000	1,92,446	3,92,446
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission as % of profit	Nil	Nil	Nil
5	**Others**			
	Bonus	Nil	14547	14,547
	Total	**200000**	**2,06,993**	**4,06,993**

XII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Sl. No.	Section of Companies Act	Brief description	Detail of penalty/ punishment/ Compounding fees imposed	Authority [RD/NCLT/Court]	Appeal made, If any
A	**COMPANY**				
	Penalty	NIL			
	Punishment				
	Compounding				
B	**DIRECTORS**				
	Penalty	NIL			
	Punishment				
	Compounding				
C	**OTHER OFFICERS IN DEFAULT**				
	Penalty	NIL			
	Punishment				
	Compounding				

Annexure-II

REPORT ON CORPORATE GOVERNANCE

A report on Corporate Governance is set out in compliance with the Corporate Governance requirements as stipulated in Regulation 34 read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance refers to a combination of regulations, procedures and voluntary practices that enable companies to maximise stakeholders' value by attracting financial and human capital and efficient performance.

As a responsible corporate citizen, it is the earnest endeavour of the Company to improve its focus on Corporate Governance by increasing accountability and transparency to its shareholders, bankers, customers and other stakeholders.

2. BOARD OF DIRECTORS

A) Composition as on 31st March, 2019

The Board of Directors of the Company consisted of five (5) members, out of which four (4) are Non-Executive Independent Directors. The Non-Executive Directors are eminent professionals with experience in finance, law and public enterprises.

The composition of the Board is in conformity with Regulation 17 of the Listing Regulations.

B) Other Directorships/Committee memberships held as on 31st March, 2019:

Name of Directors	Category of Directors	No of Directorship held in other companies*	Committee Membership(s) held in other Companies**	
			As Member*	As Chairman*
Shri N G Khaitan (DIN: 00020588)	Independent Non-Executive	6	5	2
Shri Vishwanath Chandak (DIN: 00313035)	Independent Non-Executive	2	Nil	Nil
Shri Anand Daga (DIN: 00897988)	Independent Non-Executive	Nil	Nil	Nil
Smt. Vidula Jalan (DIN: 01474162)	Promoter Non-Executive	2	Nil	Nil
Smt. Leena Ghosh (DIN: 07099984)	Independent Non-Executive	1	Nil	Nil

** Excludes Directorships/Chairmanships held in Mangalam Timber Products Ltd., Private Limited Companies, Foreign Companies and Companies under section 8 of the Companies Act, 2013 ("the Act").*

***Only Memberships/Chairmanships of Audit Committee and Stakeholders' Relationship Committee have been considered for this purpose in terms of Regulation 26(1)(b) of the Listing Regulations.*

C) Board Meetings held during the year:

During the financial year ended 31st March, 2019, five (5) Board Meetings were held – on 23rd April 2018, 18th May2018, 11th August 2018, 9th November 2018 and 11th February 2019.

D) Attendance of Directors at Board Meetings and last Annual General Meeting:

The attendance of each Director at Board Meetings and at the Thirty-fourth Annual General Meeting ("AGM") held on 27th September, 2018 was as follows -

Name of Director(s)	Board Meetings Attended	Last AGM Attended	Shareholding in the Company as on 31.03.2019
Shri N G Khaitan	5	No	Nil
Shri Vishwanath Chandak*	3	No	Nil
Shri Anand Daga	3	No	Nil
Smt Vidula Jalan	5	No	1,03,527
Smt Leena Ghosh	5	Yes	Nil

E) Particulars of Directors retiring by rotation and seeking re-appointment have been given in the Notice convening the 35th Annual General Meeting and Explanatory Statement, forming part of Annual Report.

F) Disclosures of relationships between Directors:

None of the Directors are related to each other as per the provisions of the Act.

G) Meeting of the Independent Directors

As per the stipulations in Section VII of the Code for Independent Directors in Schedule IV of the Act and as per the Regulation 25(3) of the Listing Regulations, a separate meeting of Independent Directors was held on 11th February, 2019.

H) Familiarisation programme for Independent Directors

The familiarization programme for independent Directors is available on the website of the Company under the weblink: *http://www.mangalamtimber.com/images/Familiarisation-Programme-for-Independent-Directors.pdf*

3. AUDIT COMMITTEE

A) Terms of Reference

The Audit Committee has been mandated with terms of reference as specified in Regulation 18 read with Part C of Schedule II the Listing Regulations. The terms of reference also conforms to the requirement of section 177 of the Act.

I. Role of Audit Committee:

1. oversight of your Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. recommendation for appointment, remuneration and terms of appointment of auditors of your Company;
3. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. 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;
5. reviewing, with the management, the quarterly financial statements before submission to the board for approval;

6. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. approval or any subsequent modification of transactions of your Company with related parties;
9. scrutiny of inter-corporate loans and investments;
10. valuation of undertakings or assets of your Company, wherever it is necessary;
11. evaluation of internal financial controls and risk management systems;
12. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. 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;
14. discussion with internal auditors of any significant findings and follow up there on;
15. 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;
16. 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;
17. 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;
18. to review the functioning of the whistle blower mechanism;
19. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.

II. The audit committee review's 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;
5. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and
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).

B) Composition, Name of Members and Chairperson

As on 31st March, 2019 the Audit Committee comprises three (3) members, all of whom were Independent Non-Executive Directors. All the members of the Audit Committee are qualified and having insight to interpret and understand financial statements.

The composition of the Committee and the attendance of each Member at Meetings were as follows:

Member	No of meetings attended
Smt Leena Ghosh - Chairperson	4
Shri N G Khaitan	4
Shri Anand Daga	3

The Company Secretary acts as the Secretary to the Audit Committee.

C) Meetings held during the year

During the financial year ended 31st March, 2019, four (4) Meetings were held – on 18th May 2018, 11th August 2018, 9th November 2018 and 11th February 2019.

At the invitation of the Committee, Internal Auditors, Statutory Auditors, Chief Financial Officer and the Company Secretary who is acting as Secretary to the Audit Committee also attends the Audit Committee meetings as and when required to respond to the queries raised at the Committee Meetings.

4. NOMINATION AND REMUNERATION COMMITTEE

A) Terms of Reference

The terms of reference of the Nomination and Remuneration Committee traverses the areas covered under Regulation 19(4) & Part D of Schedule II of the Listing Regulations and Section 178(2) & (3) of the Act.

Role of Nomination and Remuneration Committee is as follows:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
2. formulation of criteria for evaluation of performance of independent directors and the board of directors;
3. devising a policy on diversity of board of directors;
4. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
5. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

B) Composition, Name of Members and Chairperson

As on 31st March, 2019, the Nomination and Remuneration Committee comprises three (3) members, all of whom are Independent Non-executive Directors.

The composition of the Committee and the attendance of each Member at Meetings were as follows:

Member	Category	No of meetings attended
Shri N G Khaitan	Member	2
Smt Leena Ghosh	Member	2
Shri AnandDaga	Member	1

The Chairperson for the Committee meeting is elected in accordance with Article 105(2) of Article of Association of the Company.

C) Meetings held during the year

During the year ended 31st March, 2019 Two (2) Nomination and Remuneration Committee meeting were held on 23rd April 18 and 11th February 2019.

D) Performance evaluation of Independent Directors

Details of performance evaluation of Independent Directors as required under Regulation 17 (10) the Listing Regulations is included in the Directors Report, forming part of the Annual Report

5. REMUNERATION POLICY AND REMUNERATION OF DIRECTORS

The Nomination and Remuneration Policy of the Company is formulated in accordance with the provisions of Section 178(4) of the Act and Regulation 19(4) read with Part D of Schedule II of the Listing Regulations. The Policy is attached as Annexure IV to the Directors Report. The performance of individual Board Members was subject to peer evaluation during the Financial Year based upon, amongst other parameters attendance, contribution to Meetings, participation and exercise of independent judgment.

A) Details of Remuneration and Meeting Fees paid to the Directors during the financial year ended 31st March, 2019

Name of the Directors	Salary (Rs.)	Commission (Rs.)	Allowances, Perquisites & Retirement Benefits (Rs.)	Sitting Fees (Rs.)	Total (Rs.)
Shri N G Khaitan	-	-	-	72500	72500
Shri Vishwanath Chandak	-	-	-	27500	27500
Shri Anand Daga	-	-	-	97500	97500
Smt Vidula Jalan	-	-	-	87500	87500
Smt Leena Ghosh	-	-	-	102500	102500

The above remuneration is within the ceiling prescribed under the applicable provisions of the Act.

Apart from the above, no other pecuniary relationships (including stock options) or transactions vis-a-vis the Company exists with any Director

B) Criteria for making payment to Non- Executive Directors:

In terms of the Listing Regulations, the Company has formed criteria for making payment to Non-Executive Directors which is also available on the Company's websitehttp*://www.mangalamtimber.com/images/pdf/Remuneration-Criteria-for-Non-Executive- Directors.pdf*

6. STAKEHOLDERS' RELATIONSHIP COMMITTEE

A) Terms of Reference

The terms of reference of the Committee cover all the areas as mentioned under Regulation 20 read with Part D of Schedule II of the Listing Regulations and Section 178(6) of the Companies Act, 2013.

Role of Stakeholder's Relationship Committee is as follows:

a) To review all complaints recorded in SCORES of SEBI and replies made to the same by the Company Secretary.

b) To receive report on all complaints recorded in SCORES of the Registrars and Share Transfer Agents and note the corrective actions taken by the Registrars.

c) To take action on all grievances and complaints lodged by stock exchanges, shareholder associations and other bodies.

d) To review all instances where shareholding or other matters are disputed or contested or pending in various legal forums.

e) To review all grievances of other Stakeholders of the Company given in their individual capacity.

f) Over view of activities relating to share maintenance and related Work.

B) Composition, Name of members and Chairperson

As on 31st March, 2019 the Stakeholders Relationship Committee comprises two (3) Directors.

The composition of the Committee and the attendance of each Member at Meetings were as follows:

Member	Category
Shri Anand Daga	Member
Smt Leena Ghosh	Member
Shri Vishwanath Chandak	Member

The Chairperson for the Committee meeting is elected in accordance with Article 105(2) of Article of Association of the Company.

C) Meetings held during the year

During the year ended 31st March, 2019, no meeting of the committee was held.

D) Share Transfer System

The Share Transfer Committee approves cases of transfer and transmission, issue of share in exchange for sub-divided, consolidated, defaced, etc., as approved by the authorised persons and issue of duplicate share certificates. It also notes and takes on record the transfer / transmission / transposition of shares and consolidation / splitting of folios, issue of share certificates. The Share Transfer Committee also notes the dealings in Company's Shares by the designated employees under the Company's Code of Conduct to Regulate, Monitor and Report Trading by Insiders. During the year ended 31st March, 2019, thirteen (13) meetings of the Share Transfer Committee were held.

E) Shareholder complaints received and redressed during the Financial Year 2018-19:

Nature of Grievances	Complaints received from			Total complaints received during 2018-19	Total redressed	No. of grievances outstanding as on 31st March, 2019
	Investors Directly	Stock Exchanges & SEBI "SCORES"	ROC			
Non-receipt of Dividend warrant(s)	-	-	-	-	-	-
Non-receipt of Share Certificate(s) / after transfer/ demat	-	-	-	-	-	-
Non-receipt of Duplicate Share certificate(s)	-	-	-	-	-	-
Non-receipt of Annual Report(s)	-	-	-	-	-	-
Others*	2	-	-	-	2	-
Total	**2**	**-**	**-**	**-**	**2**	**-**

7. COMPLIANCE OFFICER

Smt. Priya Sharma, Company Secretary is the Compliance Officer under clause 6 of the Listing Regulation and other applicable SEBI Regulations and Rules.

8. SUBSIDIARY COMPANY

The Company had no subsidiary as on 31st March, 2019.

9. GENERAL BODY MEETINGS

A) Particulars of last three Annual General Meetings

AGM	Year Ended	Venue	Date	Time
34th	2017-18	Nabarangpur, Odisha	27th September, 2018	10 AM
33rd	2016-17	Nabarangpur, Odisha	22nd September, 2017	10 AM
32nd	2015-16	Nabarangpur, Odisha	26th September, 2016	10 AM

B) Particulars of Special Resolutions passed at the last three Annual General Meetings

AGM	Year Ended	Particulars of Special Resolution	Date	Time
34th	31st March, 2018	Appointment of Shri Siddharatha Roy as Manager & CFO of the Company	27th September, 2018	10 AM
33rd	31st March, 2017	To approve Material Related Party Transaction of the Company	22nd September, 2017	10 AM
32nd	31st March, 2016	Appointment of Shri Soumitra Kumar De as Manager of the Company	26th September, 2016	10 AM

C) Core skill, expertise or competencies of Board of Directors

The Board of Directors comprises of professionals of eminence and stature drawn from diverse fields. They collectively bring to the fore a wide range of skills and experience to the Board, which elevates the quality of the Board's decision making process.

The list of Core skill, expertise or competencies required in the context of business and sector of the Company to function effectively are as follows:

- Corporate Strategy, Sales and Distribution Management
- Business Management
- Operations, Finance & General Management
- Auditing, Tax and Risk Advisory Services
- General Management and expert knowledge in Cement industry

The list of Core skill, expertise or competencies are available with Board of Directors of the Company.

D) Directorship in other listed companies and category of directorship

The details of listed companies, where director of the Company is director and his/her category of directorship are as follows:

Name of Director	Name of listed Company along with category*
Shri N. G. Khaitan	Chase Bright Steel Ltd - Non-Executive-Independent Director HSIL Ltd. - Non-Executive-Independent Director JK Lakshmi Cement Ltd. - Non-Executive-Independent Director Mangalam Cement Ltd. - Non-Executive-Independent Director Reliance Chemotex Industries Ltd - Non-Executive-Non-Independent Director India Power Corporation Ltd. - Non-Executive-Independent Director
Shri Vishwanath Chandak	Ganesha Ecosphere Ltd-Director
Smt. Vidula Jalan	Mangalam Cement Ltd—Executive Director
Smt. Leena Ghosh	Simplex Infrastructures Ltd - Independent-Non-Executive Director

*excluding Mangalam Timber Products Limited

E) Confirmation as regards independence of Independent Directors

In the opinion of the Board, the existing Independent Directors and those who are proposed to be appointed/re-appointed at the Annual General Meeting, fulfil the conditions specified in the SEBI Listing Regulations and are independent of the Management.

F) Postal Ballot:

i. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and any other applicable provisions of the Companies Act, 2013, as amended from time to time, the Company has passed 2 Special Resolutions through Postal Ballot conducted during the year 2018-19 as per Postal Ballot notice dated 11th February, 2019, the result of which were announced on 30th March, 2019, details of which are as follows:

Sr. No.	Particulars of Resolution	Type of resolution	Votes polled	Votes in favour	Votes against
1	Continuation of Directorship Of Shri Vishwanath Chandak (DIN 00313035) Independent Director	Special	9627044	9624131	2913

M/s. N Sureka & Co. a Practicing Chartered Accountant (Membership No.-062777) was appointed as the Scrutinizer by the Board of Directors of the Company to conduct the aforesaid Postal Ballot process in fair and transparent manner.

ii. Procedure for Postal Ballot:

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Secretarial Standard – 2 (SS2), the Company provides electronic voting (e-voting) facility to all its members, to enable them to cast their votes electronically. The Company engages the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its members. The members have the option to vote either by physical ballot or e-voting.

Postal Ballot Notice ("Notice") containing the proposed resolution(s) and explanatory statement are sent electronically to all the members whose email address is registered with the Company/their Depository Participant. The Company also dispatches the Notices and Postal Ballot Form ("Form") alongwith postage prepaid envelope to its members whose email addresses are not registered through permitted mode of dispatch. Further, the Company also gives option to the members to cast their vote electronically instead of dispatching the Form. The Forms received upto the last day notified in the Notice and the votes cast on the e-voting platform within specified time are considered by the Scrutinizer. The Company also publishes a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Act and applicable Rules. The Scrutinizer submits his report to the Chairman or any other person authorized by him in writing, who on the basis of the report announces the results. The results are also displayed on the Company's website (www.mangalamtimber.com) besides being communicated to the stock exchanges.

Presently there is no proposal for passing any Resolution through Postal Ballot.

10. DISCLOSURES

A) The Company has in place a Related Party Transaction Policy for determining the materiality of related party transactions and also on the dealings with related parties. This Policy is available at the Company's website under the web link *http://www.mangalamtimber.com/images/Related-Party-Transaction-Policy.pdf*

B) During the year there were no transactions of material nature with related parties that had potential conflict with the interests of the Company.

Details of all related party transactions form a part of the accounts as required under Accounting Standard 18 as notified by the Companies (Accounting Standards) Rules, 2006 and the same are given in Note 2.25(6) to the Financial Statements.

The prior approval of the Audit Committee is taken, wherever required, on a quarterly basis for proposed related party transactions to be entered in the forthcoming quarter as well as the details of all related party transactions actually entered into in the preceding quarter.

C) During preparation of financial statements during the period under review, no accounting treatment which was different from that prescribed in the Accounting Standards was followed.

D) The Company has complied with the requirements of regulatory authorities on capital markets and no penalties/strictures have been imposed against it in the last three years.

E) The Company has in place a mechanism to inform Board Members about risk assessment and mitigation plans and periodical reviews to ensure that critical risks are controlled by the executive management. Risk Management Committee is not mandated for the Company under the Listing Regulations. All the issues pertaining to risk management be looked into by Audit Committee.

F) There were no material financial and commercial transactions where senior management of the Company had personal interest that may have a potential conflict with the interest of the Company at large.

G) The Company has adopted Whistle Blower Policy for Directors and employees which is available at the website of the Company under weblink http://www.mangalamtimber.com/images/Whistle-Blower-Policy.pdf. No personnel has been denied access to the Audit Committee.

H) Independent Directors have confirmed to the Company that they meet the criteria of 'Independence' as stipulated under section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

I) The status of compliance with non-mandatory recommendations of the Regulation 27(1) read with Part E of Schedule II of the Listing Regulations is provided below:

a) **The Board:** An office for the use of the Chairperson is made available whenever required.

b) **Shareholders' Rights:** As the quarterly and half yearly financial performance are published in the newspapers and are also posted on the Company's website, the same are not being sent to the shareholders. However, the Company furnishes the financial results on receipt of request from the shareholders

c) **Audit Qualifications:** The Company's financial statement for the year 2018-19 does not contain any audit qualification.

d) **Separate posts of Chairman and CEO:** At present there is no separate post of Chairman but the Board of Directors appoints a Chairman among themselves pursuant to the Articles of Association of the Company and the Companies Act, 2013. Further the Company has a Manager in terms with Regulation 2(e) of the Listing Regulations.

e) **Reporting of Internal Auditor:** Internal Auditor Team reports to the Audit Committee.

11. MEANS OF COMMUNICATION

A)	Quarterly Results Newspapers published in Website where displayed	The Financial Express/Business Standard in English (All India Edition) and Dharitry/Sambad /Odisha Bhaskar in Oriya (Regional) www.mangalamtimber.com
B)	Whether the website also displays official news releases and presentations to institutional investors/analysts	No presentation has been made to institutional investors/analysts. Audited/Unaudited Financial Statements and underlying Reports including official news releases are displayed in the Company's website.
C)	Whether Management Discussion & Analysis Report is a part of Annual Report	The Management Discussion and Analysis as reviewed is a part of this annual report

12. SHAREHOLDER INFORMATION

A) Annual General Meeting

The 35th Annual General Meeting will be held on at 10:00 AM on Saturday, the 28th day of September, 2019 at Village-Kusumi, P.O. & Dist. – Nabarangpur 764059, Odisha.

B) Financial Year

The Financial Year of the Company is 1st April to 31st March. The Financial Calendar for 2019-2020 is:

Approval of	Board Meeting Date
Unaudited Results for 1st quarter ended 30th June, 2019	On or before 14th August, 2019
Unaudited Results for 2nd quarter ended 30th September, 2019	On or before 14th November, 2019
Unaudited Results for 3rd quarter ended 31st December, 2019	On or before 14th February, 2020
Audited Results for financial year ended 31st March, 2020	On or before 30th May, 2020

C) Book Closure Date

The period of book closure is from Sunday, the 22nd day of September, 2019 to Saturday, the 28th day of September, 2019 (both days inclusive).

D) Dividend Payment Date

No dividend has been proposed for the year ended 31st March, 2019.

E) Listing on Stock Exchanges

The equity shares of the Company are listed at the following Stock Exchanges:

1. BSE Limited (BSE)

   Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001

2. The National Stock Exchange of India Limited (NSE)

   Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051

F) Listing Fees to Stock Exchanges

Annual Listing Fees for the year 2019-20 has not been paid by the Company to BSE Limited and National Stock Exchange of India Limited.

G) International Securities Identification Number (ISIN) of the Company

The International Securities Identification Number (ISIN) of the Company's equity shares in the dematerialized mode, as allotted by NSDL and CDSL is INE805B01012.

H) Stock Code

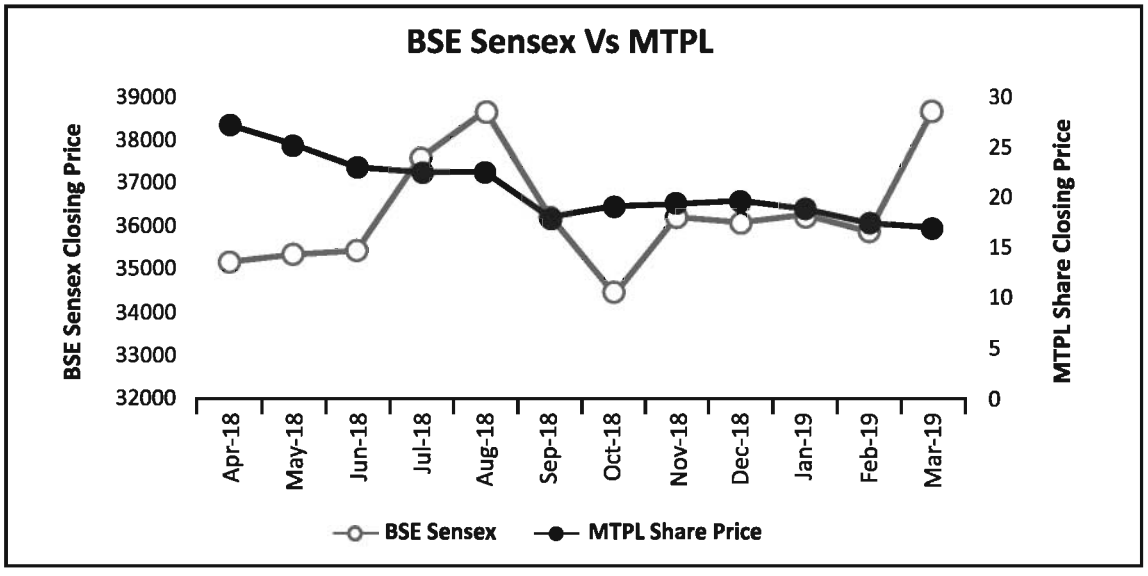
The Company's scrip codes for its equity shares at Stock Exchange(s) are as follows:

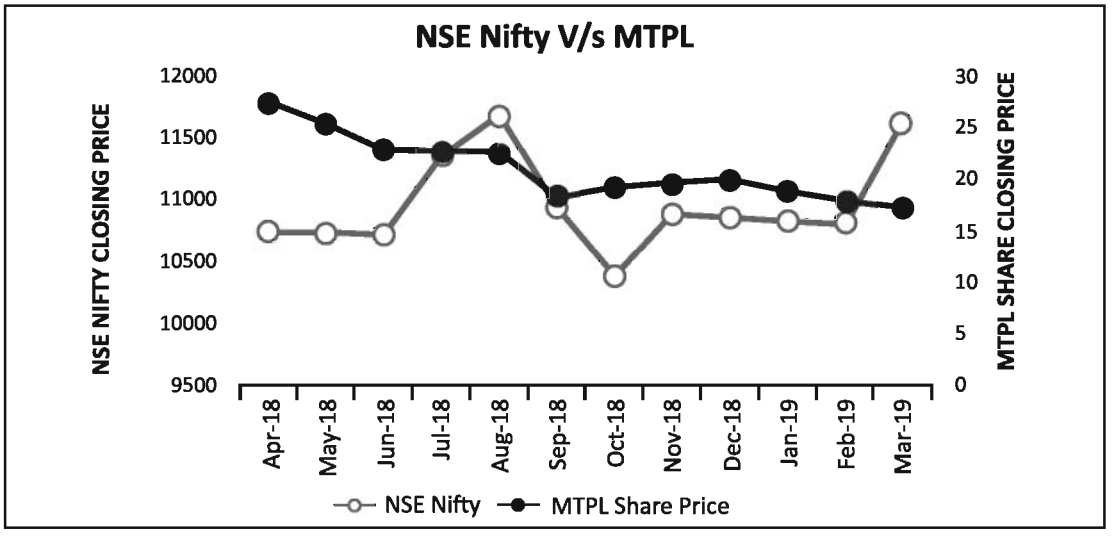
Sl No.	Stock Exchange	Scrip Code
1.	BSE Limited	516007
2.	National Stock Exchange of India Limited	MANGTIMBER

I) **Market Price Data (in Rs.)**

MONTH	BOMBAY STOCK EXCHANGE		NATIONAL STOCK EXCHANGE	
	HIGH (Rs.)	LOW (Rs.)	HIGH (Rs.)	LOW (Rs.)
April, 2018	30.50	22.75	30.00	27.25
May, 2018	29.45	24.65	26.70	25.25
June, 2018	29.50	21.25	23.75	21.60
July, 2018	24.80	18.05	24.10	21.10
August, 2018	27.60	21.40	23.50	21.65
September, 2018	23.10	18.00	18.60	17.95
October, 2018	23.50	14.10	19.90	19.00
November, 2018	22.75	18.70	19.95	19.35
December, 2018	21.90	17.25	19.85	19.50
January, 2019	22.50	16.70	19.20	18.40
February, 2019	20.95	15.35	18.85	16.25
March, 2019	20.10	16.80	17.65	16.90

J) **Performance in comparison to broad based indices such as BSE SENSEX and NSE NIFTY**





K) Registrar and Share Transfer Agent

M/s C B Management Services (P) Limited

(Unit: Mangalam Timber Products Limited)

P-22, Bondel Road, Kolkata - 700 019

Phone: +91 33 2280 6692 - 94/40116700, Facsimile: +91 33 2287 0263

E-mail: rta@cbmsl.com, Website: www.cbmsl.com

L) Investor Grievances

The Company has designated an exclusive e-mail id viz. admin@mangalamtimber.com to enable the investors to register their grievances, if any.

M) Share Transfer System

Share transfers request of Equity Shares in the physical form lodged with the Secretarial Department of the Company/Registrar & Share Transfer Agent are processed within a period of 15 days from the date of receipt, if the documents are clear in all respects. The Share Transfer Committee meets as and when required to note and approve all transfer request. Also refer SN 6(D) above.

In case of Share transfers request of Equity Shares in the demat form, the transfers are processed by NSDL/ CDSL through the respective Depository Participants.

N) Shareholding Pattern

Pattern of shareholding by ownership as on 31st March, 2019

CATEGORY	NO. OF SHARE HOLDERS	% OF SHARE HOLDERS	NO. OF SHARES	% OF SHARES
Promoters	13	0.07	7746575	42.27
Non-Promoters:				
Mutual Fund	2	0.01	2600	0.01
Banks	3	0.02	500	0.00*
FII(s)	1	0.00*	2100	0.01
Corporate	257	1.58	3403138	18.57
Individuals	15607	96.02	5902428	32.21
NRI / OCB	350	2.16	174629	0.95
Others (IEPF/CM/LLP)	22	0.14	1095430	5.98
Total	**16255**	**100.00**	**18327400**	**100.00**

**Below rounding off norms adopted.*

O) Distribution of Shareholding

Distribution of shareholding as on 31st March, 2019 is as follows:

Range			Shareholders		Shares	
No. of Shares			Number	% to total holders	Numbers	% to total capital
1	–	500	14241	87.61	2326915	12.70
501	–	1000	1132	6.96	961696	5.25
1001	–	2000	443	2.73	707617	3.86
2001	–	3000	137	0.84	354229	1.93
3001	–	4000	88	0.54	315767	1.72
4001	–	5000	80	0.49	382804	2.09
5001	–	10000	63	0.39	472766	2.58
10001	and	above	71	0.44	12805606	69.87
Total			**16255**	**100.00**	**18327400**	**100.00**

P) As stipulated by SEBI, a qualified Practising Chartered Accountant carries out an audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges and to the Board of Directors. The audit confirms that the total listed and paid-up capital is in agreement with the aggregate of the total number of shares in dematerialized form and in physical form.

Q) Dematerialization of Shares and Liquidity

The Company's Equity Shares are compulsorily traded in dematerialised form 1, 73, 55,858 Equity Shares of the Company representing 94.70% of total Equity Shares issued were held in dematerialised form as on 31st March, 2019. Investors have an option to dematerialise their Equity Shares either with National Securities Depository Limited or Central Depository Services (India) Limited.

R) Depositories addresses for correspondence

National Securities Depository Ltd. 4th Floor, A Wing, Trade World, Kamala Mills Compound Senapati Bapat Marg, Lower Parel, Mumbai 400 013 Telephone : +91 22 2499 4200 Fax : +91 22 24972993 E-mail : info@nsdl.co.in Website : www.nsdl.co.in	**Central Depository Services (India) Ltd.** Phiroze Jeejeebhoy Towers 17th Floor, Dalal Street, Mumbai 400 023 Telephone: +91 22 2272 3333/3224 Fax : +91 22 2272 3199 Website : www.cdslindia.com

S) Outstanding GDR/Warrants and Convertible Bonds, Conversion Dates and likely impact on Equity

The Company had no outstanding GDRs/ADRs/Warrants or any Convertible instruments.

T) Plant Locations

Mangalam Timber Products Limited
Village: Kusumi,
P.O. & District: Nabarangpur - 764 059 Odisha
Phone No: +91 6858 222148/222142/222053
Fax: +91 6858 222042
CIN: LO2001OR1982PLC001101
Email: admfac@mangalamtimber.com

U) Address for correspondence with the Company

Mangalam Timber Products Limited
"Birla Building", 10th Floor,
9/1, R. N. Mukherjee Road,
Kolkata- 700 001
Phone No: +91 33 2243 8707/8857
Fax: +91 33 2243 8709
Email: admin@mangalamtimber.com

V) Insider Trading

Pursuant to the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has implemented a Code of Conduct to Regulate, Monitor and Report Trading by Insiders. Smt. Priya Sharma, Company Secretary and Shri Siddhartha Roy, Manager & CFO, are the Compliance Officer. This Code of Conduct is applicable to all the Directors, Connected Persons, Designated Employees and Designated Persons of the Company.

13. CODE OF CONDUCT

The Code of Conduct applicable to the Board Members and Senior Management Personnel of the Company is available at the Company's website under the weblink *http://www.mangalamtimber.com/images/code-of-conduct.pdf* .

Each Board Member and Senior Management staff have declared their compliance with the Code of Conduct as at 31st March, 2019. There were no materially significant transactions during the financial year with Board Members and Senior Management, including their relatives that had or could have had a potential conflict of interest with the Company.

Annual declaration by the Manager of the Company that all Board Members and Senior Management Personnel have duly complied with the Code of Conduct for the financial year ended 31st March, 2019 forms part of the Annual report.

14. CEO /CFO CERTIFICATION

The Manager of the Company and Chief Financial Officer give annual certification on financial reporting and internal controls to the Board for the financial year ended 31st March, 2019 in terms of Regulation 17(8) read with Part B of Schedule II of the Listing Regulations. The certificate is published in this Annual Report.

15. COMPLIANCE CERTIFICATE FROM AUDITOR

The Company has obtained a certificate from the Auditor of the Company confirming that it is in compliance with the conditions of Corporate Governance as stipulated in the Listing Regulations.

N G Khaitan
Vidula Jalan
Leena Ghosh
Anand Daga
Vishwanath Chandak
Directors

Place : Kolkata
Date : 1st May, 2019

DECLARATION ON COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT

This is to confirm that the code of conduct for all board members and senior management personnel of the Company has been circulated to the concerned persons of the Company and the Company has received affirmation of compliance with the code of conduct from the members of the Board of Directors and the Senior Management Personnel of the Company.

Place : Kolkata
Date : 1st May, 2019

Siddhartha Roy
Manager & CFO

CEO AND CFO CERTIFICATION

[Pursuant to Regulation 17 (8) and Part B of Schedule II of SEBI Listing Regulations, 2015]

To,
The Board of Directors,
Mangalam Timber Products Limited

I, to the best of my knowledge and belief, certify that:

1. I have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2019 and that of the best of our knowledge and belief;
   (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
   (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violating the Company's code of conduct.
3. I accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company and have disclosed to the auditors and the audit committee, deficiencies in the design or operation of internal controls, pertaining to financial reporting, if any, of which I am aware and the steps I have taken, propose to take to rectify these deficiencies.
4. I have indicated to the auditors and the audit committee that;
   a) there are no significant changes in internal controls for financial reporting, during the year;
   b) there are no significant changes in accounting policies during the year and hence nothing in this regards have been disclosed in the Notes to the Financial Statements, and;
   c) there are no instances of significant fraud of which I have become aware and the involvement there in, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place : Kolkata
Date : 1st May, 2019

Siddhartha Roy
Manager & CFO

AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To

The Members of Mangalam Timber Products Limited

I have reviewed the compliance of conditions of corporate governance by Mangalam Timber Products Limited ("the Company") for the year ended on 31st March, 2019, as stipulated in Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of corporate governance is the responsibility of the management. My examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to us, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

On the basis of records maintained by the Company, I state that as on 31st March, 2019 there was no investor grievance remaining pending for a period exceeding one month against the Company.

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

For **Manish Goyal & Associates**
Chartered Accountants
Firm Registration Number : 007152C

Manish Goyal
Proprietor
Membership Number : 076096

Place: Kolkata
Date : 1st May, 2019

Annexure-III

Extract from Nomination and Remuneration Policy:

POLICY RELATING TO THE REMUNERATION FOR THE MANAGER, NON EXECUTIVE/INDEPENDENT DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL

The remuneration/compensation/commission etc. to the Manager, Non-Executive/Independent Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

a. The remuneration and commission to be paid to the Manager shall be in accordance with the percentage/ slabs / conditions as per the provisions of the Companies Act, 2013, and the Rules made thereunder.

b. Increments to the existing remuneration / compensation structure linked to performance, should be clear and meet appropriate performance benchmarks and may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Manager.

c. The Committee does not propose to fix the actual amounts of remuneration that may be payable to each individual Key Managerial Personnel or Senior Management Personnel. However, the management, whilst fixing the remuneration of any such Key Personnel must consider the following:

   1. The Industry practice for the same level of employment/office.
   2. Past performance/seniority of the concerned appointee.
   3. The nature of duties and responsibilities cast upon such person by reason of his holding that office.
   4. The remuneration should be such that it provides adequate incentive to the person to give his best to the Company and feel essence of high satisfaction with his employment.
   5. The perquisites to be given to Whole-time Director/s, KMP & Senior Management Personnel will be as per industry practice and as may be recommended by the Committee to the Board.

Remuneration to Manager, KMP and Senior Management Personnel:

The Manager/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required, reflecting the short and long term performance objectives appropriate to the working of the Company and its goals.

Remuneration to Non- Executive / Independent Director:

- Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committees thereof as may be recommended by the Committee and approved by the Board provided that the amount of such fees shall not exceed amount prescribed in this behalf by the Central Government from time to time. So far as the Sitting Fees are concerned, it should be suitably modified in due course keeping in mind the time and work involved for each of the Committees and the industry practice.

Annexure-IV

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

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

To,
The Members
Mangalam Timber Products Limited
Village - Kusumi, P.O. & Dist - Nabarangpur
Odisha - 764 059

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Mangalam Timber Products Limited**. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **Mangalam Timber Products Limited** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Mangalam Timber Products Limited** for the financial year ended on 31st March, 2019 according to the provisions of:

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

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

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

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(there were no FDIs, ODI or ECB transaction in the Company under audit)**

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 to the Company during the period under audit)**

   d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company under audit)**

   e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company under audit)**

   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;

   g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company under audit)**; and

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Company under audit)**;

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

i. Secretarial Standards issued by The Institute of Company Secretaries of India.

ii. The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

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

I further report:

1. The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. 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.
3. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

Arup Kumar Roy
Practicing Company Secretary.
ACS : 6784
CP Number: 9597

Place : Kolkata
Date : 31st March, 2019

This Report is to be read with our letter of even date which is annexed as Appendix A and forms an integral part of this report.

Appendix "A"

To
The Members
Mangalam Timber Products Limited

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on thisSecretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the fairness of the contents of the Secretarial records. The verification was done on test basis to ensure that facts are reflected in Secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report 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.

Arup Kumar Roy
Practicing Company Secretary.
ACS : 6784
CP Number: 9597

Place : Kolkata
Date : 31st March, 2019

Annexure- V

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

[Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of The Companies (Account) Rules, 2014]

A. CONSERVATION OF ENERGY:

1. Energy conservation measures taken

a) Coal handling unit was made in operation to avoid frequent jamming of PA line at boiler. Permanent removal of three conveying belt with motors will reduce the power & maintenance cost.

b) Idle machine hours further avoided by providing proper interlocks.

c) Flue gas from ESP of the power plant Boiler will be used at MDF Process Dryer, which will reduce the steam consumption.

d) Reduction in power consumption by providing main drives at the hydraulic presses with Star –Delta connection.

e) Timber trucks are generally unloaded directly at the chipper and hence avoiding duplicity in handling and saving of HSD & lubricants.

f) The residual wood fiber/dusts are resin mixed and has high calorific value. They are utilized for firing in the boiler along with coal, thus consumption of coal is reduced.

g) In boiler area, energy cost reduction is achieved by arresting extra ingress of ambient air due to leakages in flue gas ducts from APH to ID fan.

h) DC controller fuses are replaced by MCCB and hence stoppage of equipment's due to frequent blowing of fuses is avoided.

i) Consumption of fly ash generating from Boiler in fly ash brick manufacturing unit within factory premises will result in lesser usage of HSD and other lubricants in internal transportation.

j) Promotion Plan for raising awareness among employees.

k) Educating employees about how to save energy at work and at home.

l) Review extra Promotional Campaign.

m) Establish a reward system to recognize efforts of individuals and groups of employees.

n) Training about resources and technology which provides adequate resources and technical knowledge for the work performance of the staff in energy efficient and environmentally responsible manner.

2. Additional investment and proposals, if any, being implemented for reduction of consumption of energy.

a) Company has installed in house 2.5 MW Captive-Generation Thermal Power plant which will not only reduce power cost considerably but will also give consistent supply of power which will help in reducing the utility production. Steam required for running the MDF plant will be drawn from this Cogen power plant which will result in reduction of the coal consumption and saving on fossil fuel cost.

Frequent tripping of existing Grid power is a limiting factor for production and power consumption. With our own generation, availability of the machineries will improve and we shall be producing quality product on consistence basis with lesser power consumption.

b) We are planning to reuse rough sanding dust from sanding, which will be pneumatically blended with resinated fibre at initial stage of fibre transportation.

c) We are planning to install VVFD in ID, FD and Booster fan of boiler for energy conservation and prevent burning of motors during startup.

d) We will conserve energy by reducing steam loss due to leakages in the steam pipelines, valves and orifices etc.

e) We propose heat loss reduction from the surface of boiler and flue gas ducts by providing proper insulation.

f) We will upgrade existing PLC2/30 to Rockwell Automation make controllogic system to reduce breakdown hours.

g) We propose to replace exciting low efficiency motors with high efficiency motors.

h) We will achieve energy saving by replacing FTL lighting system with LED lighting in a phased manner.

3. Impact of the measures as above for the reduction of energy consumption and consequent impact of the cost of production of goods.

The measures stated in SN 1 & 2 above have resulted/ will result in saving of consumption of energy as well as improvement in quality and overall productivity.

B. TECHNOLOGY ABSORPTION

Efforts made in Technology absorption- as per Form 'B' given below

1. Research & Development (R & D)

I. Areas of R & D activities

a) The Company is carrying out in house research work to develop new products and also improvise the quality of existing products.

b) Technology induction in the process of online moisture control from fiber to finished panel ensuring better internal bond in the panels.

c) Manufacturing processes/parameters are continuously monitored and modified, wherever required, to ensure better productivity both in terms of quantity and quality.

d) Launch of specially formulated Phenol Formaldehyde resin to introduce a new range of BWR Grade HD HMR range which shall be positioned against plywood. This product shall have a very low formaldehyde emission foot print as both the resin components being from the Carbon Chain.

e) Modified press cycle time to make board quality homogeneous and better core.

f) Mat cutting technology modified with photo cell system from counter system.

II. Benefit derived as a result of above R & D

a) Improved product quality.

b) Cost reduction.

c) Market penetration with new products.

d) Customer satisfaction with improved quality and wider range.

e) Certification/License of ECO Mark from the Bureau of Indian Standards.

III. Future plans of action

a) Further Improvement in the quality of existing products.

b) Developments of new value added products.

c) Improvisation in manufacturing process to minimize machinery break downs.

d) Adopt new processes/technology for reduction of power consumption.

e) Preparation of improved quality of Resin using RO water.

IV. Expenditure on R&D

During the year the Company has not incurred any specific capital/recurring expenditure on R&D. R&D is carried out in house using the existing manufacturing set up. The Company is member of Indian Plywood Industries Research and Training Institute (IPIRTI).

2. Technology absorption, adoption and innovation

a) Steps adopted

- Continuous interaction with the main plant supplier and others for technical assistance has helped to achieve optimum benefits of the advancement in technology such as plant optimization, efficient use of energy etc.
- Plant personnel were trained by experts, in-house and outside through visits/Seminar and communications.
- Evaluating customers and end user feedback for improving products and services.

b) Benefits of the step adopted

- Improved product quality.
- Wide product range.
- Better utilization of resources.

c) Import of Technology

The Company did not import technology during last three (3) years (reckoned from the beginning of the financial year) but taken guidance from technical experts as well from the foreign machinery supplier.

C. FOREIGN EXCHANGE EARNING AND OUTGO:

(a) Total foreign exchange earned : Nil

(b) Total foreign exchange used : Nil

INDEPENDENT AUDITOR'S REPORT

To the Members of MANGALAM TIMBER PRODUCTS LIMITED

Report on the Audit of the Ind AS financial statements

Opinion

We have audited the Ind AS financial statements of Mangalam Timber Products Limited ("the Company") which comprise the Balance Sheet as at 31st March 2019, the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the Ind AS financial statements, including a summary of 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 Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019,loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Ind AS financial statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Companies Act, 2013 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 opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no Key audit matters to communicate in our report.

Management's Responsibility for the Ind AS financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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 financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS 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 Responsibilities for the Audit of the Ind AS financial statements

Our objectives are to obtain reasonable assurance about whether the Ind AS 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 Ind AS 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 Ind AS 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 Companies act, 2013, 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 Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS 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 Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by Companies (Auditors Report) Order, 2016("the order") issued by the Central Government of India in terms of Sub Section (11) of Section 143 of the Act on the matters specified in paragraph 3 and 4 of the said order, we further report that-

i) a) The Company is maintaining proper records showing full particulars including quantitative details and situation of Fixed Assets.

b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

c) The title deeds of immovable properties, as disclosed in Note no 1 on Fixed Assets to the financial statements, are held in the name of the Company, except for

Total number of cases	Whether leasehold/ freehold	Gross Block (Rs. in lacs)	Net Block (Rs.in lacs)	Remarks
1	Freehold	1.94	1.94	-

ii) The management has conducted physical verification of inventory during the year at reasonable intervals. The discrepancies between the physical stock and book records which were material in respect of certain items of inventories, have been properly dealt in the books of account.

iii) a) The Company has not granted any loans, secured or unsecured to companies, firms Limited Liability Partnership or other parties covered in the register maintained under section 189 of Companies Act, 2013.

b) Clause (iii)(a), (b), (c) of the aforesaid order are not applicable.

iv) In our opinion and according to information and explanations given to us, the Company has not granted any loan or provided any guarantee or security to the parties covered under section 185 of the Act. In our opinion and according to information and explanations given to us, the Company has complied with provisions of section 186 of the Act in respect of investment made and guarantee or security provided.

v) The Company has not accepted any deposits from the public within the provisions of section 73 to 76 or any other relevant provisions of the Act and rules framed there under.

vi) The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for the products of the Company.

vii) a) According to the records of the Company examined by us and according to the information and explanations given to us, in our opinion the Company has not been regular in depositing undisputed statutory dues including Provident Fund, employees state insurance, income tax, GST, duty of customs, duty of excise, and any other material statutory dues, as may be applicable, with the appropriate authorities. The extent of arrears of statutory dues outstanding as at the 31st March, 2019 for a period of more than six months from the date they become payable is as follows:

Particulars	Amount (Rs. In Lacs)
P.F.	23.21
GST	177.25
TDS	56.63
SERVICE TAX	20.02

b) According to the records of the Company examined by us and according to information and explanations given to us, there are no dues in respect of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax which have not been deposited on account of any dispute except as detailed hereunder:

Name of Statute	Nature of Dues	Year	Amount (Rs. in Lacs)	Forum where dispute is pending
Central Excise Act, 1944	Central Excise	1993-94	3.49	Assistant Commissioner Central Excise Customs & Service Tax
	Central Excise	1988-92	126.57	Customs, Excise & Service Tax Appellate Tribunal
Finance Act, 1994	Service Tax	2009-10	52.21	Customs, Excise & Service Tax Appellate Tribunal
Bihar & Orissa Excise Act, 1915	State Excise	2002-03	21.39	Odisha High Court
	State Excise	2003-04	135.75	Odisha High Court
	State Excise	2004-05	170.90	Odisha High Court
	State Excise	2005-06	251.58	Odisha High Court
	State Excise	2006-07	267.53	Odisha High Court
	State Excise	2007-08	120.37	District Magistrate & Collector, Nabarangpur
	State Excise	2008-09	103.20	District Magistrate & Collector, Nabarangpur
	State Excise	2009-10	96.60	District Magistrate & Collector, Nabarangpur
	State Excise	2010-11	57.60	District Magistrate & Collector, Nabarangpur, Odisha
Central Sales Tax Act, 1956	Sales Tax	1994-95	0.72	Deputy Commissioner Commercial Taxes, Odisha
	Sales Tax	2000-01	93.56	Sales Tax Tribunal, Odisha-Remanded to AO
	Sales Tax	2001-02	110.00	Sales Tax Tribunal, Odisha-Remanded to AO
	Sales Tax	2002-03	70.12	Sales Tax Tribunal, Odisha- Remanded to AO
	Sales Tax	2003-04	135.66	CST Appellate Authority, Delhi.
	Sales Tax	2004-05	30.22	Sales Tax Tribunal, Odisha- Remanded to AO
	Sales Tax	2012-13	195.57	Orissa High Court
	Sales Tax	1.10.15to31.3.16	4.61	Jt.Commissioner, (Appeal),Odisha
	Sales Tax	1.04.16 to 30.06.17	13.94	Jt.Commissioner, (Appeal),Odisha
	Sales Tax	2010-11 to 2014-15	24.65	Delhi Sales Tax
	Entry Tax	2000-01	8.11	Sales Tax Tribunal, Odisha
	Entry Tax	2002-03	12.20	Jt.Commissioner,(Appeal), Odisha
	Sales Tax	2002-03	1.85	Sales Tax Tribunal, Odisha
	VAT	2005-06	17.20	Sales Tax Tribunal, Odisha
	VAT	2007-09	14.96	Sales Tax Tribunal, Odisha
	VAT	01.10.15 to 31.03.16 01.04.16 to 30.06.17	8.61	Jt.Commissioner,(Appeal), Odisha
	VAT		4.34	Jt.Commissioner,(Appeal), Odisha

viii) According to the information and explanations given to us, the Company has not defaulted in repayment of any loans or borrowings to financial institutions, banks, Government or dues to debenture holders as at the Balance Sheet date.

ix) The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.

x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.

xi) The Company has not paid/provided for managerial remuneration except sitting fees, hence in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act is not applicable.

xii) As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.

xiii) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.

xv) The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.

xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

As required by Section 143 (3) of the Act, we report that:

1. 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.
2. 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.
3. The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
4. In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
5. On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
6. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure "A"; and
7. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
   a) The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements.
   b) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
   c) There is no amount required to be deposited/ transferred to the Investor Education and Protection Fund by the Company during the year ended 31st March, 2019.

For Manish Goyal & Associates
Chartered Accountants
Firm Registration No. 007152C

Manish Goyal
Proprietor
Membership Number: 076096

Place: Kolkata
Date: 1st May, 2019

Annexure A to Independent Auditors' Report

Referred to in the Independent Auditor's Report of even date to the member of Mangalam Timber Products Limited on the financial statements for the year ended 31st March, 2019

Report on the Internal Financial Controls 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 Mangalam Timber Products Limited ("the Company") as at 31st March 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The 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 issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' 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 on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that the 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 authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

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, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Manish Goyal & Associates
Chartered Accountants
Firm Registration No. 007152C

Manish Goyal
Proprietor
Membership Number: 076096

Place: Kolkata
Date: 1st May, 2019

BALANCE SHEET AS AT 31ST MARCH, 2019

(Rs. in lacs)

	PARTICULARS	NOTE	As at 31st March, 2019 (Audited)	As at 31st March, 2018 (Audited)
A	**ASSETS**			
1.	**Non-current assets**			
(a)	Property, Plant Equipment	1	3,146.61	3,295.41
(b)	Capital work-in-Progress		35.69	0.57
(c)	Other Intangible assets		7.30	7.30
(d)	Financial Assets:			
(i)	Investments	2	5.00	5.00
(e)	Deferred tax assets (net)	3	3,546.18	2,910.08
(f)	Other non current assets	4	1,160.51	1,165.76
	Total-Non-current Assets		**7,901.29**	**7,384.12**
2.	**Current assets**			
(a)	Inventories	5	1,513.65	2,130.02
(b)	Financial Assets:			
(i)	Trade receivable	6	420.25	450.55
(ii)	Cash and Cash equivalents	7	0.80	0.25
(iii)	Bank balance other than(ii) above	8	83.33	99.64
(iv)	Loans and Deposits	9	1.37	0.27
(v)	Others	10	25.28	18.20
(c)	Current Tax Assets (net)	11	79.20	65.82
(d)	Other current assets	12	268.97	321.07
	Total Current Assets		**2,392.85**	**3,085.82**
	TOTAL - ASSETS		**10,294.14**	**10,469.94**
B	**EQUITY AND LIABILITIES**			
I.	**EQUITY**			
(a)	Equity Share Capital	13	1,832.95	1,832.95
(b)	Other Equity		(6,546.00)	(5,123.51)
	Total - Equity		**-4,713.05**	**-3,290.56**
II.	**LIABILITIES**			
1.	**Non-current liabilities**			
(a)	Financial Liabilities			
(i)	Borrowings	14	3,596.55	3,322.06
(ii)	Other financial liabilities	15	713.04	766.72
(b)	Provisions	16	184.37	183.03
	Total - Non current Liabilities		**4,493.96**	**4,271.81**
2.	**Current liabilities**			
(a)	Financial Liabilities			
(i)	Borrowings	17	3,472.63	3,215.28
(ii)	Trade Payables			
	(a) Total Outstanding dues of micro enterprises and small enterprises		-	-
	(b) Total Outstanding dues of creditors other than micro enterprises and small enterprises	18	605.95	1,150.13
(iii)	Other financial liabilities	19	4,367.76	4,035.28
(b)	Other current liabilities	20	2,065.43	1,078.97
(c)	Provisions	21	1.46	9.03
	Total - Current Liabilities		**10,513.23**	**9,488.69**
	TOTAL - EQUITY AND LIABILITIES		**10,294.14**	**10,469.94**

Accounting Policies and Notes to Accounts
The accompanying notes are an integral part of the financial statements.
This is the Balance Sheet referred to in our report of even date.

For Manish Goyal & Associates
Chartered Accountants
Firm Registration Number: 007152C

Manish Goyal
Proprietor
Membership No. 076096

Kolkata, 1st May, 2019

Siddhartha Roy
Chief Financial Officer

Priya Sharma
Company Secretary

For and on behalf of the Board

N G Khaitan
Vishwanath Chandak
Anand Daga
Vidula Jalan
Leena Ghosh
Directors

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

(Rs. in lacs)

SN	PARTICULARS	NOTE	YEAR ENDED 31ST MARCH, 2019	YEAR ENDED 31ST MARCH, 2018
I	**REVENUE FROM OPERATIONS**	22	**1,127.51**	2,278.57
II	Other Income	23	**212.65**	219.99
III	**Total Revenue (I+II)**		**1,340.16**	2,498.56
IV	**EXPENSES**			
	Cost of Raw materials consumed	24	**469.11**	1,576.64
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	25	**488.62**	(735.03)
	Employee benefits expense	26	**572.76**	612.01
	Finance costs	27	**984.23**	887.11
	Depreciation and amortisation expense	1	**148.80**	155.18
	Other expenses	28	**745.44**	1,356.13
	Total Expenses (IV)		**3,408.96**	3,852.04
V	**Profit/ (Loss) before tax (III-IV)**		**(2,068.80)**	(1,353.48)
VI	**Tax expenses**	29		
	Current tax		-	-
	Deferred tax		**(639.26)**	(419.79)
VII	**Profit/(Loss) for the year (V-VI)**		**(1,429.54)**	(933.69)
VIII	Other Comprehensive Income (net of tax)	30		
	Item that will not be reclassified subsequently to Profit and Loss			
	Remeasurement of net defined benefit liability/asset (net of tax)		7.05	13.62
	Total-Other Comprehensive Income (net of tax)		7.05	13.62
IX	**Total Comprehensive Income for the Year (VII+VIII)**		**(1,422.49)**	(920.07)
	Earnings per equity share			
	[Nominal Value per share Rs.10 (2017-18: Rs. 10)]			
	Basic- Rs.		**(7.80)**	(5.09)
	Diluted- Rs.		**(7.80)**	(5.09)
	Accounting Policies and Notes to Accounts	31		
	The accompanying notes are an integral part of the financial statements.			
	This is the Statement of Profit and Loss referred to in our report of even date.			

For Manish Goyal & Associates
Chartered Accountants
Firm Registration Number: 007152C

Manish Goyal
Proprietor
Membership No. 076096

Kolkata, 1st May, 2019

Siddhartha Roy
Chief Financial Officer

Priya Sharma
Company Secretary

For and on behalf of the Board

N G Khaitan
Vishwanath Chandak
Anand Daga
Vidula Jalan
Leena Ghosh

Directors

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2019

A Equity Share Capital (Rs. in lacs)

	Number of Shares	Amount
Issued, subscribed and paid up		
Equity Shares of Rs. 10 each		
On April 1, 2018	**18,327,400.00**	**1,832.74**
Equity share capital issued during the year	-	-
Balance at March 31, 2019	**18,327,400.00**	**1,832.74**

B Other Equity

Particulars	Reserve and Surplus Retained Earning	Equity Component of Preference Share	Other Comprehensive Income	Total
Balance as at 1st April 2017	-5725.99	1522.95	-0.40	**(4,203.44)**
Remeasurement of the net defined benefit			13.62	**13.62**
Liability/Asset, net of tax effect				**-**
Profit/(Loss) for the year	-933.69			**(933.69)**
Balance as at 31st March 2018	**-6659.68**	**1522.95**	**13.22**	**(5,123.51)**
Balance as at 1st April 2018	**(6,659.68)**	1522.95	13.22	**(5,123.51)**
Remeasurement of the net defined benefit				
Liability/Asset, net of tax effect				
Profit/(Loss) for the year	(1,429.54)		7.05	(1,422.49)
Balance as at 31st March 2019	**(8,089.22)**	**1,522.95**	**20.27**	**(6,546.00)**

The accompanying notes are an integral part of the financial statements.
This is the Balance Sheet referred to in our report of even date.

For Manish Goyal & Associates
Chartered Accountants
Firm Registration Number: 007152C

Manish Goyal
Proprietor
Membership No. 076096

Kolkata, 1st May, 2019

Siddhartha Roy
Chief Financial Officer

Priya Sharma
Company Secretary

For and on behalf of the Board

N G Khaitan
Vishwanath Chandak
Anand Daga
Vidula Jalan
Leena Ghosh

Directors

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

(Rs. in lacs)

	Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
(A)	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Net Profit before Tax and Extra-ordinary Items	**(2,068.80)**	(1,353.48)
	Adjustments for:		
	-Depreciation	**148.80**	155.18
	-Interest Expenses	**984.23**	887.11
	-Liabilities no longer required written back	**(21.70)**	(82.46)
	-Interest Income	**(9.34)**	(11.32)
	Operating Profit Before Working Capital Changes	**(966.81)**	(404.97)
	Adjustments for:		
	-Trade Payables	**746.75**	113.76
	-Trade and other Receivables	**86.55**	108.90
	-Inventories	**616.37**	(615.61)
	Cash Generated from Operations :	**482.86**	(797.92)
	-Direct Taxes Paid	**(13.38)**	(12.99)
	Net Cash generated from Operating Activities	**469.48**	(810.91)
(B)	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Purchase of Property, Plant and Equipments (Net)	**(35.11)**	(100.55)
	Term Deposit other than cash equivalents	**16.31**	(81.19)
	Interest Received	**2.26**	11.32
	Net Cash used in Investing Activities	**(16.54)**	(170.42)
(C)	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Proceeds from Short Term Borrowings	**257.35**	619.07
	Proceeds From Long Term Borrowings		1,000.00
	Interest Paid	**(709.74)**	(638.32)
	Net Cash generated/(used) in Financing Activities	**(452.39)**	980.75
	Net Increase/(Decrease) in Cash and Cash Equivalents(A+B+C)	**0.55**	(0.58)
	Opening Cash and Cash Equivalents	**0.25**	0.83
	Closing Cash and Cash Equivalents	**0.80**	0.25

Details of Cash and Cash Equivalents		
Balance with bank :	**31.03.19**	**31.03.18**
On Current Account	0.35	0.15
Cash in hand	0.45	0.10
	0.80	**0.25**

This is the Cash Flow statement referred to in our Report of even date.

For Manish Goyal & Associates
Chartered Accountants
Firm Registration Number: 007152C

Manish Goyal
Proprietor
Membership No. 076096

Kolkata, 1st May, 2019

Siddhartha Roy
Chief Financial Officer

Priya Sharma
Company Secretary

For and on behalf of the Board

N G Khaitan
Vishwanath Chandak
Anand Daga
Vidula Jalan
Leena Ghosh

Directors

Notes to Financial Statements

Note No. 1

Property, Plant and Equipment

(Rs. in lacs)

PARTICULARS	Gross Block				Depreciation/Amortisation				Net Block	
	As at 1st April 2018	Addition during the year	Sold during the year	As at 31st March 2019	As at 1st April 2018	For the Year	Sale/ Adjustment	As at 31st March 2019	As at 31st March 2019	As at 31st March 2018
Tangible Assets :										
Land										
- Freehold	12.49	-	-	**12.49**	-	-	-	**-**	**12.49**	12.49
- Leasehold	0.11	-	-	**0.11**	-	-	-	**-**	**0.11**	0.11
Roads & Buildings	831.37	-	-	**831.37**	412.58	13.61	-	**426.19**	**405.18**	418.79
Plant & Machineries	9,279.38	-	-	**9,279.38**	6,570.47	115.39	-	**6,685.86**	**2,593.52**	2,708.91
Electrical Installations & Fittings	185.58	-	-	**185.58**	63.04	14.06	-	**77.10**	**108.48**	122.54
Furniture & Fittings	82.06	-	-	**82.06**	68.47	2.76	-	**71.23**	**10.83**	13.59
Office Equipments	211.01	-	-	**211.01**	201.79	0.36	-	**202.16**	**8.85**	9.22
Vehicles	85.69	-	-	**85.69**	75.93	2.61	-	**78.54**	**7.15**	9.76
Sub total	**10,687.69**	**-**	**-**	**10,687.69**	**7,392.28**	**148.80**	**-**	**7,541.08**	**3,146.61**	**3,295.41**
Intangible Assets :										
Computer Software	114.08	-	-	**114.08**	106.78	-		**106.78**	**7.30**	7.30
Sub total	**114.08**	**-**	**-**	**114.08**	**106.78**	**-**	**-**	**106.78**	**7.30**	**7.30**
Grand Total	**10,801.77**	**-**	**-**	**10,801.77**	**7,499.06**	**148.80**	**-**	**7,647.86**	**3,153.91**	**3,302.71**
Previous Year	10,701.23	100.54	-	10,801.77	7,343.89	155.17	-	7,499.06	3,302.71	

(Rs. In lacs)

	31ST MARCH, 2019	31ST MARCH, 2018
Note No. 2		
Investments		
Non Trade:		
Unquoted		
Investments in Equity Instruments carried at fair value through other comprehensive income		
50000 (Previous Year: 50000) fully paid equity shares of Rs.10 each of Kesoram Insurance Broking Services Limited	5.00	5.00
Total	**5.00**	**5.00**
Aggregate amount of unquoted Investment	5.00	5.00
Investment carried at fair value through other comprehensive income	5.00	5.00
Note No.3		
Deferred tax assets (net)		
Unabsorbed depreciation and Unabsorbed Business Losses	4,081.42	3,311.77
Difference between written down value of block of assets as per Income Tax Laws and book written down value of the Property, Plant and Equipment.	(399.49)	(240.12)
Expenses Charged in the books but allowance there of deferred under income tax laws	188.46	162.64
Transition Date adjustment	(344.99)	(344.99)
Provision for doubtful debts	20.78	20.78
	3,546.18	**2,910.08**
Note No. 4		
Other Non Financial Assets		
(Unsecured considered good unless stated otherwise)		
Capital Advance	-	-
Advance Other than Capital Advance		
Security Deposits	140.64	146.40
Balance with Excise Authorities	224.78	224.78
Other Advances	669.40	670.97
Plantation work in progress	125.69	123.61
Total	**1,160.51**	**1,165.76**
Note No.5		
Inventories		
(at lower of cost or net realisable value)		
Raw materials	153.75	254.96
Material in Process	-	3.73
Finished goods (Refer note)	1,126.12	1,614.74
Stock-in-trade	3.54	3.54
Stores and spares	230.24	253.05
Total	**1,513.65**	**2,130.02**

(Rs. In lacs)

	31ST MARCH, 2019	31ST MARCH, 2018
Note No.6		
Trade receivables		
Trade receivables considered good, Secured	187.42	196.16
Trade receivables considered good, Unsecured	232.83	254.39
Trade receivables, Impaired	67.27	67.27
	487.52	**517.82**
Allowance for Credit Impaired	(67.27)	(67.27)
Total	**420.25**	**450.55**
Note No.7		
Cash and Cash Equivalents		
Balance with banks:		
In Current Account	0.35	0.15
Cash in hand	0.45	0.10
Total	**0.80**	**0.25**
Note No.8		
Other Bank Balances		
On Margin Money Account	83.33	99.64
On Unpaid Dividend Account	-	
Total	**83.33**	**99.64**
Note No.9		
Loans and Deposits		
Unsecured-Considered good		
Loan to Employees	1.37	0.27
Total	**1.37**	**0.27**
Note No.10		
Other Financial Assets		
Interest Accured on Fixed Deposit & others	25.28	18.20
Total	**25.28**	**18.20**
Note No.11		
Current Tax Assets (Net)		
Advance Income Tax	79.20	65.82
Total	**79.20**	**65.82**
Note No.12		
Other non financial assets		
(Unsecured-Considered good unless stated otherwise)		
Advances other than Capital Advance		
Advance to parties	25.16	62.61
Other Advances	193.26	200.08
Prepaid expenses	16.61	15.93
Balance with Government Dept	33.94	42.45
	268.97	**321.07**

(Rs. In lacs)

		31ST MARCH, 2019	31ST MARCH, 2018
Note No.13			
SHARE CAPITAL			
Authorised			
25000000	Equity shares of Rs.10/- each	2,500.00	2,500.00
3500000	7.5% Non-cumulative Redeemable Preference Share Capital of Rs.100/-each	3,500.00	3,500.00
		6,000.00	**6,000.00**
Issued, subscribed and paid up capital			
Equity Share Capital			
18327400	Equity shares of Rs.10/- each, fully paid up	1,832.74	1,832.74
	Forfeited shares (Amount originally paid up)	0.21	0.21
	Total	**1,832.95**	**1,832.95**

Notes :

1 **Reconciliation of Number of Shares**

Equity Shares		
Share outstanding as at the beginning of year	18,327,400	18,327,400
Share outstanding as at the end of year	18,327,400	18,327,400

2 **Details of Shares held by each shareholder holding more than 5 percent shares**

Name of shareholders	As at March 31, 2019		As at March 31, 2018	
	No. of Shares	%	No. of Shares	%
Equity shares of Rs.10 each fully paid :				
Century Textiles & Industries Limited	3,458,654	18.87	3,458,654	18.87
Camden Industries Limited	-	0.00	1,875,000	10.23
Padmavati Investment Limited	1,094,999	5.97	1,094,999	5.97
Aditya Marketing and Manufacturing Limited	1,069,933	5.84	1,069,933	5.84
Investor Education and Protection Fund Authority	1,012,329	5.52	1,012,329	5.52

3 **Terms/rights attached to Equity Shares**

a. The Company has only one class of equity shares having a par value of Rs. 10 each. Each holder of one equity share is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the share holders in the ensuing Annual General Meeting.

b. In the event of liquidation the equity shareholders are eligible to receive the remaining assets of the Company after payment of all preferential amounts in proportion to their shareholding.

c. The Company does not have any Holdiing Compnay/ Ultimated Holding Company.

d. No Equity shares have been reserved for issue under options and contracts/commitments for the sale of shares / disinvestment as at the Balance Sheet date.

(Rs. In lacs)

		31ST MARCH, 2019	31ST MARCH, 2018
Note No.14			
Borrowings			
Secured:			
A	**Preference Share Capital**		
	3447000 "7.5% Non-cumulative Redeemable Preference Shares of Rs.100 each, fully paid"	**2,596.55**	2,322.06
B	**Term Loans**		
	Rupee Term Loan from ABFL	**1,000.00**	1,000.00
	Total	**3,596.55**	**3,322.06**
	There is no default of repayment of principal and interest.		

1 a. 7.5% Non-Cumulative Redeemable Preference Shares of Rs. 100/- each are redeemable at par within a period not exceeding nine years from the date of allotment i.e. 10th February,2012. In the event of liquidation, the Preference Shareholders are eligible to receive the paid-up value of the preference share, if any out of the remaining assets of the Company in preference to equity shareholders.

b. Preference Shares issued are Redeemable by latest at the following dates:

	Year of Redemption	Amount
On April 1, 2017	2020-21	2,073.27
Add/(Less) Impact of recognition of borrwing at amortised cost using effective interest method under IND AS		248.79
Balance at March 31, 2018		2,322.06
Add/(Less) Impact of recognition of borrwing at amortised cost using effective interest method under IND AS		274.49
Balance at March 31, 2019		**2,596.55**

2 **Rupee Term Loan from Aditya Birla Finance Limited**

Secured by:	First pari passu charge on all movable and immovable fixed and current assets, both present and future.
Repayment Terms:	Door to Door tenor of 5years with repayments of 12 equal quarterly instalments after a moratorium of 24 months.
Rate of Interest:	ICICI Bank 1 year MCLR+2.70% p.a.

(Rs. In lacs)

	31ST MARCH, 2019	31ST MARCH, 2018
Note No.15		
Other Financial liabilities		
Security Deposits	713.04	766.72
	713.04	**766.72**
Note No.16		
Provisions		
Provision for Employee Benefits		
Employee Benefits (Gratuity)	140.38	134.60
Employee Benefits (Leave)	43.99	48.43
	184.37	**183.03**
Note No.17		
Borrowings		
From Bank		
Secured :		
Working Capital Loan From Banks	1,537.63	1,060.68
(First pari passu charge on entire current assets and fixed assets, both present and future of the Company)		
Unsecured :		
Inter-Corporate Deposits		
Others Parties	765.00	1,154.60
Related Parties	1,170.00	1,000.00
Total	**3,472.63**	**3,215.28**
Note No.18		
Trade Payables		
For Goods and Services	605.95	1,150.13
Total	**605.95**	**1,150.13**
Note No.19		
Other Financial Liabilities (at amortised cost)		
Current Maturities of Long Term Debt	1,400.00	1,400.00
Interest accured but not due on borrowings	210.98	90.92
Interest accured and due on borrowings	597.12	533.57
Interest accrued and due on deposit	58.43	73.40
Other Liabilities	2,101.23	1,937.39
Total	**4,367.76**	**4,035.28**

(Rs. In lacs)

	31ST MARCH, 2019	31ST MARCH, 2018
Note No.20		
Other non financial Liabilities		
Advance from Customers	2,065.43	1,078.97
	2,065.43	**1,078.97**
Note No.21		
Provisions		
Provision for employee benefits		
Employee Benefits (Gratuity)	-	5.92
Employee Benefits (Leave)	1.46	3.11
Total	**1.46**	**9.03**

	31ST MARCH, 2019	31ST MARCH, 2018
Note No. 22		
Revenue from operations		
Sale of products	1,127.51	2,278.57
	1,127.51	**2,278.57**
Note No.23		
Other Income		
Interest Income	9.34	11.32
Insurance Claim	48.17	0.27
Provision & Excess Liabilities Written Back	21.70	82.46
Miscellaneous Receipts and Income	133.44	125.94
Total	**212.65**	**219.99**
Note No. 24		
Cost of Materials Consumed		
Opening Stock	254.96	286.34
Add: Purchase	367.90	1,545.26
	622.86	1,831.60
Less: Closing Stock of Raw Materials	153.75	254.96
	469.11	**1,576.64**
Details of Raw Materials consumed		
Wood	165.04	636.15
T.G. Urea	59.85	206.97
Formaline	84.43	296.87
Melamine	61.39	200.06
Paper	57.81	123.08
Others	40.59	113.51
Total	**469.11**	**1,576.64**

	31ST MARCH, 2019	31ST MARCH, 2018
Note No. 25		
Changes in Inventories of finished goods, Work-in-Progress and Stock-in-Trade		
Opening stock		
Finished goods	1,614.74	972.53
Stock-in-Trade	3.54	3.54
	1,618.28	**976.07**
Closing stock		
Finished goods	1,126.12	1,614.74
Stock-in-Trade	3.54	3.54
	1,129.66	**1,618.28**
Adj of Stock Lying with CNF		92.82
Total	**488.62**	**(735.03)**
Note No. 26		
Employee Benefits Expense		
Salaries, wages, Bonus and Allowances	484.17	528.58
Contribution to provident, Gratuity and other funds	49.22	41.91
Staff welfare expenses	39.37	41.52
Total	**572.76**	**612.01**
Note No. 27		
Finance Costs		
Interest Expenses	984.23	887.11
Total	**984.23**	**887.11**

	31ST MARCH, 2019	31ST MARCH, 2018
Note No.28		
Other Expenses		
Consumption of Stores and Spare parts	63.97	128.25
Power and Fuel	344.19	862.24
Repairs and Maintainence		
Buildings	0.10	0.04
Machinery	4.54	3.89
Others	14.35	16.86
Commission and Discount on sales	9.43	1.30
Freight, Forwarding and Transportation	140.61	127.31
Selling & Advertisement Expenses	0.31	0.36
Travelling and Conveyance	9.41	10.72
Rent	20.31	16.82
Insurance	22.59	23.97
Rates and taxes	19.06	28.09
Bad Debts	-	-
Legal and professional charges	16.35	23.42
Auditor's remuneration:		
For audit fees	3.25	3.25
For taxation matters	0.55	0.55
For other services	0.45	-
Director's sitting fees	3.88	3.20
Prior period expenses	0.01	-
Miscellaneous expenses	72.08	105.86
	745.44	**1,356.13**

	31ST MARCH, 2019	31ST MARCH, 2018
Note No. 29		
Income Tax Expenses		
Deferred Tax		
Relating to orignating and reversal of temporary difference	(639.26)	(419.79)
	(639.26)	**(419.79)**
Note No. 30		
Other Comprehensive Income		
Gain/(Loss) on remeasurment of Defined Benefit Plan	10.20	19.71
Tax effect on above	(3.15)	(6.09)
	7.05	**13.62**

31. Notes Annexed to forming part of financial statements

Significant Accounting Policies and Notes on Financial Statements for the year ended on 31st March 2019

31.1 Corporate Information

Mangalam Timbers Products Limited (MTPL) is a public limited Company domiciled and incorporated in India and its shares are publicly traded on the National Stock Exchange ('NSE') and the Bombay Stock Exchange ('BSE'), in India. The registered office of MTPL, is Village – Kusumi, P.O. & Dist.: Nabarangpur- 764059 (Odisha). The Company is principally engaged in manufacturing of Medium Density Fibre Board in India. These financial statements are prepared in Indian rupees.

The financial statements were approved and adopted by Board of Directors of the Company at their meeting held on 1st May, 2019.

31.2 Significant Accounting Policies

The Company has consistently applied the following accounting policies to all periods presented in the financial statements.

31.2.1 Basis of preparation (Compliance with Ind AS)

The financial statements have been prepared in accordance with all material respects with the Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standard Rules), 2015 as amended, notified under section 133 of Companies Act, 2013 and other relevant provisions of the Companies Act, 2013.

Accounting Policies have been consistently applied except where a newly issued accounting standards is initially adopted or a revision to an existing accounting standard required a change in the accounting policy hitherto in use.

31.2.3 Basis of Measurement

These financial statements are prepared on historical cost convention on accrual basis except for certain financial Assets and Liabilities (including derivatives instruments) measured at fair value.

31.2.4 Use of Estimates

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumption. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statement and reported amounts of revenue and expenses during the period.Application of accounting policies that requires critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed. Accounting estimate could change from period to period. Actual results could differ from those judgments. Appropriate changes in estimates are made as management become aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

31.2.5 Significant accounting judgments,estimate, assumptions

In the process of applying the Company's accounting policies, management has made the following key estimates,assumptions and judgments, which have significant effect on the amounts recognized in the financial statement:

(a) Income taxes

Management judgment is required for the calculation of provision for income taxes and deferred tax assets and liabilities. The factors used in estimates may differ from actual outcome which could lead to significant adjustment to the amounts reported in the standalone financial statements.

(b) Contingencies

Management judgment is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

(c) Defined Benefit Plans

The cost of the employment benefits such as gratuity and leave obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Further details about gratuity obligations are **given in Notes on Accounts I.**

(d) Insurance Claims

Insurance and other claims raised by the Company are accounted for when received owing to uncertainties involved

31.2.6 Classification of Assets and Liabilities as Current and Non-Current

The Company presents assets and liabilities in the Balance Sheet based on current/non-current classification.

(A) An asset treated as current when it is:

(i) Expected to be realized or intended to be sold or consumed in normal operating cycle

(ii) Held primarily for the purpose of trading

(iii) Expected to be realized within twelve months after the reporting period, or

(iv) Cash or Cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

(B) A liability is current when:

(i) It is expected to be settled in normal operating cycle

(ii) It is held primarily for the purpose of trading

(iii) It is due to be settled within twelve months after the reporting period,or

(iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

31.2.7 Reclassification of financial assets and liabilities

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no classification is made for financial assets which are equity instruments and financial liabilities. For financials assets which are debt instruments; a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The company's senior management determines change in the business model as a result of external or internal changes which are significant to the company's operations. Such changes are evident to the external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period. Following the changes in business model, the Company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

31.2.8 Revenue Recognition

The Company recognises revenue from sale of goods when effective control of goods have been passed along with all the following conditions are satisfied:

a. Sale of Goods

i) The Company has transferred to the buyer the significant risks and rewards of ownership of the goods;

ii) The Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;

iii) The amount of revenue can be measured reliably;

iv) It is probable that the economic benefits associated with the transaction will flow to the Company; and

v) The costs incurred or to be incurred in respect of the transaction can be measured reliably.

a) Revenue represents net value of goods and services provided to customer after deducting for certain incentives including, but not limited to discounts, volume rebates, etc. Sales include excise duty, wherever applicable and are net of Sales Tax / Goods and Service Tax.

b) Revenue (other than sale) is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Claim on insurance companies and others, where quantum of accrual cannot be ascertained with reasonable certainty, are accounted for on acceptance basis.

b. Interest Income Interest income on deposits is recognised on a time proportion basis.

c. Dividend income is recognized when the right to receive dividend is established.

31.2.9 Government grants

Government Grants are recognized where there is reasonable assurance that the grant will be received and all attached condition will be complied with.

When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.

Grants related to specific fixed assets are deducted from the gross value of the concerned assets in arriving at their book values.

31.2.10 Taxation

Income tax expense represents the sum of current and deferred tax (including MAT).

Current income tax assets and liabilities are measured at the amount to be recovered from or paid to 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.

Income tax expense is recognized in the Statement of Profit and Loss, except to the extent that it relates to items recognized directly in equity or other comprehensive income, in such cases the tax is also recognized directly in equity or in other comprehensive income.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Balance Sheet and the tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences.Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised. Deferred tax assets and deferred tax liabilities are off set, and presented as net.

The carrying amount of deferred tax assets is reviewed at each Balance Sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available against which the temporary differences can be utilized.

Minimum Alternative Tax (MAT) is applicable to the Company. Credit of MAT is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of a credit to the statement of profit and loss account and shown as MAT credit entitlement. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

31.2.11 Property, Plant and Equipment

Property, Plant and Equipment are stated at cost less accumulated depreciation and accumulated impairment of loss, if any.

Cost of any item of property, plant and equipment comprises its purchase price including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition.

Spares for specific Plant & Machinery are amortized over the useful life of the related Plant & Machinery, as estimated by the management.

Depreciation is provided on the straight line method by depreciating carrying amount of property, Plant and Equipment over remaining useful life of the assets.

Depreciation methods, useful life and residual values are reviewed at each financial year end.

The useful life and residual value as per such review is normally in accordance with schedule II of the Companies Act 2013.

The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss on the date of disposal or retirement.

Capital work in progress is stated at cost incurred during the construction / installation / pre-operation period relating to items of project in progress.

31.2.12 Intangible Assets

Intangible assets are stated at cost less accumulated amortization and impairment.

Intangible assets are amortized over their respective individual estimated useful life on a straight line method.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit or loss when the asset is derecognized.

31.2.13 Impairment of Assets

The Company assesses at each Balance Sheet date whether there is any indication that a property, plant and equipment may have been impaired. If any such indication exists, the Company estimates the recoverable amount of the property, plant and equipment. If such recoverable amount of the property, plant and equipment or the recoverable amount of the cash generating unit to which the property, plant and equipment belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the Asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

31.2.14 Borrowing Costs

Interest and other costs connected with the borrowing for the acquisition / construction of qualifying fixed assets are capitalized up to the date that when such assetsare ready for their intended use and other borrowing cost are charged to statement of profit & loss. Borrowing cost includes exchange difference to the extent regarded as an adjustment to the borrowing cost.

31.2.15 Lease

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

A lease is classified at the inception date as a finance lease or an operating lease.

Leases under which the Company assumes substantially all risks and rewards of ownership are classified as finance lease. When acquired such assets are capitalized at fair value or present value of minimum lease payments at the inception of the lease, whichever is lower. Lease payments under operating lease are recognized as an expenses on a straight line basis in the Statement of Profit and Loss account over the lease term.

31.2.16 Inventories

a. Inventories are valued at the lower of cost and net realisable value.

Cost for the purpose of valuation of Raw Materials and Stores and Spare Parts has been computed on the basis of weighted average method.

Cost for the purpose of valuation of Finished Goods has been computed on the basis of cost of material, labour and other costs incurred in bringing the inventories to their present location and condition.

b. Inventories of finished goods include goods yet to be graded and marked.

c. Inventories are written down for obsolete/slow-moving/non-slow moving items wherever necessary.

d. Scrap and Waste have been valued at net realisable value.

31.2.17 Plantation

Plantation work-in-progress is stated at cost.

Plantation work-in-progress includes cultivation and other expenses allocable to the same, which are carried forward till the commercial exploitation of the plantations raised. The wood procured on harvesting is transferred to the operations at the estimated proportionate cost incurred till harvesting and the corresponding amount is adjusted against the plantation work-in-progress.

Plantation work-in-progress also includes cost of raising/ procurement of seedlings which are adjusted at the time of sale/consumption of such seedlings.

31.2.18 Foreign Currencies Translations

Transactions in foreign currencies are initially recorded in reporting currency by the Company at spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognized in statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or statement of profit or loss are also recognized in OCI or statement profit and loss, respectively).

31.2.19 Provision and Contingencies

A provision is recognised if, as a result of past event the Company has a present legal or constructive obligation that is reasonably estimated and it is probable that an outflow of economic benefit will be required to settle the obligation. Provisions are determined by discounting the expected cash flow at a pre-tax rate that reflects current market assessments of the time value of the money and the risk specific to the liabilities.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The Company does not recognize a contingent liability but discloses its existence in the financial statements, if material, by way of notes to the accounts.

Contingent assets are not recognised in the financial statements, as they are dependent on the outcome of legal or other processes.

31.2.20 Employee Benefits

Expenses and liabilities in respect of employee benefit are recorded in accordance with Indian Accounting Standard (IND AS 19 employees benefit)

(i) Short Term Employees Benefit

Short Term Employee Benefits (i.e. benefits falling due within one year after the end of the period in which employees render the related service) are recognized as expenses in the period in which employee services are rendered as per the Company's scheme based on expected obligations on undiscounted basis.

(ii) Post-Employment Benefit Plans

Under Defined Contribution Plan, the contribution is payable in keeping with the related schemes are recognized as expenses for the year.

Under Defined Benefit Plan, the present value of the obligations is determined based on actuarial valuations using the Projected Unit Credit Method, on the basis of actuarial valuations carried out by actuary at each Balance Sheet date. Actuarial gain /loss, if any,arising from experience adjustments and change in actuarial assumptions are charged or credited to Other Comprehensive income in the period in which they arise. Net Interest Cost are charges as Interest Cost in statement of profit and Loss account.

(iii) Other Long-Term Employee Benefits

Leave encashment/compensated absence is determined by valuations using the Projected Unit Credit Method, on the basis of actuarial valuations carried out by actuary at each Balance Sheet date. Actuarial gain /loss, if any, arising from experience adjustments and change in actuarial assumptions are charged or credited to Other Comprehensive income in the period in which they arise. Net Interest Cost are charges as interest Cost in statement of profit and Loss account.

31.2.21 Cash and Cash Equivalents

Cash and Cash equivalent in the Balance Sheet comprise cash at banks and on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of statement of cash flows, cash and cash equivalents consist of cash at banks and on hand and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of Company's Cash Management.

31.2.22 Dividend

Annual dividend distribution to the shareholders is recognised as a liability in the period in which the dividend is approved bythe shareholders. Dividend payable and corresponding tax on dividend distribution is recognised directly in equity.

31.2.23 Earnings Per Share

Basic Earnings per equity shares are calculated by dividing the net profit or loss before OCI for the period attributable to equity shareholders by the weighted average number of equity share outstanding during the year.

For calculating diluted earnings per share, the net profit or loss before OCI for the period attributable to equity shareholders and the weighted average number of share outstanding during the period are adjusted for the effect of all diluted potential equity shares.

31.2.24 Research and Development Expenses

Revenue expenditure on Research and Development is charged as expenses under the head "Research and Development" in the year in which it is incurred. Capital expenditure incurred on equipment and facilities that are acquired for research and development activities is capitalised and depreciated according to the policy followed by the Company.

31.2.25 Financial Instruments

(a) Financial Assets

Initial Recognition and Measurement

All financial Assets are recognised initially at fair value plus, in case of financial assets not recorded at fair value through profit or loss, transaction cost that are attributable to the acquisition of the financial asset.

Subsequent measurement

(i) Financial Assets carried at amortised Cost- A Financial Assets is subsequently measured at amortised cost, using effective interest rate (EIR) method, if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest term on the principal amount outstanding.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance incomein the statement of profit or loss. The losses arising from impairment are recognised in the statement of profit or loss. This category generally applies to trade receivables, cash and bank balances, loans and other financial assets of the Company.

(ii) **Financial Assets at fair value through other comprehensive income-** A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on a specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has made an irrevocable election for its investment which are classified as equity instruments to present the subsequent changes in fair value in other Comprehensive income based on its business model. Further in case where the Company has made an irrecoverable election based on its business model for its investments, which are classified as equity instrument the subsequent changes in fair value are recognised in other comprehensive income.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

(iii) **Financial assets at fair value through profit or loss-** A financial asset which is not classified in any of the above categories are subsequently fair valued through statement of profit or loss.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

(b) Financial Liabilities

Initial recognition and Measurement

Financial Liabilities are recognised at fair value on initial recognition and in case of loan and borrowing or payables net of directly attributable transaction costs.

Subsequent Measurement

Financial Liabilities are subsequently carried at amortized cost using effective interest rate method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

(c) De-recognition of financial instrument

The Company de-recognises the financial assets when contractual right to cash flow from financial assets expire or it transfer the financial assets and transfer qualifies for de-recognition under IND AS 109. A financial liability or a part of a financial liability is de-recognised from the Company's Balance Sheet when obligation specified in the contract is discharged or cancelled or expires.

(d) Offsetting of Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

31.2.26 Fair value financial instruments

The Company measure financial instrument at fair value at each Balance Sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

In determining the fair value of its financial instruments, the Company use various method and assumption that are based on market conditions and risks existing at each reporting date. The methods used to determine the fair value includes discounted cash flow analysis, available quoted market price and dealer quotes and valuation report etc.The method of assessing fair value results in general approximation of value and such value may never actually be realised.

Fair Values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

When measuring the fair value of an asset or liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

31.2.27 Standards issued but yet not effective

Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the new and amendments to Ind Ass related to Ind AS 116, Ind AS 19, Ind AS 12 and Ind AS 23, which the Company has not applied as they are effective from 01 April, 2019. The Company will adopt new standard and amendment to existing standards with effect from April 1, 2019.

NOTES ON ACCOUNTS

a. Contingent Liabilities and Commitments (to the extent not provided for)-

i. Contingent Liabilities:

Claims against the Company not acknowledged as debts –

(Rs. In lacs)

	31st March, 2019	31st March, 2018
Taxation Matters		
- Direct tax	-	-
- Indirect tax	2153.51	1923.71
Others	75.53	75.53
- Bank Guarantee	5.00	5.00
- Electricity Duty (also refer note no.(h)	70.53	70.53

ii. Commitments:

(Rs. In lacs)

	31st March, 2019	31st March, 2018
a. Estimated Capital Commitments (Net of advances)	_	_
b. Other Commitments	_	_

b. Royalty on woods had been increased by the Government of Odisha with retrospective effect from 1st April, 1988 vide its letter dated 2nd September,1993 against which the Company had filed a writ petition before Odisha High Court. The Odisha High Court vide its order dated 16th May, 1955 had upheld the writ petition of the Company. Government of Odisha had filed a Special Leave Petition before the Supreme Court. The Hon'ble Supreme Court vide its order dated 11th November, 2003 has dismissed the Special Leave Petition and upheld the decision of Hon'ble High Court of Odisha passed in favour of the Company. The Hon'ble Supreme Court had also directed the Govt. of Odisha to implement the judgment of the Hon'ble High Court of Odisha expeditiously and in any case within a period of four months from the date of the Supreme Court. Subsequently, Government of Odisha has lodged a claim of Rs. 303.49 lacs (net of excess amount of royalty paid by the Company in earlier years) on the Company on account of alleged failure in taking up replantation in the area harvested by the Company. In terms of the Supreme Court judgment, the Company has lodged its claim with the Government of Odisha, the monetary value of which is higher in comparison to the claim lodged by the Govt. of Odisha against the Company, to honour its commitments made to the Company as directed by the Hon'ble High Court of Odisha and upheld by the Hon'ble Supreme Court. The Management is of the view that no provision against the said demand is necessary, as no liability is likely to arise on this account and Rs. 81.04 Lacs paid in earlier year and included under advances recoverable has been considered good of recovery.

c. Government of Odisha has issued Demand Notice for Rs. 1070.72 Lacs towards Licence fees, Import fees, Excise Duty, Pass fees, Application fees on import of Methanol into Odisha without obtaining license from the competent authority from the year 2002-03 to 2008-09.

The Company has already taken license from the concerned authorities and challenged above demand on the ground that as methanol is imported from other countries, provision of Odisha Excise (Methanol Alcohol) Rules 1976 are not applicable for use of Methanol as raw material.

The Company has obtained interim stay on above matter from the Hon'ble High Court of Odisha at Cuttack on 20th November, 2008, for Rs. 847.00 Lacs and for Rs. 223.57 Lacs furnished indemnity Bond.

A further demand has been received for the year 2009-10 & 2010-11 totaling Rs. 154.20 Lacs for which necessary documents has been submitted for signing of Indemnity Bond.

Pass fees paid for import of Methanol into Odisha amounting to Rs. 224.31 Lacs for the year 2007-08, 2008-09, 2009-10 & 2010-11 has been shown as advance which is considered as good for recovery, since the management is of the view that no liability is likely to arise on this account in future.

d. Demand for Rs. 13.03 Lacs (Previous year: Rs. 13.03 Lacs) against Delayed Payment Surcharge ("DPS") from Odisha State Electricity Board has not been accepted by the Company and the matter is under dispute. However, as a matter of abundant caution an equivalent amount has been provided for to take care of the liability, if any, in this respect.

e. In accordance with the license granted by the Government of Odisha in the year 1986, the Company had undertaken plantation in certain Government land which is ready for harvesting. Despite consistent follow up, the Government did not allow the Company to harvest the plantation on the pretext that the Special Leave Petition filed by the Government of Odisha was pending before the Hon'ble Supreme Court. The Hon'ble Supreme Court had dismissed the Special Leave Petition filed by the Government of Odisha in the royalty matter, as referred to in note no.(b) above. Since the Government of Odisha had not allowed the Company to harvest the plantation done by the Company even after the dismissal of Special Leave Petition filed by the Government of Odisha, the Company had no alternative but to file a writ petition in the High Court of Odisha seeking direction to allow the Company to harvest the plantation done by the Company on its own cost on Government Land and also other stipulations relating to rate of royalty and weighment norms. The Hon'ble High Court of Odisha had vide order dated 8th July, 2004, had without expressing any opinion with regard to merits of the contentions raised by the Company, disposed of the petition with a direction to the Government of Odisha to dispose of the representations made to them strictly in accordance with law as expeditiously as possible preferably within a period of six months. In compliance with the directions from the Hon'ble High Court of Odisha,, the Government has reiterated its claim for recovering cost of plantation on 244.825 hectares. The Company has denied its liability to any such claim.

f. The Company has undertaken plantation under Farm Forestry Scheme, inter-alia, in the State of Chhattisgarh in association with the forest department of Chhattisgarh Government. As per the agreement part sale consideration of supply of seedlings is to be paid to the Company at the time of harvesting of the plantation. Accordingly, part sale consideration of Rs. 73.38 Lacs relating to earlier years along with interest will be received by the Company at the time of harvesting. Based on the legal opinion obtained by the Company, the same will be accounted for in the year in which the plantation is harvested.

g. The Company has undertaken plantation under Farm Forestry Scheme, inter-alia, in the State of Odisha in association with the Farmers by bipartite agreement. As per the agreement part sale consideration of supply of seedlings is to be paid to the Company at the time of harvesting of the Plantation. Accordingly, part sale consideration of Rs. 2.22 lacs relating to earlier years along with interest will be received by the Company at the time of harvesting. Based on the legal opinion obtained by the Company, the same will be accounted for in the year in which the plantation is harvested.

h. Pursuant to Rehabilitation Scheme Sanctioned by the Board of Industrial & Financial Reconstruction (BIFR), the Company is exempted from payment of electricity duty on power consumed for a period of 10 years from the date of sanction of the scheme.

BIFR has discharged the Company from the purview of Sick Industrial Companies (Special Provision) Act, 1985. Accordingly, Rs. 197.75 Lacs being amount paid for the period from 1st April, 2000 to 31st March, 2008 and considered as income in earlier years have been shown as Other Advance under Long Term Advance.

Based on legal opinion obtained by the Company, all terms and conditions so far not implemented by respective agencies as stated in the Rehabilitation Scheme Sanctioned by the (BIFR), are still in force.

i. The Company's CDM Project already been registered at UNFCCC and pending completion of certain procedural formalities 1620018 CER unit has not yet been received.

j. Trade Receivables outstanding for more than six months from the date they are due for payment includes Rs. 479.64 Lacs (Previous Year Rs. 388.02 Lacs) which have become overdue. Legal and other persuasive steps have been taken for recovery of such debtors.

k. Details of dues to Micro and Small Enterprise as per MSMED Act, 2006 as per the information available with the Company:

(Rs. In lacs)

S.No.	Particulars	31st March, 2019	31st March, 2018
(a)	(i) Principal amount remaining unpaid at the end of the accounting year	Nil	Nil
	(ii) Interest due thereon	Nil	Nil
(b)	Interest paid by the buyer in terms of section 16 of MSMED Act, 2006 along with the amount of the payment made to the suppliers beyond the appointed date.	Nil	Nil
(c)	Interest due and payable for the period of delay in making the payments (which have been paid but beyond the due date during the year) but without adding interest specified under this Act	Nil	Nil
(d)	The amount of interest accrued and remaining unpaid at the end of the financial year	Nil	Nil
(e)	The amount of further interest remaining due and payable in succeeding years, until such interest is actually paid	Nil	Nil

l. Employee Defined Benefits:

(a) **Defined Contribution Plans**

The Company has recognized expenses towards the defined contribution plans as under:

(Rs. In lacs)

		31st March, 2019	31st March, 2018
a.	Contribution to Superannuation fund	-	-
b.	Contribution to Provident fund (Government)	27.00	21.33
c.	Others	22.22	20.58

(b) **Defined Benefit Plans as per actuarial valuation on 31st March, 2019 and recognised in the financial statements in respect of Employee Benefit Schemes**

(Rs. In lacs)

		Gratuity (Funded)		Leave Encashment (Non-funded)	
		31st March 2019	31st March 2018	31st March 2019	31st March 2018
I	**Reconciliation of Defined Benefit Obligations (DBO) during the year ended 31st March, 2019**				
	1 Present value of DBO at the beginning of period	158.56	208.65	54.91	100.70
	2 Current service cost	10.19	12.69	5.31	9.53
	3 Interest cost	11.51	12.65	3.84	5.52
	4 Actuarial (Gains)/Losses	(10.22)	(19.65)	(7.69)	(17.24)
	5 Benefits paid	(10.29)	(55.78)	(7.30)	(43.60)
	6 Present value of DBO at the end of period	159.75	158.56	49.07	54.91
II	**Reconciliation of Fair Value of plan assets during the year ended 31st March, 2019**				
	1 Plan assets at the beginning of period	18.04	16.80	3.37	3.13
	2 Expected return on plan assets	1.35	1.18	0.25	0.22
	3 Actuarial Gains/(Losses)	(0.02)	0.06	0	0.02
	4 Company contribution	0	0	0	0
	5 Benefits paid	0	0	0	0
	6 Plan assets at the end of period	19.37	18.04	3.62	3.37

(Rs. In lacs)

		Gratuity (Funded)		Leave Encashment (Non-funded)	
		31st March 2019	31st March 2018	31st March 2019	31st March 2018
III	**Reconciliation of fair value of assets and obligation as at 31st March, 2019**				
	1 Present value of Defined Benefit Obligation	(159.75)	(158.56)	(49.07)	(54.91)
	2 Fair value on plan assets	19.37	18.04	3.62	3.37
	3 Status[Surplus/(Deficit)]	(140.38)	(140.52)	(45.45)	(51.54)
	4 Net asset/(liability) recognised in the Balance Sheet	**(140.38)**	**(140.52)**	**(45.45)**	**(51.54)**
IV	**Expenses recognized during the year**				
	1 Current service cost	10.19	12.69	5.31	9.53
	2 Net Interest cost	10.16	11.47	3.59	5.30
	3 Immediate Recognition of (gains)/losses- other long term employees benefit plans	-	-	(7.69)	(17.26)
	4 Total expenses recognised in the Statement of Profit & Loss	**20.35**	**24.16**	**1.21**	**(2.43)**
V	**Other Comprehensive Income**				
	Re measurements of the net defined benefit liability/(assets)				
	Actuarial (gain)/loss for the year on DBO	(10.20)	(19.71)	(7.69)	(17.24)
	Actuarial (gain)/loss for the year on Asset	0.00	0.00	0.00	(0.02)
VI	**Major category of plan assets as a % of the total plan assets as at 31st March 2019**				
	Interest based scheme with Insurance companies	100%	100%	100%	100%
VII	**Actuarial assumptions**				
	1 Discount rate (%)	7.20%	7.50%	7.20%	7.50%
	2 Rate of escalation in salary (per annum) (%)	7.00%	7.00%	7.00%	7.00%
	3 Mortality table (IALM)	2006-08	2006-08	2006-08	2006-08

VIII Sensitivity analysis :

(Rs. In lacs)

Particulars	Change in Assumptions	Gratuity (Funded) (Non-funded)		Leave Encashment	
		31st March 2019	31st March 2018	31st March 2019	31st March 2018
Discount Rate					
	1.00 % increase	(9.27)	(9.96)	(2.97)	(6.70)
	1.00 % decrease	10.42	11.20	3.37	7.60
Change in salary increase					
	1.00 % increase	10.35	11.15	3.34	7.60
	1.00 % decrease	(9.37)	(10.09)	(3.01)	(6.80)

Sensitivity due to mortality & withdrawal are not material & hence impact of change not calculated.

IX History of experience adjustments is as follows :

Particulars	Gratuity		Leave Encashment	
	31st March, 2019	31st March, 2018	31st March, 2019	31st March, 2018
Plan Liabilities	159.75	158.56	49.07	54.91
Plan Assets	19.37	18.04	3.62	3.37

X Estimate of expected benefit payments (in absolute terms i.e. undiscounted)

	Year	Gratuity	Leave Encashment
a)	April 2019 – March 2020	12.01	5.26
b)	April 2020 – March 2021	19.79	7.06
c)	April 2021 – March 2022	17.86	5.60
d)	April 2022 – March 2023	22.20	8.49
e)	April 2023 – March 2024	17.49	3.22
f)	April 2024 – March 2029	99.94	38.82

m. The Company is engaged only in one segment i.e. Medium Density Fibre Board and accordingly information required under IND AS-108 issued by Central Government is not applicable.

In order to sustain long term availability of firewood, principal raw materials for the Company's main product-Medium Density Fibre Board, the Company is engaged in plantation under various schemes on the land by the third parties. The Company's role is to develop and supply seedlings to such third parties. Since development of seedlings is an integral part of plantation activity which is incidental to main activity of the Company, this operation has not been treated as separate operating segment under IND AS-108 issued by the Central Government.

n. Related Party information as per Ind AS 24.

(a) Key Management Personnel

(b) Enterprises in which Key Management Personnel is able to exercise significant influence:

i) Mangalam Cement Ltd.

ii) Vidula Consultancy Services Limited

iii) Mignonette Creations Private Limited

The following transactions were carried out with the above mentioned related parties in the oridinary course of business.

(Rs. In lacs)

Nature of Transactions	2018-19	2017-18
Interest on Inter Corporate Deposit:	201.87	173.00
Inter Corporate Deposit	170.00	900.00
Advance against Supply	288.00	0.00
Reimbursement of Expenses	120.00	120.00

Outstanding Balances :

Particulars	31st March, 2019	31st March, 2018
Interest on Inter Corporate Deposit	484.36	302.67
Advance against Supply	288.00	0.00
Inter Corporate Deposit	2170.00	2000.00

Note: The details of remuneration/Fee Key management personnel is provided In Note no.26 and 28.

Particulars	31st March, 2019	31st March, 2018
Sitting fee to Directors	3.88	3.20
Remuneration to KMP	4.07	2.38

Outstanding balances:

Particulars	31st March, 2019	31st March, 2018
Remuneration to KMP	1.99	0.33

o. Financial Instrument

Financial Instrument by category

(Rs. In lacs)

Particulars	31st March, 2019		31st March, 2018	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets/ liabilities at fair value through profit or loss				
Derivatives-				
Investment-				
Financial assets designated at fair value through other Comprehensive Income				
Investment				
Equity Shares	5.00	5.00	5.00	5.00
Financial Assets designated at Amortised Cost				
Cash and Cash Equivalent	0.80	0.80	0.25	0.25
Fixed Deposits/Margin Money with Bank	83.33	83.33	99.64	99.64
Investment			-	-
Trade and Other Receivables	420.25	420.25	450.55	450.55
Loan	1.37	1.37	0.27	0.27
Other Financial assets	25.28	25.28	18.20	18.20
Fiancial Liabilities designated at fair value through profit or loss				
Derivatives:-				
Interest Rate Swap				
Financial Liabilities designated at amortised cost				
Borrowings	7069.18	7069.18	6,537.34	6,537.34
Trade and Other payables	605.95	605.95	1150.13	1150.13
Other Financial Liabilities	5080.80	5080.80	4802.00	4802.00

Fair Value Hierarchy

Level-1 Quoted Price (unadjusted) is active markets for identical assets or liabilities

Level-2 Inputs other than quoted prices included within Level-1 that are observable for the asset or liability, either directly (i.e as prices) or indirectly (i.e.) derived from prices)

Level-3 Inputs other than quoted prices included within Level-1 that are based on non-observable market data.

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of March 31, 2019:

(Rs. In lacs)

Particulars	As at March 31, 2019	Fair value measurement at end of the reporting period/year using		
		Level 1	Level 2	Level 3
Assets				
Investments in equity instruments	**5.00**	-	-	5.00
Investments in preference Share	-	-	-	-
Investment in Mutual Fund	-	-	-	-
Derivative financial instruments - option contracts	-	-	-	-
Liabilities				
Derivative financial instruments - Interest Rate Swap	-	-	-	-

p. Financial risk management objective and policies

The Company's financial liabilities include Loan and borrowing, security deposits, retention money and Trade & other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's financial assets include investments, trade & other receivables, deposits and cash & cash equivalents.

The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial performance. The Company uses derivative financial instruments to hedge certain risk exposures. The Company does not acquire or issue derivative financial instruments for trading or speculative purposes.

The Company's activities expose it to Credit Risk, Liquidity Risk, Market Risk, and Equity Price Rise. The Company has a Risk management policy and its management is supported by a Risk management committee that advises on risks and the appropriate financial risk governance framework for the Company. The Risk management committee provides assurance to the Company's management that the Company's risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

A. **Credit Risk-** A risk that counterparty may not meet its obligations under a financial instrument or customer contract, leading to a financial loss is defined as Credit Risk. The Company is exposed to credit risk from its operating and financial activities.

Customer credit risk is managed by the respective marketing department subject to the Company's established policy, procedures and control relating to customer credit risk management. The Company reviews the creditworthiness of these customers on an on-going basis. The Company estimates the expected credit loss on the basis of past data, experience and policy laid down in this respect. The maximum exposure to the credit risk at the reporting date is the carrying value of the trade receivables disclosed in **Note 6** as the Company does not hold any collateral as security. The Company has a practice to provide for doubtful debts as per its approved policy.

An impairment analysis is performed at each reporting date on an individual basis. The calculation is based on historical data of credit losses.

The ageing analysis of the receivables (gross of provision) has been considered from the date the invoice falls due.

(Rs. In lacs)

Particulars	Neither due nor impaired (including unbilled)	Past Due		
		Upto 6 Months	Above 6 Months	Total
As at 31st March, 2019				
Secured	-	0.81	186.61	187.42
Unsecured	-	7.07	225.76	232.83
Total	**-**	**7.88**	**412.37**	**420.25**
As at 31st March, 2018				
Secured	-	23.53	172.63	196.16
Unsecured	-	106.27	148.12	254.39
Total	**-**	**129.80**	**320.75**	**450.55**

B. **Liquidity Risk-** A risk that the Company may not be able to settle or meet its obligations at a reasonable price is defined as liquidity risks. The Company's treasury department is responsible for managing liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of cash credits, Term loans among others.

C. **Market Risk-** A risk that the fair value of future cash flows of a financial instrument may fluctuate because of changes in market prices is defined as Marketing Risk. Such changes in the value of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes.

(i) **Foreign Currency Risk-** A risk that the fair value or future value of the cash flows of an forex exposure will fluctuate because of changes in foreign exchange rates is defined as Foreign Currency Risk. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's export, import and foreign currency loan/ derivatives operating activities. The Company, as per its risk management policy, uses foreign exchange and other derivative instruments primarily to hedge foreign exchange exposure. The management monitors the foreign exchange fluctuations on a continuous basis.

Derivative instruments and unhedged foreign currency exposure:

The Company does not enter into any derivative instruments for trading or speculative purposes.

(ii) **Interest rate risk-**The Company's exposure to the risk of changes in market interest rates relates primarily to long term debt. To protect itself from the volatility prevailing, the Company maintain its long term borrowing on fixed interest rate through interest rate swap instrument, in which it agrees to exchange at specific intervals, the difference between fixed and variable interest amounts calculated by reference to an agreed upon principal amount.

(iii) **Interest rate sensitivity-** The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows.

(Rs. in Lacs)

	Increase/ decrease in basis points	Effect on profit before tax
31 March 2019	50 basis point (increase)	(2092.05)
31 March 2019	50 basis point (decrease)	(2045.80)

Maturity profile of Financial liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

(Rs. In lacs)

Financial Liabilities	0-1 year	2-5 year	5-10 year	Above 10 years
As at 31st March 2019				
Borrowings	3472.63	3596.55	-	-
Trade Payables	605.95	-	-	-
Other financial liabilities	4367.76	713.04	-	-
Total	**8446.34**	**4309.59**	**-**	**-**
As at 31st March 2018				
Borrowings	3215.28	3322.06	-	-
Trade Payables	1150.13	-	-	-
Other financial liabilities	4035.28	766.72	-	-
Total	**8400.69**	**4088.78**	**-**	**-**

q. **Capital management**

The Company's objective when managing capital (defined as net debt and equity) is to safeguard the Company's ability to continue as a going concern in order to provide returns to shareholders and benefits for other stakeholders, while protecting and strengthening the Balance Sheet through the appropriate balance of debt and equity funding. The Company manages its capital structure and makes adjustments to it, in taking into consideration the economic conditions and strategic objectives of the Company.

For the purpose of the Company's capital management, capital includes issued capital, share premium and all other equity reserves. Net debt includes, interest bearing loans and borrowings, trade and other payables less cash and short term deposits.

The Company monitors capital using gearing ratio, which is net debt divided by total capital as under:

(Rs. In lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Loans and borrowings	8469.18	7937.34
Less : cash and cash equivalents	0.80	0.25
Net debts	8468.38	7937.09
Total capital	(4713.05)	(3290.56)
Capital and net debt	3755.33	4646.53
Gearing ratio	2.25	1.71

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. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches of the financial covenants of any interest bearing loans and borrowing for reported periods.

r. Earnings Per Share (EPS) :

	31st March, 2019	31st March, 2018
Net profit attributable to equity shareholders (Rs. In Lacs)	(1429.54)	(933.69)
Weighted average of equity shares (Nos.)	18327400	18327400
Nominal value of equity shares (In Rs.)	10	10
Basic/Diluted EPS (in rupees)	(7.80)	(5.09)

s. Corporate Social Responsibilities

As per section 135 of Companies Act, 2013, Company meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three years on corporate social responsibility. A CSR committee has been formed by the Company as per the ActThe funds were primarily allocated to a corpus and utilized through the year on these activities which are specified in Schedule VII of The Companies Act,2013.

(a) Gross amount required to be spent by Company during the year is Rs. **NIL**

(b) Amount Spent during the year on:NIL

(Rs. In Lacs)

S.No.	Particulars	Amount Spent	Yet to be Spent	Total
1.	Overall development of the local surrounding area	-	-	-

As per our Report of even date :

For Manish Goyal & Associates
Chartered Accountants
Firm Registration Number: 007152C

Manish Goyal
Proprietor
Membership No. 076096

Kolkata, 1st May, 2019

For & on behalf of the Board

Siddhartha Roy
Chief Financial Officer

Priya Sharma
Company Secretary

N G Khaitan
Vishwanath Chandak
Anand Daga
Vidula Jalan
Leena Ghosh
Directors

If Undelivered please return to :

MANGALAM TIMBER
PRODUCTS LIMITED

"Birla Building", 10th Floor
9/1, R N Mukherjee Road
Kolkata - 700 001

MANGALAM TIMBER PRODUCTS LIMITED

CIN: L02001OR1982PLC001101
Regd. Office: Vill: Kusumi, P.O. & Dist. Nabarangpur-764 059, Odisha
Ph: (06858) 222148/222142/222053 Fax: (06858) 222042
Email:admin@mangalamtimber.com, Website: www.mangalamtimber.com

ATTENDANCE SLIP

35th ANNUAL GENERAL MEETING ON 28th SEPTEMBER, 2019

Registered Folio No./ DP ID & Client ID	
Name and Address of the Shareholder(s)	
Name of joint holders, if any	
No. of Shares held	

I /We hereby record my/our presence at the 35th Annual General Meeting of the Company to be held on Saturday, the 28th day of September, 2019 at 10.00 A.M. at Vill: Kusumi, P.O. & Dist. Nabarangpur-764059, Odisha.

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Member's/Proxy's Name in Block Letter Member's/Proxy's Signature

Note: Please complete the Folio/DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the Meeting Hall.

----------Please cut here and bring the above attendance slip to the Meeting Hall----------

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD/PIN

E-Voting facility is available during the following voting period:

Commencement of E-Voting	End of E-Voting
September 25, 2019, Wednesday from 9.00 am	**September 27, 2019, Friday till 5.00 pm**

Please refer to the attached AGM Notice for instructions on E-Voting.

MANGALAM TIMBER PRODUCTS LIMITED

CIN: L02001OR1982PLC001101
Regd. Office: Vill: Kusumi, P.O.& Dist. Nabarangpur-764 059, Odisha
Ph: (06858) 222148/222142/222053 Fax: (06858) 222042
Email:admin@mangalamtimber.com, Website: www.mangalamtimber.com

[Pursuant to Section 105(6) of the Companies Act, 2013 and
Rule 19(3) of the Companies (Management & Administration) Rules, 2014]

PROXY FORM

FORM No. MGT-11

35th ANNUAL GENERAL MEETING ON 28th SEPTEMBER, 2019

Name of Member(s): Registered Address: E-mail Id: Folio No./ Client ID: DP ID:	

I/We, being the member(s) of……shares of the above named Company, hereby appoint

1. Name:
   Address:
   E-mail ID: Signature: _____, or failing him;
2. Name:
   Address:
   E-mail ID: Signature: _____, or failing him;
3. Name:
   Address:
   E-mail ID: Signature: _____

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company to be held on Saturday, the 28th day of September, 2019 at 10.00 A.M. at the Registered Office of the Company at Vill: Kusumi, P.O. & Dist. Nabarangpur-764 059, Odisha and at any adjournment thereof in respect of resolutions indicated below:

Resolution No.	Resolution proposed
1	To receive, consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2019 and the Reports of the Directors and Auditors thereon.
2	To re-appoint Smt. Vidula Jalan,(DIN:01474162) who retires by rotation and being eligible, offers herself for re-appointment.
3	To re-appoint Shri Nand Gopal Khaitan (DIN:00020588) as a Non-Executive Independent Director.
4	To re-appoint Shri Anand Daga (DIN:00897988) as a Non-Executive Independent Director.

Signed this _____ day of _____, 2019

Signature of the Shareholder(s) _____

Signature of the Proxy holder(s) _____

Affix Revenue Stamp

Note: 1. The form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at Vill: Kusumi, P.O. & Dist. Nabarangpur - 764059, Odisha not less than 48 hours before the commencement of the meeting.

2. For the Resolutions, Explanatory Statement & Notes, please refer to the Notice convening the 35th Annual General Meeting.