



**DHABRIYA  
GROUP**

## **DHABRIYA POLYWOOD LIMITED**

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

**CIN : L29305RJ1992PLC007003**

Ref: BSE/2024-25/46

Date: 05.09.2024

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

**Scrip Code: 538715**

Dear Sir/ Madam,

**Sub: - Annual Report for the Financial Year 2023-24 and Notice convening the 32<sup>nd</sup> Annual General Meeting.**

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), this is to inform you that 32<sup>nd</sup> Annual General Meeting of the members of the Company will be held on Saturday, 28<sup>th</sup> Day of September 2024 at 11.00 A.M. IST through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM'), in compliance with the applicable provisions of the Companies Act, 2013, read with rules made thereunder, Listing Regulations and circulars issued by Ministry of Corporate Affairs (MCA) and SEBI.

The notice containing the business to be transacted at the meeting is attached herewith.

Pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, as amended, the Company is pleased to provide its Members the facility of remote e-voting to exercise their right to vote at the 32<sup>nd</sup> AGM. CDSL will be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM.

The instructions for e-voting are mentioned in the Notice attached. Further, we hereby inform that the Company has fixed 21<sup>st</sup> September 2024 as cut-off date for the purpose of remote e-voting, ascertaining the names of Shareholders holding shares in the register of beneficial owners maintained by the depositories who are entitled to cast their votes electronically. The remote e-voting shall commence on Wednesday, 25<sup>th</sup> September 2024 at 09:00 A.M. and end on Friday, 27<sup>th</sup> September 2024 at 05.00 P.M

Request you to kindly take the same on record.

Thanking you,  
Yours faithfully,

**FOR DHABRIYA POLYWOOD LIMITED**

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

# POLYWOOD<sup>®</sup>

SINCE 1992



# ANNUAL REPORT

2023-24

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**32<sup>nd</sup> ANNUAL GENERAL MEETING**

**DAY & DATE: Saturday, September 28, 2024**

# CORPORATE INFORMATION - DHABRIYA POLYWOOD LIMITED

## BOARD OF DIRECTORS

Mr. Digvijay Dhabriya, Chairman & Managing Director  
Mrs. Anita Dhabriya, Whole-Time Director  
Mr. Mahendra Karnawat, Whole-Time Director  
Mr. Shreyansh Dhabriya, Whole-Time Director  
Mr. Sharad Kankaria, Independent Director  
Mr. Padam Kumar Jain, Independent Director  
Mr. Shiv Shanker, Independent Director  
Mr. Vijay Kumar Jha, Independent Director

## KEY MANAGERIAL PERSONNEL

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

## COMPANY AUDITORS

M/s Tambi Ashok & Associates  
Statutory Auditors  
B-19, Padam Niwas, New Colony,  
M I Road, Jaipur – 302001

Mr. Manohar Sharma, Chartered Accountant,  
Internal Auditors

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

## COMPANY INFORMATION

### AUDIT COMMITTEE

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

### NOMINATION & REMUNERATION COMPENSATION COMMITTEE

Mr. Sharad Kankaria, Chairman  
Mr. Padam Kumar Jain, Member  
Mr. Vijay Kumar Jha, Member

### STAKEHOLDER/INVESTOR GRIEVANCE COMMITTEE

Mr. Vijay Kumar Jha, Chairman  
Mr. Sharad Kankaria, Member  
Mr. Digvijay Dhabriya, Member

### CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

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

## COMPANY BANKERS

HDFC Bank  
ICICI Bank

## COMPANY WEBSITE

[www.polywood.org](http://www.polywood.org)

## REGISTRAR & SHARE TRANSFER AGENT

Bigshare Services Pvt. Ltd.  
1<sup>st</sup> Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road,  
Marol, Andheri East, Mumbai – 400059  
Tel: +022 62638200; Fax: +022 62638299  
Email id: [lawoo@bigshareonline.com](mailto:lawoo@bigshareonline.com)

## REGISTERED OFFICE

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

## DIRECTOR DETAIL



### Mr. Digvijay Dhabriya (Chairman & Managing Director)

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



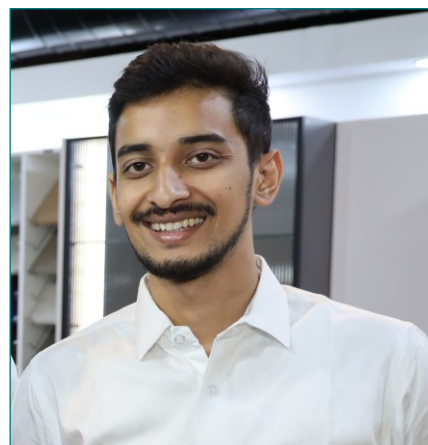
### Mrs. Anita Dhabriya Director

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



### Mr. Mahendra Karnawat Director

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



### Mr. Shreyansh Dhabriya Director

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

## DIRECTOR DETAIL



**Mr. Sharad Kankaria**  
Non-Executive Independent Director

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



**Mr. Padam Kumar Jain**  
Non-Executive Independent Director

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



**Mr. Shiv Shanker**  
Non-Executive Independent Director

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



**Mr. Vijay Kumar Jha**  
Non-Executive Independent Director

Mr. Vijay Kumar Jha is the Non-Executive & Independent Director of our company. He holds master's degree in commerce and also holds company secretary degree. He has an experience of 7 years in the field of Secretarial & legal matters, Accounting, Taxation etc.

## KEY MANAGERIAL PERSON



**Mr. Hitesh Agrawal**  
Chief Financial Officer

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

**Mr. Sparsh Jain**  
Company Secretary & Compliance Officer

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



# CHAIRMAN MESSAGE

I take pleasure in sharing my thoughts after yet another eventful year. As a team, we are proud to have continued our progress through the year. I am delighted to inform all of you that your Company has achieved its highest ever revenue and profits.

FY24 was the marquee year for DPL Group when the Company demonstrated robust performance through the year and carved out a clear way forward for the future with affirmative corporate actions. The Group registered its highest ever consolidated revenue of ₹211.63 Crores registering a growth of 23.64% over the previous year, with an EBITDA of ₹31.01 Crores during the financial year. Profit before tax on a consolidated basis for the year 2023-24 stood at ₹19.55 Crore as against ₹10.93 Crore in the previous year and Profit after tax for the year 2023-24 stood at ₹14.08 Crore as against ₹8.49 Crore in the previous year. Importantly, all our business segments contributed to the growth in earnings. Our strong balance sheet is a testament to our prudent business and financial management strategies which help us maximize cash profits.

Our steadfast focus on operational efficiency and financial prudence has yielded robust financial performance. Our strong financial and operational performance culminated in the highest-ever EPS of ₹13.01.

Similarly, on a standalone basis we have registered highest ever revenue of ₹112.76 Crore, registering a growth of 28.74% over the previous year, with an EBITDA of ₹14.90 Crore. On account of profitability, we have registered Profit Before Tax (PBT) of ₹6.79 Crore as against ₹3.99 Crore in the previous year and Profit after tax (PAT) of ₹5.01 Crore as against ₹3.05 Crore in the previous year.

The Company continues to prioritize research and innovation initiatives, leverage technology and advancement in manufacturing, in line with its motto of "Save Trees". We have taken several conscious steps and started implementing our growth strategies and the results of these companywide initiatives are visible in our performances. We remain focused on developing & providing quality products to our customers, adhering to time delivery and building long-term relations with all our stakeholders. We are dedicated in advancing innovation, maximizing efficiency, and strengthening core businesses while also looking into new prospects and markets for growth.

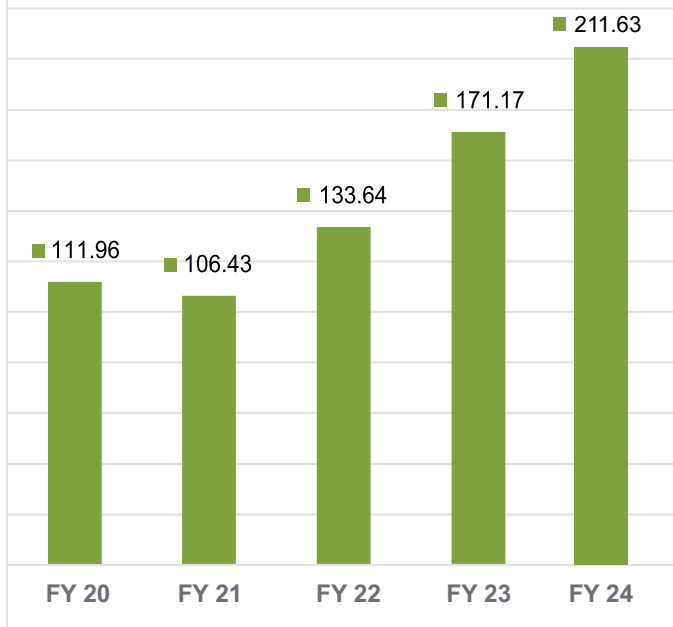
Finally, on behalf of all our shareholders, I heartily thank our Board of Directors for their guidance and oversight. I thank all our employees for their commitment towards the Company. I also extend my deepest gratitude to all our stakeholders for their trust and confidence in us and hope to have their continued support in our journey towards a sustainable future.

**Best Regards**

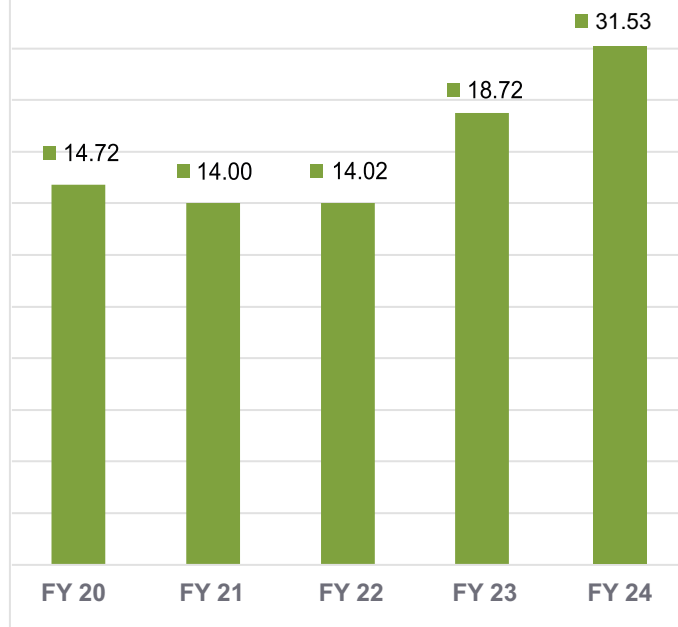
**Digvijay Dhabriya**  
Chairman

# CONSOLIDATED PERFORMANCE

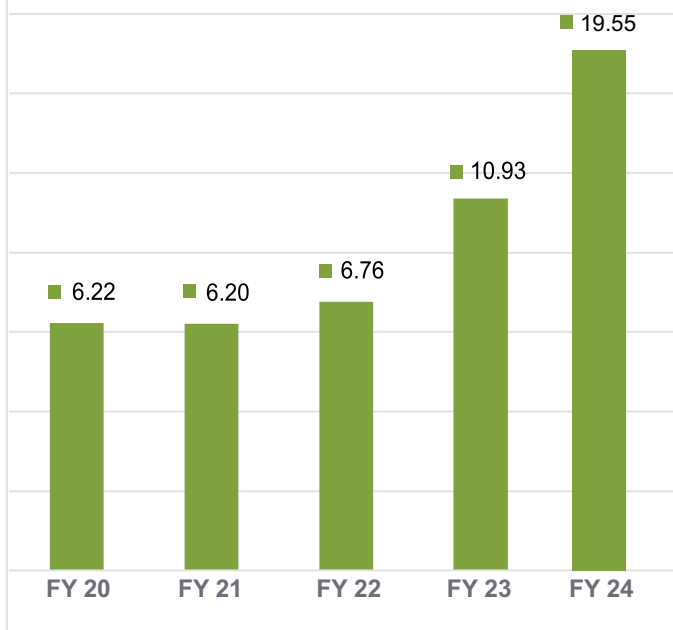
## Revenue from Operation (₹ in cr.)



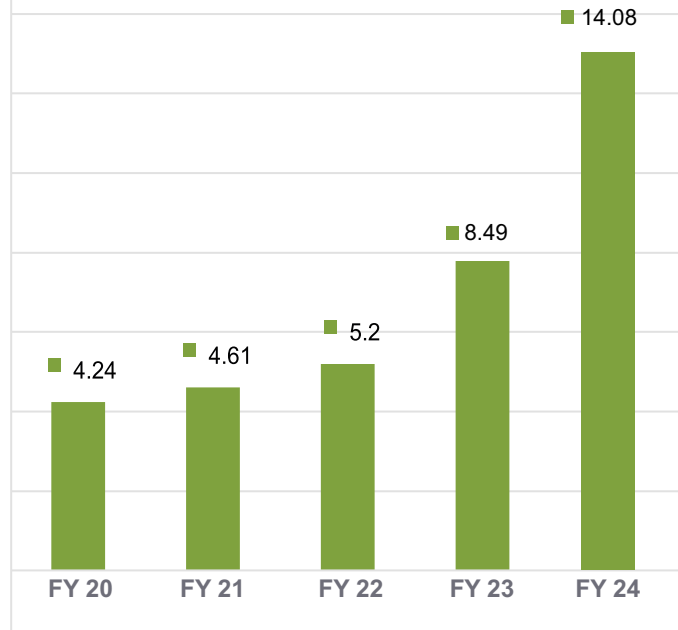
## EBIDTA (₹ in cr.)



## PBT (₹ in cr.)



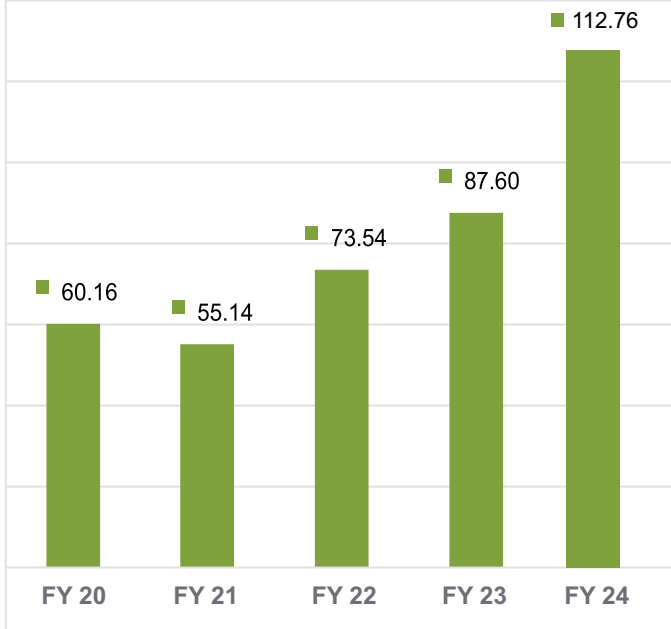
## PAT (₹ in cr.)



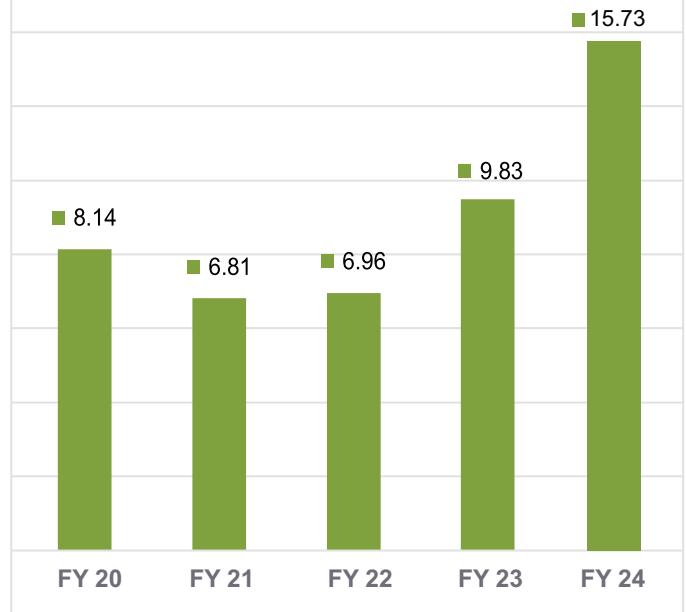


# STANDALONE PERFORMANCE

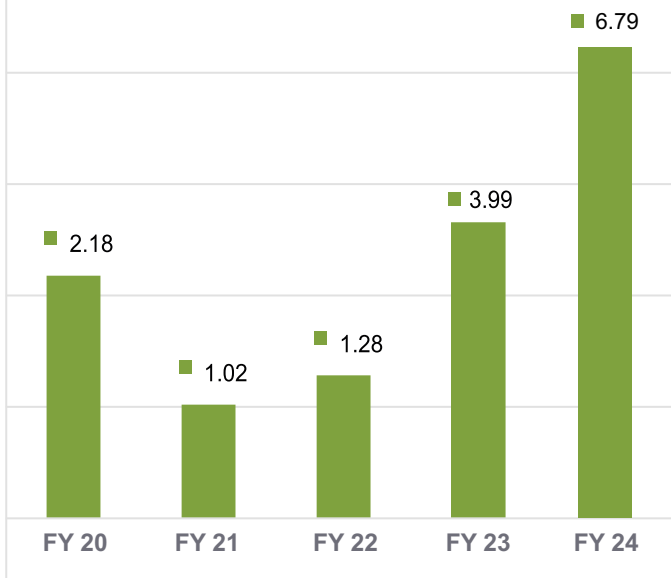
## Revenue from Operation (₹ in cr.)



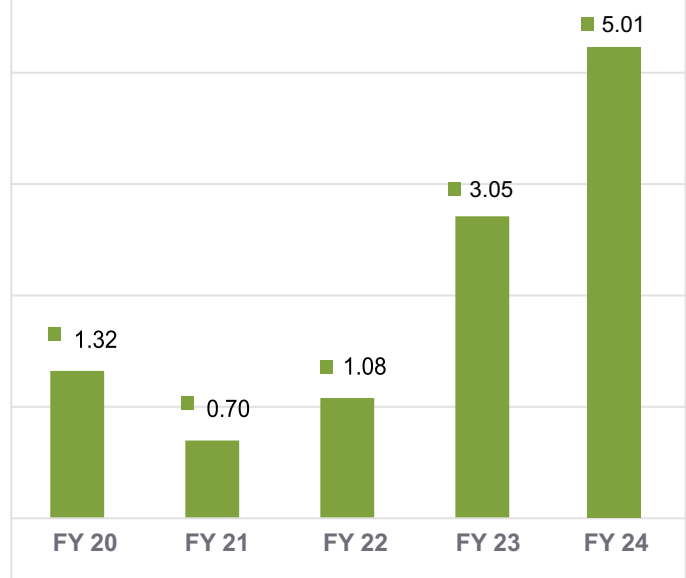
## EBIDTA (₹ in cr.)



## PBT (₹ in cr.)



## PAT (₹ in cr.)



## DHABRIYA POLYWOOD LIMITED

**Regd. Office** : B-9 D (1), Malviya Industrial Area, Jaipur - 302 017 Rajasthan, India  
**Tel No.** : 0141-4057171, 4040101-05  
**E-mail** : [cs@polywood.org](mailto:cs@polywood.org) Website: [www.polywood.org](http://www.polywood.org)  
**CIN** : L29305RJ1992PLC007003

### NOTICE

Notice is hereby given that the 32<sup>nd</sup> Annual General Meeting of the members of Dhabriya Polywood Limited will be held on Saturday, 28<sup>th</sup> Day of September 2024 at 11:00 A.M. IST through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'), to transact the following businesses:

#### Ordinary Business

- To consider and adopt:
  - the audited standalone financial statements of the Company for the financial year ended March 31, 2024, and the reports of the Directors and Auditors thereon; and
  - the audited consolidated financial statement of the Company for the financial year ended March 31, 2024, and the report of the Auditors thereon

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2024, Report of the Statutory Auditors thereon and the Report of the Board of Directors thereon along with all annexures as laid before the Shareholders in the 32<sup>nd</sup> Annual General Meeting be and are hereby considered and adopted."

- To declare Final Dividend on Equity Shares of the Company for the financial year ended March 31, 2024.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** a Final Dividend at the rate of ₹ 0.50 (Rupees Fifty Paise only) per Equity Share of ₹ 10 (Rupees Ten only) each fully paid up of the Company be and is hereby declared for the financial year ended March 31, 2024, as recommended by the Board of Directors of the Company for the financial year ended March 31, 2024."

- To appoint a Director in place of Shri Shreyansh Dhabriya (DIN: 06940427), Whole-time Director who retires by rotation and being eligible, offer himself for re-appointment  
To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Shreyansh Dhabriya (DIN: 06940427), Whole-time Director who retires by rotation at this 32<sup>nd</sup> Annual General Meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Whole-time Director of the Company, liable to retire by rotation."

- Appointment of Statutory Auditor  
To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, if any, (including

any statutory modification(s), amendment(s), clarifications, exemptions or re-enactments thereof for the time being in force) and pursuant to the recommendation of Audit Committee and the Board of Directors of the Company, M/s Narendra Sharma & Co. (Firms Registration No. 004983C), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 32<sup>nd</sup> Annual General Meeting to be held in the year 2024 till the conclusion of the 37<sup>th</sup> Annual General Meeting of the Company to be held in the year 2029 at such remuneration as given in the explanatory statement.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary proper or desirable or expedient and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns, etc., to give effect to this resolution.”

### Special Business

#### 5. To ratify Remuneration payable to Cost Auditors for the Financial Year 2024-25

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as approved by the Board of Directors of the Company, remuneration of ₹ 40,000/- (Rupees Forty Thousand Only) (plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the audit) to be paid to M/s

Gaurav Jain & Associates, Cost Accountants, (Firm Registration Number: 004160) to conduct the audit of the cost records of the Company under the Companies (Cost Records and Audit) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] for the Financial Year 2024-25, be and is hereby ratified and confirmed; and

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary proper or desirable or expedient and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns, etc., to give effect to this resolution.”

#### 6. Re-appointment of Shri Digvijay Dhabriya as the Managing Director of the Company for a period of five (5) years

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 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013, as amended from time to time and its rules made thereunder read with Schedule V of the Companies Act 2013, (including any statutory modification(s) or reenactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Digvijay Dhabriya (DIN: 00519946) be and is hereby re-appointed as the Managing Director of the Company for a period of five (5) years with effect from 1<sup>st</sup> September 2024 i.e., from the expiry of his present term of office to 31<sup>st</sup> August, 2029, not liable to rotation, on the terms and conditions of appointment and

remuneration as contained in the agreement, material terms of which are set out hereunder and which have been approved by the Board of Directors of the Company, subject to the approval of members of the Company on the recommendation of the Nomination & Remuneration Committee.

**“RESOLVED FURTHER THAT** pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI[LODR]”), consent of the Members be and is hereby accorded for continuance of payment of remuneration to Executive Director of the Company Shri Digvijay Dhabriya, Managing Director (DIN: 00519946), who are also Promoters of the Company, notwithstanding that maybe in excess of 5 per cent of the net profits of the Company as calculated under section 198 of the Act, in any financial year during his tenure of appointment.”

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, Shri Digvijay Dhabriya as the Managing Director may be paid remuneration by way of salary, perquisites and other allowances not exceeding the prescribed ceiling limit under Section II of Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** all other existing terms and condition of appointment and remuneration shall remain unchanged unless otherwise modified by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary proper or desirable or expedient and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all

necessary documents, applications, returns, etc., to give effect to this resolution.”

7. **Re-appointment of Shri Mahendra Karnawat as the Whole-Time Director of the Company for a period of five (5) years**

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 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013, as amended from time to time and its rules made thereunder read with Schedule V of the Companies Act 2013, (including any statutory modification(s) or reenactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Mahendra Karnawat (DIN: 00519876) be and is hereby re-appointed as the Whole-Time Director of the Company for a period of five (5) years with effect from 1<sup>st</sup> September 2024 i.e., from the expiry of his present term of office to 31<sup>st</sup> August, 2029, liable to rotation, on the terms and conditions of appointment and remuneration as contained in the agreement, material terms of which are set out hereunder and which have been approved by the Board of Directors of the Company, subject to the approval of members of the Company on the recommendation of the Nomination & Remuneration Committee.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, Shri Mahendra Karnawat as the Whole-Time Director may be paid remuneration by way of salary, perquisites and other allowances not exceeding the prescribed ceiling limit under Section II of Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** all other existing terms and condition of appointment and remuneration shall remain unchanged unless otherwise modified by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary proper or desirable or expedient and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns, etc., to give effect to this resolution.”

**8. Re-appointment of Smt. Anita Dhabriya as the Whole-Time Director of the Company for a period of five (5) years**

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 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013, as amended from time to time and its rules made thereunder read with Schedule V of the Companies Act 2013, (including any statutory modification(s) or reenactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Smt. Anita Dhabriya (DIN: 00359317) be and is hereby re-appointed as the Whole-Time Director of the Company for a period of five (5) years with effect from 1<sup>st</sup> September 2019 i.e., from the expiry of his present term of office to 31<sup>st</sup> August, 2029, liable to rotation, on the terms and conditions of appointment and remuneration as contained in the agreement, material terms of which are set out hereunder and which have been approved by the Board of Directors of the Company, subject to the approval

of members of the Company on the recommendation of the Nomination & Remuneration Committee.

**“RESOLVED FURTHER THAT** pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI[LODR]”), consent of the Members be and is hereby accorded for continuance of payment of remuneration to Executive Director of the Company Smt. Anita Dhabriya, Whole-Time Director (DIN: 00359317), who are also Promoters of the Company, notwithstanding that maybe in excess of 5 per cent of the net profits of the Company as calculated under section 198 of the Act, in any financial year during her tenure of appointment.”

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, Smt. Anita Dhabriya as the Whole-Time Director may be paid remuneration by way of salary, perquisites and other allowances not exceeding the prescribed ceiling limit under Section II of Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** all other existing terms and condition of appointment and remuneration shall remain unchanged unless otherwise modified by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary proper or desirable or expedient and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns, etc., to give effect to this resolution.”

9. **Re-appointment of Shri Shreyansh Dhabriya as the Whole-Time Director of the Company for a period of five (5) years**

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 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013, as amended from time to time and its rules made thereunder read with Schedule V of the Companies Act 2013, (including any statutory modification(s) or reenactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Shreyansh Dhabriya (DIN: 06940427) be and is hereby re-appointed as the Whole-Time Director of the Company for a period of five (5) years with effect from 1<sup>st</sup> September 2019 i.e., from the expiry of his present term of office to 31<sup>st</sup> August, 2029, liable to rotation, on the terms and conditions of appointment and remuneration as contained in the agreement, material terms of which are set out hereunder and which have been approved by the Board of Directors of the Company, subject to the approval of members of the Company on the recommendation of the Nomination & Remuneration Committee.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, Shri Shreyansh Dhabriya as the Whole-Time Director may be paid remuneration by way of salary, perquisites and other allowances not exceeding the prescribed ceiling limit under Section II of Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** all other existing terms and condition of appointment and remuneration shall remain unchanged unless otherwise modified by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary proper or desirable or expedient and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns, etc., to give effect to this resolution.”

10. **Appointment of Shri Ami Lal Meena (DIN 07642648) as an Independent Director of the Company for a period of five (5) years**

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 Section 149, 150, and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “**Act**”), as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modifications(s) or reenactment thereof for the time being in force), the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI LODR**”), Shri Ami Lal Meena (DIN 07642648), who has given his consent for the appointment and has submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and the applicable regulation of SEBI (LODR) Regulations, 2015 and also declared that he has not been debarred from holding the office of director or continuing as a director of company by SEBI/ MCA or any other authority in India or abroad and is eligible for appointment and whose appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors of the Company, the consent of the members be and is hereby accorded to appoint the

Directorship of Shri Ami Lal Meena (DIN: 07642648), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company, with effect from 01<sup>st</sup> September 2024, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from 01<sup>st</sup> September 2024 to 31<sup>st</sup> August 2029.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary proper or desirable or expedient and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns, etc., to give effect to this resolution.”

**11. Appointment of Shri Anil Soni (DIN 08692320) as an Independent Director of the Company for a period of five (5) years**

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 Section 149, 150, and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “Act”), as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modifications(s) or reenactment thereof for the time being in force), the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR”), Shri Anil Soni (DIN 08692320), who has given his consent for the appointment and has submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and the applicable regulation of SEBI (LODR) Regulations, 2015 and also declared that he has not been debarred from

holding the office of director or continuing as a director of company by SEBI/ MCA or any other authority in India or abroad and is eligible for appointment and whose appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors of the Company, the consent of the members be and is hereby accorded to appoint the Directorship of Shri Anil Soni (DIN 08692320), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company, with effect from 01<sup>st</sup> September 2024, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from 01<sup>st</sup> September 2024 to 31<sup>st</sup> August 2029.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary proper or desirable or expedient and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns, etc., to give effect to this resolution.”

**12. Appointment of Smt. Sonika Gupta (DIN 10757491) as an Independent Director of the Company for a period of five (5) years**

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 Section 149, 150, and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “Act”), as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modifications(s) or reenactment thereof for the time being in force), the relevant provisions of Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR”), Smt. Sonika Gupta (DIN 10757491), who has given her consent for the appointment and has submitted a declaration that she meets the criteria for independence under Section 149(6) of the Act and the applicable regulation of SEBI (LODR) Regulations, 2015 and also declared that she has not been debarred from holding the office of director or continuing as a director of company by SEBI/ MCA or any other authority in India or abroad and is eligible for appointment and whose appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors of the Company, the consent of the members be and is hereby accorded to appoint the Directorship of Smt. Sonika Gupta (DIN 10757491), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company, with effect from 01<sup>st</sup> September 2024, not liable to retire by rotation, to hold office

for a term of five consecutive years commencing from 01<sup>st</sup> September 2024 to 31<sup>st</sup> August 2029.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary proper or desirable or expedient and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns, etc., to give effect to this resolution.”

By Order of the Board  
For Dhabriya Polywood Limited  
Sd/-

**Sparsh Jain**

Company Secretary

Jaipur, August 30, 2024

M. No. A36383



**NOTES:**

1. The Ministry of Corporate Affairs, Government of India (“MCA”) vide General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022, 10/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023, respectively, (“MCA Circulars”) has allowed conduct of Annual General Meetings (“AGM”) by Companies through Video Conferencing/ Other Audio- Visual Means (“VC/ OAVM”) facility up to September 30, 2024, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India (“SEBI”) also vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (“SEBI Circulars”) has provided certain relaxations from compliance with certain provisions of the SEBI Listing Regulations. In compliance with these Circulars, provisions of the Act and the SEBI Listing Regulations, the AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Pursuant to Section 105 of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since the AGM is being held through VC/OAVM, in accordance with the applicable circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of Proxies by the members will not be available for the 32<sup>nd</sup> AGM and hence the Proxy

Form, Attendance Slip and Route Map are not annexed to this Notice. The deemed venue for the AGM shall be the Registered Office of the Company.

3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under Item Nos. 4 to 12 of the accompanying Notice, is annexed hereto. The Explanatory Statement also contains the relevant details of the Director as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard – 2 (“SS-2”) on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”).
4. In terms of the MCA Circulars and relevant circulars issued by SEBI, the Notice of the 32<sup>nd</sup> AGM and Annual Report for the financial year ended March 31, 2024 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depository Participants (“DPs”) and will also be available on the website of the Company at [www.polywood.org](http://www.polywood.org) and on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com). Since the 32<sup>nd</sup> AGM will be held through VC/ OAVM facility, the Route Map is not annexed in this Notice.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.polywood.org](http://www.polywood.org). The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., [www.evotingindia.com](http://www.evotingindia.com).

6. The Register of Members and the Share Transfer Books of the Company will remain closed from **September 23, 2024 to September 28, 2024** (both days inclusive) for the purpose of payment of dividend, if any. Declared/approved & AGM.
7. Subject to the provisions of the Act, Final Dividend of ₹ 0.50 (5%), per share as recommended by the Board of Directors, if declared at the AGM, will be paid within a period of 30 days from the date of declaration to those members or their mandates whose names appear as beneficial owners with Depositories or in the Register of members as on Saturday, September 21, 2024, subject to deduction of Income Tax at source wherever applicable to all the beneficial owners in respect of shares held in dematerialized form as per the data as may be made available by CDSL and National Securities Depository Limited ("NSDL") as on Saturday, September 21, 2024
8. **Payment of Dividend through electronic means:**  
To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in electronic mode through National Automated Clearing House (NACH). Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
9. Pursuant to Income-Tax Act, 1961, as amended, the dividend income is now taxable in the hands of members and therefore, the Company shall be required to deduct tax at source ('TDS') at the prescribed rates from dividend paid to members.

For the prescribed rates for various categories, members are requested to refer to the Finance Act, 2020 and amendments thereof.

For Resident members, TDS shall be deducted under Section 194 of the Income-Tax Act, 1961 @10% on the amount of Dividend declared and paid by the Company during the financial year 2023-24, provided PAN is provided by the member. If PAN is not updated in their demat account, TDS would be deducted @ 20% as per Section 206AA of the Income-Tax Act, 1961.

However, no TDS shall be deducted on the Dividend payable to a resident Individual if the total dividend to be received during the financial year 2023-24 does not exceed ₹ 5,000. A resident individual member with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source. Further, in terms of Section 206AB of the Income Tax Act, 1961, effective from July 1, 2021, TDS deducted shall be higher of the following i) Twice the rate specified in the relevant provision of the Income-tax Act; or ii) Twice the rate or rates in force; or iii) the rate of 5%; in case a person has not filed his/her Return of Income with-in the due date for preceding financial year and the aggregate of TDS in his/her case is ₹ 50,000 or more in the said previous year which shall not be limited to TDS only on dividend income received by the member but will include all TDS transactions of the member during the relevant financial year.

Non-resident members can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits.

Members may submit the aforementioned documents by sending an email to RTA at [info@bigshareonline.com](mailto:info@bigshareonline.com) or to the Company at [cs@polywood.org](mailto:cs@polywood.org) on or before Saturday, September 21, 2024 in order to enable the Company to determine and deduct appropriate tax. No communication on the tax determination/deduction shall be entertained post Saturday, September 21, 2024. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details / documents from the members, there would still be an option available with the members to file the return of income and claim an appropriate refund, if eligible. Members may download the TDS certificate from the Income Tax Department's website <https://www.incometax.gov.in/> (refer to Form 26AS). If any member need assistance in obtaining the TDS certificate, he / she may write to the Company at [cs@polywood.org](mailto:cs@polywood.org) or to RTA at [info@bigshareonline.com](mailto:info@bigshareonline.com).

10. Transfer of Unclaimed Dividend Amounts to the Investor Education and Protection Fund (IEPF): Pursuant to the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividends that are unpaid or unclaimed for a period of 7 (seven) years from the date of their transfer to the Unpaid Dividend Account are required to be transferred by the Company to the IEPF, administered by the Central Government. Further, according to the said IEPF Rules, shares in respect of which dividend has not been claimed by the shareholders for 7 (seven) consecutive years or more shall also be transferred to the demat account of the IEPF Authority.

During Financial Year 2023-24, the Company is not required to transferred any funds to IEPF.

11. Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) and the Circulars issued by the MCA, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has made an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, and independent agency for providing necessary platform for Video Conference/OAVM and necessary technical support as may be required. Therefore, the facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by CDSL.
12. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. However, this number does not include the large Shareholders holding 2% or more share capital, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutinizers, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
13. Pursuant to Section 113 of the Act, Institutional/Corporate Shareholders (i.e. other than individuals HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or Governing Body Resolution/Authorization etc.,

authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting.

14. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
15. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
16. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
17. Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 10 days before the date of the Meeting at its email ID [cs@polywood.org](mailto:cs@polywood.org) so that the information required may be made available at the Meeting.
18. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant and send their Email address to us for prompt communication and update the same with their D.P to receive softcopy of the Annual Report of the Company
19. Members are requested to quote their Regd. Folio Number/DP and Client ID Nos. in all their

correspondence with the Company or its Registrar and Share Transfer Agent.

20. Electronic copy of the Annual Report for the financial year ended March 31, 2024 along with the Notice of the 32<sup>nd</sup> AGM of the Company, inter-alia indicating the process and manner of e-Voting is being sent to all the members whose email addresses are registered with the Company/ DPs for communication purposes unless any member has requested for a hard copy of the same. In case any member is desirous of obtaining hard copy of the Annual Report for the financial year ended March 31, 2024 and Notice of the 32<sup>nd</sup> AGM of the Company, may send request to the Company's email address at [cs@polywood.org](mailto:cs@polywood.org) mentioning Folio No./ DP ID and Client ID. Members, whose email address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the Notice of the 32<sup>nd</sup> AGM and the Annual Report for the financial year ended March 31, 2024 and all other communication sent by the Company, from time to time, can get their email address registered through their respective Depository Participants.
21. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [cs@polywood.org](mailto:cs@polywood.org).
22. Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every securities market

participant. Members holding shares in electronic form are therefore requested to submit their PAN to the DP with whom they maintain their demat accounts.

23. SEBI has mandated the Updation of PAN, contact details, Bank account, specimen signature and nomination details, against folio / demat account. PAN is also required to be updated for participating in the securities market, deletion of name of deceased holder and transmission / transposition of shares. As per applicable SEBI Circular, PAN details are to be compulsorily linked to Aadhaar details by the date specified by Central Board of Direct Taxes. Members are requested to submit PAN, or intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, specimen signature (as applicable) etc., to their DP in case of holding in dematerialized form.
24. A brief profile of the Director retiring by rotation and proposed to be re-appointed at this AGM, nature of his expertise in specific functional areas, names of companies in which he holds directorship and membership/chairmanship of Board Committee(s), shareholding and relationship between directors inter se as stipulated under Regulation 36 of SEBI Listing Regulations and other requisite information as per Clause 1.2.5 of Secretarial Standards - 2 on General Meetings are provided in **Annexure - 1** to this Notice.
25. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in electronic mode.

## 26. VOTING THROUGH ELECTRONIC MEANS:

### General Instructions

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
2. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
3. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
4. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020,

General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30<sup>th</sup> September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

5. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date i.e. Saturday September 21, 2024 shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the notice, who shall have no voting rights as on the Cut-off date, shall treat this notice as intimation only.
6. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Saturday September 21, 2024, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the process mentioned in this part.
7. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
8. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cutoff date i.e. Saturday, September 21, 2024.
9. CS Manish Sancheti, Practicing Company Secretary (M. No. FCS 7972 & C.P. No. 8997) Proprietor of M/s. M Sancheti & Associates,

Company Secretaries, Jaipur has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.

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

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

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

- (i) The voting period begins on Wednesday, September 25, 2024, at 09:00 a.m. and ends on Friday, September 27, 2024, at 05:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, September 21, 2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-

institutional shareholders/retail shareholders is at a negligible level.

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

In order to increase the efficiency of the voting process, pursuant to a public consultation, it

has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

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

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>(1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>(2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers ' website directly.</p> <p>(3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>(4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</p>

	<p>After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p><b>Individual Shareholders holding securities in demat mode with NSDL</b></p>	<ol style="list-style-type: none"> <li>(1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>(2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>(3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
<p><b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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



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

Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000 and 022 - 2499 7000

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

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

- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Click on "Shareholders" module.
- Now enter your User ID
  - For CDSL: 16 digits beneficiary ID,

- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (d) Next enter the Image Verification as displayed and Click on Login.
- (e) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (f) If you are a first-time user follow the steps given below: -

	For physical shareholders and other than individual shareholders holding shares in demat.
<b>PAN</b>	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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

(vii) Shareholders holding shares in physical form will then directly reach the Company selection

screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this

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

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Dhabriya Polywood Limited> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the

image verification code and click on Forgot Password & enter the details as prompted by the system.

- (xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.
  - ✚ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - ✚ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - ✚ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - ✚ The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - ✚ It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - ✚ Alternatively Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the

duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@polywood.org](mailto:cs@polywood.org), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- I. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- II. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- III. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- IV. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- V. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- VI. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- VII. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@polywood.org](mailto:cs@polywood.org). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@polywood.org](mailto:cs@polywood.org). These queries will be replied to by the company suitably by email.
- VIII. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- IX. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
- X. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

- I. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
- II. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- III. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

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

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

27. A copy of Audited Financial Statements (Standalone and Consolidated) for the year ended on March 31, 2024 together with the Board's and Auditor's Report thereon are enclosed herewith.

Members may please note the following:

After discussion on the resolutions on which voting is to be held, the Chairman shall allow members who are attending the AGM to cast their vote electronically but have not cast their votes by availing the remote e-voting facility earlier.

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

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

## EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

### ITEM No. 4

In terms of Section 139 (2) of the Companies Act, 2013 ("the Act"), and the Companies (Audit and Auditors) Rules, 2014, made thereunder, the present Statutory Auditors of the Company, M/s Tambi Ashok & Associates, Chartered Accountants (Firm Registration No. 005301C), will be completing their tenure until the conclusion of the ensuing Annual General Meeting. Therefore, Company is required to appoint auditor for a period of five years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 37<sup>th</sup> Annual General Meeting. The Board of Directors at its meeting held on 30<sup>th</sup> August 2024 after considering the recommendations of the Audit Committee, had recommended the appointment of M/s. Narendra Sharma & Co., Chartered Accountants, Jaipur (Firms Registration No. 004983C) as the Statutory auditors of the company subject to the approval of the members.

The Audit Committee recommended the appointment of M/s. Narendra Sharma & Co., Chartered Accountants, Jaipur (Firms Registration No. 004983C) as the Statutory Auditors of the Company subject to the approval of the members. The Audit Committee recommended M/s Narendra Sharma & Co., Chartered Accountants, Jaipur, based on its standing for 45 years. The proposed Auditors shall hold office for a period of five consecutive years from the conclusion of the 32<sup>nd</sup> Annual General Meeting till the conclusion of 37<sup>th</sup> Annual General Meeting of the Company.

Pursuant to Section 139 of the Companies Act, 2013 (the Act) and the Rules framed thereunder, the Company has received written consent from M/s. Narendra Sharma & Co. and a certificate that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and Rules framed thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015, M/s. Narendra Sharma & Co., has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

Details as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

- ✚ The fee proposed to be paid to M/s. Narendra Sharma & Co. towards statutory audit for financial year 2024-25 shall not exceed ₹1.85 Lakhs, plus out-of-pocket expenses, with the authority to the Board to make revisions as it may deem fit for the balance term, based on the recommendation of the Audit Committee.

The fee for services in statutory certifications and other permissible non-audit services will be in addition to the statutory audit fee as above and will be decided by the management in consultation with the Statutory Auditors. The provision of such permissible non-audit services will be reviewed and approved by the Audit Committee.

- ✚ There is no material change in the proposed fee for the auditor from that paid to the outgoing auditor.
- ✚ The Audit Committee and the Board of Directors, while recommending the appointment of M/s. Narendra Sharma & Co. as the Statutory Auditor of the Company, has taken into consideration, among other things, the firm's credentials and partners, the proven track record of the firm and the eligibility criteria prescribed under the Act.

M/s. Narendra Sharma & Co., Chartered Accountants, (Firm Registration No.: 004983C and Peer Review Certificate No.: 017856 valid till 31 August, 2027) has an experience of more than forty-five Years in the field of Audit, Investigation, Due Diligence, Taxation (Direct and Indirect), Company Law Matters for both domestic and foreign companies, Management Consultancy, Information System Audit.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 for the approval of Members.

**ITEM No. 5**

The Board of Directors at its Meeting held on August 09, 2024, upon the recommendation of the Audit Committee, approved the appointment of M/s. Gaurav Jain & Associates, Cost Accountants (Firm Registration Number: 004160), to conduct the audit of the cost records of the Company on a remuneration of ₹ 40,000/- (Rupees Forty Thousand Only) (excluding all applicable taxes and reimbursement of out of pocket expenses incurred in connection with the audit) for the Financial Year ending March 31, 2025.

In terms of the provisions of Section 148 of the Companies Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (as amended from time to time), the remuneration as mentioned above, payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025, as set out in the Ordinary Resolution for the aforesaid services to be rendered by them.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the proposed Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

**ITEM No. 6**

Shri Digvijay Dhabriya is one of the promoters of the Company and has been on the Board of the company since October 1992 and he is working as Managing Director of the company since September 01, 2014. At the 27<sup>th</sup> Annual General Meeting of the Company held on September 28, 2019, he has been re-appointed as the Managing Director of the Company for period of Five

years from September 01, 2019, and his present term ends on August 31, 2024.

During his stint as the Managing Director of the company about more than three decade, Shri Digvijay Dhabriya dealt with various key operations and his wide exposure encompassing entire spectrum of functioning of the company in all facets, enabled the company to grow continuously scaling new heights.

Keeping in view his contributions over the years, subject to approval of the members, the Board of Directors, based on the recommendations of Nomination & Remuneration Committee held on August 30, 2024 reappointed him as the Managing Director of the Company for a period of five years effective from September 01, 2024, i.e., from the expiry of the present term of office, upto August 31, 2029.

Further the Nomination and Remuneration Committee has also recommended continuance of payment of annual remuneration exceeding the limit of 5% of net profits of the Company where there are more than one such Executive Directors till the expiry of their respective terms of such Executive Directors as required under Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 but however that such remuneration will be as per applicable provisions of the Companies Act, 2013 including Schedule V under the Companies Act, 2013 and the Rules made thereunder. The remuneration to be paid/payable to Shri Digvijay Dhabriya, Managing Director as stated in the Explanatory Statement together with remuneration paid / payable to other Executive Directors will exceed the limit of 5% of net profits of the Company during their tenure as per Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 but such remuneration will be within the limits specified under the Companies Act, 2013 and the rules

thereunder. Shri Digvijay Dhabriya, Managing Director, is the member of promoter group.

Shri Digvijay Dhabriya satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act 2013 and has given his consent to act as a Managing Director and he has not been debarred from holding the office of director or continuing as a director of company by SEBI/MCA or any other authority in India or abroad. Other disclosures to be provided in terms of Sections 196 to 198 read with Schedule V and applicable Rules under the Companies Act and SEBI Regulations, as the case may be are provided in Annexure -I to the Notice.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Digvijay Dhabriya under Section 190 of the Act.

Details of Shri Digvijay Dhabriya have been provided in the “Annexure-II” to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India. This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of the Listing Regulations.

Shri Digvijay Dhabriya, Smt. Anita Dhabriya and Shri Shreyansh Dhabriya are interested in the resolution. The relatives of Shri Digvijay Dhabriya may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Director/Key Managerial Personnel of the Company/their relatives are interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

#### **ITEM No. 7**

Shri Mahendra Karnawat has been on the Board of the company since May 2000, and he is working as Whole time Director of the company since September 01, 2014. At the 27<sup>th</sup> Annual General Meeting of the Company held on September 28, 2019, he has been re-appointed as the Whole time Director of the Company for period of Five years from September 01, 2019, and his present term ends on August 31, 2024.

Considering the valuable contribution, commitment, guidance and services being rendered by Shri Mahendra Karnawat for the sustained growth of the Company, it is proposed to seek members’ approval for the re-appointment of Shri Mahendra Karnawat as Whole-Time Director of the Company.

Keeping in view his contributions over the years, subject to approval of the members, the Board of Directors, based on the recommendations of Nomination & Remuneration Committee held on August 30, 2024 reappointed his as the Whole time Director of the Company for a period of five years effective from September 01, 2024, i.e., from the expiry of the present term of office, upto August 31, 2029.

Shri Mahendra Karnawat satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act 2013 and has given his consent to act as a Whole-Time Director and he has not been debarred from holding the office of director or continuing as a director of company by SEBI/MCA or any other authority in India or abroad. Other disclosures to be provided in terms of Sections 196 to 198 read with Schedule V and applicable Rules under the Companies

Act and SEBI Regulations, as the case may be are provided in Annexure -I to the Notice.

Mr. Mahendra Karnawat as Whole-time Director, shall be liable to retire by rotation u/s 152 of the Companies Act, 2013, however, if re-appointed as Director immediately on retirement by rotation, he shall continue to hold his office of Whole-time Director and such re-appointment as Director shall not be deemed to constitute a break in his appointment as Whole-time Director.

Details of Shri Mahendra Karnawat have been provided in the "Annexure-II" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India. This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of the Listing Regulations.

Except Shri Mahendra Karnawat none of the Directors are interested in the resolution. The relatives of Shri Mahendra Karnawat may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Director/Key Managerial Personnel of the Company/their relatives are interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

**ITEM No. 8**

Smt. Anita Dhabriya is one of the promoters of the Company and has been on the Board of the company since January 1997 and she is working as Whole time Director of the company since September 01, 2014. At the 27<sup>th</sup> Annual General Meeting of the Company held on September 28, 2019, she has been re-appointed as the Whole time Director of the Company for period of Five

years from September 01, 2019, and her present term ends on August 31, 2024.

Considering the valuable contribution, commitment, guidance and services being rendered by Smt. Anita Dhabriya for the sustained growth of the Company, it is proposed to seek members' approval for the re-appointment of Smt. Anita Dhabriya as Whole-Time Director of the Company.

Keeping in view her contributions over the years, subject to approval of the members, the Board of Directors, based on the recommendations of Nomination & Remuneration Committee held on August 30, 2024 reappointed her as the Whole time Director of the Company for a period of five years effective from September 01, 2024, i.e., from the expiry of the present term of office, upto August 31, 2029.

Further the Nomination and Remuneration Committee has also recommended continuance of payment of annual remuneration exceeding the limit of 5% of net profits of the Company where there are more than one such Executive Directors till the expiry of their respective terms of such Executive Directors as required under Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 but however that such remuneration will be as per applicable provisions of the Companies Act, 2013 including Schedule V under the Companies Act, 2013 and the Rules made thereunder. The remuneration to be paid/payable to Smt. Anita Dhabriya, Whole-Time Director as stated in the Explanatory Statement together with remuneration paid / payable to other Executive Directors will exceed the limit of 5% of net profits of the Company during their tenure as per Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 but such remuneration will be within the limits specified under the Companies Act, 2013 and the rules



thereunder. Smt. Anita Dhabriya, Whole-Time Director, is the member of promoter group.

Smt. Anita Dhabriya satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for her re-appointment. She is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act 2013 and has given her consent to act as a Whole-Time Director and she has not been debarred from holding the office of director or continuing as a director of company by SEBI/MCA or any other authority in India or abroad. Other disclosures to be provided in terms of Sections 196 to 198 read with Schedule V and applicable Rules under the Companies Act and SEBI Regulations, as the case may be are provided in Annexure -I to the Notice.

Smt. Anita Dhabriya as Whole-time Director, shall be liable to retire by rotation u/s 152 of the Companies Act, 2013, however, if re-appointed as Director immediately on retirement by rotation, she shall continue to hold her office of Whole-time Director and such re-appointment as Director shall not be deemed to constitute a break in her appointment as Whole-time Director.

Details of Smt. Anita Dhabriya have been provided in the “Annexure-II” to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India. This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of the Listing Regulations.

Smt. Anita Dhabriya, Shri Digvijay Dhabriya and Shri Shreyansh Dhabriya are interested in the resolution. The relatives of Smt. Anita Dhabriya may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Director/Key Managerial Personnel of the Company/their relatives are interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 8 of the Notice for approval by the members.

#### **ITEM No. 9**

Shri Shreyansh Dhabriya has been on the Board of the company since July 2014, and he is working as Whole time Director of the company since September 01, 2014. At the 27<sup>th</sup> Annual General Meeting of the Company held on September 28, 2019, he has been re-appointed as the Whole time Director of the Company for period of Five years from September 01, 2019, and his present term ends on August 31, 2024.

Considering the valuable contribution, commitment, guidance and services being rendered by Shri Shreyansh Dhabriya for the sustained growth of the Company, it is proposed to seek members' approval for the re-appointment of Shri Shreyansh Dhabriya as Whole-Time Director of the Company.

Keeping in view his contributions over the years, subject to approval of the members, the Board of Directors, based on the recommendations of Nomination & Remuneration Committee held on August 30, 2024 reappointed him as the Whole time Director of the Company for a period of five years effective from September 01, 2024, i.e., from the expiry of the present term of office, upto August 31, 2029.

Shri Shreyansh Dhabriya satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act 2013 and has given his consent to act as a Whole-Time Director and he has not been debarred from holding the office of director or continuing as a

director of company by SEBI/MCA or any other authority in India or abroad. Other disclosures to be provided in terms of Sections 196 to 198 read with Schedule V and applicable Rules under the Companies Act and SEBI Regulations, as the case may be are provided in Annexure -I to the Notice.

Mr. Shreyansh Dhabriya as Whole-time Director, shall be liable to retire by rotation u/s 152 of the Companies Act, 2013, however, if re-appointed as Director immediately on retirement by rotation, he shall continue to hold his office of Whole-time Director and such re-appointment as Director shall not be deemed to constitute a break in his appointment as Whole-time Director.

Details of Shri Shreyansh Dhabriya have been provided in the “Annexure-II” to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India. This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of the Listing Regulations.

Shri Shreyansh Dhabriya, Shri Digvijay Dhabriya and Smt. Anita Dhabriya are interested in the resolution. The relatives of Shri Shreyansh Dhabriya may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Director/Key Managerial Personnel of the Company/their relatives are interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 9 of the Notice for approval by the members.

#### **ITEM No. 10**

The Nomination and Remuneration Committee has recommended and the Board of Directors at their meeting held on August 30, 2024 has appointed Shri Ami Lal Meena (DIN 07642648) as an Additional Director

under the category of the Non-Executive Independent Director of the Company w.e.f. September 01, 2024 pursuant to Section 161 of the Companies Act, 2013; subject to the approval of Members at General Meeting.

Considering his experience and vast knowledge in the field of Finance, Management & Insurance etc. the skills, capabilities and proficiency required for the role and pursuant to the recommendation of the Nomination and Remuneration Committee of the Board, the Board approved the appointment of Shri Ami Lal Meena as an Independent Director of the Company, not being liable to retire by rotation, for a term of 5 (five) years commencing from September 01, 2024 and ending on August 31, 2029 (both days inclusive), subject to the approval of Shareholders of the Company vide a Special Resolution. Also, in the opinion of the Board, Shri Ami Lal Meena fulfils the conditions specified in the Companies Act, 2013 (“the Act”) read with the rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), for being appointed as an Independent Director of the Company and he is independent of the management.

Shri Ami Lal Meena has provided his consent to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014. Aforesaid independent director proposed for appointment is not disqualified to act as a Director in terms of section 164 of the Act and other applicable laws and has given his consent to act as a Director. The Company has also received declaration from him stating that he meets the criteria of independence as prescribed under section 149(6) of the Act and under the SEBI (LODR) Regulations, 2015. The Company has also received declaration from him stating that he is not debarred from holding the office of Director by virtue of any order of the SEBI or any other such authority. In the opinion of the Board, he fulfils the criteria of independency and the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (LODR) Regulation, 2015 and

further he has complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to Independent Directors' databank.

The resolution set out in Item No. 10 seeks the approval of members for the appointment of Shri Ami Lal Meena (DIN 07642648) as an Independent Director of the Company for a first term of 5 (five) consecutive years w.e.f. September 01, 2024 to August 31, 2029; pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. His office shall not be liable to retire by rotation. The brief profile of Shri Ami Lal Meena (DIN 07642648) is given in the Notice of AGM with the details of the directors seeking appointment/ re-appointment.

In conformity with the Company's Nomination and Remuneration Policy, Shri Ami Lal Meena will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof of which membership, if any, is held by him, reimbursement of expenses for participation in the meetings, of such sum as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.

The aforesaid director may be considered as the financially interested in the resolution to the extent of the sitting fees as may be paid to him for attending the Board/committee meeting. Except that none of the Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Special Resolution. Shri Ami Lal Meena (DIN 07642648) does not hold any shares in the Company.

The Board of directors recommend to pass necessary resolution as set out in Item No. 10 of the Notice by way of the Special Resolution.

#### **ITEM No. 11**

The Nomination and Remuneration Committee has recommended and the Board of Directors at their meeting held on August 30, 2024 has appointed Shri Anil Soni (DIN 08692320) as an Additional Director under the category of the Non-Executive Independent Director of the Company w.e.f. September 01, 2024 pursuant to Section 161 of the Companies Act, 2013; subject to the approval of Members at General Meeting.

Considering his experience and vast knowledge in the field of Finance, accounting, taxation etc. the skills, capabilities and proficiency required for the role and pursuant to the recommendation of the Nomination and Remuneration Committee of the Board, the Board approved the appointment of Shri Anil Soni as an Independent Director of the Company, not being liable to retire by rotation, for a term of 5 (five) years commencing from September 01, 2024 and ending on August 31, 2029 (both days inclusive), subject to the approval of Shareholders of the Company vide a Special Resolution. Also, in the opinion of the Board, Shri Anil Soni fulfils the conditions specified in the Companies Act, 2013 ("the Act") read with the rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), for being appointed as an Independent Director of the Company and he is independent of the management.

Shri Anil Soni has provided his consent to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014. Aforesaid independent director proposed for appointment is not disqualified to act as a Director in terms of section 164 of the Act and other applicable laws and has given his consent to act as a Director. The Company has also received declaration from him stating that he meets the criteria of independence as prescribed under section 149(6) of the Act and under the SEBI (LODR) Regulations, 2015. The Company has also received declaration from him stating that he is not debarred from holding the office of Director by virtue of

any order of the SEBI or any other such authority. In the opinion of the Board, he fulfils the criteria of independency and the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (LODR) Regulation, 2015 and further he has complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to Independent Directors' databank.

The resolution set out in Item No. 10 seeks the approval of members for the appointment of Shri Anil Soni (DIN 08692320) as an Independent Director of the Company for a first term of 5 (five) consecutive years w.e.f. September 01, 2024 to August 31, 2029; pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. His office shall not be liable to retire by rotation. The brief profile of Shri Anil Soni (DIN 08692320) is given in the Notice of AGM with the details of the directors seeking appointment/ re-appointment.

In conformity with the Company's Nomination and Remuneration Policy, Shri Anil Soni will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof of which membership, if any, is held by him, reimbursement of expenses for participation in the meetings, of such sum as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.

The aforesaid director may be considered as the financially interested in the resolution to the extent of the sitting fees as may be paid to him for attending the Board/committee meeting. Except that none of the Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Special Resolution. Shri Anil Soni (DIN 08692320) does not hold any shares in the Company.

The Board of directors recommend to pass necessary resolution as set out in Item No. 11 of the Notice by way of the Special Resolution.

#### **ITEM No. 12**

The Nomination and Remuneration Committee has recommended and the Board of Directors at their meeting held on August 30, 2024 has appointed Smt. Sonika Gupta (DIN 10757491) as an Additional Director under the category of the Non-Executive Independent Director of the Company w.e.f. September 01, 2024 pursuant to Section 161 of the Companies Act, 2013; subject to the approval of Members at General Meeting.

Considering her experience and vast knowledge in the field of Secretarial & legal matters, accounting, etc. the skills, capabilities and proficiency required for the role and pursuant to the recommendation of the Nomination and Remuneration Committee of the Board, the Board approved the appointment of Smt. Sonika Gupta as an Independent Director of the Company, not being liable to retire by rotation, for a term of 5 (five) years commencing from September 01, 2024 and ending on August 31, 2029 (both days inclusive), subject to the approval of Shareholders of the Company vide a Special Resolution. Also, in the opinion of the Board, Smt. Sonika Gupta fulfils the conditions specified in the Companies Act, 2013 ("the Act") read with the rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), for being appointed as an Independent Director of the Company and she is independent of the management.

Smt. Sonika Gupta has provided her consent to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014. Aforesaid independent director proposed for appointment is not disqualified to act as a Director in terms of section 164 of the Act and other applicable laws and has given her consent to act as a Director. The Company has also received declaration from him stating

that he meets the criteria of independence as prescribed under section 149(6) of the Act and under the SEBI (LODR) Regulations, 2015. The Company has also received declaration from her stating that she is not debarred from holding the office of Director by virtue of any order of the SEBI or any other such authority. In the opinion of the Board, she fulfils the criteria of independency and the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (LODR) Regulation, 2015 and further she has complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to Independent Directors' databank.

The resolution set out in Item No. 10 seeks the approval of members for the appointment of Smt. Sonika Gupta (DIN 10757491) as an Independent Director of the Company for a first term of 5 (five) consecutive years w.e.f. September 01, 2024 to August 31, 2029; pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. Her office shall not be liable to retire by rotation. The brief profile of Smt. Sonika Gupta (DIN 10757491) is given in

the Notice of AGM with the details of the directors seeking appointment/ re-appointment.

In conformity with the Company's Nomination and Remuneration Policy, Smt. Sonika Gupta will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof of which membership, if any, is held by her, reimbursement of expenses for participation in the meetings, of such sum as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.

The aforesaid director may be considered as the financially interested in the resolution to the extent of the sitting fees as may be paid to her for attending the Board/committee meeting. Except that none of the Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Special Resolution. Smt. Sonika Gupta (DIN 10747591) does not hold any shares in the Company.

The Board of directors recommend to pass necessary resolution as set out in Item No. 12 of the Notice by way of the Special Resolution.

#### ANNEXURE TO THE NOTICE (ITEM NO. 6 to 9)

#### STATEMENT PURSUANT TO THE PROVISIONS OF SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013 [INCLUDING SECRETARIAL STANDARD - 2 AND SEBI (LODR) REGULATIONS, 2015, AS APPLICABLE] IN RESPECTS OF ITEM NO. 6 TO 9 OF THE NOTICE

##### I. GENERAL INFORMATION

- 1) **Nature of industry:** Manufacturers & Suppliers of Extruded uPVC/PVC Profiles, Sheets, Moldings & uPVC Windows & Doors etc.
- 2) **Date or Expected Date of Commencement of Commercial Production:** The Company started its commercial production in the year 1995.
- 3) **In case of New Companies, expected date of commencement of activities as per project**

**approved by financial institutions appearing in the prospectus:**

Not Applicable

- 4) **Financial Performance based on given indicators:**

(₹ in Lakhs)

Particulars	2022-23	2021-22	2020-21
Paid up Capital	1082.42	1082.42	1082.42
Reserve & Surplus	3321.36	3011.30	2903.11
Gross Revenue	8778.26	7369.88	5561.02

Particulars	2022-23	2021-22	2020-21
Profit before tax	398.65	127.60	101.88
Tax expenses	94.00	27.72	40.43
Profit after tax	304.66	99.89	61.45

**5) Foreign investments or collaborations, if any**

The Company has not entered any foreign collaboration, and no direct capital investment has been made in the company in the last three financial years.

**II. Information about the Appointee**

**A. Shri Digvijay Dhabriya**

**1. Background Details**

Shri Digvijay Dhabriya, aged 59, is one of the founding members of Dhabriya Polywood Limited. He is guiding force behind the success of the Company. He has done Bachelor of Engineering (Mechanical) from MBM Engineering College, Jodhpur and Postgraduate in Plastic Engineering from Central Institute of Plastic Engineering & Testing (CIPET), Chennai and carry rich experience of over 32 years in the various business activities ranging from manufacturing, fabrication, trading, distribution of Plastic products including PVC Profiles and UPVC windows and doors and in the same line of business.

**2. Past Remuneration**

Shri Digvijay Dhabriya was paid ₹ 84.00 Lakhs as annual remuneration for the financial year 2023-24.

**3. Recognition or Awards**

He has been awarded Udyog Patra for self-made industrialist in the year 2010 by the Institute of Trade and Industrial Development, New Delhi, Samaj Ratna Award from Rajasthan Jan Manch in the year 2004 and prestigious award through MSME Minister Shri Kalraj Mishra for

Udyamita Gaurav Samman for Utkrast Utpadakta Evam Rojgaar Srajan on the grand occasion of Laghu Udyog Bharti National Convention 2014.

**4. Job Profile and Suitability**

Shri Digvijay Dhabriya devotes his full time and attention to the business of the Company and is responsible for the general conduct and management of the affairs of the Company, subject to superintendence, control and supervision of the Board. Shri Dhabriya has over three decades of invaluable experience in the line of the business of the Company which is compatible with the Organizational requirements and the Company would definitely benefit under his leadership and valuable guidance. He is also member of your company's Shareholders / Investor Grievance Committee.

**5. Remuneration Proposed**

There are no changes in the existing remuneration.

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

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

**7. Pecuniary relationship directly or indirectly with the Company, or**

**relationship with the managerial personnel, if any**

Besides the remuneration proposed, Shri Digvijay Dhabriya also holds 6492238 equity shares of the company. Shri Digvijay Dhabriya, Managing Director and being relative may be deemed to be interested in the resolution relating to the remuneration of Smt. Anita Dhabriya and Shri Shreyansh Dhabriya.

**B. Smt. Anita Dhabriya**

**1. Background Details**

Smt. Anita Dhabriya, aged 53, has done Bachelor of Commerce from Ajmer University and carry rich experience of over 20 years in the administrative work. She actively engaged in the administrative and operational affairs of the company and responsible for business development of the company

**2. Past Remuneration**

Smt. Anita Dhabriya was paid ₹ 18.60 Lakhs as annual remuneration for the financial year 2023-24.

**3. Recognition or Awards**

NIL

**4. Job Profile and Suitability**

She is Whole Time Director and discharging her duties under the superintendence, control and direction of Board of Directors, She also performs such other duties and exercise such powers as have been or may be entrusted to or conferred upon her by the Board from time to time. She has been associated with the business of the Company since 2000. Considering her background and experience, she is eminently suitable to continue to hold the position of Whole Time Director of the Company.

**5. Remuneration Proposed**

There are no changes in the existing remuneration

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

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

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

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

**C. Shri Mahendra Karnawat**

**1. Background Details**

Shri Mahendra Karnawat, aged 53, has done Master of Commerce from MDS University, Ajmer and carry rich experience of over 29 years in the field of sales, marketing and production. He takes care of overall production process of the company and provides strategic inputs to the administration for better materials, new design and development of the

products conveying complex product development concepts in a simple and compelling manner.

**2. Past Remuneration**

Shri Mahendra Karnawat was paid ₹ 14.40 Lakhs as annual remuneration for the financial year 2023-24.

**3. Recognition or Awards**

NIL

**4. Job Profile and Suitability**

Shri Mahendra Karnawat is a Whole-Time Director of the Company. He is coordinating & utilizing effective manpower and resources to the maximum to meet production goals and helps in planning for meeting deadlines for output of production and the quality of the product. He has been associated with the business of the Company since 1997. Considering his background and experience, he is eminently suitable to continue to hold the position of Whole Time Director of the Company.

**5. Remuneration Proposed**

There are no changes in the existing remuneration

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

The Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Shri Mahendra Karnawat

before recommending the remuneration as proposed hereinabove.

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

Except the remuneration as stated above, he has no other direct or indirect pecuniary relationship with the Company.

**D. Shri Shreyansh Dhabriya**

**1. Background Details**

Shri Shreyansh Dhabriya, aged 32, is an Engineer from the VIT University, Vellore. He possesses excellent communication skills and actively engaged in establishing sustainable and profitable relationship with teams and customer, dealers and distributors across the country in order to maximize company's profitability and efficiency.

**2. Past Remuneration**

Shri Shreyansh Dhabriya was paid ₹ 24.00 Lakhs as annual remuneration for the financial year 2023-24.

**3. Recognition or Awards**

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

**4. Job Profile and Suitability**

Shri Shreyansh Dhabriya is the Whole-Time Director of the Company. He is actively involved in new product development and implementation of new processes for improvement of productivity at various levels. He has been associated with the business of the Company since 2014. Considering his



background and experience, he is eminently suitable to continue to hold the position of Whole Time Director of the Company.

**5. Remuneration Proposed**

There are no changes in the existing remuneration

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

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

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

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

**I. Other Information**

**1. Reason of loss or inadequate profits:**

Not Applicable, since the Company reported a profit in the current year and has been consistently earning profits since inception and has a strong net worth and effective capital. The Company proposes to obtain approval of

Members as an abundant caution in case the standalone profits are insufficient to pay the managerial remuneration as above.

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

The Company is continuing making efforts for improvement of the financial results and create worth for the stakeholders and investors of the company. The Company is always looking forward to taking all such steps and measures including expansion, diversification, innovations which are in the best interest of the company.

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

N.A.

**II. Disclosures**

The information, as required, is provided under Corporate Governance Section of the Annual Report 2023-24. The remuneration package proposed to be given to each managerial personnel is as per the details given in the resolution. The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel.

By Order of the Board  
For Dhabriya Polywood Limited

Sd/-

**Sparsh Jain**

Company Secretary

M. No. A36383

Jaipur, August 30, 2024

**Registered Office:**

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

Jaipur – 302017 (Raj.)

CIN: L29305RJ1992PLC007003




Website: [www.polywood.org](http://www.polywood.org);

E-mail: [cs@polywood.org](mailto:cs@polywood.org) ; Tel. No. 0141 - 4057171

ANNEXURE - I

**DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 32<sup>nd</sup> ANNUAL GENERAL MEETING**

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

Name of Director	Digvijay Dhabriya DIN: 00519946	Mahendra Karnawat DIN: 00519876
Date of Birth	25.08.1965	06.07.1969
Age	59	55
Nationality	Indian	Indian
Qualification	Bachelor of Engineering (Mechanical) from MBM Engineering College, Jodhpur and Postgraduate in Plastic Engineering from Central Institute of Plastic Engineering & Testing (CIPET), Chennai.	Master's degree in commerce from MDS University, Ajmer
Experience	He has rich experience of over 32 years in the various business activities ranging from manufacturing, fabrication, trading, distribution of Plastic products including PVC Profiles and UPVC windows and doors and in the same line of business.	He has worked for six years in the sales field for Raj Spinning & weaving Mills Pvt. Ltd and has also worked for three years as quality control officer and marketing manager at TPL Suiting Pvt. Ltd. He has overall experience of over 29 Years in the field of Sales, Marketing and production.
Terms & Conditions for Appointment/reappointment	As per Resolution No. 6 of the notice read with explanatory statement thereto.	As per Resolution No. 7 of the notice read with explanatory statement thereto.
Details of Remuneration sought to be paid	₹ 84,40,000/-	₹ 14,40,000/-
Last Remuneration Drawn	₹ 84,40,000/-	₹ 14,40,000/-
Date of first appointment on the Board	20.10.1992	22.05.2000
No. of shares held in the Company	6492238 equity shares	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Shri Digvijay Dhabriya is husband of Smt. Anita Dhabriya & father of Shri Shreyansh Dhabriya, Whole time director of the Company	NIL
No. of Board Meetings attended/ held during Financial Year (2023-24)	8 out of 8	8 out of 8
Directorships held in other companies	<ul style="list-style-type: none"> <li> Dynasty Modular Furnitures Pvt Ltd.</li> <li> Polywood India Limited</li> <li> PHD Chamber of Commerce and Industry</li> </ul>	NIL
Listed entities in which the person holds the directorship	NIL	NIL
Committee position held in other listed companies	NIL	NIL

Name of Director	Anita Dhabriya DIN: 00359317	Shreyansh Dhabriya DIN: 06940427
Date of Birth	14.08.1970	26.06.1992
Age	54	32
Nationality	Indian	Indian
Qualification	Bachelor of Commerce from Ajmer University.	B. Tech from the VIT University, Vellore.
Experience	She carries rich experience of over 20 years in the administrative work. She actively engaged in the administrative and operational affairs of the company and responsible for business development of the company	He has an experience of over 10 years. He possesses excellent communication skills and actively engaged in establishing sustainable and profitable relationship with teams and customer, dealers and distributors across the country.
Terms & Conditions for Appointment/reappointment	As per Resolution No. 8 of the notice read with explanatory statement thereto.	As per Resolution No. 9 of the notice read with explanatory statement thereto.
Details of Remuneration sought to be paid	₹ 18,60,000/-	₹ 24,00,000/-
Last Remuneration Drawn	₹ 18,60,000/-	₹ 24,00,000/-
Date of first appointment on the Board	22.01.1997	15.07.2014
No. of shares held in the Company	470226 equity shares	82388 equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Smt. Anita Dhabriya is wife of Shri Digvijay Dhabriya, Managing Director & mother of Shri Shreyansh Dhabriya, Whole time director of the Company	Shri Shreyansh Dhabriya is son of Shri Digvijay Dhabriya, Managing Director & Smt. Anita Dhabriya, Whole time director of the Company
No. of Board Meetings attended/ held during Financial Year (2023-24)	8 out of 8	8 out of 8
Directorships held in other companies	<ul style="list-style-type: none"> <li>✚ Polywood India Limited</li> <li>✚ Polywood Green Building Systems Pvt Ltd</li> <li>✚ Polywood Profiles Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>✚ Dynasty Modular Furnitures Pvt Ltd</li> <li>✚ Polywood Profiles Pvt Ltd</li> </ul>
Listed entities in which the person holds the directorship	NIL	NIL
Committee position held in other listed companies	NIL	NIL

Name of Director	Mr. Ami Lal Meena DIN: 07642648	Mr. Anil Soni DIN: 08692320	Mrs. Sonika Gupta DIN: 10757491
Date of Birth	01.02.1956	05.11.1992	13.02.1991
Age	68	31	33
Nationality	Indian	Indian	Indian
Qualification	BSC (Honors) in Mathematics with Physics & Chemistry as additional subjects, MSC in Physics	B. Com, FCA, Registered Valuer (SFA)	Company Secretary, Bachelor of Law
Experience	He has an experience of over 30 years in the field of Finance, Management Insurance, etc.	He has an experience of 7 years in the field of Finance, Accounting, Taxation etc.	She has an experience of 10 years in the field of Secretarial & legal matters, Accounting, etc.
Terms & Conditions for Appointment/reappointment	As stated in the resolution set out in item number 10 of the Notice.	As stated in the resolution set out in item number 11 of the Notice.	As stated in the resolution set out in item number 12 of the Notice.
Details of Remuneration sought to be paid	Not Applicable	Not Applicable	Not Applicable
Last Remuneration Drawn	Not Applicable	Not Applicable	Not Applicable
Date of first appointment on the Board	01.09.2024	01.09.2024	01.09.2024
No. of shares held in the Company	NIL	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL	NIL	NIL
No. of Board Meetings attended/ held during Financial Year (2023-24)	Not Applicable	Not Applicable	Not Applicable
Directorships held in other companies	<ul style="list-style-type: none"> <li>✚ Mint Minerals Pvt. Ltd.</li> <li>✚ Grow Well Organic and Eco Products Pvt. Ltd.</li> </ul>	NIL	NIL
Listed entities in which the person holds the directorship	NIL	NIL	NIL
Committee position held in other listed companies	NIL	NIL	NIL

## MANAGEMENT DISCUSSION AND ANALYSIS

### Economy Overview

#### Global

Overview: Global growth declined from 3.5 percent in 2022 to 3.1 percent in 2023. Asia is expected to contribute significantly to global growth in 2023-24, despite the weaker-than-expected recovery in China, sustained weakness in USA, rising energy costs in Europe, weak global consumer sentiment due to the Ukraine-Russia war and the Red Sea crisis resulting in increased logistics costs. A tightening monetary policy translated into increased policy rates and interest rates for new loans.

Growth in advanced economies is estimated to decline from 2.6% in 2022 to 1.5% in 2023 and further, 1.4% in 2024 as policy tightening takes effect. Emerging market and developing countries are projected to report a modest decline in economic growth from 4.1% in 2022 to 4.0% in 2023 and 2024. Global inflation is projected to decline steadily from 8.7% in 2022 to 6.9% in 2023 and 5.8% in 2024 on account of a tighter monetary policy coupled with relatively lower international commodity prices. Core inflation is expected to decrease gradually, as inflation is not expected to return to its target until 2025 in most cases. The US Federal Reserve approved a much-anticipated interest rate hike raising the benchmark borrowing costs to their highest in over 22 years.

Global trade in goods was expected to have decreased by an approximate US\$2 trillion in 2023; trade in services increased by an estimated US\$500 billion. The average cost of Brent crude oil in 2023 stood at US\$83 per barrel, a downturn as compared to US\$101 per barrel in 2022. This decrease comes on account of Russia finding crude oil destinations outside the European Union and global crude oil demand falling short of expectations.

Global equity markets ended 2023 on a strong note, with major global equity benchmarks achieving double-digit returns. This outperformance was driven by a downturn in global inflation, slide in the dollar index, declining crude prices and higher expectations of rate cuts by the US Fed and other Central banks.

Region Growth%	2024	2023
World Output	3.1	3.5
Advanced economies	1.69	2.5
Emerging and developing economies	4.1	3.8

*Source: UNCTAD, IMF*

Outlook: Asia is expected to continue to account for the bulk of global growth in 2024-25. Inflation is expected to ease gradually as cost pressures moderate; headline inflation in G20 countries is expected to decline. The global economy has demonstrated resilience amid high inflation and monetary tightening, growth around previous levels for the next two years (Source: World Bank).

#### India

Overview: The Indian economy was estimated to grow 7.6% in the 2023-24 fiscal against 7.2% in 2022-23 mainly on account of the improved performance in the mining and quarrying, manufacturing and certain segments of the services sector. India retained its position as the fifth largest economy. The Indian rupee displayed relative resilience compared to the previous year; the rupee opened at ₹82.66 against the US dollar on the first trading day of 2023 and on 27 December was ₹ 83.35 versus the greenback, a depreciation of 0.8%.

In the 11 months of FY 2023-24, the CPI inflation averaged 5.4% with rural inflation exceeding urban inflation. Lower production and erratic weather led to a spike in food inflation. In contrast, core inflation averaged at 4.5%, a sharp decline from 6.2% in FY 2022-23. The softening of global commodity prices led to a moderation in core inflation. The nation's foreign exchange reserves achieved a historic milestone,

reaching US\$ 645.6 Billion. The credit quality of Indian companies remained strong between October 2023 and March 2024 following deleveraged Balance Sheets, sustained domestic demand and government-led capital expenditure. Rating upgrades continued to surpass rating downgrades in H2 FY 2023-24. UPI transactions in India posted a record 56% rise in volume and 43% rise in value in FY24.

	FY21	FY22	FY 23	FY 24
Real GDP growth (%)	-6.6	8.7	7.2	8.2

Growth of the Indian economy, 2023-24

	Q1 FY24	Q2 FY24	Q3 FY24	Q4 FY24
Real GDP growth (%)	8.2	8.1	8.4	7.8

(Source: Budget FY24; Economy Projections, RBI projections)

In 2023, India faced a challenging monsoon, experiencing a five-year low in rainfall, with August being exceptionally dry, receiving only 94% of its long-term average rainfall. Despite this, wheat production was anticipated to reach a record 114 million tonnes in the 2023-24 crop year, while rice production was expected to decline to 106 million metric tonnes due to adverse weather. Kharif pulses production was estimated lower than the previous year due to climatic conditions.

Economically, India saw growth across various sectors. The manufacturing sector output was projected to grow by 6.5%, compared to 1.3% in the previous year, and the mining sector by 8.1%. Financial services, real estate, and professional services were estimated to grow by 8.9%. Real GDP was estimated at ₹171.79 Lakh Cr, with a growth rate of 7.3%, while nominal GDP was at ₹296.58 Lakh Cr. Nonperforming assets in scheduled commercial banks decreased to 3.2%. India's exports stood at US\$ 778 Billion, with increases in direct tax and GST collections. Despite challenges, the agriculture sector's growth was projected at 1.8%. Other sectors, like trade, hotel, transport, communication, and broadcasting,

were expected to grow at a slower pace compared to the previous year.

(Source: Business Standard)

India achieved significant milestones, emerging as the fifth largest economy with a GDP of US\$ 3.6 Trillion and a nominal per capita income of INR 123,945. Its stock market grew, becoming the world's fourth largest, and foreign investment in Indian government bonds surged. India maintained its ease of doing business ranking and saw a decline in unemployment to 3.2% from 6.1% in 2018.

**Outlook:** India successfully tackled its global economic challenges in the year 2023 and is poised to continue as the world's fastest-growing major economy backed by a growing demand, moderate inflation, stable interest rates and robust foreign exchange reserves. The Indian economy is anticipated to surpass US\$4 trillion in 2024-25.

#### Union Budget FY 2023-24 provisions

The Interim Union Budget 2024-25 continued to prioritize capital expenditure spending, comprising investments in infrastructure, solar energy, tourism, medical ecosystem and technology. In 2024-25, the top 13 ministries in terms of allocations accounted for 54% of the estimated total expenditure. Of these, the Ministry of Defence received the highest allocation at ₹6,21,541 crore, constituting 13% of the total budgeted expenditure of the central government. Other ministries with high allocation included Road transport and highways (5.8%), Railways (5.4%) and Consumer Affairs, food and public distribution (4.5%).

(Source: Times News Network, Economic Times, Business Standard, Times of India).

#### Indian construction and building materials industry

The global construction materials market size was estimated at US\$1,320.01 billion in 2023 and is forecasted to grow from 1,369.86 billion in the year 2024 to US\$1,867.16 billion by the year 2032, growing at a CAGR of 3.9% during the time span. This growth is

accounted by the overall development of the construction industry, rise in infrastructure spending and growing demand for residential apartments.

The Indian construction materials recorded a growth of 8% to reach US\$240 billion in 2023, post a 10% growth in the year 2022. This steady market growth is driven by ongoing infrastructure development, urbanisation and various government initiatives, implementation of new technologies, emphasis on materials and increasing demand for affordable housing and industrial spaces have influenced the market dynamics of construction materials.

The Central government increased capital outlay on infrastructure development by a third to a record ₹10 lakh crore in the 2023-24, comprising 3.3% of the GDP. While the allocation towards road construction was raised to ₹2.7 lakh crore, the outlay was additionally increased for building tracks, reviving 50 additional airports, heliports and advance landing grounds to enhance regional air connectivity. Overall, India has set an ambitious aim of spending ₹143 lakh crore to develop infrastructure over seven fiscal years through 2030, double of the ₹63 lakh crore spent in the previous seven years starting 2017, catalyzing the market for building materials.

### Outlook

The construction materials industry in the country is poised for a transformative phase marked by innovation and advancements. Furthermore, the nation is on track to witness expected and unexpected trends to come up with more eco-friendly and cost-effective solutions that will address the evolving and rising demands. The partnership among the industry players and government support to research and development will further contribute to the pivotal tasks to carve a future where Indian construction materials align with global goals as well as India's growing requirements in infrastructure sector.

(Source: Economic Times, homes India magazine.com, Equipment Times, Global News Wire, Fortune Business Insights)

### Indian Plastic/PVC Industry

The India PVC market is projected to grow at a CAGR of 5.6% from 2020 to 2026. The increasing demand for PVC products in several end-use industries such as construction, automotive, and healthcare is one of the major factors driving the growth of the global PVC market. Additionally, the growing demand for sustainable building materials has been supporting the development and adoption of polyvinyl chloride (PVC) across various nations.

The rising infrastructure activities coupled with rapid urbanization are expected to drive demand for PVC products in residential, commercial & industrial buildings over the forecast period. This trend has been further enhanced due to government initiatives undertaken concerning reconstruction activities in developed countries like India and China among others which is likely to augment product sales over coming years.

The Indian plastics industry produces and exports a wide range of raw materials, plastic-moulded extruded goods, polyester films, moulded / soft luggage items, writing instruments, plastic woven sacks and bags, polyvinyl chloride (PVC), leather cloth and sheeting, packaging, consumer goods, sanitary fittings, electrical accessories, laboratory / medical surgical ware, tarpaulins, laminates, fishnets, travel ware, and others. The Indian plastics industry offers excellent potential in terms of capacity, infrastructure and skilled manpower. It is supported by a large number of polymer producers and plastic process machinery and mould manufacturers in the country.

A wide variety of plastics raw materials are produced to meet the material needs of different sectors of the economy. These polymeric materials are broadly categorized as commodity, engineering and specialty

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

PVC is a synthetic resin made from the polymerization of vinyl chloride. It is the third largest plastic in production and consumption. Technology has gradually improved over time with improvements in safety, product quality, production volume, environmental issues and cost. A key feature of PVC is that it can be combined with additives and fabricated into a wide variety of forms. These include pipes and fittings, profiles and tubes, windows and doors, sidings, wires and cables, film and sheets, toys and other moulded products and floorings. This quality, together with features such as durability, self-extinguishing property, resistance to most chemicals and oil, mechanical strength and ease of processing, means that PVC is a competitive and attractive option for many end uses in construction and infrastructure, agriculture, electrical products and healthcare. Further, only 43% of PVC's content comes from oil. The balance 57% comes from salt, meaning that PVC is less dependent on fossil fuels compared to other materials. This feature, coupled with the fact that PVC products can last up to 100 years, can be recycled and can provide products with good quality to price ratio, greatly reduces life cycle costs of PVC.

### UPVC Windows and Doors

#### Overview

India stands on the cusp of a monumental surge in construction activity, with thousands of premium residential and commercial projects set to launch in the coming years. As these projects take shape, the demand

for windows and doors, indispensable components of any building, is witnessing an unprecedented rise. At the forefront of this burgeoning market are uPVC and aluminium, commanding the lion's share due to their durability, versatility, and aesthetic appeal.

The spike in demand for uPVC doors and windows can be understood through various factors. Firstly, the ongoing and upcoming construction projects requires a robust supply of high-quality building materials, with uPVC emerging as a preferred choice due to its superior performance and longevity. Adding to that, there is increased awareness among consumers regarding the benefits of uPVC, such as its energy efficiency, low maintenance requirements and eco-friendliness, is driving adoption across residential and commercial segments alike.

Furthermore, the regulatory landscape and government initiatives aimed at promoting sustainable construction practices are providing further impetus to the growth of the uPVC market. With policies incentivizing the use of environmentally friendly materials and energy-efficient solutions, uPVC doors and windows are poised to play a pivotal role in shaping the future of India's built environment.

The uPVC doors and windows market in India has experienced remarkable expansion in recent years, and there is a projected substantial growth trajectory with an anticipated CAGR surpassing ~11% throughout the forecast period spanning from 2023 to 2027. uPVC doors and windows have gained popularity in India due to their energy efficiency, durability, and low maintenance requirements. They are used in both residential and commercial buildings and offer advantages over traditional materials like wood and aluminum. Enhanced funding from both central and state governments for infrastructure projects, alongside public investments, coupled with a reduction in construction material costs, is set to amplify the growth of the product market.



Despite the relatively positive outlook of the uPVC industry post-lockdown, it's worth noting that it experienced a lesser immediate impact compared to other manufacturing sectors. The doors and windows segment encountered a delayed effect as it grappled with a backlog of orders that required fulfillment. The popularity of uPVC doors and windows has surged significantly, particularly in residential, hospital, and institutional settings. This heightened demand is attributed to the exceptional noise-cancellation attributes of uPVC materials.

### Outlook

- ✚ Changing consumer preferences is one of the leading reasons which will be contributing in increasing the demand for uPVC doors and windows in India.
- ✚ As the Indian population becomes more urbanized and aspirational, there is a shift in consumer preferences towards modern and aesthetically pleasing building materials.
- ✚ uPVC doors and windows come in various designs, colors, and finishes, allowing for customization to match different architectural styles and personal tastes.
- ✚ This versatility makes uPVC products increasingly popular among consumers looking for contemporary and stylish solutions for their homes and offices.

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

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

### Company Overview

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

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

### PRODUCT PORTFOLIO

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

Windows & Doors, PVC Doors, PVC Wall Panel, PVC Fencing, PVC Furniture, SPC Flooring, PVC foam board.

### **Wall & Ceiling Fluted Panels**

Polywood Wall & Ceiling Fluted Panels is a new type of environmentally friendly product for wall decor. It has the characteristics of 100% waterproof, fire retardant, termite proof, simple & quick installation. With our vision to save natural resources like trees, we always make sure to develop and bring the product which are environmentally friendly and safe to use. Polywood At the same time, Polywood Wall & Ceiling Fluted Panels are very cost effective and durable. We have a collection of vast range of exclusive shades.

Our continuous research and innovation for Wall & Ceiling Fluted Panels is based on continues upgradation demand and consumption by Architects, Interior Designers, Users. We take care of their different choices, moods, type of application and aesthetically pleasing.

### **uPVC Windows & Doors**

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

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

### **PVC Door**

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

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

### **Soffit Ceiling & Wall System**

Polywood Soffit Ceiling & Wall System Panels is a new type of environment friendly product for wall decor. It has the characteristics of 100% waterproof, fire retardant, termite proof, simple & quick installation. With our vision to save natural resources like trees, we always make sure to develop and bring the product which is environment friendly and safe to use. At the same time, Polywood Soffit Ceiling & Wall System Panels is a very cost effective and durable. We have a collection of vast range of exclusive shades. Our continuous research and innovation for Soffit Ceiling & Wall System Panels is based on continues upgradation demand and consumption by Architects, Interior Designers, Users. We take care of their different choices, moods, type of application and aesthetically pleasing.

### **PVC Wall Panel & False Ceiling**

Polywood PVC Wall Panels are extensively used to add look and charm to residential as well as commercial

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

### **PVC Furnitures**

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

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

### **PVC Fencing**

Polywood fencing can be used for both interior as well as exterior applications. It can be easily grouted over soil, making it ideal for application around household gardens. One of the biggest advantages is that it has rounded edges with plastic fasteners, no metal parts. Therefore, it is safe even when used around children's. It does not corrode, requires no painting or polishing. Invulnerable to insects or termites and almost no maintenance is required.

There are 2 types of U-PVC fencings – Outdoor UV resistant type – It can be used for both interior as well as exterior applications. It is grouted with sand. Heavy duty concrete filled type – It is used for exterior

applications only and is grouted with cement, concrete and iron rod inside the main fence pillars

### **SPC Flooring**

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

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

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

### **Aluminium Windows & Doors**

Polywood Slider windows work well in a variety of rooms. A popular choice for contemporary styled homes, sliding windows bring improved ventilation as sashes can be moved right or left with a smooth sliding motion. Polywood Sliding door design offers a unique combination of oversized openings, Compression sealed technology for high energy performance and effortless

sash operation all in a traditional sliding panel aesthetic. Polywood Sliding Windows & Doors feature two [or more] horizontal sashes fitted with rollers at the bottom for swift sideways movement on tracks. Faster & easier to operate, they are great for panoramic views and air circulation. As a whole-house solution, sliders create a stunning look that accentuates modern architecture.

#### **PVC Foam Board**

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

Polywood PVC foam board is a kind of building made of polyvinyl chloride, with features as waterproof, flame retardant, acid & alkali resistant, light & heat preservation, noise insulation and shock absorption. The PVC foam sheet can be the ideal substitute of wood, aluminum and composite board. Furthermore, the surface is very smooth and high hardness, which is not easy to be scratched. For this feature, PVC foam board can be the prime choice in making furniture. The surface is polished, grain less, non-porous and clean which can be printed, painted, coated and laminated directly.

#### **D-Stona**

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

#### **Outlook**

Polywood is a prestigious name in the industry sector has withstood its vision for quality products, ethical and

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

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

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

### **Financial Overview**

#### **Analysis of the profit and loss statement**

- ✚ Revenues: Revenue from operations reported 28.74% growth from ₹ 8759.25 lakhs in 2022-23 to ₹ 11276.40 lakhs in 2023-24. Other income of the Company reported a 333.51% growth and accounted for 0.73% share of the Company's revenues, reflecting the Company's dependence on its core business operations.
- ✚ Expenses: Total expenses of the Company increased by 27.45% from ₹ 8379.61 lakhs in 2022-23 to ₹ 10680.04 lakhs in 2023-24 due to higher production. Employee expenses accounting for 16.84% of the Company's revenues and increased

by 38.32% from ₹ 1372.67 lakhs in 2022-23 to ₹ 1898.63 lakhs in 2023-24.

- ✚ Profit & Loss: Profit before taxes reported 70.27% growth from ₹ 398.65 lakhs to ₹ 678.77 lakhs in 2023-24. Net Profit for the year reported 64.49% growth from ₹ 304.66 lakhs to ₹ 501.12 lakhs in 2023-24. Total comprehensive income for the period reported 60.29% growth from ₹ 310.06 lakhs to ₹ 496.97 lakhs compared from previous year.
- ✚ Finance costs of the Company increased by 37.26% from ₹ 346.58 lakhs in 2022-23 to ₹ 475.71 lakhs in 2023-24 due to increase in borrowings for expansion of capacities and also due to increase in working capital requirements.

#### Analysis of the Balance Sheet

- ✚ The capital employed by the Company increased by 5.33% from ₹ 7031.20 lakhs as on 31<sup>st</sup> March 2023 to ₹ 7406.09 lakhs as on 31<sup>st</sup> March 2024.
- ✚ The net worth of the Company increased by 10.06% from ₹ 4403.78 lakhs as on 31<sup>st</sup> March 2023 to ₹ 4846.63 lakhs as on 31<sup>st</sup> March 2024 owing to increase in reserves and surpluses. The Company's equity share capital, comprising 1082.42 lakhs equity shares of ₹ 10 each, remained unchanged during the year under review.

#### Applications of funds

- ✚ Fixed assets (gross) of the Company increased by 17.58% from ₹ 6130.75 lakhs as on 31<sup>st</sup> March 2023 to ₹ 7208.75 lakhs as on 31<sup>st</sup> March 2024 owing to expansion.

#### Working capital management

- ✚ Current assets of the Company increased from ₹ 5712.00 lakhs as on 31<sup>st</sup> March 2023 to ₹ 5960.20 lakhs as on 31<sup>st</sup> March 2024.
- ✚ Inventories including raw materials, work in-progress and finished goods among others decreased by 4.45% from ₹ 3484.02 lakhs as on 31<sup>st</sup> March 2023 to ₹ 3328.90 lakhs as on 31<sup>st</sup> March 2024.

- ✚ Trade receivables increased by 19.77% from ₹ 1549.33 lakhs as on 31<sup>st</sup> March 2023 to ₹ 1855.66 lakhs as on 31<sup>st</sup> March 2024.
- ✚ Cash and bank balances of the Company decreased by 19.63% from ₹ 290.56 lakhs as on 31<sup>st</sup> March 2023 to ₹ 242.88 lakhs as on 31<sup>st</sup> March 2024.

#### Margins

- ✚ The EBIDTA margin of the Company Increased by from 11.22% in FY 2022-23 to % in 2023-24.

Particulars	2023-24	2022-23
Debt-equity ratio (in times)	0.99	1.09
Return on equity (%)	10.83	7.17
Inventory Turnover (in times)	3.31	2.68
Interest Coverage Ratio	2.43	2.15
Current Ratio (in times)	1.37	1.51
EBITDA Margin (%)	13.95	11.22
Net Profit Margin (%)	4.44	3.48

- i. Return on Equity (%): Increase is on account of growth in revenue and profit.
- ii. Interest Coverage Ratio: Increase is on account of borrowings towards capex and working capital, also increased due to increase in the rates by RBI & other banks across world several times to control inflation.
- iii. Net Profit ratio(%): Improvement in net profit ratio is mainly due to, increase in sales and profitability in current year as compared to previous year.

#### Market Presence

Your Company's market presence covers all the major cities of India. Your Company is having three manufacturing facilities (i.e. two at Jaipur {Rajasthan}, and Bangalore {Karnataka}), through which whole India is being catered. Company is having strong market hold throughout the India except couple of states for which also Company has made detailed marketing plans to strengthen its presence there also in the next one to two years.

## Opportunities & Threats

### Opportunities

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

### Threats

- ✦ Unfavorable foreign exchange rate fluctuations.
- ☞ Government bans
- ☞ Volatile raw material pricing
- ☞ Increased Competition from Local & Big Players

### Internal Control System and their Adequacy

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

### Human Resources/Industrial Relations

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

The company strongly believes that its Human Resources are one of its most valuable resource and it

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

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

### Cautionary Statement

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

## DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the Thirty-Second Annual Report on the business and operation of the Company together with the audited financial statements for the year ended March 31, 2024.

### 1. Financial Performance of the Company

The Audited Financial Statements of your Company as on March 31, 2024, are prepared in accordance with the relevant applicable Ind AS and Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the provisions of the Companies Act, 2013 ("Act"). The summarized financial highlights are depicted below:

(₹ In Lakhs)

Particulars	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Revenue from operations	11276.39	8759.25	21163.30	17117.22
Other Income	82.41	19.01	52.06	29.75
<b>Total Revenue</b>	<b>11358.81</b>	<b>8778.26</b>	<b>21215.36</b>	<b>17146.97</b>
Operating Expenses	9786.27	7795.34	18062.06	15275.18
<b>EBIDTA</b>	<b>1572.54</b>	<b>982.92</b>	<b>3153.30</b>	<b>1871.79</b>
Finance Cost	475.71	346.58	508.70	401.18
Depreciation	418.06	237.69	689.75	377.72
<b>Profit/ (Loss) before Exceptional Items and Tax</b>	<b>678.77</b>	<b>398.65</b>	<b>1954.84</b>	<b>1092.89</b>
Exceptional Items	-	-	-	-
<b>Profit/ (Loss) after Exceptional Items and Tax</b>	<b>678.77</b>	<b>398.65</b>	<b>1954.84</b>	<b>1092.89</b>
Provision for Tax	177.65	94.00	546.69	244.08
Other Comprehensive Income	(4.15)	5.40	(2.79)	10.06
<b>Total Comprehensive Income after Tax</b>	<b>496.97</b>	<b>310.06</b>	<b>1405.35</b>	<b>858.87</b>
Attributable to:				
Equity holders of the parent	-	-	1405.34	858.78
Non-controlling interests	-	-	0.02	0.09
EPS (₹)	4.63	2.81	13.01	7.84

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

The Annual Report also includes the Consolidated Financial Statements of the Company, which includes the result of the Company's subsidiaries; viz. Polywood Profiles Private Limited, Dynasty Modular Furnitures Private Limited and Polywood Green Building Systems Private Limited. At a consolidated level, your Company operates two segments of business viz. furniture & uPVC Doors,

Windows, PVC Profiles and D-Stona sheets and mouldings. At standalone level, your Company operates a single segment business viz. uPVC Doors, Windows, PVC Profiles and D-Stona sheets and mouldings.

The Company has posted its highest ever Revenue during the year under review. Your company made good progress in its business and achieved the highest turnover ever. The company has

showcased its resilience and demonstrated the capacity to absorb and continue to deliver a superior price-value proposition. The growth of the business validated its diversified portfolio. The company continued to invest across its businesses, strengthening its foundation for sustainable growth. The company is expecting to have a significant growth in the coming years as it is foreseeing good economic indicators in the coming year. The company has aggressively expanded during the last two years by setting up an additional production line of business.

The company's consolidated total income for the financial year 2023-24 is ₹ 21215.36 Lakhs, up by 23.73% over the previous year. The company's standalone total income for the financial year 2023-24 is ₹ 11358.81 Lakhs, up by 29.40% over the previous year. With the addition of new capacities and the introduction of new products, the company anticipates a positive demand momentum in the coming year.

During the year under review, the company registered a standalone Profit Before Tax (PBT) of ₹ 678.77 Lakhs as against ₹ 398.65 Lakhs in the previous year, reflecting a growth of 70.27% over the previous year. Profit before tax on a consolidated basis for the year 2023-24 stood at ₹ 1954.84 Lakhs as against ₹ 1092.89 Lakhs in the previous year, recording a growth of 78.87%.

During the year under review, the company registered a standalone Profit after tax (PAT) of ₹ 501.12 Lakhs as against ₹ 304.66 Lakhs in the previous year, reflecting a growth of 64.49% over the previous year. Profit after tax on a consolidated basis for the year 2023-24 stood at ₹ 1408.15 Lakhs as against ₹ 848.81 Lakhs in the previous year, recording a growth of 65.90%.

Interest cost for the financial year 2023-24 has increased to ₹ 475.71 Lakhs at a standalone basis as

against ₹ 346.58 Lakhs during the previous year. On a consolidated basis, interest cost for the financial year 2023-24 stood at ₹ 508.70 Lakhs as against ₹ 401.18 Lakhs in the previous year. The increase in interest cost is on account of an increase in borrowings for working capital requirements.

On a consolidated basis, the Net Worth of the company as at March 31, 2024, stood at ₹ 8235.37 Lakhs as against ₹ 6884.13 Lakhs in the previous year. The Consolidated earnings per share (basic) for the year ended March 31, 2024, stood at ₹ 13.01 per share as against ₹ 7.84 per share for the year ended March 31, 2024.

On a standalone basis, the Net Worth of the company as at March 31, 2024, stood at ₹ 4846.63 Lakhs as against ₹ 4403.78 Lakhs in the previous year. The Standalone earnings per share (basic) for the year ended March 31, 2024, stood at ₹ 4.63 per share as against ₹ 2.81 per share for the year ended March 31, 2024.

### 3. Credit Rating

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

S. No.	Agency	Type	Rating
1.	CRISIL Ratings	Long Term Bank Facilities	BBB; Stable (Outlook: Stable)

### 4. Dividend

The Board of Directors at their meeting held on May 22, 2024, have recommended payment of ₹ 0.50/- (Rupees Fifty Paise only) (5%) per equity share of ₹ 10 (Rupee Ten only) each as final dividend for the FY 2023-24. The proposed dividend, subject to approval of the Shareholders at the ensuing Annual General Meeting of the Company, would result in appropriation of ₹ 54.12 Lakhs (inclusive of TDS).



During the year under review, The Board of Directors at their meeting held on May 25, 2023, have recommended payment of ₹ 0.50/- (Rupees Fifty Paise only) (5%) per equity share of ₹ 10 (Rupee Ten only) each as final dividend for the FY 2022-23 and as approved by the members in its 31<sup>st</sup> AGM, the final dividend was paid to the Shareholders on 16<sup>th</sup> October 2023 amounting to ₹ 54.12 Lakhs (inclusive of TDS).

In view of the changes made under the Income Tax Act, 1961, by the Finance Act, 2020, dividend paid or distributed by the Company shall be taxable in the hands of the shareholders. Your Company shall, accordingly, make the payment of the dividend after deduction of tax at source at appropriate rates applicable to resident and non-resident shareholders as the case may be.

During the year under review, Company is not required to formulate Dividend Distribution Policy pursuant to provisions of Regulation 43A of the Listing Regulations as amended from time to time.

#### 5. Transfer to Reserves

During the year under review, the company has transferred ₹ 442.85 Lakhs to Reserves.

#### 6. Share Capital

The authorized and paid-up share capital of the company as of March 31, 2024, stood at ₹ 1250.00 Lakhs and ₹ 1082.42 Lakhs respectively. During the year under review, the Company has not issued shares or convertible securities or shares with differential voting rights nor has granted any stock options or sweat equity or warrants. As on March 31, 2024, none of the directors of the Company hold instruments convertible into Equity Shares of the Company.

#### 7. Board of Directors

In accordance with the prevailing provisions of the Section 149 of the Companies Act, 2013 read with

Regulation 17 of the Listing Regulations, as amended from time to time, as on March 31, 2024, the Board of Directors comprises of Eight Directors (with Four Executive Directors and Four Independent Directors)

#### Directors liable to retire by rotation seeking re-appointment

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Shreyansh Dhabriya (DIN 06940427), Whole-time Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment. A resolution seeking members approval for his re-appointment along with other required details forms part of the Notice of Annual General Meeting.

#### Managing & Whole-time Director

During the period under review, there were no changes to the Managing & Whole-time Directors of the Company. However, the current term of Executive Directors viz. Mr. Digvijay Dhabriya, Chairman & Managing Director, Mr. Mahendra Karnawat, Mrs. Anita Dhabriya, and Mr. Shreyansh Dhabriya, Whole-Time Directors would be expiring on 31<sup>st</sup> August 2019, accordingly, on the recommendation of the Nomination & Remuneration Committee, the Board has, subject to the approval of the shareholders in the ensuing Annual General Meeting, approved the reappointment of the aforesaid Executive Directors for a further period of five years i.e. w.e.f 01<sup>st</sup> September 2024 to 31<sup>st</sup> August 2029.

#### Independent Directors

During the period under review, Mr. Anil Upadhyay has tendered his resignation from the office of Independent Director on 22<sup>nd</sup> May 2023 w.e.f closing of business hours of 25<sup>th</sup> May 2023 due to his failing health. The second term of five years of Mr. Sharad

Kankaria, Mr. Padam Kumar Jain and Mr. Shiv Shanker would be expiring on 31<sup>st</sup> August 2024.

Further based on recommendation of Nomination & Remuneration Committee, the Board of Directors in its meeting held on August 30, 2024 appointed Mr. Ami Lal Meena, Mr. Anil Soni & Mrs. Sonika Gupta as Additional Directors in the category of Independent Directors for a period of five years with effect from 01<sup>st</sup> September 2024 to 31<sup>st</sup> August 2029. Their appointments are subject to approval of the Members at the ensuing General Meeting of the Company.

Pursuant to Regulation 36 of the Listing Regulations read with Secretarial Standard - 2 on General Meetings, a brief profile of the Directors proposed to be appointed/re-appointed is made available, as an Annexure to the Notice of the Annual General Meeting.

Pursuant to the provisions of Regulation 34(3) read with Schedule V to the Listing Regulations, the Company has obtained a Certificate from CS Manish Sancheti (COP No. 8997), of M Sancheti & Associates Company Secretary in Practice and the Secretarial Auditor of the Company, certifying that none of the Directors of the Company has been debarred or disqualified from being appointed or continuing as a Director of the Company by the Securities and Exchange Board of India or by the Ministry of Corporate Affairs or by any such statutory authority. The said Certificate is annexed to the Corporate Governance Report of the Company for the Financial Year 2023-24.

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

independence as required under the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

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

In the opinion of the Board, the Independent Directors fulfil the conditions of independence, are independent of the management, possess the requisite integrity, experience, expertise, proficiency and qualifications to the satisfaction of the Board of Directors. The details of remuneration paid to the members of the Board is provided in the Report on Corporate Governance.

#### **8. Number of Meetings of the Board/Committee**

The Board/Committee meetings are pre-scheduled, and a tentative annual calendar of the meetings is circulated to the Directors well in advance to help them plan their schedules and ensure meaningful participation. Only in the case of special and urgent business, should the need arise, the Board's approval is taken by passing resolutions through circulation, as permitted by law, which are noted in the subsequent Board meeting. In certain special circumstances, the meetings of the Board are called at shorter notice to deliberate on business items which require urgent attention of the Board. The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board meetings.

The Board met Eight times during the year under review and has accepted all recommendations made to it by its various committees. The details of the number of meetings of the Board held during the Financial Year 2023-24 and the attendance of

Directors forms part of the Report on Corporate Governance.

## 9. Key Managerial Personnel

The following are the Key Managerial Personnel of the Company:

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

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

## 10. Director's Responsibility Statement

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

- (i) In the preparation of the annual accounts for the year ended March 31, 2024, the applicable accounting standards have been followed along with proper explanation relating to material departures and the annual accounts have been prepared in compliance with the provisions of the Companies Act, 2013.
- (ii) They have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the company for the said period.

- (iii) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) They have prepared the annual accounts on a going concern basis.
- (v) They have laid down internal financial controls in the Company that are adequate and are operating effectively and
- (vi) They have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

## 11. Management Discussion and Analysis Report

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

## 12. Board Evaluation

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

### 13. Committees of the Board

The Board of Directors have the following committees:

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

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

### 14. Policy on Director's Appointment and Remuneration and other details

#### a. Procedure for Nomination and Appointment of Directors

The Nomination and Remuneration Committee (NRC) has been mandated to oversee and develop competency requirements for the Board based on the industry requirements and business strategy of the Company. The NRC reviews and evaluates the profiles of potential candidates for appointment of Directors and meets them prior to making recommendations of their nomination to the Board. Specific requirements for the position, including expert knowledge expected, are communicated to the appointee.

On the recommendation of the NRC, the Board has adopted and framed a Remuneration Policy for the Directors, Key Managerial Personnel and other employees pursuant to the applicable provisions of the Act and the Listing Regulations. The remuneration determined for Executive/Independent Directors is subject to the recommendation of the NRC and approval of the Board of Directors. The Executive Directors are not paid sitting fees; however, the Non-Executive Directors are entitled to

sitting fees for attending the Board / Committee Meetings.

It is affirmed that the remuneration paid to Directors, Key Managerial Personnel and all other employees are in accordance with the Remuneration Policy of the Company. The Company's Policy on Directors' Appointment and Remuneration and other matters provided in Section 178(3) of the Act and Regulation 19 of the Listing Regulations is given as **ANNEXURE 'A'** and forms an integral part of this report.

#### b. Familiarization / Orientation program for Independent Directors

The Independent Directors attend a Familiarization / Orientation Program on being inducted into the Board. Further, various other programmes are conducted for the benefit of Independent Directors to provide periodical updates on the regulatory front, industry developments and any other significant matters of importance. The details of Familiarization Program are provided in the Corporate Governance Report and is also available on the Company's Website at [www.polywood.org](http://www.polywood.org).

### 15. Financial Statements

Your Company follows Indian Accounting Standards (Ind AS) issued by the Ministry of Corporate Affairs in the preparation of its financial statements. Your Company has consistently applied applicable Accounting policies during the year under review. Management evaluates all recently issued or revised accounting standards on an ongoing basis. The Company discloses consolidated and standalone financial results on a quarterly basis which are subjected to limited review and publishes consolidated and standalone audited financial results on an annual basis. There were no revisions

made to the financial statements during the year under review.

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

Pursuant to Section 129(3) of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of Subsidiaries/Associate Companies/Joint Ventures is given in Form AOC-1 and forms an integral part of this Report.

#### 16. Performance of Subsidiary Companies

Your Company is having three subsidiaries. The separate audited financial statements in respect of each of the subsidiaries are also available on the website of the Company at [www.polywood.org](http://www.polywood.org).

The Company does not have any associate or Joint Venture. During the year, the Board of Directors reviewed the performance of the subsidiaries. In accordance with Section 129(3) of the Companies Act, 2013, we have prepared consolidated financial statements of the Company and all its subsidiaries, which form part of the Annual Report. The details of material subsidiary are provided in the Corporate Governance Report and a policy on determining material subsidiaries is available on the Company's Website at [www.polywood.org](http://www.polywood.org).

The performance in brief for the subsidiaries is given hereunder:

##### a. Polywood Profiles Private Limited:

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

Company for financial year 2023-24 stood at ₹ 7133.82 Lakhs compared with ₹ 6727.87 Lakhs in Previous Year. Total Comprehensive Income After Tax for the year stood at ₹ 826.66 Lakhs as against ₹ 461.26 Lakhs reported in the previous year.

##### b. Dynasty Modular Furnitures Private Limited:

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

The Gross Revenue of the Company for the financial year 2023-24 stood at ₹ 3402.97 Lakhs compared with ₹ 2109.42 Lakhs in the previous year. Total Comprehensive Income After Tax for the year stood at ₹ 126.20 Lakhs as against ₹ 78.55 Lakhs reported in the previous year.

##### c. Polywood Green Building Systems Private Limited:

The Company is a subsidiary company of Dhabriya Polywood Limited, incorporated in

the year 2012. The Company is engaged in the business of trading uPVC Doors and Windows and PVC Profiles. The Gross Revenue of the Company for financial year 2022-23 stood at ₹ 201.51 Lakhs compared with ₹ 246.79 Lakhs in Previous Year. Total Comprehensive Income After Tax for the year stood at ₹ 2.03 Lakhs as against ₹ 9.00 Lakhs reported in the previous year.

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

## 17. Auditors

### (a) Statutory Auditor

In terms of the provisions of section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, M/s. Tambi Ashok & Associates, Chartered Accountants (Firm Registration No. 005301C), have been appointed as Statutory Auditors of the Company to hold office from the conclusion of 27<sup>th</sup> Annual General Meeting till the conclusion of 32<sup>nd</sup> Annual General Meeting to be held during calendar year 2024. They have audited the Financial Statements of the Company for the financial year 2023-24. The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments. The current term of present Statutory Auditors will be ending on conclusion of Annual General Meeting (AGM) of the Company to be held on 2024.

Therefore, M/s Narendra Sharma & Co., Chartered Accountants, (Firm Registration No: 004983C), were appointed as Statutory

Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 37<sup>th</sup> Annual General Meeting to be held during calendar year 2029. They have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed there under for reappointment as Statutory Auditors of the Company. Accordingly consent of the members is being sought for their appointment as the statutory auditors of the Company.

### (b) Secretarial Auditor

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

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

### (c) Internal Auditors

The company has an effective full-time in-house and professionally competent internal audit team, which regularly monitors the effectiveness of the internal control systems. This function reports to the Audit Committee

and the Managing Director about the adequacy and effectiveness of the internal control systems of the company as well as the periodical results of its review of the company's operations as per an approved internal audit plan duly approved by the Audit Committee.

The recommendations of the internal audit teams on improvements in the operating procedures and control systems for strengthening the operating procedures are presented periodically to the Audit Committee.

During the year under review, Internal Auditors have not reported any matter under Section 143(12) of the Act and therefore no details are required to be disclosed under Section 134 (3) (ca) of the Act.

#### **(d) Cost Auditor**

As per the requirement of the Central Government and pursuant to section 148 of the Companies Act, 2013, read with Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your company hereby confirms that the provision of this section is not applicable, hence your company needs not required to appoint cost auditor for the financial year 2023-24.

According to Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014, every company specified in item (B) of rule 3 shall get its cost records audited in accordance with these rules if the overall annual turnover of the company from all its products and services during the immediately preceding financial year is rupees one hundred crore or more and the aggregate turnover of the individual product or products or service or services for which cost records are required to

be maintained under rule 3 is rupees thirty five crore or more.

Since, at the end of March 31, 2024 the Company has breached the overall turnover of rupees one hundred crore or more so company needs to appoint Cost Auditor as required under section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, to conduct the Audit of the Cost Accounting records for the financial year 2024-25.

Therefore, on the recommendation of the Audit Committee, the Board at its meeting held on August 09, 2024 has appointed M/s Gaurav Jain & Associates, Cost Accountants (FRN: 004160) as the Cost Auditors to conduct the Audit of the Cost Accounting records for the financial year 2024-25. As required under section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is to be ratified by the shareholders. Therefore, the Board of Directors recommend the remuneration payable to M/s Gaurav Jain & Associates, Cost Accountants (FRN: 004160) for the financial year 2024-25 for the ratification by the Members in the ensuing Annual General Meeting.

#### **18. Internal Financial Controls and its Adequacy**

The company has put in place adequate internal financial control procedures commensurate with its size, complexity and nature of business. The company has identified and documented all key financials controls which impact the financial statements as part of its Standard Operating Procedures. The financial controls are tested for operating effectiveness through ongoing monitoring and review process by the management and also independently by the Internal Auditor.

Where weaknesses are identified as a result of the reviews, new procedures are put in place to strengthen controls, and these are in turn reviewed at regular intervals.

Based on the review, nothing has come to the attention of Directors to indicate that any material breakdown in the function of these controls, procedures or systems occurred during the year.

#### 19. Vigil Mechanism/Whistle Blower Policy

Your Company has adopted a whistle blower policy and has established the necessary vigil mechanism for Directors and employees in conformity with the provisions of Section 177 of the Act and Regulation 22 of the SEBI Listing Regulations, to facilitate the reporting of genuine concerns about unethical or improper activity, without any fear of retaliation.

The Policy provides for adequate safeguards against victimization of employees, who avail of the mechanism and provides to employees' direct access to the Chairman of the Audit Committee. The Whistle Blower Policy has been posted on the Website of the Company at [www.polywood.org](http://www.polywood.org). During the year under review, your Company did not receive any complaint under the whistle blower mechanism.

#### 20. Risk Management

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

##### (a) Macroeconomic and uncertainty in external environment

The Company's operations are exposed to economic risks, commercial instability and global events beyond the control of the Company which might have an adverse impact on it. The business may underperform as a result of the economic slowdown.

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

##### (b) Commodity & Raw Material Price Risk

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

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

##### (c) Quality Risk

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

**Mitigation Strategies:** Your Company adheres to stringent quality standards and ensures that all its products are defect free and of superior



quality. The Company has also received various quality certification.

**(d) Technology Risk**

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

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

**(e) Higher competitive intensity**

Competition can be aggressive on prices or trade promotions. Competition can invest more in advertising to gain consumer mindshare. Competition can launch superior products. More players can enter the market. Your Company is always exposed to competition Risk particularly from Chinese products. The increase in competition can create pressure on margins, market share etc.

**Mitigation Strategies:** Our products have a good price value equation and have a long-term trust of our customers, enabling us to defend our market. Over the years, the Company has established itself as one of the most trusted companies in its sector by continuous efforts to enhance the brand image of the Company, by focusing on R&D, quality, cost, timely delivery, best customer service and by introducing new product range commensurate with demands.

**(f) Product Risk**

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

**Mitigation Strategies:** The Company is engaged in the manufacturing of uPVC Doors, Windows, PVC Profiles and D-Stona Sheets & mouldings. The wide portfolio of products will enable the Company to cater to the different market segments, thereby enhancing visibility.

**(g) Environment Risk**

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

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

**(h) Human Resource Risk**

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

**Mitigation Strategies:** Your Company's ability to deliver value is dependent on its ability to attract, retain and nurture talent. By continuously benchmarking the best HR practices across the industry and carrying out necessary improvements to attract and retain the best talent. We regularly undertakes training and development programmes to enhance the skill of its employee. Further, the company also conducts health check-ups to

ensure the safety and wellbeing of its workforce. Also, recruitment is across almost all states of India which helps to mitigate this risk and we do not anticipate any major issue for the coming years.

#### 21. Annual Return

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

#### 22. Acceptance of Deposits

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

#### 23. Particulars of loans, guarantees or investments

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

#### 24. Particulars of contracts or arrangements with related parties

Related party transactions entered during the financial year under review are disclosed in note no. 38 of notes to the financial statements of the Company for the financial year ended March 31, 2024. These transactions entered were at an arm's length basis and in the ordinary course of business. Your Company has not entered into any transactions with related parties which could be considered material in terms of Section 188 of the Act. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act, in Form AOC 2, is not applicable.

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

was obtained on a yearly basis for transactions which were repetitive in nature. A statement in summary form of transactions with related parties in the ordinary course of business and on an arm's length basis is periodically placed before the Audit committee for review and recommendation to the Board for their approval.

In terms of Regulation 23 of SEBI Listing Regulations, the Company submits details of related party transactions as per the specified format to the stock exchanges on a half-yearly basis.

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

#### 25. Corporate Governance

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

The Company has been employing about Ten women employees in various cadres within the factory premises. Your Company has set up an Internal Complaints Committee for implementation of said policy. Complaints received, if any are regularly monitored by women line supervisors who directly report to the Chairman & Managing Director. During the financial year 2023-24 your company has not received any complaint of

harassment and hence no complaint is outstanding as on March 31, 2024, for redressal.

## 26. Corporate Social Responsibility (CSR)

In accordance with the provisions of the Companies Act 2013 read with Rules made thereunder, the Company was not required to make any CSR contribution for the Financial Year 2023-24.

The Report on CSR activities as required under the Companies (CSR Policy) Rules, 2014 along with the brief outline of the CSR policy is annexed as **ANNEXURE 'F'** and forms an integral part of this Report. The Policy has been uploaded on Company's website at [www.polywood.org](http://www.polywood.org) to this report. For details regarding the CSR Committee, refer to the Corporate Governance Report, which is a part of this report.

## 27. Environment and Safety

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

Your Company has in place a policy on Prevention of Sexual Harassment at Workplace, which is in line with requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ('POSH Act'). The objective of this policy is to provide an effective complaint redressal mechanism if there is an occurrence of sexual harassment. This policy is applicable to all employees, irrespective of their level.

Your Company has also set up an Internal Complaints (IC) Committee at all our locations which is duly constituted in compliance with the

provisions of the POSH Act. Further, the Company also conducts interactive sessions for all the employees, to build awareness amongst employees about the policy and the provisions of the POSH Act.

During the year under review, the Committee has not received any complaint.

## 28. Human Resources and Industrial Relations

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

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

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

During the year under review, industrial relations remained cordial and peaceful.

## 29. Statutory Information and other Disclosures

As per section 134(3) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, the information on conservation of energy, technology absorption and foreign exchange earnings and outgo is annexed in **ANNEXURE 'C'** an integral part of this report.

In terms of provisions of section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as **ANNEXURE 'D'** and forms an integral part of this report. A statement comprising the names of Top 10 employees in terms of remuneration drawn and every persons employed throughout the year, who were in receipt of remuneration in terms of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as **ANNEXURE 'G'** and forms an integral part of this report.

The Business Responsibility Reporting as required under Regulation 34(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to your company for the financial year 2023-24.

## 30. General Disclosures

Your directors state that during the year under review:

- i. The Equity shares of the Company are listed on the Bombay Stock Exchange.
- ii. The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.
- iii. There are no material changes and commitments affecting the financial position of the company which occurred between the end of the financial year March 31, 2024 to which the financial statements relate and the date of signing of this report.

- iv. Details of unclaimed dividends have been provided as part of the Corporate Governance report.
- v. No significant or material orders were passed by any regulator or Court or Tribunal which impacts the going concern status and Company's operations in future.
- vi. There was no application made and proceeding initiated /pending under the Insolvency and Bankruptcy Code, 2016, by any Financial and/or Operational Creditors against the Company.
- vii. The requirement to disclose the details of difference between amount of valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable.
- viii. There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and/or Board under section 143(12) of the Companies Act, 2013 and Rules framed thereunder.
- ix. Pursuant to the applicable provisions of the Companies Act, 2013 read with IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the Rules') all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Government of India, after the completion of seven years. During the year, Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

### 31. Green Initiatives

In commitment to keep in line with the Green Initiatives and going beyond it, electronic copy of the Notice of 32<sup>nd</sup> Annual General Meeting of the Company including the Annual Report for FY 2023-24 are being sent to all Members whose e-mail addresses are registered with the Company / Depository Participant(s).

### 32. Cautionary Statement

The statement in this Director's Report & Management's Discussion and Analysis detailing the Company's objectives, projections, estimates, expectations or predictions are "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. The results of these assumptions made, relying on available internal and external information, are the basis for determining certain facts and figures stated in the report. Since the factors underlying these assumptions are subject to change over time, the estimates on which they are based are also subject to change accordingly. These forward-looking statements represent only the Company's current intentions, beliefs or expectations, and any forward-looking statement speaks only as of the date on which it was made. The Company assumes no obligation to revise or update any forward-looking statements, whether as a result of new information, future events, or otherwise. Important factors that could make a difference to the

Company's operations include raw material availability and its prices, global and Indian demand-supply conditions, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments in India and other factors such as litigation and labor negotiations.

### 33. Appreciation and Acknowledgments

The Board of Directors take this opportunity to thank all the stakeholders of the company for their continued support and express their sense of gratitude to the customers, vendors, banks, financial institutions, channel partners, business associates, Central and State Governments for their co-operation and look forward to their continued support in future

The Directors also record their appreciation for the dedicated services rendered by all the Executive Staff and Workers of the Company at all levels in all units and for their valuable contribution in the working and growth of the Company.

For & on behalf of the Board

Sd/-

**Digvijay Dhabriya**

Chairman & Managing Director

DIN: 00519946

**Jaipur, August 30, 2024**

## ANNEXURE 'A'

### NOMINATION AND REMUNERATION POLICY

#### 1. INTRODUCTION

This policy on nomination & remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management has been formulated by the Remuneration and Nomination committee to align the objectives and goals of the company with the requirements of the Companies Act, 2013 and the Listing Agreement with the Stock Exchange (as amended from time to time).

#### 2. DEFINITIONS

“Act” means the Companies Act, 2013 and Rules framed there under, as may be amended from time to time.

“Board” means Board of Directors of the Company.

“Company” means Dhabriya Polywood Limited.

“Committee” means the Nomination & Remuneration Compensation Committee of the Board of Directors.

“Compliance Officer” means the Company Secretary of the Company.

“Directors” means members of Board of Directors of the Company.

“Key Managerial Personnel” shall have the same meaning as in Section 2(51) of the Companies Act, 2013.

“Senior Management” means personnel of the company who are members of the core management team excluding Board of Directors comprising all members of management one level

below the executive directors, including the functional heads.

The words and expression used in this policy not defined herein above will have the same meaning as defined in Companies Act, 2013 including any amendments made from time to time.

#### 3. APPLICABILITY

This Policy is applicable to:

- a. Directors (Executive and Non-Executive)
- b. Key Managerial Personnel; and
- c. Senior Management

#### 4. OBJECTIVE

The objective of this policy is to ensure compliance with section 178 of the Companies Act, 2013 read with the applicable rules and listing agreement entered with the stock exchange and to lay down a framework in relation to remuneration of Directors, KMPs and Senior Management of the Company. This policy also lays down a criteria for recommending the appointment of Board Members (Independent Directors, Executive Directors and Non-Executive Directors).

#### 5. DUTIES IN RELATION TO NOMINATION AND REMUNERATION

The duties of the Committee in relation to nomination and remuneration matters include:

- a. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b. To formulate the criteria for determining qualifications, positive attributes and independence of a director.

- c. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- d. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- e. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the company's operations.
- f. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- g. To assist in developing a succession plan for the Board.
- h. Delegation of any of its powers to any member of the Committee or the Compliance Officer.

## 6. CONSTITUTION OF COMMITTEE

The Board has the power to constitute/re-constitute the committee to be known as the Nomination and Remuneration/Compensation Committee consisting of three or more non-executive directors out of which not less than one-half shall be independent directors. The Chairman of the Committee is an Independent Director. However, the chairperson of the company (whether executive or non-executive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee.

## 7. CRITERIA FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

### A. Appointment Criteria and Qualifications

- i. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.

- ii. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- iii. The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

### B. Term / Tenure

- i. Managing Director/Whole-time Director:  
The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- ii. Independent Director:  
An Independent Director shall hold office for a term up to five consecutive years and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of up to maximum of 5 years each, but such Independent Director shall be eligible for

appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

**C. Evaluation**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

**D. Removal**

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

**E. Retirement**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior

Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

**8. REMUNERATION TO DIRECTOR, KMP AND SENIOR MANAGEMENT**

**a. Remuneration to Executive Directors**

The remuneration to the Executive Directors shall be governed by the provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The Managing Director gets a monthly salary, perquisites and performance pay as per the policies of the Company. In the event of the Managing Director desiring to leave the service of the Company, he shall give to the Company 6 months' notice. The company may, at its sole discretion, relieve the Managing Director of his duties any time by giving 6 months' notice.

The Executive Directors gets a monthly salary, perquisites and performance pay as per the policies of the Company. Salary, as recommended by the Remuneration Committee and approved by the Board and the Shareholders of the Company, perquisites, retirement benefits and performance pay are also paid/provided in accordance with the Company's compensation policies, as applicable to all employees and the relevant legal provisions.

The remuneration paid to Executive Directors is determined keeping in view the industry benchmarks and Company's policy.

**b. Remuneration to Non- Executive / Independent Director**

The remuneration shall be in accordance with the statutory provisions of the Companies Act, 2013 and the rules made there under for the time being in force. The Non-Executive



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

An Independent Director will not be eligible to any stock option of the Company.

**c. Remuneration to Key Managerial Personnel, Senior Management and Other Staff**

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

If, in any financial year, the Company has no profits or its profits are inadequate, the company shall pay to remuneration to its managerial personnel in accordance with the provisions of Schedule V of the Companies Act, 2013. If any managerial personnel draw or

receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013, he/she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company.

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

- ✚ Aligning key executive and Board Remuneration with the longer-term interests of the Company and its Shareholders
- ✚ Minimize complexity and ensure transparency
- ✚ Link to long term strategy as well as annual business performance of the Company
- ✚ Reflective of line expertise, market competitiveness so as to attract the best talent.

**9. REVIEW AND AMENDMENT**

The Committee or the Board may review the Policy as and when it deems necessary. The Board on its own and/or as per the recommendations of Committee can amend the policy, as and when deemed fit.

ANNEXURE 'B'

Form No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH 2024

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

To  
The Members,  
DHABRIYA POLYWOOD LIMITED  
B-9D(1), Malviya Industrial Area  
Jaipur - 302017 (Rajasthan)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Dhabriya Polywood Limited** bearing CIN: L29305RJ1992PLC007003 (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2024 (Audit Period) complied with statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed, and other records maintained by the Company for the financial year ended on March 31, 2024 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 Byelaws 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;
- (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 Audit Period);

- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not applicable to the Company during the Audit Period);
- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable to the Company during the Audit Period);
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (Not applicable to the Company during the Audit Period);
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable to the Company during the Audit Period);
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during the Audit Period); and
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) Based on the study of the systems and processes in place and a review of the reports of the Compliance officers placed before the Board of Directors of the Company and a confirmation given by the Management about the compliances of other applicable laws, We report that the Company has complied with the provisions of applicable statutes including normally applicable environmental laws and labor laws. In addition, the Company has complied with the following specific statutes

and the rules made there under to the extent they are applicable to them

- (i) Rajasthan Shops and Commercial Establishments Acts, 1958;
- (ii) Designs Act, 2000 and the Rules thereunder;
- (iii) Legal Metrology Act, 2009 and Rules thereunder.

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

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

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

We further report that –

- (i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Independent Directors. Changes in the composition of Board of Directors that took place during the year under review, were carried out in compliance with the provisions of the Act;
- (ii) Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance. Further, independent director(s) were present at Board Meetings which were called at shorter notice to transact business which were considered urgent by the

management in compliance of Section 173(3) of the Act. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

- (iii) Based on the minutes made available to us, we report that Majority decision is carried through and that there were no dissenting votes from any Board member that was required to be captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor, report deviations to the Board, take corrective actions and ensure compliance with applicable laws, rules, regulations and guidelines; and

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

For M Sancheti & Associates  
Company Secretaries  
ICSI Unique Code: S2011RJ149500

CS Manish Sancheti                               Jaipur, May 22, 2024  
Proprietor  
M No.: FCS 7972 | CP: 8997  
Peer Review Certificate No.:834/2020  
UDIN: F007972F000427041

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

## Annexure 'A'

To

The Members,

DHABRIYA POLYWOOD LIMITED

B-9D(1), Malviya Industrial Area

Jaipur - 302017 (Rajasthan)

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

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance

of laws, rules and regulations and happening of events etc.

5. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For M Sancheti & Associates

Company Secretaries

ICSI Unique Code: S2011RJ149500

CS Manish Sancheti

Jaipur, May 22, 2024

Proprietor

M No.: FCS 7972 | CP: 8997

Peer Review Certificate No.:834/2020

UDIN: F007972F000427041

## ANNEXURE 'C'

### Conservation Of Energy, Technology Absorption And Foreign Exchange Earnings And Outgo

The information under section 134(3) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 for the year ended March 31, 2024, is given below and forms part of the Director's Report.

#### (A) Conservation of Energy

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

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

- Better layouts at the time of project implementation to simplify the operations.
- Replacement of old utility equipment's with new energy-efficient equipment's.
- Effective preventive maintenance helped in increasing energy efficiency of equipment.
- Conventional lights replaced with LED Lights.

(ii) The steps taken by the Company for utilizing alternate source of energy

Company has installed 360 KW rooftop solutions at different manufacturing unit locations.

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

#### (B) Technology Absorption

(i) The efforts made towards technology absorption

The Company is continuously endeavoring to upgrade its technology from time to time in all aspects through in-house R&D primarily aiming at reduction of cost of production and improving the quality of the product.

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

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

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

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

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

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

Particulars	2023-24	2022-23
Earnings in foreign Exchange	60.37	94.33
Outgo in foreign Exchange	1732.60	1260.27

For & on behalf of the Board  
Sd/-

**Digvijay Dhabriya**  
Chairman & Managing Director  
DIN: 00519946

Jaipur, August 30, 2024

## ANNEXURE 'D'

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

1. Ratio of the remuneration of each Executive Director to the median remuneration of the Employees of the Company for the financial year 2023-24, the percentage increase in remuneration of Executive Directors, Chief Financial Officer and Company Secretary during the financial year 2023-24.

Sl. No.	Name of Director/ KMP	Ratio of remuneration of each director to median remuneration of employees	Percentage increase in remuneration
1.	Digvijay Dhabriya – MD	30.43	0.00%
2.	Anita Dhabriya – WTD	6.74	0.00%
3.	Mahendra Karnawat – WTD	5.22	0.00%
4.	Shreyansh Dhabriya – WTD	8.70	0.00%
5.	Hitesh Agrawal – CFO	N.A.	0.00%
6.	Sparsh Jain - CS	N.A.	24.91%

Note:

- (a) The Non-Executive Directors of the Company are entitled for sitting fees and commission as per statutory provisions and within the limits approved by the shareholders. The details of remuneration of Non-Executive Directors are provided in the Corporate Governance Report. The ratio of remuneration and percentage increase for Non-Executive Directors is therefore not considered for the above purpose.
- (b) The median remuneration of employees of the company was ₹ 2,76,000/-

2. The percentage increase in the median remuneration of Employees for the financial year was 2.22%.
3. The Company has 535 permanent Employees on the rolls of Company as on March 31, 2024.
4. Average percentage increase made in the salaries of employee's other than the managerial personnel in the financial year was 11.59%, whereas there was 0.00% increase in the managerial remuneration. The average increases every year is an outcome of the Company's market competitiveness and business performance.
5. The key parameters for any variable component of remuneration:
- Variable compensation is an integral part of our total remuneration package for all employees including Managing Directors/ Whole-time Directors. Variable Pay is directly linked to business performance. At the start of the year, the Management sets business and financial targets for the Company. These are drawn from the organizational strategic plan and are then reviewed for consistency and stretch.
6. It is hereby affirmed that the remuneration paid during the year is as per the remuneration policy of the Company.

For & on behalf of the Board

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

Jaipur, August 30, 2024

## ANNEXURE 'E'

### Form AOC-1

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

#### Part "A": Subsidiaries

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

Sl. No.	Particulars	Subsidiary 1	Subsidiary 2	Subsidiary 3
1.	Name of the Subsidiary	Polywood Green Building Systems Private Limited	Polywood Profiles Private Limited	Dynasty Modular Furnitures Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as Holding Company	Same as Holding Company	Same as Holding Company
3.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Not Applicable	Not Applicable	Not Applicable
4.	Share capital	5.00	4.65	75.61
5.	Reserves & surplus	382.01	2780.37	621.12
6.	Total assets	666.57	3219.02	2344.89
7.	Total Liabilities	666.57	3219.02	2344.89
8.	Investments	-	-	-
9.	Turnover	201.51	7133.82	3402.97
10.	Profit before taxation	3.06	1130.63	188.88
11.	Provision for taxation	0.99	306.75	61.30
12.	Profit after taxation	2.07	823.88	127.58
13.	Total Comprehensive Income	2.03	826.66	126.20
14.	Proposed Dividend	Nil	₹100	Nil
15.	% of shareholding	99%	100%	100%

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

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

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

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

For & on behalf of the Board

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

Jaipur, August 30, 2024



## ANNEXURE 'F'

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES 2023-24

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

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

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

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

During the financial year 2023-24, the Company was not required to spend any amount on CSR and therefore no CSR activities were undertaken. The

web link to the CSR Policy: <https://www.polywood.org>

2. **The Composition of CSR Committee:**

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

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: [www.polywood.org](http://www.polywood.org)

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

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

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

#### 7. CSR Requirement:

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

#### 8. CSR Spend:

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

#### 9. Details of Unspent of previous years

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

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: **Not Applicable.**

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

12. It is hereby confirmed that the implementation and monitoring of the CSR Policy is in compliance with CSR objectives and policy of the Company.

**Sharad Kankaria**

Chairperson of CSR Committee

DIN: 06961462

**Digvijay Dhabriya**

Managing Director

DIN: 00519946

Place: Jaipur

Date: August 30, 2024

## ANNEXURE 'G'

Information as per Section 197(12) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Report of the Board of Directors for the year ended 31<sup>st</sup> March, 2024

### Details of Top Ten Employees in terms of remuneration drawn as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

S. No.	Name	Age	Qualification	Date of Employment	Designation/ Nature of Duties	Nature of Employment	Gross (₹ In Lakhs)	Experience in Years	Name of the Previous Employer	% of equity shares held by the employee in the company
1.	Digvijay Dhabriya	58	B.E.(Mech.), PG- Plastic Engineering	20.10.1992	Managing Director	On Roll	84.00	31	Polycon group	59.98
2.	Sourabh Mathur	42	MBA, MCA	15.04.2011	Business Head	On Roll	42.10	18	Ozone Industries Ltd.	0.0018
3.	Hitesh Agrawal	50	Chartered Accountant	07.05.2001	CFO	On Roll	30.00	22	N.A	0.0009
4.	Shreyansh Dhabriya	31	B.Tech. (Mech.)	15.07.2014	Whole-Time Director	On Roll	24.00	9	N.A	0.76
5.	Amit Kumar Patni	45	Chartered Accountant	20.04.2015	Sr. Manager-Finance	On Roll	20.40	12	Hettich India Pvt. Ltd.	0.0027
6.	Anita Dhabriya	53	B. Com.	01.04.2011	Whole-Time Director	On Roll	18.60	20	N.A	4.34
7.	Bhawani Shankar Jangid	49	B.A.	22.03.2003	Unit Head - uPVC D/W	On Roll	15.60	20	N.A.	0.00
8.	Priyank Jain	34	PD-PMT (Mech.), CIPET	01.02.2011	Manager- Tool Room & Plant	On Roll	15.00	14	Roop Polymers Ltd.	0.00
9.	Mahendra Karnawat	54	M. Com.	01.11.2000	Whole-Time Director	On Roll	14.40	25	TPI Suiting Pvt. Ltd.	0.00
10.	Manohar Lal Sharma	37	Chartered Accountant	30.05.2011	Sr. Manager-Finance	On Roll	13.80	12	N.A.	0.0074

#### Notes:

- ✚ Gross Remuneration includes salary, allowances, commission, performance linked variable pay disbursed, taxable value of perquisites and Company's contribution to provident fund.
- ✚ Mr. Digvijay Dhabriya, Mrs. Anita Dhabriya and Mr. Shreyansh Dhabriya, are related interse.
- ✚ Other terms and conditions as per Company's Rules.

## CORPORATE GOVERNANCE REPORT

The Board of Directors present the Company’s Report on Corporate Governance for the year ended March 31, 2024, in terms of Regulation 34(3) read with schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (The “Listing Regulations”) as amended.

### COMPANY’S PHILOSOPHY

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

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

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

- ✦ Appropriate composition and size of the Board, with each member bringing in expertise in their respective domains, enhancing trusteeship by providing adequate information to the Directors to discharge fiduciary duties effectively;
- ✦ Professionalism ensures that management teams across the organization are qualified and have clear understanding of their roles and responsibilities;

- ✦ Availability of information to the members of the Board and Board Committees to enable them to discharge their fiduciary duties;
- ✦ Timely disclosure of material operational and financial information to the stakeholders;
- ✦ Systems and processes in place for internal control; and
- ✦ Proper business conduct by the Board, senior management and Employees.

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

### GOVERNANCE STRUCTURE

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

#### 1. Board of Directors:

The Board is well diverse, comprising highly experienced individuals and persons with eminent expertise who are entrusted with the responsibility of the Management, directions and performance of the Company. The Board is entrusted with the ultimate responsibility of the management, general affairs, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company’s management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosure. The Company is managed by the Board of Directors in coordination with the Senior Management team. The Board members take an active part at the Board and Committee meetings and provide valuable guidance to the Management on various aspects of business, governance and compliance.

## 2. Committees of the Board:

The company is having mandatory committees such as Audit Committee, Nomination & Remuneration Committee, CSR Committee, Stakeholders and Relationship committee etc. are focused on financial reporting, audit & internal controls, compliance issues, appointment and remuneration of Directors and Senior Management Employees and shareholders grievances and implementation and monitoring of CSR activities.

### THE BOARD OF DIRECTORS

#### Composition of the Board and category of Directors

i) As on 31<sup>st</sup> March 2024, the Board of DPL consists of eminent persons with optimum balance of Executive Directors and Non-Executive Directors including Independent Directors having professional expertise from different fields such as technical, business strategy and management, marketing, Accounts & finance, governance and thus meets the requirements of the Board diversity. The Board consists of Four Independent Directors, Four Executive Directors including one women Director. The Board further confirms that in its opinion, the independent directors fulfil the conditions specified in the SEBI (LODR) Regulations, 2015 (Listing Regulations) and are independent from management. The Board composition is in conformity with provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder and provisions of the Listing Regulations. Mr. Digvijay

Dhabriya is Chairman & Managing Director of DPL and also a Promoter.

- ii) While appointing new Directors on the Board, the Nomination and Remuneration Committee of the Board considers the qualifications, positive attributes and independence (for appointment of Independent Directors) as per the criteria laid down in that behalf and makes its recommendation to the Board for its consideration.
- iii) None of the Board of Directors of the Company is a member of more than 10 committees or chairperson of more than 5 committees as specified under SEBI Listing Regulations, across all the listed / public limited Companies in which he is a director. The Board confirms that the Independent Directors fulfil the conditions specified in these regulations and that they are Independent of the management.
- iv) None of the Board of directors of the Company is a director of more than Seven (7) listed entities and more than ten (10) public limited companies.
- v) None of the non-executive directors of the Company are serving as an independent Director in more than seven (7) listed entities. Further none of the executive directors of the Company are not serving as an Independent Director in any Listed entities.

vi) All Directors have been informed about their Directorships, Committee Memberships/Chairmanships including any changes in their positions. The details of each member of the Board along with the number of Directorship(s)/Committee Membership(s) and date of joining the Board are provided herein below: -

Name	Date of Appointment	Attended last AGM held on 30.09.2023	List of Directorship held in other Listed Companies	Directorship in other Indian public ltd. Co.	No. of outside board committees in which chairman /member	
					Chairman	Member
Digvijay Dhabriya Chairman & Managing Director (DIN: 00519946)	28.06.2003	Yes	NIL	1	-	-
Anita Dhabriya Whole time Director (DIN: 00359317)	15.07.2014	Yes	NIL	1	-	-
Mahendra Karnawat Whole time Director (DIN: 00519876)	22.05.2000	Yes	NIL	-	-	-
Shreyansh Dhabriya Whole time Director (DIN: 06940427)	15.07.2014	Yes	NIL	-	-	-
Sharad Kankaria Independent Director (DIN: 06961462)	30.08.2014	Yes	NIL	-	-	-
Anil Upadhyay <sup>1</sup> Independent Director (DIN: 06962089)	30.08.2014	No	NIL	-	-	-
Padam Kumar Jain Independent Director (DIN: 06962097)	30.08.2014	Yes	NIL	-	-	-
Shiv Shanker Independent Director (DIN: 06962101)	30.08.2014	Yes	NIL	-	-	-
Vijay Kumar Jha Independent Director (DIN: 09525388)	13.08.2022	Yes	NIL	2	-	-

Notes: -

1. Shri Anil Upadhyay, Independent Director of the Company has tendered his resignation from the Office of Independent Director on 22<sup>nd</sup> May 2023 w.e.f closing of business hours of 25<sup>th</sup> May 2023 due to his failing health.
2. As per the information available with the Company, except Mr. Digvijay Dhabriya, Mrs. Anita Dhabriya and Mr. Shreyansh Dhabriya, none of the Directors are related interse.
3. Details of Director(s) retiring or being re-appointed are given in notice to Annual General Meeting.
4. Brief profile of the Board Members is given on the website of the Company [www.polywood.org](http://www.polywood.org).

5. Directorships exclude Private Limited Companies, Foreign Companies and Section 8 Companies.
6. Chairmanship/Membership of Committee only includes Audit Committee and Stakeholders Relationship Committee in Indian Public Limited Companies other than DPL. Members of the Board of the Company do not have membership of more than ten Board-level Committees or Chairman of more than five such Committees.
7. None of the Independent Directors have any material pecuniary relationship or transaction with the Company.

Maximum tenure of Independent Directors is in accordance with the Companies Act, 2013 and rules made thereunder.

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

S. No.	Name of the Director	Skill/Expertise/Competence
1.	Digvijay Dhabriya	Business strategy & operations, Leadership, engineering and technical skills, industry knowledge, risk management, governance and regulatory requirements, financial management.
2.	Anita Dhabriya	Business strategy & operations, industry knowledge, risk management, governance & regulatory affairs.
3.	Mahendra Karnawat	Marketing, sales & consumer insights, operations, supply chain management and distribution.
4.	Shreyansh Dhabriya	Business strategy, consumer insights, new products, innovation, research & development, operations, marketing, branding, project management and risk management.
5.	Sharad Kankaria	Business operations, strategic planning, industrial knowledge, consumer insights, financial & supply chain management.
6.	Anil Upadhyay (Upto 25.05.2023)	Business strategy & operations, engineering, project management, risk management, financial & supply chain management and consumer insight.
7.	Padam Kumar Jain	Financial management & accounting, business strategy, management, taxation, costing, investor relations, governance and regulatory affairs.
8.	Shiv Shanker	Business strategy & operations, industry knowledge / experience, consumer insights & innovation, engineering, project, branding and financial management.
9.	Vijay Kumar Jha	Financial management & accounting, investor relations, governance and regulatory affairs.

### Board Meetings










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

the meeting to enable the Directors to take an informed decision.

A minimum of four prescheduled Board meetings are held every year (one meeting in every calendar quarter). Additional meetings are held to address specific needs, if any, of the Company. Only in the case of special and urgent business, should the need arise, the Board's approval is taken by passing resolutions through circulation, as permitted by law, which are noted in the subsequent Board meeting. During the financial year ended March 31, 2024, Eight Board Meetings were held on May 25, 2023, August 04, 2023, August 09, 2023,

August 29, 2023, November 08, 2023, November 21, 2023, January 29, 2024, February 14, 2024. The maximum interval between any two consecutive meetings was less than one hundred and twenty days, as stipulated under section 173(1) of the Companies act and Regulation 17(2) of the Listing Regulations and the Secretarial Standard issued by the Institute of Company Secretaries of India.

#### Attendance of Directors at the Board Meetings

<b>Mr. Digvijay Dhabriya, Managing Director</b>	 100%
<b>Mr. Mahendra Karnawat, Whole-time Director</b>	 100%
<b>Mrs. Anita Dhabriya, Whole-time Director</b>	 100%
<b>Mr. Shreyansh Dhabriya, Whole-time Director</b>	 100%
<b>Mr. Sharad Kankaria, Independent Director</b>	 62.5%
<b>Mr. Anil Upadhyay, Independent Director</b>	 100%
*Resigned as an Independent Director, with effect from May 25, 2023	
<b>Mr. Padam Kumar Jain, Independent Director</b>	 37.5%
<b>Mr. Shiv Shanker, Independent Director</b>	 75%
<b>Mr. Vijay Kumar Jha, Independent Director</b>	 50%

#### Information Given to the Board

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of the

Listing Regulation to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective meetings or by way of presentations and discussions during the meeting.

#### Post Meeting Mechanism

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

#### Board Support

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

#### Roles, Responsibilities and Duties of the Board

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

#### The Chairman and Managing Director

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

- ✦ Provide leadership to the Board and preside over all Board and General Meetings.
- ✦ Achieve goals in accordance with Company's overall vision.
- ✦ Ensure that Board decisions are aligned with Company's strategic policy.



- ✚ Ensure to place all relevant matters before the Board and encourage healthy participation by all Directors to enable them to provide their expert guidance.
- ✚ Monitor the core management team.

### Non-Executive Directors (including Independent Directors)

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

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

### Independent Directors

All Independent Directors have provided their annual declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. They have also given declaration under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 confirming compliance with Rule 6(1) and (2) of the said Rules that their names are registered in the databank as maintained by the Indian Institute of Corporate Affairs ("IICA"). In terms of Section 150 of the Act read with Rule 6(4) of the Companies (Appointment & Qualification of Directors) Rules, 2014, the Independent Directors, if applicable, are required to undertake online proficiency self-assessment test conducted by the IICA within a period of two (2) years from the date of inclusion of their names in the data bank or such time as amended by the Central Government.

Basis the declaration as submitted by the Independent Directors and due assessment of the veracity

undertaken by the Board, in terms of Regulation 25(9) of the Listing Regulations, the Board opined that the Independent Directors fulfil the conditions of independence specified in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and are independent from the management. During the year under review, Shri Anil Upadhyay (Din: 06962089), Independent Director of the Company has tendered his resignation from the Office of Independent Director on 22<sup>nd</sup> May 2023 w.e.f closing of business hours of 25<sup>th</sup> May 2023 due to his failing health.

### Limit of Independent Directorship

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

### Familiarisation Programme for Directors

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

## Performance Evaluation

Pursuant to the provisions of the Companies Act and Regulation 17 of the Listing Regulations, the Board of Directors has carried out an annual evaluation of its own performance, its Committees and individual Directors pursuant to the requirements of the Act and the Listing Regulations, after taking into consideration the 'Guidance Note on Board Evaluation' dated January 5, 2017, issued by SEBI.

Further, the Independent Directors, at their exclusive meeting held on February 14, 2024, without the presence of Non-Independent Directors and members of the management to reviewed the performance of the Board, its Chairman and Non-Executive Directors and other items as stipulated under the Listing Regulations, on the broad parameters laid down under the Company's Nomination and Remuneration Policy.

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

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

## GOVERNANCE CODES

### Code of Business Conduct & Ethics

The Company has adopted the code of Business Conduct & Ethics ("the Code") which is applicable to the Board of Directors and Senior Management Team (One Level below the Board) of the Company. The Board of Directors and the members of the Senior Management

team are required to affirm semi-annual compliance of this code. A declaration signed by the Chairman and Managing Director of the Company to this effect is placed at the end of this report. The code requires Directors and Employees to act honestly, fairly, ethically and with integrity, conduct themselves in a professional, courteous and respectful manner. The code is displayed on the website of the Company viz. [www.polywood.org](http://www.polywood.org)

### Conflict of Interest

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

### Insider Trading Code

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

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

The Company has put in place an adequate and effective system of internal controls to ensure compliance with the requirements of the PIT Regulations. A structured digital database is being maintained by the Company, which contains the names and other particulars as prescribed of the persons covered under the Codes drawn up pursuant to the PIT Regulations. The Company has already implemented an online module for enabling the Promoters, Promoter's Group, Directors and

Designated Persons to submit their Disclosures and take requisite approvals under the PIT Regulations. This online module also facilitates Updation of their shareholding in the Company as well as details of their immediate relatives and the persons with whom they share material financial relationship in a seamless manner.

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

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

### COMMITTEES OF THE BOARD

The Board of Directors have constituted Board Committees to deal with specific areas and activities which concern the Company and requires a closer review. The Board Committees are formed with approval of the Board and function under their respective Charters. These Committees play an important role in the overall management of day-to-day affairs and governance of the Company. The Board Committees meet at regular intervals and take necessary steps to perform its duties entrusted by the

Board. The Minutes of the meetings of all Committees are placed before the Board for review. The Board Committees can request special invitees to join the meeting, as appropriate.

The Company has four Board level Committees:

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

### 1. AUDIT COMMITTEE

#### Composition

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

#### Role and Term of Reference

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

- ✚ overseeing of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- ✚ Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
- ✚ Approving payment to statutory auditors for any other services rendered by the statutory auditors;
- ✚ reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - b) changes, if any, in accounting policies and practices and reasons for the same;
  - c) major accounting entries involving estimates based on the exercise of judgment by management;
  - d) significant adjustments made in the financial statements arising out of audit findings;
  - e) compliance with listing and other legal requirements relating to financial statements;
  - f) disclosure of any related party transactions; g) modified opinion(s) in the draft audit report;
- ✚ reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- ✚ reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- ✚ reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- ✚ approval or any subsequent modification of transactions of the listed entity with related parties;
- ✚ scrutiny of inter-corporate loans and investments;
- ✚ valuation of undertakings or assets of the listed entity, wherever it is necessary;
- ✚ evaluation of internal financial controls and risk management systems;
- ✚ reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- ✚ reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- ✚ discussion with internal auditors of any significant findings and follow up there on;
- ✚ reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- ✚ discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- ✚ to look into the reasons for substantial defaults in the payment to the depositors, debenture

holders, shareholders (in case of non-payment of declared dividends) and creditors;

- ✚ to review the functioning of the whistle blower mechanism;
- ✚ approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- ✚ Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- ✚ reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.]

The audit committee shall mandatorily review the following information:

- 1) management discussion and analysis of financial condition and results of operations;
- 2) statement of significant related party transactions (as defined by the audit committee), submitted by management;
- 3) management letters / letters of internal control weaknesses issued by the statutory auditors;
- 4) internal audit reports relating to internal control weaknesses; and
- 5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- 6) statement of deviations:
  - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).

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

#### **Functions of Audit Committee**

The Audit Committee, while reviewing the Annual Financial Statement also reviews the applicability of various Indian Accounting Standards ("Ind AS") referred to in Section 133 of the Act. The compliance of Ind AS as applicable to the Company has been ensured in the preparation of the Financial Statement for the financial year ended March 31, 2024.

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

#### **Meetings and Attendance**

The Audit Committee met 4 (four) times during the financial year 2023-24. The Committee met on May 25, 2023, August 09, 2023, November 08, 2023, and February 14, 2024, to deliberate on various matters. The maximum gap between two Audit Committee Meetings was not more than 120 days. The necessary quorum was present for all meetings.

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

<b>Mr. Padam Kumar Jain, Chairman</b>	100%
	
<b>Mr. Sharad Kankaria, Member</b>	100%
	
<b>Mr. Shreyansh Dhabriya, Member</b>	100%
	
<b>Mr. Vijay Kumar Jha, Member</b>	75%
	

### Internal Controls

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

## 2. NOMINATION AND REMUNERATION/COMPENSATION COMMITTEE

### Composition

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

### Term of Reference

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




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

### Meetings and Attendance

The Nomination and Remuneration/ Compensation Committee met once during the year on August 09, 2023. The necessary quorum was present for the Meeting. The Chairman of the Committee was

present at the last Annual General Meeting of the Company.

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

<b>Mr. Sharad Kankaria, Chairman</b>	100%
	100%
<b>Mr. Padam Kumar Jain, Member</b>	100%
	100%
<b>Mr. Vijay Kumar Jha, Member</b>	100%
	100%

## REMUNERATION POLICY

### Remuneration to Non-Executive Directors

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

### Remuneration to Executive Directors

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

duties at any time by giving six months' notice. Salary, as recommended by the Nomination and Remuneration Compensation Committee and approved by the Board and the Shareholders of the Company.

The term of appointment of Executive Directors for a period of 5 years from September 1, 2019, to August 31, 2024. In the event of inadequacy of profits during the tenure the remuneration shall be allowed in compliance of the provisions of schedule V and in the event of continuation of inadequacy of profits for a continuous period of 3 years, the same shall be subject to review by shareholders.

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

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

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

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

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

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

Details of Remuneration paid to Directors for the year ended March 31, 2024:

(a) Non-Executive Independent Directors

Name of Director	Sitting Fees
Mr. Sharad Kankaria	11,000/-
Mr. Anil Upadhyay	1,000/-
Mr. Padam Kumar Jain	8,000/-
Mr. Shiv Shanker	6,000/-
Mr. Vijay Kumar Jha	9,000/-

(b) Executive Directors

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



### 3. SHAREHOLDER'S/ INVESTORS GRIEVANCE COMMITTEE

#### Composition

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

#### Term of Reference

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

- ✚ Maintaining Investors including security holders relations and redressing of security holders complaints like transfer of security, non-receipt of balance sheet, annual report, non-receipt of declared dividends/ interests etc.,
- ✚ Approving requests for security transfers, transmission and those pertaining to rematerialization of security/ sub-division/ consolidation/ issue of renewed and duplicate certificates etc.,
- ✚ Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of securities issued by the Company,
- ✚ Resolving the grievances of the security holders of the company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- ✚ Review of measures taken for effective exercise of voting rights by shareholders.
- ✚ Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- ✚ Review of the various measures and initiatives taken by the company for reducing the

quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

- ✚ Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting,
- ✚ Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

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

#### Meetings and Attendance

The Shareholder's/ Investors Grievance Committee once during the year on August 09, 2023. The necessary quorum was present for the Meeting.

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

<b>Mr. Vijay Kumar Jha, Chairman</b>	100%
<b>Mr. Sharad Kankaria, Member</b>	100%
<b>Mr. Digvijay Dhabriya, Member</b>	100%

### Details of Shareholders' Complaints Received, Solved and Pending as on March 31, 2024

The Company expresses satisfaction with the Company's performance in dealing with investor grievance. The Company has not received any complaints during the year. Hence there were no complaints outstanding as on March 31, 2024.

### 4. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility (CSR) Committee comprises Mr. Sharad Kankaria, Independent Director as the Chairman & Mr. Digvijay Dhabriya and Mr. Mahendra Karnawat as members of the Committee. The Composition of CSR Committee is in accordance with the provisions of section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014. The Company has formulated CSR Policy, which is uploaded on the website of the Company viz. [www.polywood.org](http://www.polywood.org).

#### Term of Reference

The role of Corporate Social Responsibility Committee is as follows:

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

#### Meetings and Attendance

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

### 5. INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on February 14, 2024, inter alia, to discuss:

- ✦ Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole.
  - ✦ Evaluation of the performance of the chairman of the Company, taking into account the views of the Executive and Non-executive directors.
  - ✦ Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to perform its duties effectively and reasonably.
- All the Independent Directors were present at the Meeting.

### SUBSIDIARY COMPANIES

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

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

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

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

Company does not have any Listed Subsidiary.

## AFFIRMATIONS AND DISCLOSURES:

### 1. Compliance with Governance Framework

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

### 2. Related Party Transactions

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

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

In terms of Regulation 23 of SEBI Listing Regulations, the Company submits details of related party transactions as per the specified format to the stock exchanges on a half-yearly basis. As required under Regulation 23(1) of the Listing Regulations, the Company has formulated a policy on dealing with Related Party Transactions. The Policy is available on the website of the Company viz. [www.polywood.org](http://www.polywood.org).

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

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

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

### 4. CEO/CFO Certificate

The Managing Director and Chief Financial Officer of the Company have given a Certificate as contemplated in Listing Regulations.

### 5. Vigil Mechanism/Whistle Blower Policy

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

The mechanism provides adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company's website viz. [www.polywood.org](http://www.polywood.org).

## 6. Disclosure of Accounting Treatment

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

## 7. Risk Management

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

## 8. Credit Rating

During the year, CRISIL has affirmed the credit rating of BBB-; Outlook: Stable for Long Term Bank Facilities. The credit rating is displayed on the Company's website viz., [www.polywood.org](http://www.polywood.org)

## 9. Non-mandatory requirements

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

## 10. Commodity price risks/Foreign Exchange Risk and Commodity hedging activities

The Raw material of the Company is imported regularly, as per purchase guidelines of the company. The Company's performance may get impacted in case of substantial change in prices of raw material or foreign exchange rate fluctuations. The Company does not undertake commodity hedging activities. Therefore, there is no disclosure to offer in terms of SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated November 15, 2018.

## 11. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).

During the year under review, the Company has not raised any funds either through preferential allotment or qualified institutions placement

therefore disclosure of this information is not applicable to the Company.

## 12. A certificate from a Company Secretary in practice that none of the Directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

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

## 13. Where the board had not accepted any recommendation of any committee of the board, which is mandatorily required, in the relevant financial year.

During the year under review, all recommendations made by the Committee(s) of the Board which were mandatorily required have been accepted by the Board.

## 14. Total fees of all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.

Details relating to fees paid to the Statutory Auditors are given in Note 33 to the Standalone Financial Statements and Note 34 to the Consolidated Financial Statements.

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

The details of number of complaints filed and disposed of during the year and pending as on March 31, 2024, is given in the Director's Report.

## DETAILS OF NON-MANDATORY (DISCRETIONARY) REQUIREMENTS

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

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

### **The board**

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

### **Shareholders rights**

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

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

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

### **Reporting of Internal Auditor**

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

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

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

## SHAREHOLDER INFORMATION

### General Body Meeting

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

Financial Year	Date and Time	Venue	Details of Special Resolution Passed
2020-21	September 25, 2021 11:00 A.M	Through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”)	No Special Resolution was Passed
2021-22	September 30, 2022 11:00 A.M	Through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”)	<ul style="list-style-type: none"> <li>✚ Approval of Appointment of Mr. Vijay Kumar Jha as an Independent Director.</li> <li>✚ Approval of payment of remuneration to Shri Digvijay Dhabriya, Managing Director of the Company, as per Schedule V of the Companies Act, 2013</li> <li>✚ Approval of payment of remuneration to Shri Mahendra Karnawat, Whole-time Director of the Company, as per Schedule V of the Companies Act, 2013</li> <li>✚ Approval of payment of remuneration to Smt. Anita Dhabriya, Whole-time Director of the Company, as per Schedule V of the Companies Act, 2013</li> <li>✚ Approval of payment of remuneration to Shri Shreyansh Dhabriya, Whole-time Director of the Company, as per Schedule V of the Companies Act, 2013</li> </ul>
2022-23	September 30, 2023 11:00 A.M	Through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”)	✚ No Special Resolution was Passed

### Postal Ballot

No Postal Ballot was conducted during the year under review.

### Extra Ordinary General Meeting

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

### Tentative Calendar for Financial Year ending March 31, 2025

The tentative dates of meeting of Board of Directors for consideration of quarterly financial results for the financial year ending March 31, 2025, are as follows:

Sl. No.	Particular of Quarter	Tentative Dates
1.	First Quarter Results	On or before August 14, 2024
2.	Second Quarter & Half Yearly Results	On or before November 14, 2024
3.	Third Quarter & Nine-months Results	On or before February 14, 2025
4.	Fourth Quarter & Annual Results	On or before May 30, 2025

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

### General Shareholder's Information for the financial year 2023-24

Day And Date	Saturday, September 28, 2024
Time	11.00 A.M
Mode/Venue	Through Video Conferencing / Other Audio-Visual Means (there is no requirement to have a venue for the AGM) as set out in the Notice convening the Annual General Meeting.
Financial Year	April 1, 2023, to March 31, 2024
Book Closure Date	September 23, 2024, to September 28, 2024 (both days inclusive)
Dividend Payment Date	The Dividend, if declared at AGM, will be paid within 30 days of AGM.
Listing on Stock Exchanges	BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, MUMBAI - 400001
E-voting facility	Open Date: Wednesday, September 25, 2024 @ 9:00 AM Close Date : Friday, September, 27, 2024 @ 5:00 PM
Address for Correspondence	Mr. Sparsh Jain, Company Secretary Dhabriya Polywood Limited, B-9D(1), Malviya Industrial Area, Jaipur - 302017 Tel: 0141 - 4057171, Email: <a href="mailto:cs@polywood.org">cs@polywood.org</a>
Suspension of Trading	No securities of the Company were suspended from trading on stock exchanges during the year under review.
Convertible Instruments	The Company has not issued any convertible instruments

### Dividend

The Board of Directors at their meeting held on May 22, 2024, have recommended payment of ₹ 0.50/- (Rupees Fifty Paise only) (5%) per equity share of ₹ 10 (Rupee Ten only) each as final dividend for the FY 2023-24. The proposed dividend, subject to approval of the Shareholders at the ensuing Annual General Meeting of the Company, would result in appropriation of ₹ 54.12 Lakhs (inclusive of TDS).

During the year under review, The Board of Directors at their meeting held on May 25, 2023, have recommended payment of ₹ 0.50/- (Rupees Fifty Paise only) (5%) per equity share of ₹ 10 (Rupee Ten only) each as final dividend for the FY 2022-23 and as approved by the members in its 31<sup>st</sup> AGM, the final dividend was paid to the Shareholders on 16<sup>th</sup> October 2023 amounting to ₹ 54.12 Lakhs (inclusive of TDS).

### Unclaimed Dividend

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of such transfer then such unclaimed or unpaid dividend shall be transferred by the Company along with interest accrued if any to the Investor Education and Protection Fund ('the IEPF'), a fund established under sub-section (1) of section 125 of the Act. The details of unclaimed/unpaid dividend are available on the website of the Company viz. [www.polywood.org](http://www.polywood.org)

**Details of Unclaimed Dividend as on March 31, 2024, and due dates for transfer are as follows:**

Sl. No.	Financial Year	Date of Declaration of Dividend	Unclaimed Amount (₹)	Due Date for Transfer to IEPF Account
1.	2022-23 (Final)	30.09.2023	3379.00	30.11.2030

### Transfer of the 'shares' into Investor Education and Protection Fund ("IEPF") (in cases where dividend has not been paid or claimed for seven (7) consecutive years or more)

In terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) (IEPF Rules) shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more shall be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Upon transfer of such shares, all benefits (like a bonus, etc.), if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares.

Share Transfer to Investor Education and Protection Fund Account (IEPF) where the dividend is unpaid or unclaimed for seven or more consecutive years.

During the year under review, no amount was liable to be transferred to Investor Education and Protection Fund.

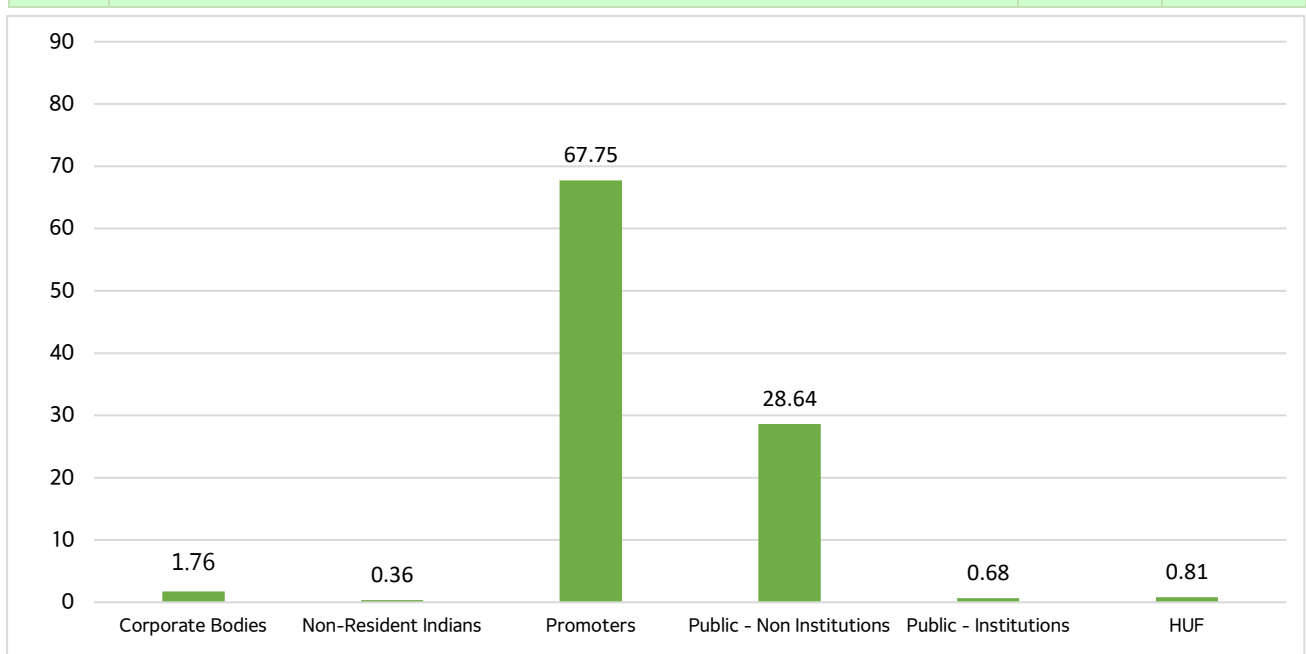
### Distribution of Shareholding as on March 31, 2024

Holding	Shareholders		Shares	
	Number	%	Number	%
1 - 500	4198	87.24	349474	3.23
501 - 1000	236	4.90	181016	1.67
1001 - 2000	213	4.43	299302	2.77
2001 - 3000	61	1.27	148229	1.37
3001 - 4000	25	0.52	92488	0.85
4001 - 5000	11	0.23	50509	0.47
5001 - 10000	31	0.64	221905	2.05
10001 and above	37	0.77	9481322	87.59
<b>Grand Total</b>	<b>4812</b>	<b>100.00</b>	<b>10824245</b>	<b>100.00</b>



Categories of Shareholders as on March 31, 2024

Sl. No.	Particulars	No. of Shares	% of holding
<b>A.</b>	<b>Promoter Holding</b>		
	1. Individual	7333795	67.75
	2. Bodies Corporate	-	-
	<b>Sub Total (A)(1)</b>	<b>7333795</b>	<b>67.75</b>
<b>B.</b>	<b>Public Shareholding</b>		
	1. Institutions (foreign)		
	Foreign Portfolio Investor (Corporate)-Category I	5000	0.05
	<b>Sub Total (B)(1)</b>	<b>5000</b>	<b>0.05</b>
	2. Institutions (Domestic)		
	Alternate Investment Fund	68356	0.63
	<b>Sub Total (B)(2)</b>	<b>68356</b>	<b>0.63</b>
	3. Non-Institutions		
	a. Bodies Corporate	190269	1.76
	b. Individuals		
	I. Individual Shareholders holding nominal share capital up-to ₹ 1 lakh	1189377	10.99
	II. Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	1906671	16.08
	c. HUF	87226	0.81
	d. NRIs	38554	0.36
	e. Clearing Members	4997	0.05
	<b>Sub Total (B)(3)</b>	<b>3417094</b>	<b>31.57</b>
	<b>Total (B)(1) + (B)(2) + (B)(3)</b>	<b>3490450</b>	<b>32.25</b>
	<b>Grand Total (A)+(B)</b>	<b>10824245</b>	<b>100.00</b>



### Equity Evolution during the financial year 2023-24

As of March 31, 2024, the paid-up Equity Share Capital of the Company was ₹ 10,82,42,450/- consisting of 1,08,24,245 Equity Shares of ₹ 10/- each. The Company has not issued any shares during the financial year.

### Consolidation of Folios and Avoidance of Multiple Mailing

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

numbers to be consolidated along with the original shares certificates to be consolidated.

### Reconciliation of Share Audit Report

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

### Bifurcation of Shares held in physical and demat form as on March 31, 2024

Particulars	No. of Shares	%
<b>Physical Segment</b>	-	-
<b>Demat Segment</b>		
A. NSDL	2767830	25.57
B. CDSL	8056415	74.43
<b>Total (A)+(B)</b>	<b>10824245</b>	<b>100.00</b>
<b>Grand Total</b>	<b>10824245</b>	<b>100.00</b>

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

### Compliance with Secretarial Standards

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

### Details of Shares Listed on Stock Exchange as on March 31, 2024

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

The Annual Listing Fees for the financial year 2023-24 & 2024-25 has been paid to the Stock Exchange.

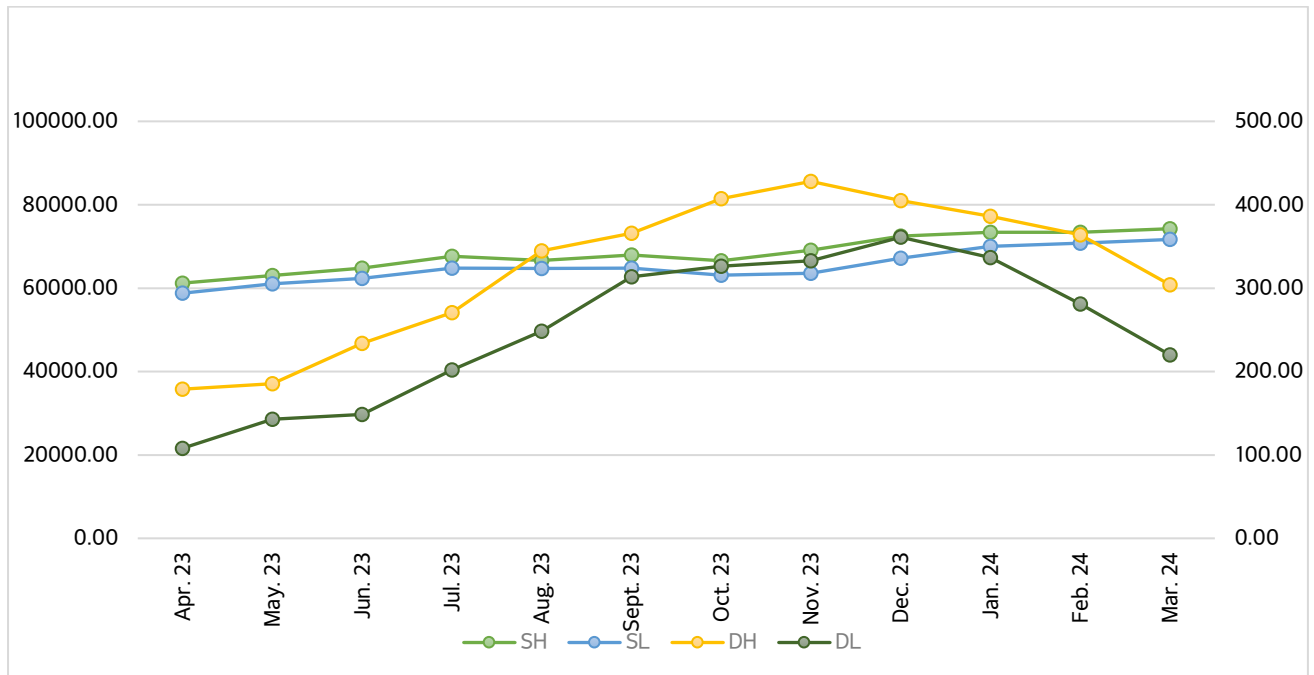
### Share Price Data

The monthly high and low prices and volumes of shares of the Company at BSE Limited (BSE) for the year ended March 31, 2024, are as under:

Month	BSE		
	High (₹)	Low (₹)	Volume (Nos.)
April 2023	178.85	108.05	275189
May 2023	185.50	143.00	155939
June 2023	233.60	148.50	381222
July 2023	270.50	202.00	475954
August 2023	344.85	248.50	2120300
September 2023	365.85	313.55	336361
October 2023	407.20	326.15	235227
November 2023	428.00	333.00	265018
December 2023	404.80	361.05	283771
January 2024	386.00	336.50	212781
February 2024	364.00	281.00	196627
March 2024	303.90	220.00	408152
<b>Closing Share Price as on March 31, 2024 (In ₹)</b>			<b>254.50</b>
<b>Market Capitalization as on March 31, 2024 (₹ In Lakhs)</b>			<b>27547.70</b>

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

### Stock Performance vis-a-vis index



### Means of Communication to Shareholders

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

1. The Unaudited quarterly/half yearly results are announced within Forty-Five days of the close of the quarter (or such other extended timeline as may be allowed by the SEBI/MCA). The audited annual results are announced within sixty days from the closure of the financial year (or such other extended timeline as may be allowed by the SEBI/MCA) as per the requirement of the Listing Regulation
2. The approved financial results are forthwith sent to the stock exchange and are published in a national English newspaper and in local language (Hindi) newspaper, within forty-eight hours of approval thereof and displayed on the Company's website – [www.polywood.org](http://www.polywood.org). The weblink for the same is <https://www.polywood.org/financial-reporting/>
3. The Annual Report containing inter-alia the Audited Standalone and Consolidated Financial Statements, Auditors' Report thereon, Directors Report, Corporate Governance Report and Management Discussion and Analysis report is circulated to the Members and others entitled thereto. The Annual Report is also available on the website of the Company and on the website of the Stock Exchanges where the Company's shares are listed.
4. The quarterly results, Shareholding pattern, quarterly/half yearly/yearly compliances and all other corporate communication to the stock exchange viz. BSE Limited of India are filed

electronically. The Company has complied with filing submissions through BSE's BSE Listing Centre.

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

### Share transfer system

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

However, as per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification no. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 01, 2019, unless the securities are held in dematerialized form with the depositories.

### Nomination

The nomination facility in respect of shares held in electronic form is available with the Depository Participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination form can be

obtained from the Company's Registrar and Transfer Agent.

#### Electronic Clearing Service

The Securities and Exchange Board of India (SEBI) has made it mandatory for all Companies to use the Bank account details furnished by the depositories for depositing dividends. Dividend will be credited to the Members bank account through ECS wherever complete core banking details are available with the Company. In case where the core banking details are not available, dividend warrants will be used to the Members with bank details printed thereon as available in the

Company's records. This ensures that the dividend warrants, even if lost or stolen, cannot be used for any purpose other than for depositing the money in the accounts specified on the dividend warrants and ensures safety for the investors.

#### Service of Document through Electronic mode

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

#### Address for Correspondence:

Compliance Officer	Bigshare Services Pvt. Ltd.	Correspondence with the Company
Mr. Sparsh Jain	Unit: Dhabriya Polywood Limited	Dhabriya Polywood Limited
Compliance Officer and Company Secretary	1 <sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400059	B-9 D(1), Malviya Industrial Area, Jaipur – 302017
Phone: 141 – 4057171	Phone: 022 – 62638200	Phone: 141 – 4057171
E-mail: <a href="mailto:cs@polywood.org">cs@polywood.org</a>	E-mail: <a href="mailto:info@bigshareonline.com">info@bigshareonline.com</a>	E-mail: <a href="mailto:info@polywood.org">info@polywood.org</a>

#### Plant Locations:

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

1. B-9D (1), Malviya Industrial Area, Jaipur – 302017 (Raj.)
2. SP-2032 (A), Ramchandrapura Industrial Area, Sitapura Extension, Jaipur – 302020 (Raj.)
3. 2-S, 3rd Phase, Obadenahalli Industrial Area, Dodballapura, Bangalore– 561203 (Karnataka)

## MD/CFO CERTIFICATION TO THE BOARD

To,  
The Board of Directors  
**Dhabriya Polywood Limited**

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

1. We have reviewed Financial Statements and the Cash Flow Statement for the Financial Year ended March 31, 2024, and that to the best of our knowledge and belief, we state that:
  - (i) These statements do not contain any materially untrue statements or omit any material fact or contain any statements that might be misleading;
  - (ii) These statements together present a true and fair view of the Company’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company’s Code of Conduct.
3. We are responsible for establishing and maintaining internal controls for financial reporting and that we

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

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

For Dhabriya Polywood Limited  
Sd/-

Digvijay Dhabriya Chairman & Managing Director DIN: 00519946	Hitesh Agrawal Chief Financial Officer
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### DECLARATIONS

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

As provided under Regulation 26 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with Dhabriya Polywood Limited Code of Business conduct and Ethics for the year ended March 31, 2024.

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

Jaipur, August 30, 2024

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,

The Members of

**DHABRIYA POLYWOOD LIMITED**

B-9D (1), MALVIYA INDUSTRIAL AREA

JAIPUR, RAJASTHAN

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

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal ([www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me/us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1.	Mr. Digvijay Dhabriya	00519946	28.06.2003
2.	Mrs. Anita Dhabriya	00359317	15.07.2014
3.	Mr. Mahendra Karnawat	00519876	22.05.2000
4.	Mr. Shreyansh Dhabriya	06940427	15.07.2014
5.	Mr. Sharad Kankaria	06961462	30.08.2014
6.	Mr. Padam Kumar Jain	06962097	30.08.2014
7.	Mr. Shiv Shanker	06962101	30.08.2014
8.	Mr. Vijay Kumar Jha	09525388	13.08.2022

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

For **M Sancheti & Associates**

Company Secretaries

ICSI Unique Code: S2011RJ149500

Jaipur, May 22, 2024

UDIN: F007972F000427061

Sd/-

**Manish Sancheti**

Proprietor

M No.: FCS 7972 | CP: 8997

Peer Review Certificate No.: 834/2020

## Auditor's Certificate Of Compliance With The Corporate Governance

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

1. This report contains details of compliance of conditions of Corporate Governance by Dhabriya Polywood Limited ('the Company') for the year ended March 31, 2024, as stipulated in Regulations 17-27, clause (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') pursuant to the Listing Agreement of the Company with Stock Exchanges.

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

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

#### Auditors' Responsibility

3. Our examination was limited to the procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended March 31, 2024.
5. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

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

#### Opinion

7. In our opinion, and to the best of our information and according to explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

#### Restriction on use

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

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

Sd/-  
**CA Tarun Rai Jain**  
Partner  
Membership No. 431266  
UDIN:24431266BKEZPY8866

Jaipur, August 30, 2024



## INDEPENDENT AUDITOR'S REPORT

### To the Members of Dhabriya Polywood Limited Report on the Consolidated Financial Statements

#### Opinion

We have audited the accompanying Consolidated Financial Statements of **DHABRIYA POLYWOOD LIMITED** (hereinafter referred to as “the Holding Company”) and its Subsidiaries (the Holding Company and its Subsidiaries together referred to as “the Group”), as listed in “Annexure 1”, which comprise the Consolidated Balance Sheet as at 31<sup>st</sup> March, 2024, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement, for the year ended on that date, and notes to the Consolidated Financial Statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as “the Consolidated Financial Statements”).

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate Financial Statements and on the other financial information of the subsidiaries, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards (“Ind AS”) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of consolidated state of affairs of the Group as at 31<sup>st</sup> March, 2024, their consolidated profit including other comprehensive income, consolidated changes in equity and their consolidated cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (SAs) as specified under section 143(10) of the

Act. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the code of ethics issued by the Institute of Chartered Accountants of India (“ICAI”) together with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s code of ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters section below, is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

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

Key Audit Matter	How the matter was addressed in our audit
<p><b>A. Revenue Recognition</b></p> <ul style="list-style-type: none"> <li>✚ The Group’s revenue is principally derived from sale of products of PVC-uPVC Profile Sections, Doors, Windows, Modular Furniture Products and others. Revenue from sale of goods is recognized when control of the products being sold is transferred to the customer and when there are no unfulfilled obligations.</li> <li>✚ The performance obligations in the contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on terms of order / contract with the customer.</li> <li>✚ Revenue is measured at fair value of the consideration received or receivable after deduction of any trade/volume discounts and taxes or duties collected.</li> </ul> <p>Hence, we identified revenue recognition as a key audit matter since revenue is significant to the financial statements and is required to be recognized as per the requirements of applicable accounting framework.</p>	<p><u>Our audit procedure:</u></p> <ul style="list-style-type: none"> <li>✚ We assessed the appropriateness of the revenue recognition accounting policies by comparing them with applicable Indian Accounting Standards (Ind AS).</li> <li>✚ Evaluated the process followed by the management for revenue recognition including understanding and testing of key controls related to recognition of revenue in correct period.</li> <li>✚ Performed substantive testing on samples selected using statistical sampling of revenue transactions, recorded during the year by testing the underlying documents to determine whether revenue has been recognized correctly.</li> <li>✚ Tested, on a sample basis, specific revenue transactions recorded before and after the financial year end date including examination of credit notes issued after the year end to determine whether the revenue has been recognized in the appropriate financial period. and timely. Based on the above stated procedures, no significant exceptions were noted in revenue recognition.</li> </ul>
<p><b>B. Inventory Existence and Valuation</b></p> <ul style="list-style-type: none"> <li>✚ Inventory is held in various locations by the Group. There are complexities and manual process involved in determining inventory quantities on hand and valuation of the same due to the Group’s presence across different locations within the country, diverse &amp; numerous inventory products and work in progress at different stages of the processes at various manufacturing units.</li> </ul> <p>Therefore, inventory quantities and valuation is identified as a key audit matter.</p>	<p><u>Our audit procedure:</u></p> <ul style="list-style-type: none"> <li>✚ We have attended inventory counts, which we selected based on financial significance and risk, observed management’s inventory count procedures to assess the effectiveness, selected a sample of inventory products and compared the quantities counted to the quantities recorded and ensured inventory adjustments, if any, are recorded in the books of accounts.</li> <li>✚ Assessed whether the management’s internal controls relating to inventory’s valuation are appropriately designed and implemented.</li> <li>✚ Discussed with the management on the management’s process of identifying the stages of completion and valuing work in progress stock at the time of book closure process.</li> <li>✚ Verified the correctness of valuation made by the management on a sample basis, with regard to the cost and net realizable value of inventory.</li> </ul>

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

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

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

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

### Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these Consolidated Financial Statements in terms of the requirements of the Act that gives a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with the Companies (Indian accounting standards) Rules 2015, as amended from time to time.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing & detecting frauds and other irregularities, selection and application of appropriate

accounting policies, making judgments and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Management and Board of Directors of the companies included in the Group responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

### Auditor's Responsibility for the audit of Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- ✚ Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design

and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- ✚ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company and its subsidiaries, which are companies incorporated in India, have adequate internal financial controls system in place and the operating effectiveness of such controls.
- ✚ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- ✚ Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- ✚ Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- ✚ Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the Financial

Statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated Financial Statements may be influenced. We consider quantitative materiality and qualitative factors (i) in planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated Financial Statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the Consolidated Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Other Matters

The Consolidated Financial Statements include the financial statements and other financial information, in respect of three subsidiaries, whose Ind AS financial statements and other financial information reflects total assets of ₹ 5966.68 Lakhs as at March 31, 2024, total revenues of ₹ 10689.86 Lakhs, total net profit after tax of ₹ 953.53 Lakhs, total comprehensive income of ₹ 954.89 Lakhs and net cash inflow of ₹ 236.66 Lakhs, for the year ended on that date, as considered in the Consolidated Financial Statements, which have been audited by their respective auditors. These Ind AS financial statements and other financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the Consolidated Financial Statements, in so far as it related to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of section 143(3) of the Act, in so far as it relates to aforesaid subsidiaries, are based solely on the reports of the other auditors.

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

### Report on Other Legal and Regulatory Requirements

As required by section 197(16) of the Act based on our audit and on the consideration of the reports of the other auditors, referred to in paragraph "Other Matters" hereinabove, on separate financial statements of the subsidiaries, we report that the Holding Company and three subsidiary companies, incorporated in India whose financial statement have been audited under the Act have paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.

As required by clause (xxi) of paragraph 3 of Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of Section 143(11) of the Act based on the consideration of the Order reports issued till date by us and by the respective other auditors as mentioned in paragraph "Other Matters" above, of companies included in the consolidated financial statements for the year ended 31 March 2024 and covered under the Act we report that there are no qualifications or adverse remarks reported in the respective Order reports of such companies.

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
- (d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
- (e) On the basis of the written representations received from the Directors of the Holding

Company as on 31<sup>st</sup> March, 2024, taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies in India is disqualified as on 31<sup>st</sup> March, 2024 from being appointed as a Director in terms of Section 164(2) of the Act.

- (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in “Annexure 2” to this report. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to Consolidated Financial Statements of those companies.
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, as noted in the ‘Other Matters’ paragraph :
- i. The Consolidated Financial Statements discloses the impact of pending litigations on its consolidated financial position of the Group;
  - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies.
  - iv. (a). The respective managements of the Holding Company and its subsidiary companies whose financial statements have been audited under the Act have represented to us and the

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

(b). The respective managements of the Holding Company and its subsidiary companies whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Holding Company or its subsidiary companies from any person or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Holding Company, or any such subsidiary company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c). Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the

subsidiary companies, nothing has come to our or other auditor's notice that has caused us or other auditors to believe that the representations under sub-clause (a) and (b) above, contain any material misstatement.

(d). The final dividend proposed in the previous year, declared and paid by the Holding and a subsidiary company, whose financial statements have been audited under the Act, during the year is in accordance with Section 123 of the Act, as applicable.

The Board of Directors of the Holding and a subsidiary company, which is a company incorporated in India, whose financial statements have been audited under the Act, where applicable, have proposed final dividend for the year which is subject to the approval of the members of the Holding and such subsidiary company at the ensuing respective Annual General Meetings. Such dividend proposed is in accordance with Section 123 of the Act, as applicable.

(e). Based on our examination which included test checks and based on the other auditor's reports of its subsidiary companies, which are companies incorporated in India whose financial statements have been audited under the Act, have used an accounting software for maintaining their respective books of account for the year ended 31<sup>st</sup> March, 2024, which have a feature of recording audit trail (edit log) facility and the same has operated throughout

the year for all relevant transactions recorded in the respective software. Further, during the course of our audit we and the respective other auditors, whose reports have been furnished to us by the Management of the Holding Company, did not come across any instance of audit trail feature being tempered with in respect of the accounting software for the period for which the audit trail feature was operating.

As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Holding and its subsidiary companies from 1<sup>st</sup> April, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended 31<sup>st</sup> March, 2024.

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




**(CA ASHOK KUMAR TAMBI)**  
**Partner**  
Membership No. 74100  
UDIN: 24074100BKGFHI7505

Place: Jaipur  
Date: May 22, 2024

## **ANNEXURE - 1 TO THE INDEPENDENT AUDITOR'S REPORT**

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

#### **Subsidiaries :**

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

## ANNEXURE - 2 TO THE INDEPENDENT AUDITOR'S REPORT

Referred to under "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of **Dhabriya Polywood Limited** on the Consolidated Financial Statements for the year ended March 31, 2024

### **Report on the Internal Financial Controls with reference to Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the Consolidated Financial Statements of the Company as of and for the year ended March 31, 2024, we have audited the internal financial controls over financial reporting of **DHABRIYA POLYWOOD LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and in subsidiaries together referred to as "the Group), as of that date.

### **Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls with reference to Consolidated Financial Statements based on the internal control with reference to Consolidated Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (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 the respective Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Group's internal financial controls with reference to Consolidated Financial Statements of Holding Company and its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to Consolidated Financial Statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Consolidated Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to these Consolidated Financial Statements included obtaining an understanding of internal financial controls with reference to these Consolidated Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

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



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

A Group's internal financial controls with reference to these Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Group's internal financial controls with reference to Consolidated Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Group; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Group are being made only in accordance with authorizations of Management and Directors of the respective company in the Group; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Group's assets that could have a material effect on the financial statements.

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

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

### Opinion

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of reports of the other auditors, as referred to in the Other Matters below, the Holding Company and its subsidiary Companies which are Companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to these Consolidated Financial Statements and such internal financial controls with reference to these Consolidated Financial Statements were operating effectively as at March 31, 2024, based on the criteria for internal financial control with reference to Consolidated Financial Statements established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### Other Matters

Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to these Consolidated Financial Statements of the Holding Company, in so far as it relates to separate financial statements of three subsidiary companies, which are companies incorporated in India, is based on the corresponding report of the auditors of such subsidiary companies incorporated in India. Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and on the reports of the other auditors.

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

**(CA ASHOK KUMAR TAMBI)**  
**Partner**  
Membership No. 74100  
UDIN: 24074100BKGFI7505

Place: Jaipur  
Date: May 22, 2024

CONSOLIDATED BALANCE SHEET as at 31<sup>st</sup>, March 2024

(All amounts in INR Lakhs, unless otherwise stated)

Particulars	Note	As at 31 <sup>st</sup> , March 2024	As at 31 <sup>st</sup> , March 2023
<b>A. ASSETS</b>			
<b>I. Non-current Assets</b>			
(a) Property, Plant and Equipment	4	6934.00	6091.57
(b) Capital work-in progress	4	507.23	7.44
(c) Investment Property	5	170.73	173.76
(d) Financials Assets			
(i) Investments	6	2.12	2.12
(ii) Loans	7	54.00	68.55
(iii) other	8	82.52	57.99
<b>Total Non-Current Assets</b>		<b>7750.60</b>	<b>6401.42</b>
<b>II. Current Assets</b>			
(a) Inventories	9	4973.55	4946.17
(b) Financial Assets			
(i) Trade Receivables	10	2402.96	2170.14
(ii) Cash and cash equivalents	11	686.51	497.52
(iii) Bank balances other than (iii) above		0.00	0.00
(iv) Others	12	187.60	198.37
(c) Other Current Assets	13	456.62	317.78
<b>Total Current Assets</b>		<b>8707.24</b>	<b>8129.98</b>
<b>Total Assets</b>		<b>16457.84</b>	<b>14531.40</b>
<b>B. EQUITY AND LIABILITIES</b>			
<b>I. EQUITY</b>			
(a) Equity Share Capital	14	1082.42	1082.42
(b) Other Equity	15	7149.03	5797.81
Equity Attributable to Owners		8231.45	6880.23
Non-Controlling Interest		3.92	3.90
<b>Total Equity</b>		<b>8235.37</b>	<b>6884.13</b>
<b>II. LIABILITIES</b>			
<b>1) Non-current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	16	2074.22	2484.97
(ii) Other Financial Liabilities	17	0.00	1.21
(b) Provisions	18	248.82	221.94
(c) Deferred tax liabilities (net)	19	138.12	104.17
<b>Total Non-Current Liabilities</b>		<b>2461.16</b>	<b>2812.29</b>
<b>2) Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	20	3211.62	3218.90
(ii) Trade Payables	21		
Dues to Micro and Small Enterprises		34.52	10.48
Dues to Creditors other than Micro and Small Enterprises		1222.64	848.67
(iii) Other Financial Liabilities	22	122.45	85.30
(b) Other Current Liabilities	23	682.47	395.75
(c) Provisions	24	349.34	265.51
(d) Current tax liabilities (Net)	25	138.27	10.37
<b>Total Current Liabilities</b>		<b>5761.31</b>	<b>4834.98</b>
<b>Total Equity and Liabilities</b>		<b>16457.84</b>	<b>14531.40</b>
<i>The accompanying summary of significant accounting policies and other explanatory information are an integral part of the consolidated financial statements. This is the Consolidated Balance Sheet referred to in our report of even date</i>			
<b>For TAMBHI ASHOK &amp; ASSOCIATES</b>		<b>For DHABRIYA POLYWOOD LIMITED</b>	
<b>Chartered Accountants</b>			
Firm Regn. No. 005301C		DIGVIJAY DHABRIYA	MAHENDRA KARNAWAT
(CA ASHOK KUMAR TAMBHI)		Managing Director	Whole-Time Director
Partner, M. No. 074100		(DIN: 00519946)	(DIN: 00519876)
Jaipur, May 22, 2024		Hitesh Agrawal	Sparsh Jain
		Chief Financial Officer	Company Secretary

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS for the year ended on 31<sup>st</sup> March 2024

(All amounts in INR Lakhs, unless otherwise stated)

Particulars	Note	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>I. Revenue</b>			
Revenue from operations	26	21163.30	17117.22
Other Income	27	52.06	29.75
<b>Total Income</b>		<b>21215.36</b>	<b>17146.97</b>
<b>II. Expenses</b>			
(i) Cost of materials Consumed	28	11456.66	10774.75
(ii) Purchase of Traded Goods	29	393.63	182.75
(iii) Change in Inventories of Finished Goods, WIP and Stock-in-trade	30	(168.38)	(226.51)
(iv) Employee Benefits Expense	31	3280.27	2493.75
(v) Finance Cost	32	508.70	401.18
(vi) Depreciation and Amortization Expense	33	689.75	377.72
(vii) Other Expenses	34	3099.89	2050.44
<b>Total Expenses</b>		<b>19260.51</b>	<b>16054.08</b>
<b>III. Profit Before Tax &amp; Exceptional Items</b>		<b>1954.84</b>	<b>1092.89</b>
<b>IV. Exceptional Items</b>		0.00	0.00
<b>V. Profit After Exceptional Items &amp; before Taxes</b>		<b>1954.84</b>	<b>1092.89</b>
<b>VI. Tax Expense/ (credit):</b>	25		
☞ Current Tax		485.52	225.83
☞ Deferred Tax		35.11	8.01
☞ Short/ (Excess) provision for taxes of earlier years		26.06	10.24
<b>Total Tax</b>		<b>546.69</b>	<b>244.08</b>
<b>VII. Profit for the period</b>		<b>1408.15</b>	<b>848.81</b>
Net Profit after tax for the year attributed to:			
☞ Owners of the Company		1408.13	848.72
☞ Non-controlling interest		0.02	0.09
<b>VIII. Other Comprehensive Income (OCI)</b>			
Item that will not be reclassified to profit or loss			
☞ Remeasurements of the defined benefit liabilities		(3.95)	13.73
☞ Income tax relating to items that will not be reclassified to profit or loss		1.16	(3.67)
<b>Other Comprehensive Income for the period After Tax</b>		<b>(2.79)</b>	<b>10.06</b>
<b>IX. Total Comprehensive Income for the period After Tax</b>		<b>1405.37</b>	<b>858.87</b>
Total Comprehensive Income for the year attributed to:			
☞ Owners of the Company		1405.35	858.78
☞ Non-controlling interest		0.02	0.09
<b>X. Earnings per Equity Share (of ₹ 10/- each)</b>			
(a) Basic & Diluted	35	13.01	7.84

The accompanying summary of significant accounting policies and other explanatory information are an integral part of the consolidated financial statements. This is the Consolidated Statement of Profit and Loss referred to in our report of even date.

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

(**CA ASHOK KUMAR TAMBI**)  
Partner  
M. No. 074100

Jaipur, May 22 2024

For and on behalf of the Board of Directors  
For **DHABRIYA POLYWOOD LIMITED**

**DIGVIJAY DHABRIYA**  
Managing Director  
(DIN: 00519946)

**Hitesh Agrawal**  
Chief Financial Officer

**MAHENDRA KARNAWAT**  
Whole-Time Director  
(DIN: 00519876)

**Sparsh Jain**  
Company Secretary

CONSOLIDATED CASH FLOW STATEMENT for the year ended on 31<sup>st</sup> March 2024

(All amounts in INR Lakhs, unless otherwise stated)

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before tax as per Profit & Loss Statement	1954.84	1092.89
<b>Adjusted for:</b>		
Depreciation and amortization expenses	689.75	377.72
Finance Costs	508.70	401.18
Interest Income	(23.13)	(16.10)
	1175.32	762.79
Operating Profit before working capital changes	3130.16	1855.68
<b>Adjustment for:</b>		
(Increase) / Decrease in Trade Receivables	(232.82)	74.36
(Increase) / Decrease in Inventories	(27.39)	(494.26)
(Increase) / Decrease in Other Assets	(138.05)	(128.81)
(Decrease) / Increase in Trade Payables	398.01	106.68
(Decrease) / Increase in Provisions	110.72	47.73
(Decrease) / Increase in Other Liabilities	308.34	161.25
	418.80	(233.05)
Cash generated from/ (used in) operations	3548.96	1622.62
Direct Taxes Paid	(373.31)	(225.70)
<b>Net cash generated from/ (used in) operating activities – (A)</b>	<b>3175.66</b>	<b>1396.93</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Payment for Property, plant and equipment and Capital work in progress and Investment properties	(2028.95)	(1287.20)
Interest income	23.13	16.10
<b>Net cash (used in) Investing Activities – (B)</b>	<b>(2005.82)</b>	<b>(1271.10)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Non-Current borrowings	628.00	1286.80
Repayment of Non-Current borrowings	(1038.74)	(935.35)
Net Increase/(decrease) in Current borrowings	(7.28)	(6.61)
Dividend paid	(54.12)	0.00
Interest paid	(508.70)	(401.18)
<b>Net cash (used in)/ from financing activities – (C)</b>	<b>(980.84)</b>	<b>(56.35)</b>
<b>Net Increase/ (decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>188.99</b>	<b>69.49</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>497.52</b>	<b>428.03</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>686.51</b>	<b>497.52</b>
<b>1. Cash and cash equivalents at the end of the year comprises:</b>		
Cash on hand	14.19	32.84
Balances with Banks		
(i) In current accounts	86.83	209.91
(ii) In fixed deposit accounts	585.49	254.77
<b>Total</b>	<b>686.51</b>	<b>497.52</b>

The above consolidated Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Ind AS 7, 'Statement of Cash Flow'. The accompanying summary of significant accounting policies and other explanatory information are an integral part of the consolidated financial statements. This is the Consolidated Cash Flow Statement referred to in our report of even date.

For TAMBHI ASHOK & ASSOCIATES

Chartered Accountants

Firm Regn. No. 005301C

(CA ASHOK KUMAR TAMBHI)

Partner, M. No. 074100

Jaipur, May 22 2024

For DHABRIYA POLYWOOD LIMITED

DIGVIJAY DHABRIYA

Managing Director

(DIN: 00519946)

Hitesh Agrawal

Chief Financial Officer

MAHENDRA KARNAWAT

Whole-Time Director

(DIN: 00519876)

Sparsh Jain

Company Secretary

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY For the year ended on 31<sup>st</sup> March 2024

(All amounts in INR Lakhs, unless otherwise stated)

A. Equity Share Capital					
Particulars	Amount				
Balance as at 01 <sup>st</sup> April, 2022	1082.42				
Changes in equity share capital during the year	0				
Balance as at 31 <sup>st</sup> March, 2023	1082.42				
Changes in equity share capital during the year	0				
Balance as at 31 <sup>st</sup> March, 2024	1082.42				
B. Other Equity					
Particulars	Other Equity		Equity Attributable to Owners	Non- Controlling Interest	Total Equity
	Reserve and Surplus				
	General Reserve	Retained Earnings Account			
<b>Balance as at 01<sup>st</sup> April, 2022</b>	<b>4939.03</b>	<b>0.00</b>	<b>4939.03</b>	<b>3.81</b>	<b>4942.84</b>
1. Profit for the year	0.00	848.72	848.72	0.09	848.81
2. Other comprehensive income for the year, net of income tax	0.00	10.06	10.06	0.00	10.06
<b>Total Comprehensive Income for the year</b>	<b>0.00</b>	<b>858.78</b>	<b>858.78</b>	<b>0.09</b>	<b>858.87</b>
3. Transfer to / (from) Retained earnings	858.78	(858.78)	0.00	0.00	0.00
<b>Balance as at 31<sup>st</sup> March, 2023</b>	<b>5797.81</b>	<b>0.00</b>	<b>5797.81</b>	<b>3.90</b>	<b>5801.70</b>
1. Profit for the year	0.00	1408.13	1408.13	0.02	1408.15
2. Equity Dividend	0.00	(54.12)	(54.12)	0.00	(54.12)
3. Other comprehensive income for the year, net of income tax	0.00	(2.79)	(2.79)	0.00	(2.79)
<b>Total Comprehensive Income for the year</b>	<b>0.00</b>	<b>1351.22</b>	<b>1351.22</b>	<b>0.02</b>	<b>1351.24</b>
4. Transfer to / (from) Retained earnings	1351.22	(1351.22)	0.00	0.00	0.00
<b>Balance as at 31<sup>st</sup> March, 2024</b>	<b>7149.03</b>	<b>0.00</b>	<b>7149.03</b>	<b>3.92</b>	<b>7152.95</b>
The accompanying summary of significant accounting policies and other explanatory information are an integral part of the consolidated financial statements.					
This is the Consolidated Statement of Changes in Equity referred to in our report of even date.					
For <b>TAMBI ASHOK &amp; ASSOCIATES</b>			For <b>DHABRIYA POLYWOOD LIMITED</b>		
<b>Chartered Accountants</b>					
Firm Regn. No. 005301C			<b>DIGVIJAY DHABRIYA</b>	<b>MAHENDRA KARNAWAT</b>	
			<b>Managing Director</b>	<b>Whole-Time Director</b>	
<b>(CA ASHOK KUMAR TAMBI)</b>			(DIN: 00519946)	(DIN: 00519876)	
<b>Partner</b>					
M. No. 074100			<b>Hitesh Agrawal</b>	<b>Sparsh Jain</b>	
			<b>Chief Financial Officer</b>	<b>Company Secretary</b>	
Jaipur, May 22, 2024					

## Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2024

### 1. CORPORATE INFORMATION

The Consolidated Financial Statements comprise financial statements of “Dhabriya Polywood Limited” (the Holding Company) [CIN: L29305RJ1992PLC007003] and its subsidiaries collectively referred to as “the Group”, for the year ended March 31, 2024. The Holding Company’s equity shares are listed at the Bombay Stock Exchange (BSE). The registered office of the Holding Company is situated at B-9D-1, Malviya Industrial Area, Jaipur - 302017 (Rajasthan).

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

### 2. SIGNIFICANT ACCOUNTING POLICIES

#### A. BASIS OF PREPERATION AND PRESENTATION

##### (i) Compliance with Ind AS

These Consolidated Financial Statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the ‘Ind AS’) as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 (‘Act’) read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of

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

##### (ii) Historical cost convention

The Consolidated Financial Statements have been prepared on a historical cost basis except for certain financial instruments which are measured at fair value at the end of each reporting period.

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

The Group present assets and liabilities in the Balance Sheet based on current / non-current classification considering normal operating cycle of 12 months being the time elapsed between deployment of resources and the realization / settlement in cash and cash equivalents there-against.

##### (iv) Rounding of amounts

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

#### B. USE OF ESTIMATES AND JUDGEMENTS

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

period in which the results are known/materialized.

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

### C. PRINCIPLES OF CONSOLIDATION

#### Subsidiaries

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

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

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

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

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

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

On transition to Ind AS the Group had adopted the optional exemption under Ind AS 101 to use the carrying value of the Property, plant and equipment as the deemed cost. Subsequently Property, plant and equipment are stated at cost of acquisition or construction net of recoverable taxes, trade discount and rebates less accumulated depreciation and accumulated impairment losses, if any. For this purpose, cost includes deemed cost which represents the carrying value of property, plant and equipment recognized as at 1<sup>st</sup> April, 2016 measured as per the previous GAAP. Cost of acquisition or construction is inclusive of freight, duties, relevant taxes, incidental expenses and interest on loans attributable to the acquisition of qualifying assets, up to the date of commissioning of the assets. Such

cost includes the cost of replacing part of the plant and equipment and borrowing costs for qualifying assets, upto the date of commissioning of the assets. All repair and maintenance costs are recognized in profit or loss as incurred. Assets are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use.

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

#### **Depreciation methods, estimated useful lives and residual value**

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

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

#### **E. INVESTMENT PROPERTY**

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property.

Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. Investment properties are depreciated using the written down value method over their estimated useful life

#### **F. IMPAIRMENT OF ASSETS**

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

Impairment losses, if any, are recognized in the statement of profit and loss. After impairment depreciation is provided on the



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

#### **G. FOREIGN CURRENCY TRANSACTIONS**

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

Any income or expenses on account of exchange difference either on settlement of monetary items or on reporting these items at rates different from rates at which these were initially recorded / reported in previous

Consolidated Financial Statements are recognized as income / expense in the statement of profit and loss except in cases where they relate to acquisition of fixed assets in which case they are adjusted to the carrying cost of such assets.

#### **H. CASH AND CASH EQUIVALENTS**

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

#### **I. TRADE RECEIVABLES**

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

#### **J. INVENTORIES**

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

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

#### K. TRADE AND OTHER PAYABLES

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

#### L. BORROWING

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

the liability for at least twelve months after the reporting period.

#### M. REVENUE RECOGNITION

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

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

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

**Other Income:** Interest income from a financial asset is recognized when it is probable that the economic benefit will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective

rate applicable, which is the rate that discounts estimated future cash receipts through the expected life of the financial assets to that asset's net carrying amount on initial recognition.

#### **N. BORROWING COST**

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

#### **O. EMPLOYEE BENEFITS**

##### **Short Term Employee Benefits**

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

##### **Post-Employment Benefits**

##### **Defined Contribution Plans**

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

the period in which the employee renders the related service.

##### **Defined Benefit Plans**

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

#### **P. CURRENT TAX AND DEFERRED TAX**

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

Deferred tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the reporting date. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same

governing tax laws and the Group has a legally enforceable right for such set off. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss i.e. in other comprehensive income.

#### **Q. PROVISIONS AND CONTINGENT LIABILITIES**

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

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

received and the amount of the receivable can be measured reliably.

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

#### **R. FINANCIAL INSTRUMENTS**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in statement of profit and loss.

#### **FINANCIAL ASSETS**

##### **Initial recognition and measurement:**

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

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

#### **Derecognition**

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

#### **Impairment of financial assets**

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

### **FINANCIAL LIABILITIES AND EQUITY INSTRUMENTS**

#### **Classification as equity**

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

definitions of a financial liability and an equity instrument.

#### **Equity instruments**

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

#### **Financial liabilities**

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

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

Interest expense are included in the 'Finance costs' line item. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the

relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

#### **Derecognition of financial liabilities**

A financial liability is de-recognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or Modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

#### **Offsetting**

Financial assets and financial liabilities are offset, and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

### **S. SEGMENT REPORTING**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker executive officer, the chief financial officer and the chairman and

managing director, all of them constitute as chief operating decision maker ('CODM').

### **T. EARNING PER SHARE**

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

### **U. DIVIDEND PAYMENT**

A final dividend, including tax thereon if applicable, on equity shares is recorded as a liability on the date of approval by the shareholders. An interim dividend, including tax thereon if applicable, is recorded as a liability on the date of declaration by the Board of directors.

### **V. SEGMENT REPORTING**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

#### **Identification of segments:**

In accordance with Ind AS 108 – Operating Segment, the operating segments used to present segment information are identified on the basis of information reviewed by the

Group's management to allocate resources to the segments and assess their performance. An operating segment is a component of the Group that engages in business activities from which it earns revenues and incurs expenses, including revenues and expenses that relate to transactions with any of the Group's other components. Results of the operating segments are reviewed regularly by the Board of Directors which has been identified as the chief operating decision maker, to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available.

**Allocation of common costs:**

Common allocable costs are allocated to each segment accordingly to the relative contribution of each segment to the total common costs.

**Unallocated items:**

Revenue, expenses, assets and liabilities which relate to the Group as a whole and are not allocable to segments on reasonable basis have been included under unallocated revenue, expenses, assets and liabilities.

**Segment accounting policies:**

The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the consolidated financial statements of the Group as a whole.

**W. OPERATING CYCLE**

Based on the nature of products / activities of the Group and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Group has determined its operating cycle as twelve

months for the purpose of classification of its assets and liabilities as current and non-current.

**X. RECENT ACCOUNTING PRONOUNCEMENTS**

**a) Application of new and revised Indian Accounting Standards (Ind AS)**

All the Ind AS issued and notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the standalone financial statements are authorised, have been considered in preparing these standalone financial statements.

**b) Recent accounting pronouncements**

During the current financial year Ministry of Corporate Affairs ("MCA") has not notified any new standards or new amendments to the existing standards application to the Company.

**3. CRITICAL ESTIMATES AND JUDGEMENTS**

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

The following are the key assumptions concerning the future, and other sources of estimation uncertainty at the end of the

reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities in future are:

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

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

**ii) Taxation :**

Tax expense is calculated using applicable tax rate and laws that have been enacted or substantially enacted. In arriving at taxable profit and all tax bases of assets and

liabilities, the Group determines the taxability based on tax enactments, relevant judicial pronouncements and tax expert opinions, and makes appropriate provisions which includes an estimation of the likely outcome of any open tax assessments / litigations, if any. Any difference is recognised on closure of assessment or in the period in which they are agreed.

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



## Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2024

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

As at 31<sup>st</sup> March 2024 and 31<sup>st</sup> March 2023

(All amounts in INR Lakhs, unless otherwise stated)

Particulars	Gross Carrying Amount				Accumulated Depreciation			Net Carrying Amount	
	Balance as at 01 April, 2023	Additions / Adjustments	Disposals / discard of assets	As at 31 March, 2024	Balance as at 01 April, 2023	Depreciation for the year	Eliminated on Disposals / discard of assets	As at 31 March, 2024	As at 31 March, 2023
Leasehold Land	1501.75	8.02	0.00	1509.77	0.00	0.00	0.00	0.00	1509.77
Building	2159.87	79.19	0.00	2239.06	344.20	130.67	0.00	474.87	1764.19
Plant & Equipment	4168.66	1204.96	0.07	5373.56	1817.75	406.84	0.00	2224.59	3148.97
Dies & Mould	0.73	0.00	0.00	0.73	0.47	0.00	0.00	0.47	0.26
Furniture & Fixtures	332.55	22.66	0.00	355.21	65.19	71.33	0.00	136.53	218.68
Vehicles	203.79	174.88	0.00	378.67	105.87	54.30	0.00	160.17	218.51
Office Equipment's	4.89	0.40	0.00	5.29	3.49	0.44	0.00	3.93	1.36
Computers	78.69	33.96	0.00	112.65	60.17	16.76	0.00	76.93	35.72
Misc. Fixed Assets	84.42	5.15	0.00	89.57	46.65	6.38	0.00	53.03	36.54
<b>Total</b>	<b>8535.36</b>	<b>1529.23</b>	<b>0.07</b>	<b>10064.52</b>	<b>2443.79</b>	<b>686.73</b>	<b>0.00</b>	<b>3130.52</b>	<b>6934.00</b>

Property, plant and equipment have been pledged as security against certain borrowings of the Group as at March 31, 2024. Refer note 16 & 20.

### Capital Work-in-progress

Particulars	Balance as at 01 April, 2022	Additions during the year	Capitalization during the year	As at 31 March, 2023	Addition during the year	Capitalization during the year	As at 31 March, 2024
Capital Work-in-progress	819.28	13.66	825.50	7.44	499.79	0.00	507.23
(i) AGEING SCHEDULE OF CAPITAL WORK-IN-PROGRESS IS AS FOLLOWS:							
Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total		
As at 31 March, 2023	7.44	0.00	0.00	0.00	7.44		
As at 31 March, 2024	499.79	7.44	0.00	0.00	507.23		
(ii) Property, plant and equipment have been pledged as security against certain borrowings of the Company. Refer note 16 & 20.							

### 5. INVESTMENT PROPERTY

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Gross Carrying Amount</b>		
Balance as the beginning of period	194.23	194.23
Add: Additions / Adjustments	0.00	0.00
Less: Disposals / discard of assets	0.00	0.00
<b>Total at the end of period</b>	<b>194.23</b>	<b>194.23</b>
<b>Accumulated Depreciation</b>		
Balance as the beginning of period	20.48	17.31
Add: Depreciation Charged for the Year	3.02	3.17

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Less: Eliminated on Disposals / discard of assets	0.00	0.00
<b>Total at the end of period</b>	<b>23.50</b>	<b>20.48</b>
<b>Net Carrying Amount</b>	<b>170.73</b>	<b>173.76</b>

#### 6. INVESTMENT – NON-CURRENT

Particulars	As at 31 <sup>st</sup> March, 2024		As at 31 <sup>st</sup> March, 2023	
	No. of units	Amount	No. of units	Amount
<b>A. Investment in Equity Instruments</b>				
(Unquoted, fully paid-up shares in Subsidiary Companies, valued at cost)	0	0.00	0	0.00
<b>B. Other Equity Instruments</b>				
(Unquoted, fully paid-up shares, valued at cost)				
☞ Polywood India Ltd - non-listed Company	1000	0.10	1000	0.10
☞ Investment in Shares - Andhra Fuels Pvt Ltd	11350	1.14	11350	1.14
☞ Investment in Shares - Falgun Export Pvt Ltd	228423	0.80	228423	0.80
<b>C. Investment in Government Securities</b>				
(Unquoted, valued at amortized cost)				
☞ National Saving Certificates	-	0.09	-	0.09
<b>Total</b>	<b>-</b>	<b>2.12</b>	<b>-</b>	<b>2.12</b>

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

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Loans to Body Corporates	54.00	68.55
<b>Total</b>	<b>54.00</b>	<b>68.55</b>

#### 8. OTHER FINANCIAL ASSETS - NON-CURRENT

Particulars	As At 31 <sup>st</sup> March, 2024	As At 31 <sup>st</sup> March, 2023
Security Deposits	82.52	57.99
<b>Total</b>	<b>82.52</b>	<b>57.99</b>

## 9. INVENTORIES

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
At Lower of cost or net realization value:		
Raw Materials	2318.23	2401.94
Packing Material	28.35	20.16
Stock in Progress and semi-finished goods	689.26	617.21
Finished Goods - Manufactured	1510.01	1529.29
Finished Goods - Traded	353.89	310.56
Consumables Items, Stores and Spare Parts	73.81	67.00
<b>Total</b>	<b>4973.55</b>	<b>4946.17</b>

## 10. TRADE RECEIVABLES

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Unsecured, considered good:		
Trade Receivables	2402.96	2170.14
Receivables from Related Parties	0.00	0.00
Trade Receivables which have significant increase in credit risk	0.00	0.00
<b>Total</b>	<b>2402.96</b>	<b>2170.14</b>

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

### Trade Receivables Ageing Schedule

As At 31 <sup>st</sup> March, 2024	Outstanding For Following Periods From Due Date of Payment					
	Less than 6 months	6 months - 1 year	1 -2 years	2 -3 years	More Than 3 Year	Total
(i) Undisputed Trade receivables - considered good	1648.07	141.38	218.75	34.57	360.19	2402.96
(ii) Undisputed Trade receivables - which have significant increase in Credit risk	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Undisputed Trade receivables - Credit impaired*	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed trade receivables- Considered good	0.00	0.00	0.00	0.00	0.00	0.00
(v) Disputed trade receivables- which have significant increase in Credit risk	0.00	0.00	0.00	0.00	0.00	0.00
(vi) Disputed Trade receivables - Credit impaired	0.00	0.00	0.00	0.00	0.00	0.00

### Trade Receivables Ageing Schedule

As At 31 <sup>st</sup> March, 2023	Outstanding For Following Periods From Due Date of Payment					
	Less than 6 months	6 months - 1 year	1 -2 years	2 -3 years	More Than 3 Year	Total
(i) Undisputed Trade receivables – considered good	1448.69	191.28	65.39	107.40	357.39	2170.14
(ii) Undisputed Trade receivables – which have significant increase in Credit risk	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Undisputed Trade receivables – Credit impaired*	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed trade receivables- Considered good	0.00	0.00	0.00	0.00	0.00	0.00
(v) Disputed trade receivables- which have significant increase in Credit risk	0.00	0.00	0.00	0.00	0.00	0.00
(vi) Disputed Trade receivables – Credit impaired	0.00	0.00	0.00	0.00	0.00	0.00

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

### 11. CASH AND CASH EQUIVALENTS

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Cash and Cash Equivalents:		
(a) Cash on hand	14.19	32.84
(b) Balances with banks		
(i) In current accounts	86.83	209.91
(ii) In fixed deposit accounts	585.49	254.77
<b>Total</b>	<b>686.51</b>	<b>497.52</b>

### 12. OTHER CURRENT FINANCIAL ASSETS

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Other Advances recoverable in cash	134.26	158.67
Security & Other Deposits	53.33	39.70
<b>Total</b>	<b>187.60</b>	<b>198.37</b>

### 13. OTHER CURRENT ASSETS

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Advances to Suppliers	146.18	78.34
Prepaid Expenses	73.79	61.01
Balance with Government Authorities	151.33	90.89
Other Advances recoverable for value to be received	85.33	87.54
<b>Total</b>	<b>456.62</b>	<b>317.78</b>

#### 14. EQUITY SHARE CAPITAL

Particulars	As at 31 <sup>st</sup> March, 2024		As at 31 <sup>st</sup> March, 2023			
	No. of Shares	Amount in ₹	No. of Shares	Amount in ₹		
<b>(a) Authorized</b>						
Equity Shares of ₹ 10/- each	12500000	1250.00	12500000	1250.00		
<b>(b) Issued</b>						
Equity Shares of ₹ 10/- each	10824245	1082.42	10824245	1082.42		
<b>(c) Subscribed and fully paid-up</b>						
Equity Shares of ₹ 10/- each	10824245	1082.42	10824245	1082.42		
<b>(d) Reconciliation of shares outstanding at the beginning &amp; at the end of the reporting period</b>						
At the beginning of the period	10824245	1082.42	10824245	1082.42		
Add: Shares Issued	0	0	0	0		
Outstanding at the end of the period	<b>10824245</b>	<b>1082.42</b>	<b>10824245</b>	<b>1082.42</b>		
<b>(e) Details of shareholders holding more than 5% equity shares in the Company:</b>	As at 31 <sup>st</sup> March, 2024		As at 31 <sup>st</sup> March, 2023			
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares		
Mr. Digvijay Dhabriya	6492238	59.98	7192238	66.45		
Mr. Mukul Agarwal	300563	2.78	1002500	9.26		
Mr. Ashish Kacholia	696178	6.43	0	0.00		
<b>(f) Shares held by holding/ ultimate holding company/ or their subsidiaries/ associates</b>	NIL	NIL	NIL	NIL		
<b>(g) Details of equity shares held by Promoters in the company as at the end of year :</b>	As at 31 <sup>st</sup> March, 2024		As at 31 <sup>st</sup> March, 2023			
	Number of shares	% of total shares	% change during the year	Number of shares	% of total shares	% change during the year
Mr. Digvijay Dhabriya	6492238	59.98	(6.47)	7192238	66.45	0.00
Mrs. Anita Dhabriya	470226	4.34	0	470226	4.34	0.00
Digvijay Dhabriya HUF	330331	3.05	0	330331	3.05	0.00
Mrs. Sandhya Hiran	32500	0.3	0	32500	0.30	0.00
Mrs. Usha Jain	8500	0.08	0	8500	0.08	0.00
<b>(h) Terms/Rights attached To Equity Shares</b>	The Company has only one class of shares referred to as equity shares having a par value of ₹ 10/-. Each holder of equity share is entitled to one vote per share and dividend as and when declared by Company.					
	In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after payment of all liabilities. The distribution will be in proportion to the number of equity shares held by the shareholders.					

## 15. OTHER EQUITY

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>(A) General Reserves</b>		
Balance at the Beginning of the Year	5797.81	4939.03
Add: Transfer from Retained Earnings	1351.22	858.78
<b>Closing balance</b>	<b>7149.03</b>	<b>5797.81</b>
<b>(B) Retained Earnings Account</b>		
Balance at the Beginning of the Year	0.00	0.00
Add: Profit for the year	1408.13	848.72
Less: Equity Dividend	(54.12)	0.00
Add: Other Comprehensive Income for the Year, net of income tax	(2.79)	10.06
	1351.22	858.78
Less: Transfer to General Reserve	(1351.22)	(858.78)
<b>Closing balance</b>	<b>0.00</b>	<b>0.00</b>
<b>Equity attributable to Owners</b>	<b>7149.03</b>	<b>5797.81</b>
<b>Non-Controlling Interest</b>	<b>3.92</b>	<b>3.90</b>
<b>Total Equity</b>	<b>7152.95</b>	<b>5801.70</b>
<b>Description of nature and purpose of each reserve</b>		
<b>a. General reserve</b>		
The general reserve is created on transfer of profits from retained earnings. General reserve is created by transfer from one component of equity to another and is not an item of other comprehensive income.		
<b>b. Retained earnings</b>		
Retained earnings represents surplus in Statement of Profit and Loss.		

## 16. BORROWINGS – NON-CURRENT

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>SECURED - At Amortized Cost</b>		
Term Loan from Banks*	2336.98	2989.89
Less: Current maturities of term loans	(778.28)	(860.43)
	1558.70	2129.46
Vehicle Loans**	113.73	56.75
Less: Current maturities of vehicle loans	(37.87)	(24.26)
	75.86	32.50
<b>UNSECURED - At Amortized Cost</b>		
From Directors	430.00	152.00
From Corporates	9.66	171.02
	439.66	323.02
<b>Total</b>	<b>2074.22</b>	<b>2484.97</b>
* There is no default in repayment of principal or payment of interest thereon.		

\*\* Term Loan from HDFC Bank and ICICI Bank is secured by way of hypothecation of the Company's immovable properties and term loans from SIDBI are secured by the guarantees/security extended by promoter-directors of the Company. Total repayment period of the term loans are:

- (i) SIDBI Term Loan of ₹100 Lakhs availed in the Month of February 2019 is repayable in 54 monthly instalments commencing from August, 2019 and last instalment due in June, 2024.
- (ii) SIDBI Term Loan of ₹100 Lakhs availed in the Month of September 2019 is repayable in 54 monthly instalments commencing from March, 2020 and last instalment due in August, 2024.
- (iii) SIDBI Term Loan of total ₹519.44 Lakhs availed up to this year for the Solar Plant and Bangalore Project, out of total sanctioned loan of ₹650 Lakhs, same is repayable in 51 monthly instalments which started from the month of November 2021.
- (iv) GECL-TLs of ₹149 Lakhs, ₹212.18 Lakhs and ₹142 Lakhs taken from HDFC Bank, ICICI Bank and SIDBI respectively during the year are repayable in 36 monthly instalments after availing 12-month moratorium as per the ECLGS of Central Government.
- (v) GECL-TLs of ₹74.38 Lakhs, ₹106.00 and ₹150.00 Lakhs from HDFC Bank, ICICI Bank and SIDBI respectively during the year are repayable in 36 monthly instalments after availing 24-month moratorium as per the ECLGS of Central Government.
- (vi) SIDBI Term Loan of ₹170 Lakhs availed in the Month of December 2021 is repayable in 54 monthly instalments commencing from Jun, 2022 and last instalment due in Nov, 2026.
- (vii) SIDBI Term Loan of ₹600 Lakhs availed in the Month of November 2022 is repayable in 72 monthly instalments commencing from Nov, 2023 and last instalment due in Oct, 2029.
- (viii) SIDBI Term Loan of ₹280 Lakhs availed in the Month of March 2023 is repayable in 54 monthly instalments commencing from Sep, 2023 and last instalment due in Feb, 2028.
- (ix) SIDBI Term Loan of ₹220 Lakhs availed in the Month of March 2023 is repayable in 72 monthly instalments commencing from Apr, 2024 and last instalment due in Mar, 2030.
- (x) HDFC Bank Term Loan (Loan Against Property) of ₹100.00 Lakhs taken during the year 2019-20 is repayable in 126 monthly instalments commencing from February 2020 and last instalment due in July 2030.
- (xi) SIDBI Term Loan of ₹250.00 Lakhs taken during the year 2015-16 is repayable in 90 monthly instalments commencing from August 2016 and last instalment due in June 2024.
- (xii) SIDBI Term Loan of ₹100.00 Lakhs taken during the year 2018-19 is repayable in 90 monthly instalments commencing from April 2019 and last instalment due in March 2027.
- (xiii) SIDBI Term Loan of ₹115.00 Lakhs taken during the year 2019-20 is repayable in 90 monthly instalments commencing from March 2020 and last instalment due in March 2028.
- (xiv) HDFC Bank Machine Term Loan of ₹64.79 Lakhs taken during the year 2018-19 is repayable in 60 monthly instalments commencing from August 2019 and last instalment due in March 2025.
- (xv) HDFC Bank Machine Term Loan of ₹65 Lakhs taken during the year 2020-21 is repayable in 60 monthly instalments commencing from August 2020 and last instalment due in July 2025.
- (xvi) GECL-TLs of ₹85 Lakhs and ₹65 Lakhs taken from HDFC Bank and SIDBI respectively during the year 2020-21 are repayable in 36 monthly instalments after availing 12-month moratorium as per the ECLGS of Central Government.
- (xvii) GECL-TLs of ₹56.54 Lakhs and ₹32.50 Lakhs taken from HDFC Bank and SIDBI respectively during the year 2021-22 are repayable in 36 monthly instalments after availing 24-month moratorium as per the ECLGS of Central Government.
- (xviii) SIDBI Term Loan of ₹200.00 Lakhs taken during the year 2023-24 is repayable in 30 monthly instalments commencing from August 2024 and last instalment due in January 2027.
- (xix) GECL-TLs of ₹39 Lakhs taken from SIDBI during the year 2021-22 is repayable in 36 monthly instalments after availing 12-month moratorium as per the ECLGS of Central Government.

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

#### 17. OTHER FINANCIAL LIABILITIES – NON-CURRENT

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Trade/ security deposits received	0.00	1.21
<b>Total</b>	<b>0.00</b>	<b>1.21</b>

#### 18. PROVISIONS – NON-CURRENT

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Provision for Employee Benefits:		
Gratuity Provision	248.82	221.94
<b>Total</b>	<b>248.82</b>	<b>221.94</b>

#### 19. DEFERRED TAX LIABILITIES (NET)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Tax effect of items constituting deferred tax liability:</b>		
Property, Plant & Equipments	200.54	174.38
	200.54	174.38
<b>Tax effect of items constituting deferred tax assets:</b>		
Provision for gratuity	(62.43)	(70.22)
	(62.43)	(70.22)
<b>Net Deferred Tax Liability</b>	<b>138.12</b>	<b>104.17</b>

#### 20. BORROWINGS – CURRENT

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>SECURED - At Amortized Cost</b>		
<b>Working Capital Loans from Banks*</b>		
Cash Credit / Overdraft Facility	1945.47	2026.83
Buyer's Credit Facility	450.00	307.38
<b>Current Maturities of Loans From Banks**</b>		
of Term Loans	778.28	860.43
of Vehicle Loans	37.87	24.26
<b>Total</b>	<b>3211.62</b>	<b>3218.90</b>

\* Cash Credit / Overdraft / WCDL Limits & Buyers' Credit / SBLC Facility from HDFC Bank Ltd. and ICICI Bank Ltd. are secured against equitable mortgage / hypothecation on all the immovable and movable properties of the respective Companies, inventory and book debts, both present and future.



## 21. TRADE PAYABLES

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Trade payables</b>		
Total outstanding dues of Micro, small and medium enterprises	34.52	10.48
Others	1222.64	848.67
<b>Total</b>	<b>1257.16</b>	<b>859.15</b>

### (i) Trade Payable Ageing Schedule

As at 31 <sup>st</sup> March, 2024	Outstanding For Following Periods From Due Date of Payment				
	Less than 1 year	1 -2 years	2 -3 years	More Than 3 Year	Total
Total outstanding dues of micro enterprises and small enterprises	34.52	0.00	0.00	0.00	34.52
Total outstanding dues of creditors other than micro enterprises and small enterprises	1222.39	0.22	0.03	0.00	1222.64
Disputed dues of micro enterprises and small enterprises	0.00	0.00	0.00	0.00	0.00
Disputed dues of creditors other than micro enterprises and small enterprises	0.00	0.00	0.00	0.00	0.00
As At 31 <sup>st</sup> March, 2023	Outstanding For Following Periods From Due Date of Payment				
	Less than 1 year	1 -2 years	2 -3 years	More Than 3 Year	Total
Total outstanding dues of micro enterprises and small enterprises	10.48	0.00	0.00	0.00	10.48
Total outstanding dues of creditors other than micro enterprises and small enterprises	847.08	0.00	1.60	0.00	848.67
Disputed dues of micro enterprises and small enterprises	0.00	0.00	0.00	0.00	0.00
Disputed dues of creditors other than micro enterprises and small enterprises	0.00	0.00	0.00	0.00	0.00

## 22. OTHER FINANCIAL LIABILITIES - CURRENT

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Other Payables	122.45	85.30
<b>Total</b>	<b>122.45</b>	<b>85.30</b>

### 23. OTHER CURRENT LIABILITIES

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Credit Balances of Receivables	553.56	292.34
Statutory Remittances	128.91	103.41
<b>Total</b>	<b>682.47</b>	<b>395.75</b>

### 24. PROVISIONS - CURRENT

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Provision for Expenses	296.33	241.14
Provision for Employee Benefits - Gratuity	53.01	24.36
<b>Total</b>	<b>349.34</b>	<b>265.51</b>

### 25. INCOME TAXES

#### a) Income Tax Expenses

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>Current Tax:</b>		
☞ Current Tax	485.52	225.83
☞ Tax pertaining to earlier years	26.06	10.24
<b>Deferred Tax</b>	35.11	8.01
<b>Total</b>	<b>546.69</b>	<b>244.08</b>

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

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Profit before tax	1954.84	1092.89
Enacted tax rate in India including surcharge/cess, if any	26.94%	26.20%
Expected income tax expenses at statutory tax rate	526.71	286.34
<b><u>Tax Impact on account of</u></b>		
Depreciation under income tax act	(33.40)	(53.04)
Expenses allowed only on payment basis	14.12	8.87
Expenses not deductible in determining taxable profits	0.13	2.32
Others	(22.04)	(18.64)
Tax expenses pertaining to current year	485.52	225.83
Effective Income Tax Rate	24.84%	20.66%

**b) CURRENT TAX LIABILITY (NET)**

Particulars	As At 31 <sup>st</sup> March, 2024	As At 31 <sup>st</sup> March, 2023
Provision for Income Tax	485.52	225.83
Less: Advance Tax and TDS	347.25	215.46
Net Provision for Income Tax	138.27	10.37
<b>Total</b>	<b>138.27</b>	<b>10.37</b>

**26. REVENUE FROM OPERATIONS**

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>Sale of Products (A)</b>		
Sale of Products	20707.43	17023.02
Less: Discounts on Sales (Cash/Trade)	11.36	14.75
	<b>20696.07</b>	<b>17008.26</b>
<b>Sale of Services (B)</b>		
Installation and Fixing Income	467.23	108.96
<b>Total (A+B)</b>	<b>21163.30</b>	<b>17117.22</b>

**Disaggregate revenue information**

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b><u>Revenue by product type:</u></b>		
Plastic Products (i.e. uPVC/PVC Profiles, Sheets, Mouldings, Windows & Doors etc.)	17301.06	14900.73
Modular Furniture	3395.02	2107.54
Revenue from sale of services	467.23	108.96
<b>Total</b>	<b>21163.30</b>	<b>17117.22</b>
<b><u>Revenue by Geography:</u></b>		
Domestic	20800.01	16922.57
Exports	363.29	194.65
<b>Total</b>	<b>21163.30</b>	<b>17117.22</b>
<b><u>Revenue by time:</u></b>		
Revenue recognized at point in time	21163.30	17117.22
<b>Total</b>	<b>21163.30</b>	<b>17117.22</b>

### 27. OTHER INCOME

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Interest Income	23.13	16.10
Foreign Exchange Fluctuation Gain	22.92	5.98
Profit on sales of Fixed Assets	0.00	0.07
Income from Rent	6.00	7.60
<b>Total</b>	<b>52.06</b>	<b>29.75</b>

### 28. COST OF MATERIAL CONSUMED

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Inventory at the beginning of the year	2536.56	2268.82
Add: Purchases during the year	11315.66	11042.50
	13852.22	13311.31
Less: Inventory at the end of the year	2395.56	2536.56
<b>Total</b>	<b>11456.66</b>	<b>10774.75</b>

### 29. PURCHASE OF STOCK IN TRADE

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Purchase of Trading Goods	393.63	182.75
<b>Total</b>	<b>393.63</b>	<b>182.75</b>

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

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b><u>Inventories at the end of the year:</u></b>		
Finished Goods - Manufactured	1510.01	1529.29
Finished Goods - Trading	353.89	310.56
Stores & spare Parts	73.81	67.00
Stock in Process and Semi-Finished goods	640.27	502.75
<b>TOTAL</b>	<b>2577.99</b>	<b>2409.61</b>
<b><u>Inventories at the beginning of the year:</u></b>		
Finished Goods - Manufactured	1529.23	1091.73
Finished Goods - Trading	310.62	344.52
Stores & spare Parts	67.00	55.04
Stock in Process and Semi-Finished goods	502.75	691.80
<b>TOTAL</b>	<b>2409.61</b>	<b>2183.09</b>
<b>Net (increase) / decrease</b>	<b>(168.38)</b>	<b>(226.51)</b>

### 31. EMPLOYEES BENEFIT EXPENSE

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Salary, Wages and Bonus to Employees	2777.17	2070.69
Contributions to Provident Fund	58.59	40.35
Gratuity	61.52	48.41
Remuneration to Directors	311.63	278.63
Staff Welfare Expenses	71.37	55.68
<b>Total</b>	<b>3280.27</b>	<b>2493.75</b>

### 32. FINANCE COST

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Interest expense	472.52	354.80
Bank Charges & other financial charges	36.18	46.38
<b>Total</b>	<b>508.70</b>	<b>401.18</b>

### 33. DEPRECIATION AND AMORTIZATION EXPENSE

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Depreciation on Property, Plant and Equipment	686.73	374.55
Depreciation on Investment Property	3.02	3.17
<b>Total</b>	<b>689.75</b>	<b>377.72</b>

### 34. OTHER EXPENSES

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>Manufacturing Expenses</b>		
Power & Fuel	717.67	546.50
Repair & Maintenance of Plant & Machinery	348.47	214.92
Electric Repair and Maintenance	28.25	17.94
Glass Hardware & Fittings	56.47	35.91
Installation & Fixing charges	573.75	187.80
Factory/Godown Rent	16.50	22.51
Carriage inward	278.33	250.49
Factory Expenses	50.80	38.57
Water Charges	9.30	6.99
Expenses for Export	16.23	4.76
Expenses for Import of Raw Material	1.05	3.13
<b>Total</b>	<b>2096.80</b>	<b>1329.53</b>

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>Office &amp; Administrative Expenses</b>		
Payment to Auditors:		
As Auditor		
Statutory Audit Fee	2.63	2.43
Quarterly Limited Reviews Fees	0.61	0.61
Insurance expenses	65.49	65.30
Legal & Professional expenses	16.06	13.96
Office /Branch and Misc. Expenses	31.96	21.13
Postage & Telegram Expenses	5.83	4.54
Printing & Stationary	19.33	14.05
News Paper & Periodicals	0.00	0.09
Subscription and Membership fee	6.08	6.06
Registration and filling fee	8.27	7.50
Office & Godown Rents	16.01	25.04
Rent Rate and Tax	84.46	67.58
Sitting Fee to Independent Directors	0.35	0.49
Repair & Maintenance Computer	6.69	6.37
Repair & Maintenance building	12.86	10.37
Vehicle running & Maintenance	25.63	27.10
Telephone, Cellular & Internet expenses	15.93	13.25
Conveyance Expenses	62.20	54.90
Donation	0.63	15.87
Corporate Social Responsibility Expenses	0.00	0.00
	<b>381.02</b>	<b>356.63</b>
<b>Selling &amp; Distribution Expenses</b>		
Advertisement & Sales Promotion Expenses	215.88	72.46
Travelling Expenses	143.00	96.76
Carriage Outward	239.71	183.36
Tender Expenses	0.17	0.54
Commission on Sales	6.95	11.28
Discount Allowed	16.34	(0.12)
	<b>622.07</b>	<b>364.28</b>
<b>Total</b>	<b>3099.89</b>	<b>2050.44</b>

### 35. EARNING PER SHARE

Particulars	2023-24	2022-23
(a) Net Profit after Tax as per Statement of Profit & Loss	1408.15	848.81
(b) Net Profit available to Equity Shareholders	1408.13	848.72
(c) Number of equity shares at year end	10824245	10824245
(d) Weighted Average No. of Equity Shares	10824245	10824245
(e) Basic / Diluted Earnings per Share (b)/(d)	13.01	7.84
(f) Face value per equity share	10.00	10.00

### 36. EMPLOYEE BENEFITS

#### (a) Contribution to Provident Fund and Employees State Insurance

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

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Employer's contribution to provident fund (includes pension fund)	58.59	40.35
Employer's contribution to Employees State Insurance	16.13	14.28

#### (b) Gratuity

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

Particulars	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023
<b>1. Amounts Recognized in Statement of Profit and Loss</b>		
(a) Current Service Cost	43.04	31.92
(b) Interest on Defined Benefit Obligation	18.47	16.48
(c) Past Service Cost	0.00	0.00
Total amount included in "Employee Benefit Expense"	61.52	48.41
<b>2. Amounts Recognized in other comprehensive income (OCI)</b>		
(a) Net cumulative unrecognized actuarial Losses/ (Gains) opening	0.00	0.00
(b) Net Actuarial Losses/ (Gains) Recognized in Year	3.95	(13.73)
Unrecognized actuarial Losses/ (Gains) for the year	3.95	(13.73)
<b>3. Amount Recognized in Balance Sheet</b>		
(a) Present Value of Unfunded Obligations	301.83	246.30
Net Liability	301.83	246.30
(b) Net Liability is bifurcated as follows:		
Current	53.01	24.36
Non-Current	248.82	221.94
Net Liability	301.83	246.30
<b>4. Reconciliation of present value of defined benefit obligations</b>		
(a) Present value of obligation as at the beginning of the period	246.30	227.38
(b) Current Service Cost	43.04	31.92
(c) Interest Cost	18.47	16.48
(d) Actuarial Losses/ (Gain)	3.95	(13.73)
(e) Past Service Cost	0.00	0.00
(f) Benefits Paid	(9.94)	(15.75)
(g) Present value of obligation as at the end of the period	301.83	246.30
<b>5. Actuarial Assumptions of the defined benefit obligations</b>		
(a) Discount Rate (p.a.)	7.25%	7.50%
(b) Salary Escalation Rate (p.a.)	6.00%	6.00%

Particulars	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023
<b>6. Maturity profile of defined benefit obligations</b>		
0 to 1 Year	53.01	46.38
1 to 2 Year	9.00	7.99
2 to 3 Year	5.76	7.17
3 to 4 Year	14.21	4.49
4 to 5 Year	9.99	11.96
5 Year onwards	209.87	168.31

### 37. SEGMENT REPORTING

#### Identification of Segments:

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

- A. Plastic Product
- B. Modular Furniture

#### Segment revenue and results:

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

#### Segment assets and Liabilities:

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

#### Inter Segment transfer:

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



**Primary Segment Information:**

Particulars	2023-24	2022-23
<b>Segment Revenue</b>		
☞ Plastic Products	17819.76	15036.47
☞ Modular Furniture	3402.97	2109.42
<b>Gross Turnover (Turnover and Inter Segment Transfers)</b>	<b>21222.73</b>	<b>17145.89</b>
Less: Inter Segment Transfers	59.43	28.67
<b>Revenue from Operations</b>	<b>21163.30</b>	<b>17117.22</b>
<b>Segment Results</b>		
☞ Plastic Products	2185.35	1312.20
☞ Modular Furniture	255.06	165.76
<b>Total Segment Profit before Interest &amp; Tax</b>	<b>2440.41</b>	<b>1477.97</b>
☞ Finance Cost	(508.70)	(401.18)
☞ Interest Income	23.13	16.10
<b>Profit before tax</b>	<b>1954.84</b>	<b>1092.89</b>
<b>Segment Assets</b>		
☞ Plastic Products	14112.95	12586.82
☞ Modular Furniture	2344.89	1944.58
<b>Total</b>	<b>16457.84</b>	<b>14531.40</b>
<b>Segment Liabilities</b>		
☞ Plastic Products	14112.95	12586.82
☞ Modular Furniture	2344.89	1944.58
<b>Total</b>	<b>16457.84</b>	<b>14531.40</b>

**38. CONTINGENT LIABILITIES**

Particulars	As At 31 <sup>st</sup> March, 2024	As At 31 <sup>st</sup> March, 2023
(a) Performance Bank Guarantees given to third parties for contractual obligations	950.64	624.87

**39. RELATED PARTY DISCLOSURES**

<b>a) Related Parties and their relationship</b>
<b>I. Key Management Personnel</b>
✚ Mr. Digvijay Dhabriya, Chairman & Managing Director
✚ Mr. Mahendra Karnawat, Director
✚ Mr. Shreyansh Dhabriya, Director
✚ Mrs. Anita Dhabriya, Director
✚ Mr. Sharad Kankaria, Independent Director
✚ Mr. Padam Kumar Jain, Independent Director
✚ Mr. Anil Upadhyaya, Independent Director
✚ Mr. Shiv Shankar, Independent Director

**a) Related Parties and their relationship**

- ✚ Mr. Vijay Kumar Jha, Independent Director
- ✚ Mr. Hitesh Agrawal, Chief Financial Officer
- ✚ Mr. Sparsh Jain, Company Secretary & Compliance Officer
- ✚ Mr. Atul Jain, Director
- ✚ Mr. Sourabh Mathur, Director

**II. Enterprises over which Key Managerial Personnel's are able to exercise significant influence/control:**

- ✚ Polywood India Ltd.

**b) Transactions with related parties for the year ended 31<sup>st</sup> March, 2024**

Particulars	Enterprises over which KMP exercise significant influence / control		Key Management Personnel and their relatives	
	2023-24	2022-23	2023-24	2022-23
Remuneration to Key Management Personnel's	0.00	0.00	311.63	278.63
Salary & Allowances to Employees	0.00	0.00	101.39	111.16
Interest Payment	0.23	0.23	0.00	1.68
Directors Sitting Fees	0.00	0.00	0.35	0.49
Other Expenses	0.00	0.00	1.20	1.20
Sales of Goods	0.00	0.00	0.51	2.73
Dividend paid to KMP's	0.00	0.00	35.23	0.00
<u>Balance as at 31<sup>st</sup> March</u>				
Long Term Borrowings	1.00	1.50	430.00	152.00
Provisions – Current	0.00	0.00	14.80	14.85
Other Financial Liabilities – Current	0.00	0.00	0.70	2.65

**40. FINANCIAL INSTRUMENTS**

**(a) Capital Risk Management**

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

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

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. The Group has complied with these covenants and there have been no breaches in the financial covenants of any interest-bearing loans and borrowings. No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2024 and March 31, 2023.

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

Particulars	As At 31 <sup>st</sup> March, 2024	As At 31 <sup>st</sup> March, 2023
Long term borrowings	2074.22	2484.97
Short term borrowings	3211.62	3218.90
Less: Cash and cash equivalents	(686.51)	(497.52)
Less: Bank Balances other than Cash and cash equivalents	0.00	0.00
<b>Net Debt</b>	<b>4599.34</b>	<b>5206.35</b>
<b>Total Equity</b>	<b>8235.37</b>	<b>6884.13</b>
<b>Gearing Ratio</b>	<b>0.56</b>	<b>0.76</b>

(b) Categories of financial instruments

Particulars	As at March 31, 2024		As at March 31, 2023	
	Carrying Value	Fair Value	Carrying Value	Fair Value
<b>Financial Assets</b>				
<b>Measured at amortized cost</b>				
Loans	54.00	54.00	68.55	68.55
Other Financial Assets	270.11	270.11	256.36	256.36
Trade Receivables	2402.96	2402.96	2170.14	2170.14
Cash and Cash equivalents	686.51	686.51	497.52	497.52
Non-current Investment	2.12	2.12	2.12	2.12
<b>Total Financial Assets at amortized cost (A)</b>	<b>3415.70</b>	<b>3415.70</b>	<b>2994.69</b>	<b>2994.69</b>
Measured at Fair Value through other comprehensive income (B)	0.00	0.00	0.00	0.00
Measured at fair value through profit and loss (C)	0.00	0.00	0.00	0.00
<b>Total Financial Assets (A+B+C)</b>	<b>3415.70</b>	<b>3415.70</b>	<b>2994.69</b>	<b>2994.69</b>
<b>Financial Liabilities</b>				
<b>Measured at amortized cost</b>				
Long Term Borrowings	2074.22	2074.22	2484.97	2484.97
Short Term Borrowings	3211.62	3211.62	3218.90	3218.90
Trade Payables	1257.16	1257.16	859.15	859.15
Other Financial Liabilities	122.45	122.45	86.51	86.51
<b>Total Financial Liabilities carried at amortized cost</b>	<b>6665.45</b>	<b>6665.45</b>	<b>6649.53</b>	<b>6649.53</b>

(c) Financial Risk Management objects and policies

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

rate risks and credit risks. The risk management policy is approved by the board of directors. The following is the summary of the main risks.

#### Market Risk

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

#### Interest Rate Risk

Interest rate risk arises from the sensitivity of financial assets and liabilities to changes in market rates of interest. The Company is exposed to interest rate risk arising mainly from long-term borrowings with floating interest rates. The Company is exposed to interest rate risk because the cash flows associated with floating rate borrowings will fluctuate with changes in interest rates. The Company manages the interest rate risks by entering into different kinds of loan arrangements with varied terms.

At the reporting date the interest rate profile of the Company's interest-bearing financial instruments is as follows:

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Financial Assets</b>		
<b>Fixed Rate</b>		
Security Deposit	0.00	0.00
Bank Deposit	585.49	254.77
<b>Total</b>	<b>585.49</b>	<b>254.77</b>
<b>Financial Liabilities</b>		
<b>Fixed Rate</b>		
Term Loans	2890.37	3369.66
<b>Variable Rate Instruments</b>		
Loan repayable on demand	2395.47	2334.21
<b>Total</b>	<b>5285.84</b>	<b>5703.87</b>

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

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
0.5% Increase in Rate - Loan repayable on demand:		
Impact on P&L	(11.98)	(11.67)
0.5% Decrease in Rate - Loan repayable on demand:		
Impact on P&L	11.98	11.67

#### Foreign Currency Risk

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

the Company's functional currency (INR). Foreign currency exposures that are not hedged by derivative instruments outstanding as on the balance sheet date are as under:

Derivative outstanding as at the reporting date – Nil

Particulars of unhedged foreign currency exposure as at the reporting date:

Particulars	Financial Assets		Financial Liabilities	
	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
USD	75.66	100.96	2.07	309.42
EURO	15.36	30.13	0.00	0.00

Foreign Currency sensitivity

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>USD Sensitivity - Impact on Profit Before Tax</b>		
Appreciation in INR by 1%	(0.74)	2.08
Depreciation in INR by 1%	0.74	(2.08)
<b>EURO Sensitivity - Impact on Profit Before Tax</b>		
Appreciation in INR by 1%	(0.15)	(0.30)
Depreciation in INR by 1%	0.15	0.30

### Credit Risk

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

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

### Liquidity Risk

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

Particulars	Less Than 1 year	1 to 5 years	More than 5 years	Total
<b>As at March 31, 2024</b>				
Borrowings	3211.62	1959.91	114.31	5285.84
Trade and Other payables	1257.16	0.00	0.00	1257.16
Other Financial Liabilities	122.45	0.00	0.00	122.45
<b>Total</b>	<b>4591.22</b>	<b>1959.91</b>	<b>114.31</b>	<b>6665.45</b>
<b>As at March 31, 2023</b>				
Borrowings	3218.90	2220.95	264.02	5703.87
Trade and Other payables	859.15	0.00	0.00	859.15
Other Financial Liabilities	86.51	0.00	0.00	86.51
<b>Total</b>	<b>4164.56</b>	<b>2220.95</b>	<b>264.02</b>	<b>6649.73</b>

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

##### i.) Details of Subsidiaries

Name of the Enterprises	County of Incorporation	Proportion of Ownership Interest	
		As at March 31, 2024	As at March 31, 2023
1. Dynasty Modular Furnitures Pvt. Ltd.	India	100%	100%
2. Polywood Profiles Pvt. Ltd.	India	100%	100%
3. Polywood Green Building Systems Pvt. Ltd.	India	99%	99%

##### ii.) Information about standalone subsidiaries/ entities consolidated

###### a. For Financial Year 2023-24

Name of the Enterprises	Net Assets		Share in Profit / (Loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of Total Consolidated Net Assets	Amount	As % of Consolidated Profit / (Loss)	Amount	As % of Consolidated OCI	Amount	As % of Consolidated Total OCI	Amount
<b>Parent</b>								
Dhabriya Polywood Limited	58.85%	4846.63	35.59%	501.12	148.78%	(4.15)	35.36%	496.97
<b>Subsidiaries</b>								
Dynasty Modular Furnitures Pvt. Ltd.	8.46%	696.73	9.06%	127.58	49.47%	(1.38)	8.98%	126.20
Polywood Profiles Pvt. Ltd.	33.82%	2785.02	58.51%	823.88	-99.81%	2.78	58.82%	826.66
Polywood Green Building Systems Pvt. Ltd.	4.70%	387.01	0.15%	2.07	1.57%	(0.04)	0.14%	2.03
Inter-company elimination & Consolidation adjustments	-5.83%	(480.03)	-3.30%	(46.50)	0.00%	0.00	-3.31%	-46.50
<b>Total</b>	<b>100%</b>	<b>8235.37</b>	<b>100%</b>	<b>1408.15</b>	<b>100%</b>	<b>(2.79)</b>	<b>100%</b>	<b>1405.37</b>

**b. For Financial Year 2022-23**

Name of the Enterprises	Net Assets		Share in Profit / (Loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of Total Consolidated Net Assets	Amount	As % of Consolidated Profit / (Loss)	Amount	As % of Consolidated OCI	Amount	As % of Consolidated Total OCI	Amount
<b>Parent</b>								
Dhabriya Polywood Limited	63.97%	4403.78	35.89%	304.66	53.67%	5.40	36.10%	310.06
<b>Subsidiaries</b>								
Dynasty Modular Furnitures Pvt. Ltd.	8.29%	570.53	9.05%	76.81	17.33%	1.74	9.15%	78.56
Polywood Profiles Pvt. Ltd.	29.12%	2004.86	54.03%	458.60	26.44%	2.66	53.71%	461.26
Polywood Green Building Systems Pvt. Ltd.	5.59%	384.98	1.03%	8.74	2.56%	0.26	1.05%	9.00
Inter-company elimination & Consolidation adjustments	-6.97%	(480.03)	0.00%	0.00	0.00%	0.00	0.00%	0.00
<b>Total</b>	<b>100%</b>	<b>6884.13</b>	<b>100%</b>	<b>848.81</b>	<b>100%</b>	<b>10.06</b>	<b>100%</b>	<b>858.87</b>

**42. OTHER NOTES**

- ☞ Group does not have any long-term contract including derivative contract for which there are any material foreseeable losses.
- ☞ There are no amounts which are required to be transferred to the Investor Education and Protection Fund.
- ☞ Previous year figures have been reworked, regrouped, rearranged and reclassified, wherever necessary.
- ☞ All the Ind AS issued and notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the standalone financial statements are authorized, have been considered in preparing these standalone financial statements.

**43. EVENTS AFTER THE REPORTING PERIOD**

The Board of Directors have recommended dividend of ₹ 0.50 per fully paid-up equity share of ₹ 10/- each for the financial year 2023-24.

**44. APPROVAL OF FINANCIAL STATEMENTS**

The financial statements were approved for issue by the Board of Directors on May 22, 2024.

As per our report of even date  
For **TAMBI ASHOK & ASSOCIATES**  
**Chartered Accountants**  
Firm Regn. No. 005301C

**(CA ASHOK KUMAR TAMBI)**  
**Partner**  
M. No. 074100

Jaipur, May 22, 2024

For **DHABRIYA POLYWOOD LIMITED**

**DIGVIJAY DHABRIYA**      **MAHENDRA KARNAWAT**  
**Managing Director**      **Whole-Time Director**  
(DIN: 00519946)      (DIN: 00519876)

**Hitesh Agrawal**      **Sparsh Jain**  
**Chief Financial Officer**      **Company Secretary**

## INDEPENDENT AUDITOR'S REPORT

### To the Members of DHABRIYA POLYWOOD LIMITED

#### Report on the Audit of Standalone Financial Statements

##### Opinion

We have audited the accompanying Standalone Financial Statements of **DHABRIYA POLYWOOD LIMITED** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the Standalone Financial Statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements ("the financial statements") give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and Other accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March 2024, its profit including other comprehensive income, its cash flows and changes in equity for the year ended on that date.

##### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial

Statements section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's code of ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

##### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements for the financial year ended 31<sup>st</sup> March 2024. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

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



Key Audit Matter	How the matter was addressed in our audit
<p><b>A. Revenue Recognition</b></p> <ul style="list-style-type: none"> <li>✚ The Company’s revenue is principally derived from sale of products of PVC-uPVC Profile Sections, Doors, Windows and others. Revenue from sale of goods is recognized when control of the products being sold is transferred to the customer and when there are no unfulfilled obligations.</li> <li>✚ The performance obligations in the contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on terms of order / contract with the customer.</li> <li>✚ Revenue is measured at fair value of the consideration received or receivable after deduction of any trade/volume discounts and taxes or duties collected.</li> </ul> <p>Hence, we identified revenue recognition as a key audit matter since revenue is significant to the financial statements and is required to be recognized as per the requirements of applicable accounting framework.</p>	<p><u>Our audit procedure:</u></p> <ul style="list-style-type: none"> <li>✚ We assessed the appropriateness of the revenue recognition accounting policies by comparing them with applicable Indian Accounting Standards (Ind AS).</li> <li>✚ Evaluated the process followed by the management for revenue recognition including understanding and testing of key controls related to recognition of revenue in correct period.</li> <li>✚ Performed substantive testing on samples selected using statistical sampling of revenue transactions, recorded during the year by testing the underlying documents to determine whether revenue has been recognized correctly.</li> <li>✚ Tested, on a sample basis, specific revenue transactions recorded before and after the financial year end date including examination of credit notes issued after the year end to determine whether the revenue has been recognized in the appropriate financial period. and timely. Based on the above stated procedures, no significant exceptions were noted in revenue recognition.</li> </ul>
<p><b>B. Inventory Existence and Valuation</b></p> <ul style="list-style-type: none"> <li>✚ Inventory is held in various locations by the Company. There are complexities and manual process involved in determining inventory quantities on hand and valuation of the same due to the Company’s presence across different locations within the country, diverse &amp; numerous inventory products and work in progress at different stages of the processes at various manufacturing units.</li> </ul> <p>Therefore, inventory quantities and valuation is identified as a key audit matter.</p>	<p><u>Our audit procedure:</u></p> <ul style="list-style-type: none"> <li>✚ We have attended inventory counts, which we selected based on financial significance and risk, observed management’s inventory count procedures to assess the effectiveness, selected a sample of inventory products and compared the quantities counted to the quantities recorded and ensured inventory adjustments, if any, are recorded in the books of accounts.</li> <li>✚ Assessed whether the management’s internal controls relating to inventory’s valuation are appropriately designed and implemented.</li> <li>✚ Discussed with the management on the management’s process of identifying the stages of completion and valuing work in progress stock at the time of book closure process.</li> <li>✚ Verified the correctness of valuation made by the management on a sample basis, with regard to the cost and net realizable value of inventory.</li> </ul>

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

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

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

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

### Responsibilities of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with the Companies (Indian accounting standards) Rules 2015, as amended from time to time.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and

other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

### Auditor's Responsibility for the audit of Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- ✦ Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ✦ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- ✦ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- ✦ Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- ✦ Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors (i) in planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements for the financial year ended 31<sup>st</sup> March 2024 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid Standalone Financial Statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued there under;
  - (e) On the basis of the written representations received from the Directors of the Company as on 31<sup>st</sup> March 2024, taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2024 from being appointed as a Director in terms of Section 164(2) of the Act;
  - (f) With respect to the adequacy of the internal financial controls of the Company with reference to these Standalone Financial

Statements and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**" to this report;

- (g) In our opinion, the managerial remuneration for the year ended 31<sup>st</sup> March 2024 has been paid/ provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements;
  - (ii) The Company did not have any long-term contracts including derivative contracts; hence, the question of any material foreseeable losses does not arise;
  - (iii) There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company.
  - (iv) (a). The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or

provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b). The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c). Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.

(v) The final dividend proposed for the previous year, declared and paid by the Company during the year in accordance with Section 123 of the Act, as applicable

As stated in Note 42 to the Standalone Financial Statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend

proposed is in accordance with section 123 of the Act, as applicable.

(vi) Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of audit, our audit we did not come across any instance of audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from 01<sup>st</sup> April 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended 31<sup>st</sup> March 2024.

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

SD/-  
**(CA ASHOK KUMAR TAMBI)**  
**Partner**  
Membership No. 74100  
UDIN: 24074100BKGFFH5457

Place: Jaipur  
Date: May 22, 2024

## ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

Referred to in Paragraph 1 under “Report on Other Legal and Regulatory Requirements” section of our report of even date to the members of **DHABRIYA POLYWOOD LIMITED** on the Standalone Financial Statements for the year ended on 31<sup>st</sup> March 2024.

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i) In respect of its Property, plant and equipment :
  - a. The Company has maintained proper records showing full particulars including quantitative details and situation of Property, plant and equipment.
  - b. Property, plant and equipment have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable having regard to the size of the Company and nature of its assets. According to information and explanation given to us, no material discrepancies were noticed on such physical verification.
  - c. According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deeds and lease agreements provided to us, we report that, the title deeds, comprising all the immovable properties of land (freehold and/or leasehold), are held in the name of the Company as at the Balance Sheet date.
  - d. The Company has not revalued its Property, Plant and Equipment during the year. Accordingly, reporting under clause 3(i)(d) of the Order is not applicable.

- e. There are no proceedings initiated during the year or are pending against the Company as at 31<sup>st</sup> March 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii)
    - a. The management has conducted physical verification of inventory in phased manner at reasonable intervals to cover all the items during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed.
    - b. The Company has a working capital limit in excess of Rs 5 crore, sanctioned by banks based on the security of current assets. The quarterly statements, in respect of the working capital limits have been filed by the Company with such banks and such statements are in agreement with the books of account of the Company for the respective periods, which were not subject to audit.
  - (iii) The Company has not granted any loans, secured or unsecured, to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act.
  - (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
  - (v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the

provisions of clause 3(v) of the Order are not applicable to the Company.

- (vi) We have broadly reviewed the accounts and records maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under Section 148(1) of the Companies Act, 2013 read with Companies (Cost Records & Audit) Rules, 2014 and we are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made detailed examination of the records with a view to determine whether they are accurate and complete.
- (vii) In our opinion and according to information and explanations given to us and based on the audit procedures performed by us in respect of statutory dues:
- a. The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
  - b. There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues arrears as at 31<sup>st</sup> March 2024 for a period of more than six months from the date they became payable.
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

- (ix) a. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks and financial institutions.
- b. According to the information and explanations given to us and on the basis of our audit procedures, we report that the company has not been declared willful defaulter by any bank or financial institution or other lender.
- c. In our opinion and according to the information and explanations given to us, the term loans were applied for the purposes for which the loans were obtained.
- d. According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- e. According to the information and explanations given to us and on an overall examination of the financial statements of the company, we report that the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures. Accordingly, reporting under clause 3(ix)(e) of the Order is not applicable.
- f. According to the information and explanations given to us and procedures performed by us, we report that the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Accordingly, reporting under clause 3(ix)(f) of the Order is not applicable.
- (x) a. The company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year and hence

reporting under clause 3(x)(a) of the Order is not applicable.

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

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

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

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

(xii) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given by the management and based on our examination, the transactions with the related parties are in compliance with section 177 and 188 of the Act, where applicable. The Company has disclosed the details of the related party transactions in the Notes to the Standalone Financial Statements, as required by the

applicable Indian Accounting Standards.

(xiv) a. The Company has an internal audit system manned by in-house internal audit department, which is commensurate with the size and nature of its business.

b. As per the internal audit plan approved by the Board of Directors of the Company, internal audit is performed in a year in annual/half yearly cycles covering the current financial year and previous periods. We have considered the internal audit reports issued during the year under audit and till date, in determining the nature, timing and extent of our audit procedures.

(xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with them and accordingly, provisions of Section 192 of the Act are not applicable to the Company.

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

(xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

(xviii) There has been no resignation of the Statutory Auditors during the year.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board



of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of Balance Sheet as and when they fall due within a period of one year from the Balance Sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) According to the information and explanations given to us, Company is not covered under the criteria as specified under Section 135(1) of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 therefore there

is no requirement for the Company to spend any amount under sub-section (5) of section 135 of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.

- (xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

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

**(CA ASHOK KUMAR TAMBI)**  
**Partner**  
Membership No. 74100  
UDIN: 24074100BKGFFH5457

Place: Jaipur  
Date: May 22, 2024

## ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

Referred to in Paragraph 2(f) under “Report on Other Legal and Regulatory Requirements” section of our report of even date

### **Report on the Internal Financial Controls with reference to Standalone Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls with reference to Standalone Financial Statements of **DHABRIYA POLYWOOD LIMITED** (“the Company”) as of 31<sup>st</sup> March 2024 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 criteria for internal financial control with reference to Standalone Financial Statements established by the Company considering the essential components of internal control stated in the “Guidance Note on Audit of Internal Financial Controls Over Financial Reporting” (the “Guidance Note”) issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to Standalone Financial Statements based on our audit. We

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

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

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

#### **Meaning of Internal Financial Controls Over Financial Reporting**

A Company’s internal financial control with reference to Standalone Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control with reference to Standalone Financial Statements includes those policies and procedures that (1) pertain to the maintenance of

records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of Management and Directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

#### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to these Standalone Financial Statements and such internal financial controls with reference to Standalone Financial Statements were operating effectively as at 31<sup>st</sup> March 2024, based on the criteria for internal financial control with reference to Standalone Financial Statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

**(CA ASHOK KUMAR TAMBI)**  
**Partner**  
Membership No. 74100  
UDIN: 24074100BKGFFH5457

Place: Jaipur  
Date: May 22, 2024

**STANDALONE BALANCE SHEET** as at 31<sup>st</sup> March 2024

(All amounts in INR Lakhs, unless otherwise stated)

Particulars	Note	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023
<b>A. ASSETS</b>			
<b>I. Non-current Assets</b>			
(a) Property, Plant and Equipment	4	5074.43	4411.47
(b) Capital work-in progress	4	41.74	7.44
(c) Investment Property	5	170.73	173.76
(d) Financials Assets			
(i) Investments	6	480.16	480.16
(ii) Loans		0.00	0.00
(iii) Others	7	23.50	25.71
(e) Other non-current assets		0.00	0.00
<b>Total Non-Current Assets</b>		<b>5790.56</b>	<b>5098.52</b>
<b>II. Current Assets</b>			
(a) Inventories	8	3328.90	3484.03
(b) Financial Assets			
(i) Trade Receivables	9	1855.66	1549.33
(ii) Cash and cash equivalents	10	242.88	290.56
(iii) Bank balances other than (iii) above		0.00	0.00
(iv) Others	11	151.95	146.28
(c) Other Current Assets	12	380.81	241.80
<b>Total Current Assets</b>		<b>5960.20</b>	<b>5712.00</b>
<b>Total Assets</b>		<b>11750.76</b>	<b>10810.52</b>
<b>B. EQUITY AND LIABILITIES</b>			
<b>I. EQUITY</b>			
(a) Equity Share Capital	13	1082.42	1082.42
(b) Other Equity	14	3764.21	3321.36
<b>Total Equity</b>		<b>4846.63</b>	<b>4403.78</b>
<b>II. LIABILITIES</b>			
<b>1) Non-current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	15	2272.42	2375.73
(ii) Other Financial Liabilities	16	0.00	1.21
(b) Provisions	17	167.67	156.72
(c) Deferred tax liabilities (net)	18	119.37	93.77
(d) Other non-current liabilities		0.00	0.00
<b>Total Non-Current Liabilities</b>		<b>2559.46</b>	<b>2627.42</b>
<b>2) Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	19	2760.91	2711.95
(ii) Trade Payables	20		
Dues to Micro and Small Enterprises		9.82	4.23
Dues to Creditors other than Micro and Small Enterprises		789.73	642.88
(iii) Other Financial Liabilities	21	87.82	41.74
(b) Other Current Liabilities	22	447.05	236.76
(c) Provisions	23	204.32	141.92
(d) Current tax liabilities (Net)	24	45.02	(0.15)
<b>Total Current Liabilities</b>		<b>4344.67</b>	<b>3779.32</b>
<b>Total Equity and Liabilities</b>		<b>11750.76</b>	<b>10810.52</b>

The accompanying summary of significant accounting policies and other explanatory information are an integral part of the standalone financial statements. This is the Standalone Balance Sheet referred to in our report of even date

For **TAMBI ASHOK & ASSOCIATES**

Chartered Accountants

Firm Regn. No. 005301C

(CA ASHOK KUMAR TAMBI)

Partner

M. No. 074100

Jaipur, May 22 2024

For and on behalf of the Board of Directors

For **DHABRIYA POLYWOOD LIMITED**

DIGVIJAY DHABRIYA

Managing Director

(DIN: 00519946)

Hitesh Agrawal

Chief Financial Officer

MAHENDRA KARNAWAT

Whole-Time Director

(DIN: 00519876)

Sparsh Jain

Company Secretary

STANDALONE STATEMENT OF PROFIT AND LOSS for the year ended on 31<sup>st</sup> March 2024

(All amounts in INR Lakhs, unless otherwise stated)

Particulars	Note	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>I. Revenue</b>			
Revenue from operations	25	11276.39	8759.25
Other Income	26	82.41	19.01
<b>Total Income</b>		<b>11358.81</b>	<b>8778.26</b>
<b>II. Expenses</b>			
(a) Cost of materials Consumed	27	5864.46	5317.47
(b) Purchase of Traded Goods	28	253.00	75.77
(c) Change in Inventories of Finished Goods, WIP and Stock-in-trade	29	(62.91)	(169.11)
(d) Employee Benefits Expense	30	1898.63	1372.67
(e) Finance Cost	31	475.71	346.58
(f) Depreciation and Amortization Expense	32	418.06	237.69
(g) Other Expenses	33	1833.09	1198.54
<b>Total Expenses</b>		<b>10680.03</b>	<b>8379.61</b>
<b>III. Profit Before Tax &amp; Exceptional Items</b>		<b>678.77</b>	<b>398.65</b>
<b>IV. Exceptional Items</b>		<b>0.00</b>	<b>0.00</b>
<b>V. Profit after Exceptional Items &amp; before Taxes</b>		<b>678.77</b>	<b>398.65</b>
<b>VI. Tax Expense/ (credit):</b>			
☞ Current Tax	24	149.00	75.50
☞ Deferred Tax		27.20	18.31
☞ Short/ (Excess) provision for taxes of earlier years		1.45	0.19
<b>Total Tax</b>		<b>177.65</b>	<b>94.00</b>
<b>VII. Profit for the period</b>		<b>501.12</b>	<b>304.66</b>
<b>VIII. Other Comprehensive Income (OCI)</b>			
Item that will not be reclassified to profit or loss			
☞ Remeasurements of the defined benefit liabilities		(5.75)	7.48
☞ Income tax relating to items that will not be reclassified to profit or loss		1.60	(2.08)
<b>Other Comprehensive Income for the period After Tax</b>		<b>(4.15)</b>	<b>5.40</b>
<b>IX. Total Comprehensive Income for the period After Tax</b>		<b>496.97</b>	<b>310.06</b>
<b>X. Earnings per Equity Share (of ₹ 10/- each)</b>			
(a) Basic & Diluted	34	<b>4.63</b>	<b>2.81</b>

The accompanying summary of significant accounting policies and other explanatory information are an integral part of the standalone financial statements. This is the Standalone Statement of Profit and Loss referred to in our report of even date.

For TAMBİ ASHOK & ASSOCIATES

Chartered Accountants

Firm Regn. No. 005301C

(CA ASHOK KUMAR TAMBİ)

Partner

M. No. 074100

Jaipur, May 22 2024

For DHABRIYA POLYWOOD LIMITED

DIGVIJAY DHABRIYA

Managing Director

(DIN: 00519946)

Hitesh Agrawal

Chief Financial Officer

MAHENDRA KARNAWAT

Whole-Time Director

(DIN: 00519876)

Sparsh Jain

Company Secretary

**STANDALONE CASH FLOW STATEMENT** for the year ended on 31<sup>st</sup> March 2024

(All amounts in INR Lakhs, unless otherwise stated)

Particulars	For the year ended 31 <sup>st</sup> March, 2024		For the year ended 31 <sup>st</sup> March, 2023	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit before tax as per Profit & Loss Statement		678.77		398.65
<b>Adjusted for:</b>				
Depreciation and amortization expenses		418.06		237.69
Finance Costs		475.71		346.58
Interest Income		(12.49)		(11.41)
Dividend Income		(46.50)		0.00
		834.78		572.86
Operating Profit before working capital changes		1513.55		971.51
<b>Adjustment for:</b>				
(Increase) / Decrease in Trade Receivables		(306.32)		(117.89)
(Increase) / Decrease in Inventories		155.11		(420.12)
(Increase) / Decrease in Other Assets		(142.47)		(30.65)
(Decrease) / Increase in Trade Payables		152.44		(20.04)
(Decrease) / Increase in Provisions		73.36		29.47
(Decrease) / Increase in Other Liabilities		249.57		57.83
		181.70		(501.40)
Cash generated from/ (used in) operations		1695.25		470.11
Direct Taxes Paid		(105.44)		(75.84)
<b>Net cash generated from/ (used in) operating activities – (A)</b>		<b>1589.81</b>		<b>394.28</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Payment for Property, plant and equipment and Capital work in progress and Investment properties		(1112.30)		(596.79)
Interest Income		12.49		11.41
Dividend Income		46.50		0.00
<b>Net cash (used in) Investing Activities – (B)</b>		<b>(1053.31)</b>		<b>(585.38)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Proceeds from Non-Current borrowings		658.00		1253.80
Repayment of Non-Current borrowings		(761.31)		(741.26)
Net Increase/(decrease) in Current borrowings		48.96		35.63
Dividend Paid		(54.12)		0.00
Interest paid		(475.71)		(346.58)
<b>Net cash (used in)/ from financing activities – (C)</b>		<b>(584.18)</b>		<b>201.59</b>
<b>Net Increase/ (decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>		<b>(47.68)</b>		<b>10.49</b>
<b>Cash and cash equivalents at the beginning of the year</b>		<b>290.56</b>		<b>280.07</b>
<b>Cash and cash equivalents at the end of the year</b>		<b>242.88</b>		<b>290.56</b>
<b>1. Cash and cash equivalents at the end of the year comprises:</b>				
Cash on hand		10.31		21.03
Balances with Banks				
(i) In current accounts		29.87		69.97
(ii) In fixed deposit accounts		202.70		199.56
<b>Total</b>		<b>242.88</b>		<b>290.56</b>

The above standalone Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Ind AS 7, 'Statement of Cash Flow'.

The accompanying summary of significant accounting policies and other explanatory information are an integral part of the standalone financial statements. This is the Standalone Cash Flow Statement referred to in our report of even date.

For **TAMBI ASHOK & ASSOCIATES**

Chartered Accountants

Firm Regn. No. 005301C

(CA ASHOK KUMAR TAMBI)

Partner

M. No. 074100

Jaipur, May 22, 2024

For and on behalf of the Board of Directors

For **DHABRIYA POLYWOOD LIMITED**

DIGVIJAY DHABRIYA

Managing Director

(DIN: 00519946)

Hitesh Agrawal

Chief Financial Officer

MAHENDRA KARNAWAT

Whole-Time Director

(DIN: 00519876)

Sparsh Jain

Company Secretary

**STANDALONE STATEMENT OF CHANGES IN EQUITY** for the year ended on 31<sup>st</sup> March 2024

(All amounts in INR Lakhs, unless otherwise stated)

<b>A. Equity Share Capital</b>				
<b>Particulars</b>	<b>Amount</b>			
<b>Balance as at 01<sup>st</sup> April, 2022</b>	<b>1082.42</b>			
Changes in equity share capital during the year	0.00			
<b>Balance as at 31<sup>st</sup> March, 2023</b>	<b>1082.42</b>			
Changes in equity share capital during the year	0.00			
<b>Balance as at 31<sup>st</sup> March, 2024</b>	<b>1082.42</b>			
<b>B. Other Equity</b>				
<b>Particulars</b>	<b>Other Equity</b>			<b>Amount</b>
	<b>Reserve and Surplus</b>			
	<b>General Reserve</b>	<b>Share Premium Account</b>	<b>Retained Earnings Account</b>	
<b>Balance as at 01<sup>st</sup> April, 2022</b>	<b>2593.65</b>	<b>417.65</b>	<b>0.00</b>	<b>3011.30</b>
1. Profit for the year	0.00	0.00	304.66	304.66
2. Other comprehensive income for the year, net of income tax	0.00	0.00	5.40	5.40
<b>Total Comprehensive Income for the year</b>	<b>0.00</b>	<b>0.00</b>	<b>310.06</b>	<b>310.06</b>
3. Premium received on issue of Shares	0.00	0.00	0.00	0.00
4. Transfer to / (from) Retained earnings	310.06	0.00	(310.06)	0.00
<b>Balance as at 31<sup>st</sup> March, 2023</b>	<b>2903.71</b>	<b>417.65</b>	<b>0.00</b>	<b>3321.36</b>
1. Profit for the year	0.00	0.00	501.12	501.12
2. Other comprehensive income for the year, net of income tax	0.00	0.00	(4.15)	(4.15)
<b>Total Comprehensive Income for the year</b>	<b>0.00</b>	<b>0.00</b>	<b>496.97</b>	<b>496.97</b>
3. Equity Dividend	0.00	0.00	(54.12)	(54.12)
4. Transfer to / (from) Retained earnings	442.85	0.00	(442.85)	0.00
<b>Balance as at 31<sup>st</sup> March, 2024</b>	<b>3346.56</b>	<b>417.65</b>	<b>0.00</b>	<b>3764.21</b>
The accompanying summary of significant accounting policies and other explanatory information are an integral part of the standalone financial statements.				
This is the Standalone Statement of Changes in Equity referred to in our report of even date.				
For <b>TAMBI ASHOK &amp; ASSOCIATES</b> Chartered Accountants Firm Regn. No. 005301C  ( <b>CA ASHOK KUMAR TAMBI</b> ) Partner M. No. 074100  Jaipur, May 22, 2024		<i>For and on behalf of the Board of Directors</i> For <b>DHABRIYA POLYWOOD LIMITED</b>  <b>DIGVIJAY DHABRIYA</b> Managing Director (DIN: 00519946)  <b>Hitesh Agrawal</b> Chief Financial Officer		
		<b>MAHENDRA KARNAWAT</b> Whole-Time Director (DIN: 00519876)  <b>Sparsh Jain</b> Company Secretary		

## Notes to the Standalone Financial Statements for the year ended 31<sup>st</sup> March, 2024

### 1. CORPORATE INFORMATION

Dhabriya Polywood Limited ('The Company') [CIN : L29305RJ1992PLC007003] is a Public Limited Company domiciled and incorporated in India in 1992. The Company's equity shares are listed at the Bombay Stock Exchange (BSE). The registered office of the Company is situated at B-9D-1, Malviya Industrial Area, Jaipur - 302017 (Rajasthan) and having its three manufacturing units at Jaipur (Rajasthan), Coimbatore (Tamilnadu) and Bangalore (Karnataka) respectively. Apart from that Company has its marketing network spread throughout India to cover all major markets. The Company is one of the leading manufacturer & suppliers of Extruded PVC/uPVC Profile Sections and Dstona Sheets & Moldings for various furnishing & furniture applications (i.e. Doors, Partitions, Ceiling, Paneling, fencing, prefabs, interior & furnishing etc.), uPVC Window & Doors and Aluminum Window Systems. All the product range of Company are developed & produced on *Save Tress* concept without using natural wood.

### 2. MATERIAL ACCOUNTING POLICIES

#### A. BASIS OF PREPERATION AND PRESENTATION

##### (i) Compliance with Ind AS

These standalone financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act and guidelines issued by the Securities and Exchange Board of India (SEBI). The accounting policies are applied consistently to all the periods presented in the financial statements.

##### (ii) Historical cost convention

The financial statements have been prepared on a historical cost basis except for certain financial instruments which are measured at fair value at the end of each reporting period.

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

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

##### (iv) Rounding of amounts

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

### B. USE OF ESTIMATES AND JUDGEMENTS

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

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



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

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

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

#### **Depreciation methods, estimated useful lives and residual value**

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

Depreciation on additions and deletion during the year has been provided on pro rata basis with reference to the date of addition and deletion. The residual values and useful lives are reviewed and adjusted if appropriate at the end of each reporting period. Gains and losses on disposals, if any, are determined by comparing proceeds with carrying amount. These are included in the statement of profit and loss within other income or other expenses, as applicable.

### D. INVESTMENT PROPERTY

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

### E. IMPAIRMENT OF ASSETS

The carrying amount of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss will be recognized in the Statement of Profit and Loss wherever the carrying amount of an asset exceeds its estimated recoverable amount. When an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying

amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss. Provision for impairment will be reviewed periodically and amended depending on changes in circumstances.

#### F. CASH AND CASH EQUIVALENTS

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

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

#### G. TRADE RECEIVABLES

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

#### H. INVENTORIES

Raw materials, Packing Materials, stores, spares & consumables, work in progress and finished goods are stated at the lower of cost

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

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

#### I. INVESTMENT IN SUBSIDIARIES

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

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

less than its carrying amount, the impairment loss is accounted for.

#### **J. TRADE AND OTHER PAYABLES**

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

#### **K. BORROWING**

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

#### **L. BORROWING COST**

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

costs are recognized in Profit and Loss in the period in which they are incurred.

#### **M. PROVISIONS AND CONTINGENT LIABILITIES**

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

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

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

#### N. REVENUE RECOGNITION

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

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

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

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

#### O. EMPLOYEE BENEFITS

##### Short Term Employee Benefits

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

##### Post-Employment Benefits

###### Defined Contribution Plans

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

###### Defined Benefit Plans

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

#### P. FOREIGN CURRENCY TRANSACTIONS

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

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

#### Q. INCOME TAXES

Current Income Tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss i.e. in other comprehensive income or equity.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the

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

#### R. FINANCIAL INSTRUMENTS

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

## FINANCIAL ASSETS

### Initial recognition and measurement:

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

### Derecognition

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

### Investment in Subsidiaries:

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

### Impairment of financial assets

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

## FINANCIAL LIABILITIES AND EQUITY INSTRUMENTS

### Classification as equity

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

### Equity instruments

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

### Financial liabilities

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

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

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

#### **Derecognition of financial liabilities**

A financial liability is de-recognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or Modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

#### **Offsetting**

Financial assets and financial liabilities are offset, and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

#### **S. EARNING PER SHARE**

Basic earnings per share is calculated by dividing the net profit for the current year attributable to equity shareholders by the weighted average number of equity shares

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

#### **T. DIVIDEND PAYMENT**

A final dividend, including tax thereon if applicable, on equity shares is recorded as a liability on the date of approval by the shareholders. An interim dividend, including tax thereon if applicable, is recorded as a liability on the date of declaration by the Board of directors.

#### **U. OPERATING CYCLE**

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

#### **V. RECENT ACCOUNTING PRONOUNCEMENTS:**

##### **a. Application of new and revised Indian Accounting Standards (Ind AS)**

All the Ind AS issued and notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the standalone financial statements are authorized, have been considered in

preparing these standalone financial statements.

#### **Recent Accounting pronouncements**

During the current financial year Ministry of Corporate Affairs (“MCA”) has not notified any new standards or new amendments to the existing standards applicable to the Company.

### **3. CRITICAL ESTIMATES AND JUDGEMENTS**

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

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

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

Useful life and residual value are determined by the management based on a technical evaluation considering nature

of asset, past experience, estimated usage of the asset, vendor’s advice etc. and same is reviewed at each financial year end.

(ii) **Taxation :**

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

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

(iii) **Impairment of investments:**

The Company reviews it’s carrying value of long-term investments in equity shares of subsidiaries and other companies carried at cost at the end of each reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.



## Notes to the Standalone Financial Statements for the year ended 31<sup>st</sup> March 2024

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

As at 31<sup>st</sup> March 2024 and 31<sup>st</sup> March 2023

(All amounts in INR Lakhs, unless otherwise stated)

Particulars	Gross Carrying Amount				Accumulated Depreciation			Net Carrying Amount		
	Balance as at 01 April, 2023	Additions / Adjustments	Disposals / discard of assets	As at 31 March, 2024	Balance as at 01 April, 2023	Depreciation for the year	Eliminated on Disposals / discard of assets	As at 31 March, 2024	As at 31 March, 2024	As at 31 March, 2023
Land	1402.50	0.00	0.00	1402.50	0.00	0.00	0.00	0.00	1402.50	1402.50
Building	1703.20	40.29	0.00	1743.49	280.77	107.67	0.00	388.43	1355.06	1422.43
Plant & Equipment	2647.21	945.53	0.00	3592.74	1252.30	239.68	0.00	1491.98	2100.76	1394.91
Furniture & Fixtures	175.87	18.59	0.00	194.47	47.98	36.15	0.00	84.13	110.34	127.89
Vehicles	127.99	59.96	0.00	187.95	85.62	21.79	0.00	107.41	80.54	42.36
Office Equipment's	4.42	0.00	0.00	4.42	3.21	0.27	0.00	3.47	0.95	1.22
Computers	26.75	8.88	0.00	35.64	19.37	6.79	0.00	26.16	9.47	7.38
Misc. Fixed Assets	42.80	4.74	0.00	47.54	30.04	2.69	0.00	32.73	14.82	12.76
<b>Total</b>	<b>6130.75</b>	<b>1078.00</b>	<b>0.00</b>	<b>7208.75</b>	<b>1719.28</b>	<b>415.04</b>	<b>0.00</b>	<b>2134.32</b>	<b>5074.43</b>	<b>4411.47</b>

(i) Property, plant and equipment have been pledged as security against certain borrowings of the Company. Refer note 15 & 19.

### Capital Work-in-progress

Particulars	Balance as at 01 April, 2022	Additions during the year	Capitalization during the year	As at 31 March, 2023	Addition during the year	Capitalization during the year	As at 31 March, 2024
Capital Work-in-progress	675.23	7.44	675.23	7.44	34.30	0.00	41.74

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

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31 March, 2023	7.44	0.00	0.00	0.00	7.44
As at 31 March, 2024	34.30	7.44	0.00	0.00	41.74

### 5. INVESTMENT PROPERTY

Particulars	As At 31 <sup>st</sup> March, 2024	As At 31 <sup>st</sup> March, 2023
<b>Gross Carrying Amount</b>		
Balance as the beginning of period	194.23	194.23
Add: Additions / Adjustments	0.00	0.00
Less: Disposals / discard of assets	0.00	0.00
<b>Total at the end of period</b>	<b>194.23</b>	<b>194.23</b>
<b>Accumulated Depreciation</b>		
Balance as the beginning of period	20.48	17.31

Particulars	As At 31 <sup>st</sup> March, 2024	As At 31 <sup>st</sup> March, 2023
Add: Depreciation Charged for the Year	3.02	3.17
Less: Eliminated on Disposals / discard of assets	0.00	0.00
<b>Total at the end of period</b>	<b>23.50</b>	<b>20.48</b>
<b>Net Carrying Amount</b>	<b>170.73</b>	<b>173.76</b>

## 6. INVESTMENT - NON-CURRENT

Particulars	As At 31 <sup>st</sup> March, 2024		As At 31 <sup>st</sup> March, 2023	
	No. of units	Amount	No. of units	Amount
<b>A. Investment in Equity Instruments</b>				
(Unquoted, fully paid-up shares in Subsidiary Companies, valued at cost)				
☞ Polywood Green Building Systems Pvt. Ltd	49500	4.95	49500	4.95
☞ Polywood Profiles Pvt. Ltd	46500	165.08	46500	165.08
☞ Dynasty Modular Furnitures Pvt. Ltd	756100	310.00	756100	310.00
<b>B. Other Equity Instruments</b>				
(Unquoted, fully paid-up shares, valued at cost)				
☞ Polywood India Ltd - non-listed Company	1000	0.10	1000	0.10
<b>C. Investment in Government Securities</b>				
(Unquoted, valued at amortized cost)				
☞ National Saving Certificates	-	0.03	-	0.03
<b>Total</b>		<b>480.16</b>		<b>480.16</b>

## 7. OTHER NON-CURRENT FINANCIAL ASSETS

Particulars	As At 31 <sup>st</sup> March, 2024	As At 31 <sup>st</sup> March, 2023
Security Deposits	23.50	25.71
<b>Total</b>	<b>23.50</b>	<b>25.71</b>

## 8. INVENTORIES

Particulars	As At 31 <sup>st</sup> March, 2024	As At 31 <sup>st</sup> March, 2023
At Lower of cost or net realization value:		
Raw Materials	1335.63	1560.33
Packing Material	20.74	14.06
Stock in Progress and semi-finished goods	508.49	368.63
Finished Goods - Manufactured	1195.97	1304.04
Finished Goods - Traded	219.53	192.13
Consumables Items, Stores and Spare Parts	48.54	44.83
<b>Total</b>	<b>3328.90</b>	<b>3484.02</b>

(i) Above referred Inventory have been pledged as security against certain borrowings of the Company. Refer note 15 & 19.

## 9. TRADE RECEIVABLES

Particulars	As At 31 <sup>st</sup> March, 2024	As At 31 <sup>st</sup> March, 2023
Unsecured, considered good:		
Trade Receivables	1855.66	1549.33
Receivables from Related Parties	0.00	0.00
Trade Receivables which have significant increase in credit risk	0.00	0.00
<b>Total</b>	<b>1855.66</b>	<b>1549.33</b>

### Trade Receivables Ageing Schedule

As At 31 <sup>st</sup> March, 2024	Outstanding For Following Periods From Due Date Of Payment					
	Less than 6 months	6 months - 1 year	1 -2 years	2 -3 years	More Than 3 Year	Total
(i) Undisputed Trade receivables – considered good	1403.09	95.08	115.74	15.80	225.94	1855.66
(ii) Undisputed Trade receivables – which have significant increase in Credit risk	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Undisputed Trade receivables – Credit impaired*	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed trade receivables- Considered good	0.00	0.00	0.00	0.00	0.00	0.00
(v) Disputed trade receivables- which have significant increase in Credit risk	0.00	0.00	0.00	0.00	0.00	0.00
(vi) Disputed Trade receivables – Credit impaired	0.00	0.00	0.00	0.00	0.00	0.00

### Trade Receivables Ageing Schedule

As At 31 <sup>st</sup> March, 2023	Outstanding For Following Periods From Due Date Of Payment					
	Less than 6 months	6 months - 1 year	1 -2 years	2 -3 years	More Than 3 Year	Total
(i) Undisputed Trade receivables – considered good	1077.99	139.16	45.05	62.22	224.91	1549.33
(ii) Undisputed Trade receivables – which have significant increase in Credit risk	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Undisputed Trade receivables – Credit impaired*	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed trade receivables- Considered good	0.00	0.00	0.00	0.00	0.00	0.00
(v) Disputed trade receivables- which have significant increase in Credit risk	0.00	0.00	0.00	0.00	0.00	0.00
(vi) Disputed Trade receivables – Credit impaired	0.00	0.00	0.00	0.00	0.00	0.00

\*Above referred Trade Receivables have been pledged as security against certain borrowings of the Company. Refer note 15 & 19.

### 10. CASH AND CASH EQUIVALENTS

Particulars	As At 31 <sup>st</sup> March, 2024	As At 31 <sup>st</sup> March, 2023
Cash and Cash Equivalents:		
(a) Cash on hand	10.31	21.03
(b) Balances with banks		
(i) In current accounts	29.87	69.97
(ii) In fixed deposit accounts	202.70	199.56
<b>Total</b>	<b>242.88</b>	<b>290.56</b>

### 11. OTHER CURRENT FINANCIAL ASSETS

Particulars	As At 31 <sup>st</sup> March, 2024	As At 31 <sup>st</sup> March, 2023
Other Advances recoverable in cash	111.92	126.94
Security & Other Deposits	40.03	19.35
<b>Total</b>	<b>151.95</b>	<b>146.29</b>

### 12. OTHER CURRENT ASSETS

Particulars	As At 31 <sup>st</sup> March, 2024	As At 31 <sup>st</sup> March, 2023
Advances to Suppliers	136.10	59.06
Prepaid Expenses	59.87	48.73
Balance With Government Authorities	106.95	71.16
Other Advances recoverable for value to be received	77.88	62.84
<b>Total</b>	<b>380.81</b>	<b>241.80</b>

### 13. EQUITY SHARE CAPITAL

Particulars	As At 31 <sup>st</sup> March, 2024		As At 31 <sup>st</sup> March, 2023	
	No. of Shares	Amount in ₹	No. of Shares	Amount in ₹
<b>(a) Authorized</b>				
Equity Shares of ₹ 10/- each	12500000	1250.00	12500000	1250.00
<b>(b) Issued</b>				
Equity Shares of ₹ 10/- each	10824245	1082.42	10824245	1082.42
<b>(c) Subscribed and fully paid-up</b>				
Equity Shares of ₹ 10/- each	10824245	1082.42	10824245	1082.42
<b>(d) Reconciliation of shares outstanding at the beginning &amp; at the end of the reporting period</b>				
At the beginning of the period	10824245	1082.42	10824245	1082.42
Add: Shares Issued	0	0	0	0
Outstanding at the end of the period	<b>10824245</b>	<b>1082.42</b>	<b>10824245</b>	<b>1082.42</b>

(e) Details of shareholders holding more than 5% equity shares in the Company:	As At 31 <sup>st</sup> March, 2024		As At 31 <sup>st</sup> March, 2023			
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares		
Mr. Digvijay Dhabriya	6492238	59.98	7192238	66.45		
Mr. Mukul Agarwal	300563	2.78	1002500	9.26		
Mr. Ashish Kacholia	696178	6.43	0	0.00		
(f) Shares held by holding/ ultimate holding company/ or their subsidiaries/ associates	NIL	NIL	NIL	NIL		
(g) Details of equity shares held by Promoters in the company as at the end of year :						
	As At 31 <sup>st</sup> March, 2024			As At 31 <sup>st</sup> March, 2023		
	Number of shares	% of total shares	% change during the year	Number of shares	% of total shares	% change during the year
Mr. Digvijay Dhabriya	6492238	59.98	(6.47)	7192238	66.45	0.00
Mrs. Anita Dhabriya	470226	4.34	0	470226	4.34	0.00
Digvijay Dhabriya HUF	330331	3.05	0	330331	3.05	0.00
Mrs. Sandhya Hiran	32500	0.30	0	32500	0.30	0.00
Mrs. Usha Jain	8500	0.08	0	8500	0.08	0.00
(h) Terms/Rights attached To Equity Shares	The Company has only one class of shares referred to as equity shares having a par value of ₹ 10/-. Each holder of equity share is entitled to one vote per share and dividend as and when declared by Company.					
	In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after payment of all liabilities. The distribution will be in proportion to the number of equity shares held by the shareholders.					

#### 14. OTHER EQUITY

Particulars	As At 31 <sup>st</sup> March, 2024	As At 31 <sup>st</sup> March, 2023
<b>(A) General Reserves</b>		
Balance at the Beginning of the Year	2903.71	2593.65
Add: Transfer from Retained Earnings	442.85	310.06
<b>Closing balance</b>	<b>3346.56</b>	<b>2903.71</b>
<b>(B) Securities Premium Account</b>		
Balance at the Beginning of the Year	417.65	417.65
Add: Premium Received on Issue of Shares during the year	0.00	0.00
<b>Closing balance</b>	<b>417.65</b>	<b>417.65</b>
<b>(C) Retained Earnings Account</b>		
Balance at the Beginning of the Year		
Add: Profit for the year	501.12	304.66
Add: Other Comprehensive Income for the Year, net of income tax	(4.15)	5.40

Particulars	As At 31 <sup>st</sup> March, 2024	As At 31 <sup>st</sup> March, 2023
	496.97	310.06
Equity Dividend	(54.12)	0.00
Less: Transfer to General Reserve	(442.85)	(310.06)
<b>Closing balance</b>	<b>0.00</b>	<b>0.00</b>
<b>Total</b>	<b>3764.21</b>	<b>3321.36</b>

**Description of nature and purpose of each reserve**

**a. Security Premium**

The security premium is the amount paid by shareholder over and above the face value of equity share. Security premium can be utilized as per the provisions of the Companies Act, 2013.

**b. General Reserve**

The general reserve is created on transfer of profits from retained earnings. General reserve is created by transfer from one component of equity to another and is not an item of other comprehensive income.

**c. Retained Earnings**

Retained earnings represents surplus in Statement of Profit and Loss.

**15. BORROWINGS – NON-CURRENT**

Particulars	As At 31 <sup>st</sup> March, 2024	As At 31 <sup>st</sup> March, 2023
<b>SECURED - At Amortized Cost</b>		
Term Loan from Banks*	1816.69	2447.51
Less: Current maturities of term loans	(601.48)	(639.24)
	<b>1215.21</b>	<b>1808.28</b>
Vehicle Loans**	34.26	28.44
Less: Current maturities of vehicle loans	(14.19)	(13.13)
	<b>20.07</b>	<b>15.30</b>
<b>UNSECURED - At Amortized Cost</b>		
From Directors	335.00	0.00
From Corporates	702.14	552.15
	<b>1037.14</b>	<b>552.15</b>
<b>Total</b>	<b>2272.42</b>	<b>2375.73</b>

\* There is no default in repayment of principal or payment of interest thereon.

\*\* Term Loan from HDFC Bank and ICICI Bank is secured by way of hypothecation of the Company's immovable properties and term loans from SIDBI are secured by the guarantees/security extended by promoter-directors of the Company. Total repayment period of the term loans are:

- (i) SIDBI Term Loan of ₹100 Lakhs availed in the Month of February 2019 is repayable in 54 monthly instalments commencing from August 2019 and last instalment due in June 2024.
- (ii) SIDBI Term Loan of ₹100 Lakhs availed in the Month of September 2019 is repayable in 54 monthly instalments commencing from March 2020 and last instalment due in August 2024.
- (iii) SIDBI Term Loan of total ₹519.44 Lakhs availed up to this year for the Solar Plant and Bangalore Project, out of total sanctioned loan of 650 Lakhs, same is repayable in 51 monthly instalments which started from the month of November 2021.

- (iv) GECL-TLs of ₹149 Lakhs, ₹212.18 Lakhs and ₹142 Lakhs taken from HDFC Bank, ICICI Bank and SIDBI respectively during the year are repayable in 36 monthly instalments after availing 12-month moratorium as per the ECLGS of Central Government.
- (v) GECL-TLs of ₹74.38 Lakhs, ₹106.00 and ₹150.00 Lakhs from HDFC Bank, ICICI Bank and SIDBI respectively during the year are repayable in 36 monthly instalments after availing 24-month moratorium as per the ECLGS of Central Government.
- (vi) SIDBI Term Loan of ₹170 Lakhs availed in the Month of December 2021 is repayable in 54 monthly instalments commencing from June 2022 and last instalment due in Nov 2026.
- (vii) SIDBI Term Loan of ₹600 Lakhs availed in the Month of November 2022 is repayable in 72 monthly instalments commencing from Nov 2023 and last instalment due in Oct 2029.
- (viii) SIDBI Term Loan of ₹280 Lakhs availed in the Month of March 2023 is repayable in 54 monthly instalments commencing from Sep 2023 and last instalment due in Feb 2028.
- (ix) SIDBI Term Loan of ₹220 Lakhs availed in the Month of March 2023 is repayable in 72 monthly instalments commencing from Apr 2024 and last instalment due in Mar 2030.

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

#### 16. OTHER FINANCIAL LIABILITIES – NON-CURRENT

Particulars	As At 31 <sup>st</sup> March, 2024	As At 31 <sup>st</sup> March, 2023
Trade/ security deposits received	0.00	1.21
<b>Total</b>	<b>0.00</b>	<b>1.21</b>

#### 17. PROVISIONS – NON-CURRENT

Particulars	As At 31 <sup>st</sup> March, 2024	As At 31 <sup>st</sup> March, 2023
Provision for Employee Benefits:		
Gratuity Provision	167.67	156.75
<b>Total</b>	<b>167.67</b>	<b>156.72</b>

#### 18. DEFERRED TAX LIABILITIES (NET)

Particulars	As At 31 <sup>st</sup> March, 2024	As At 31 <sup>st</sup> March, 2023
<b>Tax effect of items constituting deferred tax liability:</b>		
Property, Plant & Equipments	178.39	142.01
	178.39	142.01
<b>Tax effect of items constituting deferred tax assets:</b>		
Provision for gratuity	(59.02)	(48.25)
	(59.02)	(48.25)
<b>Net Deferred Tax Liability</b>	<b>119.37</b>	<b>93.77</b>

(i) Deferred tax movements

Particulars	Opening Balance	Credit/ (charge) in Statement of Profit and loss	Credit/ (charge) In other comprehensive Income	Closing Balance
<b>For the year ended March 31, 2024</b>				
Property, plant and equipment and other intangible assets	(142.01)	(36.37)	0.00	(178.39)
Provision for employee benefits and other liabilities deductible on actual payment	48.25	0.00	10.77	59.02
<b>Total</b>	<b>(93.77)</b>	<b>(36.37)</b>	<b>10.77</b>	<b>(119.36)</b>
<b>For the year ended March 31, 2023</b>				
Property, plant and equipment and other intangible assets	(117.45)	(24.57)	0.00	(142.01)
Provision for employee benefits and other liabilities deductible on actual payment	44.08	0.00	4.17	48.25
<b>Total</b>	<b>(73.37)</b>	<b>(24.57)</b>	<b>4.17</b>	<b>(93.77)</b>

19. BORROWINGS - CURRENT

Particulars	As At 31 <sup>st</sup> March, 2024	As At 31 <sup>st</sup> March, 2023
<b>SECURED - At Amortized Cost</b>		
<b>Working Capital Loans from Banks*</b>		
Cash Credit / Overdraft Facility	1695.24	1752.20
Buyer's Credit Facility	450.00	307.38
<b>Current Maturities of Loans From Banks**</b>		
of Term Loans	601.48	639.24
of Vehicle Loans	14.19	13.13
<b>Total</b>	<b>2760.91</b>	<b>2711.95</b>
* Cash Credit Limits / Overdraft Facility & Buyers' Credit / SBLC Facility from HDFC Bank Ltd. and ICICI Bank Ltd. are secured against equitable mortgage / hypothecation on all the immovable and movable properties of the Company, inventory and book debts, both present and future.		
**Refer notes in Note 15 Borrowings - Non-Current for details of security.		

20. TRADE PAYABLES

Particulars	As At 31 <sup>st</sup> March, 2024	As At 31 <sup>st</sup> March, 2023
<b>Trade payables</b>		
Dues to Micro, small and medium enterprises	9.82	4.23
Dues to Others	789.73	642.88
<b>Total</b>	<b>799.55</b>	<b>647.11</b>



(i) Trade Payable Ageing Schedule

As at 31 <sup>st</sup> March, 2024	Outstanding For Following Periods From Due Date of Payment				
	Less than 1 year	1 -2 years	2 -3 years	More Than 3 Year	Total
Total outstanding dues of micro enterprises and small enterprises	9.82	0.00	0.00	0.00	9.82
Total outstanding dues of creditors other than micro enterprises and small enterprises	789.73	0.00	0.00	0.00	789.73
Disputed dues of micro enterprises and small enterprises	0.00	0.00	0.00	0.00	0.00
Disputed dues of creditors other than micro enterprises and small enterprises	0.00	0.00	0.00	0.00	0.00
As At 31 <sup>st</sup> March, 2023	Outstanding For Following Periods From Due Date of Payment				
	Less than 1 year	1 -2 years	2 -3 years	More Than 3 Year	Total
Total outstanding dues of micro enterprises and small enterprises	4.23	0.00	0.00	0.00	4.23
Total outstanding dues of creditors other than micro enterprises and small enterprises	642.88	0.00	0.00	0.00	642.88
Disputed dues of micro enterprises and small enterprises	0.00	0.00	0.00	0.00	0.00
Disputed dues of creditors other than micro enterprises and small enterprises	0.00	0.00	0.00	0.00	0.00

21. OTHER FINANCIAL LIABILITIES - CURRENT

Particulars	As At 31 <sup>st</sup> March, 2024	As At 31 <sup>st</sup> March, 2023
Other Payables	87.82	41.74
<b>Total</b>	<b>87.82</b>	<b>41.74</b>

22. OTHER CURRENT LIABILITIES

Particulars	As At 31 <sup>st</sup> March, 2024	As At 31 <sup>st</sup> March, 2023
Credit Balances of Receivables	354.61	162.93
Statutory Remittances	92.43	73.83
<b>Total</b>	<b>447.05</b>	<b>236.76</b>

23. PROVISIONS - CURRENT

Particulars	As At 31 <sup>st</sup> March, 2024	As At 31 <sup>st</sup> March, 2023
Provision for Expenses	159.83	125.20
Provision for Employee Benefits - Gratuity	44.49	16.72
<b>Total</b>	<b>204.32</b>	<b>141.92</b>

## 24. INCOME TAXES

### a) Income Tax Expenses

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>Current Tax:</b>		
☞ Current Tax	149.00	75.50
☞ Tax pertaining to earlier years	1.45	0.19
<b>Deferred Tax</b>	27.20	18.31
<b>Total</b>	<b>177.65</b>	<b>94.00</b>

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

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Profit before tax	678.77	398.65
Enacted tax rate in India	27.82%	27.82%
Expected income tax expenses at statutory tax rate	188.83	110.91
<b><u>Tax Impact on account of</u></b>		
Depreciation under income tax act	(36.94)	(44.58)
Expenses allowed only on payment basis	9.18	6.26
Expenses not deductible in determining taxable profits	0.13	2.19
Others	(12.21)	0.73
Tax expenses pertaining to current year	149.00	75.50
Effective Income Tax Rate	21.95%	18.94%

### b) CURRENT TAX LIABILITY (NET)

Particulars	As At 31 <sup>st</sup> March, 2024	As At 31 <sup>st</sup> March, 2023
Provision for Income Tax	149.00	75.50
Less: Advance Tax and TDS	103.98	75.65
Net Provision for Income Tax	45.02	(0.15)
<b>Total</b>	<b>45.02</b>	<b>(0.15)</b>

## 25. REVENUE FROM OPERATIONS

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>Sale of Products (A)</b>		
Sale of Products	10893.29	8723.29
Less: Discounts on Sales (Cash/Trade)	11.36	14.75
	<b>10881.93</b>	<b>8708.53</b>
<b>Sale of Services (B)</b>		
Installation and Fixing Income	394.47	50.72
<b>Total (A+B)</b>	<b>11276.40</b>	<b>8759.25</b>

### Disaggregate revenue information

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>Revenue by product type:</b>		
Plastic Products (i.e. uPVC/PVC Profiles, Sheets, Mouldings, Windows & Doors etc.)	10881.93	8708.53
Revenue from sale of services	394.47	50.72
<b>Total</b>	<b>11276.40</b>	<b>8759.25</b>
<b>Revenue by Geography:</b>		
Domestic	11207.05	8664.30
Exports	69.35	94.95
<b>Total</b>	<b>11276.40</b>	<b>8759.25</b>
<b>Revenue by time:</b>		
Revenue recognised at point in time	11276.40	8759.25
<b>Total</b>	<b>11276.40</b>	<b>8759.25</b>

## 26. OTHER INCOME

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Interest Income	12.49	11.41
Foreign Exchange Gains (Net)	17.42	0.00
Income from Rent	6.00	7.60
Dividend Income	46.50	0.00
<b>Total</b>	<b>82.41</b>	<b>19.01</b>

## 27. COST OF MATERIAL CONSUMED

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Inventory at the beginning of the year	1574.40	1323.39
Add: Purchases during the year	5646.43	5568.48
	7220.83	6891.87
Less: Inventory at the end of the year	1356.37	1574.40
<b>Total</b>	<b>5864.46</b>	<b>5317.47</b>

## 28. PURCHASE OF STOCK IN TRADE

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Purchase of Trading Goods	253.00	75.77
<b>Total</b>	<b>253.00</b>	<b>75.77</b>

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

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b><u>Inventories at the end of the year:</u></b>		
Finished Goods - Manufactured	1195.97	1304.05
Finished Goods - Trading	219.53	192.13
Stores & spare Parts	48.54	44.83
Stock in Process and Semi-Finished goods	508.49	368.63
<b>TOTAL</b>	<b>1972.53</b>	<b>1909.63</b>
<b><u>Inventories at the beginning of the year:</u></b>		
Finished Goods - Manufactured	1303.99	907.16
Finished Goods - Trading	192.19	285.39
Stores & spare Parts	44.83	40.12
Stock in Process and Semi-Finished goods	368.63	507.84
<b>TOTAL</b>	<b>1909.63</b>	<b>1740.51</b>
<b>Net (increase) / decrease</b>	<b>(62.91)</b>	<b>(169.11)</b>

### 30. EMPLOYEES BENEFIT EXPENSE

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Salary, Wages and Bonus to Employees	1642.34	1152.54
Contributions to Provident Fund	37.30	23.13
Gratuity	37.77	29.77
Remuneration to Directors	141.00	141.00
Staff Welfare Expenses	40.23	26.24
<b>Total</b>	<b>1898.63</b>	<b>1372.67</b>

### 31. FINANCE COST

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Interest expense	449.68	307.15
Bank Charges & other financial charges	26.03	39.43
<b>Total</b>	<b>475.71</b>	<b>346.58</b>

### 32. DEPRECIATION AND AMORTIZATION EXPENSE

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Depreciation on Property, Plant and Equipment	415.04	234.52
Depreciation on Investment Property	3.02	3.17
<b>Total</b>	<b>418.06</b>	<b>237.69</b>

### 33. OTHER EXPENSES

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>Manufacturing Expenses</b>		
Power & Fuel	372.73	299.79
Repair & Maintenance of Plant & Machinery	97.67	57.55
Electric Repair and Maintenance	6.97	2.02
Glass Hardware & Fittings	56.32	35.67
Installation & Fixing charges	406.94	145.43
Factory/Godown Rent	16.50	22.51
Carriage inward	163.72	148.81
Factory Expenses	28.15	21.72
Water Charges	7.10	5.61
Expenses for Import of Raw Material	1.05	3.13
<b>Total</b>	<b>1157.14</b>	<b>742.24</b>

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>Office &amp; Administrative Expenses</b>		
Payment to Auditors:		
As Auditor		
Statutory Audit Fee	1.40	1.30
Quarterly Limited Reviews Fees	0.61	0.61
Insurance expenses	58.64	58.83
Legal & Professional expenses	13.21	10.40
Office /Branch and Misc. Expenses	11.74	8.30
Postage & Telegram Expenses	3.04	2.79
Printing & Stationary	14.92	11.34
News Paper & Periodicals	0.00	0.09
Subscription and Membership fee	6.08	6.01
Registration and filling fee	6.90	6.53
Rent Rate and Tax	70.70	54.52
Sitting Fee to Independent Directors	0.35	0.49
Repair & Maintenance Computer	3.94	3.74
Repair & Maintenance building	6.61	3.02
Vehicle running & Maintenance	14.62	15.53
Telephone, Cellular & Internet expenses	9.98	10.00
Conveyance Expenses	47.26	34.26
Donation	0.63	15.37
Corporate Social Responsibility Expenses	0.00	0.00
	<b>270.63</b>	<b>243.15</b>
<b>Selling &amp; Distribution Expenses</b>		
Advertisement & Sales Promotion Expenses	162.95	38.27
Travelling Expenses	107.34	70.96
Carriage Outward	117.01	99.65
Commission on Sales	6.81	5.13
Discount Allowed	11.20	(0.85)
	<b>405.31</b>	<b>213.16</b>
<b>Total</b>	<b>1833.09</b>	<b>1198.54</b>

### 34. EARNING PER SHARE

Particulars	2023-24	2022-23
(a) Net Profit after Tax as per Statement of Profit & Loss	501.12	304.66
(b) Net Profit available to Equity Shareholders	501.12	304.66
(c) Number of equity shares at year end	10824245	10824245
(d) Weighted Average No. of Equity Shares	10824245	10824245
(e) Basic / Diluted Earnings per Share (b)/(d)	4.63	2.81
(f) Face value per equity share	10.00	10.00

### 35. EMPLOYEE BENEFITS

#### (a) Contribution to Provident Fund and Employees State Insurance

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

Particulars	2023-24	2022-23
Employer's contribution to provident fund (includes pension fund)	37.30	23.13
Employer's contribution to Employees State Insurance	11.36	10.18

#### (b) Gratuity

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

Particulars	2023-24	2022-23
<b>1. Amounts Recognized in Statement of Profit and Loss</b>		
(a) Current Service Cost	24.76	18.28
(b) Interest on Defined Benefit Obligation	13.01	11.49
(c) Past Service Cost	0.00	0.00
Total amount included in "Employee Benefit Expense" (Note 31)	37.77	29.77
<b>2. Amounts Recognized in other comprehensive income (OCI)</b>		
(a) Net cumulative unrecognized actuarial Losses/ (Gains) opening	0.00	0.00
(b) Net Actuarial Losses/ (Gains) Recognized in Year	5.75	(7.48)
Unrecognized actuarial Losses/ (Gains) for the year	5.75	(7.48)
<b>3. Amount Recognized in Balance Sheet</b>		
(a) Present Value of Unfunded Obligations	212.17	173.43
Net Liability	212.17	173.43
(b) Net Liability is bifurcated as follows:		
Current	44.49	16.72
Non-Current	167.67	156.72
Net Liability	212.17	173.43
<b>4. Reconciliation of present value of defined benefit obligations</b>		
(i) Present value of obligation as at the beginning of the period	173.43	158.43
(ii) Current Service Cost	24.76	18.28
(iii) Interest Cost	13.01	11.49
(iv) Actuarial Losses/ (Gain)	5.75	(7.48)
(v) Past Service Cost	0.00	0.00

Particulars	2023-24	2022-23
(vi) Benefits Paid	(4.79)	(7.28)
(vii) Present value of obligation as at the end of the period	212.17	173.43
<b>5. Actuarial Assumptions of the defined benefit obligations</b>		
(a) Discount Rate (p.a.)	7.25%	7.25%
(b) Salary Escalation Rate (p.a.)	6.00%	6.00%
<b>6. Maturity profile of defined benefit obligations</b>		
0 to 1 Year	44.49	38.74
1 to 2 Year	6.02	5.89
2 to 3 Year	4.26	4.85
3 to 4 Year	12.04	3.35
4 to 5 Year	7.68	10.35
5 Year onwards	137.67	110.25

### 36. DETAILS OF DUES TO MICRO ENTERPRISES AND SMALL ENTERPRISES

Based on and to the extent of information available with the Company under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), the relevant particulars as at reporting date are furnished below:

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Principal amount due to suppliers as at the end of the year	9.82	4.23
Interest accrued and due to suppliers on the above amount as at the end of the year	0	0
The amount of Interest paid by the Company in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the accounting year.	0	0
The amount of Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year ) but without adding the interest specified under the MSMED Act, 2006	0	0
The amount of Interest accrued and remaining unpaid at the end of each accounting year	0	0
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	0	0
<b>Total</b>	<b>9.82</b>	<b>4.23</b>

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected and received by the Management for the respective year. This has been relied upon by the auditors.



### 37. CONTINGENT LIABILITIES

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
(a) Performance Bank Guarantees given to third parties for contractual obligations	575.92	466.52
(b) Performance Bank Guarantees given to third parties for contractual obligations on behalf of Subsidiary Company	43.73	72.62

### 38. RELATED PARTY DISCLOSURES

a) Related Parties and their relationship						
<b>I. Subsidiary Company</b>						
✚ Polywood Green Building Systems Pvt. Ltd.						
✚ Polywood Profiles Pvt. Ltd.						
✚ Dynasty Modular Furnitures Pvt. Ltd.						
<b>II. Key Management Personnel</b>						
✚ Mr. Digvijay Dhabriya, Chairman & Managing Director						
✚ Mr. Mahendra Karnawat, Director						
✚ Mr. Shreyansh Dhabriya, Director						
✚ Mrs. Anita Dhabriya, Director						
✚ Mr. Sharad Kankaria, Independent Director						
✚ Mr. Padam Kumar Jain, Independent Director						
✚ Mr. Anil Upadhyaya, Independent Director						
✚ Mr. Shiv Shankar, Independent Director						
✚ Mr. Vijay Kumar Jha, Independent Director						
✚ Mr. Hitesh Agrawal, Chief Financial Officer						
✚ Mr. Sparsh Jain, Company Secretary & Compliance Officer						
<b>III. Enterprises over which Key Managerial Personnel's are able to exercise significant influence/control:</b>						
✚ Polywood India Ltd.						
b) Transactions with related parties for the year ended 31 <sup>st</sup> March, 2024						
Nature of Transactions	Subsidiary Company		Enterprises over which KMP exercise significant influence / control		Key Management Personnel and their relatives	
	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
Remuneration to Key Management Personnel's	0.00	0.00	0.00	0.00	141.00	141.00
Salary to Employees	0.00	0.00	0.00	0.00	38.75	37.01
Sales of Goods	850.72	775.55	0.00	0.00	0.19	1.89
Sitting Fees	0.00	0.00	0.00	0.00	0.35	0.49
Interest Payment	47.38	35.98	0.00	0.00	0.00	0.00
Other Income	50.10	3.60	0.00	0.00	0.00	0.00
Purchase of Goods	103.86	203.55	0.00	0.00	0.00	0.00

Purchase of Property, Plant & Equipments	38.67	6.31	0.00	0.00	0.00	0.00
Dividend Payment to KMPs	0.00	0.00	0.00	0.00	35.23	0.00
Other Expenses	3.56	11.41	0.00	0.00	0.00	0.00
<b>Balance as at 31<sup>st</sup> March</b>						
Long Term Borrowings	693.48	392.63	0.00	0.00	335.00	0.00
Provisions – Current	0.00	0.00	0.00	0.00	8.41	6.39
Trade Receivables	0.00	0.20	0.00	0.00	0.00	0.00
Trade Payables	0.00	0.00	0.00	0.00	0.00	0.00
Other Current Liabilities	86.10	54.68	0.00	0.00	0.00	0.00
Other Financial Liabilities- Current	0.00	0.00	0.00	0.00	0.32	2.26
Other Financial Assets- Current	0.00	0.00	0.00	0.00	0.00	0.00

### 39. FINANCIAL INSTRUMENTS

#### (a) Capital Risk Management

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

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

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. The Company has complied with these covenants and there have been no breaches in the financial covenants of any interest-bearing loans and borrowings. No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2024, and March 31, 2023.

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

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Long term borrowings	2272.42	2375.73
Short term borrowings	2760.91	2711.95
Less: Cash and cash equivalents	(242.88)	(290.56)
Less: Bank Balances other than Cash and cash equivalents	0.00	0.00
<b>Net Debt</b>	<b>4790.45</b>	<b>4797.11</b>
<b>Total Equity</b>	<b>4846.63</b>	<b>4403.78</b>
<b>Gearing Ratio</b>	<b>0.99</b>	<b>1.09</b>

(b) Categories of financial instruments

Particulars	As at March 31, 2024		As at March 31, 2023	
	Carrying Value	Fair Value	Carrying Value	Fair Value
<b>Financial Assets</b>				
<b>Measured at amortized cost</b>				
Other Financial Assets	175.45	175.45	171.99	171.99
Trade Receivables	1855.66	1855.66	1549.33	1549.33
Cash and Cash equivalents	242.88	242.88	290.56	290.56
Non-current Investment	480.16	480.16	480.16	480.16
<b>Total Financial Assets at amortized cost (A)</b>	<b>2754.15</b>	<b>2754.15</b>	<b>2492.04</b>	<b>2492.04</b>
<b>Measured at Fair Value through other comprehensive income (B)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Measured at fair value through profit and loss (C)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Financial Assets (A+B+C)</b>	<b>2754.15</b>	<b>2754.15</b>	<b>2492.04</b>	<b>2492.04</b>
<b>Financial Liabilities</b>				
<b>Measured at amortized cost</b>				
Long Term Borrowings	2272.42	2272.42	2375.73	2375.73
Short Term Borrowings	2760.91	2760.91	2711.95	2711.95
Trade Payables	799.55	799.55	647.11	647.11
Other Financial Liabilities	87.82	87.82	42.95	42.95
<b>Total Financial Liabilities carried at amortized cost</b>	<b>5920.71</b>	<b>5920.71</b>	<b>5777.74</b>	<b>5777.74</b>

(c) Financial Risk Management objects and policies

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

**Market Risk**

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

**Interest Rate Risk**

Interest rate risk arises from the sensitivity of financial assets and liabilities to changes in market rates of interest. The Company is exposed to interest rate risk arising mainly from long-term borrowings with floating interest rates. The Company is exposed to interest rate risk because the cash flows associated with floating rate borrowings will fluctuate with changes in interest rates. The Company manages the interest rate risks by entering into different kinds of loan arrangements with varied terms.

At the reporting date the interest rate profile of the Company's interest-bearing financial instruments is as follows:

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Financial Assets</b>		
<b>Fixed Rate</b>		
Security Deposit	0.00	0.00
Bank Deposit	202.70	199.56
<b>Total</b>	<b>202.70</b>	<b>199.56</b>
<b>Financial Liabilities</b>		
<b>Fixed Rate</b>		
Term Loans	2888.09	3028.10
<b>Variable Rate Instruments</b>		
Loan repayable on demand	2145.24	2059.58
<b>Total</b>	<b>5033.33</b>	<b>5087.68</b>
Interest rate sensitivity : The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:		
Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
0.5% Increase in Rate - Loan repayable on demand:		
Impact on P&L	(10.73)	(10.30)
0.5% Decrease in Rate - Loan repayable on demand:		
Impact on P&L	10.73	10.30

#### Foreign Currency Risk

The Company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD related to the imports of its raw material and capital assets. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Company's functional currency (INR). Foreign currency exposures that are not hedged by derivative instruments outstanding as on the balance sheet date are as under:

Derivative outstanding as at the reporting date – Nil

Particulars of unhedged foreign currency exposure as at the reporting date:

Particulars	Financial Assets		Financial Liabilities	
	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
USD	75.47	100.96	0.00	307.56
EURO	0.00	0.00	0.00	0.00

### Foreign Currency sensitivity

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>USD Sensitivity - Impact on Profit Before Tax</b>		
Appreciation in INR by 1%	(0.75)	2.07
Depreciation in INR by 1%	0.75	(2.07)
<b>EURO Sensitivity - Impact on Profit Before Tax</b>		
Appreciation in INR by 1%	0.00	0.00
Depreciation in INR by 1%	0.00	0.00

### Credit Risk

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

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

### Liquidity Risk

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

Particulars	Less Than 1 year	1 to 5 years	More than 5 years	Total
<b>As at March 31, 2024</b>				
Borrowings	2760.91	2176.87	95.55	5033.33
Trade and Other payables	799.55	0.00	0.00	799.55
Other Financial Liabilities	87.82	0.00	0.00	87.82
<b>Total</b>	<b>3648.29</b>	<b>2176.87</b>	<b>95.55</b>	<b>5920.71</b>
<b>As at March 31, 2023</b>				
Borrowings	2711.95	2143.62	232.11	5087.68
Trade and Other payables	647.11	0.00	0.00	647.11
Other Financial Liabilities	42.95	0.00	0.00	42.95
<b>Total</b>	<b>3402.01</b>	<b>2143.62</b>	<b>232.11</b>	<b>5777.74</b>

#### 40. Specified ratios as per schedule III Requirements

Particulars	Numerator	Denominator	As at March 31, 2024	As at March 31, 2023	Change In%
Current ratio (in times)	Current assets	Current liabilities	1.37	1.51	-9%
Debt-equity ratio (in times)	Non-current borrowings + Current borrowings - Cash and cash equivalents	Total Equity	0.99	1.09	-9%
Debt service coverage ratio (in times)	Earnings before Interest, Depreciation and Tax	Finance cost for the year + Principal Repayment of long-term debt liabilities within one year	1.44	0.98	46%
Inventory turnover (in times)	Revenue from operations	Average inventories	3.31	2.68	24%
Trade receivable turnover ratio (in times)	Revenue from operations	Average trade receivables	6.62	5.88	13%
Trade payable turnover ratio (in times)	Cost of goods sold **	Average trade payables	9.97	9.08	10%
Net capital turnover ratio (in times)	Revenue from operations	Working capital [Current assets - Current liabilities]	6.98	4.53	54%
Net profit ratio (in %)	Profit after tax	Revenue from operations	4.44%	3.48%	28%
Return on capital employed (in %)	Earnings before interest and taxes + provision for impairment in the value of investments	Capital employed = (Average of Equity and total borrowings)	11.92%	8.22%	45%
Return on equity (in %)	Profit after tax	Average of total equity	10.83%	7.17%	51%

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

- Debt Service Coverage Ratio (in times): Improvement in ration is mainly due to, increase in profitability in current year as compared to previous year.
- Net capital turnover ratio (in times): Improvement in ration is due to higher sales without increase in working capital in current year.
- Net Profit Ratio (%): Improvement in net profit ration is mainly due to, increase in sales and profitability in current year as compared to previous year.
- Return on Capital Employed (%): Improvement in ROCE is due to, increase profitability on account of increased sales in current year as compared to previous year.
- Return on Equity (%): Increase is on account of growth in revenue and profit.

#### 41. OTHER NOTES

- The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- The Company do not have any transactions with companies struck off.
- The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period,
- The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- i. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - ii. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- f. The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- i. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - ii. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- g. The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- h. Company does not have any long-term contract including derivative contract for which there are any material foreseeable losses.
- i. There are no amounts which are required to be transferred to the Investor Education and Protection Fund.
- j. Previous year figures have been reworked, regrouped, re-arranged and reclassified, wherever necessary.
- k. All the Ind AS issued and notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the standalone financial statements are authorized, have been considered in preparing these standalone financial statements.

#### 42. EVENTS AFTER THE REPORTING PERIOD

The Board of Directors have recommended dividend of ₹ 0.50 per fully paid-up equity share of ₹ 10/- each for the financial year 2023-24.

#### 43. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved for issue by the Board of Directors on May 22, 2024.

##### As per our Report of even date

For **TAMBI ASHOK & ASSOCIATES**

**Chartered Accountants**

Firm Regn. No. 005301C

**(CA ASHOK KUMAR TAMBI)**

**Partner**

M. No. 074100

Jaipur, May 22, 2024

For **DHABRIYA POLYWOOD LIMITED**

**DIGVIJAY DHABRIYA**

**Managing Director**

(DIN: 00519946)

**HITESH AGRAWAL**

Chief Financial Officer

**MAHENDRA KARNAWAT**

**Whole-Time Director**

(DIN: 00519876)

**SPARSH JAIN**

Company Secretary

SAVE TREES



DHABRIYA GROUP

  
**POLYWOOD**  
SINCE 1992  
[www.polywood.org](http://www.polywood.org)

  
**D-STONA**  
SIGNATURE DÉCOR  
[www.dstona.com](http://www.dstona.com)

**Dynasty**  
SINCE 1995  
[www.dynastyfurnitures.com](http://www.dynastyfurnitures.com)

 **STUDIO AREZZO**  
By Dynasty  
[www.studioarezzo.in](http://www.studioarezzo.in)

## DHABRIYA POLYWOOD LIMITED

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