

## Century Plyboards (India) Limited

### Century House,

P 15/1, Taratala Road, Kolkata - 700088

• P: (033) - 3940 3950 • F: (033) - 2248 3539

kolkata@centuryply.com • www.centuryply.com

Cin No : L20101WB1982PLC034435



Date: 30<sup>th</sup> August, 2024

BSE Ltd. Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400 001 <b>Scrip Code: 532548</b>	National Stock Exchange of India Ltd. Exchange Plaza, Bandra Kurla Complex, Bandra (E) Mumbai- 400 051 <b>Scrip Name- Centuryply</b>
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Dear Sir(s)/ Madam(s)

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

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a copy of the Annual Report of the Company for the Financial Year 2023-24. A copy of Notice convening the 43<sup>rd</sup> Annual General Meeting on Wednesday, 25<sup>th</sup> September, 2024 at 11:30 A.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) is also attached herewith.

This is for your information and record.

Thanking you,

Yours faithfully,

**For Century Plyboards (India) Ltd.**

**Company Secretary**

Encl: As above

 **CENTURYLAMINATES®** |  **CENTURYPLY®** |  **CENTURYMDF®**

PRELAM BOARD | VENEERS | PARTICLEBOARD  
EXTERIOR LAMINATES | DOOR |  | PVC BOARD | CFS





## CENTURY PLYBOARDS (INDIA) LIMITED

(CIN: L20101WB1982PLC034435)

Registered Office: P- 15/1, Taratala Road, Kolkata- 700 088 Phone: (033) 3940 3950

Website: www.centuryply.com; Email: investors@centuryply.com

### NOTICE

NOTICE is hereby given that the Forty-Third (43rd) Annual General Meeting (AGM) of the Members of **Century Plyboards (India) Limited, will be held on Wednesday, 25th September, 2024 at 11:30 A.M.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

#### ORDINARY BUSINESS

- To receive, consider and adopt:
  - the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2024 together with the Reports of the Board of Directors and the Auditors thereon; and
  - the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2024 together with Report of the Auditors thereon.
- To declare dividend on Equity Shares for the Financial Year ended 31st March, 2024.
- To appoint a Director in place of Sri Vishnu Khemani (DIN: 01006268), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
- To appoint a Director in place of Sri Keshav Bhajanka (DIN: 03109701), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
- Appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 301003E/E300005) as the Statutory Auditors of the Company and to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and based on the recommendation of the Audit Committee and the Board of Directors, M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 301003E/E300005), be and are hereby appointed as Statutory Auditors of the Company to hold office for a term of five consecutive years, from the conclusion of the 43rd Annual General Meeting (AGM) until the conclusion of the 48th AGM of the Company to be held in the year 2029, at such remuneration as may be decided by the Board of Directors on recommendation of the Audit Committee and in consultation with the Statutory Auditors of the Company."

**By Order of the Board  
For Century Plyboards (India) Ltd.**

**Sd/-  
Sundeep Jhunjunwala  
Company Secretary  
FCS 4946**

5<sup>th</sup> August, 2024

Registered Office:

P-15/1, Taratala Road

Kolkata- 700 088

## NOTES

1. Pursuant to the General Circular No. 09/2023 dated 25th September, 2023, issued by the Ministry of Corporate Affairs ('MCA') read together with previous circulars issued by MCA in this regard (collectively to be referred to as 'MCA Circulars') and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 issued by the Securities and Exchange Board of India ('SEBI') read together with other circulars issued by SEBI in this regard (collectively to be referred to as 'SEBI Circulars'), Companies are allowed to hold AGM through video conference/other audio visual means ('VC/OAVM') up to 30th September, 2024, without the physical presence of members at a common venue. Hence, in compliance with the said circulars and provisions of the Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the AGM of the Company is being held through VC/OAVM and the proceedings of the AGM shall be deemed to be conducted at the registered office of the Company. Hence, Members can attend and participate in the AGM through VC/OAVM only. The audio recording and transcript of the same shall be made available on the website of the Company.
2. Pursuant to the provisions 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 this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form is not annexed to this Notice. For same reason, Attendance Slip and Route Map of AGM are also not annexed to this Notice.
3. Pursuant to Section 113 of the Act, Institutional / Corporate Shareholders (i.e. Shareholders other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., together with the attested specimen signature(s) of the authorized signatory(ies) who are authorized to vote, authorizing its representative to attend the AGM through VC/OAVM on their behalf and to vote through e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email to their registered email address at [scrutinizermkb@gmail.com](mailto:scrutinizermkb@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Alternatively, they can also upload their Resolution/Authorization etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
4. Pursuant to the MCA Circulars, Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote through remote e-voting or e-voting during the AGM.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 19th September, 2024 to Wednesday, 25th September, 2024(both days inclusive) for the purpose of AGM and for determining the names of the Members eligible for final dividend on equity shares for the Financial Year ended 31st March, 2024, if declared at the Annual General Meeting.
7. Members may note that the Board of Directors at its meeting held on 24th May, 2024, has recommended payment of final dividend on equity shares @ Re.1/-per equity share for the Financial Year 2023-24. The dividend so recommended by the Board, if declared by the members at the Annual General Meeting, shall be paid, subject to deduction of tax at source, within statutory time limit to those members:
  - (a) whose names appear as beneficial owners at the end of the business hours on 18th September, 2024 in the list of beneficial owners to be provided by NSDL and CDSL in respect of shares held in electronic (demat) form and
  - (b) whose names appear in the Register of Members of the Company on 25th September, 2024, after giving effect to valid transmission/ transposition requests lodged with the Company as of the close of business hours on 18th September, 2024 in respect of shares held in physical form.

SEBI, vide its various circulars/ Master Circulars and directives has mandated that with effect from 1st April, 2024, the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details viz. (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature, shall be eligible to get dividend only in electronic mode. Accordingly, the dividend, if approved at the AGM shall be paid to physical holders only after the above details are updated in their folios. In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest to avoid delay in receipt of dividend. The relevant forms are available on the website of the Company at <https://www.centuryply.com/investors-new/forms-and-downloads> and that of the RTA at <https://mdpl.in/>. Further,

relevant FAQs published by SEBI on its website can be viewed at the following link: [https://www.sebi.gov.in/sebi\\_data/faqfiles/jan-2024/1704433843359.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf)

- Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be considered for remittance of dividends. The Company or its Registrar and Share Transfer Agent ("RTA"), M/s. Maheshwari Datamatics Pvt. Ltd. ("MDPL") 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 ("DP") by the members.

In case where Members holding shares in electronic form are unable to receive the dividend directly in their bank accounts through electronic means due to incomplete or non-registration of bank details, the Company will dispatch demand draft/ pay-orders to such Members. Accordingly, they are requested to update their KYC with their depositories (where shares are held in dematerialized mode) to receive the dividend directly into their bank account on the pay-out date.

- Members may note that dividend income is taxable in the hands of the shareholders and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates. In order to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN with their respective DPs (if shares held in electronic form) and with the Company or MDPL (if shares held in physical form).

A Resident individual shareholder having 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 by sending an email to [investors@centuryply.com](mailto:investors@centuryply.com) latest by 11:59 P.M. (IST) on 18th September, 2024 or by submitting the documents at <https://mdpl.in/>.

Shareholders are requested to note that in case their PAN is not registered or having invalid PAN or Specified Person as defined under Section 206AB of the Income-tax Act, 1961 ("the IT Act"), the tax will be deducted at a higher rate prescribed under Section 206AA or 206AB of the IT Act, as applicable. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to [investors@centuryply.com](mailto:investors@centuryply.com). The aforesaid declarations and documents need to be submitted by the shareholders latest by 11:59 P.M. (IST) on 18th September, 2024 or by submitting the documents at <https://mdpl.in/>.

The Resident Non-Individual Members i.e. Insurance companies, Mutual Funds and Alternative Investment Fund (AIF) established in India and Non-Resident Non-Individual Members i.e. Foreign Institutional Investors and Foreign Portfolio Investors may alternatively submit the relevant forms / declarations / documents through their respective custodian who is registered on NSDL platform, latest by 11:59 P.M. (IST) on 18th September, 2024.

- In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, SEBI has mandated that all requests for transfer of securities including transmission and transposition of securities shall be processed only in dematerialized form. Further, as detailed in clause 12 below, issuance of equity shares in physical form have been disallowed by SEBI. In view of the same, Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialization. A Guidance note on procedure for dematerialization of shares held in physical form is also placed on the website of the Company under 'Investors' section.
- As per the provisions of Section 72 of the Act and applicable SEBI Circular, any holder of securities of the Company may, at any time, nominate any person as his/her nominee upon whom the securities shall vest in the event of his/ her death. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14, as the case may be. Members are requested to submit the requisite forms to their respective DPs in case the shares are held in dematerialized form and to the Company/ RTA in case the shares are held in physical form quoting your folio number. The said forms can be downloaded from the website of the Company at <https://www.centuryply.com/investors-new/forms-and-downloads> or from the website of the Company's RTA at <https://www.mdpl.in/>.
- SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25th January, 2022 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May, 2024), has mandated Listed Companies to issue securities in demat form only while processing service request such as issue of duplicate securities certificates, claim from unclaimed suspense account, renewal/exchange of securities certificates, endorsement, sub-division/split and consolidation of securities certificate/folio, transmission, and transposition. After processing such requests, the RTA shall issue a Letter of Confirmation to the concerned shareholder for submission of the same to their respective DP

within 120 days from the date of issuance of the Letter of Confirmation for dematerialization of shares. In case the shareholder fails to submit the demat request within the aforesaid period, the RTA shall credit the shares to Suspense Escrow Demat Account of the Company. Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at <https://www.centuryply.com/investors-new/forms-and-downloads> and website of the RTA at <https://www.mdpl.in/>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

13. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any joint holder / Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long and to periodically obtain / request their DP for statement of their shareholding and verify the same from time to time.
14. Members are requested to intimate changes, if any, pertaining to their name, postal address with pin code, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, specimen signature, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. to their Depository Participants (DPs) in case the shares are held in electronic form and to the Company/RTA in prescribed Form ISR-1 and other forms (as applicable) enclosing the self-attested supporting document. To mitigate unintended challenges on account of freezing of folios and subsequent referral of the same to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November, 2023, has done away with these stringent provisions in respect of folios not having PAN, KYC, and Nomination details.
15. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or its RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
16. SEBI vide its Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated 31st July, 2023 read with other Circulars issued in this regard (subsumed as part of the SEBI Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/195 dated 28th December 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market.  
  
Pursuant to above-mentioned circulars, post exhausting the option to resolve the grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website <https://www.centuryply.com/>
17. Members seeking any information regarding accounts or any other matter to be placed at the AGM, are requested to write to the Company at [investors@centuryply.com](mailto:investors@centuryply.com) at least seven days before the date of the AGM so as to enable the management to keep the same ready on the date of AGM and to reply suitably.
18. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Act and relevant documents referred to in this Notice of this AGM and explanatory statement will be available for inspection in electronic mode. Members seeking to inspect such documents can send an email to the Company at [investors@centuryply.com](mailto:investors@centuryply.com) by mentioning their name and Folio Number/ DP ID and Client ID.
19. Members are requested to note that dividends which remains unclaimed / unpaid for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF) on due dates. Further, all shares in respect of which dividend has not been encashed by the Members for seven consecutive years or more, are also liable to be transferred to the demat account of the IEPF Authority. In view of this, the Company requests all the Members/ Claimants to encash/claim their respective dividends from the Company, within the stipulated timeline. Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on the V3 portal of MCA under MCA Services-→Company Efiling→ IEPF Services and thereafter sending a physical copy of the same, duly signed by them to the Company, along with requisite documents enumerated in the Form No. IEPF-5. However, as per the communication issued by IEPF Authority on 20th July, 2022, such members/ claimants are advised to approach the Company for issue of Entitlement letter along with all the required documents before filing of claim(s) with the Authority.

The Company has transferred to the IEPF, interim dividend for the Financial Year 2015-16 which remained unpaid/unclaimed for a period of seven years. The Company had sent intimation in this regard to all the shareholders who have not claimed/encashed their dividends consecutively for the last seven years. The Company had also simultaneously published notice in the leading newspapers in this regard and also uploaded the details of unpaid/ unclaimed amounts lying with the Company, on the "Investors Section" of the Company's website ([www.centuryply.com](http://www.centuryply.com)) and also on the website of the Ministry of Corporate Affairs.

## **20. INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:**

- A) Pursuant to the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) read with relevant MCA Circulars and Regulation 44 of the Listing Regulations and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 in relation to "e-Voting Facility Provided by Listed Entities", the Company is pleased to provide the facility of casting votes by a Member using remote e-voting system as well as e-voting on the date of the AGM in respect of items to be acted at this AGM for which the Company has engaged the services of National Securities Depository Limited (NSDL). The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.
- B) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, 18th September, 2024 being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on cut-off date should treat this notice for information purpose only. Members who have acquired shares after the despatch of the Notice of AGM and before the cut-off date may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means.
- C) The remote e-voting period will commence at 9.00 a.m. on Saturday, 21st September, 2024 and will end at 5.00 p.m. on Tuesday, 24th September, 2024. The remote e-voting shall not be allowed beyond 5.00 p.m. on Tuesday, 24th September, 2024. At the end of remote e-voting, the remote e-voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during remote e-voting period or e-voting during the AGM.
- D) The voting rights shall be as per the number of equity shares held by the Member(s) holding shares either in physical form or in dematerialized form, as on Wednesday, 18th September, 2024, i.e. cut-off date.
- E) The Members who have cast their votes through remote e-voting prior to the meeting may still attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.
- F) The Board of Directors has appointed Sri Raj Kumar Banthia (ACS 17190/CP-18428) and failing him, Sri Manoj Kumar Banthia (ACS 11470/ CP- 7596) both of M/s. MKB & Associates, Company Secretaries in Practice, Kolkata, as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process and ensure that the same is carried out in a fair and transparent manner.
- G) The Scrutinizer, after scrutinizing the votes cast during the AGM and through remote e-voting, will, not later than two working days or three calendar days, whichever is earlier, of conclusion of the AGM, make a consolidated scrutinizer's report and submit the same to the Chairman or to the person authorised by him. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company at [www.centuryply.com](http://www.centuryply.com) and that of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com), besides being displayed on the Notice Board of the Company at its Registered Office. The results shall simultaneously be communicated to the Stock Exchanges where the shares of the Company are listed.

### **H) PROCEDURE FOR E-VOTING**

The detailed procedure and manner for voting electronically on NSDL e-voting system are explained herein below:

**Step 1:** Access to NSDL e-Voting system

**Step 2:** Cast your vote electronically and join General Meeting on NSDL e-Voting system

#### **Details on Step 1: Access to NSDL e-Voting system:**


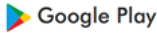


##### **a) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

E-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / Depository Participants (DPs) in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having



to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and email ID in their demat accounts with their respective DPs in order to access the e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p><b>I. NSDL IDeAS facility</b></p> <p><b>a) If you are already registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-services is launched, click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section.</li> <li>3. A new screen will open. You will have to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services.</li> <li>4. Click on “<b>Access to e-Voting</b>” appearing on the left hand side under e-Voting services and you will be able to see e-Voting page.</li> <li>5. Click on options available against Company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and e-voting during the meeting.</li> </ol> <p><b>b) If you are not registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>1. Option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>.</li> <li>2. Select “<b>Register Online for IDeAS</b>” appearing on the left hand side of the home page of e-services or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. After successful registration, please follow steps given in points 1-5.</li> </ol> <p><b>II. E-voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>1. 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 phone.</li> <li>2. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section.</li> <li>3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>4. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on options available against Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</li> </ol> <p><b>III. Mobile Application</b></p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, can login through their user ID and password. Option will be made available to reach e-Voting page without any further authentication. To login into Easi /Easiest, users are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System My Easi tab and then use your existing My Easi username &amp; password.</li> <li>After successful login in to Easi/Easiest, the user will be also 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, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available on CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> wherein users can click on login &amp; New System Myeasi tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>Once logged-in, 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.</li> <li>Click on the options available against Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</li> </ol>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**b) Login method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

How to Log-in to NSDL e-voting website?

- Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile phone.
- Once the home page of e-voting system is launched, click on the icon "Login" which is available under "Shareholders Member" section.



3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.

**5. Your User ID details are given below:**

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical		Your User ID is:
A.	For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
B.	For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID. For example, if your Beneficiary ID is 12***** then your user ID is 12*****
C.	For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example, if EVEN is 123456 and folio number is 001*** then user ID is 123456001***

6. Your password details are given below:
  - i. If you are already registered for e-voting, then you can use your existing password to login and cast your vote
  - ii. If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
7. How to retrieve your 'initial password'?
  - i. If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox from [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - ii. In case you have not registered your email address with the Company/ Depository, please follow instructions mentioned below in process for those shareholders whose email ids are not registered.
8. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
  - i. Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - ii. **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - iii. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - iv. Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.
9. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
10. Now, you will have to click on "Login" button.
11. After you click on the "Login" button, Home page of e-voting will open.

**Details on Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system:**

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and

whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of the Company for which you wish to cast your vote during the remote e-Voting period and/ or during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting" tab.
3. Now you are ready for e-voting as the Voting page opens
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **I) General Guidelines for shareholders**

1. Corporate and institutional shareholders (companies, trusts, societies etc.) are required to send a scanned copy (PDF / JPG format) of the relevant Board Resolution / appropriate authorisation, together with the attested specimen signature(s) of the authorized signatory(ies) who are authorized to vote, to the Scrutinizer via email at: [scrutinizermkb@gmail.com](mailto:scrutinizermkb@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). They can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he / she is already registered with NSDL for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote. If password is forgotten, the same can be reset by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call at 022 - 4886 7000. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned at Step 1 (a) above under "Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode"
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
4. In case of any queries relating to e-voting you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

#### **J) Process for those shareholders whose email IDs are not registered with the depositories for procuring user ID and password and registration of email IDs for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, Number of Equity Shares held, scanned copy of the share certificate (front and back) along with self-attested scanned copy of PAN card, self-attested scanned copy of any document (such as AADHAAR card / latest Electricity Bill / latest Telephone/Mobile Bill / Driving License / Passport / Voter ID Card / Bank Passbook particulars) in support of the postal address of the Member as registered against their shareholding, by email to the Company at [investors@centuryply.com](mailto:investors@centuryply.com) or by visiting the website of the Company's RTA, M/s. Maheshwari Datamatics Pvt. Ltd. on [www.mdpl.in](http://www.mdpl.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card to the Company at [investors@centuryply.com](mailto:investors@centuryply.com) or register/update the same through respective Depository Participants (DPs). Any such updation effected by the DPs will automatically reflect subsequently in the Company's records. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (a) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively, member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by providing the details mentioned in Point (1) or (2) as the case may be.

**21. INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

- a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- c) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**22. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:**

- a) Members will be able to attend the AGM through VC / OAVM or view the live webcast of the AGM provided by NSDL at <https://www.evoting.nsdl.com> by following the steps mentioned above for access to NSDL e-Voting system. After successful login, you can see link of VC / OAVM placed under **“Join Meeting”** menu against company name. You are requested to click on VC / OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed.
- b) Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush. Further, Members can also use the OTP based login for logging into the e-Voting system of NSDL.
- c) 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. Members under the category of Institutional Investors are encouraged to attend the AGM and also vote through remote e-Voting or e-Voting during the AGM.
- d) Members are encouraged to join the Meeting through Laptops for better experience. Further, Members will be required to allow access to camera and use internet with a good speed to avoid any disturbance during the meeting. 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.
- e) Members who need assistance before or during the AGM, may contact on the helpline number or other contact details provided above.
- f) Members who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email IDs, mobile number at [investors@centuryply.com](mailto:investors@centuryply.com) from Thursday, 19th September, 2024 to Saturday, 21st September, 2024 (till 5:00 p.m. IST) (both days inclusive). The same will be replied by the company suitably.
- g) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at [investors@centuryply.com](mailto:investors@centuryply.com) from Thursday, 19th September, 2024 to Saturday, 21st September, 2024 (till 5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

**23. Intimation of details of the agreement, if any under the Listing Regulations:** Shareholders are informed that in terms of the provisions of the Listing Regulations, the Company is required to intimate the Stock Exchanges the details of the agreements entered into by the shareholders, promoter(s), members of the promoter(s) group, related parties, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company, including disclosure of any rescission amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements.

Accordingly, shareholders are advised to inform the Company of any such agreements to which the Company is not a party within two working days of entering into or signing an agreement to enter into such agreements. The Company will subsequently notify the Stock Exchanges of these agreements within the prescribed timelines once it becomes aware of them.

*Explanation: For the purposes of this clause, the term "directly or indirectly" includes agreements that create an obligation on the parties to such agreements to ensure that the listed entity shall or shall not act in a particular manner.*

24. In compliance with MCA and SEBI Circulars, electronic copies of the Notice of AGM and Annual Report are being sent only by email to those members whose email addresses are registered with the Company / Depository Participant(s).

In case any Member is desirous of obtaining physical copy of the Annual Report for the Financial Year 2023-24 and Notice of the 43rd AGM of the Company, he/she may send a request to the Company by writing at investors@centuryply.com or to the Company's RTA at mdpldc@yahoo.com mentioning their DP ID and Client ID/folio no.

Members may note that the Notice and Annual Report for the Financial Year 2023-24 will also be available on the Company's website www.centuryply.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsd.com.

25. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their respective DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held in physical form by submitting duly filled Form No. ISR-1 as mentioned hereinabove, so as to receive all communication including Annual Report, Notices, Circulars, Dividend credit intimations etc. from the Company electronically.
26. Pursuant to Regulation 36(5) of Listing Regulations, an Explanatory Statement in respect of Ordinary Business under item no. 5 of this Notice, to be transacted at this AGM is annexed hereto.
27. Information in terms of Regulation 36(3) of the Listing Regulations, the Act and 'Secretarial Standards on General Meetings' (SS-2), in respect of Directors seeking appointment/ re-appointment at this AGM, is annexed hereto.

**By Order of the Board**  
**For Century Plyboards (India) Ltd.**  
Sd/-  
**Sundeep Jhunjunwala**  
**Company Secretary**  
**FCS 4946**

5<sup>th</sup> August, 2024

Registered Office:

P-15/1, Taratala Road

Kolkata- 700 088

## Explanatory Statement pursuant to Regulation 36(5) of the Listing Regulations

### Item no. 5

M/s. Singhi & Co., were appointed as Statutory Auditors of the Company for a term of five years from the conclusion of 33rd AGM held on 11th September, 2014 till the conclusion of the 38th AGM held on 4th September, 2019. Thereafter, they were re-appointed for another term of five years from the conclusion of 38th AGM till the conclusion of the 43rd AGM to be held in the year 2024. Accordingly, they will be completing their two consecutive terms as Statutory Auditors of the Company on conclusion of the ensuing AGM scheduled on 25th September, 2024 and are not eligible for further re-appointment in terms of Section 139 (2)(ii) of the Companies Act, 2013.

The exercise for selection of new statutory auditor was led by the Chief Financial Officer who made a comprehensive assessment of the major audit firms and also had discussions with the lead audit partner of the short-listed ones. After evaluating all proposals and considering relevant factors M/s. S. R. Batliboi & Co. LLP has been recommended to be appointed as the Statutory Auditors of the Company. The same was briefed to the Audit Committee.

Based on the recommendation of the Audit Committee, the Board of Directors of the Company, at its meeting held on 24th May, 2024, after evaluating and considering various factors such as independence, industry experience, technical and analytical skills, geographical presence, competency of audit team, reporting quality, etc., proposed the appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 301003E/E300005) as the Statutory Auditors of the Company, in place of the retiring auditors M/s. Singhi & Co., for a term of 5 (five) consecutive years commencing from conclusion of ensuing 43rd Annual General Meeting until the conclusion of the 48th Annual General Meeting to be held in the year 2029.

M/s. S. R. Batliboi & Co. LLP ("the Firm") is limited liability partnership firm incorporated in India and is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India ("ICAI") with ICAI Firm Registration No. 301003E/E300005. The Firm is part of S. R. Batliboi & Affiliates, a network of firms registered with the ICAI. The Firm was established in 1949 with its registered office in Kolkata and has offices across key cities in India. All the network firms including the Firm are primarily engaged in providing audit and assurance services, certain tax and financial accounting advisory services to its clients. They along-with its network firms has a strong presence in major cities of the country and audit several large listed and private companies across diverse market segments including Industrial, Infrastructure, Consumer Products, Financial Services, Technology, Media and Entertainment, Telecommunications and Professional Services.

The terms of appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants covers yearly statutory audit of standalone and consolidated financial statements in accordance with the Companies Act, 2013, Limited Review of quarterly financial results in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, covering all units and branches of the Company and audit of Internal Financial Control.

The Board at its meeting held on 5<sup>th</sup> August, 2024, on further recommendation of the Audit Committee, has proposed a remuneration of Rs. 60,00,000/- (Rupees Sixty Lac only) for each financial year, for audit of accounts and for conducting quarterly Limited Review (covering all units and branches of the Company and audit of Internal Financial Control), exclusive of applicable taxes thereon and out of pocket expenses, to be paid to M/s. S. R. Batliboi & Co. LLP, Chartered Accountants. Fee in respect of Limited Review of financial results for the first quarter of financial year 2024-25, which was conducted by M/s. Singhi & Co., the retiring Auditors, would be factored appropriately.

Besides the audit services, the Company may also obtain from the Statutory Auditors certifications as may be required under various statutory regulations or by clients, banks, statutory authorities and also avail other permissible non-audit services from time to time, for which they will be remunerated separately.

There is a material change in the remuneration proposed to be paid to M/s. S. R. Batliboi & Co. LLP vis-à-vis the remuneration paid to M/s. Singhi & Co., the retiring Statutory Auditors. The same is on account of substantial difference in industry experience, technical and analytical skills, geographical presence, competency of audit team, reporting quality, etc. in comparison to the retiring auditors. The remuneration proposed to be paid to M/s. S. R. Batliboi & Co. LLP is in line with the industry norms prevalent for similar assignments to Audit firms of their stature at companies of our size.

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. S. R. Batliboi & Co. LLP along with a confirmation regarding their eligibility to be appointed as Statutory Auditors of the Company in terms of Section 141 of the Act and the Rules framed thereunder and that their appointment, if made, shall be within the limits prescribed under Section 141(3)(g) of the Act. M/s. S. R. Batliboi & Co. LLP have also confirmed that they have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of ICAI as required under Regulation 33(1)(d) of the Listing Regulations.

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

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are interested or concerned, financially or otherwise, in the resolution set out in item no. 5 of this Notice. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

**By Order of the Board  
For Century Plyboards (India) Ltd.**

**Sd/-  
Sundeep Jhunjunwala  
Company Secretary  
FCS 4946**

5<sup>th</sup> August, 2024

Registered Office:

P-15/1, Taratala Road

Kolkata- 700 088



## ANNEXURE TO THE NOTICE

### Details of Directors seeking appointment/ re-appointment at the Annual General Meeting

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and 'Secretarial Standards on General Meetings')

Name	Sri Vishnu Khemani (3)	Sri Keshav Bhajanka (4)
Director's Identification Number (DIN)	01006268	03109701
Age (Years)	72	35
Nationality	Indian	Indian
Qualifications	Science Graduate	Graduate (Accounting and Finance)
Experience (Years)	46	13
Expertise in specific functional area	Management, administration & production	Management, administration, sales & project implementation
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	Not Applicable	Not Applicable
Date of first appointment on the Board of the Company	16.04.2008	28.01.2016
Shareholding in the Company (equity shares of F.V. Re. 1 each.) including shareholding as a beneficial owner (as on 31st March, 2024)	1,87,86,900	25,00,000
Terms and conditions of appointment/ reappointment and details of remuneration		
Terms and conditions	Tenure as Managing Director upto 31st July, 2028; Liable to retire by Rotation	Tenure as Executive Director upto 27th January, 2026; Liable to retire by rotation
Present ceiling of Remuneration(Rs.) p.a. #	Fixed- Rs. 2,40,00,000/-; Perquisites- Rs. 12,00,000/- ; Commission-not exceeding 2% of the net profits in a particular financial year^	Fixed- Rs. 2,40,00,000/-; Perquisites- Rs. 12,00,000/- ; Commission-not exceeding 1% of the net profits in a particular financial year^
Details of Remuneration sought to be paid (Rs.) p.a.	Not Applicable; Terms and conditions of his appointment as Managing Director remains same as already approved by the shareholders.	Not Applicable; Terms and conditions of his appointment as Managing Director remains same as already approved by the shareholders.
Last drawn remuneration during the financial year ended 31.03.2024 (Rs.) p.a.	Fixed-Rs. 2,00,00,000/- Commission- Rs. 1,74,00,000/-	Fixed-Rs. 1,00,00,000/- Commission- Rs. 1,89,00,000/-
Number of Board Meetings attended during the FY 2023-24 (out of 4 held)	3	3

Name	Sri Vishnu Khemani	Sri Keshav Bhajanka
	(3)	(4)
List of directorships held in other Companies (excluding Foreign Companies)	1. Century MDF Ltd. 2. Sharon International Services Pvt. Ltd.	1. Star Cement Ltd. 2. Century Ports Ltd. 3. Ara Suppliers Pvt. Ltd. 4. Arham Sales Pvt. Ltd. 5. Century Led Ltd. 6. Century Panels Ltd. 7. Indian Chamber of Commerce Calcutta 8. Makui Properties Pvt. Ltd. 9. Sri Ram Merchants Pvt. Ltd. 10. Sri Ram Vanijya Pvt. Ltd. 11. Star Cement (I) Ltd. 12. Star Cement North East Ltd. 13. YPO (Calcutta) 14. Century Infra Ltd.
Membership/ Chairmanships of Committees of Boards of other Companies*	None	None
Listed entities from which the Director has resigned in the past three years	None	None
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	Son of Sri Sajjan Bhajanka, Chairman and Managing Director

^ Commission to be paid within approved limits on recommendation by the Nomination and Remuneration Committee

# Calculated in the manner referred to in Section 198 of the Companies Act, 2013

\* Pursuant to Regulation 26 of the Listing Regulations, only two Committee viz. Audit Committee and Stakeholders Relationship Committee have been considered.

# RAHO BEFIKAR!



**CENTURYPLY**<sup>®</sup>  
www.centuryply.com

ENTERING A SUSTAINABLE GROWTH CYCLE



**CENTURY  
PLYBOARDS  
(INDIA) LIMITED**  
ANNUAL  
REPORT  
2023-24

# CoNTENTS

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### Forward-looking statement

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make, contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.



## 24 Chairman's overview

"During the last couple of years, Century Plyboards strengthened its foundation to graduate to the next orbit" - Sajjan Bhajanka, Chairman and Managing Director

## 62 Technology overview

"There is no aspect of our organisation that has not been touched by technology - production, sales, marketing, branding, supply chain and finance." - Nikita Agarwal Bansal, Executive Director



## 28 Performance review for 2023-24

"The message that I wish to send out is that in a rapidly transforming India, Century Plyboards is attractively placed" - Keshav Bhajanka, Executive Director

## 78

Business performance review of the plywood, laminates, MDF and particle board segments.

## 88

### Centuryply and Environment, Health and Safety (EHS)

Centuryply acknowledges the significance of upholding health, safety and environmental protocols to mitigate risks stemming from operational tasks.





# Corporate Information

## BOARD OF DIRECTORS

### Chairman and Managing Director

Mr. Sajjan Bhajanka

### Executive Directors

Mr. Sanjay Agarwal  
Mr. Prem Kumar Bhajanka  
Mr. Vishnu Khemani  
Mr. Ajay Baldawa  
Mr. Keshav Bhajanka  
Ms. Nikita Bansal  
Mr. Rajesh Kumar Agarwal

### Independent Directors

Mr. Amit Kiran Deb  
Mr. Debanjan Mandal  
Mr. Naresh Pachisia  
Mr. Probir Roy  
Mr. Pramod Agrawal  
Ms. Ratnabali Kakkar  
Mr. Sunil Mitra  
Mr. Vijay Chhibber

### Chief Financial Officer

Mr. Arun Kumar Julasaria

### Company Secretary

Mr. Sundeep Jhunjhunwala

## AUDITORS

### Statutory Auditors

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

### Secretarial Auditors

M/s MKB & Associates  
Company Secretaries,  
8, Camac Street, Kolkata 700017

## BANKERS

Indian Bank  
HDFC Bank  
DBS Bank India Ltd.  
Standard Chartered Bank  
Yes Bank Ltd.  
Punjab National Bank

## COMMITTEES

### Audit Committee

Mr. Naresh Pachisia (Chairman)  
Mr. Amit Kiran Deb  
Mr. Probir Roy  
Mr. Rajesh Kumar Agarwal

### Nomination and Remuneration Committee

Mr. Vijay Chhibber (Chairman)  
Mr. Amit Kiran Deb  
Mr. Probir Roy  
Ms. Ratnabali Kakkar

### Corporate Social Responsibility Committee

Mr. Sajjan Bhajanka (Chairman)  
Mr. Rajesh Kumar Agarwal  
Mr. Probir Roy

### Stakeholders Relationship Committee

Mr. Probir Roy (Chairman)  
Mr. Rajesh Kumar Agarwal  
Ms. Nikita Bansal

### Share Transfer Committee

Mr. Rajesh Kumar Agarwal (Chairman)  
Mr. Ajay Baldawa  
Mr. Keshav Bhajanka

### Risk Management Committee

Mr. Sanjay Agarwal (Chairman)  
Mr. Keshav Bhajanka  
Mr. Debanjan Mandal  
Mr. Arun Kumar Julasaria

### Finance Committee

Mr. Sajjan Bhajanka (Chairman)  
Mr. Sanjay Agarwal  
Mr. Rajesh Kumar Agarwal

## MAJOR PLANT LOCATIONS

### Plywood & veneer

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

### Plywood & veneer (owned by subsidiaries)

Roorkee, Uttarakhand  
Gabon, Africa

### Laminates

Kanchowki, Bishnupur,  
District: 24 Parganas (S), West Bengal  
Badvel, Andhra Pradesh (owned by  
subsidiary)

### MDF

Village Doulowal, Tehsil and District:  
Hoshiarpur, Punjab

Badvel, Andhra Pradesh (owned by  
subsidiary)

### Particle board

Chinnappolapuram, Gummidipoondi,  
Tamil Nadu

### Container freight station (owned by subsidiary)

Block B & C, Sonai, Kidderpore, Kolkata,  
West Bengal  
Hide Road, Brace Bridge, Kidderpore,  
Kolkata, West Bengal

## Registered Office

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

## REGISTRAR AND SHARE TRANSFER AGENT

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

## WEBSITE

www.centuryply.com

## EMAIL

investors@centuryply.com

## CIN

L20101WB1982PLC034435

## ISIN

INE348B01021





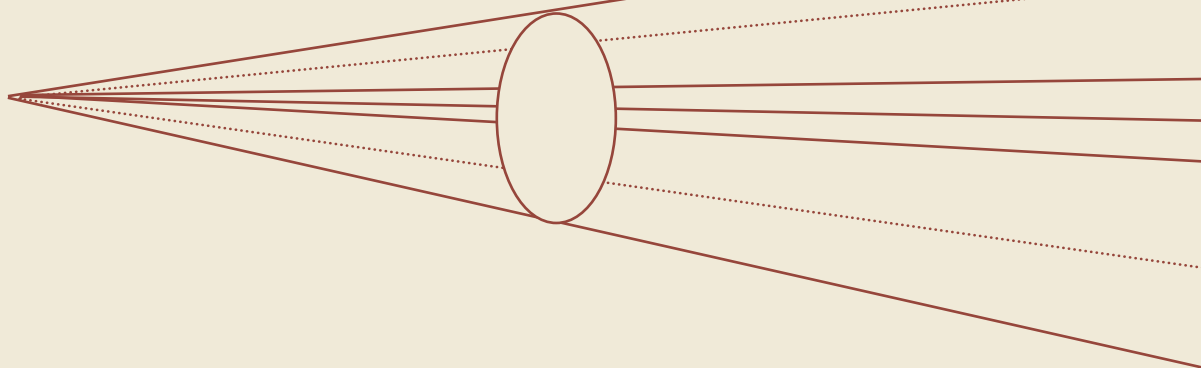


# Entering a sustainable growth cycle

01

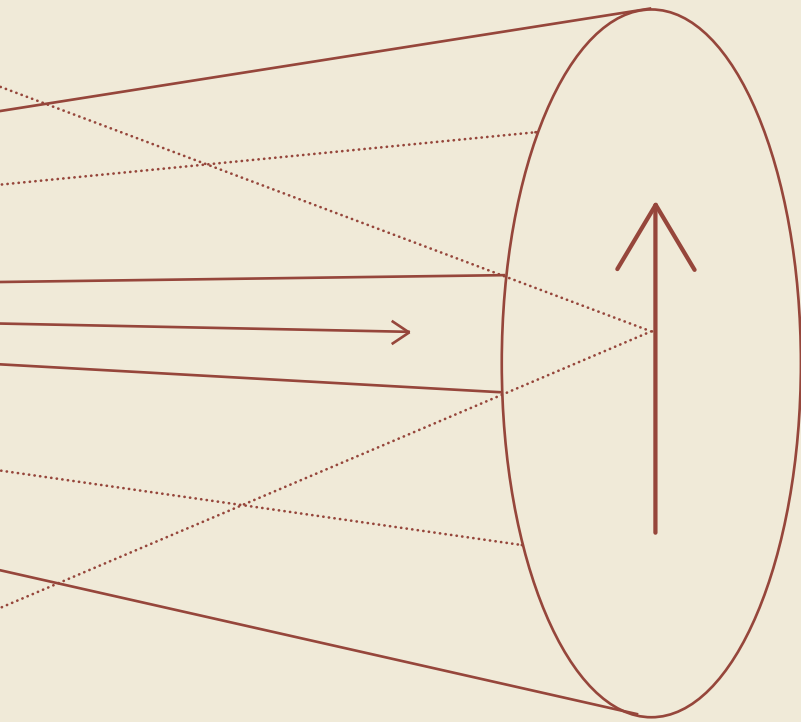
WHO

AND



WHAT

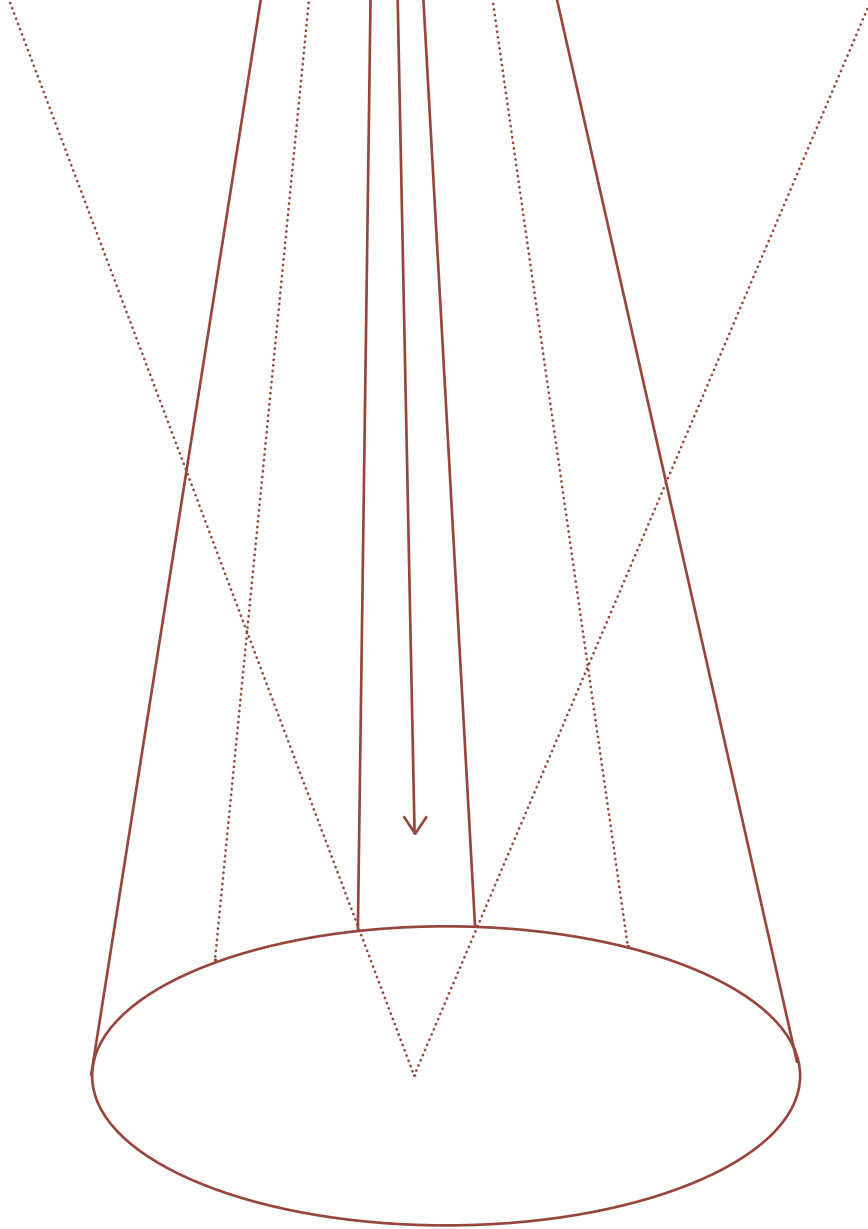
WE ARE



WE DO

*Corporate Snapshot*  
**Centuryply.**

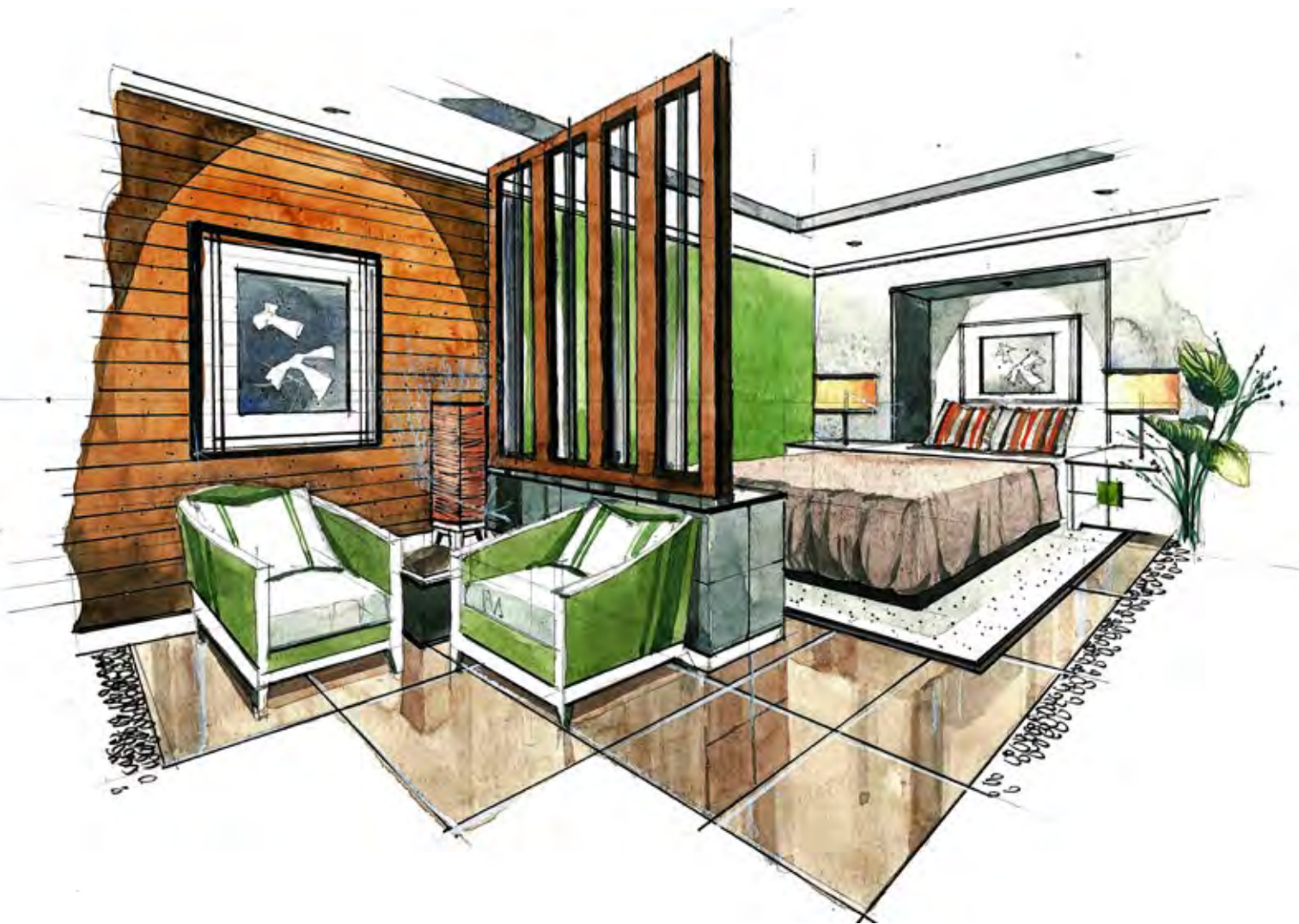
Entering a  
sustainable  
growth cycle.



**By offering innovative products and solutions, staying ahead of the curve and ensuring a timely market presence.** By diversifying the products portfolio to cater to all consumer needs in one place. **By adopting advanced technologies to improve operational efficiency.** By offering a lifetime product guarantee, reassuring consumers. **By expanding the product range for trade partners, increasing market share.** By achieving sustainable growth through earnings. **By creating a recall that ‘If it is Century, it must be the best.’**

Corporate snapshot 

# Centuryply.





---

## Pedigree

Centuryply has evolved from being a significant participant in India's interior infrastructure sector to a leading player. Founded by Mr. Sanjay Agarwal, Managing Director, and the late Hari Prasad Agarwal, with Mr. Sajjan Bhajanka joining as Chairman, the Company is now supported by a skilled and diverse team of professionals across multiple disciplines.

---

## Presence

Headquartered in Kolkata, the Company is a pan-India producer of interior infrastructure products with manufacturing facilities in Joka (West Bengal), Guwahati (Assam), Kandla (Gujarat), Chennai (Tamil Nadu), Karnal (Haryana) and Hoshiarpur (Punjab). The Company's units in Roorkee (Uttarakhand), Badvel (Andhra Pradesh), Laos (till 22<sup>nd</sup> April, 2024) and Gabon are managed through subsidiary companies. Centuryply possesses a distribution network of 3,924 trade partners, across 28 States and 7 Union Territories.

---

## Products

Centuryply provides a diverse range of products, encompassing doors, plywood, laminates, veneers, MDF and particle board. This extensive product lineup empowers the Company to offer a comprehensive one-stop solution, benefiting trade partners and retail consumers.

---

## Brands

Centuryply is a prominent brand in India's interior wood products industry, recognised for the unwavering recall of 'trust' and 'dependability.' The Company derives its revenues from branded products within the wood-based category.

---

## Talent

Centuryply's skilled workforce has played a pivotal role in fostering the Company's pioneering spirit, facilitating informed decision-making, and maintaining competitiveness across market cycles. As of 31<sup>st</sup> March, 2024, the Company's talent workforce consists of 7155 permanent and 5283 non-permanent individuals, spanning various functions including research, design, manufacturing, branding, marketing, data sciences, finance and other key areas.

---

## Certifications

Centuryply is respected for its product quality and consistency. The Company is certified for ISO 9001 and ISO 14001, validating its commitment to quality management and environmentally responsible practices.

---

## Creditworthiness

Centuryply's credit ratings were reaffirmed at 'AA' with 'Stable outlook' by ICRA Limited, indicating a high degree of safety regarding timely servicing of financial obligations and low credit risk.

---

## Valuation

The Company's leadership and respect have been validated through its market capitalisation, which has grown over 37.1% CAGR across the last decade. As on 31<sup>st</sup> March, 2024, the Company enjoyed a market capitalisation of ₹14,220 Crore.

# Our pan-India manufacturing presence

**1** Century Plyboards is attractively paced to ride the robust Indian economic growth story

**2** India's personal consumption story is being increasingly manifested in home building and renovation

**5**

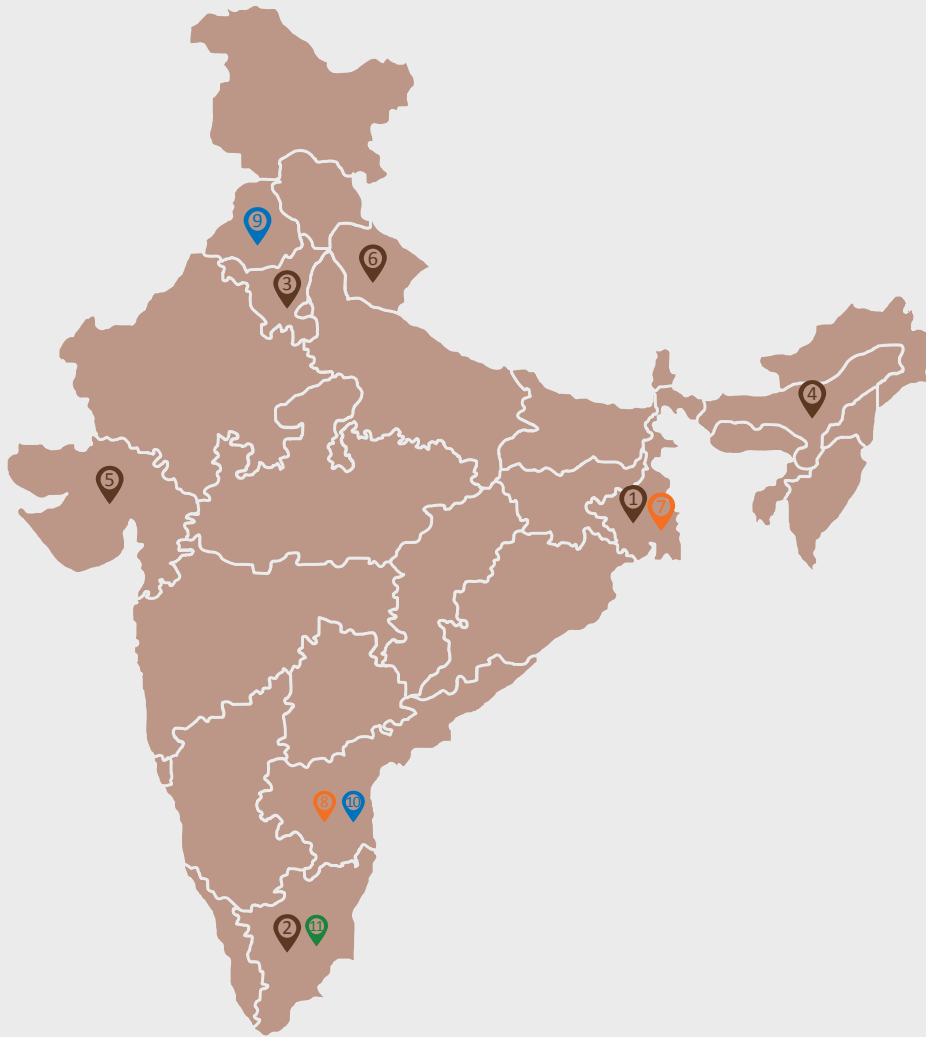
principal messages of this Annual Report

**3** The Company provides customers with a one-stop interior infrastructure solution across price points

**4** The building products segment passed through a consolidation phase in FY24

**5**

Centuryply continues to invest deeper and quicker across its businesses with the objective to build a stronger brand by the time the sector recovers



**Manufacturing facilities**

Plywood: 6 units  
 Laminate: 2 units  
 MDF: 2 units  
 Particle Board: 1 unit

**Service facilities**

CFS: 2 units

**Plywood**

- ① Bishnupur, West Bengal
- ② Chinnappolapuram, Gummidiipoondi, Tamil Nadu
- ③ Taraori, Haryana
- ④ Kamrup, Assam
- ⑤ Bhachau-Kachchh, Gujarat
- ⑥ Roorkee, Uttarakhand

**Laminate**

- ⑦ Bishnupur, West Bengal
- ⑧ Badvel, Andhra Pradesh

**MDF**

- ⑨ Hoshiarpur, Punjab
- ⑩ Badvel, Andhra Pradesh

**Particle board**

- ⑪ Chinnappolapuram, Gummidiipoondi, Tamil Nadu

**OUR DISTRIBUTION MODEL**

**Plywood**

- Factory
- Warehouses
- Dealers

**Laminates**

- Factory
- Regional distribution centre
- Distributor
- Retailer

**MDF**

- Factory
- Stockists / OEMs

**Particle boards**

- Factory
- Stockist/OEM

**OUR DISTRIBUTION NETWORK**

**26**  
Branch offices

**18,493+**  
Retailers

**3,924**  
Dealers

**43**  
Warehouses/stock points Presence

**28**  
States

**7**  
Union Territories and **596** districts

**OUR COMPANY AT A GLANCE**

**38**  
Years in existence until FY24

**1**  
Leading wood panel company in India

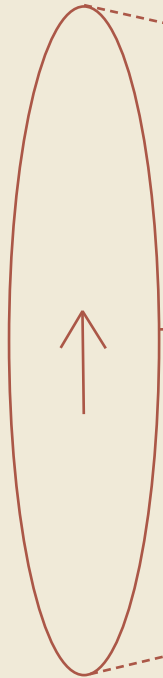
**16**  
Manufacturing plants (including CFS) (13 in India and 3 overseas (including 2 units in Laos which were disposed of in April, 2024)

**21,000**  
Number of SKUs manufactured

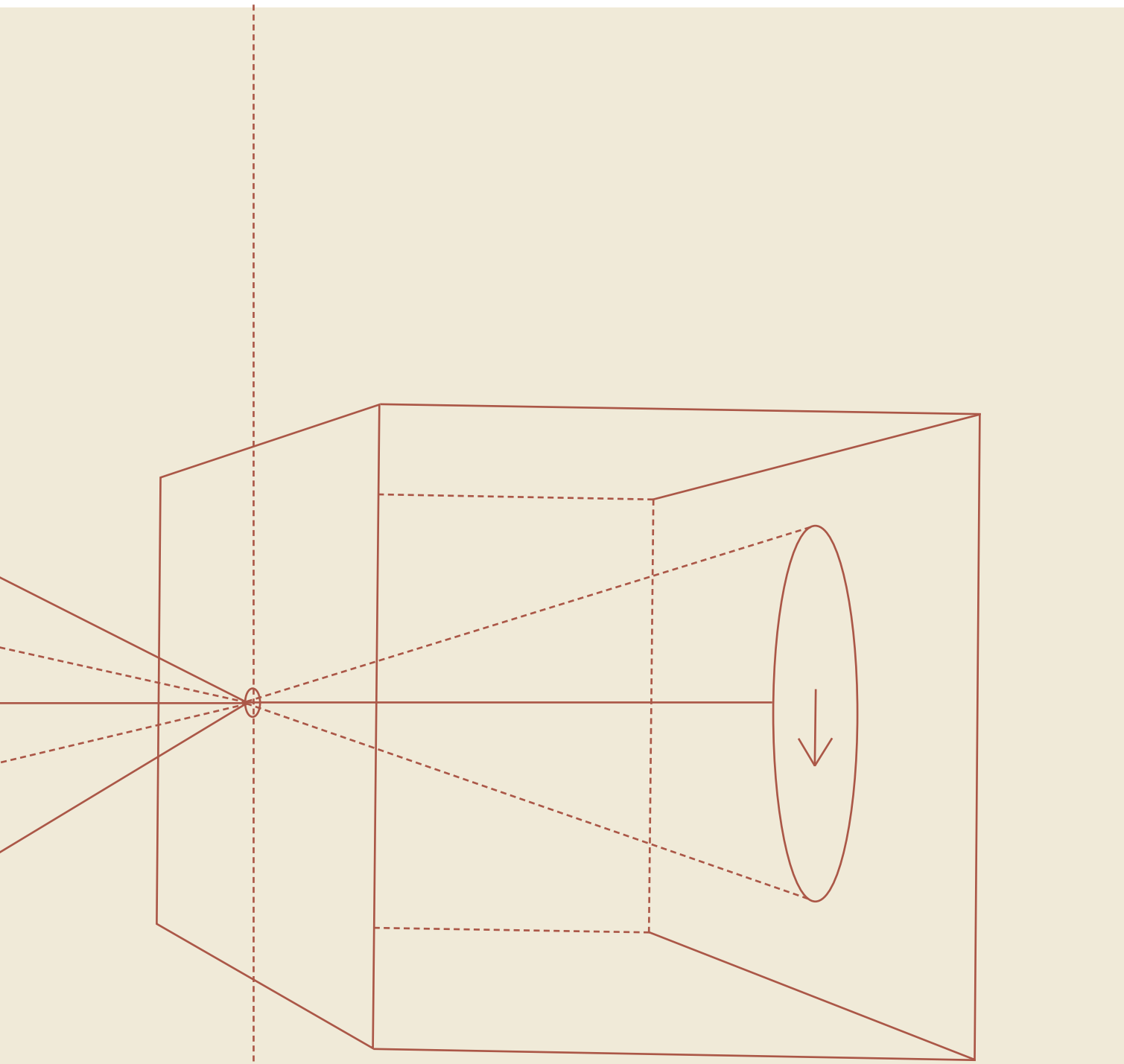
02

INDIA

AND



CENT



# URRYPLY

Target



# 12,000 CR

## Centuryply turnover, 2031

### Overview

Centuryply is engaged in the investment of ₹2,000 Crore by FY25 (including investments made since FY23).

This outlay addressed the capacity expansion of laminates, MDF, plywood and particle board.

This outlay addressed investments in Andhra Pradesh, Tamil Nadu and Punjab.

Investments in MDF and particle board will account for a majority of the proposed outlay (combined revenue potential of 40% of the Company's turnover)



### Laminates |

#### Pre-expansion

**8.77** Million sheets per annum installed capacity

**17** %, contribution in total revenue, FY24

#### Post-expansion

**9.65** Million sheets per annum installed capacity

### MDF |

#### Pre-expansion

**3,13,500** CBM per annum installed capacity

**20** %, contribution in total revenue, FY24

#### Post-expansion

**6,27,000** CBM per annum installed capacity



## Centuryply's largest capacity expansion as of FY24

Product segment	Greenfield/brownfield	Location	Commissioning date	Capacity (per annum)	Capital expenditure
High pressure laminate	Greenfield	Badvel, Andhra Pradesh	Q3FY24	8,80,000 sheets	₹200 Crore
Plywood	Greenfield	Hoshiarpur, Punjab	Delayed	60,000 CBM	₹150 Crore
Particle board	Greenfield	Chennai, Tamil Nadu	Q4FY25	2,40,000 CBM	₹550 Crore
MDF	Greenfield	Badvel, Andhra Pradesh	H2FY24	3,13,500 CBM	₹700 Crore



### Particle-board |

#### Pre-expansion

**72,000** CBM per annum installed capacity

**4** % contribution in total revenue, FY24

#### Post-expansion

**3,12,000** CBM per annum installed capacity

### Plywood |

#### Pre-expansion

**3,39,600** CBM per annum installed capacity

**57** % contribution in total revenue, FY24

#### Post-expansion

**3,99,600** CBM per annum installed capacity

*Vision* Sarvada sarovottam

# How Centuryply is future-ready

Centuryply is dedicated to its motto, 'Sarvada Sarvottam - The Best Always' by prioritizing trust, quality, innovation, customer focus, and people development.

The Company ensures the reliability and excellence of its products, embraces new ideas to stay ahead, and remains committed to understanding and meeting customer needs while fostering employee.

Centuryply's  
constant  
endeavour is  
to be 'Sarvada  
Sarvottam  
- The Best  
Always' in...

Trust

Innovation

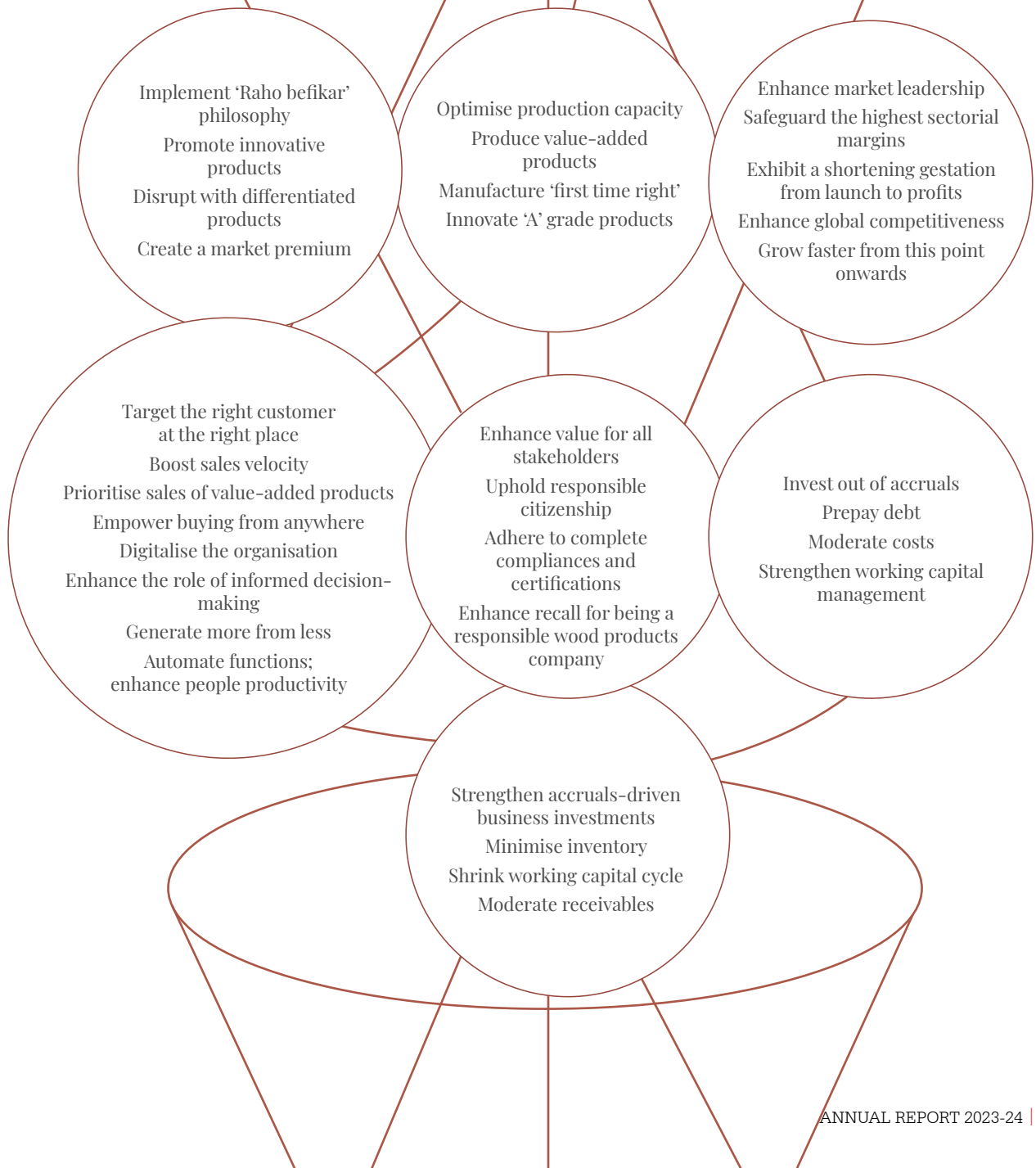
Quality

Customer  
focus

People  
development



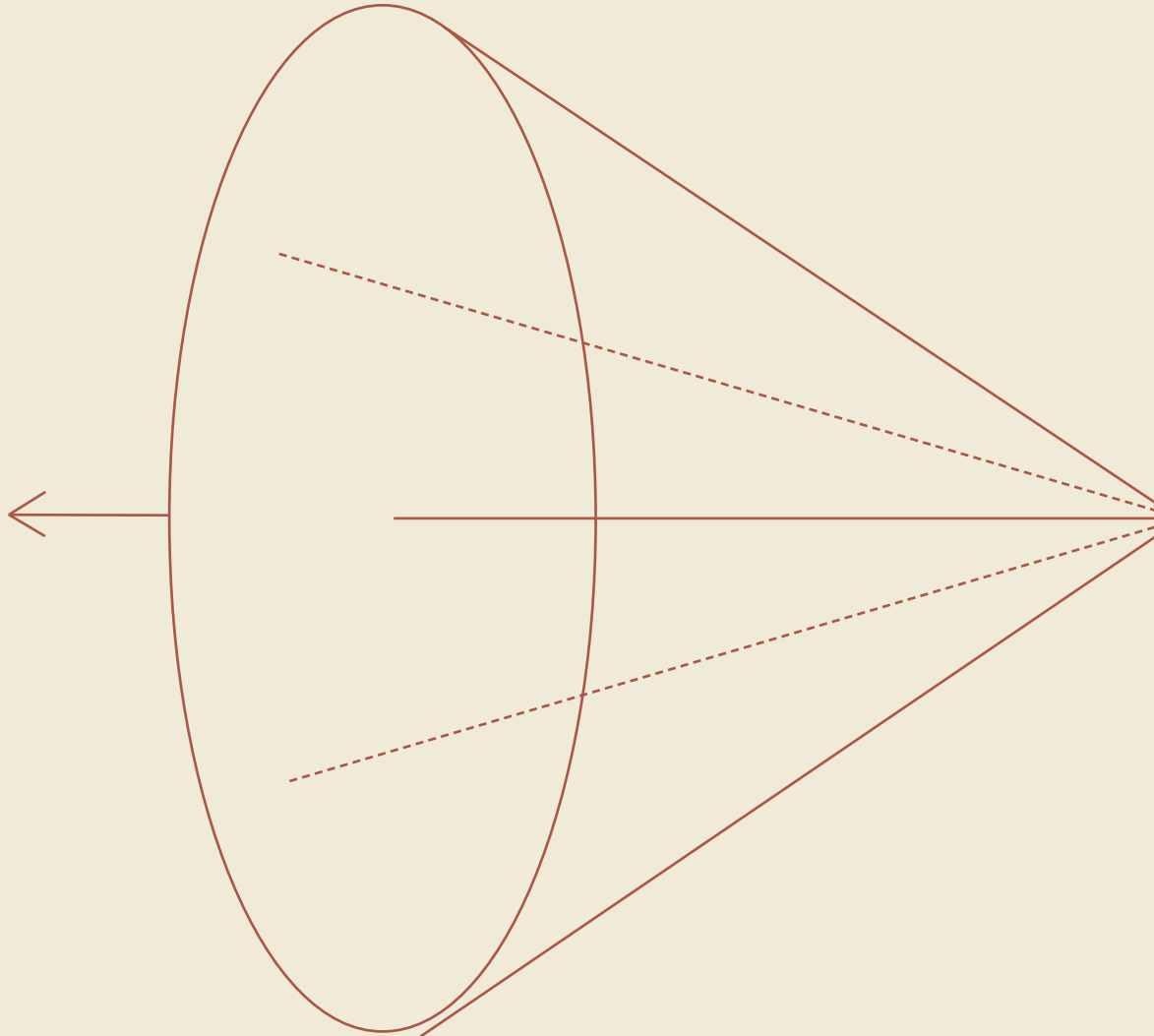
# How the Company intends to generate ₹12,000 Crore revenues by 2031



03

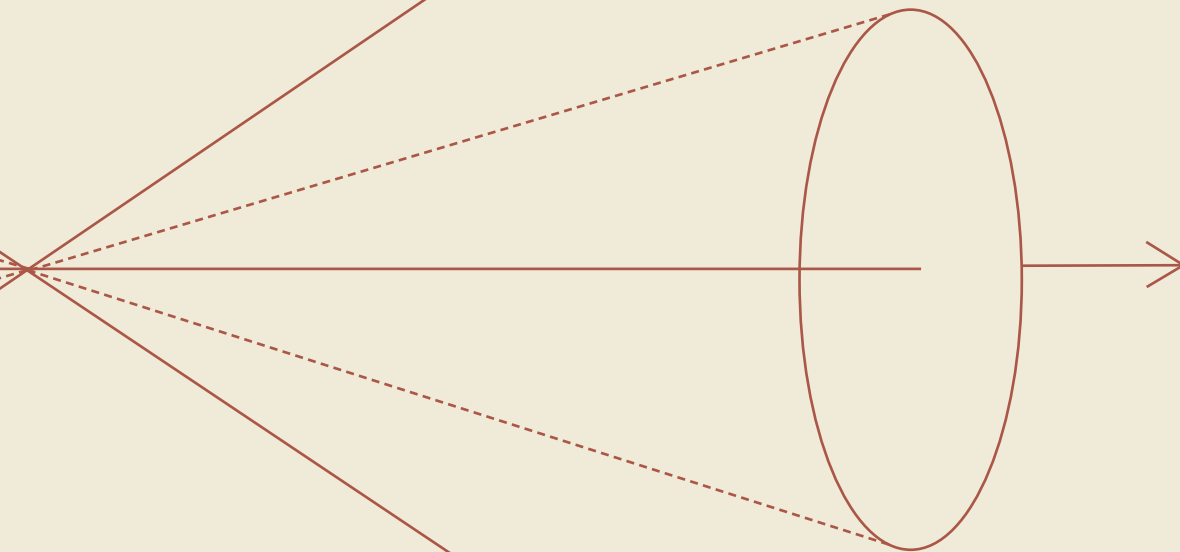
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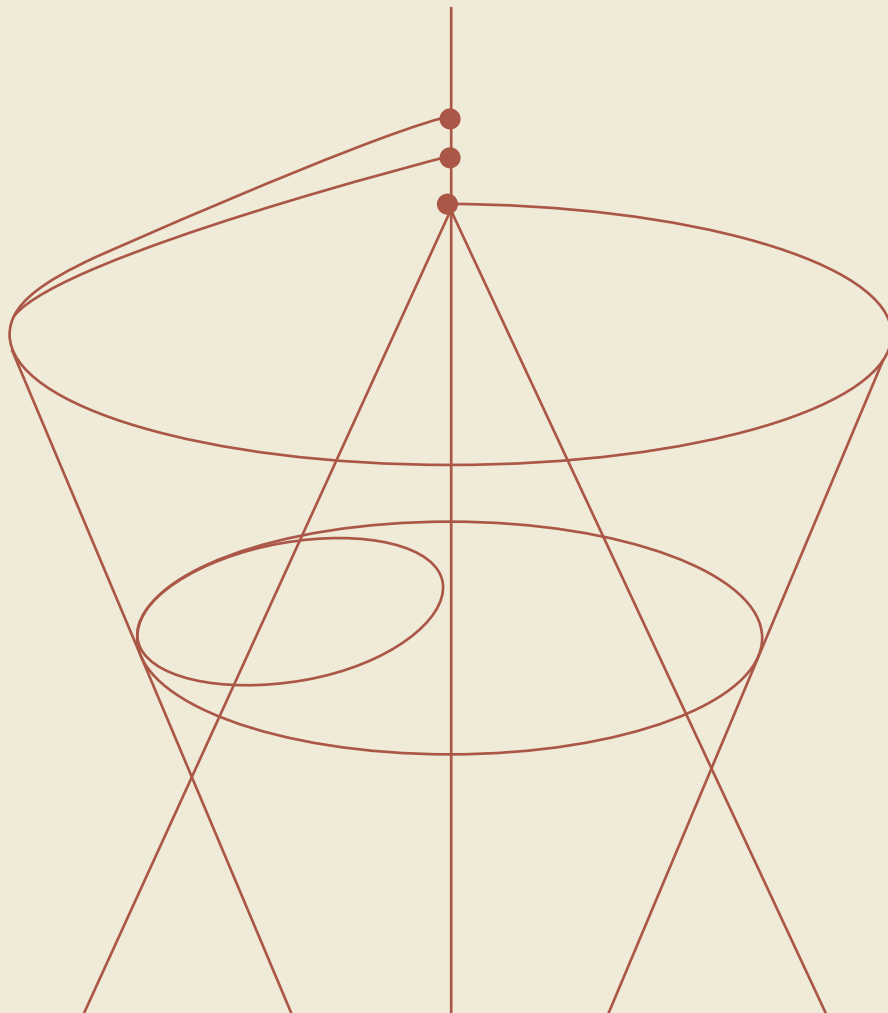
PERSPE

PERFORMANCE



OBJECTIVES

# THE CENTURYPLY ECO-SYSTEM





# What the Company derived from its business, FY24

## Capacity utilisation

**81** % plywood capacity utilisation (86% in FY23)

**89** % laminates capacity utilisation (85% in FY23)

**102** % particle boards capacity utilisation (101% in FY23)

**72\*** % MDF capacity utilisation (94% in FY23)

\*Undertaken 3,43,500 CBM capacity expansion during H2FY24

# What value the Company delivered, FY24

## Surplus and margins

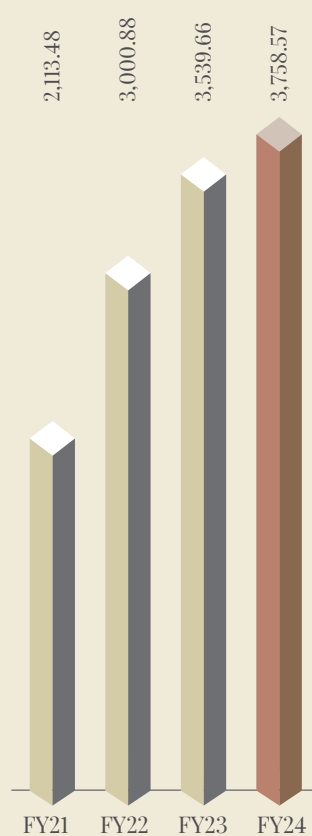
**420.15** ₹ Crore, cash profit in FY24 (₹461.69 Crore in FY23)

**15.2** %, Return on Asset in FY24 (19.7% in FY23)

**15.47** % in Return on Equity FY24 and (20.32% in FY23)



# How we transformed in the last few years



**Revenue (₹ Crore)**

## Definition

Year-on-year movement in sales, net of taxes (if any)

## Why this is measured

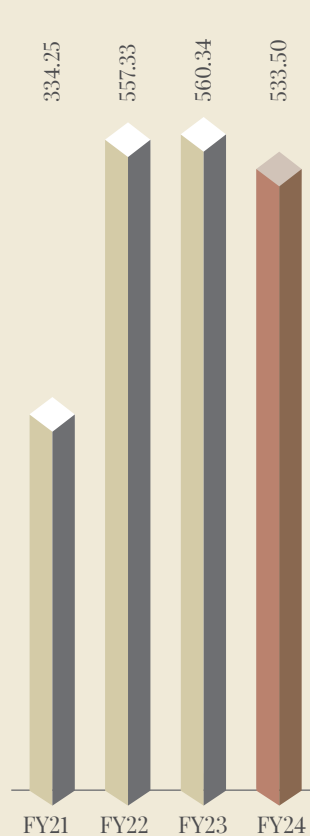
It showcases the Company's ability to enhance sales, a number that can be compared with sectorial peers.

## What it means

Aggregate sales increased by 6.2% to ₹3,758.57 Crore in FY24

## Value impact

The topline for the Company grew by 6.2% in FY24 over FY23. This growth was in spite of a reduction in realisation from MDF and particle board divisions.



**EBITDA (₹ Crore)**

## Definition

Earnings before the deduction of interest, taxes, depreciation and amortisation.

## Why this is measured

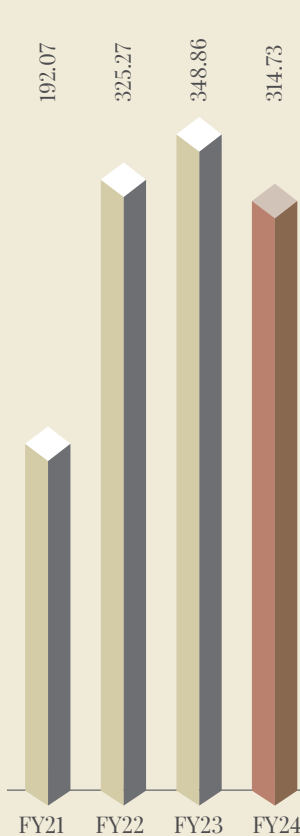
It is an index that showcases the Company's ability to generate a surplus following the expensing of operating costs.

## What it means

It helps create a robust growth engine, a large part of which could be available for reinvestment

## Value impact

The Company generated an EBITDA of ₹533.50 Crore during the year under review



**Net profit (₹ Crore)**

## Definition

Profit earned during the year after deducting all expenses and provisions

## Why this is measured

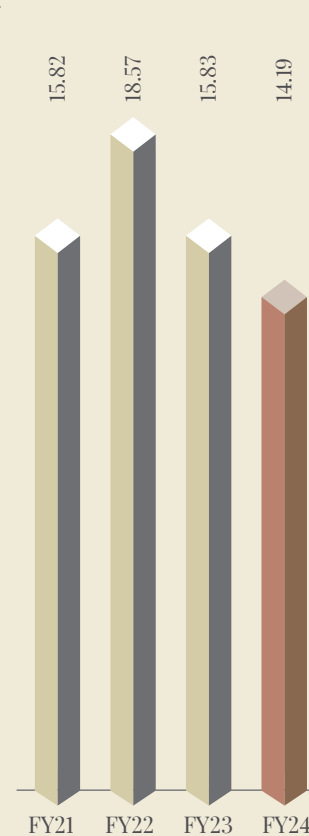
This measure highlights the strength of the business model in enhancing shareholder value

## What it means

It ensures that adequate surplus is available for reinvestment in the Company's operations.

## Value impact

The Company reported a 9.8% decrease in net profit in FY24 due to lower realisations of MDF and particle boards on account of demand and supply mismatch.



**EBITDA margin (%)**

## Definition

EBITDA margin is a profitability measure used to assess a company's ability to generate a surplus (pre- interest, depreciation and tax) on a rupee of sales, expressed as a percentage

## Why this is measured

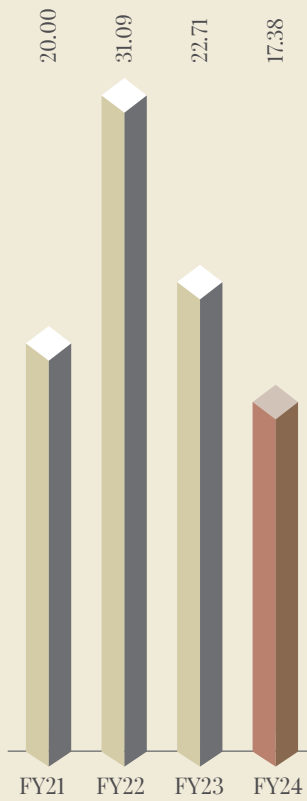
The EBITDA margin provides an insight into the Company's earning capacity, which can be compared across companies within the sector

## What it means

This demonstrates the buffer available within the Company to absorb interest and tax outflow and after making a provision for depreciation

## Value impact

The Company reported a 160 bps decline in EBITDA margin during FY24.



### ROCE (%)

#### Definition

It is a financial ratio that measures a company's profitability and the efficiency with which its capital is employed in the business

#### Why this is measured

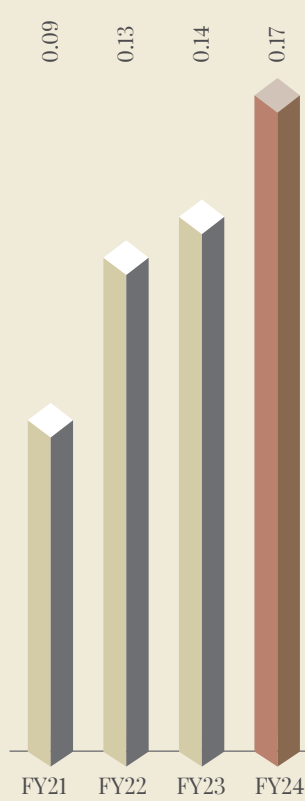
ROCE is a useful metric for comparing profitability across companies based on the amount of capital they use – especially in capital-intensive sectors.

#### What it means

Enhanced ROCE can influence valuation and perception.

#### Value impact

The Company reported a 533 bps decline in ROCE during the year under review.



### Debt-equity ratio (%)

#### Definition

This is derived through the ratio of debt to net worth

#### Why this is measured

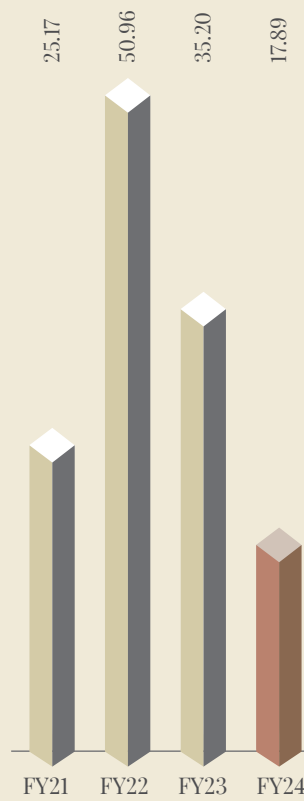
This is one of the defining measures of a company's financial solvency.

#### What it means

This measure indicates the extent of borrowing room within, the lower the gearing the better.

#### Value impact

The Company's gearing stood at 0.17x despite an aggressive capex undertaken during the year



### Interest cover (X)

#### Definition

This is derived through the division of EBITDA by interest outflow

#### Why this is measured

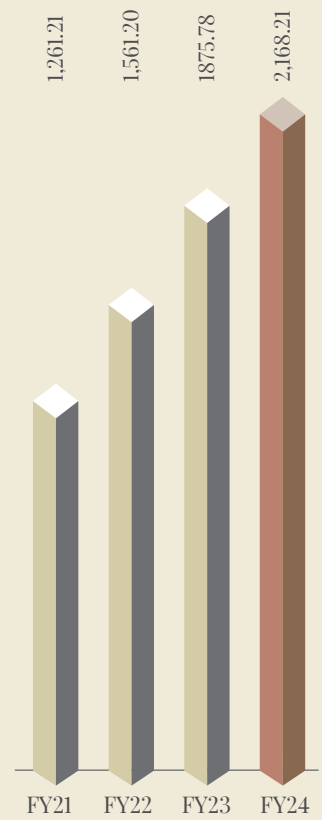
Interest cover indicates the Company's comfort in servicing interest – the higher the better.

#### What it means

A company's ability to meet its interest obligations, an aspect of its solvency, is arguably one of the most important factors in assuring sizeable returns to shareholders.

#### Value impact

The Company's interest cover reduced to 17.89x from 35.20x in the previous year.



### Net worth (₹ Crore)

#### Definition

This is derived through the accretion of shareholder-owned funds

#### Why this is measured

Net worth indicates the financial soundness of the Company – the higher the better.

#### What it means

This indicates the borrowing capacity of the Company and influences the gearing (which, in turn, influenced the cost at which the Company can mobilise debt).

#### Value impact

The Company's net worth strengthened 16% during the year under review.



“During the last couple of years, Century Plyboards strengthened its foundation to graduate to



#### Overview

The principal message that I seek to communicate is that Century Plyboards is engaged in the right business in the right country at the right time.

**Never** before, since the 1991 liberalisation has India been as optimistic about its economic prospects as it is now. The reasons are evident: China's economic growth in percentage terms is slowing from its high erstwhile average, Britain and Japan have entered a recession, US economic growth appears tentative and while all this is transpiring, India continues to grow in excess of 6% quarter on quarter.

**There** are no two opinions about the fact that this growth is being driven by the emergence of rural and semi-urban India as the country's principal economic engine. The broad-based policies of the last decade and the trickle-down effect of the Indian economy have resulted in the emergence of rural India as a robust consumption driver. If there is a reason why, barring nominal aberrations, this consumption appetite is being sustained then it is because of the coming together of two realities – the extent of under-consumption

Sajjan Bhajanka, *Chairman*

# the next orbit.”

that is now correcting faster than ever on account of an increase in incomes and aspirations. The modern rural Indian is not a saver; he or she is a bigger spender, who is connected to the global lifestyle platform through the smartphone and seeks to live better.

The result is that the conventional understanding of rural poverty is transforming. India's poverty rate of 4.5-5% in FY23 reported a sharp decline from what it was a decade ago; rural poverty declined to 7.2% in FY23 from 25.7% in FY12 (Source: Household Consumption Expenditure Survey). The gap between urban and rural household consumption narrowed as well; rural household spending increased 2.6 times

**India's capacity is again less than 5% of China; in particle board too, India's manufacturing capacity is less than 5%.**

and urban household spending 2.5 times since FY12. The gap between urban and rural consumption narrowed to 1.71 times in FY23 from 1.8 times in FY12. Rural households spent 53% on food a decade ago, which declined to 46%; average spending on non-food items by rural India surpassed the 50% mark for the first time in FY23 (Source: Ministry of Statistics and Programme

Implementation). Owing to faster rural consumption, the difference in average monthly consumption expenditure between rural and urban households narrowed to 71.2% in FY23 from 83.9% in FY12. Average rural spending jumped 2.64 times between FY12 and FY23 with the bottom 50% of the households increasing their spending slightly faster at 2.69 times compared with 2.63 times for the top 50%. Since 2005, India has lifted around 415 Million people out of multidimensional poverty.

The outcome of this transformation is remarkable. India is expected to contribute 24% to the global middle-class growth (192 Million people). See how these changes add up: A decade ago, India's GDP was the 11<sup>th</sup> largest in the world; last year, India emerged as the fifth largest economy and is likely to move into

fourth place by 2025, third by 2027 and a probable USD 10 Trillion economy in the next decade. The one sector where the pass-through of India's economic growth will reflect more visibly than ever will be

housing. As Indians earn more, they will need to live better. This will translate into the need for larger homes, multiple homes and better homes. Inevitably, this aspiration is expected to translate into a growing demand for wood panel products. What makes me particularly optimistic of the prospects of wood panel manufacturers and brands is the vast gap between the consumption numbers of India and China. Even as India's population is marginally higher than that of China, India's consumption of wood panel products is but a fraction of that of China. This indicates that as India's personal incomes increase, there will be a quicker pass-through of that income into wood panel offtake, narrowing the consumption difference between the two countries.

I will take this opportunity to highlight the difference as an indication of the vast addressable opportunity. In plywood, India's aggregate manufacturing is just 5% of that of China; in the area of MDF, India's capacity is again less than 5% of China; in particle board too, India's manufacturing capacity is less than 5%.

While this vast gap is unlikely to be plugged in the near or foreseeable future, I am certain that gap is likely to decline. A number of countries are seeking to broaden their wood panel supply chains away from an excessive dependence on China and towards a land-rich country like India. Sustained foreign investment into India across a range of wood panel-consuming downstream sectors could graduate India into an exports hub (furniture giant Ikea indicated that India was its number one, two and three market from this point onwards).



**The** cost of talent in India is a fifth of the corresponding cost in China. Increased investment in automation is enhancing Indian productivity in line with global standards. There is an excess of wood panel products demand in India over supply, resulting in imports. Any investment in the wood panel eco-system is likely to enhance the country's resource foundation,

strengthening long-term prosperity. Increased wood panel manufacturing capacity is likely to optimise costs, strengthening India's position as a long-term exporter.

My optimism is also derived from the fact that if in another decade India's wood panel capacity could be half of what China's capacity is today, that could still translate into a ten-fold growth and a 25% CAGR for the sector, making it one of the fastest growing not only within the interior infrastructure space but across all sectors in India.

A number of sceptics will argue that while this perspective appears good on paper, the reality could be completely different. Here is where I disagree: There is something transpiring on the plantation side of the business that provides the optimism that India is perched at the bottom end of long J curve. Just consider:

India is the second largest agricultural economy in the world and the world's seventh largest nation by land area. The country is attractively placed from a plantation timber perspective: local saplings get to commercial exploitation stage in just three years, generating one of the shortest paybacks with one of the largest consumption appetites in the world. More pertinently, the government is extensively supporting plantation timber schemes on the grounds that a tree in its early years delivers one of the highest carbon sequestrations that makes it good for the environment while timber plantation provides one of the most remunerative farm livelihoods that makes it attractive for the rural economy.

Given the extensive farm area, India is placed to service 97% of its wood panel resource needs from within the country. Besides, the domestic availability of this critical building block is expected to incentivise a number of downstream players or enhanced capacities that turns into an export of MDF and particle board. Going ahead, I see the import of wood panel products decline and I see a sharp upturn in the export of these

products, quite similar to the growth curve of China – the ability to provide for its needs within and for the world without.

**Much** as this appears optimistic for the sector as a whole, some companies will carve away a disproportionate share of the opportunity. Century Plyboards will be one of them. The Company has one of the most credible ratings within the sector – AA – that should translate into the lowest cost of capital. The Company has established itself as a cost leader. The Company's scale – one of the largest in the sector – translates into compelling economies (procurement, branding and talent). The Company's brand is respected for quality-induced peace of mind.

**During** the last couple of years, Century Plyboards strengthened its foundation to graduate to the next orbit. The Company embarked on the biggest capital investment in its existence of ₹2,000 Crore, which was 158% of its gross block of ₹1,265.24 Crore as on 31<sup>st</sup> March 2022. There is something else transpiring within that convinces me that the Company is future-ready. The Company's promoters have divested a number of their day-to-day management responsibilities in favour of professional CEOs entrusted with different business verticals.

**We** believe that this professionalisation of our family-owned business will empower the Company to recruit and retain talent better.

**The** time has come for an industry leader like Century Plyboards to not only address prospects of national growth; we will help make a part of this growth happen through a proactive investment equivalent to 50% of our existing capacity every two years.

**By** being slightly ahead of the curve, we are likely to be quicker than competition in carving out shelf space and enhancing our trade confidence.

**By** being bullish on India and investing proactively, we expect to play the role of a partner in the wood panel sector and the country ahead.

**Sajjan Bhajanka, Chairman**

**The Company embarked on the biggest capital investment in its existence of ₹2,000 Crore, which was 158% of its gross block of ₹1,265.24 Crore as on 31<sup>st</sup> March 2022. There is something else transpiring within that convinces me that the Company is future-ready.**





## PLYWOOD

China's annual installed capacity: **200**  
India's annual installed capacity: **10**

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## MDF

China's annual installed capacity: **55**  
India's annual installed capacity: **2.5**

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## PARTICLE BOARD

China's annual installed capacity: **35**  
India's annual installed capacity: **1.5**

*All figures in Million cubic metres*



The message  
that I wish to  
send out is that  
in a rapidly  
transforming  
India, Century  
Plyboards is  
attractively  
placed

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***Overview***

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*At Century Plyboards, we are optimistic  
on account of an overriding India story.*

*As a time when some developed countries have slipped into a  
slowdown at best and a recession at worst, India continues to retain  
its position as one of the world's fastest growing economies.*

**This** economic outperformance is being driven by the twin engines of domestic consumption and infrastructure expansion. For decades, India grew on the back of robust domestic consumption that was catalyzed by a growing population on the one hand and enhanced personal incomes on the other.

**What** makes this economic uptrend distinctive is the emergence of India's large infrastructure play, marked by unprecedented spending by the Indian government in broad basing national infrastructure – roads, homes, ports and airports, among others – that could lead to the next round of growth in personal incomes and consumption.

**This** indicates that even as India's personal consumption story continues to be protected, the infrastructure play is broad basing the national consumption platform. Across the foreseeable future, the migration of low-income individuals to the middle income bracket is expected to accelerate. Even as India's middle-income bulge is probably the largest in the world by population, we foresee a scenario where this aspirational income segment grows even larger, aspires more and spends higher.

**The** convergence of these realities represents the basis of my opinion that India is one of the best asset classes the world over.

**However**, this optimism comes with a small caveat. There will be periods of a relative slowdown within this long-term growth momentum. This relative slowdown will be different from what one finds in most countries. In other countries, the impact of the slowdown could be large, marked by a sharp decline in consumer sentiment and spending. In India, the decline will be less pronounced; the relative slowdowns will be marked by a more moderated decline in sentiment or spending; even during these periods, the growth coming out of India would be higher than in other countries and the migration to the middle-income segment would be adequately sustained.

**The** reason why I write this is that during the last financial year, the building products segment within the Indian economy passed through a consolidation phase. This consolidation was not

the result of consumers deferring or delaying purchases; this consolidation was on account of an increase in manufacturing capacities across interior building products. This increased manufacturing capacity was the result of a collective optimism related to the growth of the Indian economy and a willingness among players to be suitably prepared with timely capacity growth. The result is that while the overall Indian consumption engine continued to be robust during the last financial year, the temporary overcapacity within the interior building prospects sector that had been created on account of the national optimism story caused realisations to decline.

**At** Century Plyboards, we reported a 6.2% growth in revenues but a 9.8% decline in profit after tax in FY24. While this may appear disappointing at first glance, a more heartening reality is that the Company sustained its ₹2,000 Crore expansion programme during the course of the year, borrowed to fund these expansion plans without compromising its Balance Sheet hygiene and has completed 57% of its overall outlay by the close of the last financial year. The fact that the Company had commissioned these capacities has moderated projects risk, strengthening overall business visibility, predictability and sustainability.

**The** big question that stakeholders often ask me is how the Company expects to market the incremental capacities at a time when the market appears sluggish.

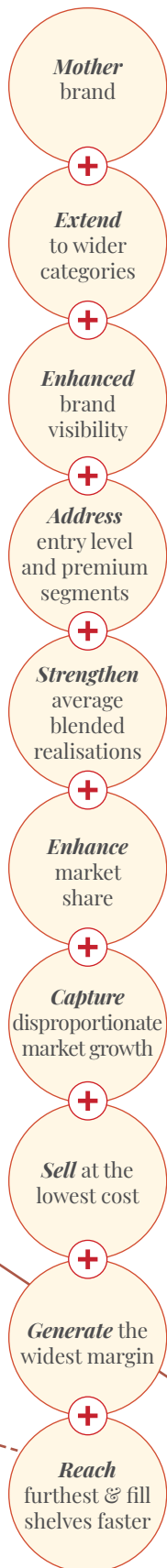
**These** are my answers.

**One**, by completing our expansion projects with speed, we will be reaching our products faster to the market, occupying dealer mind space and retailer shelves – to never vacate.

**Two**, by completing our expansion projects at a capital cost (including the cost of funds) lower than the prevailing sectorial benchmark; we have enhanced our competitiveness from day one.

**Three**, by graduating to the BIS watermark on our MDF, we are accelerating the transition from the unorganised to the organised sector and empowering a range of Indian downstream manufacturers.

## Centuryply's building blocks



**Four**, by providing our customers with a wider product offering coupled with a deeper range choice, we are ensuring that we service customers for all their requirements at a single point.

**Five**, by entering new manufacturing locations, we are seeding our direct presence in new and large hinterland markets with deeper distribution tentacles, making us logistically competitive from day one.

**Six**, we have not just increased capacities within product segments; we have migrated in the use of manufacturing technologies that now empowers us to deliver a completely new generation of product.

**Seven**, we are not merely servicing incoming demand; our digitally-driven go-to-market approach makes it possible to cater to market demand with enhanced effectiveness, widening our addressable market capability.

I can assure stakeholders of our Company that our performance during the current financial year will be better. The manufacturing capacities that we commissioned during the last year will now get a run through the full year, making it possible to deepen the rollout of our Distribution Management System, generate higher revenues and enhance economies of scale. We are optimistic that within a couple of years, we should be able to generate a surplus that makes it possible to repay the debt taken for the expansion, enhancing our liquidity and capability to reinvest.

**The performance during the current year and the next represents a test case**

of how we can predict market growth, plan corresponding manufacturing expansions, commission these enhanced capacities with speed or competitiveness and protect or enhance our market share.

**This** ₹2,000 Crore expansion – the largest in our existence – will transform the scale of our Company. It took Century Plyboards 38 years to become a ₹3,758.57 Crore revenues company; we expect to emerge as a ₹12,000 Crore company within a fraction of this period. More than half of our revenues are likely to be derived from just two product lines – particle board and MDF; besides, these producers are likely to generate a margin higher than the blended organisational margin, graduating them into winners.

**The message that I wish to send out is that in a rapidly transforming India, Century Plyboards is attractively placed: the Company possesses not only the widest portfolio of interior building products but also the most extensive products range (from the premium down to the entry level), the lowest cost structure and the highest realisation average. We believe that the Company is the best equipped in India's interior infrastructure sector to be resilient during weak markets and maximise surpluses during sectorial rebounds.**

**It has taken our Company years to get here. We face one of the most attractive consumption markets in our existence; we are poised to capitalise.**

**Keshav Bhajanka**, Executive Director



## How the Company strengthened its business in FY24

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Launched pioneering products

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Boosted investment in brand development

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Amplified utilisation of the Sales Force Automation app

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Deployed Distribution Management System

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Reinforced data science proficiency



# Centuryply's strategic blueprint.

Strategy	Performance, FY24	Outlook
<p>Protect and strengthen the Balance Sheet during the slowdown</p> <p>Enhance liquidity; protect terms of trade</p> <p>Moderate costs; strengthen margins and capital efficiency</p>	<p>Moderated cash, bank and liquid funds from ₹258.15 Crore as on 31<sup>st</sup> March 2023 to ₹40.99 Crore as on 31<sup>st</sup> March 2024 due to ongoing expansion plans</p>	<p>Commission new capacities with speed; enhance capacity utilisation</p> <p>Reduce the working capital cycle through stronger terms of trade</p> <p>Balance surplus allocation across expansion, working capital outlay and shareholder reward</p>
<p>Moderate plywood's revenue exposure in the overall revenues</p> <p>Broadbase revenues across different products, moderating any excessive dependence on any single segment</p> <p>Provide consumers with a single stop solution through cross-sales</p> <p>Widen the Company's presence in entry-level products</p>	<p>Non-plywood business revenues decreased from 43.29% of overall revenues to 42.99%</p> <p>Grew the value-added laminates and MDF segments</p>	<p>Broadbase the product basket with enhanced manufacturing capacities</p> <p>Graduate the business towards value-added realisations</p> <p>Provide products for all pockets</p> <p>Carve away disproportionate share from the unorganised trade</p> <p>Grow the volume-value proposition</p>
<p>Widen and deepen the Company's pan-India presence</p> <p>Deepen market penetration targeting smaller population clusters</p> <p>Address demand gaps across the country</p> <p>Invest in advanced digital technologies to enhance sales effectiveness</p>	<p>Enhanced Distributor Management System effectiveness</p> <p>Expanded dealer and distributor network</p> <p>Increased market presence so that a Centuryply store was never far away</p> <p>Increased presence in growing urban and semi-urban pockets</p>	<p>Increase the Company's presence in Tier II and III cities and towns</p> <p>Extend the success enjoyed in urban areas to the country's relatively smaller locations</p> <p>Deepen brand communication around 'Centuryply has a product for all pockets and preferences'</p>
<p>Increase business velocity; increase market share across every product</p> <p>Sweat the existing distribution pipeline better through enhanced product cross-sale</p> <p>Account for a larger share of trade partner shelf, stocking and revenues</p>	<p>Effectively leveraged Sales Force Automation</p> <p>Deepened ability to analyse trade partner performance</p> <p>Sustained sales team focus in delivering orders as opposed to finding them</p>	<p>Sustain Sales Force Automation focus</p> <p>Sustain sales team reorientation of 'Order dene jaayenge' to trade partners, a catalytic role</p> <p>Enhanced investment in tracking sales trends across products and markets</p>

# For enhanced business sustainability

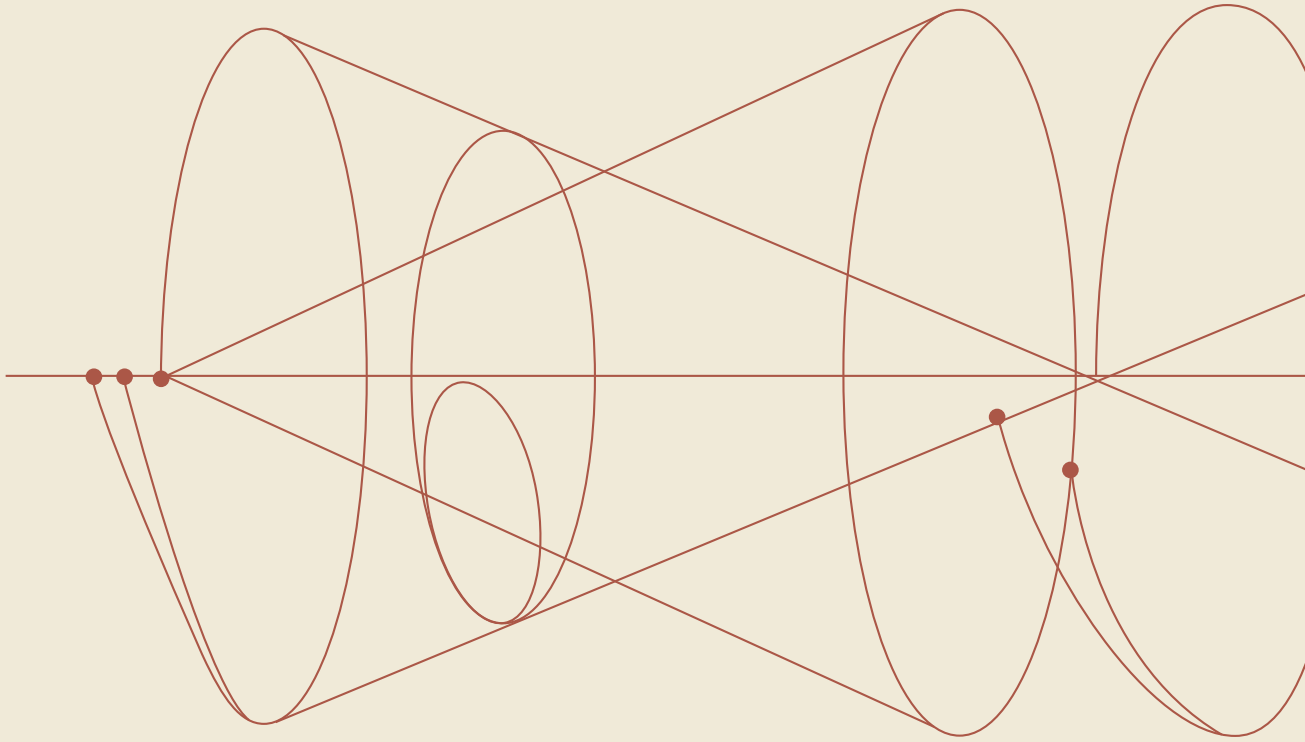
Strategy	Performance, FY24	Outlook
<p>Moderate costs and overheads</p> <p>Enhance the role of digitalisation and automation</p> <p>Make all cost management scalable</p>	<p>Worked with a global consultant to review practices and costs</p> <p>Deepened the application of Theory of Constraints to right-size the inventory</p> <p>Focused on increasing inventory turns</p>	<p>Increase micro-initiatives to moderate costs across the board</p> <p>Enhanced digitalisation to create scalable platform with moderated costs</p> <p>Moderate long-term debt down to zero; stay net cash company</p>
<p>Accelerate the launch of innovative products</p> <p>Pleasantly surprise trade partners with more products and grades</p> <p>Strengthen the brand around the 'Raho befikar' recall</p>	<p>Increased brand spending by 21% to ₹182.99 Crore in FY24</p> <p>Focused on protecting or enhancing market share</p> <p>Focused on playing the volume cum value-addition game</p>	<p>Accelerate the launch of research-led and feature-led disruptive products</p> <p>Increase the proportion of revenues from such products</p>
<p>Empower customers to buy whenever and wherever</p> <p>Increase revenues through digital channels</p>	<p>Enhanced presence on e-commerce portals and marketplaces</p> <p>Sustained the association with Flipkart</p> <p>Grew the e-shopping experience</p>	<p>Widen presence on e-commerce marketplaces</p> <p>Extend the brand to 'Centuryply means the best overall experience'</p>
<p>Strengthen the digitalisation of our business</p> <p>Introduce digital processes, checks and balances</p> <p>Graduate engagements and accesses to cloud and smartphone</p>	<p>Intensified the use of Sales Force Automation</p> <p>Widened the Company's presence on e-commerce portals and marketplaces</p> <p>Sustained Distribution Management System to track consumer offtake</p> <p>Invested deeper in data science</p>	<p>Grow the digital mindset across the Company's operations</p> <p>Launch multiple digitalisation initiatives</p> <p>Liberate the managerial bandwidth through digitalisation</p> <p>Increase the role of data in decision-making</p>
<p>Service trade partners faster</p> <p>Strengthen the overall distribution framework</p>	<p>Accelerated dispatches to trade partners</p> <p>Reduced in-system inventory despite revenue growth</p> <p>Strengthened capital efficiency for trade partners</p>	<p>Continue to demonstrate a superior RoCE for trade partners</p> <p>Carve out a larger share of the trade partner's shelf and business</p>



04

VALUE-CREATION AT

STAKE



CENTURY

# HOLDER

## 3 PRINCIPAL VALUE DRIVERS AT CENTURYPLY

**Country:** India is poised to retain its position as the fastest growing major economy

**Sector:** The real estate sector is forecast to emerge as a prominent beneficiary of India's consumption-driven growth story.

**Company:** As a leading interior infrastructure company, Centuryply is positioned to contribute and capitalise on the country's growth trajectory.

# RYPLY

# Centuryply

# A multi-decade value creation story

## Our market valuation

**10,349** ₹ Crore, market capitalisation, 31<sup>st</sup> March, 2023

**14,220** ₹ Crore, market capitalisation, 31<sup>st</sup> March, 2024

## Overview

India is passing through an exciting growth phase in the area of new home construction and renovation, marked by larger and comfortable living spaces.

Centuryply is addressing this structural lifestyle shift by increasing the manufacturing capacity of existing products on the one hand and offering a wider range of new products and grades on the other.

In doing so, the Company is deepening its positioning as a one-stop solution provider, marketing and manufacturing products across consumer pockets. Through this 'something for everyone' commitment, Centuryply has transitioned from a niche player to a mainstream brand, and from a premium brand to universal acceptance.

## Our responsiveness

Even as India's building products market has been growing attractively, the market is driven by large players. The market is evolving from labour-intensive handmade furniture to factory-manufactured furniture; correspondingly, the market is shifting from low cost plywood to the use of MDF, strengthening the offtake of MDF manufactured by Centuryply.

The Company is capitalising on an increasing demand for designed products. Centuryply's design team develops a range of products featuring superior designs, colors, textures and finishes, accelerating the offtake of laminates.

Centuryply intensified efforts, restructuring its business model to emerge stronger and more sustainable.



### 1 Centuryply widened its revenues pyramid

Until FY18, Centuryply derived 65% of revenues from plywood

The Company entered the premium laminates and MDF segments

The Company is relatively broad-based (non-plywood revenues 43% of the Company, FY24)

### 2 Centuryply evolved its regional personality to become national

The Company has 13 manufacturing units (including CFS) across India

The Company exports to 18+ countries

The Company generated 95% of its revenues in FY24 from within India

### 3 Centuryply made a leap to the digital and the automated

The Company implemented targeted modifications to specialized equipment and automotive core compressors.

Digital packages (Sales Force Automation, Distributor Management System and supply chain digitalisation) enhanced processes.

### 4 Centuryply reduced its carbon footprint, enhancing sustainability

The Company commissioned 8.78 MW of solar power

The Company moderated resource consumption

The Company made considerable improvements in its energy and water consumption efficiency

## The outcome of our strategic responsiveness

At Centuryply, the various initiatives we undertook to transform our business model have translated into enhanced capital efficiency.

#### EBITDA

306.43

₹ Crore, FY19

533.50

₹ Crore, FY24

12

%, CAGR, five years ending FY24

#### EBITDA margin

13.50

%, FY19

14.20

%, FY24

5.14

% increase five years ending FY24

#### Gearing

0.18

x, debt-equity ratio, FY19

0.14

x, debt-equity ratio, FY24

#### RoCE

17.88

%, FY19

17.38

%, FY24

### Our value-creation scorecard

Particulars	FY21	FY22	FY23	FY24
Business cycle	Downcycle	Signs of reversal	Acceleration	Moderate
Revenue CAGR	-7.4%	41.99%	17.95%	6.18%
EBITDA CAGR	6.4%	66.74%	0.54%	-4.79%
PAT CAGR	21.40%	69.35%	7.25%	-9.78%
Average working capital days	69	63	55	64
Operating cashflow (₹ Crore)*	358.90	268.91	421.06	322.82
Net debt (₹ Crore)	-61.5	-52.9	6.2	339.5
Average RoCE**	20.0%	31.07%	22.71%	17.38%

\*Including buyers credit and net of FD

\*\* RoCE during FY18-FY20 ranged between 17% and 18%

# Centuryply's value-enhancing framework



## Group reputation

- The Centuryply Group is renowned for its entrepreneurial spirit and commitment to value-creation
- The promoters made proactive investments in the cement and ferro alloy sectors, apart from interior infrastructure
- The Group is synonymous with stability, drawing like-minded partners and stakeholders
- Across three-and-a-half decades, Centuryply has demonstrated resilience and growth through market cycles.

## Sustainability

- The Company's brand has delivered longevity across more than three decades.
- It has forged enduring relationships with stakeholders throughout its ecosystem, fostering long-term partnerships.
- With a credit rating of AA(Stable) as of 31<sup>st</sup> March 2024, the Company's reputation for safety and credibility has been reinforced
- The Company has opted to utilise net worth over debt for business expansion (except for temporary phases), a prudent approach

## Responsibility

- The wood products business is transitioning from block wood and seeking alternative materials
- The Company is expanding operations largely through net worth, moderating the sustained use of debt.
- In FY24, 15% of the Company's energy consumption was addressed through renewable sources
- Despite a significant equity ownership, the promoters have drawn a low remuneration as a percentage of revenues to conserve cash resources.

## Core competence

- The Company has focused on wood-based building products.
- Its comprehensive solution comprises plywood, particle board, MDF, laminates, and PVC.
- It accounts for the largest manufacturing capacity in its sector in India, positioned to carve away a disproportionate share of demand increase
- It is respected for its innovative approach and ability to carve out market niches

### Brand asset

- The Centuryply brand stands as the most trusted within India’s wood products sector, renowned for its reliability and quality.
- Its memorable ‘Raho befikar’ positioning resonates strongly with consumers, reinforcing the brand’s commitment to providing peace of mind.
- Over the past decade, the Company has dedicated ₹959 Crore to brand investments, underscoring its long-term commitment to brand building and recognition.

### Manufacturing discipline

- In FY24, the Company operated out of 13 pan-India plants, including two CFS.
- These locations were proximate to emerging demand pockets
- These plants have been strategically positioned near key resources, ports, and markets, optimising logistical efficiency.
- Leveraging automated technologies, these plants have emerged as industry cost leaders, ensuring operational excellence and competitiveness.

### Innovative product launches

- The Company consistently innovated products around differentiated features
- The Company introduced pioneering features, driven by a dedicated R&D team.
- These breakthrough launches have often extended beyond existing industry realities towards futuristic concepts like nanomaterials.
- The launches have been consistent with the Company’s ‘Raho befikar’ positioning, assuring stakeholders with a peace of mind.

### Financial discipline

- Ongoing capex is being funded substantially through earnings and moderately through debt
- The Company had ₹2,168.21 Crore in net worth and only ₹380.44 Crore in debt as on 31<sup>st</sup> March, 2024

**Centuryply:  
Building a  
stronger  
company  
through  
business-  
strengthening  
launches  
and products**  
*The coming together of  
partners, schemes and  
initiatives*

Initiative	Outcome
Sales Force Automation	This package improved sales team productivity, enhanced sales team mobility across markets and strengthened sales forecasting
Distribution Management System	This system tracks inventory in real time through an understanding of secondary sales and inventory movement at across the distribution network
ViroKill	This nanotechnology-driven feature (anti-viral, anti-fungal and anti-bacterial) has been embedded into plywood, blockboard, laminate and veneer products, promising to kill viruses on virtually all surfaces
FireWall	This technology helps retard fire spread; it enhances user and locational safety
Boston Consultancy Group	The Company engaged a multi-national consulting company to advise on cost optimisation and throughput enhancement. The MDF business enhanced realisations, production and SKU efficiency; the laminates business is focused on cost optimisation and go-to-market initiatives
Vector Consultants	The consultant was engaged to enhance supply chain and distribution efficiencies; the engagement streamlined the material allocation between plants and warehouses / stock points
Influencer Loyalty programme	Century Pro Club, a carpenter loyalty programme, empowered this opinion influencer segment to scan the plywood QR code through a dedicated app in exchange for an attractive commission
Central Distribution Centre	Enhanced service in the laminates business; shrunk the order-to-dispatch tenure; moderated inventory; improved capital efficiency



## Integrated value-creation report

# How Centuryply is positioned to enhance stakeholder value in a sustainable way

A report on how the Company institutionalised its value-creation process

### The scorecard

#### Employee value

**505.51** ₹ Crore, salaries, FY24 (₹446.68 Crore, FY23)

#### Customer value

**3.758.57** ₹ Crore, revenues, FY24 (₹3,539.66 Crore, FY23)

#### Vendor value consumption

**2.151.82** ₹ Crore, Purchases, FY24 (₹1,952.44 Crore, FY23)

#### Shareholder value

**14.220** ₹ Crore, market valuation, 31<sup>st</sup> March 2024 (₹10,349 Crore, 31 March 2023)

#### Community value (CSR)

**9.55** ₹ Crore, spending, FY24 (₹7.47 Crore, FY23)

#### Exchequer value (Income Tax)

**107.04** ₹ Crore, tax payment, FY24 (₹116.02 Crore, FY23)

### Overview

In this age, simply focusing on enhancing shareholder value is not sufficient. There is a growing emphasis on 'stakeholder value', a term that encompasses a broader spectrum than merely shareholders. 'Stakeholder' refers to every entity or sentiment impacted by a company's brand, products, or operations, extending to all individuals and entities, animate or inanimate. This underscores the importance of integrating value creation across all stakeholders, a metric by which companies are evaluated.

The Integrated Value-Creation Report is gaining recognition for its comprehensive assessment of tangible and intangible initiatives. It incorporates elements like financial performance, management insights, governance practices, remuneration policies and sustainability efforts, translating into a capacity to generate, augment, and sustain value. The Integrated Report enhances understanding among stakeholders, including employees, customers, suppliers, business partners, local communities, legislators, regulators and policymakers, underscoring the need for sustainable value enhancement.

### The outcomes of our value-driven approach

#### Economic impact

##### Salaries and benefits:

Demonstrating the value we create for our employees.

**Taxes:** Highlighting our contribution to the government exchequer through direct and indirect taxes.

**Interest and dividends:** Providing value for lenders and shareholders.

prevention and employee well-being programmes.

#### Environmental impact

**Greenhouse gas (GHG):** Moderated greenhouse gas emissions

**Air quality:** Sustained air emission quality through proactive investments in emission controlling equipment

**Water conservation:** Reduced water consumption through treatment and reuse

**Waste utilisation:** Upcycled waste into usable resources, promoting a waste-to-wealth approach.

#### Social impact

**Talent development:** Providing value through training initiatives.

**Social impact:** Delivering value through social initiatives and inclusive business practices.

**Health and safety:** Ensuring value through workplace injury

### How Centuryply's stakeholders enhance value

At Centuryply, the interplay of value for various stakeholders has translated into business sustainability.

**Employees** embody a wealth of expertise spanning functions like procurement, manufacturing, marketing, technology, innovation, and finance. Centuryply's primary objective is to cultivate an engaging work environment, foster stable employment opportunities and boost productivity.

**Shareholders** initially provided the capital necessary for business inception. The Company's foremost goal is to generate free cash flow, elevate Return on Capital Employed (RoCE), and enhance the value of investments.

**Suppliers** provide a continuous stream of resources. The Company's main focus is to optimise procurement

processes, ensuring high-quality inputs at decreasing average costs, expanding its market reach and bolstering sustainability efforts.

**Customers** serve as the lifeblood of its business, consistently purchasing products and providing the financial means to sustain operations. The primary aim is to broaden customer base by catering to a larger audience at competitive price points.

**Communities** contribute invaluable social capital to endeavors. The Company's focus lies in actively supporting and nurturing these communities through ongoing engagement and collaboration.

**Governments** in the regions where the Company operates provide a stable structural framework encompassing laws, regulations and policies. The Company's priority is to fulfill obligations as responsible corporate citizens by adhering to these regulations and ensuring timely tax payments.

### The resources of value-creation

**Financial capital** refers to the monetary assets sourced from investors, promoters, banks and financial institutions in the form of debt, net worth, or accruals.

**Manufactured capital** comprises assets, technologies, and equipment utilised for service delivery.

**Human capital** encompasses workforce, consisting of management and employees whose experience and skills add value.

**Intellectual capital** involves dedication to cost optimisation, operational excellence, and the accumulation of proprietary knowledge.

**Natural capital** signifies reliance on nature and the Company's moderate impact on the environment.

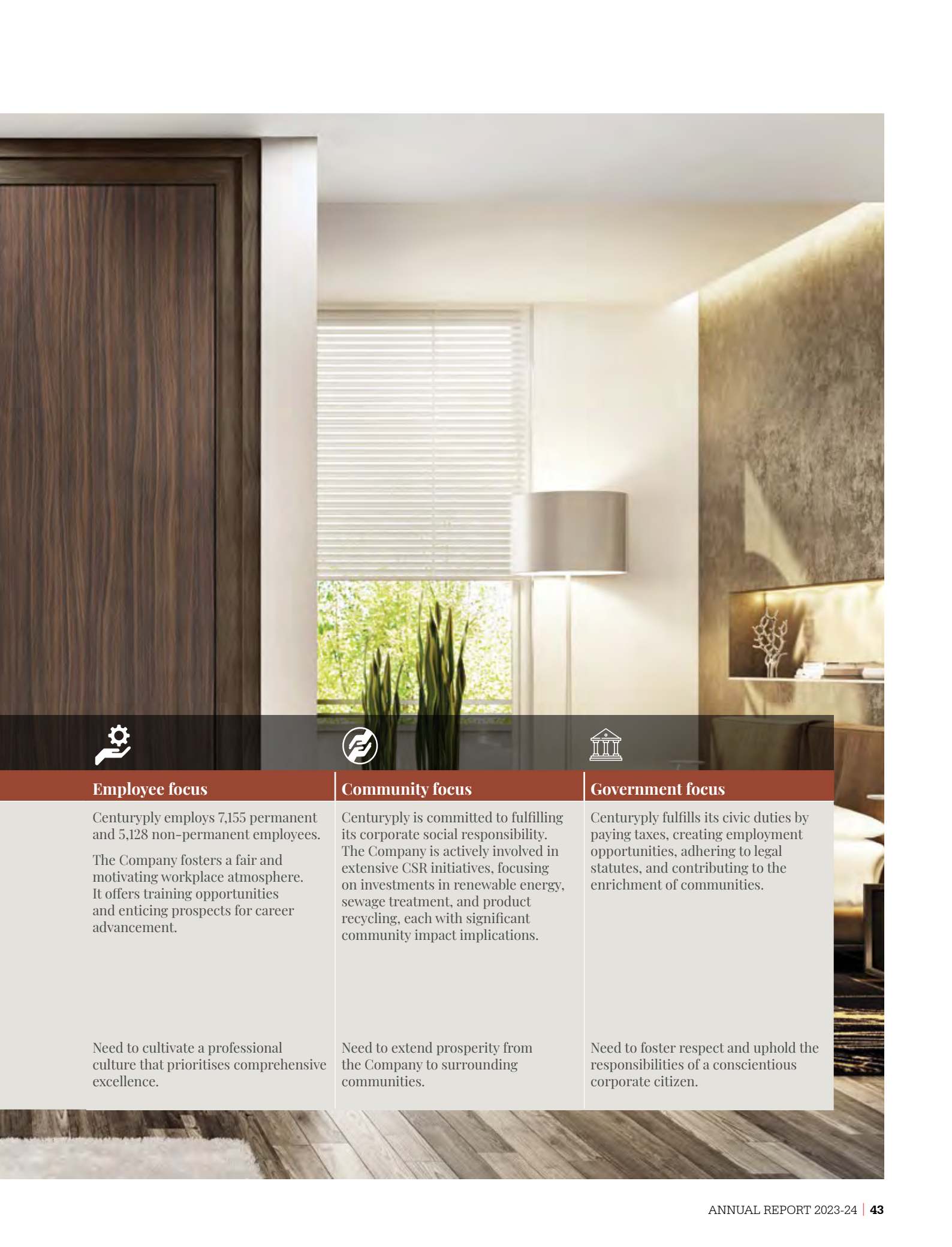
**Social and relationship capital** denotes the Company's enduring connections with communities and business partners, including vendors, suppliers and customers, all contributing to the Company's social license to operate as responsible corporate citizens.



# Centuryply's value-enhancement strategy



Strategic focus	Vendor focus	Shareholder focus	Customer focus
<p><b>Key enablers</b></p>	<p>Centuryply collaborates with reputed vendors who prioritise long-term relationships.</p> <p>The Company partners with various suppliers of resources.</p> <p>In exchange for favourable procurement terms, the Company offers transparent engagement visibility to its partners.</p>	<p>Centuryply prioritises governance, operational excellence, brand strength, cost leadership, process stability, and information transparency. The Company underscores the importance of sustainable growth. It has consistently paid dividends for more than 20 years.</p>	<p>Centuryply is a reputable provider of innovative and quality products spanning various price ranges. With a nationwide dealer network for plywood and laminates, and a robust presence in OEM (original equipment manufacturer) for MDF and particle board, access to Centuryply products is always within reach.</p>
<p><b>Material issues addressed</b></p>	<p>Need to acquire superior resources capable of enhancing quality and product distinctiveness.</p>	<p>Need to boost long-term profitability to benefit all stakeholders.</p>	<p>Need to produce goods that meet customers' requirements for utility, quality, and durability.</p>



### Employee focus

Centuryply employs 7,155 permanent and 5,128 non-permanent employees. The Company fosters a fair and motivating workplace atmosphere. It offers training opportunities and enticing prospects for career advancement.

Need to cultivate a professional culture that prioritises comprehensive excellence.



### Community focus

Centuryply is committed to fulfilling its corporate social responsibility. The Company is actively involved in extensive CSR initiatives, focusing on investments in renewable energy, sewage treatment, and product recycling, each with significant community impact implications.

Need to extend prosperity from the Company to surrounding communities.



### Government focus

Centuryply fulfills its civic duties by paying taxes, creating employment opportunities, adhering to legal statutes, and contributing to the enrichment of communities.

Need to foster respect and uphold the responsibilities of a conscientious corporate citizen.

# How Centuryply created value in FY24







Input category	Description	Inputs	Outcomes / outputs
 <b>Financial Capital</b>	Financial resources the Company possesses or obtains through financing	<b>Net Worth:</b> ₹2,168.21 Crore <b>Capital Employed (core business):</b> ₹2,600.84 Crore <b>Treasury (excluding loans / investments in subsidiaries):</b> ₹43.79 Crore	<b>Revenue from operations:</b> ₹3,758.57 Crore <b>EBITDA:</b> ₹533.50 Crore <b>PAT:</b> ₹314.73 Crore <b>EPS:</b> ₹14.68 <b>Shareholders' payout:</b> ₹22.22 Crore <b>Contribution to ex-chequer:</b> ₹ Crore 107.04 <b>Return on Avg Capital Employed:</b> 17.38%
 <b>Manufacturing Capital</b>	Tangible assets employed by the Company to conduct business	<b>Number of manufacturing facilities (owned / leased / OEMs):</b> 11 <b>Warehouses and depots (number and area):</b> 43 <b>Number of branch offices:</b> 26 <b>Gross block of assets:</b> ₹1,440.35 Crore <b>Capex:</b> ₹978.13 Crore	<b>Capacity utilisation:</b> Plywood 81% <b>Laminate</b> 89% <b>MDF</b> 72% <b>Particle Board</b> 102% <b>SKUs:</b> 21,000+
 <b>Intellectual Capital</b>	Intangible, knowledge-based assets	<b>R&amp;D team size:</b> 15 <b>R&amp;D expenditure:</b> ₹1.56 Crore	The Company incorporated a number of research findings into products since last decade
 <b>Human Capital</b>	Employee knowledge, skills, experience, and motivation	<b>Employees on roll:</b> 7,155 <b>Employees on contract:</b> 5,283 <b>Training hours:</b> 15,456 <b>Training programs in FY24:</b> 150 <b>% of employees trained in skill upgradation:</b> 18% <b>Investment in training (person-hours):</b> 1.5	<b>Employees onboarded during FY24:</b> 2,049 <b>% of employees associated for 5+ years:</b> 43 <b>Average employee training (man-days):</b> 2.5 <b>Employee retention (%):</b> 93.76 <b>Engagement score as per Great Place To Work (GPTW):</b> 93%
 <b>Social and Relationship Capital</b>	Ability to share, relate and collaborate with stakeholders, promoting community development and well-being	<b>Number of distributors:</b> 181 <b>Number of dealers:</b> 3,743 <b>Number of retailers &amp; touchpoints:</b> 18,493 <b>Number of CSR beneficiaries:</b> 1.8 lacs+	<b>Pin codes served:</b> 2,136
 <b>Natural Capital</b>	Natural resources impacted by Company's initiatives	<b>Energy consumption:</b> 16,58,628 GJ <b>Water consumption:</b> 806604 KL <b>Trees planted:</b> 20,69,446	<b>% of electricity consumed from renewable energy:</b> 15



Stakeholders impacted	SDG impacted (logos)	Initiatives
Shareholders Government		<p>Prudent capital allocation</p> <p>State-of-the-art R&amp;D</p> <p>Value engineering across the supply chain</p> <p>Process automation</p> <p>Robust governance framework</p>
Employees Suppliers		<p>Focus on maximising productivity</p> <p>Leveraged technology and digitisation for operational excellence</p> <p>Partnership for excellence</p> <p>Sustainable product development, sourcing, manufacturing, and distribution</p> <p>Thrust on total cost management (TCM)</p> <p>Focus on culture building</p>
Consumers		<p>Introduced new age R&amp;D infrastructure</p> <p>Applied innovations along with environment-friendly and sustainable products</p> <p>New products were put into development (energy efficiency, consumer centric design)</p> <p>Focused on consumer-centric innovation</p>
Employees		<p>Diversified workforce</p> <p>Built an inclusive work environment</p> <p>Increased engagement through a spirit of collaboration and camaraderie</p> <p>Focus on capacity building</p> <p>Dedicated to talent management</p> <p>Encouraged training and development</p> <p>Focus on workplace safety</p> <p>Undertook women's empowerment initiatives</p>
Value chain partners Community		<p>Gained customer insights (improving response time, effective communication of product information)</p> <p>Value chain partners (sustainable supply chain, vendor training)</p> <p>Emphasis on community development (transforming lives through empowerment)</p> <p>Robust review mechanism</p> <p>Product and service excellence</p> <p>CSR initiatives focused on healthcare, education, hunger, poverty and malnutrition, social equity, disaster management relief and rehabilitation, traditional art</p>
Communities Employees		<p>Energy and emissions management (sustainable product development, sustainable sourcing, sustainable manufacturing, sustainable distribution, extended producers' responsibilities, resource conservation, etc.)</p>



# How Centuryply engages with its stakeholder family

Stakeholder	Why this stakeholder is important	How we engage with them	Frequency	
 <b>Investors / Shareholders</b>	<p>Provides feedback on the Company's strategies, financial and non-financial performance</p> <p>Helps influence the market valuation</p>	<p>Quarterly earnings / analysts calls</p> <p>Quarterly earnings presentation</p> <p>Corporate presentation</p> <p>Investors conferences, Analysts' days, Investors' days, one-on-one and/or group meetings with investors and/or analysts</p> <p>Annual general meetings and extra-ordinary general meetings</p> <p>Annual reports</p> <p>Company's website</p> <p>Emails</p> <p>Disclosure to stock exchanges</p> <p>Investor grievance redressal mechanism</p>	Ongoing and need-based	
 <b>Consumer</b>	<p>Regular communication with consumers to</p> <p>(i) understand their evolving needs and desires, and</p> <p>(ii) provide them with high-quality, energy-efficient sustainable products.</p>	<p>Customer satisfaction surveys</p> <p>Brand campaigns (ATL and BTL)</p> <p>Social media engagements</p>	Ongoing and need-based	
 <b>Employees</b>	<p>Invested partners in the Company's success, who contribute to the Company's value-creation</p>	<p>Meetings / Town Hall briefings</p> <p>Team building workshops, capacity building and training</p> <p>Annual appraisal</p> <p>Rewards and recognition</p> <p>Employee satisfaction surveys</p>	Ongoing	
 <b>Value chain partners (upstream and downstream)</b>	<p>Plays a role in various stages of the process that brings a product / service to the end consumer</p>	<p>One-on-one and Group meetings</p> <p>Value chain partners survey / feedback</p> <p>Training programs</p> <p>Contract negotiation</p> <p>Value chain partners' Code of Conducts Policies and Standards</p> <p>Conflict resolution mechanism</p> <p>Performance feedback mechanism</p> <p>Recognition and appreciation</p>	Ongoing	
 <b>Community</b>	<p>The community's well-being and perception of the Company significantly impact the Company's success</p>	<p>CSR initiatives</p> <p>Community interactions with NGOs</p> <p>Volunteering</p> <p>Complaints and grievance mechanism</p>	Ongoing and need-based	
 <b>Government and regulatory bodies</b>	<p>One of the important stakeholders playing a critical role in shaping the business environment</p>	<p>Periodic compliance report</p> <p>Periodic statutory audit</p> <p>Participating in industry association</p>	Periodic	

Their material issues	Key risks	Capital linkages	Value created	SDG impacted
<p>Growth-driven strategies Prudent capital allocation Long-term value creation Consistent shareholders' payout Robust governance practices Transparent and ethical business practices Succession planning</p>	<p>Operating risks Financial risks Strategic risks Compliance risks</p>	<p>Financial capital Social and relationship capital</p>	<p>The dividend, if approved by the shareholders, would result into a gross shareholder payout of ₹2,221.73 Lac representing 7.06% of Profit after tax.  Return on Average Capital Employed: 17.38% Return on Average Equity (ROE): 15.47%</p>	
<p>Product stewardship Consumer centricity Data privacy and cyber security Effective and efficient grievance redressal mechanism Statutory compliance</p>	<p>Operating risks Strategic risks Financial risks Compliance risks</p>	<p>Social and relationship capital Intellectual capital</p>	<p>Number of complaints resolved – 2,780</p>	
<p>Diversity, equity, and inclusion (DE&amp;I) Career progression Ethical business practices Occupational Health &amp; Safety Training and Development Open Communication and Recognition Work-life balance</p>	<p>Operating risks Strategic risks Financial risks Compliance risks</p>	<p>Human capital</p>	<p>Improved employee engagement and retention Enhanced employee productivity and performance Attracting and retaining top talent Enhancing the Company's reputation as a good employer</p>	
<p>Durable business with long-term prospects Effective and efficient information dissemination, technical knowledge exchange and other collaborations Responsible and ethical business practices Fair and transparent contractual terms and conditions Enforcement of contractual terms and conditions</p>	<p>Operational risks Strategic risks Financial risks Compliance risks</p>	<p>Social and Relationship Capital Manufacturing Capital</p>	<p>Enhancing the Company's reputation as a responsible and sustainable business partner for value chain partners</p>	
<p>Socio-economic development Responsible and sustainable operations</p>	<p>Operational risks Strategic risks Financial risks Compliance risks</p>	<p>Social and relationship capital Human capital Natural capital</p>	<p>Number of lives impacted: 1.8 lacs+</p>	
<p>Proactive compliance Sustainability practices Active contribution in nation development, employment generation and environment protection</p>	<p>Operational risks Strategic risks Financial risks Compliance risks</p>	<p>Financial capital Social and relationship capital Natural capital</p>	<p>Contribution to the exchequer CSR expenditure</p>	

Competitive advantage

# Our Brands Report, FY24

Centuryply brands portfolio

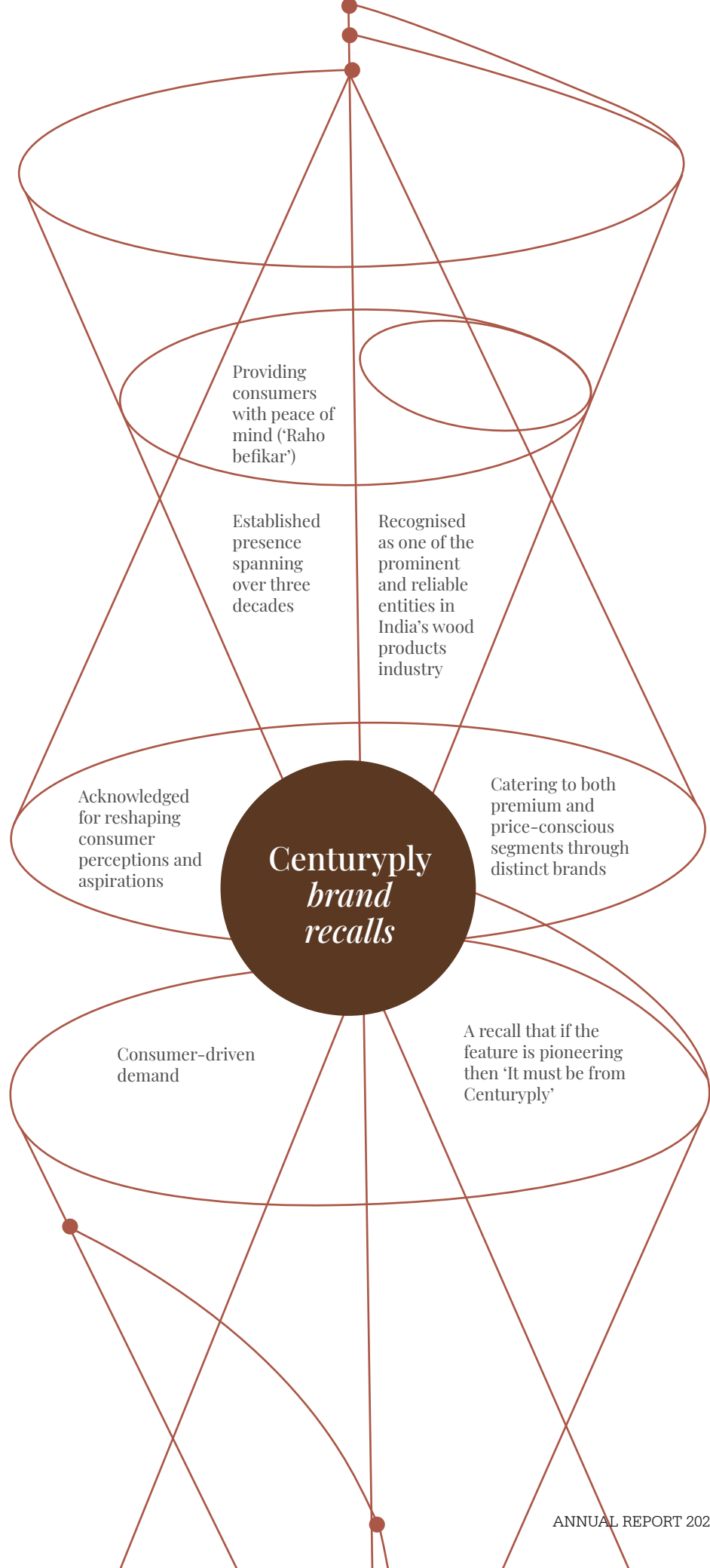


Our brand spending – absolute and as % of revenues (₹ Crore)

Year	FY21	FY22	FY23	FY24
Absolute	82.09	119.69	151.16	182.99
As % of revenues	3.88	3.99	4.18	4.87

## Overview

In India's wood products industry, 'Centuryply' embodies trust. The Company's name is synonymous with reliability, steadfastness, honesty, and trustworthiness. The result is that whenever a customer buys into Centuryply, the first response is inevitably 'We are assured of a peace of mind.' This has been captured in the Company's brand promise of 'Raho befikar.'



# The health of Centuryply's brand

*The Company's health is measured in  
superior financial outcomes*



## Financial outcomes

38	Days of receivables cycle, FY24 (39 days in FY23)
14.2	% EBITDA margin, FY24 (15.8% in FY23)
58	Inventory turns, FY24 (51 in FY23)

## Sales growth

6.6	% growth in our plywood business, FY24
(0.2)	% growth in our laminates business, FY24
16	% growth in our MDF business, FY24

## Centuryply's market share

8	%, estimated market share in the plywood segment in FY24
8	%, estimated market share in the laminates segment in FY24
12	%, estimated market share in the MDF segment in FY24
3	%, estimated market share in particle board segment in FY24
8	%, overall wood products market share in FY24



# The Centuryply brand's competitive advantage

## *The fundamentals behind the Company's wood products leadership*

### **Solution**

Centuryply offers more than products; it provides customers with a portfolio - plywood, laminates, face veneer, MDF, particle boards, pre-engineered doors, fibre cement boards and PVC sheets, among others - that makes it possible to service all interior infrastructure needs from a single location.

*Available in more than eight product segments.*

### **Size**

Centuryply brings to its brand the advantage of scale. The Company is respected as the largest in India's plywood sector by revenues and the largest market share of India's organised plywood sector.

*The Company is also the largest interior infrastructure solutions company in India.*

### **Affordable**

Centuryply provides product solutions for every pocket - from Sainik plywood at the most price-sensitive end to Club

Prime at the highest level. The wide choice prompts consumers to graduate purchases with moderate spending increments.

*Available in more than 21,000 SKUs*

### **Innovative**

Centuryply periodically launches innovative products with pioneering features, widening the market and enhancing trade excitement.

*Virokill and Firewall kickstarted sales in sluggish markets*

### **Accessible**

Centuryply is present in 28 States, 7 Union Territories and 596 districts.

*Its network comprises more than 3,924 dealers and 18,493 retailers - the largest within India's interior infrastructure sector*

### **Strongest**

Centuryply possesses possibly the strongest Balance Sheets in India's infrastructure sector - high net worth and moderate long-term debt (declining).

*₹40.99 Crore free cash, bank and liquid funds (31<sup>st</sup> March, 2024)*

### **Responsible**

The Company is positioning itself as a responsible plywood manufacturer with progressive investments in renewable energy and logistics using electric vehicles

*8.78 MW captive rooftop solar power plant. Annual CO<sub>2</sub> savings of 7,295 MT*

### **Leanest**

The Company has leveraged scale and austerity to establish cost leadership.

*The Company has consistently reported an EBIT margin in excess of 10% across the last seven years.*



*Brand review*

# Centuryply's brands protected their 'Raho Befikar' positioning in a challenging year

**Q: How did the Company's brands perform during the year under review?**

A: If one goes by the Company's revenues and profit growth during the year under review, there would be a hint of disappointment with regard to the performance of the Company's brands. However, it would be pertinent to appraise the qualitative: the Company's brands either retained their market shares or reported modest percentage growth within the context of sluggish

sectorial demand. Within this context, Centuryply's brands outperformed and prepared themselves for imminent demand revival.

During the challenging year, the demand slowdown notwithstanding, the panel and laminate segments reported an increase in the approved product list. This validates the strong 'Raho befikar' recall where the prospective buyer is willing to buy a differentiated product at a premium, convinced that the increase represents only a fraction of the

significant incremental value delivered through product durability. In some ways, this is also a reflection of the times that we live in. There is a greater premium on the home maker's time than ever; besides, families have come to the conclusion that it would be better pay a premium for longevity than have furniture fabricated at home for weeks. In view of this, we have discovered that a larger number of buyers are telling their retailers that '*Sab se sasta nahin, sab se achcha chaahiye.*'

### **Q: What were the highlights of Centuryply's brand in FY24?**

A: Even though the market was sluggish for substrates and decorative material, your Company continued to keep faith and invest in it brands. This was the principal direction given by the Company's brand: that during a downtrend when most competing brands would shrink their brand spending, Centuryply would sustain its brand investment. We have seen similar downtrends in the past and our experience indicated that each time the market rebounded, Centuryply was the quickest off the blocks. Keeping those experiences in mind, the Company continued to invest in its brands – ₹182.99 Crore of brand investment during the year under review compared with ₹151.16 Crore in FY23.

The Company on-boarded celebrity designer Manish Malhotra and launched a designer product called 'Century Laminates by Manish Malhotra'. This launch was in line with the need to match evolving consumer tastes, enhance product 'vibe' and deliver a superior performance. The launch was also prompted by the fact that laminates execute aesthetic attention; they enhance decorative value; they provide an upmarket perspective. By associating with a prominent designer possessing a refined aesthetic perspective, we believe that we have created a niche marked by celebrity value coupled with superior product features.

### **Q: How did the Sainik brand perform?**

A: This is where it gets interesting. Three years ago, our foray into the entry-level plywood category was countered with skepticism as premium brands have a history of under-performing at the mass level where demand is driven by price sensitivity over value proposition. The result is brands are subsequently discounted, compelling them to depend on volumes rather than value for brand acceptance.

Sainik proved to be an exception. The consumer immediately embraced the brand's value proposition. The extension of the Centuryply recall that had been embedded in the Sainik brand at that price point transformed the segment: Sainik rose to emerge as the third largest

in its price category in just a few years, marked by Century's Raho Befikar recall. Inspired by this success, the Company launched Sainik Laminates, expanding its offering in the entry-level laminate category.

These developments have come at the right time. There is a greater demand coming out of non-metro locations (Category B and C clusters). The wider portfolio will translate into a responsible claim that 'We have every variety of plywood', accounting for a larger wallet share and wider consumer relationships across price points.

### **Q: What else did the Company do to take its products ahead?**

A: The Company appointed Pratik Gandhi as brand ambassador for Century ClubPrime, capitalising on the Scam 1992 star's Harshad Mehta imagery to provide an 'investment tip' - not for the stock market but for plywood. The reason why this promotion worked is that it is easy to be fooled when buying plywood. In line with its philosophy, this Club Prime promotion was intended to provide customers with a peace of mind, facilitating the most prudent 'investment'. By helping consumers recall the hit OTT series, the promotion immediately drove home the point that Club Prime was the smartest 'investment'.

### **Q: What challenges did the Company face in FY24?**

A: The Company encountered increased competition, the local brands leveraging their proximity to regional markets and lower operating costs.

The Company responded with the following initiatives: refreshing research-led product offerings that helped capture the attention of discerning customers. The Company capitalised on multi-regional manufacturing facilities to produce Sainik closer to consumption markets; this was provided to more retail points than most competitors; the distinctive promotional line ('Asli Waterproof @ ₹107') enhanced recall. A focused team concentrated on Sainik sales; the positioning was more intensive. Sainik encountered the lowest product returns, complaints were resolved within

48 hours and the Company engaged consumers throughout the life cycle.

The Company enhanced brand spending, engaged with the influencer community (influencers, architects, interior designers and industry experts), forged strategic partnerships with influential individuals (Manish Malhotra, for instance), sustained brand advocacy and positioned itself as a preferred choice.

### **Q: Why has branding become critical?**

A: Branding has emerged as an industry driver. Consumers spend more time online before purchase choices, which makes an online presence important. Moreover, the role of architects in the residential and commercial projects has been steadily increasing. More customers are recognising the value of professional expertise in achieving their desired design outcomes, leading to a greater reliance on architects for recommendations. As architects become key influencers in the decision-making process, there is a need for brands to forge partnerships with architectural firms to ensure that their products are recommended.

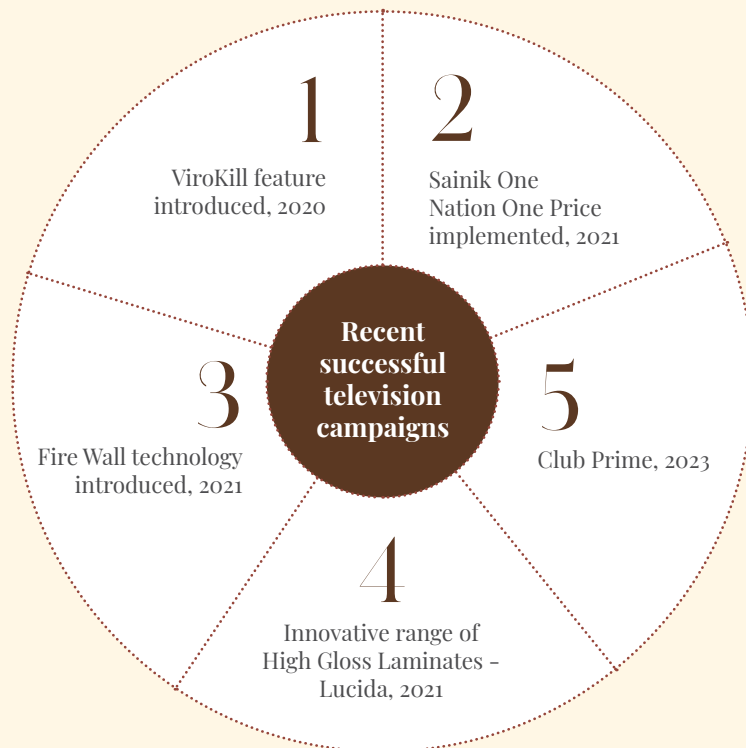
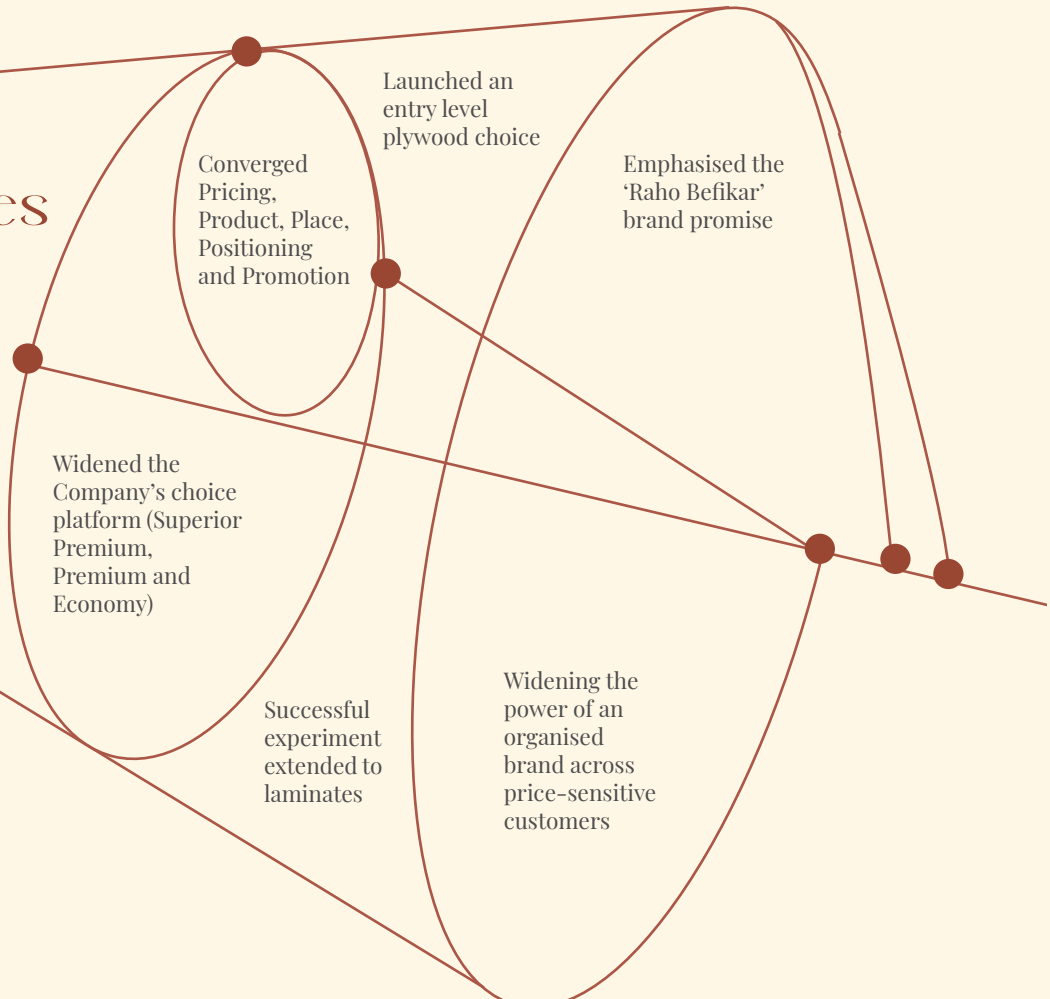
In this evolving landscape, the role of branding has become paramount. A defined brand identity not only helps differentiate products and services in a crowded market but also communicates trust, reliability, and quality. Effective branding facilitates deeper connections with customers, enhancing brand loyalty and advocacy.

Centuryply has strategically reinforced its personality as a durable but *hatke* brand - a one-stop solution for interior needs, replacing the need to engage with multiple players and establishing a trust that with Centuryply, they can 'raho befikar'.

### **Q: What is the branding outlook for FY25?**

A: In the coming fiscal year, the Company will launch fire-resistant MDF, a superior variant that will be borer-proof and termite-proof. The landscape will remain competitive; by the virtue of a superior brand recall and enhanced production, the Company is likely to scale faster and address Europe and the Middle East in a larger way.

# How Sainik rewrote rules in India's plywood sector





# The outcomes of Centuryply's promotional campaigns

## FY19

Among the Top 50 impactful digital campaigns

## FY21

Recognised by 'Drivers of Digital Awards and Summit

## FY22

Won the prestigious Exchange for Media, Pride of India Brands – 'The Best of Bharat' Awards.

## FY23

Realty Plus Brand of the Year Boards & Laminates  
Best CEO Award by Business Today (Awarded to Mr Sajjan Bhajanka)

## FY24

Exemplary supply chain Awards 2023  
Century CFS was recognised as CFS of the Year

## Our brand building track record

**2018:** Utilised the services of Kharaj Mukherjee for Centuryply Heroes digital film, highlighting the importance of workmanship and the strength of carpenter character in our business

**2019:** Utilised the services of Rudranil Sengupta for Centuryply Heroes; made a series of product TVCs directed by Prasun Pandey

**2020:** Utilised the services of Parambrata Chatterjee to act in a relevant role for

the Virokill advertisement; entered the Flipkart and Amazon marketplaces to digitally market products

**2021:** Utilised the services of Jisshu Sengupta for the Lucida High Gloss Laminates TVC. Introduced the Firewall technology via TVC with the tag Centuryply *Aag se Bachaye* and launched Century Promise, an app to detect genuine Centuryply products

**2022:** Firewall television commercial was continued with a focus on Club Prime. Sainik 710 television commercial was introduced.

**2023:** Club Prime-The Best Investment television commercial

**2024:** Engaged Scam 1992 fame Pratik Gandhi as brand ambassador for promoting CenturyPly Club Prime

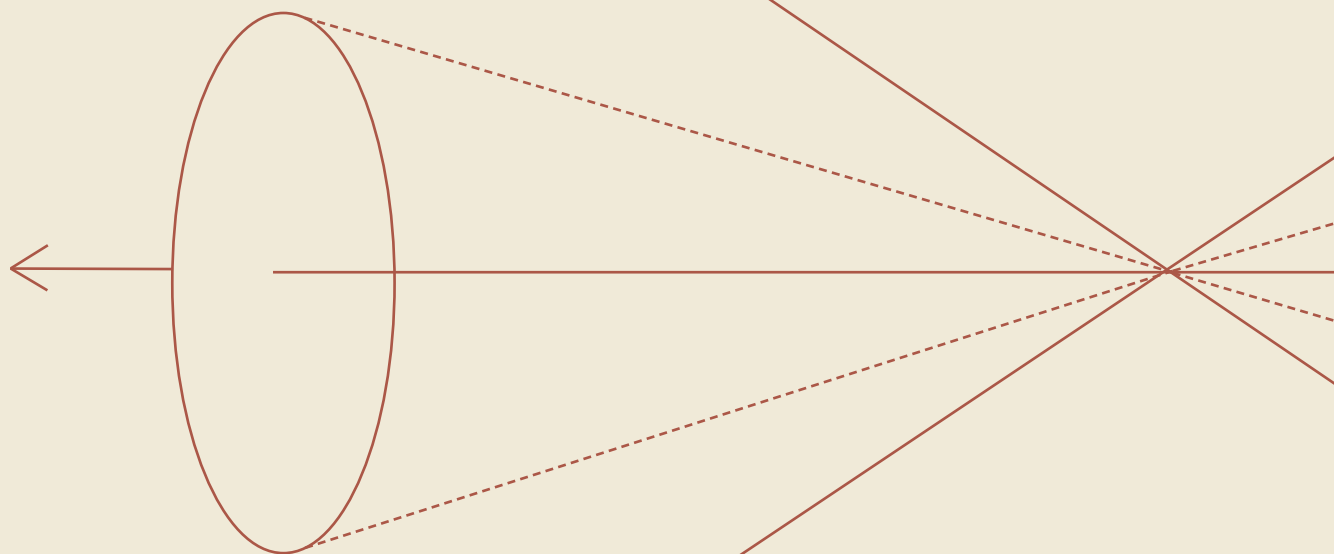
## Centuryply's power brands

Segment	Brand	Application	Centuryply utility
Laminates	LookBook Starline Monocore	Decorate and protect furniture and surfaces	7-year warranty (LookBook & Monocore)
			Colour fastness
			Carpenter-friendly
			Latest international range
			Greenguard certification
			Certified by Indian Green Building Council (IGBC)
			Uniform thickness and proper back standing
			ISO 9001:2015 certified
			ISO 14001:2015 certified
			Virokill (anti-viral, anti- fungal and anti-bacterial)
Deco Veneer	Natzura Woods Senzura Styles	Decorate and protect furniture and surfaces	7-year warranty (Gurjan Base)
			Pre-sanded material
			Virokill (Anti-Viral, Anti- fungal and Anti-Bacterial)
			Latest international trends sourced from around the world
			Certified by Indian Green Building Council (IGBC)
			Borer and termite resistant material (Gurjan Base)
			Boiling water resistant (Gurjan Base)
			ISO 9001:2015 certified
			ISO 14001:2015 certified



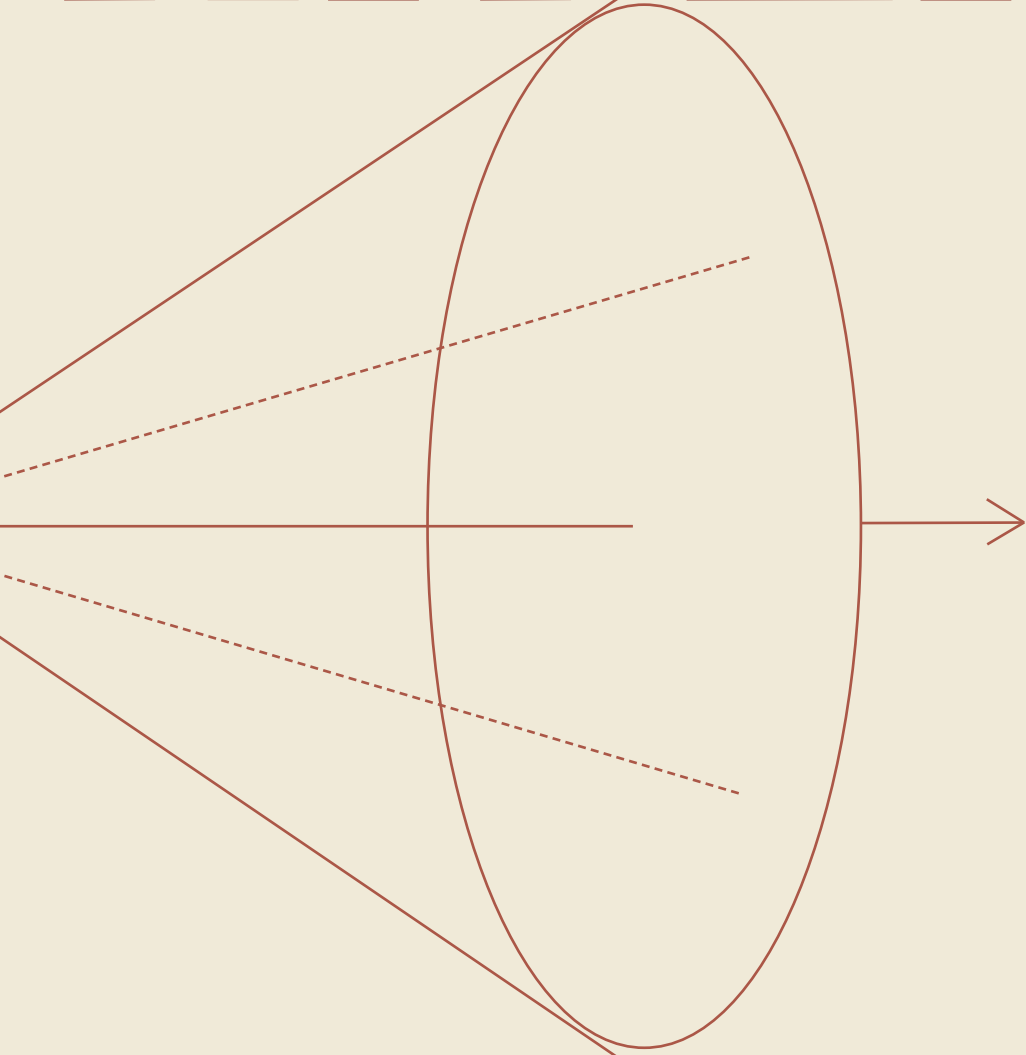
05

CENTURY



BUSINESS

OUR RYPLY'S



LINESS

FINABILLERS

# Centuryply's financial hygiene

## Overview

For the longest time, Centuryply had been virtually debt-free leveraging its enduring brand, long standing stakeholder relationships, rising customer wallet share, accruals-driven capital expenditure and strong working capital management.

## Expansion

The Company embarked on its largest capacity expansion of ₹2,000 Crore (including investments made since FY23), spread across the particle board, MDF and laminates segments. This rolling capex plan will empower the Company to achieve a turnover of ₹12,000 by 2031.

## Debt management

Centuryply has been one of the most conservative companies in terms of debt. The Company had a comfortable debt service coverage ratio of 17.89x in FY24. Moving forward, the Company will ensure to maintain its debt service coverage ratio remains above 2x, while regaining its debt-free status at the earliest through increased repayment out of earnings. The gradually declining financing costs is expected to enhance competitiveness, shrink payback and accelerate reinvestment leading to sustainable revenue expansion.

## Liquidity

In spite of having embarked on the largest capital expenditure, Centuryply remained liquid, reporting a cash profit of ₹420.15 Crore in FY24. The Company's credit rating was affirmed at AA(Stable) by ICRA.

## Looking ahead

This company's significant investment will drive sustainable revenue growth around attractive margins. The Company will its counter-cyclical positioning through consistent revenue growth, profit visibility and sustained reinvestment of accruals.

By moderating interest outflow, the Company will strengthen its resistance to cyclical downturns without reducing prices or compromising brand integrity. Besides, the range of EBITDA margin variation between favorable and challenging market cycles could decline, enhancing predictability. The Company is optimistic that within a couple of years, it will be able to generate a surplus large enough to repay the debt taken for the expansion, catalysing reinvestments.

## Centuryply's highest capital expenditure till date (including ongoing)

700

₹ Crore, investment in MDF capacity in Badvel, Andhra Pradesh

200

₹ Crore, investment in laminate capacity in Badvel, Andhra Pradesh

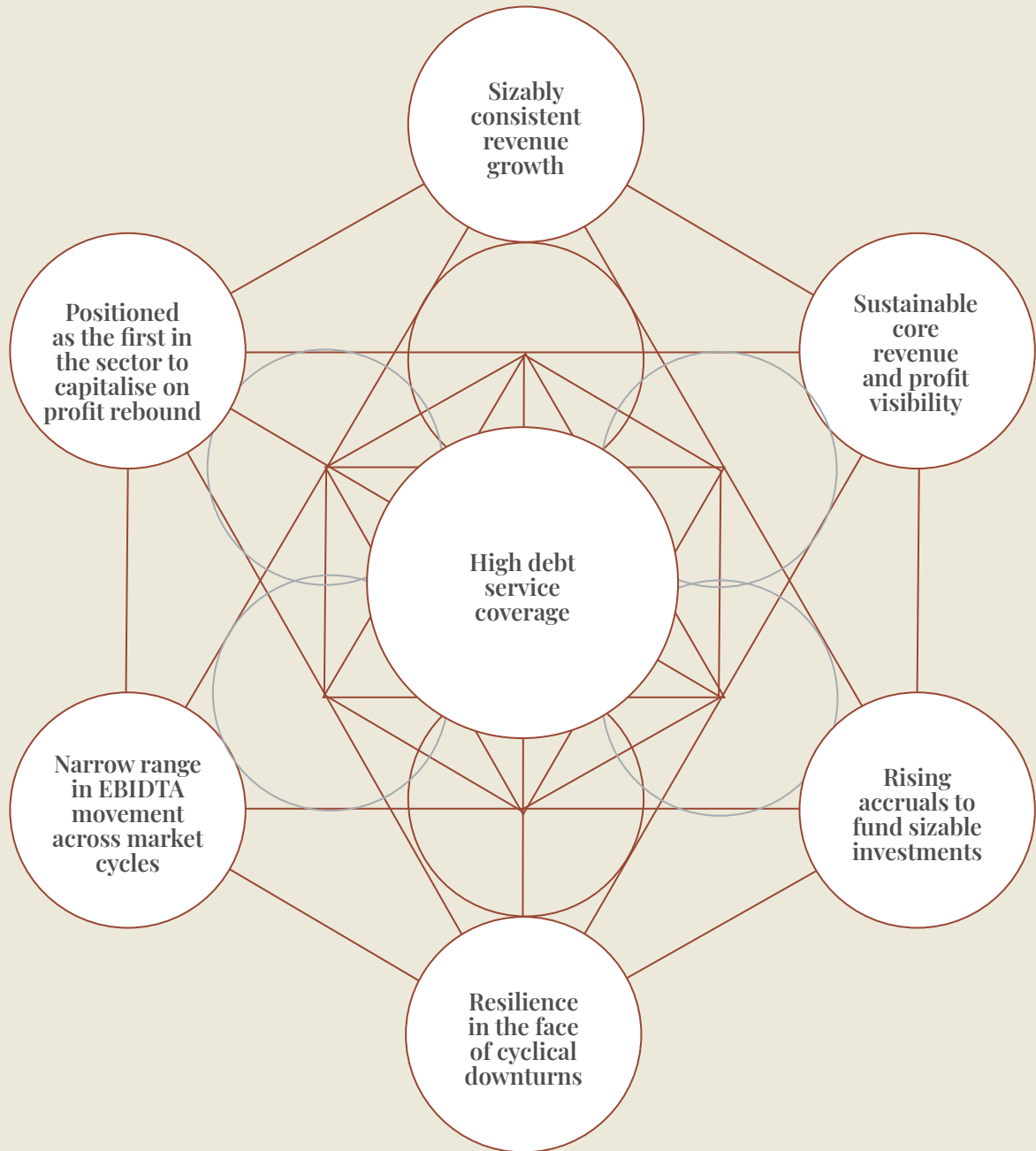
30

₹ Crore investment in PVC boards capacity in Badvel, Andhra Pradesh

550

₹ Crore investment in Particle board capacity in Chennai, Tamil Nadu

# Disciplined debt management



## *Technology*

‘There is no aspect of our organisation that is not touched by technology - production, sales, marketing, branding, supply chain and finance.’

***Nikita Agarwal Bansal, Executive Director,  
provides an overview of how technology is driving Century Plyboards ahead***

**Q: What is the big message that you seek to communicate with the Company’s stakeholders?**

**A:** The big message is that virtually every company is now becoming a technology company first and then the product-driven company based on the sector the Company belongs to. This is no different at Century Plyboards where we have seen more change in the last three years than in the previous 30. This brings me to the big impact of technology: technology is no longer about an IT rewiring or retooling; it is about a complete reimagining of the business.

**Q: That appears to be a strong statement to make.**

**A:** It is because there is no aspect of our organisation that has not been

touched by technology – production, sales, marketing, branding, supply chain and finance. During the last few years, each of these functions has gone through a decisive transformation in scope, structure and outcome, helping us virtually reinvent our business. With technology now becoming the principal chassis of our Company, we are optimistic that the upsides shall comprise an increase in customer engagement, revenue growth and capital efficiency.

**Q: How did the Company take this technology journey ahead during the last financial year?**

**A:** The Company did three things that could have long-term outcomes: one, it engaged a Chief Digital Officer (which is a more unambiguous nudge about

where the world is headed as opposed to the conventional Chief Technology Officer); two, the Company graduated from the intermittent launch of digital transformation projects to charting a three-year digital roadmap; three, the Company engaged in a series of workshops to identify how business problems within teams could be addressed through timely digital interventions (culminating in the digital journey).

**Q: In what way did the Company take its technology agenda ahead during the year under review?**

**A:** The Company continued to implement specialised packages with the objective to enhance business outcomes. For instance, the Company implemented HONO, which aggregated all human

resource solutions, providing employees with a consolidated engagement experience.

The Company implemented Caliper, a comprehensive transport management system. The Company's logistical expense was ₹137.59 Crore during FY24, putting a premium on the need to analyse and rationalise. The implementation of this system resulted in an enhanced ability to streamline the overall vendor engagement process, create a negotiation platform, and track the dispatch or arrival of cargo vehicles.

The Company implemented PRM 60 to facilitate the procurement process, resulting a superior examination of vendor data, cross-comparison at least three quotations and a consolidated engagement press extending from procurement to payment to quality verification.

The implementation of Sales Force Automation for the decorative and plywood businesses empowered the Company to track the daily schedules and visits of its sales professionals across the country. The result was a more comprehensively coordinated geographic coverage of sales professionals across virtually every lead generated by the system (as opposed to the conventional practice of visiting only the five largest dealers). The result has been the enhanced ability to convert purchase enquiries into sales, a deeper data-led understanding of the market as well as a basis of comprehensive sales review discipline.

### **Q: What has been the cumulative outcome of these developments?**

**A:** The cumulative outcome has been reflected in the culture of the Company. The growing digital play within the Company has extended into a cultural ripple. The result is that the Company is more geared towards embracing the future today than ever (the new head office environment in Kolkata has helped) and this has influenced the way we recruit, the proliferation of new experiments, the engagement of consultants and the sustained improvement of new products. I can

say this with some certainty is that if Century Plyboards has transformed its DNA in the last few years, then this has been in no small measure due to the growing digitalisation of the Company.

### **Q: What was the trigger of the Company's digitalisation?**

**A:** The outbreak of the pandemic represented a seminal point in the existence of our Company (and most companies the world over). During the first three months of the pandemic when markets closed and the Company was faced with sustained overheads, there was a sudden premium on the need to innovate. Suddenly, it was not just important to find a better way of doing things; it was urgent as well. The result was that every single individual within was required to experiment in exchange for the development of a better product / prices or a reduction in costs.

The result of having our back to the wall resulted in a period of concentrated and successful experimentation: within the space of three months we had conceived, developed and launched the pioneering Virokill feature; when the market rebounded from September 2020 onwards, we were at the right place at the right time to capitalise. We engaged BCG to enhance our cost efficiency and the result is that this catalysed our capacity to think differently. We engaged McKinsey for another project and the upsides are evident.

What is creditable is that a number of our digital costs had to be expensed upfront without any assurance of the gains that would accrue. In a way, this demanded a leap of faith: the management at Century Plyboards made a forward-looking investment and the result is that there has been a cultural change from the Chairman downwards, convinced that the only way to succeed will be to transform faster than others.

### **Q: In what way has this digitalisation transformed the Company from within?**

**A:** The one visible manifestation of this is a profusion in the number of active

experiments being carried out by the Company across all levels. This is a sign of a company that believes that there must be a better way – and this is perhaps the biggest transformation achieved in the last four years.

The other manifestation is the sharp increase in the digital team – from one to 15 in the last couple of years. The result is a greater emphasis and capability in engaging in a responsible cost-benefit analysis of prospective digital spending, the ability to make business heads responsible for generating an upside from digital investments and creating an overall awareness on the subject.

We launched an Interior Design programme that has now run for a year, addressing a subject that for long had remained a puzzle – the ability to convert loyalty programmes into additional primary sales and be able to measure the effectiveness of our loyalty programmes. Today, we believe that a certain percentage of our loyalty programmes translates into enhanced primary sales (direct from our Company) and the objective is to find a closer fit and increase the additional offtake to 100%.

### **Q: Where does the digital function go from here?**

**A:** The big challenge that we face – as all companies in our position would – is how we sweat our digital investments. There will be a greater accountability of business heads on the value being delivered; there will be a greater focus on thinking digital as a part of every business initiative. I believe that what we have created is an infrastructural backend within the Company; there will come a time when the returns from the backbone handsomely beat the retrospective average. Today, we are still in the infrastructure building stage but there will soon come a time when awareness, influence and returns will spike, bringing most people to conclude what I said at the start of this conversation: that Century Plyboards will be a technology company engaged in the business of interior infrastructure products.



## Strengthening our brand through digital tools

System name	Used for	Important features	User cohort
Century Proclub	Influencer management	Point collection through QR scanning Loyalty programme	Influencer/contractor sales executives
Century Promise	Authenticity of Century product and e-warranty	E-warranty download checking authentication	End users
Century Order Placement Application	Order processing by distributor/dealer	Order booking Holding order Display details about order Order history downloading	Distributors/dealers
Breakdown maintenance application	Tracking plant breakdown	Tracking plant breakdown	Plant users
Salesforce automation application	Lead management Task management PJP management Geo-location tracking for visit management and grid management	Geo tracking of visit Recording customer data and relationship Retailer visit influencer/dealers visit	Sales division people
Dealer and retailer management application	Pending order, invoice , track CN/DN, ledger details, schemes, MOP , product catalogue	Dealer and retailer Performance Interaction through WhatsApp chatbot	Dealer and retailer
Scheme portal	Scheme management for channel partner	Scheme details management	Dealer and commercial



# DIGITAL TECHNOLOGY AND CENTURYPLY

## Supply chain

### Interventions

Established prudent inventory stocking guidelines tailored to current sales trends.

Classified stocking guidelines according to the abundance or scarcity of products.

Streamlined production objectives to align directly with established stocking guidelines.

### Outcomes

Improved clarity among production teams, enhancing productivity across factory and sales teams.

Decreased inventory size and stagnant stock, leading to an improved inventory mix favoring fast-moving SKUs.

Increased on-time and in-full capabilities, along with enhanced inventory turnover and reduced cash deployment.

## Influencer Loyalty App

### Interventions

Implemented a Theory of Constraints approach to emphasise a focus on contractors.

Expanded the commission computation beyond bills as the sole basis, considering additional factors.

Implemented a QR code system to facilitate and drive this programme.

### Outcomes

Decreased instances of multiple commissions being paid to the same influencers.

Automation of processes reduced the need for manual intervention, thereby enhancing credibility.

The system generated sufficient data for more comprehensive analysis, facilitating deeper insights.

## Sales Force Automation

### Interventions

Shifted the go-to-market approach by encouraging the team to actively generate new orders.

Transitioned from visiting trade partners to generate sales to providing them with sales leads.

Implemented process-driven and structured sales visits, along with enhanced automation and trackability.

### Outcomes

Fostered a pan-organisational focus on demand generation throughout the Company.

Addressed pockets of under-performance swiftly and effectively.

Improved process orientation regarding the operation of branches.

## Retailer management (laminates)

### Interventions

The Company made a resolution to fulfill every demand request, regardless of the size of the order.

The Company expanded its service scope to include large and small retailers.

The Company implemented call centres specifically to cater to the needs of small retailers.

### Outcomes

The percentage of sales originating from small retailers experienced a notable increase.

This rise contributed to diversifying and broadening the Company's sales portfolio.

Small retailers exhibited repeat purchases, transitioning transactions into long-term relationships.

## Dealer/ sub dealer engagement

### Interventions

The Company introduced apps to facilitate interaction with dealers and sub-dealers.

The Company utilised direct access to effectively monitor secondary sales performance.

A robust app framework was developed to comprehensively address dealer engagement needs.

### Outcomes

Dealers and sub-dealers appreciated the convenience of accessing their transaction status online.

The apps improved accessibility to information and enhanced the credibility of the system.

Trade partners were empowered to conveniently place orders using their smartphones through the apps.

## Distributor management system

### Interventions

The Company implemented proprietary software within the dealer's IT system.

This deepened the Company's insight into the operational dynamics of the dealer's business.

It fostered a more collaborative and mutually beneficial engagement between the Company and its trade partners.

### Outcomes

The Company transitioned from a reactive to a proactive approach in distributor service.

It evolved into an informed partner, actively engaging with distributors.

This shift enabled the Company to gain a better understanding of both high-performing and underperforming distributors.

## Product innovation

### Interventions

The Company utilised nanotechnology to introduce innovative product features.

These features, named Virokill and Firewall, were specifically designed to enhance product safety.

By focusing on product safety, the Company aimed to provide added value and reassurance to consumers.

### Outcomes

The introduction of these features at no additional cost boosted product uptake.

These features positioned the Company's brand as forward-thinking and technologically advanced.

By enhancing the value proposition, these features contributed to an increase in market share for the Company.

## Countering counterfeits

### Interventions

To tackle this challenge, the Company adopted digital technology.

It introduced a QR code system to combat counterfeit products.

When scanned, the QR code revealed information such as the factory and date of manufacture, enhancing product authenticity verification.

### Outcomes

The Century Promise app contributed to enhancing the Company's brand reputation.

It also provided users with the ability to download an electronic warranty card.

By offering such features, the app reinforced the image of the Company as one that prioritises customer care and satisfaction.

A circular icon with a dotted border containing the text "Digital desk".

## Digital desk

### Interventions

The Company boosted its digital promotional efforts.

It utilised digital channels to collect sales leads.

This approach enabled the Company to gain a detailed understanding of its specific target audience.

### Outcomes

The Company reported 6% of its sales generated through digital media.

It aims to elevate sales derived from digital media to 10%.

The Company plans to expand and intensify its presence in digital technology.

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A circular icon with a dotted border containing the text "Procurement discipline".

## Procurement discipline

### Interventions

The Company maintained PRM 360, a comprehensive procurement management system.

This system enhanced the automation of all procurement processes.

The Company implemented IT systems to monitor and analyze past purchases retrospectively.

### Solutions

The Company meticulously tracked every price fluctuation with transparency.

Utilizing a scientific approach, the Company engaged in negotiations.

This strategy aided in controlling and minimising procurement costs effectively.

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A circular icon with a dotted border containing the text "Manufacturing excellence".

## Manufacturing excellence

### Interventions

The Company made significant investments in technology-intensive manufacturing equipment.

The equipment was equipped with alerts to notify of any deviations in quality during operation.

The design of the equipment was focused on maximising the input-output ratio for efficiency.

### Solutions

Through these interventions, the Company achieved an optimal balance between quantity and quality in its production processes.

Consequently, there was an increase in the proportion of high-quality output, leading to enhanced value addition.

The Company realised a superior return on its gross block investment, indicating improved overall efficiency and profitability.

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A circular icon with a dotted border containing the text "Logistics management".

## Logistics management

### Interventions

The Company enhanced its comprehension of logistics management principles.

Implemented an IT system capable of tracking the exact location of dispatched trucks.

Utilised this system to provide regular updates to trade partners regarding the status of their deliveries.

### Outcomes

Trade partners were encouraged to maintain lower inventory levels due to the increased reliability and timeliness of deliveries.

The Company was able to provide trade partners with more frequent deliveries, improving overall service levels.

By facilitating more efficient inventory management, the Company assisted trade partners in reducing their working capital expenditures.

# Centuryply: A company that cares

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“CenturyPly is not just a workplace but a place where passion meets opportunity. What I like about this company is the value every employee places on time, be it theirs or somebody else’s, fostering a values-driven culture.”

Ruchi Bohra, Assistant Manager – Corporate Secretarial

“Joining Centuryply in 2019 marked a significant chapter in my life. Moving from a different State with my 2.5-year-old daughter seemed daunting, but Centuryply’s supportive workplace culture made it manageable.”

- Mousumi Mohanty, Senior Manager – Raw Material & Chemicals



Two years ago, I encountered a major knee injury that required surgery and rehabilitation. Centuryply proved to be a great source of strength. The Company stood by me, helping in every way. With Centuryply, I am now truly *befikar*.



Sabyasachi Barik, Senior Manager - Laminates



When a senior colleague battled dengue, a Centuryply team member accompanied him to the nursing home, providing companionship. The Company provided financial assistance. In adversity, the Company was a pillar of strength.

Sumit Chatterjee  
Senior Area Sales Manager - Plywood



Our promoters transfer unit ownership to unit heads, and I am privileged to have been entrusted with the ownership of this unit. Through 17 years, I have operated not as an employee but as an owner of the Guwahati unit. I recall a time when my oversight led to a loss, and upon sharing this with the Chairman, he responded, '*Choudhuryji, yahin se kamaya yahin khoya, koi baat nahi, take care of this in the future.*'



Yogesh Kumar Chaudhury  
Plant Head - Guwahati Unit



**In 2021, a back-office employee passed away, leaving a wife and daughter. For two years, the Company provided the employee's salary. This generosity validated that the Company stands by employees in times of need.**

- Himagiri Srinivas, Senior Regional Sales Manager - Plywood





*Excellence driver*

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How Centuryply  
deepened its  
manufacturing  
excellence

## Overview

Centuryply is committed to manufacturing excellence by generating more from less. In doing so, the Company seeks to surpass market standards through product and service edge.

The Company invested in cutting-edge manufacturing technologies, characterised by a high capacity utilisation, operational safety and maximised raw material efficiency.

Through research and manufacturing engagements, the Company implemented a lifecycle approach leading to consistently high quality outcomes.

### Initiatives, FY24

- The Company inaugurated its largest manufacturing facility of 100 acres in Badvel, Andhra Pradesh, to manufacture MDF, laminates and PVC boards

- The Company added 8.80 Lac sheets per annum (laminates), 3,13,500 CBM per annum (MDF) and 15,000 tonnes per annum (PVC boards) respectively at the Badvel unit
- The Company increased output across all product categories, replacing manual operations with automated and semi-automated processes
- The Company enhanced product recovery and yield through tighter processes

## Centuryply's cost-efficiency

Product	Initiatives
Plywood	Continued to pare material costs by manufacturing veneers in-house instead of outsourcing Outsourced resin from third-party vendors at lower costs Switched to lower cost additives
Decorative veneers	Altered the job structure, eliminating overtime, saving costs Commenced in-house putty manufacture, moderating costs over imports Modified floor-level processes that reduced manual operations Engaged vendors who provided raw materials of better quality at competitive costs
Laminates	Replaced the use of coal with bio-fuels in processes Monitored solar power generation through SCADA; maximised output
Particle Board	Outsourced resin production to a third party vendor at a lower cost. To reduce input cost procurement of raw material with low moisture content was made. Sourced electricity from a private player at a lower per unit cost.
MDF	Wood stock increased to reduce moisture in timber to save energy. Mixed wood is being used to reduce timber cost.

### Our certifications

**BIS certifications:** Issued by the Bureau of Indian Standards (BIS) in India, assures product quality, reliability and safety to the customers

**Green Guard:** Green Guard helps buyers identify interior products and materials that have low chemical emissions, improving the quality of the air in which the products are used.

**IGBC:** Centuryply is a member of the Indian Green Building Council (IGBC). The Council offers a range of services, which include developing new green building rating programmes, certification services and green building training programmes

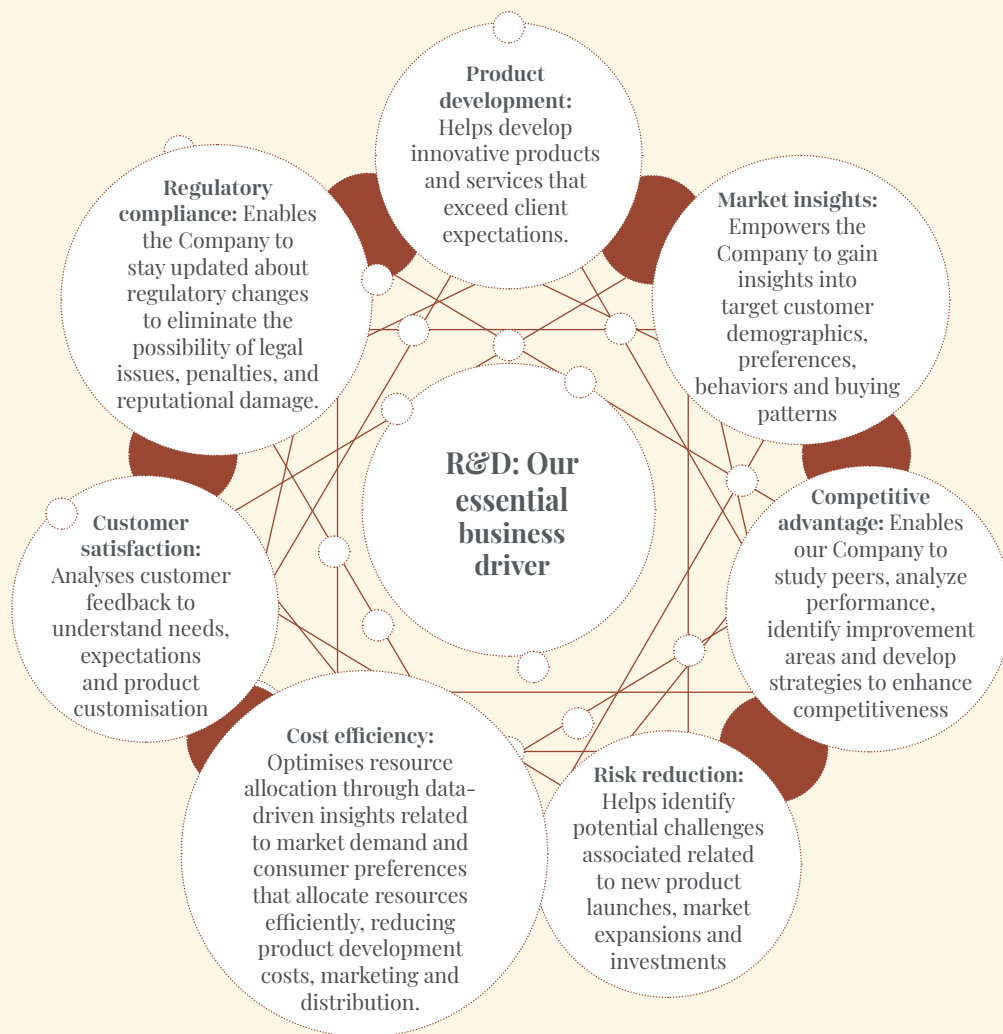
**Green Pro:** Green Pro is a product certification given to eco-friendly products, which allows environmentally conscious customers to make an informed choice to buy eco-friendly products.

**CARB:** California Air Resources Board is the department of the California Environment Protection Agency responsible for air quality and monitoring of toxic air contaminants.

# How Centuryply catalysed a culture of innovation

## Overview

Centuryply's 'Sarvada Sarvottam' guiding principle emphasises innovation through research and development (R&D). The Company has been a front-runner in applying innovation in product development and manufacturing practices, underscoring its significance in business growth.



## Centuryply's innovative products

### Post forming laminate:

Thinner and more flexible compared to a standard laminate. Used in kitchen counter-tops, cabinets, ironing boards and masonry slab tops.

### Digital print paper laminate:

Offers a contemporary surfacing option that facilitates customisation by printing a desired image. Pre-finished, durable and offers design options

### Fingerprint resistant laminate:

Durable against fingerprints, dirt, temperatures and scratches. Low-reflective surface provides a satin-smooth appearance. Paper used undergoes EB curing, moderating porosity

### Virokill:

Unique nanotechnology-driven feature (anti-viral, anti-fungal and anti-bacterial) embedded in plywood, blockboard, laminate and veneer products, helping kill 99.99% surface viruses

**Firewall:** Used in the Architect and Club Prime range of plywood products that help retard the spread of fire, enhancing interior safety

**Anti-fungal:** Developed an anti-fungal chemical to prevent rot and decay in plywood, preserving strength, decay and appearance.

## Achievements, FY24

During the year under review, the Company implemented a marker for product identification to

trace products across the supply chain. The Company developed an anti-fungal chemical for its plywood that protects products from rot and decay, extending longevity.

## Outlook

The Company will continue to invest in research and development with the objective to launch innovative products.

### Case study: Marker for product identification

**Reality:** The Company needed to find a solution to trace products during distribution to counter counterfeit products.

**Challenges:** The distribution of low-quality counterfeit products affected the Company's reputation and revenues.

**Activity:** The Company created a special marker for its products to enhance products traceability across the supply chain.

**Outcome:** A marker on each product provides information on its origin, production process and distribution, essential for quality control, regulatory compliance, and counter-counterfeit initiatives.

### Case study: Development of anti-fungal plywood

**Reality:** There is a tendency among plywood products to grow fungus when exposed to moisture in outdoor construction, marine applications and humid climates.

**Challenges:** Fungal growth can compromise plywood, leading to rot, deterioration and damage. It can affect indoor air quality by releasing airborne spores and mycotoxins, which may pose health risks.

**Activity:** The Company developed an anti-fungal chemical for its plywood products

**Outcome:** The anti-fungal chemical prevents fungal growth, enhancing plywood durability in environments where moisture resistance and fungal protection are critical (bathrooms, kitchens, basements and exterior applications). Anti-fungal plywood helps maintain a healthy indoor environment, reducing the risk of respiratory issues, allergies and other health concerns.

# Centuryply. The global company.

## Overview

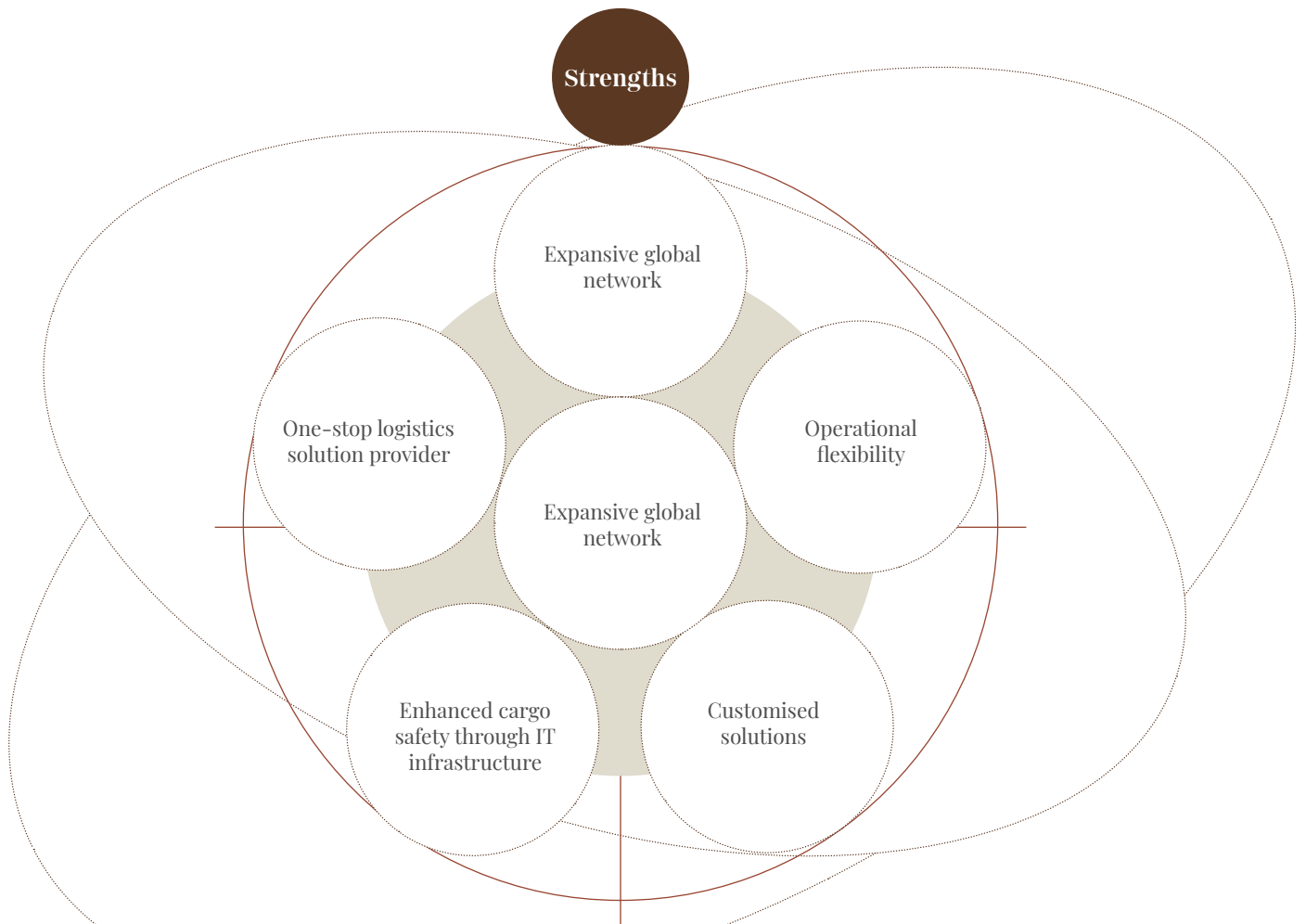
Even as Centuryply addresses growing prospects in the most populous market, it is engaged in broadbasing its market presence across different countries.

A wide international presence enables Centuryply to draw on global trends and preferences. These help the Company

incorporate derived insights into strategy, quality benchmarks and design standards.

The broadbased global footprint helped the Company moderate an excessive dependence on the Indian market, diversifying the Company's geographic risk across multiple markets.

During the year under review, markets across the globe encountered geopolitical challenges, marked by the Russia-Ukraine war, Israel-Hamas conflict, geopolitical sanctions on various countries by NATO, impact of unstable Rupee against the USD and spiraling ocean freight.





## Initiatives

- The Company minimised inventory build-up in one location by offering customised services and ensuring a quick turnaround of products.
- The Company established a task force group to plan, control, and monitor the movement of goods, ensuring seamless delivery to customers.
- The Company improved operational efficiency by eliminating empty miles through tighter planning.
- The Company fostered collaboration among all stakeholders and competitors to collectively address challenges, resulting in a positive impact.

## Highlights, FY24

- The Company entered into contracts with liners/non-vessel operating common carriers
- The Company enhanced engagement with third party logistics businesses
- The Company generated ₹177.23 Crore from exports, accounting for 5% of total revenue

## Outlook

The Company seeks to widen operations in Europe and the Middle East.

## Big numbers

### Exports

157.91

₹ Crore, in FY23

177.23

₹ Crore, in FY24

### Countries

12

Countries of presence, FY23

18

Countries of presence, FY24

### Export intensiveness

4.10

Exports as a % of revenues, FY23

5

Exports as a % of revenues, FY24



# Container freight services

## Overview

Container freight services (CFS) represent modern day infrastructure, invested with capital and modern IT systems. It is poised to transform into logistics parks, as it is anticipated to gain momentum from increased maritime trade, catalysed by trade pacts, e-commerce, digitalisation in container shipping and demand for specialised containers.

To reduce reliance on Chinese container sources, Container Corporation of India marked ten strategic sites for initiating container production pilots, offering opportunities for domestic and international enterprises.

Centuryply recognised the importance of optimising its logistics operations to remain competitive. The Company introduced innovative logistics solutions aimed at streamlining operations. These solutions were designed to enhance efficiency and address the dynamic requirements of container transport.

## Subsidiarisation

Century Plyboards transferred its container freight station business to its wholly owned subsidiary, Century Infra Limited. This decision aims to boost concentration and effectiveness for Centuryply and Century Infra. The subsidiary will empower the Company to concentrate on primary operations, while empowering Century Infra to attract investment. As a dedicated CFS player, Century Infra can leverage its specialised expertise to enhance operational efficiency, improve service, and explore innovative solutions.

Century Infra is positioned to attract investment from domestic and international sources, transforming it into a comprehensive port operation capable of serving as a key hub for national and international trade.

## Sectorial context

Container ports handle hundreds of millions of containers a year. The consistent and frequent shipping services are vital for reducing trade and

transportation expenses, connecting supply chains, and enhancing international trade. The performance of ports significantly influences trade competitiveness. India's lower level of containerisation compared to developed nations presents opportunities and provides a rationale for the Company's involvement in this sector.

The logistics sector contributes approximately 13% to India's GDP and employs over 22 Million individuals. It plays a pivotal role in facilitating foreign trade, with India being a major exporter of textiles, pharmaceuticals and agricultural products. With improvements in the ease of doing business, India's export-import trade is experiencing growth. CFSs are essential for addressing this growth, ensuring terminal decongestion and timely cargo delivery.

Customers rely on CFS operators for efficient first and last-mile connectivity, reducing the need for multiple service providers. The demand for bonded warehousing in India is increasing, a need that CFSs can fulfill at a lower cost compared to port-based warehousing.

## Advantages of container shipping

- Lower warehousing costs
- Faster transportation at a lower cost
- Flexibility in goods transportation
- High cargo security during transport
- High velocity of container ships



## Performance, FY24

- Century CFS revenues were ₹99.20 Crore compared with ₹81.03 Crore in the previous year
- EBITDA was ₹12.24 Crore compared to ₹21.47 Crore in FY23
- Augmented comprehensive customer value, evident in distinct logistical offerings and increased customer loyalty.
- Deployed state-of-the-art cargo handling technology to improve operational efficiency, cargo security, and turnaround times.
- Implemented rail connectivity to bolster services for import-export transactions, offering a direct route to ports in Bangladesh, Myanmar, Singapore, Malaysia, and Sri Lanka compared to those in western India.

### Sectorial transition

The majority of India's freight movement is addressed by road transportation, which accounts for 66% cargo movement in ton-km, followed by rail (31%), shipping (3%) and air (1%).

The Indian freight and logistics market is expected to grow at 8.8% CAGR to reach USD 484.43 Billion by 2029 from USD 317.26 Billion in 2024, owing to technological advancements driving

this growth, including intralogistics, automation, warehousing, and transportation management.

For India to achieve its USD 5-Trillion GDP target, exports are expected to reach around USD 1 Trillion with freight costs anticipated to be around USD 150 Billion. India's economy is projected to expand to USD 26 Trillion by FY48, with the transportation and logistics sector expected to be instrumental

in facilitating this growth. (Source: [Economic Times](#))

The ports, shipping and logistics industry in India is transforming to meet the changing business environment, with a focus on improving infrastructure, prioritising digitalisation and promoting sustainable logistics, backed by supporting policies of the Government of India.

### Strengthening business

Century CFS encounters competition from pan-India CFS operators, resulting in a competition centered around pricing.

To combat this challenge, the Company engages with customers, ensuring stable business volumes while delivering value-added services. Leveraging its established brand, Century CFS provides premium logistic services, enhancing loyalty. It offers a comprehensive logistical solution, serving as a one-stop destination. Through engagements with leading carriers and liners, Century CFS secures competitive commercial terms alongside personalised offerings.

Century CFS will optimise its logistics network. It expanded its services from being solely a custodian to a third-party logistics service provider, offering warehousing, cargo storage, movement and value-added services. The Company offers multi-modal transportation and logistics consultancy to shippers and intermediate agencies such as shipping lines, forwarding agents and custom house agents. Century CFS prioritises door-to-door delivery, aiding customers in managing inventory and enhancing working capital efficiency.

### Outlook

The addition of a rail-linked network to CFS could attract new business

from hinterlands, opening an additional line of transportation facility from/to nearby ports. The newly established rail connection will enable the organisation to extend its services to export-import trade operations centered around the West and NCR clusters. This facilitates cargo transportation to ports in Bangladesh, Myanmar, Singapore, Malaysia and Sri Lanka from Kolkata port, reducing the distance compared to the gateway ports in the Western region. The increase in the number of trailers to an existing fleet is expected to offer end-to-end solutions to customers.

### Big numbers

2

MTPA, Port capacity (both major and minor ports)

9.1

Billion, size of Indian container market in 2021

10.3

Billion, size of Indian container market by 2028

### Primary markets

- South East Asia
- North America
- South America
- Middle East

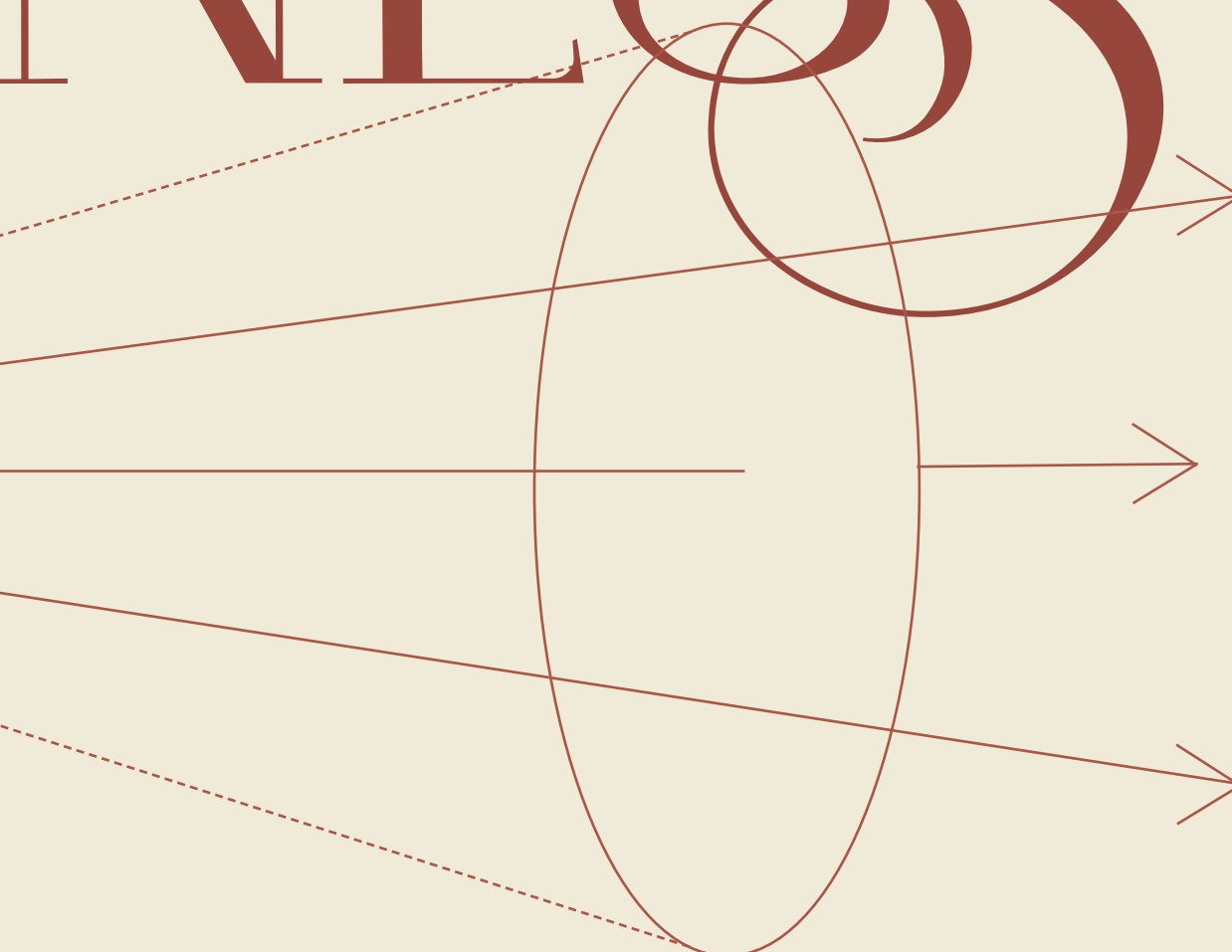
06

BUSINESS

SEGMENT

PERFORMANCE

LINESS



PERFORMANCE





*Business segment: Plywood*

Centuryply's

# plywood performance

## Overview

The name 'Century' is synonymous with 'plywood' even though the Company has extended its presence across a range of products in the last couple of decades.

The Company's consistent domination of the plywood segment, coupled with the fact that this sector contributed to 57% of the Company's revenues in FY24, yielded advantages. The 'Raho befikar' recall, originally associated with plywood, extended to every Centuryply product and became synonymous with the

Company's overall respect — a product brand evolving into a company's trust mark that 'If it's Centuryply, we can buy with confidence.'

This quality assurance is significant in a country characterised by diverse climatic conditions - the scorching heat of Rajasthan to the freezing cold of the Himalayas, the humid heat of the tropical heartlands to corrosive drift of the coastal environment.

In view of this, Centuryply's research-driven approach resulted in products

respected for their durability, superior value and service assurance (immediate replacement in the event of customer issues).

The Company strengthened the significance of its plywood business: a consistent trust-based positioning of plywood sub-brands, range of products addressing different budgets (Sainik to Club Prime), introducing features to address diverse consumer needs, enhancing products accessibility and protecting a compelling price-value proposition.

## Challenges and counter-initiatives

*Competition from B category brands in the mid-level phenol formaldehyde segment.*

The Company launched Classic Marine to address increasing competition without dissonance among existing dealers.

*Increase in production costs due to surges in timber and transportation costs.*

The Company transported raw materials from Vietnam and entered into long-term contracts with select plantations.

*Dealer attrition due to emerging competition.*

The Company made compensation changes for high performers.

*Challenges in the retention of new channel partners.*

The Company introduced FDFR (fixed day fixed route) for small parcel loads, allowing them to compete on rotation.

*Growing competition from substitutes like MDF, PVC and other plywood alternatives.*

The Company enhanced its channel presence, strengthening the retail network in metro cities, while increasing customer awareness. The Company redirected above-the-line and below-the-line marketing spends to reposition and enhance brand premiumness.

## Highlights, FY24

- The plywood segment recorded the highest monthly sales in February 2024
- Sainik 710 sales grew 20% y-o-y (including a 15% y-o-y increase in dealer presence)
- The plywood segment regained Western India market share, which grew 4%

- The plywood segment added 200 towns to its dealer network by delivering smaller parcel loads

## Outlook

The Company aims to grow its Classic Marine brand 300% in FY25, grow its premium segment 2x over the premium market and increase engagement with architects and interior designers to drive premium offtake.

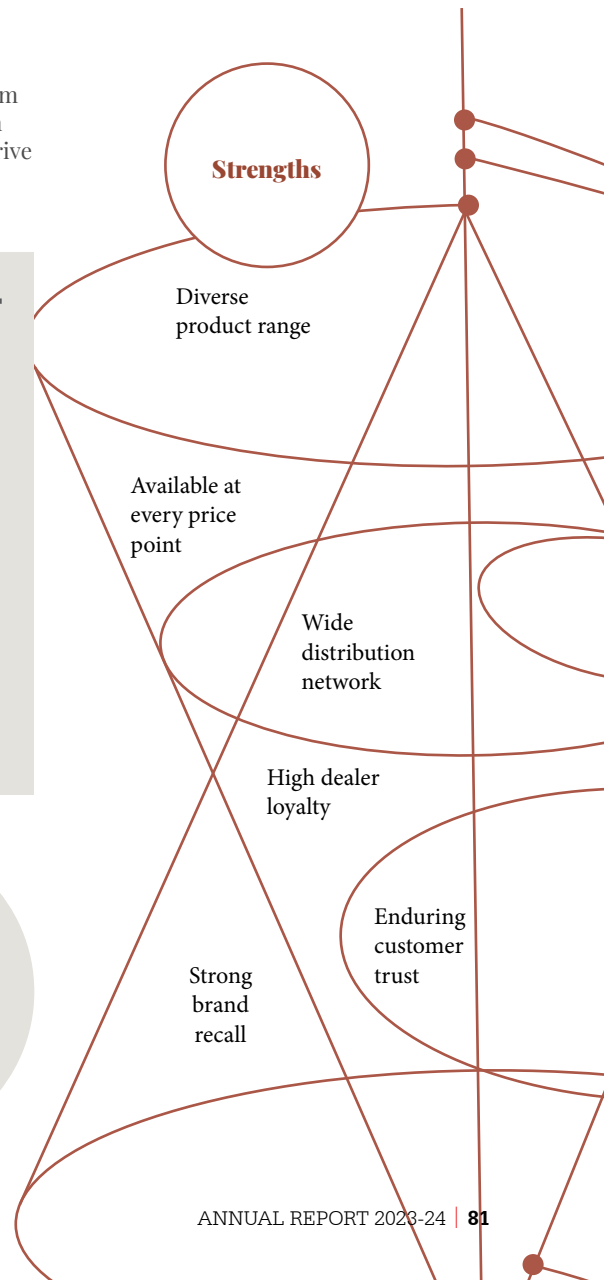
### Case study: How Sainik expanded its offtake in a challenging FY24

**Reality:** The interior industry underwent demand sluggishness. The plywood segment faced competition from B-category brands

**Challenges:** The lower priced offerings threatened to erode Sainik's market share.

**Activity:** The Company focused on channel expansion, leveraging the 'One India One Price' positioning with distinctive product features at competitive price points. The Company increased sales persons to handhold channel partners, enhancing dealer loyalty. The Company increased promotions in new towns; it introduced unique billing points as a critical sales team performance criteria.

**Outcome:** Sainik 710 delivered ~20% y-o-y volume growth. The brand increased its presence across 200 new towns







Laminates: How  
we entered a  
**new**  
**price**  
segment and enhanced  
the relevance of our  
products in FY24

## What is the big message that you wish to communicate to stakeholders about the laminates business?

Despite various challenges, when it would have been convenient and advisable to merely protect our market share, the Company did the unexpected: it expanded its market share during the last financial year. This is the single biggest achievement, validating the fact that despite a number of market disturbances and challenges, we demonstrated the competence to not take existing realities at face value and grew at the expense of competition. This represented a validation of our leadership capability and is a subject that stakeholders seldom talk about – the capacity of our Company to leverage our intangibles and deliver disproportionate outcomes.

## How did the business perform financially during the year under review?

During the year under review, the laminates business reported a 0.2% de-growth in revenues and a 6.6% increase in volumes. The business reported total revenues of ₹656.62 Crore compared to ₹657.60 Crore in the previous year. The share of revenues reported by this business within the Company's overall revenue mix was 17.47% in FY24 compared to 18.58% in FY23.

What is creditable is that the Company's distribution network grew 10–15% across new geographies and existing markets, signifying our proactive approach to market expansion and customer outreach, laying a robust foundation for sustained success.

## What challenges did the Company encounter in the laminates business in FY24?

During the year under review, the laminates market witnessed rapid changes in costs, primarily from increased raw material and logistic expenses. These were the result of constraints in production and supply triggered by the Russia-Ukraine conflict, causing a surge in the product price of branded laminates. The result was a widening in price between a tier-I

laminates brand like ours and a tier-II brands (typically sources local raw materials).

Concurrently, a paradigm shift emerged in consumer spending patterns. Consumers more inclined to direct their disposable incomes towards activities that had been restricted during the pandemic (investing in their homes). We now witnessed a growing shift towards tier-II laminate brands, which appealed to the consumer's desire for a 'budget buy' compared to a brand like Centuryply that initially appeared to be relatively high-priced but offered a more lasting value proposition.

## How did the Company address these challenges?

To counter the growing prominence of tier-II brands, we launched 'Sainik Laminates' within the 1 mm thickness category, marking our entry into the tier-II price segment. Under the Sainik brand, we offered two distinct product lines, aiming to capitalise on the growing demand within this segment and enhancing our laminate top-line and bottom-line.

Recognising the pivotal role of retail presence and influencer engagement, we enhanced our retail footprint and intensified efforts to engage with key influencers. Our 'Influencer Connect Programme' targeted contractors, architects and interior designers, providing a comprehensive insight into the benefits of branded products in the area of interior applications. A dedicated team widened the coverage of this programme, making it possible for Centuryply to market to consumers a more holistic price-value proposition over a narrower interpretation of price and price alone.

The Company engaged the influencer community following the launch of 'Acrylo', a higher thickness category of 1.25 mm laminates. Centuryply became the second Indian brand to offer a high-pressure laminate (HPL) counterpart to acrylic laminates.

The B2B channel, which accounted for 40–50% of the total laminates market potential, was partly addressed due to the price pressure and bandwidth of our existing team. Centuryply now developed

business-to-business products, backed by a dedicated team. There was a concerted initiative in enhancing the Company's recall, visibility and market share across the retail and institutional segments.

## What are the strengths that the Company leveraged?

The Company leveraged the complement of the following competencies:

**Extensive retail presence:** With an extensive network encompassing over 18,493 pan-India retail counters, the Centuryply brand enjoys superior nationwide visibility and accessibility. This widespread presence not only enhances our market reach but also facilitates convenient access for customers seeking diverse laminate products.

**Uncompromising quality:** At the cornerstone of our brand ethos lies an unwavering commitment to superior quality standards. This steadfast dedication to excellence has reinforced our reputation as a trusted and renowned name delivering a peace of mind ('Raho befikar'). Through quality control and manufacturing protocols, we delivered products that exceeded customer expectations, earning us the trust and loyalty of discerning consumers.

**Customer-centric innovation:** The groundbreaking Acrylo laminate series, respected for superior quality and durability and innovative textures (Louvre Texture and Silk-Tuff), enhanced aesthetics and functional performance. Our offerings like Lucida and Nature Plus integrated elements from nature and sophistication into the portfolio, enriching the customer experience.

**Industry-leading manufacturing capabilities:** As one of the largest manufacturers of laminates in India (comprising the single largest laminate manufacturing unit in India), we address growing demand on the one hand and need for scale economies on the other. Our infrastructure, state-of-the-art technology and skilled workforce empower us to maintain quality and delivery.

## What products were launched in FY24?

In FY24, the Company introduced 'Sainik Laminate', an extension of its successful Sainik plywood experiment. The introduction of this brand empowered us to enter an unexplored price segment, widened the appeal of the product across income classes, and created an entry product that can be scaled with increased personal incomes.

The Company also launched Acrylo, a 1.25mm thickness range with a superior application finish, comprising the best features of acrylic and high pressure laminates.

The Company launched a new texture called 'Louver' in the 1mm high pressure laminate category with a distinctive look of WPC louvers (blend of wood fibre,

wood flour and thermoplastics) in the HPL category.

## How did the Company strengthen visibility among primary customers?

Our engagement with influencers enhanced brand visibility and product specifications, driving trust and offtake. In FY24, we engaged with 1,959 influencers as a part of our Influencer Connect programme. We also engaged in strategic initiatives targeting the B2B and OEM segments; these generated volume growth, diversifying revenue streams and expanding the customer base. The Company's commitment to promote premium products enhanced retail effectiveness, translating brand equity into tangible sales and market share gains. The introduction of Sainik

Laminates in a new price segment and the innovation in Century Laminates with new thicknesses and textures underscored our commitment to market responsiveness.

## How does the Company intend to take this business ahead in FY25?

During FY25, we will continue to widen our influencer engagement to strengthen brand and product specification. We will increase our retail billing points. We will introduce new categories and products, a key differentiator as a tier-1 brand; we will add to our premium segment portfolio. We will continue to deepen our presence in the B2B and OEM segments, enhancing volume growth.

### Our prominent laminate products

**Silk Tuff:** Silk Tuff is our range of European matte surfaces with a twist of sheen to the designs – solid surfaces and seamless finishing packed in one laminate. Century Laminates was the first in the industry to experiment with shiny matte finish with wide variety of design choice. The silk tuff range of laminates is all about beauty and durability. The range was created based on the insight that customers like the touch and feel of matte surfaces but also love the clean and neat looking features of glossy surfaces. The Silk Tuff

range of laminates balances these requirements and creates a winning proposition.

**Lucida:** Lucida is a collection of scuff resistant premium gloss laminates that shine more and require less maintenance. These are one of the glossiest laminates in the entire laminates industry which also provide the long-lasting gloss in the industry. The beauty of these laminates is that they provide a functional product with superior aesthetics of laminates. These are sturdy as well as stylish and has many safety features such as heat and impact resistance that makes using these products handy for high

maintenance areas in differentiated weather conditions of the Indian subcontinent.

**Nature Plus:** Exquisitely crafted for nature lovers, the Nature Plus range brings plethora of laminate designs with natural woodgrain textures. Perfect to enjoy the mesmerising outdoors, inside your home and stay close to the nature. Nature Plus is an exquisite collection of a unique texture that gives a natural feel and give a touch of bark of a tree look, with extremely low maintenance and colour fastness to make them functional for interiors.

## Big numbers

# 18,493

Number of retail counters across India that sell Centuryply laminates





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# How customers responded to our products

I am using products of century from last 20 years. Quality and availability of material is very good. I love to use its products and would surely use it in the future too.

**Nazrul Islam, *Creative Interior***

CenturyPly has been my trusted plywood partner for many residential and commercial projects over the years. Their plywood quality is unmatched in the Indian market.

**Pappu Shaw**

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CenturyPly has been my trusted plywood partner for many residential and commercial projects over the years. Their plywood quality is unmatched in the Indian market.

**SM Interiors**

Excellent collections in laminates and good availability compare to other easy to selection in imm catalogue.

**Pradeep Pailoor, *Profess Infrastructure***



*Century Prowud: MDF business*

“

By 2031, we expect MDF and particle boards to comprise 35-45% of our revenue mix

”



**Q: What makes MDF a vital business segment for Centuryply?**

Medium density fiberboard (MDF) is a critical business segment at Centuryply, based on growing demand catalysed by the increased purchase of factory-manufactured furniture on e-commerce platforms. In today's society, where time constraints affect the fabrication of custom-made furniture at homes and apartments, online furniture shopping is preferred, offering speed, convenience and the option of returns. The majority of furniture available online is factory-made using MDF.

What makes us optimistic is the future. The online home décor segment is expected to grow at a CAGR of 8.78%. The MDF market is estimated to more than double from ₹7,000 Crore to ₹15,000 Crore in three years, highlighting the role of MDF in Centuryply's strategy. (Source: Statista, Plyreporter)

To address this growing demand, the Company launched a 313,500-CBM greenfield MDF capacity in Badvel, Andhra Pradesh nearly doubling the overall capacity to 6,27,000 CBM. This expansion was facilitated by the Centuryply's proactive approach in addressing demand, capitalising on brand recognition and established quality.

**Q: How did the business perform in FY24?**

The Century Prowud MDF business reported 17% revenue growth during the year under review. The revenues from this business as a proportion of the turnover increased by 10% to 20% with around 55% of sales coming from the premium products. The Company launched a new product called MDF All-rounder, guaranteeing against moisture and termites.

**Q: What challenges were faced by this business in FY24 and how did the Company address them?**

During the year under review, the MDF market was inundated with imports and unorganised market sales, creating a demand-supply mismatch. In the face of competition from low-grade alternatives, the Company focused on customer engagement and product improvement, manifested in new retail-centric products. As a result, the Company sold 72% of its total capacity, which was creditable considering the muted demand.

During FY24, there were fluctuations in raw material costs, impacting MDF profitability and realisations. The Company made investments in employee

training and proactive maintenance, strengthening productivity.

**Q: How does the Company intend to take this business ahead in the current financial year?**

Centuryply is equipped to capitalise on emerging MDF opportunities, driven by innovative product offerings, pan-India presence and capacity expansion.

With MDF units situated in Northern and Southern India, the Company is poised to address the pan-India market without incurring large transportation costs. The Company will penetrate new geographies and introducing new products in this business segment.

Upcoming infrastructure projects and growing retail MDF demand validates Centuryply's bullish outlook. The Company's ₹2,000 Crore capital expenditure is in progress with MDF and particle boards accounting for a significant part. By 2031, the Company expects the MDF and particle boards to comprise 35-45% of its revenue mix.

# Centuryply and Environment, Health and Safety (EHS)

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## Overview

In today's rapidly evolving landscape, it is essential for companies to embody responsible corporate citizenship, prioritising the well-being of all stakeholders. This shift is increasingly integrating environmental, health and safety (EHS) considerations into corporate strategies. The adoption of EHS principles not only enhances organisational sustainability but also yields numerous benefits such as minimising downtime, ensuring project completion on schedule, safeguarding workers, enhancing skill levels within teams, reducing expenses, boosting morale, fostering corporate reputation, promoting process efficiency, curbing carbon emissions and preserving credit ratings.

## Consequences of EHS non-compliance

- Legal implications leading to fines, penalties and criminal charges, damaging the organisations finances and reputation.

- Employee safety implications related to workplace accidents, injuries and fatalities, effecting overall productivity and eroding employee trust on the organisation
- Environmental implications such as pollution, habitat destruction and resource depletion, causing long term harm to ecosystems and communities.
- Reputation damage owing to the publicity surrounding HSE incidents, leading to loss of customers, investors and business opportunities.
- Operational disruption causing delays, shutdowns and loss of revenue.

## Centuryply and EHS

Centuryply acknowledges the significance of upholding health, safety and environmental protocols to mitigate risks stemming from operational tasks. The Company's EHS commitment is built on fostering a hazard-free work environment. The Company involves employees in decision-making processes, fostering a culture of collaboration and empowerment. By

prioritising workforce and community welfare, the Company has enhanced its reputation as a socially responsible organisation.

## EHS measures

- Adoption of better management practices and latest technologies
- Incorporation of secure operational methodologies
- Integration of cutting-edge industry technologies
- Mitigation of work-related injuries and illnesses
- Adherence to statutory and regulatory mandates
- Provision of comprehensive team training
- Upholding of utmost product and service excellence
- Prevention of work-related injury and hazardous work environment
- Utilisation of full personal protective equipment (PPE) to mitigate workplace injuries, accidents and fatalities



# 1

# Centuryply's environmental commitment

## Overview

The Company implemented environment-friendly processes that minimise the use of resources (materials, space, talent, fuels and

energy) while optimising efficiency. Optimum utilisation of resource is vital to enhanced sustainability. Centuryply's operational framework aligns with the United Nations' 10 Principles for conscientious manufacturing and

ecological sustainability. This set of guidelines encompasses human rights, labour standards, environmental stewardship and anti-corruption initiatives. The Company is dedicated to adhering to these principles.



## Big numbers

34.44

% of the newly developed area under green cover

33

%, green cover allocation of the acquired land

99

% of raw materials wood procured through sustainable sources, FY24

20,69,446

Number of saplings distributed, FY24

8,468

Total number of farmers engaged with, FY24

## Environment measures and initiatives

Centuryply's environmental management strategy embodies the 5R's philosophy (Refuse, Reduce, Reuse, Repurpose, and Recycle), emphasising the Company's commitment to minimise consumption, rejuvenate the environment through greening efforts, repurpose waste through recycling, promote the use of renewable energy sources and substitute material-heavy products with alternatives characterised by reduced carbon footprint.

**Energy responsibility:** Centuryply directed investments towards alternative energy sources such as biomass and renewables, harnessing solar power through the integration of solar panels into its energy portfolio. The Company aims to replace its air-conditioners and lights with eco-friendly alternatives. Around 15% of the Company's energy needs were addressed through internally generated renewable sources.

**Pollution control:** Centuryply mitigated emissions and pollutants by proactively investing in pollution control technologies, particularly in the adoption of electric vehicle (EV) delivery vans. These EV vans are likely

to moderate carbon emissions 17% to 30% compared to conventional petrol or diesel vehicles. The Company instituted round-the-clock monitoring of stack particulate matter emissions to ensure strict compliance with environmental regulations.

**Waste management:** Centuryply made investments in establishing a robust solid waste storage yard, enabling efficient collection, transportation and disposal of waste materials. This initiative not only diminishes the environmental footprint associated with waste disposal but also guarantees adherence to relevant environmental regulations.

**Energy conservation:** Centuryply prioritised energy conservation by adopting energy-efficient technologies. The Company achieved a reduction in electricity consumption through various measures, including the implementation of variable frequency drives and alterations to the stoker design in the laminate thermic fluid heater to enhance heat utilisation. The Company installed a vacuum pump with a higher capacity along with a pressure switch, reducing machine running hours. The Company switched over to battery operated forklifts from diesel operations. The

Company trained its employees on ISO 5001: 2018 (Energy Management System).

**Water conservation:** Centuryply initiated efforts to moderate water consumption and discharge. The Company moderated water use through water-saving technologies (closed-loop cooling systems, water reuse programs, optimised processes cum flow meters and OCEM devices). The Company implemented rainwater harvesting systems to collect and store rainwater; it promoted wastewater recycling through its sewage treatment plant. The Company used treated water for washrooms, dust suppression spraying, coal quenching and gardening purposes. These initiatives yielded a daily water saving of 1,700 cubic meters, which was repurposed for gardening. The Company recycled process-generated and AC condensate water for cooling towers, battery charging and process requiring water, reducing reliance on groundwater.

**Green cover:** Apart from implementing sustainable practices to reduce its environmental footprint, the Company actively fostered greenery and biodiversity enhancement by distributing saplings to employees.





# Sustainable raw material sourcing at Centuryply

## Overview

If there is a singular challenge that the Indian plywood industry needs to address, it is dispelling the misconception that the product is environmentally harmful. On the contrary, plywood is one of the eco-friendliest interior infrastructure options with the lowest carbon footprint among alternatives. Over the past few decades, a primary concern for the plywood sector was in addressing the misconception that its primary material, wood, contributed to deforestation. However, timber felling in forests has been prohibited in India for nearly twenty-five years. Responsible industry participants like Centuryply source wood needs from non-forest plantations, ensuring sustainable practices.

## Non-forest plantations

There are a number of realities that have enhanced the role and importance of non-forest plantations in consistent wood supply. Non-forest plantations, located beyond forest boundaries, play no role in diminishing forest cover as they are typically grown on farmlands, including previously unused areas. These plantations not only provide farmers with an opportunity to yield better returns but also contribute positively to the environment. It is important to recognise the fundamental differences in origin, commercialisation and sustainability between wood resources derived from plantations and those from forests.

There are valid reasons why this wood resource derived from plantations differs in its origin, commercialisation and sustainability compared to forest wood.

- This signifies a notable increase in annual output compared to levels a decade ago. Those currently involved in the commercialisation of this wood resource are operating from a surplus without any depletion to the world's primary green cover.
- The plantation is commercialised in phases, ensuring that the overall impact on the area's greenery is regulated, predictable and minimal.
- Plantation wood originates from clonal saplings that exhibit accelerated growth rates and require less water consumption.

- A significant portion of the commercialised plantation wood is procured by large proximate industrial consumers, leading to reduced logistical movements and a lower carbon footprint.
- The variety and quality of plantation wood closely match the specific requirements of downstream industries, effectively minimising wastage.
- The plantation undergoes periodic replenishment, ensuring that the space previously utilised for commercialisation is swiftly covered by the next round of clonal seed planting.
- The confidence instilled by this model has encouraged virtually every major long-term plywood manufacturer to promote plantation creation, resulting in a substantial increase in national non-forest cover.
- Besides, plantation wood is comparatively less energy-depleting than other building materials like steel, aluminum and cement, one of the most visible measures of carbon intensity.

## Centuryply's contribution

The Company distributed saplings to local farmers in Kadapa, Andhra Pradesh, while concurrently educating them on adopting improved agricultural practices. The overarching goal of this initiative was to promote agroforestry as a sustainable approach and empowering farmers to generate lucrative incomes through agroforestry initiatives.

## Conclusion

Increasing evidence indicates that this plantation model predominantly derives 95% of its wood resource from designated plantation areas, effectively meeting the rigorous Triple Bottom Line criteria utilised by contemporary analysts to evaluate corporate performance. By generating substantial returns for farmers, it elevates their Return on Land and contributes to revitalising the local economy. This model not only boosts the local economy but also fosters corporate sustainability, yielding exceptional long-term returns and stimulating sustained employment opportunities. It embodies the principle that what benefits customers, vendors, shareholders and the environment alike, ultimately promotes overall prosperity.

# 2

## Our health commitment

### Overview

Centuryply implemented various measures to combat pollution, unsafe practices, and health hazards within its manufacturing facilities and offices. Central to this effort is the objective to establish a comprehensive safe operating protocol, that is meticulously documented and enforced to minimise potential risks. The Company conducts its operations within a carefully controlled environment with trained medical professionals stationed across its facilities.

### Our health and safety initiatives

**Policy:** The Company's Occupational Health and Safety (OH&S) policy delineates its strategic direction, emphasising the redefined roles of all individuals in fostering a safer and healthier work environment aligned with established standards.

**Board focus and priority:** Workplace health and safety is paramount for the Company, underscored by its commitment to primary hazard prevention and the pursuit of a zero-

accident goal. This emphasis originates from the Board and permeates through managerial levels, with regular reporting on the progress of these priorities.

**Awareness building:** Utilising various communication channels, including verbal, electronic, printed, pictorial and social platforms, the Company enhances awareness to facilitate superior implementation outcomes.

**Team engagement:** The Company believes that superior HSE outcomes stem from collaborative teamwork and engagement across all levels of the organisation, instilling a sense of ownership in the corporate direction among each employee.

**Periodic reporting:** The Company conducts routine process risk assessments and implements hazard mitigation measures through periodic safety committee meetings.

**Training:** Regular safety and health training sessions are conducted across all levels of the organisation, ensuring that each employee undergoes training on the subject at least once a month.

**Mock drills:** To enhance employee preparedness for unforeseen events that may impact collective safety, the Company conducts on-site mock drills covering all departments throughout the year.

**Protection:** The Company provides protective equipment as per PPE matrix, aimed at minimising injuries during work operations. Apart from this, the Company implemented safety measures like dust extraction, noise reduction, improved ventilation, illumination, ergonomic workstations and shop floor levelling.

**Monitoring:** Health checks, including eye, audiometry, bone density, blood and allergy tests, are regularly organised by the Company to verify employee well-being. These reports are periodically reviewed in consultation with a medical office. All plants comprise a medical unit headed by a principal medical officer (PMO) and a round-the-clock paramedics team.



# 3 Our safety priority

## Overview

Centuryply placed a strong emphasis on ensuring the safety and well-being of its employees through ongoing training programmes. As a testament to this dedication, the Company achieved ISO 45001:2018 certification for Occupational Health and Safety. There were no incidents resulting in the loss of work hours nor was there any fatality during the period under review.

## Measures

- Implementation of workplace safety initiatives
- Conduct of safety training sessions for employees
- Establishment of designated fire and assembly points across the premises
- Installation of aspiration system as the latest dust collector and renovated old dust collectors to improve air quality
- Identification of areas with high noise levels and provision of appropriate protective gear
- Scheduled refilling of fire extinguishers and replacement of outdated extinguishers

- Hiring of safety officers, environment officers and paramedics to maintain round-the-clock coverage of the plant
- Conducting regular fire drill exercises and emergency evacuation drills
- Deployment of security personnel to facilitate safe movement of employees and vehicles within the plant area
- Identification and reporting of workplace hazards to ensure a secure working environment
- Implementation of a work permit system to guarantee all tasks are performed under safe conditions
- Installation of auto-core and panel compositors
- Reduced chemical handling and emission by preventing excessive transfer of glue

## Outlook

The Company aims to achieve 100% PPE use and achieve near to zero fatality in workplace incidents. The Company plans to implement ISO 45001: 2018 system for occupational health and safety across its manufacturing units.

## Case study: How the installation of auto feeders and receivers enhanced productivity and employee health

**Reality:** The primary function of a veneer drying machine is to remove moisture from freshly cut wood veneer sheets, making them suitable for further processing and use.

**Challenges:** Workers had to manually feed the sheets, forcing them to frequently bend and feed the sheets, putting a strain on their backs.

**Activity:** The Company introduced auto feeders and receivers on dryers.

**Outcome:** This liberated workers from manual labour, ensuring their time was better utilised and prevented them from straining their backs.



# Centuryply's CSR commitment

## Overview

Corporate social responsibility (CSR) plays a crucial role in fostering sustainable business practices that benefit society. By engaging in CSR initiatives, businesses demonstrate their commitment to ethical conduct, environmental stewardship and community development. CSR enhances brand reputation, builds trust with stakeholders and contributes to long-term sustainability.

For over two decades, Centuryply has been engaged in social welfare endeavors fostering community development, with a vision to create a fair, inclusive and compassionate society. The Company's CSR initiatives have been centered around the following spaces:



The Company prioritises capacity building and sustainable livelihoods for marginalised and underprivileged communities. Through these endeavors, the Company strives to enhance life quality for the local community and society at large.



## Highlights, FY24

During the year under review, the Company supported the following institutions:

**Calcutta Pinjrapole Society:** It contributed to the ongoing maintenance and operations of a cow hospital in Sodepur.

**Central Kolkata Prerna Foundation:** It financed the establishment and maintenance of cremation ghats.

**Green initiatives:** It distributed eucalyptus clones to farmers as part of the Century Plantation Project.

**Kalyan Bharti Trust:** It sponsored the modernisation and enhancement of educational infrastructure and laboratories, alongside providing scholarships to underprivileged students.

**Udayan Care:** It offered educational and vocational assistance to female students.

**Morning Glory School:** It extended educational aid to children with conditions such as mental retardation, autism and cerebral palsy.

**CanKids...KidsCan:** It provided operational support for the functioning of a child cancer hospital.

**Indian Institute of Cerebral Palsy:** It supported individuals with neuromotor disabilities (cerebral palsy).

**Help Us Help Them:** It extended educational assistance to disadvantaged children.

**Marwari Relief Society:** It financed an institution offering free healthcare services to the underprivileged.

**Vision Mission Foundation:** It offered healthcare assistance to residents of slum areas.

**Debanjan Sen Foundation:** It advocated for the promotion of sport among girls.

**Calcutta Centre Mahavir Sevasadan:** It contributed to the infrastructure of a specialised medical center.





**Gouriya Mission Charitable School:** It provided infrastructure funding for underprivileged students in the Nadia district of West Bengal.

**Friends of Tribal Society:** It empowered rural children through education and livelihood enhancement project with a one-teacher school model known as Ekal Vidyalaya.

**International Divya Parivar Society:** It provided infrastructural support by building an International Cultural Centre at Gurugram at Haryana.

**Vivekananda Yoga Anusandhana Samstha:** It supported research-oriented yoga activities in health and education.

### Big numbers

**Udayan Care**  
**1,200**  
Girls benefited

**Debanjan Sen Foundation**  
**22**  
Girls benefited

**Help Us Help Them**  
**1,000**  
Girls who were provided free residential learning centre.

**Vision Mission Foundation**  
**5,056**  
Beneficiaries

**Morning Glory School**  
**90**  
Differently-abled children benefited

**Can Kids – Cancer patients**  
**741**  
Cancer affected children benefited

**Marwari Relief Society**  
**220**  
Beds were provided along with other medical support



# Board's Report

*Dear members*

Your Directors take pleasure in presenting the Company's Forty-third Annual Report of the Company along with the audited financial statements (standalone and consolidated) for the Financial Year ended 31st March, 2024 and Auditors' Report thereon. The consolidated performance of the Company and its subsidiaries has been referred to wherever required.

## FINANCIAL PERFORMANCE

### FINANCIAL HIGHLIGHTS

The Company's financial performance for the year ended 31st March, 2024 is summarised below:

₹ in Crore

Particulars	STANDALONE		CONSOLIDATED	
	2023-24	2022-23	2023-24	2022-23
Gross Income	3798.04	3584.83	3929.84	3694.26
Profit before Depreciation, Interest & Tax	533.51	560.36	564.73	606.36
Depreciation	81.36	63.58	94.74	77.51
Interest & Finance Charges	25.28	14.11	30.83	16.98
Profit before Tax	426.87	482.67	439.16	511.87
Tax Expenses	112.13	134.34	113.83	134.89
<b>Profit after Tax</b>	<b>314.74</b>	<b>348.33</b>	<b>325.33</b>	<b>376.98</b>
Attributable to:				
Owners of the Company	314.74	348.33	326.39	376.22
Non-controlling interests	-	-	(1.06)	0.75
Other Comprehensive Income (net of taxes)	(0.11)	(0.41)	(0.16)	7.51
<b>Total Comprehensive Income for the year</b>	<b>314.63</b>	<b>347.92</b>	<b>325.17</b>	<b>384.49</b>
Attributable to:				
Owners of the Company	314.63	347.92	326.14	383.67
Non-controlling interests	-	-	(0.97)	0.82
Opening balance in Retained Earnings	1824.71	1510.12	1844.92	1488.40
Adjustment with other equity	(0.11)	(0.41)	0.08	(0.28)
Adjustment on (acquisition)/disposal of subsidiary	-	-	-	13.91
<b>Amount available for appropriation</b>	<b>2139.34</b>	<b>1858.04</b>	<b>2171.39</b>	<b>1878.25</b>
Final Dividend	22.22	33.33	22.22	33.33
<b>Closing Balance in Retained Earnings</b>	<b>2117.12</b>	<b>1824.71</b>	<b>2149.17</b>	<b>1844.92</b>

## THE YEAR IN SUMMARY

### Standalone

- During the financial year 2023-24, your Company registered a revenue of ₹3,758.57 Crore vs ₹3,539.66 Crore in the previous year, up 6.18% YoY.
- Profit before Tax stood at ₹426.87 Crore as against ₹482.67 Crore in the previous year - a decrease of 11.56%.
- Profit after Tax is ₹314.74 Crore as against ₹348.33 Crore in the previous year showing a decrease of 9.64%.
- EBITDA Margin reduced from 15.83% in the previous year to 14.19% this year.

### Consolidated

- Centuryply recorded consolidated revenue of ₹3,885.95 Crore as against ₹3,646.57 Crore in the previous year, up 6.56% YoY.
- Profit before Tax stood at ₹439.16 Crore as against ₹511.87 Crore in the previous year - a decrease of 14.20%.
- Profit after Tax is ₹325.33 Crore as against ₹376.98 Crore in the previous year - showing a decrease of 13.70%.
- EBITDA Margin reduced from 16.62% in the previous year to 14.53% this year.

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

## **SCHEME OF ARRANGEMENT BETWEEN THE COMPANY AND CENTURY INFRA LIMITED**

During the Financial Year under Report, the Hon'ble National Company Law Tribunal, Kolkata Bench, vide its Order dated 31st January, 2024, approved the Scheme of Arrangement between the Company and Century Infra Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder ("Scheme of Arrangement" or "Scheme").

The Scheme became effective on 18th March, 2024, the date on which the certified copies of the order of the Hon'ble NCLT, Kolkata was filed by both the Companies with the Registrar of Companies at Kolkata. Consequent upon the Scheme becoming effective, the Container Freight Station Services Undertaking (as defined in the Scheme) of Century Plyboards (India) Limited stood transferred to and vested in Century Infra Limited, wholly-owned subsidiary of the Company, as a going concern, on slump sale basis from 1st April, 2022, being the appointed date and in consideration whereof, Century Infra Limited issued and allot 32,71,00,000 fully paid-up Equity Shares of ₹1/- each to the Company.

## **EFFECT OF THE SCHEME OF ARRANGEMENT ON THE FINANCIAL STATEMENTS**

The effect and impact of the Scheme of Arrangement on the financial Statements of the Company is mentioned in notes to the audited financial statements. The members are requested to refer the same.

## **DIVIDEND**

Your Company has a consistent track record of dividend payment. For the financial year ended 31st March, 2024, based on the Company's performance and in conformity with its Dividend Distribution Policy, the Directors are pleased to recommend for approval of the Members a Final Dividend of ₹1/- (100%) per equity share of the face value of ₹1 (Rupee one) each. The Company continues to balance the dual objective of appropriately rewarding Members through dividends and retaining sufficient funds to support the long term growth of your Company. The final dividend, subject to the approval of the shareholders at the ensuing Annual General Meeting (AGM) of the Company, will be paid within the statutory period.

Dividends paid or distributed by the Company are taxable in the hands of the Shareholders. The Company shall, accordingly, make the payment of the final dividend after deduction of tax at source, wherever applicable.

In compliance of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company has formulated a Dividend Distribution Policy which, inter alia, specifies the various factors, that shall be considered

while declaring dividend and the circumstances under which the shareholders of the Company may or may not expect dividend.

The Policy is available on the Company's website at: <https://www.centuryply.com/codes-policies/CPIL-Dividend-Distribution-Policy.pdf> and the same is also annexed to this Report as Annexure '6'.

## **TRANSFER TO RESERVES**

The Reserves and Surplus of your Company has increased to ₹2,158.18 Crore in the year 2023-24 as compared to ₹1,865.76 Crore in the year 2022-23. Your Directors have proposed not to transfer any sum to the General Reserve during the Financial Year 2023-24.

## **SHARE CAPITAL**

During the year under review, there were no changes in the share capital of the Company. As on 31st March, 2024, the Company's paid-up Equity Share Capital was ₹22,25,27,240/- comprising of 22,21,72,990 Equity Shares of Face Value of ₹1/- each and ₹3,54,250 received on account of 13,80,000 (post-split) forfeited shares. During the Financial Year 2023-24, your Company has neither issued any shares or convertible securities nor has granted any stock options or sweat equity.

## **INDIAN ECONOMY AND STATE OF AFFAIRS**

The Indian economy experienced robust growth during the financial year 2023-24, with GDP witnessing a notable expansion. This growth can be attributed to various factors, including strong domestic demand, increased government spending on infrastructure projects, and a rebound in industrial production following the pandemic-induced slowdown. Sectors such as manufacturing, services, and agriculture contributed significantly to the overall GDP growth, demonstrating the economy's diversified strength. The GDP growth rate for the Financial Year 2023-24 surpassed expectations, indicating a resilient economy poised for sustained growth in the coming years. Given its strong democracy and strategic ties, India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years.

India has successfully navigated through multiple challenges and retained its position as the fifth largest economy. Our country's adept and synchronized monetary and fiscal policies have played a pivotal role in safeguarding our economy from uncertain and challenging global macroeconomic environment, ultimately fostering a resurgence stronger than ever. It's gratifying to note that presently, our GDP growth is robust, inflation is stabilizing, the financial sector is secure, the external sector is resilient, and our forex reserves have reached unprecedented levels.

Bolstered by robust domestic demand, India continues to lead as the fastest-growing major economy. Remarkably, in terms of purchasing power parity (PPP), India already holds the position of the third-largest economy. Projections from the International Monetary Fund (IMF) indicate that India's contribution to global growth will escalate from the current 16% to 18% by

2028. According to the second revised estimates from the National Statistical Office, India's real GDP grew by 8.2% in FY 2023-24. The primary catalyst behind this growth remains strong domestic demand, augmented by a notable surge in India's integration into the global economy through trade and financial avenues.

Year 2023 marked a landmark year for India as it assumed presidency of the world's highest profile global economic assembly, the G20, and showcased its economic prowess and diplomatic finesse to the world. India's efforts to maintain stability and enact structural reforms have contributed to its economic resilience in the face of global challenges. Investments in upgrading infrastructure and connectivity, including projects like the Bharatmala highway programme, the Sagarmala project for port-led development and the Smart Cities Mission, are transforming the country's landscape and playing a pivotal role in the country's economic advancement.

The central banking authority of India has kept the repo rate unchanged for the last six consecutive Monetary Policy Committee meetings. The Reserve Bank of India (RBI) has projected Consumer Price Index (CPI) inflation of 4.5% for the forthcoming fiscal year 2024-25.

India's furniture industry has been on a growth trajectory, driven by evolving consumer lifestyles and increasing disposable incomes. The industry has witnessed expansion in exports, supported by competitive pricing and quality craftsmanship. Government schemes like the Export Promotion Capital Goods (EPCG) have facilitated export growth. This scheme allows manufacturers to import capital goods at zero duty for the purpose of manufacturing goods for export. This has enabled manufacturers to upgrade their technology and improve product quality. Micro, Small & Medium Enterprises (MSMEs) play a significant role in the furniture sector, and government initiatives such as the Atmanirbhar Bharat Abhiyan have aimed to enhance their competitiveness.

To enhance standardization in furniture and ensure product safety, during the FY 2023-24, the Department of Promotion of Industry and Internal Trade (DPIIT) released quality control orders (QCOs) that make BIS certification compulsory for resin-treated compressed wood laminates, wood-based boards, plywood and wooden flush door shutter.

India is the fifth-largest producer and the fourth-largest consumer of furniture worldwide. The domestic furniture market is presently estimated to be at USD 32 billion. Fueled by increasing urbanisation and rising incomes, the housing sector has become a significant contributor to India's economic landscape. It has been observed that northern and southern India are the primary regions boosting this demand for furniture. Rapid urbanisation and expanding real estate in India are two major propellers for the furniture industry's growth. This sector has also witnessed substantial investments due to an enhanced focus on infrastructure renovation.

## **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

No material changes and commitments affecting the financial position of your Company have occurred between the end of

the Financial Year 2023-24 and the date of this Board's Report. The Management of your Company has considered internal and certain external sources of information, including economic forecasts and industry reports up to the date of approval of the Financial Statements, in determining the impact on various elements of its Financial Statements.

During the year under review, the Container Freight Station Services Undertaking of the Company was transferred as a going concern through a Scheme of Arrangement and the impact of the same has been given in the books of accounts and corresponding notes to accounts of your Company.

## **FUTURE OUTLOOK**

India is the second-largest consumer of furniture in Asia Pacific, with a large population and booming housing sector. The India Furniture Market size is estimated at USD 28.38 billion in 2024, and is expected to reach USD 47.39 billion by 2029, growing at a CAGR of 10.80% during the forecast period (2024-2029). The surge in population, coupled with urbanization in Tier I and Tier II cities, along with the trend towards nuclear families and a growing middle class with increased disposable income, has spurred demand for residential, commercial, and other real estate properties. This trend significantly drives the need for contemporary, premium, and branded furniture. Moreover, commercial enterprises are increasingly adopting adaptable and agile work environments, featuring open floor designs and activity-based workstations, driving demand for modular and ergonomic office furniture. Additionally, the popularity and accessibility of e-commerce platforms coupled with deferred payment options, have resulted in a surge in demand for modern and affordable furniture in Tier II and Tier III cities of India.

Wood-based furniture holds sway among the materials used in the furniture market, claiming the largest share. Evolving lifestyles and aspirations within the Indian populace are expected to elevate per capita consumption, presenting considerable growth prospects for the furniture industry. Both central and state governments have rolled out various incentives and programs aimed at fostering the comprehensive growth of the furniture industry. The establishment of furniture hubs like the International Furniture Park in Tamil Nadu, alongside upcoming initiatives such as the International Furniture Clusters/Parks in Karnataka, Madhya Pradesh, Uttar Pradesh, and Andhra Pradesh, is geared towards offering manufacturing, marketing, testing, and certification infrastructure. These endeavors aim to enhance the capacity and scope of local furniture manufacturers.

The government's strong focus on infrastructure development and the allocation of ₹80,671 Crore for the Pradhan Mantri Awas Yojana (PMAY) in the Interim Budget 2024-25 are set to boost domestic demand for furniture. Flagship initiatives such as the Smart Cities Mission, PMAY, NTR and DDA Housing Scheme, the Atal Mission for Rejuvenation and Urban Transformation (AMRUT), and Make in India will continue to generate significant opportunities for the industry. India's unorganized small local businesses dominate the country's furniture sector. However, during the past ten years, organized players have expanded their participation in the Indian

furniture market. Urbanization of Indian states, the increasing demand for durable and hybrid sitting furniture, and the rising demand for modular and cutting-edge furniture are all factors driving the expansion of the furniture business in the country. Centuryply is one of the top players in the organized plywood and laminate market. It holds a substantial market share in the plywood segment, estimated to be around 25-30% of the organized plywood market.

In the fiscal year 2023-24, the Indian plywood sector saw a robust upswing, underscoring the sector's durability and its essential contribution to the nation's construction and interior design realms. The ongoing expansion of the plywood market is propelled by factors such as flourishing construction endeavors and the dynamic evolution of interior design trends. The plywood market in India is closely tied to the performance of the construction and furniture industries. With a rapidly growing population and increasing urbanization, there is a high demand for housing and infrastructure development, directly boosting the plywood industry.

The Indian MDF market is also experiencing robust growth. Despite being in its early stages, the MDF market in India holds immense potential for expansion. Projections suggest a substantial increase in MDF's share within the wood panel industry. This anticipated growth is fueled by several factors, including MDF's eco-friendly attributes, cost-effectiveness, adaptability and its ability to serve as a viable alternative to entry-level plywood. Moreover, the integration of automation is expected to catalyze accelerated growth within the MDF sector.

India's furniture industry will witness major changes with the entry of domestic organised and international players bringing in more automation, driving higher growth rates for the MDF sector. The automation will drive the growth of the MDF sector, since it is produced in fully automated plants, unlike plywood, which is labor-intensive. Known for its high-quality MDF products, Century Plyboards is a significant player in the Indian market, focusing on innovation and sustainability. MDF is made from recycled wood fibers, making it an environmentally friendly option. As sustainability becomes a greater concern, the demand for eco-friendly products like MDF is increasing.

Despite its advantages, MDF faces stiff competition from plywood, which is traditionally preferred for its strength and durability. Stricter environmental regulations regarding formaldehyde emissions and the use of wood-based panels can pose challenges for the industry. Further, MDF products manufactured in India face fierce competition from cheaper imports which curtail the growth of domestic players. The pricing difference between imported MDF products and domestic products has widened to 20-25% from 9-10% earlier, resulting in increased volatility in the margins of domestic players. Despite these challenges, the future of the MDF industry in India looks promising with continuous growth expected over the next few years.

The particle board sector is growing at a steady pace on account of rising domestic demand and growing consumption in furniture sector. Significant growth in the construction of homes on account of rapid urbanization and the rising global population represents one of the key factors fueling the market

growth. This, along with the growing working population, changing trends of modern offices, growing awareness about the eco-friendly nature of particle boards among end users, is positively influencing the demand for particle boards in commercial establishments. To make the most of the growing demand in this segment, Century Plyboards has already taken up expansion of its particle board capacities.

The postponement in enforcing the Bureau of Indian Standards (BIS) regulations concerning Plywood, MDF and particleboard could potentially hamper the industry's growth trajectory. According to the Department for Promotion of Industry and Internal Trade (DPIIT), Ministry of Commerce, the revised implementation date is set for 11th February, 2025. This extension may lead to heightened imports, consequently constraining the volume and profit margins of domestic manufacturers in the near future.

The Indian decorative laminates market is estimated to register a CAGR of 5% during the next five years. Decorative laminates are mostly used for furniture applications in India. Moreover, structural requirements like wall and flooring applications also constitute the demand for decorative laminates. The country's growing residential construction and rising income levels are major growth contributors to the demand for decorative laminates. Century Plyboards has already geared up with additional capacities and product portfolio in the laminate segment to cater to the needs of both the domestic and international customers.

Looking ahead, the Company maintains a positive outlook for the wood panel industry, driven by the ongoing recovery in the real estate sector and consumer shift towards branded products.

## **FUTURE PLANS OF EXPANSION**

The first phase production comprising of laminates and MDF at the newly set-up unit of the Company's wholly owned subsidiary Century Panels Ltd. in Andhra Pradesh has successfully started its commercial production on 12th January, 2024 and 27th March, 2024 respectively. The Company aims to develop this project as the largest integrated wood panel manufacturing unit, covering Laminates, MDF and Plywood with investments of more than ₹1500 Crore in a phased manner.

The Company has also embarked upon enhancement of its present particle board capacities of 75000 CBM per annum with a proposed addition of 240000 CBM per year through a green field project at Gummidipoondi in Tamil Nadu at a CAPEX of about ₹550 Crore. The same is proceeding at a steady pace and is expected to be completed within third quarter of FY 2024-25.

The Company's plans for setting up and operating a MDF and Particle Board manufacturing unit under its subsidiary Century Panels Ltd. in Uttar Pradesh had got on hold in view of the order of the National Green Tribunal which had quashed all provisional licenses issued by the Uttar Pradesh Government for establishing new wood-based industries in the State. The Hon'ble Supreme Court, in one of its judgement, had set aside the order passed by the National Green Tribunal and upheld the decision of the Uttar Pradesh Government to grant licenses

to new wood-based industries and the provisional licenses given in pursuance thereof were reinstated. In view of this, the Company is considering revisiting its decision for setting up manufacturing facilities in Uttar Pradesh, which was earlier put on hold. The Company is presently carrying out a preliminary feasibility study and has begun acquisition of adequate land as may be required for setting up manufacturing facilities at Sitapur District in Uttar Pradesh. The product/(s) line that would be most appropriate for manufacturing at this location is yet to be finalised.

The last few years have witnessed a sea change in customer behaviour and lifestyle. Customers are now looking at brands to amplify their style quotient and enhance their personality. They are aligned with global trends and exposed to international styling. In order to cater to such consumers, the Company has come out with a new range of designer laminates which have been co-created in association with fashion designer Manish Malhotra. With this, the Company wants to innovate and change the way laminates have looked for ages. Instead of making incremental changes, the Company chose to unveil designs that will radically redefine the decorative space.

The project for rejuvenation of Khidderpore Docks (KPD-I West) through PPP mode on Design, Build, Finance, Operate and Transfer (DBFOT) basis at Syama Prasad Mookerjee Port, Kolkata, being undertaken by the Company's wholly owned Subsidiary Century Ports Ltd. is progressing at a steady pace and is expected to be completed and operational within the last quarter of FY 2024-25. The Company had emerged as the top bidder to modernise and mechanise a cluster of six berths in Calcutta's Khidderpore Docks, marking a major milestone in private sector participation in the city's century old port operation. Concession Agreement for this project has also been executed. Once fully operational, these berths under KPD -I (West), will create additional port capacity in Eastern India by installing mechanised systems to handle containers as well as clean bulk cargo. As of day, Century Ports Limited has completed condition precedents as set out in concession agreement and have been provided "Award of the Concession" by Syama Prasad Mookerjee Port, Kolkata. Master planning for the project has also been completed and orders for necessary equipment have been placed. Century Ports Ltd. is also exploring possibilities of further deepening its presence in this segment.

During the year, Century CFS has also taken over 15971 SQM land at Block D & E adjacent to its Sonai CFS with attached railway track to add railway as the new mode of logistics, thereby enhancing its Cargo handling capacity and stepping towards Multi Modal Logistic Operation (Surface, Rail & Water). Century CFS has also taken over 20782.759 SQM of land at U & T Block near Sonai to augment its cargo handling capacity as well as becoming one of the largest lessee of Syama Prasad Mookerjee Port, Kolkata. Consequent upon the Scheme of Arrangement becoming effective on 18th March, 2024, entire operations of Century CFS including the aforesaid expansions now stands transferred to and vests in the Company's wholly-owned subsidiary Century Infra Ltd.

## **CHANGE IN NATURE OF BUSINESS, IF ANY**

There has not been any change in the nature of business of the Company during the FY ended 31st March, 2024.

## **SUBSIDIARIES**

### **CHANGES IN SUBSIDIARIES**

As a purposeful strategy, your Company carries a part of its business operations through several subsidiaries which are formed either directly or as step-down subsidiaries or in certain cases by acquisition of majority stake in existing companies. As on 31st March, 2024, your Company had following 13 subsidiaries and 4 step-down subsidiaries:

#### **Subsidiary Companies**

- Auro Sundram Ply & Door Pvt. Ltd.
- Century MDF Ltd.
- Ara Suppliers Pvt. Ltd.
- Arham Sales Pvt. Ltd.
- Adonis Vyaper Pvt. Ltd.
- Apnapan Viniyog Pvt. Ltd.
- Century Infotech Ltd.
- Century Panels Ltd.
- Century Infra Ltd.
- Century Ports Ltd.
- Pacific Plywoods Pvt. Ltd.
- Century Ply (Singapore) Pte. Ltd.
- Century Gabon SUARL

#### **Step-down subsidiaries**

- Asis Plywood Ltd.
- Century Ply Laos Co. Ltd.
- Century Huesoulin Plywood Lao Co., Ltd.
- Century Adhesives & Chemicals Ltd.

Your Company did not have any associate companies or joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013, as amended from time to time. There has been no material change in the nature of the business of the subsidiaries. During the year and till date the following changes have taken place with respect to subsidiary Companies:

- Your Company acquired the entire shareholding in Pacific Plywoods Pvt. Ltd., thereby making it a wholly-owned subsidiary of the Company with effect from 8th August, 2023.
- The Board of Directors approved to dispose of the Company's investments in Century Ply (Singapore) Pte Ltd. (CSPL). The Company had estimated and recognised impairment loss of ₹1960 Lac during the year in the carrying amount of its investment in the aforesaid foreign subsidiary. The Company has completed disposal and transfer of its entire stake in CSPL on 23rd April, 2024. Consequently, CSPL remained a subsidiary of the Company till 22nd April, 2024. Further, Century Ply Laos Co. Ltd. and Century Huesoulin



Plywood Lao Co., Ltd., being subsidiaries of CSPL, also remained step-down subsidiaries of the Company till 22nd April, 2024.

Your Company does not have any material subsidiary whose net worth exceeds 10% of the consolidated net worth of the Company in the immediately preceding financial year or has generated 10% of the consolidated income of the Company during the previous financial year.

## OPERATIONS

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

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

The Company's wholly owned Subsidiary, Century Panels Ltd. has commenced commercial production of laminate and MDF at its manufacturing facility at Gopavaram, Kadapa District in Andhra Pradesh.

Ara Suppliers Pvt. Ltd., Arham Sales Pvt. Ltd., Adonis Vyaper Pvt. Ltd. and Apnapan Viniyog Pvt. Ltd. jointly own and hold some land in Kolkata which is yet to be developed. Century Infotech Ltd. is primarily engaged in the business of e-commerce, e-shopping, online information services, online application integration including buying, selling, marketing, trading and dealing in various kinds of products and services. Its e-commerce operations are however currently suspended.

Century Infra Ltd. was incorporated for the purpose of subsidiarisation/ transfer of Company's logistics business comprising of CFS services on a going concern basis. Consequent upon the Scheme of Arrangement becoming effective on 18th March, 2024, entire operations of Century CFS stood transferred to Century Infra Ltd.

Pacific Plywoods Pvt. Ltd. has acquired some land which it has let-out. Century MDF Ltd. and Asis Plywood Ltd. are presently not operational.

Century Ports Ltd. is actively moving ahead with its project for rejuvenation of Khidderpore Docks (KPD-I West) through PPP mode on Design, Build, Finance, Operate and Transfer (DBFOT) basis at Syama Prasad Mookerjee Port, Kolkata.

Century Adhesives & Chemicals Ltd. has initiated the process for setting up a resin and formalin manufacturing facility at Multi product SEZ, Industrial Park Naidupetta, Andhra Pradesh.

Century Gabon SUARL enjoys the advantage of availability of abundant Okoume timber required for production of face veneer. It is presently operating at a capacity of peeling 200 CBM of timber per day, serving as a vital backward integration for securing availability of raw material for Century Ply.

## POLICY ON MATERIAL SUBSIDIARIES

In accordance with Regulation 16(1)(c) of Listing Regulations, your Company has adopted a policy for determining material

subsidiaries. The Policy aims to Material Subsidiaries of the Company and to provide the governance framework for such subsidiaries. The Policy is hosted on the website of the Company under the web link: <https://www.centuryply.com/codes-policies/CPIL-Policy-on-material-subsiary.pdf>. The Company does not have any material subsidiary Company.

## FINANCIAL POSITION & PERFORMANCE

During the year under review, the affairs of the subsidiaries were reviewed by the Board, inter alia, by the following means:

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

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement in Form No. AOC-1, containing the salient features of financial statements of the Company's subsidiaries is appended as Annexure '1' to this Report.

The Contribution of the subsidiaries to the overall performance of the Company during the year is given in note no. 47 of the Consolidated Financial Statement.

## ACCOUNTS

### CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements of the Company and its subsidiaries for FY 2023-24 are prepared in compliance with the applicable provisions of the Companies Act, 2013, Regulation 33 of the Listing Regulations and in accordance with the Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015.

In accordance with the provisions of Section 129(3) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, Companies (Indian Accounting Standards) Rules, 2015 and other applicable provisions and Regulation 34(2) of Listing Regulations, the Consolidated Financial Statements of the Company and its subsidiaries for FY 2023-24 along with Auditor's Report thereon forms part of this Annual Report. These statements have been prepared on the basis of audited financial statements received from the subsidiary companies as approved by their respective Boards.

Pursuant to the provisions of Section 136 of the Companies Act, 2013, Annual Report of the Company, containing therein its standalone and consolidated financial statements along with relevant documents and separate audited financial statements in respect of each of the subsidiaries, are available on the website of the Company, [www.centuryply.com](http://www.centuryply.com) under the 'Investors' section.

The Financial Statements along with audit reports thereto in respect of the Company's subsidiaries are available for inspection by the Members at the Registered Office of the Company and that of the respective subsidiaries during working days between 11.00 A.M. and 1.00 PM. Shareholders interested in obtaining a copy of the audited financial statements of the subsidiary companies may write to the Company Secretary at the Company's registered office.

## **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

Details of loans, guarantees and investments under the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and schedule V of the Listing Regulations, as on 31st March, 2024, are set out in Annexure '2' hereto and forms a part of this Report. The particulars of loans and investments have also been disclosed in notes to the Financial Statements.

The aggregate of loans, guarantees given and investments made by the Company in accordance with Section 186 of the Companies Act, 2013, does not exceed the higher of sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account.

## **RELATED PARTY TRANSACTIONS**

Your Company has drawn up a Policy on materiality of and dealing with Related Party Transactions ('RPT Policy'), in line with the provision of the Companies Act and Listing Regulations. The Policy may be accessed on the Company's website at: <https://www.centuryply.com/codes-policies/Policy-on-Materiality-of-and-dealing-with-related-party-transactions.pdf>. The Policy intends to regulate transactions between the Company and its Related Parties based on applicable laws and regulations and also sets out the mechanism for identification, approval, review and reporting of such transactions.

All contracts/ arrangements/ transactions with related parties, entered into or modified by the Company during the Financial Year 2023-24, were on an arm's length basis and not 'material'. The said transactions with Related Parties were entered into for the benefit and in the interest of your Company and its stakeholders. These transactions were, inter-alia, based on various considerations such as business exigencies, synergy in operations, the policy of the Company and resources of the Related Parties. During the year, all transactions entered into with related parties were approved by the Audit Committee. Certain transactions, which were planned/ repetitive in nature or unforeseen in nature, were approved through omnibus route. A statement of transactions entered into pursuant to the approvals so granted is placed before the Audit Committee and the Board of Directors on a quarterly basis. All the transactions were in compliance with the applicable provisions of the Companies Act, 2013 and Listing Regulations. There are no materially significant transactions with related parties which may have a potential conflict with the interest of the Company at large.

During the year, your Company had not entered into any contract/ arrangement / transaction with related parties which could be considered material in terms of the RPT Policy, requiring shareholders' approval under Regulation 23(4) of the Listing Regulations or Section 188 of the Companies Act, 2013 read with Rules made thereunder. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) (h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 is not applicable.

Members may refer Note No. 38 to the Financial Statements which sets out the Related Party Disclosures pursuant to IND AS and in terms of Regulation 34(3) read with Part A of Schedule V of the Listing Regulations. The Company, in terms of Regulation 23 of the Listing Regulations submits half-yearly disclosures of related party transactions to the stock exchanges and the same can be accessed on the website of the Company, [www.centuryply.com](http://www.centuryply.com).

## **PUBLIC DEPOSITS**

During the Financial Year 2023-24, the Company has not invited, accepted or renewed any public deposits covered under Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014. As such, no amount on account of principal or interest on public deposits was outstanding as on the date of the Balance Sheet. In terms of Rule 2(1)(c)(viii) of the Companies (Acceptance of Deposits) Rules, 2014, the details of the amount received, if any, from the Directors of the Company are provided in the Note Nos. 17 and 38 of the Standalone Financial Statements of the Company.

## **AUDITORS**

### **STATUTORY AUDITORS**

M/s. Singhi & Co., Chartered Accountants, the Statutory Auditors retire at the conclusion of the ensuing Annual General Meeting after completion of two terms of five years each. The Board of Directors, on recommendation of the Audit Committee, has recommended appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, having ICAI Firm Registration No. 301003E/E300005, as the Statutory Auditors of the Company for a term of five years from the conclusion of 43rd AGM to be held in 2024 till the conclusion of the 48th AGM to be held in the year 2029.

A resolution proposing appointment of M/s. S. R. Batliboi & Co. LLP as the Statutory Auditors of the Company pursuant to Section 139 of the Companies Act, 2013 would be put up for approval of the shareholders at the ensuing Annual General Meeting. M/s. S. R. Batliboi & Co. LLP have given their consent to act as Statutory Auditors, if appointed. The Company has received a letter from them to the effect that they satisfy the criteria provided in Section 141 of the Companies Act, 2013 and that their appointment, if made, would be within the limits prescribed under Section 141(3)(g) of the Companies Act, 2013. M/s. S. R. Batliboi & Co. LLP have also confirmed that they have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid

certificate issued by the Peer Review Board of ICAI as required under Regulation 33(1)(d) of the Listing Regulations.

Members are requested to consider their appointment as Statutory Auditors of the Company from the conclusion of the ensuing Annual General Meeting until conclusion of the forty-eighth Annual General Meeting of the Company and to fix their remuneration.

The Board placed on record its appreciation for the services rendered by M/s. Singhi & Co. as the Statutory Auditors of the Company.

## STATUTORY AUDITORS' REPORT

The Statutory Auditors' Report "with an unmodified opinion", given by M/s. Singhi & Co, on the Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2024, is appended in the Financial Statements forming part of this Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Statutory Auditor in their Report for the year under review.

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

## SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Listing Regulations, your Company had appointed M/s MKB & Associates, a firm of Company Secretaries in Practice, as Secretarial Auditor to conduct the Secretarial Audit of the Company for the Financial Year 2023-24. The Report of the Secretarial Audit in Form MR-3 is appended hereto as Annexure '3'. The Report does not contain any qualification, reservation, adverse remark or disclaimer.

## REPORTING OF FRAUDS BY AUDITORS

In terms of Section 143(12) of the Companies Act, 2013, the Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees during the year under review.

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

### I. INDEPENDENT DIRECTORS:

#### (a) CHANGES IN INDEPENDENT DIRECTORS

Pursuant to the provisions of Section 149 and 152 read with Schedule IV of the Companies Act, 2013 and the Rules made thereunder, the shareholders at the Annual General Meeting held on 27th September, 2023, inter alia, confirmed re-appointment of Sri Amit Kiran Deb (DIN: 02107792) for a second term of five years from 1st October, 2023 to 30th September, 2028 as Independent Director on the Board of the Company, notwithstanding his attaining the age of 75 years on 26th December, 2023.

In terms of Section 149(11) of the Companies Act, 2013, no Independent Director shall hold office for more than two consecutive terms. Sri J.P. Dua (DIN: 02374358) ceased to be a Director on 31st March, 2024 upon completion of his second term as Independent Director. The Board places on record its appreciation for his invaluable contribution and guidance.

The Company's remuneration policy provides criteria for the selection, appointment and remuneration of Directors, which inter-alia, requires that the Directors shall be of high integrity with relevant expertise and experience to have a diverse Board. The Policy also lays down the positive attributes/criteria while recommending the candidature for the appointment of a new Director. Keeping the same view and based on recommendation of Nomination and Remuneration Committee, the Board of Directors, through a Circular Resolution passed on 7th March, 2024, subject to approval of the shareholders, appointed Sri Pramod Agrawal (DIN: 00279727) as an Additional Director in the Independent category, not liable to retire by rotation, with effect from 1st April, 2024 for a term of five years ending on 31st March, 2029. The Company had received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing the candidature of Sri Pramod Agrawal for the office of Independent Director of the Company.

The Company had also received from Sri Pramod Agrawal-

- (i) consent to act as Director in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014;
- (ii) disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub section (1) and (2) of Section 164 of the Companies Act, 2013;
- (iii) declaration to the effect that he meets the criteria of independence as prescribed both under subsection (6) of Section 149 of the Act, Rules made thereunder and under the Listing Regulations;
- (iv) declaration to the effect that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs; and
- (v) declaration to the effect that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

Sri Pramod Agrawal has also confirmed that the directorships held by him are within the limits as prescribed under the Act and Regulation 25 of the Listing Regulations.

Approval of the Members by way of Special Resolution, was sought through Postal Ballot/ e-voting for appointment of Sri Pramod Agrawal as an Independent Director, not

liable to retire by rotation, with effect from 1st April, 2024 for a term of five years ending on 31st March, 2029 and the same was approved by requisite majority on 16th April, 2024, being the last date specified for E-voting.

As per the provisions of Section 149(10) of the Companies Act, 2013, Independent Directors can be re-appointed for a second term of up to five consecutive years on passing of special resolution by shareholders of the Company and disclosure of such appointment in its Board's report. The first term of Sri Naresh Pachisia (DIN: 00233768) as an Independent Director of the Company got completed on 31st March, 2024. The Board of Directors at its meeting held on 2nd February, 2024, after considering the recommendations of the Nomination and Remuneration Committee and on the basis of his performance evaluation and his consent and subject to approval of the shareholders, recommended re-appointment of Sri Naresh Pachisia for a second term of five years from 1st April, 2024 to 31st March, 2029 as Independent Director on the Board of the Company. The members of the Company, by way of a Special Resolution passed through Postal Ballot/ e-voting, approved the re-appointment of Sri Naresh Pachisia as an Independent Director, not liable to retire by rotation. The resolution was approved by requisite majority on 12th March, 2024, being the last date specified for E-voting.

**(b) DECLARATION BY INDEPENDENT DIRECTORS**

Pursuant to the provisions of Section 149 (7) of the Companies Act, 2013 read with Rules made thereunder and in terms of Regulation 25(8) of Listing Regulations, the independent directors have submitted declarations confirming that:

- i. they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 read with Schedule and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, as amended and that during the year, there has been no change in the circumstances affecting their status as Independent Directors of the Company;
- ii. in terms of Regulation 25(8) of the Listing Regulations, they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence;

In terms of Regulation 25(9) of the Listing Regulations, the Board of Directors has ensured the veracity of the disclosures made under Regulation 25(8) of the Listing Regulations by the Independent Directors of the Company and is of the opinion that they fulfil the conditions specified in the Act and the Listing Regulations and that they are independent of the management.

The Independent Directors have confirmed compliance with the Company's Code of Conduct as formulated by the Company and also with the Code for Independent Directors prescribed in Schedule IV to the Companies Act, 2013. In terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification

of Directors) Rules, 2014, all the Independent Directors of the Company have confirmed that they have a valid registration with the Independent Directors' databank maintained by the Indian Institute of Corporate Affairs (IICA) and have also completed the online proficiency test conducted by the IICA, if not exempted.

All the Directors of your Company have confirmed that they are not disqualified from being appointed or continuing as Directors in terms of Section 164(2) of the Companies Act, 2013 and Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

During the year under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than payment of sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board / Committee / Independent Directors of the Company and save and except one transaction as detailed in Note no. 38(b) of the Notes to the Financial Statements.

**(c) FAMILIARISATION PROGRAMME**

Your Company believes that having a structured programme for orientation and training of the Independent Directors enables them to better understand the Company - its operations, business, industry and environment in which it functions. The familiarisation aims to provide insights into the Company and the business environment in which it operates. It enables the Independent Directors to be updated of newer challenges, risks and opportunities relevant in the Company's context and to lend perspective on its strategic direction. Your Company has a well-defined familiarization programme in line with the requirements of Regulation 25(7) of the Listing Regulations and Schedule IV of the Companies Act, 2013. A detailed overview of the Company's familiarisation program can be accessed through web-link: <https://www.centuryply.com/codes-policies/Familiarization-Programme-for-Independent-Directors.pdf>.

On 2nd February, 2024, the Company conducted a familiarization programme for all its Independent Directors, wherein a visit to the Company's manufacturing facility at Bishnupur, West Bengal was organised. The Independent Directors were given an overview of the plant operations, production processes, important raw materials, finished goods, health and safety measures together with environmental concerns. Independent Directors had an opportunity to have interactions with HODs of various departments and functions including HR and marketing. The details of the familiarisation programme and process followed are provided in the Corporate Governance Report forming part of this Annual Report and can also be accessed on the website of the Company at [https://www.centuryply.com/investor-information/familiarisation-program/Familiarization-Programme-Details\\_2023-24.pdf](https://www.centuryply.com/investor-information/familiarisation-program/Familiarization-Programme-Details_2023-24.pdf)

Your company has established thorough induction procedures for incoming Board members. These processes are designed to acquaint them with the Company, its Board and management, operational practices, and corporate culture. Additionally, new members are introduced to



the organizational and governance framework, including principles, codes of conduct, and key policies. They gain insight into the Board's operational methods, formal protocols for information exchange between the Board and management, as well as the roles, responsibilities, and disclosure requirements of directors. Each Director of the Company has complete access to any information relating to the Company. Independent Directors have the freedom at all times to interact with the Company's management.

Directors regularly interact with the senior management personnel to acquaint themselves with all important matters and proactively provide with relevant information, news, views and updates on the Company and sector. A formal letter of appointment is issued to Independent Director, inter-alia, setting out his / her role, function, duties and responsibilities. The Chairman and Managing Director also have a one-to-one discussion with the newly appointed Director to familiarize him / her with the Company's operations. The newly Independent Director to the Board are provided an induction-cum-familiarization kit containing Memorandum and Articles of Association of the Company, organisational structure, set of major statutory and internal policies of the Company, Board and Committee structure and details about the Company's subsidiaries. The Company Secretary briefs the Director about their legal and regulatory responsibilities as a Director.

Your Company believes that a Board which is well informed will contribute significantly to management of current and potential strategic issues. In pursuit of this, your Company endeavors to regularly update the Independent Directors by providing them with necessary presentations, documents, reports, internal policies and updates to familiarise them with the Company's business, policies, procedures and practices at various Meetings held during the year. Periodically, the Directors were empowered with the knowledge of the latest developments with respect to significant amendments in the Companies Act and SEBI Regulations and implication thereof.

Your Company hosts site visits to the Company's factory locations for the Independent Directors to enable them to understand the operations of the Company. Apart from in-house programme, the Independent Directors are also encouraged to participate in various training sessions to update and refresh their skills and knowledge.

#### **(d) STATEMENT REGARDING INDEPENDENT DIRECTOR**

The Board of the Company is broad-based and consists of eminent individuals from industrial, managerial, technical, financial and administrative backgrounds. The composition of the Board represents a good and diverse mix of professionalism, knowledge and experience. In the opinion of the Board of Directors of your Company, the Independent Directors comprise persons of high repute and possess relevant expertise and experience in their respective fields. They demonstrate highest level of integrity while maintaining confidentiality and identifying, disclosing and managing conflict of interest.

## **II. NON- INDEPENDENT DIRECTORS:**

### **(a) CHANGES IN NON-INDEPENDENT DIRECTORS**

There has not been any appointment/ retirement/ resignation of Non-independent Directors during the Financial Year ended 31st March, 2024.

### **(b) RETIREMENT BY ROTATION**

In accordance with Section 152(6)(c) of the Companies Act, 2013, Sri Vishnu Khemani (DIN: 01006268) and Sri Keshav Bhajanka (DIN: 03109701), being longest in office, will retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, have offered their candidature for re-appointment as Directors. In view of their considerable experience and contribution to the Company, the Board recommends their re-appointment. Their detailed profiles and particulars of experience, skill and attributes that qualify them for Board Membership together with other details as required under the Companies Act, 2013, Secretarial Standards and Listing Regulations, forms a part of the explanatory statement attached to the Notice of ensuing Annual General Meeting of the Company.

## **III. KEY MANAGERIAL PERSONNEL**

Shri Rajesh Kumar Agarwal (DIN: 00223718) was re-appointed as an Executive Director of the Company for a further period of five years from 9th February, 2024 to 8th February, 2029. His re-appointment was approved by the Members of the Company by way of Special Resolution passed through Postal Ballot on 12th March, 2024.

The Shareholders at the 42nd Annual General Meeting held on 27th September, 2023 approved re-appointment of Sri Prem Kumar Bhajanka (DIN: 00591512) and Sri Vishnu Khemani (DIN: 01006268) as Managing Directors of the Company for a further period of five years with effect from 1st August, 2023.

Apart from the above, there has not been any change in Key Managerial Personnel during the Financial Year ended 31st March, 2024.

## **IV. INTER-SE RELATIONSHIPS BETWEEN THE DIRECTORS**

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

## **MEETINGS**

### **MEETINGS OF BOARD OF DIRECTORS**

During the year, the Board met four times, i.e., on 15th May, 2023, 4th August, 2023, 8th November, 2023 and 2nd February, 2024. The details of these Meetings are given in the Corporate Governance Report forming part of the Annual Report.



## MEETINGS OF INDEPENDENT DIRECTORS

During the year under review, the Independent Directors met once on 2nd February, 2024 without the presence of Non-Independent Directors and members of the Management inter alia to:

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

## MANAGERIAL REMUNERATION

### PARTICULARS OF MANAGERIAL REMUNERATION

Disclosure pertaining to remuneration and other details as required under 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 to this Report as Annexure '4'. Your Directors state that none of the Executive Directors of the Company received any remuneration or commission from any of its Subsidiaries.

### PARTICULARS OF EMPLOYEES

Statement containing particulars of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in Annexure '4' forming part of this report.

There was no employee receiving remuneration during the year in excess of that drawn by the Managing Director or Whole-time Director and holding by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company.

## CORPORATE GOVERNANCE MEASURES

### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) and 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and belief, states that it had:-

- followed the applicable accounting standards in the preparation of the Annual Accounts for the year ended 31st March, 2024 along with proper explanations relating to material departures, if any;
- selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the Financial Year 31st March, 2024 and of the profit of the Company for that period;

- 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;
- prepared the Annual Accounts of your Company for the Financial Year ended 31st March, 2024 on a 'going concern' basis;
- laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and were operating effectively.

## MANAGEMENT DISCUSSION AND ANALYSIS

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

## CORPORATE GOVERNANCE

Centuryply has come a long way in adopting some of the key principles of Corporate Governance like Frugality, Integrity, Excellence, Teamwork, Empowerment, Speed and Energy, Change friendly, Caring and Sharing. Our undeterred adherence to the ideals of trust, respect, integrity and openness is what holds us steady amid challenging business contexts and landscapes. The Company strives to uphold the principles and standards of corporate governance, ensuring transparency, integrity, and accountability in its operations. These elements are essential in realizing its vision of "Sarvada Sarvottam - The Best Always."

The Company believes in achieving business excellence and optimizing long-term value for its shareholders on a sustained basis through ethical business conduct. Your Company is committed to adopt best Corporate Governance practices to boost long-term shareholder value without compromising the rights of the minority shareholders.

Your Company complies with the applicable provisions of the Companies Act, 2013 and applicable Secretarial Standards issued by the Institute of Company Secretaries of India. Apart from complying with the mandatory requirements, your Company also complies with certain discretionary requirements of Corporate Governance as specified in Part E of Schedule II of the Listing Regulations.

In compliance with the provisions of Regulation 34 of the Listing Regulations read with Schedule V of Listing Regulations, a Report on Corporate Governance for the Financial Year ended 31st March, 2024 along with a Certificate issued by M/s. MKB

& Associates, Company Secretaries in Practice, confirming compliance with the requirements of Corporate Governance, forms a part of the Annual Report.

## CEO & CFO CERTIFICATION

In terms of Regulation 17(8) read with Schedule II Part B of the Listing Regulations, a certificate from the Chief Executive Officer and Chief Financial Officer of the Company addressed to the Board of Directors, inter alia, confirming the correctness of the financial statements and cash flow statements for the Financial Year ended 31st March, 2024, adequacy of the internal control measures and reporting of matters to the Audit Committee, is provided elsewhere in this Annual Report.

## RISK MANAGEMENT

Your Company understands that risks are an unavoidable component of business. Risk Management is an attempt to identify and then manage threats that could severely impact or bring down the organisation. The Company is aware that a thorough risk management system is necessary in the face of evolving risks propelled by market volatilities and other external factors. Your Company has in place a robust risk management framework to minimise the adverse consequence of risks on business objectives of the Company. Our risk management framework ensures identification of emerging risks and after assessing them, devises short-term and long-term actions to mitigate any risk which could materially impact the Company's long-term goals. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. Your Company is conscious of how better risk management techniques may provide early signals of probable threats to the Company so that they may be addressed in time. Risk management process has been established across your Company and is designed to identify, assess and frame a response to threats that may affect achievement of its objectives. It is designed to manage rather than eliminate the risk of failure to achieve business objectives and provides reasonable and not absolute assurance against material misstatement or loss. Your Company's approach is to ensure that risk management is applicable across the organization and that risks are measured against their potential impact and likelihood. Acknowledging the multi-dimensional nature of risks, which are contingent upon both internal and external factors, the Company adopts a comprehensive approach to address them.

The Board shoulders the ultimate responsibility for the management of risks and for ensuring the effectiveness of internal control systems. The Risk Management Committee aids the Board by assessing and providing oversight to management relating to identification and evaluation of the identified risks, including Sustainability, Information Security, etc. The Committee is responsible for monitoring and reviewing the risk management plan and ensuring its effectiveness. The Audit Committee has additional oversight in the area of financial risks and controls.

The Company endeavours to continually sharpen its Risk Management systems and processes in line with a rapidly changing business environment. The Company, through its risk

management process, aims to contain the risks within its risk appetite. There are no risks which in the opinion of the Board threaten the existence of the Company.

## INTERNAL CONTROLS/ INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

The Company's internal controls are commensurate with the nature of its business, the size and complexity of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorization and ensuring compliance with corporate policies.

Your Company understands that a strong internal control framework is imperative to carry on business in an orderly and efficient manner. In this context, your Company has adequate Internal Financial Controls System over financial reporting which ensures that all transactions are authorized, recorded, and reported correctly in a timely manner. The Company's Internal Financial Control over financial reporting is designed to provide reliable financial information and to comply with applicable accounting standards. The Company uses a state-of-the-art enterprise resource planning (ERP) system that connects all parts of the organization, to record data for accounting, consolidation and management information purposes.

The Audit Committee regularly reviews the budgetary control system of the Company as well as the system for cost control, financial controls, accounting controls, physical verification controls, etc. to assess the adequacy and effectiveness of the internal control systems. Regular review of the established internal controls system of the Company are undertaken by the Company's Management, Statutory and Internal Auditors and deficiencies in the design or operation of such control, if any, were discussed with the Auditors and the Audit Committee and suitable actions to rectify those deficiencies were recommended for implementation. No reportable material weakness or significant deficiencies in the design or operation of such controls was observed during the financial year 2023-24. Based on its evaluation, the Audit Committee was of the view that, as of 31st March, 2024, the Company's internal financial controls were adequate and operating effectively.

The Company has laid down Standard Operating Procedures and policies to guide the operations of the business. Functional heads are responsible to ensure compliance with all laws and regulations and also with the policies and procedures laid down by the Management. Robust and continuous internal monitoring mechanisms and review processes ensure that such systems are reinforced on an ongoing basis and updated with new / revised standard operating procedures in order to align the same with the changing business environment. The Company periodically tracks all amendments to Accounting Standards and makes changes to the underlying systems, processes and financial controls to ensure adherence to the same. All resultant changes to the policy and their impact on financials are disclosed after due validation with the statutory auditors.

In our commitment to transparent and efficient corporate governance, we place paramount importance on robust internal controls and internal financial controls. We are committed to continually evaluating and strengthening our internal control environment to adapt to evolving risks and challenges. Through regular assessments and audits, we gauge the adequacy of our internal controls, identifying areas for improvement and implementing corrective measures where necessary. Our emphasis on internal controls underscores our dedication to maintaining transparency, accountability, and sound governance practices, thereby safeguarding shareholder interests and bolstering long-term sustainability.

M/s. Singhi & Co., the Statutory Auditors of the Company have audited the Financial Statements of the Company included in this Annual Report and have issued an attestation report on the company's internal control over financial reporting (as defined in section 143 of Companies Act, 2013). As per the Report, the Company has, in all material respects, an internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2024 based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

The CEO and CFO certification provided in this Annual Report discusses the adequacy of our internal control systems and procedures. Further, the Directors' Responsibility Statement contains a confirmation as regards adequacy of the internal financial controls. Based on the reviews of the internal processes, systems and the internal financial controls and with the concurrence of the Audit Committee, your Board was of the opinion that the Company's Internal Financial Controls were adequate and operating effectively as of 31st March, 2024.

## **PERFORMANCE EVALUATION**

The performance evaluation of the Board as a whole, its Committees and that of individual Directors (including the Chairman) for the financial year 2023-24, was carried out internally pursuant to the Company's 'Board Evaluation Policy'. The Independent Directors at their separate Meeting held on 2nd February, 2024, collectively reviewed the performance of the non-independent Directors, the Board as a whole and that of its Committees. At the said Meeting, they also reviewed the performance of the Chairman of the Company, after taking into account the views of executive directors and non-executive directors. The Independent Directors also assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board. The Nomination and Remuneration Committee, at its Meeting held on 2nd February, 2024, carried out evaluation of performance of all Independent Directors.

The Board, at its meeting held on 2nd February, 2024, discussed and took on record the performance evaluation carried out by the Independent Directors and by the Nomination and Remuneration Committee. Thereafter, the Board carried out an

evaluation of its own performance and that of its Committees. The performance of each Director (including the Independent Directors) was also carried out by the entire Board without the presence and participation of the Director being evaluated. Parameters and process applied for carrying out the evaluation have been discussed in detail in the Corporate Governance Report.

As an outcome of the evaluation exercise, the performance of the Board, its Committees and Individual Directors, including that of Chairman and Independent Directors, was found to be satisfactory. It was noted that the Board as a whole has a composition that represents an appropriate balance of experience, skills, expertise, etc. and that the Board is provided with adequate competitive and industry information to keep the members up to date with industry landscape. The Board members functioned constructively individually as well as a team. The Board is well-supported by the activities of each of the Board Committees which ensure the right level of attention and consideration are given to specific matters. It was noted that the Committees of the Board are functioning smoothly in accordance with their respective charters, which clearly define their purpose, roles, and responsibilities. Each Director on the Board brings to the table deep functional experience, well proven strategic and critical thinking skills and sound financial acumen, thereby aggregating a competent Board of Directors. The board meetings were well run and the members of the Board acted with sufficient diligence and care. The Chairman had been instrumental in fostering and promoting the integrity of the Board while nurturing a culture where the Board works harmoniously for the long-term benefit of the Company and all its stakeholders. He demonstrated efficient leadership abilities by providing his continuous guidance to the Board with the objective of creating long term value for the Company's stakeholders. The Chairman follows utmost professionalism and objectivity in decision making.

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

The evaluation process endorsed the Board Members' confidence in the ethical standards of the Company, cohesiveness amongst the Board Members, constructive relationship between the Board and the Management and the openness of the Management in sharing strategic information to enable Board Members to discharge their responsibilities.

## **COMMITTEES OF BOARD OF DIRECTORS**

The Board Committees serve as fundamental pillars of Corporate Governance, functioning as vital extensions of the Board's oversight and decision-making responsibilities. The Board has seven Committees out of which five have been mandatorily constituted in compliance with the requirements of Companies Act, 2013 and Listing Regulations and two non-

mandatory Committees have been constituted to enhance the objectivity and independence of the Board's judgement and to increase the efficacy of governance. The Board has adopted charters setting forth the roles and responsibilities of each of the Committees. The Company Secretary officiates as the Secretary of these Committees. The Board has constituted the following Committees to deal with matters and to monitor activities falling within their respective terms of reference:-

#### **Mandatory Committees**

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

#### **Non-mandatory Committees**

- ❖ Share Transfer Committee
- ❖ Finance Committee

Details of the composition of the above Committees, their terms of reference, number of meetings held during the year, attendance therein and other related aspects are provided in the Corporate Governance Report which forms a part of the Annual Report. There has been no instance where the Board has not accepted the recommendations of its Committees.

## **POLICIES AND CODES**

### **REMUNERATION POLICY**

Your Company has a Board approved Remuneration Policy applicable to all its Directors, Key Managerial Personnel and Senior Management Personnel. As required under Section 178(3) of the Companies Act, 2013, the said Policy enumerates the criteria for their appointment and remuneration on the basis of their qualifications, positive attributes and other matters. Proviso to Section 178 (4) of the Companies Act, 2013 requires the Company to place its Remuneration policy on its website and disclose the salient features of such policy and changes therein, if any, along with the web address of the policy in the Board's report. Accordingly, the Remuneration Policy of the Company has been made available on the Company's website at <https://www.centuryply.com/codes-policies/Remuneration-policy.pdf>. The same is also appended as Annexure '5 to this Report. During the year under review, there was no change in the Company's Remuneration Policy.

Your Company's Remuneration Policy is based on "pay-for-performance" principle. It is directed towards rewarding performance based on periodic review of achievements and is in consonance with existing industry practices. Further, it aims to attract, retain and motivate highly qualified members for the Board and other executive level and ensure their long term sustainability. The Policy is designed to ensure that:

- a) the Company is able to attract, retain and motivate highly qualified members for the Board and other executive level and ensure their long term sustainability.
- b) the Company is able to provide a well-balanced and competitive compensation package to its Executives,

taking into account their roles and position, shareholder interests, industry standards and relevant regulations.

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

### **Selection and procedure for nomination and appointment of Directors**

The Nomination and Remuneration Committee ('NRC') is responsible for developing competency requirements for the Board based on the industry and strategy of the Company. The Board composition analysis reflects an in-depth understanding of the Company, including its strategies, environment, operations, financial condition and compliance requirements.

The NRC conducts a gap analysis to refresh the Board on a periodic basis, including each time a Director's appointment or re- appointment is required. The NRC reviews and vets the profiles of potential candidates vis-a-vis the required competencies, undertakes due diligence, prior to making recommendations of their nomination to the Board.

### **Criteria for determining qualifications, positive attributes and independence of a Director**

In terms of the provisions of Section 178(3) of the Companies Act, 2013 and Regulation 19 read with Schedule II of the Listing Regulations, the NRC has formulated the criteria for determining qualifications, positive attributes and independence of Directors, the key features of which are as follows:

- **Qualifications** - The Board nomination process encourages diversity of thought, experience, knowledge, age and gender. It also ensures that the Board has an appropriate blend of functional and industry expertise.
- **Positive Attributes** - Apart from the duties of Directors as prescribed in the Companies Act, 2013, the Directors are expected to demonstrate high standards of ethical behaviour, communication skills and independent judgement. The Directors are also expected to abide by the respective Code of Conduct as applicable to them.
- **Independence** - A Director will be considered independent if he/she meets the criteria laid down in Section 149(6) of the Companies Act, 2013, the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations.

### **BOARD DIVERSITY POLICY**

Your Company recognizes and embraces the importance of a diverse Board in its success and aims to attract and maintain a Board which has an appropriate mix of diversity, skills, experience and expertise. The Board composition as on the date of this report meets the above objective. Your Company believes that attracting, recruiting and retaining a diverse team at the Board level will enhance Company's reputation and help the Company in furtherance of its objectives. Your Company has over the years been fortunate to have eminent people from diverse fields as Directors on its Board. The Company believes that a truly diverse Board leverages differences in thought, perspective, knowledge, skill, regional and industry experience,



cultural and geographical background, age, ethnicity and gender that will help the Company retain its competitive advantage.

The Company's Policy on Board Diversity, formulated and adopted in terms of Regulation 19 read with Part D of Schedule II of Listing Regulations sets out its approach to diversity. This policy aims to address the importance of a diverse Board in harnessing the unique and individual skills and experiences of the members in a way that collectively benefits the organisation and business as a whole. The said Policy makes the Nomination and Remuneration Committee of the Company responsible for monitoring and assessing the composition and performance of the Board, as well as identifying appropriately qualified persons to occupy Board positions.

The Board Diversity Policy of the Company is available on our website at <https://www.centuryply.com/codes-policies/Board-Diversity-Policy.pdf>.

Moving beyond the Board, the Company also believes and puts into practice the fact that diversity and inclusion at workplace helps nurture innovation, by leveraging the variety of opinions and perspectives coming from employees of diverse age, gender and ethnicity.

## **WHISTLE BLOWER POLICY/ VIGIL MECHANISM**

The Company has adopted a vigil mechanism/ whistle blower policy as required under Section 177 (9) and (10) of the Companies Act, 2013 read with the relevant Rules, Regulation 22 of the SEBI Listing Regulations and SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended. The Policy provides a mechanism for Directors and Employees to report their genuine concerns or grievances, about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The Policy is designed to ensure that whistle blowers may report genuine concerns without fear of retaliation. It lays emphasis on the integrity at workplace and in business practices, honest and ethical personal conduct, diversity, fairness and respect. During the year under review, there was no change in the Company's Whistle Blower Policy. The said policy is available on the Company's website at: <https://www.centuryply.com/codes-policies/Vigil-Mechanism-Policy-CPIL.pdf>.

Your Company encourages honesty from and among its Employees and promotes 'zero tolerance' towards corruption, illegal and unethical behaviour. Your Company's Whistle Blower Policy/ Vigil mechanism provides a channel to the Employees and Directors of the Company to report genuine concerns about unethical behaviour, actual or suspected incidents of fraud or instances of leakage/suspected leakage of unpublished price sensitive information or violation of the Company's Code of Conduct and/ or the Insider Trading Code adopted by the Company. The Policy also provides complete confidentiality of the matter so that no unfair treatment is meted out to the Whistle Blower for reporting any concern. The Policy provides that the Vigilance and Ethics Officer of the Company investigates such incidents, when reported, in an impartial manner and

takes appropriate action to ensure that requisite standards of professional and ethical conduct are always upheld. The Audit Committee oversees the implementation of the Whistle Blower Policy which provides for direct access to the Chairman/ CEO/ Chairman of the Audit Committee in exceptional cases.

During the Financial Year ended 31st March, 2024, no case was reported under this policy. Further, no employee or Director was denied access to the Audit Committee or its Chairman.

## **RISK MANAGEMENT POLICY**

The constantly evolving landscape of risks necessitates that every organization establish a robust risk management process to address multi-dimensional risks proactively and comprehensively. At Centuryply, we integrate risk management into our day-to-day decision-making processes across various functions and foster a culture that is aware of risks, yet balanced in its approach to opportunities. We continually assess risks and opportunities to ensure that our business strategy remains aligned with both internal and external environments. Our robust risk-management framework facilitates informed and responsible risk-taking through systematic and proactive identification, assessment, treatment, monitoring and reporting of risks. The Board and senior management provide strong oversight for the entire risk management program. Your Company's policy on Risk Management is designed to minimise the adverse consequence of risks on business objectives of the Company. The Risk Management Policy articulates the Company's approach to address uncertainties in its endeavours to achieve its stated and implicit objectives. Risk Management is an attempt to identify and then manage threats that could severely impact or bring down the organisation.

We have a structured risk management process, which is overseen by the Risk Management Committee. The Company's Risk Management Committee is entrusted with the responsibility to frame, implement and monitor the risk management plan for the Company. The Committee also monitors and reviews the risk management plan and ensures its effectiveness. The Board is kept informed about the risk assessment and minimization procedures. The risk management framework is reviewed periodically by the Board and the Audit Committee. The Audit Committee has additional oversight in the area of financial risks and controls. The major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

The development and implementation of Risk Management Policy has been covered in the Management Discussion and Analysis, which forms part of this report.

## **POLICY ON PREVENTION OF SEXUAL HARASSMENT**

Our company prides itself on being an equal opportunity employer, adhering to a gender-neutral approach in both recruitment and task allocation. We are steadfast in our commitment to cultivating a workplace culture where every individual, irrespective of gender, is empowered to work with confidence, knowing they will be treated with the utmost



dignity, respect, and shielded from any form of harassment. The Company has adopted a Policy on Prevention of Sexual Harassment in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder to counter any potential harassment or discrimination against women, resulting in their economic empowerment and inclusive growth. All employees (permanent, contractual, temporary, trainees) are covered under the said Policy.

The Policy serves as a guide for employees to report sexual harassment cases at workplace and our process ensures complete anonymity and confidentiality of information. The said Policy is available on your Company's website, [www.centuryply.com](http://www.centuryply.com). The Company continuously invests in enhancing the awareness on the Policy across its workforce. Further, the Company has complied with the provisions relating to constitution of Internal Complaints Committee under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to redress complaints received on sexual harassment. The ICC comprises of internal members and an external member who has extensive experience in this field. Adequate workshops and awareness programme against sexual harassment are conducted across the organization. Aggrieved women may report complaints to the ICC formed for this purpose or to any member thereof or to the location head, who is also a member of the ICC.

During the year, no complaint regarding sexual harassment was received.

## **DIVIDEND DISTRIBUTION POLICY**

Your Company is deeply committed to driving superior value creation for all its stakeholders. It continuously focuses on sustainable returns, through an appropriate capital strategy for both medium term and longer term value creation.

Pursuant to Regulation 43A of Listing Regulations, the Board of Directors of the Company has formulated and adopted a progressive and dynamic Dividend Distribution Policy, keeping in view the immediate as well as long term needs of the business. The same has been appended as Annexure '6' to this Report and is also available on the Company's website at: <https://www.centuryply.com/codes-policies/CPIL-Dividend-Distribution-Policy.pdf>.

The intent of the Policy is to broadly specify the parameters (internal, external, financial, etc.) that the Company would take into consideration for the purpose of ascertaining the amount of dividend to be declared. Our dividend distribution policy is aimed at sharing prosperity with shareholders subject to maintaining an adequate chest for liquidity and growth. The Policy sets out the circumstances and different factors for consideration by the Board at the time of taking a decision on the distribution or retention of profits, in the interest of providing transparency to the Shareholders. The Policy, inter alia, specifies the external and internal factors including financial parameters that need to be considered while declaring dividend and the circumstances under which the shareholders of the Company may or may not expect dividend.

## **POLICY FOR DETERMINING MATERIALITY OF EVENTS/ INFORMATION**

The Company's Policy for determination of materiality of events/information has been designed to promote transparency and ensures that the stakeholders are informed regarding the major and material events of the Company. The objective of this policy is to put in place a framework for the disclosure of events and information to the stock exchanges, in line with the requirements prescribed under Regulation 30 of the Listing Regulations and to ensure that such information is disclosed to the Stock Exchanges in a timely and transparent manner. Pursuant to the amendments in Listing Regulations, the Policy was revised and adopted by the Board of Directors of the Company at its meeting held on 4th August, 2023. The Policy is available on the Company's website at <https://www.centuryply.com/codes-policies/CPIL-Policy-for-Determination-of-Materiality.pdf>.

## **OTHER POLICIES**

Policy on 'Material Subsidiaries', Policy on Corporate Social Responsibility and Business Responsibility Policy has been discussed elsewhere in this Report. Policy on Materiality of and dealing with Related Party Transactions, Policy for Preservation of Documents, Archival Policy and Anti-Bribery and Anti-Corruption Policy are some of the other policies formulated and adopted by the Board pursuant to the requirement of Listing Regulations. These policies may be accessed on the Company's website, [www.centuryply.com](http://www.centuryply.com).

## **CODE OF CONDUCT**

Your Company has a documented Code of Conduct for members of its Board and for Senior Management Personnel. It is in alignment with Regulation 17(5) of the Listing Regulations and details thereof have also been included in the Corporate Governance Report forming part of this Annual Report. The Code entails our values of maintaining integrity at workplace and in business practices, honest and ethical personal conduct, diversity, fairness and respect and avoidance of practices like bribery and corruption. The Code intends to follow an ethical and transparent process in managing the affairs of the Company and thereby reinforces the trust and confidence reposed in the Management of the Company by all its stakeholders. The Code of Conduct can be accessed at the website of the Company at <https://www.centuryply.com/codes-policies/Code-of-Conduct-for-Directors-and-Senior-Management-Executives.pdf>

All members of the Board and Senior Management Personnel have affirmed compliance with the 'Code of Conduct for Directors and Senior Management Personnel' for the financial year 2023-24. A declaration to this effect signed by the CEO & Managing Director is annexed in the Corporate Governance Report.

The Senior Management of the Company have made disclosures to the Board confirming that there are no material financial and/or commercial transactions between them and the Company that could have potential conflict of interest with the Company at large.

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

In compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has instituted a 'Code of Conduct to regulate, monitor and report trading by Designated Persons', which advises them on procedures to be followed and disclosures to be made while dealing in shares of the Company and cautions them on the consequences of violations. No violations have been reported during the year. This Code is applicable to all the Promoters, Directors and such other persons defined as designated persons as well as to their immediate relatives as well.

The key objective of the Code is to protect the interest of shareholders at large, prevent misuse of any unpublished price sensitive information and promote transparency and fairness in dealings in the securities of the Company. The Code prohibits and deters the Promoters, Directors of the Company and other specified employees and their relatives from dealing in the securities of the Company on the basis of any unpublished price sensitive information available to them by virtue of their position in the Company. The Code was amended on 5th August, 2024 and is available on the website of the Company, [www.centuryply.com](http://www.centuryply.com). The Company Secretary of the Company acts as the Compliance Officer for the purpose of the aforesaid Code to inter-alia monitor adherence to the SEBI (Prohibition of Insider Trading) Regulations, 2015.

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

The Designated Persons of the Company have provided annual disclosure of their shareholding and other information in the format prescribed in the Code.

## **CORPORATE SOCIAL RESPONSIBILITY**

Embedded within our ethos of good corporate citizenship, our Company is deeply committed to enhancing the quality of life within the communities where we operate, with a particular focus on local areas. We recognize the importance of fostering sustainable development and long-term stakeholder value creation. Therefore, we prioritize the interests of our key stakeholders, including communities, especially those from socially and economically disadvantaged groups, the underprivileged, and marginalized populations. Our Company has a longstanding tradition of philanthropy and community service, reflected in our proactive initiatives under Corporate Social Responsibility (CSR). Even prior to its mandate under the Companies Act, 2013, we have been steadfast in our dedication to making a positive impact on society through our CSR endeavors. We treat CSR not as an obligation but as the very core of why business exists – to eventually share the wealth for the prosperity of our communities. The CSR activities of

the Company encapsulate a large gamut of social activities including promoting education, including special education and livelihood projects, creating employability, enabling access to quality primary health care services, disaster relief measures and environmental protection, with an emphasis on local areas around our business operations.

Pursuant to Section 135 of the Companies Act, 2013 read with Schedule VII thereof and Rules made thereunder, the Company has undertaken CSR activities, projects and programs primarily in the field of Education and Skill Development, Health and Wellness, Environmental Sustainability, participating in relief operations during natural disasters, while also pursuing CSR activities for the benefit of the local community in the States in which it operates. During the year, the total CSR expenditure incurred by your Company was ₹955.72 Lac which was higher by ₹59.08 Lac than that statutorily required to be spent. The Company also has an amount of ₹7.61 Lac and ₹54.77 Lac resulting out of excess spending in FY 2021-22 and FY 2022-23 respectively, available for set off in succeeding financial years. The excess spending of ₹71.03 Lac pertaining to FY 2020-21 was not set-off in succeeding three financial years and accordingly stood lapsed.

In terms of Rule 4(5) of the Companies (Corporate Social Responsibility Policy) Rules, 2014, Sri Arun Kumar Julasaria, Chief Financial Officer of the Company certified that the Corporate Social Responsibility expenditure made during the year 2023-24 has been utilised for the purpose and in the manner as approved by the Board.

Composition of CSR Committee of your Company, attendance at the said Meeting, terms of reference of the CSR Committee and other relevant details has been provided in the Corporate Governance Report forming part of the Annual Report. The CSR Committee has confirmed that the implementation and monitoring of CSR Policy is in conformity with CSR objectives and policy of the Company and in compliance with Section 135 of the Companies Act, 2013.

Your Company's Policy on Corporate Social Responsibility can be accessed on the Company's website at <https://www.centuryply.com/codes-policies/Policy-on-Corporate-Social-Responsibility.pdf>. The Company's CSR Policy statement and annual report on the CSR activities undertaken during the financial year ended 31st March, 2024, in accordance with Section 135 of the Act and Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is set out in Annexure '7' to this Report.

## **BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT**

Your Directors have provided Business Responsibility and Sustainability Report for the FY 2023-24, which is mandatory for the top 1000 companies by market capitalization in terms of Regulation 34(2) of the Listing Regulations. The Company's Business Responsibility and Sustainability Report describing the initiatives taken by the Company from an environmental, social and governance perspective is appended as Annexure '8' to this Annual Report. The Report is aligned with National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business released by Ministry of Corporate

Affairs. It is designed to enable Members to take well-informed decisions and to have a better understanding of the Company's long term vision.

As a publicly listed company, we recognize that our accountability extends beyond our shareholders' interests in terms of revenue and profitability. We acknowledge our responsibility to the broader society, which is also a stakeholder in our operations. At Centuryply, we are committed to enhance value for our stakeholders together with economic and social well-being of the society and minimising the direct and indirect adverse impact of our operations on the environment. The Business Responsibility and Sustainability Report is one of the avenues to communicate the Company's obligations and performance to all its Stakeholders. In response to evolving business dynamics, we have established a structured ecosystem to confront emerging challenges and capitalize on new opportunities, all while contributing to a more sustainable world. Sustainable development is deeply ingrained in our business strategy. Centuryply takes pride in its commitments towards protecting the environment, delivering on its social responsibilities and good governance. The Company has always believed in the power of partnerships to unlock long-term value for its stakeholders, in a responsible manner. Your Company, as a responsible corporate citizen, recognizes that ethical conduct in all its functions and processes is the cornerstone of a responsible business. Your Company, through its various sustainability initiatives, focusses on creation of a future ready organisation, which can pre-empt imminent challenges and address the needs of all stakeholders. In view of the recent changes in the Listing Regulations, the Business Responsibility Policy was restructured into Business Responsibility and Sustainability Policy and the same can be accessed at [https://www.centuryply.com/codes-and-policies/BRS-Policy\\_CenturyPly.pdf](https://www.centuryply.com/codes-and-policies/BRS-Policy_CenturyPly.pdf). The focus is on developing and integrating a detailed sustainability vision into its long-term strategic plan in a way that creates lasting value for its stakeholders while also building public trust. This is premised on striking a proper balance between economic, social and environmental performance in dealings with various stakeholders, thereby ensuring sustainable development for the Company.

## MISCELLANEOUS

### ANNUAL RETURN

The Annual Return as required under Section 134(3)(a) and Section 92(3) of the Companies Act, 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is available on the Company's website at <https://www.centuryply.com/investor-information/cpil-annual-return/MGT-7.pdf>.

### SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS / COURTS / TRIBUNALS

There were no significant and material orders passed by the Regulators or Courts or Tribunals during the year impacting the going concern status and the operations of the Company in future.

## COMPLIANCE WITH SECRETARIAL STANDARDS AND INDIAN ACCOUNTING STANDARDS

The Company is in compliance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) and approved by the Central Government under Section 118(10) of the Companies Act, 2013. In the preparation of the Financial Statements, the Company has also applied the Indian Accounting Standards (Ind AS) specified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015.

## CREDIT RATING

The Company has obtained a credit rating for its Borrowing Programme viz. Long-term/Short-term, Fund based/Non-fund based Facility limits from ICRA Limited. The details of Credit Ratings are disclosed in the Corporate Governance Report, which forms part of the Annual Report.

## GREEN INITIATIVES IN CORPORATE GOVERNANCE

Your Company supports and welcomes the 'Green Initiative' undertaken by the Ministry of Corporate Affairs, Government of India, permitting electronic dissemination of notices, Annual Report and other communications through email to Members whose email IDs are registered with the Company/Depository Participant(s). Your Company sends notices, Annual Report and other communications through email to Members whose email IDs are registered with the Company/ Depository Participant(s).

In line with the Circulars issued by MCA and SEBI, the Company had circulated Notices and Annual Report of the Company for the financial year ended 31st March, 2023 only through email to all those Shareholders who had registered their email address for the said purpose. With reference to the relaxation provided by MCA and SEBI, Companies have been dispensed with the printing and dispatch of Annual Reports to Shareholders. Hence, the Annual Report of the Company for the Financial Year ended 31st March, 2024 would also be sent only through e-mail to the Shareholders. Members can access all the documents relating to Annual General Meeting from the Company's website at [centuryply.com/investors-new/investor-information](https://www.centuryply.com/investors-new/investor-information).

We would greatly appreciate and encourage Members who have not yet registered their e-mail address to register their e-mail address with their Depository Participant in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically. Members requiring physical copies can send a request to the Company.

## HUMAN RESOURCE DEVELOPMENT & INDUSTRIAL RELATIONS

At Centuryply, we believe our people are our most important capital. It is our constant endeavour to maximise our value proposition for them and strengthen our global human capital management. To ensure this, concerted efforts are directed

towards building a safe and stimulating work environment. This also empowers employees from diverse backgrounds realise their full potential. Our people are central to our mission. Centuryply fosters an inclusive and diverse work environment and a culture of high performance. This builds accountability and ownership, supports creative thinking and ensures continuous innovation.

During the year under review, your Company has been officially certified as a "Great Place to Work". This esteemed certification acknowledges organizations that create an outstanding employee experience. It also reflects on the credibility of the Management, Respect for people, fairness at workplace, pride and camaraderie among people. It serves as a testament to our ongoing efforts in cultivating a work environment that nurtures innovation, fosters respect and promotes professional development.

The cornerstone of our Company's Human Resource management philosophy lies in empowering employees to enhance productivity, efficiency and their integral role within the organization. We are dedicated to fostering a collaborative work environment that prioritizes learning and growth, enabling employees to reach their full potential. We strive to strike a harmonious balance between achieving business objectives and nurturing our talent pool to fortify the organization's competitive edge. Our unwavering focus remains on ensuring that we have the right individuals equipped with the requisite skills to drive value for the business. The industrial relations have largely remained positive across all locations. The enthusiasm and unwavering dedication of our employees have enabled our Company to maintain a leading position within the industry and consistently surpass lofty targets.

The Company's cloud-based HR portal 'Sampoorna' powered by 'HONO' facilitates end-to-end HR functioning including payroll and appraisals and is integrated with the Company's present ERP system. The Company's intranet portal 'Centurion' continues to serve as an interactive platform, bringing employees together and closer to the management besides keeping them informed of the happenings in the Company. Besides this, the 'Centurion Help-desk', a Whatsapp group, also facilitates time bound resolution of employee grievances.

The Company has a robust performance evaluation process through which individual goals are aligned to organizational goals so that individuals and the organisation grow in tandem. In our quest to remain robust and competitive in people processes your Company in partnership with Mercer Mettl introduced Psychometric Assessments for lateral hiring at various levels.

Recognizing the pivotal role of employee well-being in sustaining our top-tier business performance, we prioritize the creation of a collaborative, inclusive, non-discriminative and safe work culture. Our commitment to providing equal opportunities to all employees underscores our belief that such an enabling environment is paramount for delivering value to our customers, shareholders, and communities.

Long-service award are being organised to recognize the loyalty and commitment of employees. Performance recognition through initiatives like representation on the Company's

monthly merit board, 'Sarvada Sarvottam Ambassadors' and 'Star Centurion' are also being carried out on a regular basis. All these initiatives coupled with quick grievance resolution mechanisms have enabled the Company to create a highly motivated pool of professionals and skilled workforce that share a passion and vision of the Company.

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

Information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, is set out in the Annexure '9' to this report.

## **PROCEEDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016**

There are no proceedings, either filed by the Company or against the Company, pending under the Insolvency and Bankruptcy Code, 2016 as amended, before the National Company Law Tribunal or other Courts as on 31st March, 2024.

## **ONE TIME SETTLEMENT OF LOANS TAKEN FROM BANKS/ FINANCIAL INSTITUTIONS**

The Company serviced all the debts and financial commitments as and when they became due and no settlements were entered into with the bankers.

## **COST AUDIT**

Maintenance of cost records and the requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable for the business carried out by the Company.

## **INVESTOR EDUCATION AND PROTECTION FUND**

As per the provisions of Sections 124 and 125 of the Companies Act, 2013 ("Act") read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, read with the relevant circulars and amendments thereto, ("IEPF Rules"), dividend, if not claimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF").

Further, pursuant to the provisions of Section 124(6) of the Act, read with IEPF Rules, all shares on which dividend for seven or more consecutive years have remained unclaimed, are required to be transferred to the demat account of IEPF Authority. The said requirement however does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority restraining any transfer of the shares.

In view of the above, the Company has during the year under review, transferred to IEPF ₹2,86,935 /- in respect of Members whose dividend were unpaid/ unclaimed for the Financial Year 2015-16 (Interim dividend). Further, your Company has also



transferred 15,725 shares held by 24 shareholders to the demat account of IEPF authority. To date, on this account, a total of 114264 shares held by 447 shareholders have been transferred by the Company to the IEPF authority.

The Company had communicated to all the concerned shareholders individually whose shares were liable to be transferred to IEPF, requesting the shareholders to claim their dividends in order to avoid the transfer of shares/dividend to the IEPF. The Company had also given newspaper advertisements, before making such a transfer. In accordance with the provisions of IEPF Rules, the Company has also placed on its website [www.centuryply.com](http://www.centuryply.com), information on dividends which remain unclaimed with the Company as on the date of close of financial year. The information is also available on the website of the Ministry of Corporate Affairs.

Members are requested to note that the unclaimed dividend amount for the Financial Year ended 31st March, 2017 will be due for transfer to IEPF on 1st October, 2024. In view of this, the Shareholders who have not claimed the dividend for this period and for subsequent periods, are requested to lodge their claim with the Company.

Members are requested to note that, both the unclaimed or unpaid dividend and corresponding shares transferred to the IEPF including all benefits accruing on such shares, if any, can be claimed back from IEPF Authority by submitting an online application in web Form No. IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same, duly signed, to the Company, along with requisite documents enlisted in the said form. For detailed procedure, shareholders may refer Rule 7 of the IEPF Rules.

In accordance with the IEPF Rules, the Board of Directors have appointed Sri Sundeep Jhunjhunwala, Company Secretary of the Company, as the Nodal Officer for the purpose of co-ordination with the IEPF Authority.

## ANNEXURES

### Annexures forming part of this Board's Report

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

Annexure	Particulars
1	Statement containing salient features of the financial statements of subsidiaries/ associate companies/ joint ventures
2	Details of Loans, Guarantees and Investments
3	Secretarial Audit Report
4	Particulars of Employees and Managerial Remuneration
5	Remuneration Policy
6	Dividend Distribution Policy

Annexure	Particulars
7	Report on Corporate Social Responsibility
8	Business Responsibility and Sustainability Report
9	Particulars of conservation of energy, technology absorption and foreign exchange earnings and outgo

## APPRECIATIONS AND ACKNOWLEDGEMENTS

The Directors appreciate and value the contribution made by every member of the Centuryply family. Our consistent growth has been possible by their commitment, solidarity, dedication and the tireless efforts. To them goes the credit for the Company's achievements and realization of new performance milestones.

The Board conveys its appreciation to the Banks, Central and State Governments and their Departments, the Local Authorities, Securities and Exchange Board of India, BSE Ltd., National Stock Exchange of India Ltd. and other Regulatory bodies for their continued guidance and support and look forward to their continued assistance in future.

Your Directors express their appreciation for the co-operation and support given to the Company by its vendors, dealers, business associates, consultants, bankers, financial institutions, auditors, solicitors and other stakeholders during the year. The trust and confidence reposed by the customers in the Company and its products is especially cherished. The Company looks upon them as partners in its progress and has shared with them the rewards of growth.

Your Directors extend their sincere gratitude to the front-line workers and the exceptionally talented employees of Centuryply, whose dedication and expertise have been instrumental in propelling our Company to new heights year after year. They also express their heartfelt appreciation for the invaluable contributions made by employees at every level, commending their exceptional competence, unwavering dedication, and steadfast commitment to the success of our Company.

Finally, the Directors wish to place on record their special appreciation to the valued Shareholders of the Company for their unstinted support towards fulfilment of its corporate vision.

For and on behalf of the Board of Directors

**Sajjan Bhajanka**  
(DIN: 00246043)

Kolkata, 5th August, 2024 *Chairman & Managing Director*



# Annexure I Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)  
Statement containing salient features of the financial statement of subsidiaries/ associate companies/ joint ventures

## Part "A" : Subsidiaries

Sl. No.	Particulars	Name of Subsidiaries										Step-Down Subsidiaries						
		Auro Sundram Ply & Door Pvt. Ltd.	Century MDF Ltd.	Ara Suppliers Pvt. Ltd.	Ariham Sales Pvt. Ltd.	Adonis Vyaper Pvt. Ltd.	Apnapan Vinyog Pvt. Ltd.	Century Infotech Panels Ltd.	Century Infra Ltd.	Century Ports Ltd.	Pacific Plywoods Pvt. Ltd.	Century Gabon SUARL	Century Ply (Singapore) Pte. Ltd.	Century Ply Laos Co. Ltd.	Century Huesoulin Plywood Lao Co. Ltd.	Century Plywood Adhesives & Chemicals Ltd.		
1	The date since when subsidiary was acquired	20-12-2006	20-06-2012	28-07-2014	28-07-2014	28-07-2014	28-07-2014	19-05-2015	19-02-2020	30-12-2021	20-04-2022	08-08-2023	10-01-2019	02-12-2014	14-10-2015	28-08-2017	28-01-2020	01-10-2022
2	Reporting period	31/03/24																
3	Reporting currency	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
4	Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	-	-	-	-	-	-	-	-	-	-	-	0.14	82.87	82.87	82.87	-	-
5	Share Capital	100.00	430.00	177.76	177.76	177.76	177.76	499.50	14,500.00	3,276.00	55.00	460.00	2,178.11	8,179.87	24.32	419.17	116.99	5.00
6	Reserves & Surplus	2,574.79	(79.36)	(12.75)	(11.25)	(11.55)	(11.48)	(496.55)	(544.81)	1,448.91	(9.36)	(44.92)	186.11	(7,985.64)	(3,664.44)	(3,819.31)	(325.15)	-
7	Total Assets	6,760.97	910.70	165.38	166.88	166.58	166.65	3.19	95,553.65	12,062.50	1,422.75	1,214.11	3,269.84	199.28	879.08	1,142.86	87.54	625.24
8	Total Liabilities	4,086.18	560.06	0.37	0.37	0.37	0.37	0.24	81,598.46	7,337.59	1,377.11	799.03	905.62	5.05	4,519.20	4,543.00	295.70	620.24
9	Investments <sup>^</sup> (except investments in subsidiaries)	-	-	153.13	153.13	153.13	153.13	-	-	-	-	-	-	-	-	-	-	-
10	Turnover	13,726.49	-	-	-	-	-	-	123.64	9,919.68	-	5.60	3,552.23	-	-	-	-	-
11	Profit/ (Loss) before Tax	(190.21)	(45.14)	(1.27)	(1.17)	(1.21)	(1.21)	(3.43)	(494.53)	499.93	(0.53)	(20.99)	273.18	(42.87)	(36.96)	(21.96)	(1.49)	-
12	Provision for Tax	(21.95)	-	-	-	-	-	-	-	192.45	-	-	-	-	-	-	-	-
13	Profit/ (Loss) after Tax	(168.26)	(45.14)	(1.27)	(1.17)	(1.21)	(1.21)	(3.43)	(494.53)	307.48	(0.53)	(20.99)	273.18	(42.87)	(36.96)	(21.96)	(1.49)	-
14	Proposed Dividend	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
15	Percentage of Shareholding	51.00	100.00	80.00	80.00	80.00	80.00	99.99	100.00	100.00	100.00	100.00	100.00	90.68	90.00	51.00	100.00	100.00

<sup>^</sup> Includes investments in property

## Other Information

- Names of subsidiaries which are yet to commence operations as on 31st March, 2024 - Century MDF Ltd., Century Ports Ltd. and Century Adhesives & Chemicals Ltd.
- Names of subsidiaries which have been liquidated or sold during the year - None

## Part "B" : Associates and Joint Ventures

The Company does not have any Associate or Joint Venture.

For and on behalf of the Board of Directors

**Seijan Bhajanka**  
Chairman & Managing Director  
DIN:00246043

**Sanjay Agarwal**  
CEO & Managing Director  
DIN:00246132

**Arun Kumar Julasaria**  
Chief Financial Officer

**Sundeep Jhunjhunwala**  
Company Secretary

Kolkata, 24th May, 2024

## Annexure -2

Details of loans, guarantees and investments made during the year ended  
31st March, 2024

Name of the entity	Relation	Amount (₹ in Lac)	Particulars of Loans, Guarantees and Investments	Purpose for which the Loan, Guarantee and Investment are proposed to be utilised
Century Panels Ltd. <sup>#</sup>	Subsidiary	39475.00	Loan given at market rates and received back part thereof	Business purpose
Century MDF Ltd. <sup>^</sup>	Subsidiary	635.00	Loan given at market rates and received back part thereof	Business purpose
Century Ports Ltd. <sup>^ ^</sup>	Subsidiary	1353.00	Loan given at market rates and received back part thereof	Business purpose
Pacific Plywoods Pvt. Ltd. <sup>^ ^</sup>	Subsidiary	778.00	Loan given at market rates and received back part thereof	Business purpose
Century Infra Limited <sup>^ ^</sup>	Subsidiary	45.00	Loan given at market rates and received back part thereof	Business purpose
Century Gabon SUARL <sup>*@</sup>	Subsidiary	300.04	23107 Equity Shares allotted	Business purpose
Century Infra Limited <sup>**@</sup>	Subsidiary	3,271.00	32,71,00,000 Equity shares allotted	Business purpose
Pacific Plywoods Pvt. Ltd. <sup>@</sup>	Subsidiary	460.00	46,00,000 Equity Shares purchased	Business purpose
Century Panels Ltd. <sup>^ ^</sup>	Subsidiary	60,000.00	Corporate Guarantee given	Business purpose
Century Ports Ltd. <sup>^ ^</sup>	Subsidiary	8,000.00	Corporate Guarantee given	Business purpose
Dalavaipuram Renewables Pvt. Ltd. <sup>@</sup>	Other	266.22	26,62,202 Equity Shares purchased	Business purpose
Channel Financing to Dealers & Distributors <sup>\$</sup>	Other	190.00	Guarantee	Channel Financing

(The loanees have not made any investments in the shares of the Company)

@ For more details on investments, refer note no. 4 of the financial statements

# Maximum amount due at any point of time during the year; Year end balance: ₹39458.20 Lac.

^ Maximum amount due at any point of time during the year; Year end balance: ₹520 Lac.

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

\* Allotment is made against Share Application money of ₹148.75 Lac received during the FY 2023-24 and ₹151.29 Lac received in FY 2022-23

\*\* Pursuant to the Scheme of Arrangement, the Container Freight Station Services Undertaking has been transferred from Century Plyboards (India) Limited (CPIL) to Century Infra Limited (CIL) as a going concern on Slump Sale basis and in consideration whereof, CIL issued and allotted Equity Shares to CPIL.

\$ Maximum amount due at any point of time during the year; Year end balance: ₹117.06 Lac.

For and on behalf of the Board of Directors

**Sajjan Bhajanka**  
(DIN: 00246043)

Chairman & Managing Director

Kolkata, 5th August, 2024

Annexure -3  
Form no. MR-3  
Secretarial Audit Report

**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024**

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

To  
The Members,  
**CENTURY PLYBOARDS (INDIA) LIMITED**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **CENTURY PLYBOARDS (INDIA) LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit and considering the relaxations granted by Ministry of Corporate Affairs and Securities and Exchange Board of India, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 2024 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on 31st March, 2024 to the extent applicable, according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 and Rules made thereunder;
- iii) The Depositories Act, 1996 and Regulations and Bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct investment and External Commercial Borrowings;
- v) The Regulations and Guidelines prescribed under the Securities & Exchange Board of India Act, 1992 ("SEBI Act") or by SEBI, to the extent applicable:

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) 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
- d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
- e) The Securities and Exchange Board of India (Issue and listing of Non-convertible Securities) Regulations, 2021
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018
- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- vi) Other than fiscal, labour and environmental laws which are generally applicable to all manufacturing/trading companies, the following laws/acts are also, inter alia, applicable to the Company:
  - a) The Indian Forest Act, 1927;
  - b) The Water (Prevention and Control of Pollution) Act, 1974;
  - c) The Air (Prevention and Control of Pollution) Act, 1981
  - d) The West Bengal Forest (Establishment and Regulation of Saw – Mills and other Wood based Industries) Rules, 1982;
  - e) The Environment (Protection) Act, 1986 and rules thereunder;
  - f) The Petroleum Act, 1934 and the Petroleum Rules, 2002;
  - g) The Legal Metrology Act, 2009 and rules made thereunder;

- h) The Hazardous and other Wastes (Management and Transboundary Movement) Rules, 2016
- i) The Insecticides Act, 1968 and the Insecticides Rules, 1971.

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

- a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- b) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We further report that

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c) None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes.

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

We further report that during the period under review, the Company has passed the following special resolutions:

- i. To re-appoint Shri Prem Kumar Bhajanka (DIN: 00591512) as a Managing Director of the Company for a period of five years from 1st August, 2023 to 31st July, 2028;
- ii. To re-appoint Shri Vishnu Khemani (DIN: 01006268) as a Managing Director of the Company for a period of five years from 1st August, 2023 to 31st July, 2028;
- iii. To re-appoint Shri Amit Kiran Deb (DIN: 02107792) as an Independent Director of the Company for the second term of five years from 1st October, 2023 to 30th September, 2028;
- iv. To revise the remuneration of Shri Rajesh Kumar Agarwal (DIN: 00223718) as an Executive Director of the Company w.e.f. 1st April, 2023 for the remaining tenure of his current appointment;
- v. To re-appoint Shri Naresh Pachisia (DIN: 00233768) as an Independent Director of the Company for the second term of five years from 1st April, 2024 to 31st March, 2029;
- vi. To re-appoint Shri Rajesh Kumar Agarwal (DIN: 00223718) as an Executive Director of the Company for a period of five years from 9th February, 2024 to 8th February, 2029.

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

**For MKB & Associates**  
*Company Secretaries*

Firm Reg No: P2010WB042700

**Manoj Kumar Banthia**  
*Partner*

Membership no. 11470

COP no. 7596

Peer Review Certificate No.:1663/2022

Date: 5th August, 2024

UDIN: A011470F000854543

Place: Kolkata

## Annexure- 1

To  
The Members,

**CENTURY PLYBOARDS (INDIA) LIMITED**

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our 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. 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.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For MKB & Associates**

*Company Secretaries*

Firm Reg No: P2010WB042700

**Manoj Kumar Banthia**

*Partner*

Membership no. 11470

COP no. 7596

UDIN: A011470F000854543

Date: 5th August, 2024

Place: Kolkata



## Annexure- 4

## Particulars of Employees

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

Name	Designation	Qualification	Nature of Employment	Nature of duties	Age (Years)	Date of Joining	Experience (Years)	Remuneration received (₹ in Lac)	Previous Employment	Designation at Previous Employment	Relationship with Director/ Manager	BOARD'S REPORT				MANAGEMENT DISCUSSION AND ANALYSIS				CORPORATE GOVERNANCE				FINANCIAL STATEMENTS				
<b>Employed throughout the financial year</b>																												
Sri Ajay Baidawa	Executive Director	B.E. Engg., M.Tech.	Contractual	Production & Project implementation	67	23-Feb-94	42	500.00	Sarda Plywood Industries Ltd.	General Manager	None																	
Sri Prem Kumar Bhajanka	Managing Director	Commerce Graduate	Contractual	Management, administration & production	66	16-Apr-08	44	413.00	Century Panels Pvt. Ltd.	Managing Director	None																	
Sri Sanjay Agarwal	CEO & Managing Director	Commerce Graduate	Contractual	Sales & Marketing	63	5-Jan-82	37	389.00	None	N.A.	Father of Smt. Nikita Bansal																	
Sri Vishnu Khemani	Managing Director	Science Graduate	Contractual	Management, administration & production	72	16-Apr-08	46	374.00	Sharon Veneers Pvt. Ltd.	Managing Director	None																	
Sri Keshav Bhajanka	Executive Director	Graduate (Accounting and Finance)	Contractual	Management, administration, sales, project implementation	35	28-Jan-16	13	289.00	None	N.A.	Son of Sri Sajjan Bhajanka																	
Smt. Nikita Bansal	Executive Director	Graduate (Economics); Minor in Business and Mathematics	Contractual	Management, administration & sales	35	1-Feb-17	13	289.00	None	N.A.	Daughter of Sri Sanjay Agarwal																	
Sri Arun Kumar Julasaria	Chief Financial Officer	Commerce Graduate, FCA, FCS	Permanent	Finance, Taxation, Accounts	62	5-Aug-04	39	276.08	Mani Group	Finance Head	None																	
Sri Sajjan Bhajanka	Chairman & Managing Director	Commerce Graduate	Contractual	Management, administration & finance	72	5-Feb-86	45	200.00	None	N.A.	Father of Sri Keshav Bhajanka																	
Sri Ratan Rajkhowa	Senior President (Mfg.) & Unit Head- Joka	Science Graduate	Permanent	Manufacturing	61	14-Aug-92	38	176.45	Premier Industries Pvt. Ltd.	General Manager	None																	
Sri Ashutosh Jaiswal	President - International Business & Logistics	B. Sc.	Permanent	International Business & Logistics	65	1-Jun-94	45	173.89	M/s. Dutta Exports	Export Executive	None																	
Sri Navarun Sen	President - Panels	PGDM	Permanent	Sales & Marketing	57	1-Nov-13	33	165.41	UNINOR	Circle Business Head	None																	
Sri Shripal Jain	President - Laminates (Mfg.)	M.COM.	Permanent	Manufacturing	63	20-Jan-03	41	150.85	Greenply Industries Ltd.	Commercial Manager	None																	
Sri Ramesh Kumar Agarwal	Executive Director	Graduate (Commerce); Diploma in Computer Science	Contractual	Administration, Logistics, Information Technology & Procurement	54	9-Feb-21	33	147.00	None	N.A.	None																	
Sri Shankho Chowdhury	President - Decoratives	B.A. Honours	Permanent	Sales & Marketing	63	1-Aug-13	35	143.47	Consultancy K	Director	None																	
Sri Y. K. Chaudhry	Unit Head- Cent Ply & Purbanchal	M.E., MBA, LL.B. ACMA, ACS, CALIB, CFA	Permanent	Overall Management of the Unit	63	16-Feb-06	41	140.10	North Eastern Development Finance Corpn. Ltd.	General Manager	None																	
Sri Avtar Singh Bhullar	Senior Vice President- MDF	MBA	Permanent	Sales and Marketing- MDF/PB	58	12-Aug-16	35	124.51	Cera Sanitaryware Ltd.	NSM	None																	
Sri Gaurav Srivastava	National Sales Manager	MBA(PGDBM)- Mktg.- XLRI; B.Tech.- Mechanical- IIT	Permanent	Sales & Marketing	45	9-Sep-22	19	124.31	Bajaj Auto Ltd.	Circle Head	None																	
Sri Vivek Agarwal	Vice President (Operations) & Unit Head- Kandla	M.COM.; MBA	Permanent	Operations	49	1-Apr-08	23	105.37	Century Panels (P) Ltd.	Commercial Manager	None																	
<b>Employed for part of the financial year</b>																												
Sri Martin Alexander Cameron	Head- Production & Quality (MDF)	Diploma-Wood Panel Mfg. & Science	Permanent	MDF- Production & Quality control	58	1-Nov-18	39	273.37	Advance Fiber Limited Thailand	Production Head	None																	
Sri Anup Mangasseri	CEO-Laminates	MBA	Permanent	Managing Sales & Marketing for Laminates division	54	10-Jun-23	29	123.13	Goodyear Tyres	VP Consumer Business	None																	
Sri Dippaman Samanta	Sr.General Manager	B.E.Mechanical	Permanent	Sales; Operations and Customer marketing	53	16-Jun-08	30	102.40	Castrol India Ltd	National Manager - Key Accounts	None																	

## Annexure- 4

### Particulars of Managerial Remuneration

Information required under Section 197 of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Requirements of Rule 5(1)	Details		
(i) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	<b>Executive Directors</b>	<b>Ratio</b>	
	Sri Sajjan Bhajanka	58.67 : 1	
	Sri Sanjay Agarwal	114.11 : 1	
	Sri Prem Kumar Bhajanka	121.15 : 1	
	Sri Vishnu Khemani	109.71 : 1	
	Sri Keshav Bhajanka	84.78 : 1	
	Sri Ajay Baldawa	146.67 : 1	
	Smt. Nikita Bansal	84.78 : 1	
	Sri Rajesh Kumar Agarwal	43.12 : 1	
	<b>Non-Executive Independent Directors</b>	<b>Ratio</b>	
	Sri Amit Kiran Deb	1.17 : 1	
	Sri Debanjan Mandal	1.17 : 1	
	Sri J. P. Dua	1.17 : 1	
	Smt. Ratnabali Kakkar	1.17 : 1	
	Sri Naresh Pachisia	1.17 : 1	
	Sri Probir Roy	1.17 : 1	
	Sri Sunil Mitra	1.17 : 1	
	Sri Vijay Chhibber	1.17 : 1	
	(ii) the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	<b>Executive Directors</b>	<b>Percentage Increase<sup>§</sup></b>
		Sri Sajjan Bhajanka	(53.07)%
Sri Sanjay Agarwal		(8.72)%	
Sri Prem Kumar Bhajanka		(15.06)%	
Sri Vishnu Khemani		(9.40)%	
Sri Keshav Bhajanka		(11.39)%	
Sri Ajay Baldawa		2.93%	
Smt. Nikita Bansal		(11.39)%	
Sri Rajesh Kumar Agarwal		63.33%	
<b>Non-Executive Independent Directors</b>			
Sri Amit Kiran Deb		Nil	
Sri Debanjan Mandal		Nil	
Sri J. P. Dua		Nil	
Smt. Ratnabali Kakkar		Nil	
Sri Naresh Pachisia		Nil	
Sri Probir Roy		Nil	
Sri Sunil Mitra		Nil	
Sri Vijay Chhibber		Nil	
<b>CFO &amp; CS</b>			
Sri Arun Kumar Julasaria (CFO)		107.14%	
Sri Sundeep Jhunjhunwala (CS)	17.28%		
<sup>§</sup> Includes commission on net profit paid to Executive Directors * Comparative figures for the previous year NIL.			

Requirements of Rule 5(1)	Details	
(iii) the percentage increase in the median remuneration of employees in the financial year		12.83%
(iv) the number of permanent employees on the rolls of company (as on 31st March, 2024)		7155
(v) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average percentile increase in salary of non-managerial employees	12.22%
	Average percentile increase in salary of managerial employees	8.17% <sup>§</sup>
	<sup>§</sup> Includes commission on net profit paid to Executive Directors The increment given to each individual employee is based on the employees' potential, experience as also their performance and contribution to the Company's progress over a period of time. The average increase is also an outcome of the Company's performance and its market competitiveness as against its peer group companies.	
(vi) affirmation that the remuneration is as per the remuneration policy of the company	The Company affirms that the remuneration paid during the year ended 31st March, 2024 is as per the Remuneration Policy of the Company.	

*Brackets indicate negative figures*

For and on behalf of the Board of Directors

**Sajjan Bhajanka**

(DIN: 00246043)

*Chairman & Managing Director*

Kolkata, 5th August, 2024

## Annexure- 5

# Remuneration Policy

### 1. Preamble

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

### 2. Aims & Objectives

- 2.1 The aims and objectives of this remuneration policy may be summarized as follows:
- 2.1.1 The remuneration policy aims to enable the company to attract, retain and motivate highly qualified members for the Board and other executive level and to ensure their long term sustainability.
- 2.1.2 The remuneration policy seeks to enable the company to provide a well-balanced and performance-related compensation package, taking into account shareholder interests, industry standards and relevant Indian corporate regulations.
- 2.1.3 The remuneration policy will ensure that the interests of Board members & senior executives are aligned with the business strategy and risk tolerance, objectives, values and long-term interests of the company and will be consistent with the “pay-for-performance” principle.
- 2.1.4 The remuneration policy will ensure that remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

### 3. Principles of remuneration

- 3.1 **Support for Strategic Objectives:** Remuneration and reward frameworks and decisions shall be developed in a manner that is consistent with, supports and reinforces the achievement of the Company’s vision and strategy.
- 3.2 **Transparency:** The process of remuneration management shall be transparent, conducted in good

faith and in accordance with appropriate levels of confidentiality.

- 3.3 **Internal equity:** The Company shall remunerate the board members, KMP and senior management in terms of their roles within the organisation. Positions shall be formally evaluated to determine their relative weight in relation to other positions within the Company.
- 3.4 **External equity:** The Company strives to pay an equitable remuneration, capable of attracting and retaining high quality personnel. Therefore the Company will remain logically mindful of the ongoing need to attract and retain high quality people, and the influence of external remuneration pressures. Reference to external market norms will be made using appropriate market sources, including relevant and comparative survey data, as determined to have meaning to the Company’s remuneration practices at that time.
- 3.5 **Flexibility:** Remuneration and reward offerings shall be sufficiently flexible to meet both the needs of individuals and those of the Company whilst complying with relevant tax and other legislation.
- 3.6 **Performance-Driven Remuneration:** The Company shall entrench a culture of performance driven remuneration through the implementation of the Performance Incentive System.
- 3.7 **Affordability and Sustainability:** The Company shall ensure that remuneration is affordable on a sustainable basis.

### 4. Nomination and Remuneration Committee (NRC)

- 4.1 Members of the Committee shall be appointed by the Board and shall comprise of three or more non-executive directors out of which not less than one-half shall be independent directors.
- 4.2 The Committee shall carry out responsibilities as assigned by the Board, which may include the following.--
- 4.2.1 Recommending/ reviewing remuneration of the Managing Director(s)/ Whole-time Director(s)/ Executive Directors based on their performance and defined assessment criteria; ;
- 4.2.2 formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
- 4.2.3 identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the laid down criteria and recommend to the Board their appointment and removal;

- 4.2.4 Formulating the criteria and specifying the manner for effective evaluation of performance of Board, its Committees and individual Directors including independent directors, reviewing its implementation and compliance and also carrying out of such evaluation either by the NRC or the Board or an independent external agency;
- 4.2.5 recommending to the Board, all remuneration, in whatever form, payable to senior management;
- 4.2.6 recommending whether or not to extend or continue the term of appointment of the Independent Directors, on the basis of the report of performance evaluation of Independent Directors;
- 4.2.7 devising a policy on Board diversity

#### 4.3 The Committee shall:

- 4.3.1 review the ongoing appropriateness and relevance of the remuneration policy;
- 4.3.2 ensure that all provisions regarding disclosure of remuneration, including pensions, are fulfilled;
- 4.3.3 obtain reliable, up-to-date information about remuneration in other companies;
- 4.3.4 ensure that no director or executive is involved in any decisions as to their own remuneration.

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

- 4.4.1 operate the Company's share option schemes (if any) or other incentives schemes (if any) as they apply to. It shall recommend to the Board the total aggregate amount of any grants to employees (with the specific grants to individuals to be at the discretion of the Board) and make amendments to the terms of such schemes (subject to the provisions of the schemes relating to amendment);
- 4.4.2 liaise with the trustee / custodian of any employee share scheme which is created by the Company for the benefit of employees or Directors; and
- 4.4.3 review the terms of executive Directors' service contracts from time to time.

## 5 Procedure for selection and appointment of the Board Members

### 5.1 Board membership criteria

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

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

- 5.1.3. Director should possess the highest personal and professional ethics, integrity and values. They should be able to balance the legitimate interest and concerns of all the Company's stakeholders in arriving at decisions, rather than advancing the interests of a particular constituency.
- 5.1.4. In addition, Directors must be willing to devote sufficient time and energy in carrying out their duties and responsibilities effectively. They must have the aptitude to critically evaluate management's working as part of a team in an environment of collegiality and trust.
- 5.1.5. The Committee evaluates each individual with the objective of having a group that best enables the success of the Company's business.

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

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

## 6. Procedure for selection and appointment of Executives other than Board Members

- 6.1 The Committee shall actively liaise with the relevant departments of the Company to study the requirement for management personnel;
- 6.2 The Committee may conduct a wide-ranging search for candidates for the positions of KMP and SMP within the Company, within enterprises controlled by the Company



or within enterprises in which the Company holds equity, and on the human resources market;

- 6.3 The professional, academic qualifications, professional titles, detailed work experience and all concurrently held positions of the initial candidates shall be compiled;
- 6.4 A meeting of the Committee shall be convened, and the qualifications of the initial candidates shall be examined on the basis of the conditions for appointment of KMP and SMP;
- 6.5 Before the selection of KMP or SMP, the recommendations of and relevant information of the relevant candidate(s) shall be submitted to the Board of Directors;
- 6.6 The Committee shall carry out other follow-up tasks based on the decisions of and feedback from the Board of Directors.

## 7. Compensation Structure

### 7.1 Remuneration to Non-Executive/ Independent Directors:

The Non-executive/ Independent Directors of the Company are paid remuneration by way of sitting fees only for attending the meetings of the Board of Directors and its Committees. The said sitting fees paid to the Non-executive Directors for the Board Meetings and Committee meetings are fixed by the Board and reviewed from time to time in accordance with applicable law.

The Non-Executive/Independent Directors may be paid commission as the Board may approve from time to time on recommendation of the Nomination and Remuneration Committee subject to limits prescribed in the Companies Act, 2013 or Rules made thereunder and approved by the shareholders.

Travelling, fooding & lodging expenses of outstation Non-Executive/Independent Directors for attending Board/Committee meetings shall be borne by the Company.

The Independent Directors shall not be entitled to any stock option of the Company.

Where the annual remuneration payable to a single Non-Executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, then approval of the shareholders by special resolution shall be obtained every year.

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

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

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

In addition to the basic/fixed salary, benefits, perquisites and allowances, the Company may provide for payment to its MDs/ WTD/EDs, such remuneration by way of commission, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board on recommendations made by the Nomination and Remuneration Committee, subject to the overall ceilings stipulated in Section 197 and other applicable provisions of the Companies Act, 2013. The specific amount payable to the MDs/WTD/EDs would be based on their performance.

The fees or compensation payable to Executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if-

- (a) the annual remuneration payable to such Executive director exceeds rupees 5 Crore or 2.5 per cent of the net profits of the Company, whichever is higher; or
- (b) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits (calculated as per section 198 of the Companies Act, 2013) of the Company.

The Nomination and Remuneration Committee shall recommend the remuneration of the KMP/SMP of the Company. The Compensation for the other employees would be guided by the external competitiveness and internal parity and shall be based on the Key Result Areas (KRAs) identified and the achievement thereof. The increments shall usually be linked to their performance as well as performance of the Company. The remuneration structure can be divided into fixed and variable components and can also include issuance of stock options.

## 8. Role of Independent Directors

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

## 9. Approval and publication

- 9.1 This remuneration policy as framed and revised from time to time by the Committee shall be recommended to the Board of Directors for its approval.
- 9.2 This policy shall be placed on the Company's website.
- 9.3 Necessary disclosures in respect of the policy shall be made in the Directors Report in the manner stated in the Companies Act, 2013 or any other statute.

## 10. Supplementary provisions

- 10.1 This Policy shall formally be implemented from the date as may be approved pursuant to a resolution of the Board of Directors.
- 10.2 Any matters not provided for in this Policy shall be handled in accordance with relevant State laws and regulations and the Company's Articles of Association. If this Policy conflict with any laws or regulations subsequently promulgated by the state or with the Company's Articles of Association as amended pursuant to lawful procedure, the relevant state laws and regulations and

the Company's Articles of Association shall prevail, and this Policy shall be amended and submitted to the Board of Directors for review and adoption.

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

## 11. Amendment:

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

## 12. Effective Date:

This Policy is effective from 10th August, 2021.

## Annexure- 6

# Dividend Distribution Policy

### **PREAMBLE**

The shares of Century Plyboards (India) Limited ('the Company') are presently listed on The National Stock Exchange of India Ltd. (NSE) and BSE Ltd. (BSE). Securities Exchange Board of India (SEBI) vide its Notification No. SEBI/LAD-NRO/GN/2016-17/008 dated 8th July, 2016, inserted Regulation 43A in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') mandating the formulation of a Dividend Distribution Policy for the top 500 listed entities based on their market capitalisation calculated on March 31 of every financial year. In compliance with the said Regulation, the Company is required to frame a Dividend Distribution Policy ('the/this Policy') which would aid investors in identifying stocks that match their investment objectives.

### **EFFECTIVE DATE**

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

### **INTENT AND OBJECTIVE**

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

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

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

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

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

### **CATEGORIES OF DIVIDEND AND PROCESS FOR APPROVAL**

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

#### **Final Dividend**

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

#### **Process for approval of Payment of Final Dividend:**

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

#### **Interim dividend**

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

#### **Process for approval of Payment of Interim Dividend:**

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

## DIVIDEND GUIDELINE

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

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

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

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

## RELEVANT FACTORS FOR CONSIDERATION WHILE DECLARING DIVIDEND

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

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

### Internal Factors:-

#### a. Profits earned during the year

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

#### b. Present & future liquidity requirements of the existing businesses

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

#### c. Expansion/Modernization of existing businesses

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

#### d. Brand/ Business Acquisitions

Acquisition of brands and businesses, increasing expenditure on marketing, advertising and brand building

in the long-run will also influence the Board's decision of declaration of dividend.

#### e. Additional investments in subsidiaries/associates of the Company

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

#### f. Fresh investments into external businesses

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

#### g. Cost of borrowings

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

#### h. Obligations towards creditors

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

#### i. Post dividend EPS

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

#### j. Past dividend pay-out

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

### External Factors:-

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

#### a. State of Economy

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

#### b. Capital Markets

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

#### c. Taxation and Statutory Restrictions

The Board shall consider the tax regulations in respect of Dividend distribution together with restrictions imposed by any statute, including the Companies Act, with regard

to declaration of dividend as may be applicable at the time of declaration of dividend. Changes in policies of the Government with respect to dividend may also impact dividend distribution.

### **CIRCUMSTANCES UNDER WHICH THE SHAREHOLDERS MAY OR MAY NOT EXPECT DIVIDEND**

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

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

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

### **DIVIDEND RANGE**

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

subject to an aggregate maximum pay-out of 25% (including applicable tax on dividend distribution) of distributable profit for the particular year.

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

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

### **UTILIZATION OF RETAINED EARNINGS**

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

### **PARAMETERS ADOPTED WITH REGARD TO VARIOUS CLASSES OF SHARES**

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

### **REVIEW AND AMENDMENT**

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



## Annexure- 7

## Annual Report on Corporate Social Responsibility (CSR) Activities

[Pursuant to clause (o) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. Brief outline on CSR Policy of the Company.
- Century Plyboards (India) Ltd. engages in a variety of initiatives with the goal of empowering communities to make an impact in three focus areas of education and skills, health and wellbeing and environmental sustainability. Centuryply has always been conscious of its social responsibilities and the environment in which it operates. The Company has, over the years, contributed substantially for development in the field of health, education, culture and other welfare measures to improve the general standards of living in and around its works. The CSR policy encompasses the Company's philosophy for giving back to society as a corporate citizen. The Company takes up programmes that benefit the communities over a period of time, in enhancing the quality of life & economic well-being of the local populace.
- CSR activities in the Company are carried out by the Company directly and also by way of contribution / donation to Organizations, Specialized Agencies, Trusts and institutions as may be permitted under the applicable laws from time to time.
- The Company recognizes education and health-care as the two main building blocks of any nation and considers the same as priority areas for its CSR activities.

2. Composition of the CSR Committee (as on 31st March, 2024)

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Sri Sajjan Bhajanka	Chairman	1	1
2.	Sri Rajesh Kumar Agarwal	Member	1	1
3.	Sri Probir Roy	Member	1	1

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.
- Web-link for composition of the CSR Committee of the Company:  
[https://www.centuryply.com/investor-information/Board\\_and\\_Committee\\_Structure.pdf](https://www.centuryply.com/investor-information/Board_and_Committee_Structure.pdf)  
 (Composition as on 31st March, 2024)
- Web-link for CSR Policy of the Company:  
<https://www.centuryply.com/codes-and-policies/Policy-on-Corporate-Social-Responsibility.pdf>
- Web-link for CSR projects as approved by the Board for the Financial Year 2024-25:  
<https://www.centuryply.com/corporate-social-responsibility/annual-action-plan/CSR-Annual-Action-Plan-2024-25.pdf>
4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable
- Not Applicable

5. (a)	Average net profit of the company as per sub-section (5) of section 135.	44832.19 Lac
(b)	Two percent of average net profit of the company as per sub-section (5) of section 135.	896.64 Lac
(c)	Surplus arising out of the CSR Projects or programmes or activities of the previous financial years.	Nil
(d)	Amount required to be set-off for the financial year, if any.	Nil
(e)	Total CSR obligation for the financial year [(b)+(c)-(d)].	896.64 Lac
6. (a)	Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project)	955.72 Lac
(b)	Amount spent in Administrative Overheads	Nil
(c)	Amount spent on Impact Assessment, if applicable	Not Applicable
(d)	Total amount spent for the Financial Year [(a)+(b)+(c)].	955.72 Lac
(e)	CSR amount spent or unspent for the financial year:	

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per subsection (6) of section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
955.72 Lac	--	--	--	--	--

(f) Excess amount for set off, if any

Sl. No.	Particular	Amount (₹ In Lacs.)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per section 135(5)	896.64 Lac
(ii)	Total amount spent for the Financial Year	955.72 Lac
(iii)	Excess amount spent for the financial year [(ii)-(i)]	59.08 Lac
(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)]	59.08 Lac

7. Details of Unspent CSR amount for the preceding three financial years:

1	2	3	4	5	6		7	8
Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under subsection (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of Transfer		

Nil

8.	Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year (Yes/No):	No
	If Yes, enter the number of Capital assets created/ acquired:	Not Applicable
	Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:	Not Applicable

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the Property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135. Not Applicable

**Sanjay Agarwal**  
*CEO and Managing Director*  
 (DIN: 00246132)  
 Kolkata, 5th August, 2024

**Sajjan Bhajanka**  
*Chairman- CSR Committee*  
 (DIN: 00246043)

## Annexure- 8

### Business Responsibility & Sustainability Reporting

#### SECTION A: GENERAL DISCLOSURES

##### I. DETAILS OF THE LISTED ENTITY

S. No.	Particulars	Details
1.	Corporate Identity Number (CIN) of the Listed Entity	L20101WB1982PLC034435
2.	Name of the Listed Entity	Century Plyboards (India) Ltd. [CPIL]
3.	Year of incorporation	1982
4.	Registered office address	P-15/1, Taratala Road, Kolkata- 700 088
5.	Corporate address	CENTURY HOUSE, P-15/1, Taratala Road, Kolkata - 700 088
6.	Email	investors@centuryply.com
7.	Telephone	+91 33 3940 3950
8.	Website	www.centuryply.com
9.	Financial year reported	2023-24
10.	Name of the Stock Exchange(s) where shares are listed	National Stock Exchange of India Ltd. (NSE) and BSE Ltd.
11.	Paid-up capital	₹22,21,72,990 (Excluding forfeited capital of ₹3,54,250)
12.	Name and contact details (telephone, e-mail address) of the person who may be contacted in case of any queries on the BRSR	Sri Sundeeep Jhunjunwala Designation – Company Secretary & Compliance Officer Phone - 033-3940 3950 Email - investors@centuryply.com
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e., for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Standalone Basis*
14.	Name of assurance provider	BDO India LLP
15.	Type of assurance obtained	Limited Assurance

\*Data for FY 2022-23 includes CFS division. The same is excluded in the data for FY 2023-24.

##### II. PRODUCTS/SERVICES

###### 16. Details of business activities (accounting for 90% of the turnover):

Sr No.	Description of Main Activity	Description of Business Activity	Percentage of Turnover of the entity
1.	Manufacturing and Trading	Plywood & Block board	56.67%
2.		Medium Density Fibre Board	19.59%
3.		Laminates	17.65%
4.		Pre-Laminated Particle Boards	3.29%

###### 17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

Sr No.	Product/Service	NIC Code	Percentage of total Turnover contributed
1.	Plywood & Block board	1621	56.67%
2.	Medium Density Fibre Board	1621	19.59%
3.	Laminates	1709	17.65%
4.	Pre-Laminated Particle Boards	1621	3.29%

### III. OPERATIONS

#### 18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	14 <sup>^*</sup>	27 <sup>**</sup>	41
International	3 <sup>*</sup>	2 <sup>#</sup>	5

<sup>^</sup> Location and product-wise

<sup>\*</sup> CPIL has 14 manufacturing/ service facilities in India (including one under its Subsidiary at Roorkee, two under its Subsidiary at Andhra Pradesh and two Container Freight Stations facilities under its Subsidiary at Kolkata). The Company has three manufacturing facilities under its subsidiaries in 3 international locations.

<sup>\*\*</sup> Includes registered office in Kolkata and 26 marketing offices across the country supported by 43 warehouses/stock point.

<sup>#</sup> Includes one office under its Subsidiary

#### 19. Markets served by the entity:

##### a. Number of locations

Locations	Number
National (No. of States)	28 States and 7 Union Territories and 596 districts (through dealers and e-commerce selling)
International (No. of Countries)	CPIL exports its products to 16 countries including Indonesia, Singapore, Mexico, Bangkok, USA, Venezuela, Bangladesh, Israel, Vietnam, and Puerto Rico.

##### b. What is the contribution of exports as a percentage of the total turnover of the entity?

4.72%

##### c. A brief on types of customers

CPIL is an industry leader in manufacturing of products including plywood, decorative laminates and other associated products. We serve a variety of customers including builders, architects, contractors, interior designers, furniture manufacturers and end consumers. CPIL's customer base is spread across India as well as across the globe and it serves both the retail and institutional segments. The retail segment includes individual customers, small retailers, dealers and sub-dealers, and distributors while the institutional segment is comprised of corporate clients, government agencies, and other large-scale buyers. We have a trade network of approximately 22,000 dealers and retailers. Additionally, CPIL has a strong presence in the export market and delivers to customers across Asia, Europe, Africa, and the Middle East.

### IV. EMPLOYEES

#### 20. Details as at the end of Financial Year:

##### a. Employees and workers (including differently abled):

Sr. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<b>Employees</b>						
1	Permanent (D)	3,610	3,508	97%	102	3%
2	Other than Permanent (E)	202	200	99%	2	1%
3	Total employees (D + E)	3,812	3,708	97%	104	3%
<b>Workers</b>						
4	Permanent (F)	3,545	3,295	93%	250	7%
5	Other than Permanent (G)	5,081	4,835	95%	246	5%
6	Total workers (F + G)	8,626	8,130	94%	496	6%



**b. Differently abled Employees and workers:**

Sr. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<b>Differently abled Employees</b>						
1	Permanent (D)	2	2	100%	0	0%
2	Other than Permanent (E)	0	0	0%	0	0%
3	Total employees (D + E)	2	2	100%	0	0%
<b>Differently abled Workers</b>						
4	Permanent (F)	12	12	100%	0	0%
5	Other than Permanent (G)	2	2	100%	0	0%
6	Total workers (F + G)	14	14	100%	0	0%

**21. Participation/ Inclusion/ Representation of women:**

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	16	2	12.5%
Key Management Personnel	10	1	10%

**22. Turnover rate for permanent employees and workers:**

	Turnover rate of current FY 2023-24			Turnover rate of previous FY 2022-23			Turnover rate of the year prior to the previous FY 2021-22		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	14.05%	18.09%	14.16%	29%	21%	29%	22%	16%	22%
Permanent Workers	19.31%	11.04%	18.73%	18%	12%	18%	18%	6%	17%

**V. HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)**
**23. a. Names of holding/ subsidiary/ associate companies/ joint ventures**

Sr. No.	Name of the Holding/ Subsidiary/ Associate Companies/ Joint Ventures (A)	Indicate whether Holding/ Subsidiary/ Associate/ Joint Venture	Percentage of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	Auro Sundram Ply & Door Pvt. Ltd.	Subsidiary	51%	No
2.	Ara Suppliers Pvt. Ltd.	Subsidiary	80%	No
3.	Arham Sales Pvt. Ltd.	Subsidiary	80%	No
4.	Adonis Vyaper Pvt. Ltd.	Subsidiary	80%	No
5.	Apnapan Viniyog Pvt. Ltd.	Subsidiary	80%	No
6.	Century Ports Limited	Subsidiary	100%	No
7.	Century MDF Ltd.	Subsidiary	100%	No
8.	Century Infotech Ltd	Subsidiary	99.99%	No
9.	Pacific Plywoods Pvt. Ltd.	Subsidiary	100%	No
10.	Century Ply (Singapore) Pte Ltd.	Subsidiary	90.68%	No
11.	Century Ply Laos Co. Ltd.	Step Down Subsidiary	90%	No
12.	Century Huesoulin Plywood Lao Co., Ltd	Step down Subsidiary	51%	No
13.	Centuryply Gabon SUARL	Subsidiary	100%	No
14.	Century Infra Ltd.	Subsidiary	100%	No
15.	Century Panels Ltd	Subsidiary	100%	No
16.	Asis Plywood Ltd.	Step Down Subsidiary	100%	No
17.	Century Adhesives & Chemicals Ltd.	Step Down Subsidiary	100%	No

## VI. CSR DETAILS

24. i. Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes  
 ii. Turnover (in ₹): 3,758.57 Crore (FY 2023-24)  
 iii. Net worth (in ₹): 2,168.21 Crore (FY 2023-24)

## VII. TRANSPARENCY AND DISCLOSURES COMPLIANCES

### 25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide weblink for grievance redress policy)	FY 2023-24			FY 2022-23		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	0	0	None	-	0	None
Investors (Other than shareholders)	Yes, Weblink: <a href="https://www.centuryply.com/investors">https:// www.centuryply.com/ investors</a>	0	0		-	0	
Shareholders	Yes, Weblink: <a href="https:// www.centuryply.com/investors">https:// www.centuryply.com/ investors</a>	3	0		-	0	
Employees and workers	Yes	266	0		115	0	
Customers	Yes, <a href="https://www.centuryply.com/contact-us">https://www.centuryply.com/ contact-us</a>	2,914	0		3,002	61	
Value Chain Partners	Yes, <a href="https://www.centuryply.com/contact-us">https://www.centuryply.com/ contact-us</a>	0	0		0	0	
Others (Contract Employees & workers)	Yes, <a href="https://www.centuryply.com/contact-us">https://www.centuryply.com/ contact-us</a>	0	0		0	0	

### 26. Overview of the entity's material responsible business conduct issues:

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

Sr. No	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Chemical Management	Risk	Failure to properly manage chemicals such as formaldehyde poses threats like health risks for employees and cause environmental damage	1. Use of turbo air ventilators to maintain fresh air circulation inside plant sheds, installation of exhaust fans near chemical working areas 2. Decrease in chemicals consumed per kg of product produced	Negative
2.	Sustainable forest / Plantation Management	Opportunity	Sourcing timber from sustainable plantations presents a significant opportunity to conserve forests and natural resources while meeting the increasing demand for wood. This approach also helps mitigate climate change and supports sustainable livelihoods.	Not Applicable	Positive

Sr. No	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
3.	Climate Change Energy and GHG Emissions	Risk	Climate change and rising global temperatures present significant physical risks, such as floods, droughts, and forest fires, which can impact the availability of raw materials for the industry. Additionally, increasingly stringent regulations regarding the adoption of renewable energy, along with volatile energy costs, may pose financial and operational risks to CPIL. Higher costs and stricter rules in the realm of renewable energy can affect CPIL's operations and profitability.	<ol style="list-style-type: none"> <li>1. Installation of renewable energy captive power plants (Solar) in all facilities.</li> <li>2. Use of biomass feed in Thermic Fluid Heaters (TFH).</li> <li>3. Integration of technology for reduction of energy intensity in the production process.</li> <li>4. Auto controlled streetlights and timed switches.</li> </ol>	Negative
4.	Product Stewardship	Opportunity	Opportunity to approach the new market that caters to impactful, innovative products	Not Applicable	Positive
5.	Resource Efficiency	Opportunity	Cost efficiency in addition to reducing GHG emissions and increasing process efficiency	Not Applicable	Positive
6.	Responsible Supply Chain	Risk	The risk of sourcing from suppliers or vendors with unethical business misconduct like child labour, forced labour, inadequate environmental compliances etc. will impact the values and brand image of the Company	<ol style="list-style-type: none"> <li>1. CPIL procures multiple raw material types for its production activities including timber, core veneer, chemicals, paper etc. Out of this core veneer and timber constitute nearly 70% of the total procurement. For such major raw materials, CPIL is already undertaking efforts for backward integration to ensure traceability and accountability in across the supply chain and prevent unethical business practices by suppliers. Further, during the supplier on-boarding process, CPIL assess all potential suppliers on their compliance related to multiple parameters including ESG</li> </ol>	Negative
7.	Waste Management and Circular Economy	Opportunity	Opportunity to achieve cost savings and reduce impact on the environment by reusing waste materials as raw materials and as energy carriers.	Not Applicable	Positive
8.	Water and Effluent Management	Risk	India's being designated as a water risk region poses potential future challenges. Water costs may rise over time, and water availability may become a problem that may negatively affect business operations.	<ol style="list-style-type: none"> <li>1. Installation of rainwater harvesting stations.</li> <li>2. ETPs and STPs ensure the complete reuse of water from the operations.</li> </ol>	Negative
9.	Community Welfare	Opportunity	Opportunity to give back to the communities located around the operations and ensure their welfare and livelihood development.	Not Applicable	Positive

Sr. No	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
10.	Human Rights	Opportunity	Opportunity for the Company to embrace and promote human rights principles, build trust and enhance company reputation, gain a competitive edge, attract socially conscious consumers, and contribute to a more equitable and sustainable world.	Not Applicable	Positive
11.	Employee Management	Opportunity	Opportunity to create a positive impact in employees' work-life balance, health & wellbeing and meet overall expectations of their growth in the company. Efforts to recruit, nurture and retain talent, provide equal opportunity and build a safe working environment are ways to effective employee management.	Not Applicable	Positive
12.	Occupational Health & Safety (OHS)	Risk	Risk of fatalities and adverse effects on employee health and well-being, with both permanent and temporary consequences.	1. Frequent OHS training drills. 2. Maintenance and provision of necessary health and safety measures in the operations.	Negative
13.	Corporate Governance	Opportunity	Strong corporate governance offers an opportunity for the company to thrive. It provides a framework of rules, controls, and policies that guide sound decision-making, manage risks effectively, and ensure compliance. This ensures a positive relationship between stakeholders and management.	Not Applicable	Positive
14.	Customer Centricity	Opportunity	Opportunity to enable better business and better relationships with the customers by focusing on customer requirements and expectations.	Not Applicable	Positive

## SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Section	P1	P2	P3	P4	P5	P6	P7	P8	P9
<b>Policy and management processes</b>									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Web Link of the Policies, if available	<a href="https://www.centuryply.com/codes-and-policies/BRS-Policy_CenturyPly.pdf">https://www.centuryply.com/codes-and-policies/BRS-Policy_CenturyPly.pdf</a>								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4. Name of the national and international codes/certifications/labels/ standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle	-	Indian Standards (IS 5509), American Society for Testing Material (ASTM E84)	ISO 45001:2018 Indian Green Building Council (IGBC)	-	-	ISO 14001:2015	-	ISO 9001-2015 Carb-certified MDF, EO-certified MDF	Greengard FSC, British Standard. (BS476 Part 7)
5. Specific commitments, goals and targets set by the entity with defined timelines, if any	<ol style="list-style-type: none"> <li>CPIL wishes to accomplish conducting its business in an environmentally responsible manner.</li> <li>CPIL is committed towards the safeguarding of human rights throughout the entire value chain.</li> <li>Committed to operate with ethical practices with a transparent governance and business.</li> <li>Commitment to the betterment of the lives of marginalized and susceptible communities through its CSR practices and initiatives.</li> </ol>								
6. Performance of the entity against the specific commitments, goals, and targets along-with reasons in case the same are not met.	<ol style="list-style-type: none"> <li>Demonstrating its commitment to responsible business practices, CPIL prioritizes environmental sustainability. Since wood is their main material, they constantly strive to reduce resource consumption and its environmental impact. One key approach is sustainable procurement, with nearly 98% of their timber sourced through agroforestry practices. Additionally, the Company's facilities actively promote resource optimization through waste reuse and recycling. Wood waste is recycled in-house to create particle boards and MDF, while non-recyclable waste is used as fuel in the boilers, thereby minimizing reliance on non-renewable fossil fuel. SAP inventory management ensures that chemical waste is managed and minimized. The Company's ongoing energy efficiency and emission reduction initiatives involve installing energy-efficient equipment, such as replacing several Thermic Fluid Heaters with a single high-capacity advanced unit, replacement of old kiln chambers to new automatic energy-efficient chambers in the board and door frame sections, and substituting outdated air-conditioners and diesel generators with newer, more efficient versions. Additionally, the Company has introduced electric forklift trucks and other electric vehicles.  These initiatives have significantly lowered CPIL's energy and emission footprint</li> <li>The Company has integrated pertinent Human Rights guidelines into its BRSR policy, setting clear expectations for stakeholders, including business channel partners, investors, and contractors, to uphold human rights values. The company actively promotes human rights awareness throughout its value chain. For the reporting period FY 2023-24, zero cases of human rights violation were identified and reported to the management and the Board.</li> </ol>								





**9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.**

Yes, the Board level Risk Management Committee is responsible for decision-making on sustainability-related issues and overseeing Business Responsibility policy(ies). The following are the members of the Risk Management Committee of the Board:

- Sri Sanjay Agarwal, (Executive, Non-Independent Director, DIN 00246132)
- Sri Keshav Bhajanka (Executive, Non-Independent Director, DIN 03109701)
- Sri Debanjan Mandal (Non executive, Independent Director, DIN 00469622)
- Sri Arun Kumar Julasaria (Chief Financial Officer)

**10. Details of Review of NGRBCs by the Company:**

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action.	Yes, the Board reviews the policy to ensure its effectiveness and alignment with the Company's objectives									Periodically								
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	Yes, CPIL ensures compliance with all statutory requirements of relevance to the principles									Periodically								

**11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.**

CPIL periodically conducts internal reviews of its policies to identify and address any gaps in their implementation. These reviews help ensure that the Company's policies are effectively executed.

**12. If answer to question (1) above is "No" i.e., not all Principles are covered by a policy, reasons to be stated:**

Not Applicable

**SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE**

**PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is ethical, transparent, and accountable.**

**Essential Indicators:**

**1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:**

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	Percentage of persons in respective category covered by the awareness programmes
Board of Directors	1	All BRSR principles	100%
Key Managerial Personnel	1	All BRSR principles	100%
Employees other than BoD and KMPs	16	OHS Employee wellbeing Training on IT & Software	OHS – 6.26 Employee wellbeing – 6.73 Training on IT & Software – 5.99
Workers	14	OHS Employee wellbeing	OHS – 32.64 Employee wellbeing – 4.08

**2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format:**

<b>Monetary</b>					
	<b>NGRBC Principle</b>	<b>Name of the regulatory/enforcement agencies/ judicial institutions</b>	<b>Amount (In ₹)</b>	<b>Brief of the Case</b>	<b>Has an appeal been preferred? (Yes/No)</b>
Penalty/ Fine			Nil		
Settlement			Nil		
Compounding Fee			Nil		
<b>Non-Monetary</b>					
	<b>NGRBC Principle</b>	<b>Name of the regulatory/enforcement agencies/ judicial institutions</b>	<b>Amount (In ₹)</b>	<b>Brief of the Case</b>	<b>Has an appeal been preferred? (Yes/No)</b>
Imprisonment			Nil		
Punishment			Nil		

**3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed:**

<b>Case Details</b>	<b>Name of the regulatory/ enforcement agencies/ judicial institutions</b>
	Not applicable

**4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.**

Yes, CPIL has an anti-corruption and anti-bribery policy. The policy is applicable to senior managers, officers, directors, employees (including regular, fixed term or temporary), consultants, contractors, trainees, seconded staff, home-workers, casual workers and agency staff, volunteers, interns, agents, or any other person associated with us, or any of the Company's subsidiaries or their employees, wherever located.

The policy highlights on the Company's objective to ensure fairness and integrity in all its business dealings and relationships. The Policy provides guidance on how to deal with bribery and corruption issues and to establish clear rules to ensure compliance with all applicable Anti-Bribery and Anti-Corruption laws and to implement and enforce effective systems to counter bribery.

Link to the policy: ([https://www.centuryply.com/codes-policies/Anti-Bribery\\_and\\_AntiCorruption\\_Policy.pdf](https://www.centuryply.com/codes-policies/Anti-Bribery_and_AntiCorruption_Policy.pdf)).

**5. Number of Directors/KMPs/Employees/Workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

	<b>FY 2023-24</b>	<b>FY 2022-23</b>
Directors	Nil	Nil
Key Managerial Personnel	Nil	Nil
Employees other than BoD and KMPs	Nil	Nil
Workers	Nil	Nil

**6. Details of complaints with regard to conflict of interest:**

	<b>FY 2023-24</b>		<b>FY 2022-23</b>	
	<b>Number</b>	<b>Remarks</b>	<b>Number</b>	<b>Remarks</b>
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	Nil	Nil	
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	Nil	Nil	

**7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.**

Not applicable

**8. Number of days of accounts payables (Accounts payable \*365) / Cost of goods/services procured) in the following format:**

	FY 2023-24	FY 2022-23
Number of days of accounts payables	47	51

**9. Open-ness of business**

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2023-24	FY 2022-23
Concentration of Purchases	a. Purchases from trading houses as % of total purchases.	40% (approx..)	40% (approx..)
	b. Number of trading houses where purchases are made from	*	*
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	*	*
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	95.37%	95.72%
	b. Number of dealers / distributors to whom sales are made	5,378	4,824
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	6.73%	6.26%
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	6.82%	9.31%
	b. Sales (Sales to related parties / Total Sales)	0.11%	0.03%
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	99.41%	97.75%
	d. Investments (Investments in related parties / Total Investments made)	98.73%	99.94%

\* The Company is the process of setting up a mechanism to quantify procurement from such diverse supplier

**Leadership Indicators:**

**1. Awareness programmes conducted for value chain partners on any of the principles during the financial year:**

Total number of awareness programmes held	Topics / principles covered under the training	Percentage of value chain partners covered (by value of business done with such partners) under the awareness programmes
---	--	--

No Awareness programmes were conducted, but the company ensures communicating its values and ethical practices to values chain partners

**2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same.**

Yes, CPIL has implemented a policy on the Materiality of and dealing with Related Party Transactions and a Code of Conduct formulated and approved by the board. The policy aims to monitor and manage potential conflicts of interest by the directors, Key Management Personnel, shareholders and other designated persons of the Company. In an event of a conflict of interest involving members of the board, the Audit Committee investigates, evaluates all options available to the Company, and recommends an appropriate action.

Link to the policy: (<https://www.centuryply.com/investors-new/codes-and-policies>).

**PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe.**

**Essential Indicators:**

**1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

	FY 2023-24	FY 2022-23	Details of improvements in environmental and social impacts
R&D	₹155.76 Lac	₹167.97 Lac	Improvement in product quality and production process leading to increased customer satisfaction and reduced impact on the environment.
Capex	Nil	Nil	

**2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

Yes, CPIL has procedures in place as the central procurement team has been integrating sustainable sourcing in its operations. Procurement of raw materials is based on the forecasted production and sales for the upcoming periods, this is being achieved through effective communication amongst our different departments. Before onboarding new vendors, the central procurement team evaluates the vendors on parameters like emissions generated, human rights violation, health and safety, etc and verifies them through ISO certifications and statutory compliances to ensure whether the vendors are aligned with CPIL's processes.

To minimize and further prevent any negative environmental impacts from the sourcing of our raw materials, we practice agroforestry and plantation of timber. We distribute samplings to farmers around the manufacturing locations to encourage extensive plantations of fast-growing, short-rotation plant species and promote agroforestry. To meet our face veneer requirements, we have set up a veneer processing unit in Gabon. Moreover, to minimize transportation costs and streamline delivery time for our dealers, we have strategically expanded our distribution network. This initiative has led to improved warehouse and inventory management capabilities. To reduce freight costs, the Company uses an ERP (Enterprise Resource Planning) system to manage its distribution strategy. These measures help CPIL to save money and time on transportation while also conserving the environment through reduced fuel consumption and lower carbon emissions. To lessen its dependency on fossil fuels, the Company deploys higher tonnage capacity trucks/ containers for transportation.

As part of our commitment to building a sustainable supply chain, we primarily sources machinery, spare parts, consumables, and packaging materials from medium and small-scale manufacturers and suppliers located near our manufacturing facilities. We also procure raw materials from various self-help organizations and conducts awareness sessions for the suppliers on social and environmental issues. We also offer managerial and technical support to these suppliers to enhance their productivity, output quality, delivery times, and cost-efficiency. Furthermore, a significant portion of our production-line workforce is recruited from the communities surrounding its factories.

**b. If yes, what percentage of inputs were sourced sustainably?**

~98% of input is sourced through agroforestry across all divisions.

**3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste:**

The products manufactured at our facilities are mostly not packed using plastic materials as paper is being used for packaging of the products, which further minimizes the need for reclamation. Since we as a company do not directly serve to the end-consumers and deal in B2B business with dealers, sub-dealers, architects, etc, therefore the sensitization of safe reclamation of products is handled by our empanelled dealers and architects.

<b>Plastics including packaging</b>	Plastic waste generated is disposed as per the regulations and norms through authorized vendors. Plastic waste generated from packaging is very minimum since only a fraction of the products are being packed using plastic which is disposed of as per the regulations.
<b>E-waste</b>	The e-waste generated through use of electronics for office and facility operation is duly monitored and get disposed through authorized vendors and dealers.
<b>Hazardous Waste</b>	The Company segregates the waste as per the different categories and ensures its safe disposal through Authorized vendors certified by the Pollution Control Board as TSDF (Treatment, Storage, Disposal Facility).
<b>Other Non-Hazardous Waste</b>	The majority of wood-based wastes are utilized as raw material for producing particleboard. Any remaining volume that cannot be used as raw material is used as fuel in boilers to generate heat.

**4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

CPIL produces minimal plastic waste since only a small portion of its products (specifically pre-laminates) utilize polythene for packaging. The company prioritizes using paper packaging for most of its product range, thereby reducing plastic consumption. For exported products, Centuryply employs pellet packing. Going forward, In the future, the Company plans to register under the Extended Producer Responsibility (EPR) regulations in accordance with the Plastic Waste Management Rules (PWMR) 2016. Additionally, any electronic waste generated in the company's offices or facilities is responsibly disposed of through authorized recyclers.



**Leadership Indicators:**

1. **Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?**

Particulars	
NIC code	We have not conducted Life Cycle Perspective/Assessments (LCA) for any of its product or services.
Name of the product	
% of total Turnover contributed	
Boundary for which the Life Cycle Perspective / Assessment was conducted	
Whether conducted by independent external agency (Yes/No)	
Results communicated in public domain (Yes/No)	
If yes, provide the web-link.	

2. **If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**

Name of Product / Service	Description of the risk / concern	Action Taken
Not Applicable		

3. **Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).**

CPII prioritizes sustainable practices by continuously optimizing waste management. This includes recycling products and minimizing waste during production. Our goal is to reduce reliance on virgin materials and minimize overall waste generation. While some waste is inevitable during the log-to-plywood conversion process, we actively implement process technology and operational controls to minimize it. Additionally, we utilize cutting-edge technology to join leftover wood veneers, transforming them into usable raw materials. Furthermore, most wood waste is either reintegrated into our production process or responsibly recycled through authorized vendors

Indicate input material	Recycled or re-used input material to total material	
	2023-24	2022-23
The firewood waste generated during the production process, is either recycled into new products like particleboards and MDF or incinerated in the boilers for use as fuel for heat generation.		

4. **Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:**

	FY 2023-24			FY 2022-23		
	Re-used	Recycled	Safely Disposed	Re-used	Recycled	Safely Disposed
Plastics (including packaging)	NA*	NA	NA	NA	NA	NA
E-waste	NA	NA	NA	NA	NA	NA
Hazardous Waste	NA	NA	NA	NA	NA	NA
Other Waste	NA	NA	NA	NA	NA	NA

NA- Not Applicable

5. **Reclaimed products and their packaging materials (as percentage of products sold) for each product category.**

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
Product reclamation is not applicable. Since we primarily sell to businesses (dealers, sub-dealers, architects, etc.) who create final products for consumers, we do not directly handle product or packaging returns after their lifespan.	

**PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains.**

**Essential Indicators:**

**1. a. Details of measures for the well-being of employees:**

Category	Percentage of Employees covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day-care Facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
<b>Permanent Employees</b>											
<b>Male</b>	3,508	2,398	68%	1,461	42%	NA	NA	2,048	58%	0	0%
<b>Female</b>	102	78	77%	24	24%	84	82%	NA	NA	7	7%
<b>Total</b>	3,610	2,476	69%	1,485	41%	84	2%	2,048	57%	7	0.2%
<b>Other Than Permanent Employees</b>											
<b>Male</b>	200	14	7%	157	79%	NA	NA	0	0%	0	0%
<b>Female</b>	2	0	0%	2	100%	0	0%	NA	NA	0	0%
<b>Total</b>	202	14	7%	159	77%	0	0%	0	0%	0	0%

**b. Details of measures for the well-being of workers:**

Category	Percentage of workers covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day-care Facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
<b>Permanent Workers</b>											
<b>Male</b>	3,295	2,588	79%	3,131	95%	NA	NA	0	0%	0	0%
<b>Female</b>	250	50	20%	200	80%	15	6%	NA	NA	0	0%
<b>Total</b>	3,545	2,638	74%	3,331	94%	15	0.42%	0	0%	0	0%
<b>Other Than Permanent Workers</b>											
<b>Male</b>	4,835	952	20%	1,919	40%	NA	NA	0	0%	0	0%
<b>Female</b>	246	20	8%	34	14%	0	0%	NA	NA	0	0%
<b>Total</b>	5,081	972	19%	1,953	39%	0	0%	0	0%	0	0%

**c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format**

	<b>FY 2023-24</b>	<b>FY 2022-23</b>
Cost incurred on well-being measures as a % of total revenue of the Company	0.19%	0.13%

**2. Details of retirement benefits, for Current FY and Previous Financial Year**

Benefits	FY 2023-24			FY 2022-23		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of Workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
<b>PF</b>	82%	83%	Yes	100%	89%	Yes
<b>Gratuity</b>	83%	44%	Yes	100%	84%	Yes
<b>ESI</b>	51%	94%	Yes	31%	69%	Yes
<b>Others (Mediclaime / WC Policy and WF)</b>	80%	60%	Yes	NA	NA	NA

**3. Accessibility of workplaces:**

**Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.**

Yes, CPIL's facilities are accessible to differently abled employees and workers, and the company is actively working to enhance this infrastructure. The corporate office, a LEED-certified building, features accessible infrastructure such as ramps, elevators, accessible restrooms, and designated parking spaces, among other amenities designed to accommodate the needs of differently-abled individuals.

**4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.**

CPIL has an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016 embedded within its BRSR policy and is committed to provide equal opportunity to all. The Company actively promote an inclusive workplace culture without discrimination and believes in diversity at the workplace, throughout the organization. Recruiting new talent from diverse age groups, genders, castes, domains, cultural backgrounds etc. is also encouraged. CPIL attracts talents by providing them with learning opportunities and leadership roles in a secure and conducive workplace. The Company promotes a work culture that has zero tolerance for discrimination and harassment. Various initiatives and measures like 'Centurion Buddy', WhatsApp group for employee serves as a platform for addressing employee concerns and grievances in a timely manner. The employees can also raise their concerns to the HR team for prompt solutions. Further, the Company provides due recognition and reward to its best talents. Rewards and recognitions could be special celebration to accord due recognition to the retiring employee, long-service award to recognize the loyalty and commitment of employees, talent hunt initiatives in the form of 'Centurion Idol', performance recognition through initiatives like 'Sarvada Sarvottam Ambassadors' and 'Centurion Star'. The Company promotes overall growth of its employees by providing career development opportunities through training programmes offered by Udemy and the Indian School of Business.

**5. Return to work and Retention rates of permanent employees and workers that took parental leave.**

Gender	Permanent Employees		Permanent Workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	100%	NA	NA
Female	100%	100%	NA	NA
Total	100%	100%	NA	NA

**6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.**

Category	Yes/No (If yes, then give details of the mechanism in brief)
Permanent Workers	Yes, the Company has a robust process in place for handling permanent and non-permanent employees' grievances to promote transparency and fairness. Employees report their concerns directly to the Human Resources (HR) department of respective facilities or the head office HR, as the case may be, either in-writing or verbally. Each case is then thoroughly investigated by the HR department to provide a timely resolution for it.
Other than Permanent Workers	
Permanent Employees	
Other than Permanent Employees	

**7. Membership of employees and worker in association(s) or unions recognised by the listed entity:**

Category	FY 2023-24			FY 2022-23		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D / C)
<b>Total Permanent Employees</b>						
Male	3,508	0	0%	3,082	0	0%
Female	102	0	0%	87	0	0%
<b>Total Permanent Workers</b>						
Male	3,295	2,278	69%	3,545	2,609	74%
Female	250	165	66%	252	183	73%

**8. Details of training given to employees and workers:**

Category	FY 2023-24					FY 2022-23				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
<b>Employees (permanent and other than permanent)</b>										
<b>Male</b>	3,708	1,031	28%	543	15%	3,082	2,480	80%	1,757	57%
<b>Female</b>	104	15	14%	5	5%	87	79	91%	61	70%
<b>Total</b>	3,812	1,046	27%	548	14%	3,169	2,559	81%	1818	57%
<b>Workers (permanent and other than permanent)</b>										
<b>Male</b>	8,130	4,443	55%	2,825	35%	8,170	4,342	53%	320	4%
<b>Female</b>	496	223	45%	155	31%	430	295	69%	1	Negligible
<b>Total</b>	8,626	4,666	54%	2,980	35%	8,600	4,637	54%	321	4%

**9. Details of performance and career development reviews of employees and workers:**

Category	FY 2023-24			FY 2022-23		
	Total (A)	No.(B)	% (B/A)	Total (C)	No.(D)	% (D/C)
<b>Employees (permanent)</b>						
<b>Male</b>	3,508	2,782	79%	3,082	2,909	94%
<b>Female</b>	102	94	92%	87	80	92%
<b>Total</b>	3,610	2,876	80%	3,169	2,989	94%
<b>Workers (permanent)</b>						
<b>Male</b>	3,295	80	2%	3,545	NA	NA
<b>Female</b>	250	0	-	252	NA	NA
<b>Total</b>	3,545	80	2%	3,797	NA	NA

**10. Health and safety management system:****a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/No). If yes, the coverage such system?**

CPII's policy level guidelines on Occupational Health and Safety are incorporated within its BRSR Policy. The Company's flagship Kolkata facility complies with ISO 45001:2018 (Occupational Health and Safety Management Systems) certification. Additionally, the Company is in the process of obtaining IMS certification. The Company recognizes that promoting a safe and healthy work environment is essential for the success of the organization and commits to maintaining the highest standards of health and safety measures across all its operations.

As part of the Company's commitment to safeguard employee and worker health and provide a safe working environment, all operations are conducted in a controlled environment, with support of trained medical practitioners available at all the manufacturing facilities. CPII's occupational health and safety management system involves the following features:

- Staff Training
- Hazards Awareness Programme
- Work permit Management system in Place
- Risk Assessment and Emergency Planning
- Communication of safety management systems
- Response to Emergency Situation
- Monitoring and Continual Improvement.

**b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

CPII uses HIRA and Why-Why Analysis and has accident and near-miss reports in place. Apart from these measures, the Company has a job safety analysis (JSA) and work permit system along with proper site monitoring. Safety officers are appointed inside each manufacturing facility to conduct periodic safety trainings with employees and workers and review the work-related hazards and prevailing standards.

**c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N).**

Yes, CPIL has systems and processes in place for workers to report work-related hazards and to remove themselves from such risk through the following mechanism:

- Workers participation through WCM meeting
- Communication systems and Planning
- Work permit system and Safety work process
- Risk assessment and Planning
- Provided personal protective Equipment

**d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)**

CPIL has In-house medical unit which provides health related services during on job activities. Additionally, ESIC facilities provided to the workers. The Company also drive efforts towards creating a holistic health environment by promoting health and wellness. The OHC centre inside the plant is accessible to all the employees and workers round the clock. Ambulance is also available for emergency need. Additionally, Medical insurance coverage is being provided to all employees and workers.

**11. Details of safety related incidents, in the following format:**

Safety Incident/Number	Category	FY 2023-24	FY 2022-23
<b>Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)*</b>	Employees	3.17	1.71
	Workers	5.12	5.47
<b>Total recordable work-related injuries</b>	Employees	29	13
	Workers	106	113
<b>No. of fatalities</b>	Employees	0	0
	Workers	2	2
<b>High consequence work-related injury or ill-health (excluding fatalities)</b>	Employees	6	1
	Workers	2	2

*\*LTIFR excludes fatalities data.*

**12. Describe the measures taken by the entity to ensure a safe and healthy workplace.**

CPIL prioritises employee health, safety and well-being through taking proactive measures that include:

- Regular safety drills are conducted and health related talks are held by reputed Doctors.
- Strict work permit system is followed to ensure safe working environment.
- Personal Protective kit is issued to employees and workers.
- Occupational Health Centre inside the facility ensures readily available first aid.
- There is adequate training provided to ensure a safe and healthy workplace.
- ISO 45001: 2018 certification.
- First-aid training and periodic health check-ups for the well-being of employees and workers.
- Installation of exhaust fans near chemical working areas.
- Periodic employee health treatment in ESIC hospitals extending to eye and health checks.
- 24X7 availability of medical assistance and ambulance inside each manufacturing facility.
- Appointment of Environmental Officer for environment related activities.
- Provision of the canteen to provide hygienic food etc. (Joka unit is FSSAI certified).
- Appointment of Safety Officers inside each manufacturing facility.
- Periodic safety meetings to review prevailing standards.
- Emergency lighting at critical points within the factory area and assembly points.
- Various fire-fighting tools in each unit.
- “Toolbox talk” shift to promote safety awareness among employees.
- Medical and group insurance coverage to all employees in the event of illness or injury.
- Regular fitness and financial wellness sessions.
- Sanitization arrangements at the workplace, distribution of preventive medicines.



**13. Number of Complaints on the following made by employees and workers:**

	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	94	0	All the complaints received were resolved in the safety meeting.	12	0	None
Health and Safety	34	0		5	0	None

**14. Assessments for the year:**

	Percentage of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	50%
Working Conditions	50%

**15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health and safety practices and working conditions.**

CPIL has implemented a "Welfare Section" along with a dedicated register for employees to drop any concerns they may have regarding their working conditions and safety. Once a complaint is registered, each plant authorities take prompt action and resolve the issue within 48 hours. This ensures that employees feel heard, and their grievances are effectively addressed. In the event of an incident or accident, within 24 hours, a preliminary report is prepared to provide an initial assessment of the situation along with a detailed report, showcasing details of the incident and outlining a comprehensive corrective action plan, followed by closely monitoring of the implementation of these corrective actions to ensure effective resolution and prevention of similar incidents in the future.

Corrective measures like additional mechanical barrier, sensor followed by process modification are conducted, as per the need reflected in the accident root cause analysis record. Findings of the safety committee & Safety Audits ensures that all the corrective actions were taken.

**Leadership Indicators:****1. Does the entity extend any life insurance or any compensatory package in the event of death of:**

	(Y/N)
Employees	Yes
Workers	Yes

**2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.**

All statutory dues have been deducted and deposited by the value chain partners in a timely manner. This is ensured by periodic monitoring of the dues.

**3. Provide the number of employees / workers having suffered high consequence work related injury /ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:**

	Total no. of affected employees/workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2023-24	FY 2022-23	FY 2023-24	FY 2022-23
Employees	6	0	0	0
Workers	4	1	0	0

**4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)**

Yes. Currently, CPIL offers transition assistance programs only at its Kandla plant. However, CPIL is actively exploring additional opportunities in this area and aims to develop and expand its transition assistance programs in the near future.

**5. Details on assessment of value chain partners:**

	<b>Percentage of value chain partners (by value of business done with such partners) that were assessed</b>
<b>Health and safety practices</b>	To guarantee the well-being of its value chain partners, CPIL incorporates health and safety assessments into its supplier screening and on-boarding process. These assessments verify the suppliers' compliance with the Factory Act, specifically focusing on their safety practices and overall working conditions. While a formal mechanism for evaluating other value chain partners isn't yet established, the company encourages all stakeholders to proactively ensure the health and safety of their employees and create a safe work environment.
<b>Working Conditions</b>	

**6. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from assessments of health and safety practices and working conditions of value chain partners:**

Not Applicable

**PRINCIPLE 4 Businesses should respect the interests of and be responsive to all its stakeholders.**

**Essential Indicators:**

**1. Describe the processes for identifying key stakeholder groups of the entity.**

Building strong relationships with all stakeholders and maintain trust amongst customers is a priority for CPIL. When identifying key groups, the company considers factors like urgency, dependence, responsibility, vulnerability, and influence. CPIL utilizes both formal and informal channels to engage with stakeholders, understand their needs and expectations, and incorporate their feedback into critical business decisions.

**2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.**

<b>Stakeholder group</b>	<b>Whether identified as Vulnerable and Marginalized Group (Yes/No)</b>	<b>Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other</b>	<b>Frequency of Engagement (Annually/ Half yearly/ Quarterly / others – please specify)</b>	<b>Purpose and scope of engagement including key topics and concerns raised during such engagement</b>
Investors and Shareholders	No	- General meetings - Annual report and Investor meet	Annually and as and when required	The main purpose is to understand stakeholders' feedback on the Company's products and services. CPIL values the support of its stakeholders and respects their expectations and concerns. CPIL endeavours to identify, prioritize and address the needs and concerns of its stakeholders in a continuous, systematic and transparent manner through effective dialogues and exchanges
Employees	No	- Meetings - Newsletters - Intranet portal - Employee satisfaction survey and trainings	Regularly	
Suppliers and Dealers	No	- Site visits -Personal/ telephonic interactions - Video conferencing	Need-basis	
Retailers and Customers	No	- Customer meets - Customer satisfaction survey - Web-based interactive portals	Annually and as and when required	
Government and Regulatory Authorities	No	- Industry bodies/ forums	Annually and as and when required	
Trade Unions	No	- Union meetings	Need-Basis	
Media	No	- Press releases - Media events & announcements	Regularly	
Local Communities	Yes	- Personal Visits	Need Basis	

**Leadership Indicators:****1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

CPIL prioritizes stakeholder feedback throughout its operations, incorporating it into policy development, strategies, and key business decisions. Regular stakeholder engagement allows them to address concerns and expectations related to environmental, social, and governance (ESG) issues. This feedback is communicated to the Board and directly influences the company's strategy and decision-making process. Furthermore, the Board's CSR Committee guides CSR practices, reviewing and monitoring planned initiatives. Additionally, CPIL fosters transparency by discussing economic aspects with investors and shareholders through various meetings. These ongoing engagements strengthen CPIL's commitment to transparency and collaboration with stakeholders, ensuring long-term business sustainability.

**2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

Yes, CPIL constantly engages with both internal and external stakeholders to ensure that their needs and challenges are understood across all the business areas pertaining to environmental, social and governance. The feedback is assessed and incorporated into the decision-making process by the company. For instance, CPIL readily engages with internal and external stakeholders to discuss the material topics substantial for the company. These material issues become the areas of focus during the process of ESG policy development, formulation of roadmap and strategies that will be considered by CPIL.

**3. Provide details of instances of engagement with, and actions taken to address the concerns of vulnerable/marginalized stakeholder groups.**

CPIL tries to actively improve the lives of vulnerable communities near its manufacturing facilities. Through its Corporate Social Responsibility initiatives, we prioritize community development projects focused on health, education, job skills, sanitation, and livelihood opportunities. For example, vocational training center offers carpentry training to empower local youth towards being self-sufficient. Additionally, CPIL fosters sustainable livelihoods and capacity building by directly engaging with small and marginal suppliers, prioritizing procurement from local MSMEs.

**PRINCIPLE 5 Businesses should respect and promote human rights.****Essential Indicators:****1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:**

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. of Employees/ Workers covered (B)	% (B/A)	Total (C)	No. of Employees/ Workers covered (C)	% (C/A)
<b>Employees</b>						
<b>Permanent</b>	3,610	3,610	100%	3,169	3,169	100%
<b>Other than Permanent</b>	202	202	100%	0	0	0%
<b>Total</b>	3,812	3,812	100%	3,169	3,169	100%
<b>Workers</b>						
<b>Permanent</b>	3,545	3,545	100%	3,797	3,797	100%
<b>Other than Permanent</b>	5,081	5,081	100%	4,803	4,803	100%
<b>Total</b>	8,626	8,626	100%	8,600	8,600	100%

**2. Details of minimum wages paid to employees and workers, in the following format:**

Category	FY 2023-24					FY 2022-23				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
<b>Permanent Employees</b>										
Male	3,508	-	-	3,508	100%	3,082	-	-	3,082	100%
Female	102	-	-	102	100%	87	-	-	87	100%
<b>Other than Permanent Employees</b>										
Male	200	-	-	200	100%	-	-	-	-	-
Female	2	-	-	2	100%	-	-	-	-	-
<b>Permanent Workers</b>										
Male	3,295	375	11%	2,920	89%	3,545	94	3%	3,451	97%
Female	250	36	14%	214	86%	252	-	-	252	100%
<b>Other than Permanent Workers</b>										
Male	4,835	2,876	59%	1,959	41%	4,625	3,431	74%	1,194	26%
Female	246	208	85%	38	15%	178	160	90%	18	10%

\* All the workers are on third-party contractual basis and hence CPIL has no direct control over their compensation.

**3. Details of remuneration/salary/wages, in the following format:**

**a. Median remuneration/wages:**

Gender	Male		Female	
	Number	Median remuneration/salary/wages of respective category	Number	Median remuneration/salary/wages of respective category
Board of Directors (BoD)	7	7,00,000	1	6,50,000
Key Managerial Personnel	9	2,89,00,000	1	2,89,00,000
Employees other than BoD and KMP	3,499	5,11,224	101	5,79,996
Workers	3,295	2,39,543	250	4,70,076

**b. Gross wages paid to females as % of total wages paid by the entity, in the following format:**

	FY 2023-24	FY 2022-23
Gross wages paid to females as % of total wages	5%	4%

**4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)**

Yes, the Human Resource department (HR) at CPIL facilities are responsible for addressing human rights impacts or issues caused or contributed to by the business. Employees have the right to file any grievances regarding human rights violations which are received by the HR team and thorough investigations are conducted to resolve them effectively. Cases requiring further action are escalated to top management for timely resolution.

Additionally, CPIL has established an Internal Complaints Committee (ICC) to address and resolve complaints regarding sexual harassment confidentially. We are dedicated to upholding human rights and promoting an inclusive workplace environment for all employees.

**5. Describe the internal mechanisms in place to redress grievances related to human rights issues.**

CPIL's Human Rights Policy, integrated into the BRSR Policy, provides a framework for guiding actions and setting behavioural expectations within the organization. In an event of a reported human rights grievance, a structured process is followed. The Human Resource department (HR) of the relevant facility undertakes a thorough investigation to ensure effective resolution. For more serious matters requiring further escalation, the issue is reported to senior management for their intervention and expedited closure.

Furthermore, CPIL maintains a dedicated policy focused on Prevention of Sexual Harassment (POSH). An Internal Complaints Committee (ICC) has been established to address and redress complaints regarding sexual harassment. The ICC functions

with a commitment to impartiality and efficiency, conducting investigations into sexual harassment complaints within a strict seven-day timeframe. The parties involved are given an equal opportunity to present their cases, and all relevant evidence is meticulously examined. Following the investigation, the ICC determines the validity of the complaint. If found unsubstantiated, appropriate action is taken against the complainant. However, in instances where sexual harassment is substantiated, CPIL takes immediate and stringent measures to safeguard the wellbeing and safety of the complainant. These measures may include, but are not limited to, disciplinary actions against the perpetrator

**6. Number of Complaints on the following made by employees and workers:**

Particulars	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
<b>Sexual Harassment</b>	Nil	Nil	None	Nil	Nil	None
<b>Discrimination at workplace</b>	Nil	Nil	None	Nil	Nil	None
<b>Forced Labour/Involuntary Labour</b>	Nil	Nil	None	Nil	Nil	None
<b>Wages</b>	138	Nil	None	98	Nil	None
<b>Other human rights related issues</b>	Nil	Nil	None	Nil	Nil	None

**7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:**

	FY 2023-24	FY 2022-23
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	Nil	Nil
Complaints on POSH as a % of female employees/workers	Nil	Nil
Complaints on POSH upheld	Nil	Nil

**8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

CPIL adheres to a comprehensive Human Rights Policy, which is part of the Company's BRSR Policy, and a Prevention of Sexual Harassment (POSH) Policy. These policies provide guidelines to ensure equal treatment and dignity for all employees. Additionally, the Company has established an Internal Complaints Committee (ICC) responsible for addressing sexual harassment complaints while other human rights issues are reported to the HR team. The ICC maintains confidentiality for all parties involved and safeguards the well-being and safety of the complainant.

**9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)**

Yes, human rights requirements are a part of the general terms and conditions in all business contracts and agreements.

**10. Assessments for the year:**

	Percentage of your plants and offices that were assessed (By entity or statutory authorities or third parties)
<b>Child Labour</b>	CPIL is yet to conduct the third-party assessments. However, internal assessments are conducted periodically and on need basis to monitor child labour, forced labour, sexual harassment and discrimination at all facilities across all divisions.
<b>Forced/involuntary labour</b>	
<b>Sexual harassment</b>	
<b>Discrimination at workplace</b>	
<b>Wages</b>	
<b>Others – please specify</b>	

**11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.**

Not Applicable



### Leadership Indicators:

**1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.**

No human rights related grievances were reported during the period under review.

**2. Details of the scope and coverage of any Human rights due diligence conducted.**

No, CPIL has not conducted any human rights due diligence during the reporting period.

**3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

CPIL provides accessible infrastructure for employees, workers and even visitors to its facilities. The Company offers disabled-friendly amenities such as ramps, elevators, accessible restrooms, designated parking spaces, wheelchairs, and other facilities to meet the needs of differently abled individuals.

**4. Details on assessment of value chain partners:**

	Percentage of value chain partners (by value of business done with such partners) that were assessed
<b>Sexual harassment</b>	CPIL has a comprehensive vendor assessment form to assess suppliers on the parameters (forced labour, child labour, wages, discrimination at workplace, etc.). We have not conducted any third-party assessments for our value chain partners.
<b>Discrimination at workplace</b>	
<b>Child Labour</b>	
<b>Forced/involuntary labour</b>	
<b>Wages</b>	
<b>Others – please specify</b>	

**5. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 4 above.**

Not Applicable.

### PRINCIPLE 6 Businesses should respect and make efforts to protect and restore the environment.

### Essential Indicators:

**1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

Parameter	FY 2023-24 (GJ)	FY 2022-23 (GJ)
<b>From renewable sources</b>		
Total electricity consumption (A)	61,370.27	48,878.89
Total fuel consumption (B)	9,01,172.11	6,89,772.12
Energy consumption through other sources (C)	Nil	Nil
<b>Total energy consumption from renewable sources (A+B+C)</b>	<b>9,62,542.38*</b>	<b>7,38,651.01</b>
<b>From non-renewable sources</b>		
Total electricity consumption (D)	3,72,508.19	3,06,873.51
Total fuel consumption (E)	3,23,577.16	3,44,105.02
Energy consumption through other sources (F)	Nil	Nil
<b>Total energy consumed from non-renewable sources (D+E+F)</b>	<b>6,96,085.35</b>	<b>6,50,978.53</b>
<b>Total energy consumed (A+B+C+D+E+F)</b>	<b>16,58,627.73*</b>	<b>13,89,629.54</b>
Energy intensity per rupee of Turnover (Total energy consumption/turnover in rupees)	4.41 GJ/₹ Lac	3.83 GJ/₹ Lac
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)	98.84 GJ/\$ Lac	86.62 GJ/\$ Lac
Energy intensity in terms of physical output (Total energy consumed / Total production output in MT)	3.52 GJ/MT	3.37 GJ/MT

\* Increase in number as compared to last FY due to expansion of operations and increase in production.

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency:

No

**2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.**

This question is not applicable to us since as per the PAT scheme of the Government of India, none of the sites/facilities of CPIL have been identified as designated consumers (DCs).

**3. Provide details of the following disclosures related to water, in the following format:**

Parameter	FY 2023-24	FY 2022-23
<b>Water withdrawal by source (in kilolitres)</b>		
(i) Surface water	Nil	Nil
(ii) Groundwater	7,65,140.32	6,76,903.23
(iii) Third party water	41,463.80	36,509.50
(iv) Seawater / desalinated water	NA	NA
(v) Others	NA	NA
<b>Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)</b>	<b>8,06,604.12*</b>	<b>7,13,412.73</b>
<b>Total volume of water consumption (in kilolitres)</b>	<b>8,06,604.12*</b>	<b>7,13,412.73</b>
Water intensity per rupee of turnover (Total water consumption/Revenue from operations)	2.14 KL/₹ Lac	1.97 KL/₹ Lac
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption/ Revenue from operations adjusted for PPP)	48.07 KL/\$ Lac	44.47 KL/\$ Lac
Water intensity in terms of physical output (Total water consumption / Total production output in MT)	1.71 KL /MT	1.73 KL /MT

\*Increase in number as compared to last FY due to expansion of operations and increase in production.

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.:

No

**4. Provide the following details related to water discharged:**

Parameter	FY 2023-24	FY 2022-23
<b>Water discharge by destination and level of treatment (in kilolitres)</b>		
(i) To Surface water	Not Applicable. The Company has successfully implemented Zero Liquid Discharge across all its facilities in India. It essentially means, the wastewater generated during the operational processes undergoes treatment in in-house Effluent Treatment Plants (ETPs) present at each facility. This treated wastewater is then recycled and reintroduced back into the system for a variety of purposes including filling ponds to store logs, irrigation for gardening purposes, flushing toilets, fire water storage, facility cleaning etc.	
- No treatment		
- With treatment – please specify level of treatment		
(ii) To Groundwater		
- No treatment		
- With treatment – please specify level of treatment		
(iii) To Seawater		
- No treatment		
- With treatment – please specify level of treatment		
(iv) Sent to third-parties		
- No treatment		
- With treatment – please specify level of treatment		
(v) Others		
- No treatment		
- With treatment – please specify level of treatment		
<b>Total water discharged (in kilolitres)</b>		

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

**5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

We undertake various initiatives for natural resource conservation like water conservation and wastewater recycling. We have implemented Zero Liquid Discharge (ZLD) across all our facilities in India. To minimize liquid effluent discharge from the operations, we utilize resin manufacturing technology, thereby eliminating the need for vacuum distillation in the final stage of production. The generated wastewater gets treated and is reused for multiple uses including filling ponds for storing logs, gardening, flushing toilets, fire water storage, and facility cleaning.

**6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:**

Parameter	Please specify unit	FY 2023-24	FY 2022-23
NOx	MT	157.68*	147.08
SOx	MT	139.46*	121.34
Particulate Matter (PM10)	MT	139.48*	120.33
Particulate Matter (PM2.5)			
Persistent organic pollutants (POP)			
Volatile organic compounds (VOC)		Not Applicable	
Hazardous air pollutants (HAP)			
Others – please specify			

\* Increase in number as compared to last FY due to expansion of operations and increase in production.

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.:

No

**7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) and its intensity, in the following format:**

Parameter	Unit	FY 2023-24	FY 2022-23
Total Scope 1 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, FCs, SF6, NF3, if available)*	tCO <sub>2</sub> e	35,039.76	34,480.08
Total Scope 2 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF6, NF3, if available)	tCO <sub>2</sub> e	74,154.40	61,033.73
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	tCO <sub>2</sub> e / ₹ Lac	0.29	0.26
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	tCO <sub>2</sub> e / \$ Lac	6.50	5.95
Total Scope 1 and Scope 2 emission intensity in terms of physical output (Total Scope 1 and Scope 2 GHG emissions / Total production output in MT)	tCO <sub>2</sub> e / MT	0.23	0.23

\*Excluding fugitive emissions/\*\* Increase in emission numbers as compared to last FY due to expansion of operations and increase in production.

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.:

No

**8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.**

We as a company are committed to and is working dedicatedly towards climate change for making a positive impact on the environment and communities in region where we operate. To enhance our performance in this regard, we have implemented various sustainable measures. These include increasing the use of renewable energy in its operations, adopting energy-efficient technologies, and minimizing and reusing production waste. These efforts have significantly contributed to reducing greenhouse gas emissions from our operations.

Few of the initiatives undertaken by us to upgrade our facilities to enhance energy efficiency, decrease non-renewable energy consumption, and optimize energy costs are listed below.

**Technological Interventions:**

- Installation of rail lines and assembly conveyor lines to decrease fuel consumption related to forklift operations.
- Implementation of closed-loop pipelines to minimize chemical wastage during transportation.
- Installation of chippers at the energy plant to enhance fuel efficiency.
- Introduction of a High-Capacity Veneer Dryer and Variable Frequency Drive (VFD) to replace manual glue spreaders, which reduces heat loss in the process and improves energy efficiency.
- Installed energy-saving fans on dryers, which consume less energy compared to conventional fans.
- Implemented AC drives on boilers to regulate motor speed according to the boiler's load, resulting in reduced energy consumption.
- Optimized power consumption by integrating capacitors, achieving higher power factors.

- Replaced screw compressed starters with VFD compressors to improve energy efficiency.
- Replaced multiple Thermic Fluid Heaters (TFH) with a single high-capacity modern and energy-efficient TFH.
- Installed DG synchronization panels to automate DG set operations, thereby reducing diesel consumption.

#### Process Optimization:

- Utilized auto-sensing pneumatic pressure control on glue spreaders to prevent fluctuations, minimize material loss, and increase the service life of machines.
- Adopted laser-guided lights at panel assembly tables to ensure accurate dimensions, thereby reducing wear and tear on edge trimming machines.
- Redesigned buildings to maximize natural light utilization, thereby minimizing electricity usage during the daytime.
- Implemented heat exchangers to enhance the output of refiner and press machines, optimizing energy usage and reducing greenhouse gas emissions.

#### Alternate energy integration:

- Introduced Electric Vehicles (EVs) for logistical purposes, further reducing carbon footprint.
- Adopted electric forklifts to replace diesel forklifts, promoting less emission-intensive logistics operations.
- Installed solar panels and concentrated solar thermal (CST) technologies to heat water and thermic fluids, integrating them with existing boilers and heating systems. This initiative aims to harness renewable energy sources for operational needs.
- Introduction of 4 Electric Vehicles (EVs) for logistics purposes.

#### Facility upgradation:

- Our Head Office (HO) is certified as Platinum LEED, underscoring our commitment to regulating the energy footprint of our buildings. In alignment with this commitment, we prioritize leasing buildings that are also LEED certified. This proactive approach not only reinforces our dedication to but also ensures that our operational spaces adhere to high standards of environmental performance and energy efficiency.
- We recognize that energy efficiency alone is insufficient to achieve the goal of reducing greenhouse gas (GHG) emissions. Therefore, we adopt additional initiatives aimed at reducing our reliance on fossil fuels. This includes transitioning to cleaner fuels and implementing captive solar power plants. We have also installed rooftop solar photovoltaic panels across all our facilities in India. These panels are utilized for power generation, thereby decreasing dependency on grid electricity and other non-renewable energy sources. These efforts underscore our commitment to by integrating renewable energy solutions and minimizing our carbon footprint across our operations.

#### 9. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2023-24	FY 2022-23
<b>Total Waste generated (in metric tonnes)</b>		
Plastic waste (A)	55.88	41.93
E-waste (B)	0.70	0.60
Bio-medical waste (C)	0.00	0.00
Construction and demolition waste (D)	14.99	0.00
Battery waste (E)	2.27	0.00
Radioactive waste (F)	0.00	0.00
Other Hazardous waste. Please specify, if any. (G)	18.32	23.48
Glue sludge	4.12	11.25
ACC sludge	0.00	2.00
Oily cotton waste	0.00	0.05
Used oil	0.00	8.07
ETP sludge	14.20	2.00
Contaminated bags	0.00	0.11
Others (Please specify the waste type)	0.00	0.00
Other Non-hazardous waste generated (H) Please specify, if any.	98,318.54*	93,996.90
Paper waste	552.38	1,230.70
Metal scrap	222.95	502.89
Waste wood	97,443.15	91,952.38
Rubber scrap	3.39	2.53
Wooden pallet	92.33	308.40

Parameter	FY 2023-24	FY 2022-23
Others (Please specify the waste type)	4.34	0.00
<b>Total (A+B + C + D + E + F + G + H)</b>	<b>98,410.70 **</b>	<b>94,062.91</b>
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)	0.26 MT/₹ Lac	0.26 MT/₹ Lac
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	5.86 MT/\$ Lac	5.86 MT/\$ Lac
Waste intensity in terms of physical output (Total waste generated / Total production output in MT)	0.20 MT /1 MT	0.22 MT /1 MT
<b>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)</b>		
(i) Recycled	885.15	41.93
(ii) Re-used	97,224.69	91,952.38
(iii) Other recovery operations	Nil	Nil
<b>Total</b>	<b>98,109.84</b>	<b>91,994.31</b>
<b>For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)</b>		
(i) Incineration	4.12	1,230.70
(ii) Landfilling	281.76	Nil
(iii) Other disposal operations	Nil	837.90
<b>Total</b>	<b>285.88</b>	<b>2,068.60</b>

\* Comprises majorly of wooden waste that is reused in plant operations/\*\*Increase in number as compared to last FY due to expansion of operations and increase in production.

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.:

No

**10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

The Company has implemented a comprehensive waste management system aimed at reducing, reusing, and recycling the generated waste. Hazardous waste is disposed of through government-authorized vendors, while non-hazardous waste is managed by authorized local collectors. Innovative methods are continuously evaluated to optimize the reuse of generated waste, such as using modern technology to join waste wood veneers for reuse as raw materials in our decorative division.

The Company has also adopted a zero-landfill policy for chemicals like Urea-Formaldehyde, ensuring complete chemical usage. As a leader in the timber-based industry, there exists challenges with chemicals such as Formaldehydes and phenols. The Company aims to minimize negative impact on the environment and community by reducing and controlling formaldehyde emissions from plywood and High-Pressure Laminate (HPL) through improved glue formulations.

The Company has developed CARB Resin that maintains the mechanical properties of CARB products while complying with formaldehyde emission standards (JIS A 1460).

Looking ahead, the Company remains proactive in exploring alternatives to these chemicals as part of our commitment towards environmental stewardship, leveraging ongoing research and technological advancements.

**11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:**

None of the Company operations or offices are located near ecologically sensitive areas. However, approximately 98% of the raw materials come from agroforestry sources, emphasizing the importance of effective plantation management. The Company has been actively supporting plantation activities by offering subsidized saplings of plant varieties like eucalyptus to farmers near the manufacturing facilities.

Additionally, large-scale plantations of fast-growing and short-rotation plant species are undertaken around its manufacturing facilities, especially in Punjab and Tamil Nadu. These efforts not only secure a sustainable raw material supply but also provide financial support to local farmers.

. Various soil conservation initiatives are also implemented, including –



- Training programs for farmers on soil health management
- Afforestation in vacant areas around our manufacturing facilities and peripheries
- Distribution of plant saplings to the employees, encouraging them to plant in their communities

These measures reflect our proactive approach to balancing business interests with environmental responsibilities, promoting sustainable practices within our value chain and surrounding communities.

Sr. no.	Location of operations/ officess	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
Not Applicable as all clearances are maintained and in place			

**12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
No EIA has been performed in the last fiscal year.					

**13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:**

Sr. No.	Specify the law/regulation/ guidelines which was not complied with	Provide details of the non-compliance	Any fines /penalties/action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken if any
The Company is compliant with all applicable Indian laws and regulations and have zero incidents related to the same in FY 2023-24				

### Leadership Indicators

**1. Water withdrawal, consumption, and discharge in areas of water stress (in kilolitres): For each facility / plant located in areas of water stress, provide the following information:**

(i) **Name of the area:** Karnal, Kandla and Sharon Ply

(ii) **Nature of operations:** Manufacturing and Trading of Plywood

(iii) **Water withdrawal, consumption and discharge in the following format:**

Parameter	FY 2023-24	FY 2022-23
<b>Water withdrawal by source (in kilolitres)</b>		
i. Surface water	Nil	Nil
ii. Groundwater	4,22,601.35	3,84,018.01
iii. Third party water	22,816	26,275.00
iv. Seawater / desalinated water	Nil	Nil
v. Others (Bottled water)	Nil	Nil
Total volume of water withdrawal (in kilolitres)	4,45,417.35*	4,10,293.01
Total volume of water consumption (in kilolitres)	4,45,417.35	4,10,293.01
Water intensity per rupee of turnover (Water consumed / turnover)	1.18 KL/₹ Lac	1.13 KL/₹ Lac
<b>Water discharge by destination and level of treatment (in kilolitres)</b>		

Parameter	FY 2023-24	FY 2022-23
(i) Into Surface water	Not Applicable. We have successfully implemented a Zero Liquid Discharge across all our facilities in India. The wastewater produced during operational processes undergoes treatment in on-site Effluent Treatment Plants (ETPs) at each facility. After treatment, this wastewater is recycled and reused within the system for various purposes such as filling ponds for log storage, irrigation for gardening, flushing toilets, fire water storage, and facility cleaning. This closed-loop system ensures efficient water management and minimizes environmental impact.	
- No treatment		
- With treatment – please specify level of treatment		
(ii) Into Groundwater		
- No treatment		
- With treatment – please specify level of treatment		
(iii) Into Seawater		
- No treatment		
- With treatment – please specify level of treatment		
(iv) Sent to third-parties		
- No treatment		
- With treatment – please specify level of treatment		
(v) Others		
- No treatment		
With treatment – please specify level of treatment		
Total water discharged (in kilolitres)		

\* Increase in number as compared to last FY due to expansion of operations and increase in production.

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

**2. Please provide details of total Scope 3 emissions & its intensity, in the following format:**

Parameter	Unit	FY 2023-24	FY 2022-23
Total Scope 3 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO <sub>2</sub> equivalent	CPIL is yet to develop the Scope 3 GHG emission inventory.	
Total Scope 3 emissions per rupee of turnover	Metric tonnes of CO <sub>2</sub> equivalent		
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity	Metric tonnes of CO <sub>2</sub> equivalent		

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

**4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:**

S. No	Initiative undertaken	Details of the initiative	Outcome of the initiative
1.	Installation of Fire Hydrant System	The company installed a fire hydrant system in of its facilities to enhance fire safety measures.	The new fire hydrant system has improved the emergency response capability, reduced the risk of fire-related incidents, and ensured compliance with safety regulations.
2.	Purchase of 3 nos Electric Forklift	The company replaced three diesel forklifts with electric ones in of its facilities to reduce emissions and improve energy efficiency.	The switch to electric forklifts has resulted in a reduction of the carbon footprint and decreased operating costs due to lower fuel expenses.
3.	Engaged with BIF to conduct an energy portfolio analysis	This engagement is aimed at identifying opportunities for cost savings and efficiency improvements.	A successful completion of this engagement will help the company to save energy and increase efficiency in its facilities.

S. No	Initiative undertaken	Details of the initiative	Outcome of the initiative
4.	Replacement of ageing machines at the facilities	<ul style="list-style-type: none"> <li>- Old kiln chambers replaced with new automatic energy efficient kiln chambers at board and door frame section.</li> <li>- New 15DL hot press replacing old ones for plywood manufacturing operations.</li> <li>- Old air-conditioners replaced with new 5-star inverter air-conditioners.</li> <li>- Old and less efficient diesel generator sets have been replaced by new ones.</li> </ul>	This helped the company in achieving resource efficiency and reduce the overall energy consumption.
5.	Combining different smaller machines into fewer larger and efficient machines	<ul style="list-style-type: none"> <li>- 100VTA thermic fluid heated energy plant replacing several smaller ones.</li> <li>- Dryers consolidated to larger sizes combining several smaller ones.</li> <li>- Air compressor consolidated to a single unit replacing scattered smaller ones.</li> </ul>	This helped the company in lowering its energy consumption and simultaneously reducing the carbon footprint.
6.	Automation and modification of machines	<ul style="list-style-type: none"> <li>- Automation of panel edge trimming-cum-preservative coating machine.</li> <li>- Automation of veneer feeding and receiving.</li> <li>- In Dryer high capacity (7.5 HP) blower motors replaced with efficient (5 HP) motor.</li> <li>- Rail lines as well as assembly conveyor lines introduced to reduce the operation of forklifts and enhance throughput.</li> <li>- Started use of alternate plant waste (leaves) to replace timber in energy plant boiler.</li> </ul>	By bringing automation and modifications in machines, the company has able to reduce its energy consumption and achieve energy efficiency.
7.	Increasing renewable sources of energy	Increased the use of power generated through solar power plants across the company's facilities.	Increased usage of solar power has substantially reduced dependence on fossil fuels and emission of carbon dioxide.
8.	Reusing of water	STP water being directed for washroom flushing and for other such purposes.	Reusing of STP water has able the company to reduce its dependency on ground water.
9.	Procuring advanced indigenous technologies	<ul style="list-style-type: none"> <li>- Extensive use of QR code for laminated boards to counter duplicity of Company's product.</li> <li>- New and improvised veneer peeling machines installed to improve both quality and output of veneer.</li> <li>- Installation of plywood polishing machines.</li> </ul>	By obtaining advanced technologies, the company has able to improve the process and resource efficiency also improved the product quality.
10.	Technology customization	<ul style="list-style-type: none"> <li>- AC machines with R22 refrigerant have been replaced by AC machines with R410A.</li> <li>- Replacing conventional ceiling fans (70-75 watts) with new technology BLDC ceiling fans (35 watts).</li> <li>- Cooling system installed at the new resin kettle to maintain the resin temperature during peak summer.</li> <li>- 11 TR chiller plant installed to improve the quality of resin-treated Kraft paper during peak summer.</li> <li>- Heat exchanger installed to improve refiner and press output in winters.</li> <li>- Interconnecting of energy plant flue gas chimneys.</li> </ul>	The company was able to achieve better utilization of resources through its improved processes.

S. No	Initiative undertaken	Details of the initiative	Outcome of the initiative
11.	Controlling air pollution	To control air pollution, the company fixed individual bad filter with common stack, multi cyclone bag filter with common stack and common bag filter.	This helped the company in maintaining the air pollution level.

**5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.**

We have established a robust Risk Management Policy that serves as both a business continuity and disaster management plan. The primary objective of this policy is to mitigate the adverse effects of risks on our business objectives. Recently updated to align with amendments in Listing Regulations, the policy covers various critical areas including strategic/business, information technology, financial, cyber security, and operational risks.

Responsibility for implementing and monitoring the Risk Management Policy lies with the Risk Management Committee. This committee ensures that key risks are identified, assessed, and systematically addressed through ongoing mitigation strategies. The Board and Audit Committee are regularly briefed on the outcomes of risk assessments and the procedures in place to minimize these risks. The Audit Committee specifically oversees financial risks and controls.

**6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.**

CPIL is a timber-based company, sourcing approximately 98% of its wood-based raw materials from sustainable agro-forests and plantations that are assessed to have minimal environmental impact. The company has started procuring timber veneer from Gabon, specifically from FSC-certified forests that house "Okoume" trees. These trees, part of short-rotation plantation forests in Gabon, allow for safe and sustainable timber harvesting without resource depletion. These forests are meticulously managed with attention to soil health, weed control, and pest control, ensuring both environmental sustainability and high-quality raw materials that support the Company's economic sustainability.

For wood sourced from local Indian farmers, the Company's proactively educates its vendors and farmers on sustainable plantation practices, considering the impact of modern agriculture on soil health and water tables. Additionally, the company has begun transition to EVs for its logistics and transport assets, introducing electric vehicles for transportation and electric forklifts in its warehouses. The Company has not observed any significant adverse environmental impacts from its activities across the value chain. Looking ahead, the company aims to extend these sustainability expectations to its franchisees as well.

**7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.**

Though we currently do not have any environmental assessment for our value chain partners but we are planning to developing a process to assess our suppliers on ESG parameters.

**PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.**

**Essential Indicators:**

**1. a. Number of affiliations with trade and industry chambers/ associations.**

CPIL has affiliations with 9 industry chambers/associations.

**b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.**

Sr. No.	Name of the trade and industry chambers/associations	Reach of trade and industry chambers/ associations (State/National)
1	MCC Chamber of Commerce and Industry	National
2	Bharat Chamber of Commerce	National
3	Indian Chamber of Commerce	National
4	Federation of Indian Chambers of Commerce and Industry	National
5	Indian Plywood Industries Research & Training Institute	National
6	The Bengal Chamber of Commerce and Industry	State
7	Federation of Indian Plywood and Panel Industry	National
8	Association of Indian Panel board Manufacturer	National
9	Indian Laminate Manufacturers Association	National

**2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.**

Name of authority	Brief of the case	Corrective action taken
The Company has not engaged in any anti-competitive conduct during the reporting year.		

**Leadership Indicators:**

**1. Details of public policy positions advocated by the entity:**

Sr. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/Half yearly/Quarterly /Others-please specify)	Web Link, if available
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CPIL engages with industry associations to enhance the industry and public welfare. We engage in these forums on a wide range of stakeholder concerns and policy matters, aiming to influence the development of comprehensive regulations that benefit the entire industry and the public. CPIL's aim is to be a part of the larger policy-development process and not focus only on one subject area.

**PRINCIPLE 8 Businesses should promote inclusive growth and equitable development.**

**Essential Indicators:**

**1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

Name and Brief Details of the Project	SIA Notification No.	Date of Notification	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web Link
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Not Applicable

The Company's average CSR obligation in the three immediately preceding financial years remained below ₹10 Crore.

Hence, it is not mandated to undertake impact assessment, through an independent agency, if a Company's CSR projects have an outlay of ₹1 Crore or more. While impact assessment is not mandatory for CPIL's projects, the company acknowledges the importance of evaluating the social impact of its initiatives and internally assesses the effectiveness of its CSR programs. This includes assessment of the extent to which the CSR programs positively impact the targeted beneficiaries and their alignment to the Company's social responsibility goals to contribute to the well-being of the community they serve.

**2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Projects Affected Families (PAFs)	Percentage of PAFs covered by R&R	Amounts paid to PAFs in the FY (in ₹)
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Not Applicable

**3. Describe the mechanisms to receive and redress grievances of the community.**

CPIL actively engages with local communities through Corporate Social Responsibility (CSR) programs designed to uplift marginalized and vulnerable stakeholders. A dedicated CSR committee oversees the identification and implementation of these programs at the grassroots level. Implementing agencies maintain regular communication with local communities to identify and address their needs through CSR activities. The CSR committee conducts continuous engagement with communities via surveys and focus group discussions to understand their needs and ensure CSR activities effectively address them. This ongoing communication enables CPIL to ensure that any concerns or community grievances are effectively addressed.

**4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

	FY 2023-24	FY 2022-23
Directly sourced from MSMEs/ small producers	3.8%	9%*
Directly sourced from within India	82%	74%

\*The above percentage includes raw material categories chemicals and timber procured by CPIL 's corporate office, Chennai and Karnal facility only. Other CPIL facilities are currently in the process of tracking direct procurement from MSMEs/ small producers.



**5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost.**

Location	FY 2023-24	FY 2022-23
Rural	30%	28%
Semi-urban	Nil	Nil
Urban	18%	19%
Metropolitan	51%	53%*

\* FY 2022-23 also included CFS in its boundary, which is classified as Metropolitan.

**Leadership Indicators:**

**1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):**

Not Applicable

**2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:**

Sl. No.	State	Aspirational District	Amount spent (IN ₹)
None			

**3. a. Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No):**

While the Company mechanisms in place to procure its raw material requirements from suppliers comprising marginalised/vulnerable groups like those from poor economic backgrounds, it is yet to develop a preferential procurement policy for the same

**b. From which marginalized /vulnerable groups do you procure?**

CPIL implements agroforestry initiatives in the vicinity of its manufacturing facilities, particularly in Punjab and Tamil Nadu. This strategy involves encouraging local farmers to cultivate eucalyptus and other fast growing tree species around their fields, as well as promoting large-scale plantations of these species. Through this approach, CPIL procures approximately 98% of its timber requirements from local small farmers.

**c. What percentage of total procurement (by value) does it constitute?**

Currently, CPIL procures approximately 98% of its timber requirements from local farmers through agroforestry. The Company is in the process of setting up a mechanism to quantify procurement from such diverse suppliers.

**4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:**

Sr. No.	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes / No)	Basis of calculating benefit share
Not Applicable				

**5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.**

Name of authority	Brief of the Case	Corrective action taken
Not Applicable		

**6. Details of beneficiaries of CSR Projects:**

Sr. no	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
<b>VATAVARAN SANRAKSHAN</b>			
<b>(Animal welfare, Conservation of Flora and Fauna, Environmental sustainability)</b>			
1	Tree Plantation (20,69,446 saplings distributed to farmers)	8,468	100%
<b>GYANODAY</b>			
<b>(Education and Livelihood Enhancement Projects)</b>			
1	Udayan Care	10	100%
2	Morning Glory School: Education to mentally challenged and autistic children	90	100%
3	Shree Burrabazar Kumarsabha Pustakalya	458	100%
4	Tagore Foundation School Kolkata	182	100%
5	Help Us Help Them: Free residential learning Centre	1,000	100%
6	Debanjan Sen Foundation	23	100%
7	Parly Nowapara Niranjaan Namghar: Free coaching Centre for females at Cent Ply	40	100%
8	Century Ply Vocational Training Centre	190	100%
9	Sewing School (Palasbari Paridhan kendra & Manpur)	40	100%
10	Vanvasi Kalyan Ashram, Odisha	339	100%
11	Friends of Tribals Society	7,189	100%
12	Gaudiya Mission	1,200	100%
13	Future Hope India	4,072	100%
14	Kurpai Unnayani Society	500	100%
15	Swadeshi Research Institute	200	100%
16	Allsport Foundation	560	100%
17	Gram Bharati Vidya Peeth Society	800	100%
18	Pariwar Milan	150	100%
19	International Divya Parivar Society	300	100%
20	Garden Reach Institute for the Rehabilitation and Research	395	100%
21	Hare Krishna Movement Vrindavan	10,000	100%
<b>SWASTHYA AUR SWACHHATA</b>			
<b>(Healthcare)</b>			
1	Can Kids-Cancer Patients	741	100%
2	Shree Ram Seva Samity Trust	100	100%
3	Institute of Cerebral Palsy	130	100%
4	Nagrik Swasthya Sangh: Free eye treatment	2,160	100%
5	Shree Manav Seva Trust	80	100%
6	Manav Seva Trust	3,000	100%
7	Purvanchal Kalyan Ashram	400	100%
8	Vivekananda Yoga Anusandhana Samsthana	500	100%
9	Dr Bholanath Chakravarty Memorial Trust	95,000	100%
10	Shree Vishudanand hospital: Patients for outdoor service	8,400	100%
11	Vision Mission Foundation: Screening & awareness of Diabetes, Hypertension and Obesity	5,056	100%
12	Bhukailash Welfare Centre: Emergency hospital camp at Ganga Sagar	30,000	100%
13	Mosquito net distribution	150	100%
14	Free Medical camp at Century Ply Vocational Training Centre	100	100%
15	Cuddles Foundation: Distribution of Nutrition supplements and food	394	100%
16	Manovikas Kendra Rehabilitation and Research Institute	500	100%

Sr. no	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
<b>SAMAJIK KALYAN (Reducing inequalities faced by socially and economically backward groups)</b>			
1	Armed Forces Flag Day Fund Kendriya Sainik Board	9	100%

**Note** – The above table consists of number of persons benefitted from CSR projects and excludes animal welfare and broader community welfare CSR activities. The Company contributes significantly to several organisations like Calcutta Pinjrapole Society (providing shelter to cows), Central Kolkata Prerna Foundation (maintains burning ghats), Sri Mahaveer Jain Pashu Seva Kendra (for animal welfare), etc.

## **PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner.**

### **Essential Indicators:**

#### **1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

At CPIL, to achieve business growth and long-term sustainability, consumer satisfaction is one of the important indicators and through its efforts and commitment, we have always been at the forefront to provide all consumers the level of satisfaction that they expect from us. Since our primary business is of B2B business, therefore on a regular basis we interact and communicate with our architects and the empanelled dealers to find out about any issues they may have with the quality of the products or the terms of the agreement. We also have a process in place to get the feedback from our end-consumers regarding the quality of the products through company's B2B partners. CPIL also utilizes social media platforms and tools like email to collect customers feedback and complaints directly. To record and document all the customer complaints and provide suitable remedies, we have put in place a formal grievance redressal procedure. CPIL through different architects and empanelled dealers receives consumers' feedback and complaints on issues related to product quality. The complaint received are handled by the marketing and sales team but in case a further escalation is required then the zonal in-charge designated for each product line (Laminates, Plywood, Particle board, MDF, decorative veneer, New Age Products) is contacted.

#### **2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:**

Particulars	As a percentage to total turnover
Environmental and social parameters relevant to the product	CPIL primarily conducts business with other businesses as a B2B venture and through different dealers the company sells its products to civil contractors and architects and to other industries where our product is transformed into finished goods. The buyer has access to all the information that is being readily available by the CPIL regarding the products. Since NAP (New Age goods) is a unique product variation, 100% of all products carry information on the product itself.
Safe and responsible usage	
Recycling and/or safe disposal	

CPIL as a company complies with all applicable requirements regarding product labelling and information display. In addition, the company offers product-specific safety guidelines and the necessary information as well. To allow consumers to confirm the authenticity of the goods, CPIL started providing barcode on its products. A significant portion of the CPIL's products is Greenguard certified, certifying that the products have a lower level of air emissions during the product's usage life as compared to a conventional product. The following are a few more notable certificates:

- Laminates: BIS, FSC, Greenguard, GreePro, Indian Green Building Council (IGBC), ISO 9001: 2015, ISO 14001:2015, ISO 45001:2018
- Plywood: BIS, FSC, GreenPro, E0/E1 grade, Indian Green Building Council (IGBC), ISO 9001: 2015, ISO 14001:2015, ISO 45001:2018
- MDF: BIS, CARB Certification Grade, CPIL also offers E0, E1 & E2 grade products with low lifetime air emission capabilities

**3. Number of consumer complaints in respect of the following:**

	FY 2023-24			FY 2022-23		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy (IT)	Nil	Nil	-	Nil	Nil	-
Advertising	Nil	Nil	-	Nil	Nil	-
Cyber-security (IT)	Nil	Nil	-	Nil	Nil	-
Delivery of essential services	Nil	Nil	-	Nil	Nil	-
Restrictive Trade Practices	Nil	Nil	-	Nil	Nil	-
Unfair Trade Practices	Nil	Nil	-	Nil	Nil	-
Others	2914	144	-	3,002	61	-

**4. Details of instances of product recalls on account of safety issues:**

	Number	Reasons for recall
Voluntary recalls	-	None
Forced recalls	-	None

**5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.**

Yes, CPIL has an IT policy which includes mechanisms to identify and mitigate cyber risks and privacy breaches. The policy is essential for protecting business processes from potential security breaches and preventing any misuse of customer data and confidential information. CPIL has been ensuring the commitment by following a structured process which is enabled by the guidelines under the policy. Since the policy discussed is an internal policy for the company, therefore it is not available in the public domain.

**6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products/services.**

Not Applicable, as no complaints relating to the above-mentioned areas were received in the FY 2023-24.

**7. Provide the following information relating to data breaches:****a. Number of instances of data breaches**

Nil

**b. Percentage of data breaches involving personally identifiable information of customers**

Nil

**c. Impact, if any, of the data breaches**

Nil

**Leadership Indicators:****1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).**

Annual report: <https://www.centuryply.com/annual-report/annual-report>

Company website: Catalogue: <https://www.centuryply.com/catalogues>

**2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

The company at the time of purchase, provides the consumers with the necessary information, regarding safe and responsible usage of products. Since NAP (New Age goods) is a unique product variation, information about the product is included with 100% of all the goods. CPIL as a company complies with all the applicable requirements regarding product labelling and information display. In addition, we offer product-specific safety guidelines and the necessary information. Since the majority of our products are utilized as intermediate products which is being used to produce a finished goods for the usage of end-consumers, therefore, we do not actively include end users in any kind of product sensitization about safe and responsible usage. CPIL's architects and empanelled dealers take that responsibility.

**3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

We consistently engage with our customers via social media and news outlets, ensuring that all important updates are communicated through press conferences and social media channels.

**4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**

At CPIL, there is a process in place to communicate to our B2B partners regarding the product-related details and information during purchase. Since we do not directly deal with end-consumers as the product produced by CPIL is being used as an intermediate and we do not directly engage with the customers. Based on the above information, this question regarding the display of product information is not relevant for the company. However, to be well aligned with the changing needs of the consumers, we ensure constant communication with the dealers, retailers as well as architects and builders through our well-established marketing and sales teams for all product lines of CPIL.



## Annexure 9

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

#### A. Conservation of Energy

##### (i) The Company adopted the following measures towards conservation of energy:

- Ageing machines replacement:
  - Old kiln chambers replaced with new automatic energy efficient kiln chambers at board and door frame section.
  - New 15DL hot press replacing old ones for plywood manufacturing operations.
  - Old air-conditioners replaced with new 5-star inverter air-conditioners.
  - Old and less efficient diesel generator sets have been replaced by new ones.
- Machine consolidation:
  - 100VTA thermic fluid heated energy plant replacing a number of smaller ones.
  - Dryers consolidated to larger sizes combining a number of smaller ones.
  - Air compressor consolidated to a single unit replacing scattered smaller ones.
- Machine modification:
  - Automation of panel edge trimming-cum-preservative coating machine.
  - Automation of veneer feeding and receiving.
  - In Dryer high capacity (7.5 HP) blower motors replaced with efficient (5 HP) motor
  - In hot press autoloader, pneumatic clamping systems replaced with Teflon clamping, thereby reducing compressed air consumption.
  - Introducing load cell in measuring system in resin operation.
  - Rejected fiber being recirculated with the help of external blower to be taken back in production, thus reducing wastages.
  - CTS dust usage directly in energy plant furnace implemented with modification of systems, thus reducing manual handling and environment contamination.
  - Rail lines as well as assembly conveyor lines introduced to reduce the operation of forklifts and enhance throughput.

- Closed loop operation for transfer of liquids/fluids introduced to do away with reliance on tractors.
- Started use of alternate plant waste (leaves) to replace timber in energy plant boiler

##### (ii) The steps taken by the Company for utilizing alternate sources of energy:

- Increasing solar cell power generation capacity at different locations. Continued usage of solar power at all factories, has substantially reduced dependence on fossil fuels and emission of carbon dioxide.
- Utilisation of air conditioner condensed water for various activities, thereby reducing pumping out of ground water.
- STP water being directed for washroom flushing, etc., thereby reducing dependency on ground water.
- Diesel operated automobiles being replaced with EV (forklift, pick up, etc.).

##### (iii) The capital investment on energy conservation equipment:

Investments, wherever required, for conservation of energy are proactively made by the Company. The Company has a continuous process to monitor and explore ways and means for conservation of energy.

#### B. Technology Absorption

##### (i) Efforts made towards technology absorption:

- **Acquisition:** Obtaining advanced indigenous technologies through purchase, licensing and/or other means-
  - Enabling hot press automation through computerized system, in place of manual operation
  - Automated online grading of final product introduced to improve efficiency and reduce cost.
  - Extensive use of QR code for laminated boards to counter duplicity of Company's product.
  - New and improvised veneer peeling machines installed to improve both quality and output of veneer.
  - Installation of plywood polishing machines.
- **Adaptation:** Modifying and customizing the technology to fit specific needs or contexts-

- o AC machines with R22 refrigerant have been replaced by AC machines with R410A.
- o Replacing conventional ceiling fans (70-75 watts) with new technology BLDC ceiling fans (35 watts).
- o Development and usage of technology where Variable Frequency Drives (VFDs) are directly operated from Human-Machine Interface (HMI) systems.
- o Cooling system installed at the new resin kettle to maintain the resin temperature during peak summer.
- o 11 TR chiller plant installed to improve the quality of resin-treated Kraft paper during peak summer.
- o Heat exchanger installed to improve refiner and press output in winters.
- o Interconnecting of energy plant flue gas chimneys.
- o Different area steam condensate trap start to recycle in deaerator to save energy and water.
- o HP for overlaying are redesigned with SS cushion pads.
- **Implementation:** Integrating new technology into existing processes, systems, and products-
  - o Online stack analyzer systems have been introduced at the chimneys of hot water generators and thermic fluid heaters to monitor and have a 24x7 control of SPM emissions
  - o The BOPP unwinder system has been modified from manual handling to a motorized one with an electronic counting system. Previously requiring dedicated manpower for 3.5 hours, the new system completes the process automatically within 1 hour without any dedicated manpower.
- **Skill development:** Training and educating users and stakeholders for effective use of technology.
  - o Innovative approach to upskill the workforce with the help of experts.
  - o Succession planning and preparing the next line of leadership for seamless operational continuity and efficiency.
- **Innovation:** Building on the new technology to develop new products, services, and processes.
  - o Introduction of Century Cubicles, as part of its product diversification plans in the plywood category. The new range will cater to restroom and locker solutions.
- **Knowledge transfer:** Sharing knowledge and best practices related to the technology within and across the organization.
  - o Engaging different manufacturing units to adopt best practices from among the top performers

through periodic online review followed by physical visits.

**(ii) Benefits derived:**

- Energy (heat, diesel, electricity) optimization
- Improved product quantity, standards and quality with value-added features
- Cost reduction, technology up-gradation
- Reduction in manufacturing time
- Customer satisfaction by delivery of diversified range of products
- Better utilization of resources through improved processes
- Reduction in rejection and higher recovery of prime grade
- Better utilization of plant waste
- Increased safety and reduced fatigue of workmen
- Reduced carbon emission

**(iii) Details of Imported Technology:**

- auto-feeding system of veneers in dryers imported during the year and fully absorbed across multiple manufacturing locations

**(iv) Expenditure on R&D:**

During the year under review, the Company incurred spent ₹1.56 Crore on research and development. Research and Development is carried out in-house using the existing manufacturing setup. The technologies used by the Company are mostly indigenous.

**C. Foreign Exchange earnings and outgo**

	₹ in Crore	
<b>Earnings on account of:</b>	<b>2023-24</b>	<b>2022-23</b>
FOB value of exports	177.23	156.66
<b>Total</b>	<b>177.23</b>	<b>156.66</b>
<b>Outgo on account of:</b>		
a) Raw materials	502.38	327.14
b) Capital goods	81.73	34.32
c) Traded goods	18.30	16.43
d) Stores and spare parts	11.27	6.42
e) Transit Stock	6.67	8.90
f) Services	0.37	0.72
g) Travelling expenses	0.40	0.12
h) Interest	7.03	1.34
i) Others	1.77	0.68
<b>Total</b>	<b>629.92</b>	<b>396.07</b>

For and on behalf of the Board of Directors

**Sajjan Bhajanka**  
(DIN: 00246043)

*Chairman and Managing Director*

# Management discussion and analysis

## ECONOMIC REVIEW

### Global economy

**Overview:** The global economy demonstrated remarkable resilience in 2023, despite facing significant headwinds with geopolitical uncertainty, aggressive tightening of monetary policy and stress in banking sector.

Global economic growth is estimated at 3.1% for 2023, a slight dip from last year. This slowdown was driven by a combination of factors, including geopolitical uncertainty, aggressive monetary policy tightening, and stress in the banking sector.

However, the global economy displayed strong adaptability, particularly in the second half of the year. Key drivers of this resilience include increased consumption fuelled by government and private spending in major economies, easing of labour market pressures and supply-side bottlenecks, and supportive fiscal policies in advanced economies.

Notably, global inflation levels declined favourably during 2023, falling from 8.7% in 2022 to 7.0% by the end of the 2023, though core inflation remained elevated in some regions. This provided some relief and allowed central banks to adjust their monetary policies accordingly.

In conclusion, the global economy's ability to navigate through turbulent times and achieve moderate growth of 3.1% in 2023 showcases its resilience and adaptability in the face of adversity.

**Outlook:** In 2024, the global economy is expected to grow moderately amid a backdrop of easing inflation and stabilizing monetary policies. The global economy is currently navigating through a period of recovery and adjustment, marked by inflationary pressures, geopolitical uncertainties, technological advancements, and a strong push towards sustainability. These dynamics present both challenges and opportunities for policymakers, businesses, and investors worldwide. Robust consumption, driven by government and private spending, and advancements in technology and green energy are likely to support growth. Labour markets are expected to strengthen, particularly in advanced economies, while developing nations may face slower recovery. Overall, cautious optimism prevails, with balanced opportunities and challenges shaping the economic landscape.

Asia's 2024 economic outlook is promising, with strong growth expected in China and India due to increased consumer spending and infrastructure development. Southeast Asia benefits from robust foreign investments and manufacturing shifts. Overall, the region is poised for steady growth with diverse opportunities across various sectors.

### Indian economy

**Overview:** The Indian economy grew to 7.8% in the FY24 fiscal against 7.2% in FY23 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 ₹82.63 against the US dollar on the first trading day of 2023 and on 29th December was ₹83.12 versus the greenback, a depreciation of 0.8%.

In FY24, 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 FY23. The softening of global commodity prices led to a moderation in core inflation.

The nation's foreign exchange reserves achieved a historic milestone, reaching USD 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 H2FY24. UPI transactions in India posted a record 56% rise in volume and 43% rise in value in FY24.

### Growth of the Indian economy

India reached a pivotal phase in its S-curve, characterized by acceleration in urbanization, industrialization, household incomes and energy consumption. India emerged as the fifth largest economy with a GDP of USD 3.6 trillion and nominal per capita income of ₹1,23,945 in FY24. Growth in real GDP during FY24 stood at 8.2% compared to 7.2% in FY23. Both manufacturing and construction sectors also witnessed strong growth in FY24.

India's Nifty 50 index grew 30% in FY24 and India's stock market emerged as the world's fourth largest with a market capitalization of USD 4 trillion. Foreign investment in Indian government bonds jumped in the last three months of 2023. India was ranked 63 among 190 economies in the ease of doing business, according to the latest World Bank annual ratings. India's unemployment declined to a low of 3.2% in 2023 from 6.1% in 2018.

**Outlook:** India withstood global headwinds in 2023 and is likely to remain the world's fastest-growing major economy on the back of growing demand, moderate inflation, stable interest rates and robust foreign exchange reserves. The Indian economy is anticipated to surpass USD 4 trillion in FY25. Robust domestic consumption, driven by a rapidly expanding middle class, will be a key pillar of growth. Ambitious infrastructure development, a flourishing startup ecosystem, and the

government's focus on manufacturing through initiatives like "Make in India" are also set to propel the economy forward.

## Industry structure and developments

### Indian furniture industry overview

In 2024, the Indian furniture market is expected to gain a revenue of USD 5.31 billion, growing at a CAGR of 8.17% from 2024 to 2028. The predominant sector within this market is home décor, with an estimated market volume of USD 1.75 billion in 2024. This growth is attributed to factors such as rising disposable income and increased consumer spending on home décor, owing to rising living standards. Additionally, ongoing infrastructural development, including residential, industrial, and commercial construction, is anticipated to further drive market expansion.

Indian furniture manufacturers are increasingly adopting advanced technologies like the Internet of Things (IoT) to gain a competitive advantage. Incorporating IoT services allows manufacturers to enhance capabilities in design management, performance tracking, and maintenance. The widespread adoption of IoT is expected to play a significant role in propelling the growth of the Indian furniture market in the foreseeable future.

The Indian furniture market is characterized by high competition and fragmentation. While small, unorganized local firms traditionally dominated the market, organized players have gradually strengthened their presence, with multinational companies expected to further increase their market share. The market is open to new entrants due to low entry barriers.

The rise of e-commerce has revolutionized furniture shopping, providing retailers with the opportunity to reach customers globally. This expanded reach enables furniture retailers to offer a diverse range of products, including rare and exclusive items previously unavailable in various markets. However, the impact of e-commerce goes beyond convenience, as the use of data-driven insights has played a pivotal role in the growth of online furniture sales. Leveraging the wealth of data from e-commerce platforms allows furniture retailers to make informed decisions regarding product assortment, pricing, and effective marketing strategies.

## Revenues by segment

### Indian plywood sector overview

The plywood business accounted for 57% of the revenues of Century Plyboards during the year under review.

The Indian plywood industry is estimated to have reached ₹208.5 billion in 2022 and is expected to reach ₹306.5 billion by 2028-29, growing at a CAGR 6.74% during 2022-23 to 2027-28.

The demand growth for plywood in India is chiefly driven by the expansion of distribution networks and the establishment of exclusive outlets by premium furniture manufacturers in both metros as well as beyond tier-II cities. The adoption of technologically advanced production methods to create plywood with enhanced features, such as a flexible plywood, is a key factor propelling market growth. The use of plywood for constructing partitions and false ceilings in residential and

office spaces is contributing to a favourable market outlook in the country.

The increasing incorporation of plywood in the manufacturing of lightweight and easy-to-assemble furniture is a noteworthy contributor to market expansion. The heightened production of do-it-yourself (DIY) projects using plywood, allowing for easy drilling, shaping, and cutting according to specific requirements, is fostering market growth in India. The market is further buoyed by the rising number of government housing schemes, infrastructural projects, and the growth of urban settlements in the country.

Moreover, the surge in renovation and infrastructure development activities among homeowners, coupled with the growing inclination of individuals to integrate unique accents into their interior designs, is catalyzing the demand for plywood in India.

### Indian laminate sector overview

During the year under review, the laminate segment contributed 17% to Century Plyboards' total revenues.

The Indian decorative laminates market size was USD 1.8 billion in 2023 and is expected to grow to 5.1% CAGR from 2024-32 to USD 2.8 billion by 2032.

The growth of the Indian decorative laminates market is primarily fuelled by the rising living standards and increased per capita expenditure on home décor products. The growing preference for modern home furnishing designs, especially in ready-to-assemble floorings, furniture, and cabinets, is a key factor driving market expansion. The swift development of commercial infrastructure in India has heightened the demand for decorative interior products like laminates, particularly in venues such as gymnasiums, convention centers, indoor sports clubs, and auditoriums.

Moreover, the ease of installation and the absence of the need for nails or staples to connect decorative laminates to subfloors or walls have significantly contributed to their widespread adoption throughout the country.

In terms of application, the Indian laminate sector is categorized into furniture, building interior and construction, packaging and others. The building interior and construction segment play a pivotal role in driving growth, with laminates finding extensive use in kitchen counters, tabletops, cabinets, and various settings such as hotels, hospitals, shopping malls, airports, educational institutions, and commercial buildings.

### Indian medium density fibre (MDF) board overview

The MDF segment of the Company accounted for 20% of the revenues of Century Plyboards during the financial year under review.

The Indian MDF market size was estimated to be around ₹3,000 Crore in 2021 and is expected to reach ₹6,000 Crore in 2026, growing at 15-20% CAGR from 2021-26.

The growth in the MDF sector is largely driven by rise in discretionary spends and urbanization, as a greater number

of people are moving towards ready-made and easy-to-install furniture, strengthening the demand for MDF. There is an increasing awareness of the environmental benefits of MDF compared solid wood due to the government promoting the use of sustainable forest products.

The MDF market in India is still in its nascent stage and has tremendous potential for growth. Industry estimations indicate that the share of MDF within the total wood panel industry will increase from the current 5% to 50% by 2030. Apart from, population growth, urbanization, improving living standards, other factors driving demand growth of MDF are:

- Cost effective replacement for lower end of plywood with ease of machining and moulding
- Increasing demand for readymade furniture where MDF is majorly used
- Shortening of the replacement cycle for furniture and rapid urbanisation
- Increasing use in non-furniture applications such as flooring and decorative items
- Environment friendly as MDF re-uses wood waste

Globally, around 30% of the furniture requirement is met through plywood and 70% is met through MDF, while in India, there is a reverse trend. With the increasing acceptance of the product in the Indian markets, the gap is expected to narrow.

### Indian particle board market overview

The particle board segment of the Company accounted for 4% of the revenues of Century Plyboards during the financial year under review.

The Indian particle board market size is expected to reach USD 0.64 billion in 2024 and grow to USD 1.14 billion by 2029, growing at a CAGR of 12.15% from 2024-29.

Particle boards are extensively employed in crafting furniture for office spaces, hotels, eateries, coffee shops, and accommodations. The surging demand for particle board is intricately tied to broader economic influencers like population expansion, escalating disposable incomes, improved living conditions, India's burgeoning hospitality and tourism industry, and the resurgence of office-based employment.

### Indian real estate sector overview

The Indian real estate sector was valued at USD 482 billion, contributing 7.3% to the country's GDP. By 2034, the Indian real estate sector is estimated to reach USD 1.5 trillion, constituting 10.5% of the total economic output. The residential segment is expected to account for the highest market share at US\$ 906 billion, followed by the office sector contributing US\$ 125 billion. Land for manufacturing activities is estimated to generate a value of USD 28 billion, driven by rising demand in India, while warehousing is projected to yield revenues of US\$ 8.9 billion.

According to the Interim Union Budget 2023-24, the budget for PM Awaas Yojana was boosted by 66% to more than ₹79,000 Crore. Pradhan Mantri Awaas Yojana- Gramin (PMAY-G) to

aid the construction of 2.95 Crore pucca houses with basic amenities by March 2024.

SEBI approved the REIT platform to allow investments in this sector to create an opportunity worth ₹1.5 Lac Crore in the Indian market in the years ahead.

### Growth drivers

**Population growth:** India has overtaken China as world's most populous nation, fostering demand for homes and in turn, drive demand for plywood.

**Growing middle class:** The Indian middle class population is going to increase from 715 million in 2030-31 to 1.02 billion in 2047.

**Urbanisation:** By 2025, 38% of the Indian population will be living in cities compared to 33%.

**Demographic dividend:** The Indian consumer market is expected to be driven by its young population, who are showing a growing preference for ready-made products like wood panel compared to traditional carpentry.

**Growing replacement demand:** The traction in discretionary spending will add to the rising living standards, which will drive the demand for wood panels.

**Rise in demand for houses:** The Indian real estate market is expected to reach a value of US\$ 650 billion by 2025, contributing 13% towards India's GDP, which in turn will drive the demand for Indian furniture.

**Online retail sector:** The Indian e-commerce sector touched USD 63 billion in 2023 and is expected to reach 100 billion by 2027, resulting in building material companies to invest in e-retail channels

**Rise of Indian consumerism:** Consumer spending in India is expected to reach \$4 trillion mark by 2030, growing at a 10% CAGR, due to the increasing domestic consumer expenditure and consumption market.

**Increasing disposable incomes:** India is expected to witness a surge in household expenditure, surpassing \$3 trillion, growing at CAGR 14.6% in disposable income until 2027.

### Strengths, Weaknesses, Opportunities and Threats (SWOT)

#### Strengths

- The Company maintains an extensive pan-India network supported by a strong distribution channel, ensuring a steady product supply.
- It provides a variety of products to cater to a wide range of customer requirements.
- The Company's profitability hinges on its brand reputation and market dominance.
- Strategically located manufacturing facilities contribute to expedited product delivery.
- The Company operates in industries characterized by high barriers to entry for new players.



### Weaknesses

- The Company faces fierce competition, predominantly from unorganized players, except in the MDF segment.
- It depends on the recommendations and referrals of professionals, including carpenters and architects.
- Disparities between supply and demand in different product categories may impact the Company's profits.

### Opportunities

- There has been an increased demand for structured wood products.
- India boasts a larger millennial population in comparison to the global average.
- Underpenetrated rural market

### Threats

- Unregulated vendors might present their products at a reduced cost.
- Insufficient availability of raw materials.
- Timber-producing nations exhibit hesitancy in permitting exports without additional processing.
- A sudden surge in raw material prices.
- Technological changes.

## Segment overview, FY24

### Plywood

- The Company maintained its leadership position in this segment
- Revenue of the segment increased by 6.71% during the year under review, valued at ₹2,146.88 Crore in comparison to ₹2,011.93 Crore during FY 2022-23.
- EBITDA margin stood at 13.14% without impairment loss as against 13.3% in FY23.
- Average realisations per unit of the end product strengthened 2.84% over the last year.
- Total volume witnessed an increase of 6.16% during the year under review, with the current level standing at 3,65,233 CBM.
- Capacity utilisation was 81%.

### Laminates

- Revenue of the segment decreased from ₹657.60 Crore in FY23 to ₹656.62 Crore.
- EBITDA margin of the segment decreased by (25.41)% in FY24 compared to last year.

- Average realisations per unit of the end product decreased by (5.88)% as compared to last year.
- Total volume witnessed an increase 6.60% during the year under review, with the current level standing at 76,22,918 sheets.
- Capacity utilization was 89%.

### Medium Density Fibre board

- Revenue from the segment increased by 16.90% to ₹748.30 Crore in comparison to ₹640.14 Crore in FY23.
- EBITDA margin stood at 21.95% as against 27.3% in FY23
- Total volume witnessed an increase of 18.70% during the year under review, with the current level standing at 2,19,973 cbm.
- Average realisations per unit of the end product decreased by (2.23)% compared to last year
- Capacity utilization was 72%.

### Particle board

- Revenue from the segment decreased 9.83% to ₹157.05 Crore as against ₹174.17 Crore in FY23
- EBITDA margin was 20.27% as against 26.7% in FY23.
- Total volume increased by 5.00% to 76,678 cbm.
- Capacity utilization was 104%.

## Discussion on performance, FY24

### Balance Sheet

- Total borrowings including buyers' credit for FY24 stood at ₹380.44 Crore compared to ₹264.37 Crore during FY24.
- Total net fixed assets for FY24 stood at ₹1,465.75 Crore compared to ₹1,277.09 Crore in FY23.
- Net worth stood at ₹2,168.21 Crore as on 31st March, 2024 compared to ₹1,875.78 Crore as on 31st March, 2023, an increase of 15.59%.
- Inventories increased by 19.16% from ₹502.72 Crore as on 31st March, 2023 to ₹599.02 Crore as on 31st March, 2024.

### Profit and loss statement

- Revenues from operations increased by 6.18% from ₹3,539.66 Crore in FY23 to ₹3,758.57 Crore in FY24.
- EBITDA decreased to ₹533.50 Crore in FY24 compared to ₹560.36 Crore in FY23.
- Profit after tax was witnessed at ₹314.74 Crore in FY24, with a decrease of 9.64%.
- Depreciation and amortisation stood at ₹81.36 Crore in FY24 compared to ₹63.58 Crore in FY23.

## Key financial ratio - Significant changes and explanations

Ratio	FY 2023-24	FY 2022-23
Debtors Turnover (Days)	38	39
Inventory Turnover	58 (35 days for raw material and 23 days for finished goods)	52 (31 days for raw material and 21 days for finished goods)
Interest Coverage Ratio	17.89 times	35.20 times
Current Ratio (with short term borrowings)	1.95	1.96
Debt Equity Ratio	0.17	0.14
Operating Profit Margin (%) (EBIT Margin)	12.03%	14.03%
Net Profit Margin (%) / PAT	8.43%	9.88%
Return on Net Worth/ Average Equity	15.49%	21.23%
EBITDA Margin	14.19%	15.83%
Earnings per share (₹)	14.17	15.68
Fixed Asset Turnover Ratio	3.15	3.58
Return on Average capital employed	17.38%	22.71%

## Details of significant changes in the key financial ratios:

Interest coverage ratio has fallen from 35.20 to 17.89 times mainly due to reduction in EBIT and higher Interest Expense on account of increased debt.

Return on Net Worth/ Average Equity and Return on Average capital employed has fallen majorly due to lower profitability in the current FY, attributable to lower realisation in MDF and Particle Board segment.

## Outlook

The Company aims to capitalize on the increasing demand catalyzed by the favourable macroeconomic conditions and conducive government policies and achieve a revenue target of ₹12,000 Crore by 2031.

## Risks and concerns

Business risks constitute a fundamental aspect of any Company, and managing them effectively is paramount for successful business operations. Effectual risk management encompasses the elimination of shocks, service enhancement, proactive change management, efficient resource sourcing, optimization of utilization, leak prevention, and reduction of wastage. Our Company is dedicated to augmenting shareholder value by developing and expanding our business within the risk parameters set by the Board. Simultaneously, we prioritize the interests of all stakeholders to achieve this objective.

## How Century Plyboards has formed an efficient de-risking model

### Overview

A comprehensive risk management framework that delineates the scope of risk and the extent of mitigation is indispensable for the sustainability of any business. The effectiveness of a robust risk management strategy is demonstrated by its ability to shield the business during periods of economic uncertainty and facilitate a rebound within a specific timeframe.

The risk management framework is built on the experience of the Century Plyboards management, centred on the following priorities:

- Progress at optimum cost, while enhancing competitive edge across economic cycles;
- Grow while maintaining checks and balances;
- Engage in interior infrastructure products;
- Be present in product spaces with a large operating headroom;
- Understand that growth results in potent de-risking;
- Sustain growth even during economic slowdown.

### Managing risks in our business

At Century Plyboards, sustainability is a top priority, and we actively identify potential business risks to proactively mitigate them. In today's dynamic environment filled with uncertainties, effective risk management is crucial for navigating market cycles and unforeseen events, especially in the interior infrastructure sector where technology and process consistency play a vital role.

To maintain this consistency, we have established a robust corporate strategy that prioritizes long-term business sustainability over short-term profitability. Ensuring a clear understanding of our operating matrix among all stakeholders enables us to uphold a predictable and stable process, leading to improved outcomes and strengthened corporate sustainability.

Our risk management practices are anchored in guiding principles applied across all risk categories. The Risk Management Committee oversees the implementation of a comprehensive risk management framework, encompassing policies, procedures, and assessment methodologies to adeptly monitor and manage organizational risks.

We firmly believe that risk management is not merely a short-term priority but an integral component of our long-term strategy for sustainable growth.

### Blueprint

At Century Plyboards, we view a meticulously documented framework as the foundational element of our commitment to governance. This framework serves as an articulation of our values and outlines how we intend to conduct our business. Over

the years, we have developed a range of policies that address the needs of all our stakeholders, offering comprehensive guidance on our interactions with them. Additionally, we have implemented an extensive documentation process that enhances traceability and fortifies our review procedures. This systematic approach has facilitated swift correction of deviations, reduced our learning curve, improved process predictability, and established benchmarks for sustainable improvement. Consequently, we have evolved into a systems-driven organization with a dedicated focus on enhancing the sustainability of our business.

## Strategic implementation and the risk management cycle

The Company's risk management framework is all-encompassing, addressing aspects from high-level strategy to day-to-day operations. This includes the identification, measurement, analysis, and assessment of risks. Our risk reporting and monitoring protocols enable us to closely track all significant risks, taking steps to limit or reduce them to an acceptable level.

**Risk Identification:** We identify risks through prevalent systems and indicators, with a quantitative component. Additionally, our comprehensive reporting protocol empowers executives to report risks as soon as they recognize them.

**Risk Measurement:** We regularly utilise risk measurement tools to identify risks for each business function. Our approach involves assessing risks at both organizational and functional levels, considering the risk perception of each functional team.

**Analysis and Assessment:** We consider risk management a critical component of overall financial performance. Implementing efficient risk management practices is believed to enhance financial performance and achieve long-term success. Our financial performance stands as a testament to the effectiveness of our risk management and operating model.

**Risk Reporting:** Periodic assessments on the efficacy of risk management practices are conducted and its outcomes are reported to the management. This involves a category-wise and overall evaluation of potential risks, generating early alerts that allow proactive engagement in initiatives to counter risks and protect our business.

## Risk management system

In the fiscal year 2024, Century Plyboards remained steadfast in fortifying its all-encompassing risk management system. This involved swiftly identifying potential risks, assessing their significance, and implementing measures aimed at diminishing the likelihood and potential losses associated with these risks. Our approach to risk management was consistently

applied across all levels of management and functional areas, guaranteeing the timely and effective identification and resolution of all potential risks.

## Risk management framework objectives

At Century Plyboards, our risk management framework is meticulously crafted to establish precise protocols for business conduct. This framework is instrumental in ensuring the identification and competent handling of all risks that may impact our business, contributing to the achievement of our objectives. The primary goals of our framework include:

**Capitalize on opportunities with agility:** Our framework emphasizes the swift identification of potential opportunities and taking prompt action to capitalize on them. This proactive approach ensures that we remain agile and responsive to market conditions, thereby creating a competitive advantage for our business.

**Mitigate threats and adverse impacts:** Implementation of measures to reduce the likelihood and potential losses associated with potential risks is a key focus. This involves the development of contingency plans and proactive steps to mitigate risk, minimizing the impact of threats and adverse effects on the business.

**Catalyze executive decision-making:** The framework is designed to provide executive management with a comprehensive understanding of potential risks and their consequences. This equips us to make well-informed decisions that strike a balance between risk and reward.

## Implementation

In the review period, the Risk Management Committee convened two meetings.

The Board-approved Risk Management Policy at Century Plyboards included all significant risks faced by the Company, duly identified and assessed to facilitate effective management. We formulated a policy framework that prioritized the prudent management of project profiles, spanning from conceptualization to implementation and sustainability, incorporating appropriate risk mitigation measures.

Our risk management framework was structured to minimize the adverse impact of risks on key business objectives, while also enabling the Company to capitalize on opportunities. Recognizing the importance of instilling best practices in project management, we implemented measures to ensure the effective handling of risks associated with our projects. This proactive and effective risk management approach contributed to the successful outcomes of our projects and the overall success of the Company.

## The mitigation of our prominent risks, 2023-24

Risks	Probable consequences	Chances of sustained risk occurrence	External stimulus and our strategic response
<p><b>Macro-economic risk:</b> The plywood and other allied businesses are impacted by national or international events with economic impacts beyond our control</p>	<ul style="list-style-type: none"> <li>Stagnation in the Company's growth poses a potential risk.</li> <li>This risk may reduce the Company's competitiveness.</li> <li>This risk can have repercussions on the Company's brand validity within the region and the sector.</li> </ul>	Low	<ul style="list-style-type: none"> <li>India is the fastest growing economy in the world</li> <li>India's interior infrastructure segment is underpenetrated</li> <li>The Company holds the largest share of the organised market in India</li> <li>Narrowing gap between rural-urban consumption</li> </ul>
<p><b>Political risk:</b> A shift in administration might lead to alterations in the current policies.</p>	<ul style="list-style-type: none"> <li>Revising the existing government policies may affect prospective expansions, resulting in a downgrade of the Company's credit rating, affecting its overall credibility.</li> </ul>	Low	<ul style="list-style-type: none"> <li>The sustained growth of the housing and interior infrastructure sector in the country is attributed to enduring government policies, which in turn ensures the ongoing expansion of the Company.</li> </ul>
<p><b>Regulatory risk:</b> The acquisition of raw materials for the business is contingent upon obtaining necessary permissions and adhering to relevant restrictions.</p>	<ul style="list-style-type: none"> <li>This could result in temporary suspension or shutting down of operations, impacting the credit-rating of the Company.</li> </ul>	Low	<ul style="list-style-type: none"> <li>The Company's brand positioning across numerous products, customers and markets is crucial for elevating living standards and fostering growth.</li> <li>Regulatory measures can contribute to improving efficiency in a predominantly unorganized sector, leading to increased market size and opportunities.</li> <li>The Company's strategies are in alignment with national policies, especially infrastructure investments.</li> </ul>
<p><b>Locational risk:</b> Selecting an inappropriate manufacturing location may pose a substantial risk for the Company, as rectifying such a decision becomes challenging once the investment is finalized.</p>	<ul style="list-style-type: none"> <li>The Company faces the risk of reduced returns on its investments, affecting overall margins and profitability.</li> <li>This potential risk may also adversely affect the Company's brand, organizational morale, leading to reputational damage, and diminished employee morale</li> </ul>	Low	<ul style="list-style-type: none"> <li>In order to minimize the risk associated with selecting an unsuitable manufacturing location, the Company undertakes thorough studies, encompassing factors such as port proximity, land costs, and hinterland demand. These endeavors enable the Company to make well-informed decisions, reducing the chances of investing in a suboptimal location.</li> <li>The Company's effective decision-making process is evident in the profitability and year-on-year growth exhibited by each of its plants. This demonstrates the strength of the Company's decision-making capability and underscores its proficiency in making prudent investments in manufacturing locations.</li> </ul>

Risks	Probable consequences	Chances of sustained risk occurrence	External stimulus and our strategic response
<p><b>Demand risk:</b> There is a possibility that the anticipated demand for emerging products may not materialize as expected in the initial forecast.</p>	<ul style="list-style-type: none"> <li>The Company faces the likelihood of erratic demand patterns, which could negatively impact plant utilization and the predictability of revenue.</li> </ul>	<p>Low</p>	<ul style="list-style-type: none"> <li>The Company strategically selects its product segments by identifying underserved demand patterns, a strategy that has consistently reinforced over time. This approach has enabled the Company to establish a robust presence in niche markets and leverage emerging trends.</li> <li>The Company anticipates that its chosen product mix will remain pertinent and undergo sustained growth alongside the expansion of India's economy, thereby mitigating the risk of diminished demand for its products.</li> </ul>
<p><b>Competition risk:</b> The heightened competition from alternative ports vying for cargo shipments has the potential to influence the Company's revenue and market share.</p>	<ul style="list-style-type: none"> <li>Elevated competition within the market could adversely affect the Company's growth and profit margins, potentially leading to decreased demand for its services and heightened pressure to reduce prices.</li> </ul>	<p>Low</p>	<ul style="list-style-type: none"> <li>Century Plyboards commands the largest market share in the Indian interior infrastructure market, thanks to its substantial capacity and competitive operating costs.</li> <li>The Company is well-known for its dedication to enhancing the aesthetics and durability of customers' interiors.</li> </ul>
<p><b>Geographic risk:</b> The Company's focus on specific regions might expose it to the influence of weather fluctuations, potentially impacting its access to resources.</p>	<ul style="list-style-type: none"> <li>The Company employs a resilient risk management framework to identify and evaluate risks related to weather patterns in the specific regions of its operation.</li> <li>It has established contingency plans and measures for risk mitigation to navigate any adverse impacts on its operations and logistics.</li> <li>The Company's dedication to sustainability and responsible resource management positions it well to address challenges arising from changes in weather patterns, thereby maintaining stakeholder confidence.</li> </ul>	<p>Low</p>	<ul style="list-style-type: none"> <li>Before choosing manufacturing locations and resource access points, the Company undertakes thorough, data-driven research to minimize the risk of disruptions from changes in weather patterns affecting its operations and logistics.</li> <li>As of now, the Company has not encountered any decrease in productivity attributable to irregular weather patterns.</li> </ul>



Risks	Probable consequences	Chances of sustained risk occurrence	External stimulus and our strategic response
<p><b>Project management risk:</b> There exists a risk that the Company may face challenges in completing its projects within the designated timelines, potentially causing damage to its reputation and market position.</p>	<ul style="list-style-type: none"> <li>The potential risk of project delays has the potential to diminish the Company's revenue stream.</li> <li>It may lead to escalated project costs, thereby affecting the long-term viability of the project.</li> </ul>	Low	<ul style="list-style-type: none"> <li>The Company's approach of coordinating across multiple functions such as resource assessment, land acquisition, construction readiness, technical studies, and supply chain management has led to expedited project implementation, surpassing sector benchmarks.</li> <li>Leveraging the expertise of its experienced management, the Company has drawn upon their insights from longstanding projects to ensure timely and cost-effective project commissioning, thereby mitigating the risks associated with delays and cost overruns.</li> </ul>
<p><b>Risk of receivables:</b> Challenges in selling products to well-established customers may adversely affect the Company's receivables and revenues.</p>	<ul style="list-style-type: none"> <li>The risk of substandard sales may result in delayed payment or default, necessitating provisions and write-offs.</li> <li>Restricted revenue visibility could heighten the risk associated with sales.</li> </ul>	Low	<ul style="list-style-type: none"> <li>The Company has a history of collaborating with reputable customers, guaranteeing punctual cash flows and minimal payment defaults.</li> <li>The Company managed a receivables cycle of 38 days in 2023-24, marking an improvement from 39 days in 2022-23.</li> </ul>
<p><b>Debt repayment risk:</b> The failure to repay or service debts could have adverse effects on the Company's reputation and growth prospects.</p>	<ul style="list-style-type: none"> <li>Inability to meet debt obligations may adversely affect the Company's creditworthiness and its capacity to secure additional debt on favourable terms for future growth. Consequently, this can impact the Company's reputation and prospects.</li> </ul>	Low	<ul style="list-style-type: none"> <li>Throughout its nearly thirty years of operation, the Company has upheld a debt-free balance sheet and has not experienced any defaults on payments to lenders.</li> <li>The interest cover of the Company was high at 18 in 2023-24, indicating very low level of debt.</li> </ul>
<p><b>People risk:</b> The Company could encounter difficulties in retaining or attracting skilled professionals.</p>	<ul style="list-style-type: none"> <li>This could result in a detrimental effect on the Company's capability to harness expertise, subsequently impacting its brand value and diminishing productivity and profitability.</li> </ul>	Low	<ul style="list-style-type: none"> <li>The Company boasts a robust history of attracting and retaining skilled professionals.</li> <li>Its standing as a preferred employer in the industry, coupled with its emphasis on offering unparalleled professional and personal growth opportunities, positions it to consistently attract and retain top talent.</li> </ul>
<p><b>Environment risk:</b> The Company might face challenges in aligning with stringent global ESG (Environmental, Social, and Governance) standards.</p>	<ul style="list-style-type: none"> <li>The Company's incapacity could invite censure and criticism, potentially prompting environmentally-conscious OEM customers to shift their allegiance to competitors.</li> </ul>	Low	<ul style="list-style-type: none"> <li>The Company has made substantial investments in minimizing its carbon footprint, surpassing regulatory mandates to guarantee environmental sustainability.</li> <li>The Company derived 15% of its electricity requirements from renewable energy by FY 2023-24</li> </ul>

Risks	Probable consequences	Chances of sustained risk occurrence	External stimulus and our strategic response
<p><b>Safety risk:</b> Substandard safety standards may have repercussions on both the manufacturing and transportation aspects of the business.</p>	<ul style="list-style-type: none"> <li>Insufficient safety standards may result in accidents and incidents that could harm the Company's reputation and brand image, subsequently affecting customer confidence and market share.</li> <li>Accidents or incidents causing human injuries might lead to employee demotivation and decreased productivity, influencing the Company's operations and financial performance.</li> </ul>	Low	<ul style="list-style-type: none"> <li>The Company has made substantial investments in mechanization to improve physical safety in both its manufacturing and transportation operations.</li> <li>The Company has fostered a safety-oriented culture, implemented training programs, and established standard operating procedures to ensure that all employees are well-informed about and adhere to safety protocols.</li> </ul>
<p><b>Liquidity risk:</b> The Company's Balance Sheet might face strain due to heightened investment requirements.</p>	<ul style="list-style-type: none"> <li>A rise in investment needs may strain the Company's balance sheet, potentially impacting its liquidity and leverage ratio.</li> <li>Such a scenario could result in a credit rating downgrade, making it more challenging and costly for the Company to secure funds for future investments.</li> </ul>	Low	<ul style="list-style-type: none"> <li>The Company possesses ample liquidity to fulfill its current growth needs without jeopardizing the integrity of its Balance Sheet or resorting to debt.</li> <li>Its virtually debt-free position is financially robust and secure, potentially aiding in maintaining or improving its credit rating and facilitating cost-effective resource mobilization for future investments.</li> </ul>
<p><b>Innovation risk:</b> Failure to introduce new products could lead to a deterioration in the Company's brand value.</p>	<ul style="list-style-type: none"> <li>Without a consistent introduction of new products, the Company may become less attractive to its trade partners, potentially resulting in reduced engagement and a negative impact on the Company's brand.</li> </ul>	Low	<ul style="list-style-type: none"> <li>The Company's research and development team is consistently engaged in creating and launching new products, with the goal of maintaining active involvement with trade channels and end consumers, ultimately ensuring the robustness of the Company's brand.</li> </ul>
<p><b>Distribution risk:</b> The Company's growth potential might be constrained if it heavily depends on a single geographic region for its revenue. Any downturn in demand within that region could have adverse effects on the Company's overall performance.</p>	<ul style="list-style-type: none"> <li>Depending excessively on a single geographic region might impede the Company's growth in the event of a demand slowdown in that area. This could affect the Company's nationwide presence in India and, in the long term, constrain its ability to capitalize on increasing demand.</li> </ul>	Low	<ul style="list-style-type: none"> <li>Century's products is available across the nation through 26 marketing offices, covering almost all the cities and townships in the country. The Company enjoys a presence in over 18 countries.</li> </ul>
<p><b>Forex fluctuation risk:</b> This is connected to the fluctuation in foreign currency exchange rates.</p>	<ul style="list-style-type: none"> <li>Variations in currency exchange rates can have a negative effect on the Company's profitability.</li> </ul>	Medium	<ul style="list-style-type: none"> <li>The Company mitigates currency risk by closely monitoring exposures and employing hedging strategies for forex exposure. This approach enables overseas buyers to benefit from extended credit periods on a case-by-case basis, all while managing long-term fluctuations.</li> </ul>

## Human resources and industrial relations

The organization has created an employee-friendly workplace atmosphere by implementing careful hiring practices, offering thorough training, and providing abundant chances for professional growth. Throughout the evaluated timeframe, the Company organized numerous training initiatives focused on enhancing both functional and behavioural skills among its employees. The organization fosters a positive connection with its factory workforce, consisting of a diverse blend of millennials and seasoned personnel. As of 31st March, 2024, the Company had 7,155 permanent employees and 5283 other than permanent ones.

## Internal control systems and their adequacy

The Company has established an effective internal control system that undergoes continuous review. Additionally, corrective measures are taken to enhance efficiency levels as needed. The Company holds ISO 9001 and ISO 14001 certifications, highlighting its strong focus on quality management and eco-friendly processes. The Company possesses a robust supply chain management framework to improve logistics service procurement, planning, allocation, dispatch and delivery

confirmation. The Company's upgraded ERP SAP S/4 provides advanced stage of implementation, promising benefits such as real-time analytics, mobility solutions, and enhanced costing and profitability insights for various products and divisions. We enable dealers to interact over WhatsApp, place orders through a mobile app, and gain visibility on dispatches, billing, receipts and outstanding balances.

## Cautionary statement

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

# Report on Corporate Governance

## COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

As a trailblazer in the industry, Centuryply recognizes that true success transcends mere financial metrics; it is rooted in the cultivation of trust, the fostering of enduring relationships, and the relentless pursuit of excellence. True to this ethos, Centuryply's Corporate Governance philosophy rests on the six cardinal principles of Accountability, Transparency, Integrity, Passion, Ownership Mindset, and Respect. These pillars of virtue serve as guiding stars, illuminating the path towards sustainable growth and ethical conduct. They imbue in every facet of Centuryply's operations, decision-making processes, shaping organizational culture, and fostering a climate of trust and collaboration. Embracing a philosophy steeped in integrity, accountability, and transparency, Centuryply stands as a paragon of ethical conduct and responsible stewardship in the corporate landscape.

At Centuryply, governance standards are initiated by senior management which percolates down throughout the organization. The philosophy of Corporate Governance is a principle based approach as codified in Regulation 4(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), encompassing the fundamentals of rights of shareholders, timely information, equitable treatment, role of various stakeholders, disclosure and transparency and board responsibilities.

The Company is equipped with a robust governance framework and well-structured policies and practices which drives ethical conduct, accountability and transparency within the organisation and all its stakeholders. We consider it our inherent responsibility to protect the rights of our shareholders and disclose timely, adequate and accurate information relating to the financials and performance of the Company.

The Company views corporate governance as the compass, guiding its decision-making processes, ensuring alignment with long-term objectives and fostering a culture of responsible business practices. Century Plyboards is unwavering in its dedication to good governance because it recognizes that it is not just a legal obligation but a moral imperative. By upholding the highest standards of governance, the Company seeks to safeguard the interests of its shareholders, employees, customers and the broader community while promoting sustainable growth and value creation.

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

## BOARD OF DIRECTORS

At Centuryply, we aggregated a competent Board of Directors, comprising individuals with complementary capabilities. The Directors are persons of repute with strength of character, professional eminence thereby ensuring the best interest of the stakeholders and the Company. The Independent Directors bring a wealth of industry experience to the Company, coupled with Executive Directors who are knowledgeable, hands on and empowered. With this balanced combination, Centuryply emerges as a beacon of pioneering excellence.

The Board of Directors of the Company have full cognizance of its fiduciary responsibilities and recognizes its duties towards stakeholders to uphold the highest standards in all matters concerning the Company. Centuryply's Board of Directors are dedicated to driving the Company's vision, policies and strategic goals, while also overseeing its overall performance. Our Directors are well informed and well equipped to discharge their responsibilities and provide the management with strategic direction, catering to exigencies of long term shareholders value.

## COMPOSITION

The Company has an optimal balance of skill, experience, expertise and diversity of perspectives on its Board, suited to the requirements of the businesses of the Company. The Composition of the Board of Directors as on 31st March, 2024 is in conformity with the provisions of Section 149 of the Companies Act, 2013 and Regulation 17(1) of the Listing Regulations.

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

As on 31st March, 2024 and on the date of this report, the Board consists of sixteen Directors headed by an Executive Chairman. There are eight Executive Directors (including four Managing Directors) and eight Non-Executive Independent Directors, all of whom are persons of eminence, bringing in a wide range of expertise and experience to the Board functioning. Detailed profile of our Directors is available on our website, [www.centuryply.com](http://www.centuryply.com).

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

## DIRECTORSHIPS, COMMITTEE MEMBERSHIPS/ CHAIRMANSHIPS

In accordance with Regulations 25 and 26 of the Listing Regulations and the Companies Act, 2013, all Directors have made necessary disclosures regarding directorships/ committee memberships occupied by them in other listed entities/ public limited companies (whether listed or not).

The key information of Directors along with their Directorship(s)/Committee Membership(s)/Chairmanship(s) as on 31st March, 2024:

Sl. No	Name	Age (in years)	DIN	Designation	No. of Directorship in			Membership(s) [including Chairmanship(s)] of Board Committees <sup>5</sup>
					Listed Indian Companies (other than Century Plyboards (India) Ltd.) and category of Directorships	Unlisted Indian Public Limited Companies*	Others**	
<b>Promoter – Executive</b>								
1	Sri Sajjan Bhajanka	72	00246043	Chairman & Managing Director	1. Star Cement Ltd. (Exec.)	6	7	4
2	Sri Sanjay Agarwal	63	00246132	CEO & Managing Director	1. Star Cement Ltd. (Exec.)	7	7	1
3	Sri Prem Kumar Bhajanka	66	00591512	Managing Director	1. Star Cement Ltd. (Exec.)	5	1	-
4	Sri Vishnu Khemani	72	01006268	Managing Director	--	1	1	-
5	Sri Keshav Bhajanka	35	03109701	Executive Director	1. Star Cement Ltd. (Non-Exec.)	8	5	-
6	Ms. Nikita Bansal	35	03109710	Executive Director	--	9	-	1
7	Sri Rajesh Kumar Agarwal	54	00223718	Executive Director	1. Shyam Century Ferrous Ltd. (Non-Exec.)	7	9	3 (including 1 as Chairman)
<b>Executive–Non-Independent</b>								
8	Sri Ajay Baldawa	67	00472128	Executive Director	--	8	1	-
<b>Independent- Non- Executive</b>								
9	Sri J. P Dua <sup>#</sup>	72	02374358	Director	--	1	-	1 (as Chairman)
10	Sri Vijay Chhibber	68	00396838	Director	1. Dilip Buildcon Ltd. (Indp.)	1	2	-
11	Sri Debanjan Mandal	50	00469622	Director	1. CESC Ltd. (Indp.) 2. Industrial and Prudential Investment Co. Ltd. (Indp.) 3. Spencer's Retail Ltd. (Indp.) 4. Titagarh Rail Systems Ltd. (Indp.)	4	2	6 (including 1 as Chairman)
12	Sri Sunil Mitra	73	00113473	Director	1. CESC Ltd. (Indp.) 2. Firstsource Solutions Ltd. (Indp.)	4	-	5 (including 3 as Chairman)
13	Sri Probir Roy	80	00033045	Director	1. Duroply Industries Ltd. (Indp.) 2. Industrial and Prudential Investment Co. Ltd. (Indp.)	3	-	7 (including 4 as Chairman)
14	Sri Amit Kiran Deb	75	02107792	Director	1. B & A Ltd. (Indp.) 2. Emami Paper Mills Ltd. (Indp.) 3. Skipper Ltd. (Indp.) 4. Star Cement Ltd. (Indp.) 5. Emami Realty Ltd. (Indp.)	2	-	6 (including 3 as Chairman)
15	Sri Naresh Pachisia	61	00233768	Director	1. Linc Ltd. (Indp.) 2. Gillanders Arbuthnot & Co Ltd (Indp.) 3. SKP Securities Ltd. (Exec.)	1	4	5
16	Ms. Ratnabali Kakkar	67	09167547	Director	1. Lux Industries Ltd. (Indp.)	1	-	1

(Indp.- Independent; Exec.- Executive, Non-exec.-Non-Executive)



- # *Sri J.P.Dua ceased to be Independent Director in the Company with effect from 1st April, 2024 upon completion of his second term on 31st March, 2024.*
- \* *Includes Directorships in government companies, private companies that are either holding or subsidiary company of a public company.*
- \*\* *Includes Directorships in private limited companies (other than private companies that are either holding or subsidiary company of a public company), companies under Section 8 of the Companies Act, 2013, Alternate Directorships, Directorship/Memberships of Managing Committees of various Chambers/Institutions/Universities and excludes Directorships in foreign companies, companies under liquidation and dormant companies.*
- § *Includes membership and chairmanship of Audit Committee and Stakeholders' Relationship Committee of all Public Limited Companies, whether listed or not and excludes Private Companies, Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013.*

Based on the disclosures received, it is hereby confirmed that none of the Directors:

- (a) Hold office of a Director in more than twenty Companies including ten Public Companies and Private Companies that are either Holding or Subsidiary of a Public Company;
- (b) Serves as a Member of more than ten Committees or Chairperson of more than five committees (as specified in Regulation 26 of the Listing Regulations), across all the domestic public limited companies in which he/ she is a Director;
- (c) Hold Directorship in more than seven listed entities during the financial year 2023-24, as per Regulation 17A of the Listing Regulations;
- (d) Serves as an Independent Director in more than three listed entities in case they are Managing Director/ Whole-time Director of a Listed Company;
- (e) Serves as a Non-Executive Director even after attaining the age of seventy-five years unless approved by the Members by passing a Special Resolution.
- (f) None of the Independent Directors of the Company serve as non-independent director of any other company on the Board of which any of our Non-Independent Director is an Independent Director;

Further, as required in Section 167 of the Companies Act, 2013, none of the Director of the Company was absent from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence from the Board.

## **DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTER-SE**

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

## **BOARD MEETINGS & PROCEDURE**

The Board of Directors reigns supreme as the vanguard of strategic vision and stewardship. At Centuryply, we believe that an enlightened Board creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance. Through their visionary leadership, they

cultivate a culture of empowerment and innovation, fostering an environment where bold ideas flourish and audacious dreams take flight. We are fortunate to have a Board that is diverse, active, independent and collegial, bringing a variety of perspectives and experiences to the table, thereby leading to more robust decision-making and better outcomes for the organization.

The primary role of the Board of Directors is that of trusteeship, to oversee and ensure that the Management serves and protects the long-term interest of all stakeholders. The Board of Directors has an oversight on the Company's overall growth strategy and future direction.

The roles and responsibilities of the individual Directors are clearly divided to enable the Board to perform effectively. Your Directors function in accordance with the powers delegated under the Companies Act, 2013, Listing Regulations, Memorandum & Articles of Association and other guidelines issued by the Government of India from time to time, as may be applicable to the Company. While discharging their responsibilities, your Directors ensure that the management adheres to ethics, transparency and disclosures.

Board meetings are vital gatherings that drive the smooth functioning of a Company. These sessions, carefully organized and purposeful, serve as the hub where plans are made, decisions are taken and the Company's direction is shaped for the future. Through open discussions and collaborative brainstorming, Directors generate innovative ideas that can steer the Company towards growth and success in the market. Board Meetings serve as forum for Board decision making by enabling discussions on matters placed before the Directors and facilitating decision making based on their collective judgment. The Board meets at regular intervals to discuss and decide on strategies, policies and reviews the financial performance of the Company. The Board generally meets once in every quarter to review the financial results of the Company, apart from other Board business matters. Additional Board Meetings, if required, are convened by giving appropriate notice, to address the specific needs of the Company. In case of business exigencies, the Board's approval are either taken by holding meetings at shorter notice or through circular resolutions, if permitted under the statute, which is noted and confirmed at the subsequent Board meeting. Various Board Committees meet as per the legal requirement or otherwise to transact the business delegated by Board of Directors. The Company adheres to the provisions of the Companies Act, 2013, Secretarial Standards and Listing Regulations with respect to

convening and holding the meetings of the Board of Directors and its Committees. The Meetings of the Board are generally convened at the Company's registered office in Kolkata. Where it was not possible for the Directors to attend physically, the Company encouraged their participation at the meetings of the Board and its Committees through video conferencing mode in accordance with the provisions of law.

In order to promote cohesiveness and better participation of Directors, meetings are usually convened by giving advance Notice for the Board and Committee Meetings, in compliance with Secretarial Standard on Meeting of the Board of Directors (SS-1) issued by the Institute of Company Secretaries of India. This allows the Directors to plan their schedules and to ensure meaningful participation at the meetings. The Independent Directors of the Company strive to attend all the Board meetings and Committee meetings in which they act as a Member.

Your Company believes that a carefully planned agenda note is pivotal for effective Board Meetings. The Chairman of the Board and Company Secretary, in consultation with other concerned members of the senior management, finalise the agenda for Board meetings. Every Board Member is free to suggest items for inclusion in the Agenda in consultation with Chairman. The Board has no restriction to access any information of the Company. Board Meetings are governed by well-designed and a structured agenda. All major agenda items are backed by comprehensive background information (except for the critical price sensitive information, which is circulated at the meeting) facilitating meaningful, focused and informed Board decisions. All material information is circulated to the Directors before the meeting, including minimum information required to be made available to the Board as prescribed under Part A of Schedule II of the Listing Regulations. As required under Regulation 17(3) of Listing Regulations, the Board periodically reviews compliance reports of all laws applicable to the Company and ensures compliance thereof, in letter and spirit. In order to facilitate effective discussions at the meetings, the agenda of the meetings of the Board is bifurcated into items requiring approval and items which are to be taken note of by the Board. Clarification(s)/ queries, if any, on the items which are to be noted/taken on record by the Board are sought in advance and resolved before the meeting, to ensure focused and effective discussions at the meetings. The Agenda papers other than in the nature of Unpublished Price Sensitive Information (UPSI) are circulated well in advance as per statutory requirements. With the unanimous consent of the Board, all information which is in the nature of UPSI, is circulated to the Board and its Committees at a shorter notice before the commencement

of the respective meetings. The Board has unrestricted access to all the Company related information, Detailed presentations, wherever required, are also made at the Board meetings by the respective executives on the matters related to them. The Board is free to take up any item not included in the Agenda with the permission of the Chairman and with the consent of majority of Directors present in the meeting. The Board is apprised of all major events/items and decisions together with the overall performance of the Company. As and when required, senior executives who can provide additional insights into the items being discussed, are invited.

The Company Secretary attends all meetings of the Board and its Committees, tracks and monitors proceedings of such meetings to ensure that the Terms of Reference are adhered to, ensures that decisions taken in such meetings are properly recorded in the minutes. All the discussions and decisions taken at meetings of the Board are entered in the Minute Book. As prescribed under SS-1, draft minutes are circulated to the Directors within fifteen days from the date of the meeting and suggestions or comments, if any, received from them are suitably incorporated therein, in consultation with the Chairman. The minutes are entered in the Minutes Book within 30 days from the conclusion of the meeting and are usually signed by the Chairman of the succeeding meeting. The process specified for the Board meeting above are followed for the meetings of all the mandatory Committees constituted by the Board, to the extent possible. The minutes of the meetings of the Committees of the Board are placed before the Board for noting. The Subsidiaries of the Company have their independent Board and Management in place. The Board of the Company has oversight of the Subsidiaries of the Company and on quarterly basis the minutes of the subsidiary Companies are also placed before the Board.

## BOARD MEETINGS HELD DURING THE YEAR

Four Board Meetings were held during the Financial Year ended 31st March, 2024. These were held on 15th May, 2023, 4th August, 2023, 8th November, 2023 and 2nd February, 2024. One meeting of the Board was held in every quarter. The intervening gap between any two meetings held during the financial year ended 31st March, 2024 was not more than one hundred and twenty days. During the year, the Board also passed resolution by circulation on 10th June, 2023, 7th March, 2024 and 12th March, 2024.

The attendance of Directors at the Board Meetings held during the year 2023-24 and at the last Annual General Meeting held through audio-visual means are detailed below:

Sl. No.	Name	Attendance at the Board Meeting held on				AGM- 27-09-2023 ^
		15-05-2023	04-08-2023	08-11-2023	02-02-2024	
1	Sri Sajjan Bhajanka					Yes
2	Sri Sanjay Agarwal					Yes
3	Sri Prem Kumar Bhajanka				x	Yes
4	Sri Vishnu Khemani				x	Yes
5	Sri Keshav Bhajanka		x			Yes
6	Ms. Nikita Bansal				x	No
7	Sri Rajesh Kumar Agarwal				x	Yes
8	Sri Ajay Baldawa	x				Yes
9	Sri J. P. Dua <sup>#</sup>					Yes
10	Sri Vijay Chhibber					No
11	Sri Debanjan Mandal		x			Yes
12	Sri Sunil Mitra		x	x		Yes
13	Sri Probir Roy					Yes
14	Sri Amit Kiran Deb	x				Yes
15	Sri Naresh Pachisia					Yes
16	Ms. Ratnabali Kakkar					No

 Physically Present  Present through video conferencing x Leave of absence

^ The 42nd Annual General Meeting of the Company was held through audio visual means

# Sri J.P.Dua ceased to be Independent Director in the Company with effect from 1st April, 2024 upon completion of his second term on 31st March, 2024.

## KEY BOARD QUALIFICATIONS, SKILLS, EXPERTISE AND ATTRIBUTES

Centuryply believes that the collective effectiveness of the Board is the key to success in growing businesses. A diverse and skilled workforce, an able leadership and right culture are crucial ingredients for business success. We seek to bring together people with such skills, knowledge, experience, expertise and competencies that will serve best to the governance and strategic needs of the Company.

In terms of Para C(2) of Schedule V of the Listing Regulations read with SEBI Circular dated 9th May, 2018, a chart/ matrix setting out the core skills/expertise/competencies as identified by the Board of Directors in context of the Company's businesses and sectors as required for it to function effectively and those actually available with them, are given below:

### Key attributes/ areas of expertise and their description

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

The Board is responsible for shaping the future of the organisation within its fiduciary responsibility. Therefore, an effective board skills matrix essentially provides a map of the skills and competencies possessed by each Director and to identify any potential skill gap required for effective functioning of the Company. The identification of core skills of Directors is a key means by which endeavours are made to convert good Boards into great Boards. With this assessment, the Board is able to analyse whether proper balance of skills at the Board level is maintained or not. Based on identified shortcomings, need based training can be provided to the Directors to ensure that they remain abreast of all developments, which otherwise may adversely impact their performance.

The specific areas of focus or expertise of individual Board members have been highlighted in the table below. Absence of a tick mark (✓) against a Director's name only indicate that he/ she may not be having an expertise in the stated attribute or skill. It is important to acknowledge that not all Directors would possess each necessary skill, but the Board as a whole must possess them. It is also to be acknowledged that competencies are not static and need to be continually updated.

Name of Director	Key attributes/ areas of expertise										
	Industry knowledge & experience	Leadership & Management	Financial & Accounting	Technical, Operations & Information Technology	Behaviour & Equanimity	Global Business	Risk Management and Legal	Corporate Strategy & Arrangements	Board Governance & Ethics	Sales & Marketing	
Sri Sajjan Bhajanka	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	
Sri Sanjay Agarwal	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	
Sri Prem Kumar Bhajanka	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	
Sri Vishnu Khemani	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	
Sri Keshav Bhajanka	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	
Ms. Nikita Bansal	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	
Sri Ajay Baldawa	✓	✓	✓	✓	✓	✓	✓	-	✓	-	
Sri Rajesh Kumar Agarwal	✓	✓	✓	✓	✓	-	✓	-	✓	-	
Sri J. P. Dua	✓	✓	✓	✓	✓	-	✓	✓	✓	-	
Sri Vijay Chhibber	✓	✓	✓	✓	✓	-	✓	-	✓	✓	
Sri Debanjan Mandal	✓	✓	✓	✓	✓	-	✓	✓	✓	-	
Sri Sunil Mitra	✓	✓	✓	✓	✓	✓	✓	✓	✓	-	
Sri Probir Roy	✓	✓	✓	✓	✓	✓	✓	✓	✓	-	
Sri Amit Kiran Deb	-	✓	✓	✓	✓	✓	-	✓	✓	-	
Sri Naresh Pachisia	-	✓	✓	✓	✓	✓	✓	✓	✓	-	
Ms. Ratnabali Kakkar	-	✓	✓	✓	✓	✓	✓	✓	✓	-	
Sri Pramod Agrawal <sup>@</sup>	-	✓	✓	✓	✓	✓	-	✓	✓	-	

<sup>@</sup> Sri Pramod Agrawal was appointed as an Additional Director in the Independent category with effect from 1st April, 2024. Subsequently, his appointment as Independent Director was approved by the shareholders through Postal Ballot on 16th April, 2024.

## SEPARATE MEETING OF INDEPENDENT DIRECTORS

For the Board to ensure impartial and thorough judgment in all Company and Board-related affairs, it is imperative that independent directors convene meetings independently, devoid of the executive management's presence.

Regulation 25(4) of the Listing Regulations and Section 149 read with Schedule IV of the Companies Act, 2013 mandates that the Independent Directors of the Company shall hold at least one meeting in a financial year without the attendance of non-independent Directors and members of management. Separate meetings of the Independent Directors without the presence of Executive Directors or management representatives provide an opportunity to Independent Directors for exchanging valuable views and to raise issues to the Chairman through the Lead Independent Director. During the Financial Year 2023-24, the Independent Directors held one separate meeting on 2nd February, 2024.

At the said Meeting, the Independent Directors inter-alia, reviewed the performance of the Non-Independent Directors, the Board as a whole and that of its Committees. They also reviewed the performance of the Chairman of the Company, after taking into account the views of Executive Directors and Non-executive Directors. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its

Committees that is necessary to effectively and reasonably perform and discharge their duties.

## DIRECTORS' INDUCTION AND FAMILIARISATION

Your Company has in place a comprehensive Familiarisation Programme for the new Board members which enables the new Directors to familiarize themselves with the business and operations of the Company, nature of the industry in which the Company operates and their roles, rights, responsibilities in the Company. This orientation and training of the Independent Directors at the time of their joining aims to provide them an introduction to the organisation and enable new directors to contribute to the Board's deliberations from the outset. Your Company has an elaborate and a well-structured Familiarisation Programme in adherence to Regulation 25(7) of the Listing Regulations and Schedule IV of the Companies Act, 2013. Through the familiarisation programme, the Company apprises the independent directors about the business model, corporate strategy, business plans and operations of the Company. The programme is designed to encourage active participation from the Independent Directors and also to enable them to play a meaningful role in the overall governance processes of the Company. The provision of an appropriate induction programme for new Directors and ongoing training for existing Directors is a major contributor to the maintenance of high Corporate Governance standards of the Company.



At the time of appointment of an Independent Director, the Company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities as a Director. Company's profile, brief profile of all Directors, Investor Presentation and relevant Board Policies are also shared with them.

Details of familiarisation programme imparted to Independent Directors and the terms and conditions of appointment of Independent Directors have also been disclosed on the website of the Company at [https://www.centuryply.com/investor-information/familiarisation-program/Familiarization-Programme-Details\\_2023-24.pdf](https://www.centuryply.com/investor-information/familiarisation-program/Familiarization-Programme-Details_2023-24.pdf) and <https://www.centuryply.com/investor-information/others/Terms-and-Conditions-of-appointment-of-Independent-Directors.pdf> respectively.

## SUCCESSION PLANNING

The Company endeavors to maintain an appropriate blend of experience and expertise across both its Board and organisation, aiming to infuse fresh viewpoints and insights. The Company, through Succession Planning, ensures that key positions maintain some measure of stability. At Centuryply, we help the employees to grow their potential through job shadowing and creating a future-ready workforce for the Company. In terms of Regulation 17(4) of the Listing Regulations, the Nomination and Remuneration Committee works with the Board on the leadership succession plan for orderly succession in the appointments of the Board of Directors and Senior Management. By integrating workforce planning with strategic business planning, the Company deploys necessary financial and human resources to meet its objectives. Succession planning and elevation within the organization, fuel the ambitions of its talent force, to earn future leadership roles. A well-defined succession planning ensures that attrition does not impact operations. Your Company believes that an orderly succession plan is a means to pave way for the young talent to learn, implement and grow on an accelerated basis.

As the Company move through various stages of life cycle and build growth strategies to deal with changing business environments, the issue of leadership becomes critical and with it, the related issue of succession. The succession strategy of your Company essentially look ahead and plan appropriately to ensure that there is continuity and the right kind of leadership in the business, both at Executive and Board level through a process of proper identification and nurturing of individuals for taking over senior management positions.

## PERFORMANCE EVALUATION AND CRITERIA

In accordance with the 'Board Evaluation Policy', the Independent Directors at their separate Meeting held on 2nd February, 2024 collectively reviewed the performance of the non-independent Directors, the Board as a whole and that of its Committees. At the said Meeting, they also reviewed the performance of the Chairman of the Company, after taking into account the views of Executive Directors and Non-executive Directors. Further, the Nomination and Remuneration Committee at its Meeting held on 2nd February, 2024 carried out evaluation of performance of all the Independent Directors of the Company.

Thereafter, the Board, taking into consideration the evaluation exercise carried out by the Nomination and Remuneration Committee and Independent Directors, carried out an evaluation of the Board of Directors as a whole, Committees of the Board and all Directors individually, including the Independent Directors. All evaluations were carried out through structured questionnaires designed specifically for evaluation of the Board/ Committees/ Individual Directors covering inter-alia the following parameters and criteria-

### a. Board Evaluation-

- Size, structure and expertise of the Board;
- Development of suitable strategies and business plans at appropriate time and its effectiveness;
- Implementation of robust policies and procedures;
- Oversight of the Financial Reporting Process, including Internal Controls;
- Willingness to spend time and effort to learn about the Company and its business; and
- Awareness about the latest developments in the areas such as corporate governance framework, financial reporting, industry and market conditions.

### b. Board Committee Evaluation-

- Committee composition, culture and dynamics;
- Independence of working;
- Collective judgment and contribution to Board decisions;
- Fulfillment of key responsibilities.

### c. Individual Director's Evaluation (including Independent Directors)-

- Leadership & stewardship abilities;
- Participation and constructive contribution at Board / Committee meetings;
- Communication of expectations and concerns;
- Contributing to clearly define corporate objectives & plans;
- Identification, monitoring and mitigation of significant corporate risks;
- Assessment of policies, structures and procedures;
- Adherence to ethical standards and code of conduct of Company.

Besides this, the Independent Directors were additionally evaluated on the basis of effective deployment of their knowledge and expertise and independence of behaviour and judgment.

The Board expressed its satisfaction with respect to the process of evaluation and outcome thereof. It unanimously opined that the Board and its Committees were functioning properly under the guidance of the Chairperson of the Board/ respective Committees.

## INFORMATION REGARDING THE DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT

Brief resume and other information as required under Regulation 36 of the Listing Regulations and Para 1.2.5 of Secretarial Standard on General Meetings (SS-2), in respect of Directors retiring by rotation and seeking appointment /re-appointment forms a part of Notice convening the ensuing Annual General Meeting.

## CHANGES IN DIRECTORSHIPS DURING THE FINANCIAL YEAR 2023-24 AND THEREAFTER

At the last AGM of the Company, Sri Prem Kumar Bhajanka and Sri Vishnu Khemani were re-appointed as Managing Directors respectively for a further period of five years with effect from 1st August, 2023 and Sri Amit Kiran Deb was re-appointed as an Independent Director of the Company for a second term of five years with effect from 1st October, 2023.

The Board of Directors, after considering the recommendations of the Nomination and Remuneration Committee and on the basis of the report of performance evaluation of Independent Directors and consent received, recommended re-appointment of Sri Naresh Pachisia for a second term of five years from 1st April, 2024 to 31st March, 2029.

Pursuant to recommendation of the Nomination and Remuneration Committee, the Board of Directors at their Meeting held on 8th November, 2023 re-appointed Sri Rajesh Kumar Agarwal as Executive Director of the Company for a further period of five years with effect from 9th February, 2024.

The aforesaid re-appointments of Sri Naresh Pachisia as an Independent Director and Sri Rajesh Kumar Agarwal as an Executive Director was subsequently approved by the shareholders through Postal Ballot on 12th March, 2024.

Sri Pramod Agrawal was appointed as an Additional Director on the Board of the Company, not liable to retire by rotation, in Independent category for a term of 5 (five) years from 1st April, 2024 to 31st March, 2029. His appointment as Independent Director was subsequently approved by the shareholders through Postal Ballot on 16th April, 2024.

## DIRECTORS' RESPONSIBILITIES

The Board of Directors serves as the guiding force behind the Company's strategic decisions and governance practices, ensuring that the organization operates in the best interests of all stakeholders. As the primary interface between the company and its stakeholders, the Board acts as a bridge, representing the interests of shareholders, employees, customers and the community at large. They are entrusted with taking decisions that align with the Company's long-term goals and sustainability while upholding ethical standards and legal obligations. The Company being an artificial person, functions through the instrumentality of the Board of Directors who is guided by the wishes of the majority, subject, of course, to the well-being of the Company as a whole. The Directors of the Company are collectively accountable towards the Company, its various stakeholders, towards the management and the Government. The Directors and shareholders are influenced

by each other and for quality governance there must be an interface between them. The Board as a whole is entrusted with the management of the Company's business and is responsible for making strategic and operational decisions for the Company which determines its long term future prosperity and protect its assets and reputation. Directors play an important role in imbuing values and ethics in the Company. As Directors, they are responsible for ensuring that the Company meets its statutory obligations. Your Company is headed by an effective Board to lead and steer the Company to attain desired goals. The role and responsibility of Directors in a company are quite onerous and multifarious. Your Directors abide by the duties, roles and responsibilities as laid down in the Companies Act, 2013, Listing Regulations and other applicable statutes.

## ROLE OF COMPANY SECRETARY IN GOVERNANCE AND COMPLIANCE PROCESS

In today's dynamic governance environment, the role of Company Secretary has no one meaning and it covers multifarious tasks and responsibilities. The Company Secretary as a governance professional spearheads the law enforcement framework within the organisation that safeguards its integrity and also promotes high standards of ethical behavior. Company Secretary, in modern business environment, has been entrusted with a much broader role of acting as "Board advisor" and having responsibility for the organisation's corporate governance. Our Company believes that governance is beyond mere compliance with laws, rules and regulations. To us, governance mean upholding its own ethical values and standards in all its actions. The Institute of Company Secretaries of India projects Company Secretary as 'Corporate Saviour'- a person who can be relied upon by stakeholders i.e., Corporates, Promoters, Shareholders, Government and Regulators. The Company Secretary advises on good governance practices and compliance of Corporate Governance norms as prescribed under various laws, regulations and guidelines made thereunder. He also assists in developing a corporate and social sustainability framework. The Company Secretary is an important member of the corporate management team and acts as conscience keeper of the Company. He is a close confidante of the Board and commands confidence of individual directors so as to ensure that the culture of independence is promoted at the Board and Committee meetings and at the level of individual directors. The Company Secretary acts as a vital link between the Company and its Board of Directors, shareholders, government and regulatory authorities. He ensures that the Board procedures are followed and regularly reviewed and provides guidance to Chairman and the Directors on their responsibilities under various laws. He has a high administrative position in the Company and ensures that decisions of the board are implemented effectively. Providing support goes beyond scheduling meetings to proactively managing the agenda and ensuring the presentation of high quality up-to-date information in advance of meetings. Even the Board understands that the Company Secretary is a "go-to" person to respond to any queries. He acts as the shareholders' first point of contact with the Company for resolving their grievances and complaints, thereby maintaining healthy investor relations. He also acts as the first point of contact

for the non-executive directors by providing them induction, ongoing support and guidance.

Developing and implementing processes to promote good corporate governance has fallen largely within the ambits of the Company Secretary. The Company Secretary is responsible for collation, review and distribution of all papers submitted to the Board and Committees thereof for consideration. The Company Secretary attends all the meetings of the Board and its Committees and ensures appropriate recording of minutes of the meetings.

## COMPLIANCE

At Centuryply, regulatory compliance is of utmost importance. It has been built on strong foundation of governance where the Board, Key Executives and Compliance Officer have been vigilant and committed to ensure that the organisation conforms to stringent, complex legal mandates. With an ever-changing and evolving regulatory environment, the margin for error is very thin. The Company approaches compliance from a proactive standpoint and believes in responsive intervention and a well-formulated approach is followed to move beyond the regulatory compliance. The Company Secretary deals with all matters affecting corporate governance, from board and committee processes, management and structure, disclosure, stakeholder engagement, legal and corporate compliance, as well as issues crucial to boards, their accountability and oversight. Your Company is agile and adaptive to all the dynamic regulatory changes under the abled guidance of the Company Secretary of the Company. The Company Secretary is the nodal point for the Board to get feedback on the status of compliance by the organisation in regard to provisions of the Company Law, Listing Regulations, SEBI regulations, shareholder grievances, etc. The Company Secretary of the Company, as a governance professional, has a significant role in enforcing a compliance framework to safeguard the integrity of the organisation and to promote high standards of ethical behavior. The Company Secretary has a legal obligation to guide the board in meeting their regulatory obligations in every aspect of the business while following best practices at all times. Using a proactive approach to compliance, with advance planning on important compliance matters, can help the board respond and act on these matters in a timely manner. In terms of Regulation 6 of the Listing Regulations, the Company Secretary of the Company also acts as the Compliance Officer. Apart from ensuring compliances, he also acts as an in-house legal counsel to advise the Board and the functional departments of the company on various corporate, business, economic and tax laws.

The Company Secretary is responsible for ensuring compliance with applicable statutory requirements and regulations, primarily the Companies Act, 2013, Rules thereunder and the Listing Regulations. The Company Secretary establishes and regularly monitors the compliance mechanism in place to carry out effective and timely compliance of relevant laws, rules and regulations. In accordance with Section 205 of the Companies Act, 2013, the Company Secretary reports to the Board regarding compliance with the provisions of the Companies Act, 2013, the rules made thereunder and other laws applicable to the Company. The Company Secretary also coordinates with

Stock Exchanges and Depositories to ensure compliance with their Rules, Regulations and other directives. All Directors of the Company have access to the advice and services of the Company Secretary. All applicable compliances are mapped into a web-based Compliance Reporting portal and affirmed at regular frequencies by respective compliance owners, to generate compliance reports, which are submitted to the Board on a quarterly basis. The Board of Directors reviews the compliance reports of the laws applicable to the Company as well as instances of non – compliances, if any, together with their possible impact on the Company's business.

## COMMITTEES OF THE BOARD

The Board has constituted various sub-committees of the Board to bring in more efficacy and transparency in its workings. These Committees are set up under the formal approval of Board to carry out activities as specified in its terms of reference which exhibit the scope, composition, tenure, functioning and reporting parameters. These committees devote considerable time and focused attention to various issues placed before them and prepare the groundwork for decision-making and report at the subsequent board meeting. The guidance provided by the said Committees have enhanced the overall quality of decision-making process of the Board.

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas of concern for the Company that need a closer review. They take informed decisions within the framework of delegated authority, and make specific recommendations to the Board on matters in their areas or purview. The Committees operate under the direct supervision of the Board, and Chairpersons of the respective committee's report to the Board about the deliberations and decisions taken by the Committees. To enable better management of the Board's time and to allow in-depth scrutiny and focused attention, the Board constitutes various Committees, statutory as well as non-statutory, as a means of improving board effectiveness and efficiency where more focused, specialized and technically oriented discussions are required. Accordingly, the Board through its following Committees closely monitors various areas of business viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee. All these Committees are mandated under law and operate within the terms of reference laid down by the Board. Apart from the above, the Board has also set up and laid down terms of reference for the Finance Committee and the Share Transfer Committee.

Each sub-committee of the Board is guided by its primary objective of maintaining strong business fundamentals and delivering high performance through relentless focus on significant the affairs of the Company across all its geographies. These Committees undertake a detailed review of items within the framework of delegated authority before it is placed before the Board for its consideration. All decisions and recommendations of the Committees are placed before the Board for information or approval, as required. The minutes of the meetings of all committees of the Board are placed before the Board for noting.

All the Committees have optimum composition as required under to the Listing Regulations. A bird eye view of the composition of the various mandatory Committees of the Board as on 31st March, 2024 is reproduced as under:

Audit Committee	
4 members	4 Meetings
75% Independent	93.75% Attendance

Nomination and Remuneration Committee	
3 Members	4 Meetings
100% Independent	100% Attendance

Stakeholders Relationship Committee	
3 Members	1 Meeting
33.33% Independent	100% Attendance

Corporate Social Responsibility Committee	
3 Members	1 Meeting
33.33% Independent	100% Attendance

Risk Management Committee	
4 Members	2 Meetings
25% Independent	100% Attendance

## MANDATORY COMMITTEES

### Audit Committee

The Audit Committee is one of the major operating committees of the Board. The Committee is responsible for the oversight of the quality and integrity of the Company's accounting and reporting practices; controls and financial statements; legal and regulatory compliances; the auditors' qualifications and independence and the performance of Company's internal audit function. The Internal Auditor attend the Meetings of the Audit Committee on a regular basis and submit his recommendations.

It acts as a liaison between the Board of Directors and the auditors- both external and internal. The Committee oversees the Management's financial reporting process to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. It assists the Board in fulfilling its responsibilities of reviewing the Company's established systems and processes for internal financial controls and internal audit processes.

The Audit Committee plays a pivotal role in reviewing the Company's financial information, audit and accounting matters, internal controls measures, related party transactions, functioning of whistle blower mechanism, evaluation of internal financial controls and risk management systems and policies.

### Terms of reference

Terms of reference of the Audit Committee are in line with the guidelines set out in Regulation 18 read with Part C of Schedule II of the Listing Regulations and Section 177 of the Companies Act, 2013 read with Rules framed thereunder and as on the date of this report, includes the following:
















- i. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- ii. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- iii. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- iv. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

- a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions;
  - g. Modified opinion(s) in the draft audit report.
- v. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
  - vi. Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
  - vii. Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
  - viii. Approval or any subsequent modification of transactions of the company with related parties;
  - ix. Scrutiny of inter-corporate loans and investments;
  - x. Valuation of undertakings or assets of the company, wherever it is necessary;
  - xi. Evaluation of internal financial controls and risk management systems;
  - xii. Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems;

- xiii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xiv. Discussion with internal auditors of any significant findings and follow up thereon;
- xv. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- xvi. Discussion with statutory auditors before the audit commences, about the nature and scope of audit, audit observations as well as post-audit discussion to ascertain any area of concern;
- xvii. Look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xviii. Reviewing the functioning of the Whistle Blower mechanism;
- xix. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience, background, etc. of the candidate;
- xx. Reviewing the utilization of loans and/ or advances from/ investment by the Holding Company in the Subsidiary exceeding rupees 100 Crore or 10% of the asset size of the Subsidiary, whichever is lower;
- xxi. Reviewing compliance with the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year and verify that the systems for internal control are adequate and are operating effectively;
- xxii. Consider and comment on rationale; cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;

#### Composition and attendance at Committee Meetings:

The composition of the Audit Committee, meetings held during the Financial Year 2023-24 and attendance of Members thereat are as under:

Name of Members	Category	Position	Attendance at the Audit Committee Meeting held on			
			15-05-2023	04-08-2023	08-11-2023	02-02-2024
Sri J. P. Dua (till 31.03.2024)	Non –executive Independent	Chairman				
Sri Naresh Pachisia <sup>@</sup>	Non –executive Independent	Member				
Sri Probir Roy	Non –executive Independent	Member				
Sri Rajesh Kumar Agarwal	Executive non- Independent	Member				<b>x</b>

 Physically Present  Present through video conferencing **x** Leave of absence

<sup>@</sup> Member till 31st March, 2024 and Chairman with effect from 1st April, 2024.

<sup>#</sup> Sri Amit Kiran Deb was appointed as Member of the Committee with effect from 1st April, 2024.



The Audit Committee has been constituted in line with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of Listing Regulations. All Members of the Audit Committee are financially literate and have accounting or related financial management expertise. Sri J. P. Dua is a seasoned banker with over 39 years of experience in the field of Finance and Sri Probir Roy, Sri Naresh Pachisia and Sri Rajesh Kumar Agarwal have extensive and rich experience in the fields of finance, operations, strategy and risk- management.

The meetings of Audit Committee are also attended by the Chief Financial Officer and Internal Auditor. The representatives of the Statutory Auditors are permanent invitees to the Audit Committee Meetings. They have attended all Audit Committee Meetings held during the year at which the financial statements have been placed for review. The Committee also invites senior executives, as it considers appropriate, to be present at the meetings of the Committee. The Company Secretary acts as the Secretary to the Committee. Sri J. P. Dua, the then Chairman of the Audit Committee was also present at the last Annual General Meeting.

#### **Nomination and Remuneration Committee**

The Company has a Nomination and Remuneration Committee which is responsible for addressing competency requirements for the Board and senior management, based on the segment and operations of the Company.

The Committee oversees the Company's nomination process including succession planning for the senior management and the Board and assists the Board in identifying, screening and reviewing individuals qualified to serve as Executive Directors, Non-Executive Directors and Independent Directors consistent with the criteria as stated by the Board in its Remuneration Policy.

The Nomination and Remuneration Committee works with the Board to determine the appropriate characteristics, skills and experience for the Board as a whole as well as for its individual members with the objective of having a Board with diverse backgrounds and experience and expertise.

The Committee periodically identifies competency gaps in the Board and senior managerial levels, evaluates potential candidates and makes suitable recommendations to the Board. The Committee has the overall responsibility of approving and evaluating the compensation plans, policies and programme for Executive Directors and the Senior Management. The Committee reviews and recommends, as and when required, amendments to policies relating to human resource, succession planning, board diversity and criteria for payment of remuneration. The Nomination and Remuneration Committee also formulates criteria and specifies the manner for effective evaluation of performance of Board, its Committees and

individual Directors. It also conducts the evaluation process as per the Board Evaluation policy.













#### **Terms of reference**

The terms of reference of the Nomination and Remuneration Committee is in line with the provisions of Regulation 19 read with Para A of Part D of Schedule II of Listing Regulations and Section 178 of the Companies Act, 2013 and includes the following:

- i. Formulating the criteria for determining qualifications, positive attributes and independence of a Director and recommending to the Board, a Policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees.
- ii. For every appointment of an Independent Director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - a. use the services of an external agencies, if required;
  - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c. consider the time commitments of the candidates.
- iii. Formulating the criteria and specifying the manner for effective evaluation of performance of Board, its Committees and individual Directors, reviewing its implementation and compliance and also carrying out of such evaluation.
- iv. Devising a policy on Board diversity.
- v. Identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down and recommending to the Board their appointment/ removal.
- vi. Recommending/ reviewing remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria.
- vii. Recommending to the Board, all remuneration, in whatever form, payable to Senior Management.
- viii. Recommending whether or not to extend or continue the term of appointment of the Independent Directors on the basis of the report on their performance evaluation.

### Composition and attendance at Committee Meetings:

The composition of the Nomination and Remuneration Committee, meetings held during the Financial Year 2023-24 and attendance of Members thereat are as under:

Name of Members	Category	Position	Attendance at the Nomination and Remuneration Committee Meeting held on			
			15-05-2023	04-08-2023	08-11-2023	02-02-2024
Sri J. P. Dua (till 31.03.2024)	Non – Executive Independent	Chairman				
Sri Vijay Chhibber*	Non – Executive Independent	Member				
Sri Probir Roy	Non – Executive Independent	Member				



Physically Present



Present through video conferencing



Leave of absence

\* Member till 31st March, 2024 and Chairman with effect from 1st April, 2024.

% Sri Amit Kiran Deb and Ms. Ratnabali Kakkar were both appointed as Member of the Committee with effect from 1st April, 2024.

# During the year, the Nomination and Remuneration Committee also passed resolution by circulation on 9th June, 2023, 6th March, 2024 and 11th March, 2024.

The composition of Nomination and Remuneration Committee conforms to the regulatory requirements mandated under Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations. The Company Secretary acts as Secretary to the Committee. Sri J. P. Dua, the then Chairman of the Nomination and Remuneration Committee was also present at the last Annual General Meeting.

### Remuneration policy and its salient features

The Company's Remuneration Policy is formulated under Section 178(3) of the Companies Act, 2013 and it covers roles and responsibilities of Directors, procedure for selection and appointment of the Board Members, Executives other than Board Members, criteria for compensating Directors and Senior Management Personnel. The objective of the remuneration policy is to provide a framework for payment of remuneration to the members of the Board of Directors, Key Managerial Personnel and the Senior Management Personnel of the Company in alignment with the business strategy and risk tolerance, objectives, values and long-term interests of the Company.

The Company's Remuneration Policy operates under the premise of "pay-for-performance." Our remuneration strategy is market-oriented, designed to attract and retain top-tier talent by incentivizing performance. We evaluate achievements periodically and reward them accordingly, ensuring that our compensation practices align with the company's objectives and foster a culture of excellence. Focus on productivity and pay for performance has been the centerpiece of the Company's remuneration policy and this enables the Company to attract, motivate, improve productivity and retain talents within the organisation. The Policy is tailored to the regulations, practices and benchmarks prevalent in the industry. The remuneration policy is focused on promoting talent and ensuring long term sustainability of talented managerial persons by creating

competitive advantage. The Policy broadly lays down the guiding principles, philosophy and the basis for payment of remuneration. One of the key features of the Company's Remuneration Policy is that it is based on principles which supports and reinforces the achievement of the Company's vision and strategy, promotes transparency, internal as well as external equity and at the same time ensures affordability and sustainability. The Company's remuneration policy is based on the industry standards and is periodically reviewed to ensure that the pay structures are aligned with the prevalent market conditions and industry standards. The Policy lays down the guiding framework and procedure which the Committee ought to follow while recommending appointment of Board Members and Senior Management Personnel.

Remuneration of Executive and Non-Executive Directors is determined by the Board, on the recommendation of the Nomination and Remuneration Committee, subject to the approval of the Shareholders, where required. All remuneration, in whatever form, payable to Senior Management are also recommended by this Committee. The remuneration of Directors, Key Managerial Personnel and all other employees is based on competency, contribution and commitment demonstrated by them towards the Company.

Centuryply follows a compensation mix of fixed pay, benefits and performance based variable pay, which is paid based on the business performance and goals of the different business units and of the Company as a whole. The remuneration payable to Executive Directors involves a balance of fixed pay and a variable pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals. The remuneration payable to Executive Directors are commensurate with industry standard and are determined after taking into consideration the individual responsibilities shouldered by them, time and effort devoted and the relative

performance of the Company to the industry performance. The remuneration paid to Executive Directors is proposed by the Nomination and Remuneration Committee and subsequently approved by the Board of Directors and the shareholders of the Company, whenever required. Annual increments/subsequent variation in their remuneration are approved by the Committee/ Board of Directors, within the overall limits approved by the shareholders of the Company.

In addition to salary, the Executive Directors are also entitled to a variable pay in the form of commission on net profit. The commission payable to them is ascertained by the Nomination and Remuneration Committee and approved by the Board each year after taking into account the performance and reasonable ascertainment of profitability of the units/ divisions being looked after by the respective Executive Directors, besides the Company's overall performance and profitability.

In terms of Section 197 of the Companies Act, 2013 read with Rules made thereunder and Regulation 17 of the Listing Regulations, the Independent Non-Executive Directors of the Company are paid such Sitting Fees for attending the meeting of the Board of Directors and of the Committee thereof, as determined by the Board of Directors from time to time. They are also entitled to receive commission as may be recommended by Nomination and Remuneration Committee and subsequently approved by the Board of Directors within the limits prescribed in Section 197 of the Companies Act, 2013 or approved by the Members of the Company. The Independent Directors of the Company are not entitled to participate in Stock Option Scheme, if any, introduced by the Company.

The Remuneration Policy is available on our website and can be accessed at <https://www.centuryply.com/codes-policies/Remuneration-policy.pdf>. During the year under review, there was no change in the Company's Remuneration Policy. The Directors affirm that the remuneration paid to Directors, KMPs and employees is as per the Remuneration Policy of the Company.

#### **Criteria for making payments to Non-Executive Directors**

The Independent Directors play a crucial role in the independent functioning of the Board. The responsibilities and obligations of the Non-Executive Directors have increased manifold in the recent years on account of a number of factors, including the growth in the activities of the Company and the rapid evolution arising out of legal and regulatory provisions and requirements. The Non- executive Directors bring in a wider perspective to the deliberations and decision making of the Board which adds value to the Company. The Company is being hugely benefited from their expertise, advice and inputs. They devote their valuable time in deliberating on the strategic and critical issues in the course of the Board and Committee meetings of the Company and give their valuable advice, suggestions and guidance to the management of the Company from time to time.

The Company believes that the remuneration paid to its Non-executive Independent Directors should be reflective of the size of the Company and complexity of the sector/ industry/ Company's operations and should be consistent with recognised best practices. Overall remuneration (sitting fees and commission) should be commensurate with the responsibilities and also reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company, taking into consideration the challenges faced by the Company and its future growth imperative. Contribution of the Non-Executive Directors in Board and Committee Meetings, time devoted by them, participation in strategic decision making, timely guidance to the Board on important policy matters of the Company, performance of the Company and industry practices and benchmarks forms the main criteria for determining payments to Non-Executive Directors. Criteria for making payments to Non-executive Directors is also available on the website of the Company and can be accessed at: <https://www.centuryply.com/codes-policies/Criteria-for-making-payment-to-the-Non-Executive-Directors.pdf>.

#### **Pecuniary relationship of Non-Executive Directors**

During the year under review, an amount of ₹0.30 Lac was paid to M/s. Fox and Mandal LLP, wherein Sri Debanjan Mandal, Independent Director and his relatives are Partners. Fox & Mandal LLP renders professional services to the Company. The quantum of fees paid to M/s. Fox & Mandal LLP is an insignificant portion of their total revenue. Thus, they are not to be construed to have any material association with the Company. Apart from this, no pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the Company was undertaken, other than payment of sitting fees and commission to them and reimbursement of their travelling expenses for the purpose of attending Board/ Committee meeting.

- **Sitting fees**

Non-Executive Directors are entitled to a Sitting fee of ₹50,000/- for each meeting of Board and ₹25,000/- for each meeting of Committees thereof attended by them together with reimbursement of reasonable actual expenses for such participation.

- **Commission**

The Non-Executive Directors of the Company are entitled to a profit-based commission on an annual basis based on the recommendation of Nomination and Remuneration Committee and approval of the Board in accordance with Remuneration Policy and within the approved statutory limit. Presently a sum of ₹4,00,000/- per annum is paid to each Non-Executive Directors as commission.

#### **Directors' & Officers' Liability Insurance**

In line with the requirements of Regulation 24(10) of the Listing Regulations, the Company has in place a Directors and Officers Liability Insurance policy.

### Details of remuneration paid to Directors during the Financial Year 2023-24

Sl. No.	Name of the Director	Designation & Service contract	Salary (₹ in Lac)		Sitting Fee (₹ in Lac)	Commission (₹ in Lac)	No. of shares held along with % as on 31st March, 2024*
			CTC	Paid in FY 2023-24			
<b>Executive Directors:</b>							
1.	Sri Sajjan Bhajanka	Chairman & Managing Director up to 31.03.2026	200.00	200.00	Nil	Nil	24164037 (10.88%)
2.	Sri Sanjay Agarwal	CEO & Managing Director up to 30.06.2026	200.00	200.00	Nil	189.00	24880460 (11.20%)
3.	Sri Prem Kumar Bhajanka	Managing Director up to 31.07.2028	200.00	200.00	Nil	213.00	3672561 (1.65%)
4.	Sri Vishnu Khemani	Managing Director up to 31.07.2028	200.00	200.00	Nil	174.00	18786900 (8.46%)
5.	Sri Keshav Bhajanka	Executive Director up to 27.01.2026	100.00	100.00	Nil	189.00	2500000 (1.12%)
6.	Sri Ajay Baldawa	Executive Director (Technical) up to 30.06.2026	300.00	300.00	Nil	200.00	75000 (0.03%)
7.	Ms. Nikita Bansal	Executive Director up to 31.01.2027	100.00	100.00	Nil	189.00	69200 (0.03%)
8.	Sri Rajesh Kumar Agarwal	Executive Director up to 08.02.2029	100.00	100.00	Nil	47.00	4053882 (1.82%)
<b>Non-Executive Directors:</b>							
1.	Sri J. P. Dua <sup>#</sup>	Independent Director- 2 <sup>nd</sup> term up to 31.03.2024	--	--	4.50	4.00	Nil
2.	Sri Vijay Chhibber	Independent Director- 2 <sup>nd</sup> term up to 31.01.2025	--	--	3.50	4.00	Nil
3.	Sri Debanjan Mandal	Independent Director- 2 <sup>nd</sup> term up to 31.07.2025	--	--	2.00	4.00	Nil
4.	Sri Sunil Mitra	Independent Director- 2 <sup>nd</sup> term up to 31.07.2025	--	--	1.50	4.00	Nil
5.	Sri Probir Roy	Independent Director- 2 <sup>nd</sup> term up to 30.09.2025	--	--	5.00	4.00	Nil
6.	Sri Amit Kiran Deb	Independent Director- 2 <sup>nd</sup> term up to 30.09.2028	--	--	2.00	4.00	Nil
7.	Sri Naresh Pachisia	Independent Director- 2 <sup>nd</sup> term up to 31.03.2029	--	--	3.00	4.00	Nil
8.	Ms. Ratnabali Kakkar	Independent Director- 1 <sup>st</sup> term up to 31.03.2027	--	--	2.50	4.00	Nil

**Notes:**

\* **The Company has not issued any convertible instruments.**

# **Sri J.P.Dua ceased to be Independent Director in the Company with effect from 1st April, 2024 upon completion of his second term on 31st March, 2024.**

Sri Pramod Agrawal was appointed as an Additional Director in the Independent category with effect from 1st April, 2024. Subsequently, his appointment as Independent Director was approved by the shareholders through Postal Ballot on 16th April, 2024.

### Service Contracts, Severance Fee, Notice Period and Stock Options

The appointment of the Executive Directors is governed by resolutions passed by the Nomination and Remuneration Committee, Board of Directors and the Shareholders of the Company, the Service Contracts entered into with them and the Remuneration Policy of the Company, all of which covers the terms and conditions of such appointment. There is no separate provision for payment of severance fee under the resolutions governing the appointment of Executive Directors. A notice of three months is required to be given by an Executive Director seeking to vacate office and the resignation takes effect upon the expiration of the notice or its earlier acceptance by the Board.

The terms of disengagement of Independent Directors are governed by the formal appointment letters issued to them at the time of their appointment. As required by Regulation 46 of the Listing Regulations, the terms and conditions of appointment of Independent Directors is available on the Company's website and can be accessed at <https://www.centuryply.com/investor-information/others/Terms-and-Conditions-of-appointment-of-Independent-Directors.pdf>.




During the year under review, none of the Directors were paid any bonus, pension or performance-linked incentive or any other benefits. The Company has no stock option plans and hence such instruments do not form a part of the remuneration package payable to any Executive and/or Non-Executive Director. Further, there was no expenditure debited in the books of accounts, which represent personal expenditure of the Directors and/ or the Top Management.

### Performance evaluation criteria for Independent directors

This has been discussed elsewhere in this Report.

### Composition and attendance at Committee Meetings:

The composition of the Stakeholders Relationship Committee, meetings held during the Financial Year 2023-24 and attendance of Members thereat are as under:

Name of Member	Category	Position	Attendance at the Stakeholders Relationship Committee Meeting held on
			15.05.2023
Sri Probir Roy	Non –executive Independent	Chairman	
Ms. Nikita Bansal	Executive non-independent	Member	
Sri Rajesh Kumar Agarwal	Executive non-independent	Member	

 Physically Present  Present through video conferencing  Leave of absence

The composition of the Stakeholders Relationship Committee conforms to the regulatory requirements mandated by Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations. The Company Secretary acts as Secretary to the Committee. Sri Probir Roy, Chairman of the Stakeholders Relationship Committee was also present at the last Annual General Meeting.

### Stakeholders Relationship Committee

The Stakeholders Relationship Committee of the Board has been constituted to oversee various aspects of interest of stakeholders including redressal of shareholders/ investors grievances and complaints, reviews the service standards of the Registrar and Share Transfer Agent of the Company and suggests measures for improving the same.

### Terms of reference

The terms of reference of the Stakeholders Relationship Committee is in line with Regulation 20 read with Para B of Part D of Schedule II of the Listing Regulations and Section 178 of the Companies Act, 2013 and includes the following:

- i. Investor relations and resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
- ii. Reviewing measures taken for effective exercise of voting rights by shareholders;
- iii. Reviewing adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar and Share Transfer Agent;
- iv. Reviewing measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company;
- v. Evaluating performance and service standards of the Registrar and Share Transfer Agent of the Company;
- vi. Providing guidance and making recommendations to improve service levels for the investors.



### Compliance Officer and status of pending complaints

Sri Sundeeep Jhunjhunwala, Company Secretary is the Compliance Officer of the Company for attending to Complaints/ Grievances of the members. During the Financial Year ended 31st March, 2024, the Company received three complaints from shareholders (including two received on SCORES portal of the RTA) and all of them were satisfactorily resolved. There was no complaint pending at the beginning and at the close of the financial year. No complaint was received on the Company's SCORES and SMART ODR portal, the web based complaint redressal system of SEBI.

### Corporate Social Responsibility Committee

Your Company recognizes its profound responsibility towards society and continues to actively contribute to social development causes. With a renewed focus on our social goals, the Company has adopted a structured approach to improve access to quality healthcare, enhance educational and skill development facilities, support environmental initiatives, empower women and uplift communities in need across different regions in the country.

Your Company has been involved with social initiatives for more than two decades. Your Company believes success and progress lies beyond balance sheets or conventional economic indices. It is best mirrored in the impact it has on economic, environmental and social factors. As a part of its initiative under the "Corporate Social Responsibility" drive, the Company has undertaken projects primarily focusing on the broad thematic areas namely 'Gyanoday' (Education), 'Swasthya aur Swachhata' (Healthcare and Sanitation), 'Vatavaran Sanrakshan' (Environmental Sustainability), 'Sanskritik Sanrakshan' (Protection of national heritage, art and culture), 'Manavta Sahyog' (Disaster Relief) and 'Samajik Kalyan' (Reducing inequalities faced by socially and economically backward groups).

The Corporate Social Responsibility (CSR) Committee formulates, monitors and recommends to the Board, a CSR policy indicating the activities to be undertaken by the Company within the ambit of Schedule VII of the Companies Act, 2013. The Committee has the overall responsibility for identifying the areas of CSR activities, ascertaining and recommending the amount of expenditure to be incurred on the identified CSR activities and overseeing implementation of the CSR programs of the Company. The Committee also recommends to the Board an annual action plan for implementation of its CSR

programs. The Committee provides guidance to the Company in integrating its social and environmental objectives with its business strategies and assists in crafting unique models to support creation of sustainable livelihoods.




### Terms of reference

The terms of reference of the Corporate Social Responsibility Committee is in line with the provisions of Section 135 of the Companies Act, 2013 read with Rules framed thereunder and includes the following:

- i. To formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy and any amendments thereto, indicating activities to be undertaken by the Company in compliance with provisions of the Companies Act, 2013 and Rules made there under;
- ii. To recommend the amount of expenditure to be incurred on the CSR activities as per CSR Policy;
- iii. To formulate and recommend to the Board, an annual action plan in pursuance of its CSR policy, which shall include the following, namely:-
  - a. the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
  - b. the manner of execution of such projects or programmes as specified in sub-rule (1) of rule 4;
  - c. the modalities of utilisation of funds and implementation schedules for the projects or programmes;
  - d. monitoring and reporting mechanism for the projects or programmes; and
  - e. details of need and impact assessment, if any, for the projects undertaken by the company;
- iv. To monitor the CSR Policy of the Company from time to time;
- v. To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable with respect to Corporate Social Responsibility or as may be necessary or appropriate for implementing the Company's policies thereunder.

### Composition and attendance at Committee Meetings:

The composition of the CSR Committee, meetings held during the Financial Year 2023-24 and attendance of Members thereat are as under:

Name of Member	Category	Position	Attendance at the CSR Committee Meeting held on
			15.05.2023
Sri Sajjan Bhajanka	Executive non-independent	Chairman	
Sri Probir Roy	Non-executive independent	Member	
Sri Rajesh Kumar Agarwal	Executive non-independent	Member	

 Physically Present  Present through video conferencing  Leave of absence

The composition of the CSR Committee conforms to the regulatory requirements mandated by Section 135 of the Companies Act, 2013. The Company Secretary acts as Secretary to the Committee.

### Risk Management Committee

Centuryply employs a systematic and proactive approach to address its risks, utilizing methods that provide early warning signals to enable timely intervention. Recognizing that risk management is an ongoing endeavor, the Company views it as a continuous process rather than a one-time task. Integral to the Company's operations, the Risk Management Policy aids in identifying and analyzing both internal and external risks. Centuryply diligently monitors the effects of various factors on its business and evaluates the effectiveness of its risk management protocols. Regular reviews of all risks are conducted and a targeted mitigation strategy is implemented to minimize their impact on the Company's operations. The systematic and proactive identification of risks, and mitigation thereof, enables the Company to boost performance with effective and timely decision-making.

In line with the provisions of Regulation 21 of the Listing Regulations, your Company has a dedicated Risk Management Committee consisting of Board members (including one Independent Director) and a senior executive. The Risk Management Committee has an important role in supporting the Board and Audit Committee in the oversight and management of risk. This Committee also has the responsibility of monitoring and approving the risk policies and associated practices of the Company. The Committee periodically reviews the risk environment and risk profile relative to risk appetite of the Company, focusing on current and emerging financial and non-financial risks.

Your Company follows a well-defined and comprehensive Risk Management Policy formulated in accordance with the requirements of the Companies Act, 2013 and the Listing Regulations, articulating the strategies to minimise the adverse consequence of risks on business objectives of the Company. The Policy is periodically updated to align with the changing industry dynamics and evolving complexity. Your Company understands that risks need to be treated for their adverse effects and it also endeavours to harness the key risks in a proactive manner in order to capitalize on potential opportunities.

### Terms of reference

The terms of reference of the Risk Management Committee is in line with the provisions of Regulation 21 of the Listing Regulations and as on the date of this report, includes the following:

- i. Formulating a detailed risk management policy, inter-alia, covering a framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee, measures for risk mitigation including systems and processes for internal control of identified risks and Business continuity plan;
- ii. Ensuring that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- iii. Monitoring and overseeing implementation of the risk management policy, including evaluation of the adequacy of risk management systems;
- iv. Periodically reviewing the risk management policy, at least once in two years, by considering inter-alia the changing industry dynamics and evolving complexity;
- v. Framing, implementing, monitoring and reviewing the risk management plan, systems and framework including cyber security for the Company and ensuring its effectiveness;
- vi. Keeping the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- vii. Reviewing the appointment, removal and terms of remuneration of the Chief Risk Officer (if any);
- viii. Coordinating its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors;

- ix. Seeking information from any employee, obtaining outside legal or other professional advice and securing attendance of outsiders with relevant expertise, if it considers necessary;
- x. Reviewing and recommending Risk Assessment and Risk Management Report for approval of the Board;
- xi. Overseeing recent development in the Company and periodically updating Company's Enterprise Risk Management Program for assessing, monitoring and mitigating the risks;
- xii. Periodically reviewing the adequacy of the Company's resources to perform its risk management responsibilities and achieve objectives;
- xiii. Carry out responsibilities as assigned by the Board.

#### Composition and attendance at Committee Meetings:

The composition of the Risk Management Committee, meetings held during the Financial Year 2023-24 and attendance of Members thereat are as under:

Name of Member	Category	Position	Attendance at the Risk Management Committee Meeting held on	
			10.07.2023	05.01.2024
Sri Sanjay Agarwal	Executive non-Independent	Chairman		
Sri Keshav Bhajanka	Executive non-independent	Member		
Sri Debanjan Mandal	Non-executive Independent	Member		
Sri Arun Kumar Julasaria	Chief Financial Officer	Member		

Physically Present Present through video conferencing Leave of absence

The composition of the Risk Management Committee conforms to the regulatory requirements mandated under Regulation 21 of the Listing Regulations. The Company Secretary acts as Secretary to the Committee.

#### Committee of Independent Directors

On 9th February, 2024 the Company had received Certified True Copy of Order passed by Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT") approving the Scheme of Arrangement between Century Plyboards (India) Limited ("Transferor Company" or "the Company") and Century Infra Limited ("Transferee Company") and their respective shareholders and creditors ("Scheme"). Thereafter, Transferor Company and Transferee Company, respectively have filed Form No. INC-28 with Ministry of Corporate Affairs / Registrar of Companies, Kolkata on 18th March, 2024 and accordingly the Scheme became effective from 18th March, 2024. Consequently, upon the Scheme becoming effective, the Committee of Independent Directors which was constituted by the Board of Directors on 6th July, 2022 for the limited purpose of examining and recommending the aforesaid scheme stood dissolved on 18th March, 2024.

### NON-MANDATORY COMMITTEES

#### Share Transfer Committee

The Share Transfer Committee carries out procedural matters and inter alia, approves transmission of shares, sub-division /

consolidation / renewal / issue of duplicate share certificates/ letter of confirmations and other allied matters. The Committee also oversees compliance with the procedure specified under Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and amendments thereto.













#### Terms of reference

The terms of reference of the Share Transfer Committee includes the following:

- i. Oversee, review and approve all matters connected with transfer, transmission, split, consolidation, rematerialisation, etc.;
- ii. Issue of duplicate share certificates in lieu of share certificates lost, defaced or destroyed;
- iii. Issue of share certificates on rematerialisation;
- iv. Issue of new share certificates consequent upon split/ consolidation of existing ones;
- v. Cancellation of share certificates in compliance with the applicable provisions.

### Composition and attendance at Committee Meetings:

The composition of the Share Transfer Committee, meetings held during the Financial Year 2023-24 and attendance of Members thereat are as under:

Name of Members	Category	Position	Attendance at the Share Transfer Committee Meeting held on			
			20.04.2023	11.05.2023	27.06.2023	17.01.2024
Sri Rajesh Kumar Agarwal	Executive non-independent	Chairman				
Sri Keshav Bhajanka	Executive non-independent	Member				
Sri Ajay Baldawa	Executive non-independent	Member				

 Physically Present  Present through video conferencing  Leave of absence

### Finance Committee

The Finance Committee deals with the day to day matters within the terms of reference defined by the Board and ensures their expeditious implementation.

### Terms of reference

Terms of reference of the Finance Committee includes the following:

- i. To approve the opening of and modification in operation of bank accounts, including closure thereof;
- ii. Borrow money by way of loan (including foreign currency loans) in or outside India for the purpose of financing new projects, refinancing the existing debt, capital expenditure, general corporate purposes including working capital requirements and possible strategic investments and take necessary actions connected therewith;
- iii. Provide corporate guarantee/performance guarantee from the Company for credit facilities availed by its subsidiaries or by any other entity;
- iv. Approve establishment and operation of representative/sales / branch offices in or outside India;
- v. Carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable;
- vi. Review and consideration of periodical budgets of the Company and approval of capital expenditures;
- vii. Authorise and empower executives and/or authorised representatives in all matters relating to business operations, direct and indirect taxes, commercial taxes, municipal taxes, import and export, customs, port trust, provident fund, ESI, electricity and other utilities and all legal matters of the Company and approve execution of Power of Attorney, as may be required, for this purpose;
- viii. Opening, modification and closure of trading and demat accounts required for securities, derivatives and all other Options;
- ix. Consideration of matters relating to participation in bids/tenders/ expression of interest and all other business alliances and joint ventures, among others, if any;
- x. Monitoring of loans and advances granted by the Company as approved by the Board of Directors from time to time;
- xi. Undertake and enter into Foreign Exchange Transactions and to transact in Derivative Products including Currency Options, buy and sell Spot and Forward, convert Rupee Liabilities into Foreign Currency Liabilities to hedge Currency and Interest Rate Risks/Fluctuations in respect of the Company's Export and Import Contracts, Foreign Currency Loans and other Foreign Currency related matters as permitted by Reserve Bank of India from time to time;
- xii. Approve availing of online banking facilities in all forms including but not limited to viewing rights, transaction rights, application for Letters of Credit, Bank Guarantees, Buyers Credit and carry out all trade related transactions through internet;
- xiii. Avail Bill Collection, Bill Payment, Cash Management Services and Financial Intermediary services in all forms and from any Bank;
- xiv. Take decisions in connection with any arrangement, document or matter necessary, ancillary, incidental or desirable to give effect to all its powers and authority;
- xv. Any other financial issues or other matters, whether out of and incidental to these functions or not, as may be assigned by the Board;
- xvi. Delegate authorities from time to time to the executives, officers and other authorised persons to implement the Committee's decisions;
- xvii. Authorise Directors, Officers and other Authorised Persons for execution of necessary documents and affixing Common Seal of the Company, as may be required for implementing decisions taken by the Board or any Committee thereof;

### Composition

The Finance Committee comprises of the following members:

Sl.	Name	Category	Position
1	Sri Sajjan Bhajanka	Executive non-Independent	Chairman
2	Sri Sanjay Agarwal	Executive non-independent	Member
3	Sri Rajesh Kumar Agarwal	Executive non-Independent	Member

The Company Secretary acts as Secretary to the Committee.

### Meetings and Attendance

The Finance Committee met eight times during the Financial Year ended 31st March, 2024. These meetings were held on 15th May, 2023, 4th July, 2023, 17th August, 2023, 25th September, 2023, 1st November, 2023, 19th December, 2023, 21st January, 2024 and 18th March, 2024. Sri Sajjan Bhajanka, Chairman of the Committee and Sri Sanjay Agarwal and Sri Rajesh Kumar Agarwal, Members were physically present in all these meetings.

### Particulars of senior management including the changes therein since the close of the previous year

Sl. No.	Name	Designation	Changes if any, since the previous financial year (Yes / No)	Nature of change and effective date
1	Shri Arun Kumar Julasaria	Chief Financial Officer (KMP)	No	NA
2	Shri Sundeep Jhunhunwala	Company Secretary (KMP)	No	NA
3	Shri Ashutosh Jaiswal	President- International Business & Logistics	No	NA
4	Shri Shankho Chowdhury	President - Decoratives	No	NA
5	Shri Navarun Sen	President - Panels	No	NA
6	Shri Surender Kumar Gupta	Vice-president- Veneer Sales	No	NA
7	Shri Avtar Singh Bhullar	Senior Vice-president- MDF	No	NA
8	Shri B. S. Sabherwal	Unit Head – MDF	No	NA
9	Shri Ratan Rajkhowa	Senior President (Mfg.) & Unit Head- Joka	No	NA
10	Shri Y. K. Choudhary	Unit Head- Cent Ply & Purbanchal	No	NA
11	Shri Rajendra Prasad Sharma	Unit Head- Sharon	No	NA
12	Shri Vivek Agarwal	Vice-president- Operations	No	NA
13	Shri Nehal Shah	Chief Strategy Officer	Yes	Resigned on 04.07.2023
14	Shri Rakesh Tiga	Chief Human Resources Officer	No	NA
15	Shri Sukhbir Singh	Vice-president- Accounts	No	NA
16	Shri Naveen Kumar Lohia	Vice President -Export	No	NA
17	Shri Sujit Dey	President- Sharon	No	NA
18	Shri Abnish Kumar	Unit Head -Karnal	No	NA
19	Shri Shripal Jain	President- Laminates (Mfg.)	No	NA
20	Shri Mitash Chatterjee	Chief Marketing Officer	No	NA
21	Shri Anup Mangaserri	CEO-Laminates	Yes	Included as SMP w.e.f. 07.07.2023
22	Shri Bhargab Datta	Chief Digital Officer	Yes	Included as SMP w.e.f. 11.09.2023
23	Shri G.K. Bajaj	Unit Head- Kandla	Yes	Included as SMP w.e.f. 08.11.2023
24	Shri Vikram Kumar Khaitan	Internal Auditor	Yes	Included as SMP w.e.f. 08.11.2023 and resigned on 24.01.2024
25	Shri Gourav Chowdhary	Internal Auditor	Yes	Included as SMP w.e.f. 02.02.2024
26	Shri Sumant Wattas	CEO - MDF, PB & New Business	Yes	Included as SMP w.e.f. 01.04.2024



## GENERAL BODY MEETINGS

### Particulars of last three Annual General Meetings:

AGM	Year ended	Venue	Date	Time
42 <sup>nd</sup>	31.03.2023	Through VC/ OAVM from its Registered Office at P - 15/1, Taratala Road, Kolkata- 700088	27.09.2023	11-00 AM
41 <sup>st</sup>	31.03.2022	Through VC/ OAVM from its Registered Office at P - 15/1, Taratala Road, Kolkata- 700088	21.09.2022	11-00 AM
40 <sup>th</sup>	31.03.2021	Through VC/ OAVM from its Registered Office at P - 15/1, Taratala Road, Kolkata- 700088	08.09.2021	11-00 AM

### Details of Special Resolutions passed in last three Annual General Meetings:

AGM	Date	Subject Matter
42 <sup>nd</sup>	27.09.2023	(i) Re-appointment of Sri Prem Kumar Bhajanka (DIN: 00591512) as Managing Director of the Company (ii) Re-appointment of Sri Vishnu Khemani (DIN: 01006268) as Managing Director of the Company (iii) Re-appointment of Sri Amit Kiran Deb (DIN: 02107792) as an Independent Director of the Company (iv) Revision in remuneration of Sri Rajesh Kumar Agarwal (DIN: 00223718), Executive Director of the Company
41 <sup>st</sup>	21.09.2022	(i) Re-appointment of Sri Probir Roy (DIN: 00033045), as an Independent Director of the Company (ii) Approve payment of remuneration to Executive Directors who are Promoters in excess of limits mentioned in Regulation 17(6)(e)(ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
40 <sup>th</sup>	08.09.2021	(i) Re-appointment of Sri Sajjan Bhajanka (DIN: 00246043) as Chairman and Managing Director of the Company (ii) Approval of 'Century Ply Employee Stock Option Plan 2021' (iii) Grant of employee stock Options to the employees of Subsidiary Company(ies) of the Company under Century Ply Employee Stock Option Plan 2021

### Extra Ordinary General Meeting

During the Financial Year ended 31st March, 2024, no Extra Ordinary General Meeting was convened.

### Postal Ballot

During the period beginning 1st April, 2023 till the date of this report, the Company has obtained approval of the Members through Postal Ballot (through e-voting only) on two occasions. Description of resolutions passed, relevant dates, details of the voting pattern and procedure followed are discussed hereunder:

#### i. Postal Ballot conducted vide Notice dated 2nd February, 2024

##### a. Relevant Dates

Dispatch of Notice of Postal Ballot	09-02-2024
Cut-off date for determining list of members eligible to cast vote	02-02-2024
Commencement of Remote e-Voting	12-02-2024
End of Remote e-Voting	12-03-2024
Date of announcements of Results	13-03-2024

##### b. Resolutions passed and voting pattern

Type of Resolution	Subject Matter	Number of Votes			
		For	%	Against	%
Special Resolution	Re-appointment of Shri Naresh Pachisia (DIN: 00233768) as an Independent Director of the Company	20,49,77,005	99.8500	3,07,903	0.15000
Special Resolution	Re-appointment of Shri Rajesh Kumar Agarwal (DIN: 00223718) as an Executive Director of the Company	18,03,50,640	87.8538	2,49,34,240	12.1462

## ii. Postal Ballot conducted vide Notice dated 15th March, 2024

### a. Relevant Dates

Dispatch of Notice of Postal Ballot	16-03-2024
Cut-off date for determining list of members eligible to cast vote	15-03-2024
Commencement of Remote e-Voting	18-03-2024
End of Remote e-Voting	16-04-2024
Date of announcements of Results	17-04-2024

### b. Resolutions passed and voting pattern

Type of Resolution	Subject Matter	Number of Votes			
		For	%	Against	%
Special Resolution	Appointment of Shri Pramod Agrawal (DIN: 00279727) as an Independent Director of the Company	20,61,67,420	99.9968	6.622	0.0032

### Procedure followed by Company for conducting Postal Ballot:

- In conformity with Regulation 44 of the Listing Regulations and Section 108, 110 and other applicable provisions of the Act, read with Rules made thereunder, the MCA Circulars and SS-2, the Postal Ballot Notice along with Explanatory Statement was sent only through electronic mode those Members whose names were recorded in the Register of Members or List of Beneficial Owners as on the cut-off date, as received from the Depositories and whose e-mail address is registered with the Company / Depositories/ RTA. The said Members were considered eligible for the purposes of electronic voting. The Notice was also made available on the website of the Company, www.centuryply.com.
- The Company provided the Members the facility to exercise their right to vote only by way of electronic means through E-voting services provided through National Securities Depository Limited (NSDL).
- The Company had appointed Sri Manoj Kumar Banthia (ACS 11470/ CP- 7596) and failing him, Sri Raj Kumar Banthia (ACS17190/CP-18428) of M/s MKB & Associates, to act as Scrutinizer for conducting the Postal Ballot through Remote e-voting process, in a fair and transparent manner.
- Relevant details regarding the Postal Ballot were advertised in one English newspaper having nation-wide circulation and in one vernacular language newspaper in the principal vernacular language of the district in which the registered office of the Company is situated.
- The Scrutinizer submitted his report to the Chairman after completion of scrutiny of votes cast. Based on the Scrutinizer's Report, the Results of the Postal Ballot was announced within two working days of conclusion of e-voting process and was displayed at the Registered Office of the Company at P-15/1, Taratala Road, Kolkata-700 088 and on the Company's website, www.centuryply.com. The results were simultaneously communicated to National Stock Exchange of India Limited and BSE Limited where the Equity Shares of the Company are listed. A copy of the result was also be forwarded to National Securities

Depository Limited (NSDL) for displaying the same on its website www.evoting.nsd.com.

- The resolutions passed by the requisite majority, are deemed to be passed on the last date specified for e-voting.

### Proposed Postal Ballot:

None of the business proposed to be transacted at the ensuing Annual General Meeting requires passing of resolution through postal ballot. As on the date of this report, the Company does not have any plans to pass any resolution through postal ballot.

## DISCLOSURES

### • Related Party Transactions:

All related party transactions entered into during the financial year 2023-24 were at an arm's length basis and were in the ordinary course of business. There were no materially significant transactions, financial or commercial, between the Company and its senior management or other related parties that may have a potential conflict with the interest of the Company at large. The related party transactions are entered into based on considerations of various business exigencies, such as synergy in operations, commitment of supply, quality standards, specialisation and the Company's long-term strategy for sectoral investments, liquidity and capital resources.

All details relating to financial and commercial transactions where Directors may have a pecuniary interest are provided to the Board and the interested Directors neither participate in the discussion nor vote on such matters. The Register of Contracts containing transactions in which the Directors are interested, is placed before the Board regularly.

Suitable disclosures as prescribed under the applicable Accounting Standards have been made in the notes to the Financial Statements. The Company's 'Policy on Materiality of and dealing with Related Party Transactions' is available on the Company's website at: <https://www.centuryply.com/codes-policies/Policy-on-Materiality-of-and-dealing-with-related-party-transactions.pdf>.

- **Material Subsidiaries:** During the year ended 31st March, 2024, the Company did not have any material listed/unlisted subsidiary company as defined in Regulation

16 of the Listing Regulations. As such, the disclosure as per Schedule V part C para (10)(n) is not applicable. The Company's policy for determining material subsidiaries is disclosed on the Company's website at: <https://www.centuryply.com/codes-policies/CPIL-Policy-on-material-subsiidiary.pdf>.

- Non-compliance related to capital markets:** During the last three years there has been no instance of non-compliance on any matters related to capital markets. A Compliance Certificate from M/s. MKB & Associates, Company Secretaries, confirming compliance with the conditions of Corporate Governance, as required under Listing Regulations is annexed to this Report. No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any statutory authority on such matters during the last three years.
- Compliance with Indian Accounting Standards:** The Company has complied with all relevant Indian Accounting Standards referred to in Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 while preparing the financial statements.
- Inter-se relationships:** The Directors of the Company are not related inter-se, except for Sri Keshav Bhajanka who is the son of Sri Sajjan Bhajanka, Chairman and Managing Director and Ms. Nikita Bansal, who is the daughter of Sri Sanjay Agarwal, CEO & Managing Director.
- Details of funds raised:** During the year under review, the Company has not raised any money through any issue (public, rights, preferential, etc.)
- Mandatory Compliance:** The Company has complied with all the mandatory requirements of the Listing Regulations including those specified in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and sub-paras (2) to (10) of Part C of Schedule V of the Listing Regulations.
- Compliance with Secretarial Standards:** The Company has complied with Secretarial Standards on Board Meetings and General Meeting.
- Committee recommendation:** The Board of Directors confirms that during the year, it has accepted all recommendations received from its mandatory Committees.
- Certificate from Practicing Company Secretary on qualification of the Board:** The Company has obtained a certificate from a Company Secretary in Practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or to continue as Directors of any company by SEBI or Ministry of Corporate Affairs or any such statutory authorities. The certificate is annexed separately to this Report.
- Fees to Statutory Auditors:** Total fees (excluding reimbursement of expenses) for all services paid by the Company and its subsidiaries, on a consolidated basis, to the Statutory Auditor and all entities in the network firm/

network entity of which the Statutory Auditor is a part was ₹58.18 Lac as per details below:

Particulars of fees paid by the Company	Amount (₹ in Lac)
Services as statutory auditors (including quarterly audits)	40.00
Certification Charges	4.53
<b>Total</b>	<b>44.53</b>

Particulars of fees paid by Subsidiary Company	Amount (₹ in Lac)
Services as statutory auditors	13.50
Certification Charges	0.15
<b>Total</b>	<b>13.65</b>

- Disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 for the Financial Year 2023-24:**

Number of complaints filed during the year	NIL
Number of complaints disposed of during the year	NIL
Number of complaints pending as on the end of the year	NIL

- Disclosure of commodity price risks and commodity hedging activities:** The same has been discussed elsewhere in this Report..
- Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount:** During the Financial Year 2023-24, the Company has not provided any loans and/or advances to firms/ companies in which Directors are interested.
- Disclosure of agreements as mentioned in clause 5A to Para A of Part A of schedule III of Listing Regulations which are binding on the Company:** The Company has not been informed of any agreement subsisting as on the date of the amended SEBI Listing Regulations becoming effective or entered into thereafter by any shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or of its subsidiaries, among themselves or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company. The Company has also not entered into or has been a party to any such agreement as on the aforesaid date or thereafter.
- Non-mandatory Compliance:** The status of compliance with discretionary requirements specified in Part E of Schedule II of the Listing Regulations is provided below:
  - Non-Executive Chairman's Office:** As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is voluntary for a company to have a Chairman who is a non-executive director and who is not related to the Managing Director or the Chief Executive Officer. In view of this, the Company

continues to have an Executive Chairman and his office is maintained by the Chairman himself.

- b) **Shareholders' Rights:** As the quarterly, half yearly and annual results of the Company along with significant events are published in the newspapers and also posted on the Company's website, the same are not being sent individually to the shareholders.
- c) **Modified Opinion in Audit Report:** The Company's Financial Statement for the year ended 31st March, 2024 does not contain any modified audit opinion. The Company always endeavours to present unmodified Financial Statements.
- d) **Separate posts of Chairman and CEO:** The positions of Chairman and Chief Executive Officer (CEO) are separate. The Chairman of the Company is an Executive Director and his position is separate from that of the Chief Executive Officer.
- e) **Reporting of Internal Auditor:** The Internal Auditor reports directly to the Audit Committee. He is a permanent invitee to the Audit Committee Meetings and regularly attends the Meetings for reporting audit findings to the Audit Committee.

## WHISTLE BLOWER POLICY/ VIGIL MECHANISM

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013, read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulations 4 and 22 of the Listing Regulations and in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has an approved Whistle Blower Policy/Vigil Mechanism. Through this, your Company has placed a mechanism for ensuring confidentiality and protecting the whistle-blower from any harassment/victimization, retaliation, threat of termination of service, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the whistle-blower's right to continue to perform his/her duties/functions including making further protected disclosure. This policy serves as a channel for receiving and redressing employees' complaints. The same is discussed elsewhere in this Annual Report. During the financial year ended 31st March, 2024 no personnel were denied access to the Audit Committee for reporting cases under this policy.

## CODE OF CONDUCT

At Centuryply, we prioritize cultivating and nurturing meaningful relationships with our stakeholders. To effectively manage and harmonize the diverse interests of these groups, we are steadfast in conducting ourselves and our business with unwavering ethical standards. This commitment ensures the longevity of positive and amicable relationships with all stakeholders. To this end, pursuant to Regulation 17 of Listing Regulations, your Company has formulated a Code of Conduct applicable to all the Directors and Senior Management Executives of the Company ("the Code"). The Code intends to foster a culture of honesty, integrity and accountability across

the organisation. The duties of Directors including those of the Independent Directors, as laid down in the Companies Act, 2013, also forms part of the Code of Conduct. The Code can be accessed on the Company's website at <https://www.centuryply.com/codes-policies/Code-of-Conduct-for-Directors-and-Senior-Management-Executives.pdf>.

The Code of Conduct defines what the Company expects of its businesses and people regardless of the location or background and aims at enhancing ethical and transparent process in managing the affairs of the company. It is aligned with our values, group standards and legal requirements, and clarifies the ethics and compliance expectations for everyone who works with the Company. The Code reflects a value-based approach, where rules are not stated explicitly and day-to-day business decisions would continue to be guided by our values. The Code covers the Company's commitment to corporate social responsibility and sustainable development, concern for occupational health, safety and environment, a gender friendly workplace, transparency, auditability and legal compliance.

The Code requires Directors and employees to act honestly, fairly, ethically and with integrity, conduct themselves in professional, courteous and respectful manner. The Board members and Senior Management Personnel have affirmed their compliance with the Code of Conduct as on 31<sup>st</sup> March, 2024 and a declaration to this effect, signed by the Chief Executive Officer (CEO) & Managing Director is annexed to this Report.

## CODE FOR PREVENTION OF INSIDER TRADING

In line with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, your Company has adopted a Code of Conduct to regulate, monitor and report trading by Designated Persons ('Code'). The Code was amended on 5th August 2024 and is available on the Company's website and can be accessed at <https://www.centuryply.com/codes-policies/Code-of-Conduct-to-regulate-monitor-and-report-trading-by-Designated-Person.pdf>.

Your Company has implemented a web based PIT Compliance tool to automate and manage the compliances relating to SEBI (Prohibition of Insider Trading) Regulations, 2015 and the said Code. The Code is a guideline to prevent misuse of unpublished price sensitive information. The Code has been formulated to regulate, monitor and ensure reporting of trading by the Designated Persons and their immediate relatives towards achieving compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 and is designed to maintain the highest ethical standards of trading in Securities of the Company by persons to whom it is applicable. The Code lays down Guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with securities of the Company and cautions them of the consequences of violations.

During the year under review, the Audit Committee has verified that the systems for internal controls are adequate and operating effectively. The Audit Committee reviews cases of non-compliances, if any, and makes necessary recommendations to the Board with respect to action taken against such defaulters.

Sri Sundeep Jhunjhunwala, Company Secretary is the Compliance Officer for monitoring adherence to the Regulations for the preservation of price sensitive information, pre-clearance of trades and implementation of the Code.

In terms of Para 4 of Schedule B of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, meetings of the Audit Committee and the Board for consideration of financial results, were held on the same day, keeping the gap as narrow as possible, to avoid leakage of material information. Trading restriction period were made applicable from the end of every quarter till 48 hours after the declaration of financial results.

### **CODE FOR FAIR DISCLOSURE**

Pursuant to Regulation 8 read with Schedule A of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of the Company adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information which lays down principles and practices to be followed by the Company pertaining to universal disclosure of UPSI. The rationale of the Code is to strengthen the internal control systems to ensure that the UPSI is not communicated to any person except in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code is available on the Company's website at <https://www.centuryply.com/codes-policies/Code-of-Practices-and-Procedures-for-Fair-Disclosure-of-UPSI.pdf>.

### **ANTI-BRIBERY AND ANTI-CORRUPTION POLICY**

Centuryply as an organisation, strongly supports transparency in conduct of all its businesses and has zero tolerance for unethical practices. The Company is committed to act professionally, fairly and with integrity in all its business dealings and relationships wherever it operates and to implement and enforce effective systems to counter bribery. In furtherance of this intent, the Company has a Board approved Anti-Bribery and Anti-Corruption Policy for all the employees at various levels. The Policy inter alia requires directors, officers and employees of the Company and third parties subject to this Policy, to recognise questionable transactions, behaviour or conduct and to take steps to record, comply and follow procedures set in place to deal with such behaviour or conduct. This Policy also aims to strengthen our internal and external processes against financial risks.

### **POLICY FOR DETERMINING 'MATERIAL' SUBSIDIARIES**

As stipulated in Regulation 16(1)(c) of the Listing Regulations, the Company has framed a policy for determining material subsidiary and the same is available on the Company's website at <https://www.centuryply.com/codes-policies/CPIL-Policy-on-material-subsiary.pdf>. The policy lays down the criteria for identification of material subsidiaries and provides governance

framework for them. A detailed note on the Policy has been included elsewhere in this Annual Report.

### **POLICY ON MATERIALITY OF AND DEALING WITH RELATED PARTY TRANSACTIONS**

As required under of Regulation 23(1) of the Listing Regulations, the Company has formulated a Policy on Materiality of and dealing with Related Party Transactions and the same is in conformity with the requirements of the provisions of Section 188 of the Companies Act, 2013. The Policy can be accessed on the website of the Company at <https://www.centuryply.com/codes-policies/Policy-on-Materiality-of-and-dealing-with-related-party-transactions.pdf>. This Policy aims to monitor and manage potential conflicts of interest of management, members of the board of directors and shareholders, including misuse of corporate assets and abuse in related party transactions. The Policy is designed to govern the transparency of approval process and disclosure requirements to ensure fairness in the conduct of related party transactions. The Policy serves as an operating procedures manual for the identification and monitoring of Related Party Transactions. It sets out the processes to be followed for approval and review of transactions with Related Party and intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions with Related Parties.

The Policy sets out the materiality thresholds for related parties and the manner of dealing with transactions between the Company and related parties, including omnibus approvals by Audit Committee based on the provisions of the Companies Act, 2013 and Regulation 23 of the Listing Regulations. The Board of Directors of the Company has approved the criteria for granting of omnibus approval by the Audit Committee within the overall framework of the Policy on related party transactions. Prior omnibus approval is obtained for related party transactions which are of repetitive nature. All related party transactions are placed before the Audit Committee for review and approval.

### **APPOINTMENT OF INDEPENDENT DIRECTORS**

The whole edifice of good corporate governance is dependent on efficacy and effectiveness of Independent Directors. Independence of Board is critical to ensure that Board fulfills its role objectively and holds management accountable to the Company. Your Company's Independent Directors on the Board are eminent persons who possess considerable experience and expertise to promote shareholders' interests and govern the Company effectively by providing valuable oversight and insightful strategic guidance. Independent Directors are seen as the crucial interface between promoters/ management on the one hand and the minority shareholders/ stakeholders on the other. Independent Directors play a significant role in the governance processes of the Board by enriching the Board's decision making and also preventing possible conflicts of interest that may emerge in such decision making. Independent



Directors fulfill a useful role in balancing the interests of all shareholders and stakeholders, especially in the areas of potential conflict of interest. They also bring accountability and credibility to the Board process and also strengthen sound practices.

Independent Directors also play an active role in various committees set up by the company to ensure good governance. All Independent Directors on the Board are non-executive directors as defined under Regulation 16 of the Listing Regulations. The maximum tenure of the Independent Directors is in compliance with the Companies Act, 2013 and the Regulations. All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the Listing Regulations. The Nomination and Remuneration Committee, while considering the appointment of a person as an Independent Director, evaluates whether or not they possess the skills and competencies required at the Board level. It also satisfies itself with regard to the independence of the Directors vis-à-vis the Company. It also ensures that the candidates identified for appointment as Directors are not disqualified for appointment under Section 164 and other applicable provisions of the Companies Act, 2013 and are not debarred from holding the office of Director by any order of SEBI or such other authority. In case of re-appointment of Independent Directors, the Board takes into consideration the performance evaluation of the Independent Directors and their engagement level.

The Company issues letter of appointment to all Independent Directors in the manner as provided in the Companies Act, 2013 and Regulation 25 of the Listing Regulations. The terms and conditions of appointment have also been disclosed on the website of the Company at <https://www.centuryply.com/investor-information/others/Terms-and-Conditions-of-appointment-of-Independent-Directors.pdf>.

In the opinion of the Board, the Independent Directors fulfill the conditions specified in the Listing Regulations and are independent of the management. They also possess the requisite skills, expertise and competencies as required in the context of the Company's businesses.

During the year, none of the Independent Director(s) of the Company resigned before the expiry of his/her tenure.

## CEO AND CFO CERTIFICATION

As required under Regulation 17(8) read with Part B of Schedule II of the Listing Regulations, a joint certificate on compliance is issued by Sri Sanjay Agarwal, CEO and Managing Director and Sri Arun Kumar Julasaria, Chief Financial Officer. The Certificate, inter-alia, confirms the correctness of the financial statements and cash flow statements, adequacy of the internal control measures and reporting of matters to the Auditors and the Audit Committee. The same has been annexed separately in this report.

## MEANS OF COMMUNICATION

We firmly believe that fair and transparent governance, along with disclosure practices is fundamental to our success. Aligned with this principle, our Company is committed to providing

timely, continuous, efficient and relevant communication to all external stakeholders. We prioritize effective communication with shareholders, recognizing its importance in enabling them to make informed assessments of the enterprise's performance. The Company, from time to time and as may be required, communicates with its stakeholders, security holders and investors through multiple channels of communication such as its Annual Report, General Meetings and disclosures through Stock Exchanges and its own website. The Company believes that timely disclosure of consistent, comparable, relevant and reliable information on corporate functioning is at the core of good governance. It therefore exercises utmost diligence while disseminating relevant information to our shareholders, analysts, employees and the society at large. The Company informs the Stock Exchanges in a prompt manner, all price sensitive information as well as all such other material corporate developments and other events which in its opinion, are material and relevant for the shareholders. Major means of communication with shareholders of the Company are as follows:

- **Financial Results:** Quarterly, half-yearly financial results of the Company are announced within 45 days and annual financial results of the Company are announced within 60 days from closure of relevant quarter/ year and communicated to the Stock Exchanges immediately after they are considered by the Board and are published in prominent English newspaper having nation-wide circulation and in Bengali newspapers usually in Business Standard and Aajkal within 48 hours of approval thereof. These results are also made available on the website of the Company, [www.centuryply.com](http://www.centuryply.com).
- **Official news releases:** Official news releases and official media releases are sent to Stock Exchanges and are also displayed on the Company's website, [www.centuryply.com](http://www.centuryply.com).
- **Presentations to Institutional Investors / Analysts:** Pursuant to Para A of Part A of Schedule III read with Regulation 30 of Listing Regulations, schedule of analyst or institutional investor meet and presentations made to them on financial results are duly disclosed by the Company to the Stock Exchanges and the same are simultaneously disseminated on the Company's website, [www.centuryply.com](http://www.centuryply.com). No unpublished price sensitive information is discussed in the presentation made to institutional investors and financial analysts.
- **Audio recordings and transcripts of investor meet:** Pursuant to Para A of Part A of Schedule III read with Regulation 30 of Listing Regulations, the Audio recording and transcripts of conference call with Institutional Investors and analysts are duly disclosed by the Company to the Stock Exchanges and the same are simultaneously disseminated on the Company's website, [www.centuryply.com](http://www.centuryply.com). No unpublished price sensitive information is discussed in the meetings with institutional investors and financial analysts.
- **Company Website:** The Company has a dedicated section on 'Investors' on its corporate website [www.centuryply.com](http://www.centuryply.com).

com which inter alia contains information as required to be disclosed under Regulation 46 of the Listing Regulations.

- **Annual Report:** The Annual Report containing, inter alia, Audited Financial Statements, Audited Consolidated Financial Statements, Board's Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management Discussion and Analysis (MD&A) Report forms part of the Annual Report. The Company's Annual Report is also available in a user-friendly and downloadable form in the 'Investors' section on the Company's website.
- **Letters/ e-mails/ SMS to Investors:** Reminders for unclaimed shares and unpaid dividend are sent to the concerned shareholders every year. In accordance with the SEBI Circulars, the Company has sent letters to all holders of physical securities of the Company intimating them the requirement to furnish valid PAN, KYC details and Nomination details.
- **NSE Electronic Application Processing System (NEAPS):** The NEAPS is a web-based application designed by NSE for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, statement of investor complaints, among others are filed electronically on NEAPS.
- **BSE Corporate Compliance & Listing Centre (the 'Listing Centre'):** BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, statement of investor complaints, among others are filed electronically on the Listing Centre.
- **SEBI Complaints Redress System (SCORES):** The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are: centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status. Investors are requested to visit the upgraded version of SCORES at <https://scores.sebi.gov.in> to register or/and lodge complaint, if any. The old portal is not accepting any new SCORES registrations and complaints. However, Members may check the status of their pending complaints, if any, on the old portal.
- **Online Dispute Resolution (ODR):** SEBI has issued an updated Master Circular no. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/195 consolidating its Circular dated 31st July, 2023 titled 'Online Resolution of Disputes in the Indian Securities Market', Circular dated 4th August, 2023 titled 'Corrigendum cum Amendment to Circular dated 31st July, 2023 on Online Resolution of Disputes in the Indian Securities Market' and Circular dated 20th December, 2023 titled 'Amendment to Circular dated 31st

July, 2023 on Online Resolution of Disputes in the Indian Securities Market'.

Vide the aforesaid Circulars, SEBI has streamlined the existing dispute resolution mechanism in the Indian securities market by establishing a common Online Dispute Resolution Portal which facilitates online conciliation and online arbitration for resolution of disputes between Investors/Clients (including institutional/corporate clients) and listed companies (including the Registrar and Transfer Agent) or any of the specified intermediaries / regulated entities in securities market arising out of latter's activities in the securities market.

Pursuant to the aforesaid Circular, investors shall first take up their grievance with the concerned listed entity by lodging a complaint directly with it and if the same is not redressed satisfactorily, the investor may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal at [www.scores.gov.in](http://www.scores.gov.in). After exhausting all available options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.

- **Designated exclusive Email-ID:** The Company has designated the following Email- ID exclusively for investor servicing: [investors@centuryply.com](mailto:investors@centuryply.com), and the same is prominently displayed on the Company's website.

## MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis is set out in a separate section included in this Annual Report.

## GENERAL SHAREHOLDER INFORMATION

### Company Registration Details

The Company is registered in the State of West Bengal, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L20101WB1982PLC034435.

### Annual General Meeting for the Financial Year 2023-24:

Day & date	Wednesday, 25th September, 2024
Time	11:30 A.M.
Venue	The Company would be conducting the AGM through VC / OAVM pursuant to the MCA Circular dated 25th September, 2023. For details please refer to the Notice of AGM.
Book Closure dates	Thursday, 19th September, 2024 to Wednesday, 25th September, 2024 (both days inclusive)

### Dividend Payment date

Upon declaration at the ensuing Annual General Meeting, dividend shall be paid within statutory period of 30 days from the date of declaration.

**Financial Year**

Your Company follows the financial year starting from 1st April of a year and ending on 31st March of the following year. Tentative meeting calendar for the financial year ending on 31st March, 2024:

Particulars	Tentative Schedule
Results for the Quarter ending 30th June, 2024	First week of August, 2024
Results for the Quarter ending 30th September, 2024	First week of November, 2024
Results for the Quarter ending 31st December, 2024	First week of February, 2025
Results for the Quarter and Financial Year ending 31st March, 2025	Second week of May, 2025
Annual General Meeting for the year ending on 31st March, 2025	August/ September, 2025

**Listing Details**

The Equity Shares of the Company are listed on the following Stock Exchanges:

Name and address of Stock Exchange	Stock Code
National Stock Exchange of India Ltd.(NSE) Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Website: www.nseindia.com	CENTURYPLY
BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Website: www.bseindia.com	532548
ISIN	INE348B01021

**Payment of Listing Fees**

Annual listing fees for the Financial Year(s) 2023-24 and 2024-25 has been paid to both NSE and BSE on time.

**Payment of Depository Fees**

Annual Custody/Issuer fee for the Financial Year(s) 2023-24 and 2024-25 has been paid to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

**Stock Market Price Data**

Monthly high and low quotations as well as the volume of shares traded at BSE and NSE, where the shares are regularly traded, for the Financial Year 2023-24 are as follows:

Month	BSE			NSE		
	High (₹)	Low (₹)	Volume (No. of shares)	High (₹)	Low (₹)	Volume (No. of shares)
<b>2023</b>						
April	535.45	459.60	1,09,842	535.95	461.00	25,54,077
May	588.75	521.00	1,66,186	588.65	521.10	31,75,151
June	666.30	554.90	2,62,401	666.90	555.00	40,20,366
July	694.95	650.00	1,84,326	693.90	649.95	27,35,450
August	690.00	603.35	2,14,135	691.95	605.00	32,59,820
September	720.60	632.00	1,56,357	722.10	631.90	29,94,074
October	681.00	595.00	1,26,712	681.65	594.00	19,39,877
November	665.30	603.50	1,36,370	665.00	605.00	22,27,205
December	849.35	638.70	5,30,191	849.50	641.45	1,09,01,274
<b>2024</b>						
January	816.70	754.80	2,93,449	818.35	755.10	49,16,273
February	799.15	696.55	2,07,660	800.00	696.35	33,14,065
March	727.95	623.05	2,55,096	720.80	622.10	48,32,423

Source: BSE and NSE websites

**Performance of Company's share price in comparison to BSE Sensex is as under:**

Month	BSE Sensex		Company's Shares	
	Closing	% Change	Closing	% Change
<b>2023</b>				
April	61,112.44	3.60	520.90	11.83
May	62,622.24	2.47	557.00	6.93
June	64,718.56	3.35	662.35	18.91
July	66,527.67	2.80	658.40	(0.60)
August	64,831.41	(2.55)	684.30	3.93
September	65,828.41	1.54	647.45	(5.39)
October	63,874.93	(2.97)	619.65	(4.29)
November	66,988.44	4.87	644.05	3.94
December	72,240.26	7.84	771.90	19.85
<b>2024</b>				
January	71,752.11	(0.68)	782.95	1.43
February	72,500.30	1.04	708.55	(9.50)
March	73,651.35	1.59	639.65	(9.72)

*Note : Figures within brackets indicate negative value*

*Source: BSE and NSE websites*

**Registrar and Share Transfer Agent**

M/s. Maheshwari Datamatics Pvt. Ltd.

23, R.N.Mukherjee Road, 5th Floor, Kolkata 700 001

Phone No. 033- 22435029/2248-2248

Email : mdpldc@yahoo.com

**Share Transfer System**

In compliance with regulation 40(1) of the Listing Regulations, request for transfer, transmission or transposition for securities held in physical or dematerialised form shall be effected only in dematerialised form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form at the earliest.

The Board has delegated the authority for approving transfer, transmission, etc. of the Company's securities to its Share Transfer Committee. The shares lodged for transfer, transmission, etc. are processed and Letter of Confirmation are sent within the stipulated time, subject to documents being valid and complete in all respects. A summary of the transfer, transmissions, dematerialisation, rematerialisation, etc. is placed before the Committee at every meeting. The Share Transfer Committee meets and approves transactions as and when they are received. Transfer of shares in electronic form are processed and approved by NSDL and CDSL, as the case may be, through their Depository Participants, without the involvement of the Company.

As per the SEBI mandate, listed companies shall issue 'letter of confirmation(s)' in lieu of physical securities certificate(s) while processing shareholders' requests such as, issue of duplicate certificates, claim from unclaimed suspense account, renewal/ exchange of securities certificates, endorsement, sub-division/ split and consolidation of securities certificate/ folio, transmission, and transposition. The securities holders/ claimants are required to apply for dematerialisation of

securities on the basis of the 'letter of confirmation(s)' within a period of 120 days from the date of its issuance. The RTA / Issuer Companies also issues a reminder after the end of 45 days and 90 days respectively from the date of issuance of Letter of Confirmation, informing the claimant to submit the demat request as above in case no such request has been, received by the RTA till that time. In case shareholder fails to submit the demat request within the aforesaid period, the RTA shall credit the shares to Suspense Escrow Demat Account of the Company.

A compliance certificate is issued on yearly basis by a Company Secretary in Practice pursuant to Regulation 40(9) confirming due compliance of share transfer formalities by the Company within timelines as required under applicable provisions. The said certificate is also filed with the stock exchanges.

**Appeal to shareholders**

SEBI vide its circular dated 3rd November, 2021 (subsequently amended by circulars dated 14th December, 2021, 16th March, 2023, 17th November, 2023 and thereafter subsumed under Master Circular dated 7th May, 2024) has made it mandatory for holders of physical securities to furnish PAN, Nomination, Contact details, Bank Account details and Specimen signature before getting any investor service request processed.

Security holders holding securities in physical form, whose folio(s) do not have PAN, Nomination, Contact details, Bank Account details and Specimen signature, shall be eligible for dividend in respect of such folios, only through electronic mode with effect from 1st April, 2024. Members may refer to the FAQs provided by SEBI in this regard, for investor awareness, on its website at [https://www.sebi.gov.in/sebi\\_data/faqfiles/jan-2024/1704433843359.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf).

Members who are yet to update details in their physical folios are, therefore, urged to furnish the same by submitting the prescribed forms duly filled, to the RTA by email from their registered email ID to mdpldc@yahoo.com or by sending a

physical copy of the prescribed forms duly filled and signed by the registered holders to the Company's RTA.

Form	Purpose
Form ISR-1	Registration of PAN, KYC details or Changes/updates thereof (only for securities held in physical)
Form ISR-2	update of signature of securities holder
Form ISR-3	Opting-out of Nomination by holders of physical securities
Form SH-13	Nomination
Form SH-14	Cancellation or Variation of Nomination
Form ISR-3 & SH-14	Cancellation of Nomination and opting-out

The detailed process of submission of PAN, KYC details and nomination, along with necessary forms are available on the website of the Company at [www.centuryply.com](http://www.centuryply.com) and that of the RTA at <https://www.mdpl.in/>. All holders of physical securities of the Company are requested to read the aforesaid circulars and ensure that required details are updated at the earliest.

Members are requested to note that SEBI had earlier mandated freezing of folios wherein PAN, KYC details and Nomination were not available. However, vide its Circular dated 17th November, 2023, SEBI has done away with the requirement of freezing of folios and subsequent referring of the same to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002. Hence, folios of holders of physical securities who have not updated their PAN, KYC and Nomination details will not be frozen.

### Distribution of shareholding by size

Category	As on 31st March, 2024			
	No. of Shareholders		No. of Shares	
	Total	%	Total	%
1 - 500	68285	95.96	3997678	1.80
501 - 1000	1473	2.07	1109275	0.50
1001 - 2000	640	0.90	929357	0.42
2001 - 3000	246	0.35	648412	0.29
3001 - 4000	92	0.13	332140	0.15
4001 - 5000	76	0.11	351808	0.16
5001 - 10000	146	0.21	1067603	0.48
Above 10000	199	0.28	213736717	96.20
<b>TOTAL</b>	<b>71157</b>	<b>100.00</b>	<b>222172990</b>	<b>100.00</b>

### Disclosures with respect to Suspense Escrow Demat Account

As per the Circulars/guidelines issued by SEBI, after due verification of the investor service requests received from the Shareholders/Claimants, 'Letters of Confirmation (LOC)' are issued in lieu of physical share certificate(s) by Companies/RTAs. The validity of such LOCs is one hundred twenty (120) days from the date of issuance, within which the Shareholder/Claimant is required to make a request to the Depository Participant (DP) for dematerializing the shares covered by the LOC. In case the demat request is not submitted within the aforesaid timeline of one hundred twenty (120) days, the Companies are required to transfer such shares to Suspense Escrow Demat Account (SEDA) of the Company opened for this purpose.

Shareholders/Claimants can claim back their shares from SEDA by submitting the required documents to RTA as per SEBI Advisory dated 30th December, 2022.

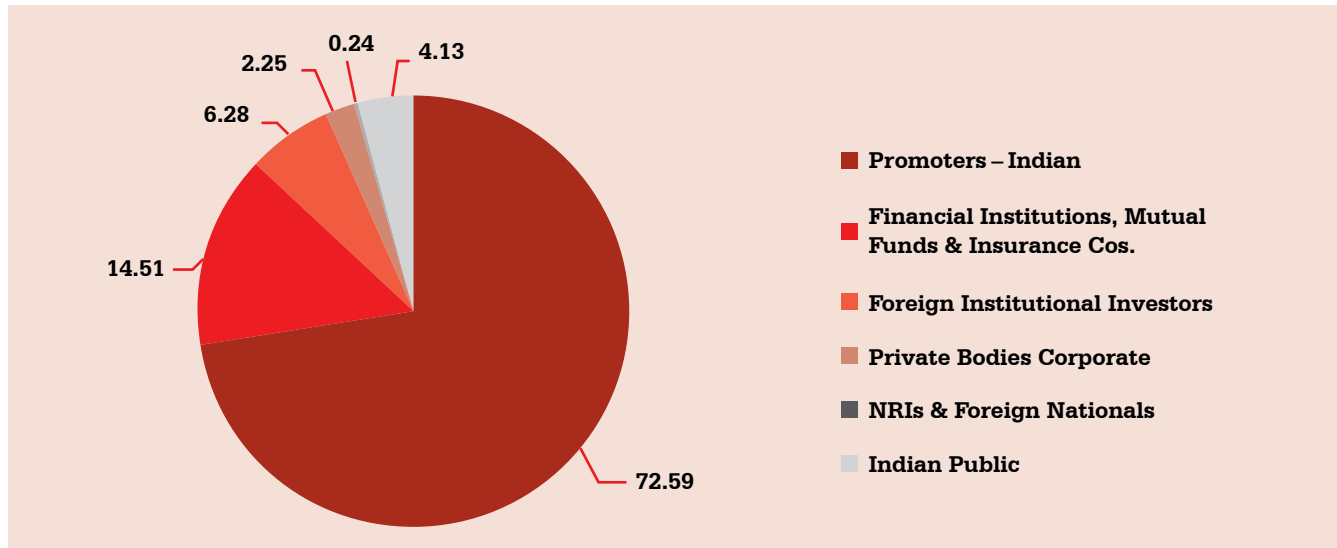
Till date, no shares were required to be transferred to this account.

### Reconciliation of Share Capital Audit

As stipulated under Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018, as amended, a Company Secretary in Practice carries out the Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out in every quarter and the report thereon is submitted to stock exchanges where the Company's shares are listed and is also placed before the Board of Directors. No discrepancies were noticed during these audits.



## Shareholding pattern -Distribution by category



Category	As on 31st March, 2024	
	No. of Shares	% to Share Capital
Promoters- Indian	161282858	72.59
Financial Institutions, Mutual Funds, Insurance	32229678	14.51
Foreign Institutional Investors	13963357	6.28
Private Bodies Corporate*	4988200	2.25
NRIs & Foreign Nationals	539712	0.24
Indian Public#	9169185	4.13
<b>TOTAL</b>	<b>222172990</b>	<b>100.00</b>

\* Including shares held in Unclaimed Suspense Account

# Including shares transferred to Investor Education and Protection Fund

In terms of SEBI Circular no. SEBI/HO/CFD/CMD/ CIR/P/2017/128 dated 19th December, 2017, all shareholders have been consolidated on the basis of the Permanent Account Number.

### Dematerialisation of shares

The Company's Equity Shares are tradable compulsorily in electronic form. We have established connectivity with both the depositories, i.e., NSDL and CDSL. The International Securities Identification Number ('ISIN') allotted to the Equity Shares under the Depository System is INE348B01021. All shares held by Promoters/Promoter Group have been dematerialised. The Company's Equity Shares are frequently traded on the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. However, investors are not barred from holding shares in physical form. As stated earlier, SEBI vide its recent Circular had issued guidelines for issuance of securities in dematerialised form only while processing investor service requests for issue of duplicate certificate, claim from Unclaimed Suspense

Account, renewal/exchange/endorsement/sub-division/splitting of certificate, consolidation of certificates/folios and transposition. The security holder are required to submit duly filled Form ISR-4 to the RTA for processing of service requests. Nominee/ legal heir are requested to submit Form ISR-5 for transmission of securities in case of death of the sole holder. These forms are available on the website of the Company at [www.centuryply.com](http://www.centuryply.com) and also that of the RTA at <https://www.mdpl.in/>. A guidance note on dematerialisation of shares held in physical form is placed on the website of the Company at: <https://www.centuryply.com/forms-and-downloads/investor-forms/Guidance-note-on-dematerialisation-of-shares-held-in-physical-form.pdf> for reference of the shareholders.

Members holding shares in physical form are also requested to furnish/ update PAN, Address with Pincode, email address, mobile number, specimen signature, bank account details and nomination. In case a holder of physical securities fails to furnish any of the above mentioned details, the security holder shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing all such details/documents. Further, payment of dividend in respect of such folios shall be done only through electronic mode with effect from 1st April, 2024 upon furnishing of all the aforesaid details in entirety.

### Bifurcation of shares held in physical and demat form as on 31st March, 2024

Particulars	No. of Shares	% to Share Capital #
Physical	2,29,207	0.10
Demat *		
- NSDL (A)	19,44,17,766	87.51
- CDSL (B)	2,75,26,017	12.39
<b>TOTAL (A + B)</b>	<b>22,19,43,783</b>	<b>99.90</b>
<b>TOTAL</b>	<b>22,21,72,990</b>	<b>100.00</b>

\* includes entire Promoters' shareholding.

# does not include forfeited share capital

### Liquidity

The Company's Equity Shares are actively traded on the NSE and BSE. Relevant data for the average daily turnover for the Financial Year 2023-24 is given below:

Particulars	NSE	BSE	Total
Shares (nos.)	1,90,529	10,743	2,01,272
Value ( ₹in Lac)	1307.10	73.48	1,380.58

### Unclaimed Shares

In accordance with the requirement of Regulation 34(3) read with Schedule V Part F of the Listing Regulations, the Company hereunder, reports the details in respect of unclaimed shares transferred to the suspense account, 'Century Plyboards (India) Limited- Unclaimed Shares Suspense Account':

Particulars	No. of Shareholders*	No. of Shares
Aggregate number of Shareholders and outstanding shares held in the Unclaimed Suspense Account as on 1st April, 2023	2	3,250
Number of Shareholders and outstanding shares transferred to Unclaimed Suspense Account during the year	Nil	Nil
Number of shareholders who approached the Company for transfer of shares from Unclaimed Suspense Account during the year	Nil	Nil
Number of shareholders to whom shares were transferred from suspense account during the year	Nil	Nil
Number of Shareholders and outstanding shares transferred to IEPF Demat Account during the year	Nil	Nil
Aggregate number of shareholders and outstanding shares held in the Unclaimed Suspense Account as on 31st March, 2024	2	3,250

\*PAN consolidated

Voting rights in respect of the aforesaid 3,250 shares held in the Unclaimed Suspense Account will remain frozen till the time such shares are transferred from the Unclaimed Suspense Account to the concerned Shareholders / legal heirs.

### Unpaid or Unclaimed dividend/shares to be transferred to Investor Education and Protection Fund (hereinafter referred to as "IEPF") in 2024

As per the provisions of Sections 124 and 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), dividends which remain unpaid/ unclaimed for a period of seven years from the date of transfer to the unpaid dividend account have to be statutorily transferred by the Company to the Investor Education and Protection Fund (IEPF), a fund established under sub-section (1) of Section 125 of the Companies Act, 2013.

Further, in terms of Section 124(6) of the Act 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 IEPF within a period of thirty days of such shares becoming due to be so transferred. The requirement of transferring shares to IEPF does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the same. Upon transfer of such shares, all benefits (like bonus, dividend etc.), if any, accruing on such shares shall also be credited to such IEPF and the voting rights on such shares shall remain frozen till the rightful owner claims the shares.

In order to comply with the aforesaid provisions, the Company shall transfer the dividend declared at the 36th Annual General

Meeting of the Company held on 1st September, 2017 to IEPF in the month of October, 2024. Further, the shares in respect of which dividend remains unclaimed for a period of 7 (seven) consecutive years shall also be transferred to the Demat Account of the IEPF Authority in the month of October, 2024.

The Company had sent individual notices and issued advertisements in the newspapers, requesting the concerned shareholders to encash their unclaimed dividends failing which the unclaimed dividends and the corresponding shares held by them shall be transferred to IEPF Authority. The concerned shareholders are requested to lodge their claims with the Company's RTA immediately and claim their dividend on or before 16th September, 2024, failing which, their unclaimed dividend and shares would be transferred to IEPF Account/ IEPF Demat Account, as the case may be.

### Unpaid or Unclaimed dividend/shares transferred to IEPF, under sections 124 and 125 of the Companies Act, 2013

The details of unclaimed dividends and shares transferred to IEPF during the Financial Year 2023-24 are as follows:

Financial Year to which related	Type of Dividend	Amount of unclaimed dividend transferred (in ₹)	No. of Shares transferred*
2015-16	Interim Dividend	2,86,935	15,725

*\*Altogether till date, 1,14,264 shares held by 447 shareholders have been transferred to the demat account of IEPF authority out of which claim for 6150 shares held by 2 shareholders was approved by the IEPF Authority.*

The summary of shares lying in the demat account of IEPF authority is given below:

Particulars	No. of shares
Shares in the demat account of IEPF Authority as on 01.04.2023	92,539
Add: Shares transferred to demat account of IEPF authority during 2023-24	15,725
Less: Shares claimed by investors from IEPF Authority	150
Shares in the demat account of IEPF Authority as on 31.03.2024	1,08,114

#### **How to claim dividend/shares transferred to IEPF**

Members may note that no claims shall lie against the Company in respect of the dividend/shares transferred to IEPF. It is in the interest of shareholders to regularly claim the dividends declared by the Company. Members who have a claim on above dividends and shares may claim the same from IEPF Authority by submitting an online application in web Form No. IEPF-5 available on the website of IEPF at [www.iepf.gov.in](http://www.iepf.gov.in). Thereafter, the claimant shall send a physical copy of the same along with original share certificate, and other documents as enumerated in Form No. IEPF-5, duly signed by him, to the Company Secretary, who is the Nodal Officer of the Company, at its registered office for verification and onward processing of the claim. In case entitlement letter is required, the applicant of the claim are advised to follow the process stated in circular issued by the IEPF Authority in this regard read with Rule 7(9) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended).

Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on the V3 portal of MCA under MCA Services → Company E-filing → IEPF Services and thereafter sending a physical copy of the same, duly signed by them to the Company, along with requisite documents enumerated in the Form No. IEPF-5. However, as per the communication issued by IEPF Authority on 20th July, 2022, such members/ claimants are advised to approach the Company for issue of Entitlement letter along with all the required documents before filing of claim(s) with the Authority.

Details of unclaimed dividends and shareholders whose shares are liable to be transferred to the IEPF Authority are uploaded on the Company's website at <https://www.centuryply.com/investors-new/unpaid-and-unclaimed-dividend-and-transfer-of-shares-to-iepf>. Additionally, the details of dividend unclaimed by the Members and lying with the Company, for the past years, have been uploaded on the Company's website, [www.centuryply.com](http://www.centuryply.com) and that of the IEPF Authority at [www.iepf.gov.in](http://www.iepf.gov.in).

#### **Credit Ratings**

The Credit Ratings assigned by ICRA for Long term and Short term credit facilities of the Company are 'AA' with 'Stable outlook' and A1+, respectively. There was no revision in the said ratings during the year under review.

The rating of AA indicates high degree of safety regarding timely servicing of financial obligations and very low credit risk.

A 'Stable' outlook indicates expected stability (or retention) of the credit ratings in the medium term on account of stable credit risk profile of the entity in the medium term.

The rating of A1+ indicates very strong degree of safety regarding timely payment of financial obligations and carries the lowest credit risk.

The Company has not issued any debt instruments and did not have any fixed deposit programme or any scheme or proposal involving mobilisation of funds in India or abroad during the financial year ended 31st March, 2024.

#### **Outstanding Global Depository Receipts ('GDRs')/ American Depository Receipts ('ADRs') / warrants or any convertible instruments, conversion date and likely impact on equity**

The Company has not issued any GDRs/ ADRs/ warrants or any convertible instruments in the past. Hence, there are no outstanding GDRs/ ADRs/ warrants or any convertible instruments outstanding for conversion as on 31st March, 2024 having an impact on equity.

#### **Commodity price risk or foreign exchange risk and hedging activities**

##### **Foreign currency exposure and its hedging:**

The Company has following foreign exchange exposure in its books

- Liability towards imports for purchases for goods and services.
- Liability towards foreign currency loans such as Buyers Credit, Foreign Currency Term Loans, etc.
- Forex exposure in terms of receivables against its exports made to various countries.

Majority of the Company's payables and receivables are in US Dollars or Euro and due to fluctuations in foreign exchange prices, it is subject to foreign exchange risks. Your Company hedges its foreign currency exposure in respect of its imports, borrowings and export receivables as per its laid down policies and mainly uses forward exchange contracts for the same.

##### **Commodity price risk and commodity hedging:**

Commodities form a major part of the raw materials required for Company's products portfolio and hence Commodity price risk is one of the important market risk for the Company. Your Company has mechanisms in place to ensure that the organisation is adequately protected from the market volatility in terms of price and availability. Your Company does not have material exposure of any commodity and accordingly, no hedging activities for the same are carried out. Consequently,

there is no disclosure to offer in terms of SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2018/000000141 dated 15th November, 2018.

#### Plant Locations

<b>A</b>	<b>Veneer and Plywood</b>	Kolkata Unit Kanchowki, Bishnupur, District: 24 Parganas (S), West Bengal
		Chennai Unit Chinnappolapuram, Gummidipoondi, Tamil Nadu
		Karnal Unit Rambha Road, Taraori, Haryana
		Cent Ply & Purbanchal Timber Industries (Guwahati Units) Mirza Palasbari Road, Kamrup, Assam
		Kandla Unit Village Moti Chirai, Taluka Bhachau, Kachchh, Gujarat
<b>B</b>	<b>Particle Board</b>	Chinnappolapuram, Gummidipoondi, Tamil Nadu
<b>C</b>	<b>MDF</b>	Village Doulowal, Tehsil and District Hoshiarpur, Punjab
<b>D</b>	<b>Laminate</b>	Kanchowki, Bishnupur, District: 24 Parganas (S), West Bengal

#### Address for correspondence

Company Secretary & Compliance Officer

Century Plyboards (India) Limited

'Century House', P-15/1, Taratala Road, Kolkata - 700088

Phone : 033-39403950

Email : [sundeepj@centuryply.com](mailto:sundeepj@centuryply.com)

Website : [www.centuryply.com](http://www.centuryply.com)

E Mail ID for Investors Grievances : [investors@centuryply.com](mailto:investors@centuryply.com)

For and on behalf of the Board of Directors

**Sajjan Bhajanka**

(DIN: 00246043)

*Chairman & Managing Director*

Kolkata, 5th August, 2024

## Declaration of Compliance with the Code of Conduct

To

The Board of Directors

**Century Plyboards (India) Ltd.**

P-15/1, Taratala Road,

Kolkata - 700088

I hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel, affirmation(s) that they have complied with the 'Code of Conduct for Directors and Senior Management Personnel' in respect of the financial year ended 31st March, 2024.

**Sanjay Agarwal**

*CEO & Managing Director*

(DIN: 00246132)

Kolkata, 5th August, 2024



## Certificate by Chief executive officer and Chief financial officer

To  
The Board of Directors  
**Century Plyboards (India) Ltd.**  
P-15/1, Taratala Road,  
Kolkata - 700088

We, the undersigned, in our respective capacities as Chief Executive Officer and Chief Financial Officer of Century Plyboards (India) Limited ("the Company"), certify that:

- a. We have reviewed the financial statements and cash flow statement for the quarter and year ended 31st March, 2024 and to the best of our knowledge and belief, state that:
  - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. To the best of our knowledge and belief, none of the transactions entered into by the Company during the year ended 31st March, 2024 are fraudulent, illegal or violates of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting. We have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated, wherever applicable, to the Auditors and Audit Committee:
  - i) significant changes, if any, in the internal control over financial reporting during the year;
  - ii) significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
  - iii) instances of significant fraud, if any, of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

**Sanjay Agarwal**  
*CEO & Managing Director*  
(DIN: 00246132)  
Kolkata, 24th May, 2024

**Arun Kumar Julasaria**  
*Chief Financial Officer*



## Certificate on Corporate Governance of Century Plyboards (India) Limited

To

The Members,

**CENTURY PLYBOARDS (INDIA) LIMITED**

We have examined the compliance of conditions of Corporate Governance by **CENTURY PLYBOARDS (INDIA) LIMITED** (“the Company”) for the year ended on 31st March, 2024, as stipulated in Chapter IV and Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The compliance of conditions of Corporate Governance is the responsibility of the Management of the Company. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Clause and/or Regulations. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our knowledge, information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Chapter IV and Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

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

**For MKB & Associates**

*Company Secretaries*

Firm Reg No: P2010WB042700

**Manoj Kumar Banthia**

*Partner*

Membership no. 11470

COP no. 7596

UDIN: A011470F000854598

Date: 5th August, 2024

Place: Kolkata



## 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,  
Century Plyboards (India) Limited**  
P - 15/1, Taratala Road  
Kolkata – 700 088  
West Bengal

We have examined the relevant disclosures received from the Directors and registers, records, forms, returns maintained by Century Plyboards (India) Limited (CIN: L20101WB1982PLC034435) having its Registered office at P - 15/1, Taratala Road, Kolkata - 700088, West Bengal (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 and 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 us by the Company and its officers, we certify that following are the Directors on the Board of the Company as on 31st March, 2024:

S. No.	DIN	Name	Designation	Date of appointment
1	00246043	Mr. Sajjan Bhajanka	Chairman & Managing Director	05.12.1986
2	00246132	Mr. Sanjay Agarwal	CEO & Managing Director	05.01.1982
3	00591512	Mr. Prem Kumar Bhajanka	Managing Director	16.04.2008
4	01006268	Mr. Vishnu Khemani	Managing Director	16.04.2008
5	03109701	Mr. Keshav Bhajanka	Whole Time Director	28.01.2016
6	03109710	Mrs. Nikita Bansal	Whole Time Director	01.02.2017
7	00223718	Mr. Rajesh Kumar Agarwal	Whole Time Director	09.02.2021
8	00472128	Mr. Ajay Baldawa	Whole Time Director	23.02.1994
9	09167547	Mrs. Ratnabali Kakkar	Independent Director	01.04.2022
10	00396838	Mr. Vijay Chhibber	Independent Director	01.02.2017
11	00469622	Mr. Debanjan Mandal	Independent Director	01.08.2017
12	00113473	Mr. Sunil Mitra	Independent Director	03.08.2017
13	00033045	Mr. Probir Roy	Independent Director	01.04.2019
14	02107792	Mr. Amit Kiran Deb	Independent Director	01.04.2020
15	00233768	Mr. Naresh Pachisia	Independent Director	01.04.2021
16	02374358	Mr. Joginder Pal Dua	Independent Director	28.01.2016

We further certify that none of the aforesaid Directors on the Board of the Company for the financial year ended on 31st 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.

Ensuring the eligibility 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 MKB & Associates**  
*Company Secretaries*  
Firm Reg No: P2010WB042700

**Manoj Kumar Banthia**  
*Partner*

Membership no. 11470  
COP no. 7596

UDIN: A011470F000854565

Date: 5th August, 2024

Place: Kolkata

# Independent Auditor's Report

To  
The Members of  
**Century Plyboards (India) Limited**

## Report on the Audit of the Standalone Financial Statements

### Opinion

1. We have audited the accompanying standalone financial statements of Century Plyboards (India) Limited ("the Company"), which comprise the standalone balance sheet as at 31st March, 2024, the standalone statement of profit and loss, (including the standalone statement of other comprehensive income), the standalone statement of changes in equity and standalone cash flow statement for the year then ended and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information's (hereinafter referred to as "the standalone financial statements").
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2024, its profit and other comprehensive loss, statement of changes in equity and cash flows for the year ended on that date.

### Basis for Opinion

3. We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the 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 (ICAI) of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### Emphasis of Matter

4. We draw attention to Note 47 of the Standalone Financial Statements in respect of a Scheme of Arrangement between the Company and Century Infra Limited ('Transferee Company') a wholly owned subsidiary Company and their respective shareholders and creditors (the 'Scheme') for demerger of the Company's Container Freight Station Division ('CFS division') to the Transferee Company, which was approved by the Hon'ble National Company Law Tribunal, Kolkata Bench on 31st January, 2024. As the scheme is effective from appointed date 01st April, 2022, the Company has restated the previous year figures by excluding financial information related to CFS division. Our Opinion is not modified in respect of this matter.

### Key Audit Matters

5. 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 31st 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:

Descriptions of Key Audit Matter	How we addressed the matter in our audit
<p><b>A. Valuation of Inventories</b></p> <p>Refer to note 9 to the standalone financial statements. The Company is having Inventory of ₹59,902.11 Lacs as on 31st March, 2024. Inventories are to be valued as per Ind AS 2. As described in the accounting policies to the standalone financial statements, inventories are carried at the lower of cost or net realisable value. As a result, the management applies judgment in determining the appropriate provisions against inventory of Stores, Raw material, Finished goods and Work in progress based upon a detailed analysis of old inventory, net realisable value below cost based upon future plans for sale of inventory. To ensure that all inventories owned by the entity are recorded and recorded inventories exist as at the year-end and valuation has been done correctly.</p>	<p>We obtained assurance over the appropriateness of the management's assumptions applied in calculating the value of the inventories and related provisions by:</p> <ul style="list-style-type: none"> <li>Completed a walkthrough of the inventory valuation process and assessed the design and implementation of the key controls addressing the risk.</li> <li>Verifying the effectiveness of key inventory controls operating over inventories; including sample based physical verification.</li> <li>Verify that the adequate cut off procedure has been applied to ensure that purchased inventory and sold inventory are correctly accounted.</li> <li>Reviewing the document and other record related to physical verification of inventories done by the management during the year.</li> <li>Verify that inventories are valued in accordance with Ind AS 2.</li> <li>Verifying for a sample of individual products that costs have been correctly recorded.</li> <li>Comparing the net realisable value to the cost price of inventories to check for completeness of the associated provision.</li> <li>Reviewing the historical accuracy of inventory provisioning and the level of inventory write-offs during the year, if any.</li> </ul> <p><b>Our Conclusion:</b></p> <p>Based on the audit procedures performed we did not identify any material exceptions in the Inventory valuation.</p>
<p><b>B. Revenue Recognition</b></p> <p>The accuracy of amounts recorded as revenue is an inherent risk due to the complexity involve.</p> <p>The application of revenue recognition accounting standards Ind AS 115 is complex and involves a number of judgments and estimates. Refer note no 2.4(c) - to Critical accounting judgments including those involving estimations and Revenue recognition. Revenue is recognised when the control of the underlying products has been transferred to customer along with the satisfaction of the Company's performance obligation under a contract with customer.</p> <p>Due to the Company's presence across different marketing regions within the country and the competitive business environment, the estimation of the various types of discounts and incentive schemes to be recognised based on sales made during the year is material and considered to be complex and judgmental. In view of the complexity of the revenue recognition and the judgments and estimates involved the recognition of revenue and provisions of discounts and incentives expenses was a matter of most significance to our audit.</p>	<p>As part of our audit, we understood the Company's policies and processes, control mechanisms and methods in relation to the revenue recognition and evaluated the design and operative effectiveness of the financial controls from the above through our test of control procedures.</p> <ul style="list-style-type: none"> <li>Tested a sample of sales transactions for compliance with the Company's accounting principles to assess the completeness, occurrence and accuracy of revenue recorded.</li> <li>Performing procedures to ensure that the revenue recognition criteria adopted by Company for all major revenue streams is appropriate and in line with the Company's accounting policies.</li> <li>We tested the Company's system generated reports, based on which revenue is accrued at the year end, and performed tests of details on the revenue recognised and accounts receivable balances at the year end.</li> <li>Our tests of detail focused on transactions occurring within proximity of the year end and obtaining evidence to support the appropriate timing of revenue recognition, based on terms and conditions set out in sales contracts and delivery documents or system generated reports. We considered the appropriateness and accuracy of any cut-off adjustments.</li> <li>Tested the design, implementation, and operating effectiveness of the Company's controls over computation of incentives and pay out against the corresponding liability.</li> <li>Obtaining and inspecting, on a sample basis, supporting documentation for discounts, incentives and rebates recorded and disbursed during the year as well as credit notes issued after the year end to determine whether these were recorded appropriately.</li> <li>Performed retrospective review of the management's estimate by comparing utilisation of incentives with previously recognised corresponding liability. We also considered the developments during the year and subsequent to the year-end that would significantly affect the measurement of the year end incentive liability.</li> <li>Assessed and reviewed the disclosures made by the Company in the standalone financial statements.</li> </ul> <p><b>Our conclusion:</b></p> <p>Based on the audit procedures performed we did not identify any material exceptions in the recognition of revenue and incentives and discount expenses.</p>

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

6. The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the annual reports, but does not include the standalone financial statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

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 the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. When we read annual report if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

## Managements and Board of Directors Responsibility for the Standalone Financial Statements

7. The Company's Management and Board of Directors are 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 standalone financial position, standalone financial performance (including other comprehensive income), standalone changes in equity and standalone 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

8. 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.
9. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

## Auditor's Responsibilities for the Audit of the Standalone Financial Statements

10. 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.
11. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:
- Identify and assess the risks of material misstatement of the 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 an adequate internal financial controls system in place with reference to standalone financial statements and the operating effectiveness of such controls.
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or



conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure, and content of the 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.
12. Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.
  13. 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.
  14. 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.
  15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

16. As required by the Companies (Auditor's report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

17. 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 standalone balance sheet, the standalone statement of profit and loss including the standalone statement of other comprehensive income, the standalone statement of changes in equity and the standalone cash flow statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time;
- e) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st 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 standalone financial statement of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirement of section 197(16) of the Act:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the Company to its directors during the year is in accordance with the provisions of section 197 of 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— Note 33(ii) to the standalone financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

- iv. (a) The management has represented to us that, to the best of its knowledge and belief, no funds 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 entity, 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 to us that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, 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 our audit procedures that are considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under clause h(iv) sub-clause (a) and (b) contain any material mis-statement.
- v. (a) The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.
- (b) The Board of Directors of the Company has proposed dividend for the year, which is subject to the approval of the Members at the ensuing Annual General Meeting. The amount of 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 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 1st 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 31st March, 2024.

For **Singhi & Co.**  
Chartered Accountants  
Firm Registration No. - 302049E

**Rajiv Singhi**  
Partner

Place: Kolkata  
Dated: 24th May, 2024

Membership No. - 053518  
UDIN - 24053518BKGXUD3321

## Annexure “A” to the Independent Auditor’s Report

**(Referred to in paragraph 16 under ‘Report on Other Legal and Regulatory Requirements’ section of our Independent Auditor’s Report of even date to the Members of Century Plyboards (India) Limited on the Standalone Financial Statements as of and for the year ended 31st March, 2024)**

- i. In respect of the Company’s Property, Plant and Equipments:
- (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipments.
- (B) The Company has maintained proper records showing full particulars of intangibles assets.
- (b) The Company has a program of verification to cover all the items of property plant and equipment in a phased manner over a period of 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, a portion of property plant & equipments were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended 31st March, 2024.
- (e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii. (a) The management has conducted physical verification of inventory (excluding inventories in transit) at reasonable intervals during the year and discrepancies is less than 10% in aggregate for each class of inventory. In our opinion, the frequency of verification by the management is reasonable and the coverage and procedure for such verification is appropriate.
- (b) 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 been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company except as follows-

Quarter	Name of bank	Particulars	Amount as per books of account (₹ in lac) *	Amount as reported in the quarterly return/ statement (₹ in lac) *	Amount of difference (₹ in lac)
Apr-Jun 2023	Consortium of Indian Bank (Lead Bank), HDFC Bank, DBS Bank, Standard Chartered Bank & Yes Bank	Aggregate working capital sanctioned limits of ₹57,500 lac	72,400	71,212	(1,188)
Jul-Sep 2023			70,646	69,448	(1,198)
Oct-Dec 2023			73,926	72,705	(1,221)
Jan-Mar 2024			72,050	70,782	(1,268)

\* These includes the Inventories plus Trade Receivables less Trade Payables.

Also refer note no. 17 of the standalone financial statements.

- iii. (a) 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 provided any advances in the nature of loans or provided securities to companies, firms, Limited Liability Partnerships or any other parties. The Company has made investments in subsidiaries companies during the year. The Company has given loans and provided guarantees to its subsidiary Company, in respect of which the requisite information is as below:

<b>Nature</b>	<b>Particulars</b>	<b>(₹ in lac)</b>
<b>Loans</b>	<b>Aggregate amount granted/ provided during the year</b>	
	To Subsidiaries	46920.20
	To Other than subsidiaries	NIL
	<b>Balance outstanding as at balance sheet date in respect of above</b>	
	Subsidiaries	42154.20
	Other than subsidiaries	NIL
<b>Guarantee</b>	<b>Aggregate amount granted/ provided during the year</b>	
	To Subsidiaries	38000.00
	To Other than subsidiaries	NIL
	<b>Balance outstanding as at balance sheet date in respect of above</b>	
	Subsidiaries	68000.00
	Other than subsidiaries	NIL

- (b) In respect of aforesaid investments/loan, the terms and conditions under which investment were made, loans and guarantee were provided are, prima facie, not prejudicial to the interest of the Company.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, there is no stipulation of schedule of repayment of principal and payment of interest as the loans given are repayable on demands and accordingly we are unable to comment on the regularity of repayment of principal and payment of interest.
- (d) There are no amounts of loans and advances in the nature of loans granted to companies which are overdue for more than ninety days.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to same parties.
- (f) The Company has not given/provided any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to Companies, Firms, Limited Liability Partnerships, or any other parties, except as given below:

<b>Particulars</b>	<b>All Parties</b>	<b>Promoters</b>	<b>Related Parties</b>
Aggregate amount of loans/ advances in nature of loans			
- Repayable on demand (A)	NIL	NIL	46920.20
- Agreement does not specify any terms or period of repayment (B)	NIL	NIL	NIL
Total (A+B)	NIL	NIL	46920.00
Percentage of loans/ advances in nature of loans to the total loans	0%	0%	100%

- 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 Companies Act, 2013 to the extent applicable.
- v. The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act, 2013 and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- vi. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the product & services rendered by the Company.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, duty of customs, cess and other statutory dues applicable to it.

According to the information and explanations given to us, no undisputed amounts payable in respect of goods and services tax, provident fund, employees' state insurance, income-tax, duty of customs, cess and other statutory dues were in arrears as at 31st March, 2024 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and the records of the Company examined by us. The particulars of statutory dues referred to in sub-clause (a) as at 31st March, 2024 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (₹ In lac)	Year	Forum where dispute is pending
Andhra Pradesh VAT Act	VAT	25.37	2005-06, 2010-11 to 2012-13	High Court, Telangana
Tamil Nadu Sales Tax Act	Sales Tax	3.66	1990-91 to 1991-92	Assistant Commissioner of Commercial Taxes
Uttar Pradesh VAT Act	VAT	2.29	2010-2011	Deputy Commissioner of Commercial Taxes
Income Tax Act, 1961	Income Tax	1458.35	AY 2011-12, AY 2012-13, AY 2015-16, AY 2018-19, AY 2020-21	Commissioner of Income Tax (Appeals), Kolkata
The Central Excise Act, 1944/ Finance Act, 1994	Excise Duty & Service Tax	868.07	2004-05, 2006-07, 2008-09 to 2015-16	Customs, Excise & Service Tax Appellate Tribunal, Kolkata

- viii. The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 (43 of 1961) as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- ix. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not obtained any fresh term loan during the year.
- (d) On an overall examination of the standalone financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone 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 as defined under Companies Act, 2013.
- (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 (as defined under Companies Act, 2013).
- x. (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- xi. (a) Based on our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, no fraud/ material fraud by the Company or no fraud/material fraud on the Company has been noticed or reported during the year.
- (b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a) (b) & (c) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the standalone financial statements, as required by the applicable accounting standards.
- xiv. (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.

- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtained a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) As represented by the Management, there is no core investment Company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable. We have not, however, separately evaluated whether the information provided by the management is accurate and complete.
- xvii. The Company has not incurred cash losses in the current financial year. In the immediately preceding financial year, the Company had not incurred cash losses.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone 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. (a) In our opinion and according to the information and explanations given to us, in respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act.
- (b) In our opinion and according to the information and explanations given to us, there are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act.

For **Singhi & Co.**  
Chartered Accountants  
Firm Registration No. - 302049E

**Rajiv Singhi**  
Partner

Place: Kolkata  
Dated: 24th May, 2024

Membership No. - 053518  
UDIN - 24053518BKGXUD3321



## Annexure “B” to the Independent Auditor’s Report

**(Referred to in paragraph 17(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our Independent Auditor’s Report of even date to the Members of Century Plyboards (India) Limited on the Standalone Financial Statements as of and for the year ended 31st March, 2024)**

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 the standalone financial statements of Century Plyboards (India) Limited (“the Company”) as of 31st 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 Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal financial control with reference to financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the internal financial controls with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls 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

system with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to these standalone financial statements included obtaining an understanding of internal financial controls with reference to these 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 standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls with reference to these standalone financial statements.

### **Meaning of Internal Financial Controls with Reference to Standalone Financial Statements**

A Company’s internal financial control with reference to these standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control with reference to these 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 standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company’s assets that could have a material effect on the standalone financial statements.

### **Inherent Limitations of Internal Financial Controls with Reference to Standalone Financial Statements**

Because of the inherent limitations of internal financial controls with reference to these 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 the standalone financial statements to future periods are subject to the risk that the internal financial control with reference to these 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, 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 these standalone financial statements were operating effectively as at 31st March, 2024, based on the internal financial control with reference to standalone

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 issued by the Institute of Chartered Accountants of India.

For **Singhi & Co.**  
Chartered Accountants  
Firm Registration No. - 302049E

**Rajiv Singhi**  
Partner

Place: Kolkata  
Dated: 24th May, 2024

Membership No. - 053518  
UDIN - 24053518BKGXUD3321

# Balance Sheet

as at 31st March, 2024

(₹ in Lacs)

	Notes	31st March, 2024	31st March, 2023
<b>A ASSETS</b>			
<b>Non Current Assets</b>			
Property, Plant and Equipment (including right of use assets)	3 A	97,303.43	95,725.14
Capital Work-in-Progress	3 B	22,118.24	3,227.80
Intangible Assets	3 C	34.33	41.58
Investment in Subsidiaries	4	21,703.35	20,854.04
Financial Assets			
Investments in others	4	279.47	13.25
Other financial assets	6	1,008.68	4,456.35
Other Non Current assets	8	4,127.82	3,390.63
<b>Total Non Current Assets</b>		<b>1,46,575.32</b>	<b>1,27,708.79</b>
<b>Current Assets</b>			
Inventories	9	59,902.11	50,272.51
Financial Assets			
Trade Receivables	10	39,619.62	38,004.82
Cash and cash equivalents	11	3,671.54	877.41
Bank Balances other than Cash and cash equivalents	11	427.30	24,937.58
Loans	5	44,374.04	11,124.00
Other financial assets	6	2,211.06	2,719.22
Current Tax Assets (Net)	23	558.78	337.24
Other Current assets	8	4,130.58	4,932.08
<b>Total Current Assets</b>		<b>1,54,895.03</b>	<b>1,33,204.86</b>
Assets classified as held for sale	48	775.73	-
<b>TOTAL ASSETS</b>		<b>3,02,246.08</b>	<b>2,60,913.65</b>
<b>B EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	12	2,225.27	2,225.27
Other Equity	13	2,15,817.70	1,86,576.01
<b>Total Equity</b>		<b>2,18,042.97</b>	<b>1,88,801.28</b>
<b>Liabilities</b>			
<b>Non Current Liabilities</b>			
Financial Liabilities			
Borrowings	14	4.77	-
Lease Liabilities	15	10.79	37.83
Other non current liabilities	16	8.84	49.52
Provisions	22	857.27	571.19
Deferred Tax Liability	7	4,003.28	3,498.08
<b>Total Non Current Liabilities</b>		<b>4,884.95</b>	<b>4,156.62</b>
<b>Current Liabilities</b>			
Financial Liabilities			
Borrowings	17	38,038.68	26,437.14
Lease Liabilities	15	26.53	22.84
Trade Payables			
Total Outstanding Dues of Micro Enterprises and Small Enterprises	18	2,299.03	3,049.81
Total Outstanding Dues of Creditor other than Micro Enterprises and Small Enterprises	18	25,173.33	24,385.49
Other Financial Liabilities	19	9,291.39	9,474.80
Contract Liabilities	20	507.94	706.81
Other Current Liabilities	21	3,055.94	3,046.98
Provisions	22	925.32	831.88
<b>Total Current Liabilities</b>		<b>79,318.16</b>	<b>67,955.75</b>
<b>Total Liabilities</b>		<b>84,203.11</b>	<b>72,112.37</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>3,02,246.08</b>	<b>2,60,913.65</b>
<b>Material Accounting Policies, Key Judgements, Estimates and Assumptions</b>	2		
The accompanying notes form an integral part of the Standalone Financial Statements	3-52		

As per our attached report of even date

For **Singhi & Co.**

Firm Registration No.- 302049E

Chartered Accountants

For and on behalf of the Board of Directors

**Sajjan Bhajanka**

Chairman & Managing Director

DIN:00246043

**Sanjay Agarwal**

CEO & Managing Director

DIN:00246132

**Rajiv Singhi**

Partner

Membership No. 053518

Place: Kolkata

Date: 24th May, 2024

**Arun Kumar Julasaria**

Chief Financial Officer

**Sundeep Jhunjhunwala**

Company Secretary

# Statement of Profit and Loss

for the year ended 31st March, 2024

(₹ in Lacs)

	Notes	2023-24	2022-23
<b>INCOME</b>			
Revenue from Operations	24	3,75,857.26	3,53,966.25
Other Income	25	3,946.34	4,516.62
<b>Total Income</b>		<b>3,79,803.60</b>	<b>3,58,482.87</b>
<b>EXPENSES</b>			
Cost of Materials Consumed	26	1,64,723.50	1,40,179.67
Purchase of Stock-in-Trade		45,133.90	50,146.61
Changes in inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	27	(4,077.47)	3,884.81
Employee Benefits Expense	28	50,551.04	44,668.34
Finance Cost	29	2,528.27	1,410.99
Depreciation and Amortisation Expense	30	8,136.06	6,357.76
Other Expenses	31	67,715.30	63,567.66
Impairment loss on Financial Assets	48	2,406.00	-
<b>Total Expenses</b>		<b>3,37,116.60</b>	<b>3,10,215.84</b>
<b>Profit before Tax</b>	14.21	<b>42,687.00</b>	<b>48,267.03</b>
<b>Tax Expenses</b>			
Current Tax		10,667.26	11,601.81
Add/(Less): Tax expenses for earlier years charge/(credit)		36.95	-
Deferred Tax charge/(credit)		508.77	1,832.20
<b>Total Tax Expenses</b>		<b>11,212.98</b>	<b>13,434.01</b>
<b>Profit for the year</b>		<b>31,474.02</b>	<b>34,833.02</b>
<b>Other Comprehensive Income (OCI)</b>			
Items that will not be reclassified to Statement of Profit and Loss			
Re-Measurement gain/(loss) on defined benefit plans		(14.17)	(55.04)
Income tax related to above	7	3.57	13.99
<b>Other Comprehensive Income for the year, net of tax</b>		<b>(10.60)</b>	<b>(41.05)</b>
<b>Total Comprehensive Income for the year</b>		<b>31,463.42</b>	<b>34,791.97</b>
<b>Earnings per equity share (nominal value of share ₹1/- (Previous Year ₹1/-))</b>			
Basic and Diluted (₹)	43	14.17	15.68
<b>Material Accounting Policies, Key Judgements, Estimates and Assumptions</b>			
<b>The accompanying notes form an integral part of the Standalone Financial Statements</b>	3-52		

As per our attached report of even date  
For **Singhi & Co.**  
Firm Registration No. - 302049E  
Chartered Accountants

For and on behalf of the Board of Directors

**Sajjan Bhajanka**  
Chairman & Managing Director  
DIN:00246043

**Sanjay Agarwal**  
CEO & Managing Director  
DIN:00246132

**Rajiv Singhi**  
Partner  
Membership No. 053518

Place: Kolkata  
Date: 24th May, 2024

**Arun Kumar Julasaria**  
Chief Financial Officer

**Sundeep Jhunjhunwala**  
Company Secretary

# Cash Flow Statement

for the Year Ended 31st March, 2024

(₹ in Lacs)

Particulars	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Profit before Tax</b>	42,687.00	48,267.03
Adjustments for:		
Depreciation/Amortisation	8,136.06	6,357.76
Finance Cost	2,528.27	1,410.99
Balances Written Off/(written back)/(Net)	(20.09)	(23.11)
Impairment loss/loss on sale of Investment in Subsidiary	2,406.00	4,925.09
Unspent/Unclaimed Balances Written Back	-	(1,425.60)
(Profit)/Loss on disposal of Property, Plant and Equipment	(112.45)	(832.12)
Interest Income from financial assets at amortised cost	(2,603.28)	(2,043.37)
Provision for Doubtful Debts provided / (written back)	97.56	-
Unrealised Foreign Exchange Fluctuations Loss/(Gain)	(102.39)	383.29
<b>Operating Profit before Working Capital changes</b>	<b>53,016.68</b>	<b>57,019.96</b>
Adjustments for:		
(Increase)/Decrease in Trade Receivables	(1,643.54)	(3,575.93)
(Increase)/Decrease in Inventories	(9,629.60)	(1,370.21)
(Increase)/Decrease in Financial Assets	(77.08)	401.42
(Increase)/Decrease in Other Assets	684.25	(875.10)
Increase/(Decrease) in Long Term Provisions	271.91	(509.36)
Increase/(Decrease) in Short Term Provisions	93.44	73.42
Increase/(Decrease) in Financial Liabilities	637.73	(469.39)
Increase/(Decrease) in Other Liabilities	(230.59)	633.52
Increase/(Decrease) in Trade Payables	84.15	2,915.65
<b>Cash Generated from Operations</b>	<b>43,207.36</b>	<b>54,243.98</b>
Direct Taxes Paid (Net of Refunds)	(10,925.75)	(12,137.23)
<b>Net Cash generated from Operating Activities</b>	<b>32,281.61</b>	<b>42,106.75</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Property, Plant and Equipment	(30,628.50)	(25,290.38)
Sale of Property, Plant and Equipment	548.97	1,384.91
Proceeds/(Investment) from Fixed Deposit	24,603.26	(604.32)
Proceeds/(Investment) from Margin Money Deposit	(94.96)	(188.01)
(Purchase)/Sale of Long Term Investments (Subsidiaries)	(608.75)	(10,337.66)
(Purchase)/Sale of Investment-Others	(266.22)	17.39
Share Application Money given (Subsidiaries)	-	(151.29)
Loans (Given)/Refunds (net)	(33,250.04)	(10,794.00)
Interest Received	3,213.90	2,104.54
<b>Net Cash (used in)/from Investing Activities</b>	<b>(36,482.34)</b>	<b>(43,858.82)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Long Term Borrowings	15.69	-
Repayment of Long Term Borrowings	-	(2,452.10)
Proceeds from Short Term Borrowings	16,707.79	9,013.20
Repayment of Short Term Borrowings	(5,110.86)	-
Principal payment of lease Liability	(23.35)	(19.99)
Interest Paid	(2,192.07)	(1,144.51)
Other Borrowing Cost Paid	(180.87)	(131.63)
Dividend paid	(2,221.73)	(3,332.59)
<b>Net Cash from Financing Activities</b>	<b>6,994.60</b>	<b>1,932.38</b>
<b>Net Increase/(Decrease) in Cash and Cash Equivalents (A + B + C)</b>	<b>2,793.87</b>	<b>180.31</b>

# Cash Flow Statement

for the Year Ended 31st March, 2024

(₹ in Lacs)

Particulars	For the Year Ended	For the Year Ended
	31st March, 2024	31st March, 2023
Cash & Cash Equivalents - Opening Balance as on 1st April	877.41	697.31
Effect of Exchange Variation on Cash & Cash Equivalents	0.26	(0.21)
<b>Cash &amp; Cash Equivalents - Closing Balance as on 31st March</b>	<b>3671.54</b>	<b>877.41</b>

The accompanying notes form an integral part of the Standalone Financial Statements

## Notes:

1 The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Ind AS 7 on 'Statement of Cash Flow'.

2 Reconciliation between opening and closing balances of liabilities arising from financing activities.

(₹ in Lacs)

Particulars	Liabilities from financing activities		
	Non Current Borrowings	Current Borrowings	Lease Liability
<b>Balance as at 1st April,2022</b>	-	<b>19,503.04</b>	<b>80.66</b>
Interest accrued but not due as at 1st April,2022		65.42	
Cash Flow (Net) *		6,561.10	(19.99)
Other Changes/Reclassification			
Non Cash Changes			
Forex		373.00	
Finance Cost		806.25	
Interest & Other Borrowing Cost Paid		(720.49)	
Interest accrued but not due as at 31st March, 2023	-	151.19	
<b>Balance as at 31st March, 2023</b>	-	<b>26,437.14</b>	<b>60.67</b>
Interest accrued but not due as at 1st April, 2023	-	151.19	
Cash Flow (Net)	15.69	11,596.93	(23.35)
Other Changes/Reclassification *	(10.92)	10.92	
Non Cash Changes			
Fair Value Changes			
Forex	-	(6.31)	-
Finance Cost	-	2,528.27	-
Interest & Other Borrowing Cost Paid	-	(2,372.94)	-
Interest accrued but not due as at 31st March, 2024	-	306.52	-
<b>Balance as at 31st March, 2024</b>	<b>4.77</b>	<b>38,038.68</b>	<b>37.32</b>

## Material Accounting Policies, Key Judgements, Estimates and Assumptions

\* includes current maturities of Vehicle loan obligations.

3 Previous year's figures have been rearranged and/or regrouped, wherever necessary.

As per our attached report of even date

For **Singhi & Co.**

Firm Registration No.- 302049E

Chartered Accountants

For and on behalf of the Board of Directors

**Sajjan Bhajanka**

Chairman & Managing Director

DIN:00246043

**Sanjay Agarwal**

CEO & Managing Director

DIN:00246132

**Rajiv Singhi**

Partner

Membership No. 053518

Place: Kolkata

Date: 24th May, 2024

**Arun Kumar Julasaria**

Chief Financial Officer

**Sundeep Jhunjhunwala**

Company Secretary



# Statement of Changes in Equity for the year ended 31st March, 2024

## A) Equity Share Capital

	Nos.	₹ in lacs
<b>On 1st April, 2022 *</b>	<b>22,21,72,990</b>	<b>2,225.27</b>
Changes in equity share capital during the year	-	-
<b>Balance at 31st March, 2023 *</b>	<b>22,21,72,990</b>	<b>2,225.27</b>
Changes in equity share capital during the year	-	-
<b>Balance at 31st March, 2024 *</b>	<b>22,21,72,990</b>	<b>2,225.27</b>

\* Includes amount ₹3.54 lacs received on forfeited shares (FY 2001-02)

## B) Other Equity

(₹ in lacs)

Particulars	Reserves and Surplus						Total
	Securities Premium	Amalgamation Reserve	Surplus in the Statement of Profit and Loss	Capital Reserve	Capital Redemption Reserve	General Reserve	
<b>Balance as on 1st April, 2022</b>	<b>1,892.77</b>	<b>317.40</b>	<b>1,51,011.39</b>	-	<b>50.00</b>	<b>990.19</b>	<b>1,54,261.75</b>
Amount adjusted pursuant to scheme of arrangement (Refer Note no.47)	-	-		854.88	-	-	854.88
Final Dividend for the year 2021-22	-	-	(3,332.59)	-	-	-	(3,332.59)
Profit for the year	-	-	34,833.02	-	-	-	34,833.02
Other Comprehensive Income for the year, net of tax:							
Remeasurement gain/(loss) on Defined Benefit Plans	-	-	(41.05)	-	-	-	(41.05)
<b>Balance at 31st March, 2023</b>	<b>1,892.77</b>	<b>317.40</b>	<b>1,82,470.77</b>	<b>854.88</b>	<b>50.00</b>	<b>990.19</b>	<b>1,86,576.01</b>
Final Dividend for the year 2022-23	-	-	(2,221.73)	-	-	-	(2,221.73)
Profit for the year	-	-	31,474.02	-	-	-	31,474.02
Other Comprehensive Income for the year, net of tax:							
Remeasurement gain/(loss) on Defined Benefit Plans	-	-	(10.60)	-	-	-	(10.60)
<b>Balance at 31st March, 2024</b>	<b>1,892.77</b>	<b>317.40</b>	<b>2,11,712.46</b>	<b>854.88</b>	<b>50.00</b>	<b>990.19</b>	<b>2,15,817.70</b>

### Material Accounting Policies, Key Judgements, Estimates and Assumptions Note no.2

Note: There are no changes in equity share capital and in other equity due to prior period errors

The accompanying notes are an integral part of the Standalone Financial Statements

As per our attached report of even date

For **Singhi & Co.**

Firm Registration No.- 302049E

Chartered Accountants

For and on behalf of the Board of Directors

**Sajjan Bhajanka**

Chairman & Managing Director

DIN:00246043

**Sanjay Agarwal**

CEO & Managing Director

DIN:00246132

**Rajiv Singhi**

Partner

Membership No. 053518

Place: Kolkata

Date: 24th May, 2024

**Arun Kumar Julasaria**

Chief Financial Officer

**Sundeep Jhunjhunwala**

Company Secretary

# Notes to Financial Statements

as at and for the year ended 31st March, 2024

## 1. Corporate Information

Century Plyboards (India) Limited ("the Company") is a public Company domiciled in India and incorporated under the provisions of the Companies Act, 1956, having its registered office at P-15/1, Taratala Road, Kolkata - 700088. Its shares are listed on National Stock Exchange of India Ltd. and BSE Limited. The Company is primarily engaged in manufacturing and sale of Plywood, Laminates, Decorative Veneers, Medium Density Fiber Boards (MDF), Pre-laminated Boards, Particle Board and Flush Doors. The Company presently has manufacturing facilities near Kolkata, Karnal, Guwahati, Hoshiarpur, Kandla and Chennai.

## 2. Compliance with Ind AS

These Standalone Financial Statements relate to Century Plyboards (India) Limited. The standalone financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") as prescribed under Section 133 of the Companies Act 2013 ("the Act"), as notified under the Companies (Indian Accounting Standard) Rules, 2015 as amended and other relevant provision of the Act, to the extent applicable and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the Standalone Financial Statement.

### 2.1 New or amended Ind AS applied

Effective 01st April, 2023 the Company has applied the following amendments to existing standards which has been notified by the Ministry of Corporate Affairs ("MCA")

#### i. Ind AS 1, Presentation of Financial Statements -

Effective for annual periods starting on or after 1st April, 2023, Ind AS 1 has been amended to replace the requirement for entities to disclose their 'significant accounting policies' with a requirement to disclose 'material accounting policy information'. The explicit requirement to disclose measurement bases has also been removed.

#### ii. Ind AS 8, Accounting policies, Change in Accounting Estimates and Errors -

The company has adopted the amendments to Ind AS 8 for the first time in current year. The amendments replace the definition of a change in accounting estimates with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty".

#### iii. Ind AS 12, Income Taxes -

The amendment has narrowed the scope of the Initial Recognition Exemption (IRE) (with regard to leases and decommissioning obligations). Now IRE does not apply to transactions that give rise to equal and offsetting temporary differences. Accordingly, companies will need to recognise a deferred tax asset and a deferred tax liability for temporary differences arising on transactions such as initial recognition of a lease and a decommissioning provision.

The amendments listed above did not have any impact on the amounts recognized in the current year.

### 2.2 Basis of Preparation of Standalone financial statements

These standalone financial statements have been prepared on historical cost basis except for certain financial instruments and defined benefit plans which are measured at fair value or amortised cost at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

All assets and liabilities have been classified as current and non current as per the Company's normal operating cycle. Based on the nature of services rendered to customers and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such services rendered, the Company has considered an operating cycle of 12 months.

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

The Company determines materiality depending on the nature or magnitude of information, or both. Information is material if omitting, misstating or obscuring it could reasonably influence decisions made by the primary users, on the basis of those standalone financial statements.

## Notes to Financial Statements as at and for the year ended 31st March, 2024

The standalone financial statements have been presented in Indian Rupees (INR), which is the Company's Functional Currency. Transactions in foreign currencies are recorded at their respective functional currency at the exchange rates prevailing at the date, the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currency are translated to the functional currency at the exchange rates prevailing at the reporting date.

All Financial information presented in INR has been rounded off to nearest two decimals of lacs, unless otherwise indicated.

### 2.3 Material Accounting Policies

The material accounting policies adopted in preparation of standalone financial statements has been disclosed as below. All accounting policies has been consistently applied to all the period presented in the standalone financial statements unless otherwise stated.

#### a. Revenue Recognition

The Company derives revenue principally from sale of Plywood, Laminates, MDF, Particle boards, Decorative Veneers and Flush Doors. The Company recognizes revenue when it satisfies a performance obligation in accordance with the provisions of contract with the customer.

The Company considers the terms of the contract in determining the transaction price.

For incentives offered to customers/dealers, the Company makes estimates related to customer performance and sales volume to determine the total amounts earned and to be recorded as deductions. The estimate is made in such a manner, which ensures that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The actual amounts may differ from these estimates and are accounted for prospectively. No element of significant financing is deemed present as the sales are made with a credit term, which is consistent with market practice.

In case of related party transactions where related party meets the definition of customer (i.e. a party that has contracted with the Company to obtain goods or services that are an output of the Company's ordinary activity in exchange for consideration) and the transactions are within the scope of the standard then the revenue is recognised based on the principles of Ind AS 115.

Export incentives and subsidies are recognized when there is reasonable assurance that the Company will comply with the conditions and the incentive will be received.

#### b. Government grants

Government grants related to income under State Investment Promotion Scheme linked with GST payment, are recognised in the Standalone Statement of Profit and Loss in the period in which they become receivable.

#### c. Taxes

Tax expense is the aggregate amount included in determination of profit or loss for the period in respect of current tax & deferred tax.

##### Current Tax

The current tax payable is based on taxable profit for the year. The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date. Current tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

##### Deferred Tax

Deferred tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets are recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

# Notes to Financial Statements

as at and for the year ended 31st March, 2024

## d. Property, Plant and Equipment

Property, Plant and Equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives.

Expenditure directly attributable to expansion projects are capitalised. Administrative, general overheads and other indirect expenditure (including borrowing costs) incurred during the project period which are not related to the project nor are incidental thereto, are charged to Statement of Profit and Loss.

Depreciation on property, plant and equipment is provided under Straight Line Method at the rates determined based on useful lives of the respective assets and residual values which is in line with those indicated in Schedule II of The Companies Act, 2013.

The estimated useful life of the Property Plant and Equipment is given below:-

Asset Group	Useful life (in years)
Factory Building	30
Non-factory Building	60
Plant & Equipment	8-15
Electrical Installation	10
Furniture & Fixtures	10
Office Equipment and Vehicle	5-8
Computers	3

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at the end of each financial year and adjusted prospectively, if appropriate.

Assets in the course of construction for production or/and supply of goods or services or administrative purposes, or for purposes not yet determined, which are not ready for intended use as on the date of Balance Sheet are disclosed as Capital work-in-progress and are carried at cost, less any recognised impairment loss, if any.

## e. Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated loss, if any. The Company has intangible assets with finite useful lives.

## f. Borrowing Costs

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset.

## g. Leases

### The Company as lessee

The Company assesses whether a contract is or contains a lease, at inception of the contract. The Company recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term, unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed. Contingent and variable rentals are recognized as expense in the periods in which they are incurred.

### Lease Liability

The lease payments that are not paid at the commencement date are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the lessee's incremental borrowing rate is used.

## Notes to Financial Statements as at and for the year ended 31st March, 2024

### **Right of Use (ROU) Assets**

The ROU assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated over the shorter period of the lease term and useful life of the underlying asset. If the Company is reasonably certain to exercise a purchase option, the ROU asset is depreciated over the underlying asset's useful life. The depreciation starts at the commencement date of the lease.

The ROU assets are not presented as a separate line in the Balance Sheet but presented below similar owned assets as a separate line in the PPE note under "Notes forming part of the Financial Statement".

### **h. Inventories**

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

Costs incurred in bringing each product to its present location and conditions are accounted for as follows:

- (i) Raw materials, Stores and Spares:** These are valued at lower of cost and net realisable value. However, material and other items held for use in production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on weighted average basis.
- (ii) Finished goods and work in progress:** These are valued at lower of cost and net realisable value. Cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity. Cost is determined on weighted average basis.
- (iii) Traded goods:** These are valued at lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

### **i. Impairment of Non-Financial Assets**

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. Non-Financial Assets that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

### **j. Retirement and other Employee Benefits**

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

Retirement benefit in the form of Provident Fund is a defined contribution scheme and the Company recognizes contribution payable to the provident fund scheme as expenditure when an employee renders the related service.

Gratuity liability, being a defined benefit obligation, is provided for on the basis of an actuarial valuation made at the end of each financial year by a qualified actuary using projected unit credit method.

The Company treats accumulated leaves expected to be carried forward beyond twelve months as long term employee benefit for measurement purposes. Such long term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the end of each financial year. The Company does not have an unconditional right to defer the settlement for the period beyond 12 months and accordingly entire leave liability is shown as current liability.

### **k. Financial instruments**

#### **Financial Assets**

All financial assets are recognised on trade date when the purchase of a financial asset is under a contract whose term requires delivery of the financial asset within the timeframe established by the market concerned. Financial assets are initially measured at fair value, plus transaction costs, except for those financial assets which are classified at fair value through profit or loss (FVTPL) at inception. All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value.

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

# Notes to Financial Statements

as at and for the year ended 31st March, 2024

## Classification of financial assets

Financial assets are classified as 'equity instrument' if it is a non-derivative and meets the definition of 'equity' for the issuer (under Ind AS 32 Financial Instruments: Presentation). All other non-derivative financial assets are 'debt instruments'.

### (i) Subsequent Measurement

#### (a) Debt Instruments at Amortised Cost

Such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. This category generally applies to trade receivables, cash and bank balances, loans and other financial assets of the company.

#### (b) Equity Instruments at Fair Value through Other Comprehensive Income (FVTOCI)

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

#### (c) Equity instruments at fair value through profit or loss (FVTPL)

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

#### (d) Equity Investments in subsidiaries

Equity investments in Subsidiaries are carried at Cost, in accordance with option available in Ind AS 27 "Separate Financial Statements". Investment carried at cost are subject to impairment test as per Ind AS 36 when indication of potential impairment exists.

## Impairment of Financial Assets-

Impairment Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. Ind AS 109 requires expected credit losses to be measured through a loss allowance.

## Financial liabilities

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition of financial liabilities (other than financial liabilities at fair value through profit or loss) are deducted from the fair value measured on initial recognition of financial liability. They are measured at amortised cost using the effective interest method.

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled, or have expired.

For disclosure related to Fair value measurement of financial instruments Refer Note No.39.

## Offsetting of Financial Instruments

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

## 1. Fair Value Measurement

The Company measures financial instruments, such as, quoted investments at fair value at each balance sheet date.

For assets and liabilities that are recognised in the financial statements at fair value on recurring basis the company determines whenever transfers have occurred between levels in the hierarchy by reassessing categorisation at the end of each reporting period and discloses the same.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

The Company has an established control framework with respect to the measurement of fair values. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. The management has overall responsibility for overseeing all significant fair value measurements and it regularly reviews



## Notes to Financial Statements as at and for the year ended 31st March, 2024

significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the valuation team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified. Fair value for measurement and/or disclosure purposes in the financial statement is determined on such a basis, except for leasing transactions and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Inventories or value in use in Impairment of Assets.

The estimated fair value of the Company's financial instruments is based on market prices and valuation techniques. Valuations are made with the objective to include relevant factors that market participants would consider in setting a price, and to apply accepted economic and financial methodologies for the pricing of financial instruments. References for less active markets are carefully reviewed to establish relevant and comparable data.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in forced or liquidation sale

### **m. Cash and cash equivalents**

The Company considers all highly liquid investments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value, and have maturities of less than 3 months from the date of such deposits, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

### **n. Bank balances other than cash and cash equivalents**

The Company considers balances and deposits with banks having maturity of more than three months but less than 12 months to be bank balances other than Cash & Cash Equivalents.

### **o. Earnings per equity share (EPS)**

Basic earnings per share is computed by dividing profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

### **p. Equity share capital**

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 recognised at the proceeds received, net of direct issue costs.

### **q. Operating Segment**

The Company's operating business segments are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. All operating segments operating results are reviewed regularly by the Chief Operating Decision Maker (CODM) (Managing Director & CEO) to make decisions about resources to be allocated to the segments and assess their performance. The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

### **r. Provisions (other than employee benefits)**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted at a current pre-tax rate that reflects the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

The amortisation or "unwinding" of the discount applied in establishing the provision is charged to the income statement in each accounting period. The amortisation of the discount is shown within finance costs in profit or loss.

# Notes to Financial Statements

as at and for the year ended 31st March, 2024

## s. Contingent Liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. The material accounting policies adopted in preparation of standalone financial statements has been disclosed as below. All accounting policies has been consistently applied to all the period presented in the standalone financial statements unless otherwise stated.

## 2.4 Use of Estimates and Management Judgements

The preparation of financial statements in conformity with the recognition and measurement principles of Ind AS requires management of the Company to make estimates and judgements that affect the reported balances of assets and liabilities, disclosures of contingent liabilities as at the date of financial statements and the reported amounts of income and expenses for the periods presented. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

The Company uses the following critical accounting judgements, estimates and assumptions in preparation of its financial statements:

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

Further details about gratuity obligations are given in note no. 32.

**b. Useful lives of depreciable/ amortisable assets (tangible and intangible)** - Management reviews its estimate of the useful lives of depreciable/ amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain software, customer relationships, IT equipment and other plant and equipment (Refer Note No.3).

**c. Significant judgments when applying Ind AS 115** – Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services. The application of revenue recognition accounting standards is complex and involves a number of key judgements and estimates. Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, price concessions and incentives, if any, as specified in the contract with the customer/dealer. The Company makes estimates related to customer performance and sales volume to determine the total amounts earned and incentive to be recorded as deductions (Refer Note No.24).

**d. Recognition of current tax and deferred tax** - The Company uses judgements based on the relevant rulings in the areas of allocation of revenue, costs, allowances, and disallowances which is exercised while determining the provision for income tax. Deferred income tax expense is calculated based on the differences between the carrying value of assets and liabilities for financial reporting purposes and their respective tax basis that are considered temporary in nature. Valuation of deferred tax assets is dependent on management's assessment of future recoverability of the deferred benefit. Expected recoverability may result from expected taxable income in the future, planned transactions or planned tax optimizing measures. Economic conditions may change and lead to a different conclusion regarding recoverability (Refer Note No.7 and 23).

## 2.5 Recent Pronouncements:

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31st March, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

# Notes to Financial Statements

as at and for the year ended 31st March, 2024

## 3 A. Property, Plant and Equipment (including right of use assets)

The changes in carrying value of Property, Plant and Equipment and Right of Use Assets are given below:-

	Land Freehold	Land Right Of Use	Factory Buildings	Non-Factory Buildings on Freehold Land	Non-Factory Buildings on Leasehold Land	Storage Yard on Lease Hold Land	Plant & Machinery	Electrical Installations	Furniture & Fixtures	Office Equipments	Computers	Vehicles	Total
<b>Cost</b>													
<b>At 1st April, 2022</b>	7,077.31	3,440.69	16,482.01	12,019.34	1,158.56	2,440.82	54,308.18	3,850.21	2,662.20	1,666.72	1,057.28	3,511.61	1,09,674.93
Transferred pursuant to Scheme of arrangement (Refer note no.47)	-	3,318.28	-	-	1,158.56	2,440.82	1,292.37	114.40	54.97	107.96	67.59	1,760.71	10,315.66
<b>At 1st April, 2022 after demerger</b>	<b>7,077.31</b>	<b>122.41</b>	<b>16,482.01</b>	<b>12,019.34</b>	<b>-</b>	<b>-</b>	<b>53,015.81</b>	<b>3,735.81</b>	<b>2,607.23</b>	<b>1,558.76</b>	<b>989.69</b>	<b>1,750.90</b>	<b>99,359.27</b>
Addition	1,130.61	3,448.12	1,930.43	459.76	-	-	27,062.04	1,321.42	291.78	99.68	354.61	265.16	36,363.61
Disposals / deductions / adjustment	349.68	-	0.11	0.16	-	-	217.24	17.22	26.02	32.59	144.71	203.86	991.59
<b>At 31st March, 2023</b>	<b>7,858.24</b>	<b>3,570.53</b>	<b>18,412.33</b>	<b>12,478.94</b>	<b>-</b>	<b>-</b>	<b>79,860.61</b>	<b>5,040.01</b>	<b>2,872.99</b>	<b>1,625.85</b>	<b>1,199.59</b>	<b>1,812.20</b>	<b>1,34,731.29</b>
Additions	453.10	-	1,520.90	1,006.32	-	-	5,789.96	224.46	378.20	86.81	207.11	518.29	10,185.15
Disposals / deductions / adjustment	160.23	-	126.29	28.19	-	-	354.43	5.53	35.25	38.93	77.48	54.74	881.07
<b>At 31st March, 2024</b>	<b>8,151.11</b>	<b>3,570.53</b>	<b>19,806.94</b>	<b>13,457.07</b>	<b>-</b>	<b>-</b>	<b>85,296.14</b>	<b>5,258.94</b>	<b>3,215.94</b>	<b>1,673.73</b>	<b>1,329.22</b>	<b>2,275.75</b>	<b>1,44,035.37</b>
<b>Depreciation</b>													
<b>At 1st April, 2022</b>	-	1,813.23	3,860.87	2,284.91	925.93	2,211.22	22,586.12	1,729.37	963.58	1,127.04	678.70	1,945.97	40,126.94
Transferred pursuant to Scheme of arrangement (Refer note no.47)	-	1,755.99	-	-	925.93	2,211.22	811.56	93.39	38.33	75.24	50.57	1,070.14	7,032.37

# Notes to Financial Statements

as at and for the year ended 31st March, 2024

## 3 A. Property, Plant and Equipment (including right of use assets) (Contd.)

(₹ in Lacs)

	Land Freehold	Land Right Of Use	Factory Buildings	Non-Factory Buildings on Freehold Land	Non-Factory Buildings on Leasehold Land	Storage Yard on Lease Hold Land	Plant & Machinery	Electrical Installations	Furniture & Fixtures	Office Equipments	Computers	Vehicles	Total
<b>At 1st April, 2022 after demerger</b>	-	57.24	3,860.87	2,284.91	-	-	21,774.56	1,635.98	925.25	1,051.80	628.13	875.83	33,094.57
Charge for the Year	-	30.43	602.85	402.15	-	-	4,171.08	317.99	242.24	226.51	178.40	179.39	6,351.04
Disposals / deductions / adjustment	-	-	0.09	0.03	-	-	58.95	15.48	20.18	27.58	134.38	182.77	439.46
<b>At 31st March, 2023</b>	-	87.67	4,463.63	2,687.03	-	-	25,886.69	1,938.49	1,147.31	1,250.73	672.15	872.45	39,006.15
Charge for the Year	-	53.91	662.00	421.36	-	-	5,749.60	426.50	275.04	150.79	234.84	197.96	8,172.00
Disposals / deductions / adjustment	-	-	42.83	5.97	-	-	225.65	3.11	23.54	34.34	71.72	39.05	446.21
<b>At 31st March, 2024</b>	-	141.58	5,082.80	3,102.42	-	-	31,410.64	2,361.88	1,398.81	1,367.18	835.27	1,031.36	46,731.94
<b>Net Block</b>													
<b>As At 1st April, 2022</b>	7,077.31	65.17	12,621.14	9,734.43	-	-	31,241.25	2,099.83	1,681.98	506.96	361.56	875.07	66,264.70
<b>As At 31st March, 2023</b>	7,858.24	3,482.86	13,948.70	9,791.91	-	-	53,973.92	3,101.52	1,725.68	375.12	527.44	939.75	95,725.14
<b>As At 31st March, 2024</b>	8,151.11	3,428.95	14,724.14	10,354.65	-	-	53,885.50	2,897.06	1,817.13	306.55	493.95	1,244.39	97,303.43

### Notes :

- Capital and other commitments for acquisition of Property, Plant & Equipments is disclosed in Note no 33(i)
- For assets pledged against borrowings Refer Note no.14 & 17
- The Company has not revalued its Property, Plant & Equipment during the period ending 31st March, 2024 and also during the previous period ending 31st March, 2023.
- The Company does not have any Immovable Property whose title deeds are not held in the name of the company during the period ending 31st March, 2024 and also as on 31st March, 2023.

## Notes to Financial Statements as at and for the year ended 31st March, 2024

### 3 B. Capital Work in Progress

The changes in carrying value of Capital Work in Progress are given below:-

(₹ in Lacs)

Cost or Deemed Cost	Total
<b>At 1st April, 2022</b>	16,475.75
Transferred pursuant to Scheme of arrangement (Refer note no.47)	2.40
<b>At 1st April, 2022 after demerger</b>	16,473.35
Additions	2,490.84
Disposals / deductions / adjustment	15,736.39
<b>At 31st March, 2023</b>	<b>3,227.80</b>
Additions	21,186.12
Disposals / deductions / adjustment	2,295.68
<b>At 31st March, 2024</b>	<b>22,118.24</b>

### Ageing of Capital Work in Progress (CWIP).

As at 31st March, 2024

(₹ in Lacs)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 Years	More than 3 years	
Projects in progress *	21,160.68	605.04	208.75	143.77	22,118.24
Projects temporarily suspended	-	-	-	-	-

\* Includes ₹19201.88 lacs incurred during the current year on expansion project against which approved budget ₹52563.00 lacs due for completion by October 2025.

As at 31st March, 2023

(₹ in Lacs)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 Years	More than 3 years	
Projects in progress	2,490.90	591.50	43.78	101.62	3,227.80
Projects temporarily suspended	-	-	-	-	-

\* Includes ₹15387.76 lacs incurred during the current year on expansion project against which approved budget ₹28675.00 lacs due for completion by September 2022.

#### Notes :

- There are no projects as on the reporting period which have exceeded its cost as compared to its original plan or where completion is overdue.
- Capital work in progress during the year mainly comprises plant & machinery and building, related to expansion project in Chennai (PY. normal capex expenditure related to plant & machinery).

#### Pre-operative Expenses Pending allocation included in Capital Work-in-Progress :

##### Expenditure incurred during the Year

Particulars	2023-24	2022-23
Salary	136.05	16.07
Depreciation	41.51	-
Finance Cost	-	481.90
Other Expenses (Net of Income)*	984.74	471.74
	<b>1,162.30</b>	<b>969.71</b>
Add : Pre-operative Expenses incurred upto previous year	506.97	-
Less : Capitalized / Charged during the year	-	462.74
Pre-Operative Expenses as on 31st March	1,669.27	506.97

\* Other Expenses mainly includes professional fees, rates & taxes, power & fuel, stores consumption and miscellaneous expenses.

## Notes to Financial Statements as at and for the year ended 31st March, 2024

### 3 C. Intangible Assets

The changes in carrying value of Intangible Assets are given below:-

(₹ in Lacs)

	<b>Computer Software</b>
<b>Cost</b>	
<b>At 1st April, 2022</b>	373.75
Transferred pursuant to Scheme of Arrangement (Refer note no.47)	52.35
<b>At 1st April, 2022 after demerger</b>	<b>321.40</b>
Addition	1.50
Written off/Disposed	8.08
<b>At 31st March, 2023</b>	<b>314.82</b>
Addition	-
Written off/Disposed	30.88
<b>At 31st March, 2024</b>	<b>283.94</b>
<b>Amortisation</b>	
<b>At 1st April, 2022</b>	323.57
Transferred pursuant to Scheme of Arrangement (Refer note no.47)	49.64
<b>At 1st April, 2022 after demerger</b>	<b>273.93</b>
Charge for the Year	6.72
Written off/Disposed	7.41
<b>At 31st March, 2023</b>	<b>273.24</b>
Charge for the Year	5.57
Written off/Disposed	29.20
<b>At 31st March, 2024</b>	<b>249.61</b>
<b>Net Block</b>	
<b>At 1st April, 2022</b>	47.47
<b>At 31st March, 2023</b>	41.58
<b>At 31st March, 2024</b>	<b>34.33</b>

#### Notes :

- Company has not revalued its Intangible assets during the year ended 31st March, 2024 and also during the previous year ended 31st March, 2023.
- Company is not having any intangible assets under development during the current year ended 31st March, 2024 and previous year ended 31st March, 2023.
- The Company has performed an assessment of its property plant and equipment, Right of use assets, Capital Work in progress and Intangible assets for possible triggering events or circumstances for an indication of impairment and has concluded that there were no triggering events or circumstances that would indicate the property plant and equipment, Right of use assets, Capital Work in progress and Intangible assets are impaired.



# Notes to Financial Statements as at and for the year ended 31st March, 2024

## 4. Investments

(₹ in Lacs)

	Face Value per share	No of Shares as at 31st March, 2024	No of Shares as at 31st March, 2023	As at 31st March, 2024	As at 31st March, 2023
<b>Non Current Investments</b>					
<b>Unquoted Equity Instruments</b>					
<b>(i) Investments In Subsidiaries (at cost)</b>					
Auro Sundram Ply & Door Pvt. Ltd.	10	510000	510000	231.80	231.80
Century MDF Ltd.	10	4300000	4300000	430.00	430.00
Century Ply Singapore Pte Ltd. (Net of Impairment) (Refer note no.48)	USD-1	10596926	10596926	-	2,735.73
Century Gabon SUARL	FCFA 10000	172538	149431	2,178.11	1,878.07
Ara Suppliers Pvt. Ltd.	10	1422091	1422091	142.21	142.21
Arham Sales Pvt. Ltd.	10	1422091	1422091	142.21	142.21
Adonis Vyaper Pvt. Ltd.	10	1422091	1422091	142.21	142.21
Apnapan Viniyog Pvt. Ltd.	10	1422091	1422091	142.21	142.21
Century Infotech Ltd. (Net of Impairment) (Refer note no.48)	10	4994640	4994640	3.60	449.60
Century Panels Ltd.	10	145000000	145000000	14,500.00	14,500.00
Century Infra Ltd.	1	327600000	500000	3,276.00	5.00
Century Ports Ltd.	1	5500000	5500000	55.00	55.00
Pacific Plywoods Pvt. Ltd.	10	4600000	-	460.00	-
<b>Total</b>				<b>21,703.35</b>	<b>20,854.04</b>
<b>(ii) Investments In Others (at FVTPL)</b>					
Watsun Infrabuild Pvt. Ltd.	10	115000	115000	11.50	11.50
Association of Indian Panelboard Manufacturer	10	500	500	0.50	0.50
Indian Laminate Manufacturer's Association	1000	125	125	1.25	1.25
Dalavaipuram Renewables Pvt. Ltd.	10	2662202	-	266.22	-
<b>Total</b>				<b>279.47</b>	<b>13.25</b>
<b>Aggregate Amount of Investments</b>					
Aggregate amount of unquoted investment				21,982.82	20,867.29
Aggregate amount of impairment on unquoted investment				6,969.27	4,563.27

## 5. Loans (at Amortised Cost)

(₹ in Lacs)

	Non Current		Current	
	31st March, 2024	31st March, 2023	31st March, 2024	31st March, 2023
<b>Loans:</b>				
- To Body corporate	-	-	250.00	250.00
- To Subsidiary Companies (Refer Note No. 37)	-	-	44,124.04	10,874.00
<b>Total</b>	<b>-</b>	<b>-</b>	<b>44,374.04</b>	<b>11,124.00</b>

# Notes to Financial Statements

as at and for the year ended 31st March, 2024

## 6. Other Financial Assets(At Amortised Cost)

(₹ in Lacs)

	Non Current		Current	
	31st March, 2024	31st March, 2023	31st March, 2024	31st March, 2023
<b>Unsecured considered good</b>				
Advances recoverable in cash or kind *	-	-	680.85	826.19
Share Application Money pending allotment				
- To Subsidiary Companies	-	-	-	151.29
Interest accrued on Loans, Deposits etc	-	-	21.09	631.71
Insurance Claim Receivable	-	-	2.18	58.12
Central/State Government Subsidies Receivable	-	-	768.93	614.02
Security Deposits	1,008.68	1,185.35	738.01	179.02
Other Receivables **	-	3,271.00	-	258.87
<b>Total</b>	<b>1,008.68</b>	<b>4,456.35</b>	<b>2,211.06</b>	<b>2,719.22</b>

\* represents advance license entitlement and Staff Advance (for advances to KMP refer note no 38)

\*\* includes ₹3271.00 lacs pending allotment of share in consideration of slump sale of Container Freight Service division business to Century Infra Limited (Refer note no.47).

## 7. Income Tax and Deferred Tax

(₹ in Lacs)

	31st March, 2024	31st March, 2023
<b>(i) Total tax recognised in Statement of Profit &amp; Loss</b>		
Current income tax	10,667.26	11,601.81
Tax expenses for earlier years charge/(credit)	36.95	-
Deferred tax	508.77	1,832.20
<b>Tax expense reported in the statement of Profit or Loss</b>	<b>11,212.98</b>	<b>13,434.01</b>
<b>(ii) Tax expense reported in Other Comprehensive Income (OCI)</b>		
Tax on net loss/(gain) on remeasurement of defined benefit plan	3.57	13.99
	<b>3.57</b>	<b>13.99</b>
<b>(iii) Reconciliation of estimated Income tax expenses at Indian Statutory Income tax rate to Income tax expenses reported in the Statement of Profit &amp; Loss</b>		
Accounting profit before income tax	42,687.00	48,267.03
At India's statutory income tax rate	25.17%	25.17%
Estimated Income tax expenses	10,744.32	12,148.81
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense		
Transferred pursuant to Scheme of arrangement (Refer Note No.47)	-	707.39
Expenses not deductible for tax purpose	468.66	577.81
<b>Total tax expense reported in the statement of profit and loss</b>	<b>11,212.98</b>	<b>13,434.01</b>
<b>(iv) Deferred Tax Assets/ (Liabilities)</b>		
Impact of expenditure charged to the Statement of Profit and Loss in the current year but allowed for tax purposes on payment basis	448.65	365.34
Property, Plant & Equipment: Impact of difference between tax depreciation and depreciation/ amortisation charged for the financial reporting	(4,743.67)	(4,130.60)
Provision for doubtful debts and advances	291.74	267.18
<b>Deferred Tax Asset/ (Liabilities)</b>	<b>(4,003.28)</b>	<b>(3,498.08)</b>

# Notes to Financial Statements as at and for the year ended 31st March, 2024

## 7. Income Tax and Deferred Tax (Contd.)

### (v) Movement in deferred tax assets and liabilities:

(₹ in Lacs)

Particulars	As at 1st April, 2022	Transferred pursuant to Scheme of arrangement (Refer note no.47)	Recognised/ (Reversed) in Statement of Profit & Loss	Recognised in OCI	As at 31st March, 2023	MAT credit Utilised	Recognised/ (Reversed) in Statement of Profit & Loss	Recognised in OCI	As at 31st March, 2024
<b>Deferred Tax Assets/ (Liabilities)</b>									
Impact of expenditure charged to the Statement of Profit and Loss in the current year but allowed for tax purposes on payment basis	818.90	-	(467.55)	13.99	365.34	-	79.74	3.57	448.65
Property, Plant & Equipment: Impact of difference between tax depreciation and depreciation/ amortisation charged for the financial reporting	(2,765.95)	(707.39)	(657.26)	-	(4,130.60)	-	(613.07)	-	(4,743.67)
Provision for doubtful debts and advances	267.18	-	-	-	267.18	-	24.56	-	291.74
<b>Deferred Tax Asset</b>	<b>(1,679.87)</b>	<b>(707.39)</b>	<b>(1,124.81)</b>	<b>13.99</b>	<b>(3,498.08)</b>	<b>-</b>	<b>(508.77)</b>	<b>3.57</b>	<b>(4,003.28)</b>

(vi) The Company has reviewed its income tax treatments in order to determine whether they could have an impact on the financial statements and concluded that it has no material impact on the Company's financial statements. As a practice, where the interpretation of income tax law is not clear, management relies on the some or all of the following factors to determine the probability of its acceptance by the tax authority:

- Strength of technical and judicial argument and clarity of the legislation;
- Past experience related to similar tax treatments in its own case;
- Legal and professional advice or case law related to other entities.

After analysing above factors for each of such uncertain tax treatments, where the Company expects that the probability to sustain its position on ultimate resolution of such uncertain tax treatment is remote, the Company ensures that such uncertain tax positions are adequately provided for in the Company's financial Statements.

## 8. Other Assets

(₹ in Lacs)

	Non Current		Current	
	31st March, 2024	31st March, 2023	31st March, 2024	31st March, 2023
Capital Advances Against Property, Plant & Equipment	3,936.23	3,316.29	-	-
Advance to Vendors	-	-	2,586.92	4,180.98
Deposits against Demand under Disputes	-	-	142.19	43.35
Balance with Statutory/Government Authorities	-	-	1,053.98	244.25
Prepaid Expenses	191.59	74.34	347.49	463.50
<b>Total</b>	<b>4,127.82</b>	<b>3,390.63</b>	<b>4,130.58</b>	<b>4,932.08</b>

# Notes to Financial Statements

as at and for the year ended 31st March, 2024

## 9. Inventories

(₹ in Lacs)

	31st March, 2024	31st March, 2023
<b>(At Lower of Cost or Net Realisable Value)</b>		
Raw Materials	31,406.64	26,081.65
Work-in-Progress	4,048.10	4,456.90
Stock in Trade	3,401.67	2,901.29
Finished Goods	16,601.90	12,616.01
Stores & Spares Parts, etc.	4,443.80	4,216.66
<b>Total</b>	<b>59,902.11</b>	<b>50,272.51</b>
<b>Note:-</b>		
The above includes Stock-in-Transit		
Raw Materials	1,652.79	1,011.50
Stock in Trade	63.60	40.40
Finished Goods	44.88	-
Inventories are pledged against the cash credit limit obtained by the Company.		

## 10. Trade Receivables

(₹ in Lacs)

	Current	
	31st March, 2024	31st March, 2023
<b>Trade Receivables</b>		
- Trade Receivables considered good - Secured	2,484.57	1,946.64
- Trade Receivables considered good - Unsecured	37,625.32	36,435.55
- Trade Receivables which have significant increase in credit risk	668.88	684.23
	<b>40,778.77</b>	<b>39,066.42</b>
Less: Loss Allowance on Trade Receivables considered good - Unsecured	490.27	377.37
Less: Loss Allowance on Trade Receivables which have significant increase in credit risk	668.88	684.23
	<b>1,159.15</b>	<b>1,061.60</b>
<b>Net Total Debtors</b>	<b>39,619.62</b>	<b>38,004.82</b>
- Receivables from related parties (Refer Note No.38)	227.01	13.70
- Others	39,392.61	37,991.12
<b>Total Trade Receivables</b>	<b>39,619.62</b>	<b>38,004.82</b>
Trade receivables are pledged against the cash credit limit obtained by the Company.		
Trade receivables are non-interest bearing and are generally on terms of 0-45 days.		
No debts are due from Directors or other officers of the Company		

### The ageing of trade receivable as of 31st March, 2024 and 31st March, 2023 are as follows:

(₹ in Lacs)

	Outstanding from due date of payment as on 31st March, 2024						Total
	Not Due	Upto 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
<b>Undisputed</b>							
Considered good	37,614.52	1,895.36	268.59	125.56	74.91	130.86	40,109.89
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
<b>Disputed</b>							
Considered good	-	-	-	-	-	-	-

## Notes to Financial Statements as at and for the year ended 31st March, 2024

### 10. Trade Receivables (Contd.)

(₹ in Lacs)

	Outstanding from due date of payment as on 31st March, 2024						Total
	Not Due	Upto 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Which have significant increase in credit risk	1.05	-	-	13.08	93.27	561.48	668.88
Credit impaired	-	-	-	-	-	-	-
<b>Total Trade Receivables</b>	<b>37,615.57</b>	<b>1,895.36</b>	<b>268.59</b>	<b>138.73</b>	<b>168.18</b>	<b>692.34</b>	<b>40,778.77</b>
Less: Loss allowance	-	-	-	-	-	-	1,159.15
<b>Total</b>							<b>39,619.62</b>

(₹ in Lacs)

	Outstanding from due date of payment as on 31st March, 2023						Total
	Not Due	Upto 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
<b>Undisputed</b>							
Considered good	33,406.30	4,604.89	110.00	103.54	32.15	125.31	38,382.19
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
<b>Disputed</b>							
Considered good	-	-	-	-	-	-	-
Which have significant increase in credit risk	-	-	10.56	93.29	60.05	520.33	684.23
Credit impaired	-	-	-	-	-	-	-
<b>Total Trade Receivables</b>	<b>33,406.30</b>	<b>4,604.89</b>	<b>120.56</b>	<b>196.83</b>	<b>92.20</b>	<b>645.64</b>	<b>39,066.42</b>
Less: Loss allowance							1,061.60
<b>Total</b>							<b>38,004.82</b>

### 11. Cash and Bank Balances

(₹ in Lacs)

	31st March, 2024	31st March, 2023
<b>(i) Cash and Cash Equivalents</b>		
Cash on hand	35.69	49.31
<b>Balances with Banks</b>		
On Current accounts	3,635.27	786.21
Cheques/Drafts on hand	0.58	41.89
<b>Total</b>	<b>3,671.54</b>	<b>877.41</b>
Note: There is no repatriation restrictions with regard to cash and cash equivalent as at the end of the reporting period and prior periods		
<b>(ii) Bank Balances other than Cash and cash equivalents</b>		
Fixed Deposits with Original Maturity of more than 3 months but less than 12 months	1.25	24,604.51
Margin Money Deposits with Original Maturity of more than 3 months but less than 12 months	409.25	314.29
Unpaid Dividend Account	16.80	18.78
<b>Total</b>	<b>427.30</b>	<b>24,937.58</b>

# Notes to Financial Statements

as at and for the year ended 31st March, 2024

## 12. Equity Share Capital

(₹ in Lacs)

	31st March, 2024	31st March, 2023
<b>Authorised</b>		
65,05,00,000 (65,05,00,000 as at 31st March, 2023) Equity Shares of ₹1/- each	6,505.00	6,505.00
15,00,000 (15,00,000 as at 31st March, 2023) Preference Shares of ₹10/- each	150.00	150.00
50,000 (50,000 as at 31st March, 2023) Preference Shares of ₹100/- each	50.00	50.00
<b>Total</b>	<b>6,705.00</b>	<b>6,705.00</b>
<b>Issued</b>		
22,35,52,990 (22,35,52,990 as at 31st March, 2023) Equity Shares of ₹1/- each	2,235.53	2,235.53
<b>Total</b>	<b>2,235.53</b>	<b>2,235.53</b>
<b>Subscribed and Paid up</b>		
22,21,72,990 (22,21,72,990 as at 31st March, 2023) Equity Shares of ₹1/- each	2,221.73	2,221.73
Add: Amount received on forfeited shares(FY 2001-02)	3.54	3.54
<b>Total</b>	<b>2,225.27</b>	<b>2,225.27</b>

- a) There is no change in number of shares in current year and previous year.
- b) **Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

	31st March, 2024		31st March, 2023	
	No. of Shares	₹ in Lacs	No. of Shares	₹ in Lacs
At the beginning of the year	22,21,72,990	2,221.73	22,21,72,990	2,221.73
Issued during the year	-	-	-	-
<b>Outstanding at the end of the year</b>	<b>22,21,72,990</b>	<b>2,221.73</b>	<b>22,21,72,990</b>	<b>2,221.73</b>

- c) **Details of shares held by promoters/promoter group:**

Promoter name	As at 31st March, 2024			As at 31st March, 2023	
	No. of shares	% of total shares	% Change during the year	No. of shares	% of total shares
<b>Promoters</b>					
Sajjan Bhajanka	2,41,64,037	10.88	-	2,41,64,037	10.88
Sanjay Agarwal	2,48,80,460	11.20	-	2,48,80,460	11.20
Vishnu Khemani	1,87,86,900	8.46	-	1,87,86,900	8.46
Prem Kumar Bhajanka	36,72,561	1.65	(21.40)	46,72,561	2.10
Rajesh Kumar Agarwal	40,53,882	1.82	-	40,53,882	1.82
<b>Promoter Group</b>					
Divya Agarwal	1,67,49,750	7.54	-	1,67,49,750	7.54
Santosh Bhajanka	1,48,49,500	6.68	-	1,48,49,500	6.68
Yash Bala Bhajanka	31,49,132	1.42	-	31,49,132	1.42
Bhawna Agarwal	31,44,816	1.42	-	31,44,816	1.42
Sumitra Devi Agarwal	17,16,150	0.77	-	17,16,150	0.77
Hari Prasad Agarwala and Others (Huf)	16,08,890	0.72	-	16,08,890	0.72
Sonu Kajaria	8,63,500	0.39	-	8,63,500	0.39
Shraddha Agarwal	8,00,000	0.36	-	8,00,000	0.36
Payal Agrawal	8,00,000	0.36	-	8,00,000	0.36
Keshav Bhajanka	25,00,000	1.13	-	25,00,000	1.13
Nancy Choudhary	95,000	0.04	-	95,000	0.04
Nikita Bansal	69,200	0.03	-	69,200	0.03
Sanjana Bhajanka	50,000	0.02	-	50,000	0.02
Sri Ram Vanijya Pvt. Ltd.	85,02,180	3.83	-	85,02,180	3.83



## Notes to Financial Statements as at and for the year ended 31st March, 2024

### 12. Equity Share Capital (Contd.)

Promoter name	As at 31st March, 2024			As at 31st March, 2023	
	No. of shares	% of total shares	% Change during the year	No. of shares	% of total shares
Brijdham Merchants Pvt. Ltd.	77,43,990	3.49	-	77,43,990	3.49
Sumangal International Pvt. Ltd.	76,66,800	3.45	-	76,66,800	3.45
Sumangal Business Pvt. Ltd.	68,31,240	3.07	-	68,31,240	3.07
Sri Ram Merchants Pvt. Ltd.	67,39,870	3.03	-	67,39,870	3.03
Auroville Investments Pvt. Ltd.	18,45,000	0.83	-	18,45,000	0.83
<b>Total</b>	<b>16,12,82,858</b>	<b>72.59</b>	<b>(0.62)</b>	<b>16,22,82,858</b>	<b>73.04</b>

#### d) Details of Shareholders holding more than 5% shares in the company

Promoter name	31st March, 2024		31st March, 2023	
	No. of Shares	% holding	No. of Shares	% holding
Sri Sajjan Bhajanka	2,41,64,037	10.88%	2,41,64,037	10.88%
Sri Sanjay Agarwal	2,48,80,460	11.20%	2,48,80,460	11.20%
Sri Vishnu Khemani	1,87,86,900	8.46%	1,87,86,900	8.46%
Smt. Divya Agarwal	1,67,49,750	7.54%	1,67,49,750	7.54%
Smt. Santosh Bhajanka	1,48,49,500	6.68%	1,48,49,500	6.68%

As per records of the Company, including its register of members as at 31st March, 2024, the above shareholding represents legal ownerships of shares.

#### e) Terms/Rights attached to the Equity Shares

The company has only one class of equity shares having par value of ₹1/- per share. Each holder of equity shares is entitled to one vote per share.

The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the Annual General Meeting, except in case of interim dividend. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts in proportion to their shareholdings.

- f) The Company does not have any Holding/ Ultimate Holding Company. As such, no shares are held by them or their Subsidiaries/ Associates
- g) There are NIL (Previous year NIL) shares reserved for issue under option and contracts/commitment for the sale of shares/ disinvestment.
- h) During the period of five years immediately preceding the reporting date:
- No shares were issued for consideration other than cash
  - No bonus shares were issued
  - No shares were bought back
- i) There are NIL (Previous year NIL) securities convertible into Equity/ Preference Shares.
- j) There are NIL (Previous year NIL) calls unpaid including calls unpaid by Directors and Officers as on the balance sheet date.
- k) No shares were forfeited during the year or during the previous year. 1,38,000 equity shares of ₹10/-each (post split 13,80,000 equity shares of ₹1 each) on which ₹3.54 lacs had been paid up, were forfeited in the year 2001-2002

# Notes to Financial Statements

as at and for the year ended 31st March, 2024

## 13. Other Equity

(₹ in Lacs)

	31st March, 2024	31st March, 2023
Capital Reserve	854.88	854.88
Amalgamation Reserve	317.40	317.40
Securities Premium	1,892.77	1,892.77
General Reserve	990.19	990.19
Capital Redemption Reserve	50.00	50.00
<b>Retained Earnings</b>		
<b>Balance at the beginning of the year</b>	<b>1,82,470.77</b>	<b>1,51,011.39</b>
Item of the Other Comprehensive Income recognised in retained earnings.	(10.60)	(41.05)
Add: Profit for the year	31,474.02	34,833.02
<b>Less: Appropriations</b>		
Final Equity Dividend ₹1.00 (₹1.50) per share FY 22-23 (FY 21-22)	2,221.73	3,332.59
<b>Balance at the end of the year</b>	<b>2,11,712.46</b>	<b>1,82,470.77</b>
<b>Total</b>	<b>2,15,817.70</b>	<b>1,86,576.01</b>

**Capital Reserve:-** The reserve was created on slump sale of Container Freight Station, being excess of consideration over net assets in financial year 2022-2023 (Refer Note no.47).

**Amalgamation Reserve:-** This reserve was created on amalgamation of Shyam Century Ferrous Limited with the company during the financial year 2005-2006

**Securities Premium:-** This Securities Premium had been created on issue of shares by way of public issue and right issue

**General Reserve:-** General reserve is created from time to time by way of transfer of profits from retained earnings for appropriation purpose. General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income.

**Capital Redemption Reserve:-** This reserve was created upon redemption of preference shares by company in FY 2012-2013

**Retained Earnings:** Amount of retained earnings represents accumulated profit and losses of the Company as on reporting date. Such profits and losses are after adjustment of payment of dividend, transfer to any reserves as statutorily required and adjustment for remeasurement gain loss on defined benefit plan.

## 14. Borrowings (At Amortised Cost)

(₹ in Lacs)

	Non Current Portion		Current Maturities	
	31st March, 2024	31st March, 2023	31st March, 2024	31st March, 2023
Other Loans (Secured)				
Auto,Car/Vehicle Loan				
- From banks	4.77	-	12.57	-
- From Bodies Corporate	-	-	-	1.65
	4.77	-	12.57	1.65
Amount disclosed under the head " Short term Borrowings" (Refer Note No.17)	-	-	(12.57)	(1.65)
<b>Total</b>	<b>4.77</b>	<b>-</b>	<b>-</b>	<b>-</b>

### Notes:-

- (a) Auto,Car/Vehicle loans are secured by hypothecation of the assets purchased there against and carry interest between 7.25% p.a to 8.50% p.a (7.25% to 8.50%p.a)

# Notes to Financial Statements

as at and for the year ended 31st March, 2024

## 15. Lease Liabilities

(₹ in Lacs)

	Non Current		Current	
	31st March, 2024	31st March, 2023	31st March, 2024	31st March, 2023
Lease Liabilities (Refer Note No.44)	10.79	37.83	26.53	22.84
<b>Total</b>	<b>10.79</b>	<b>37.83</b>	<b>26.53</b>	<b>22.84</b>

## 16. Other Non Current Liabilities

(₹ in Lacs)

	31st March, 2024	31st March, 2023
<b>Deferred Revenue</b>		
At 1st April	119.10	174.23
Released to the Statement of Profit and Loss	55.13	55.13
At 31st March	<b>63.97</b>	<b>119.10</b>
Current (Amount Disclosed under the head Other Current Liabilities)(Refer Note No.21)	55.13	69.58
Non Current	8.84	49.52

The deferred revenue relates to the asset related government grant received, the same has been accounted for as deferred revenue and proportionately recognised in Statement of Profit and Loss.

## 17. Short Term Borrowings (At Amortised Cost)

(₹ in Lacs)

	31st March, 2024	31st March, 2023
<b>Loans repayable on demand</b>		
Cash Credit from banks (Secured)	517.10	2,656.50
From a Subsidiary Company (Unsecured)	320.26	-
<b>Other Loans and advances</b>		
Short Term Loan from Bank (Unsecured)	10,295.28	-
Buyers Credit from banks (Secured)		
- For Capital Expenditure	10,865.29	7,295.07
- For Raw Materials	6,183.65	7,433.92
Working Capital Demand Loan (Secured)	2,515.72	-
Packing Credit (Secured)	7,328.81	9,050.00
Current maturities on Vehicle Loan Obligations (Refer Note No.14)	12.57	1.65
<b>Total</b>	<b>38,038.68</b>	<b>26,437.14</b>

### Notes:-

- Cash Credit and Buyer's Credit for raw materials from banks amounting to ₹6700.75 lacs (31st March, 2023 : ₹10090.42 lacs) are secured by way of first charge on current assets (both present and future) of the company.
- Buyer's Credit for Capex from banks amounting to ₹10865.29 lacs (31st March, 2023 : ₹7295.07 lacs) are secured by way of 1st (pari passu) charge on all the Property, Plant and Equipment of the Unit located at Bishnupur West Bengal on pari passu basis with other term lenders. These Buyers Credit are eligible for roll over for upto 3 years as per RBI guidelines.
- The cash credit is repayable on demand and carries interest @ 8.10% to 10.35% (31st March, 2023 : 6.05% to 9.65%) p.a.
- Loan from Subsidiary Company is repayable on demand and carries interest @ 7.50% (31st March, 2023 : N.A) p.a.
- Buyers credit carries interest @ SOFR plus 0.65% to 0.95% (2022-23 : 0.25% to 0.65%) p.a. for raw-materials and @ SOFR plus 0.72% to 0.95% (2022-23 : 0.75% to 0.90%) p.a. for capital expenditure and is repayable in 90-180 days.
- Rate of Interest for Packing Credit is 5.32% to 6.80% (2022-23 : 2.08% to 6.55%) p.a.
- Working Capital demand loan is secured against Ist pari passu charge on current assets of all 6 units located at Joka (WB), Karnal (Haryana), Bacchau (Gujarat), Hoshiarpur (Punjab), Palasbari (Assam) and Gummidipoondi (Tamil Nadu).

## Notes to Financial Statements as at and for the year ended 31st March, 2024

### 17. Short Term Borrowings (At Amortised Cost) (Contd.)

h) Borrowings secured against current assets - The Company has filed quarterly returns or statements with the banks in lieu of the sanctioned working capital facilities, which are in agreement with the books of account other than those as set out below

#### For the Financial Year 2023-24

(₹ in Lacs)

Otr Ended	Name of the Bank	Particulars	As per Books of Accounts*	As per Quarterly Bank Statement *	Difference	Reason
June	Consortium of	Aggregate	72,400	71,212	(1,188)	Exclusion of trade receivables exceeding 6 months in quarterly bank statement
Sept	Indian Bank (Lead	working capital	70,646	69,448	(1,198)	
Dec	Bank), HDFC	sanctioned	73,926	72,705	(1,221)	
March	Bank, DBS Bank, Standard Chartered Bank & Yes Bank	limits of ₹57500 Lacs	72,050	70,782	(1,268)	

#### For the Financial Year 2022-23

(₹ in Lacs)

Otr Ended	Name of the Bank	Particulars	As per Books of Accounts*	As per Quarterly Bank Statement *	Difference	Reason
June	Consortium of	Aggregate	61,429	60,487	(942)	Refer Note No.1
Sept	Indian Bank (Lead	working capital	60,526	59,333	(1,193)	Exclusion of trade receivables exceeding 6 months in quarterly bank statement
Dec	Bank), HDFC	sanctioned	49,887	48,756	(1,131)	
March	Bank, DBS Bank, Standard Chartered Bank , Yes Bank & PNB	limits of ₹42500 Lacs	60,431	59,376	(1,055)	

\* Represents working capital sanctioned calculated as -: Inventory + Trade Receivables - Trade Payables.

**Note 1** Inadvertently, only trade receivables which are due for more than 1 year excluded from quarterly statement submitted to bank.

### 18. Trade Payables (At Amortised Cost)

(₹ in Lacs)

	31st March, 2024	31st March, 2023
Dues to Micro and Small Enterprises	2,299.03	3,049.81
Dues to Creditor other than Micro Enterprises and Small Enterprises	25,173.33	24,385.49
<b>Total</b>	<b>27,472.36</b>	<b>27,435.30</b>

Trade payables and acceptances are non-interest bearing and are normally settled on 30 day terms.

For terms and conditions with related parties, Refer Note No.38

## Notes to Financial Statements as at and for the year ended 31st March, 2024

### 18. Trade Payables (At Amortised Cost) (Contd.)

#### (a) Trade Payables Ageing Schedule

(₹ in Lacs)

Particulars	Outstanding as on 31st March, 2024 from due date of payment						Total
	Unbilled Due	Not Due	Upto 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed dues of micro enterprises and small enterprises		2,299.03					2,299.03
Undisputed dues of creditors other than micro enterprises and small enterprises	6,956.51	14,540.81	3,534.88	38.39	21.97	80.77	25,173.33
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-
<b>Total</b>	<b>6,956.51</b>	<b>16,839.84</b>	<b>3,534.88</b>	<b>38.39</b>	<b>21.97</b>	<b>80.77</b>	<b>27,472.36</b>

(₹ in Lacs)

Particulars	Outstanding as on 31st March, 2023 from due date of payment						Total
	Unbilled Due	Not Due	Upto 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed dues of micro enterprises and small enterprises		3,049.81					3,049.81
Undisputed dues of creditors other than micro enterprises and small enterprises	5,849.93	13,194.29	5,101.82	145.46	27.61	66.38	24,385.49
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-
<b>Total</b>	<b>5,849.93</b>	<b>16,244.10</b>	<b>5,101.82</b>	<b>145.46</b>	<b>27.61</b>	<b>66.38</b>	<b>27,435.30</b>

#### (b) Based on the information/documents available with the Company, information as per the requirements of Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

(₹ in Lacs)

Particulars	31st March, 2024	31st March, 2023
i. The principal amount remaining unpaid to any supplier as at the end of each accounting year;	2,299.03	3,049.81
ii. The interest due thereon remaining unpaid to any supplier as at the end of each accounting year;	-	-
iii. The amount of interest paid by the buyer under MSMED Act, 2006	-	-

## Notes to Financial Statements as at and for the year ended 31st March, 2024

### 18. Trade Payables (At Amortised Cost) (Contd.)

(₹ in Lacs)

Particulars	31st March, 2024	31st March, 2023
iv. The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006);	-	-
v. The amount of interest accrued and remaining unpaid at the end of accounting year.	-	-
vi. The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-

The above information has been determined to the extent such parties have been identified on the basis of information available with the Company.

### 19. Other financial liabilities (At amortised cost)

(₹ in Lacs)

	31st March, 2024	31st March, 2023
Trade Deposits	2,640.76	2,395.27
Interest accrued but not due on borrowings	306.52	151.19
Unpaid dividends (to be credited to Investor Education and Protection Fund as and when due)	16.80	18.78
Capital Creditors	479.82	1,454.31
Employee related liabilities	5,847.49	5,455.25
<b>Total</b>	<b>9,291.39</b>	<b>9,474.80</b>

### 20. Contract Liabilities

(₹ in Lacs)

	31st March, 2024	31st March, 2023
Balance at the beginning of the year	706.81	875.77
Amount received during the year against which revenue has not been recognised	507.94	706.81
Revenue recognised during the year from contract liabilities at the beginning of the year	(706.81)	(875.77)
<b>Balance at the end of the year</b>	<b>507.94</b>	<b>706.81</b>

### 21. Other Current Liabilities

(₹ in Lacs)

	31st March, 2024	31st March, 2023
Statutory Dues Payable	3,000.81	2,977.40
Deferred Revenue (Refer Note No. 16)	55.13	69.58
<b>Total</b>	<b>3,055.94</b>	<b>3,046.98</b>



# Notes to Financial Statements

as at and for the year ended 31st March, 2024

## 22. Provisions

(₹ in Lacs)

	Non Current		Current	
	31st March, 2024	31st March, 2023	31st March, 2024	31st March, 2023
<b>Provision for Employee Benefits</b>				
Gratuity	857.27	571.19	-	-
Leave Encashment	-	-	925.32	831.88
<b>Total</b>	<b>857.27</b>	<b>571.19</b>	<b>925.32</b>	<b>831.88</b>

## 23. Current tax Assets (Net)

(₹ in Lacs)

	31st March, 2024	31st March, 2023
Advance Tax and TDS/TCS receivable (Net of Provision for tax)	558.78	337.24
<b>Total</b>	<b>558.78</b>	<b>337.24</b>

## 24. Revenue from Operations

(₹ in Lacs)

	2023-24	2022-23
<b>Revenue from Operations</b>		
Sale of Products	3,73,538.68	3,52,558.10
<b>Other Operating revenue</b>		
Scrap Sales	259.49	357.08
Export Incentives	654.96	604.37
Indirect Tax Subsidy	1,401.15	443.73
Miscellaneous Income	2.98	2.97
<b>Total</b>	<b>3,75,857.26</b>	<b>3,53,966.25</b>

## Reconciliation of Revenue from sale of products with the contracted price

(₹ in Lacs)

	2023-24	2022-23
Contracted Price	3,87,068.65	3,68,353.54
Less: Variable Consideration (Trade discounts, volume rebates, etc.)	13,529.97	15,795.44
<b>Sale of products</b>	<b>3,73,538.68</b>	<b>3,52,558.10</b>

### 1. Refer Note No.41 for disaggregated revenue information

### 2. Other Information

- The Company satisfies its performance obligation on shipment/delivery as per terms of contract.
- The contract does not have any financing component.

## 25. Other Income

(₹ in Lacs)

	2023-24	2022-23
Interest Income on loan given to Subsidiaries	2,188.71	154.36
Interest Income from financial assets at amortised cost	414.57	1,889.02
Insurance and Other Claims	2.40	143.35
Unspent/Unclaimed liabilities written back *	-	1,425.60
Profit on disposal of property, plant and equipment	112.45	832.12
Bad Debts Recovered	2.95	17.04
Foreign Exchange Fluctuations (Net)	1,090.44	-

# Notes to Financial Statements

as at and for the year ended 31st March, 2024

## 25. Other Income (Contd.)

(₹ in Lacs)

	2023-24	2022-23
Miscellaneous Receipts	79.69	-
Government Grant	55.13	55.13
<b>Total</b>	<b>3,946.34</b>	<b>4,516.62</b>

\* Includes write-back of Entry Tax Provisions made during the Period from April, 2012 to June, 2017 of NIL (PY: ₹1425.10 lacs) , due to favourable judgement by West Bengal Taxation Tribunal.

## 26. Cost of Materials Consumed

(₹ in Lacs)

	2023-24	2022-23
Inventories at the beginning of the year	26,081.65	21,146.68
Add : Purchases	1,70,048.49	1,45,114.64
	<b>1,96,130.14</b>	<b>1,66,261.32</b>
Less : Inventories at the end of the year	31,406.64	26,081.65
<b>Cost of Materials Consumed</b>	<b>1,64,723.50</b>	<b>1,40,179.67</b>

## 27. Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress

(₹ in Lacs)

	2023-24	2022-23
<b>Inventories at the beginning of the year</b>		
Stock in Trade	2,901.29	4,730.97
Finished Goods	12,616.01	14,325.97
Work-in-Progress	4,456.90	4,802.07
	<b>19,974.20</b>	<b>23,859.01</b>
<b>Inventories at the end of the year</b>		
Stock in Trade	3,401.67	2,901.29
Finished Goods	16,601.90	12,616.01
Work-in-Progress	4,048.10	4,456.90
	<b>24,051.67</b>	<b>19,974.20</b>
<b>Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress</b>	<b>(4,077.47)</b>	<b>3,884.81</b>

## 28. Employee Benefits Expense

(₹ in Lacs)

	2023-24	2022-23
Salaries, Wages, Bonus etc.	47,137.64	41,601.55
Contribution to Provident, Gratuity and other Funds	2,692.98	2,544.16
Employees Welfare Expenses	720.42	522.63
<b>Total</b>	<b>50,551.04</b>	<b>44,668.34</b>

## 29. Finance Cost (At Effective Interest Rate)

(₹ in Lacs)

	2023-24	2022-23
Interest Expenses *	2,031.14	806.25
Exchange difference to the extent considered as an adjustment to borrowing costs	316.26	473.10
Other Borrowing cost	180.87	131.64
<b>Total</b>	<b>2,528.27</b>	<b>1,410.99</b>

\* Interest paid to Income tax department ₹1.31 lacs (PY. ₹35.92 lacs)

## Notes to Financial Statements as at and for the year ended 31st March, 2024

### 30. Depreciation and Amortisation Expense

	(₹ in Lacs)	
	<b>2023-24</b>	<b>2022-23</b>
Depreciation on Tangible Assets including right of use assets (Refer Note No. 3)	8,172.00	6,351.04
Amortisation of Intangible Assets (Refer Note No.3)	5.57	6.72
	<b>8,177.57</b>	<b>6,357.76</b>
Less: Transferred to Capital Work in Progress (Refer Note No. 3)	41.51	-
<b>Total</b>	<b>8,136.06</b>	<b>6,357.76</b>

### 31. Other Expenses

	(₹ in Lacs)	
	<b>2023-24</b>	<b>2022-23</b>
Stores & Spare parts consumed	4,317.22	3,845.62
Power and Fuel	13,766.14	11,397.16
Insurance	558.25	525.01
Rent	1,060.55	907.90
Rates & Taxes	955.94	247.27
Repairs & Maintenance		
- Property	452.65	243.47
- Plant and Equipment	2,139.60	1,805.76
- Others	721.99	807.52
Transport & Freight	13,758.96	12,830.43
Commission on Sales	35.80	24.76
Advertisement, Publicity and Sales Promotion	18,298.50	15,095.38
Communication Expenses	328.08	290.61
Directors' Sitting Fees and Commission	56.00	55.25
Auditors' Remuneration #	44.70	45.15
Corporate Social Responsibility Activities (Refer Note No.36)	955.72	747.26
Charity and Donations (Refer Note No.45)	730.31	438.40
Foreign Exchange Fluctuations (Net)	-	70.10
Loss on sale of investments in subsidiary (Refer Note No.46)	-	4,925.09
Irrecoverable Debts, Advances written off/(written back)	(20.09)	(23.11)
Loss Allowances on trade receivables	97.56	-
Professional Fees	2,111.21	2,869.03
Miscellaneous Expenses	7,346.21	6,419.60
<b>Total</b>	<b>67,715.30</b>	<b>63,567.66</b>
<b># Payment to Auditors</b>		
As Auditor		
Audit Fees	28.00	28.00
For Other Services (includes fees for review of quarterly financial results ₹12 Lacs (P.Y. ₹12 Lacs)	16.53	16.30
Reimbursement of Expenses	0.17	0.85
<b>Total</b>	<b>44.70</b>	<b>45.15</b>

## Notes to Financial Statements as at and for the year ended 31st March, 2024

### 32. Gratuity and Other Post Employment Benefit Plans

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service is entitled to Gratuity on terms not less favourable than the provisions of The Payment of Gratuity Act, 1972. The scheme is funded with an insurance company.

The Company also extends benefit of compensated absences to the employees, whereby they are eligible to carry forward their entitlement of earned leave for encashment upon retirement/separation. This is an unfunded plan.

The following tables summarise the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the Post - retirement benefit plans.

#### a) Defined Benefit Plan - Gratuity

##### I. Expenses Recognised in the Statement of Profit & Loss

	(₹ in Lacs)	
	<b>31st March, 2024</b>	<b>31st March, 2023</b>
1. Current / Past Service Cost	591.75	516.30
2. Net Interest expense	31.32	37.84
<b>Components of defined benefit cost recognised in P/L</b>	<b>623.07</b>	<b>554.14</b>
3. Re-measurement - Due to Financial Assumptions	39.21	(151.75)
4. Re-measurement - Due to Experience Adjustments	(3.84)	206.92
5. Return on Plan Assets (Excluding Interest Income)	(21.20)	0.43
<b>Components of defined benefit cost recognised in OCI</b>	<b>14.17</b>	<b>55.60</b>
<b>Total Expense</b>	<b>637.24</b>	<b>609.74</b>

##### II. Net Asset/ (Liability) recognised in the Balance Sheet

	(₹ in Lacs)	
	<b>31st March, 2024</b>	<b>31st March, 2023</b>
1. Present Value of Defined Benefit Obligation	6,505.90	5,974.61
2. Fair Value of Plan Assets	5,648.63	5,403.42
3. Net Asset / (Liability)	(857.27)	(571.19)

##### III. Change in Obligation during the Year

	(₹ in Lacs)	
	<b>31st March, 2024</b>	<b>31st March, 2023</b>
1. Present Value of Defined Benefit Obligation at the beginning of the year	5,974.61	5,457.14
2. Current Service Cost/Plan amendments	591.75	516.30
3. Interest Cost	409.49	353.50
4. Benefits Paid	(505.32)	(362.00)
5. Re-measurements - Due to Financial Assumptions	39.21	(151.75)
6. Re-measurements - Due to Experience Adjustments	(3.84)	206.92
7. Transfer pursuant to Scheme of Arrangement (Refer Note No.47)	-	(45.50)
8. Present Value of Defined Benefit Obligation at the end of the year	6,505.90	5,974.61

# Notes to Financial Statements as at and for the year ended 31st March, 2024

## 32. Gratuity and Other Post Employment Benefit Plans (Contd.)

### IV. Change in the Fair Value of Plan Assets during the year

(₹ in Lacs)

	31st March, 2024	31st March, 2023
1. Plan assets at the beginning of the year	5,403.42	4,334.50
2. Interest Income	378.17	315.66
3. Contribution by employer	351.16	1,115.69
4. Actual Benefit Paid	(505.32)	(362.00)
5. Re-measurement - Return on Assets (Excluding Interest Income)	21.20	(0.43)
6. Closing Fair Value of Plan Assets	5,648.63	5,403.42

### V. The Major Categories of Plan Assets as a Percentage of the Fair Value of Total Plan Assets

	31st March, 2024	31st March, 2023
Investments with insurer	100%	100%

### VI. Actuarial Assumptions

	31st March, 2024	31st March, 2023
1. Discount Rate	7.00%	7.10%
2. Expected rate of return on plan assets	6.00%	6.00%
3. Mortality rate	Indian Assured Lives Mortality (2006-08) (modified) Ult.	Indian Assured Lives Mortality (2006-08) (modified) Ult.
4. Salary increase	6%	6%
5. Withdrawal rates	1% - 8%	1% - 8%

VII. The estimates of future salary increases considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

VIII. A quantitative sensitivity analysis for significant assumption is as shown below:

Assumptions	31st March, 2024		31st March, 2023	
	Discount Rate		Discount Rate	
Sensitivity level	1% increase ₹ in Lacs	1% decrease ₹ in Lacs	1% increase ₹ in Lacs	1% decrease ₹ in Lacs
Impact on Gratuity	(372.09)	419.15	(349.29)	393.71

Assumptions	31st March, 2024		31st March, 2023	
	Future Salary		Future Salary	
Sensitivity level	1% increase ₹ in Lacs	1% decrease ₹ in Lacs	1% increase ₹ in Lacs	1% decrease ₹ in Lacs
Impact on Gratuity	407.88	(370.57)	384.04	(349.01)

Assumptions	31st March, 2024		31st March, 2023	
	Withdrawal Rates		Withdrawal Rates	
Sensitivity level	1% increase ₹ in Lacs	1% decrease ₹ in Lacs	1% increase ₹ in Lacs	1% decrease ₹ in Lacs
Impact on Gratuity	18.50	(20.92)	21.67	(23.75)

Sensitivities due to mortality are not material and hence impact of change is not calculated.

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

# Notes to Financial Statements

as at and for the year ended 31st March, 2024

## 32. Gratuity and Other Post Employment Benefit Plans (Contd.)

### IX. Maturity Profile of Defined Benefit Obligations

(₹ in Lacs)

	As on 31st March, 2024	As on 31st March, 2023
Year 1	939.14	911.16
Year 2	753.20	617.96
Year 3	688.27	796.26
Year 4	623.87	769.14
Year 5	669.10	773.17
Next 5 Years	2,745.56	4,343.18

### X. Contribution to Defined Benefit Plan

In 2024-25 the Company expects to contribute ₹595.02 Lacs (2022-23: ₹546.25 Lacs) to gratuity fund.

#### b) Defined Contribution Plan

The company's contribution towards Provident Fund is debited to profit or loss and managed by Central Government. Contribution to Provident and Other Funds includes ₹1,677.03 Lacs (2022-23 - ₹1,561.27 Lacs) paid towards Defined Contribution Plans.

## 33. Commitments and Contingencies

### (i) Capital and Other Commitments

(₹ in Lacs)

	As on 31st March, 2024	As on 31st March, 2023
Commitment for Acquisition of Property, Plant & Equipment (Net of Advance)	21,440.09	15,608.55
Letter of Credit issued by Banks	13,689.55	4,243.39

### (ii) Contingent Liabilities

(₹ in Lacs)

Demands/Claims by various Government Authorities and Others not acknowledged as Debt:	As on 31st March, 2024	As on 31st March, 2023
Excise Duty/Service Tax [Amount deposited : ₹51.82 Lacs (PY. ₹51.82 Lacs)]	894.98	894.98
Sales Tax / VAT*[Amount deposited : ₹1.19 Lacs (PY. ₹1.19 Lacs)]	32.52	31.16
Income Tax	1458.35	1,452.57
Goods & Services Tax [Amount deposited 23.06 Lacs (PY. Nil)]	27.65	-
Channel Financing to Dealers & Distributors**	117.06	832.89
Un-Redeemed Bank Guarantees	1,339.13	699.43
Corporate Guarantee for Subsidiaries	68,000.00	30,000.00

\* Contingent amount includes tax amount and interest quantified in the assessment order.

\*\* Reported to the extent balance outstanding amounting to ₹760.00 Lacs (PY. ₹3,615.60 Lacs) against Guarantees issued.

## 34. Capital Management

The Company's objective to manage its capital is to ensure continuity of business while at the same time provide reasonable returns to its various shareholders but keep associated cost under control. In order to achieve this, requirement of capital is reviewed periodically with reference to operating and business plans that take into account capital expenditure and strategic investments. Apart from internal accrual, sourcing of capital is done through judicious combination of equity and borrowing, both the short term and long term. Net debt (total borrowing less current investment and cash & cash equivalent) to equity ratio is used to monitor capital. No changes were made to the objective, policies or process for managing capital during the year ended 31st March, 2024 and 31st March, 2023.



## Notes to Financial Statements as at and for the year ended 31st March, 2024

### 34. Capital Management (Contd.)

	<b>As on 31st March, 2024</b>	<b>As on 31st March, 2023</b>
Net Debt Equity Ratio	0.16	0.14

As at 31st March, 2024 and 31st March, 2023, the Company was in compliance with all of its debt covenants for borrowings.

### 35. Derivative Instruments and Unhedged Foreign Currency Exposure

a) The particulars of hedged foreign currency exposures as on the balance sheet date are as follows:

(₹ in Lacs)

<b>Nature of Item</b>	<b>As on 31st March, 2024</b>	<b>As on 31st March, 2023</b>
Hedged foreign currency	-	822.20

b) The particulars of unhedged foreign currency exposures as on the balance sheet date are as follows:

(₹ in Lacs)

<b>Nature of Item</b>	<b>Currency</b>	<b>As on 31st March, 2024</b>	<b>As on 31st March, 2023</b>
Currency Swap Loan	USD	213.08	699.30
Buyer's Credit	USD	15,078.31	10,898.23
	EUR	1,757.55	3,131.47
Trade Receivables	USD	3,562.62	1,348.40
Trade Payables (including Capital Creditors)	CNY	4.54	-
	EUR	1,776.77	1,913.20
	JPY	79.15	152.45
	USD	1,747.70	1,465.65

Trade Receivables (USD) of ₹3,562.62 Lacs are naturally hedged against Trade Payables (including Capital Creditors) and Buyer's Credit. (Trade Receivables (USD) of ₹1,348.40 Lacs as on 31st March, 2023 are naturally hedged against Trade Payables (including Capital Creditors)).

36. The Company has a Corporate Social Responsibility ("CSR") committee as per the provisions of Section 135 of the Companies Act, 2013 read with Rules made thereunder. The main areas for CSR activities are promoting education, healthcare, animal welfare and projects ensuring environment sustainability. Detail of CSR is as under:-

(₹ in Lacs)

	<b>2023-24</b>	<b>2022-23</b>
Amount of CSR expenditure to be incurred during the year	896.64	692.49
CSR expenditure (Revenue Nature) incurred during the year and approved by Board of Director	955.72	747.26
Expenditure on construction/acquisition of any assets during the year.	-	-

(₹ in Lacs)

<b>Pending Balance of (Excess)/ Shortfall spends as on 1st April, 2023</b>	<b>Amount required to be spent during the year</b>	<b>Amount spent during the year</b>	<b>Lapsed excess balance</b>	<b>Closing Balance of (Excess)/ Shortfall spends as on 31st March, 2024</b>
(133.41)	896.64	955.72	71.03	(121.46)

During the current and previous year the Company has not made any contribution to a Trust control by the Company towards CSR expenses.

## Notes to Financial Statements as at and for the year ended 31st March, 2024

### 37. Disclosures pursuant to Securities and Exchange Board of India (listing obligations and disclosure requirements) Regulations, 2015 and Section 186 of the Companies Act, 2013

- a) Details of investments made have been given as part of Note '4' Investments in Subsidiary and Other Investments.
- b) Details of Loans and Guarantees are given below:

(₹ in Lacs)

Name of the Company	Relationship	Nature of Transactions	Balance as on		Maximum Amount Outstanding at any time during the Year*	
			31st March, 2024*	31st March, 2023*	2023-24	2022-23
Century Panels Ltd	Subsidiary	Loans	39,458.20	10,300.00	39,475.00	10,300.00
Century Ports Ltd.	Subsidiary	Loans	1353.00	109.00	1353.00	109.00
Century MDF Ltd.	Subsidiary	Loans	520.00	465.00	635.00	465.00
Century Infra Ltd.	Subsidiary	Loans	45.00	-	45.00	-
Pacific Plywoods Pvt. Ltd	Subsidiary	Loans	778.00	-	778.00	-
Good View Agencies Pvt. Ltd.	Other	Loans	-	-	-	80.00
Auro Sundram International Pvt. Ltd.	Other	Loans	250.00	250.00	250.00	250.00
Century Panels Ltd	Subsidiary	Guarantee	60,000.00	30,000.00	60,000.00	30,000.00
Century Ports Ltd	Subsidiary	Guarantee	8,000.00	-	8000.00	-
Channel Financing to Dealers & Distributors**	Other	Guarantee	117.06	832.89	190.00	960.21

\*excluding interest

\*\* Guarantees issued amounting to ₹760.00 Lacs (PY. ₹3,615.60 Lacs)

The above loans has been granted for business purpose.

- c) Investment by the loanees in the shares of the Company:  
The loanees have not made any investments in the shares of the Company.

### 38. Related Party Disclosure:

#### a) Name of the Related Parties and Related Party Relationship:

Subsidiary Companies
Auro Sundram Ply & Door Pvt. Ltd.
Ara Suppliers Pvt. Ltd.
Arham Sales Pvt. Ltd.
Adonis Vyaper Pvt. Ltd.
Apnapan Viniyog Pvt. Ltd.
Century MDF Ltd.
Century Infotech Ltd.
Century Ply (Singapore) Pte Ltd.
Century Gabon SUARL
Century Infra Ltd.
Century Panels Ltd.
Century Ports Ltd. (w.e.f. 20.04.2022)
Pacific Plywoods Pvt. Ltd. (w.e.f. 08.08.2023)
Century Ply Laos Co. Ltd. (Step down subsidiary)
Century Huesoulin Plywood Lao Co. Ltd. (Step down subsidiary)
Asis Plywood Ltd. (Step down subsidiary)
Century Adhesives & Chemicals Ltd. (Step down subsidiary w.e.f 01.10.2022)
Centuryply Myanmar Pvt. Ltd. (Upto 28.02.2023)

## Notes to Financial Statements as at and for the year ended 31st March, 2024

### 38. Related Party Disclosure: (Contd.)

<b>Key Management Personnel and Directors</b>	
	Sri Sajjan Bhajanka (Chairman and Managing Director)
	Sri Sanjay Agarwal (CEO & Managing Director)
	Sri Prem Kumar Bhajanka (Managing Director)
	Sri Vishnu Khemani (Managing Director)
	Sri Rajesh Kumar Agarwal (Executive Director)
	Sri Ajay Baldawa (Executive Director)
	Sri Keshav Bhajanka (Executive Director)
	Smt. Nikita Bansal (Executive Director)
	Ms. Ratnabali Kakkar (Independent Director)
	Sri J. P. Dua (Independent Director) (upto 31.03.2024)
	Sri Vijay Chhibber (Independent Director)
	Sri Debanjan Mandal (Independent Director)
	Sri Sunil Mitra (Independent Director)
	Sri Probir Roy (Independent Director)
	Sri Amit Kiran Deb (Independent Director)
	Sri Naresh Pachisia (Independent Director)
	Ms. Mamta Binani (Independent Director) (upto 31.03.2022)
	Sri Arun Kumar Julasaria (Chief Financial Officer)
	Sri Sundeep Jhunjhunwala (Company Secretary)

#### Related Parties with whom Transactions have taken place during the Year:

<b>Close Member's of Key Management Personnels</b>	
	Smt. Santosh Bhajanka (Wife of Sri Sajjan Bhajanka)
	Smt. Divya Agarwal (Wife of Sri Sanjay Agarwal)
	Smt. Yash Bala Bhajanka (Wife of Sri Prem Kumar Bhajanka)
	Smt. Sumitra Devi Agarwal (Mother of Sri Rajesh Kumar Agarwal)
	Smt. Shraddha Agarwal (Daughter of Sri Sajjan Bhajanka)
	Smt. Payal Agrawal (Daughter of Sri Sajjan Bhajanka)
	Smt. Sonu Kajaria (Daughter of Sri Sajjan Bhajanka)
	Smt. Bhawna Agarwal (Wife of Sri Rajesh Kumar Agarwal)
	Smt. Nancy Choudhury (Daughter of Sri Prem Kumar Bhajanka)
	Sri Surender Kumar Gupta (Brother of Sri Prem Kumar Bhajanka)
	Smt. Yashoda Baldawa (Mother of Sri Ajay Baldawa)
	Smt. Sanjana Bhajanka (Wife of Sri Keshav Bhajanka)
	Hari Prasad Agarwala and Others (HUF)
	Smt. Kriti Rathi (Daughter of Sri Ajay Baldawa)

#### Enterprises Owned/ Influenced by Key Management Personnel or their close member's.

	Brijdham Merchants Pvt. Ltd.
	Star Cement Ltd.
	Sri Ram Merchants Pvt. Ltd.
	Sri Ram Vanijya Pvt. Ltd.
	Sumangal Business Pvt. Ltd.
	Sumangal International Pvt. Ltd.
	Auroville Investments Pvt. Ltd.
	Aegis Business Ltd.
	Century Led Ltd.
	Landmark Veneers Pvt. Ltd.
	Fox and Mandal LLP

# Notes to Financial Statements

as at and for the year ended 31st March, 2024

## 38. Related Party Disclosure: (Contd.)

### b) Aggregated Related Party disclosure as at and for the Year ended 31st March, 2024.

(₹ in Lacs)

Sl No.	Type of Transactions	Subsidiaries		Key Management Personnel and Directors		Close Members of Key Management Personnel		Enterprises owned/ Influenced by Key Management Personnel or their close members		Total	
		2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
<b>1</b>	<b>Purchase of Trading Goods</b>										
	Auro Sundram Ply & Door Pvt. Ltd.	13,451.99	13,496.36	-	-	-	-	-	-	13,451.99	13,496.36
<b>2</b>	<b>Purchase of Raw Materials/Stores</b>										
	Century Gabon Suarl	1,093.72	1,956.84	-	-	-	-	-	-	1,093.72	1,956.84
	Star Cement Ltd.	-	-	-	-	-	-	14.81	32.08	14.81	32.08
	Auro Sundram Ply & Door Pvt. Ltd.	6.97	-	-	-	-	-	-	-	6.97	-
	Landmark Veneers Pvt. Ltd.	-	-	-	-	-	-	80.27	79.97	80.27	79.97
	Century Led Ltd.	-	-	-	-	-	-	21.21	9.86	21.21	9.86
<b>3</b>	<b>Purchase of Asset / Capital goods</b>										
	Century Panels Ltd	24.91	-	-	-	-	-	-	-	24.91	-
	Centuryply Myanmar Pvt. Ltd.	-	85.71	-	-	-	-	-	-	-	85.71
	Century Infra Ltd.	38.51	-	-	-	-	-	-	-	38.51	-
	Sri Sajjan Bhajanka	-	-	206.75	-	-	-	-	-	206.75	-
	Smt Santosh Bhajanka	-	-	-	-	0.25	-	-	-	0.25	-
	Sumangal International Pvt Ltd	-	-	-	-	-	-	8.25	-	8.25	-
	Sumangal Business Pvt Ltd	-	-	-	-	-	-	30.93	-	30.93	-
	Sr Rajesh Kumar Agarwal	-	-	8.02	-	-	-	-	-	8.02	-
	Smt Sumitra Devi Agarwal	-	-	-	-	10.34	-	-	-	10.34	-
	Sri Hari Prasad Agarwala HUF & Ors.	-	-	-	-	27.64	-	-	-	27.64	-
	Sri Sanjay Agarwal	-	-	135.82	-	-	-	-	-	135.82	-
	Smt Divya Agarwal	-	-	-	-	32.00	-	-	-	32.00	-
<b>4</b>	<b>Sale of Asset / Capital goods</b>										
	Auro Sundram Ply & Door Pvt. Ltd.	10.89	65.42	-	-	-	-	-	-	10.89	65.42
	Century Panels Ltd.	-	11.61	-	-	-	-	-	-	-	11.61
<b>5</b>	<b>Sale of Finished Goods</b>										
	Century Panels Ltd.	6.42	-	-	-	-	-	-	-	6.42	-
	Auro Sundram Ply & Door Pvt Ltd.	147.43	-	-	-	-	-	-	-	147.43	-
<b>6</b>	<b>Sale of RM/Products/ Stores &amp; spares</b>										
	Century Panels Ltd	245.40	-	-	-	-	-	-	-	245.40	-
	Auro Sundram Ply & Door Pvt Ltd.	3.80	39.40	-	-	-	-	-	-	3.80	39.40
<b>7</b>	<b>Services Availed/ (Provided)</b>										
	Aegis Business Ltd.	-	-	-	-	-	-	(1.20)	(1.20)	(1.20)	-1.20
	Century Infra Ltd	269.18	-	-	-	-	-	-	-	269.18	-

# Notes to Financial Statements as at and for the year ended 31st March, 2024

## 38. Related Party Disclosure: (Contd.)

(₹ in Lacs)

SI No.	Type of Transactions	Subsidiaries		Key Management Personnel and Directors		Close Members of Key Management Personnel		Enterprises owned/ Influenced by Key Management Personnel or their close members		Total	
		2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
	Smt Yash Bala Bhajanka	-	-	-	-	14.18	14.26	-	-	14.18	14.26
	Sri Ajay Baldawa	-	-	2.22	2.22	-	-	-	-	2.22	2.22
	Star Cement Ltd	-	-	-	-	-	-	(122.44)	(122.44)	(122.44)	(122.44)
	Century Panels Ltd	(61.86)	(94.92)	-	-	-	-	-	-	(61.86)	(94.92)
	Pacific Plywoods Pvt. Ltd.	5.60	5.60	-	-	-	-	-	-	5.60	5.60
	Fox and Mandal LLP	-	-	-	-	-	-	0.30	6.31	0.30	6.31
<b>8</b>	<b>Reimbursement Paid/ (Received)</b>										
	Sri Sundeep Jhunjhunwala	-	-	5.57	5.00	-	-	-	-	5.57	5.00
	Sri Arun Kumar Julasaria	-	-	2.32	-	-	-	-	-	2.32	-
	Century Panels Ltd.	(36.84)	(27.81)	-	-	-	-	-	-	(36.84)	(27.81)
	Century Infra Ltd	(26.00)	(0.60)	-	-	-	-	-	-	(26.00)	(0.60)
	Century Led Ltd.	-	-	-	-	-	-	(0.23)	-	(0.23)	-
	Auro Sundram Ply & Door Pvt Ltd.	(3.17)	(1.54)	-	-	-	-	-	-	(3.17)	(1.54)
<b>9</b>	<b>Loan taken</b>										
	Brijdham Merchants Pvt. Ltd.	-	-	-	-	-	-	1,401.00	-	1,401.00	-
	Century Infra Ltd	320.00	-	-	-	-	-	-	-	320.00	-
<b>10</b>	<b>Loan Repaid (Including outstanding interest)</b>										
	Brijdham Merchants Pvt. Ltd.	-	-	-	-	-	-	1,401.00	-	1,401.00	-
<b>11</b>	<b>Loan Given</b>										
	Century Ports Ltd	1,669.00	149.00	-	-	-	-	-	-	1,669.00	149.00
	Century MDF Ltd.	170.00	465.00	-	-	-	-	-	-	170.00	465.00
	Century Panels Ltd	44,258.20	18,459.00	-	-	-	-	-	-	44,258.20	18,459.00
	Century Infra Ltd	45.00	-	-	-	-	-	-	-	45.00	-
	Pacific Plywoods Pvt. Ltd.	778.00	-	-	-	-	-	-	-	778.00	-
<b>12</b>	<b>Loan Received Back</b>										
	Century Ports Ltd	425.00	40.00	-	-	-	-	-	-	425.00	40.00
	Century MDF Ltd.	115.00	-	-	-	-	-	-	-	115.00	-
	Century Panels Ltd	15,100.00	8,159.00	-	-	-	-	-	-	15,100.00	8,159.00
<b>13</b>	<b>Investments Made/ (Sold)</b>										
	Century Gabon SUARL	300.04	-	-	-	-	-	-	-	300.04	-
	Century Ports Ltd	-	55.00	-	-	-	-	-	-	-	55.00
	Century MDF Ltd.	-	400.00	-	-	-	-	-	-	-	400.00
	Century Infra Ltd	3,271.00	-	-	-	-	-	-	-	3,271.00	-
	Century Panels Ltd	-	10,895.00	-	-	-	-	-	-	-	10,895.00
<b>14</b>	<b>Share Application Money Paid</b>										
	Century Gabon SUARL	148.75	151.29	-	-	-	-	-	-	148.75	151.29
	Century Ply (Singapore) Pte. Ltd.	-	21.34	-	-	-	-	-	-	-	21.34

## Notes to Financial Statements as at and for the year ended 31st March, 2024

### 38. Related Party Disclosure: (Contd.)

(₹ in Lacs)

SI No.	Type of Transactions	Subsidiaries		Key Management Personnel and Directors		Close Members of Key Management Personnel		Enterprises owned/ Influenced by Key Management Personnel or their close members		Total	
		2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
<b>15</b>	<b>Share Application Money Refund/ Adjusted against Allotment</b>										
	Century Gabon SUARL	300.04	-	-	-	-	-	-	-	300.04	-
	Century Ply (Singapore) Pte. Ltd.	-	21.34	-	-	-	-	-	-	-	21.34
<b>16</b>	<b>Interest Paid</b>										
	Brijdham Merchants Pvt. Ltd.	-	-	-	-	-	-	77.45	-	77.45	-
	Century Infra Ltd	0.29	-	-	-	-	-	-	-	0.29	-
<b>17</b>	<b>Interest Received</b>										
	Century Ports Ltd	25.99	3.00	-	-	-	-	-	-	25.99	3.00
	Century MDF Ltd.	44.29	1.04	-	-	-	-	-	-	44.29	1.04
	Century Panels Ltd	2,097.51	150.32	-	-	-	-	-	-	2,097.51	150.32
	Century Infra Ltd	0.12	-	-	-	-	-	-	-	0.12	-
	Pacific Plywoods Pvt. Ltd.	20.81	-	-	-	-	-	-	-	20.81	-
<b>18</b>	<b>Dividend Paid</b>										
	Sri Sajjan Bhajanka	-	-	241.64	362.46	-	-	-	-	241.64	362.46
	Sri Sanjay Agarwal	-	-	248.80	373.21	-	-	-	-	248.80	373.21
	Smt.Divya Agarwal	-	-	-	-	167.50	251.25	-	-	167.50	251.25
	Sri Vishnu Khemani	-	-	187.87	281.80	-	-	-	-	187.87	281.80
	Smt Santosh Bhajanka	-	-	-	-	148.50	222.74	-	-	148.50	222.74
	Others	-	-	113.82	170.73	123.55	185.32	393.29	589.94	630.65	945.98
<b>19</b>	<b>Director's Remuneration Paid #</b>										
	Sri Sajjan Bhajanka	-	-	200.00	426.14	-	-	-	-	200.00	426.14
	Sri Sanjay Agarwal	-	-	389.00	426.14	-	-	-	-	389.00	426.14
	Sri Prem Kumar Bhajanka	-	-	413.00	486.23	-	-	-	-	413.00	486.23
	Sri Vishnu Khemani	-	-	374.00	412.78	-	-	-	-	374.00	412.78
	Sri Ajay Baldawa	-	-	500.00	485.75	-	-	-	-	500.00	485.75
	Smt. Nikita Bansal	-	-	289.00	326.14	-	-	-	-	289.00	326.14
	Sri Keshav Bhajanka	-	-	289.00	326.14	-	-	-	-	289.00	326.14
	Sri Rajesh Kumar Agarwal	-	-	147.00	90.00	-	-	-	-	147.00	90.00
<b>20</b>	<b>Director's Sitting Fees</b>										
	Sri Naresh Pachisia	-	-	3.00	3.50	-	-	-	-	3.00	3.50
	Smt. Ratnabali Kakkar	-	-	2.50	2.50	-	-	-	-	2.50	2.50
	Sri Amit Kiran Deb	-	-	2.00	2.50	-	-	-	-	2.00	2.50
	Sri J. P Dua	-	-	4.50	3.75	-	-	-	-	4.50	3.75
	Sri Vijay Chhibber	-	-	3.50	2.50	-	-	-	-	3.50	2.50
	Sri Debanjan Mandal	-	-	2.00	2.00	-	-	-	-	2.00	2.00
	Sri Sunil Mitra	-	-	1.50	2.50	-	-	-	-	1.50	2.50
	Sri Probir Roy	-	-	5.00	4.00	-	-	-	-	5.00	4.00
<b>21</b>	<b>Director's Commission</b>										
	Sri Naresh Pachisia	-	-	4.00	4.00	-	-	-	-	4.00	4.00
	Smt. Ratnabali Kakkar	-	-	4.00	4.00	-	-	-	-	4.00	4.00
	Sri Amit Kiran Deb	-	-	4.00	4.00	-	-	-	-	4.00	4.00
	Sri J. P Dua	-	-	4.00	4.00	-	-	-	-	4.00	4.00



# Notes to Financial Statements as at and for the year ended 31st March, 2024

## 38. Related Party Disclosure: (Contd.)

(₹ in Lacs)

SI No.	Type of Transactions	Subsidiaries		Key Management Personnel and Directors		Close Members of Key Management Personnel		Enterprises owned/ Influenced by Key Management Personnel or their close members		Total	
		2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
	Sri Vijay Chhibber	-	-	4.00	4.00	-	-	-	-	4.00	4.00
	Sri Debanjan Mandal	-	-	4.00	4.00	-	-	-	-	4.00	4.00
	Sri Sunil Mitra	-	-	4.00	4.00	-	-	-	-	4.00	4.00
	Sri Probir Roy	-	-	4.00	4.00	-	-	-	-	4.00	4.00
<b>22</b>	<b>Salary Paid</b>										
	Sri Arun Kumar Julasaria #	-	-	276.08	133.29	-	-	-	-	276.08	133.29
	Sri Sundeep Jhunjhunwala #	-	-	52.47	43.52	-	-	-	-	52.47	43.52
	Others	-	-	-	-	32.92	34.56	-	-	32.92	34.56
<b>23</b>	<b>Advance Given</b>										
	Sri Arun Kumar Julasaria	-	-	120.00	5.91	-	-	-	-	120.00	5.91
	Sri Sundeep Jhunjhunwala	-	-	7.00	-	-	-	-	-	7.00	-
<b>24</b>	<b>Advance Received back</b>										
	Sri Arun Kumar Julasaria	-	-	14.00	5.91	-	-	-	-	14.00	5.91
	Sri Sundeep Jhunjhunwala	-	-	7.00	-	-	-	-	-	7.00	-
<b>26</b>	<b>Corporate Guarantee Given</b>										
	Century Panels Ltd*	30,000.00	30,000.00	-	-	-	-	-	-	30,000.00	30,000.00
	Century Ports Ltd*	8,000.00	-	-	-	-	-	-	-	8,000.00	-
<b>27</b>	<b>Commission Income/ (Expense) on Corporate Guarantee</b>										
	Century Panels Ltd*	79.69	-	-	-	-	-	-	-	79.69	-
<b>28</b>	<b>Balance Outstanding on account of</b>										
<b>A</b>	<b>Receivable/(Payable)</b>										
	Auro Sundram Ply & Door Pvt. Ltd.	(1,430.65)	(2,117.21)	-	-	-	-	-	-	(1,430.65)	(2,117.21)
	Century Panels Ltd.	227.01	13.70	-	-	-	-	-	-	227.01	13.70
	Aegis Business Ltd.	-	-	-	-	-	-	0.12	0.12	0.12	0.12
	Smt. Yash Bala Bhajanka	-	-	-	-	(0.02)	(0.03)	-	-	(0.02)	(0.03)
	Century Led Ltd.	-	-	-	-	-	-	(0.02)	(0.77)	(0.02)	(0.77)
	Century Infra Ltd.	(297.89)	-	-	-	-	-	-	-	(297.89)	-
	Century Gabon Suarl	582.96	1,192.92	-	-	-	-	-	-	582.96	1,192.92
	Star Cement Ltd.	-	-	-	-	-	-	9.91	13.26	9.91	13.26
	Sri Arun Kumar Julasaria	-	-	107.38	-	-	-	-	-	107.38	-
	Pacific Plywoods Pvt. Ltd.	(5.04)	(5.04)	-	-	-	-	-	-	(5.04)	(5.04)
<b>B</b>	<b>Loans Receivable/ (Payable) (Incl. interest)</b>										
	Century Ports Ltd.	1,376.39	111.57	-	-	-	-	-	-	1,376.39	111.57
	Century MDF Ltd.	559.86	465.94	-	-	-	-	-	-	559.86	465.94
	Century Panels Ltd.	41,345.96	10,396.50	-	-	-	-	-	-	41,345.96	10,396.50
	Century Infra Ltd.	(275.15)	-	-	-	-	-	-	-	(275.15)	-
	Pacific Plywoods Pvt. Ltd.	796.73	-	-	-	-	-	-	-	796.73	-

# Notes to Financial Statements

as at and for the year ended 31st March, 2024

## 38. Related Party Disclosure: (Contd.)

(₹ in Lacs)

SI No.	Type of Transactions	Subsidiaries		Key Management Personnel and Directors		Close Members of Key Management Personnel		Enterprises owned/ Influenced by Key Management Personnel or their close members		Total	
		2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
<b>C</b>	<b>Corporate Guarantee Given</b>										
	Century Panels Ltd. *	60,000.00	30,000.00	-	-	-	-	-	-	60,000.00	30,000.00
	Century Ports Ltd. *	8,000.00	-	-	-	-	-	-	-	8,000.00	-
<b>D</b>	<b>Director's Remuneration Payable</b>										
	Sri Sajjan Bhajanka	-	-	-	131.92	-	-	-	-	-	131.92
	Sri Sanjay Agarwal	-	-	109.26	131.92	-	-	-	-	109.26	131.92
	Sri Prem Kumar Bhajanka	-	-	123.90	168.57	-	-	-	-	123.90	168.57
	Sri Ajay Baldawa	-	-	122.00	100.64	-	-	-	-	122.00	100.64
	Sri Vishnu Khemani	-	-	105.50	129.78	-	-	-	-	105.50	129.78
	Sri Rajesh Kumar Agarwal	-	-	28.71	-	-	-	-	-	28.71	-
	Smt. Nikita Bansal	-	-	111.10	133.65	-	-	-	-	111.10	133.65
	Sri Keshav Bhajanka	-	-	111.10	133.58	-	-	-	-	111.10	133.58
<b>E</b>	<b>Director's Commission Payable</b>										
	Smt. Ratnabali Kakkar	-	-	4.00	4.00	-	-	-	-	4.00	4.00
	Sri Naresh Pachisia	-	-	4.00	4.00	-	-	-	-	4.00	4.00
	Sri Amit Kiran Deb	-	-	4.00	4.00	-	-	-	-	4.00	4.00
	Sri J. P. Dua	-	-	4.00	4.00	-	-	-	-	4.00	4.00
	Sri Vijay Chhibber	-	-	4.00	4.00	-	-	-	-	4.00	4.00
	Sri Debanjan Mandal	-	-	4.00	4.00	-	-	-	-	4.00	4.00
	Sri Sunil Mitra	-	-	4.00	4.00	-	-	-	-	4.00	4.00
	Sri Probir Roy	-	-	4.00	4.00	-	-	-	-	4.00	4.00
<b>F</b>	<b>Salary Payable</b>										
	Sri Arun Kumar Julasaria	-	-	52.54	-	-	-	-	-	52.54	-

# Remuneration of Key Management Personnel represents short term employee benefits, as the liabilities for defined benefit plans and compensated absences are provided on actuarial basis for the Company as a whole, the amounts pertaining to Key Management Personnel are not included.

\* Pertains to Non Fund Based credit facilities

Note-For balances of investments in subsidiaries refer note no. 4

### c) Terms and conditions of transactions with related parties

1. The sales to/ purchases from/ services availed from/ services provided to related parties are made on terms equivalent to those that prevail in arm's length transactions.
2. Outstanding balances at the year-end from related parties are unsecured and interest free
3. Employee related recoverable balances are unsecured and interest free
4. The Company has provided loan to its subsidiary for its business activities. The loan was unsecured and was repayable on demand. The loan carries an interest @7.50% p.a.

# Notes to Financial Statements as at and for the year ended 31st March, 2024

## 39. Fair values measurements

### Financial instruments by category:

(₹ in Lacs)

	31st March, 2024		31st March, 2023	
	FVTPL	Amortised cost	FVTPL	Amortised cost
<b>Non current financial assets</b>				
(i) Investments	279.47		13.25	
(ii) Other Financial Assets	-	1,008.68	-	4,456.35
<b>Current financial assets</b>				
(i) Trade receivable	-	39,619.62	-	38,004.82
(ii) Cash and cash equivalents	-	3,671.54	-	877.41
(iii) Bank balances other than above	-	427.30	-	24,937.58
(iv) Loans	-	44,374.04	-	11,124.00
(v) Other current financial assets	-	2,211.06	-	2,719.22
<b>Total Financial assets</b>	<b>279.47</b>	<b>91,312.24</b>	<b>13.25</b>	<b>82,119.38</b>
<b>Non current financial liabilities</b>				
(i) Borrowings	-	4.77	-	-
(ii) Lease liabilities	-	10.79	-	37.83
<b>Current financial liabilities</b>				
(i) Borrowings	-	38,038.68	-	26,437.14
(ii) Trade payables	-	27,472.36	-	27,435.30
(iii) Lease liabilities	-	26.53	-	22.84
(iv) Other current financial liabilities	-	9,291.39	-	9,474.80
<b>Total Financial liabilities</b>	<b>-</b>	<b>74,844.52</b>	<b>-</b>	<b>63,407.91</b>

#### Notes:-

- The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.
- Finance income and finance cost by instrument category wise classification :-
  - Interest income of ₹2,603.28 Lacs (P.Y. ₹2,043.38 Lacs) on financial instrument at amortised cost.
  - Interest expense of ₹2,031.14 Lacs (P.Y. ₹806.25 Lacs) on borrowing at amortised cost.
- Investment in subsidiaries are being carried at cost hence not reported.
- The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels.

Level 1: Hierarchy includes financial instruments valued using quoted market prices.

Level 2: Hierarchy includes financial instruments that are not traded in active market. These are valued using observable market data such as yield etc. of similar instruments traded in active market.

Level 3: If one or more significant inputs is not based on observable market data, the instrument is included in level 3.

Investment through FVTPL is being valued at level 2 in current year as well as previous year.

# Notes to Financial Statements

as at and for the year ended 31st March, 2024

## 40. Financial Risk Management-Objectives and Policies

The Company's financial liabilities comprise long term borrowings, short term borrowings, capital creditors, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's financial assets include trade and other receivables, cash and cash equivalents, investment in subsidiaries at cost and deposits.

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

### (i) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises risk of interest rate, currency risk and other price risk, such as commodity price risk and equity price risk. Financial instruments affected by market risk include FVTPL investments.

#### a. Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities. The Company has a treasury department which monitors the foreign exchange fluctuations on the continuous basis and advises the management of any material adverse effect on the Company.

#### Foreign Currency sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in foreign currency exchange rates, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of assets and liabilities.

Change in Foreign Currency Rates	Effect on Profit before Tax (₹ in Lacs)	
	As on	As on
	31st March, 2024	31st March, 2023
5%	(692.95)	(537.24)
-5%	692.95	537.24

#### b. Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

#### Interest rate sensitivity

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

	Increase/ Decrease in basis points	Effect on Profit before Tax (₹ in Lacs)
31st March, 2024	+50	(160.40)
	-50	160.40
31st March, 2023	+50	(115.26)
	-50	115.26

# Notes to Financial Statements as at and for the year ended 31st March, 2024

## 40. Financial Risk Management-Objectives and Policies (Contd.)

### (ii) Credit Risks

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables).

The Company implements a credit risk management policy under which the Company only transacts business with counterparties that have a certain level of credit worthiness based on internal assessment of the parties, financial condition, historical experience, and other factors. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The Company has established a credit policy under which each new customer is analysed individually for creditworthiness.

#### Trade receivables

An impairment analysis is performed at each reporting date on an individual basis for all the customers. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on credit losses historical data. The maximum exposure to credit risk at the reporting date is the carrying value of trade receivables disclosed in Note 10 as the Company does not hold collateral as security. The Company has evaluated the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries.

Refer Note No.10 for ageing of trade receivable as of 31st March, 2024 and 31st March, 2023.

No significant changes in estimation techniques or assumptions were made during the reporting period.

Credit risk also arises from transactions with financial institutions, and such transactions include transactions of cash and cash equivalents, various deposits, and financial instruments such as derivative contracts. The Company manages its exposure to this credit risk by only entering into transactions with banks that have high ratings. The Company's treasury department authorizes, manages, and oversees new transactions with parties with whom the Company has no previous relationship.

Furthermore, the Company limits its exposure to credit risk of financial guarantee contracts by strictly evaluating their necessity based on internal decision making processes, such as the approval of the board of directors.

#### Credit risk exposure

The carrying amount of financial assets represents the Company's maximum exposure to credit risk. The maximum exposure to credit risk as of 31st March, 2024 and 31st March, 2023 are as follows:

(₹ in Lacs)

	<b>31st March, 2024</b>	<b>31st March, 2023</b>
<b>Non Current</b>		
Investments In Others	279.47	13.25
Other financial assets	1,008.68	4,456.35
<b>Current</b>		
Loans	44,374.04	11,124.00
Trade receivable (Net)	39,619.62	38,004.82
Other financial assets	2,211.06	2,719.22
	<b>87,492.87</b>	<b>56,317.63</b>

#### Impairment losses on financial assets

Refer the table below for reconciliation of loss allowance in respect of Trade Receivables:

(₹ in Lacs)

<b>Trade Receivables (measured under life time excepted credit loss model)</b>	<b>31st March, 2024</b>	<b>31st March, 2023</b>
Loss Allowance at the beginning of the year	1061.60	1061.60
Add: Loss Allowance provided during the year	97.55	-
<b>Loss Allowance at the end of the year</b>	<b>1159.15</b>	<b>1061.60</b>

# Notes to Financial Statements

as at and for the year ended 31st March, 2024

## 40. Financial Risk Management-Objectives and Policies (Contd.)

### (iii) Liquidity Risk

The Company's objective is to maintain optimum levels of liquidity to meet its cash and collateral requirements at all times. The Company relies on a mix of borrowings and excess operating cash flows to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium/ long term expansion needs. The Company monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs. Besides, it generally has certain undrawn credit facilities which can be accessed as and when required; such credit facilities are reviewed at regular intervals. Thus, no liquidity risk is perceived at present.

#### Availability of Liquidity is as follows

(₹ in Lacs)

Particulars	31st March, 2024	31st March, 2023
Cash and Cash Equivalent	3,671.54	877.41
Availability under committed credit facilities	9,138.37	2,793.50

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

(₹ in Lacs)

Particulars	Less than 1 Year	1-2 Years	2-3 Years	3-5 Years	More than 5 years	Total
<b>Year ended 31st March, 2024</b>						
Borrowings*	38,038.68	4.77	-	-	-	38,043.45
Trade payables	27,472.36	-	-	-	-	27,472.36
Other financial liabilities	9,291.39	-	-	-	-	9,291.39
	<b>74,802.43</b>	<b>4.77</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>74,807.20</b>
<b>Year ended 31st March, 2023</b>						
Borrowings*	26,437.14	-	-	-	-	26,437.14
Trade payables	27,435.30	-	-	-	-	27,435.30
Other financial liabilities	9,474.80	-	-	-	-	9,474.80
	<b>63,347.24</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>63,347.24</b>

\*Buyers credit for Capital Expenditure are eligible for roll over for upto 3 years as per RBI guidelines

Note: For maturity profile of Lease Liabilities, Refer Note No.44.

## 41. The Company's Segment Information as at and for the year ended 31st March, 2024 are as below:

(₹ in Lacs)

Sl	Particular	Plywood	Laminate	MDF	Particle Board	Others	Total
<b>a</b>	<b>Revenue(Gross)</b>						
	External Sales	2,14,688.46	65,662.12	74,830.43	15,705.40	4,970.85	3,75,857.26
		2,01,193.13	65,759.86	64,013.58	17,417.29	5,582.39	3,53,966.25
	Inter-segment Sales	-	-	-	-	396.32	396.32
		-	-	-	-	(465.45)	(465.45)
	Total Revenue(Gross)	2,14,688.46	65,662.12	74,830.43	15,705.40	5,367.17	3,76,253.58
		(201193.13)	(65759.86)	(64,013.58)	(17,417.29)	(6047.84)	(354431.70)
<b>b</b>	<b>Result</b>						
	<b>Segment Results</b>	24,854.50	6,997.64	14,091.66	2,805.81	618.16	49,367.77
		(20752.62)	(9264.72)	(16274.72)	(4363.04)	(474.82)	(51129.92)
	Unallocated Income/(Expenses) (Net of unallocated expenses/ income)						(4,152.50)
							(-1451.90)



## Notes to Financial Statements as at and for the year ended 31st March, 2024

### 41. The Company's Segment Information as at and for the year ended 31st March, 2024 are as below:

(Contd.)

							(₹ in Lacs)
Sl	Particular	Plywood	Laminate	MDF	Particle Board	Others	Total
	Operating Profit						45,215.27
							(49,678.02)
	Finance Cost						2,528.27
							(1410.99)
	Tax Expense						11,212.98
							(13434.01)
	<b>Net Profit</b>						31,474.02
							(34833.02)
	<b>Other Information</b>						
<b>a</b>	<b>Total Assets</b>						
	Segment Assets	1,01,945.49	37,624.93	76,626.45	29,344.72	1,575.52	2,47,117.11
		(86782.07)	(35930.29)	(76528.03)	(12936.13)	(1462.31)	(213638.83)
	Unallocated Corporate/Other Assets						55,128.97
							(47274.82)
	Total						3,02,246.08
							(260913.65)
<b>b</b>	<b>Total Liabilities</b>						
	Segment Liabilities	22,874.15	10,130.71	5,555.96	1,762.73	761.73	41,085.28
		(25833.11)	(8283.69)	(5662.73)	(672.19)	(624.71)	(41076.43)
	Unallocated /Other Liabilities						43,117.83
							(31035.94)
	Total						84,203.11
							(72112.37)
<b>c</b>	<b>Capital Expenditure</b>	8,284.57	1,545.05	2,023.60	17,215.32	7.44	29,075.98
		(7440.96)	(2638.91)	(9311.06)	(3722.21)	(6.41)	(23119.56)
	Unallocated Capital Expenditure						-
							-
<b>d</b>	<b>Depreciation/Amortisation</b>	2,258.64	1,606.14	3,101.87	582.63	3.56	7,552.84
		(1773.42)	(1310.04)	(2055.18)	(564.36)	(2.89)	(5705.89)
	Unallocated Depreciation						583.22
							(651.87)
<b>e</b>	<b>Geographical Segment</b>						
	i. Revenue (Gross)						3,58,134.58
	India						(338299.77)
	Overseas						17,722.68
							(15666.48)
	ii. Carrying amount of Segment Assets						
	India						2,40,574.44
							(206568.11)
	Overseas						6,542.67
							(7070.72)

Note:- Previous years figures are in bracket

# Notes to Financial Statements

as at and for the year ended 31st March, 2024

## 41. The Company's Segment Information as at and for the year ended 31st March, 2024 are as below:

(Contd.)

### Notes:

(a) Business Segments: The reportable segments have been identified on the basis of the products of the Company. Operating Segment disclosed are consistent with the information provided to and reviewed by the Chief Operating Decision Maker (CODM). Accordingly, the Company has identified following business segments:

Plywood	- Plywood, Block-Board, Veneer & Timber
Laminate	- Decorative Laminates
MDF	- Plain & Pre-laminated Medium Density Fibre Boards
Plain Particle Board	- Plain & Pre-laminated Particle Board
Others	- Mainly Trading of Chemicals and New Age Panel Products

(b) The Company recognised revenue at point in time.

(c) Company's Property Plant and Equipment (PPE) are located only in India. Hence separate figures for same have not been furnished.

(d) During the year there is no revenue from a single customer which is more than 10% of company's revenue.

(e) Investment in subsidiaries have been considered as a part of segment assets in line with the reporting to CODM.

**42.** The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on 13th November, 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period when the Code becomes effective.

## 43. Earning per Share (EPS)

In terms of Ind AS- 33 on "Earning Per Share" the calculation of EPS is given below: -

	2023-24	2022-23
Profit as per the Statement of Profit & Loss (₹ In Lacs)	31,474.02	34,833.02
Profit available for Equity Shareholders(₹ In Lacs)	31,474.02	34,833.02
Weighted average number of Equity Shares outstanding during the year	22,21,72,990	22,21,72,990
Nominal value of equity shares (₹)	1	1
Basic and Diluted earnings per share (EPS) (₹)	14.17	15.68

## 44. Leases

a) The Company has lease contracts for land. The Company's obligations under leases are secured by the lessor's title to the leased assets.

b) The Company has elected to apply IND AS 116 to its leases with modified retrospective approach. Under this approach, the company has recognised lease liabilities and corresponding right of use assets. In the statement of profit and loss for the year ended, depreciation expenses on right of use assets and finance cost for interest accrued on such lease liability has been recognized.

## Notes to Financial Statements as at and for the year ended 31st March, 2024

### 44. Leases (Contd.)

c) Movement in lease liabilities during the year ended 31st March, 2024

(₹ in Lacs)

Particulars	31st March, 2024	31st March, 2023
<b>Balance at the beginning</b>	60.67	80.65
Additions	-	-
Interest cost accrued during the year	3.49	5.56
Deletions	-	-
Payment of lease liabilities	26.84	25.54
<b>Balance at the end</b>	<b>37.32</b>	<b>60.67</b>

d) Amount recognized in Profit or Loss

(₹ in Lacs)

Particulars	31st March, 2024	31st March, 2023
Interest expense on lease liabilities	3.49	5.56
Depreciation expense of right-of-use assets	53.91	30.43
<b>Total</b>	<b>57.40</b>	<b>35.99</b>

e) Future payment of lease liabilities on an undiscounted basis

(₹ in Lacs)

Particulars	31st March, 2024	31st March, 2023
Less than one year	27.60	26.32
One to five years	11.82	39.43
More than five years	-	-
<b>Total undiscounted Lease Liabilities</b>	<b>39.42</b>	<b>65.75</b>
<b>Lease liabilities included in the statement of financial position</b>		
Current Lease liabilities	26.53	22.84
Non Current Lease liabilities	10.79	37.83

f) The weighted average incremental borrowing rate of 10% has been applied to lease liabilities recognised in the Balance Sheet.

**45.** During the year, the Company has made a donation to Indian National Congress ₹500 lacs (previous year NIL) and All India Trinamool Congress ₹100 lacs (previous year ₹200 Lakhs) by cheque . The political donation made of ₹600 Lacs is within the limit specified under section 182(1) of the Companies Act 2013.

**46.** During the previous year the company had disposed of its entire investment in its wholly owned foreign subsidiary Centuryply Myanmar Private Limited and incurred a loss of ₹4,925.09 Lacs. The said subsidiary was running a unit in Myanmar for procuring timber from local sources and converting the same to veneer, which is raw material for manufacturing plywood. This unit was meant for ensuring quality raw-material supply for company's plywood units in India. However due to political disturbances and adverse business situation in Myanmar the subsidiary had to close down its operations and entire investment in subsidiary was disposed off.

**47.** During the year, the Scheme of Arrangement between the Company and Century Infra Limited ("Transferee Company") a wholly owned subsidiary Company and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder was approved by the Hon'ble National Company Law Tribunal, Kolkata Bench on 31st January, 2024. As the scheme is effective from appointed date 1st April, 2022 the Company has transferred its Container Freight Station Division (CFS division) to "Transferee Company" with effect from 1st April, 2022, all together with the assets, liabilities and manpower comprised therein on a slump sale basis for a total consideration of ₹3271 lacs. As per the scheme, The Company has transferred Non current assets (including right of use assets) ₹4034.00, Current assets ₹1546.61, Non current liabilities ₹1738.97 and Current liabilities ₹1425.52. Consequently previous year figures have been restated by excluding CFS division balances in compliance with the approved scheme.

## Notes to Financial Statements as at and for the year ended 31st March, 2024

### 47. (Contd.)

- a) The Transferee Company has issued and allotted 327100000 fully paid up equity shares of Re 1 each. Pursuant to the Scheme, the excess consideration amounting to ₹854.88 lacs received over the carrying value of net assets on slump sale of the CFS division, has been recognized as Capital Reserve, under Other Equity.
- b) Further the reported standalone statement of profit and loss and cash flow statement of the previous year has been restated by excluding the CFS division transactions in compliance to the approved Scheme. The summarised details of the CFS division information for the year ended 31st March, 2023 is given below:-

(₹ in Lacs)

Particulars	Restated	Reported
Revenue from Operations	3,53,966.25	3,62,065.42
Net Profit/(Loss) After Tax	34,833.02	36,683.90
Total Other Comprehensive Income/(Loss)	34,791.97	36,642.29
Earnings Per Share (Face value of ₹1/- each)		
- Basic & diluted	15.68	16.51
Net Cash Flow	180.31	246.08

48. a) Investment in subsidiary, Century Ply (Singapore) Pte Ltd. is classified as held for sale based on the binding sale agreement for the sale of investment in such subsidiary during the quarter and is measured at lower of the carrying amount and estimated sales value at the time of reclassification resulting in the recognition of write down of ₹1960.00 lacs as impairment loss in the statement of profit and loss. Remaining value of the investment is shown as assets held for sale.
- b) Impairment loss includes ₹446.00 lacs on account of loss recognized in company's investment in its subsidiary named Century Infotech Ltd, which is presently non-operational and net worth is substantially eroded.

### 49. Additional disclosures relating to the requirement of revised Schedule III.

- (i) No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.
- (ii) Century Plyboards (India) Limited has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (iii) Century Plyboards (India) Limited has complied with the number of layers prescribed under the Companies Act, 2013.
- (iv) There is no undisclosed income under the Income Tax Act, 1961 for the year ending 31st March, 2024 and 31st March, 2023 which needs to be recorded in the books of account.
- (v) Century Plyboards (India) Limited has not traded or invested in crypto currency or virtual currency during the current or previous year.
- (vi) The borrowings obtained by the company from banks and financial institutions have been applied for the purposes for which such loans were taken.
- (vii) There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

## Notes to Financial Statements as at and for the year ended 31st March, 2024

### 49. Additional disclosures relating to the requirement of revised Schedule III. (Contd.)

#### (viii) Relationship with struck off companies

Disclosure related to relationship of the Company with a company which is struck off under Section 248 of the Companies Act, 2013 or Section 530 of Companies Act, 1956 as at 31 March, 2024 are as follows:

(₹ in Lacs)

Sl. No.	Name of struck off Company	Nature of transactions with struck off company	Balance outstanding as at 31st March, 2024	Balance outstanding as at 31st March, 2023	Relationship with the struck off company, if any
1	IDS Increation India Pvt Ltd.*	Sales of goods	1.95	1.95	Customer
2	NMF Concepts Pvt. Ltd.*	Sale of Services	8.47	8.47	Customer
3.	Perfect Logicare Pvt.Ltd.	Sale of Services	-	(0.08)	Customer
4.	Print Express Pvt. Ltd.	Purchase of goods	(0.57)	(0.63)	Vendor
5.	RBC Bearings Pvt. Ltd.	Purchase of goods	-	-	Vendor

The above information is provided only for those struck off companies with whom transactions have taken place during the year ended 31st March, 2024 and year ended 31st March, 2023.

\* No transactions entered during 2023-24 and 2022-23, only balance outstanding of earlier years.

Details of other struck off entities holding equity share in the Company is as below:

Sl. No.	Name of struck off Company	No. of Shares held	Paid-up (₹) as at 31st March, 2024	Paid-up (₹) as at 31st March, 2023	Relationship with the struck off company, if any
1	Emmel Financial Services Pvt. Ltd.	-	-	700.00	Equity shareholder
2	Mridul Securities Pvt. Ltd.	-	-	5.00	Equity shareholder
3	Dreams Comtrade Pvt. Ltd.	150	150.00	150.00	Equity shareholder

None of the above struck off companies are related parties.

(ix) During the year ended 31st March, 2024 the Company has provided Loans to 5 subsidiaries amounting to ₹46,920.20 Lacs (₹19,073.00 Lacs), which is repayable on demand. Total amount outstanding on 31st March 2024 is ₹42,154.20 Lacs (₹10,874.00 Lacs) which represent 99.41% (97.75%) of the total Loans.

(x) During the current year the Company has given accounting impact of scheme of arrangement in compliance with the approved scheme. Refer Note No. 47.

#### (xi) Utilisation of Borrowed Fund & Share Premium:

(i) The Company has not advanced or loaned or invested funds to any other person(s) or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall: (a) 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 (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(ii) The Company has not received any fund from any person(s) or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall: (a) 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 (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

## Notes to Financial Statements as at and for the year ended 31st March, 2024

### 49. Additional disclosures relating to the requirement of revised Schedule III. (Contd.)

#### (xii) Ratio Analysis and its elements:

Ratio	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for variance
			Ratio	Ratio		
Current ratio	Current Assets	Current Liabilities	1.95	1.96	-0.37%	Not applicable
Debt-equity ratio	Total Debt	Shareholder's Equity	0.17	0.14	24.60%	Not applicable
Debt service coverage ratio	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc.	Debt service = Interest & Lease Payments + Principal Repayments	1.04	1.53	-32.02%	Decrease in debt service coverage ratio is due to increase in borrowings
Return on equity ratio	Net Profits after taxes – Preference Dividend (if any)	Average Shareholder's Equity	15.47%	20.32%	-23.85%	Not applicable
Inventory turnover ratio	Sales	Average inventory = (Opening + Closing balance / 2)	16.97	16.09	5.49%	Not applicable
Trade receivables turnover ratio	Net Credit Sales = Net credit sales consist of gross credit sales minus sales return. Trade receivables includes sundry debtors and bill's receivables.	Average trade debtors = (Opening + Closing balance / 2)	9.62	9.67	-0.51%	Not applicable
Trade payables turnover ratio	Net Credit Purchases = Net credit purchases consist of gross credit purchases minus purchase return	Average Trade Payables	10.04	8.45	18.78%	Not applicable
Net capital turnover ratio	Net Sales = Net sales shall be calculated as total sales minus sales returns.	Working Capital = Working capital shall be calculated as current assets minus current liabilities.	4.94	5.40	-8.53%	Not applicable
Net profit ratio	Net profit shall be after tax	Net Sales = Net sales shall be calculated as total sales minus sales returns.	8.43%	9.88%	-14.72%	Not applicable
Return on capital employed	Earning before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	17.38%	22.71%	-23.45	Not applicable
Return on investment	Earning before interest and taxes	Average Total Assets	16.06%	20.84%	-22.94	Not applicable



# Notes to Financial Statements as at and for the year ended 31st March, 2024

## 50. Subsequent event

The Board of Holding Company has recommended a dividend of ₹1.00 per share (100% per share of face value of ₹1 each) for the financial year ended 31st March, 2024, subject to shareholders approval at annual general meeting.

**51.** Previous year's figures have been rearranged and/or regrouped, wherever necessary.

**52.** The financial statements have been approved by the Audit Committee at its meeting held on 24th May, 2024 and by the Board of Directors on the same date.

As per our attached report of even date

For **Singhi & Co.**

Firm Registration No. - 302049E

Chartered Accountants

**Rajiv Singhi**

Partner

Membership No. 053518

Place: Kolkata

Date: 24th May, 2024

For and on behalf of the Board of Directors

**Sajjan Bhajanka**

Chairman & Managing Director

DIN:00246043

**Sanjay Agarwal**

CEO & Managing Director

DIN:00246132

**Arun Kumar Julasaria**

Chief Financial Officer

**Sundeep Jhunjhunwala**

Company Secretary

# Independent Auditor's Report

To  
The Members of  
**Century Plyboards (India) Limited**

## Report on the Audit of the Consolidated Financial Statements

### Opinion

1. We have audited the accompanying consolidated financial statements of Century Plyboards (India) Limited ("hereinafter referred to as the Holding Company") and its subsidiaries (the Holding and its subsidiaries together referred to as "the Group") comprising the consolidated balance sheet as at 31st March, 2024, the consolidated statement of profit and loss (including the consolidated statement of other comprehensive income), the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of material accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the consolidated financial statements").
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Group as at 31st March, 2024, their consolidated profit and consolidated other comprehensive income, their consolidated changes in equity and their consolidated cash flows for the year ended on that date.

### Basis for Opinion

3. We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the consolidated financial statements' section of our report. We are independent of the Group in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditor in terms of their reports referred to in paragraph 15 & 16 of the 'Other Matter' below is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context:

Descriptions of Key Audit Matter	How we addressed the matter in our audit
<p><b>A Valuation of Inventories</b></p> <p>Refer to note 11 to the consolidated financial statements. The Holding Company is having Inventory of ₹64559.75 lac as on 31st March, 2024. Inventories are to be valued as per Ind AS 2. As described in the accounting policies in notes to the consolidated financial statements, inventories are carried at the lower of cost and net realisable value. As a result, the management applies judgment in determining the appropriate provisions against inventory of stores, raw material, finished goods and work in progress based upon a detailed analysis of old inventory, net realisable value below cost based upon future plans for sale of inventory. To ensure that all inventories owned by the entity are recorded and recorded inventories exist as at the year-end and valuation has been done correctly.</p>	<p>We obtained assurance over the appropriateness of the Holding Company's management's assumptions applied in calculating the value of the inventories and related provisions by:</p> <ul style="list-style-type: none"> <li>Completed a walkthrough of the inventory valuation process and assessed the design and implementation of the key controls addressing the risk.</li> <li>Verifying the effectiveness of key inventory controls operating over inventories; including sample based physical verification.</li> <li>Verify that the adequate cut off procedure has been applied to ensure that purchased inventory and sold inventory are correctly accounted.</li> <li>Reviewing the document and other record related to physical verification of inventories done by the Holding Company's management during the year.</li> <li>Verify that inventories are valued in accordance with Ind AS 2.</li> <li>Verifying for a sample of individual products that costs have been correctly recorded.</li> <li>Comparing the net realisable value to the cost price of inventories to check for completeness of the associated provision.</li> <li>Reviewing the historical accuracy of inventory provisioning and the level of inventory write-offs during the year, if any.</li> </ul> <p><b>Our Conclusion:</b></p> <p>Based on the audit procedures performed we did not identify any material exceptions in the Inventory valuation.</p>
<p><b>B. Revenue Recognition</b></p> <p>The accuracy of amounts recorded as revenue is an inherent risk due to the complexity involve.</p> <p>The application of revenue recognition accounting standards Ind AS 115 is complex and involves a number of judgments and estimates. Refer note no 2.4(c) - to Critical accounting judgments including those involving estimations and Revenue recognition. Revenue is recognised when the control of the underlying products has been transferred to customer along with the satisfaction of the Holding Company's performance obligation under a contract with customer.</p> <p>Due to the Holding Company's presence across different marketing regions within the country and the competitive business environment, the estimation of the various types of discounts and incentive schemes to be recognised based on sales made during the year is material and considered to be complex and judgmental. In view of the complexity of the revenue recognition and the judgments and estimates involved the recognition of revenue and provisions of discounts and incentives expenses was a matter of most significance to our audit.</p>	<p>As part of our audit, we understood the Holding Company's policies and processes, control mechanisms and methods in relation to the revenue recognition and evaluated the design and operative effectiveness of the financial controls from the above through our test of control procedures.</p> <ul style="list-style-type: none"> <li>Tested a sample of sales transactions for compliance with the Holding Company's accounting principles to assess the completeness, occurrence and accuracy of revenue recorded.</li> <li>Performing procedures to ensure that the revenue recognition criteria adopted by Holding Company for all major revenue streams is appropriate and in line with the Holding Company's accounting policies.</li> <li>We tested the Holding Company's system generated reports, based on which revenue is accrued at the year end, and performed tests of details on the revenue recognised and accounts receivable balances at the year end.</li> <li>Our tests of detail focused on transactions occurring within proximity of the year end and obtaining evidence to support the appropriate timing of revenue recognition, based on terms and conditions set out in sales contracts and delivery documents or system generated reports. We considered the appropriateness and accuracy of any cut-off adjustments.</li> <li>Tested the design, implementation and operating effectiveness of the Holding Company's controls over computation of incentives and pay out against the corresponding liability</li> <li>Obtaining and inspecting, on a sample basis, supporting documentation for discounts, incentives and rebates recorded and disbursed during the year as well as credit notes issued after the year end to determine whether these were recorded appropriately.</li> <li>Performed retrospective review of the Holding Company's management's estimate by comparing utilisation of incentives with previously recognised corresponding liability. We also considered the developments during the year and subsequent to the year-end that would significantly affect the measurement of the year end incentive liability.</li> <li>Assessed and reviewed the disclosures made by the Holding Company in the consolidated financial statements.</li> </ul> <p><b>Our conclusion:</b></p> <p>Based on the audit procedures performed we did not identify any material exceptions in the recognition of revenue and incentives and discount expenses.</p>

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

- The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the annual reports, but does not include the consolidated financial statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. When we read annual report if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance of the Holding Company and take appropriate action as applicable under the relevant laws and regulations.

## Management's Responsibility for the Consolidated Financial Statements

- The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group in accordance with accounting principles generally accepted in India including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. The respective Board of Directors of the Companies included in the Group are responsible for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting fraud and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which has been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.
- In preparing the consolidated financial statements, the respective Board of Directors of the Companies included

in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matter related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

- The respective Board of Directors of the Companies included in the Group is responsible for overseeing the financial reporting process of the Group.

## Auditor's Responsibilities

- 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 scepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the

audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure, and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
  - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the audit of the consolidated 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.
11. 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 in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.
  12. 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.
  13. We also provide those charged with governance of the Holding Company 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.
  14. From the matters communicated with those charged with governance of the Holding Company, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended 31st 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.

## Other Matters

15. We did not audit the standalone financial statements and financial information's of ten domestic subsidiaries (including step down subsidiaries) whose financial statements / financial information reflects total assets of ₹14944.15 lac (before consolidation adjustments) and net assets ₹5949.45 lac (before consolidation adjustments) as at 31st March, 2024 and total revenue of ₹9929.10 lac (before consolidation adjustments), total net profit after tax of ₹231.56 lac (before consolidation adjustments), total comprehensive income of ₹231.56 lac (before consolidation adjustments) and net cash inflow of ₹302.97 lac for the year ended on that date as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors.
16. We did not audit the consolidated financial statements /standalone financial statements and financial information's of four foreign subsidiaries (including step-down subsidiaries), whose financial statements/ financial information reflect total assets of ₹5400.23 lac (before consolidation adjustments) and total net assets of ₹4484.36 lac (before consolidation adjustments) as at 31st March, 2024, total revenue of ₹3563.51 lac (before consolidation adjustments), total net profit after tax of ₹188.82 lac (before consolidation adjustments), total comprehensive income of ₹188.82 lac (before consolidation adjustments) and net cash outflow of ₹266.46 lac for the year ended on that date as considered in the consolidated financial statements. These financial statements/financial informations is audited as per the local law of the respective country and have been converted by the management of the Holding Company into Ind-AS compliant financial statements. Our opinion on the consolidated financial statements in so far as relates to the amounts included in respect of such subsidiaries is based solely on the audited financial statement under their local GAAP and have been converted by Holding Company's management in to India GAAP and certified by the Holding Company's management.

Our opinion on the consolidated financial statements is not modified in respect of the above matters with regard to our reliance on the work done and the reports of the other auditors and the converted Indian GAAP financial statements certified by the Holding Company's management.

## Report on Other Legal and Regulatory Requirements

17. 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 the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

18. 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 of the aforesaid consolidated financial statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and report of the other auditor.
- c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated cash flow statement dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time;
- e) On the basis of the written representations received from the directors of the Holding Company's on 31st 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's Companies, incorporated in India is disqualified as on 31st 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 consolidated financial statement of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary Companies, incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company and its subsidiary Companies to its directors is in accordance with the provisions of Section 197 of the Act.

h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The consolidated financial statements disclose the impact, if any, of pending litigations as at 31st March, 2024 on the consolidated financial position of the group— Refer Note 34(ii) to the consolidated financial statements.
- ii. The Group did not have any long-term contracts including derivative contracts as at 31st March, 2024 for which there were material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, and its subsidiaries incorporated in India during the year ended 31st March, 2024.
- iv. (a) The respective Managements of the Company and its subsidiaries which are Companies incorporated in India whose financial statements have been audited under the Act have represented to us and to other auditors of such subsidiaries, that, to the best of their knowledge and belief, as disclosed in the note to the accounts, no funds 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 or any of such subsidiaries, to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries, ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The respective Managements of the Company and its subsidiaries which are Companies incorporated in India whose financial statements have been audited under the Act have represented to us and to other auditors of such subsidiaries that, to the best of their knowledge and belief, as disclosed in the note to accounts, no funds have been received by the Company or any of such subsidiaries, from any persons or entities, including foreign entities ("Funding Parties), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other



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

- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries, which are Companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditors' notice that has caused us or the other auditors to believe that the representations under iv (a) and (b) contain any material mis-statement.
- v. (a) The final dividend proposed in the previous year, declared, and paid by the Holding Company during the year is in accordance with Section 123 of the Act, as applicable. None of the Subsidiary Companies incorporated in India have declared and paid dividend during the year.
- (b) The Board of Directors of the Holding Company has proposed dividend for the year, which is subject to the approval of the Members of the Holding Company at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with Section 123 of the Act, as applicable. None of the Subsidiaries Companies incorporated in India have proposed dividend for the year.
- vi. Based on our examination, which included test checks and examination performed by the auditor of the subsidiary Companies, which are Companies incorporated in India whose financial statements have been audited under the Act, we report that the Holding Company and the above referred subsidiary Companies have used an

accounting software for maintaining its books of account for the financial year ended 31st March, 2024 which has a feature of recording audit trail (edit log) facility except for the below mentioned instance in case of a step-down subsidiary, and the same has operated throughout the year for all relevant transactions recorded in the software except for the below mentioned instance in case of a step-down subsidiary.

Based on the report of other auditor, during the period from 02nd November, 2023 (01:18 PM.) till 28th December, 2023 (06:42 PM.) the accounting data of a step-down subsidiary Company was moved to an accounting software which did not have a facility of recording audit trail (edit log) facility.

Further, during the course of our audit, we and respective auditors of the above referred subsidiaries did not come across any instance of audit trail feature being tampered with, while the same existed.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from 1st 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 31st March, 2024.

For **Singhi & Co.**  
Chartered Accountants  
Firm Registration No. - 302049E

**Rajiv Singhi**  
Partner

Place: Kolkata  
Dated: 24th May, 2024

Membership No. - 053518  
UDIN - 24053518BKGXUE3433

## Annexure “A” to the Independent Auditor’s Report

(Referred to in paragraph 17 under ‘Report on Other Legal and Regulatory Requirements’ section of our Independent Auditor’s Report of even date to the Members of Century Plyboards (India) Limited on the Consolidated Financial Statements as of and for the year ended 31st March, 2024)

xxi. According to the information and explanations given to us, following Companies incorporated in India and included in the consolidated financial statements, have certain remarks included in their reports under Companies (Auditor’s Report) Order, 2020 (“CARO”), which have been reproduced as per the requirements of the Guidance Note on CARO:-

SL No	Name of Company	CIN	Holding Company/ Subsidiary Company	Clause no of CARO reporting
1.	Century Plyboards (India) Limited	L20101WB1982PLC034435	Holding Company	3(ii)(b)
2.	Auro Sundram Ply & Door Private Limited	U20211UR2005PTC032621	Subsidiary Company	3(ii)(b)
3.	Century MDF Limited	U20296WB2012PLC181050	Subsidiary Company	3(xvii)
4.	Ara Suppliers Private Limited	U51109WB2006PTC110351	Subsidiary Company	3(xvii)
5.	Arham Sales Private Limited	U51909WB2006PTC111570	Subsidiary Company	3(xvii)
6.	Adonis Vyaper Private Limited	U52190WB2006PTC111573	Subsidiary Company	3(xvii)
7.	Apnapan Viniyog Private Limited	U52190WB2006PTC111571	Subsidiary Company	3(xvii)
8.	Century Infotech Limited	U72900WB1997PLC086118	Subsidiary Company	3(xvii)
9.	Century Panels Limited	U20299WB2020PLC236573	Subsidiary Company	3(xvii)
10.	Century Ports Limited	U63030WB2022PLC253201	Subsidiary Company	3(xvii)
11.	Asis Plywood Limited	U74990UR2005PLC013324	Step Down Subsidiary	3(xiv), 3(xvii)

For **Singhi & Co.**  
Chartered Accountants  
Firm Registration No. - 302049E

**Rajiv Singhi**  
Partner

Membership No. - 053518  
UDIN - 24053518BKGXUE3433

Place: Kolkata  
Dated: 24th May, 2024

## Annexure “B” to the Independent Auditor’s Report

**(Referred to in paragraph 18(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our Independent Auditor’s Report of even date to the Members of Century Plyboards (India) Limited on the Consolidated Financial Statements as of and for the year ended 31st March, 2024)**

### **Report on the Internal Financial Controls with reference to Consolidated 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 Holding Company, as of and for the year ended 31st March, 2024, we have audited the internal financial controls of Century Plyboards (India) Limited (“the Holding Company”) as of that date.

### **Management’s Responsibility for Internal Financial Controls**

The respective Board of Directors of the Holding Company, its subsidiaries Companies to whom reporting under clause (i) of sub section 3 of Section 143 of the Act in respect of adequacy of the internal financial control with reference to consolidated financial statements is applicable, which are Companies incorporated in India, are responsible for establishing and maintaining internal financial control based on internal financial controls criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the Holding Company and its Subsidiaries, which are Companies incorporated in India, internal financial controls with reference to these consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls 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 these consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to these consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with respect 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 judgment, 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 we have obtained and the audit evidence obtained by the other auditors in terms of their report referred to in the other matters paragraph, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to these consolidated financial statements.

### **Meaning of Internal Financial Controls with Reference to Consolidated Financial Statements**

A Company’s internal financial control 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 consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control with reference to these 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 Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated 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 consolidated financial statements.

## Inherent Limitations of Internal Financial Controls with reference to 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 the Holding Company and its subsidiaries which are Companies incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to these consolidated financial statements and such internal financial controls with reference to these consolidated financial statements were operating effectively as at 31st March, 2024, based on the internal financial control over financial reporting criteria established by the Holding Company

considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

## Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial control with reference to these consolidated financial statements in so far as it relates to standalone/consolidated financial statements of ten subsidiaries (including step down subsidiaries), which are Companies incorporated in India, is based on the corresponding reports of the auditors of such Companies incorporated in India. Our opinion is not qualified in respect in this matter.

For **Singhi & Co.**  
Chartered Accountants  
Firm Registration No. - 302049E

**Rajiv Singhi**  
Partner

Place: Kolkata  
Dated: 24th May, 2024

Membership No. - 053518  
UDIN - 24053518BKGXUE3433



# Consolidated Balance Sheet as at 31st March, 2024

(₹ in Lacs)

	Notes	31st March, 2024	31st March, 2023
<b>A ASSETS</b>			
<b>Non Current Assets</b>			
Property, Plant and Equipment (including right of use assets)	3 A	1,90,556.75	1,06,096.06
Capital Work-in-Progress	3 B	26,663.38	23,621.30
Investment Property	5	612.52	610.16
Goodwill	4	128.48	128.48
Intangible Assets	4	43.46	44.84
Financial Assets			
Investments	6	280.02	13.25
Other financial assets	8	2,348.90	1,228.07
Deferred Tax Assets	9	42.10	22.14
Other Non Current Assets	10	6,086.54	10,416.07
<b>Total Non Current Assets</b>		<b>2,26,762.15</b>	<b>1,42,180.38</b>
<b>Current Assets</b>			
Inventories	11	64,559.75	52,897.34
Financial Assets			
Trade Receivables	12	41,679.05	39,033.58
Cash and cash equivalents	13	4,069.76	1,413.21
Bank Balances other than Cash and cash equivalents	13	2,644.32	26,408.01
Loans	7	250.00	250.00
Other financial assets	8	2,496.40	3,400.39
Current Tax Assets	24A	616.52	337.24
Other Current Assets	10	11,402.67	5,706.01
<b>Total Current Assets</b>		<b>1,27,718.47</b>	<b>1,29,445.78</b>
<b>Assets Associated with Disposal Group Classified as Held for sale</b>	50	776.31	-
<b>TOTAL ASSETS</b>		<b>3,55,256.93</b>	<b>2,71,626.16</b>
<b>B EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	14	2,225.27	2,225.27
Other Equity	15	2,18,943.38	1,88,499.35
Non Controlling Interest		(509.12)	(370.12)
<b>Total Equity</b>		<b>2,20,659.53</b>	<b>1,90,354.50</b>
<b>Liabilities</b>			
<b>Non Current Liabilities</b>			
Financial Liabilities			
Borrowings	16	15,699.16	186.52
Lease Liabilities	17	5,239.44	1,120.67
Other Non Current Liabilities	18	41.68	86.35
Deferred Tax Liability	9	4,022.60	3,498.06
Provisions	23	1,129.77	697.36
<b>Total Non Current Liabilities</b>		<b>26,132.65</b>	<b>5,588.96</b>
<b>Current Liabilities</b>			
Financial Liabilities			
Borrowings	19	56,136.67	31,154.66
Lease Liabilities	17	28.55	212.79
Trade Payables			
Total Outstanding Dues of Micro Enterprises and Small Enterprises	20	1,107.92	1,375.38
Total Outstanding Dues of Creditor other than Micro Enterprises and Small Enterprises	20	27,503.48	26,110.25
Other Financial Liabilities	21	18,276.75	11,815.00
Contract Liability	21A	776.40	1,015.13
Other Current Liabilities	22	3,603.12	3,123.99
Provisions	23	933.47	849.59
Current tax liabilities	24B	88.14	25.91
<b>Total Current Liabilities</b>		<b>1,08,454.50</b>	<b>75,682.70</b>
<b>Liabilities Associated with Disposal Group Classified as Held for sale</b>	50	10.25	-
<b>Total Liabilities</b>		<b>1,34,597.40</b>	<b>81,271.66</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>3,55,256.93</b>	<b>2,71,626.16</b>
<b>Material Accounting Policies, Key Judgements, Estimates and Assumptions</b>	2		
The accompanying notes form an integral part of the Consolidated Financial Statements	3-55		

As per our attached report of even date

For **Singhi & Co.**

Firm Registration No. - 302049E

Chartered Accountants

For and on behalf of the Board of Directors

**Sajjan Bhajanka**

Chairman & Managing Director

DIN:00246043

**Sanjay Agarwal**

CEO & Managing Director

DIN:00246132

**Rajiv Singhi**

Partner

Membership No. 053518

Place: Kolkata

Date: 24th May, 2024

**Arun Kumar Julasaria**

Chief Financial Officer

**Sundeep Jhunjhunwala**

Company Secretary

# Statement of Consolidated Profit and Loss

for the year ended 31st March, 2024

(₹ in Lacs)

	Notes	2023-24	2022-23
<b>INCOME</b>			
Revenue from Operations	25	3,88,595.27	3,64,656.68
Other Income	26	4,388.89	4,768.97
<b>Total Income</b>		<b>3,92,984.16</b>	<b>3,69,425.65</b>
<b>EXPENSES</b>			
Cost of Materials Consumed	27	1,76,970.08	1,50,290.51
Purchase of Stock-in-Trade		31,546.92	36,535.82
Changes in inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	28	(4,981.65)	4,794.30
Employee Benefits Expense	29	53,980.55	47,491.07
Finance Cost	30	3,082.70	1,697.84
Depreciation and Amortisation Expense	31	9,473.66	7,750.80
Other Expenses	32	77,889.76	69,678.61
Impairment loss/(reversal) on financial assets	50	1,106.14	-
<b>Total Expenses</b>		<b>3,49,068.16</b>	<b>3,18,238.95</b>
<b>Profit before Tax</b>		<b>43,916.00</b>	<b>51,186.70</b>
<b>Tax Expenses</b>			
Current Tax		10,840.39	11,678.19
(Add)/Less: Tax provision for earlier years written back/(off)		42.24	-
Deferred Tax		500.85	1,810.85
<b>Total Tax Expenses</b>		<b>11,383.48</b>	<b>13,489.04</b>
<b>Profit for the year before non controlling interest</b>		<b>32,532.52</b>	<b>37,697.66</b>
<b>Other Comprehensive Income (OCI)</b>			
Items that will not to be reclassified to Statement of Profit and Loss:			
Re-Measurement gain/(loss) on defined benefit plans		11.93	(37.06)
Income tax related to above		(3.69)	8.83
Items that will be reclassified to Statement of Profit and Loss:			
Exchange difference in respect of Non integral foreign operations		(23.92)	779.21
<b>Other Comprehensive Income for the year, net of tax</b>		<b>(15.68)</b>	<b>750.98</b>
<b>Total Comprehensive Income for the year</b>		<b>32,516.84</b>	<b>38,448.64</b>
<b>Profit for the year</b>			
Attributable to:			
Equity holders of the Parent		32,639.00	37,622.19
Non-controlling interests		(106.48)	75.47
<b>Other Comprehensive Income/(Loss) for the period attributable to:</b>			
- Owners of the Company		(24.92)	744.42
- Non Controlling Interest		9.24	6.56
<b>Total Comprehensive Income for the year</b>			
Attributable to:			
Equity holders of the Parent		32,614.08	38,366.61
Non controlling interests		(97.24)	82.03
<b>Earnings per equity share (nominal value of share ₹1/- (Previous Year ₹1/-))</b>			
<b>Basic and Diluted (₹)</b>	44	14.69	16.93
<b>Material Accounting Policies, Key Judgements, Estimates and Assumptions</b>			
The accompanying notes form an integral part of the Consolidated Financial Statements	3-55		

As per our attached report of even date

For **Singhi & Co.**

Firm Registration No. - 302049E

Chartered Accountants

For and on behalf of the Board of Directors

**Sajjan Bhajanka**

Chairman &amp; Managing Director

DIN:00246043

**Sanjay Agarwal**

CEO &amp; Managing Director

DIN:00246132

**Rajiv Singhi**

Partner

Membership No. 053518

Place: Kolkata

Date: 24th May, 2024

**Arun Kumar Julasaria**

Chief Financial Officer

**Sundeep Jhunjunwala**

Company Secretary



# Consolidated Cash Flow Statement

for the Year Ended 31st March, 2024

(₹ in Lacs)

Particulars	For the Year Ended 31st March, 2024	For the Year Ended 31st March, 2023
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Net Profit before Tax</b>	43,916.00	51,186.70
Adjustments for :		
Depreciation/Amortisation	9,473.66	7,750.80
Finance Cost	3,082.70	1,697.84
(Profit)/Loss on disposal of Property, Plant and Equipment	(105.00)	1,600.89
(Profit) on Sale of Current Investments	-	(130.94)
Impairment loss on Investment in Subsidiary	1,106.14	-
Irrecoverable Debts Written Off/(net)	(12.19)	780.92
Provision for Doubtful Debts provided / (written back)	97.56	-
Unspent Liabilities Written Back	(9.89)	(1,425.60)
Unrealised Foreign Exchange Fluctuations Loss/Gain)	1,530.33	383.30
Interest Income from financial assets at amortised cost	(2,559.49)	(2,072.57)
<b>Operating Profit before Working Capital Changes</b>	<b>56,519.82</b>	<b>59,771.34</b>
Adjustments for :		
(Increase)/Decrease in Trade Receivables	(2,682.11)	(4,556.76)
(Increase)/Decrease in Inventories	(11,662.41)	(258.07)
(Increase)/Decrease in Financial Assets	(8,262.26)	(2,577.98)
(Increase)/Decrease in Other Assets	87.56	354.33
Increase/(Decrease) in Long Term Provisions	432.41	(503.46)
Increase/(Decrease) in Short Term Provisions	95.81	137.79
Increase/(Decrease) in Financial Liabilities	799.64	(571.04)
Increase/(Decrease) in Other Liabilities	431.35	(305.21)
Increase/(Decrease) in Trade Payables	1,182.75	3,607.89
<b>Cash Generated from Operations</b>	<b>36,942.56</b>	<b>55,098.83</b>
Direct Taxes paid (Net)	(11,774.15)	(11,312.05)
<b>Net Cash generated from Operating Activities</b>	<b>25,168.41</b>	<b>43,786.78</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Property, Plant and Equipment	(85,005.13)	(49,065.39)
Sale of Property, Plant and Equipment	548.97	764.88
Proceeds/(Outflow) from Fixed Deposit	24,552.04	(604.32)
Proceeds/(Outflow) from Margin Money Deposit	(790.33)	(1,404.49)
Purchase of Current Investment	(266.77)	148.33
Loans (Given)/Refunds (Net)	-	80.00
Interest Received	3,148.60	2,121.69
<b>Net Cash Flow (used) in Investing Activities</b>	<b>(57,812.62)</b>	<b>(47,959.30)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Long Term Loans	15,515.31	-
Repayment of Long Term Loans	(3.43)	(2,463.38)
Proceeds from Short Term Borrowings	36,246.78	11,610.40
Repayment of Short Term Borrowings	(11,264.77)	-
Principle Payment of Lease Liability	(228.21)	(488.86)
Interest Paid (Including Interest Capitalized)	(2,536.56)	(1,293.77)
Other Borrowing Cost Paid	(206.89)	(147.84)
Dividend Paid	(2,221.73)	(3,332.59)
<b>Net Cash Flow from Financing Activities</b>	<b>35,300.50</b>	<b>3,883.96</b>
<b>Net Increase/(Decrease) in Cash and Cash Equivalentents (A + B + C)</b>	<b>2,656.29</b>	<b>(288.56)</b>

# Consolidated Cash Flow Statement

for the Year Ended 31st March, 2024

(₹ in Lacs)

Particulars	For the Year Ended	For the Year Ended
	31st March, 2024	31st March, 2023
Cash & Cash Equivalents - Opening Balance as on 1st April	1,413.21	1,701.98
Effect of Exchange Variation on Cash & Cash Equivalents	0.26	(0.21)
<b>Cash &amp; Cash Equivalents - Closing Balance as on 31st March</b>	<b>4,069.76</b>	<b>1,413.21</b>

The accompanying notes form an integral part of the Consolidated Financial Statements

## Notes:

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Ind AS-7 on 'Statement of Cash Flow'
- Reconciliation between opening and closing balance's of liabilities arising from financing activities.

(₹ in Lacs)

Particulars	Liabilities from financing activities		
	Non Current Borrowings	Current Borrowings	Lease Liability
<b>Balance as at 1st April, 2022</b>	<b>2,663.24</b>	<b>19,157.92</b>	<b>1,822.32</b>
Interest accrued but not due as at 1st April, 2022	3.57	(68.82)	
Cash Flow (Net)	(2,463.38)	11,610.40	(488.86)
Non Cash Changes			
Forex		373.00	-
Finance Cost	210.86	710.97	
Interest & Other Borrowing Cost Paid	(207.41)	(930.98)	
Interest accrued but not due as at 31st March, 2023	0.12	151.19	-
<b>Balance as at 31st March, 2023</b>	<b>199.86</b>	<b>31,141.32</b>	<b>1,333.46</b>
Interest accrued but not due as at 1st April, 2023	0.12	151.19	-
Cash Flow (Net)	15,517.71	24,976.18	(228.21)
Other Changes/Reclassification	(18.40)	18.40	
Non Cash Changes			
Addition			4,162.74
Fair Value Changes			
Forex	-	425.47	-
Finance Cost	-	3,082.70	-
Interest & Other Borrowing Cost Paid	-	(2,743.45)	-
Interest accrued but not due as at 31st March, 2024	0.11	612.76	-
<b>Balance as at 31st March, 2024</b>	<b>15,699.16</b>	<b>56,136.67</b>	<b>5,267.99</b>

- Previous year's figures have been rearranged and/or regrouped, wherever necessary

As per our attached report of even date

For **Singhi & Co.**

Firm Registration No. - 302049E  
Chartered Accountants

**Rajiv Singhi**

Partner  
Membership No. 053518

Place: Kolkata  
Date: 24th May, 2024

For and on behalf of the Board of Directors

**Sajjan Bhajanka**

Chairman & Managing Director  
DIN:00246043

**Arun Kumar Julasaria**

Chief Financial Officer

**Sanjay Agarwal**

CEO & Managing Director  
DIN:00246132

**Sundeep Jhunjhunwala**

Company Secretary

# Consolidated Statement of Changes in Equity

for the year ended 31st March, 2024

## A) Equity Share Capital

	Nos.	₹ in lacs
<b>On 1st April, 2022*</b>	<b>22,21,72,990</b>	<b>2,225.27</b>
Changes in equity share capital during the year	-	-
<b>Balance at 31st March, 2023*</b>	<b>22,21,72,990</b>	<b>2,225.27</b>
Changes in equity share capital during the year	-	-
<b>Balance at 31st March, 2024*</b>	<b>22,21,72,990</b>	<b>2,225.27</b>

\* Includes amount ₹3.54 lacs received on forfeited shares (FY 2001-02)

## B) Other Equity

Particulars	Reserves and Surplus					Other Comprehensive Income (OCI)-Foreign Currency Translation Reserve	Equity attributable to owners of the company	Non Controlling Interest	Total Equity
	Securities Premium	Amalgamation Reserve	Surplus in the Statement of Profit and Loss	Capital Redemption Reserve	General Reserve				
<b>Balance at 31st March, 2022</b>	<b>1,892.77</b>	<b>317.40</b>	<b>1,48,839.79</b>	<b>50.00</b>	<b>990.19</b>	<b>262.41</b>	<b>1,53,458.77</b>	<b>(264.84)</b>	<b>1,53,193.93</b>
Profit for the year	-	-	37,622.19	-	-	-	37,622.19	75.47	37,697.67
Other Comprehensive Income arising from remeasurement of defined benefit obligation (net of tax)	-	-	(28.23)	-	-	-	(28.23)	-	(28.23)
On acquisition of subsidiary during the year	-	-	-	-	-	-	-	(180.75)	(180.75)
Exchange difference in respect of Non integral foreign operations	-	-	-	-	-	779.21	779.21	-	779.21
Transferred to retained earning on account of loss of control in Subsidiary	-	-	-	-	-	(1,390.68)	(1,390.68)	-	(1,390.68)
Final Dividend for the year 2021-22	-	-	(3,332.59)	-	-	-	(3,332.59)	-	(3,332.59)
Transferred from FCTR on account of loss of control in Subsidiary	-	-	1,390.68	-	-	-	1,390.68	-	1,390.68

(₹ in lacs)

# Consolidated Statement of Changes in Equity for the year ended 31st March, 2024

Particulars	Reserves and Surplus					Other Comprehensive Income (OCI)-Foreign Currency Translation Reserve	Equity attributable to owners of the company	Non Controlling Interest	Total Equity
	Securities Premium	Amalgamation Reserve	Surplus in the Statement of Profit and Loss	Capital Redemption Reserve	General Reserve				
<b>Balance at 31st March, 2023</b>	<b>1,892.77</b>	<b>317.40</b>	<b>1,84,491.84</b>	<b>50.00</b>	<b>990.19</b>	<b>262.41</b>	<b>1,88,499.35</b>	<b>(370.12)</b>	<b>1,88,129.23</b>
<b>Adjustments</b>									
Profit for the year	-	-	32,639.00	-	-	-	32,639.00	(106.48)	32,532.52
Other Comprehensive Income for the year, net of tax	-	-	8.22	-	-	-	8.22	-	8.22
Transfer to retained earning on account of loss of control in subsidiary	-	-	-	-	-	42.46	42.46	(32.52)	9.94
Exchange difference in respect of Non integral foreign operations	-	-	-	-	-	-	(23.92)	-	(23.92)
Final Dividend for the year 2022-23	-	-	(2,221.73)	-	-	-	(2,221.73)	-	(2,221.73)
<b>Balance at 31st March, 2024</b>	<b>1,892.77</b>	<b>317.40</b>	<b>2,14,917.33</b>	<b>50.00</b>	<b>990.19</b>	<b>304.87</b>	<b>2,18,943.38</b>	<b>(509.12)</b>	<b>2,18,434.26</b>

## Material Accounting Policies, Key Judgements, Estimates and Assumptions

The accompanying notes are an integral part of the Consolidated financial statements.

As per our attached report of even date

For **Singhi & Co.**

Firm Registration No. - 302049E

Chartered Accountants

For and on behalf of the Board of Directors

**Sajjan Bhajanka**

Chairman & Managing Director

DIN:00246043

**Sanjay Agarwal**

CEO & Managing Director

DIN:00246132

**Rajiv Singhi**

Partner

Membership No. 053518

Place: Kolkata

Date: 24th May, 2024

**Arun Kumar Julasaria**

Chief Financial Officer

**Sundeep Jhunjhunwala**

Company Secretary

BOARD'S  
REPORT

MANAGEMENT  
DISCUSSION AND ANALYSIS

CORPORATE  
GOVERNANCE

FINANCIAL  
STATEMENTS

CONSOLIDATED

# Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

## 1. Corporate Information

Century Plyboards (India) Limited (“the Company”) is a public Company domiciled in India and incorporated under the provisions of the Companies Act, 1956, having its registered office at P-15/1, Taratala Road, Kolkata - 700088. Its shares are listed on National Stock Exchange of India Ltd. and BSE Limited. The Company is primarily engaged in manufacturing and sale of Plywood, Laminates, Decorative Veneers, Medium Density Fiber Boards (MDF), Pre-laminated Boards, Particle Board and Flush Doors. The Company presently has manufacturing facilities near Kolkata, Karnal, Guwahati, Hoshiarpur, Kandla and Chennai.

## 2. Compliance with Ind AS

These consolidated financial statements relate to Century Plyboards (India) Limited. The consolidated financial statements have been prepared in accordance with Indian Accounting Standards (“Ind AS”) as prescribed under Section 133 of the Companies Act 2013 (“the Act”), as notified under the Companies (Indian Accounting Standard) Rules, 2015 as amended and other relevant provision of the Act, to the extent applicable and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the consolidated financial statement.

### 2.1 New or amended Ind AS applied

Effective 01st April, 2023 the Company has applied the following amendments to existing standards which has been notified by the Ministry of Corporate Affairs (“MCA”)-

#### i. Ind AS 1, Presentation of Financial Statements -

Effective for annual periods starting on or after 1st April, 2023, Ind AS 1 has been amended to replace the requirement for entities to disclose their ‘significant accounting policies’ with a requirement to disclose ‘material accounting policy information’. The explicit requirement to disclose measurement bases has also been removed.

#### ii. Ind AS 8, Accounting policies, Change in Accounting Estimates and Errors -

The company has adopted the amendments to Ind AS 8 for the first time in current year. The amendments replace the definition of a change in accounting estimates with a definition of accounting estimates. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”.

#### iii. Ind AS 12, Income Taxes -

The amendment has narrowed the scope of the Initial Recognition Exemption (IRE) (with regard to leases and decommissioning obligations). Now IRE does not apply to transactions that give rise to equal and offsetting temporary differences. Accordingly, companies will need to recognise a deferred tax asset and a deferred tax liability for temporary differences arising on transactions such as initial recognition of a lease and a decommissioning provision.

The amendments listed above did not have any impact on the amounts recognized in current year.

### 2.2 Basis of Preparation of consolidated financial statements

These consolidated financial statements have been prepared on historical cost basis except for certain financial instruments and defined benefit plans which are measured at fair value or amortised cost at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

All assets and liabilities have been classified as current and non-current as per the Company’s normal operating cycle. Based on the nature of services rendered to customers and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such services rendered, the Company has considered an operating cycle of 12 months.

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

The Company determines materiality depending on the nature or magnitude of information, or both. Information is material if omitting, misstating or obscuring it could reasonably influence decisions made by the primary users, on the basis of those consolidated financial statements.

# Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

The consolidated financial statements have been presented in Indian Rupees (INR), which is the Company's Functional Currency. Transactions in foreign currencies are recorded at their respective functional currency at the exchange rates prevailing at the date, the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currency are translated to the functional currency at the exchange rates prevailing at the reporting date.

All Financial information presented in INR has been rounded off to nearest two decimals of lacs, unless otherwise indicated.

## 2.3 Material Accounting Policies

The material accounting policies adopted in preparation of consolidated financial statements has been disclosed as below. All accounting policies has been consistently applied to all the period presented in the consolidated financial statements unless otherwise stated.

### a. Revenue Recognition

The Company derives revenue principally from sale of Plywood, Laminates, MDF, Particle boards, Decorative Veneers and Flush Doors. The Company recognizes revenue when it satisfies a performance obligation in accordance with the provisions of contract with the customer.

The Company considers the terms of the contract in determining the transaction price.

For incentives offered to customers/dealers, the Company makes estimates related to customer performance and sales volume to determine the total amounts earned and to be recorded as deductions. The estimate is made in such a manner, which ensures that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The actual amounts may differ from these estimates and are accounted for prospectively. No element of significant financing is deemed present as the sales are made with a credit term, which is consistent with market practice.

In case of related party transactions where related party meets the definition of customer (i.e. a party that has contracted with the Company to obtain goods or services that are an output of the Company's ordinary activity in exchange for consideration) and the transactions are within the scope of the standard then the revenue is recognised based on the principles of Ind AS 115.

Export incentives and subsidies are recognized when there is reasonable assurance that the Company will comply with the conditions and the incentive will be received.

### b. Government grants

Government grants related to income under State Investment Promotion Scheme linked with GST payment, are recognised in the Consolidated Statement of Profit and Loss in the period in which they become receivable.

### c. Taxes

Tax expense is the aggregate amount included in determination of profit or loss for the period in respect of current tax & deferred tax.

#### Current Tax

The current tax payable is based on taxable profit for the year. The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date. Current tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

#### Deferred Tax

Deferred tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets are recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.



# Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2024

## d. Property, Plant and Equipment

Property, Plant and Equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives.

Expenditure directly attributable to expansion projects are capitalised. Administrative, general overheads and other indirect expenditure (including borrowing costs) incurred during the project period which are not related to the project nor are incidental thereto, are charged to Statement of Profit and Loss.

Depreciation on property, plant and equipment is provided under Straight Line method at the rates determined based on useful lives of the respective assets and residual values which is in line with those indicated in Schedule II of The Companies Act, 2013.

The estimated useful life of the Property Plant and Equipment is given below:-

<b>Asset Group</b>	<b>Useful life (in years)</b>
Factory Building	30
Non-factory Building	60
Plant & Equipment	8-15
Electrical Installation	10
Furniture & Fixtures	10
Office Equipment and Vehicle	5-8
Computers	3

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at the end of each financial year and adjusted prospectively, if appropriate.

Assets in the course of construction for production or/and supply of goods or services or administrative purposes, or for purposes not yet determined, which are not ready for intended use as on the date of Balance Sheet are disclosed as Capital work-in-progress and are carried at cost, less any recognised impairment loss, if any.

## e. Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated loss, if any. The Company has intangible assets with finite useful lives.

## f. Borrowing Costs

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset.

## g. Leases

### The Company as lessee

The Company assesses whether a contract is or contains a lease, at inception of the contract. The Company recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term, unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed. Contingent and variable rentals are recognized as expense in the periods in which they are incurred.

### Lease Liability

The lease payments that are not paid at the commencement date are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the lessee's incremental borrowing rate is used.

# Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

## Right of Use (ROU) Assets

The ROU assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated over the shorter period of the lease term and useful life of the underlying asset. If the Company is reasonably certain to exercise a purchase option, the ROU asset is depreciated over the underlying asset's useful life. The depreciation starts at the commencement date of the lease.

The ROU assets are not presented as a separate line in the Balance Sheet but presented below similar owned assets as a separate line in the PPE note under "Notes forming part of the Financial Statement".

## h. Inventories

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

Costs incurred in bringing each product to its present location and conditions are accounted for as follows:

**(i) Raw materials, Stores and Spares:** These are valued at lower of cost and net realisable value. However, material and other items held for use in production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on weighted average basis.

**(ii) Finished goods and work in progress:** These are valued at lower of cost and net realisable value. Cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity. Cost is determined on weighted average basis.

**(iii) Traded goods:** These are valued at lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

## i. Impairment of Non-Financial Assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. Non-Financial Assets that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

## j. Retirement and other Employee Benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

Retirement benefit in the form of Provident Fund is a defined contribution scheme and the Company recognizes contribution payable to the provident fund scheme as expenditure when an employee renders the related service.

Gratuity liability, being a defined benefit obligation, is provided for on the basis of an actuarial valuation made at the end of each financial year by a qualified actuary using projected unit credit method.

The Company treats accumulated leaves expected to be carried forward beyond twelve months as long term employee benefit for measurement purposes. Such long term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the end of each financial year. The Company does not have an unconditional right to defer the settlement for the period beyond 12 months and accordingly entire leave liability is shown as current liability.

## k. Financial instruments

### Financial Assets

All financial assets are recognised on trade date when the purchase of a financial asset is under a contract whose term requires delivery of the financial asset within the timeframe established by the market concerned. Financial assets are initially measured at fair value, plus transaction costs, except for those financial assets which are classified at fair value through profit or loss (FVTPL) at inception. All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value.

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity

# Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

## Classification of financial assets

Financial assets are classified as 'equity instrument' if it is a non-derivative and meets the definition of 'equity' for the issuer (under Ind AS 32 Financial Instruments: Presentation). All other non-derivative financial assets are 'debt instruments'

### (i) Subsequent Measurement

#### (a) Debt Instruments at Amortised Cost

Such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. This category generally applies to trade receivables, cash and bank balances, loans and other financial assets of the company.

#### (b) Equity Instruments at Fair Value through Other Comprehensive Income (FVTOCI)

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

#### (c) Equity instruments at fair value through profit or loss (FVTPL)

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

#### (d) Equity Investments in subsidiaries

Equity investments in Subsidiaries are carried at Cost, in accordance with option available in Ind AS 27 "Separate Financial Statements". Investment carried at cost are subject to impairment test as per Ind AS 36 when indication of potential impairment exists.

## Impairment of Financial Assets-

Impairment Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. Ind AS 109 requires expected credit losses to be measured through a loss allowance.

## Financial liabilities

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition of financial liabilities (other than financial liabilities at fair value through profit or loss) are deducted from the fair value measured on initial recognition of financial liability. They are measured at amortised cost using the effective interest method.

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled, or have expired.

For disclosure related to Fair value measurement of financial instruments Refer Note No.40

## Offsetting of Financial Instruments

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

### 1. Fair Value Measurement

The Company measures financial instruments, such as, quoted investments at fair value at each balance sheet date.

For assets and liabilities that are recognised in the financial statements at fair value on recurring basis the company determines whenever transfers have occurred between levels in the hierarchy by reassessing categorisation at the end of each reporting period and discloses the same.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

# Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

The Company has an established control framework with respect to the measurement of fair values. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. The management has overall responsibility for overseeing all significant fair value measurements and it regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the valuation team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified. Fair value for measurement and/or disclosure purposes in the financial statement is determined on such a basis, except for leasing transactions and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Inventories or value in use in Impairment of Assets.

The estimated fair value of the Company's financial instruments is based on market prices and valuation techniques. Valuations are made with the objective to include relevant factors that market participants would consider in setting a price, and to apply accepted economic and financial methodologies for the pricing of financial instruments. References for less active markets are carefully reviewed to establish relevant and comparable data.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in forced or liquidation sale

## **m. Cash and cash equivalents**

The Company considers all highly liquid investments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value, and have maturities of less than 3 months from the date of such deposits, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage

## **n. Bank balances other than cash and cash equivalents**

The Company considers balances and deposits with banks having maturity of more than three months but less than 12 months to be bank balances other than Cash & Cash Equivalents

## **o. Earnings per equity share (EPS)**

Basic earnings per share is computed by dividing profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares

## **p. Equity share capital**

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 recognised at the proceeds received, net of direct issue costs.

## **q. Operating Segment**

The Company's operating business segments are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. All operating segments operating results are reviewed regularly by the Chief Operating Decision Maker (CODM) (Managing Director & CEO) to make decisions about resources to be allocated to the segments and assess their performance. The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

## **r. Provisions (other than employee benefits)**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted at a current pre-tax rate that reflects the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

The amortisation or "unwinding" of the discount applied in establishing the provision is charged to the income statement in each accounting period. The amortisation of the discount is shown within finance costs in profit or loss.

# Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2024

## s. **Contingent Liabilities**

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. The material accounting policies adopted in preparation of consolidated financial statements has been disclosed as below. All accounting policies has been consistently applied to all the period presented in the consolidated financial statements unless otherwise stated.

## 2.4 Use of Estimates and Management Judgements

The preparation of financial statements in conformity with the recognition and measurement principles of Ind AS requires management of the Company to make estimates and judgements that affect the reported balances of assets and liabilities, disclosures of contingent liabilities as at the date of financial statements and the reported amounts of income and expenses for the periods presented. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

The Company uses the following critical accounting judgements, estimates and assumptions in preparation of its financial statements:

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

Further details about gratuity obligations are given in note no. 33.

**b. Useful lives of depreciable/ amortisable assets (tangible and intangible)** - Management reviews its estimate of the useful lives of depreciable/ amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain software, customer relationships, IT equipment and other plant and equipment (Refer Note No.3).

**c. Significant judgments when applying Ind AS 115** – Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services. The application of revenue recognition accounting standards is complex and involves a number of key judgements and estimates. Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, price concessions and incentives, if any, as specified in the contract with the customer/dealer. The Company makes estimates related to customer performance and sales volume to determine the total amounts earned and incentive to be recorded as deductions.

**d. Recognition of current tax and deferred tax** - The Company uses judgements based on the relevant rulings in the areas of allocation of revenue, costs, allowances, and disallowances which is exercised while determining the provision for income tax. Deferred income tax expense is calculated based on the differences between the carrying value of assets and liabilities for financial reporting purposes and their respective tax basis that are considered temporary in nature. Valuation of deferred tax assets is dependent on management's assessment of future recoverability of the deferred benefit. Expected recoverability may result from expected taxable income in the future, planned transactions or planned tax optimizing measures. Economic conditions may change and lead to a different conclusion regarding recoverability (Refer Note No.7 and 23).

## 2.5 Recent Pronouncements:

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

# Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2024

## 3A. Property, Plant and Equipment

The changes in carrying value of Property, Plant & Equipmnet and Right of Use Assets are given below :-

Cost or Deemed Cost	Land Freehold	Land Right Of Use	Factory Buildings	Non-Factory Buildings on Freehold Land	Non-Factory Buildings on Leasehold Land	Storage Yard on Hold Land	Plant & Machinery	Electrical Installations	Furniture & Fixtures	Office Equipments	Computers	Vehicles	Total	(₹ in Lacs)			
<b>At 1st April, 2022</b>	8,778.24	3,486.36	18,478.41	12,019.34	1,158.56	2,440.82	60,909.08	4,148.06	2,731.23	1,706.92	1,097.09	3,693.93	1,20,648.04				
Additions	1,901.37	5,297.45	1,958.84	459.76	-	-	27,159.24	1,321.42	293.90	100.64	363.11	270.80	39,126.53				
Foreign Currency Translation Adjustment	58.35	-	47.79	-	-	-	257.26	-	1.28	0.17	0.10	6.89	371.84				
Disposals / deductions / adjustment	349.68	-	757.01	0.16	1.58	-	1,882.39	227.80	53.46	51.31	153.05	255.31	3,731.75				
<b>At 31st March, 2023</b>	<b>10,388.28</b>	<b>8,783.81</b>	<b>19,728.03</b>	<b>12,478.94</b>	<b>1,156.98</b>	<b>2,440.82</b>	<b>86,443.19</b>	<b>5,241.68</b>	<b>2,972.95</b>	<b>1,756.42</b>	<b>1,307.25</b>	<b>3,716.31</b>	<b>1,56,414.66</b>				
Additions	2,315.24	4,523.02	16,172.96	4,073.44	-	0.55	61,973.83	3,923.12	574.82	360.91	498.70	712.38	95,128.97				
Addition due to Acquisition (refer note no.51)	1,271.55	-	-	-	-	-	-	-	-	-	-	-	1,271.55				
Foreign Currency Translation Adjustment	7.08	-	5.80	-	-	-	44.03	-	0.16	0.02	0.02	0.84	57.95				
Disposals / deductions / adjustment	601.43	-	126.29	28.19	-	-	555.77	5.53	54.62	41.81	93.74	131.28	1,638.66				
Adjustment for disposal group classified as held for sale (refer note no.50)	-	-	-	-	-	-	2,586.92	-	-	-	1.24	-	2,588.16				
<b>At 31st March, 2024</b>	<b>13,380.72</b>	<b>13,306.83</b>	<b>35,780.50</b>	<b>16,524.19</b>	<b>1,156.98</b>	<b>2,441.37</b>	<b>1,45,318.36</b>	<b>9,159.27</b>	<b>3,493.31</b>	<b>2,075.54</b>	<b>1,710.99</b>	<b>4,298.25</b>	<b>2,48,646.31</b>				
<b>Accumulated Depreciation</b>																	
As at 1st April, 2022	-	1,817.80	4,244.34	2,284.91	925.93	2,211.22	25,535.41	1,875.90	1,003.68	1,155.83	714.85	2,038.07	43,807.94				
Charge for the Year	-	543.84	670.46	402.15	88.41	24.42	4,637.87	330.46	250.15	240.80	186.75	368.77	7,744.08				
Foreign Currency Translation Adjustment	-	-	5.99	-	-	-	139.60	-	0.59	0.09	0.10	5.19	151.56				
Disposals / deductions	-	-	168.28	0.03	0.31	-	667.47	116.38	39.75	40.41	140.49	211.86	1,384.98				
<b>As at 31st March, 2023</b>	<b>-</b>	<b>2,361.64</b>	<b>4,752.51</b>	<b>2,687.03</b>	<b>1,014.03</b>	<b>2,235.64</b>	<b>29,645.41</b>	<b>2,089.98</b>	<b>1,214.67</b>	<b>1,356.31</b>	<b>761.21</b>	<b>2,200.17</b>	<b>50,318.60</b>				
charge for the Year	-	426.87	779.63	429.34	20.32	6.68	6,724.68	503.31	293.62	192.16	278.72	397.49	10,052.82				
Foreign Currency Translation Adjustment	-	-	0.66	-	-	-	24.46	-	0.06	0.01	0.02	0.57	25.78				
Disposals / deductions	-	-	42.83	5.97	-	-	302.99	3.11	40.56	37.17	87.51	66.89	587.03				
Adjustment for disposal group classified as held for sale (refer note no.50)	-	-	-	-	-	-	1,719.37	-	-	-	1.24	-	1,720.61				
<b>At 31st March, 2024</b>	<b>-</b>	<b>2,788.51</b>	<b>5,489.97</b>	<b>3,110.40</b>	<b>1,034.35</b>	<b>2,242.32</b>	<b>34,372.19</b>	<b>2,590.18</b>	<b>1,467.79</b>	<b>1,511.31</b>	<b>951.20</b>	<b>2,531.34</b>	<b>58,089.56</b>				
<b>Carrying Values</b>																	
<b>As at 31st March, 2022</b>	<b>8,778.24</b>	<b>1,668.56</b>	<b>14,234.07</b>	<b>9,734.43</b>	<b>232.63</b>	<b>229.60</b>	<b>35,373.67</b>	<b>2,272.16</b>	<b>1,727.55</b>	<b>551.09</b>	<b>382.24</b>	<b>1,655.86</b>	<b>76,840.10</b>				
<b>As at 31st March, 2023</b>	<b>10,388.28</b>	<b>6,422.17</b>	<b>14,975.52</b>	<b>9,791.91</b>	<b>142.95</b>	<b>205.18</b>	<b>56,797.78</b>	<b>3,151.70</b>	<b>1,758.28</b>	<b>400.11</b>	<b>546.04</b>	<b>1,516.14</b>	<b>1,06,096.06</b>				
<b>As at 31st March, 2024</b>	<b>13,380.72</b>	<b>10,518.32</b>	<b>30,290.53</b>	<b>13,413.79</b>	<b>122.63</b>	<b>199.05</b>	<b>1,10,946.17</b>	<b>6,569.09</b>	<b>2,025.52</b>	<b>564.23</b>	<b>759.79</b>	<b>1,766.91</b>	<b>1,90,556.75</b>				

### Notes :

- Capital and other commitments for acquisition of Property, Plant & Equipments is disclosed in Note no 34(i)
- For assets pledged against borrowings Refer Note no.:16 & 19
- Company has not revalued its Property, Plant & Equipment during the period ending 31st March, 2024 and also during the previous period ending 31st March, 2023.
- The Company does not have any Immovable Property whose title deeds are not held in the name of the company during the period ending 31st March, 2024 and also as on 31st March, 2023



# Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2024

## 3B Capital Work in Progress

The changes in carrying value of Capital Work in Progress are given below:-

(₹ in Lacs)

Cost or Deemed Cost	Total
<b>At 1st April, 2022</b>	17,659.81
Additions	22,173.96
Disposals / deductions / adjustment	16,212.47
<b>At 31st March, 2023</b>	<b>23,621.30</b>
Additions	85,743.05
Disposals / deductions / adjustment	82,700.97
<b>At 31st March, 2024</b>	<b>26,663.38</b>

## Ageing of Capital Work in Progress (CWIP).

As at 31st March, 2024

(₹ in Lacs)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 Years	More than 3 years	
Projects in progress *	25,506.39	802.07	208.75	146.17	26,663.38
Projects temporarily suspended	-	-	-	-	-

\* Includes ₹19,201.88 lacs incurred during the current year on expansion project of Holding Company against which approved budget ₹52,563.00 lacs due for completion by October 2025 and Includes ₹1,281.15 lacs incurred during the current year on expansion project due for completion by May 2024 and project inventory of ₹2,511.20 Lacs for one domestic subsidiary.

As at 31st March, 2023

(₹ in Lacs)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 Years	More than 3 years	
Projects in progress	22,324.05	1,149.46	43.77	104.02	23,621.30
Projects temporarily suspended	-	-	-	-	-

### Notes :

- There are no projects as on the reporting period which have exceeded cost as compared to its original plan or where completion is overdue.
- During the Current period ending 31st March, 2024, the company is not having any Intangible assets under development. Nil in Previous period ending 31st March, 2023.

## 4. Intangible Assets

The changes in carrying value of Intangible Assets are given below:-

(₹ in Lacs)

	Computer Software	Goodwill	Total
<b>Cost</b>			
<b>At 1st April, 2022</b>	426.15	128.48	554.63
Addition	1.50	-	1.50
Written Off/Disposed	51.90	-	51.90
<b>As at 31st March, 2023</b>	<b>375.75</b>	<b>128.48</b>	<b>504.23</b>
Acquition of subsidiary			
Addition	5.99	-	5.99
Written Off/Disposed	30.88	-	30.88
<b>As at 31st March,2024</b>	<b>350.86</b>	<b>128.48</b>	<b>479.34</b>

## Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2024

### 4. Intangible Assets (Contd.)

(₹ in Lacs)

	Computer Software	Goodwill	Total
<b>Amortisation</b>			
<b>As at 1st April, 2022</b>	357.04	-	357.04
Charge for the Year	6.72	-	6.72
Written Off/Disposed	32.85	-	32.85
<b>As at 31st March, 2023</b>	<b>330.91</b>	<b>-</b>	<b>330.91</b>
charge for the Year	5.69	-	5.69
Written Off/Disposed	29.20	-	29.20
<b>As at 31st March, 2024</b>	<b>307.40</b>	<b>-</b>	<b>307.40</b>
<b>Net Block</b>			
<b>As at 31st March, 2022</b>	<b>69.11</b>	<b>128.48</b>	<b>197.59</b>
<b>As at 31st March, 2023</b>	<b>44.84</b>	<b>128.48</b>	<b>173.32</b>
<b>As at 31st March, 2024</b>	<b>43.46</b>	<b>128.48</b>	<b>171.94</b>

#### Notes :

- Company has not revalued its Intangible assets during the period ending 31st March, 2024 and also during the previous period ending 31st March, 2023.
- Company is not having any intangible assets under development during the current year ended 31st March, 2024 and also during the previous period ended 31st March, 2023
- The Company has performed an assessment of its Property, Plant and Equipment, Right of Use Assets, Capital Work in Progress and Intangible Assets for possible triggering events or circumstances for an indication of impairment and has concluded that there were no triggering events or circumstances that would indicate the Property, Plant and Equipment, Right of Use Assets, Capital Work in Progress and Intangible Assets are impaired.

### 5. Investment Property (Land)

(₹ in Lacs)

Particulars	Amount
<b>Opening balance at 1st April, 2022</b>	610.16
Addition	-
<b>Closing balance at 31st March, 2023</b>	<b>610.16</b>
Addition	2.36
<b>Closing balance at 31st March, 2024</b>	<b>612.52</b>

These valuations are based on valuations performed by Parameswar Sharma, an accredited independent valuer holding recognised and relevant professional qualification and has recent experience in the location and category of the investment property being valued.

#### Reconciliation of fair value:

(₹ in Lacs)

Particulars	Amount
<b>Opening balance at 1st April, 2022</b>	912.00
Fair value difference	36.00
<b>Closing balance at 31st March, 2023</b>	<b>948.00</b>
Fair value difference	48.00
<b>Closing balance at 31st March, 2024</b>	<b>996.00</b>

## Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2024

### 6. Investments

(₹ in Lacs)

Particulars	Face Value per share	No of Shares as	No of Shares as	As at	As at
		at 31st March, 2024	at 31st March, 2023	31st March, 2024	31st March, 2023
<b>Non Current Investments at fair value through profit or loss (FVTPL)</b>					
<b>Unquoted Equity Instruments</b>					
<b>(i) Investments In Others (at FVTPL)</b>					
Dalavaipuram Renewables Pvt. Ltd.	10	2662202	-	266.22	-
Watsun Infrabuild Pvt. Ltd.	10	115000	115000	11.50	11.50
Association of Indian Panelboard Manufacturer	10	500	500	0.50	0.50
Indian Laminate Manufacturer's Association	1000	125	125	1.25	1.25
<b>Sub Total</b>				<b>279.47</b>	<b>13.25</b>
<b>Quoted investment</b>					
Datamatics Global Services Ltd,	110	500	-	0.55	-
				<b>0.55</b>	-
<b>Aggregate amount of quoted investment</b>				0.55	-
<b>Market value of quoted investment</b>				2.68	-
<b>Aggregate amount of unquoted investment</b>				<b>279.47</b>	<b>13.25</b>
<b>Aggregate amount of Total investments</b>				<b>280.02</b>	<b>13.25</b>

### 7. Loans (at amortised cost)

(₹ in Lacs)

	Non Current		Current	
	31st March, 2024	31st March, 2023	31st March, 2024	31st March, 2023
<b>Loans:</b>				
- To a Body corporate	-	-	250.00	250.00
<b>Total</b>	-	-	<b>250.00</b>	<b>250.00</b>

### DISCLOSURES PURSUANT TO SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECTION 186 OF THE COMPANIES ACT, 2013

(₹ in Lacs)

Name of the Company	Nature of Transactions	Balance as on		Maximum Amount Outstanding at any time during the Year *	
		31st March, 2024*	31st March, 2023*	31st March, 2024	31st March, 2023
Good View Agencies Pvt. Ltd.	Loans	-	-	-	80.00
Auro Sundram International Pvt. Ltd.	Loans	250.00	250.00	250.00	250.00
Channel Financing to Dealers & Distributors **	Guarantee	117.06	832.89	190.00	960.21

\* excluding interest

\*\* Guarantees issued amounting to ₹760.00 Lacs (P.Y. ₹3,615.60 Lacs)

The above loans has been granted for business purpose.

## Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2024

### 8. Other Financial Assets (at Amortised Cost)

(₹ in Lacs)

	Non Current		Current	
	31st March, 2024	31st March, 2023	31st March, 2024	31st March, 2023
<b>Unsecured Considered Good</b>				
Advances recoverable in cash or kind *	0.14	-	701.43	909.95
Interest accrued on Loans, Deposits etc	-	-	56.91	646.02
Insurance Claim Receivable	-	-	2.18	58.12
Central/State Government Subsidies Receivable	-	-	769.30	614.02
Security Deposits	2,348.76	1,228.07	749.34	768.14
Other Receivables	-	-	217.24	404.14
<b>Total</b>	<b>2,348.90</b>	<b>1,228.07</b>	<b>2,496.40</b>	<b>3,400.39</b>

\* represents advance license entitlement and Staff Advance (for advances to KMP refer note no 39)

### 9. Income Tax and Deferred Tax

(₹ in Lacs)

	31st March, 2024	31st March, 2023
<b>(i) Total tax recognised in Statement of Profit &amp; Loss</b>		
Current income tax	10,840.39	11,678.19
Tax expenses for earlier years charge/(credit)	42.24	-
Deferred Tax	500.85	1,810.85
<b>Tax expense reported in the Statement of Profit or Loss</b>	<b>11,383.48</b>	<b>13,489.04</b>
<b>OCI section</b>		
<b>Tax expense reported for Other Comprehensive Income (OCI)</b>		
Tax on net loss(gain) on remeasurement of defined benefit plan	(3.69)	8.83
	<b>(3.69)</b>	<b>8.83</b>
<b>(ii) Deferred Tax Assets/(Liabilities)</b>		
Impact of expenditure charged to the Statement of Profit and Loss in the current year but allowed for tax purposes on payment basis	488.53	365.34
Carry Forward of Business Loss	887.11	-
Property, Plant and Equipment: Impact of difference between tax depreciation and depreciation/ amortisation charged for the financial reporting	(5,308.22)	(3,423.21)
Transferred pursuant to Scheme of arrangement (Refer Note No.49)	-	(707.37)
Provision for doubtful debts and advances	291.74	267.18
Right of Use Assets & Lease liabilities Impact of difference between tax depreciation and depreciation/ amortisation charged for the financial reporting	(381.76)	-
<b>Deferred Tax Assets/(Liabilities)</b>	<b>(4,022.60)</b>	<b>(3,498.06)</b>
<b>(iii) Deferred Tax Assets/(Liabilities)</b>		
Impact of expenditure charged to the Statement of Profit and Loss in the current year but allowed for tax purposes on payment basis	33.31	(6.92)
Property, Plant and Equipment: Impact of difference between tax depreciation and depreciation/ amortisation charged for the financial reporting	8.79	29.06
<b>Deferred Tax Assets/(Liabilities)</b>	<b>42.10</b>	<b>22.14</b>

# Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2024

## 9. Income Tax and Deferred Tax (Contd.)

### (iv) Movement in deferred tax assets and liabilities:

Particulars	As at 1st April, 2022	Transferred pursuant to Scheme of arrangement (Refer note no.49)	Recognised in Statement of Profit & Loss	Recognised in OCI	As at 31st March, 2023	MAT credit Utilised	Recognised in Statement of Profit & Loss	Recognised in OCI	(₹ in Lacs)
									As at 31st March, 2024
<b>Deferred Tax Assets</b>									
Impact of expenditure charged to the Statement of Profit and Loss in the current year but allowed for tax purposes on payment basis	818.90	-	(462.39)	8.83	365.34	-	119.62	3.57	488.53
Property, Plant & Equipment: Impact of difference between tax depreciation and depreciation/ amortisation charged for the financial reporting	(2,765.96)	(707.37)	(657.25)	-	(4,130.58)	-	(1,177.64)	-	(5,308.22)
Provision for doubtful debts and advances	267.18	-	-	-	267.18	-	24.56	-	291.74
Carry forward of business loss	-	-	-	-	-	-	887.11	-	887.11
Right of Use Assets & Lease liabilities Impact of difference between tax depreciation and depreciation/ amortisation charged for the financial reporting	-	-	-	-	-	-	(381.76)	-	(381.76)
<b>Total Deferred Tax Assets</b>	<b>(1,679.88)</b>	<b>(707.37)</b>	<b>(1,119.64)</b>	<b>8.83</b>	<b>(3,498.06)</b>	<b>-</b>	<b>(528.11)</b>	<b>3.57</b>	<b>(4,022.60)</b>
<b>Deferred Tax Liability</b>									
Impact of expenditure charged to the Statement of Profit and Loss in the current year but allowed for tax purposes on payment basis	(18.41)	-	11.47	-	(6.92)	-	47.49	(7.26)	33.31
Fixed assets: Impact of difference between tax depreciation and depreciation/ amortisation charged for the financial reporting	24.37	-	4.69	-	29.06	-	(20.27)	-	8.79
<b>Total Deferred Tax Liability</b>	<b>5.96</b>	<b>-</b>	<b>16.16</b>	<b>-</b>	<b>22.14</b>	<b>-</b>	<b>27.22</b>	<b>(7.26)</b>	<b>42.10</b>

(v) The Group has reviewed its income tax treatments in order to determine whether they could have an impact on the financial statements and concluded that it has no material impact on the Company's financial statements. As a practice, where the interpretation of income tax law is not clear, management relies on the some or all of the following factors to determine the probability of its acceptance by the tax authority:

Strength of technical and judicial argument and clarity of the legislation;

Past experience related to similar tax treatments in its own case;

Legal and professional advice or case law related to other entities. After analysing above factors for each of such uncertain tax treatments, where the Company expects that the probability to sustain its position on ultimate resolution of such uncertain tax treatment is remote, the Company ensures that such uncertain tax positions are adequately provided for in the Company's financial Statements.

# Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

## 10. Other Assets

(₹ in Lacs)

	Non Current		Current	
	31st March, 2024	31st March, 2023	31st March, 2024	31st March, 2023
Capital Advances Against Plant Property and Equipment	5,300.36	10,298.31	1,033.10	164.56
Advance to Vendors	-	5.02	2,288.56	3,189.77
Deposits against Demand under Disputes	-	-	142.19	62.93
Balance with Statutory/Government Authorities	6.35	21.62	7,573.90	1,676.55
Prepaid Expenses	779.83	91.12	364.92	612.20
<b>Total</b>	<b>6,086.54</b>	<b>10,416.07</b>	<b>11,402.67</b>	<b>5,706.01</b>

## 11. Inventories

(₹ in Lacs)

	31st March, 2024	31st March, 2023
<b>(At Lower of Cost or Net Realisable Value)</b>		
Raw Materials	34,178.84	26,943.92
Work-in-Progress	5,248.79	4,872.97
Stock in Trade	3,401.67	2,901.29
Finished Goods	17,838.37	13,732.92
Stores & Spares Parts, etc	3,892.08	4,446.24
<b>Total</b>	<b>64,559.75</b>	<b>52,897.34</b>
<b>Note:-</b>		
The above includes Stock-in-Transit		
Raw Materials	1,652.79	1,011.50
Stock in Trade	63.60	40.40
Finished Goods	44.88	-
Inventories are pledged against the cash credit limit obtained by the Group.		

## 12. Trade Receivables

(₹ in Lacs)

	Current	
	31st March, 2024	31st March, 2023
<b>Trade Receivables</b>		
- Trade Receivables considered good - Secured	4,006.52	1,565.13
- Trade Receivables considered good - Unsecured	38,162.80	37,464.31
- Trade Receivables which have significant increase in credit risk	668.88	1,065.74
	<b>42,838.20</b>	<b>40,095.18</b>
Less: Loss Allowance on Trade Receivables considered good - Unsecured	490.27	684.23
Less: Loss Allowance on Trade Receivables which have significant increase in credit risk	668.88	377.37
	<b>1,159.15</b>	<b>1,061.60</b>
<b>Net Total Receivables</b>	<b>41,679.05</b>	<b>39,033.58</b>
- Receivables from related parties (Refer Note 39)	-	-
- Others	41,679.05	39,033.58
<b>Total Trade Receivables</b>	<b>41,679.05</b>	<b>39,033.58</b>

Trade receivables are pledged against the cash credit limit obtained by the Holding Company.

Trade receivables are non-interest bearing and are generally on terms of 0-45 days.

No debts are due from Directors or other officers of the Company.



## Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2024

### 12. Trade Receivables (Contd.)

The ageing of trade receivable as on 31st March, 2024 and 31st March, 2023 are as follows:

(₹ in Lacs)

	Outstanding from due date of payment as on 31st March, 2024						Total
	Not Due	Upto 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
<b>Undisputed</b>							
Considered good	39,312.76	2,179.43	276.91	156.44	79.41	160.31	42,165.26
Which have significant increase in credit risk							
Credit impaired							
<b>Disputed</b>							
Considered good						4.06	4.06
Which have significant increase in credit risk	1.04	-		13.08	93.27	561.49	668.88
Credit impaired							
<b>Total Gross Debtors</b>	<b>39,313.80</b>	<b>2,179.43</b>	<b>276.91</b>	<b>169.52</b>	<b>172.68</b>	<b>725.86</b>	<b>42,838.20</b>
Less: Loss allowance							1,159.13
<b>Total</b>							<b>41,679.07</b>

(₹ in Lacs)

	Outstanding from due date of payment as on 31st March, 2023						Total
	Not Due	Upto 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
<b>Undisputed</b>							
Considered good	34,163.14	4,809.78	134.12	112.94	32.15	154.76	39,406.89
Which have significant increase in credit risk							
Credit impaired							
<b>Disputed</b>							
Considered good						4.06	4.06
Which have significant increase in credit risk			10.56	93.29	60.05	520.33	684.23
Credit impaired							
<b>Total Gross Debtors</b>	<b>34163.14</b>	<b>4809.78</b>	<b>144.68</b>	<b>206.23</b>	<b>92.20</b>	<b>679.15</b>	<b>40,095.18</b>
Less: Loss allowance							1061.60
<b>Total</b>							<b>39033.58</b>

# Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

## 13. Cash and Bank Balances

(₹ in Lacs)

	31st March, 2024	31st March, 2023
<b>(i) Cash and Cash Equivalents</b>		
Cash on hand	57.77	85.06
Balances with Banks		
On Current accounts	4,003.21	1,277.74
Cheques/Drafts on hand	8.78	50.41
	<b>4,069.76</b>	<b>1,413.21</b>
Note: There is no repatriation restrictions with regard to cash and cash equivalent as at the end of the reporting period and prior periods		
<b>(ii) Bank Balances other than Cash and cash equivalents</b>		
Fixed Deposits with Original Maturity of more than 3 months but less than 12 months	52.47	24,604.51
Margin Money Deposits with Original Maturity of more than 3 months but less than 12 months	2,575.05	1,784.72
Unpaid Dividend Account	16.80	18.78
<b>Total</b>	<b>2,644.32</b>	<b>26,408.01</b>

## 14. Equity Share Capital

(₹ in Lacs)

	31st March, 2024	31st March, 2023
<b>Authorised</b>		
65,05,00,000 (65,05,00,000 as at 31st March, 2023) Equity Shares of ₹1/- each	6,505.00	6,505.00
15,00,00,000 (15,00,00,000 as at 31st March, 2023) Preference Shares of ₹10/- each	150.00	150.00
50,00,00,000 (50,00,00,000 as at 31st March, 2023) Preference Shares of ₹100/- each	50.00	50.00
<b>Total</b>	<b>6,705.00</b>	<b>6,705.00</b>
<b>Issued</b>		
<b>Issued equity shares of ₹1 each</b>		
22,35,52,990 (22,35,52,990 as at 31st March, 2023) Equity Shares of ₹1/- each	2,235.53	2,235.53
<b>Total</b>	<b>2,235.53</b>	<b>2,235.53</b>
<b>Subscribed and Paid up</b>		
22,21,72,990 (22,21,72,990 as at 31st March, 2023) Equity Shares of ₹1/- each	2,221.73	2,221.73
Add: Amount received on forfeited shares(FY 2001-02)	3.54	3.54
<b>Total</b>	<b>2,225.27</b>	<b>2,225.27</b>

a) There is no change in number of shares in current year and previous year.

b) **Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

Equity Shares	31st March, 2024		31st March, 2023	
	No. of Shares	₹ in Lacs	No. of Shares	₹ in Lacs
At the Beginning of the year	22,21,72,990	2,221.73	22,21,72,990	2,221.73
Issued during the year	-	-	-	-
<b>Outstanding at the end of the year</b>	<b>22,21,72,990</b>	<b>2,221.73</b>	<b>22,21,72,990</b>	<b>2,221.73</b>

**Details of shares held by promoters/promoter group:**

Promoter name	As at 31st March, 2024			As at 31st March, 2023	
	No. of shares	% of total shares	% Change during the year	No. of shares	% of total shares
<b>Promoters Name</b>					
Sajjan Bhajanka	2,41,64,037	10.88	-	2,41,64,037	10.88
Sanjay Agarwal	2,48,80,460	11.20	-	2,48,80,460	11.20

# Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2024

## 14. Equity Share Capital (Contd.)

Promoter name	As at 31st March, 2024			As at 31st March, 2023	
	No. of shares	% of total shares	% Change during the year	No. of shares	% of total shares
Vishnu Khemani	1,87,86,900	8.46	-	1,87,86,900	8.46
Prem Kumar Bhajanka	36,72,561	1.65	(21.40)	46,72,561	2.10
Rajesh Kumar Agarwal	40,53,882	1.82	-	40,53,882	1.82
<b>Promoters Group</b>					
Divya Agarwal	1,67,49,750	7.54	-	1,67,49,750	7.54
Santosh Bhajanka	1,48,49,500	6.68	-	1,48,49,500	6.68
Yash Bala Bhajanka	31,49,132	1.42	-	31,49,132	1.42
Bhawna Agarwal	31,44,816	1.42	-	31,44,816	1.42
Sumitra Devi Agarwal	17,16,150	0.77	-	17,16,150	0.77
Hari Prasad Agarwala and Others (Huf)	16,08,890	0.72	-	16,08,890	0.72
Sonu Kajaria	8,63,500	0.39	-	8,63,500	0.39
Shraddha Agarwal	8,00,000	0.36	-	8,00,000	0.36
Payal Agrawal	8,00,000	0.36	-	8,00,000	0.36
Keshav Bhajanka	25,00,000	1.13	-	25,00,000	1.13
Nancy Choudhary	95,000	0.04	-	95,000	0.04
Nikita Bansal	69,200	0.03	-	69,200	0.03
Sanjana Bhajanka	50,000	0.02	-	50,000	0.02
Sri Ram Vanijya Pvt.Ltd.	85,02,180	3.83	-	85,02,180	3.83
Brijdham Merchants Pvt.Ltd.	77,43,990	3.49	-	77,43,990	3.49
Sumangal International Pvt.Ltd.	76,66,800	3.45	-	76,66,800	3.45
Sumangal Business Pvt.Ltd.	68,31,240	3.07	-	68,31,240	3.07
Sri Ram Merchants Pvt.Ltd.	67,39,870	3.03	-	67,39,870	3.03
Auroville Investments Pvt.Ltd.	18,45,000	0.83	-	18,45,000	0.83
<b>Total</b>	<b>16,12,82,858</b>	<b>72.59</b>	<b>(0.62)</b>	<b>16,22,82,858</b>	<b>73.04</b>

### d) Details of Shareholders holding more than 5% shares in the company

Promoter name	31st March, 2024		31st March, 2023	
	No. of Shares	% holding	No. of Shares	% holding
Sri Sajjan Bhajanka	2,41,64,037	10.88%	2,41,64,037	10.88%
Sri Sanjay Agarwal	2,48,80,460	11.20%	2,48,80,460	11.20%
Sri Vishnu Khemani	1,87,86,900	8.46%	1,87,86,900	8.46%
Smt. Divya Agarwal	1,67,49,750	7.54%	1,67,49,750	7.54%
Smt. Santosh Bhajanka	1,48,49,500	6.68%	1,48,49,500	6.68%

As per records of the Company, including its register of members as at 31st March, 2024, the above shareholding represents legal ownerships of shares.

### e) Terms/Rights attached to the Equity Shares

The company has only one class of equity shares having par value of ₹1/- per share. Each holder of equity shares is entitled to one vote per share.

The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the Annual General Meeting, except in case of interim dividend. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts in proportion to their shareholdings.

## Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2024

### 14. Equity Share Capital (Contd.)

- f) The Company does not have any Holding/ Ultimate Holding Company. As such, no shares are held by them or their Subsidiaries/ Associates
- g) There are NIL (Previous year NIL) shares reserved for issue under option and contracts/commitment for the sale of shares/ disinvestment.
- h) During the period of five years immediately preceding the reporting date:
- No shares were issued for consideration other than cash
  - No bonus shares were issued
  - No shares were bought back
- i) There are NIL (Previous year NIL) securities convertible into Equity/ Preference Shares.
- j) There are NIL (Previous year NIL) calls unpaid including calls unpaid by Directors and Officers as on the balance sheet date.
- k) No shares were forfeited during the year or during the previous year. 138000 equity shares of ₹10/- each (post split 1380000 equity shares of ₹1/- each) on which ₹3.54 lacs had been paid up, were forfeited in the year 2001-2002

### 15. Other Equity

(₹ in Lacs)

	31st March, 2024	31st March, 2023
<b>Capital Reserve</b>		
Balance at the beginning of the year	262.41	262.41
Add: On acquisition of subsidiary during the year	42.46	-
<b>Closing Balance</b>	<b>304.87</b>	<b>262.41</b>
Amalgamation Reserve	317.40	317.40
Securities Premium	1,892.77	1,892.77
Foreign Currency Translation Reserve		
Balance at the beginning of the year	494.74	1,106.21
Add: Exchange difference in respect of Non integral foreign operations	(23.92)	779.21
Less : Transferred to retained earning on account of loss of control in Subsidiary	-	(1390.68)
Balance at the end of the year	<b>470.82</b>	<b>494.74</b>
General Reserve	990.19	990.19
Capital Redemption Reserve	50.00	50.00
<b>Total</b>	<b>4,026.05</b>	<b>4,007.51</b>
Retained Earnings		
<b>Balance at the beginning of the year</b>	<b>1,84,491.84</b>	<b>1,48,839.79</b>
Other Comprehensive Income arising from remeasurement of defined benefit obligation (net of tax)	8.22	(28.23)
Add : Transferred from FCTR on account of loss of control in Subsidiary	-	1,390.68
Add: Profit for the year	32,639.00	37,622.19
Less: Appropriations		
Final Equity Dividend ₹1.00 (₹1.50) per share FY 22-23 (FY 21-22)	2,221.73	3,332.59
Balance at the end of the year	2,14,917.33	1,84,491.84
<b>Total</b>	<b>2,18,943.38</b>	<b>1,88,499.35</b>

**Amalgamation Reserve:-** This reserve was created on amalgamation of Shyam Century Ferrous Limited with the holding company during the financial year 2005-2006.

**Securities Premium :-** This Securities premium had been created on issue of shares by way of public issue and right issue.

## Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2024

### 15. Other Equity (Contd.)

**Foreign Currency Translation Reserve:-** Exchange differences relating to the translation of the results and net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. ₹) are recognized directly in the other comprehensive income and accumulated in foreign currency translation reserve.

**General Reserve:-** General reserve is created from time to time by way of transfer profits from retained earnings for appropriation purpose. General reserve is created by a transfer from one component to equity to another and is not an item of other comprehensive income.

**Capital Redemption Reserve:-** This reserve was created for redemption of preference shares by group in FY 2012-2013.

Retained Earnings: Amount of retained earnings represents accumulated profit and losses of the group as on reporting date. Such profits and losses are after adjustment of payment of dividend, transfer to any reserves as statutorily required and adjustment for remeasurement gain loss on defined benefit plan.

### 16. Borrowings (at Amortised Cost)

(₹ in Lacs)

	Non Current Portion		Current Maturities	
	31st March, 2024	31st March, 2023	31st March, 2024	31st March, 2023
<b>Term Loans (Secured)</b>				
Indian Rupee Loan from Banks	15,684.05	168.74	-	-
<b>Other Loans and Advances (Secured)</b>				
Auto, Car/Vehicle Loan				
- From banks	15.11	17.78	18.40	11.69
- From Bodies Corporate	-	-	-	1.65
	15,699.16	186.52	18.40	13.34
Current Maturities of Long Term Debts (Refer Note No.19)	-	-	(18.40)	(13.34)
<b>Total</b>	<b>15,699.16</b>	<b>186.52</b>	<b>-</b>	<b>-</b>

#### Notes:-

- (a) i) Rupee Term Loan of ₹14,900 lacs (31st March, 2023 : Nil) carries interest @ Benchmark rate (one month Treasury Bill rate) + 1.30% p.a. (31st March, 2023 : Nil). The Loan is repayable in 26 quarterly installments commencing from December, 2024 & ending by March, 2031 and is secured by 1st charge on tangible movable assets and immovable properties at YSR District, Kadapa District of Andhra Pradesh and is guaranteed by the holding Company "Century Plyboards (India) Limited
- (b) Term loan of ₹784.05 Lacs(31st March, 2023: ₹168.74 Lacs) carries interest @ 9.25% p.a. (31st March, 2023 : @ 9.25% p.a.). The Loan is repayable after 12 months of principal moratorium in 36 monthly installment and is secured by 1st charge on Industrial Property Unit at Raipur Industrial area, Roorkee.
- (c) Auto, Car/Vehicle loans are secured by hypothecation of the assets purchased there against and carry interest between 7.25% p.a to 8.50% p.a (7.25% to 8.50%p.a)

### 17. Lease Liabilities

(₹ in Lacs)

	Non Current		Current	
	31st March, 2024	31st March, 2023	31st March, 2024	31st March, 2023
Lease Liabilities (Refer Note no. 35)	5,239.44	1,120.67	28.55	212.79
<b>Total</b>	<b>5,239.44</b>	<b>1,120.67</b>	<b>28.55</b>	<b>212.79</b>

# Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

## 18. Other Non Current Liabilities

(₹ in Lacs)

	31st March, 2024	31st March, 2023
<b>Deferred Revenue</b>		
At 1st April	155.93	215.06
Released to the statement of profit and loss	59.12	59.13
At 31st March	<b>96.81</b>	<b>155.93</b>
Current (Amount Disclosed under the head Other Current Liabilities) (Refer Note No. 22)	55.13	69.58
Non current	41.68	86.35
The deferred revenue relates to the asset related government grant received in earlier years, the same has been accounted for as deferred revenue and proportionately recognised in Statement of Profit and Loss.		

## 19. Short Term Borrowings (At Amortised Cost)

(₹ in Lacs)

	31st March, 2024	31st March, 2023
<b>Loans repayable on demand</b>		
Cash Credit from banks (Secured)	2,855.27	5,327.17
Short Term Loan (Unsecured)	168.79	31.46
<b>Other Loans and advances</b>		
Short Term Loan from Bank (Unsecured)	10,295.28	-
Buyers Credit from banks (Secured)		
- For Capital Expenditure	26,770.75	9,298.77
- For Raw Materials	6,183.65	7,433.92
Working Capital Demand Loan (Secured)	2,515.72	-
Short Term Loan from SBI (Secured)	-	-
Packing Credit (Secured)	7,328.81	9,050.00
Current Maturities of Long Term Debts (Refer Note No.16)	18.40	13.34
<b>Total</b>	<b>56,136.67</b>	<b>31,154.66</b>

### Notes:-

- Cash Credit and Buyer's Credit for raw materials from banks amounting to ₹9038.92 lacs (31st March, 2023 : ₹12761.09 lacs) are secured by way of first charge on current assets (both present and future) of the company.
- Buyer's Credit for Capex from banks amounting to ₹26770.75 lacs (31st March, 2023 : ₹9298.77 lacs) are secured by way of 1st (pari passu) charge on all the Property, Plant and Equipment of the Unit located at Bishnupur West Bengal on pari passu basis with other term lenders. These Buyers Credit are eligible for roll over for upto 3 years as per RBI guidelines
- The cash credit is repayable on demand and carries interest @ 8.10% to 10.35% (31st March, 2023 : 6.05% to 9.65%) p.a.
- Buyers credit carries interest @ SOFR plus 0.65% to 0.95% (2022-23 : 0.25% to 0.65%) p.a. for raw-materials and @ SOFR plus 0.72% to 0.95% (2022-23 : 0.75% to 0.90%) p.a. for capital expenditure and is repayable in 90-180 days.
- Rate of Interest for Packing Credit is 5.32% to 6.80% (2022-23 : 2.08% to 6.55%) p.a.
- Working Capital demand loan is secured against Ist pari passu charge on current assets of all 6 units located at Joka (WB), Karnal (Haryana), Bacchau (Gujarat), Hoshiarpur (Punjab), Palasbari (Assam) and Gummidipoondi (Tamil Nadu).



# Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2024

## 20. Trade Payables (At Amortised Cost)

(₹ in Lacs)

	<b>31st March, 2024</b>	<b>31st March, 2023</b>
- Dues to Micro and Small Enterprises	1,107.92	1,375.38
- Dues to Others	27,503.48	26,110.25
<b>Total</b>	<b>28,611.40</b>	<b>27,485.63</b>

Trade payables and acceptances are non-interest bearing and are normally settled on 30 day terms.

For terms and conditions with related parties, Refer Note No.38

### (a) Trade Payables Ageing Schedule

(₹ in Lacs)

Particulars	Outstanding as on 31st March, 2024 from due date of payment						Total
	Unbilled Due	Not Due	Upto 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed dues of micro enterprises and small enterprises	-	1,107.92	-	-	-	-	1,107.92
Undisputed dues of creditors other than micro enterprises and small enterprises	7,037.38	15,162.26	4,930.70	176.40	71.96	124.78	27,503.48
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-
<b>Total</b>	<b>7,037.38</b>	<b>16,270.18</b>	<b>4,930.70</b>	<b>176.40</b>	<b>71.96</b>	<b>124.78</b>	<b>28,611.40</b>

### Trade Payables Ageing Schedule

(₹ in Lacs)

Particulars	Outstanding as on 31st March, 2023 from due date of payment						Total
	Unbilled Due	Not Due	Upto 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed dues of micro enterprises and small enterprises	-	1,375.38	-	-	-	-	1,375.38
Undisputed dues of creditors other than micro enterprises and small enterprises	6,121.63	14,304.26	5,420.61	164.38	27.61	71.76	26,110.25
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-
<b>Total</b>	<b>6,121.63</b>	<b>15,679.64</b>	<b>5,420.61</b>	<b>164.38</b>	<b>27.61</b>	<b>71.76</b>	<b>27,485.63</b>

# Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

## 20. Trade Payables (At Amortised Cost) (Contd.)

(b) Based on the information/documents available with the Company, information as per the requirements of section 22 of the Micro, Small and Medium Enterprises Development Act, 2006.

(₹ in Lacs)

Particulars	31st March, 2024	31st March, 2023
i. The principal amount remaining unpaid to any supplier as at the end of each accounting year;	1,107.92	1,375.38
ii. The interest due thereon remaining unpaid to any supplier as at the end of each accounting year;	-	-
iii. The amount of interest paid by the buyer under MSMED Act, 2006	-	-
iv. The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006);	-	-
v. The amount of interest accrued and remaining unpaid at the end of accounting year.	-	-
vi. The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-

The above information has been determined to the extent such parties have been identified on the basis of information available with the company.

## 21. Other Financial Liabilities

(₹ in Lacs)

	31st March, 2024	31st March, 2023
Trade Deposits	2,646.76	2,398.39
Interest accrued but not due on Borrowings	612.87	273.62
Unpaid Dividend (To be deposited in Investor Education and Protection Fund as and when due)	16.80	18.78
Capital Creditors	8,806.25	3,481.41
Employee related liabilities	6,194.07	5,642.80
<b>Total</b>	<b>18,276.75</b>	<b>11,815.00</b>

### 21A Contract Liability

(₹ in Lacs)

	31st March, 2024	31st March, 2023
Balance at the beginning of the year	1,015.13	1,247.01
Amount received during the year against which revenue has not been recognised	776.40	1,015.13
Revenue recognised during the year from contract liabilities at the beginning of the year	(1,015.13)	(1,247.01)
<b>Balance at the end of the year</b>	<b>776.40</b>	<b>1,015.13</b>

## 22. Other Current Liabilities

(₹ in Lacs)

	31st March, 2024	31st March, 2023
Statutory Dues Payable *	3,547.99	3,054.41
Deferred Revenue (Refer Note No.18)	55.13	69.58
<b>Total</b>	<b>3,603.12</b>	<b>3,123.99</b>

\* Includes ₹ Nil (31st March, 2023 ₹1425.10 lacs) net of payments pertaining to Entry tax on entry of certain goods into a local area of the State of West Bengal.

# Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2024

## 23. Provisions

(₹ in Lacs)

	Non Current		Current	
	31st March, 2024	31st March, 2023	31st March, 2024	31st March, 2023
<b>Provision for Employee Benefits</b>				
Gratuity	1,099.44	697.36	6.81	7.43
Leave Encashment	30.33	-	926.66	842.16
<b>Total</b>	<b>1,129.77</b>	<b>697.36</b>	<b>933.47</b>	<b>849.59</b>

## 24A Current Tax Assets

(₹ in Lacs)

	31st March, 2024	31st March, 2023
Advance Tax and TDS/TCS receivable (Net of Provision for tax)	616.52	337.24
<b>Total</b>	<b>616.52</b>	<b>337.24</b>

## 24B Current Tax liabilities

(₹ in Lacs)

	31st March, 2024	31st March, 2023
Provision for Taxation (Net of Advance Tax)	88.14	25.91
<b>Total</b>	<b>88.14</b>	<b>25.91</b>

## 25. Revenue from Operations

(₹ in Lacs)

	2023-24	2022-23
<b>Revenue from Operations</b>		
Sale of Products	3,76,346.73	3,54,999.04
Income from Services	9,901.90	8,084.99
<b>Other Operating revenue</b>		
Scrap Sales	269.50	393.46
Export Incentives	655.23	604.37
Indirect Tax Subsidy	1,401.15	443.73
Miscellaneous Income	20.76	131.09
<b>Total</b>	<b>3,88,595.27</b>	<b>3,64,656.68</b>

## Reconciliation of Revenue from sale of products with the contracted price

(₹ in Lacs)

	2023-24	2022-23
Contracted Price	3,89,876.70	3,70,794.48
Less: Variable Consideration (Trade discounts, volume rebates, etc.)	13,529.97	15,795.44
<b>Sale of products</b>	<b>3,76,346.73</b>	<b>3,54,999.04</b>

### 1. Refer note 42 for disaggregated revenue information

### 2. Other Information

- The Group satisfies its performance obligation on shipment/delivery as per terms of contract.
- The contract does not have any financing component.

# Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

## 26. Other Income

(₹ in Lacs)

	2023-24	2022-23
Interest Income from financial assets at amortised cost	2,559.49	2,072.57
Insurance and Other Claims	10.72	143.68
Unspent/Unclaimed liabilities written back *	9.89	1,425.60
Profit on Plant Property and Equipment Sold /Discarded	112.45	828.41
Bad Debts Recovered	2.95	17.04
Foreign Exchange Fluctuations (Net)	1,530.33	46.01
Net gain on loss of control in Subsidiary	-	130.94
Miscellaneous Receipts	107.93	49.59
Government Grant	55.13	55.13
<b>Total</b>	<b>4,388.89</b>	<b>4,768.97</b>

\* Includes write-back of Entry Tax Provisions made during the Period from April, 2012 to June, 2017 of NIL (PY: ₹1425.10 lacs), due to favourable judgement by West Bengal Taxation Tribunal.

## 27. Cost of Materials Consumed

(₹ in Lacs)

	2023-24	2022-23
Inventories at the beginning of the year	26,943.92	22,080.86
Add : Purchases	1,84,205.00	1,55,153.57
	<b>2,11,148.92</b>	<b>1,77,234.43</b>
Less : Inventories at the end of the year	34,178.84	26,943.92
<b>Cost of Materials Consumed</b>	<b>1,76,970.08</b>	<b>1,50,290.51</b>

## 28. Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress

(₹ in Lacs)

	2023-24	2022-23
<b>Inventories at the beginning of the year</b>		
Stock in Trade	2,901.29	4,730.98
Finished Goods	13,732.92	16,176.52
Work-in-Progress	4,872.97	5,393.98
	<b>21,507.18</b>	<b>26,301.48</b>
<b>Inventories at the end of the year</b>		
Stock in Trade	3,401.67	2,901.29
Finished Goods	17,838.37	13,732.92
Work-in-Progress	5,248.79	4,872.97
	<b>26,488.83</b>	<b>21,507.18</b>
<b>Changes in inventories of Finished Goods, Stock-in-Trade and Work-in-Progress</b>	<b>(4,981.65)</b>	<b>4,794.30</b>

## 29. Employee Benefits Expense

(₹ in Lacs)

	2023-24	2022-23
<b>Employee Benefits Expense</b>		
Salaries, Wages, Bonus etc	50,158.07	44,159.58
Contribution to Provident, Gratuity and other Funds	2,983.42	2,693.89
Employees Welfare Expenses	839.06	637.60
<b>Total</b>	<b>53,980.55</b>	<b>47,491.07</b>

## Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2024

### 30. Finance Cost

	(₹ in Lacs)	
	2023-24	2022-23
Interest Expenses *	2,559.55	1,076.90
Exchange difference to the extent considered as an adjustment to borrowing costs	316.26	473.10
Other Borrowing cost	206.89	147.84
<b>Total</b>	<b>3,082.70</b>	<b>1,697.84</b>

\* Interest paid to Income tax department ₹1.31 lacs (P.Y. ₹35.92 lacs)

### 31. Depreciation and Amortisation Expense

	(₹ in Lacs)	
	2023-24	2022-23
Depreciation on Tangible Assets (Refer Note No.3 A)	10,052.82	7,737.36
Amortisation of Intangible Assets (Refer Note No. 4)	5.69	13.44
	<b>10,058.51</b>	<b>7,750.80</b>
Less: Transferred to Capital Work in Progress	584.85	-
<b>Total</b>	<b>9,473.66</b>	<b>7,750.80</b>

### 32. Other Expenses

	(₹ in Lacs)	
	2023-24	2022-23
Stores & Spare parts consumed	5,345.39	4,573.41
Power and Fuel	14,489.62	11,924.76
Insurance	641.60	664.72
Rent	2,064.19	1,216.16
Rates & Taxes	1,235.15	441.38
Repairs & Maintenance		
- Property	459.80	260.13
- Plant and Equipment	2,376.76	1,960.05
- Others	890.33	1,025.88
Transport & Freight	17,084.99	15,758.07
Commission on Sales	1,769.89	1,153.19
Advertisement, Publicity and Sales Promotion	18,338.90	15,127.21
Communication Expenses	363.03	324.52
Directors' Sitting Fees and Commission	56.00	55.25
Auditors' Remuneration	69.87	55.40
Corporate Social Responsibility Activities (refer note 38)	955.72	747.26
Charity and Donations	731.22	449.49
Foreign Exchange Fluctuations (Net)	-	188.44
Loss on Plant Property and Equipment Sold /Discarded	7.45	2,429.30
Irrecoverable Debts, Advances written off	(12.19)	780.92
Provision for Doubtful Debts	97.56	-
Professional Fees	2,469.61	3,089.09
Miscellaneous Expenses	8,454.87	7,453.98
<b>Total</b>	<b>77,889.76</b>	<b>69,678.61</b>
Audit Fees	53.16	38.25
For Other Services (includes fees for review of quarterly financial results ₹12 Lacs (P.Y. ₹12 Lacs)	16.53	16.30
Reimbursement of Expenses	0.18	0.85
	<b>69.87</b>	<b>55.40</b>

# Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

## 33. Gratuity and Other Post Employment Benefit Plans

The Group has a defined benefit gratuity plan. Every employee who has completed five years or more of service is entitled to Gratuity on terms not less favourable than the provisions of The Payment of Gratuity Act, 1972. The scheme is funded with an insurance company.

The Group also extends benefit of compensated absences to the employees, whereby they are eligible to carry forward their entitlement of earned leave for encashment upon retirement/separation. This is an unfunded plan.

The following tables summarise the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the Post - retirement benefit plans.

### Defined Benefit Plan - Gratuity

#### I. Expenses Recognised in the Statement of Profit & Loss

	(₹ in Lacs)	
	<b>31st March, 2024</b>	<b>31st March, 2023</b>
1. Current / Past Service Cost	726.71	547.20
2. Net Interest expense	37.84	43.21
<b>Components of defined benefit cost recognised in P/L</b>	<b>764.55</b>	<b>590.41</b>
3. Re-measurement - Due to Financial Assumptions	47.59	(147.46)
4. Re-measurement - Due to Experience Adjustments	(38.57)	181.60
5. Re-measurement - Due to Demographic Assumptions	-	-
6. Return on Plan Assets (Excluding Interest Income)	(20.95)	2.92
<b>Components of defined benefit cost recognised in OCI</b>	<b>(11.93)</b>	<b>37.06</b>
<b>Total Expense</b>	<b>752.62</b>	<b>627.47</b>

#### II. Net Asset/ (Liability) recognised in the Balance Sheet

	(₹ in Lacs)	
	<b>31st March, 2024</b>	<b>31st March, 2023</b>
1. Present Value of Defined Benefit Obligation	6788.05	6139.33
2. Fair Value of Plan Assets	5681.80	5434.54
3. Net Asset / (Liability)	(1106.25)	(704.79)

#### III. Change in Obligation during the Year

	(₹ in Lacs)	
	<b>31st March, 2024</b>	<b>31st March, 2023</b>
1. Present Value of Defined Benefit Obligation at the beginning of the year	6139.33	5560.12
2. Current Service Cost	603.61	547.20
3. Interest Cost	418.31	360.81
4. Past Service Cost	123.10	-
5. Benefits Paid	(505.32)	(362.94)
6. Re-measurements - Due to Financial Assumptions	47.59	(147.46)
7. Re-measurements - Due to Experience Adjustments	(38.57)	181.60
8. Re-measurement - Due to Demographic Assumptions	-	-
9. Present Value of Defined Benefit Obligation at the end of the year	<b>6788.05</b>	<b>6139.33</b>



# Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2024

## 33. Gratuity and Other Post Employment Benefit Plans (Contd.)

### IV. Change in the Fair Value of Plan Assets during the year

(₹ in Lacs)

	<b>31st March, 2024</b>	<b>31st March, 2023</b>
1. Plan assets at the beginning of the year	5434.54	4357.66
2. Interest Income	380.47	317.61
3. Contribution by employer	351.16	1125.13
4. Actual Benefit Paid	(505.32)	(362.94)
5. Re-measurement - Return on Assets (Excluding Interest Income)	20.95	(2.92)
6. Closing Fair Value of Plan Assets	<b>5681.80</b>	<b>5434.54</b>

### V. The Major Categories of Plan Assets as a Percentage of the Fair Value of Total Plan Assets

(₹ in Lacs)

	<b>31st March, 2024</b>	<b>31st March, 2023</b>
Investments with insurer	100%	100%

### VI. Actuarial Assumptions

(₹ in Lacs)

	<b>31st March, 2024</b>	<b>31st March, 2023</b>
1. Discount Rate	6.40%	7.10%
2. Expected rate of return on plan assets	6.70%	6.00%
3. Mortality rate	Indian Assured Lives Mortality (2006-08) (modified) Ult.	Indian Assured Lives Mortality (2006-08) (modified) Ult.
4. Salary increase	6%	6%
5. Withdrawal rates	1% - 8%	1% - 8%

VII. The estimates of future salary increases considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

VIII. A quantitative sensitivity analysis for significant assumption is as shown below:

(₹ in Lacs)

Assumptions	<b>31st March, 2024</b>		<b>31st March, 2023</b>	
	<b>Discount Rate</b>		<b>Discount Rate</b>	
Sensitivity level	1% increase	1% decrease	1% increase	1% decrease
Impact on Gratuity	(395.31)	448.48	(360.75)	408.05

(₹ in Lacs)

Assumptions	<b>31st March, 2024</b>		<b>31st March, 2023</b>	
	<b>Future Salary</b>		<b>Future Salary</b>	
Sensitivity level	1% increase	1% decrease	1% increase	1% decrease
Impact on Gratuity	435.80	(393.75)	399.05	(361.22)

(₹ in Lacs)

Assumptions	<b>31st March, 2024</b>		<b>31st March, 2023</b>	
	<b>Withdrawal Rates</b>		<b>Withdrawal Rates</b>	
Sensitivity level	1% increase	1% decrease	1% increase	1% decrease
Impact on Gratuity	20.40	(21.94)	22.61	(24.36)

Sensitivities due to mortality are not material and hence impact of change is not calculated.

## Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2024

### 33. Gratuity and Other Post Employment Benefit Plans (Contd.)

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

### IX. Maturity Profile of Defined Benefit Obligations

	(₹ in Lacs)	
	<b>As on 31st March, 2024</b>	<b>As on 31st March, 2023</b>
Year 1	955.72	918.59
Year 2	772.84	619.77
Year 3	692.38	799.36
Year 4	627.62	769.14
Year 5	679.18	773.88
Next 5 Years	2,790.15	4364.11

### X. Contribution to Defined Benefit Plan

In 2024-25 the Group expects to contribute ₹653.63 Lacs (2022-23: ₹580.15 Lacs) to gratuity.

### XI. Contribution to Defined Contribution Plan

The group's contribution towards Provident Fund is debited to statement of profit and loss and managed by Central Government. Contribution to Provident and Other Funds includes ₹1,788.26 Lacs (2022-23 - ₹1,612.18 Lacs) paid towards Defined Contribution Plans.

### 34. Commitments and Contingencies

#### (i) Capital and Other Commitments

	(₹ in Lacs)	
	<b>As on 31st March, 2024</b>	<b>As on 31st March, 2023</b>
Commitment for Acquisition of Property, Plant & Equipment's (Net of Advance)	21,921.54	15,512.46
Letter of Credit issued by Banks	17,380.95	4,163.34

#### (ii) Contingent Liabilities

	(₹ in Lacs)	
	<b>As on 31st March, 2024</b>	<b>As on 31st March, 2023</b>
Demands / Claims by various Government Authorities and Others not acknowledged as Debt:		
Excise Duty/Service Tax [Amount deposited : ₹51.82 Lacs (P.Y. ₹51.82 Lacs)]	894.98	894.98
Sales Tax / VAT*[Amount deposited : ₹1.19 Lacs (P.Y. ₹1.19 Lacs)]	32.52	31.16
Income Tax	1458.35	1452.57
GST	27.65	-
Channel Financing to Dealers & Distributors**	117.06	832.89
Un-redeemed Bank Guarantees	2,742.13	699.43
Interest on Mandi Tax	18.62	15.30

\* Contingent amount includes tax amount and interest quantified in the assessment order.

\*\* Reported to the extent balance outstanding amounting to ₹760 Lacs (P.Y. ₹3,615.60 Lacs) against Guarantees issued.

## Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2024

### 35. Leases.

- a) The Group has lease contracts for land. The Group's obligations under leases are secured by the lessor's title to the leased assets.
- b) The Group has elected to apply IND AS 116 to its leases with modified retrospective approach. Under this approach, the Group has recognised lease liabilities and corresponding right of use assets. In the statement of profit and loss for the year ended, operating lease expenses which were recognised as other expenses in the previous periods is now recognised as depreciation expenses on right of use assets and finance cost for interest accrued on such lease liability.
- c) Movement in lease liabilities during the year ended 31st March, 2024

(₹ in Lacs)

<b>Particulars</b>	<b>31st March, 2024</b>	<b>31st March, 2023</b>
Balance at the beginning	1,333.56	1,822.32
Additions	4,164.55	-
Interest cost accrued during the year	102.45	121.78
Deletions	-	-
Payment of lease liabilities	332.57	610.64
<b>Balance at the end</b>	<b>5,267.99</b>	<b>1,333.46</b>

- d) Amount recognized in Profit or Loss

(₹ in Lacs)

<b>Particulars</b>	<b>31st March, 2024</b>	<b>31st March, 2023</b>
Interest expense on lease liabilities	102.45	121.78
Depreciation expense of right-of-use assets	426.87	543.84
<b>Total</b>	<b>529.32</b>	<b>665.62</b>

- e) Future payment of lease liabilities on an undiscounted basis

(₹ in Lacs)

<b>Particulars</b>	<b>31st March, 2024</b>	<b>31st March, 2023</b>
Less than one year	342.81	315.23
One to five years	1,405.91	445.85
More than five years	13,777.74	2,378.49
<b>Total undiscounted Lease Liabilities</b>	<b>15,526.46</b>	<b>3,139.57</b>
<b>Lease liabilities included in the statement of financial position</b>		
Current Lease liabilities	28.55	212.79
Non Current Lease liabilities	5,239.44	1,120.67

- f) The weighted average incremental borrowing rate of 10% has been applied to lease liabilities recognized in the Balance Sheet.

### 36. Capital Management

The Group's objective to manage its capital is to ensure continuity of business while at the same time provide reasonable returns to its various shareholders but keep associated cost under control. In order to achieve this, requirement of capital is reviewed periodically with reference to operating and business plans that take into account capital expenditure and strategic investments. Apart from internal accrual, sourcing of capital is done through judicious combination of equity and borrowing, both the short term and long term. Net debt (total borrowing less current investment and cash & cash equivalent) to equity ratio is used to monitor capital. No changes were made to the objective, policies or process for managing capital during the year ended 31st March, 2024 and 31st March, 2023.

	<b>As on 31st March, 2024</b>	<b>As on 31st March, 2023</b>
Net Debt Equity Ratio	0.31	0.16

## Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2024

### 37. Derivative Instruments and Unhedged Foreign Currency Exposure

a) The particulars of hedged foreign currency exposures as on the balance sheet date are as follows:

Nature of Item	As on	As on
	31st March, 2024	31st March, 2023
Hedged foreign currency	-	822.20

b) The particulars of unhedged foreign currency exposures as on the balance sheet date are as follows:

Nature of Item	Currency	As on	As on
		31st March, 2024	31st March, 2023
Currency Swap Loan	USD	213.08	699.30
Buyer's Credit	USD	19,286.29	10,898.23
	EUR	13,455.05	3,131.47
Trade Receivables	USD	3,562.62	1,348.40
Trade Payables (including Capital Creditors)	CNY	762.74	-
	EUR	4,927.55	1,913.20
	JPY	79.15	152.45
	USD	2,109.58	1,465.65

Trade Receivables (USD) of ₹3,562.62 Lacs are naturally hedged against Trade Payables (including Capital Creditors) and Buyer's Credit. (Trade Receivables (USD) of ₹1,348.40 Lacs as on 31st March, 2023 are naturally hedged against Trade Payables (including Capital Creditors).

38. The Holding Company has a Corporate Social Responsibility ("CSR") committee as per the provisions of Section 135 of the Companies Act, 2013 read with Rules made thereunder. The main areas for CSR activities are promoting education, healthcare, animal welfare and projects ensuring environment sustainability. Disclosures of Corporate Social Responsibility expenditure in line with the requirement of Guidance Note on "Accounting for Expenditure on Corporate Social Responsibility Activities" is as under:-

Particulars	2023-24	2022-23
	Amount of CSR expenditure to be incurred during the year	896.64
CSR expenditure (Revenue Nature) incurred during the year	955.72	747.26
Unspent CSR amount	-	-

Opening of (Excess)/ Shortfall Spend as on 1st April, 2023	Amount required to be spent during the year	Amount spent during the year	Lapsed excess balance	Closing Balance of (Excess) / Shortfall spend as on 31st March, 2024
(133.41)	896.64	955.72	71.03	(121.46)

During the current and previous year the Holding Company has not made any contribution to a Trust control by the Holding Company towards CSR expenses.

# Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2024

## 39. Related Party Disclosure:

### a) Name of the Related Parties and Related Party Relationship:

<b>Key Management Personnel and Directors</b>	
	Sri Sajjan Bhajanka (Chairman & Managing Director)
	Sri Sanjay Agarwal (CEO & Managing Director)
	Sri Prem Kumar Bhajanka (Managing Director)
	Sri Vishnu Khemani (Managing Director)
	Sri Rajesh Kumar Agarwal (Executive Director)
	Sri Ajay Baldawa (Executive Director)
	Sri Keshav Bhajanka (Executive Director)
	Smt. Nikita Bansal (Executive Director)
	Ms. Ratanabali Kakkar (Independent Director)
	Sri J. P. Dua (Independent Director) (upto 31.03.2024)
	Sri Vijay Chhibber (Independent Director)
	Sri Sunil Mitra (Independent Director)
	Sri Debanjan Mandal (Independent Director)
	Sri Naresh Pachisia (Independent Director)
	Sri Probir Roy (Independent Director)
	Sri Amit Kiran Deb (Independent Director)
	Sri Arun Kumar Julasaria (Chief Financial Officer)
	Sri Sundeep Jhunjhunwala (Company Secretary)

### Related Parties with whom Transactions have taken place during the Year:

<b>Close Members of Key Management Personnel</b>	
	Smt. Santosh Bhajanka (Wife of Sri Sajjan Bhajanka)
	Smt. Divya Agarwal (Wife of Sri Sanjay Agarwal)
	Smt. Yash Bala Bhajanka (Wife of Sri Prem Kumar Bhajanka)
	Smt. Sumitra Devi Agarwal (Mother of Sri Rajesh Kumar Agarwal)
	Smt. Shraddha Agarwal (Daughter of Sri Sajjan Bhajanka)
	Smt. Payal Agrawal (Daughter of Sri Sajjan Bhajanka)
	Smt. Sonu Kajaria (Daughter of Sri Sajjan Bhajanka)
	Smt. Bhawna Agarwal (Wife of Sri Rajesh Kumar Agarwal)
	Smt. Nancy Choudhury (Daughter of Sri Prem Kumar Bhajanka)
	Sri Surender Kumar Gupta (Brother of Sri Prem Kumar Bhajanka)
	Smt. Yashoda Baldawa (Mother of Sri Ajay Baldawa)
	Smt. Sanjana Bhajanka (Wife of Sri Keshav Bhajanka)
	Hari Prasad Agarwala and Others (HUF)
	Smt. Kriti Rathi (Daughter of Sri Ajay Baldawa)

### Enterprises Owned / Influenced by Key Managerial Person or their Close Members:

	Brijdham Merchants Pvt. Ltd.
	Star Cement Ltd.
	Sri Ram Merchants Pvt. Ltd.
	Sri Ram Vanijya Pvt. Ltd.
	Sumangal Business Pvt. Ltd.
	Sumangal International Pvt. Ltd.
	Auroville Investments Pvt. Ltd.
	Aegis Business Ltd.
	Century Led Ltd.
	Landmark Veneers Pvt. Ltd.
	Fox and Mandal LLP.

# Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

## 39. Related Party Disclosure: (Contd.)

### b) Aggregated Related Party disclosure as at and for the Year ended 31st March, 2024.

(₹ in Lacs)

Sl No.	Type of Transactions	Key Management Personnel and Directors		Close Members of Key Management Personnel		Enterprises owned/ Influenced by Key Management Personnel or their Close Members		Total	
		2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
<b>1</b>	<b>Purchase of Raw Materials/Stores</b>								
	Star Cement Ltd.	-	-	-	-	14.81	32.08	14.81	32.08
	Landmark Veneers Pvt. Ltd.	-	-	-	-	80.27	79.97	80.27	79.97
	Century Led Ltd.	-	-	-	-	21.21	9.86	21.21	9.86
<b>2</b>	<b>Purchase of Asset / Capital goods</b>								
	Sri Sajjan Bhajanka	206.75	-	-	-	-	-	206.75	-
	Smt Santosh Bhajanka	-	-	0.25	-	-	-	0.25	-
	Sumangal International Pvt Ltd	-	-	-	-	8.25	-	8.25	-
	Sumangal Business Pvt Ltd	-	-	-	-	30.93	-	30.93	-
	Sri Rajesh Kumar Agarwal	8.02	-	-	-	-	-	8.02	-
	Smt Sumitra Devi Agarwal	-	-	10.34	-	-	-	10.34	-
	Sri Hari Prasad Agarwala HUF & Ors.	-	-	27.64	-	-	-	27.64	-
	Sri Sanjay Agarwal	135.82	-	-	-	-	-	135.82	-
	Smt Divya Agarwal	-	-	32.00	-	-	-	32.00	-
<b>3</b>	<b>Services Availed/(Provided)</b>								
	Aegis Business Ltd.	-	-	-	-	(1.20)	(1.20)	(1.20)	(1.20)
	Smt Yash Bala Bhajanka	-	-	14.18	14.26	-	-	14.18	14.26
	Sri Ajay Baldawa	2.22	2.22	-	-	-	-	2.22	2.22
	Star Cement Ltd	-	-	-	-	(122.44)	(122.44)	(122.44)	(122.44)
	Fox and Mandal LLP	-	-	-	-	0.30	6.31	0.30	6.31
<b>4</b>	<b>Reimbursement Paid/(Received)</b>								
	Sri Sundeep Jhunjhunwala	5.57	5.00	-	-	-	-	5.57	5.00
	Sri Arun Kumar Julasaria	2.32	-	-	-	-	-	2.32	-
	Century Led Ltd.	-	-	-	-	(0.23)	-	(0.23)	-
<b>5</b>	<b>Loan taken</b>								
	Brijdham Merchants Pvt. Ltd.	-	-	-	-	1,401.00	-	1,401.00	-
<b>6</b>	<b>Loan Repaid (Including outstanding interest)</b>								
	Brijdham Merchants Pvt. Ltd.	-	-	-	-	1,401.00	-	1,401.00	-
<b>7</b>	<b>Interest Paid</b>								
	Brijdham Merchants Pvt. Ltd.	-	-	-	-	77.45	-	77.45	-
<b>8</b>	<b>Dividend Paid</b>								
	Sri Sajjan Bhajanka	241.64	362.46	-	-	-	-	241.64	362.46
	Sri Sanjay Agarwal	248.80	373.21	-	-	-	-	248.80	373.21
	Smt.Divya Agarwal	-	-	167.50	251.25	-	-	167.50	251.25
	Sri Vishnu Khemani	187.87	281.80	-	-	-	-	187.87	281.80
	Smt Santosh Bhajanka	-	-	148.50	222.74	-	-	148.50	222.74
	Others	113.82	170.73	123.55	185.32	393.29	589.94	630.65	945.98
<b>9</b>	<b>Director's Remuneration Paid #</b>								
	Sri Sajjan Bhajanka	200.00	426.14	-	-	-	-	200.00	426.14
	Sri Sanjay Agarwal	389.00	426.14	-	-	-	-	389.00	426.14
	Sri Prem Kumar Bhajanka	413.00	486.23	-	-	-	-	413.00	486.23
	Sri Vishnu Khemani	374.00	412.78	-	-	-	-	374.00	412.78
	Sri Ajay Baldawa	500.00	485.75	-	-	-	-	500.00	485.75
	Smt. Nikita Bansal	289.00	326.14	-	-	-	-	289.00	326.14



# Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2024

## 39. Related Party Disclosure: (Contd.)

(₹ in Lacs)

SI No.	Type of Transactions	Key Management Personnel and Directors		Close Members of Key Management Personnel		Enterprises owned/ Influenced by Key Management Personnel or their Close Members		Total	
		2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
	Sri Keshav Bhajanka	289.00	326.14	-	-	-	-	289.00	326.14
	Sri Rajesh Kumar Agarwal	147.00	90.00	-	-	-	-	147.00	90.00
<b>10</b>	<b>Director's Sitting Fees</b>								
	Sri Naresh Pachisia	3.00	3.50	-	-	-	-	3.00	3.50
	Ms. Ratnabali Kakkar	2.50	2.50	-	-	-	-	2.50	2.50
	Sri Amit Kiran Deb	2.00	2.50	-	-	-	-	2.00	2.50
	Sri J. P. Dua	4.50	3.75	-	-	-	-	4.50	3.75
	Sri Vijay Chhibber	3.50	2.50	-	-	-	-	3.50	2.50
	Sri Debanjan Mandal	2.00	2.00	-	-	-	-	2.00	2.00
	Sri Sunil Mitra	1.50	2.50	-	-	-	-	1.50	2.50
	Sri Probir Roy	5.00	4.00	-	-	-	-	5.00	4.00
<b>11</b>	<b>Director's Commission</b>								
	Sri Naresh Pachisia	4.00	4.00	-	-	-	-	4.00	4.00
	Ms. Ratnabali Kakkar	4.00	4.00	-	-	-	-	4.00	4.00
	Sri Amit Kiran Deb	4.00	4.00	-	-	-	-	4.00	4.00
	Sri J. P. Dua	4.00	4.00	-	-	-	-	4.00	4.00
	Sri Vijay Chhibber	4.00	4.00	-	-	-	-	4.00	4.00
	Sri Debanjan Mandal	4.00	4.00	-	-	-	-	4.00	4.00
	Sri Sunil Mitra	4.00	4.00	-	-	-	-	4.00	4.00
	Sri Probir Roy	4.00	4.00	-	-	-	-	4.00	4.00
<b>12</b>	<b>Salary Paid</b>								
	Sri Arun Kumar Julasaria #	276.08	133.29	-	-	-	-	276.08	133.29
	Sri Sundeep Jhunjhunwala #	52.47	43.52	-	-	-	-	52.47	43.52
	Others	-	-	32.92	34.56	-	-	32.92	34.56
<b>13</b>	<b>Advance Given</b>								
	Sri Arun Kumar Julasaria	120.00	5.91	-	-	-	-	120.00	5.91
	Sri Sundeep Jhunjhunwala	7.00	-	-	-	-	-	7.00	-
<b>14</b>	<b>Advance Received back</b>								
	Sri Arun Kumar Julasaria	14.00	5.91	-	-	-	-	14.00	5.91
	Sri Sundeep Jhunjhunwala	7.00	-	-	-	-	-	7.00	-
<b>15</b>	<b>Balance Outstanding on account of</b>								
<b>A</b>	<b>Receivable/(Payable)</b>								
	Aegis Business Ltd.	-	-	-	-	0.12	0.12	0.12	0.12
	Smt. Yash Bala Bhajanka	-	-	(0.02)	(0.03)	-	-	(0.02)	(0.03)
	Century Led Ltd.	-	-	-	-	(0.02)	(0.77)	(0.02)	(0.77)
	Star Cement Ltd.	-	-	-	-	9.91	13.26	9.91	13.26
	Sri Arun Kumar Julasaria	107.38	-	-	-	-	-	107.38	-
<b>B</b>	<b>Director's Remuneration Payable</b>								
	Sri Sajjan Bhajanka	-	131.92	-	-	-	-	-	131.92
	Sri Sanjay Agarwal	109.26	131.92	-	-	-	-	109.26	131.92
	Sri Prem Kumar Bhajanka	123.90	168.57	-	-	-	-	123.90	168.57
	Sri Ajay Baldawa	122.00	100.64	-	-	-	-	122.00	100.64
	Sri Vishnu Khemani	105.50	129.78	-	-	-	-	105.50	129.78
	Sri Rajesh Kumar Agarwal	28.71	-	-	-	-	-	28.71	-
	Smt. Nikita Bansal	111.10	133.65	-	-	-	-	111.10	133.65

# Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

## 39. Related Party Disclosure: (Contd.)

(₹ in Lacs)

SI No.	Type of Transactions	Key Management Personnel and Directors		Close Members of Key Management Personnel		Enterprises owned/ Influenced by Key Management Personnel or their Close Members		Total	
		2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
	Sri Keshav Bhajanka	111.10	133.58	-	-	-	-	111.10	133.58
<b>C</b>	<b>Director's Commission Payable</b>								
	Smt. Ratnabali Kakkar	4.00	4.00	-	-	-	-	4.00	4.00
	Sri Naresh Pachisia	4.00	4.00	-	-	-	-	4.00	4.00
	Sri Amit Kiran Deb	4.00	4.00	-	-	-	-	4.00	4.00
	Sri J. P. Dua	4.00	4.00	-	-	-	-	4.00	4.00
	Sri Vijay Chhibber	4.00	4.00	-	-	-	-	4.00	4.00
	Sri Debanjan Mandal	4.00	4.00	-	-	-	-	4.00	4.00
	Sri Sunil Mitra	4.00	4.00	-	-	-	-	4.00	4.00
	Sri Probir Roy	4.00	4.00	-	-	-	-	4.00	4.00
<b>D</b>	<b>Salary Payable</b>								
	Sri Arun Kumar Julasaria	52.54	-	-	-	-	-	52.54	-

# Remuneration of Key Management Personnel represents short term employee benefits, as the liabilities for defined benefit plans and compensated absences are provided on actuarial basis for the Company as a whole, the amounts pertaining to Key Management Personnel are not included.

\* Pertains to Non Fund Based credit facilities

### c) Terms and conditions of transactions with related parties

1. The sales to/ purchases from/ services availed from/ services provided to related parties are made on terms equivalent to those that prevail in arm's length transactions.
2. Outstanding balances at the year-end from related parties are unsecured and interest free
3. Employee related recoverable balances are unsecured and interest free
4. The Company has provided loan to its subsidiary for its business activities. The loan was unsecured and was repayable on demand. The loan carries an interest @7.50% p.a.

## 40. Fair values measurements

### Financial instruments by category:

(₹ in Lacs)

	31st March, 2024		31st March, 2023	
	FVTPL	Amortised cost	FVTPL	Amortised cost
<b>Non current financial assets</b>				
(i) Investments	280.02	-	13.25	-
(ii) Other Financial Assets	-	2,348.90	-	1,228.07
<b>Current financial assets</b>				
(i) Trade receivable	-	41,679.05	-	39,033.58
(ii) Cash and cash equivalents	-	4,069.76	-	1,413.21
(iii) Bank balances other than above	-	2,644.32	-	26,408.01
(iv) Investments	-	-	-	-
(v) Loans	-	250.00	-	250.00
(vi) Other current financial assets	-	2,496.40	-	3,400.39
<b>Total Financial assets</b>	<b>280.02</b>	<b>53,488.43</b>	<b>13.25</b>	<b>71,733.26</b>

# Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2024

## 40. Fair values measurements (Contd.)

(₹ in Lacs)

	31st March, 2024		31st March, 2023	
	FVTPL	Amortised cost	FVTPL	Amortised cost
<b>Non current financial liabilities</b>				
(i) Borrowings	-	15,699.16	-	186.52
(ii) Lease liabilities	-	5,239.44	-	1,120.67
<b>Current financial liabilities</b>				
(i) Borrowings	-	56,136.67	-	31,154.66
(ii) Trade payables	-	28,611.40	-	27,485.63
(iii) Lease liabilities	-	28.55	-	212.79
(iv) Other current financial liabilities	-	18,276.75	-	11,815.00
<b>Total Financial liabilities</b>	<b>-</b>	<b>1,23,991.97</b>	<b>-</b>	<b>71,975.27</b>

### Notes:-

- The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Group does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.
- Finance income and finance cost by instrument category wise classification :-
  - Interest income of ₹2,559.49 Lacs (P.Y. ₹2072.57 Lacs) on financial instrument at amortised cost.
  - Interest expense of ₹2,559.55 Lacs (P.Y. ₹1076.90 Lacs) on borrowing at amortised cost.
- Investment through FVTPL is being valued at level 2 in current year as well as previous year.

## 41. Financial Risk Management Objectives and Policies

The Group's financial liabilities comprise long term borrowings, short term borrowings, capital creditors, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's financial assets include trade and other receivables, cash and cash equivalents and deposits.

The Group is exposed to market risk and credit risk. The Group has a Risk management policy and its management is supported by a Risk management committee that advises on risks and the appropriate risk governance framework for the Group. The audit committee provides assurance to the Group's management that the Group's risk activities are governed by appropriate policies and procedures and that risks are identified, measured and managed in accordance with the Group's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

### (i) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises risk of interest rate, currency risk and other price risk, such as commodity price risk and equity price risk. Financial instruments affected by market risk include FVTPL investments.

#### a. Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities. Such foreign currency exposures are partly hedged by the Group. The Group has a treasury department which monitors the foreign exchange fluctuations on the continuous basis and advises the management of any material adverse effect on the Group.

#### Foreign Currency sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in foreign currency exchange rates, with all other variables held constant. The impact on the Group profit before tax is due to changes in the fair value of assets and liabilities.

# Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

## 41. Financial Risk Management Objectives and Policies (Contd.)

(₹ in Lacs)

Change in Foreign Currency Rates	Effect on Profit before Tax	
	As on	As on
	31st March, 2024	31st March, 2023
5%	(692.95)	(537.24)
-5%	692.95	537.24

### b. Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

#### Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Group profit before tax is affected through the impact on floating rate borrowings, as follows:

(₹ in Lacs)

	Increase/Decrease in basis points	Effect on profit before Tax
31st March, 2024	+50	197.79
	-50	(197.79)
31st March, 2023	+50	125.05
	-50	(125.05)

### (ii) Credit Risks

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables).

The Group implements a credit risk management policy under which the Group only transacts business with counterparties that have a certain level of credit worthiness based on internal assessment of the parties, financial condition, historical experience, and other factors. The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The Group has established a credit policy under which each new customer is analyzed individually for creditworthiness.

#### Trade receivables

An impairment analysis is performed at each reporting date on an individual basis for all the customers. In addition, other trade receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on credit losses historical data. The maximum exposure to credit risk at the reporting date is the carrying value of trade receivables disclosed in Note 12 as the Group does not hold collateral as security. The Group has evaluated the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries.

No significant changes in estimation techniques or assumptions were made during the reporting period.

Credit risk also arises from transactions with financial institutions, and such transactions include transactions of cash and cash equivalents, various deposits, and financial instruments such as derivative contracts. The Group manages its exposure to this credit risk by only entering into transactions with banks that have high ratings. The Group's treasury department authorizes, manages, and oversees new transactions with parties with whom the Group has no previous relationship.

Furthermore, the Group limits its exposure to credit risk of financial guarantee contracts by strictly evaluating their necessity based on internal decision making processes, such as the approval of the board of directors.

# Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2024

## 41. Financial Risk Management Objectives and Policies (Contd.)

### Credit risk exposure

The carrying amount of financial assets represents the Group's maximum exposure to credit risk. The maximum exposure to credit risk as of 31st March, 2024 and 31st March, 2023 are as follows:

(₹ in Lacs)

	<b>31st March, 2024</b>	<b>31st March, 2023</b>
<b>Non Current</b>		
Investments In Others	280.02	13.25
Other financial assets	2,348.90	1,228.07
<b>Current</b>		
Investments In Others	-	-
Cash and cash equivalents	4,069.76	1,413.21
Other Bank balances	2,644.32	26,408.01
Loans	250.00	250.00
Trade receivable (Net)	41,679.05	39,033.58
Other financial assets	2,496.40	3,400.39
	<b>53,768.45</b>	<b>71,746.51</b>

### Impairment losses on financial assets

Refer the table below for reconciliation of loss allowance in respect of Trade Receivables:

(₹ in Lacs)

<b>Trade Receivables (measured under life time excepted credit loss model)</b>	<b>31st March, 2024</b>	<b>31st March, 2023</b>
Loss Allowance at the beginning of the year	1,061.60	1,061.60
Add: Loss Allowance provided during the year	97.55	-
<b>Loss Allowance at the end of the year</b>	<b>1,159.15</b>	<b>1,061.60</b>

No significant changes in estimation techniques or assumptions were made during the reporting period.

### (iii) Liquidity Risk

The Group's objective is to maintain optimum levels of liquidity to meet its cash and collateral requirements at all times. The Group relies on a mix of borrowings and excess operating cash flows to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium/ long term expansion needs. The Group monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs. Besides, it generally has certain undrawn credit facilities which can be accessed as and when required. Such credit facilities are reviewed at regular intervals. Thus no liquidity risk is perceived at present.

The table below summarises the maturity profile of the Group financial liabilities based on contractual undiscounted payments.

### Availability of Liquidity is as follows

The Group's undrawn borrowing facilities at the end of the reporting period is:

(₹ in Lacs)

<b>Particulars</b>	<b>31st March, 2024</b>	<b>31st March, 2023</b>
Cash and Cash Equivalents	4,069.76	1,413.21
Availability under committed credit facilities	39,238.78	2,926.49

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments.

(₹ in Lacs)

<b>Particulars</b>	<b>Less than 1 Year</b>	<b>1-2 Years</b>	<b>2-3 Years</b>	<b>3-5 Years</b>	<b>&gt; 5 years</b>	<b>Total</b>
<b>Year ended 31st March, 2024</b>						
Borrowings*	56,136.67	3,279.17	2,487.98	4968.00	4964.01	71,835.83
Other financial liabilities	18,276.75	-	-	-	-	18,276.75

# Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

## 41. Financial Risk Management Objectives and Policies (Contd.)

(₹ in Lacs)

Particulars	Less than 1 Year	1-2 Years	2-3 Years	3-5 Years	> 5 years	Total
Trade payables	28,611.40	-	-	-	-	28,611.40
	<b>1,03,024.82</b>	<b>3,279.17</b>	<b>2,487.98</b>	<b>4,968.00</b>	<b>4,964.01</b>	<b>1,18,723.98</b>
<b>Year ended 31st March, 2023</b>						
Borrowings*	31,154.66	186.52	-	-	-	31,341.18
Other financial liabilities	11,815.00	-	-	-	-	11,815.00
Trade payables	27,485.63	-	-	-	-	27,485.63
	<b>70,455.29</b>	<b>186.52</b>	-	-	-	<b>70,641.81</b>

\* Buyers credit for Capital Expenditure are eligible for roll over for upto 3 years as per RBI guidelines

Note: For maturity profile of Lease Liabilities, Refer Note 35.

## 42. The Company's Segment Information as at and for the year ended 31st March, 2024 are as below:

(₹ in Lacs)

SI		Plywood	Laminate	MDF	PPB	CFS Services	Others	Total
<b>a</b>	<b>Revenue(Gross)</b>							
	External Sales	2,17,383.15	65,763.77	74,852.42	15,705.40	9,919.68	4,970.85	3,88,595.27
		(2,03,784.39)	(65,759.86)	(64,013.58)	(17,417.29)	(8,099.17)	(5,582.39)	(3,64,656.68)
	Inter-segment Sales	-	-	-	-	-	535.43	535.43
		-	-	-	-	(153.26)	(465.45)	(618.71)
	Total Revenue (Gross)	2,17,383.15	65,763.77	74,852.42	15,705.40	9,919.68	5,506.28	3,89,130.70
		(203784.39)	(65759.86)	(64,013.58)	(17,417.29)	(8252.43)	(6047.84)	(3,65,275.39)
<b>b</b>	<b>Result</b>							
	<b>Segment Results</b>	25,916.33	7,297.52	13,507.29	2,805.81	613.54	1,010.72	51,151.21
		(22,728.46)	(9,264.72)	(16,274.72)	(4,363.04)	(1,277.58)	(447.05)	(54,355.57)
	Unallocated Income/ Expenses(-) (Net of unlocated expenses/ income)							(4,152.51)
								(-1471.03)
	Operating Profit							46,998.70
								(52,884.54)
	Finance Cost							3,082.70
								(1,697.84)
	Taxation Expense							11,383.48
								(13,489.04)
	<b>Net Profit (before non controlling interest)</b>							32,532.52
								(37,697.66)
<b>a</b>	<b>Total Assets</b>							
	Segment Assets	1,08,172.50	54,601.51	1,40,959.07	29,344.72	12,669.25	2,272.30	3,48,019.35
		(89,980.63)	(41,544.34)	(86,688.68)	(12,936.13)	(5,749.72)	(2,170.75)	(2,39,070.25)
	Unallocated Corporate/ Other Assets							7,237.58
								(32,555.91)



## Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2024

### 42. The Company's Segment Information as at and for the year ended 31st March, 2024 are as below: (Contd.)

								(₹ in Lacs)
SI		Plywood	Laminate	MDF	PPB	CFS Services	Others	Total
	Total Assets							3,55,256.93
<b>b</b>	<b>Total Liabilities</b>							
	Segment Liabilities	23,136.03	12,075.97	12,320.14	1,762.73	7,215.05	763.45	57,273.37
		(25,293.77)	(8,283.69)	(7,835.90)	(672.19)	(2,449.05)	(626.28)	(45,160.88)
	Unallocated Corporate/ Other Liabilities							77,324.03
								(36,110.78)
	Total Liabilities							1,34,597.40
								(81,271.66)
<b>c</b>	<b>Capital Expenditure</b>	10,441.22	13,423.17	54,149.53	17,215.33	4,270.54	7.45	99,507.24
		(8,456.46)	(7,832.61)	(23,577.26)	(3,722.21)	(1,866.42)	(6.41)	(45,461.38)
<b>d</b>	<b>Depreciation/ Amortisation</b>	2,774.19	2,078.61	2,841.55	582.63	609.90	3.56	8,890.44
		(2,285.57)	(1,310.04)	(2,055.18)	(564.36)	(880.03)	(3.74)	(7,098.92)
	Unallocated Depreciation							583.22
								(651.88)
<b>e</b>	<b>Geographical Segment</b>							
	i. Revenue (Gross)							
	India							3,68,317.41
								(3,46,335.55)
	Overseas							20,277.86
								(18,321.13)
	ii. Carrying amount of Segment Assets							
	India							3,43,967.96
								(2,32,534.87)
	Overseas							4,051.39
								(6,535.38)

Note:- Previous years figures are in bracket

#### Notes:

(a) Business Segments: The reportable segments have been identified on the basis of the products of the Group. Operating Segment disclosed are consistent with the information provided to and reviewed by the Chief Operating Decision Maker (CODM). Accordingly, the Group has identified following business segments:

- Plywood - Plywood, Block-Board, Veneer & Timber
- Laminate - Decorative Laminates
- MDF - Plain & Pre-laminated Medium Density Fibre Boards
- Plain Particle Board - Plain & Pre-laminated Particle Board
- CFS Services - Container Freight Stations services
- Others - Mainly Trading of Chemicals and New Age Panel products

(b) The Group recognised revenue at point in time.

## Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2024

**43.A** The Subsidiary Companies considered in the Financial Statements are as follows:

Name	Country of Incorporation	% Voting Power as on 31st March, 2024	% Voting Power as on 31st March, 2023
Auro Sundram Ply & Door Pvt. Ltd.	India	51	51
Century MDF Ltd.	India	100	100
Ara Suppliers Pvt. Ltd.	India	80	80
Arham Sales Pvt. Ltd.	India	80	80
Adonis Vyaper Pvt. Ltd.	India	80	80
Apnapan Viniyog Pvt. Ltd.	India	80	80
Century Infotech Ltd.	India	99.99	99.99
Century Panels Ltd.	India	100	100
Century Ports Ltd.	India	100	100
Asis Plywood Ltd.	India	100	100
Century Infra Ltd.	India	100	100
Century Adhesives & Chemicals Ltd.	India	100	100
Pacific Plywoods Pvt.Ltd.	India	100	-
Century Ply (Singapore) Pte Ltd.	Singapore	90.68	90.68
Century Gabon SUARL	Gabon	100	100
Century Huesoulin Plywood Lao Co. Ltd.	Laos	51	51
Century Ply Laos Co.Ltd.	Laos	90	90

### 43 B. Non-Controlling Interests (NCI)

The Group has following non-wholly owned subsidiaries:-

Name of the Entity	Principal Activity	County of Incorporation	Ownership interest held by the Group	
			31st March, 2024	31st March, 2023
Auro Sundram Ply & Door Pvt. Ltd.	Manufacturing	India	51	51
Ara Suppliers Pvt. Ltd.	Property	India	80	80
Arham Sales Pvt. Ltd.	Property	India	80	80
Adonis Vyaper Pvt. Ltd.	Property	India	80	80
Apnapan Viniyog Pvt. Ltd.	Property	India	80	80
Century Infotech Ltd.	Service	India	99.99	99.99
Century Ply (Singapore) Pte Ltd.	Trading	Singapore	90.68	90.68
Century Huesoulin Plywood Lao Co. Ltd.	Manufacturing	Laos	51	51
Century Ply Laos Co.Ltd.	Manufacturing	Laos	90	90

None of the above non-wholly owned subsidiary is material to the Group, therefore financial information about these non-wholly owned subsidiary are not disclosed separately.

### 44. Earning per Share (EPS)

In terms of Ind AS- 33 on "Earning Per Share" the calculation of EPS is given below: -

	2023-24	2022-23
Profit as per the Statement of Profit & Loss (₹ In Lacs)	32,532.52	37,697.66
Less: Non-controlling interest share in profit & loss	(106.48)	75.47
Profit attributable to owners of the Holding Company (₹ In Lacs)	32,639.00	37,622.19
Weighted average number of Equity Shares outstanding during the year	22,21,72,990	22,21,72,990
Nominal value of equity shares (₹)	1	1
Basic and Diluted earnings per share (EPS) (₹)	14.69	16.93

## Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2024

### 45. Additional disclosures relating to the requirement of revised Schedule III

- (i) No proceedings have been initiated on or are pending against the Holding Company and its subsidiaries incorporated in India for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.
- (ii) Holding Company and its subsidiaries incorporated in India has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (iii) Holding Company and its subsidiaries incorporated in India has complied with the number of layers prescribed under the Companies Act, 2013.
- (iv) There is no undisclosed income under the Income Tax Act, 1961 for the year ending 31st March, 2024 and 31st March, 2023 which needs to be recorded in the books of account of Holding Company and its subsidiaries incorporated in India.
- (v) Holding Company and its subsidiaries incorporated in India has not traded or invested in crypto currency or virtual currency during the current or previous year.
- (vi) The borrowings obtained by the Holding Company and its subsidiaries incorporated in India from banks and financial institutions have been applied for the purposes for which such loans were taken.
- (vii) **Relationship with struck off companies**

Disclosure related to relationship of the Holding Company with a company which is struck off under Section 248 of the Companies Act, 2013 or Section 530 of Companies Act, 1956 as at 31 March, 2024 are as follows:

(₹ in Lacs)

Sl. No.	Name of struck off Company	Nature of transactions with struck off company	Balance outstanding as at 31st March, 2024	Balance outstanding as at 31st March, 2023	Relationship with the struck off company, if any
1	IDS Increation India Pvt Ltd.*	Sales of goods	1.95	1.95	Customer
2	NMF Concepts Pvt. Ltd.*	Sale of Services	8.47	8.47	Customer
3	Perfect Logicare Pvt.Ltd.	Sale of Services	-	(0.08)	Customer
4	Print Express Pvt. Ltd.	Purchase of goods	(0.57)	(0.63)	Vendor
5	RBC Bearings Pvt. Ltd.	Purchase of goods	-	-	Vendor

The above information is provided only for those struck off companies with whom transactions have taken place during the year ended 31st March, 2024 and year ended 31st March, 2023.

\* No transactions entered during 2023-24 and 2022-23, only balance outstanding of earlier years.

Details of other struck off entities holding equity shares in the Holding Company is as below:

Sl. No.	Name of struck off Company	No. of Shares held	Paid-up (₹) as at 31st March, 2024	Paid-up (₹) as at 31st March, 2023	Relationship with the struck off company, if any
1	Emmel Financial Services Pvt. Ltd.	-	-	700.00	Equity shareholder
2	Mridul Securities Pvt. Ltd.	-	-	5.00	Equity shareholder
3	Dreams Comtrade Pvt. Ltd.	150	150.00	150.00	Equity shareholder

None of the above struck off companies are related parties.

- (viii) During the year ended 31st March, 2024 the Company has provided Loans to 5 subsidiaries amounting to ₹46,920.20 Lacs (₹19,073.00 Lacs), which is repayable on demand. Total amount outstanding on 31st March 2024 is ₹42,154.20 Lacs (₹10,874.00 Lacs) which represent 99.41% (97.75%) of the total Loans.
- (ix) During the current year the Group has given accounting impact of scheme of arrangement in compliance with the approved scheme. Refer Note No. 49.

# Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

## 45. Additional disclosures relating to the requirement of revised Schedule III (Contd.)

### (x) Utilisation of Borrowed Fund & Share Premium:

- (i) The Holding Company and its subsidiaries incorporated in India have not advanced or loaned or invested funds to any other person(s) or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company and its subsidiaries incorporated in India (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (ii) The Holding Company and its subsidiaries incorporated in India have not received any fund from any person(s) or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Holding Company and its subsidiaries incorporated in India shall: (a) 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 (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

46. The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Group towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on 13th November, 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Group will assess the impact of the Code when it comes into effect and will record any related impact in the period when the Code becomes effective.

## 47. Additional Information pursuant to Schedule III of the Companies Act, 2013

Name of the company	Net Assets (Total Assets minus Total Liabilities)		Share in Profit & Loss		OCI		TCI	
	2023-24		2023-24		2023-24		2023-24	
	As % of consolidated Net assets	Net Assets	As % of consolidated Profit or Loss	Profit/(Loss)	As % of consolidated OCI	OCI	As % of consolidated TCI	TCI
<b>Parent Company</b>								
Century Plyboards (India) Ltd.	87.90%	1,93,959.85	101.07%	32,881.95	279.08%	(43.76)	100.99%	32,838.19
<b>Indian Subsidiaries</b>								
<b>Direct Subsidiaries</b>								
Adonis Vyaper Pvt. Ltd.	0.08%	166.21	0.00%	(1.21)	0.00%	-	0.00%	(1.21)
Apnapan Viniyog Pvt. Ltd.	0.08%	166.29	0.00%	(1.21)	0.00%	-	0.00%	(1.21)
Ara Suppliers Pvt. Ltd.	0.07%	165.01	0.00%	(1.27)	0.00%	-	0.00%	(1.27)
Arham Sales Pvt. Ltd.	0.08%	166.52	0.00%	(1.18)	0.00%	-	0.00%	(1.18)
Century Infotech Ltd.	0.00%	2.94	-0.01%	(3.43)	0.00%	-	-0.01%	(3.43)
Century MDF Ltd.	0.16%	350.62	-0.14%	(45.14)	0.00%	-	-0.15%	(45.14)
Auro Sundram Ply & Door Pvt. Ltd.	1.16%	2,565.84	-0.52%	(169.75)	-120.15%	18.84	-0.47%	(150.91)
Century Infra Ltd.	2.14%	4,724.91	0.95%	307.48	0.00%	-	0.95%	307.48
Century Ports Ltd.	0.02%	45.64	0.00%	(0.53)	0.00%	-	0.00%	(0.53)
Century Panels Ltd	6.32%	13,955.18	-1.54%	(494.54)	0.00%	-	-1.52%	(494.54)
Pacific Plywoods Pvt. Ltd.	0.19%	415.10	-0.06%	(20.99)	0.00%	-	-0.07%	(20.99)

# Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2024

## 47. Additional Information pursuant to Schedule III of the Companies Act, 2013 (Contd.)

Name of the company	Net Assets (Total Assets minus Total Liabilities)		Share in Profit & Loss		OCI		TCI	
	2023-24		2023-24		2023-24		2023-24	
	As % of consolidated Net assets	Net Assets	As % of consolidated Profit or Loss	Profit/(Loss)	As % of consolidated OCI	OCI	As % of consolidated TCI	TCI
<b>Foreign Subsidiaries</b>								
<b>Direct Subsidiaries</b>								
Centuryply Myanmar Pvt. Ltd.	0.00%		0.00%		0.00%	-	0.00%	-
Century Ply (Singapore) Pte Ltd.	0.96%	2,120.30	-0.26%	(84.37)	0.00%	-	-0.26%	(84.37)
Century Gabon SUARL	1.07%	2,364.24	0.84%	273.19	0.00%	-	0.84%	273.19
Non-Controlling Interest	-0.23%	(509.12)	-0.33%	(106.48)	-58.93%	9.24	-0.30%	(97.24)
<b>Total</b>	<b>100.00%</b>	<b>2,20,659.53</b>	<b>100.00%</b>	<b>32,532.52</b>	<b>100.00%</b>	<b>(15.68)</b>	<b>100.00%</b>	<b>32,516.84</b>

Name of the company	Net Assets (Total Assets minus Total Liabilities)		Share in Profit & Loss		OCI		TCI	
	2022-23		2022-23		2022-23		2022-23	
	As % of consolidated Net assets	Net Assets	As % of consolidated Profit or Loss	Profit/(Loss)	As % of consolidated OCI	OCI	As % of consolidated TCI	TCI
<b>Parent Company</b>								
Century Plyboards (India) Ltd.	88.37%	1,68,234.19	108.63%	40,957.06	97.35%	731.04	108.40%	41,688.10
<b>Indian Subsidiaries</b>								
<b>Direct Subsidiaries</b>								
Adonis Vyaper Pvt. Ltd.	0.09%	167.42	0.00%	(0.51)	0.00%	-	0.00%	(0.51)
Apnapan Viniyog Pvt. Ltd.	0.09%	167.50	0.00%	(0.47)	0.00%	-	0.00%	(0.47)
Ara Suppliers Pvt. Ltd.	0.09%	166.28	0.00%	(0.55)	0.00%	-	0.00%	(0.55)
Arham Sales Pvt. Ltd.	0.09%	167.70	0.00%	(0.48)	0.00%	-	0.00%	(0.48)
Century Infotech Ltd.	0.00%	6.37	-0.05%	(19.78)	0.00%	-	-0.05%	(19.78)
Century MDF Ltd.	0.21%	395.76	-0.01%	(5.57)	0.00%	-	-0.01%	(5.57)
Auro Sundram Ply & Door Pvt. Ltd.	1.43%	2,716.76	0.36%	136.50	1.78%	13.38	0.39%	149.88
Century Infra Ltd.	0.00%	3.50	0.00%	(1.50)	0.00%	-	0.00%	(1.50)
Century Ports Ltd.	0.02%	46.17	-0.02%	(8.83)	0.00%	-	-0.02%	(8.83)
Century Panels Ltd	7.59%	14,449.72	-0.04%	(13.21)	0.00%	-	-0.03%	(13.21)

# Notes to Consolidated Financial Statements

as at and for the year ended 31st March, 2024

## 47. Additional Information pursuant to Schedule III of the Companies Act, 2013 (Contd.)

Name of the company	Net Assets (Total Assets minus Total Liabilities)		Share in Profit & Loss		OCI		TCI	
	2022-23		2022-23		2022-23		2022-23	
	As % of consolidated Net assets	Net Assets	As % of consolidated Profit or Loss	Profit/(Loss)	As % of consolidated OCI	OCI	As % of consolidated TCI	TCI
<b>Foreign Subsidiaries</b>								
<b>Direct Subsidiaries</b>								
Centuryply Myanmar Pvt. Ltd.	0.00%	-	-10.16%	(3,830.32)	0.00%	-	-9.96%	(3,830.32)
Century Ply (Singapore) Pte Ltd.	1.15%	2,187.60	-0.01%	(5.49)	0.00%	-	-0.01%	(5.49)
Century Gabon SUARL	1.06%	2,015.65	1.10%	415.34	0.00%	-	1.08%	415.34
Non-Controlling Interest	-0.19%	(370.12)	0.20%	75.47	0.87%	6.56	0.21%	82.03
<b>Total</b>	<b>100.00%</b>	<b>1,90,354.50</b>	<b>100.00%</b>	<b>37,697.66</b>	<b>100.00%</b>	<b>750.98</b>	<b>100.00%</b>	<b>38,448.64</b>

48. During the year, the Holding Company has made a donation to Indian National Congress ₹500 lacs (previous year NIL) and All India Trinamool Congress ₹100 lacs (previous year ₹200 Lakhs) by cheque. The political donation of ₹600 Lacs is within the limit specified under section 182(1) of The Companies Act 2013.

49. During the year, the Scheme of Arrangement between the Holding Company and Century Infra Limited ('Transferee Company') a wholly owned subsidiary Company and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, was approved by the Hon'ble National Company Law Tribunal, Kolkata Bench on 31st January, 2024. As the scheme is effective from appointed date 1st April, 2022 the Holding Company has transferred its Container Freight Station Division (CFS division), within the group, to the Transferee Company with effect from 1st April, 2022, all together with the assets, liabilities and manpower comprised therein on a slump sale basis. No accounting impact of the scheme on the consolidated financial statements except reversal of defer tax assets by Holding Company related to property plant & equipment transferred amounting ₹707.37 lacs (not recognised by transferee company) which has resulted in lower profit after tax and other equity to that extent.

50. During the year the Group decided to sell its entire equity interest in its wholly owned foreign subsidiary, Century Ply (Singapore) Pte Ltd. and accordingly assets and liabilities of the same were classified as 'Disposal Group Held for Sale'. Following are the carrying amount of Assets and Liabilities of the aforesaid foreign subsidiary:-

(₹ in Lacs)

Particulars	As at 31st March, 2024
Property, Plant and Equipment	867.56
Inventories	960.79
Cash and cash equivalents	54.10
Trade Payables	(8.58)
Other Current Liabilities	(1.67)
<b>Net Assets</b>	<b>1872.20</b>

The Holding Company has entered into a binding sales agreement to sell entire shareholding in aforesaid foreign subsidiary for total consideration of ₹766.06 lacs and accordingly, the Group recognized an impairment loss of ₹1106.14 lacs on the net assets of Century Ply (Singapore) Pte Ltd. in the Consolidated Financial Statements.



## Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2024

- 51.** The Holding Company has acquired the entire shareholding of Pacific Plywoods Private Limited (engaged in business of Plywood) thereby making it a wholly owned subsidiary of the Group w.e.f. 8th August, 2023 for cash consideration of ₹460.00 lacs. The net assets acquired is ₹502.46 lacs. The excess of net assets acquired over consideration paid amounting to ₹42.46 lacs has been credited to Capital Reserve. Following are the details of Assets and Liabilities acquired of the aforesaid subsidiary:-

Particulars	(₹ in Lacs)
	<b>As at 8th August, 2023</b>
Property, Plant and Equipment-Land	1198.17
Investment	2.81
Current Assets	5.06
Borrowings	(701.00)
Other Current Liabilities	(2.58)
<b>Net Assets</b>	<b>502.46</b>

The above fair values of assets acquired and liabilities assumed are as of 8th August, 2023. A cost and market approach has been applied, as appropriate, for Land. The market approach, estimates value by leveraging comparable land sale data/ listings and qualitatively comparing them to the in-scope properties.

### Revenue and profit contribution

Since the acquisition date, the results of operations for Pacific Plywoods Private Limited included in the Consolidated Financial Statements for the year ended 31st March, 2024 comprises of Revenue of ₹5.60 lacs and Net Loss of ₹20.99 lacs.

### 52. Subsequent event

The Board of Holding Company has recommended a dividend of ₹1.00 per share (100% per share of face value of ₹1 each) for the financial year ended 31st March, 2024, subject to shareholders approval at annual general meeting.

- 53.** There has been no reinstatement in previous year's figures except as reported in note no.49.

- 54.** The financial statements have been approved by the Audit Committee at its meeting held on 24th May, 2024 and by the Board of Directors on the same date.

- 55.** Notes to the Consolidated Financial Statements comprises of Information relevant for the Group.

As per our attached report of even date

For **Singhi & Co.**  
Firm Registration No.- 302049E  
Chartered Accountants

For and on behalf of the Board of Directors

**Sajjan Bhajanka**  
Chairman & Managing Director  
DIN:00246043

**Sanjay Agarwal**  
CEO & Managing Director  
DIN:00246132

**Rajiv Singhi**  
Partner  
Membership No. 053518

Place: Kolkata  
Date: 24th May, 2024

**Arun Kumar Julasaria**  
Chief Financial Officer

**Sundeep Jhunjhunwala**  
Company Secretary







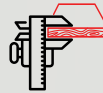
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## **E0 EMISSION COMPLIANT**

It is a Zero Emission ply, causing the least emission of formaldehyde, making it a ply for the planet.



## **CALIBRATED**

It is uniformly thick with a super smooth surface, thanks to cutting-edge technology. It is ideal for lamination and creation of modular furniture.



## **DUPLICATE PROOF**

It comes with a unique QR code. When scanned with the CenturyPromise app, it authenticates that the ply is genuine and also generates e-warranty.



## **FIRE RETARDANT**

It comes with Firewall Technology that delays spread of fire. It emits very little smoke and self-extinguishes when source of fire is removed.



## **CUSTOMER SERVICE IN 48 HRS**

In the highly unlikely event of a complaint, the product team at CenturyPly will contact the customer within 48 hrs and resolve the issue.



## **30-YEAR WARRANTY**

It is the only ply from CenturyPly that passes 25 stringent tests as per Bureau of Indian Standards. No wonder it comes with a 30-year warranty.

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