Information Memorandum
Dated: October 17, 2019

INFORMATION MEMORANDUM
(Private & Confidential)

GREENPANEL

GREENPANEL INDUSTRIES LIMITED

Our Company (Corporate Identification Number U20100AS2017PLC018272) was incorporated on December 13, 2017 as a public limited company with the name "Greenpanel Industries Limited". The registered office of our Company is situated at Makum Road, P.O. Tinsukia, Tinsukia, Assam –786125.

Corporate Identification Number: U20100AS2017PLC018272
Registered Office: Makum Road, P.O.-Tinsukia, Tinsukia, Assam – 786125
Corporate Office: Thapar House, 2nd Floor, 163 S P Mukherjee Road, Kolkata – 700026
Telephone: +91 33 4084 0600
Contact Person: Mr. Banibrata Desarkar
Company Secretary and Compliance Officer: Banibrata Desarkar
Email: banibrata.desarkar@greenpanel.com
Website: www.greenpanel.com

PROMOTER: MR. SHIV PRAKASH MITTAL AND MR. SHOBHAN MITTAL

INFORMATION MEMORANDUM FOR LISTING OF 12,26,27,395 (TWELVE CRORES TWENTY SIX LAKHS TWENTY SEVEN THOUSAND THREE HUNDRED AND NINETY FIVE) EQUITY SHARES OF RE. 1 (INDIAN RUPEE ONE ONLY) EACH

NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS INFORMATION MEMORANDUM

GENERAL RISK

Investments in equity and equity related securities involve a degree of risk and investors should not invest in the Equity Shares of Greenpanel Industries Limited, unless they can afford to take the risk of losing their investment. Investors are advised to read the Risk Factors carefully before taking an investment decision in the Equity Shares of Greenpanel Industries Limited. For taking an investment decision, investors must rely on their own examination of the Company including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**") nor does SEBI guarantee the accuracy or adequacy of this document. **Specific attention of investors is invited to the statement of *"Risk Factors"* given on page number 22 under the section *"General Risks"*.**

For GREENPANEL INDUSTRIES LIMITED

Authorised Signatory / Director

OUR COMPANY'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for, and confirms that this Information Memorandum contains all information with regard to Greenpanel Industries Limited, which is material, that the information contained in this Information Memorandum is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Information Memorandum as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The Equity Shares of our Company are proposed to be listed on the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**") (hereinafter collectively referred to as the "**Stock Exchanges**"). For the purposes of listing of our Equity Shares pursuant to the Scheme, BSE is the Designated Stock Exchange. Our Company has received in-principle approval for listing from BSE and NSE on 23rd September 2019 and 6th September 2019respectively.

Our Company has submitted this Information Memorandum with BSE and NSE. The Information Memorandum shall be made available on our Company's website viz. www.greenpanel.com and on the respective website of Stock Exchanges i.e. BSE (www.bseindia.com) and NSE (www.nseindia.com).

REGISTRAR AND SHARE TRANSFER AGENTS

Maheshwari Datamatics Private Limited,
Address: 23 R N Mukherjee Road, 5th Floor, Kolkata - 700001
Phone: 033 2243 5029/ 2248 2248/ 2231 6839;
E-mail: mdpldc@yahoo.com
Website: http://www.mdpl.in
Contact Person: Mr. S Rajagopal, Vice President
SEBI Registration No: INR000000353 dated July 1, 2013
SEBI URL:
https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10

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SECTION I - GENERAL

DEFINITIONS & ABBREVIATIONS

This Information Memorandum uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meanings ascribed to such terms herein, and references to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification will include any amendments or reenactments thereto, from time to time:

- **Company and Scheme related Terms**

Term	Description
Appointed Date	April 1, 2018
Board/Board of Directors	The board of directors of our Company, or a duly constituted committee thereof
Company / Resulting Company	Greenpanel Industries Limited
Demerged Company/Greenply	Greenply Industries Limited
Demerged Undertaking	The entire activities, operations, business division and undertaking of the Demerged Company pertaining to the Transferred Business as is presently carried out by the Demerged Company and which is being transferred to the Resulting Company on a going concern basis along with all related assets, liabilities, employees, rights, powers and shall include (without limitation) in particular the following: • all assets (including appliances, accessories, furniture, fixtures and leasehold improvements, where applicable) whether movable or immovable, tangible or intangible, including all rights, titles and interest in connection with the land, and buildings thereon, whether corporeal or incorporeal, leasehold or otherwise, plant and machinery, capital work in progress, advances, sundry debtors, cash and bank balances, other fixed assets, benefit of any deposits, financial assets, investments, benefit of any bank guarantees and all other assets whether real or personal, present, future or contingent relating to the

	Demerged Undertaking, except as provided in this Scheme; • all permits, rights (including, without limitation, rights under any customer contracts, supply contracts, insurance contracts or other contracts or agreements), licenses including, without limitation, approvals, authorizations, consents, tenancies, offices, entitlements, bids, tenders, letters of intent, expressions of interest, municipal and other statutory permissions, approvals, consents, licenses, registrations, subsidies, concessions, exemptions, remissions and unabsorbed depreciation, tenancies in relation to office, lease rights, powers and facilities of every kind, nature and description whatsoever, rights to use and avail of telephones, and installations, utilities, electricity and other services, provisions, funds, benefits of all agreements, contracts and arrangements and all other interests in connection with or relating to the Demerged Undertaking; • all deposits and balances with Government (including share of advance taxes, taxes deducted at source in connection with the business of the Demerged Undertaking, entitlements to refund • and / or credits of service tax, central excise, GST in connection with the business of the Demerged Undertaking, entitlements to refund and / or credits of the value added tax (in all states) in connection with the business of the Demerged Undertaking and such other tax credits as may pertain to the Demerged Undertaking), semi-government, local and other authorities and bodies, customers, other persons, earnest moneys and/or security deposits paid or received by the Demerged Company, directly or indirectly in connection with or in relation to the Demerged Undertaking

	• all employees of the Demerged Company substantially engaged in the Demerged Undertaking and those employees that are determined by the Board of Directors of the Demerged Company to be substantially engaged in or in relation to the business of the Demerged Undertaking • all debts, borrowings, obligations, duties and liabilities both present and future (including deferred tax liabilities, contingent liabilities and the liabilities and obligations under any licenses or permits or schemes) of every kind, nature and description whatsoever and howsoever arising, raised or incurred or utilized, whether secured or unsecured, whether in rupees or foreign currency, relating to the Demerged Undertaking; • all trade and service names and marks (including any right to use trademarks), patents, copyrights (including any right to use copyrights), designs, brand names (including the right to use names), patents, use of technology rights, and other intellectual property rights of any nature whatsoever, books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), drawings, computer programmes, manuals, data, catalogues, quotations, sales and advertising material, lists of present and former customers and suppliers, other customer information, customer credit information, customer pricing information, and all other records and documents, whether in physical or electronic form relating to business activities and operations of the Demerged Undertaking; and

	• all legal proceedings of whatsoever nature by or against the Demerged Company pending or threatened on the Appointed Date and relating to the Demerged Undertaking.
Director(s)	The director(s) on our Board
Effective Date	Date on which the certified true copy of the order sanctioning the Scheme has been submitted with the Registrar of Companies, i.e. on July 1, 2019
Equity Shares	The equity shares of our Company having face value of INR 1 (Indian Rupees One only)
General Meetings	Annual General Meeting held by the Company
Group Companies	The companies (other than promoters and subsidiaries) with which our Company had related party transactions, during the period for which financial information is disclosed in this Information Memorandum, as covered under the applicable accounting standards. For further details, see "*Promoters, Promoter Group and Group Companies*" on page number 139.
Greenlam	Greenlam Industries Limited
Greenpanel Shareholder Group	Shiv Prakash Mittal and Shobhan Mittal (on behalf of Trade Combines, Partnership Firm), Shobhan Mittal, Santosh Mittal, Prime Holdings Private Limited, Vanashree Properties Private Limited, Shiv Prakash Mittal, Chitwan Mittal, Master Aditya Mittal, Educational Innovations Private Limited, Niranjan Infrastructure Private Limited, Showan Investment Private Limited, Bluesky Projects Private Limited and Trade Combines Pte. Ltd. (Incorporated in Singapore), collectively.
Greenply Group	Rajesh Mittal, Sanidhya Mittal, Karuna Mittal, S. M. Management Private Limited, RS Homcon Limited, R. M. Safeinvest Private Limited, Brijbhumi Merchants Private Limited, Brijbhumi Tradevin Private Limited, Mastermind Shoppers Private Limited, Dholka Plywood Industries Private

	Limited, Mittalgreen Plantations LLP, Rajesh Mittal & Sons, HUF and RKS Family Foundation, collectively.
Scheme	Composite scheme of arrangement under Sections 230 to 232 read with Section 66 of the Companies Act, 2013 between Greenply Industries Limited and Greenpanel Industries Limited and their respective shareholders and creditors for demerger of Demerged Undertaking of Greenply Industries Limited into Greenpanel Industries Limited.
Subsidiary	Greenpanel Singapore Pte. Ltd.
Vigil Mechanism	Established for directors and employees to report genuine concerns in a manner prescribed under the CA 2013.

- **Conventional or General Terms and Abbreviations**

Term	Description
Air Act	Air (Prevention and Control of Pollution) Act, 1981
AS	Accounting Standard
AY	Assessment Year
BBA	Bachelor of Business Administration
Bn	Billion
B. Sc	Bachelor of Science
BSE	Bombay Stock Exchange Limited
CA 2013	Companies Act, 2013, read with the rules, regulations, clarifications and modifications thereunder
CAGR	Compounded Annual Growth Rate
CAMPA	Compensatory Afforestation Fund Management and Planning Authority
CBDT	Central Board of Direct Taxes
CBM/CU.M	Cubic Meters
CDSL	Central Depository Services Limited
CEO	Chief Executive Officer
CGST	Central Goods and Services Tax
CGU	Cash-generating units
CIN	Corporate Identification Number

CMIE	Centre For Monitoring Indian Economy Private Limited
CSR	Corporate Social Responsibility
Cubic Mts	Cubic Meter
CY	Calendar Year
Dr.	Doctor
DIN	Director Identification Number
DTAA	Double Taxation Avoidance Agreement
EBITDA	Earnings before Interest, Tax, Depreciation and Amortization
ECL	Expected Credit Loss
EIR	Effective interest rate
EPA	Environment (Protection) Act, 1986
EPA	Earnings per Share
EPCG	Export Promotion Capital Goods Scheme
ERP	Enterprise Resource Planning
ESI Act	Employee State Insurance Act, 1948
Factories Act	The Factories Act, 1948
Financial Statements	Audited financial statements of the Company for FY 2018-19
FIR	First Information Report
Financial Year/Fiscal/Fiscal Year/FY	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FII	Foreign Institutional Investors
Forest Act	The Forest Act, 1927
FRN	Firm Registration Number
FTA	Foreign Trade (Development and Regulation) Act, 1992
FVTPL	Fair value through profit and loss
FVTOCI	Fair value through Other Comprehensive Income
GAAP	In accordance with the accounting principles generally accepted in India, including the Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014
GAAR	General Anti-Avoidance Rules
GoI/Government of India/Central Government	The Government of India
Gratuity Act	The Payment of Gratuity Act, 1972
GST	Goods and Services Tax

Hazardous Waste Rules	Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008
HDF	High density fibre board
HR	Human Resource
HUF	Hindu Undivided Family
IBEF	Indian Brand Equity Foundation
IEC	Importer Exporter Code Number
INR/Rupee/₹/Rs.	Indian Rupee, the official currency of the Republic of India
IPC	Indian Penal Code, 1860
Ind AS	Indian Accounting Standard prescribed under Section 133 of the Companies Act, 2013, as notified under Rule 3 of Companies (Indian Accounting Standard) Rules, 2015
I. T. Act / I. T. Act, 1961/Indian Income Tax Act	Income Tax Act, 1961
K. M. P.	Key Managerial Personnels of our Company
LLC	Limited liability Corporation
LLP	Limited liability Partnership
LTCG	Long Term Capital Gains
Ltd.	Limited
MAT	Minimum Alternate Tax
MCA	Ministry of Corporate Affairs, Government of India.
MDF	Medium Density Fibre
MDF Units	Medium Density Fibre Units
MN	Million
MoEF	Ministry of Environment and Forest
NCI	Non-controlling Interest
NCLT	National Company Law Tribunal
No.	Number
NRI	Non-Resident Indian
NSDL	National Securities Depository Limited
NSE	National Stock Exchange Limited
OCI	Other Comprehensive Income
Opp.	Opposite
PAT	Profit After Tax
PF	Phenol formaldehyde
Pte. Ltd./Pvt. Ltd.	Private Limited
RBI	Reserve Bank of India
ROC	Registrar of Companies
RTA	Registrar and Share Transfer Agents

SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SCTG	Short Term Capital Gains
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time
SEBI Circular	SEBI Circular No. CFD/DIL3/CIR/2017/21 issued by SEBI dated March 10, 2017 on schemes of arrangement, as amended from time to time
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time
SEBI LODR	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time
Sq. Mts.	Square Metres
STT	Securities Transaction Tax
Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.
UF	Urea formaldehyde
u/s	Under Section
USD	United States Dollar, the official currency of United States of America
Water Act	Water (Prevention and Control of Pollution) Act, 1974
W.e.f.	With Effect From
WPC	Wood Plastic Composite
Viz.	Which is

CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND USE OF MARKET DATA AND CURRENCY OF PRESENTATION

Unless stated otherwise, the financial data in this Information Memorandum is derived from the Financial Statements prepared in accordance with Ind AS and the CA 2013. Our Company publishes Financial Statements in Indian Rupees. Our Company's financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year, so all references to a particular Financial Year or Fiscal are to the 12-month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year. Unless the context requires otherwise, all references to a year in this Information Memorandum are to a calendar year and references to a Fiscal/ Fiscal Year are to the year ended on March 31, of that calendar year. In this Information Memorandum, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off.

Unless stated otherwise, industry data and market data used throughout this Information Memorandum has been obtained from the publicly available information, published data, industry publications and on the basis of the report published by CARE Advisory in March 2019.

The report prepared by CARE Advisory contains the following disclaimer:

"This report is prepared by CARE Advisory. CARE Advisory has taken utmost care to ensure accuracy and objectivity while developing this report based on information available in public domain. However, neither the accuracy nor completeness of information contained in this report is guaranteed. CARE Advisory operates independently of ratings division and this report does not contain any confidential information obtained by ratings division, which they may have obtained in the regular course of operations. The opinion expressed in this report cannot be compared to the rating assigned to the company within this industry by the ratings division. The opinion expressed is also not a recommendation to buy, sell or hold an instrument.

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Industry publications generally state that the information contained therein has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe that industry data used in this Information Memorandum is reliable, it has not been independently verified by us or our affiliates or advisors. Data from these sources may also not be comparable. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors accordingly investment decisions should not be based solely on such information. The extent to which industry and market data used in this Information Memorandum is meaningful depends on the readers' familiarity with and understanding of the methodologies used in compiling such data.

All references to “India” contained in this Information Memorandum are to the Republic of India. All references to “Rupees”, “Rs.”, “INR”, “₹” are to the Indian Rupees, the official currency of the Republic of India. All numbers are in lakhs except where mentioned otherwise.

Reference rate for conversion of USD to INR for relevant dates:

Date	INR / 1 USD
March 28, 2018*	65.0441
March 29, 2019**	69.1713
October 1, 2019	70.9109

**RBI reference rate as on March 31, 2018 was not published due to public holiday.*
***RBI reference rate as on March 31, 2019 was not published due to public holiday.*

FORWARD LOOKING STATEMENTS

Certain statements in this Information Memorandum constitute "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "objective", "plan", "project", "will", "will continue", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our Company's strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Our forward-looking statements contain information regarding, among other things, our financial condition, future plans and business strategy. We have based these forward-looking statements on our current expectations and projections about future events. Although we believe that these expectations and projections are reasonable, such forward-looking statements are inherently subject to risks, uncertainties and assumptions, including, among other things:

- General political, social and economic conditions in India and other countries;
- Monetary and fiscal policies of India, inflation, deflations, unanticipated turbulence in interest rates, foreign exchange rates, equity prices, or other rates or prices;
- Our ability to successfully implement our strategy, our growth and expansion plans and technological changes;
- Strikes or work stoppages by our employees or contractual employees;
- Increasing competition in, and the conditions of, the laminates industry;
- Failure to undertake projects on commercially favorable terms;
- Accidents and natural disasters; and
- Other factors beyond our control.

Additional factors that could cause actual results, performance or achievements to differ materially from those in the forward-looking statements include, but are not limited to, those discussed under "*Risk Factors*", "*Business Overview*" and "*Management Discussion and Analysis*".

Although we believe that the assumptions on which such forward-looking statements are based are reasonable, we cannot assure that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

These forward-looking statements speak only as at the date of this Information Memorandum. Neither our Company, our Promoters, our Directors, nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

SECTION II - INFORMATION MEMORANDUM SUMMARY

This section is a summary of specific disclosures included in this Information Memorandum and is not exhaustive nor does it purport to contain a summary of all disclosures or details relevant to prospective investors. For additional information and further details with respect to any of the information summarised below, please refer to the relevant sections of this Information Memorandum.

Summary of the Industry

The Indian furniture market has grown at a CAGR of 17.2% for the period FY'2008-FY'2013 and is growing at a CAGR of around 26% during 2014-19 as per Brandalyzer. India's furniture market is projected to cross USD 32 billion by 2019 as per TECHSCI Research. Accordingly, we estimate the market size as on 2018 would be around USD 25 billion.

Western and Southern region would continue to be the leading revenue generators due to expanding distribution network of furniture manufacturers in these regions. Uttar Pradesh, Kerala, Punjab, West Bengal and Andhra Pradesh are the major suppliers of wood, which is the most widely used raw material in the country's furniture market.

As with the global market, home furniture is the largest segment in the Indian furniture market, accounting for about 65% of furniture sales. This is followed by, the office furniture segment with a 20 % share and the contract segment, accounting for the remaining 15 %.

The plywood industry is one of the oldest in the country. Its genesis dates back to the time when the British introduced tea cultivation in the northeast and started cultivating tea-chest plywood for use as packing cases. The industry has been expanding its product range ever since. Its product range includes boiling water-proof preservative treated plywood, phenol formaldehyde, bonded marine grade plywood and urea formaldehyde bonded commercial grade plywood, concrete shuttering plywood, marine plywood for boat/ shipbuilding/residential projects, fire-retardant plywood, chequered plywood for flooring, flush doors, etc.

Medium density fibreboard (MDF) is a relatively newer type of engineered wood product, which acts as a substitute superior to cheap unorganized plywood. It comprises fine particles. Hence, its surface grain is not affected by paint. MDF is used in a variety of applications like shelves, decorative moulding, doors, furniture and laminated flooring.

Summary of our Business

Our Company is a wood based interior infrastructure company, primarily engaged in the manufacture of an array of wood- based panel products which includes plywood, MDF boards and allied products. Our Company was incorporated in the year 2017.

Our products and our major brands are as follows:

Manufacturing Unit, Products and brand:

Manufacturing Unit	Product	Brand
Pantnagar, Uttarakhand	Plywood and allied products	Greenpanel
Pantnagar, Uttarakhand	MDF and allied products	Greenpanel
Chittoor, Andhra Pradesh	MDF and allied products	Greenpanel

Our Company is exporting MDF and allied products through its wholly owned subsidiary, Greenpanel Singapore Pte. Limited, Singapore. Our Company has pan-India brand presence, integrated facilities and dealer network. The products manufactured by our Company are sold across the country under the brand name of "*Greenpanel*". Our Company has a nationwide sales and dealer network in the form of its own marketing offices, dealers, sub-dealers and retailers. Our sales and marketing teams periodically review new products, assesses market trends and develop and build business relations. Our Company has a pan-India marketing network. The dealer network comprises of a significant number of Plywood dealers/stockists and MDF boards dealers/stockists, through whom we have access to a network of Plywood and MDF boards sub-dealers and retailers. We believe this pan-India dealer network ensures that our products are easily available in almost any part of India.

We have a centralized ERP system, software system developed by SAP, which integrates the management and allocation of resources for all segments of our business operations ranging from human resources to quality control. For FY ended on March 31, 2019, our total revenue was INR 58,731.41 lakhs. We earned a profit after tax of INR 4412.75 lakhs for the FY ended on March 31, 2019.

Our Promoters

Mr. Shiv Prakash Mittal and Mr. Shobhan Mittal are the promoters of our Company.

Shareholding of our Promoters and Members of our Promoter Group:

S. No.	Name of Promoter	Number of Equity Shares	% of paid up capital
PROMOTER			
1	Mr Shiv Prakash Mittal	-	-
2	Mr Shobhan Mittal	739,000	0.60
PROMOTER GROUP			

3	Shiv Prakash Mittal and Shobhan Mittal on behalf of Trade Combines, partnership firm	11,702,380	9.54
4	Mr Rajesh Mittal	3,079,900	2.51
5	Mr Sanidhya Mittal	90,000	0.07
6	Ms. Santosh Mittal	1,165,900	0.95
7	Ms. Karuna Mittal	680,000	0.55
8	Ms. Chitwan Mittal	-	-
9	Master Aditya Mittal	-	-
10	Master Dev Mittal	-	-
11	Mr. Saurabh Mittal	-	-
12	Ms. Usha Dhurka	-	-
13	Ms. Kiran Loyalka	-	-
14	Ms. Neera Devi Bhartia	-	-
15	Mr. Sharad Jaipuria	-	-
16	Ms. Anjali Jaipuria	-	-
17	Mr. Dilip Modi	-	-
18	Mr. Shreevats Jaipuria	-	-
19	Ms. Kusum Jalan	-	-
20	Ms. Rasika Kajaria	-	-
21	Mittalgreen Plantations LLP	-	-
22	Rajesh Mittal & Sons, HUF	-	-
23	Prime Holdings Private Limited	12,042,800	9.82
24	S. M. Management Private Limited	31,626,965	25.79
25	Vanashree Properties Private Limited	1,448,055	1.18

26	Niranjan Infrastructure Private Limited	-	-
27	RS Homcon Limited	-	-
28	Showan Investment Private Limited	-	-
29	Brijbhumi Merchants Private Limited	-	-
30	Educational Innovations Private Limited	-	-
31	Brijbhumi Tradevin Private Limited	-	-
32	Mastermind Shoppers Private Limited	-	-
33	Dholka Plywood Industries Private Limited	-	-
34	Bluesky Projects Private Limited	-	-
35	RKS Family Foundation	-	-
36	Trade Combines Pte. Limited, Singapore	-	-
37	Greenlam Industries Limited	-	-
38	Himalaya Granites Limited	-	-
39	Greenply Leasing and Finance Private Limited	-	-
40	Prime Properties Private Limited	-	-
41	S. M. Safeinvest Private Limited	-	-

Financial Information

Set out below is the summary of financial information of our Company on the basis of consolidated audited financials and standalone audited financials as on March 31, 2019. Please note that the numbers as on March 31, 2019 are provided considering the demerger pursuant to the Scheme.

(INR in lakh, except data on earnings per share)

Particulars	During Fiscal 2019 / as on March 31, 2019 (as applicable)	During Fiscal 2018 / as on March 31, 2018 (as applicable)
Share Capital	Nil	10.00
Share Capital Suspense	1,226.27	Nil
Net worth	64,549.80	4.81
Revenue	59,911.39	Nil
PAT	3,457.44	(5.19)
EPS	2.82	(0.52)
Net Asset Value	52.64	0.48
Total Borrowings	58,651.38	Nil

Outstanding Litigation

Litigations against our Company

Type of Proceedings	Number of Cases	Amount involved, to the extent quantifiable (in INR and in lakhs)
Criminal	None	None
Material Civil Proceedings	None	None
Actions by regulatory/statutory authorities	None	None
Direct Tax	None	None
Indirect Tax	7	1029.07

Litigations by our Company

Type of Proceedings	Number of Cases	Amount involved, to the extent quantifiable (in INR and in lakhs)
Criminal	14	N/A
Material Civil Proceedings	None	None

There are no litigations involving the Company's Directors, Promoters, Subsidiaries.

Further, there are no litigations involving the Group Companies which have a material impact on the Company**.**

SEBI conducted an investigation into the trading activities of certain entities in illiquid stock options at BSE for the period April 1, 2014 to September 30, 2015. Basis this investigation it was observed that Ms. Santosh Mittal, wife of Mr. Shiv Prakash Mittal and part of Promoter Group, had indulged in execution of reversal trades in the stock options segment of BSE during the investigation period. Such trades were observed to be non-genuine in nature and created false or misleading appearance of trading in terms of artificial volumes in stock options and therefore alleged to be manipulative and deceptive in nature. In view of the same SEBI initiated adjudication proceedings against the noticee for violation of the provisions of Regulations 3(a), 3(b), 3(c), 3(d), 4 (1) and 4 (2a) of SEBI (Prohibition of Fraudulent and Unfair Trade Practices) Regulations, 2003. The Adjudicating Officer of SEBI after having considered all the facts and circumstances of the case, the material available on record, the factors mentioned in Section 15J of the SEBI Act imposed a penalty of Rs.5,00,000 (Rupees Five Lakh only) on the noticee viz. Ms. Santosh Mittal under the provisions of Section 15HA of the SEBI Act. The same has since been settled.

Risk Factors

For details of the risks associated with our Company, see the section "*Risk Factors*" beginning on page number 22.

Related Party Transactions

Details of the related party transactions on a consolidated basis as on March 31, 2019 are set out below:

Name of the Related Party	Nature of Transaction	Amounts (in INR and in lakhs)
Greenlam Industries Limited	Sale of products	546.14
Greenlam Industries Limited	Purchase of products	137.36
Greenply Industries Limited	Sale of products	4,416.03
Shiv Prakash Mittal	Remuneration	245.14
Shobhan Mittal	Remuneration	260.68
Mr. Mahesh Kumar Jiwarajka	Sitting Fees	1.00
Mr. Salil Kumar Bhandari	Sitting Fees	0.50
Ms. Sushmita Singha	Sitting Fees	0.50
Mrs. Chitwan Mittal	Remuneration	28.23

SECTION III – RISK FACTORS

An investment in equity shares involves a high degree of risk. You should carefully consider all the information in this Information Memorandum, including the risks and uncertainties described below, before making an investment in the Equity Shares of our Company.

The risks described below, and any additional risks and uncertainties not presently known to our Company or that are currently deemed immaterial could adversely affect our Company's business, financial condition or results of operations and the trading price of our Equity Shares could decline. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implication of any of the risks described in this section. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk over another.

INTERNAL RISK FACTORS

RISK RELATING TO THE COMPANY'S BUSINESS

1. ***Our indebtedness, including various conditions and restrictions imposed on us by our financing agreements, could adversely affect our ability to react to changes in our business, and we may be limited in our ability to use debt to fund future capital needs.***

   As of March 31, 2019, our consolidated borrowings amounted to Rs. 58,651.38 lakhs.

   Our substantial indebtedness could:

   - require us to dedicate a substantial portion of our cash flow from operations to payments in respect of our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures and other general corporate expenditures;
   - increase our vulnerability to adverse general economic or industry conditions;
   - limit our flexibility in planning for, or reacting to, competition and/or changes in our business or our industry;
   - limit our ability to borrow additional funds;
   - restrict us from making strategic acquisitions, introducing new products or services or exploiting business opportunities; and
   - place us at a competitive disadvantage relative to competitors that have less debt or greater financial resources.

   We cannot guarantee that we will be able to generate enough cash flow from operations or that we will be able to obtain enough capital to service our debt or fund our planned capital expenditures. In addition, we may need to refinance some or all of our indebtedness on or before maturity. We cannot guarantee that we will be able to refinance our indebtedness on commercially reasonable terms or at all. In addition, adverse changes in the business conditions affecting us could cause the amount of refinancing proceeds to be insufficient to meet our interest payments or fully repay any existing debt upon maturity and we may be unable to fund the payment of such shortfalls. If we cannot obtain alternative sources of financing or our costs of borrowings become significantly more expensive, then our financial condition and results of operations will be adversely affected. Moreover, the agreements governing certain of our debt obligations include terms that, in addition to certain financial covenants, restrict our ability to make capital expenditures and investments, declare dividends, merge with other entities, incur further indebtedness and incur liens on, or dispose of, our assets, undertake new projects, change our management and Board, allow any director on our Board who has been identified as a wilful defaulter, modify our Promoter / Promoter Group shareholding, materially amend or terminate any material contract or document and modify our capital structure. Any failure on our part to comply with these terms in our loan agreements would result in events of default under these loan agreements. In such a case, the lenders under each of these respective loan agreements may, at their discretion, accelerate payment and declare the entire outstanding amounts under these loans due and payable, and in certain instances, enforce their security which has been constituted over our various assets and take possession of those assets, which could adversely affect our liquidity and our business and operations. In addition, to the extent that we cannot make payments on accelerated amounts, such non-payment could result in the cross-default and/or cross acceleration of some or all of our other outstanding indebtedness, and payment of penalty interest, which could likewise adversely affect our liquidity and materially and adversely affect our business and operations.

2. ***We require certain approvals and licenses in the ordinary course of business and the failure to obtain or retain them in a timely manner may adversely affect our business operations.***

   We require certain approvals, licenses, registrations and permissions for operating our business, some of which may have expired (such as no-objection certificates for ground water extraction) and for which we may have either made or are in the process of making an application for obtaining the approval or its renewal. Also, we require certain licenses and approvals for our existing MDF units. If we fail to obtain or retain any of these approvals or licenses, or renewals thereof, in a timely manner, our business may be adversely affected.

3. ***Our inability to maintain the stability of our dealer network and attract additional dealers may have an adverse effect on our results of business operations and financial condition.***

   The challenge in our business lies in reaching out to geographically dispersed end-users at the right time at the right place with the right product. We rely on our network of dealerships to reach the end customer and sell our products. Our business is dependent on maintaining good relationships with our dealers and ensuring that our dealers find our products to be commercially remunerative and have continuing demand from customers. Furthermore, our growth depends on our ability to attract additional dealers.

   There can be no assurance that our current dealers will continue to do business with us at favorable terms or at all, or that we can continue to attract additional dealers to our network. If we do not succeed in maintaining the stability of our network and attracting additional dealers, our market share may decline and our products may not reach the end customers, thereby materially affecting our business operations and financial condition.

4. ***We have contingent liabilities as at March 31, 2019 and our financial condition may be adversely affected if these contingent liabilities materialize.***

   We have substantial contingent liabilities, which could adversely affect our business performance. Our contingent liabilities aggregated to Rs 1,029.07 lakhs on a consolidated basis as on March 31, 2019. The contingent liabilities consist primarily of liabilities on account of outstanding tax disputes. Please refer to the "*Legal and Other Information*" section on page number 313 for further details. In the event that any of our contingent liabilities materialize, our results and business operation may be adversely affected.

5. ***If we are unable to renew leasehold agreements for our offices and manufacturing unit, it may adversely affect our business operations.***

We do not own all premises for the conduct of our Company's business including our corporate office at Thapar House, 2nd Floor, 163 S P Mukherjee Road, Kolkata – 700026 and the land on which our manufacturing unit at Pantnagar, Uttarakhand is situated. Such premises are operated on a leasehold basis which may require renewal and may also be subject to escalations in rentals from time to time. There is a risk that such relevant lease agreements may not be renewed on favourable terms which may result in increased costs.

6. ***We may not have adequate insurance coverage.***

As at March 31, 2019, all of our manufacturing facilities and plant and machinery were insured under (a) fire and special perils insurance policies; (b) industrial all risk policies; and (c) marine sales turnover policy. There can be no assurance that our insurance coverage will cover actual losses incurred by us. To the extent that actual losses incurred by us exceed the amount insured, we could have to bear substantial losses, which may have a material adverse effect on the financial position and business operations of our Company. In line with industry practice, we operate with certain business risks uninsured, including business interruptions and loss of profit or revenue. To the extent that uninsured risks materialise, our cash flows and results of operations may be materially and adversely affected.

7. ***Any unauthorised use of our trademarks and our inability to register the trademarks used by us could affect our business and may affect our reputation.***

We believe that our brand "*Greenpanel*", has created a niche for itself in the market. The products marketed under this brand name holds substantial goodwill and unauthorised usage of any of our brand would cause our business to suffer and may affect our market reputation.

Though we have registered our trademark "*Greenpanel*" in India, we have applied for registration of the trademarks used by us before the relevant trademark authorities in our export markets such as Indonesia, Thailand, Malaysia, China, Singapore, Seychelles and Sri Lanka. Our inability to register such trademarks in a timely manner or at all, could affect our goodwill and brand reputation.

8. ***We are subject to risks associated with recall and product liability due to defects in our products which may adversely affect our business operations and could also lead to adverse publicity.***

Warranty claims on our products can reduce the profitability of our Company. We offer a lifetime guarantee on our "*Greenpanel Club*" plywood and any defects in this product may expose us to claims for damages. Defects, if any, in our products could require us to undertake service actions or product recalls. These actions could require us to expend considerable resources in correcting these problems and could adversely affect demand for our products. We may not be adequately, or at all be covered by insurance for product liability claims. Repeated successful claims in connection with alleged defects in our products would adversely affect our business operations. We cannot assure you that the limitations of liability set forth in our contracts will be enforceable in all instances or will otherwise protect us from liability for damages.

9. ***We may be unable to seek compensation from our suppliers for defective components or raw materials.***

We are required to source components and raw materials from suppliers for which advances and even prompt payments may have to be made. We cannot assure you with a reasonable certainty that the raw materials that we would procure in the future will not be defective. Further should we receive any defective raw materials, we may not be in a position to recover advance payments or claim compensation from our suppliers, thereby consequently increasing the manufacturing costs or reducing the realisation of our finished products.

10. ***We may not be able to successfully market our products outside India.***

We have recently started marketing our MDF boards and allied products in South-east Asia and the Middle-east, which are significant markets for our products. However, we cannot assure you that our above stated business ventures would be successful, which in turn may result in losses to our investments in this regard.

11. ***Our operations and profitability are dependent upon the changing customer preferences and perceptions in relation to furnishings and interior products and the introduction of new products in the furnishing sector. If we are unable to keep pace with latest changes in furnishings and interior products sector, our operations and profitability could be adversely affected.***

Preferences and perception of the consumers in India and globally in connection with furnishings and interior products and the introduction of new products in the furnishing sector impact our operations. The demand and popularity of MDF boards in India is relatively low as compared to other products in the furnishing sector. Our operations and profitability would be adversely affected if the demand for MDF boards and our other products does not grow in the domestic and international markets. Further, if we are unable to keep pace with latest changes in furnishings and interior products sector, our operations and profitability could be adversely affected.

12. ***We, on an ongoing basis, explore new manufacturing techniques aimed at reducing costs, and/or improving margins and/or quality/timelines for manufacturing our products, that are untested.***

We, on an ongoing basis, explore new manufacturing techniques and/or methods that are aimed at lowering our costs, and/or improving our margins and/or quality/timelines for manufacturing all of our products. Failure to implement such new manufacturing techniques and/or methods in time or at all may result in a material adverse effect of our business, operations and financial condition.

13. ***Our success depends largely on our senior management and skilled manpower and our ability to attract and retain our key personnel.***

Our success depends on the continued services and performance of the members of the management team and other key employees many of whom have many years of experience with us and in the industry in which we operate and who would be difficult to replace such as our key managerial personnel, Mr. Shiv Prakash Mittal, Executive Chairman and Mr. Shobhan Mittal, Managing Director & CEO. Our senior managers have extensive knowledge of our business, industry and operations. Any loss or interruption of the services of our senior management or other key personnel, or our inability to recruit sufficient qualified personnel, could adversely affect our business operations and financial condition. If one or more members of our senior management team were unable or unwilling to continue in their present positions, those persons could be difficult to replace, and our business could be adversely affected. A shortage in skilled manpower might affect our business by hampering the product process and narrowing down the profitability.

14. ***Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures and the terms of its financing arrangements.***

    Our ability to pay dividends in future will depend on the earnings, financial condition and capital requirements of our Company and that of our Subsidiary, and the dividends they distribute to us. Our business is capital intensive as we are required to innovate from time to time to increase margins, which may result in additional capital expenditure. Further, we may not be able to distribute dividends in certain circumstances such as default in payment of interest and/or principal, amongst others, based on certain of our high cost financing arrangements. We may be unable to pay dividends in the near or medium-term, and our future dividend policy will depend on our capital requirements and financing arrangements in respect of our projects, financial condition and business operations.

15. ***Our operations and growth strategy require significant capital expenditure and we may not be able to raise the required amount of capital in a timely manner and on favourable terms.***

    Our Company's business and operations involve significant capital expenditure/working capital for procurement of raw materials, manufacturing, plant, building, and factories which will require our Company to commit significant amounts of capital for the relevant periods, which in turn requires funding through equity investment or borrowing. Operational and execution delays can decrease our Company's return on capital employed and increase the amount of, and length of time for which, funding is required. We cannot assure you that the cash generated from our operations will be sufficient to cover our capital expenditure or that our Company will be able to source external funding in a timely manner and on commercially acceptable terms. If our Company is unable to generate or obtain sufficient funds from its operations to make capital expenditures, investments or acquisitions, or if restrictions in its financing agreements and other arrangements do not permit it to use available funds for such purposes, it may need to suspend or delay its growth strategy or reduce the scale of its operations, either of which may adversely affect our Company's business operations and financial condition.

16. ***We rely on our IT systems in managing our sales, supply chain, production process, logistics, research and development and other integral parts of our business. Any failure of our IT systems could have a material adverse effect on our business, financial condition and results of operations.***

    We are reliant on our information technology systems in connection with order booking, dealer management, material management, research and development, accounting and production. Any failure of our information technology systems, including our ERP systems, could result in business interruptions, including disruption in our distribution management, the loss of buyers, damaged reputation and weakening of our competitive position, and could have a material adverse effect on our business operations and financial condition.

17. ***Changes in technology may render existing technologies obsolete and our inability to identify evolving industry trends and customer preferences and make capital investments in new technology may adversely affect our business, financial condition, results of operations or prospects.***

Changes in technology may render some of our techniques of manufacturing and manufacturing equipment obsolete or less attractive. Our ability to anticipate changes in technology and regulatory standards and to successfully introduce new and enhanced products in a timely manner is a significant factor in our ability to remain competitive.

We cannot assure you that we will be able to secure the necessary technological knowledge or capability, through technical assistance agreements or otherwise, which will allow us to develop our products in a manner that meets the demands of our customers, or that we will be able to expand capacity and install and commission new equipment required to manufacture our existing or new products. If we are unable to obtain access to technology in a timely manner or at all, we may be unable to effectively implement our strategies, and our business, results of operations and prospects may be adversely affected.

18. ***Any downgrading of our debt rating by a credit rating agency could have a negative impact on our business.***

Any adverse revision to our Company's credit rating or the rating of India's domestic or international debt by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such funding is available. It could also have an adverse impact by way of increase of interest rates on our existing borrowings**.** This could have an adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures and the trading price of the Equity Shares. As on March 31, 2019, we have not got any credit rating.

19. ***As a manufacturing business, our success depends on the supply of raw materials which is subject to certain risks such as availability and increase in pricing.***

The primary raw material for plywood and MDF is timber which is a scarce natural resource. The quality of our products and customers' acceptance of our products depends on the quality of raw materials and our ability to deliver in a timely manner. While we have long term relationships with many of our suppliers, we have not entered into any formal written supply contracts with such parties.

The failure of our suppliers to deliver raw materials in the necessary quantities or on schedule and of a specified quality/standard/ specification may adversely affect our production processes thereby giving rise to contractual penalties or liabilities, loss of customers and affect our reputation.

Further, if the costs of raw material rises and we are unable to recover these by resorting to cost saving measures or by increasing the price of our products, our business operations and financial results could suffer. Although we have not encountered any significant disruptions in the sourcing and/or supply of our raw materials, we cannot assure you that such disruptions will not occur, and/or we shall continue to be able to source raw materials in a cost effective manner.

20. ***We are subject to environmental regulations and may be exposed to liability as a result of our handling of hazardous materials and potential costs for environmental compliance.***

We are subject to Indian laws and regulations concerning the discharge of effluent water and solid particulate matter during our manufacturing processes. We are required to obtain certain clearances and authorizations from government authorities for collection, treatment, storage and disposal of hazardous waste. These regulations can often require us to purchase and install expensive pollution control equipment or make operational changes to limit any adverse impact or potential adverse impact on the environment and any violation of these regulations may result in substantial fines, criminal sanctions, revocations of operating permits and/or shutdown of our facilities. Due to the possibility of unanticipated regulatory or other developments, the amount and timing of future environmental expenditures may vary substantially from those currently anticipated. If there is any unanticipated change in the environmental regulations, we may need to incur substantial capital expenditures to comply with such new regulations. We cannot assure you that our costs of complying with current and future environmental laws and our liabilities arising from the release of hazardous substances will not adversely affect our business, results of operations or financial condition.

21. ***The prices at which we sell the MDF boards in the domestic market depends on the import prices of these products. Consequently, fluctuations in import prices of these products could adversely affect our profitability.***

The prices at which MDF boards manufactured by us are sold in the domestic markets in India depends inter alia on the import prices of these products. Our ability to competitively price our products could be adversely affected on account of any adverse fluctuations in the import prices of the aforesaid products which in turn could adversely affect our profitability.

22. ***As a manufacturing business, our success depends on the timely supply and transportation of our products from our plants to our customers. Supply and transportation are subject to various uncertainties and risks, and delays in delivery or delivery of non-conforming shipments may result in rejected or discounted deliveries.***

We depend on seaborne freight, rail and trucking to deliver our products from our manufacturing facilities to our customers. We rely on third parties to provide such services. Disruptions of transportation services because of weather related problems, strikes, lock-outs, inadequacies in road infrastructure and port facilities or other events could impair our procurement of raw materials and our ability to supply our products to our customers. There is no assurance that such disruptions will not again occur in the future. Any such disruptions could materially adversely affect our business, financial condition and results of operations. In addition, in the case of delayed shipment, the customer would have a right to reject the shipment or demand significant pricing discounts. Non-conforming shipments could also give rise to order rejections, discounts or other claims.

23. ***Accidents at our facilities could lead to property damage, production loss or accident claims.***

Any accident in any of our facilities could result in claims being brought against us for damages. As a result, we could suffer reduced production, receive adverse publicity and experience diversion of management attention and resources to defend any such claims. Such event, if material, could have an adverse effect on our business operations and financial condition.

24. ***Our Company has undertaken related party transactions in the past and shall continue to do so in the future***

Our Company has entered into several related party transactions details of which are set out in the *Financial Statements* at page number 271 also in the *Summary of Information Memorandum* at page number 20.Whilst these related party transactions have been conducted on an arm's length basis, in the ordinary course of business and in compliance with applicable laws, there can be no assurance that the related party transactions proposed to be entered in future shall be in ordinary course of business.

25. ***Our Company has availed of certain unsecured loans in the ordinary course of business***

Our Company has availed short-term unsecured loans amounting to INR 2,304.99 lakhs as on March 31, 2019 which can be recalled at any point of time by the respective lenders. In case such loans are recalled, our Company may have to incur additional interest costs for making the relevant payments. For information in relation to the unsecured short-term loans, please refer to the *Financial Statements* set out at page number 193.

26. ***Certain of our Directors, Key Managerial Personnel and Promoters have interest in our Company, other than reimbursement of expenses incurred or normal remuneration or benefits.***

The above-mentioned persons may deem to be interested to the extent of Equity Shares held by them as well as to the extent of any dividend, bonuses or other distributions on such Equity Shares.

27. ***Our Subsidiary has incurred losses in the last preceding Fiscal, based on their last audited financial statements available.***

Our Subsidiary has incurred losses of INR 955.31 lakhs in the FY 2018-19, based on their last audited financial statements available. Further, we cannot assure you that our Subsidiary will not incur such losses in the future.

28. ***Summary of outstanding litigations***

A summary of material pending civil, criminal and tax related proceedings by and against our Company is set out below:

Litigations against our Company

Type of Proceedings	**Number of Cases**	**Amounts involved, to the extent quantifiable**
Material civil proceedings	Nil	Nil
Tax proceedings	7	INR 1029.07 lakhs
Criminal Proceedings	Nil	Nil

Material litigations by our Company

Type of Proceedings	**Number of Cases**	**Amounts involved, to the extent quantifiable**

Material civil proceedings	Nil	Nil
Tax proceedings	Nil	Nil
Criminal Proceedings	14	INR 218.17 lakhs

There are no proceedings involving the Directors, Promoters and/or Subsidiary of our Company.

EXTERNAL RISK FACTORS

1. ***Our growth and our financial results may be affected by factors affecting the real estate industry in India.***

   Our financial results are influenced by the macroeconomic factors determining the growth of the Indian economy as a whole and real estate sector in particular. The interior infrastructure sector is influenced by a growth in the disposable income of the population.

   A buoyant economy, rising per capita income and easy availability of housing finance drive urbanization, fueling growth in housing and creating room for interior infrastructure. The demand for interior infrastructure products is primarily dependent on the demand for real estate which influences the demand for plywood, MDF and other interior infrastructure products.

   Periods of slowdown in the economic growth of India has significantly affected the real estate sector in the recent past. Any further downturn in the real estate industry and/or changes in governmental policies affecting the growth of this sector may have an adverse effect on the demand for plywood, MDF and other infrastructure products and consequently, our business operations.

2. ***The amendment in or removal of government incentives relating to customs duties, GST, excise duties, sales tax, value added tax, income tax and other taxes, duties or surcharges may have a material adverse effect on our profitability.***

   Taxes and other levies imposed by the Central or State Governments in India that affect the industry we operate in include customs duties, GST, excise duties, sales tax, value added tax, income tax and other taxes, duties or surcharges introduced on a permanent or temporary basis from time to time. Currently we benefit from certain tax incentives resulting in a decrease in the effective tax rate compared to the tax rates that we would have applied if these incentives had not been available. We are currently entitled to CGST refund at our MDF board unit in Uttarakhand for a period of 10 years from March 31, 2010.

   There can be no assurance that these tax incentives will continue in the future. The non-availability of these tax incentives could affect our financial condition and business operations. Any new taxes/changes in existing tax policies by the Government of India or other State Governments may have an impact on our business, financial condition and results of operations.

3. ***The interior infrastructure industry has become increasingly competitive and our growth will depend on our ability to compete effectively.***

   The Indian plywood industry is highly fragmented with approximately 70% constituted by the unregulated market, from which the regulated plywood sector faces intense competition

(Source: CARE Report dated March 2019). The unorganized sector offers their products at highly competitive prices which may not be matched by us and consequently this may affect our volume of sales and growth prospects. We also face stiff competition from the organized sector. Important factors affecting competition in our industry are competitive pricing, ability to introduce innovative products, exclusive designs, product branding, logistic advantages and the extent of distribution network.

We also face competition for our MDF products from cheaper imports. If relevant Governmental authorities grant fresh licenses to entities for manufacturing wood-based products, more competitors may emerge. We cannot be certain that we can successfully compete against such competitors or that we will not lose potential customers to such competitors.

4. ***If we are unable to implement our growth strategies in a timely manner, our business, financial condition and results of operations could be adversely affected.***

As part of our growth strategy, we have made and will continue to make substantial investment in our new production capacities. At present, our new manufacturing unit at Chittoor District, Andhra Pradesh for manufacturing MDF is the largest of its type in India. The commercial production of the unit commenced in FY 2018-19. We have continuously launched new products and finishes and extended the brand to premium as well as economic products portfolio.

Our success will depend, among other things, on our ability to source the required financing, assessment of potential markets, timing of our capital investments, the quantum of input costs, ability to attract new customers in India and abroad, the ability to maintain and enhance our position in India and overseas and the ability to maintain adequate operational and financial controls. Continuous expansion increases the challenges involved in financial management, recruitment, training and retaining high quality human resources, preserving our culture, values and entrepreneurial environment, and developing and improving our internal administrative infrastructure. Our growth strategy may expose us to risks and uncertainties which may be beyond our control and accordingly, there can be no assurance that we will be able to complete our plans on schedule or without incurring additional expenditure or at all. If the market conditions deteriorate and/or if operations do not generate sufficient funds or for any other reasons we are compelled to delay, modify or forego some or all aspects of our growth strategies, our future results for our business operations may be affected.

5. ***Our failure to accurately forecast and manage inventory could result in an unexpected shortfall and/or surplus of products, which could have a material adverse impact on our profitability.***

We monitor our inventory levels based on our own projections of future demand. Because of the length of time necessary to produce commercial quantities of our products, we make production decisions well in advance of sales. An inaccurate forecast of demand for any product can result in the unavailability/surplus of products. This unavailability of products in high demand may depress sales volumes and adversely affect customer relationships. Conversely, an inaccurate forecast can also result in an over-supply of products, which may increase costs, negatively impact cash flow, reduce the quality of inventory, erode margins substantially and ultimately create write-offs of inventory. Any of the aforesaid circumstances could have a material adverse effect on our business operations and financial condition.

6. ***Any disruption in our manufacturing facilities caused due to labour unrest or natural disasters may affect our business operations.***

   Our manufacturing facilities are subject to operating risks, such as the breakdown or failure of equipment, power supply or processes, performance below expected levels of output or efficiency, obsolescence, labour disputes, strikes, lock-outs, continued availability of services of external contractors, industrial accidents, earthquakes, and other natural disasters. We cannot assure you that our insurance coverage may be sufficient to cover all of the aforesaid contingencies. The occurrence of any or all of these could significantly affect our operating results.

7. ***Any irregularities in plantation cycles domestically and/ or changes in government regulations in relation to raw material imports may reduce the availability of our raw materials, resulting in increase in raw material cost.***

   We procure domestic timber entirely from plantation resources from time to time. Irregularities in plantation cycles for our timber may affect the availability of our raw material, and consequently increase our raw material costs, which in turn may significantly affect our operating results. Further we depend on imports in relation to some of the raw materials used in our Plywood segment. Any change in government regulations in India or in the country from which our raw materials are sourced leading to any tariff or non-tariff barriers for importation, may affect our business operations.

8. ***Any polarisation in labour relations may subject us to industrial unrest, slowdowns, and increased wage costs.***

   India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. Although, we currently have harmonious relations with all our employees who at present are not affiliated to any unions, there can be no assurance that we will continue to have such relations or that the employees will not form unions in the future. If our relations with the employees are strained, our business may be adversely affected.

9. ***Changes in Indian Government or the Indian Government's policies could adversely affect economic conditions in India, thereby adversely impacting our business operations and financial condition***

   Our Company, its business and the market price and liquidity of the Equity Shares, may be affected by changes in the policy of the Government of India or any unexpected change in the political environment of India. For example, the imposition of foreign exchange controls, currency controls, depreciation of the Indian Rupee, restrictions on right to convert or repatriate currency or export assets, rising interest rates, inflation, increases in taxation, the creation of new regulations or any unexpected change in the government could have a detrimental effect on the Indian economy generally. Any significant change in policies of the Government of India could adversely affect business and economic conditions in India generally and our business operations and financial condition in particular.

10. ***External events beyond the control of our Company may have a negative impact on our business.***

The occurrence of events such as terrorist attacks and other acts of violence or war involving countries where we operate could adversely affect the financial markets, which may result in a loss of business confidence and adversely affect our business and financial condition. Certain other factors beyond the control of our Company like earthquake, floods, civil unrest, epidemic, disease, war etc. or any other acts of violence involving India and other countries can adversely affect the business of our Company.

11. Volatility in the price of the listed Equity Shares of our Company

The trading volume and the market price of Equity Shares of our Company maybe volatile after the listing of such shares on the relevant stock exchanges. Some of the factors that may impact the market price of Equity Shares of our Company are: (a) variations in our results of operations; (b) results of operations that vary from the expectations of securities analysts and investors; (c) results of operations that vary from those of our competitors; (d) changes in expectations as to our future financial performance; (e) new laws and governmental regulations applicable to our industry; and (f) general economic and stock market conditions. Changes in relation to any of the factors listed above could adversely affect the price of the Equity Shares.

SECTION IV - INTRODUCTION

GENERAL INFORMATION

Our Company (Corporate Identification Number U20100AS2017PLC018272) was incorporated on December 13, 2017 as a public limited company with the name "*Greenpanel Industries Limited*". The registered office of our Company is situated at Makum Road, P.O. Tinsukia, Tinsukia, Assam – 786125.

Address of the Registered Office:
Makum Road, P.O.-Tinsukia, Tinsukia, Assam – 786125.
Phone: +91 33 40840600
E-mail: banibrata.desarkar@greenpanel.com
CIN Number: U20100AS2017PLC018272

Address of the Corporate Office:
Thapar House, 2nd Floor, 163 S P Mukherjee Road, Kolkata – 700026.
Phone: +91 33 40840600
Registration number/CIN: U20100AS2017PLC018272

Address of Registrar of Companies:
Registrar of Companies, North East Region
Ministry of Corporate Affairs, Morello Building, Ground floor, Shillong- 793001.

Address & Contact Details (includes address, telephone number and email address) of Company Secretary:
Banibrata Desarkar
Address: Thapar House, 2nd Floor, 163 S P Mukherjee Road, Kolkata – 700026.
Telephone: +91 33 4084 0600
Email: banibrata.desarkar@greenpanel.com

Address & Contact Details of Legal Advisor:
Nishith Desai Associates
Address: 2nd floor, 3rd North Avenue, Maker Maxity, Bandra Kurla Complex, Mumbai – 400051.
Telephone: 022 6669 5000
Email id: greenpanel.nda@nishithdesai.com

Address & Contact Details (includes address, telephone number and email address) of Compliance Officer:
Banibrata Desarkar
Address: Thapar House, 2nd Floor, 163 S P Mukherjee Road, Kolkata – 700026
Telephone: +91 33 4084 0600
Email: banibrata.desarkar@greenpanel.com

Statutory Auditors

M/s. S. S. Kothari Mehta & Co (FRN: 000756N)
Address: Plot No. 68, Okhla Industrial Area, Phase – III, New Delhi - 110020
Telephone: 011 4670 8888
Email: delhi@sskmin.com
Contact Person: Mr. Sunil Wahal
Peer Review: 008927 dated March 18, 2016

M/s. S P Shaw & Co. (FRN 314229E) were the first auditors of our Company from the date of incorporation i.e. December 13, 2017 till March 31, 2018. The members of our Company in the first annual general meeting held on August 28, 2018 has approved the appointment of M/s. S S Kothari Mehta & Co., Chartered Accountants for a period of 5 years i.e. to hold office till the conclusion of the 6th annual general meeting to be held in the calendar year 2023.

Bankers to the Company

NAME	ADDRESS
Axis Bank Limited	1 Shakespeare Sarani, 3rd Floor, Kolkata – 700071 Contact Person: Mr. Ashutosh Agarwal Telephone: +91 9818796935 E-mail: ashustosh.agarwal@axisbank.com
HDFC Bank Limited	3A Gurusaday Road, Kolkata – 700019 Contact Person: Mr. Gaurav Ladha Telephone: +91 9831282813 E-mail: gaurav.ladha@hdfcbank.com
Landesbank Baden-Wurttemberg	Am Hauptbahnhof 2, 70173 Stuttgart Germany. Contact Person: Mr Vijaykumar H Bhatia Telephone: +91 022 22819941/42 E-mail: vijaykumar.bhatia@lbbwin.com
Standard Chartered Bank	Narain Manzil, 23 Barakhambha Road, New Delhi – 110001 Contact Person: Mr. Vikas Singh Telephone: +91 9999209080 E-mail: vikas.singh1@sc.com
State Bank of India	11, Dr. U.N. Brahmachari Street, Kolkata – 700017 Contact Person: Mr. Amir Nandi Telephone: +91 9674712121 E-mail: amir.nandi@sbi.co.in

Registrar and Share Transfer Agent
Maheshwari Datamatics Private Limited,
Address: 23 R N Mukherjee Road, 5th Floor, Kolkata - 700001
Telephone: 033 2243 5029/ 2248 2248/ 2231 6839

E-mail: mdpldc@yahoo.com
Website: www.mdpl.in

Board of Directors:

The Board of Directors as on the date of filing of this Information Memorandum are as follows:

Sr. No.	Name of Director	Designation	Address	DIN no.
1.	Mr. Shiv Prakash Mittal	Executive Chairman	Flat No. 2NW, 5, Queens Park, Kolkata- 700019, WB, India	00237242
2.	Mr. Shobhan Mittal	Managing Director and CEO	46, Lakeshore View, Singapore-098401, Singapore	00347517
3.	Mr. Arun Kumar Saraf	Independent Director	5/1 Ballygunge Place, Kolkata-700019	00087063
4.	Mr. Salil Kumar Bhandari	Independent Director	A 42, Ground Floor, Chittranjan Park, New Delhi -110019, India	00017566
5.	Ms. Sushmita Singha	Independent Director	E421, 1st Floor, Greater Kailash, Part 2, New Delhi-110048, India	02284266
6.	Mr. Mahesh Kr. Jiwrajka	Independent Director	C - 473, Second Floor, Defence Colony, New Delhi -110024, India	07657748

For further details of the Board of Directors, refer to chapter titled "*Our Management*" on page number 118.

Authority for Listing

The Guwahati Bench of the Hon'ble NCLT vide its order dated June 28, 2019 has approved the Composite Scheme of Arrangement whereby the Transferred Business of Greenply Industries Limited shall be transferred to and vested with our Company with effect from the Appointed Date pursuant to Section 230 to 232 read with Section 66 of the CA 2013. Please refer to Section titled "*Composite Scheme of Arrangement*" on page number 116. In accordance with the said Scheme, the Equity Shares of our Company issued pursuant to the Scheme shall be listed and admitted to trading on NSE and BSE. Such listing and admission for trading is not automatic and will be subject to fulfillment of listing criteria by our Company as permitted by NSE and BSE for such issues and also subject to such other terms and conditions as may be prescribed by BSE and NSE at the time of the application for listing by our Company.

Eligibility Criteria

There being no initial public offering or rights issue, the eligibility criteria in terms of Chapter II of the SEBI ICDR Regulations do not become applicable. However, SEBI has vide SEBI Circular permitted unlisted issuer companies to make an application for relaxation from the strict enforcement of Regulation 19(2)(b) of the SCRR. SEBI *vide* its letter no. CFD/DIL – J/YJ/AC/26575/2019 dated October 9, 2019, granted relaxation under Rule 19(2)(b) of the SCRR to our Company pursuant to an application made by our Company to SEBI under Rule 19(7) of the SCRR as per the SEBI Circular. Our Company has submitted this Information Memorandum, containing information about itself, thereby making disclosures in line with the disclosure requirements for public issue, as applicable, to NSE and BSE for making the said Information Memorandum available to public through their websites viz. www.nseindia.com and www.bseindia.com and shall also make the Information Memorandum available on our website www.greenpanel.com. Our Company has published an advertisement in the newspapers containing details in accordance with SEBI Circulars on 17th October 2019. The advertisement shall contain specific reference to the availability of this Information Memorandum on the website of our Company.

General Disclaimer from our Company/ Caution

Our Company accepts no responsibility for statement made otherwise than in the Information Memorandum or in the advertisements to be published in terms of SEBI Circulars or any other material issued by or at the instance of our Company and anyone placing reliance on any other source of information would be doing so at his or her own risk. All information shall be made available by our Company to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner.

CAPITAL STRUCTURE

EQUITY SHARE CAPITAL

A. Pre-Scheme

Particulars	Amount in Rs.
Authorized Capital	
1,00,00,000 equity shares of INR 1.00 each	1,00,00,000
Total	**1,00,00,000**
Issued, Subscribed and Paid-Up	
10,00,000 equity shares of INR 1.00 each	10,00,000
Total	**10,00,000**

B. Post-Scheme

Particulars	Amount in Rs.
Authorized Capital	
15,00,00,000 equity shares of INR 1.00 each	15,00,00,000
Total	**15,00,00,000**
Issued, Subscribed and Paid-Up	
12,26,27,395 equity shares of INR 1.00 each	12,26,27,395
Total	**12,26,27,395**

Pursuant to the Scheme, our Company has, for every 1 (one) fully paid – up equity share of INR 1 (Indian Rupee One) each of Greenply, issued and allotted to each member of the Greenply whose name appears in the register of members of Greenply as on the Record Date (as set out in the Scheme), 1 (one) fully paid – up equity share of INR 1 (Indian Rupee One) each, in our Company.

Notes to Capital Structure:

1. **Equity Share Capital History of our Company**

Date of issue / allotment/cancellation	No. of Shares	Face Value (in Rs.)	Issue Price (in Rs.)	Nature of allotment/cancellation	Cumulative number of shares	Cumulative paid up share capital (Rs.)	Cumulative Share Premium	Nature of Consideration
20.12.2017*	10,00,000	1	1	At time of subscription to memorandum	10,00,000	10,00,000	NIL	Cash
19.7.2019	10,00,000	1	1	Cancellation pursuant to the Scheme	NIL	NIL	NIL	NIL
19.7.2019**	12,26,27,395	1	1	Allotment pursuant to the Scheme	12,26,27,395	12,26,27,395	NIL	Pursuant to the Scheme

*9,99,994 shares were allotted to Greenply and 1 share each to the following persons (who are the registered members of our Company and whose shares were beneficially owned by Greenply):

(a) Ms. Santosh Mittal;
(b) Ms. Chitwan Mittal;
(c) Mr. Sanidhya Mittal;
(d) Mr. Shiv Prakash Mittal;
(e) Mr. Shobhan Mittal; and
(f) Mr. Rajesh Mittal.

**Pursuant to the Scheme, our Company has, for every 1 (one) fully paid-up equity share of Re. 1 (Rupee One) each of the Greenply, issued and allotted to each member of the Greenply whose name appears in the register of members of Greenply as on the Record Date (i.e., July 15, 2019), 1 (one) fully paid-up equity share of Re. 1 (Rupee One) each, of our Company.

2. Our Company has not allotted any equity shares for consideration other than cash, except for the equity shares allotted to the shareholders of Greenply pursuant to the Scheme on July 19, 2019.

3. **Shareholding pattern of our Company before and after the Scheme**

   (a) **Shareholding pattern of our Company before the Scheme-** *Please refer to page number 41.*
   (b) **Shareholding pattern of our Company after the Scheme-** *Please refer to page number 46.*

Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Name of Entity: **GREENPANEL INDUSTRIES LIMITED**
2. Scrip Code/Name of Scrip/Class of Security : **NOT LISTED** **Class of Security: Equity Shares of Re.1/- each.**
3. Whether the Company is SME? **No**
4. Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c) : **Reg. 31(1)(b)**
   a. If under 31(1)(b) then indicate the report for Quarter ending : PRE-DEMERGER
   b. If under 31(1)(c) then indicate date of allotment/extinguishment : **N.A**

5. **Declaration**: The Listed entity is required to submit the following declaration to the extent of submission of information:-

	Particulars	Yes*	No*
1	Whether the Listed Entity has issued any partly paid up shares?	-	NO
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?	-	NO
3	Whether the Listed Entity has any shares against which depository receipts are issued?	-	NO
4	Whether the Listed Entity has any shares in locked-in?	-	NO
5	Whether any shares held by promoters are pledge or otherwise encumbered?	-	NO
6	Whether the listed entity has equity shares with differential voting rights?	-	NO

* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, Locked-in-shares, no. of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

Table I - Summary Statement holding of specified securities																		
Category (I)	Category of shareholder (II)	Nos. of shareh olders (III)	No. of fully paid up equity share s held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held VII = IV+V+VI	Shareholding as a % total no. of shares (calculate d as per SCRR, 1957) As a % of (A+B+C2) VIII	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) as a % of (A+B+C2) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerializ ed form (XIV)
								No of Voting Rights			Total as a % of (A+B+ C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class: X*	Class Y	Total								
(A)	Promoter & Promoter Group	7	1000000	0	0	1000000	100.00	1000000	0	1000000	100.00	0	100.00	0	0.00	0	0.00	0
(B)	Public	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	N.A.	N.A.	0
(C)	Non Promoter-Non Public	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	N.A.	N.A.	0
(C1)	Shares underlying DRs	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	N.A.	N.A.	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	N.A.	N.A.	0
	Total	7	1000000	0	0	1000000	100.00	1000000	0	1000000	100.00	0	100.00	0	0.00	0	0.00	0

(II) Statement showing Shareholding Pattern of the Promoter and Promoter Group

Category	Category & name of the Shareholders (I)	PAN (II)	Number of Shareholders (III)	No.of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held VII= IV+V+VI	Shareholding % calcuated as per SCRR, 1,957 as a % of (A+B+C2) VIII	Number of Voting rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) as a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares Pledged or otherwise encumbered (XIII)		Number of Equity shares held in dematerialized form (XIV)
									Number of Voting rights			Total as a % of Total Voting rights			No.(a)	As a % of Total shares held (b)	No.(a)	As a % Total shares held (b)	
									Class X*	Class Y	Total								
(A)	**Promoter and Promoter Group**																		
(1)	**Indian**																		
(a)	Individuals/ Hindu Undivided Family		6	6	0	0	6	0.00	6	0	6	0.00	0	0.00	0	0.00	0	0.00	0
1	RAJESH MITTAL	AEAPM5903N	1	1	0	0	1	0.00	1	0	1	0.00	0	0.00	0	0.00	0	0.00	0
2	SHOBHAN MITTAL	AGTPM0891N	1	1	0	0	1	0.00	1	0	1	0.00	0	0.00	0	0.00	0	0.00	0
3	SANIDHYA MITTAL	ANUPM1956C	1	1	0	0	1	0.00	1	0	1	0.00	0	0.00	0	0.00	0	0.00	0
4	SANTOSH MITTAL	AEWPM9868G	1	1	0	0	1	0.00	1	0	1	0.00	0	0.00	0	0.00	0	0.00	0
5	SHIV PRAKASH MITTAL	AEAPM0196F	1	1	0	0	1	0.00	1	0	1	0.00	0	0.00	0	0.00	0	0.00	0
6	CHITWAN MITTAL	AFAPJ2040L	1	1	0	0	1	0.00	1	0	1	0.00	0	0.00	0	0.00	0	0.00	0
(b)	Central Government/ State Government(s)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Financial Institutions/ Banks		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Any other (Bodies Corporate)		1	999994	0	0	999994	100.00	999994	0	999994	100.00	0	100.00	0	0.00	0	0.00	0
1	GREENPLY INDUSTRIES LIMITED	AAACG7284R	1	999994	0	0	999994	100.00	999994	0	999994	100.00	0	100.00	0	0.00	0	0.00	0
	Sub-Total (A) (1)		**7**	**1000000**	**0**	**0**	**1000000**	**100.00**	**1000000**	**0**	**1000000**	**100.00**	**0**	100.00	**0**	**0.00**	**0**	**0.00**	**0**
(2)	**Foreign**																		
(a)	Individuals (Non-Resident individuals/ Foreign Individuals)		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(b)	Government		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(c)	Institutions		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(d)	Foreign Protfolio Investor		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(e)	Any other (specify)		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
	Sub-Total (A) (2)		**0**	**0**	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	0	0	0	0.00	0	0.00	**0**
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)		**7**	**1000000**	**0**	**0**	**1000000**	**100.00**	**1000000**	**0**	**1000000**	**100.00**	**0**	**100.00**	**0**	**0.00**	**0**	**0.00**	**0**

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Note:
(1) PAN would not be displayed on website of Stock Exchange(s)
(2) The shareholding is based on the aggregate shareholding considered on the basis of PAN.
(3) The term 'Encumbrance' has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

(III) Statement showing Shareholding Pattern of the Public shareholder

Category	Category & name of the Shareholders (I)	PAN (II)	Number of Shareholders (III)	No.of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held VII= IV+V+VI	Shareholding % calcuated as per SCRR, 1,957 as a % of (A+B+C2) VIII	Number of Voting rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) as a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares Pledged or otherwise encumbered (XIII)		Number of Equity shares held in dematerialized form (XIV)
									Number of Voting rights			Total as a % of Total Voting rights			No.(a)	As a % of Total shares held (b)	No.(a)	As a % of Total shares held (b)	
									Class X*	Class Y	Total								
(B)	**Public Shareholding**																		
(1)	**Institutions**																		
(a)	Mutual Funds/ UTI		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(b)	Venture Capital Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Alternate Investment Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Foreign Venture Capital Investors		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(e)	Foreign Portfolio Investors		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(f)	Financial Institutions/ Banks		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(g)	Insurance Companies		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(h)	Provident Funds/ Pension Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(i)	Any Other		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Foreign Institutional Investors		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Sub-Total (B) (1)		**0**	**0**	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0**	**0.00**	**0**	**0.00**	**0**	**0.00**	**0**
(2)	Central Government/ State Government(s)/ President of India		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Sub-Total (B) (2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(3)	**Non-Institutions**																		
(a)	Individuals - i. Individual																		

	shareholders holding nominal share capital upto Rs.2 lakh		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(b)	NBFCs registered with RBI		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(c)	Employee Trusts		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(d)	**Overseas Depositories (holding DRs) (balancing figure)**		**0**	**0**	**0**	**0**	**0**	**0.00**		**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0**	**0.00**	0
(e)	Any Other:		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	CORPORATE BODY		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	CLEARING MEMBER		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	NRI - NON-REPATRIABLE		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	NRI - REPATRIABLE		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	FOREIGN COMPANY		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	INVESTOR EDUCATION AND PROTECTION FUND		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	TRUST		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	HUF		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Sub-Total (B)(3)		**0**	**0**	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0**	**0.00**	**0**	**0.00**	**0**	**0.00**	**0**
	Total Public Shareholding B = (B)(1)+(B)(2)+(B)(3)		**0**	**0**	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0**	**0.00**	**0**	**0.00**	**0**	**0.00**	**0**

*Voting rights for the ordinary shares have been declared in class X

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %): NIL

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.: As on March 31, 2018, 8020 equity shares of the Company held by 6 shareholders are unclaimed and held in "Greenply Industries Limited - Unclaimed Suspense Account". The voting rights on the same shall remain frozen till the rightful owner of the said shares claims such shares. However, while calculating the total voting rights, the voting rights of shares in the said suspense account have not been excluded.

30185 equity shares of the Company were transfered to the Investor Education and Protection Fund. The voting rights on the same shares shall remain frozen till the rightful owner of the said shares claims such shares. However, while calculating the total voting rights, the voting rights of shares in the Investor Education and Protection Fund have not been excluded.

Note:

(1) PAN would not be displayed on website of Stock Exchange(s).

(2) The shareholding is based on the aggregate shareholding considered on the basis of PAN.

(3) The above format needs to be disclosed along with the name of following persons:Institutions/Non Institutions holding more than 1% of total number of shares

(4) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian.

Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder																			
	Category & Name of the Shareholders (I)	***PAN (II)***	**Nos. of shareholder (III)**	**No. of fully paid up equity shares held (IV)**	**Partly paid-up equity shares held (V)**	**Nos. of shares underlying Depository Receipts (VI)**	**Total nos. shares held VII = IV+V+VI**	**Shareholding as a % total no. of share As a % of (A+B+C2) VIII**	**Number of Voting Rights held in each class of securities (IX)**				**No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)**	**Total shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)**	**Number of Locked in shares (XII)**		**Number of Shares pledged or otherwise**		**Number of equity shares held in dematerialized form (XIV)**
									No of Voting Rights			**Total as a % of Total Voting rights**			**No. (a)**	**As a % of total Shares held (b)**	**No. (Not applicable) (a)**	**As a % of total shares held (Not applicable) (b)**	
									Class X	**Class Y**	**Total**								
C)																			
(1)	**Custodian/DR**		NIL	NIL	NIL	NIL	N.A	N.A	NIL	NIL	NA	NA	NIL	NIL	NIL		***NIL***		
(a)	Name of DR Holder																***NA***		
(i)	abc,.,..																***NA***		
(ii)	efg….																***NA***		
(2)	**Employee Benefit**																***NA***		
(a)	Name (abc…																***NA***		
	Total Non- Promoter-																***NA***		

Note:
(1) PAN would not be displayed on website of Stock Exchange(s).
(2) The above format needs to disclose name of all holders holding more than 1% of total number of shares
(3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available

Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Name of Entity: **GREENPANEL INDUSTRIES LIMITED**
2. Scrip Code/Name of Scrip/Class of Security : **NOT LISTED** **Class of Security: Equity Shares of Re.1/- each.**
3. Whether the Company is SME? **No**
4. Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c) : **POST DEMERGER (AS ON RECORD DATE i.e. 15.07.2019)**
   a. If under 31(1)(b) then indicate the report for Quarter ending : **N.A**
   b. If under 31(1)(c) then indicate date of allotment/extinguishment : **N.A**

5. **Declaration**: The Listed entity is required to submit the following declaration to the extent of submission of information:-

	Particulars	Yes*	No*
1	Whether the Listed Entity has issued any partly paid up shares?	-	NO
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?	-	NO
3	Whether the Listed Entity has any shares against which depository receipts are issued?	-	NO
4	Whether the Listed Entity has any shares in locked-in?	-	NO
5	Whether any shares held by promoters are pledge or otherwise encumbered?	-	NO
6	Whether the listed entity has equity shares with differential voting rights?	-	NO
7	Whether the Listed Entity has any Significant Beneficial Owner?	Yes	

* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, Locked-in-shares, no. of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

GREENPANEL INDUSTRIES LTD

Table I - Summary Statement holding of specified securities as on 15/07/2019

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No.of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos.shares held (VII)=(IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No of shares Underlying outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) As a % of	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
								Class eg:x	Class eg:y	Total								
(A)	Promoter & Promoter group	9	62575000	0	0	62575000	51.0286	62575000	0	62575000	51.0286	0	51.0286	0	0.0000	0	0.0000	62575000
(B)	Public	22296	60052395	0	0	60052395	48.9714	60052395	0	60052395	48.9714	0	48.9714	0	0.0000	N.A.	N.A.	59982535
(C)	Non Promoter - Non Public	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	N.A.	N.A.	0
(C1)	Shares underlying DRs	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	N.A.	N.A.	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	N.A.	N.A.	0
	Total	22305	122627395	0	0	122627395	100.0000	122627395	0	122627395	100.0000	0	100.0000	0				122557535

***Voting rights for the ordinary shares have been declared in class X**

GREENPANEL INDUSTRIES LTD

Table II - Statement Showing shareholding pattern of the Promoter and Promoter Group as on 15/07/2019

	Category & Name of the Shareholders (I)	PAN (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos.shares held (VII)=(IV)+(V)+(VI)	Shareholding % calculated as per SCRR. 1957) As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No of shares Underlying outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) As a % of A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise		Number of equity shares held in dematerialized form (XIV)
									No of Voting Rights			Total as a % of Total Voting rights							
									Class x	Class y	Total				No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
(A)	**Promoter and Promoter Group**																		
(1)	**Indian**																		
(a)	Individuals/Hindu undivided Family		6	17457180	0	0	17457180	14.2360	17457180	0	17457180	14.2360	0	14.2360	0	0.0000	0	0.0000	17457180
1	RAJESH MITTAL	AEAPM5903N	1	3079900	0	0	3079900	2.5116	3079900	0	3079900	2.5116	0	2.5116	0	0.0000	0	0.0000	3079900
2	SHOBHAN MITTAL	AGTPM0891N	1	739000	0	0	739000	0.6000	739000	0	739000	0.6000	0	0.6000	0	0.0000	0	0.0000	739000
3	SHIV PRAKASH MITTAL AND SHOBHAN MITTAL ON BEHALF OF TRADE COMBINES, PARTNERSHIP FIRM	AABFT8223D	1	11702380	0	0	11702380	9.5400	11702380	0	11702380	9.5400	0	9.5400	0	0.0000	0	0.0000	11702380
4	SANIDHYA MITTAL	ANUPM1956C	1	90000	0	0	90000	0.0734	90000	0	90000	0.0734	0	0.0734	0	0.0000	0	0.0000	90000
5	SANTOSH MITTAL	AEWPM9868G	1	1165900	0	0	1165900	0.9508	1165900	0	1165900	0.9508	0	0.9508	0	0.0000	0	0.0000	1165900
6	KARUNA MITTAL	AGIPM5707E	1	680000	0	0	680000	0.5545	680000	0	680000	0.5545	0	0.5545	0	0.0000	0	0.0000	680000
7	SHIV PRAKASH MITTAL	AEAPM0196F	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
8	CHITWAN MITTAL	AFAPJ2040L	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
9	MASTER ADITYA MITTAL	CNQPM6726E	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
10	MITTALGREEN PLANTATIONS LLP	AAZFM8368E	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
11	RAJESH MITTAL & SONS, HUF	AAUHR0366N	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
(b)	Central Government/State Government(s)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
(c)	Financial Institutions/Banks		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
(d)	Any Other (specify)																		
	Bodies Corporate		3	45117820	0	0	45117820	36.7926	45117820	0	45117820	36.7926	0	36.7926	0	0.0000	0	0.0000	45117820
1	PRIME HOLDINGS PVT. LTD.	AABCP1738Q	1	12042800	0	0	12042800	9.8206	12042800	0	12042800	9.8206	0	9.8206	0	0.0000	0	0.0000	12042800
2	S.M. MANAGEMENT PVT. LTD.	AAGCS0863C	1	31626965	0	0	31626965	25.7911	31626965	0	31626965	25.7911	0	25.7911	0	0.0000	0	0.0000	31626965
3	VANASHREE PROPERTIES PVT.LTD.	AACCV7844A	1	1448055	0	0	1448055	1.1809	1448055	0	1448055	1.1809	0	1.1809	0	0.0000	0	0.0000	1448055
4	EDUCATIONAL INNOVATIONS PVT. LTD.	AACCE7385F	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
5	NIRANJAN INFRASTRUCTURE PVT. LTD.	AACCN7061P	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
6	RS HOMCON LIMITED	AAGCR5019P	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
7	SHOWAN INVESTMENT PRIVATE LIMITED	AATCS3840C	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
8	BRIJBHUMI MERCHANTS PRIVATE LIMITED	AAECB6242L	0	0	0	0	0	0.0000	0	0		0.0000	0	0.0000	0	0.0000	0	0.0000	0
9	BRIJBHUMI TRADEVIN PRIVATE LIMITED	AAECB6243M	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
10	MASTERMIND SHOPPERS PRIVATE LIMITED	AAHCM3534B	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
11	DHOLKA PLYWOOD INDUSTRIES PVT. LTD.	AABCD2458F	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
12	BLUESKY PROJECTS PVT. LTD.	AADCB8448D	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
13	TRADE COMBINES PTE. LTD., INCORPORATED IN SINGAPORE	ZZZZZ9999Z	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
14	RKS FAMILY FOUNDATION	AADTR2786F	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
	Sub-Total (A) (1)		9	62575000	0	0	62575000	51.0286	62575000	0	62575000	51.0286	0	51.0286	0	0.0000	0	0.0000	62575000
(2)	**Foreign**																		
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0

GREENPANEL INDUSTRIES LTD

Table II - Statement Showing shareholding pattern of the Promoter and Promoter Group as on 15/07/2019

	Category & Name of the Shareholders (I)	PAN (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos.shares held (VII)=(IV)+(V)+(VI)	Shareholding % calculated as per SCRR. 1957) As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No of shares Underlying outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) As a % of A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise		Number of equity shares held in dematerialized form (XIV)
									No of Voting Rights			Total as a % of Total Voting rights							
									Class x	Class y	Total				No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
(b)	Government		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
(c)	Institutions		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
(d)	Foreign Portfolio Investor		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
(e)	Any Other (specify)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
	Sub-Total (A) (2)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		**9**	**62575000**	**0**	**0**	**62575000**	**51.0286**	**62575000**	**0**	**62575000**	**51.0286**	**0**	**51.0286**	**0**	**0.0000**	**0**	**0.0000**	**62575000**

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Note:

(1) PAN would not be displayed on website of Stock Exchange(s)

(2) The shareholding is based on the aggregate shareholding considered on the basis of PAN.

(3) The term 'Encumbrance' has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

GREENPANEL INDUSTRIES LTD

Table III - Statement Showing shareholding pattern of the Public shareholder as on 15/07/2019

	Category & Name of the Shareholders (I)	PAN (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos.shares held (VII)=(IV)+(V)+(VI)	Shareholding % calculated as per SCRR. 1957) As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX) – No of Voting Rights – Class x	Class y	Total	Total as a % of Total Voting rights	No of shares Underlying outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) As a % of A+B+C2)	Number of Locked in shares (XII) – No. (a)	As a % of total shares held (b)	Number of shares pledged or otherwise encumbered (XIII) – No. (Not applicable) (a)	As a % of total shares held (Not applicable) (b)	Number of equity shares held in dematerialized form (XIV)
(B)	**PublicShareholding**																		
(1)	**Institutions**																		
(a)	Mutual Funds / UTI		8	25577470	0	0	25577470	20.8579	25577470	0	25577470	20.8579	0	20.8579	0	0.0000	NA	0.0000	25577470
1	HDFC SMALL CAP FUND	AAATH1809A	4	10297455	0	0	10297455	8.3974	10297455	0	10297455	8.3974	0	8.3974	0	0.0000	NA	0.0000	10297455
2	SBI CONSUMPTION OPPORTUNITIES FUND	AABTS6407Q	5	5360262	0	0	5360262	4.3712	5360262	0	5360262	4.3712	0	4.3712	0	0.0000	NA	0.0000	5360262
3	IDFC STERLING VALUE FUND	AAETS9556K	2	4570000	0	0	4570000	3.7267	4570000	0	4570000	3.7267	0	3.7267	0	0.0000	NA	0.0000	4570000
4	TATA INDIA CONSUMER FUND	AAATT0570A	7	3883900	0	0	3883900	3.1672	3883900	0	3883900	3.1672	0	3.1672	0	0.0000	NA	0.0000	3883900
(b)	Venture Capital Funds		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	0.0000	0
(c)	Alternate Investment Funds		2	827768	0	0	827768	0.6750	827768	0	827768	0.6750	0	0.6750	0	0.0000	NA	0.0000	827768
(d)	Foreign Venture Capital Investors		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	0.0000	0
(e)	Foreign Portfolio Investors		27	13482261	0	0	13482261	10.9945	13482261	0	13482261	10.9945	0	10.9945	0	0.0000	NA	0.0000	13482261
	JWALAMUKHI INVESTMENT HOLDINGS	AACCJ6437F	1	11787720	0	0	11787720	9.6126	11787720	0	11787720	9.6126	0	9.6126	0	0.0000	NA	0.0000	11787720
(f)	Financial Institutions / Banks		2	13330	0	0	13330	0.0109	13330	0	13330	0.0109	0	0.0109	0	0.0000	NA	0.0000	13330
(g)	Insurance Companies		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	0.0000	0
(h)	Provident Funds / Pension Funds		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	0.0000	0
(i)	Any Other (specify)																		
	Qualified Foreign Investors		2	96351	0	0	96351	0.0786	96351	0	96351	0.0786	0	0.0786	0	0.0000	NA	0.0000	96351
																		0.0000	
	Sub-Total (B) (1)		**41**	**39997180**	**0**	**0**	**39997180**	**32.6168**	**39997180**	**0**	**39997180**	**32.6168**	**0**	**32.6168**	**0**	**0.0000**	**NA**	**0.0000**	**39997180**
(2)	**Central Government / State Government(s)**		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	0.0000	0
	Sub-Total (B) (2)		**0**	**0**	**0**	**0**	**0**	**0.0000**	**0**	**0**	**0**	**0.0000**	**0**	**0.0000**	**0**	**0.0000**	**NA**	**0.0000**	**0**
(3)	**Non-Institutions**																		
(a)	Individuals-																		
	i. Individual shareholders holding nominal share capital upto Rs.2 lakhs		21268	8348886	0	0	8348886	6.8083	8348886	0	8348886	6.8083	0	6.8083	0	0.0000	NA	0.0000	8287026
	ii.Individual shareholders holding nominal share capital in excess of Rs.2 lakhs		6	4503803	0	0	4503803	3.6728	4503803	0	4503803	3.6728	0	3.6728	0	0.0000	NA	0.0000	4503803
(b)	NBFCs registered with RBI		5	82428	0	0	82428	0.0672	82428	0	82428	0.0672	0	0.0672	0	0.0000	NA	0.0000	82428
(c)	Employee Trusts		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	0.0000	0

GREENPANEL INDUSTRIES LTD

Table III - Statement Showing shareholding pattern of the Public shareholder as on 15/07/2019

	Category & Name of the Shareholders (I)	PAN (II)	Nos. of sharehol ders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos.shares held (VII)=(IV)+(V)+(VI)	Shareholding % calculated as per SCRR. 1957) As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No of shares Underlying outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) As a % of A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
									No of Voting Rights			Total as a % of Total Voting rights							
									Class x	Class y	Total				No. (a)	As a % of total shares held (b)	No. (Not applicable) (a)	As a % of total shares held (Not applicable) (b)	
(d)	Overseas Depositories (holding DRs) (balancing figure)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	0.0000	0
(e)	Any Other (specify)																		
	Investor Education and Protection Fund Authority		1	30185	0	0	30185	0.0246	30185	0	30185	0.0246	0	0.0246	0	0.0000	NA	0.0000	30185
	Bodies Corporate		267	2696328	0	0	2696328	2.1988	2696328	0	2696328	2.1988	0	2.1988	0	0.0000	NA	0.0000	2688328
	Clearing Member		47	38580	0	0	38580	0.0315	38580	0	38580	0.0315	0	0.0315	0	0.0000	NA	0.0000	38580
	Non Resident Individual		651	630830	0	0	630830	0.5144	630830	0	630830	0.5144	0	0.5144	0	0.0000	NA	0.0000	630830
	Domestic Corporate Unclaimed Shares Account		1	8020	0	0	8020	0.0065	8020	0	8020	0.0065	0	0.0065	0	0.0000	NA	0.0000	8020
	Trusts		7	75030	0	0	75030	0.0612	75030	0	75030	0.0612	0	0.0612	0	0.0000	NA	0.0000	75030
	Foreign Company		1	3639875	0	0	3639875	2.9682	3639875	0	3639875	2.9682	0	2.9682	0	0.0000	NA	0.0000	3639875
	WESTBRIDGE CROSSOVER FUND, LLC	AABCW1259M	1	3639875	0	0	3639875	2.9682	3639875	0	3639875	2.9682	0	2.9682	0	0.0000	NA	0.0000	3639875
	Foreign National		1	1250	0	0	1250	0.0010	1250	0	1250	0.0010	0	0.0010	0	0.0000	NA	0.0000	1250
	Sub-Total (B) (3)		**22255**	**20055215**	**0**	**0**	**20055215**	**16.3546**	**20055215**	**0**	**20055215**	**16.3546**	**0**	**16.3546**	**0**	**0.0000**	**NA**	**0.0000**	**19985355**
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)		**22296**	**60052395**	**0**	**0**	**60052395**	**48.9714**	**60052395**	**0**	**60052395**	**48.9714**	**0**	**48.9714**	**0**	**0.0000**	**NA**	**0.0000**	**59982535**

*Voting rights for the ordinary shares have been declared in class X

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %): NIL

Note:

(1) PAN would not be displayed on website of Stock Exchange(s).

(2) The shareholding is based on the aggregate shareholding considered on the basis of PAN.

(3) The above format needs to be disclosed along with the name of following persons:Institutions/Non Institutions holding more than 1% of total number of shares

(4) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian.

GREENPANEL INDUSTRIES LTD

Table Iv - Statement Showing shareholding pattern of the Non Promoter - Non Public shareholder as on 15/07/2019

	Category & Name of the Shareholders (I)	PAN (II)	No of shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos.shares held (VII)=(IV) + (V)+(VI)	Shareholding % calculated as per SCRR. 1957) As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No of shares Underlying outstanding convertible securities (including Warrants) (X)	Total Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) As a % of A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
									No of Voting Rights			Total as a % of Total Voting rights							
									Class x	Class y	Total				No. (a)	As a % of total shares held (b)	No. (Not applicable) (a)	As a % of total shares held (Not applicable) (b)	
(C)																			
(1)	Custodian / DR Holder																		
(2)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)																		
	Total Non Promoter - Non Public Shareholding (C)=(C)(1)+(C)(2)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0

Sr. No.	Details of the SBO					Details of the registered owner					Details of holding/ exercise of right of the SBO in the reporting Whether by virtue of:					Date of creation / acquisition of significant beneficial interest
	Name	PAN	Passport No. in case of a foreign national	Nationality	Nationality (Applicable in case of Any other is selected)	Name	PAN	Passport No. in case of a foreign national	Nationality	Nationality (Applicable in case of Any other is selected)	Shares	Voting rights	Rights on distributable dividend or any other	Exercise of control	Exercise of significant influence	
1	RAJESH MITTAL	AEAPM5903N		India		RAJESH MITTAL	AEAPM5903N		India		2.51	2.51	2.51	No	No	08-02-2019
2	RAJESH MITTAL	AEAPM5903N		India		S. M. MANAGEMENT PRIVATE LIMITED	AAGCS0863C		India		25.79	0.00	0.00	No	No	08-02-2019
3	SANIDHYA MITTAL	ANUPM1956C		India		SANIDHYA MITTAL	ANUPM1956C		India		0.07	0.07	0.07	No	No	08-02-2019
4	SANIDHYA MITTAL	ANUPM1956C		India		S. M. MANAGEMENT PRIVATE LIMITED	AAGCS0863C		India		0.00	0.00	0.00	No	No	08-02-2019
5	KARUNA MITTAL	AGIPM5707E		India		KARUNA MITTAL	AGIPM5707E		India		0.55	0.55	0.55	No	No	08-02-2019
6	KARUNA MITTAL	AGIPM5707E		India		S. M. MANAGEMENT PRIVATE LIMITED	AAGCS0863C		India		0.00	0.00	0.00	No	No	08-02-2019
7	SHIV PRAKASH MITTAL	AEAPM0196F		India		SHIV PRAKASH MITTAL	AEAPM0196F		India		0.00	0.00	0.00	No	No	08-02-2019
8	SHIV PRAKASH MITTAL	AEAPM0196F		India		TRADE COMBINES, PARTNERSHIP FIRM	AABFT8223D		India		0.00	0.00	0.00	No	No	08-02-2019
9	SHIV PRAKASH MITTAL	AEAPM0196F		India		S. M. MANAGEMENT PRIVATE LIMITED	AAGCS0863C		India		0.00	0.00	0.00	No	No	08-02-2019
10	SANTOSH MITTAL	AEWPM9868G		India		SANTOSH MITTAL	AEWPM9868G		India		0.95	0.95	0.95	No	No	08-02-2019
11	SANTOSH MITTAL	AEWPM9868G		India		PRIME HOLDINGS PVT LTD	AABCP1738Q		India		0.00	0.00	0.00	No	No	08-02-2019
12	SANTOSH MITTAL	AEWPM9868G		India		TRADE COMBINES, PARTNERSHIP FIRM	AABFT8223D		India		0.00	0.00	0.00	No	No	08-02-2019
13	SHOBHAN MITTAL	AGTPM0891N		India		SHOBHAN MITTAL	AGTPM0891N		India		0.60	0.60	0.60	No	No	08-02-2019
14	SHOBHAN MITTAL	AGTPM0891N		India		PRIME HOLDINGS PVT LTD	AABCP1738Q		India		9.82	0.00	0.00	No	No	08-02-2019
15	SHOBHAN MITTAL	AGTPM0891N		India		VANASHREE PROPERTIES PRIVATE LIMITED	AACCV7844A		India		1.18	0.00	0.00	No	No	08-02-2019
16	SHOBHAN MITTAL	AGTPM0891N		India		TRADE COMBINES, PARTNERSHIP FIRM	AABFT8223D		India		9.54	0.00	0.00	No	No	08-02-2019
17	CHITWAN MITTAL	AFAPJ2040L		India		CHITWAN MITTAL	AFAPJ2040L		India		0.00	0.00	0.00	No	No	08-02-2019
18	CHITWAN MITTAL	AFAPJ2040L		India		PRIME HOLDINGS PVT LTD	AABCP1738Q		India		0.00	0.00	0.00	No	No	08-02-2019
19	CHITWAN MITTAL	AFAPJ2040L		India		VANASHREE PROPERTIES PRIVATE LIMITED	AACCV7844A		India		0.00	0.00	0.00	No	No	08-02-2019
20	CHITWAN MITTAL	AFAPJ2040L		India		TRADE COMBINES, PARTNERSHIP FIRM	AABFT8223D		India		0.00	0.00	0.00	No	No	08-02-2019

4. Shareholding pattern of the Promoter and Promoter Group after the Scheme.

S. No.	Name of Promoter	Number of Equity Shares in Company	Percentage of paid up capital in Company
PROMOTER			
1	Mr Shiv Prakash Mittal	-	-
2	Mr Shobhan Mittal	739,000	0.60
PROMOTER GROUP			
3	Shiv Prakash Mittal and Shobhan Mittal on behalf of Trade Combines, partnership firm	11,702,380	9.54
4	Mr Rajesh Mittal	3,079,900	2.51
5	Mr Sanidhya Mittal	90,000	0.07
6	Ms. Santosh Mittal	1,165,900	0.95
7	Ms. Karuna Mittal	680,000	0.55
8	Ms. Chitwan Mittal	-	-
9	Master Aditya Mittal	-	-
10	Master Dev Mittal	-	-
11	Mr. Saurabh Mittal	-	-
12	Ms. Usha Dhurka	-	-
13	Ms. Kiran Loyalka	-	-
14	Ms. Neera Devi Bhartia	-	-
15	Mr. Sharad Jaipuria	-	-
16	Ms. Anjali Jaipuria	-	-
17	Mr. Dilip Modi	-	-

18	Mr. Shreevats Jaipuria	-	-
19	Ms. Kusum Jalan	-	-
20	Ms. Rasika Kajaria	-	-
21	Mittalgreen Plantations LLP	-	-
22	Rajesh Mittal & Sons, HUF	-	-
23	Prime Holdings Private Limited	12,042,800	9.82
24	S. M. Management Private Limited	31,626,965	25.79
25	Vanashree Properties Private Limited	1,448,055	1.18
26	Niranjan Infrastructure Private Limited	-	-
27	RS Homcon Limited	-	-
28	Showan Investment Private Limited	-	-
29	Brijbhumi Merchants Private Limited	-	-
30	Educational Innovations Private Limited	-	-
31	Brijbhumi Tradevin Private Limited	-	-
32	Mastermind Shoppers Private Limited	-	-
33	Dholka Plywood Industries Private Limited	-	-
34	Bluesky Projects Private Limited	-	-
35	RKS Family Foundation	-	-
36	Trade Combines Pte Limited, Singapore	-	-

37	Greenlam Industries Limited	-	-
38	Himalaya Granites Limited	-	-
39	Greenply Leasing and Finance Private Limited	-	-
40	Prime Properties Private Limited	-	-
41	S. M. Safeinvest Private Limited	-	-

5. Top shareholders 10 days prior to the date of this Information Memorandum

S. No.	Name of Shareholder	Number of Equity Shares held	Percentage of total paid up capital
1	S. M. Management Pvt. Ltd.	3,16,26,965	25.79
2	Prime Holdings Pvt. Ltd.	1,20,42,800	9.82
3	Jwalamukhi Investment Holdings	1,17,87,720	9.61
4	Shiv Prakash Mittal and Shobhan Mittal on behalf of Trade Combines, partnership firm	1,17,02,380	9.54
5	HDFC Small Cap Fund	1,02,97,455	8.40
6	SBI Consumption Opportunities Fund	53,60,262	4.37
7	IDFC Sterling Value Fund	45,70,000	3.73
8	Tata India Consumer Fund	38,83,900	3.17
9	Westbridge Crossover Fund, LLC	36,39,875	2.97
10	Rajesh Mittal	30,79,900	2.51
11	Vanashree properties Private Limited	14,48,055	1.18

6. Top shareholders (which covers 80% of the paid-up capital of our Company) as on the date of this Information Memorandum

S. No.	Name of Shareholder	Number of Equity Shares held	Percentage of total paid up capital
1	S. M. Management Pvt. Ltd.	3,16,26,965	25.79
2	Prime Holdings Pvt. Ltd.	1,20,42,800	9.82
3	Jwalamukhi Investment Holdings	1,17,87,720	9.61
4	Shiv Prakash Mittal and Shobhan Mittal on behalf of Trade Combines, partnership firm	1,17,02,380	9.54
5	HDFC Small Cap Fund	1,02,97,455	8.40
6	SBI Consumption Opportunities Fund	53,60,262	4.37
7	IDFC Sterling Value Fund	45,70,000	3.73
8	Tata India Consumer Fund	38,83,900	3.17
9	Westbridge Crossover Fund, LLC	36,39,875	2.97
10	Rajesh Mittal	30,79,900	2.51
11	Vanashree properties Private Limited	14,48,055	1.18

7. Major shareholders of our Company 1 (one) years prior to the date of this Information Memorandum

S. No.	Name of Shareholder	Number of Equity Shares held	Percentage of total paid up capital
1	Greenply Industries Limited*	10,00,000	100%

*9,99,994 shares were allotted to Greenply and 1 (one) share each to the following persons (who are the registered members of our Company and whose shares were beneficially owned by Greenply):

(a) Ms. Santosh Mittal;
(b) Ms. Chitwan Mittal;
(c) Mr. Sanidhya Mittal;
(d) Mr. Shiv Prakash Mittal;
(e) Mr. Shobhan Mittal; and
(f) Mr. Rajesh Mittal.

8. Major shareholders of our Company 2 (two) years prior to the date of this Information Memorandum

S. No.	Name of Shareholder	Number of Equity Shares held	Percentage of total paid up capital
1	Greenply Industries Limited*	10,00,000	100%

*9,99,994 shares were allotted to Greenply and 1 (one) share each to the following persons (who are the registered members of our Company and whose shares were beneficially owned by Greenply):

(g) Ms. Santosh Mittal;
(h) Ms. Chitwan Mittal;
(i) Mr. Sanidhya Mittal;
(j) Mr. Shiv Prakash Mittal;
(k) Mr. Shobhan Mittal; and
(l) Mr. Rajesh Mittal

9. Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares

Sr. No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}

1	Jwalamukhi Investment Holdings	11787720	9.61
2	HDFC Small Cap Fund	10297455	8.40
3	SBI Consumption Opportunities Fund	5360262	4.37
4	IDFC Sterling Value Fund	4570000	3.73
5	Tata India Consumer Fund	3883900	3.17
6	Westbridge Crossover Fund, LLC	3639875	2.97

10. Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 5% of the total number of shares

Sr. No.	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	Jwalamukhi Investment Holdings	11787720	9.61
2	HDFC Small Cap Fund	10297455	8.40

11. Our Company has not implemented an employee stock option scheme since incorporation.

12. Our Company has not issued any Equity Shares out of revaluation reserves.

13. There shall be only one denomination of Equity Shares of our Company, subject to applicable regulations and our Company shall comply with such disclosure and accounting norms, specified by SEBI from time to time. Equity Shares being issued in the Scheme are fully paid up at the time of allotment.

14. Our Company has 22,304 members as on the date of this Information Memorandum.

15. As on the date of this Information Memorandum, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments into Equity Shares of our Company.

16. Our Company has not entered into any financial arrangements whereby the promoter, promoter group, the directors of the Company which is a promoter of the issuer, the directors of our Company and their relatives have financed the purchase by any other person of securities of our Company other than in the normal course of the business of our Company in the six months immediately preceding the date of filing of the Information Memorandum.

17. There is no proposal or intention for our Company to alter the capital structure by way of split or consolidation of the denomination of the shares or for issuance of capital by our Company whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of approval of the Scheme till listing of the Equity Shares allotted as per the Scheme.

18. Other than pursuant to the Scheme, the members of the Promoter group of our Company and/or our directors and their relatives have not purchased or sold or financed, directly or indirectly, any Equity Shares in the preceding 6 (six) months from the date of this Information Memorandum.

19. Our Company, its Directors and Promoters have not entered into any buy-back arrangements for the purchase of the specified securities of our Company.

STATEMENT OF SPECIAL TAX BENEFITS

To
The Board of Directors,
Greenpanel Industries Limited,
Makum Road, Tinsukia,
Assam-786125

Sub: Statement of Tax Benefits to the Company and its shareholders under Income Tax Act, 1961

We, S.S. Kothari Mehta & Co, Chartered Accountants, the statutory auditors of the Company, hereby confirm that the enclosed Annexure states the possible tax benefits available to the Company and its shareholders under the provisions of the Income Tax Act, 1961 ("Act"), Income Tax Rules, 1962, presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives the Company may face and accordingly the Company or its shareholders may or may not choose to fulfil.

We are informed that the Annexure is only intended to provide general information to the shareholders and hence it is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each shareholder is advised to consult his/ her/ their own tax consultant with respect to the specific tax implications arising out of their equity holdings in the Company, which are proposed to be listed ("Offer") particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an shareholder can avail. Neither we are suggesting nor advising the shareholder to invest money based on this statement. The contents of this Annexure are based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

This report is addressed to and is provided to enable the Board of Directors of the Company to include this report in the Information Memorandum prepared pursuant to implementation of Composite Scheme of Arrangement between Greenpanel Industries Limited and Greenply Industries Limited, to be filed by the Company with the Securities and Exchange Board of India and the concerned stock exchanges.

Limitations:

Our views expressed in the statement enclosed are based on the facts and assumptions indicated above. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. Reliance on the statement is on the express understanding that we do not assume responsibility towards the shareholders who may or may not invest in the proposed Offer relying on the statement. This statement has been prepared solely in connection with the proposed Offer by the Company under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

For S.S. Kothari Mehta & Co,
Chartered Accountants
Statutory Auditors of the Company
Firm Registration No: 000756N

Sunil Wahal
Partner
Membership No: 087294
Place: New Delhi
Date: July 22, 2019
Enclosed: Annexure

Annexure

STATEMENT OF TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE INCOME TAX ACT, 1961 ("ACT")

The following key tax benefits are available to the Company and the prospective shareholders of the Company under the Income Tax Act, 1961, presently in force in India as identified/ prepared by the Company. These benefits are dependent on the Company and its shareholders fulfilling the conditions prescribed under the relevant tax laws, which based on the business imperatives, the Company or its shareholders may or may not choose to fulfil.

A. Special Tax Benefits available to the Company

1. Business Income

1.1 **Depreciation:**

Under section 32 of the Act, the Company is entitled to claim depreciation allowance at the prescribed rates on all its tangible and intangible assets (including goodwill) acquired and put to use for its business. Further, subject to fulfilment of conditions prescribed in section 32(1)(iia) of the Act, the Company is entitled to claim accelerated depreciation of 20% of the actual cost of certain new machinery or plant which have been acquired and installed after 31st March, 2005. If, however, the assets are put to use for less than 180 days in the year in which they are acquired, the rate of accelerated depreciation will be 10% in such year and balance 10% of the accelerated depreciation will be allowed in the immediately succeeding previous year. The rate of accelerated depreciation will become 35% of the actual cost of new machinery or plant if it has been acquired and installed after 31st March, 2015 but within 31st March 2020 in the State of Andhra Pradesh. If, however the assets are put to use for less than 180 days in the year in which they are acquired, the rate of accelerated depreciation will be 17.5% in such year and balance 17.5% of the accelerated depreciation will be allowed in the immediately succeeding previous year.

1.2 Investment in new plant or machinery in notified backward areas in certain States

Under section 32AD, since one of the manufacturing facilities of the Company is located in Andhra Pradesh, the Company is entitled to claim investment allowance of 15% of the actual cost of plant and machinery acquired and installed on or before 31st March, 2020.

B. Special Tax Benefits available to the subsidiary company

1.1 Benefits to subsidiary company:

There are no special income tax benefits available under the I.T. Act 1961 on any profit or loss earned by the subsidiary, Greenpanel Singapore Pte Limited (being as a material subsidiary as per the SEBI LODR regulations).

C. <u>General Tax Benefits available to the Company</u>

1. Business Income

1.1 Expenditure incurred on scientific research:

Subject to fulfilment of conditions, the Company is entitled to, inter alia, for 100% deduction u/s 35(1)(i) of the Act, in respect of any revenue expenditure incurred on scientific research related to the business of the Company. Subject to fulfilment of conditions, the Company is entitled to, inter alia, for 100% deduction u/s 35(1)(iv) of the Act, in respect of any capital expenditure incurred on scientific research related to the business of the Company, other than expenditure on the acquisition of any land.

1.2 Amortisation of expenditure in case of amalgamation or demerger:

In terms of the provisions of section 35DD, the Company is entitled to a deduction of an amount equal to one-fifth of expenditure incurred wholly and exclusively for the purposes of amalgamation or demerger of an undertaking for each of the five successive previous years beginning with the previous year in which the amalgamation or demerger took place.

1.3 Deductions under Chapter VI-A of the IT Act:

As per the provisions of section 80G of the Act, the Company is entitled to claim deduction of a specified amount in respect of eligible donations subject to the fulfilment of the conditions as specified in that section.

As per section 80JJAA, where the gross total income of an assessee to whom section 44AB applies, includes any profits and gains derived from business, there shall, subject to the conditions specified in sub-section (2), be allowed a deduction of an amount equal to thirty per cent of additional employee cost incurred in the course of such business in the previous year, for three assessment years including the assessment year relevant to the previous year in which such employment is provided. However, no deduction under this section shall be allowed if the business is formed by splitting up, or the reconstruction, of an existing business, or, if the business is acquired by the assessee by way of transfer from any other person or as a result of any business reorganization.

1.4 **Accumulated losses and unabsorbed depreciation:**

Business losses, if any, for an assessment year can be carried forward and set off against business profits for 8 subsequent assessment years. Unabsorbed depreciation, if any, for an assessment year can be carried forward and set off against income from any other head in the subsequent assessment years as per section 32(2) subject to the provisions of section 72(2) and 73(3) of the Act. Further, u/s 72A, accumulated losses and unabsorbed depreciation of the demerged company, if any, will be deemed to be the accumulated losses and unabsorbed depreciation of the resulting Company, subject to the fulfilment of the specified conditions.

1.5 Minimum Alternate Tax ("MAT") Credit:

As per section 115JAA of the Act, credit is allowed in respect of any MAT paid u/s 115JB of the Act for any assessment year commencing on or after April 1, 2006. The tax credit to be allowed shall be the difference between MAT paid and tax computed as per the normal provisions of the Act for that assessment year. MAT credit is eligible for carried forward and set off for up to 15 years succeeding the assessment year in which the MAT credit arises.

2 Capital Gains

2.1 Capital assets are to be categorized into short-term capital assets and long-term capital assets based on the period of holding. All capital assets, being shares held in a company or any other security listed in a recognized stock exchange in India or unit of the Unit Trust of India or a unit of a mutual fund specified under section 10(23D) of the Act or a zero coupon bond, held by an assessee for more than twelve months are considered to be long-term capital assets. In respect of assets being shares in a company not listed on a recognized stock exchange or an immovable property being land or building or both, the assets shall be recognized as long term capital assets if the period of holding thereof is more than twenty four months. In respect of any other capital assets, the holding period should exceed thirty-six months to be considered as long-term capital assets.

2.2 Long Term Capital Gain ("**LTCG**") arising on transfer of equity shares of a company or units of an equity oriented fund or units of business trust, exceeding Rs. 1 lac, shall be chargeable to tax @10% (plus applicable surcharge and cess) with effect from A.Y. 2019-20 u/s 112A of the Act subject to conditions specified in that section.

2.3 In accordance with section 112 of the Act, LTCG to the extent not covered by section 112A of the Act would be subject to tax at the rate of 20% (plus applicable surcharge and cess) with indexation benefits. However, as per the proviso to section 112 of the Act, if the tax on LTCG is resulting from transfer of listed securities (other than unit) or zero coupon bonds, then LTCG will be chargeable to tax at lower of the following rates:

a. 20% (plus applicable surcharge and cess) of the capital gains as computed after indexation of the cost; or

b. 10% (plus applicable surcharge and cess) of the capital gains as computed without indexation.

2.4 As per the provisions of section 111A of the Act, any capital gain arising on transfer of a short term capital asset, being an equity share in a company or units of any equity oriented fund or unit of business trust, shall be subject to tax as short term capital gains ("**STCG**") @ 15% (plus applicable surcharge and cess), if such a transaction is subjected to STT. STCG, other than those covered in section 111A, shall be taxable at normal rates as applicable to the Company.

2.5 As per section 50 of the I.T. Act, where a capital asset is forming part of a block of asset in respect of which depreciation has been allowed under the I. T. Act, capital gains shall be computed in the following manner:

a. where full value of consideration on account of transfer of any asset forming part of block of asset, as reduced by expenditure incurred wholly or exclusively in connection with transfer,
b. exceeds the written down value of block of assets and actual cost of assets acquired during the year, such excess shall be deemed to be short term capital gains and taxed accordingly.
c. where any block of assets ceases to exist, for the reason that all the assets in that block are transferred, the difference between the consideration arising on result of transfer and the written down value of block of assets and the actual cost of assets acquired during the year, shall be deemed to be short term capital gains/ (losses) and taxed accordingly.

2.6 As per section 71 read with section 74 of the Act, short term capital loss arising during a year is allowed to be set off against STCG as well as LTCG. Balance loss, if any, shall be carried forward and set off against any capital gains arising during subsequent 8 assessment years.

2.7 As per section 71 read with section 74 of the Act, long term capital loss arising during a year is allowed to be set off only against LTCG. Balance loss, if any, shall be carried forward and set off against only with LTCG arising during subsequent 8 assessment years.

2.8 In accordance with and subject to the conditions and to the extent specified in section 54EC of the I.T. Act, the company would be entitled to exemption from tax on long term capital gains arising from the transfer of long term capital assets (being land or building or both) if such long term capital gain is in vested within a period of six months from the date of transfer in long term

specified assets. The maximum investment in the long term specified asset cannot exceed INR 5,000,000 during any financial year. Further, the aggregate of investment in specified a sset cannot exceed INR 5,000,000 from a transfer even if it is spread in two financial years. Where the long term specified asset is transferred or converted into money at any time within a period of three years from the date of its acquisition, the amount of capital gains exempted earlier woul d become chargeable to tax as long term capital gains in the year in which the long term specified assets is transferred or converted into money. The tern ‘long term specified asset’ has been defined for the purpose of section 54EC.

3 Income from Other Sources

3.1 Receipt of a sum of money or any “property” (as defined in section 56(2)(x) of the I.T. Act) by any person without consideration or for inadequate consideration in excess of 50,000 shall be chargeable to tax in the hands of the recipient under the head from other to the extent the

consideration is less than Fair Market Value or Stamp duty value, as the case may be, unless specifically exempted under the provisions of the I.T. Act.

3.2 Under section 10(34) of the Act, any dividend income referred to in section 115-O, (whether interim or final) received by the Company from any domestic company (in which the Company has invested) is exempt from tax in the hands of the Company.

3.3 Income received in respect of the units of a Mutual Fund specified u/s 10(23D) of the Act (other than income arising from transfer of such units) shall be exempt in the hands of the Company u/s 10(35) of the Act.

3.4 However, as per the provisions of section 14A of the Act, expenditure incurred to earn an exempt income is not allowed as deduction while determining the taxable income.

3.5 As per section 115BBD, where the total income of an assessee being an Indian company includes any income by way of dividends declared, distributed or paid by a specified foreign company, such income shall be taxable at the rate of 15%. A specified foreign company means a foreign company in which the Indian company holds 26% or more in nominal value in equity share capital of the company.

3.6 As per section 115-O(1), where any domestic company declares, distributes or pays any amount by way of dividend out of the current or accumulated profits, the company shall be required to pay Dividend Distribution Tax (‘**DDT**’) @ 15% (grossed up). Further, as per section 115-O(1A), the amount of dividend declared/distributed/paid as referred to in sub-section (1) shall be reduced by-

a. The amount of dividend received by the company from its domestic subsidiaries, where such domestic subsidiary has paid DDT u/s 115-O

b. The amount of dividend received by the company from its foreign subsidiaries, where tax is payable by the company u/s 115BBD on such dividend.

3.7 The dividend contemplated u/s 2(22)(e) of the Act would also be subject to DDT u/s 115-O in the hands of the company. The rate of DDT on such dividend is @ 30%. No grossing up is applicable on such DDT.

3.8 In case of buy-back of shares by the company from the shareholders, additional tax is payable @ 20% on the distributed income u/s 115QA of the Act. The distributed income means the consideration paid by the company on buy-back of shares as reduced by the amount, which was received by the company for issue of such shares, determined in the manner as may be prescribed.

D. General Tax Benefits available to the shareholders of the Company

1. Resident Shareholders

1.1 Dividend Income

Under section 10(34) of the Act, dividend (whether interim or final) received from a domestic company is exempt from tax in the hands of the shareholders of the company. As per the provisions of section 14A of the Act, expenditure incurred to earn an exempt income is not allowed as deduction while determining the taxable income

However, as per section 94(7) of the I.T. Act, losses arising from purchase and sale of securities, where such securities are bought or acquired within a period of three months prior to the record date and such securities are sold or transferred within three months from the record date, will be disallowed to the extent of the amount of dividend claimed as exempt, if any.

As per section 115BBDA, any income by way of dividend in excess of Rs. 10 Lakhs shall be chargeable to tax in the case of a specified assessee at the rate of 10%. A specified assessee means a person other than a domestic company or a fund or institution or trust or any university or other educational institution or any hospital or other medical institution referred to in sub-clause (iv) or sub-clause (v) or sub-clause (vi) or sub-clause (via) of section 10(23C) or a trust or institution registered u/s 12A or section 12AA. No deduction in respect of any expenditure or allowance or set-off of loss shall be allowed to the assessee against such dividend income.

Under section 10(34A) of the Act, any income arising to a shareholder, on account of buy back of shares by the company as referred to in section 115QA is exempt from tax in the hands of the shareholders.

1.2 **Capital Gains**

1.2.1 Benefits outlined in clause 2.1 to 2.6 of Paragraph B above are also applicable to resident shareholders. In addition to the same, the following benefits are also available to resident shareholders:

a. In case of an individual or HUF, where the total taxable income as reduced by LTCG is below the basic exemption limit, the LTCG will be reduced to the extent of the shortfall and only the balance LTCG will be subjected to such tax in accordance with the proviso to sub-section (1) of section 112 of the Act and proviso to sub-section (2) of section 112A of the Act.

b. In case of a shareholder being an individual or a HUF, in accordance with and subject to the conditions and to the extent provided in section 54F of the Act, the shareholder is entitled to exemption from LTCG arising from the transfer of any long term capital asset, not being a residential house, if the capital gain is invested for purchase or construction of a residential house, to the extent and in the manner prescribed in the said section.

1.2.2 As per section 47(vid), any issue of shares by the resulting company, in a scheme of demerger to the shareholders of the demerged company if the issue is made in consideration of demerger of the undertaking will be exempt from tax in the hands of shareholders of such company.

2. <u>**Non-Resident / Non-Resident Indian Shareholder**</u>

2.1 Dividend Income

Dividend (both interim and final) income, if any, received by the non-resident/non-resident Indian shareholders from the domestic company shall be exempt u/s 10(34) of the Act. As per the provisions of section 14A of the Act, expenditure incurred to earn an exempt income is not allowed as deduction while determining the taxable income.

2.2 Capital Gains

Benefits outlined in clause 2.1 to 2.6 of Paragraph B above are also available to a non-resident/non-resident Indian shareholder except that under first proviso to section 48 of the Act, the capital gains arising on transfer of capital assets being shares/debentures of an Indian Company need to be computed by converting the cost of acquisition, expenditure in connection with such transfer and full value of the consideration received or accruing as a result of the transfer into the same foreign currency in which the shares were originally purchased. The resultant gains thereafter need to be reconverted into Indian currency. The conversion needs to be at the prescribed rates prevailing on dates stipulated. Further, the benefit of indexation is not available to non-resident shareholders.

2.3 Tax Treaty Benefits

As per section 90(2) of the Act, the provisions of the Act would prevail over the provisions of the tax treaty to the extent they are more beneficial to the non-resident/non-resident Indian shareholder. Thus, a non-resident/non-resident Indian shareholder can opt to be governed by the beneficial provisions of an applicable tax treaty.

The benefits under tax treaties are available only if:

a. The transaction is not covered by General Anti-avoidance Rules.
b. Tax residency certificate is obtained from the Government of resident country.
c. Submission of Form 10F by the non-resident to the payer.

2.4 Requirement to furnish PAN under the I.T. Act

Section 139A (5A) requires every person from whose income; tax has been deducted at source under Chapter XVII-B of the I.T. Act to furnish his PAN to the person responsible for deduction of tax at source.

Section 206AA of the I.T. Act requires every person entitled to receive any sum, on which tax is deductible under Chapter XVIIB (deductee) to furnish his PAN to the deductor, failing which tax shall be deducted at the highest of the following rates:

(i) at the rate specified in the relevant provision of the I.T. Act; or
(ii) at the rate or rates in force; or
(iii) at the rate of 20%.

As per section 206AA(7), with effect from June 1, 2016, the provisions of section 206AA shall not apply to a non-resident, not being a company, or to a foreign company, in respect of:

(i) Payment of interest on long-term bonds as referred to in section 194LC; and

(ii) Payment in the nature of interest, royalty, fees for technical services and payments on transfer of any capital asset, subject to fulfill ment of conditions specified vide Notification no. 53/ 2016 dated 24th June 2016. (Rule 37BC and Form 10F)

3. Mutual Funds

In case of a shareholder being a Mutual fund, as per the provisions of section 10(23D) of the Act, any income of Mutual Funds registered under the Securities and Exchange Board of India Act, 1992 or Regulations made there under or such other mutual funds set up by public sector banks or public financial institutions or authorised by the Reserve Bank of India are exempt from income-tax, subject to the conditions notified by Central Government in this regard.

4. Venture Capital Companies /Funds

In case of a shareholder being a Venture Capital Company/Fund registered with the Securities and Exchange Board of India, any income of Venture Capital Companies/ Funds are exempt from income-tax, subject to the conditions specified in section 10(23FB) of the Act.

5. Foreign Institutional Investors (FIIs)

5.1 **Dividend Income**

Dividend (both interim and final) income, if any, received by the shareholder from the domestic company shall be exempt u/s 10(34) read with section 115-O of the Act. As per the provisions of section 14A of the Act, expenditure incurred to earn an exempt income is not allowed as deduction while determining taxable income.

5.2 **Capital gains**

LTCG arising on transfer of equity shares in the company, which is held for period of more than 12 months and where such transaction is chargeable to STT, shall be chargeable to tax @10% (plus applicable surcharge and cess) subject to the fulfilment of specified conditions.

5.3 **Tax Treaty Benefits**

As per section 90 of the Act, a non-resident shareholder can claim relief in respect of double taxation, if any, as per the provision of the applicable double taxation avoidance agreements entered into by the Government of India with the country of residence of the non-resident shareholder. The assessee has the option to apply the rates in tax treaty or the Indian tax laws, whichever is beneficial.

E. Special Tax Benefits available to Non-Resident Indian Shareholders of the Company

1. The following special provisions in respect of Income/LTCG from specified foreign exchange assets under Chapter XII-A of the Act shall apply in case of non-resident Indians:

   a. As per section 115C(e) of the Act, a Non-Resident Indian ("**NRI**") means an individual, being a citizen of India or a person of Indian origin who is not a 'resident'. As per the Explanation to the said clause, a person shall be deemed to be of Indian origin if he, or either of his parents or any of his grand-parents, was born in undivided India.

   b. Where shares have been subscribed in convertible foreign exchange, NRIs, being shareholders of an Indian company, have the option of being governed by the provisions of Chapter XII-A of the Act, which, *inter alia,* entitles them to the following benefits in respect of income from shares of an Indian company acquired, purchased or subscribed to in convertible foreign exchange:

      – As per the provisions of section 115D read with section 115E of the Act and subject to the conditions specified therein, LTCG arising on transfer of an Indian company's shares, will be subject to tax at the rate of 10 percent (plus applicable surcharge and cess), without indexation benefit.

      – As per the provisions of section 115F of the Act and subject to the conditions specified therein, where an assessee earns LTCG arising on transfer of a foreign exchange asset and the assessee invests whole or part of the net consideration in any specified asset or savings certificates referred to in section 10(4B) of the Act within a period of six months, the capital gain shall be exempt to the extent and in the manner prescribed in the said section. For this purpose, net consideration means full value of the consideration received or accrued as a result of the transfer of the capital asset (being shares in the Indian Company) as reduced by any expenditure incurred wholly and exclusively in connection with such transfer.

      – Further, if the specified asset or savings certificates in which the investment has been made, is transferred or converted into money within a period of three years from the date of its acquisition, the amount of capital gains tax exempted earlier, would become chargeable to tax as long term capital gains in the year in which such specified asset or savings certificates are transferred.

      – As per the provisions of section 115G of the Act, non-resident Indians are not obliged to file a return of income u/s 139(1) of the Act, if their only source of income is investment income or long term capital gains or both, provided, tax has been deducted at source from such income as per the provisions of Chapter XVII-B of the Act.

      – As per section 115H of the Act, where the non-resident Indian becomes assessable as a resident in India in respect of Total Income of any subsequent year, he may furnish a declaration in writing to the Assessing Officer, along with his return of income for that year u/s 139 of the Act to the effect that the provisions of the Chapter XII-A shall continue to apply to him in relation to such investment income derived from the specified assets for that year and subsequent assessment years until such assets are transferred or converted into money.

– As per the provisions of section 115I of the Act, a non-resident Indian may elect not to be governed by the provisions of Chapter XII-A for any assessment year by furnishing his return of income for that assessment year u/s 139 of the Act, declaring therein that the provisions of Chapter XII-A shall not apply to him for that assessment year and accordingly his total income for that assessment year will be computed in accordance with the other provisions of the Act.

F. <u>Special Tax Benefits available to Foreign Institutional Investors ("FIIs")</u>

1. Under section 115AD, income (other than income by way of dividends referred in section 115-O) received in respect of securities (other than units referred to in section 115AB) shall be taxable at the rate of 20% (plus applicable surcharge on tax and cess on tax and surcharge).

2. Under section 115AD, income by way of STCG or LTCG arising from transfer of securities (other than units referred to in section 115AB), shall be taxable as follows:

 - In the case of STCG, tax shall be calculated @ 30%. However, in case of transfer of a short-term capital asset, being an equity share in a company or a unit of an equity oriented fund or a unit of a business trust and where such transaction is chargeable to STT, STCG shall be taxable @15% (plus applicable surcharge and cess).;

 - LTCG shall be taxable @10% (plus applicable surcharge and cess). However, in case of transfer of a long-term capital asset, being an equity share in a company or a unit of an equity oriented fund or a unit of a business trust and where such transaction is chargeable to STT, LTCG, exceeding Rs. 1 lac shall be taxable @10% (plus applicable surcharge on tax and cess on tax and surcharge) with effect from A.Y. 2019-20 u/s 112A of the Act, subject to the conditions specified in the said section.

 - Such capital gains would be computed without giving effect of first proviso (foreign exchange fluctuation benefit) and second proviso (indexation benefit) to section 48.

 No deduction u/s 28 to 44C or clauses (i),(iii) of Sec. 57 or under Chapter VI-A shall be allowed if the Gross Total Income of the FII consists only of income received in respect of securities taxable @ 20%.

3. Under section 115JB, income accruing or arising to a foreign company from capital gains arising on transactions in securities is excludible from computation of Book Profits if:

 - Such income is credited to statement of profit and loss and

 - Income tax payable thereon is less than 18.5%

Corresponding expenditure in relation to such income is added to Book Profits.

4. However, as per Explanation 4 to section 115JB, provisions of section 115JB shall not be applicable on a foreign company if:

   - It is a resident of a country or a specified territory, with which India has entered into Double Taxation Avoidance Agreement as per section 90(1) or the Central Government has adopted any agreement as referred to in Section 90A(1) and it does not have a permanent establishment in India in accordance with the provisions of such agreement, or

   - It is a resident of a country with which India does not have an agreement as referred to above and such FII is not required to seek registration under any law in force in India.

G. General Anti- Avoidance Rule ('GAAR)')

In terms of Chapter XA of the I.T. Act, General Anti-Avoidance Rule may be invoked notwithstanding anything contained in the I.T. Act. By this Rule, any arrangement entered into by an assessee where the main purpose of the arrangement is to obtain a tax benefit may be declared to be impermissible avoidance arrangement as defined in that Chapter and the consequence would be inter alia denial of tax benefit or a benefit under a tax treaty which shall be determined in such manner as is deemed appropriate, applicable w.e.f FY 2017-18.

The Central Board of Direct Taxes (CBDT) vide Notification No. 49/2016, dated June 22, 2016, has amended the GAAR. GAAR provisions are not applicable to any income accruing or arising to, or deemed to accrue or arise to, or received or deemed to be received by, any person from transfer of investment made prior to 1 April 2017. Further, GAAR provisions are applicable to any arrangement (if held as impermissible avoidance agreement), irrespective of the date on which it has been entered into, in respect of the tax benefit obtained from an arrangement on or after April 1, 2017.

Notes:

1. All the above benefits are as per the current tax law relevant for Assessment Year 2019-20 (considering the amendments made by Finance Act, 2018). Shareholder is advised to consider in his/her/its own case, the tax implications of any new enactments which may change/modify the law.

2. The above Statement of Possible Direct Tax Benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of equity shares.

3. In view of the nature of tax consequences, being based on all the facts, in totality, of the investors, each investor is advised to consult his/her/its own tax advisor with respect to specific tax consequences.

4. Several of these benefits are dependent on the company and its shareholders fulfilling the conditions prescribed under the provisions of the relevant sections under the relevant tax laws.

5. Transactions between non-residents may be subject to Capital gains tax in India on indirect transfer of shares in India if it falls within the ambit of section 9(1)(i) and other applicable domestic Act sections and relevant DTAA provisions. Investor should take expert advice on this aspect.

SECTION V – ABOUT US

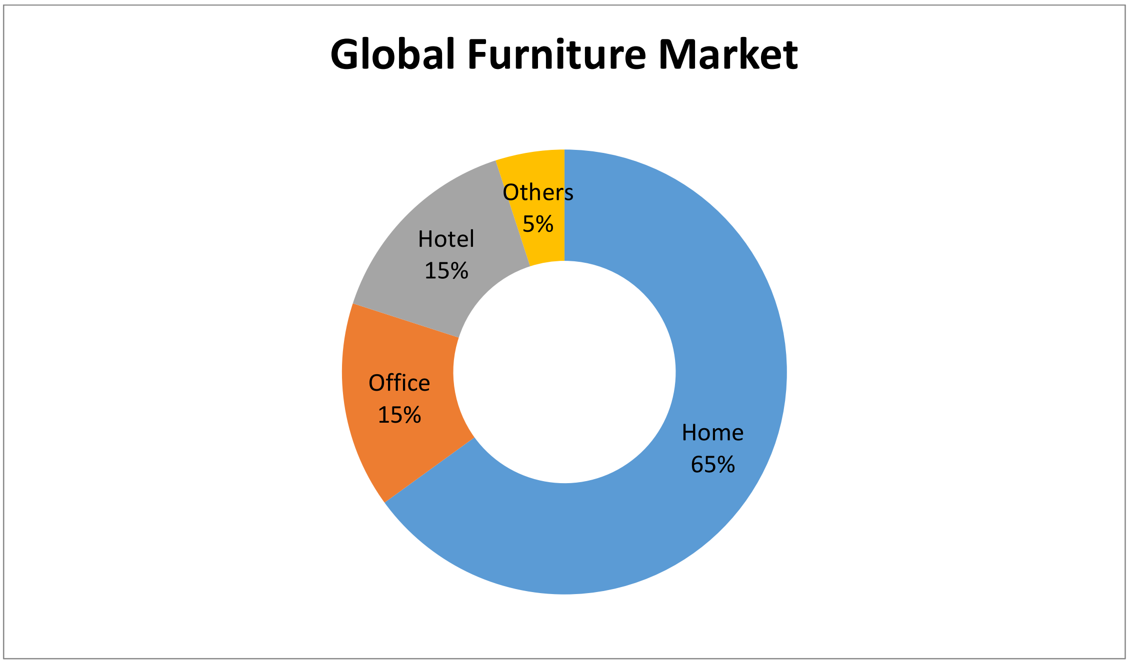
SUMMARY OF INDUSTRY

(*The information in this section is derived from various publicly available sources and other industry sources. This information has not been independently verified by us or our respective legal or financial advisors, and no representation is made as to the accuracy of this information. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured and accordingly, investment decisions should not be based on such information.*)

Global Furniture Market

The global furniture market can be broadly categorized into four categories - domestic furniture, office/corporate furniture, hotel furniture and furniture parts. Globally, domestic furniture accounts for 65% of the production value, whilst corporate/office furniture represents 15%, hotel furniture 15% and furniture parts 5%.

Global furniture market size was USD 331.21 billion as on 2017 & it is expected to grow at CAGR of 5.2% between 2018 to 2024 with estimated market size of USD 472.30 billion in 2024.



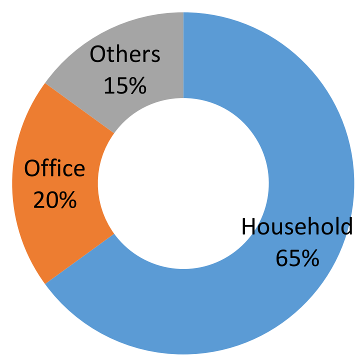
(Source: IBEF)

Indian Furniture Market

The Indian furniture market has grown at a CAGR of 17.2% for the period FY'2008-FY'2013 and is growing at a CAGR of around 26% during 2014-19 as per Brandalyzer. India's furniture market is projected to cross USD 32 billion by 2019 as per TECHSCI Research. Accordingly, we estimate market size as on 2018 would be around USD 25 billion. The country's furniture market is expected to grow at a rapid pace due to rising disposable income, expanding middle class and growing number of urban households. In addition, the anticipated rise in tourism and hospitality sectors is also expected to spur the furniture demand in the country through 2019. Western and Southern region would continue to be the leading revenue generators due to expanding distribution network of furniture manufacturers in these regions. Uttar Pradesh, Kerala, Punjab, West Bengal and Andhra Pradesh are the major suppliers of wood, which is the most widely used raw material in the country's furniture market.

As with the global market, home furniture is the largest segment in the Indian furniture market, accounting for about 65 % of furniture sales. This is followed by, the office furniture segment with a 20 % share and the contract segment, accounting for the remaining 15 %.

Indian Furniture Market- Consumer Segments



(Source: IBEF, Industry Sources)

Home Furniture

Home furniture in India is available in a wide range, to cater to different customer needs. A typical middle class urban Indian home has five rooms (including kitchen and bathroom). About 25% of the urban populations live in homes with five rooms or more, while 45% live in houses with three rooms or less. About 16% is estimated to live in single-room homes. The type of furniture used depends on the customer's affluence and taste.

The rich and upper middle class is typically very attentive to design and quality, so price is rarely a determining factor.

In general, European style furniture is only found in homes of the urban upper class. Demand for furniture of international standards is limited to the larger cities. It is also estimated that the wealthier classes do not change furniture very frequently; the average life of a piece of furniture is about 20 years and some craftsmen's pieces are used for as long as 50-70 years. Colonial furniture is still very common in India, but the trend seems to be declining slowly.

Office Furniture

The office furniture segment caters to the commercial and office space. This segment has witnessed rapid growth in recent years, in line with the growth in the Indian economy and subsequent demand for office space. The thrust on real estate and office construction is expected to sustain in the near future, indicating continued growth for the furniture industry.

The contract segment caters primarily to hotels and its growth is consequently linked to growth in tourism and development of new hotels.

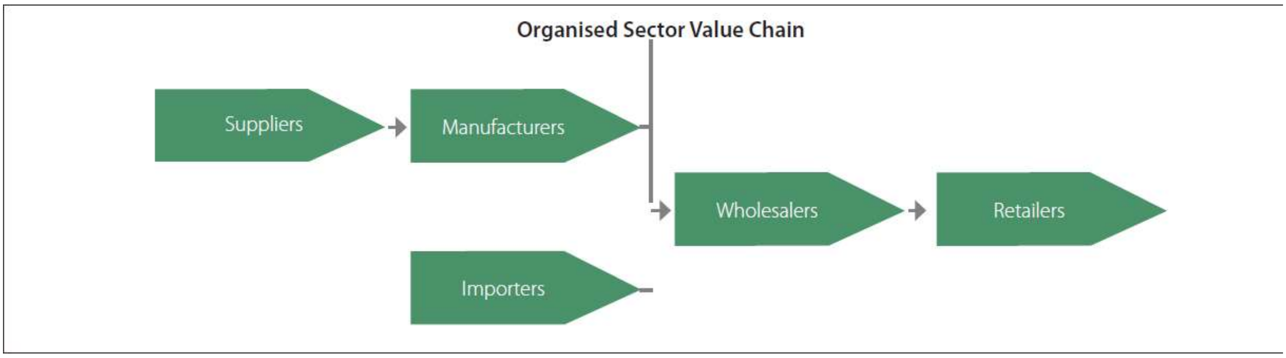
City wise Hotel Room Supply & Proposed Addition:

	2016-17	Proposed Supply by FY22	Increase in Supply
Agra	2092	754	36%
Ahmedabad	3117	1345	43%
Bengaluru	11995	4418	37%
Chennai	8332	1767	21%
New Delhi	14296	1715	12%
Gurugram	5263	1743	33%
Goa	6400	2870	45%
Hyderabad	6254	1475	24%
Jaipur	5058	1713	34%
Kolkata	3199	2194	69%
Mumbai	13494	3680	27%
Pune	6445	1308	20%
Other Cities	31852	21042	66%

(Source: CMIE,IHS)

Indian Furniture Industry Value Chain

The Indian furniture industry value chain represents sourcing, manufacturing and distribution, to sales and after sales. In the Indian context, players are actively engaged in each of these activities.



Various types of raw materials are used for furniture making in India. The key raw materials include wood, metal and plastic, with bamboo and cane also being used in some cases. Wood accounts for nearly 65 % of all furniture made in India. This includes several types of indigenous wood, as well as imported wood. India imports wood from various South East Asian countries such as Indonesia.

OVERVIEW OF INDIAN PLYWOOD MARKET

The plywood industry is one of the oldest in the country. Its genesis dates back to the time when the British introduced tea cultivation in the northeast and started cultivating tea-chest plywood for use as packing cases. The industry has been expanding its product range ever since. Its product range includes boiling water-proof preservative treated plywood, phenol formaldehyde (PF) bonded marine grade plywood and urea formaldehyde (UF) bonded commercial grade plywood, concrete shuttering plywood, marine plywood for boat/ shipbuilding/residential projects, fire-retardant plywood, chequered plywood for flooring, flush doors, etc.

Plywood is manufactured by assembling thin layers of wood veneers bonded together using powerful adhesives. Softwoods, hardwoods, or a combination of the two is used, such as several varieties of maple, mahogany, oak, pine, cedar and spruce, among others, in the production of plywood for various applications. Softwood plywood sheets are designed for installation on the exterior of a structure, whereas, hardwood plywood is used for manufacturing furniture and other interior applications

In India, plywood is mostly used for the manufacturing of furniture, accounting for two-thirds of the wood consumption. The Indian plywood market has grown at a CAGR of ~5% between 2010 and 2017.

<u>Plywood industry: Phase-wise transformation</u>

Industry Phase I

In the early 90's, the concentration of plywood companies was largely in the northeast, particularly Assam and Arunachal Pradesh, due to the proximity to huge forests resources there. The industry was mostly concentrated and largely dominated by organized industry players, which accounted for 60% of the industry size.

The major organised players included Kitply Industries, National Plywood Industries and Anchor Plywood & Boards, while Greenply and Century Plyboards India Limited were marginal players at that time.

The unorganised industry, which accounted for 40% of the industry size, was based out of Bihar, West Bengal, Madhya Pradesh and Haryana. Yamuna Nagar, Haryana had few plywood units during the period, manufacturing cheap commercial grade plywood from agro-forestry/plantation timber.

Industry Phase II (1996-2000)

The plywood industry almost came to a standstill with two major apex court judgements in 1996 and 1998:

- **Ban on tree felling:** The Supreme Court on December 12, 1996 in the landmark TN Godavarman versus Union of India case suspended tree felling in all 'forest' areas across the entire country. The court also interpreted the word 'forest' by its dictionary meaning. Prior to it, the word 'forest' was limited only to government declared forests, irrespective of whether it had tree cover or not.
    - Impact on the industry: This ruling virtually paralysed wood-based industries - saw-mill, veneer and plywood factories - located in states like Arunachal Pradesh, Assam, Manipur, Meghalaya, Mizoram, Nagaland and Tripura due to inadequacy of raw material.

- **Suspending licenses of wood-based industries:** Less than two years after the first order in the Godavarman case, another order on January 15, 1998 suspended licenses of all wood-based industries in the seven northeast states and ordered relocation of those industries to state-specified industrial zones, where they could be more closely monitored.

Industry Phase III (2000-Present)

The dynamics of the plywood Industry changed completely with the Supreme Court rulings. Organised players like CPBI and Greenply shifted their factories to West Bengal and started looking to build their manufacturing base in states with close proximity to port (for imported timber) or plantation timber. Leading players like National and Kitply were particularly reluctant to this shift and instead started outsourcing products from unorganised players, resulting in their downfall. Large unorganised clusters in Bihar and Madhya Pradesh, prevalent prior to 2000, started shutting down units or reduce their scale of operations due to high operating costs, led by sourcing of raw material from distant states.

With the industry gradually becoming dependent on plantation timber, small unorganized units started coming up in those states where plantation timber was available in abundance, resulting in scaling up of the so-called unorganised sector. Since then, the unorganised clusters started emerging in a big way in Haryana, Punjab and Uttar Pradesh in the North, Kerala and Karnataka in the South, Gujarat in the West and West Bengal in the East.

Plywood Industry Value Chain

FY13-18 CAGR of 10-12%	Luxury / Premium plywood (Rs 100-140 psf)	• Market size: Rs 38bn • Market share: 20% • Market leadership: Largely organised • Organised to unorganised mix: 70:30 • Key brands: Luxury – Green Club & Century Architect • Premium – Greenply & Century ply
FY13-18 CAGR of 5-7%	Medium/Mass plywood (Rs 70-90 psf)	• Market size: Rs 97 bn • Market share: 51% • Market leadership: Largely unorganised • Organised to unorganised mix: 15:85 • Key brands: Ecotec and Sainik • New Brands – Jansathi and Bharosa
FY13-18 Flat / Degrowth	Low-end plywood (Rs.40-60 psf)	• Market size: Rs 55bn • Market share: 29% • Market leadership: Unorganised sector • Organised to unorganised mix: 0:100 • Key brands: None

The plywood segment in India is put at Rs.190 billion, and MDF at Rs.18 billion for FY 2017-18. The former is dominated by the unregulated market (70%), with the balance falling in the formal market. MDF falls fully in the regulated segment.

- **Premium Plywood Market**

The Rs.38 bn luxury/premium plywood segment accounts for 20% of the total plywood market. This market is predominantly dominated by the Tier I brands: Greenply and Century Plyboards India Limited. Both these brands have over 65% of their respective turnover accruing from the luxury/premium plywood space.

Demand for luxury/premium plywood is largely confined to metros and Tier I cities and cases where there is uptrading or consumers moving up the value-chain. While Tier I brands would continue to dominate this space with their strong brand pull, the sustained slowdown in metros and Tier I cities in India is likely to result in lower offtake.

- **Medium Mass Plywood Market**

Market size of the medium/mass market plywood space was estimated at Rs.97 bn for FY 17-18.

This market is predominantly dominated by various unorganised clusters across India. The Medium plywood space accounts for 51% of the total plywood market and has been growing at 5-7% over the last decade. Unlike the premium space, Tier I brands account for mere 4% of the mid-market plywood space, while the unorganised sector control 86% of the market.

Demand for mid/mass market/commercial grade plywood is largely confined to Tier II and III cities, where there is strong government thrust on affordable housing. Tier I brands have a huge structural opportunity in this space in terms of the gradual shift from unorganised to organised brands.

- **Low End Plywood**

Low-end plywood's market size is currently pegged at Rs.40bn. This market is entirely dominated by various unorganised clusters spread across India. This cheap plywood category accounts for 29% of the total plywood market and has been either de-growing or growing at a flattish rate over the last five years. Tier I and II brands do not have any presence in this space.

Low-end plywood is largely a price market, driven by poor quality products. However, this space has been losing market share, with the MDF category witnessing increasing acceptance.

Going forward, it is expected to continue to face challenges, led by:

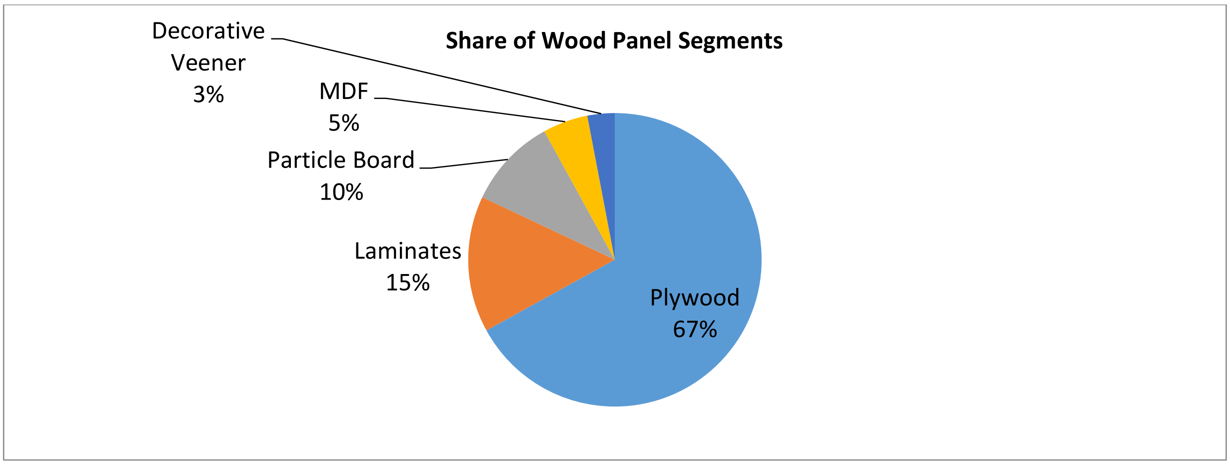
- Rising plywood prices due to the recent spike in face veneer prices post the Myanmar timber ban;
- Increasing awareness and acceptance of MDF due to better durability and aesthetic capabilities, and
- MDF prices now being either at par or just 5-10% expensive to cheap plywood.

The Indian interior infrastructure industry has been growing at a rapid pace over the last few years. One of the major verticals of the interior infrastructure industry is the wood panel market, which comprises of materials used in building furniture: plywood; decorative surface products like laminates and veneers; and engineered wood panels like Plywood Board and MDF. The Rs.270bn Indian wood panel market has been growing at 10-12% CAGR over the last few years. The growth drivers include higher disposable income; rising urbanisation; growth in the real estate sector, particularly in Tier II and III cities; shift to branded from unbranded products and the fast-growing replacement market.

Indian wood panel industry overview

The Indian wood panel industry is primarily consists of materials used to make furniture. They include: plywood, surface products (laminates and veneer) and engineered products (MDF & particle board). While plywood and MDF form the backbone material for furniture, laminates and veneers are used for decorative purposes.

The Indian interior infrastructure industry has been growing at a rapid pace over the last few years. One of the major verticals of the interior infrastructure industry is the wood panel market, which comprises of materials used in building furniture: plywood; decorative surface products like laminates and veneers; and engineered wood panels like Plywood Board and MDF.

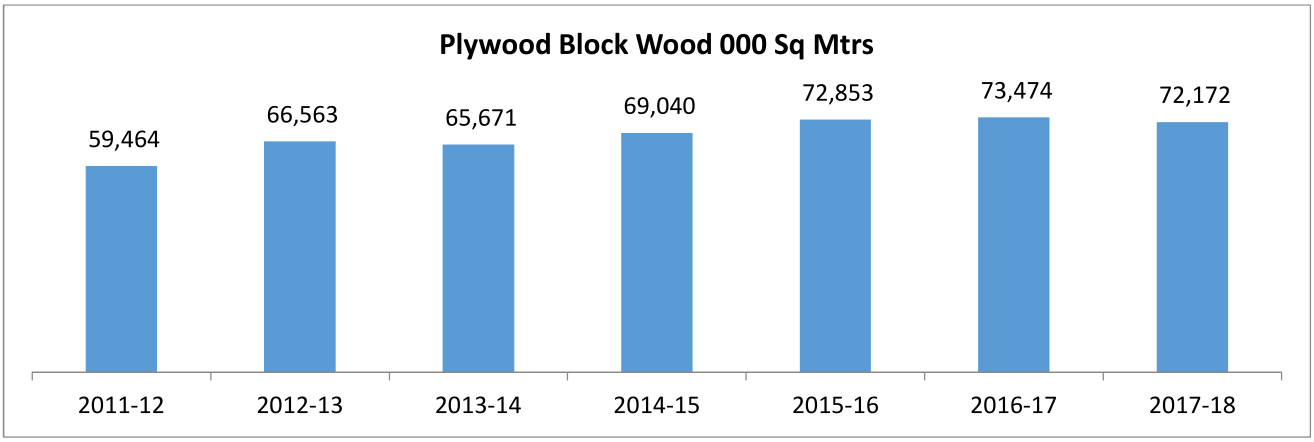


(Source: CLSA, Industry Sources)

The Indian wood panel market has been growing at 10-12% CAGR over the last few years. The growth drivers include higher disposable income; rising urbanisation; growth in the real estate sector, particularly in Tier II and III cities; shift to branded from unbranded products and the fast-growing replacement market.

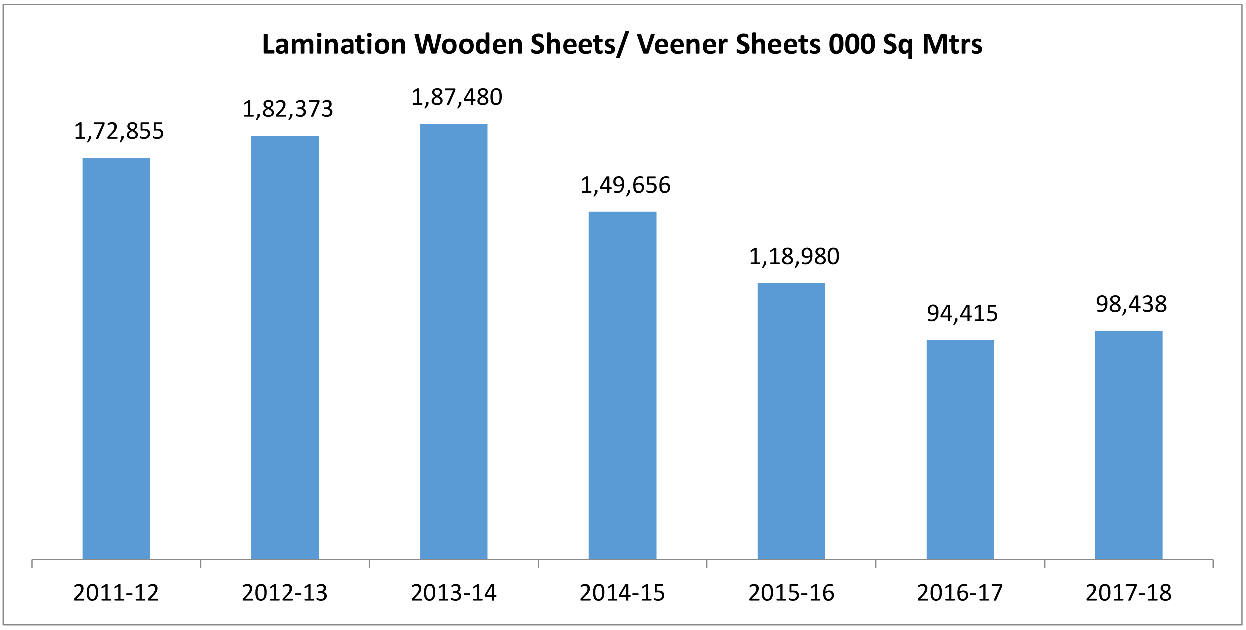
<u>**Production of Various Wood products:**</u>

Plywood Blocks



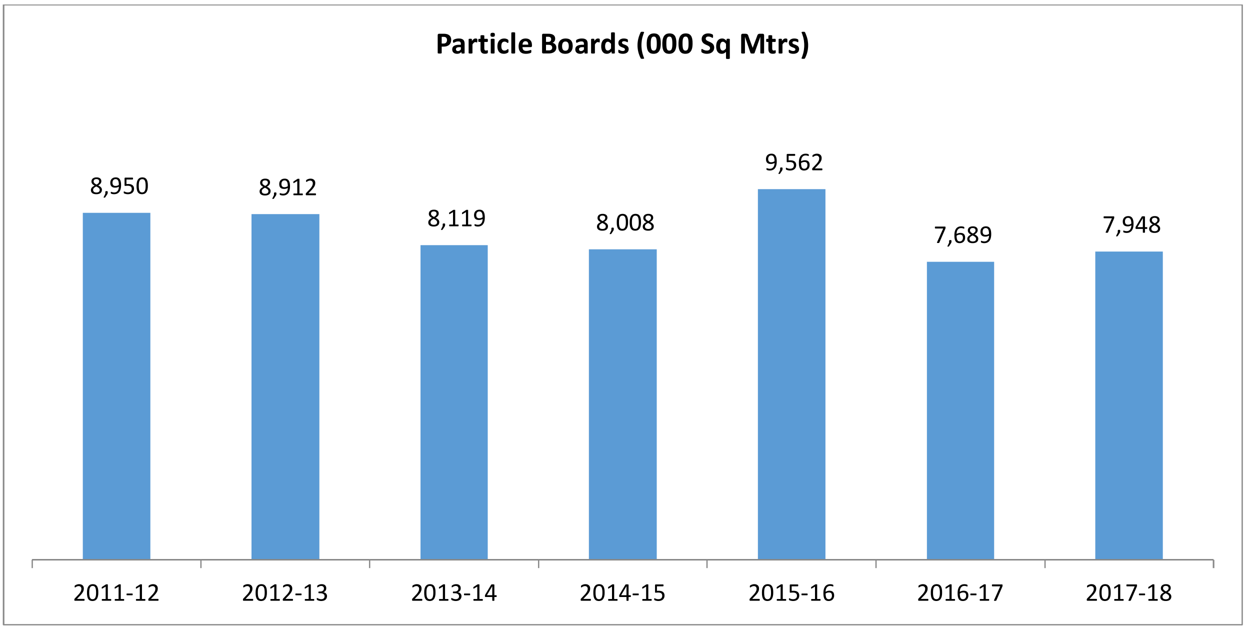
(Source: CMIE)

Lamination Wooden Sheets/ Veener Sheets



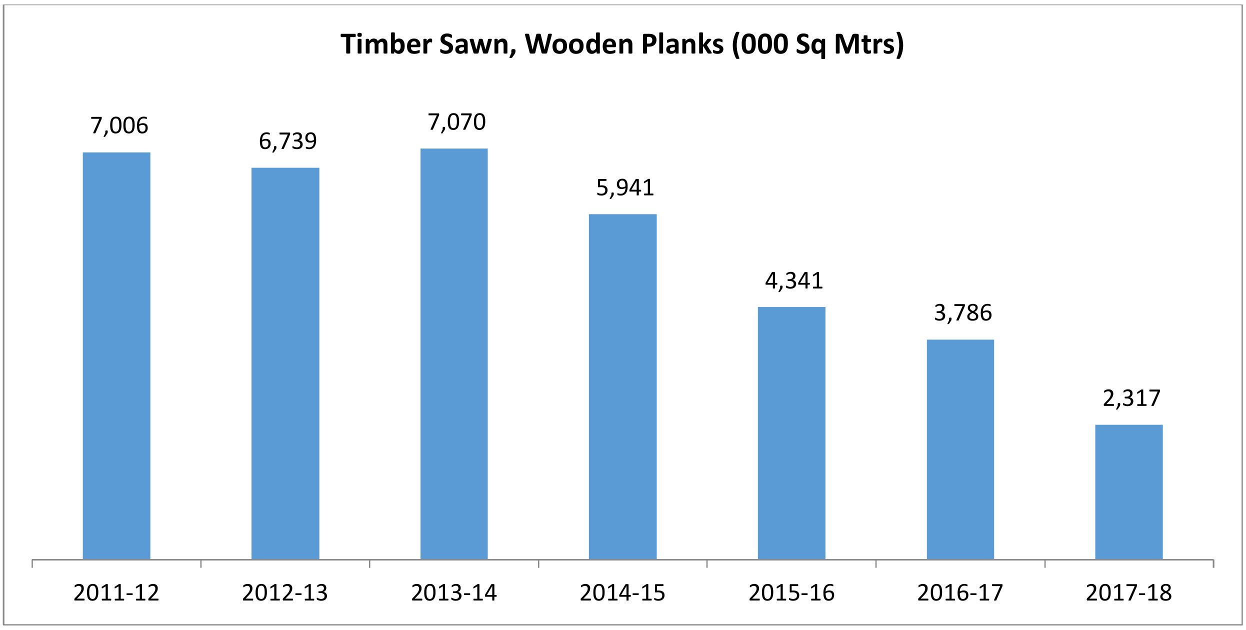
(Source: CMIE)

Particle Boards



(Source: CMIE)

Timber Sawn, Wooden Planks



(Source: CMIE)

OVERVIEW ON MEDIUM DENSITY FIBERBOARD MARKET

MDF- Introduction

Medium density fibreboard (MDF) is a relatively newer type of engineered wood product, which acts as a substitute superior to cheap unorganized plywood. It comprises fine particles. Hence, its surface grain is not affected by paint. MDF is used in a variety of applications like shelves, decorative moulding, doors, furniture and laminated flooring.

MDF is produced by breaking down hardwood and softwood residuals into wood fibres. Wood fibres are then combined using wax, resin and heat press. Key product differentiation between different wood-based product categories is as below.

Factors	Traditional Plywood	MDF	Particle Board
Manufacturing Process	Thin sheets of veneer are glued together	Produced by breaking down hardwood and softwood residuals in to wood fibres. Wood fibres are combined using wax and resin and heat press.	Particle board is a waste-wood product made by heat pressing saw dust and resin
Strength	Highest	Medium Strength	Lowest
Pricing	Costlier	50% cheaper than plywood	20% Cheaper than MDF
Weight	Heavier than MDF/particle board	Weighs 10-15% more than particle board	Lighter than MDF and plywood
Moisture	Less susceptible to water damage	Laminated MDF resistant to moisture	Swells in contact with moisture
Piercing	Can handle Screws and nails	Can handle screws	Can handle only screws
Molding capacity	Difficult to cut. Cannot be molded easily	Can be moulded easily. Easily machined and painted	Can be moulded easily

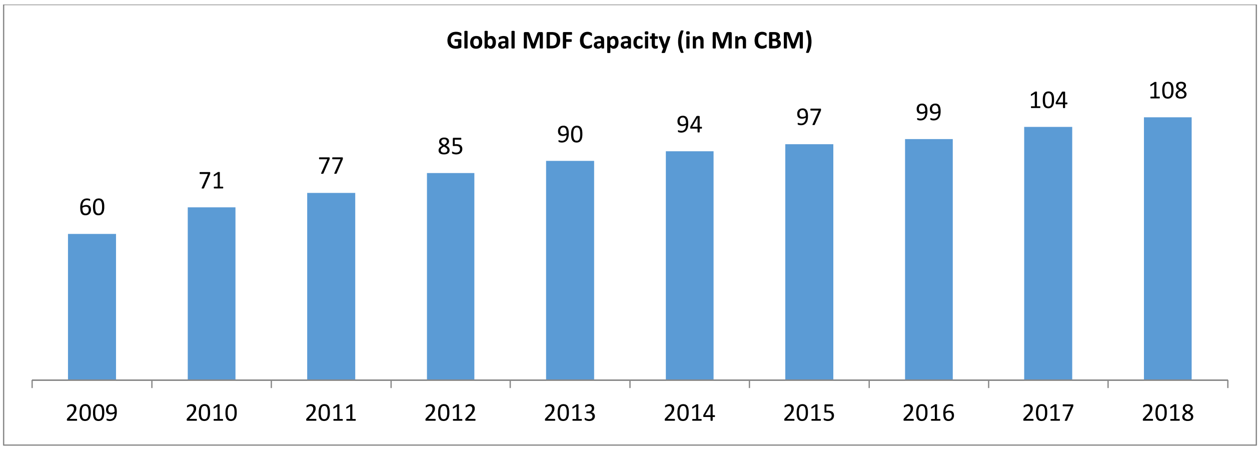
MDF is manufactured with wood solids, wax, and resin bonded together under high temperatures to create a uniform wood-like product that is far cheaper than low-end plywood.

Technological Superiority of MDF over Plywood

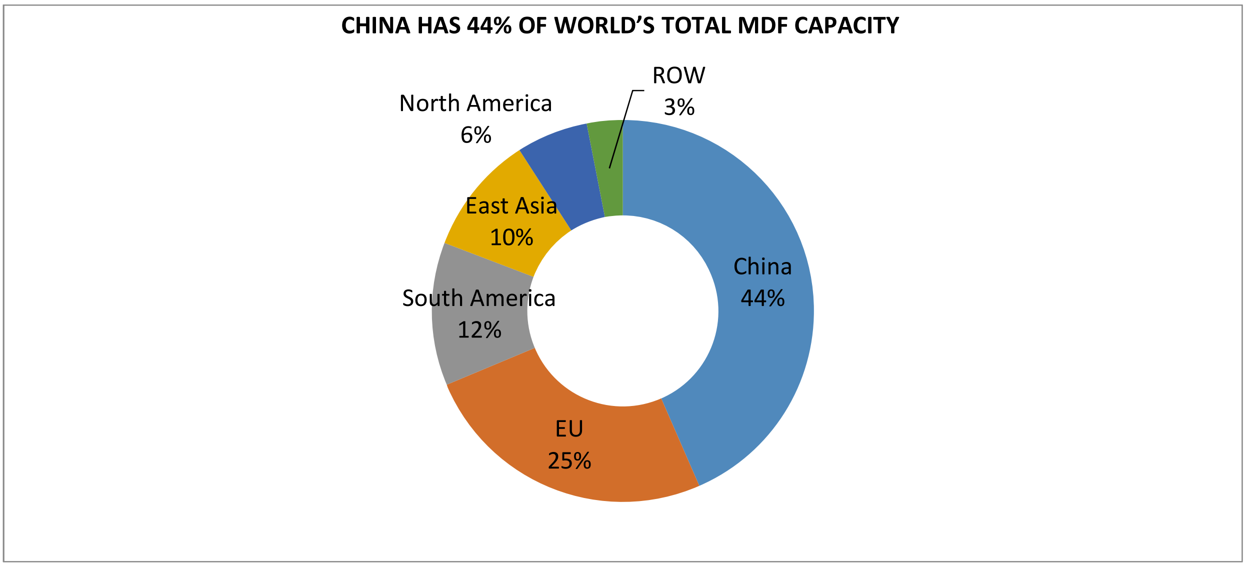
- Fire Resistant
- Moisture Resistant
- Temperature Resistant
- Easier Pest Control
- Low Maintenance

The medium density fibreboard market in India is entirely organised as this segment poses a daunting entry barrier in terms of high capital investments. Medium density fibreboards are increasingly being used as a substitute for low to medium quality plywood as it is 40-50% cheaper, resistant to moisture and can be easily moulded and machined for diverse applications

Globally, MDF capacity outlook calls for a rise in MDF capacity to 97 mn CBM in 2015 to 104 mn CBM in 2018. Considering the fact that global MDF capacity in 2004 was less than 50mn CBM, it is clear that MDF continues to be a growth story all over the world.



(Source: CLSA, Industry sources)

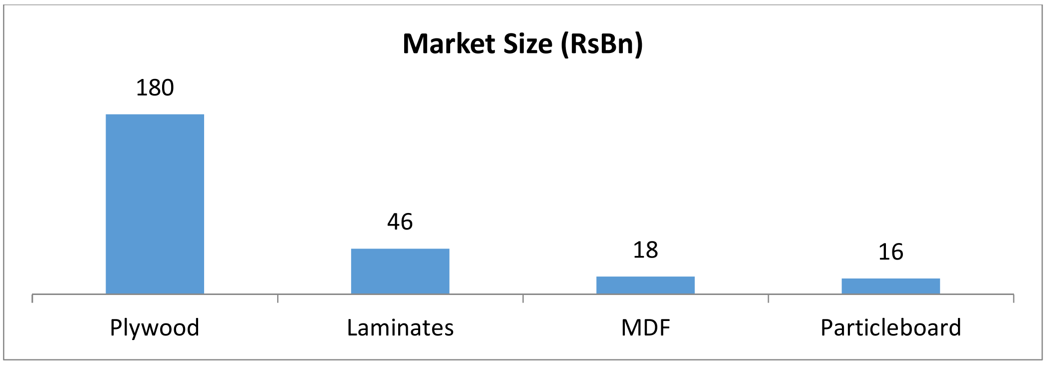


(Source: CLSA, Industry sources)

Globally, 80% of the wood panel used for furniture has been MDF as compared to less than 10% for India. While the first Indian MDF plant was commissioned in 1987, the product category lagged in terms of awareness until 2006 due to absence of large number of players entering this segment. Mangalam Timber and Nuchem were the only players manufacturing MDF during 1987-2006, resulting in limited product acceptance.

However, the inflection point actually occurred post CY06 when new players forayed into the segment which led to increasing awareness and acceptance of MDF. The entry of large wood panel players like Century Plyboards Limited over the next couple of years would further aid the growing acceptance

Indian Plywood Market Sizes



(Source: CLSA, Industry sources)

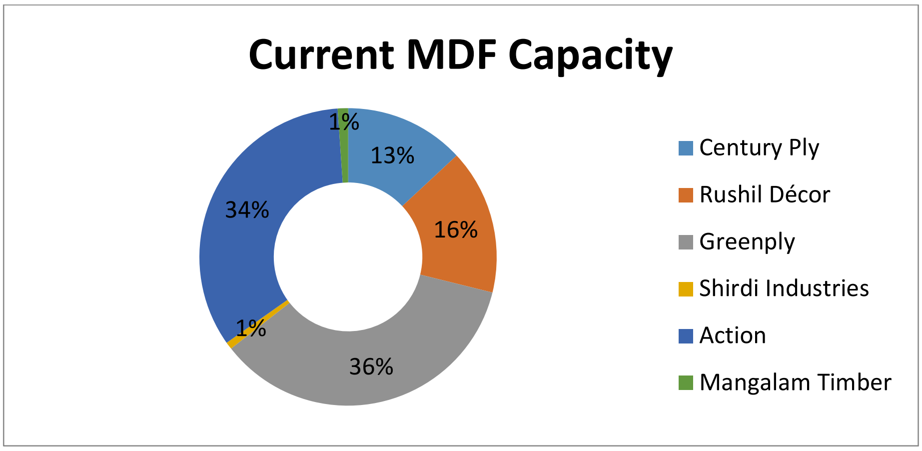
The MDF industry in India accounts for a mere 5% share of the wood panel industry and is worth Rs.18 billion. The industry is completely organised in India in terms of manufacturing MDF and the remaining players are trading in MDF. MDF is not as strong as plywood but looks quite attractive on account of its smooth surface finish.

Indian MDF Industry Key Players

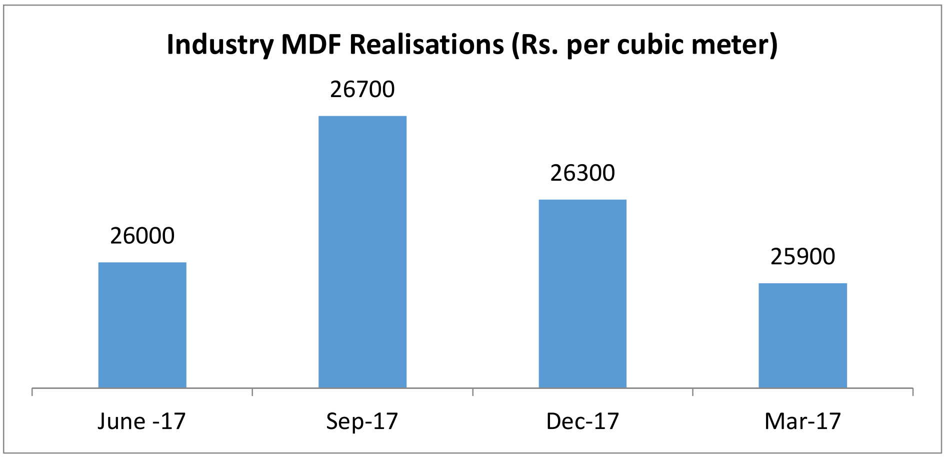
Key Players	Volume of MDF in CBM (Current + Proposed Expansion)
Mangalam Timber	17,000
Shirdi Industries	12,000
Action Group	511,000
Century Ply	198,000
Greenply Industries*	540,000
Rushil Decor	240,000

*The MDF business of Greenply has been transferred to our Company as a part of the Scheme.

MDF Capacity Share

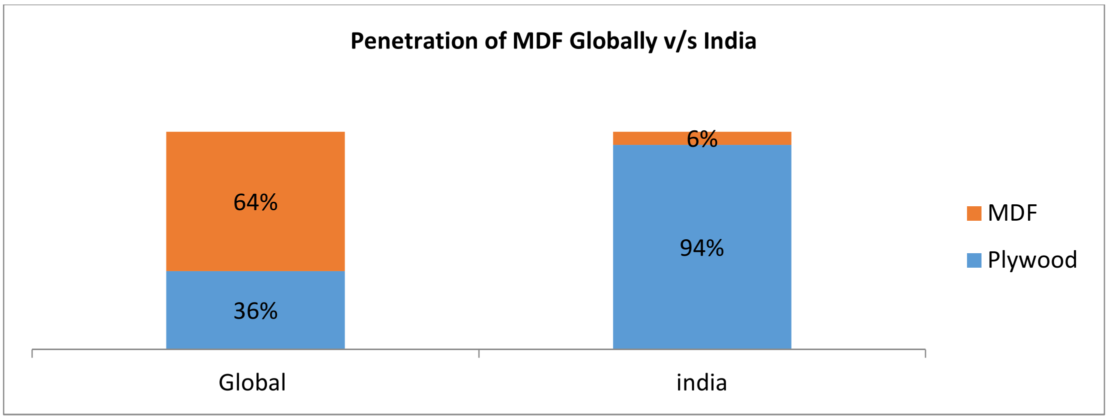


(Source: Company annual reports, Industry sources)



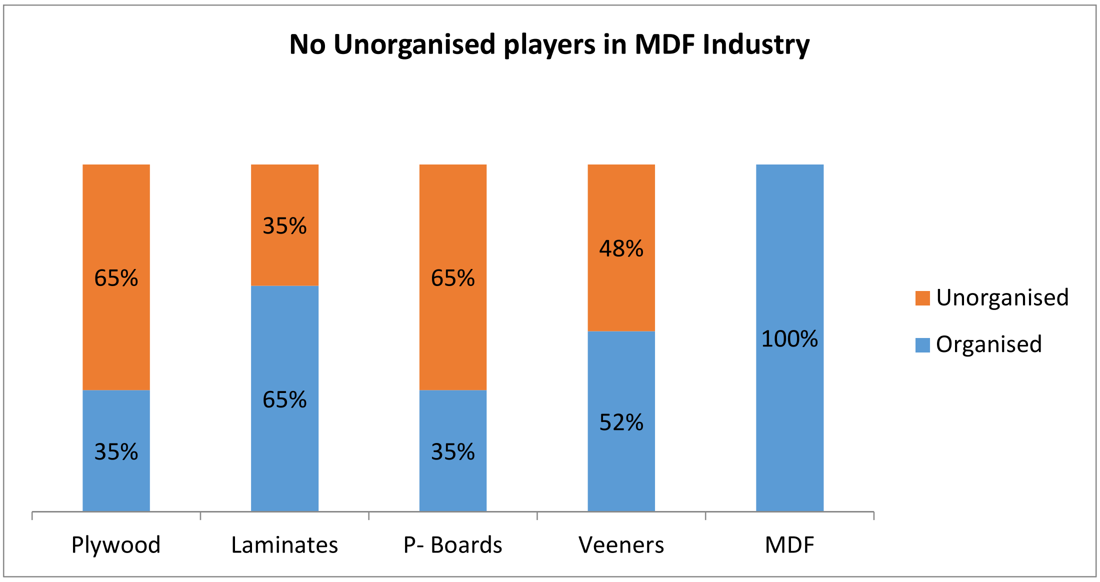
(Source: Edelweiss)

MDF is gradually replacing the low-end plywood. It is also the preferred choice of ready-made furniture manufacturers. MDF has several advantages over plywood such as low cost (almost ~50% cheaper than premium plywood) and better utility (can be easily molded, painted and machined). Even globally, industry is tilted towards MDF (compared with plywood) while Indian wood panel industry is dominated by plywood.



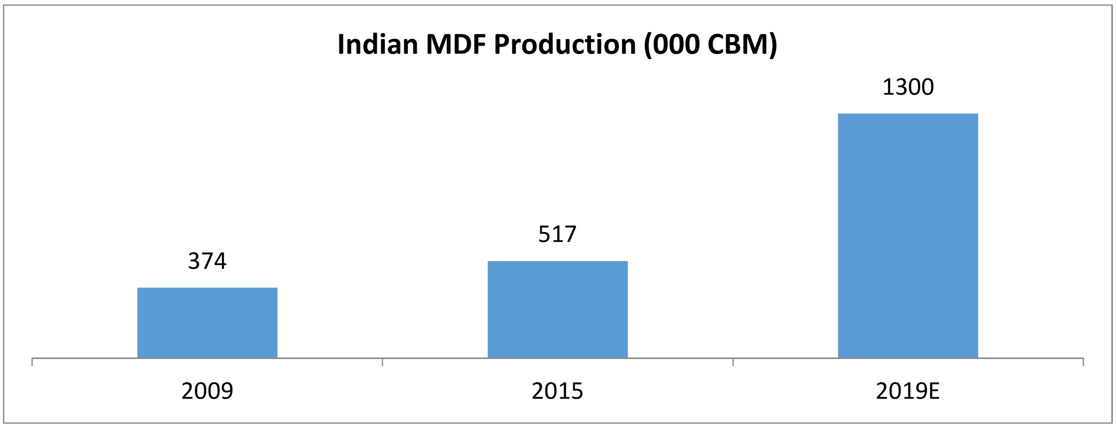
(Source: Industry sources)

Unlike plywood, there are no unorganized sector players in the MDF given high capital requirements. Rising demand in favour of MDF from plywood is a huge opportunity for large players like Century and Greenply. Other major players in MDF include Mangalam Timber Products, Shirdi Industries and Rushil Décor. Given rising demand and scope for import substitution (30% imports currently), there exists huge scope for domestic companies to increase MDF sales. Also, government has imposed an anti-dumping duty on the import of MDF board on thick boards (with thickness of over 6 mm) from Vietnam and Indonesia.



(Source: Industry sources)

Globally the share of fibreboards is 65%, which is diametrically opposite to the Indian share of fibreboards at only 15%. However, MDF is currently growing at 20% plus as it continues to cannibalise the cheap plywood market. This has led to many players proposing to set up/increase their MDF capacity.



(Source: Industry sources)

Over the last 2-3 years, rising preference for readymade furniture has been seen. MDF's demand is correlated to the furniture industry which is largely unorganised (~85%) with home furniture making up 65% of the furniture industry. E-tailing has further increased the demand for furniture with online furniture market expected to reach USD 0.7 billion by 2020.

Capacity Expansion Plans for Key MDF Players as on March 2018:

Greenply	Investing Rs.7.5bn to set up a new MDF facility in Andhra Pradesh to tap the South India market and also for exports. The facility will

	have annual production capacity of 360,000 CBM. Currently, the company has capacity of 180,000 CBMs in Uttarakhand.
Century Ply	New MDF plant with a capacity of 198,000 CBMs commenced production in 3QFY18. Management is looking to enhance capacity of the existing plant and also planning to set up new plants in UP and Assam
Action Tesla	Action Group is one of the pioneers of MDF in India. Action Tesla is in the process of setting up a new MDF plant; with this expansion it would have annual production capacity of 511,000 CBMs.
Rushil Decor	Has current capacity of ~90,000 CBMs per annum; plans to set up a new unit in Andhra Pradesh with annual capacity of ~240,000 CBMs

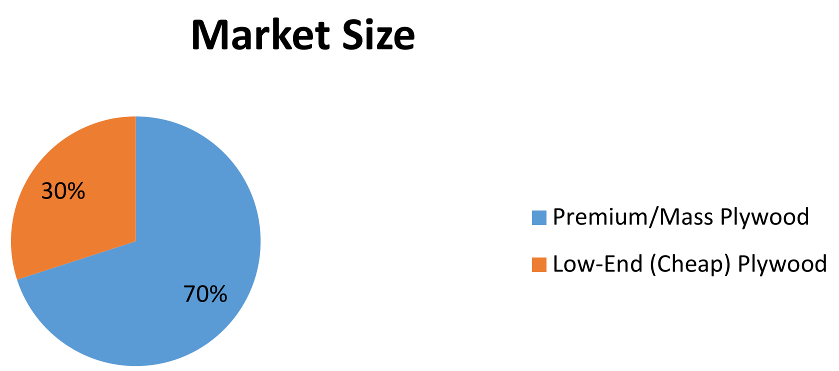
(source: CLSA report)

Growth Drivers

MDF has gained market share over the years with its advantages like its eco-friendly nature with 90% wood to MDF conversion ratio, its affordability and readymade product nature. Going ahead, the demand driver for the segment would be office furniture, modular kitchens, replacement of low-quality plywood and increasing consumer awareness. Furthermore, the Centre's decision on fresh licensing for manufacture of plywood has led to an increasing gap between demand and supply of plywood. This could increase the use of engineered panel products and is a positive development for the MDF industry.

MDF – a substitute for low-end plywood

MDF is priced in a similar range as low-end plywood. It is thus superior to cheap unorganised sector plywood. Also, the GST Council cut the GST rate on MDF from 28% to 18%. The reduction should increase its competitiveness.



(Source: CLSA, Industry sources)

Increasing demand for modular furniture

With increasing urbanisation, demand for ready-made furniture, manufactured with engineered panels like MDF, is rapidly growing as consumers are increasingly finding themselves short on time and inconvenient to get customised furniture fabricated by carpenters. Affordable housing and the culture of ready-to-move-in offices/retail outlets, with low-cost modular furniture, which is comparatively new to India, are fast gaining popularity.

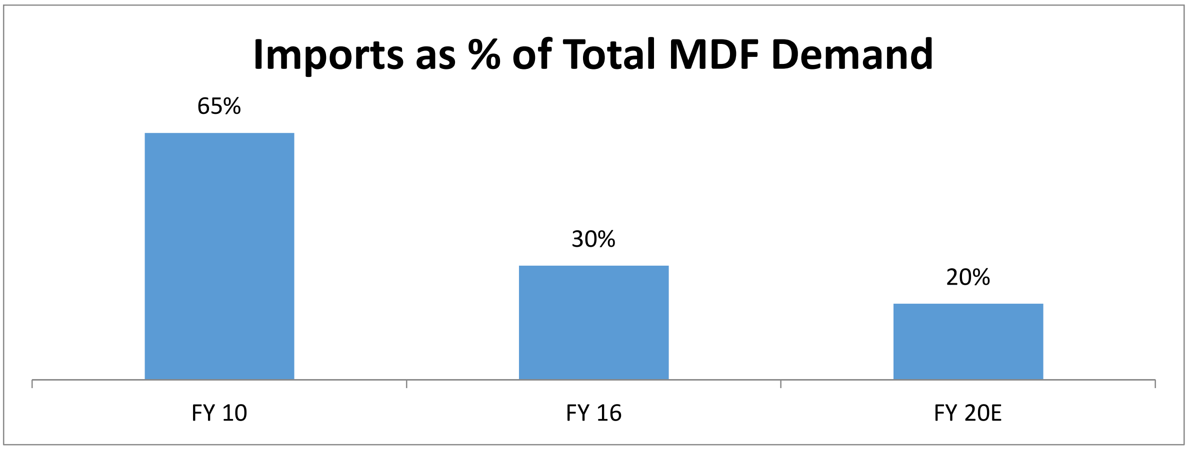
Affordability and aesthetic attributes key USP of MDF

The other advantage of using MDF is its affordability and its carving and moulding attributes. MDF is highly affordable as compared to premium plywood and is on par or mere 5-10% expensive to cheap category plywood. At present, MDF largely competes with cheap category plywood as it has better density and thus durability; better finish and carving attributes.

(Source: CLSA)

Import substitution to be a key driver in the near-term

A large proportion of the MDF still continues to be imported into India from China and South-east Asian countries. Owing to proximity to ports, the majority of imports arrive in South and West India whereas realizations in North are better due to a logistics cost advantage (over imports).



(Source: CLSA, Industry sources)

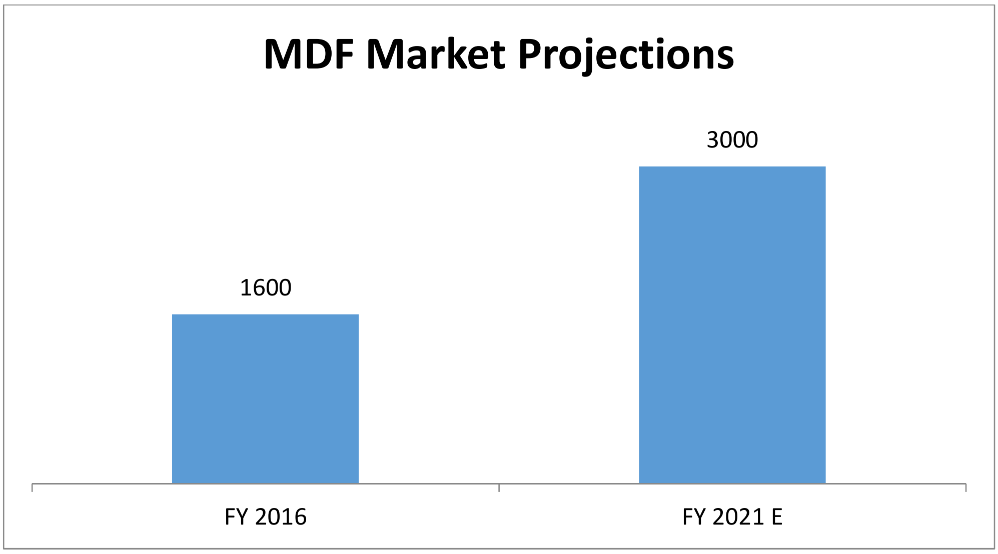
Anti-dumping duty is levied on plain MDF boards imported from Indonesia and Vietnam (valid till July '21) for panel board thickness of 6mm and above. This duty gives a competitive advantage to domestic manufacturers over imported products.

Increasing applications

MDF usage is not only restricted to furniture, but has diverse applications. MDF is used in over 100 applications including handicrafts, gift boxes, photo lamination and frames, shoe heels, automobile door trims, loud speakers, textiles planks, among others. These applications have been replacing cardboard and hardboard with MDF due to better durability

Growing private consumption

India is witnessing consistent rise in private consumption levels, growing at a rate of more than 7% since FY2016 and is expected to remain so until FY19.



(Source: IDBI Capital, Industry sources)

MDF market has grown at a CAGR of 20% during FY12-17. Looking ahead, MDF market size is expected to double to Rs.30 bn over FY16-21E. South India remains the largest consumer of MDF, accounting for 45% of India's MDF consumption, followed by North with 30%.

DEMAND DRIVERS, TRENDS, & OPPORTUNITY FOR THE MDF AND PLYWOOD INDUSTRY

- **Demand Drivers**

  - **Urbanisation:** Urbanisation is a key driver of India's housing sector. Urbanisation was 33.2% of India's population and expected to reach 36.2% by 2025 – on a larger population base, warranting a need for more homes. This would create opportunity for ancillary sectors as well including furniture.
    - Pradhan Mantri Awas Yojana (PMAY) – trigger for MDF segment: The government has set an aim to build ~1.2cr houses by 2022 under PMAY, which would increase the demand for plywood industry for making doors and furniture. Moreover, in the lower segment, demand for MDF would increase for these houses

  By 2050, 60% of Indians will live in cities. Delhi, Mumbai, and Kolkata will be among the world's largest cities and cumulatively become home to ~100 million people. This rapid urbanisation would require more homes to be built in the cities, which, in turn, will drive the demand for wood panel products in the coming years.

  - **Demographic dividend**: Per capita income during FY2017-18 was estimated at Rs.11782, rising 8.3% compared to FY2016-17, evolving consumption patterns. India is set to become the world's youngest country by 2020 with 64% of the entire population in the working age group. Rise in education among the youth could lead to a decline in dependency ratio and enhance lifestyles. This, in turn could strengthen discretionary spending on consumer durables and premium products, expected to jump from current 40% to 46% of household income by 2025.

  - **Growing nuclearisation:** Spurred by the rapid growth in the number of nuclear families, the demand for homes has increased as well. Demand is expected to rise to 40% by 2030 while the urban housing requirement is estimated to reach 45 million units by 2022. This would generate demand for furniture in future.

  - **Increasing population:** India's population stands at 1.35 billion and accounts for a 17.74% share of the global aggregate. India is soon expected to become the most populated country. Consequently, India's population is expected to reach 1.46 billion by 2025. This will create a widening market of consumers, strengthening the offtake of home-building products.

- **Demand recovery**: With the demand for office space intensifying, rental values have increased in active micro-markets across India. This demand will be supported by ~117 million square feet of office space (Grade-A) scheduled to be completed between 2018 and 2020. Moreover, during Q1 of FY2018-19, the sector witnessed a 23% y-o-y increase in office space demand, with pan-India absorption recorded at 11.4 million square feet. Commercial segment of real estate is also expected to generate additional demand for MDF.

- **Availability of easy financing:** Credit to housing sector increased at a CAGR of 11.96 % during FY09–FY17, wherein, value of credit to housing sector increased from to US$ 114.1 billion in FY16 to US$ 133.1 billion in FY17. Apart from loans for home buying, lenders are sanctioning top up loans to furnish homes. People's borrowings in form of home loans and personal loans have also increased for the home improvement as well as home furnishing.

- **Increasing popularity for readymade furniture**: The market for readymade furniture in India is at a take-off point. The growing use of MDF over the conventional use of plywood has resulted in the increased demand for MDF. A significant volume of the MDF products procured in the country is imported, thus there is opportunity to fill the demand supply gaps.

- **Growing Industry**: The domestic MDF Board industry has witnessed around 20% CAGR as compared to 6-8% for plywood during 2012-2017. This has augured well with the fact that India has one of the lowest per capita MDF consumption as compared to its global peers giving its domestic MDF industry a chance to grow manifold.

- **Correction in price offered by unorganized sector**: During the earlier tax regime, unorganised players did not need to pay any excise duties as their revenues were <Rs.5 crore. The threshold limit of tax eligibility has been reduced to Rs.1.5 crore. On the other hand, organised players had to pay an excise duty of 12.5% and a VAT of 12.5%, with no provision to recover this outgo. Now, with timber set to be taxed at 18%, organised players will be able to offset it against an 18% GST rate applicable on the final product. This has made products manufactured by organised players more attractive on account of the overall price-value proposition. Benefits arising from the reduction in indirect tax rates are passed on to customers. This has helped narrow the difference between the selling prices of branded products and those of the unorganised variants from an erstwhile ~40% to 20%.

- **Key Trends**

  - MDF rides furniture demand, which is largely unorganized (~85%). Home furniture, for instance, accounts for 65% of the furniture industry. The big fillip to the country's furniture market has come from an unusual source - e-tailing. The latter has catalyzed furniture demand; online furniture market is expected to grow to USD 0.7 billion by 2020.

  - Globally, MDF market has grown approx. 11 times over the past couple of decades with a CAGR of 13%, forming 65% of the total plywood and MDF consumption. Whereas, in India the market has grown by 20% over the past five years forming just 6% of the total plywood and MDF consumption.

➢ China's annual MDF production was ~40 million cubic metres; India's production was <1 million cubic metres in FY 18. The penetration of MDF in the global wood panel market was 64%; it was a mere ~6% by value in India.

➢ The MDF underpenetrating might be correcting. The product is finally gaining acceptance for a host of reasons. One, a growing preference for readymade furniture. Two, import substitution coupled with the opportunity to replace low-end plywood varieties (similarly priced) should catalyse MDF offtake. Three, the GST Council's decision to moderate tax rate on MDF from 28% to 18% should enable it to compete better with plywood alternatives. Four, MDF offers benefits over low-cost plywood varieties.

➢ The wood engineered products like MDF Boards, laminates, WPC has been growing significantly over the past years, across both globally and domestically. Majority of this industry is captured by plywood manufacturers with MDF seizing the second highest proportion. However, with the passage of time, MDF is getting much larger coverage for its inherent benefits like cheaper material, ease of handling, wider range, higher strength and greater fire, moisture and temperature resistance capacity than plywood.

- **Opportunities**

➢ **Increasing popularity for readymade furniture**: The market for readymade furniture in India is at a take-off point. The growing use of MDF over the conventional use of plywood has resulted in the increased demand for MDF. A significant volume of the MDF products procured in the country is imported, thus there is opportunity to fill the demand supply gaps.

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COMPETITIVE LANDSCAPE

Followings are the major players in manufacturing of MDF products and which could be considered as competitors to each other due to its similar nature of business:

1. Greenply Industries Limited*

Greenply Industries Limited is engaged in the business of manufacturing plywood & allied products and medium density fibreboards (MDF) through its factories at various locations. The company's segments include Plywood & Allied Products and Medium Density Fibre Boards & Allied Products.

The Plywood & Allied Products segment is engaged in the business of manufacturing and trading of Plywood, block boards, veneer, doors and other wood panel products through its wholesale and retail network.

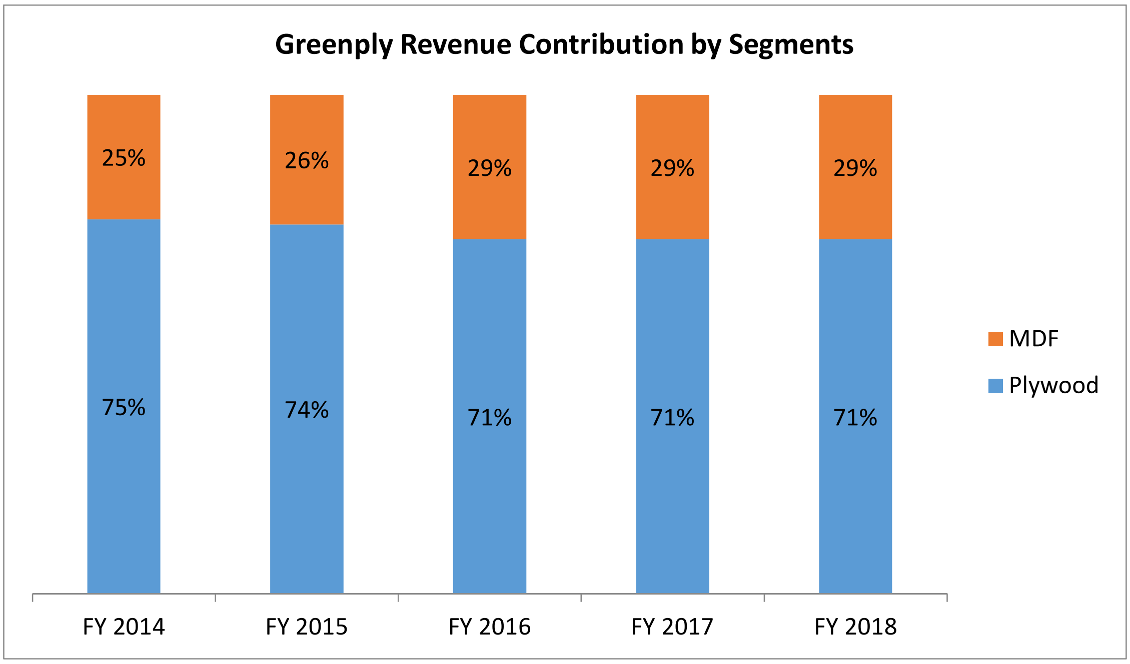
The Medium Density Fibre Boards & Allied Products segment is engaged in the business of manufacturing of Medium Density Fibreboards and other allied products through its wholesale and retail network. The company offers a portfolio of residential and commercial products comprising plywood and block boards, MDF, wood floors, flush doors and decorative veneers. The company offers wood floors under the brand name Green Floormax.

Capacity addition in MDF segment a growth catalyst: Greenply has added new MDF plant in Andhra Pradesh, which would increase the capacity from 1,80,000 CBM to 540,000 CBM.

(Rs.in crore)

	2013-14	**2014-15**	**2015-16**	**2016-17**	**2017-18**
Turnover	1390	1561	1656	1645	1651
Gross Profit	560	651	725	775	767
EBITDA	183	201	251	258	243
PAT	77	122	131	135	136

(Source: Company annual Reports/ investor presentation)



(Source: Company annual Reports/ investor presentation)

**Please note that Greenply's entire MDF business and plywood manufacturing unit at Pantnagar, Uttarakhand has been transferred to our Company as a part of the Scheme.*

2. Century Ply

Century Plyboards (India) Limited manufactures and sells plywood, laminates, decorative veneers, medium density fibre boards (MDF), pre-laminated boards, particle boards, and flush doors in India and internationally. The company operates through Plywood, Laminate, MDF, Plain Particle Board, CFS Services, and Other segments. It offers plywood, block-board, veneer, and timber; decorative laminates and pre-laminated boards; and container freight stations services. The company also trades in chemicals, minerals, and readymade furniture and equipment, as well as offers PVC sheets and fibre cement board. It also exports its products. The company offers its products under CenturyPly, CenturyPly Architect, CenturyPly Marine, CenturyPly Elasto, CenturyPly 710+ BWP Marine, Sharonply, Maxima, Century Win MR, Sainik, Technopine, Fire Safe, Bond 710, Century Laminates, Starline, Monocore, Century Ven Lam, Natzura Woods, Senzura Styles, Century Club Prime, Century 710+, Architect Door, Hector WPC Doorframes, Club Prime, Pro, Century Pre-lams, Century Face Veneers, Starke, Zykron, Century MDF, and Century Particle Board brand names. Century Plyboards (India) Limited was incorporated in 1982 and is based in Kolkata, India.

(Rs.in crore)

	2013-14	**2014-15**	**2015-16**	**2016-17**	**2017-18**
Turnover	1283	1564	1635	1782	1967
Gross Profit	352	537	592	653	659

	2013-14	2014-15	2015-16	2016-17	2017-18
EBITDA	157	267	290	314	312
PAT	66	150	169	185	156

(Source: Company annual Reports/ investor presentation)

3. Rushil Decor

Rushil Décor Limited manufactures and markets decorative laminates for home and commercial use in India and internationally. The company offers laminate sheets, medium density fibre boards, prelaminated medium density fibre boards, polyvinyl chloride boards, and particle board under the Vir Laminate brand. Its products are used in banking, healthcare, hospitality, and information technology industries. The company was founded in 1993 and is based in Ahmedabad, India.

(Rs.in crore)

	2014-15	2015-16	2016-17	2017-18
Turnover	278	297	309	346
EBITDA	30	36	51	59
PAT	-0.6	7.1	24.5	30.9

(Source: Company annual Reports/ investor presentation)

4. Mangalam Timber Products Limited

Mangalam Timber Products Limited manufactures and sells medium density fiberboards in India. The company was incorporated in 1982 and is headquartered in Kolkata, India. Mangalam Timber Products Limited is a subsidiary of B. K. Birla Group.

(Rs.in crore)

	2014-15	2015-16	2016-17	2017-18
Turnover	39	38	35	23
EBITDA	-10	-15	-10	-3
PAT	-15.7	-20.3	-13.8	-9.3

(Source: Company annual Reports/ investor presentation)

5. Shirdi Industries Limited

Shirdi Industries Limited was established in 1993. It is a wood based interior furnishings solution provider, engaged in the manufacture and distribution of an array of wood based panel products.

Presently, the company is having four manufacturing facilities. The company sells products under the brand ASIS

(Rs.in crore)

	2014-15	**2015-16**	**2016-17**	**2017-18**
Turnover	195.8	212.7	206.88	226.92
EBITDA	2.8	11.88	14.18	25.34
PAT	(98.15)	(12.86)	(74.26)	301.66*

*includes exceptional item of Rs.290 crore.

(Source: MCA website)

BUSINESS OVERVIEW

The following information is qualified in its entirety, and should be read together with the more detailed financial and other information included in this Information Memorandum, including the information contained in "Financial Statements" and "Risk Factors" on page numbers 156 and 22, respectively, of this Information Memorandum. Except as indicated otherwise, all references in this section to "we", "us", "our", or "our Company" are to Greenpanel Industries Limited and / or its Subsidiary, as appropriate.

Overview

Our Company is a wood based interior infrastructure company, primarily engaged in the manufacture of an array of wood- based panel products which includes plywood, MDF boards and allied products. Mr. Shiv Prakash Mittal and Mr. Shobhan Mittal are the promoters of our Company. Our Company was incorporated in the year 2017. We have through the Scheme acquired the Pantnagar (Uttarakhand) and Chittoor (Andhra Pradesh) MDF and Plywood manufacturing units of Greenply. We have presence across different price points to cater to all customers across high-end, mid-market, and value segments. The manufacturing facilities of our Company are strategically located across India. Our products and our major brands are as follows:

Manufacturing Unit, Products and brand:

Manufacturing Unit	Product	Brand
Pantnagar, Uttarakhand	Plywood and allied products	Greenpanel
Pantnagar, Uttarakhand	MDF and allied products	Greenpanel
Chittoor, Andhra Pradesh	MDF and allied products	Greenpanel

Our Company is exporting MDF and allied products through its wholly owned subsidiary, Greenpanel Singapore Pte. Limited, Singapore. Our Company has pan-India brand presence, integrated facilities and dealer network. The products manufactured by our Company are sold across the country under brand name of "*Greenpanel*". Our Company has a nationwide sales and dealer network in the form of its own marketing offices, dealers, sub-dealers and retailers. Our sales and marketing team periodically reviews new products, assesses market trends and develops and builds business relations. Our Company has a pan India marketing network. The dealer network comprises of a significant number of Plywood dealers/stockists and MDF boards dealers/stockists, through whom we have access to a network of Plywood and MDF boards sub-dealers and retailers. We believe this pan-India dealer network ensures that our products are easily available in almost any part of India.

We have a centralized ERP system, software system developed by SAP, which integrates the management and allocation of resources for all segments of our business operations ranging from human resources to quality control. For FY ended on March 31, 2019, our total revenue was INR 58,731.41 lakhs on standalone basis. We earned a profit after tax of INR 4412.75 lakhs for the FY ended on March 31, 2019 on standalone basis.

Our Competitive Strengths

Strong brand recall and established track record

We were incorporated in the year 2017. Our Promoters have rich experience in the wood-based panel products industry. We benefit from the reputation and expertise of our Promoters in the wood-based panel products industry and the strong brand equity. The plywood industry is a fragmented and largely unregulated industry in India. We also believe in enhancing brand visibility through stronger pan-India distribution reach. We have taken certain key initiatives to enhance brand visibility which are targeted at trade and end-consumers. We believe our brand gives us a broader platform to market our products to our customers.

Entry barrier to the wood-based panel products industry, places us at an advantage

Government regulations represent a large entry barrier in the wood-based interiors infrastructure segment in India. The manufacturing activities relating to the wood-based panel products industry are subject to, among other laws, environmental laws and regulations promulgated by the Ministry of Environment and Forest of Government of India, state specific saw mill rules, the applicable state forest policy, and State Pollution Control Board. These include laws and regulations relating to cutting of trees, discharge of effluents, polluted emissions, hazardous substances etc. The grant of a license is further subject to strict compliance with the prescribed regulatory norms and relaxation of any of the norms is not permitted. These complexities in obtaining new licenses make it difficult for new players to enter the market. We hold production licenses in segments regulated by the government which restrict and regulate the grant of new licenses for the manufacture of wood-based panel products. Statutory and/or regulatory requirements represent a large entry barrier in the wood-based interiors infrastructure segment and wood-based panel products manufacturing industry in India. We therefore believe that our production licenses give us a competitive edge and relative first-movers and early entrants' advantage.

Cost efficient sourcing and locational advantage

We believe that our cost-efficient manufacturing and supply chain management results in a significant reduction in our operational costs. We believe that with our experience, we are able to time our procurement of raw materials and being one of the leading players in the industry we are also able to source these materials at a competitive price. We believe that the location of our current manufacturing facilities gives us a significant competitive cost advantage in terms of raw material sourcing, manufacturing and labour costs. The key raw materials for the manufacture of our products are timber and chemicals. Our manufacturing units are located strategically close to rich raw material sources in Uttarakhand and Andhra Pradesh. The strategic location of Uttarakhand unit provides proximity to vast agro-forest resources and helps to market the product in the neighboring Delhi-NCR and North Indian markets.

Extensive dealer network

Our dealer network ensures our product availability to our customers translating into efficient supply chain, focused customer service and short turnaround times for product delivery. Our sales and marketing team periodically reviews new products, assesses market trends and develops and builds business relations. We have segregated our marketing team into two verticals with a focus on key product categories which is plywood and MDF boards.

Our dealer base is supported by an efficient sub-dealer and sales team, leading the products to retail outlets and making our products available on the shelf across most places at all times thereby reducing dealer stock levels and increased annual sales per dealer. Further, this network of retailers and dealers provides our customers with a first point of contact for us in each of our markets and our marketing efforts are further complimented by the direct involvement of our marketing team for each inquiry and order. We believe that we maintain strong relationships with interior architects and designers, contractors and carpenters, as well as retailers. Our sales and marketing team has a focused approach to creating brand awareness through print and electronic media, in-store visibility and carpenter meets.

State of the art infrastructure and integrated manufacturing facilities ensuring optimal quality

Our investment in state of the art infrastructure and our ability to enhance capacity utilization in excess of installed capacities in manufacturing leads to economies of scale. We manufacture multiple products under one roof in certain of our manufacturing units, which results in cost savings in terms of shared overheads and resources across different product categories. It also reduces transportation costs and improves logistics management as our dealers can place orders for multiple products resulting in single truck load delivery and enabling them to replenish stocks at regular intervals.

Experienced management team

Our management team has requisite mix of having academic backgrounds from the wood-based panel product industry, business management, commerce, etc. In addition, our management team has considerable experience in the wood-based panel products industry, with our promoters having extensive knowledge and rich experience in the wood-based panel products industry. We believe that our senior management team has extensive experience in the commissioning of and operating manufacturing capacities, finance, sales, business development and strategic planning in the industry.

Our Business Strategy

Strengthen our brand value and create awareness for our new products

The industry is seeing a shift in market share from the unorganized to the organized sector. We seek to capture a greater market share in this environment and it is important to invest in the brand. Our Company has been marketing the products manufactured and/or distributed by us under the "*Greenpanel*" brand. Our Company proposes to further strengthen the position of our brand and to create awareness for our products through a variety of aggressive brand promotion exercises in the media.

To improve product mix and optimize financial performance

We would like to focus on diversifying our product mix through increase in the mix of value-added products and by increasing ratio of value-added products in MDF like Exterior Grade MDF, Pre-Laminated MDF and Laminated Flooring / Veneer flooring.

To develop export opportunities for our products

We are exporting our MDF and allied products to markets in Middle East and countries such as Singapore, Thailand, Indonesia, etc. through our wholly owned subsidiary, Greenpanel Singapore Pte. Ltd. We are also exploring new markets for export of our products.

Our Business

Our Products

We mainly manufacture MDF boards, plywood and allied products. MDF boards is widely used in the manufacture of furniture, cabinets, door parts, moldings, millwork and laminate flooring. Plywood is used in furniture, partitions, panelling, and other exterior and semi-exterior applications.

MDF board

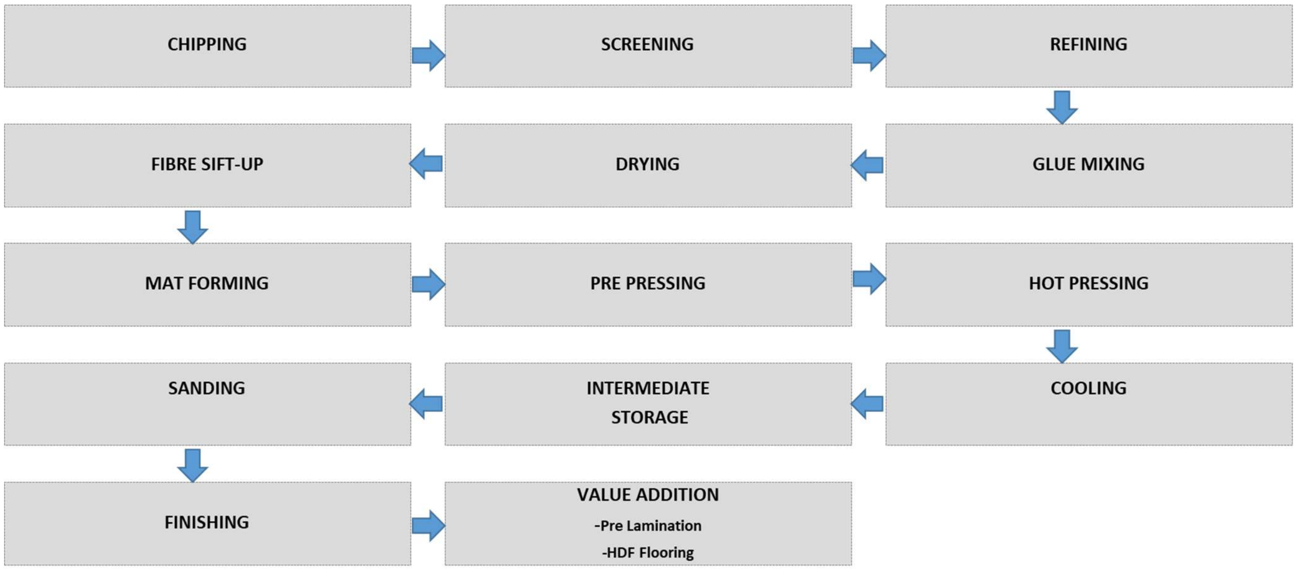
MDF board is an engineered panel product made from the fibres of lingo-cellulosic material. MDF boards have superior properties of nail holding, bonding, edge cutting and moisture resistance which make it an economic substitute for natural timber. MDF is a very versatile product with worldwide application primarily in panelling and finds use in wide range of furniture, windows, doors frames, handicraft items, display or exhibition stands and signs, ceiling, toys, carving, partitions, maritime applications and educational equipment. MDF can also be used as a wood substitute because of its intrinsic properties which facilitates carving etc. MDF can be used in a variety of applications including bedroom, bathroom and kitchen furniture, lounge, dining furniture and home entertainment consoles, caravan interiors, shop fittings / contract applications, snooker tables, coffins and caskets. Thin MDF boards are suitable for drawer bottoms, cabinet backs, interior wall and ceiling panels, modular partitions and door skins.

Raw Materials

The principle raw material for the manufacture of MDF boards is timber of eucalyptus and poplar species which are easily available from the agro-forestry plantations in Uttar Pradesh and Uttarakhand. We have not entered into any tie-ups for the supply of raw materials.

Manufacturing Process

Manufacturing process for MDF boards include the following:

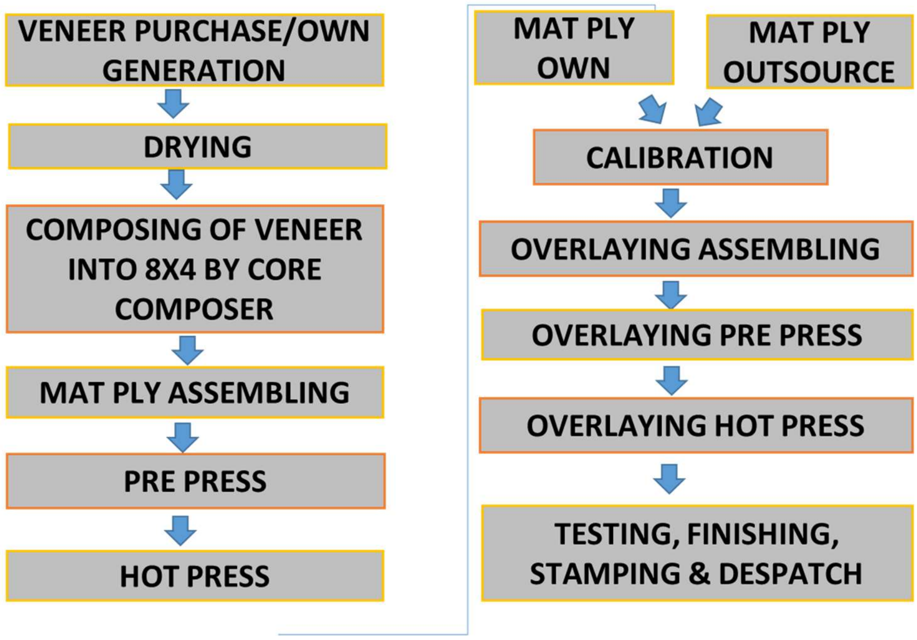


Plywood

Raw Materials

The principal raw material for manufacturing plywood is timber and chemical resins. Our plywood unit is located strategically close to the raw material source in Uttarakhand. We have introduced an open market system where the farmers and contractors market their products directly to us. We primarily use eucalyptus and poplar timber as raw materials.

Manufacturing process for plywood



Our Dealer and Marketing Network

We have a nationwide sales and network of dealers in the form of our own marketing offices, dealers, sub-dealers and retailers. Our sales and marketing team periodically reviews new products, assesses market trends and develops and builds business relations. We have segregated our marketing team into two verticals with a focus on product categories which is plywood and allied products, and engineered products such as MDF boards. We have a pan India marketing network, for Plywood and MDF. The dealer network comprises a significant number of Plywood dealers/ stockists and MDF boards dealers/ stockists, through whom we have access to a network of Plywood and MDF boards sub-dealers and retailers.

Human Resources

We have an experienced senior management team, comprising of experienced individuals with diverse skills in manufacturing, engineering, international business and finance, on whom we rely on to anticipate industry trends and capitalize on new business opportunities that may emerge. We believe that a combination of our reputation in the market, our working environment and competitive compensation programs allow us to attract and retain these talented people. We believe that our employees are the key to the success of our business. Our work force consists of our permanent employees and employees engaged on contract labour basis.

Training and Development

We place special emphasis on the training of our employees to enable them to develop their skills and to meet changing requirements in the wood-based industry. We focus on initial learning programs for our trainees as well as continuous learning programs for all our employees. As a part of our strategy to improve operational efficiency, we regularly organize in-house training for the existing as well as our new joinees.

Quality

We are committed to achieve and sustain the reputation, both in domestic and international markets, as one of the market leaders in terms of quality of our products. We are also committed to fulfill the needs and expectation of our customers. We achieve this through the introduction of state-of-the art technology for manufacture of our products, deployment of trained personnel along with adequate resources for manufacturing our products and by striving towards continual overall improvement in the process of manufacture.

Insurance

Our Company maintains a range of insurance policies to cover its assets, including *inter alia* standard fire and special perils policies, industrial all-risks policies and marine sales turnover policies. We believe that the amount of insurance cover presently maintained by it represent the appropriate level of coverage required to insure its businesses.

Competition

Despite brand building and aggressive marketing, we continue to face competition from the unorganized sector. Our major competitors in plywood are Century Plyboards (India) Limited and Greenply Industries Limited as well as other players in unorganized sector. Our major competitors in the MDF boards division are Century Plyboards (India) Limited, Rushil Décor Limited and Mangalam Timber Products Limited as well as other players in unorganized sector.

Intellectual Property

Trade Marks

Our Company owns the trade mark for our brand name “Greenpanel” in India. Our Company has also applied for a few trademarks in India.

Registered and Corporate Office

Our registered office is located at Makum Road, Tinsukia, Assam- 786 125, and our corporate office is located at Thapar House, 2nd Floor, 163 S P Mukherjee Road, Kolkata – 700026.

Health, Safety and Environment

We believe that we are in compliance, in all material respects, with applicable health safety and environmental regulations and other requirements in our operations. We believe that accidents and occupational hazards can be significantly reduced through a systematic analysis and control of risks and by providing appropriate training to management and employees.

Related Party Transactions

From time to time, we enter into transactions with related parties. Our policy is that such transactions are made on an arm's length basis, on no less favourable terms than if such transactions were carried out with unaffiliated third parties.

Property

Our Company has properties on leasehold and freehold basis.

The following properties of our Company are on freehold basis:

1. Registered office of our Company located at Makum Road, Tinuskia, Assam 786 125 on land situated under dag nos. 1207 and 1149 of periodic Patta no. 62 situated at Tinuskia Town Sheet no. 27 under Tinsukia Mouza & Tinsukia revenue circle, dist: Tinsukia, Assam and municipal holding nos. 1539 of ward nos. 06 of Tinsukia municipal board, admeasuring approx. 0.09 Acres (3900 sq. ft.).
2. Office building located at Survey No. 93/1a, 94/4b at Routhu Suramala, Thottambedu Mandal, Chittoor, Andhra Pradesh 517 642, admeasuring approx. 0.42 Acres.
3. Manufacturing unit located at Survey No. 97/1, 98/1, 99/1, 60/2a, 60/2d, 60/1 at Routhu Suramala, Thottambedu Mandal, Chittoor, Andhra Pradesh 517 642, admeasuring approx. 194.07 Acres.
4. Storage yard located at Khasra no. 312, 321, 322, 325, 326, 327, 328, village Fulsunga, Khasra no. 271 village Fulsungi, tehsil Kichha, Udam Singh Nagar, Uttarakhand 263 153, admeasuring approx. 23.40 Acres.
5. Labour colony located at Khasra No. 51, village Fulsungi, tehsil Kichha, Udam Singh Nagar, Uttarakhand 263 153, admeasuring approx. 2.02 Acres.
6. Land located at Dag No. 261, 262, 404 & 405 of periodic patta no. 77 of Noonpuria Kaivarta Gaon under Bogdung Mouza, Tinsukia, Dist: Dibrugarh, Assam admeasuring approx. 13 bighas 3 katha 18 lessas.
7. Branch office at 1 & 4 Gokul Building, End of Malviya Road, Vile Parle E, Mumbai- 400057 is co-owned by our Company.

The following properties are on leasehold/license basis:

1. Manufacturing unit located at Plot No. 2, Sector 9 in the Pantnagar Industrial Area, Khasra no. 425 of Kalyanpur village & Khasra no. 21 Haal 42 of Shimla Bahadur village, tehsil – Kichha, dist. Udham Singh Nagar, Uttarakhand 263153, admeasuring more or less 25.2 Acres (102000 sq.mts.).
2. Corporate office located at Thapar House, 2nd Floor, 163 S P Mukherjee Road, Kolkata – 700026.
3. Administrative office at 3rd Floor, Plot No. 68, Sector 44, Gurgaon-122003.
4. Branch office at SCF-NO-57, 2nd Floor, Sector-6, Panchkula (Haryana) 134110.
5. Branch office at 2 / 42, W.H.S Kirti Nagar, Opp. DSIDC Complex, New Delhi - 110015, India.
6. Branch office at Plot No 200, 2nd Floor, Baba Palace Ring Road Tedi Pulia, Lucknow, (UP) – 226022.

7. Branch office at 203 & 204, 2nd Floor, SB-52, Tonk Road, Jaipur.
8. Branch office at Block -A-301, Prvilion, Opp. Iscon Temple, BRTS Bus Stop, Iscon Cross Road, S.G. Highway, Ahmedabad-380015
9. Branch office at C/O City Cement, Plot No. 6, 3rd Floor Near Railway Line, Mp Nagar, Zone-1 Bhopal, (M.P) - 462011
10. Branch office at Shop-1, Gada Est Plot 1129, Vile Parle (East)- Mumbai-400057.
11. Branch office at The Pentagon Office No 422, 4th Floor Shahu College Road, Shiv Darshan, Next to Lotus Court, Pune Satara Road, Pune- 411009.
12. Branch office at 301, 5th Floor, Adharshila Complex, South Gandhi Maidan, Patna-800001. Bihar.
13. Branch office at 106, Siddha Point, 1st floor S.J. Road, Opp Marwari Maternity Hospital, Athgaon, Guwahati-781001
14. Branch office at 11-1-202/3, 2nd Floor, Aghapura, Hyderabad-500001
15. Branch office at #28 Ground floor, 1st A Main Road, Sudhamanagar, Bangalore-560027
16. Branch office at 44/246 A, Ashok Road, Kaloor, Kochi-682017, Kerala.
17. Branch office at No. 12, Wellingdon Estate, 2nd Floor, Ethiraj Salai, Egmore, Chennai-600105.

KEY REGULATIONS AND POLICIES

1. Securities and Exchange Board of India Act, 1992

SEBI Act was enacted to provide for the establishment of SEBI whose function is to protect the interest of investors and to promote the development of, and to regulate the securities market, and for matters connected therewith and incidental thereto. The SEBI Act regulates the functioning of SEBI and enumerates its powers. It also provides for the registration and regulation of the function of various market intermediaries such as stock brokers, merchant bankers, portfolio managers etc. In terms of the provisions under the SEBI Act, SEBI has the power to and has formulated various rules and regulations to govern the functions and working of these intermediaries. SEBI also issues various circulars, notifications and guidelines from time to time in accordance with the powers vested with it under the SEBI Act.

2. Securities Contracts (Regulations) Act, 1956

SCRA seeks to prevent undesirable transactions in securities by regulating the business of dealing in securities and other related matters. The SCRA provides for grant of recognition for stock exchanges and clearing corporations by the Central Government (which has been delegated to SEBI). Every recognized stock exchange and clearing corporation is required to have in place a set of rules relating to its constitution and bye-laws for the regulation and control of contracts. It also deals with recognition, de-recognition, regulation/ control on the stock exchanges and clearing corporations and empowers the stock exchanges for making its own bye laws, rules and the provisions pertaining to listing of securities, delisting of securities and dealing in securities.

3. Environmental Laws

The Environment (Protection) Act, 1986 is an umbrella legislation designed to provide a framework for the government to coordinate the activities of various central and state authorities established under various laws, such as the Water (Prevention and Control of Pollution) Act, 1974, the Air (Prevention and Control of Pollution) Act, 1981, etc. The EPA vests with the Government the power to take any measure it deems necessary or expedient for protecting and improving the quality of the environment and preventing and controlling environmental pollution. This includes rules for laying down the quality of environment, standards for emission of discharge of environment pollutants from various sources as given under the Environment (Protection) Rules, 1986, inspection of any premises, plant, equipment, machinery, and examination of manufacturing processes and materials likely to cause pollution.

The Water (Prevention and Control of Pollution) Act, 1974 aims to prevent and control water pollution by factories and manufacturing units and to maintain and restore the quality and wholesomeness of water. Under the Water Act, any person establishing any industry, operation or process, any treatment or disposal system, using of any new or altered outlet for the discharge of sewage or causing new discharge of sewage, must obtain the consent of the relevant state pollution control board, which is empowered to establish standards and conditions that are required to be complied with.

The Air (Prevention and Control of Pollution) Act, 1981 provides for the prevention, control and abatement of air pollution. Pursuant to the provisions of the Air Act, any person establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant state pollution control board prior to establishing or operating such industrial plant. The state pollution control board must decide on the application within a period of four months of receipt of such application. The consent may contain certain conditions relating to specifications of pollution control equipment to be installed at the facilities. No person operating any industrial plant in any air pollution control area is permitted to discharge the emission of any air pollutant in excess of the standards laid down by the state pollution control board.

Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008 define the term 'hazardous waste' and any person who has control over the affairs of a factory or premises or any person in possession of the hazardous waste is classified as an 'occupier'. In terms of the Hazardous Waste Rules, occupiers have been, *inter alia*, made responsible for safe and environmentally sound handling of hazardous wastes generated in their establishments and are required to obtain license / authorisation from the respective state pollution control board for generation, processing, treatment, package, storage, transportation, use, collection, destruction, conversion, offering for sale, transfer or the like of the hazardous waste.

4. Legal Metrology Act, 2009

The Legal Metrology Act, 2009 inter alia provides for regulation of weight or measure used in transaction or for protection, approval of model of weight or measure, verification of prescribed weight or measure by government approved test centers, lists down the exempting regulation of weight or measure or other goods meant for export etc.

5. Foreign Trade (Development and Regulation) Act, 1992

The foreign policy of India is governed and regulated by the Foreign Trade (Development and Regulation) Act, 1992. The FTA empowers the Central Government to make provisions for the development as well as regulation of foreign trade by the way of facilitating imports into as well as augmenting exports from the country and in all the other matters related to foreign trade. FTA commands every importer as well as exporter to obtain a code number called the 'Importer Exporter Code Number ' from the Director-General or the authorized officer. FTA provides the balancing of all the budgetary targets in terms of imports and exports so that the nation reaches the very peak of economic development. The principal objectives here include the facilitation of sustain growth as to the exports of the country, the distribution of quality goods and services to the domestic consumer at internationally competitive prices, stimulation of sustained economic growth by providing access to essential raw materials as well as enhancement of technological strength and efficiency of Indian agriculture, industry as well as services and improvement of their competitiveness to meet all kinds of requirement of the global markets.

6. Customs Act, 1962

Customs Act, 1962 governs the entry or exit of different categories of vessels, aircrafts, goods, passengers etc., into or outside India. It further discusses the concept of determining the transaction value and classification of the imported goods and export goods and the duty of customs to be levied on such goods.

7. Indian Boiler Act, 1923

Indian Boiler Act, 1923 governs design, manufacture, installation and operation of all steam producing vessels having capacity of more than 5 gallons (25 liters) and which is used expressively for generating steam under pressure and includes any mounting or other fitting attached to such vessel which is wholly or partly under pressure when the steam is shut off.

8. Indian Forest Act, 1927

The Forest Act, 1927 covers all types of forests including reserve forests, protected forests or any forested land irrespective of its ownership. The Forest Act has made provision for allowing some non-forest activities in forests without cutting trees with prior approval of Central government. These activities include setting of transmission lines, seismic surveys, exploration, drilling and hydroelectric projects.

9. Factories Act, 1948

The Factories Act, 1948 and the rules issued under the Factories Act by various State governments, require registration of our production facilities and regulates their operations in relation to matters such as health and safety measures to be adopted and welfare measures for persons working in our production facilities. The penalties for contravention of the Factories Act include fine and imprisonment for the 'occupier' or 'manager' as defined under the Factories Act, and enhanced penalties for repeat offences and contravention of certain provisions relating to use of hazardous materials.

10. Shops and Establishment Legislations

The provisions of shops and establishments legislations, as may be applicable in a state in which establishments are set up, regulate the conditions of work and employment and generally prescribe obligations in respect of inter alia registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures and wages for overtime work.

11. Employee State Insurance Act, 1948

The Employees State Insurance Act, 1948, provides for certain benefits to employees in case of sickness, maternity and employment injury including covering of accidents occurring to an employee while commuting to and from office. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

12. The Payment of Gratuity Act, 1972

The Payment of Gratuity Act, 1972 provides for payment of gratuity to employees who have been in continuous service for a period of five years upon their resignation, retirement, superannuation, death or disablement due to accident or disease.

13. Other laws

In addition to the above, our Company is also required to comply with the provisions of the CA 2013 and rules framed there under and other applicable statutes enacted by the Centre or relevant State Governments and authorities for our day-to-day business and operations. Our Company is also subject to various central and state tax laws.

HISTORY OF OUR COMPANY AND CERTAIN CORPORATE MATTERS

Brief history of our Company:

Our Company (Corporate Identification Number U20100AS2017PLC018272) was incorporated on December 13, 2017 as a public limited company with the name "*Greenpanel Industries Limited*". The registered office of our Company is situated at Makum Road, P.O. Tinsukia, Tinsukia, Assam – 786125 and corporate office at Thapar House, 2nd Floor, 163 S P Mukherjee Road, Kolkata – 700026. We have through a Scheme of arrangement sanction by NCLT, Guwahati Bench acquired the Pantnagar (Uttarakhand) and Chittoor (Andhra Pradesh) MDF and Plywood manufacturing units of Greenply.

Subsidiary

Greenpanel *Singapore Pte Limited ("**GSPL**")*

GSPL was incorporated in the Republic of Singapore on September 4, 2013 in the name of Greenply Trading Pte Limited ("**GTPL**"). GSPL is engaged in the business of trading and marketing of MDF, veneers, panel products, wooden flooring & allied products. As on date, our Subsidiary does not have any branches or units. The shareholding pattern of our Subsidiary as on March 31, 2019 is as follows:

Shareholder	**No. of shares (USD 1 each)**	**Percentage shareholding (on fully-diluted basis)**
Greenpanel Industries Limited	7,000,000	100%

Changes in Memorandum and Articles of Association

The Members of our Company in the Extra-ordinary General Meeting held on February 25, 2019 approved the amendment in Capital Clause No. 5 of the Memorandum and Articles of Association to increase the authorized capital of our Company from the existing Rs. 1,00,00,000/- comprising of 1,00,00,000 Equity Shares of Re.1/- each to Rs.15,00,00,000/- comprising 15,00,00,000 equity shares of Re. 1/- each.

Main objects as set out in the Memorandum of Association of our Company:

The main objects of our Company as set out in its Memorandum of Association are as follows:

"*To carry on business as manufacturers, traders, exporters, importers, dealers, wholesalers, retailers, service providers, commission agents, of medium density fibreboard (MDF), high density fibreboard (HDF), wooden flooring, plywood, particle board, doors, laminated wooden flooring, laminates of all sizes and descriptions, veneers, pre-laminated board, decorative laminates, decorative laminated sheets, high pressure laminates, post forming laminates, decorative veneers, ready to install doors, high-end doors, High-end Veneered Engineering Flooring and Pre-laminated Particle Board of all kinds and descriptions and other paper based, wood based and plastic based products of all kinds and descriptions and industrial laminated sheets, compact laminates of every descriptions, post formed panels, whether laminated or not, restroom cubicles, lockers and every type of partition systems and to act decorators and manufacturers and* *deal in housing furniture and fittings, interior decorators, commercial and industrial furniture and fittings and implements and tools of all descriptions and provide consultancy in total interior and exterior decoration and furniture solution.*"

Details of the major events in the history of our Company such as-

(i) Significant financial or strategic partnerships - ***None***
(ii) Time/cost overrun in setting up projects - ***None***
(iii) Capacity/facility creation, location of plants

Location of Plant	Capacity
Plot no 2, Sector -9, Integrated Industrial Estate, Pantnagar, Rudrapur, Udham Singh Nagar, Uttarakhand- 263153	Plywood – 10.50 mn sq.mts MDF – 0.18 mn cubic mts
Routhu Suramala, Thottambedu Mandal, dist. Chittoor, Andhra Pradesh- 517642	MDF – 0.36 mn cubic mts

(iv) Launch of key products or services, entry in new geographies or exit from existing markets - ***None***
(v) Defaults or rescheduling/ restructuring of borrowings with financial institutions/ banks - ***Nil***
(vi) Details regarding material acquisitions, divestments of business/undertakings, mergers, amalgamation, revaluation of assets etc. – ***None***

Material agreements

There is no subsisting material agreement entered by our Company since incorporation other than in the ordinary course of business. Further, there is no agreement entered into by a Key Managerial Personnel or Director or Promoter or any employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with the dealings in the securities of our Company.

Shareholders' Agreements

There are no shareholders agreement other than the realignment of shareholding inter-se promoter and promoter group within a period of 36 months from listing of the Equity Shares of our Company as stated in the Scheme. For more details in relation to the realignment of shareholding, please refer to page number 116 in respect of "*Composite Scheme of Arrangement*".

There is no holding company for our Company post the demerger.

We have one wholly owned subsidiary viz. Greenpanel Singapore Pte Ltd., Singapore on the date of this Information Memorandum

As on date of filing the Information Memorandum, other than pursuant to the Scheme there has been no acquisition of business, undertakings, mergers, amalgamations or revaluation of assets by our Company.

COMPOSITE SCHEME OF ARRANGEMENT

A Composite Scheme of Arrangement between Greenply, our Company and their respective shareholders and their respective creditors was entered into under Sections 230 to 232 read with Section 66 of the CA 2013 for the demerger of the "Transferred Business" as a going concern from Greenply to our Company.

Transferred Business means the business comprising of manufacturing, marketing and trading of Medium Density Fibre Boards (MDF), Pre-Laminated MDF, Wood Floors, Plywood, Decorative Veneers, Doors and allied products. Presently, this business consists of the MDF manufacturing unit situated at Routhu Suramala, Chittoor (Andhra Pradesh), MDF manufacturing unit and Plywood and allied products manufacturing unit located in a common plot at Pantnagar (Uttarakhand), registered, marketing, branch and administrative office(s) located in India and overseas subsidiary viz. Greenply Trading Pte. Limited (registered in Singapore) excluding its investment of USD 37,50,000 (37,50,000 ordinary shares of USD 1 each) in Greenply Alkemal (Singapore) Pte. Ltd. (registered in Singapore).

Rationale of the Scheme

(i) Enhanced strategic flexibility to build a viable platform solely focusing on each of the businesses.
(ii) Enable dedicated management focus, resources and skill set allocation to each business, which will in turn accelerate growth and unlock significant value for the shareholders of the Demerged Company.
(iii) Provide enhanced strategic flexibility in the operation of each of the aforementioned businesses.
(iv) Expanding the potential client / customer market for each business vertical.
(v) Access to various sources of funds and investments for the rapid growth of both the businesses.
(vi) The nature of technology, risk, competition and capital intensity involved in each of the undertakings of the Demerged Company is distinct from each other. Consequently, each undertaking of the Demerged Company is capable of addressing independent business opportunities, deploying different technologies and attracting different sets of investors, strategic partners, lenders and other stakeholders. Hence, as part of an overall business reorganisation plan, it is considered desirable and expedient to undertake the demerger.

Salient Features of Scheme

(i) Upon the Scheme becoming effective and in consideration of the demerger, our Company shall, without any further application or deed, for every 1 (one) fully paid-up equity share of Re. 1 (Rupee One) each of the Greenply, issue and allot to each member of the Greenply whose name appears in the register of members of Greenply as on the Record Date, 1 (one) fully paid-up equity share of Re. 1 (Rupee One) each, of our Company. The new Equity Shares issued by our Company shall, pursuant to the SEBI Circular and in accordance with the compliance with requisite formalities under applicable laws, be listed and/or admitted to trading on the BSE and NSE.

(ii) However, in order to achieve the objectives of concentration of resources efficiently, and focused management for the "*Transferred Business*" as well as the remaining business which is an integral objective of this Scheme, within 36 (thirty six) months from the listing of the Equity Shares of our Company, there shall be a realignment of shareholding between the Greenply Shareholder Group and the Greenpanel Shareholder Group such that: (a) the Greenpanel Shareholder Group shall transfer in one or more transactions, on the stock exchange or otherwise, such number of equity shares of the Greenply as mutually agreed, to the Greenply Shareholder Group; and (b) the Greenply Shareholder Group shall transfer in one or more transactions, on the stock exchange or otherwise, such number of equity shares of our Company as mutually agreed, to the Greenpanel Shareholding Group. Such realignment of shareholding shall be subject to compliance with the Takeover Code and other applicable laws.

(iii) The appointed date of the Scheme is April 1, 2018. The Scheme, though operative from the appointed date, shall become effective from the Effective Date.

(iv) The Scheme was approved by the Board of Directors of Greenply and our Company vide resolutions dated May 30, 2018. Further, the shareholders of Greenply approved the Scheme at the meeting of the shareholders convened on February 4, 2019. Similarly, the creditors of Greenply approved the Scheme at the meeting of the creditors convened on February 4, 2019. The meeting of the shareholders and creditors of our Company was dispensed with in light of the consent affidavits filed by its shareholders and creditors.

(v) The NCLT, Guwahati Bench approved the Scheme *vide* its order dated June 28, 2019.

OUR MANAGEMENT

Subject to the provisions of the CA 2013 and our Articles of Association, the number of Directors on our Board shall not be less than 3 (three) and not more than 15, provided that our Company may appoint more than 15 Directors after passing a special resolution.

As on the date of this Information Memorandum, our Board comprises of 6 (six) Directors, out of which 3 are Independent Directors, including a woman Director. The composition of the Board of Directors is in compliance with Section 149 of the CA 2013 and Regulation 17 of the SEBI LODR.

Name, Designation and Address	Date of Appointment	Other Directorships**
Name: Mr. Shiv Prakash Mittal **Designation**: Executive Chairman **Address**: Flat No.2NW, 5 Queens Park, Kolkata-700 019 **DIN**: 00237242 **Date of Birth:** April 7,1949;	December 13, 2017 Appointed as Executive Chairman w.e.f. July 19, 2019	1.GREENLAM INDUSTRIES LIMITED 2. VANASHREE PROPERTIES PRIVATE LIMITED 3.NIRANJAN INFRASTRUCTURE PRIVATE LIMITED 4.BLUESKY PROJECTS PRIVATE LIMITED 5.PRIME HOLDINGS PVT LTD 6.SHOWAN INVESTMENT PRIVATE LIMITED 7.EDUCATIONAL INNOVATIONS PRIVATE LIMITED
Name: Mr. Shobhan Mittal **Designation**: Managing Director and CEO **Address**: 46, Lakeshore View,	December 13, 2017 Appointed as Managing Director and CEO w.e.f. July 19, 2019	1.VANASHREE PROPERTIES PRIVATE LIMITED 2.NIRANJAN INFRASTRUCTURE PRIVATE LIMITED 3.BLUESKY PROJECTS PRIVATE LIMITED

Name, Designation and Address	Date of Appointment	Other Directorships**
Singapore-098401 **DIN**: 00347517 **Date of Birth:** August 19, 1980		4.PRIME HOLDINGS PVT LTD 5.SHOWAN INVESTMENT PRIVATE LIMITED 6.EDUCATIONAL INNOVATIONS PRIVATE LIMITED 7.ASSOCIATION OF INDIAN PANELBOARDMANUFACTURER 8.GREENPLY INDUSTRIES (MYANMAR) PVT. LTD. 9.GREENPANEL SINGAPORE PTE. LTD. 10. GREENPLY ALKEMAL (SINGAPORE) PTE. LTD. 11.TRADE COMBINES PTE LTD 12.SAAHIL IMPEX PRIVATE LIMITED
Name: Mr. Arun Kumar Saraf **Designation**: Independent Director **Address**: 5/1 Ballygunge Place, Kolkata-700019 **DIN**: 00087063 **Date of Birth:** September 30, 1959	August 14, 2019	1. LOYALIE IT-SOLUTIONS PRIVATE LIMITED

Name, Designation and Address	Date of Appointment	Other Directorships**
Name: Mr. Mahesh Kumar Jiwrajka **Designation**: Non-executive Chairman, Independent Director **Address**: C-473, Second Floor, Defence Colony, Delhi-110024 **DIN**: 07657748 **Date of Birth:** June 3, 1955	6th August, 2018	1.SRDA ADVISORY SERVICES LLP 2.STEER CONSULTANCY PRIVATE LIMITED 3.GOLD LINE PORTFOLIO PRIVATE LIMITED
Name: Ms. Sushmita Singha **Designation**: Independent Director **Address**: E421, 1ST Floor, Greater Kailash, Part 2, New Delhi-110048 **DIN**: 02284266 **Date of Birth**: May 13,1964	August 6, 2018	1.KAJARIA CERAMICS LIMITED 2.UDAIPUR TALES PRIVATE LIMITED 3.GINNI INTERNATIONAL LIMITED 4.RADICO KHAITAN LIMITED
Name: Mr. Salil Kumar Bhandari	August 6, 2018	1.BGJC & ASSOCIATES LLP 2.HSIL LIMITED

Name, Designation and Address	Date of Appointment	Other Directorships**
Designation: Independent Director **Address**: A-42, Ground Floor, Chittranjan Park, New Delhi- 110019 **DIN**: 00017566 **Date of Birth**: November 28,1957		3.GINNI INTERNATIONAL LTD. 4.INTEGRATED OUTSOURCING SOLUTIONS PRIVATE LIMITED 5.SAFAL SKILLS DEVELOPMENT PRIVATE LIMITED 6.SYENERGY ENVIRONICS LIMITED

***** The above list of "other directorships" includes only the names of companies and Limited Liability Partnerships and excludes any partnership firm, proprietorship, Trust etc.***

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which of the directors was selected as a director or member of senior management.

None of our Directors were directors in any listed company whose shares have been/were suspended from being traded on any of the stock exchange or which have been delisted from the stock exchanges.

Brief biography of our Directors

1. **Mr. Shiv Prakash Mittal** holds a bachelor's degree in science from the University of Calcutta. He is one of the founders of Greenply Industries Limited. He was also associated with Kitply Industries Limited for 21 (twenty-one) years. He has over thirty years of experience in the fields of production and marketing in plywood, laminates, mdf and allied products.

2. **Mr. Shobhan Mittal** holds a bachelor's degree in business administration and was Joint Managing Director & CEO of Greenply Industries Ltd. He possesses over 10 (ten) years of experience in business administration and marketing strategy. He was instrumental in setting-up of the MDF units of our Company at Pantnagar, Uttarakhand as well as at Chittoor, Andhra Pradesh. After successfully streamlining the Pantnagar unit, he is presently involved in the streamlining the operations of the Chittoor unit.

3. **Mr. Arun Kumar Saraf**, a Chartered Accountant by qualification has been practicing as a tax consultant for over 33 (thirty-three) years. He had been managing Income Tax related matters for over 250 companies spread across Kolkata, Bangalore and Mumbai. Besides, he has also been appointed as an additional director in Loyalie IT-Solutions Private Limited.

4. **Mr. Salil Kumar Bhandari,** an FCA, graduated from Shri Ram College of Commerce, Delhi University and Diploma in Business Administration from the All India Council for Management Studies, Chennai. He is the Founder and Managing Partner of BGJC & Associates LLP, an audit and management consulting firm in New Delhi. Earlier he had held several positions in various organization e.g.:

   - Former President of the PHD Chamber of Commerce & Industry
   - Chairperson of Society for Integrated Development of Himalayas (SIDH) and Child Fund India
   - Member of Task Force – Commission on Centre State Relations, Govt. of India
   - Managing Committee member at ASSOCHAM
   - Member of Advisory Committee, Dept. of Company Affairs, Govt. of India

   Presently, Mr. Bhandari, besides being on the Board of Indian Institute of Management, Indore, also hold Directorship in several companies and their statutory committees.

5. **Mr. Mahesh Kumar Jiwrajka** belonged to the Indian Forest Service, Maharashtra Cadre (March 1, 1977 to March 31, 2009) and took voluntary retirement with effect from March 31, 2009. Amongst various positions, he also was the Inspector General of Forests & Head North-East Cell, Ministry of Environment & Forests, Government of India. In his many years of experience, besides handling various important issues dealing with various aspects of environment, he also held the following positions:

   - Member Secretary, High Power Committee for the North Eastern Region, Constituted by the Hon'ble Supreme Court of India (1998 to 2016).
   - Member, Special Investigation Team, Constituted by the Hon'ble Supreme Court of India (February 13, 2000 to 2016).
   - Member Secretary, Central Empowered Committee, Constituted by the Hon'ble Supreme Court of India (May 9, 2002 to 2016).
   - Member, CAMPA, Constituted by the Hon'ble Supreme Court (May 2005 to 2016).
   - Presently, Mr. Jiwrajka is the proprietor of SRDA Advisory Services, specializing in financial, legal and environment consultancy

6. **Ms. Sushmita Singha,** a post graduate in English from the Patna University, has done a Diploma in Urban Town Planning from the Human Settlement Management Institute, New Delhi, as well as a certification course in Enhancement of Managerial Capability from the

Indian Institute of Management, Lucknow.

Besides holding directorship in several companies and their committees, Ms. Sushmita Singha has also been actively involved in several social organizations and Government initiatives like:

- Former Secretary General of the PHD Chamber of Commerce & Industry
- Former Member of the UN Task Force-Millennium Development Committee for Water and Sanitation
- Former Member of the Task Force on Tenancy Rights, Ministry of Urban Development Government of India
- Former Member of the National Tourism Advisory Council, Ministry of Tourism, Government of India
- Former Member of State Supervisory Board, Department of Health, Government of Uttar Pradesh
- Received awards from the Islamic Republic of Afghanistan as well as Sri Lanka
- She is also on the Advisory Board of BJGC & Associates LLP.

Presently, Ms. Sushmita Singha is associated with NGO's like My Anchor Foundation, Sapna NGO, and INTACH etc. in various capacity.

Relationship between the Directors

Name of the Directors	**Category of Directorship**	**Relationship between Directors**
Mr. Shiv Prakash Mittal	Executive Chairman	Mr. Shobhan Mittal (Son)
Mr. Shobhan Mittal	Managing Director & CEO	Mr. Shiv Prakash Mittal (Father)
Mr. Arun Kumar Saraf	Independent Director	None
Mr. Mahesh Kumar Jiwrajka	Non-Executive - Independent Director	None

Ms. Sushmita Singha	Non-Executive - Independent Director	None
Mr. Salil Kumar Bhandari	Non-Executive - Independent Director	None

Borrowing Powers of the Board

Pursuant to the Special Resolution u/s 180(1)(c) of the CA 2013, passed by the shareholders of our Company at the Extraordinary General Meeting held on Saturday, June 2 2018, the Directors of our Company are authorised to borrow money through loans, advances, credit etc. in both domestic and foreign currency upto INR 1,50,000 Lakhs (including public deposits but excluding temporary loans obtained from Company's bankers in the ordinary course of Business) from banks, financial institution and other sources from time to time for the purpose of financing the various requirements of our Company.

Compensation to our Whole-Time Directors - -

Mr. Shiv Prakash Mittal, Executive Chairman

Upon recommendation of Nomination and Remuneration committee of the Board of Directors of our Company, Mr. Shiv Prakash Mittal is appointed as Executive Chairman for a period of 5 consecutive years with effect from July 19, 2019, on the terms and conditions including remuneration as mentioned below (which are subject to the receipt of shareholder approval under the CA 2013).

Salary & Perquisites:

S. No.	Particulars
1.	Basic Salary: Rs. 7,50,000/- per month w.e.f. July 19, 2019.
2.	Commission: Not exceeding 1.5 (one and half) percent of net profit in an accounting year of our Company subject to availability of profit.
3.	House Rent Allowance of Rs. 1,50,000/- per month w.e.f. July 19, 2019.
4.	Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family subject to ceiling of one-month salary in a year.

5.	Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of our Company.
6.	Reimbursement of membership fees for a maximum of two clubs.
7.	Personal accidents and Mediclaim Insurance Policy, premium not to exceed Rs. 1,00,000/- per annum.
8.	Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by our Company. The use of above at residence for official purpose shall not be treated as perquisites.
9.	Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of our Company.

Other Terms and Conditions:

- The terms and conditions of appointment of Mr. Shiv Prakash Mittal, Executive Chairman, may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of CA 2013.

- No sitting fees will be paid to the Executive Chairman for attending meeting of the Board of Directors or any committee thereof. His office shall be liable to determination by retirement of directors by rotation

- The appointment may be terminated by either party by giving three months' notice of such termination or salary in lieu thereof or by mutual consent.

Mr. Shobhan Mittal, Managing Director and CEO

Upon recommendation of Nomination and Remuneration committee of the Board of Directors of our Company, Mr. Shobhan Mittal is appointed as Managing Director & CEO, for a period of 5 consecutive years with effect from July 19, 2019, on the terms and conditions including remuneration as mentioned below (which are subject to the receipt of shareholder approval under the CA 2013).

Salary & Perquisites:

S. No.	Particulars
1.	Basic Salary: Rs. 5,00,000/- per month w.e.f. July 19, 2019.

2.	Commission: Not exceeding 1.5 percent of net profit in an accounting year of our Company subject to availability of profit.
3.	Free furnished accommodation with gas, electricity, water, furnishing, servants, security, drivers etc.
4.	Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family subject to ceiling of one-month salary in a year.
5.	Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of our Company.
6.	Reimbursement of membership fees for a maximum of two clubs.
7.	Personal accidents and Mediclaim Insurance Policy, premium not to exceed Rs. 1,00,000/- per annum.
8.	Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by our Company. The use of above at residence for official purpose shall not be treated as perquisites.
9.	Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of our Company.

Other Terms and Conditions:

- The terms and conditions of appointment of Managing Director & CEO may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of CA 2013.

- No sitting fees will be paid to the Managing Director & CEO for attending meeting of the Board of Directors or any committee thereof. His office shall be liable to determination by retirement of directors by rotation.

- The appointment may be terminated by either party by giving three months' notice of such termination or salary in lieu thereof or by mutual consent

Date of Expiry of current term of office of other Directors

- Mr. Mahesh Kumar Jiwrajka has been appointed as an Independent Director of our Company for a period of 5 consecutive years with effect from 6th August 2018 to 5th August 2023.

- Mr. Salil Kumar Bhandari has been appointed as an Independent Director of our Company for a period of 5 consecutive years with effect from 6th August 2018 to 5th August 2023.

- Mr. Sushmita Singha has been appointed as an Independent Director of our Company for a period of 5 consecutive years with effect from 6th August 2018 to 5th August 2023.

- Mr. Arun Kumar Saraf has been appointed as an additional director of our Company on for a period of 5 consecutive years with effect from 14th August 2019 to 13th August 2024. Pursuant to the resolution passed at the 2nd annual general meeting of the shareholders of our Company held on September 28, 2019, Mr. Arun Kumar Saraf had been re-designated as an Independent Director of our Company.

There is no service contract executed with any Director/Key Managerial Personnel by our Company which provides for any benefits upon termination of such employment contract.

None of the directors of our Company held past directorship(s) in listed companies whose shares have been/were suspended from being traded on any of the stock exchanges, during his/her tenure

None of the directors of our Company held past directorship(s) in listed companies which have been/were delisted from the stock exchange(s), during his/her tenure.

There have been no arrangements or understandings with any major shareholder, customers, suppliers or others pursuant to which the Directors were selected as directors to the Board or as members of senior management of the Company, as applicable.

Changes in the Board of Directors since last 3 years

S. No.	Name of Director	Appointment/Resignation	Date
1.	Mr. Shiv Prakash Mittal	Appointment*	13th December, 2017
2.	Mr. Shobhan Mittal	Appointment**	13th December, 2017
3.	Mr. Rajesh Mittal	Appointment	13th December, 2017
4.	Mr. Mahesh Kumar Jiwrajka	Appointment	6th August 2018
5.	Ms. Sushmita Singha	Appointment	6th August 2018
6.	Mr. Salil Kumar Bhandari	Appointment	6th August 2018

7.	Mr. Arun Kumar Saraf	Appointment	14th August, 2019
8.	Mr. Rajesh Mittal	Resignation	14th August, 2019

*On July 19, 2019, appointed as Executive Chairman of our Company.
** On July 19, 2019, appointed as the CEO and Managing Director of our Company.

Shareholding of Directors

S. No.	Name of Director	Number of Shares	Percentage of Shareholding (%)
1.	Mr. Shiv Prakash Mittal	Nil	Nil
2.	Mr. Shobhan Mittal	7,39,000	0.60
3.	Mr. Arun Kumar Saraf	Nil	Nil
4.	Mr. Mahesh Kumar Jiwrajka	Nil	Nil
5.	Ms. Sushmita Singha	Nil	Nil
6.	Mr. Salil Kumar Bhandari	Nil	Nil

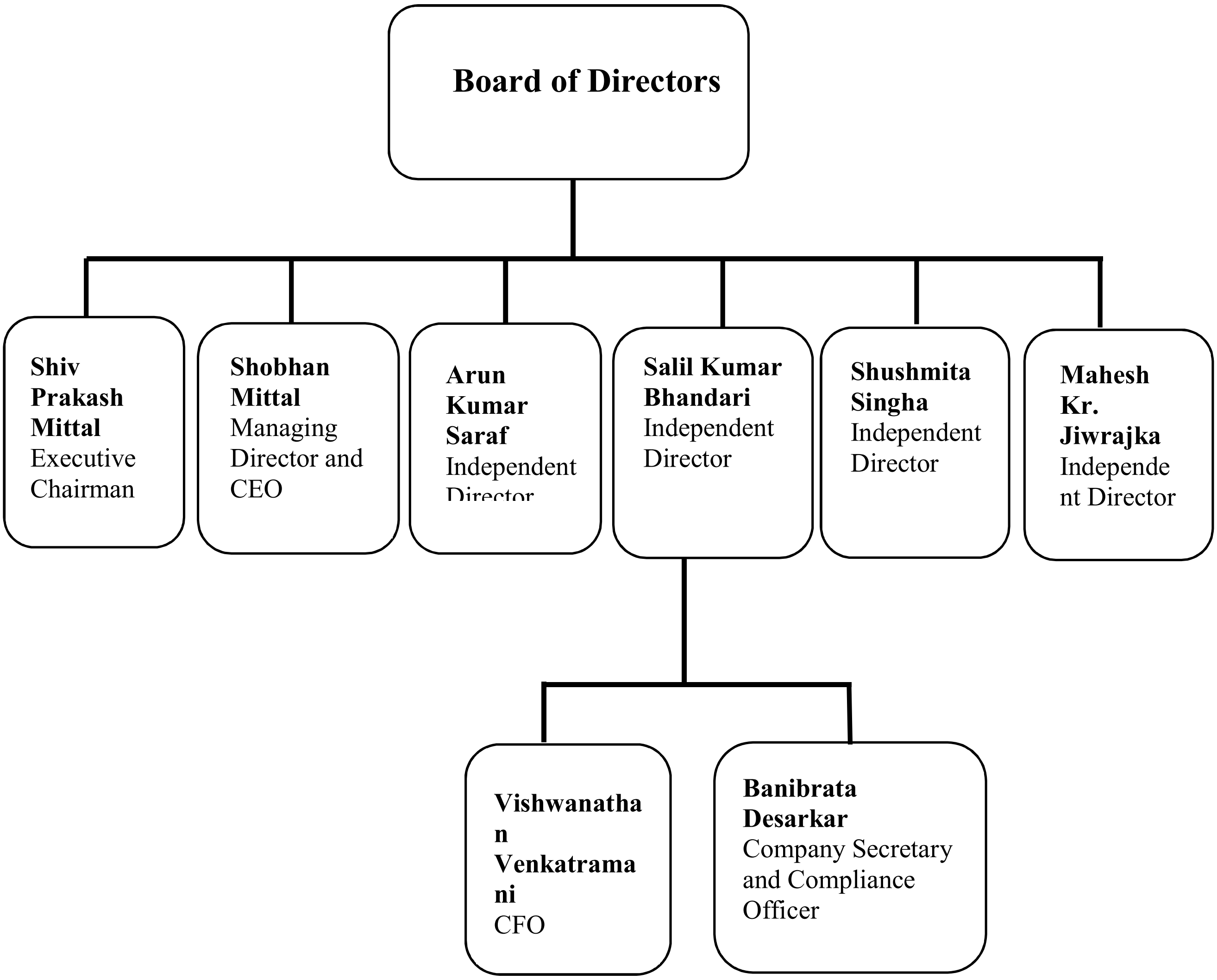
Interest of Directors

1. Directors of our Company may be deemed to be interested only to the extent of remuneration payable to them as per the terms of their appointment or the fees, if any, payable to them for attending meetings of the Board or committees thereof as well as to the extent of reimbursement of expenses payable to them under the Articles.

2. Further, the Directors are interested to the extent of equity shares that they are holding and are allotted to them pursuant to the Scheme, and also to the extent of any dividend payable to them and other distributions in respect of the equity shares.

3. Except as stated otherwise in this Information Memorandum, our Company has not entered into any contract, agreement or arrangement during the preceding two years from the date of the Information Memorandum in which the Directors are directly or indirectly interested.

Management Organisation Structure



Key Managerial Personnel

Pursuant to the Scheme between Greenply and our Company and their respective shareholders and creditors, all the employees of Greenply engaged in the Demerged Undertaking (as defined in the Scheme) on and from the Effective Date, shall from such date become the employees of our Company without any interruption of service, as a result of the transfer of the Demerged Undertaking to our Company.

The Key Managerial Personnel of our Company post the demerger under the Scheme, are as follows:

Sr. No	Name of KMP	Designation	Date of Joining	Qualification	Term of Office	Details of Service Contract	Previous Employment

1.	Shiv Parkash Mittal	Executive Chairman	13th December 2017	B.Sc	5 years	Appointed for a period of 5 years as Executive Chairman of our Company commencing from July 19, 2019.	Greenply Industries Limited
2.	Shobhan Mittal	Managing Director & CEO	13th December 2017	BBA (Graduate)	5 years	Appointed for a period of 5 years as Managing Director & CEO of our Company commencing from July 19, 2019.	Greenply Industries Limited
3.	Mr. Vishwanathan Venkatramani	Chief Financial Officer	19th July 2019	Chartered Accountant	N.A	As per Company's Employee policy	Greenply Industries Limited
4.	Mr. Banibrata Desarkar	Company Secretary and Compliance Officer	19th July, 2019	Company Secretary	N.A	As per Company's Employee policy	Greenply Industries Limited

Past business experience of Key Managerial Personnel:

Mr. Shiv Prakash Mittal, Executive Chairman

One of the founders of Greenply Industries Limited and served as Chairman of the Greenply for more than two decades prior to the order of demerger of Greenply Industries Limited and Greenpanel Industries Limited. He was also associated with Kitply Industries Limited for 21 (twenty-one) years. He has over 30 years of experience in the fields of production and marketing in plywood, laminates, mdf and allied products.

Mr. Shobhan Mittal, Managing Director & CEO

Served as Joint Managing Director & CEO of Greenply Industries Limited for a period of more than 10 years. He possesses over 10 (ten) years of experience in business administration and marketing strategy. He was instrumental in setting-up of the MDF units of our Company at Pantnagar, Uttarakhand as well as Chittoor, Andhra Pradesh, which are transferred as "Demerged Undertaking" to the issuer, Greenpanel Industries Limited, post demerger of our Company from Greenply Industries Limited. After successfully streamlining the Pantnagar unit, he is presently involved in the streamlining the operations of the Chittoor unit.

Mr. Vishwanathan Venkatramani, Chief Financial Officer (CFO)

Served as Chief Financial Officer (CFO) of Greenply Industries Limited and has been associated with Greenply Industries Limited since July, 1995.

Mr. Banibrata Desarkar, Company Secretary and Compliance Officer

Served as assistant company secretary of Greenply Industries Limited and has been associated with Greenply Industries Limited since May 2018. Prior to that, he was associated with DIC India Limited since January 2007.

All the key managerial personnel are permanent employees of the Company.

Relationship between the Key Managerial Personnel

Name of the Directors	**Category**	**Relationship between Directors**
Mr. Shiv Prakash Mittal	Executive Chairman	Mr. Shobhan Mittal (Son)
Mr. Shobhan Mittal	Managing Director & CEO	Mr. Shiv Prakash Mittal (Father)
Mr. Vishwanathan Venkatramani	None	None
Mr. Banibrata Desarkar	None	None

Compensation paid and benefits granted during last financial year since their appointment as key managerial personnel: Nil, since all key managerial personnel were appointed in the current financial year (i.e, FY 2019-20).

Portion of the compensation or otherwise was paid pursuant to a bonus or profit-sharing plan for the previous financial year: Nil

Shareholding of the Key Managerial Personnel:

Sl. No	**Name of KMP**	**Designation**	**Shareholding of Re.1/- each**
1.	Mr Shiv Prakash Mittal	Executive Chairman	Nil
2.	Mr. Shobhan Mittal	Managing Director & CEO	739,000
3.	Mr. Vishwanathan Venkatramani	Chief Financial officer	10
4.	Mr. Banibrata Desarkar	Company Secretary and Compliance Officer	Nil

Changes in Key Managerial Personnel since the past 3 years:

S. No.	**Name of Director**	**Appointment/Resignation**	**Date**
1.	Mr. Shiv Prakash Mittal	Appointment	19th July, 2019
2.	Mr. Shobhan Mittal	Appointment	19th July, 2019
3.	Mr. Vishwanathan Venkatramani	Appointment	19th July, 2019
4.	Mr. Banibrata Desarkar	Appointment	19th July, 2019

- **Disclosures regarding Employee stock option scheme/ employee stock purchase scheme by Greenpanel:** There are no Employee stock option scheme/ employee stock purchase scheme.

- **Payment or Benefit to Key Managerial Personnel of Greenpanel in the last Financial Year:** Nil, since each of the Key Managerial Personnel has been appointed in this financial year (that is, FY 2019-20).

- There have been no arrangements or understandings with any major shareholder, customers, suppliers or others pursuant to which the Key Managerial Personnel were appointed.

CORPORATE GOVERNANCE

The provisions relating to corporate governance prescribed under the SEBI Listing Regulations will be applicable to us immediately upon listing of the Equity Shares on the Stock Exchanges. We are in compliance with the requirements of applicable regulations, including the SEBI Listing Regulations, the CA 2013 and the rules framed thereunder, in respect of corporate governance including constitution of the Board and committees thereof.

Committees of the Board

In addition to the committees of our Board detailed below, our Board may, from time to time, constitute committees for various functions.

a. ***Audit Committee***

The members of the Audit Committee are:

1. Mr. Salil Kumar Bhandari, Chairman
2. Ms. Sushmita Singha, Member
3. Mr. Mahesh Kumar Jiwrajka, Member
4. Mr. Shiv Prakash Mittal, Member

The Audit Committee was constituted by a meeting of the Board of Directors held on July 19, 2019. The terms of reference of the Committee are as follows:

Powers of Audit Committee

The powers of Audit Committee include the following:

1. To investigate any activity within its terms of reference.
2. To seek information required from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of Audit Committee

The role of the Audit Committee includes the following:

1. 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;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors except those which are specifically prohibited;

4. Reviewing, with the management, and examination of the financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

    a. Matters required to be included in the Director’s Responsibility Statement to be included in the Board’s report in terms of clause (c) of sub-section 3 of section 134 of the CA 2013

    b. Changes, if any, in accounting policies and practices and reasons for the same

    c. Major accounting entries involving estimates based on the exercise of judgment by management

    d. Significant adjustments made in the financial statements arising out of audit findings

    e. Compliance with listing and other legal requirements relating to financial statements

    f. Disclosure of any related party transactions

    g. Modified opinion(s) in the draft audit report

5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor’s independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties and scrutiny of the method used to determine the arm’s length price of any transaction;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;

19. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments existing as on the date of coming into force of this provision.
21. Reviewing the compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.
22. Carrying out any other function as may be delegated by the Board of Directors from time to time or as may be required by applicable law or as is mentioned in the terms of reference of the audit committee.

Review of information by Audit Committee

The Audit Committee shall mandatorily review the following information:

a. Management discussion and analysis of financial condition and results of operations;
b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
d. Internal audit reports relating to internal control weaknesses; and
e. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
f. Statement of deviations:
   i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulations 32(1) of SEBI LODR.
   ii) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI LODR.

b. Nomination and Remuneration Committee

The members of the Committee are:

1. Mr. Salil Kumar Bhandari, Chairman
2. Ms. Sushmita Singha, Member
3. Mr. Mahesh Kumar Jiwrajka, Member

The Nomination and Remuneration Committee was constituted by a meeting of the Board of Directors held on July 19, 2019. The terms of reference of the Committee are as follows:

1. To formulate criteria for:

   a. determining qualifications, positive attributes and independence of a director;
   b. evaluation of performance of independent directors and the Board of Directors.

2. To devise the following policies on:

    a. remuneration including any compensation related payments of the directors, key managerial personnel and other employees and recommend the same to the Board of the Company;
    b. Board diversity laying out an optimum mix of executive, independent and non-independent directors keeping in mind the needs of the Company.

3. To identify persons who are qualified to:

    a. become directors in accordance with the criteria laid down, and recommend to the Board the appointment and removal of directors;
    b. be appointed in senior management in accordance with the policies of the Company and recommend their appointment or removal to the HR Department and to the Board.

4. To specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;

5. To carry out evaluation of the performance of every director of the Company;

6. To express opinion to the Board that a director possesses the requisite qualification(s) for the practice of the profession in case the services to be rendered by a director are of professional nature.

7. To decide whether to extend or continue the term of appointment of the independent director, on the basis of report of performance evaluation of independent directors;

8. To recommend to the board, all remuneration, in whatever form, payable to senior management personnel.

9. To carry out such other business as may be required by applicable law or delegated by the Board or considered appropriate in view of the general terms of reference and the purpose of the Nomination and Remuneration Committee.

c. ***Stakeholders Relationship Committee***

The members of the Committee are:

1. Mr. Mahesh Kumar Jiwrajka, Chairman
2. Mr. Shiv Prakash Mittal, Member
3. Mr. Shobhan Mittal, Member

The Committee was constituted by a meeting of the Board of Directors held on July 19, 2019. The terms of reference of the Committee are as follows:

1. To ensure proper and timely attendance and redressal of grievances of security holders of the Company in relation to:

    a. Transfer/transmission of shares,

b. Non-receipt of annual reports,
c. Non-receipt of declared dividends,
d. All such complaints directly concerning the shareholders / investors as stakeholders of the Company; and
e. Any such matters that may be considered necessary in relation to shareholders and investors of the Company.

2. Reviewing the measures taken for effective exercise of voting rights by shareholders.

3. Reviewing the adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.

4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

5. Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from the shareholders from time to time;

6. To review and / or approve applications for transfer, transmission, transposition and mutation of share certificates including issue of duplicate certificates and new certificates on split / sub-division / consolidation / renewal and to deal with all related matters as may be permissible under applicable law.

7. To review and/or approve requests of dematerialization and rematerialisation of securities of the Company and such other related matters;

8. Appointment and fixing of remuneration of RTA and overseeing their performance;

9. Review the status of the litigation(s) filed by/against the security holders of the Company;

10. Review the status of claims received for unclaimed shares;

11. Recommending measures for overall improvement in the quality of investor services;

12. Review the impact of enactments/ amendments issued by the MCA/ SEBI and other regulatory authorities on matters concerning the investors in general;

    Such other matters as per the directions of the Board of Directors of the Company and/ or as required under Regulation 20 read with Part D of Schedule II of the SEBI LODR.

13. To carry out such other business as may be required by applicable law or delegated by the Board of Directors of the Company or considered appropriate in view of its terms of reference.

d. ***Corporate Social Responsibility Committee***

The members of the Committee are:

1. Ms. Sushmita Singha, Chairperson

2. Mr. Shiv Prakash Mittal, Member
3. Mr. Shobhan Mittal, Member

The Committee was constituted by a meeting of the Board of Directors held on July 19, 2019. The terms of reference of the Committee are as follows:

1. To formulate, monitor and recommend to the Board the CSR Policy including the activities to be undertaken by the Company;

2. To recommend the amount of expenditure to be incurred on the activities undertaken;

3. To monitor the implementation of the framework of Corporate Social Responsibility Policy;

4. To evaluate the social impact of the Company's CSR Activities;

5. To review the Company's disclosure of CSR matters;

6. To submit a report on CSR matters to the Board at such intervals and in such format as may be prescribed.

7. To consider other functions, as defined by the Board or as may be stipulated under any law, rule or regulation, Corporate Social Responsibility Voluntary Guidelines 2009 and the CA 2013.

PROMOTER, PROMOTER GROUP AND GROUP COMPANIES

Details of Promoter

Mr. Shiv Prakash Mittal and Mr. Shobhan Mittal are promoters of our Company.

Individual Promoters

Mr. Shiv Prakash Mittal, Executive Chairman

	Shiv Prakash Mittal, aged 70 years, is one of our Promoters. **Date of birth:** April 7, 1949 **Address:** Flat No. 2NW, 5 Queens Park, Kolkata - 700019 **PAN No.** AEAPM0196F **Aadhar Card No:** 5261 7835 3011 **Driving License No:** WB01 20130969933	

Mr. Shobhan Mittal, Managing Director & CEO

	Shobhan Mittal, aged 38 years, is one of our Promoters. **Date of birth:** August 19, 1980 **Address:** 46, Lakeshore View, Singapore- 098401, Singapore **PAN No.** AGTPM0891N **Aadhar Card No:** 5969 9878 3809 **Driving License No:** DL-0320100114513	

The educational qualifications, work related experience and the other directorships held by each of the Promoters is set out at page number 118 of this Information Memorandum.

The PAN, bank account number and passport numbers for each of the Promoters have been submitted to BSE and NSE.

Promoter Group

The following have been identified as part of the Promoter Group in accordance with SEBI ICDR Regulations:

S. No.	Name of Promoter	Number of Equity Shares in Company	Percentage of paid up capital in Company
PROMOTER			
42	Mr Shiv Prakash Mittal	-	-
43	Mr Shobhan Mittal	739,000	0.60
PROMOTER GROUP			
44	Shiv Prakash Mittal and Shobhan Mittal on behalf of Trade Combines, partnership firm	11,702,380	9.54
45	Mr Rajesh Mittal	3,079,900	2.51
46	Mr Sanidhya Mittal	90,000	0.07
47	Ms. Santosh Mittal	1,165,900	0.95
48	Ms. Karuna Mittal	680,000	0.55
49	Ms. Chitwan Mittal	-	-
50	Master Aditya Mittal	-	-
51	Master Dev Mittal	-	-
52	Mr. Saurabh Mittal	-	-
53	Ms. Usha Dhurka	-	-
54	Ms. Kiran Loyalka	-	-
55	Ms. Neera Devi Bhartia	-	-
56	Mr. Sharad Jaipuria	-	-
57	Ms. Anjali Jaipuria	-	-

58	Mr. Dilip Modi	-	-
59	Mr. Shreevats Jaipuria	-	-
60	Ms. Kusum Jalan	-	-
61	Ms. Rasika Kajaria	-	-
62	Mittalgreen Plantations LLP	-	-
63	Rajesh Mittal & Sons, HUF	-	-
64	Prime Holdings Private Limited	12,042,800	9.82
65	S. M. Management Private Limited	31,626,965	25.79
66	Vanashree Properties Private Limited	1,448,055	1.18
67	Niranjan Infrastructure Private Limited	-	-
68	RS Homcon Limited	-	-
69	Showan Investment Private Limited	-	-
70	Brijbhumi Merchants Private Limited	-	-
71	Educational Innovations Private Limited	-	-
72	Brijbhumi Tradevin Private Limited	-	-
73	Mastermind Shoppers Private Limited	-	-
74	Dholka Plywood Industries Private Limited	-	-
75	Bluesky Projects Private Limited	-	-
76	RKS Family Foundation	-	-

77	Trade Combines Pte Limited, Singapore	-	-
78	Greenlam Industries Limited	-	-
79	Himalaya Granites Limited	-	-
80	Greenply Leasing and Finance Private Limited	-	-
81	Prime Properties Private Limited	-	-
82	S. M. Safeinvest Private Limited	-	-

Payment or Benefit to the Promoter of the Issuer:

There is no payment or benefit to the Promoter of our Company pursuant to the implementation of the present Scheme.

Change of Promoters: Pursuant to the Scheme, the promoters of our Company have changed from Greenply to Mr. Shiv Prakash Mittal and Mr. Shobhan Mittal. Prior to the Scheme, Mr. Shiv Prakash Mittal, Mr. Rajesh Mittal and Mr. Shobhan Mittal were the promoters of Greenply.

Interest of Promoters:

(a) Interest of Promoters in promotion of our Company:

Our Promoters are interested in our Company to the extent of the Equity Shares held by them as well as to the extent of any dividend, bonuses or other distributions on such Equity Shares. For further details, see the "*Capital Structure*" at page number 38 of this Information Memorandum.

(b) Interest of Promoters in the property of our Company:

Our Promoters do not have any interest, whether direct or indirect, in any property acquired by our Company from the date of incorporation of our Company till the date of this Information Memorandum or proposed to be acquired by our Company as on the date of this Information Memorandum or in any transaction for acquisition of land, construction of buildings and supply of machinery, etc.

(c) Interest of Promoters in our Company, other than as promoters of our Company

Our Promoters do not have any interest in our Company other than as Promoters.

(d) Interest of Promoters in our Company arising out of being a member of a firm or a company

Our Company has not made any payments in cash or shares or otherwise to any of our Promoters or to firms or companies in which any of our Promoters are interested as members or promoters nor has any Promoter been offered any inducements to become interested in any firm or company, in connection with the promotion or formation of our Company

(e) Common pursuits of the Promoters with our Company.

Currently, the Promoters of our Company are also promoters of Greenply, which is involved in the similar line of business as our Company. However, the Scheme envisages a realignment of shareholding inter se the promoter and promoter group of Greenply and our Company within a period of 36 (thirty-six) months from listing of Equity Shares of our Company as stated in the Scheme at page number 116 titled "*Composite Scheme of Arrangement*", such that the Promoters of our Company shall cease to be promoters or part of the promoter group of Greenply post such restructuring.

Disassociation by Promoters in last three financial years &reasons:

NIL.

Group Companies

The following table enumerates our Group Companies, brief description of the business and nature and extent of interest of our Promoters:

No.	Name of the Company	Country of Incorporation	Nature of business activity	Interest of Promoters
1.	Greenply Industries Limited	India	Manufacturing of Plywood and allied products	0.60%
2.	Greenlam Industries Limited	India	Manufacturing of Laminates	2.10%

1. Greenply Industries Limited

Corporate Information

Greenply Industries Limited was originally incorporated as "Mittal Laminates Private Limited" on November 28, 1990 under the Companies Act, 1956. Greenply was converted into a public limited company and the name was changed to Mittal Laminates Limited pursuant to a fresh certificate of incorporation dated November 1, 1994. The name was changed to "Greenply Industries Limited" pursuant to a fresh certificate of incorporation dated January 17, 1996 issued by the Registrar of Companies, Shillong. Its corporate identification number is L20211AS1990PLC003484. Its registered office is situated at Makum Road, Tinsukia, Assam-786 125, Assam, India. Greenply is engaged in the business of manufacturing of Plywood and allied products

Interest of our Promoters

As on March 31, 2019, Shobhan Mittal held 0.60% of the equity shares in Greenply.

Financial Information

The following information has been derived from the consolidated financial statements of Greenply for the last three financial years:

(Amount in lakhs)

Particulars	As of March 31, 2019**	As of March 31, 2018*	As of March 31, 2017*
Equity Capital (face value Rs. 1/- per share)	1,226.27	1,226.27	1,226.27
Other Equity	32,296.12	86,524.27	76,039.88
Revenue from operations and other income	1,41,542.81	1,73,913.73	1,78,566.91
Profit/(Loss) after tax	7,967.16	11,062.71	12,544.37
Basic earnings per share (in Rs.)	6.50	9.02	10.29
Diluted earnings per share (in Rs.)	6.50	9.02	10.29
Net asset value per share (in Rs.)	27.34	71.56	63.01

*Financials stated herein are on pre-demerger basis and no effect to the Scheme has been given.

** Financials for the year ended 31 March 2019 are on post-demerger basis i.e. after giving the effect of Scheme.

Highest and lowest market price of shares of Greenply during preceding six months at NSE are as follows:

Month	Highest price	Lowest price
April 2019	171.05	160.05
May 2019	166.80	143.55
June 2019	169.35	158.65
July 2019	171.05	123.00
August 2019	145.55	113.10
September 2019	169.60	137.00

Greenply has raised INR 5,000 lakhs through Qualified Institutional Placement (QIP) in FY 16-17 at INR 257 per share by issuing 19,45,525 equity shares of face value of INR 1 each. Current market price is Rs. 155.05 as on October 14, 2019.

There are no pending litigations against Greenply which would have a material impact on our Company.

Greenply is not a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1995 and no application has been made to the Registrar of Companies for striking off the name of Greenply.

There are common pursuits with our Company to the extent of manufacturing and selling of plywood and decorative veneers.

List of Directors of Greenply:

1. Rajesh Mittal
2. Sanidhya Mittal
3. Susil Kumar Pal
4. Vinod Kumar Kothari
5. Anupam Kumar Mukerji
6. Sonali Bhagwati Dalal
7. Upendra Nath Challu

2. Greenlam Industries Limited

Corporate Information

Greenlam Industries Limited was incorporated as a public limited company on August 12, 2013 under CA 2013 with the Registrar of Companies, Shillong. Its corporate identity number is L21016AS2013PLC011624. Its registered office is situated at Makum Road, Tinsukia, Assam-786 125, Assam, India.

Greenlam is engaged in the business of manufacturing of Laminates and allied products.

Interest of our Promoters

As on March 31, 2019, Shiv Prakash Mittal held 2.10% of the equity share capital in Greenlam.

Financial Information

The following information has been derived from the consolidated financial statements of Greenlam for the last three financial years:

(Amount in Lakhs)

Particulars	As of March 31, 2019	As of March 31, 2018	As of March 31, 2017
Equity Capital (face value Rs. 5/- per share)	1,206.82	1,206.82	1,206.82
Other Equity	41,634.39	34,406.48	28,607.30
Revenue from operations and other income	1,28,223.22	1,15,735.78	1,11,884.90
Profit/(Loss) after tax	7,711.23	6,461.73	4,967.05
Basic earnings per share (in Rs.)	31.95	26.77	20.58
Diluted earnings per share (in Rs.)	31.95	26.77	20.58
Net asset value per share (in Rs.)	177.50	147.55	123.53

Highest and lowest market price of shares during preceding six months at NSE are as follows:

Month	Highest price	Lowest price
April 2019	999.85	921.50
May 2019	894.50	793.15
June 2019	880.70	725.10
July 2019	790.85	682.40
August 2019	769.45	683.65
September 2019	886.05	720.00

There has been no public issue or rights issue of Greenlam in the preceding three years.

There are no pending litigations against Greenlam which would have a material impact on our Company.

Greenlam is not a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1995. Further, no application has been made by Greenlam to the Registrar of Companies for striking off its name.

There are common pursuits between Greenlam and our Company to the extent of manufacturing and selling of decorative veneers.

List of Directors:

1. Shiv Prakash Mittal

2. Saurabh Mittal
3. Parul Mittal
4. Vijay Kumar Chopra
5. Sonali Bhagwati Dalal
6. Sandip Das

Related Party Transactions:

Name of the Related Party	Nature of Transaction	Amounts (in INR and in lakhs)
Greenlam Industries Limited	Sale of products	546.14
Greenlam Industries Limited	Purchase of products	137.36
Greenply Industries Limited	Sale of products	4,416.03

DIVIDEND AND DIVIDEND POLICY

The Company has adopted a formal dividend policy on August 14, 2019. Please see below the dividend policy of our Company

Our Company has not declared any dividend on the Equity Shares, since its incorporation.

DIVIDEND DISTRIBUTION POLICY OF GREENPANEL INDUSTRIES LIMITED

The Board of Directors (the "Board") of Greenpanel Industries Limited (the "Company") had adopted this Dividend Distribution Policy (the "Policy") of the Company as required in terms of Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") in its meeting held on 14th August 2019.

EFFECTIVE DATE

This Policy shall become effective from the date of its adoption by the Board.

PURPOSE, OBJECTIVES AND SCOPE

The Securities and Exchange Board of India ("SEBI") vide its Notification dated July 08, 2016 has amended the Listing Regulations by inserting Regulation 43A in order to make it mandatory to have a Dividend Distribution Policy in place by the top five hundred listed companies based on their market capitalization calculated as on the 31st day of March of every year. Considering the provisions of the aforesaid Regulation 43A, the Board of Directors (the "Board") of the Company recognizes the need to lay down a broad framework for considering decisions by the Board of the Company, with regard to distribution of dividend to its shareholders and/ or retaining or ploughing back of its profits. The Policy also sets out the circumstances and different factors for consideration by the Board at the time of taking such decisions of distribution or of retention of profits, in the interest of providing transparency to the shareholders.

The Policy is not an alternative to the decision of the Board for recommending dividend, which is made every year after taking into consideration all the relevant circumstances enumerated hereunder or other factors as may be decided as relevant by the Board.

Declaration of dividend on the basis of parameters in addition to the parameters of this Policy or resulting in amendment of any parameters of the Policy will be regarded as deviation. Any such deviation on parameters of this Policy in extraordinary circumstances, when deemed necessary in the interests of the Company, along with the rationale will be disclosed in the Annual Report by the Board of Directors.

The Policy reflects the intent of the Company to reward its equity shareholders by sharing a portion of its profits after adjusting for accumulated losses and unabsorbed depreciation, if any, and also retaining sufficient funds for growth of the Company pursuant to Section 123 of the Companies Act, 2013. The Company shall pursue this Policy, to pay, subject to the circumstances and factors enlisted hereon, progressive dividend, which shall be consistent with the performance of the Company over the years.

The Policy shall not apply to:

- Determination and declaring dividend on preference shares as the same will be as per the terms of issue approved by the shareholders;
- Issue of Bonus Shares by Company;
- Buy back of Securities.

A. GENERAL POLICY OF THE COMPANY AS REGARDS DIVIDEND

The general considerations of the Company for taking decisions with regard to dividend payout or retention of profits shall be as following-

1. Subject to the considerations as provided in the Policy, the Board shall determine the dividend payout in a particular year after taking into consideration the operating and financial performance of the Company, the advice of executive management including the Chief Financial Officer ('CFO'), and other relevant factors.

B. CONSIDERATIONS RELEVANT FOR DECISION OF DIVIDEND PAY-OUT

The Board shall consider the following, while taking decisions of a dividend payout during a particular year-

Statutory requirements

The Company shall observe the relevant statutory requirements including those with respect to transfer of a certain portion of profits to any specific reserve such as Debenture Redemption Reserve, Capital Redemption Reserve etc. as provided in the Companies Act, 2013, which may be applicable to the Company at the time of taking decision with regard to dividend declaration or retention of profit.

Agreements with lending institutions/ Debenture Trustees

The decision of dividend pay-out shall also be affected by the restrictions and covenants contained in the agreements, if any, as may be entered into with the lenders/Debenture Trustee of the Company from time to time.

Other Agreements

The decision of dividend pay-out shall also be affected by the restrictions and covenants contained in the agreements that the Company shall generally enter into during the course of business, if any.

This provision shall apply mutatis mutandis to agreements already executed before the commencement of the Dividend Policy of the Company.

Long term strategic objectives of the Company as regards financial leverage

The Board may exercise its discretion to change the percentage of dividend or to otherwise take decision of retention or distribution of profits where, the Company is planning to go for expansion, restructuring, reorganizing, diversification, investment, etc.

Prudential requirements

The Company shall analyse the prospective projects and strategic decisions in order to decide-

- to build a healthy reserve of retained earnings;
- to augment long term strength;
- to build a pool of internally generated funds to provide long-term resources as well as resource-raising potential for the Company; and
- the needs for capital conservation and appreciation.

Proposals for major capital expenditures etc.

In addition to plough back the 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.

Extent of realized profits as a part of the IND AS profits of the Company

The extent of realized profits out of its profits calculated as per IND AS, affects the Board's decision of determination of dividend for a particular year. The Board is required to consider such factors before taking any dividend or retention decision.

Expectations of shareholders

The Board, while considering the decision of dividend pay-out or retention of a certain amount or entire profits of the Company, shall, consider the expectations of the shareholders of the Company who generally expects for a regular dividend payout.

C. OTHER FINANCIAL PARAMETERS

In addition to the aforesaid parameters such as realized profits, proposed major capital expenditures, etc., the decision of dividend payout or retention of profits shall also be based the following-

Operating cash flow of the Company

If the Company cannot generate adequate operating cash flow, it may need to rely on outside funding to meet its financial obligations and sometimes to run the day-to-day operations. The Board will consider the same before its decision whether to declare dividend or retain its profits.

Net sales of the Company

To increase its sales in the long run, the Company will need to expand its manufacturing capacity as well as increase its marketing, selling, advertising expenses etc. The amount outlay in such activities will influence the decision of declaration of dividend.

Return on invested capital

The efficiency with which the Company uses its capital will impact the decision of dividend declaration.

Magnitude of earnings of the Company

Since dividend is directly linked with the availability of earning over the long haul, the magnitude of earnings will significantly impact the dividend declaration decisions of the Company.

Cost of borrowings

The Board will analyze the requirement of necessary funds considering the long term or short term projects proposed to be undertaken by the Company and the viability of the options in terms of cost of raising necessary funds from outsiders such as bankers, lending institutions or by issuance of debt securities or plough back its own funds.

Obligations to creditors

The Company should be able to repay its debt obligations without much difficulty over a reasonable period of time. Considering the volume of such obligations and time period of repayment, the decision of dividend declaration shall be taken.

Inadequacy of profits

If during any financial year, the Board determines that the profits of the Company are inadequate, the Board may decide not to declare dividends for that financial year.

Post dividend EPS

The post dividend EPS can have strong impact on the funds of the Company, thus, impacting the overall operations on day-to-day basis and therefore, affects the profits and can impact the decision for dividend declaration.

D. FACTORS THAT MAY AFFECT DIVIDEND PAYOUT

External Factors

Taxation and other regulatory concern

- Dividend distribution tax or any tax deduction at source as required by applicable tax regulations in India, as may be applicable at the time of declaration of dividend.
- Any restrictions on payment of dividends by virtue of any regulation as may be applicable to the Company at the time of declaration of dividend.

Macroeconomic conditions

Considering the state of economy in the Country, the policy decisions that may be formulated by the Government and other similar conditions prevailing in the international market which may have a bearing on or affect the business of the Company, the management may consider retaining a larger part of the profits to have sufficient reserves to absorb unforeseen circumstances.

Capital Market

When the markets are favorable, dividend pay-out can be liberal. However, in case of unfavorable Capital market conditions, Board may resort to a conservative dividend payout in order to conserve cash outflows.

Statutory Restrictions

The Board will keep in mind any restrictions on payment of dividends by virtue of any regulation or loan covenant, as may be applicable to the Company at the time of declaration of dividend.

Internal Factors

Product/ market expansion plan

The Company's growth oriented decision to conserve cash in the Company for future expansion plan impacts shareholders expectation for the long run which shall be considered by the Board before taking dividend decision.

Past performance/ reputation of the Company

The trend of the performance/ reputation of the Company that has been during the past years determine the expectation of the shareholders.

Working capital management in the Company

The current practice for the management of working capital within the Company also impacts the decision of dividend declaration.

Age of the Company and its product/market

The age of the Company and its product or the market in which the Company operates will be one of the most significant determining factors to the profitability of the Company and dividend declaration or retention.

Amount of cash holdings in the Company

In the investor's point of view, in the absence of any major expansion plan or capital investments or other strategic investment plans in the hands of the Company, the investors may not appreciate excessive cash holdings in the Company. The Board shall have to consider the same before taking decision of dividend declaration.

E. CIRCUMSTANCES UNDER WHICH DIVIDEND PAYOUT MAY OR MAY NOT BE EXPECTED

The Board shall consider the factors provided above under this Policy, before determination of any dividend payout after analyzing the prospective opportunities and threats, viability of the options of dividend payout or retention etc. The decision of dividend payout shall, majorly be based on the aforesaid factors considering the balanced interest of the shareholders and the Company.

F. MANNER OF DIVIDEND PAYOUT

The discussion below is a summary of the process of declaration and payment of dividends, and is subject to applicable regulations:

In case of final dividends

1. Recommendation, if any, shall be done by the Board, usually in the Board meeting that considers and approves the annual financial statements, subject to approval of the shareholders of the Company.

2. The dividend as recommended by the Board shall be approved/declared at the annual general meeting of the Company.

3. The payment of dividends shall be made within 30 days from the date of declaration to the shareholders entitled to receive the dividend on the record date/book closure period as per the applicable law.

In case of interim dividend

1. Interim dividend, if any, shall be declared by the Board.

2. Before declaring interim dividend, the Board shall consider the financial position of the Company that allows the payment of such dividend.

3. The payment of dividends shall be made within 30 days from the date of declaration to the shareholders entitled to receive the dividend on the record date as per the applicable laws.

4. In case no final dividend is declared, interim dividend paid during the year, if any, will be regarded as final dividend in the annual general meeting.

G. MANNER OF UTILISATION OF RETAINED EARNINGS

The Board may retain its earnings in order to make better use of the available funds and increase the value of the stakeholders in the long run. The decision of utilization of the retained earnings of the Company shall be based on the following factors:

- Market expansion plan;
- Product expansion plan;
- Increase in production capacity;

- Modernization plan;
- Diversification of business;
- New acquisitions and investments;
- Long term/short term strategic plans including strategic joint ventures and/or partnerships and/or subsidiary companies;
- Replacement/up-gradation/modernization of capital assets;
- To cater the expensive cost of debt ;
- Such other criteria as the Board may deem fit from time to time.

H. PARAMETERS FOR VARIOUS CLASSES OF SHARES

1. The factors and parameters for declaration of dividend to different class of shares of the Company shall be same as covered above.

2. The payment of dividend shall be based on the respective rights attached to each class of shares as per their terms of issue.

3. The dividends shall be paid out of the Company's distributable profits and/or general reserves, and shall be allocated among shareholders on a pro-rata basis according to the number of each type and class of shares held.

4. Dividend when declared shall be first paid to the preference shareholders, if any, of the Company as per the terms and conditions of their issue.

AMENDMENT

To the extent any change/amendment is required in terms of any applicable law, the Managing Director or the Executive Chairman of the Company shall be jointly/severally authorised to review and amend the Policy, to give effect to any such changes/ amendments. Such amended Policy shall be periodically placed before the Board for noting and necessary ratification immediately after such changes.

SECTION VI – FINANCIAL STATEMENTS

Please note that the numbers as on March 31, 2019 are provided considering the demerger pursuant to the Scheme.

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF GREENPANEL INDUSTRIES LIMITED

Report on the Audit of the Standalone Financial Statement

Opinion

This Report is issued in supersession of our earlier report dated May 16, 2019 on the Original Standalone Ind AS Financial Statements, to the extent of matter stated in emphasis of matters paragraph below

We have audited the accompanying standalone financial statements of GREENPANEL INDUSTRIES LIMITED ("the Company"), which comprise the balance sheet as at March 31, 2019, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information in which are included all the assets and liabilities of the 'transferred business' of Greenply Industries Ltd (Greenply) and its investment in its wholly owned subsidiary viz. Greenpanel Singapore Pte. Ltd. formally known as Greenply Trading Pte. Limited (registered in Singapore) excluding its investment of USD 37,50,000 (37,50,000 ordinary shares of USD 1 each) in Greenply Alkemal (Singapore) Pte. Ltd. (registered in Singapore) (as per the scheme of arrangement approved by Hon'ble National Company Law Tribunal, Guwahati Bench, fully described in Note 48 to the standalone Ind AS financial statements) at their respective book values on a going concern basis with effect from the appointed date (i.e. April 1, 2018), herein after referred to as Ind AS Financial Statements,.

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 Indian Accounting Standards prescribed under section 133 of the Act read with the relevant rules made thereunder, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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 of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, as amended 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

Without qualifying we draw attention to Note 48, to the accompanying standalone Ind AS financial statements for the year ended March 31, 2019 which earlier were approved by the Board of Directors in its meeting held on May 18, 2018. The accompanying standalone Ind AS financial statements have been prepared by the Company consequent to transfer of business and its investment in wholly owned subsidiary viz. Greenpanel Singapore Pte. Ltd. formally known as Greenply Trading Pte. Limited (registered in Singapore) excluding its investment of USD 37,50,000 (37,50,000 ordinary shares of USD 1 each) in Greenply Alkemal (Singapore) Pte. Ltd. (registered in Singapore) by Greenply pursuant to a Scheme of Arrangement and Amalgamation, approved by the Hon'ble

National Company Law Tribunal, Guwahati Bench vide order dated June 28, 2019 effective from July 01, 2019 more fully described therein, with an appointed date of April 01, 2018. We further report that our audit procedures on the subsequent events in so far as those relate to the updating of the original standalone Ind AS financial statements (as amended) are restricted solely to the matters related to the Scheme and no effect has been given for any other events, if any, occurring after May 16, 2019 (being the date on which original standalone Ind AS financial Statements were approved by the Board of Directors of the Company and reported upon by us in our report of that date).

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report but does not include the 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 Auditors' 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 standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The 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

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional 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 omission, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements 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,

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of 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, to the extent applicable.

2. As required by Section 143(3) of the Act, based on our audit we report that:

   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.

a) 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.

b) The balance sheet, the statement of profit and loss including other comprehensive income, statement of changes in equity and the statement of cash flow dealt with by this Report are in agreement with the relevant books of account.

c) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act read with the relevant rules made thereunder, as amended, and other accounting principles generally accepted in India

d) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

e) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

f) With respect to the other matter to be included in the Auditors' report under Section 197(16), based on our audit, we report that:

The managerial remuneration paid/provided during the current year to the directors by the Company is in accordance with the provisions of Section 197 of the Act.

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations as at March 31, 2019 on its financial position in its standalone financial statements- Refer note 37 (a) to the standalone financial statements.

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

iii. There was no amount required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2019.

For S. S. Kothari Mehta & Company
Chartered Accountants
Firm Registration No. 000756N

Sunil Wahal
Partner
Membership No: - 087294

Place: New Delhi
Date: July 19, 2019

Annexure A to the Independent Auditors' Report to the Members of GREENPANEL INDUSTRIES LIMITED on its standalone financial statements dated 19th July 2019

Report on the matters specified in paragraph 3 of the Companies (Auditor's Report) Order, 2016 ("the Order') issued by the Central Government of India in terms of section 143(11) of the Companies Act, 2013 ("the Act") as referred to in paragraph 1 of 'Report on Other Legal and Regulatory Requirements' section.

i. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

(b) The Company has a regular program for physical verification of its fixed assets according to which fixed assets of respective locations are verified in a phased manner. In our opinion the frequency of physical verification is reasonable having regard to the size of the Company and the nature of its fixed assets. No material discrepancies were noticed on such physical 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 except for the assets transferred to the Company pursuant to scheme of arrangement. The Company is in the process of having the title transferred in its name subsequent to the NCLT order as discussed in Note 48.4 (e).

ii. The inventories of raw material and components of the Company (except stock in transit) have been physically verified by the management at the end of the year and in respect of inventory of stores and spares there is perpetual inventory system and substantial portion of the stock have been verified during the year. In our opinion, the procedures of physical verification of inventory followed by the Management are reasonable in relation to the size of the Company and nature of its business. The discrepancies, if any, were not material and adjusted in the books.

iii. The company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Act. Accordingly, clauses 3(iii) (a) to (c) of the Order are not applicable.

iv. According to the information, explanations and representations provided by the management and based upon audit procedures performed, we are of the opinion that in respect of loans, investments, guarantees and security, the Company has complied with the provisions of the Section 185 and 186 of the Act.

v. As the Company has not accepted deposits, the directives issued by the Reserve Bank of India and the provisions of Section 73 to76 of the Act or any other relevant provisions of the Act and the rules framed there under are not applicable. Neither an order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal, nor is any proceeding pending before such authority.

vi. We have broadly reviewed the books of accounts maintained by the company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Act in respect of the company's products to which the said rules are made applicable and are of the opinion that prima facie, the prescribed records have been made and maintained. We have, however, not made a detailed examination of the said records with a view to determine whether they are accurate or complete.

vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, duty of customs, Goods and Service tax, cess and other material statutory dues, as applicable, with the appropriate authorities and there are no such undisputed amounts payable which have remained outstanding as at March 31, 2019 for a period of more than six months from the date they became payable.

(b) We are informed that there are no dues in respect of Sales Tax, Income Tax, Customs Duty, Excise Duty, Goods & Service Tax and Service Tax which have not been deposited on account of any dispute except as mentioned below along with the forum where the dispute is pending:

Name of the statute	Nature of dues	Amount Rs. (in lakhs)	Period to which the amount relates	Forum where dispute is pending
Service Tax Act, 1944	Denial of refund of service tax refund on Timber transportation	51.64	August 2013 to May 2014	CESTAT, New Delhi
Service Tax Act, 1944	Demand of Service tax on GTA services availed for transportation of wood log	445.68	June 2014 to September 2016	Commissioner Customs, Central Excise & Service Tax, Hapur
Service Tax Act, 1944	Demand of Service tax on GTA services availed for transportation of wood log	133.34	October 2016 to June 2017	Commissioner, Central Goods & Service Tax, Dehradun
Customs Act, 1962	Disallowance of benefits under SHIS license	391.92	July 2013 to December 2014	CESTAT, Kolkata
Customs Act, 1962	Disallowance of benefits under SHIS license	6.49	2013-2014 to 2014-2015	CESTAT, Kolkata

viii. In our opinion, on the basis of audit procedures and according to the information and explanations given to us, the Company has not defaulted in repayment of loans and borrowings to financial institutions and banks. The Company has not issued any debentures and has not taken any loans from the Government.

ix. In our opinion and according to the information and explanations given to us, term loans were applied for the purpose for which the term loans were obtained. No money has been raised during the year by way of initial public offer / further public offer.

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

xi. In our opinion and according to the Information and explanation given to us, the company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

xii. As the Company is not a Nidhi Company, the provision of clause 3(xii) of the Order are not applicable to the Company.

xiii. According to the information and explanations given to us, all transactions with related parties are in compliance with sections 177 and 178 of the Act, as applicable and the details have been disclosed in these standalone financial statements as required by the applicable accounting standards.

xiv. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company.

xv. In our opinion and on the basis of information and explanations given to us, the company has not entered into non-cash transactions with directors and persons connected with him. Hence, the provisions of section 192 of Act are not applicable.

xvi. According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For S. S. Kothari Mehta & Company
Chartered Accountants
Firm Registration No. 000756N

Sunil Wahal
Partner
Membership No: - 087294

Date: July 19, 2019
Place: New Delhi

Annexure B to the Independent Auditor's Report to the Members of GREENPANEL INDUSTRIES LIMITED dated July 19, 2019 on its standalone financial statements

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 2(e) of 'Report on Other Legal and Regulatory Requirements' section

We have audited the internal financial controls over financial reporting of **GREENPANEL INDUSTRIES LIMITED** ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit.

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
c) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

For S. S. Kothari Mehta & Company
Chartered Accountants
Firm Registration No. 000756N

Sunil Wahal
Partner
Membership No: 087294

Date: July 19, 2019
Place: New Delhi

Greenpanel Industries Limited
Standalone Balance Sheet as at 31 March 2019
₹ in Lakhs

	Note	31 March 2019	31 March 2018
Assets			
(1) Non-current assets			
(a) Property, plant and equipment	4	**1,11,684.34**	-
(b) Capital work-in-progress	5	**379.33**	-
(c) Other intangible assets	6	**72.38**	-
(d) Financial assets			
(i) Investments	7	**4,710.06**	-
(ii) Loans	8	**1,086.48**	-
(e) Other non-current assets	14	**1,653.47**	-
Total non-current assets		**1,19,586.06**	-
(2) Current assets			
(a) Inventories	10	**13,081.16**	-
(b) Financial assets			
(i) Trade receivables	11	**5,236.25**	-
(ii) Cash and cash equivalents	12	**1,810.37**	5.07
(iii) Other bank balances	13	**28.54**	-
(iv) Loans	8	**32.32**	-
(v) Derivatives	24	**10.39**	-
(vi) Other financial assets	15	**2,918.69**	-
(c) Other current assets	16	**5,777.84**	-
Total current assets		**28,895.56**	5.07
Total assets		**1,48,481.62**	5.07
Equity and liabilities			
Equity			
(a) Equity share capital	17	-	10.00
(b) Equity share capital suspense	17A	**1,226.27**	-
(c) Other equity	18	**66,810.56**	(5.19)
Total equity		**68,036.83**	4.81
Liabilities			
(1) Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	19	**45,365.66**	-
(ii) Other financial liabilities	20	**1,253.00**	-
(b) Provisions	21	**790.82**	-
(c) Deferred tax liabilities (net)	35	**1,205.30**	-
(d) Other non-current liabilities	22	**4,529.95**	-
Total non-current liabilities		**53,144.73**	-
(2) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	19	**4,541.70**	-
(ii) Trade payables	23		
total outstanding dues of micro enterprises and small enterprises		**0.81**	-
total outstanding dues of creditors other than micro enterprises and small enterprises		**8,149.41**	0.25
(iii) Other financial liabilities	20	**10,780.17**	-
(b) Other current liabilities	25	**3,354.35**	0.01
(c) Provisions	21	**383.03**	-
(d) Current tax liabilities (net)	9	**90.59**	-
Total current liabilities		**27,300.06**	0.26
Total liabilities		**80,444.79**	0.26
Total equity and liabilities		**1,48,481.62**	5.07
Significant accounting policies	3		
The accompanying notes form an integral part of the standalone financial statements			

As per our report of even date attached
For **S.S. Kothari Mehta & Co.**
Chartered Accountants
Firm Registration number.: 000756N

For and on behalf of Board of Directors of
Greenpanel Industries Limited
CIN: U20100AS2017PLC018272

Sunil Wahal
Partner
Membership No: 087294

Shiv Prakash Mittal
Executive Chairman
(DIN : 00237242)

Shobhan Mittal
Managing Director & CEO
(DIN : 00347517)

V. Venkatramani
Chief Financial Officer

Banibrata Desarkar
Company Secretary & VP-Legal

Place : Gurgaon
Dated : 19 July 2019

Place : Gurgaon
Dated : 19 July 2019

Greenpanel Industries Limited

Standalone Statement of Profit and Loss for the year ended 31 March 2019

₹ in Lakhs

	Note	Year ended 31 March 2019	Year ended 31 March 2018
I. Revenue from operations	26	**58,731.41**	-
II. Other income	27	**1,280.70**	-
III Total income (I+II)		**60,012.11**	-
IV. Expenses			
Cost of materials consumed	28	**29,006.74**	-
Purchase of stock in trade	29	**9.88**	-
Changes in inventories of finished goods, work-in-progress and stock in trade	30	**(3,939.94)**	-
Employees benefits expense	31	**7,486.77**	-
Finance costs	32	**2,391.15**	-
Depreciation and amortisation expense	33	**5,031.60**	-
Other expenses	34	**17,832.15**	5.19
Total expenses (IV)		**57,818.35**	5.19
V. Profit before tax (III-IV)		**2,193.76**	(5.19)
Current tax		**(499.41)**	-
Deferred tax		**2,718.40**	-
VI. Tax expense	35	**2,218.99**	-
VII. Profit for the year (V-VI)		**4,412.75**	(5.19)
VIII. Other comprehensive income			
Items that will not be reclassified subsequently to profit or			
Remeasurements of defined benefit liability/(asset)		**34.83**	-
Income tax relating to items that will not be reclassified to profit or loss		**(12.17)**	-
Net other comprehensive income not to be reclassified subsequently to profit or loss		**22.66**	-
IX. Total comprehensive income for the year (VII+VIII)		**4,435.41**	(5.19)
X. Earnings per equity share	36		
[Face value of equity share ₹ 1 each (previous year ₹ 1 each)]			
- Basic (₹)		**3.60**	(0.52)
- Diluted (₹)		**3.60**	(0.52)
Significant accounting policies	3		

The accompanying notes form an integral part of the standalone financial statements

As per our report of even date attached
For **S.S. Kothari Mehta & Co.**
Chartered Accountants
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Company Secretary & VP-Legal

Place : Gurgaon
Dated : 19 July 2019

Place : Gurgaon
Dated : 19 July 2019

Greenpanel Industries Limited
Standalone Statement of changes in equity for the year ended 31 March 2019
₹ in Lakhs

a) Equity share capital

Particulars	Note	Amount
Balance as at 1 April 2017		-
Issue of equity share capital during the year	17	10.00
Balance as at 31 March 2018		10.00
Cancelled pursuant to scheme of arrangement (See Note 48)	17	(10.00)
Share Suspense account - Allotment of equity shares pursuant to scheme of arrangement (See Note 48)	17A	1,226.27
Balance as at 31 March 2019		**1,226.27**

b) Other equity

Particulars	Note	Reserves and surplus		Items of OCI	Total
		Capital reserve	Retained earnings	Remeasurements of defined benefit liability	
Balance as at 1 April 2017		-	-	-	-
Total comprehensive income for the year ended 31 March 2018					
Profit or loss		-	(5.19)	-	(5.19)
Total comprehensive income		-	(5.19)	-	(5.19)
Balance as at 31 March 2018		-	(5.19)	-	(5.19)
Balance as at 1 April 2018		**-**	**(5.19)**	**-**	**(5.19)**
Amount adjusted pursuant to Scheme of Arrangement (See Note 48)		**62,380.34**	**-**	**-**	**62,380.34**
Total comprehensive income for the year ended 31 March 2019					
Profit or loss		**-**	**4,412.75**	**-**	**4,412.75**
Other comprehensive income (net of tax)		**-**	**-**	**22.66**	**22.66**
Total comprehensive income		**-**	**4,412.75**	**22.66**	**4,435.41**
Balance as at 31 March 2019		**62,380.34**	**4,407.56**	**22.66**	**66,810.56**

Significant accounting policies 3

The accompanying notes form an integral part of the standalone financial statements

As per our report of even date attached
For **S.S. Kothari Mehta & Co.**
Chartered Accountants
Firm Registration number.: 000756N

For and on behalf of Board of Directors of
Greenpanel Industries Limited
CIN: U20100AS2017PLC018272

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Chief Financial Officer

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Company Secretary & VP-Legal

Place : Gurgaon
Dated : 19 July 2019

Place : Gurgaon
Dated : 19 July 2019

Greenpanel Industries Limited
Standalone Statement of Cash Flows for the year ended 31 March 2019
₹ in Lakhs

	Year ended 31 March 2019	Year ended 31 March 2018
A. Cash flows from operating activities		
Profit before Tax	**2,193.76**	(5.19)
Adjustments for:		
Depreciation and amortisation expense	**5,031.60**	-
Finance costs	**2,391.15**	-
Provision for doubtful debts	**84.78**	-
Loss on sale/discard of property, plant and equipment	**5.05**	-
Interest income	**(69.03)**	-
Unrealised foreign exchange fluctuations (net)	**(695.43)**	-
Government grants - EPCG scheme (refer note 22)	**(545.00)**	-
	6,203.12	-
Operating cash flows before working capital changes	**8,396.88**	(5.19)
Working capital adjustments:		
(Increase)/decrease in trade and other receivables	**(1,918.09)**	-
(Increase)/decrease in inventories	**(2,873.79)**	-
Increase/(decrease) in trade and other payables	**(491.83)**	0.26
	(5,283.71)	0.26
Cash generated from operating activities	**3,113.17**	(4.93)
Income tax paid (net)	**(408.82)**	-
Net cash from operating activities	**2,704.35**	(4.93)
B. Cash flows from investing activities		
Acquisition of property, plant and equipment	**(10,537.66)**	-
Acquisition of investments	**(1,288.06)**	-
Proceeds from sale of property, plant and equipment	**8.06**	-
Interest received	**69.03**	-
Net cash used in investing activities	**(11,748.63)**	-
C. Cash flows from financing activities		
Proceeds from issue of share capital	**-**	10.00
Proceeds from long term borrowings	**13,275.59**	-
Proceeds from short term borrowings (net)	**1,494.20**	-
Repayment of long term borrowings	**(1,728.28)**	-
Interest paid	**(2,578.15)**	-
Processing fees paid for long term borrowings	**(12.65)**	-
Net cash flow from financing activities	**10,450.71**	10.00
Net (decrease)/increase in cash and cash equivalents	**1,406.43**	5.07
Cash and cash equivalents at 1 April 2018 (refer note 12)	**5.07**	-
Add: Amount adjusted pursuant to Scheme of Arrangement (See Note 48)	**398.87**	-
Cash and cash equivalents at 31 March 2019 (refer note 12)	**1,810.37**	5.07

Notes:

(i) Standalone Statement of Cash Flows has been prepared under the indirect method as set out in Ind AS 7 specified under Section 133 of the Companies Act, 2013.

(ii) Acquisition of property, plant and equipment includes movements of capital work-in-progress (including capital advances and liability for capital goods) during the year.

(iii) Change in liabilities arising from financing activities:

Particulars	**As on 31 March 2018**	**Adjusted pursuant to Scheme of Arrangement (See Note 48)**	**Cash flows**	**Fair value changes**	**As on 31 March 2019**
Non-current Borrowings including current maturities (Note 19)	-	42,138.26	11,547.31	(369.96)	53,315.61
Current Borrowings (Note 19)	-	3,047.50	1,494.20	-	4,541.70

As per our report of even date attached
For **S.S. Kothari Mehta & Co.**
Chartered Accountants
Firm Registration No.: 000756N

For and on behalf of Board of Directors of
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(DIN : 00347517)

V. Venkatramani
Chief Financial Officer

Banibrata Desarkar
Company Secretary & VP-Legal

Place : Gurgaon
Dated : 19 July 2019

Place : Gurgaon
Dated : 19 July 2019

1. Reporting entity

Greenpanel Industries Limited (the 'Company') is a public company domiciled in India having its registered office situated at Makum Road, P.O. Tinsukia, Assam-786125, India. The Company has been incorporated under the provisions of the Indian Companies Act. The Company is primarily involved in manufacturing of plywood, medium density fibre boards (MDF) and allied products.

The Company has an overseas wholly owned subsidiary company namely Greenpanel Singapore Pte. Limited (formerly known as Greenply Trading Pte. Limited), incorporated in Singapore, is engaged into trading of Medium Density Fibreboards and allied products.

2. Basis of preparation

a. Statement of compliance

These standalone financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 as amended, notified under Section 133 of the Companies Act, 2013 ('Act') and other relevant provisions of the Act.

The standalone financial statements are authorised for issue by the Board of Directors of the Company at their meeting held on 19 July 2019.

The details of the Company's accounting policies are included in note 3

b. Functional and presentation currency

These standalone financial statements are presented in Indian Rupees (₹), which is also the Company's functional currency. All amounts have been rounded off to the nearest lakhs, unless otherwise indicated.

c. Basis of measurement

The standalone financial statements have been prepared on historical cost basis, except for the following items:

Items	Measurement
Derivative financial instruments	Fair value
Net defined benefit (asset)/ liability	Present value of defined benefit obligations

d. Use of estimates and judgements

In preparing these standalone financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Management believes that the estimates used in the preparation of the standalone financial statements are prudent and reasonable. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the standalone financial statements is included in the note on lease classification.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the standalone financial statements for the every period ended is included in the following notes:

- Note 4 – useful life and residual value of property, plant and equipment;
- Note 31 – measurement of defined benefit obligations: key actuarial assumptions;
- Note 35 – recognition of deferred tax assets;
- Note 37 – recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Note 42 – impairment of financial assets: key assumptions used in estimating recoverable cash flows

e. Measurement of fair values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values. 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 management 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.

Significant valuation issues are reported to the Company's audit committee.

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

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

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

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

3. Significant accounting policies

a. Current and non-current classification

All assets and liabilities are classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act.

Assets

An asset is classified as current when it satisfies any of the following criteria:
- (i) it is expected to be realised in, or is intended for sale or consumption in the Company's normal operating cycle;
- (ii) it is held primarily for the purpose of being traded;
- (iii) it is expected to be realised within 12 months after the reporting date; or
- (iv) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include current portion of non-current financial assets.
All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:
- (i) it is expected to be settled in the Company's normal operating cycle;
- (ii) it is held primarily for the purpose of being traded;
- (iii) it is due to be settled within 12 months after the reporting date; or
- (iv) the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities.
All other liabilities are classified as non-current.
Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle

For the purpose of current/non-current classification of assets and liabilities, the Company has ascertained its normal operating cycle as twelve months. This is based on the nature of business and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

b. Foreign currency transactions

Transactions in foreign currencies are translated into the respective functional currency of the Company at the exchange rates prevailing at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

Exchange differences are recognised in the Statement of Profit and Loss in the period in which they arise.

c. Financial instruments

(i) Recognition and initial measurement

Trade Receivables are initially recognised when they are originated. All financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument. Trade receivables are initially measured at transaction price.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

(ii) Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified and measured at:
- Amortised cost; or
- Fair value through Profit or Loss (FVTPL); or
- Fair value through Other Comprehensive Income (FVTOCI).

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

Financial assets at amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:
(a) the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
(b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

The effective interest rate (EIR) method of amortisation is included in finance income in the Statement of Profit and Loss. This category generally applies to long-term deposits and long-term trade receivables.

Financial assets at FVTPL

All financial assets which are not classified and measured at amortised cost or Fair value through other comprehensive income (FVOCI) as described above are measured at FVTPL. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest (SPPI).
For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash

In making this assessment, the Company considers:
- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual paramount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets: Subsequent measurement

Financial assets at FVTPL: These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in Statement of Profit and Loss.

Financial assets at amortised cost: These assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. The amortised cost is reduced by impairment losses, if any. Interest income, foreign exchange gains and losses and impairment are recognised in Statement of Profit and Loss. Any gain or loss on derecognition is recognised in Statement of Profit and Loss.

Investments in subsidiaries are carried at cost in standalone financial statements

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL.

Financial liabilities through FVTPL

A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in Statement of Profit and Loss. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Financial liabilities at amortised cost

Other financial liabilities are subsequently measured at amortised cost using the effective interest rate (EIR) method. Interest expense and foreign exchange gains and losses are recognised in Statement of Profit and Loss. Any gain or loss on derecognition is also recognised in Statement of Profit and Loss. Interest bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in Statement of Profit and Loss when the liabilities are derecognised as well as through the EIR amortisation process. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximates fair value due to the short maturity of these instruments.

Financial guarantee liabilities

Financial guarantees issued by the Company are those contracts that require payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value net off transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

(iii) Derecognition

Financial assets

The Company derecognises a financial asset:
- when the contractual rights to the cash flows from the financial asset expire, or
- it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in Statement of Profit and Loss.

(iv) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

(v) Derivative financial instruments

The Company holds derivative financial instruments, such as foreign currency forward contracts, interest rate swaps, to hedge its foreign currency and interest rate risk exposures.

Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are recognised in Statement of Profit and Loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

d. Property, plant and equipment

(i) Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Borrowing costs directly attributable to the acquisition or construction of those qualifying property, plant and equipment, which necessarily take a substantial period of time to get ready for their intended use, are capitalised. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate components of property, plant and equipment.

A fixed asset is eliminated from the financial statements on disposal or when no further benefit is expected from its use. Any gain or loss on disposal of an item of property, plant and equipment is recognised in Statement of Profit and Loss. Property, plant and equipment under construction are disclosed as Capital work-in-progress. Assets retired from active use and held for disposal are stated at the lower of their net book value and fair value less cost to sell and shown under ‘Current assets’.

(ii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company. Ongoing repairs and maintenance are expensed as incurred.

(iii) Depreciation and amortisation

Depreciation and amortisation for the year is recognised in the Statement of Profit and Loss. Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight line method over the useful lives of assets, in the manner specified in Part C of Schedule II of the Act.

Assets acquired under finance lease are depreciated over the shorter of the lease term and their useful life unless it is reasonably certain that the Company will obtain ownership by the end of the lease term.

Freehold land is not depreciated.

Leasehold land (includes development cost) is amortised on a straight line basis over the period of respective lease, except leasehold land acquired on perpetual lease. Depreciation methods, useful lives and residual values are reviewed at each financial year end and adjusted as appropriate.

The estimated useful lives of items of property, plant and equipment are as follows:

Asset	Useful life as per Schedule II
Buildings	3 to 60 years
Plant and equipments	15 to 25 years
Furniture and fixtures	10 years
Vehicles	8 to 10 years
Office equipments	3 to 10 years

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Depreciation on additions (discard/disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (discarded/disposed off).

e. Intangible assets

(i) Recognition and measurement

Intangible assets are initially measured at cost and subsequently measured at cost less accumulated amortisation and any accumulated impairment losses.

(ii) Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred.

(iii) Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method, and is included in depreciation and amortisation in Statement of Profit and Loss.

The estimated useful lives are as follows:

- Computer software 5 years

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

f. Inventories

Inventories which comprise raw materials, work-in-progress, finished goods, packing materials, stores and spares are measured at the lower of cost and net realisable value.

The cost of inventories is ascertained on the 'weighted average' basis, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their present location and condition.

Raw materials, components and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value. The comparison of cost and net realisable value is made on an item-by-item basis.

The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products.

In the case of manufactured inventories and work-in-progress, cost includes an appropriate share of fixed production overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

Assessment of net realisable value is made at each subsequent reporting date. When the circumstances that previously caused inventories to be written down below cost no longer exist or when there is clear evidence of an increase in net realisable value because of changed economic circumstances, the amount of the write-down is reversed.

g. Impairment

(i) Impairment of financial instruments: financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. A financial asset is 'credit- impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

The Company recognises loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivable with no significant financing component is measured at an amount equal to lifetime of the ECL. For all other financial assets, expected credit losses are measured unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime of the ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in Statement of Profit and Loss.

In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including subsequent information. Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

(ii) Impairment of non-financial assets

The Company's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists. then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

The Company's corporate assets (e.g. corporate office for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs. An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the Statement of Profit and Loss.

Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

An impairment loss in respect of other assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

h. Non-current assets or disposal group held for sale

Non-current assets, or disposal groups comprising assets and liabilities are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets, or disposal groups, are generally measured at the lower of their carrying amount and fair value less costs to sell. Any resultant loss on a disposal group is allocated first to goodwill, and then to remaining assets and liabilities on pro rata basis, except that no loss is allocated to inventories, financial assets, deferred tax assets, employee benefit assets, and biological assets, which continue to be measured in accordance with the Company's other accounting policies. Losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognised in profit or loss.

Once classified as held-for-sale, intangible assets and property, plant and equipment are no longer amortised or depreciated.

i. Employee benefits

(i) Short-term 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.

(ii) Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into Employees' Provident Fund established under The Employees' Provident Fund and Miscellaneous Provisions Act 1952 and will have no legal or constructive obligation to pay further amounts. The Company makes specified monthly contributions under employee provident fund to Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in Statement of Profit and Loss in the periods during which the related services are rendered by employees.

Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

(iii) Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed quarterly by an independent qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements. The Company recognises all actuarial gains and losses arising from defined benefit plan immediately in the Statement of Profit and Loss.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in Other comprehensive income (OCI). The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in Statement of Profit and Loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

(iv) Other long-term employee benefits

The Company's net obligation in respect of long-term employee benefits other than post-employment benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Such benefits are in form of leave encashment that accrue to employees in return of their service. The calculation of other long term employee benefits is performed quarterly by an independent qualified actuary using the projected unit credit method. Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in Other comprehensive income (OCI). Net interest expense and other expenses related to defined benefit plans are recognised in Statement of Profit and Loss.

(v) Termination benefits

Termination benefits are expensed at the earlier of when the Company can no longer withdraw the offer of those benefits and when the Company recognises costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the reporting date, then they are discounted.

j. Provisions (other than for employee benefits)

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

k. Revenue

(i) Sale of goods

Effective 1 April 2018, the Company adopted Ind AS 115 "Revenue from Contracts with Customers". The effect on adoption of Ind AS 115 was insignificant.

The Company manufactures and sells in plywood and allied products, medium density fibreboard and allied products. Sales are recognised when control of the products has transferred, being when the products are delivered to the dealer, the dealer has full discretion over the channel and price to sell the products, and there is no unfulfilled obligation that could affect the dealer's acceptance of the products. Delivery occurs when the products have been shipped to the specific location, the risk of obsolescence and loss have been transferred to the dealer, and either the dealer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Company has objective evidence that all criteria for acceptance have been satisfied.

The products are often sold with retrospective volume discounts based on aggregate sales over a 12 months period, cash discount on payment within specified period, promotional gift on achieving specific targets, quality claims if claims made in the specified period and other promotional expenses such as tours and travel packages to dealer, etc. Revenue from these sales is recognised based on the price specified in the contract, net of the estimated volume discounts, cash discounts, quality claims and promotional expenses. Accumulated experience is used to estimate and provide for the discounts/claims/provisions, using the expected value method, and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur. A refund liability (netted off with trade receivables) is recognised for expected volume discount payables, expected cash discount payables and expected quality claims to dealers in relation to sale made until the end of reporting period. Provision (included in other current liabilities) is recognised for expected sales promotional expenses against the sales made until the end of reporting period. No element of financing is deemed present as the sales are made with a credit term of 30-90 days, which is consistent with market practice.

(ii) Rental income

Rental income is recognised as part of other income on a straight-line basis over the term of the lease except where the rentals are structured to increase in line with expected general inflation.

(iii) Insurance claim

Insurance claim due to uncertainty in realisation are accounted for on acceptance basis.

l. Government Grants

Grants from Government are recognised at their fair value where there is reasonable assurance that the grant will be received and the Company will comply with the conditions attached thereto.

Government grants related to revenue are recognised in the Statement of Profit and Loss on a systematic and rational basis in the periods in which the Company recognises the related costs for which the grants are intended to compensate and are netted off with the related expenditure. If not related to a specific expenditure, it is taken as income and presented under "Other Income".

Government grants relating to property, plant and equipment are treated as deferred income and are credited to the statement of profit and loss on a systematic basis over the expected useful life of the related asset to match them with the costs for which they are intended to compensate and presented within other income.

m. Leases

(i) Determining whether an arrangement contains a lease

At inception of an arrangement, it is determined whether the arrangement is or contains a lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

At inception or on reassessment of the arrangement that contains a lease, the payments and other consideration required by such an arrangement are separated into those for the lease and those for other elements on the basis of their relative fair values. If it is concluded for a finance lease that it is impracticable to separate the payments reliably, then an asset and a liability are recognised at an amount equal to the fair value of the underlying asset. The liability is reduced as payments are made and an imputed finance cost on the liability is recognised using the incremental borrowing rate.

(ii) Assets held under leases

Leases of property, plant and equipment that transfer to the Company substantially all the risks and rewards of ownership are classified as finance leases. The leased assets are measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the assets are accounted for in accordance with the accounting policy applicable to similar owned assets.

Assets held under leases that do not transfer to the Company substantially all the risks and rewards of ownership (i.e. operating leases) are not recognised in the Company's Balance Sheet.

(iii) Lease payments

Payments made under operating leases are generally recognised in Statement of Profit and Loss on a straight-line basis over the term of the lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

Lease incentives received are recognised as an integral part of the total lease expense over the term of the lease. Minimum lease payments made under finance leases are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

n. Recognition of dividend income, interest income or expense

Dividend income is recognised in Statement of Profit and Loss on the date on which the Company's right to receive payment is established.

Interest income or expense is recognised using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:
- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

o. Income tax

Income tax expense comprises of current tax and deferred tax. Current tax and deferred tax is recognised in the Statement of Profit and Loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI.

(i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are off set only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

(ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes (tax base). Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:
- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised.

Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to off set current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

In case of tax payable as Minimum Alternative Tax (‘MAT’) under the provisions of the Income-tax Act, 1961, the credit available under the Act in respect of MAT paid is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

p. 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 acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

Where there is an unrealised exchange loss which is treated as an adjustment to interest and subsequently there is a realised or unrealised gain in respect of the settlement or translation of the same borrowing, the gain to the extent of the loss previously recognised as an adjustment is recognised as an adjustment to interest.

q. Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

r. Dividends

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Board of Directors of the Company.

s. Cash and cash equivalents

Cash and cash equivalents include cash and cash-on-deposit with banks. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

t. Cash flow statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

u. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

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

v. Operating segment

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components, and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Chief Operating Decision Maker (CODM) to make decisions about resources to be allocated to the segments and assess their performance. The CODM consists of the Executive Chairman, Managing Director & CEO and Chief Financial Officer.

The Company has currently two reportable segments namely:
i) Plywood and allied products
ii) Medium density fibreboards and allied products

w. Determination of fair values

Fair values have been determined for measurement and disclosure purposes based on the following methods. Where applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

(i) Non-derivative financial assets

Non-derivative financial assets are initially measured at fair value. If the financial asset is not subsequently accounted for at fair value through profit or loss, then the initial measurement includes directly attributable transaction costs. These are measured at amortised cost or at FVTPL. Investments in quoted equity instruments are measured at FVTPL.

(ii) Trade and other receivables

The fair values of trade and other receivables are estimated at the present value of future cash flows, discounted at the market rate of interest at the measurement date. Short-term receivables with no stated interest rate are measured at the original invoice amount if the effect of discounting is immaterial. Fair value is determined at initial recognition and, for disclosure purposes, at each annual reporting date.

(iii) Derivative financial liabilities

The Company uses derivative financial instruments, such as forward currency contracts and interest rate swaps to hedge its foreign currency risks and interest rate risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value.

(iv) Other non-derivative financial liabilities

Other non-derivative financial liabilities are measured at fair value, at initial recognition and for disclosure purposes, at each annual reporting date. Fair value is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the measurement date.

3A. Standards issued but not yet effective

Ind AS 116, Leases

The Company is required to adopt Ind AS 116, Leases from 1 April 2019. Ind AS 116 introduces a single, on-balance sheet lease accounting model for lessees. A lessee recognises a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. There are recognition exemptions for short-term leases and leases of low-value items. Lessor accounting remains similar to the current standard – i.e. lessors continue to classify leases as finance or operating leases. It replaces existing leases guidance, Ind AS 17, Leases.

The Company has completed an initial assessment of the potential impact on its financial statements but has not yet completed its detailed assessment. The quantitative impact of adoption of Ind AS 116 on the financial statements in the period of initial application is not reasonably estimable as at present.

The Company will recognise new assets and liabilities for its operating leases of land, vehicles and office premises facilities (see Note 38). The nature of expenses related to those leases will now change because the Company will recognise a depreciation charge for right-of-use assets and interest expense on lease liabilities.

Previously, the Company recognised operating lease expense on a straight-line basis over the term of the lease, and recognised assets and liabilities only to the extent that there was a timing difference between actual lease payments and the expense recognised.

On preliminary assessment, for leases other than short-term leases and leases of low value assets, the Company will recognise a right-of-use asset and a corresponding lease liability with the cumulative effect of applying the standard by adjusting retained earnings net of taxes. There will be consequent reclassification in the cash flow categories in the statement of cash flows.

Transition

The Company plans to apply Ind AS 116 initially on 1 April 2019, using the modified retrospective approach. Therefore, the cumulative effect of adopting Ind AS 116 will be recognised as an adjustment to the opening balance of retained earnings at 1 April 2019, with no restatement of comparative information.

The Company plans to apply the practical expedient to grandfather the definition of a lease on transition. This means that it will apply Ind AS 116 to all contracts entered into before 1 April 2019 and identified as leases in accordance with Ind AS 17.

4. Property, plant and equipment

See accounting policy in note 3(d) and (g)

(a) Reconciliation of carrying amount

	Freehold land	Buildings	Plant and equipment	Furniture and fixtures	Vehicles	Office equipment	Total
Cost (Gross carrying							
Balance at 1 April 2017	-	-	-	-	-	-	-
Additions	-	-	-	-	-	-	-
Disposals/ discard	-	-	-	-	-	-	-
Balance at 31 March 2018	-	-	-	-	-	-	-
Balance at 1 April 2018	-	-	-	-	-	-	-
Add: Amount adjusted pursuant to Scheme of Arrangement (See Note 48)	**4,792.75**	**6,078.97**	**41,536.25**	**1,163.33**	**2,013.51**	**905.18**	**56,489.99**
Additions	**741.14**	**6,213.75**	**72,422.50**	**1,155.99**	**322.54**	**328.27**	**81,184.19**
Disposals/ discard	-	-	**(32.30)**	-	**(14.40)**	**(10.89)**	**(57.59)**
Balance at 31 March 2019	**5,533.89**	**12,292.72**	**1,13,926.45**	**2,319.32**	**2,321.65**	**1,222.56**	**1,37,616.59**
Accumulated depreciation							
Balance at 1 April 2017	-	-	-	-	-	-	-
Depreciation for the year	-	-	-	-	-	-	-
Adjustments/ disposals	-	-	-	-	-	-	-
Balance at 31 March 2018	-	-	-	-	-	-	-
Balance at 1 April 2018	-	-	-	-	-	-	-
Add: Amount adjusted pursuant to Scheme of Arrangement (See Note 48)	-	**1,868.65**	**17,465.48**	**483.40**	**661.98**	**510.37**	**20,989.88**
Depreciation for the year	-	**390.82**	**4,026.25**	**161.36**	**255.58**	**152.84**	**4,986.85**
Adjustments/ disposals	-	**(0.00)**	**(21.79)**	-	**(12.33)**	**(10.36)**	**(44.48)**
Balance at 31 March 2019	-	**2,259.47**	**21,469.94**	**644.76**	**905.23**	**652.85**	**25,932.25**
Carrying amounts (net)							
At 31 March 2018	-	-	-	-	-	-	-
At 31 March 2019	**5,533.89**	**10,033.25**	**92,456.51**	**1,674.56**	**1,416.42**	**569.71**	**1,11,684.34**

(b) Security

As at 31 March 2019, properties with a carrying amount of **₹ 1,11,458.48** lakhs (31 March 2018: ₹ Nil) are subject to first charge to secured borrowings (see Note 19).

5. Capital work-in-progress

See accounting policy in note 3(d) and (g)

	31 March 2019	31 March 2018
At the beginning of the year	**-**	-
Add: Amount adjusted pursuant to Scheme of Arrangement (See Note 48)	**73,348.65**	-
Additions during the year	**2,406.86**	-
Capitalised during the year	**75,376.18**	-
At the end of the year	**379.33**	-
Capital work-in-progress includes:		
Expenditure incurred during construction period on new manufacturing facility of the Company:		
At the beginning of the year	**-**	-
Add: Amount adjusted pursuant to Scheme of Arrangement (See Note 48)	**7,056.14**	-
Additions during the year:		
Finance costs	**517.26**	-
Employees benefits expense	**281.78**	-
Legal and professional fees	**236.22**	-
Power & fuel expense	**821.30**	-
Miscellaneous expenses	**187.91**	-
	2,044.47	-
Less: Capitalised during the year	**9,100.61**	-
At the end of the year	**-**	-

Notes:

(a) At 31 March 2019, general borrowing costs capitalised during the year amounted to **₹ 114.03** lakhs (31 March 2018: ₹ Nil), with a capitalisation rate of **9.00%**

(b) As at 31 March 2019, properties under capital work-in-progress with a carrying amount of **₹ 379.33** lakhs (31 March 2018: ₹ Nil) are subject to first charge to secured borrowings (see Note 19).

6. Other intangible assets

See accounting policy in note 3(e) and (g)

(a) Reconciliation of carrying amount

	Computer software	**Technical knowhow**	**Total**
Cost (Gross carrying amount)			
Balance at 1 April 2017	-	-	-
Additions	-	-	-
Disposals/write-off	-	-	-
Balance at 31 March 2018	-	-	-
Balance at 1 April 2018	**-**	**-**	**-**
Add: Amount adjusted pursuant to Scheme of Arrangement (See Note 48)	**222.01**	**-**	**222.01**
Additions	**-**	**-**	**-**
Disposals/write-off	**-**	**-**	**-**
Balance at 31 March 2019	**222.01**	**-**	**222.01**
Accumulated amortisation			
Balance at 1 April 2017	-	-	-
Amortisation for the year	-	-	-
Adjustments/ disposals	-	-	-
Balance at 31 March 2018	-	-	-
Balance at 1 April 2018	**-**	**-**	**-**
Add: Amount adjusted pursuant to Scheme of Arrangement (See Note 48)	**104.88**	**-**	**104.88**
Amortisation for the year	**44.75**	**-**	**44.75**
Adjustments/ disposals	**-**	**-**	**-**
Balance at 31 March 2019	**149.63**	**-**	**149.63**
Carrying amounts (net)			
At 31 March 2018	-	-	-
At 31 March 2019	**72.38**	**-**	**72.38**

₹ in Lakhs

7. Investments

See accounting policy in note 3(c) and (g)

	31 March 2019	31 March 2018
Non-current investments		
Unquoted		
Equity instruments in subsidiaries carried at cost		
7,000,000 (31 March 2018: Nil) equity shares of Greenpanel Singapore Pte. Limited (Formally known as Greenply Trading Pte. Limited, Singapore) (face value USD 1 each, fully paid-up)	**4,710.06**	-
Aggregate book value of quoted investments	**-**	-
Aggregate market value of quoted investments	**-**	-
Aggregate book value of unquoted investments	**4,710.06**	-

8. Loans

(Unsecured, considered good)

	31 March 2019	31 March 2018
Non-current		
Security deposits	**1,054.48**	-
Loan to employees	**32.00**	-
	1,086.48	-
Current		
Loan to employees	**32.32**	-
	1,118.80	-

9. Current tax liabilities

See accounting policy in note 3(o)

	31 March 2019	31 March 2018
Income tax liabilities	**90.59**	-

10. Inventories

(Valued at the lower of cost and net realisable value)

See accounting policy in note 3(f)

	31 March 2019	31 March 2018
Raw materials	**3,695.02**	-
[including in transit **₹ 376.82 lakhs** (31 March 2018 ₹ Nil)]		
Work-in-progress	**2,423.13**	-
Finished goods	**5,053.59**	-
[including in transit **₹ 971.12 lakhs** (31 March 2018 ₹ Nil)]		
Stores and spares	**1,909.42**	-
	13,081.16	-

Total carrying amount of inventories is pledged as securities against borrowings, refer note 19.

The write-down of inventories to net realisable value during the year amounting to **₹ Nil** (31 March 2018: ₹ Nil). These are recognised as expenses during the respective period and included in changes in inventories of stock in trade.

11. Trade receivables

	31 March 2019	31 March 2018
Current		
Unsecured		
- Considered good	**5,236.25**	-
- Credit Impaired	**326.38**	-
	5,562.63	-
Less: Loss for allowances		
- Credit Impaired	**326.38**	-
Net trade receivables	**5,236.25**	-
Of the above		
Trade receivables from related parties	**2,362.04**	-

Notes:

(a) No trade or other receivables are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.

(b) Information about the Company's exposure to credit and currency risks, and loss allowances related to trade receivables are disclosed in note 42. Provision as disclosed above is on case to case basis as identified by the management.

(c) For terms and conditions of trade receivables owing from related parties, see note 39.

(d) For receivables secured against borrowings, see note 19.

12. Cash and cash equivalents

See accounting policy in note 3(s)

	31 March 2019	31 March 2018
Cash on hand	**19.30**	0.23
Cheques in hand	**-**	-
Balances with banks		
- On current accounts	**791.07**	4.84
- On deposit accounts (with original maturities up to 3 months)	**1,000.00**	-
	1,810.37	5.07

13. Other bank balances

	31 March 2019	31 March 2018
Bank deposits due to mature after 3 months of original maturities but within 12 months of the reporting date*	**28.54**	-

*Pledged/lodged with various government authorities as security

₹ in Lakhs

14. Other non-current assets

	31 March 2019	31 March 2018
(Unsecured, considered good)		
Capital advances	**207.98**	-
Others		
Unmatured finance charges	**136.24**	-
Leasehold land prepayments	**1,225.51**	-
Deposits against demand under appeal and/or under dispute	**14.70**	-
Amount due from sales tax authorities	**69.04**	-
	1,653.47	-

15. Other financial assets

	31 March 2019	31 March 2018
Current		
Government grants receivable	**2,892.73**	-
Export incentive receivable	**18.95**	-
Insurance claim receivable	**3.79**	-
Interest Receivable	**3.22**	-
	2,918.69	-

16. Other current assets

	31 March 2019	31 March 2018
(Unsecured, considered good)		
To parties other than related parties		
Advances for supplies	**265.98**	-
Advances to employees	**8.32**	-
Others		
Prepaid expenses	**655.78**	-
Unmatured finance charges	**77.26**	-
Leasehold land prepayments	**16.31**	-
Balance with goods and service tax authorities	**4,754.19**	-
	5,777.84	-

₹ in Lakhs

17. Equity share capital

See accounting policy in note 3(q)

	31 March 2019	31 March 2018
Authorised		
150,000,000 (31 March 2018: 10,000,000) equity shares of ₹ 1 each*	**1,500.00**	100.00

* Increase in authorised capital is pursuant to scheme of arrangement

Issued, subscribed and fully paid-up		
Nil (31 March 2018: 1,000,000) equity shares of ₹ 1 each	-	10.00

(a) Reconciliation of equity shares outstanding at the beginning and at the end of the reporting year

	31 March 2019		31 March 2018	
	Number	**Amount**	Number	Amount
At the commencement of the year	**10,00,000**	**10.00**	-	-
Add: Issued during the year	-	-	10,00,000	10.00
Less: Cancelled pursuant to scheme of arrangement (See Note 48)	**10,00,000**	**10.00**	-	-
At the end of the year	-	-	10,00,000	10.00

(b) Rights, preferences and restrictions attached to equity shares

The Company has a single class of equity shares with par value of ₹ 1 per share. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets on winding up. The equity shareholders are entitled to receive dividend as declared by the Company from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable has not been paid. Failure to pay any amount called up on shares may lead to their forfeiture.

On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts, in proportion to the number of equity shares held.

(c) Particulars of shareholders holding more than 5% shares of fully paid up equity shares

	31 March 2019		31 March 2018	
Equity shares of ₹ 1 each	**Number**	**%**	Number	%
Greenply Industries Limited	-	-	10,00,000	100.00%

(d) The Company has not reserved any shares for issue under options and contracts/commitments for the sale of shares/ disinvestment.

(e) The Company for the period of five years immediately preceding the reporting date has not:
(i) Allotted any class of shares as fully paid pursuant to contract(s) without payment being received in cash.
(ii) Allotted fully paid up shares by way of bonus shares.
(iii) Bought back any class of shares.

17A. Equity share capital suspense

	31 March 2019	31 March 2018
Equity share capital suspense	**1,226.27**	-

Note: 12,26,27,395 (31 March 2018: Nil) equity shares of Re. 1 each, fully paid, to be issued pursuant to scheme of arrangement of Greenply Industries Limited with the Company. (See Note 48)

₹ in Lakhs

18. Other equity

	31 March 2019	31 March 2018
Capital reserve		
At the commencement of the year	-	-
Add: Amount adjusted pursuant to Scheme of Arrangement (See Note 48)	62,380.34	-
	62,380.34	-
Retained earnings		
At the commencement of the year	(5.19)	-
Add: Profit for the year	4,412.75	(5.19)
	4,407.56	(5.19)
Other comprehensive income (OCI)		
At the commencement of the year	-	-
Remeasurements of the net defined benefit plans	22.66	-
	22.66	-
	66,810.56	(5.19)

(a) Description, nature and purpose of reserve:

(i) Capital reserve: The capital reserve is created on account of the net assets transferred pursuant to the scheme of arrangement

(ii) Retained earnings: It comprises of accumulated profit/ (loss) of the Company.

(iii) Other comprehensive income (OCI): It comprises of remeasurements of the net defined benefit plans on actuarial valuation of gratuity.

(b) Disaggregation of changes in items of OCI	31 March 2019	31 March 2018
Retained earnings		
Remeasurements of defined benefit liability/ (asset)	22.66	-

19. Borrowings

See accounting policy in note 3(b), (c) and (p)

	31 March 2019	31 March 2018
Non-current borrowings		
Secured		
Term loans		
From banks		
Foreign currency loans	38,646.86	-
Rupee loans	13,479.19	-
	52,126.05	-
Less: Current maturities of long term borrowings (refer note 20)	7,663.70	-
	44,462.35	-
Loan against vehicles	1,189.56	-
Less: Current maturities of loan against vehicles (refer note 20)	286.25	-
	903.31	-
	45,365.66	-
Current borrowings		
Secured		
From banks		
Foreign currency loan - buyers credit	256.47	-
Foreign currency loan - Packing Credit	291.43	-
Rupee loans - repayable on demand	1,688.81	-
	2,236.71	-
Unsecured		
From banks		
Channel finance assurance facility	210.65	-
Foreign currency loan - bill discounting	159.68	-
Rupee loans - bill discounting	1,934.66	-
	2,304.99	-
	4,541.70	-

Information about the Company's exposure to credit and currency risks, and loss allowances related to borrowings are disclosed in note 42.

(A) Terms of repayment

Name of the lender	Interest rate	Repayment schedule	Year of maturity	31 March 2019	31 March 2018
(i) Foreign currency term loans					
Landesbank Baden-Wurttenberg [**EUR 420.71 lakhs** (31 March 2018: Nil)]	6 month Euribor +0.50%	Repayable at half yearly rest: 20 of EUR 21.04 lakhs	2028-29	**32,611.19**	-
Standard Chartered Bank [**USD 110 lakhs** (31 March 2018: Nil)]	3 month Libor +1.55%	Repayable at quarterly rest: 20 of USD 5.50 lakhs	2024-25	**7,602.10**	-
				40,213.29	-
Unamortised processing fees				**(1,566.43)**	-
				38,646.86	-
(ii) Rupee term loans					
HDFC Bank Limited	3 year MCLR	Repayable at quarterly rest: 20 of ₹ 400.00 lakhs and one time payment of ₹ 2000.00 lakhs	2024-25	**10,000.00**	-
Axis Bank Limited	3 year MCLR	Repayable at quarterly rest: 16 of ₹ 156.25 lakhs	2023-24	**2,500.00**	-
State Bank of India	1 year MCLR +0.75%	Repayable at quarterly rest: 4 of ₹ 126.00 lakhs	2019-20	**504.00**	-
State Bank of India	1 year MCLR +0.75%	Repayable at quarterly rest: 4 of ₹ 126.00 lakhs	2019-20	**500.00**	-
				13,504.00	-
Unamortised processing fees				**(24.81)**	-
				13,479.19	-
Total				**52,126.05**	-

(B) Details of security

(a) Term loan from Landesbank Baden-Wurttenberg (LBBW) of **₹ 32,611.19** lakhs (31 March 2018: ₹ Nil) is secured by exclusive charge on Main Press Line of MDF plant at Chittoor, Andhra Pradesh along with any other movable fixed assets financed by Landesbank Baden-Wurttenberg. Vide letter dated June 14, 2019, the loan is to be further secured by:
i) Exclusive charge over main press line of MDF plant at Pantnagar (Uttarakhand)
ii) Corporate guarantee from Greenply Industries Limited in favor of LBBW of EURO 12.5 million;
iii) Debt Service Reserve Account in EURO/INR for one repayment instalment plus interest, pledged to LBBW

(b) Other term loans of **₹ 21,106.10** lakhs (31 March 2018: ₹ Nil) are secured by:
(i) First pari passu charge on immovable fixed assets of the Company at Pantnagar (Uttarakhand) and Chittoor (Andhra Pradesh).
(ii) First pari passu charge on all movable fixed assets of the Company except the main press line of MDF plant at Chittor (Andhra Pradesh) along with any other movable fixed assets exclusively charged to Landesbank Baden-Wurttenberg.
(iii) Second pari passu charge on all current assets of the Company.
(iv) Due to stipulation from LBBW the security of Main press line of MDF plant at Pantnagar (Uttarakhand) will be excluded subsequently.

(c) Secured Loan against vehicles and equipments are in respect of finance of vehicles, secured by hypothecation of the respective vehicles.

(d) Working capital loans of **₹ 1,688.81** lakhs (31 March 2018: ₹ Nil) are secured by:
(i) First pari passu charge on all current assets of the Company.
(ii) Second pari passu charge on immovable fixed assets of the Company at Pantnagar (Uttarakhand) and Chittoor (Andhra Pradesh).
(iii) Second pari passu charge on all movable fixed assets of the Company except the main press line of MDF plant at Chittor (Andhra Pradesh) along with any other movable fixed assets exclusively charged to Landesbank Baden-Wurttenberg.
(iv) Due to stipulation from LBBW the security of Main press line of MDF plant at Pantnagar (Uttarakhand) will be excluded subsequently.

(e) Foreign currency loan - buyers credit of **₹ 256.47** lakhs (31 March 2018: ₹ Nil) is secured by letter of credit/letter of undertaking issued by banks.

Note: Refer Note 48 for details on scheme of arrangement

20. Other financial liabilities

	31 March 2019	31 March 2018
Non-current		
Security deposits from customers	**1,253.00**	-
Current		
Current maturities of long term borrowings (refer note 19)	**7,663.70**	-
Current maturities of loan against vehicles and equipments (refer note 19)	**286.25**	-
Interest accrued but not due on borrowings	**106.27**	-
Liability for capital goods	**2,408.23**	-
Employee benefits payable	**315.72**	-
	10,780.17	-

(a) There is no amount due and outstanding to be credited to Investor Education and Protection Fund as at 31 March 2019.
(b) Information about the Company's exposure to currency and liquidity risks related to the above financial liabilities is disclosed in note 42.

21. Provisions

See accounting policy in note 3(i) and (j)

	31 March 2019	31 March 2018
Non-current		
Provisions for employee benefits:		
Net defined benefit liability - gratuity	**459.26**	-
Liability for compensated absences	**331.56**	-
	790.82	-
Current		
Provisions for employee benefits:		
Net defined benefit liability - gratuity	**225.62**	-
Liability for compensated absences	**157.41**	-
	383.03	-

₹ in Lakhs

22. Other non-current liabilities

	31 March 2019	31 March 2018
Deferred income on Government grants	**4,529.95**	-

Government grants have been received for the import of certain items of property, plant and equipment under export promotion capital goods (EPCG) scheme of Government of India. The Company has certain export obligations against such benefits availed which the Company will fulfill within the required time period under the scheme. For contingencies attached to these grants, refer note 37.

23. Trade payables

	31 March 2019	31 March 2018
Dues to micro and small enterprises (Refer note 46)	**0.81**	-
Dues to other than micro and small enterprises	**8,149.41**	0.25
	8,150.22	0.25

Information about the Company's exposure to currency and liquidity risks related to trade payables is disclosed in note 42.

24. Derivatives

See accounting policy in note 3(c)(v)

	31 March 2019	31 March 2018
Current		
Foreign exchange forward contracts	**12.74**	-
Foreign exchange interest rate swaps	**(23.13)**	-
(Asset)/Liability	**(10.39)**	-

Information about the Company's exposure to interest rate and currency risks related to derivatives is disclosed in note 42.

25. Other current liabilities

	31 March 2019	31 March 2018
Statutory dues	**652.92**	0.01
Deferred income on Government grants	**2,400.00**	-
Advance from customers	**301.43**	-
	3,354.35	0.01

26. Revenue from operations

See accounting policy in note 3(k) and (l)

	Year ended 31 March 2019	Year ended 31 March 2018
Sale of products	**57,082.49**	-
Other operating revenue		
Government grants		
- Refund of goods and service tax and excise duty (refer note 47)	**876.55**	-
- Government grants - EPCG scheme (refer note 22)	**545.00**	-
Export incentives	**84.02**	-
Miscellaneous income	**143.35**	-
	1,648.92	-
	58,731.41	-

Reconciliation of revenue from sale of products with the contracted price

Contracted price	**61,286.53**	-
Less : Trade discounts, volume rebates etc.	**(4,204.04)**	-
Sale of products	**57,082.49**	-

Greenpanel Industries Limited
Notes to the standalone financial statements for the year ended 31 March 2019
₹ in Lakhs

Disaggregated revenue information
The disaggregation of the Company's revenue from contracts with customers as under:

	Year ended 31 March 2019		
Segment	**Plywood and allied products**	**Medium Density Fibre Board and allied products**	**Total**
Type of Goods:			
Finished goods	**14,116.15**	**42,966.34**	**57,082.49**
Sale of products (including excise duty) (A)	**14,116.15**	**42,966.34**	**57,082.49**
Revenue by geography:			
- India	**14,112.82**	**37,268.16**	**51,380.98**
- Outside India	**3.33**	**5,698.18**	**5,701.51**
Total revenue from contracts with customers	**14,116.15**	**42,966.34**	**57,082.49**

	Year ended 31 March 2018		
Segment	**Plywood and allied products**	**Medium Density Fibre Board and allied products**	**Total**
Type of Goods:			
Finished goods	-	-	-
Sale of products (including excise duty) (A)	-	-	-
Revenue by geography:			
- India	-	-	-
- Outside India	-	-	-
Total revenue from contracts with customers	-	-	-

The reconciliation of the revenue from contracts with customers and other operating revenue is given below :

	Year ended 31 March 2019		
Segment	**Plywood and allied products**	**Medium Density Fibre Board and allied products**	**Total**
Sale of goods (including excise duty):			
- External customers	**14,116.15**	**42,966.34**	**57,082.49**
- Inter-segment	-	-	-
Other Operating Revenue	**34.12**	**1,614.80**	**1,648.92**
	14,150.27	**44,581.14**	**58,731.41**
Inter-segment elimination	-	-	-
Less: Other Operating Revenue	**(34.12)**	**(1,614.80)**	**(1,648.92)**
Total revenue from contracts with customers	**14,116.15**	**42,966.34**	**57,082.49**

	Year ended 31 March 2018		
Segment	**Plywood and allied products**	**Medium Density Fibre Board and allied products**	**Total**
Sale of goods (including excise duty):			
- External customers	-	-	-
- Inter-segment	-	-	-
Other Operating Revenue	-	-	-
	-	-	-
Inter-segment elimination	-	-	-
Less: Other Operating Revenue	-	-	-
Total revenue from contracts with customers	-	-	-

₹ in Lakhs

a) The Company presented disaggregated revenue based on the type of goods sold to customers and location of customers. The Company's revenue is recognised for goods transferred at a point in time. The Company believes that the above disaggregation the best depicts how the nature, amount, timing and uncertainty of revenues and cash flows are effected by industry, market and other economic factors. Segment wise nature, amount, timing and uncertainty of revenues and cash flows are described below:

Nature of goods or services	The Company manufactures and sales, plywood and other plywood-related allied products such as veneer, compreg, doors, etc, Medium Density Fibre Board and allied products such as fibre board, plank, etc.
When revenue is recognised	**For Domestic Customer :** Revenue is typically recognised when the goods are delivered to the customer's warehouses. **For Export Customer :** Revenue is typically recognised when the goods are delivered to the port of shipment.
Significant payment terms	Payment is received as per the agreed payment terms with customer.
Obligations for returns and refunds, if any	Customers have the right to return the goods to the company, if the customers are dissatisfied with the quality of product which is determined on a case to case basis by the company.

b) For contract balances i.e. trade receivables refer Note 11.
c) The amount of revenue from contracts with customers recognised in the statement of profit and loss is the contracted price.

27. Other income

	Year ended 31 March 2019	Year ended 31 March 2018
Interest on fixed deposits with banks and others	**69.03**	-
Unspent liabilities no longer required written back	**165.99**	-
Foreign exchange fluctuations	**1,045.68**	-
Miscellaneous income	-	-
	1,280.70	-

28. Cost of materials consumed

	Year ended 31 March 2019	Year ended 31 March 2018
Inventory of raw materials at the beginning of the year	**-**	-
Add: Amount adjusted pursuant to Scheme of Arrangement (See Note 48)	**4,651.15**	-
Add: Purchases	**28,050.61**	-
Less: Inventory of raw materials at the end of the year	**(3,695.02)**	-
	29,006.74	-

29. Purchase of stock in trade

	Year ended 31 March 2019	Year ended 31 March 2018
Purchase of traded goods	**9.88**	-
	9.88	-

30. Changes in inventories of finished goods, work-in-progress and stock in trade

See accounting policy in note 3(f)

	Year ended 31 March 2019	Year ended 31 March 2018
Opening inventories		
Work-in-progress	**-**	-
Finished goods	**-**	-
	-	-
Add: Amount adjusted pursuant to Scheme of Arrangement (See Note 48)		
Work-in-progress	**1,381.56**	**-**
Finished goods	**2,155.22**	**-**
	3,536.78	**-**
Closing inventories		
Work-in-progress	**2,423.13**	-
Finished goods	**5,053.59**	-
	7,476.72	-
	(3,939.94)	-

31. Employees benefits expense

See accounting policy in note 3(i)

	Year ended 31 March 2019	Year ended 31 March 2018
Salaries, wages, bonus, etc.	**6,651.23**	-
Contribution to provident and other funds	**423.76**	-
Expenses related to post-employment defined benefit plan	**151.33**	-
Expenses related to compensated absences	**160.96**	-
Staff welfare expenses	**99.49**	-
	7,486.77	-

Salaries, wages, bonus, etc. includes **₹ 627.75 lakhs** (31 March 2018 ₹ Nil) relating to outsource manpower cost.

Notes:

(a) Defined contribution plan: Employee benefits in the form of provident fund is considered as defined contribution plan and the contributions to Employees' Provident Fund Organisation established under The Employees' Provident Fund and Miscellaneous Provisions Act 1952 is charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due.

(b) Defined benefit plan: Retirement benefits in the form of gratuity is considered as defined benefit obligations and is provided for on the basis of third party actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet. 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.

(c) Actuarial valuation of gratuity liability

Defined benefit cost		
Current service cost	**106.24**	-
Interest expense on defined benefit obligation	**45.08**	-
Defined benefit cost in Statement of Profit and Loss	**151.32**	-
Remeasurements from financial assumptions	**8.10**	-
Remeasurements from experience adjustments	**(42.92)**	-
Defined benefit cost in Other Comprehensive Income (OCI)	**(34.82)**	-
Total defined benefit cost in Statement of Profit and Loss and OCI	**116.50**	-
Movement in defined benefit obligation		
Balance at the beginning of the year	**602.65**	-
Interest cost	**106.24**	-
Current service cost	**45.08**	-
Actuarial (gains)/ losses recognised in other comprehensive income	**(34.82)**	-
Benefits paid	**(34.27)**	-
Balance at the end of the year	**684.88**	-
Sensitivity analysis		
Salary escalation - Increase by 1%	**737.65**	-
Salary escalation - Decrease by 1%	**639.20**	-
Withdrawal rates - Increase by 1%	**689.00**	-
Withdrawal rates - Decrease by 1%	**679.88**	-
Discount rates - Increase by 1%	**639.32**	-
Discount rates - Decrease by 1%	**737.84**	-
Actuarial assumptions		
Mortality table	**IALM 2006-2008**	-
Discount rate (per annum)	**7.70%**	-
Rate of escalation in salary (per annum)	**6.00%**	-
Withdrawal rate	**1% - 8%**	-
Weighted average duration of defined benefit obligation (in years)	**5.12**	

(d) Amount incurred as expense for defined contribution to Provident Fund is **₹ 339.33 lakhs** (31 March 2018 ₹ Nil)

₹ in Lakhs

32. Finance costs

See accounting policy in note 3(p)

	Year ended 31 March 2019	Year ended 31 March 2018
Interest expense on financial liabilities measured at amortised cost	**2,264.84**	-
Exchange difference regarded as an adjustment to borrowing cost	**381.44**	-
Other borrowing cost	**262.13**	-
Less: Finance cost capitalised	**(517.26)**	-
	2,391.15	-

33. Depreciation and amortisation expense

See accounting policy in note 3(d)(iii) and (e)(iii)

	Year ended 31 March 2019	Year ended 31 March 2018
Depreciation of property, plant and equipment	**4,986.85**	-
Amortisation of intangible assets	**44.75**	-
	5,031.60	-

34. Other expenses

	Year ended 31 March 2019	Year ended 31 March 2018
Consumption of stores and spares	**945.50**	-
Power and fuel	**6,747.53**	-
Rent	**441.40**	-
Repairs to:		
- buildings	**33.79**	-
- plant and equipment	**869.19**	-
- others	**479.40**	-
Insurance	**194.86**	-
Rates and taxes	**49.21**	-
Travelling expenses	**759.61**	-
Freight and delivery expenses	**3,450.26**	-
Export expenses	**901.07**	-
Advertisement and sales promotion	**1,107.49**	-
Directors sitting fees	**2.36**	-
Payment to auditors [refer note 34 (i) below]	**21.90**	0.11
Expenditure on corporate social responsibility [refer note 34 (ii) below]	**17.64**	-
Loss on sale/discard of property, plant and equipment	**5.05**	-
Amortisation of leasehold land prepayments	**16.31**	-
Provision for doubtful debts	**84.78**	-
Miscellaneous expenses	**1,704.80**	5.08
	17,832.15	5.19

34 (i) Payment to auditors	Year ended 31 March 2019	Year ended 31 March 2018
As auditors:		
- Statutory audit	**21.00**	0.11
- Tax audit	**-**	-
- Limited review of quarterly results	**-**	-
In other capacity		
- Certification fees	**0.90**	-
- Other services	**-**	-
Reimbursement of expenses	**-**	-
	21.90	0.11

₹ in Lakhs

35. Income tax

See accounting policy in note 3(o)

	Year ended 31 March 2019	Year ended 31 March 2018
(a) Amount recognised in Profit and Loss		
Current tax	499.41	-
Earlier years tax	-	-
Income tax	499.41	-
Deferred tax	(2,218.99)	-
Mat credit	(499.41)	-
Deferred tax	(2,718.40)	-
Tax expense in Statement of Profit and Loss	(2,218.99)	-
Deferred tax in other comprehensive income	12.17	-
Tax expense in Total Comprehensive Income	(2,206.82)	-
(b) Reconciliation of effective tax rate for the year		
Profit before Tax	2,193.76	(5.19)
Applicable Income Tax rate	34.944%	34.608%
Computed tax expense	766.59	(1.80)
Additional deduction as per income tax	(2,907.17)	-
Non-deductible expenses for tax purposes	6.20	-
Other differences	(84.61)	1.80
Tax expense in Statement of Profit and Loss	(2,218.99)	-
(c) Recognised deferred tax assets and liabilities:		
Property, plant and equipment and intangible assets	14,733.94	-
Provisions for employee benefits	(468.35)	-
Provision for doubtful debts	(121.76)	-
Other temporary differences	(9.69)	-
Unabsorbed depreciation carried forward	(12,429.43)	-
Minimum Alternate Tax (MAT) credit	(499.41)	-
Deferred tax liabilities	1,205.30	-
(d) Reconciliation of Deferred Tax Liability:		
Temporary difference on account of:		
Property, plant and equipment and intangible assets	10,293.38	-
Provisions for employee benefits	(42.20)	-
Provision for doubtful debts	(31.12)	-
Other temporary differences	(9.62)	-
Unabsorbed depreciation carried forward	(12,429.43)	-
Minimum Alternate Tax (MAT) credit entitlement	(499.41)	-
Deferred tax in Statement of Profit and Loss	(2,718.40)	-
Temporary difference of liabilities in other comprehensive income	12.17	-
Deferred tax in Total Comprehensive Income	(2,706.23)	-
MAT credit utilisation in income tax for earlier years	-	-
Total Deferred tax	(2,706.23)	-

36. Earnings per share

Basic and diluted earnings per share		
(i) Profit for the year, attributable to the equity shareholders	**4,412.75**	(5.19)
(ii) Weighted average number of equity shares		
- Number of equity shares at the beginning of the year	**10,00,000**	-
- Number of equity shares allotted on 10 January 2018	**-**	10,00,000
- Number of shares in Share capital suspense	**12,26,27,395**	-
- Cancelled pursuant to scheme of arrangement (See Note 48)	**10,00,000**	-
- Number of equity shares at the end of the year	**12,26,27,395**	10,00,000
Weighted average number of equity shares	**12,26,27,395**	10,00,000
Basic and diluted earnings per share (₹) [(i)/(ii)]	**3.60**	(0.52)

37. Contingent liabilities and commitments

(to the extent not provided for)

	31 March 2019	31 March 2018
Contingent liabilities		
(a) Claims against the Company not acknowledged as debts:		
(i) Excise duty, sales tax and other indirect taxes in dispute	**1,029.07**	-

b) The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, in the case of Surya Roshani Limited & others v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. Subsequently, a review petition against this decision has been filed and is pending before the SC for disposal. In view of the management, the liability for the period from date of the SC order to 31 March 2019 is not significant. Further, the pending decision on the subject review petition and directions from the EPFO, the impact for the past period, if any, is not ascertainable and consequently no effect has been given in the accounts.

c) The audited GST return for the year ended 31 March 2018 is pending for the filing as competent authority has extended the date of filing until 31 August 2019. The company is in process of reconciling the data of GSTR 2A with GSTR 3B. In view of the management on final reconciliation, the impact will not be material.

Capital and other commitments		
(i) Estimated amount of export obligations to be fulfilled in respect of goods imported under Export Promotion Capital Goods scheme (EPCG)	**43,943.10**	-

Claim against the Company not acknowledged as debt:
Cash outflows for the above are determinable only on receipt of judgments pending at various forums/ authorities. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial position.

38. Operating leases

See accounting policy in note 3(m)

The Company has taken certain commercial premises under cancellable operating leases. These lease agreements are normally renewed on expiry. Lease payments recognised in Standalone Statement of Profit and Loss with respect to operating leases **₹ 439.38 lakhs** (31 March 2018: ₹ Nil) has been included as rent in note 34 'Other expenses'.

39. Related party disclosure

a) Related parties where control exists

Holding company:
i) Greenply Industries Limited (upto 31.03.2018, pursuant to scheme of arrangement)

Wholly owned subsidiary company:
i) Greenpanel Singapore Pte. Limited, Singapore (Formally known as Greenply Trading Pte. Limited)

b) Other related parties with whom transactions have taken place during the year

Key Management Personnel (KMP)
i) Mr. Shiv Prakash Mittal, Director*
ii) Mr. Shobhan Mittal, Director*
iii) Mr. Mahesh Kumar Jiwarajka, Non-Executive Independent Director
iv) Mr. Salil Kumar Bhandari, Non-Executive Independent Director
v) Ms. Susmita Singha, Non-Executive Independent Director

* See Note 48.4 (f) , for details on KMP

Relatives of Key Management Personnel (KMP)
i) Mrs. Chitwan Mittal (Wife of Mr. Shobhan Mittal)

c) Enterprises controlled by Key Management Personnel or their relatives
i) Greenlam Industries Limited
ii) Greenply Industries Limited

₹ in Lakhs

d) Related party transactions

Name of the related party	Nature of transaction	31 March 2019	31 March 2018
Greenpanel Singapore Pte. Limited	Sale of products	**5,860.66**	-
	Investments	**1,288.06**	-
Greenlam Industries Limited	Sale of products	**546.14**	-
	Purchase of products	**137.36**	-
Greenply Industries Limited	Sale of products	**4,416.03**	-
	Equity share capital received	**-**	10.00
Mr. Shiv Prakash Mittal	Remuneration	**245.14**	-
Mr. Shobhan Mittal	Remuneration	**75.40**	-
Mr. Mahesh Kumar Jiwarajka	Sitting Fees	**1.00**	-
Mr. Salil Kumar Bhandari	Sitting Fees	**0.50**	-
Ms. Susmita Singha	Sitting Fees	**0.50**	-
Mrs. Chitwan Mittal	Remuneration	**28.23**	-

e) Outstanding balances

Name of the related party	Nature of transaction	31 March 2019	31 March 2018
Greenpanel Singapore Pte. Limited	Sale of products	**1,150.77**	-
Greenlam Industries Limited	Sale of products	**66.04**	-
	Purchase of products	**3.84**	-
Greenply Industries Limited	Sale of products	**1,145.23**	-

f) Key Management Personnel compensation

Key management personnels compensation comprised of the following:

Nature of transaction	31 March 2019	31 March 2018
Short-term employee benefits	**286.14**	-
Other long-term benefits	**34.40**	-
Total compensation paid to key management personnel	**320.54**	-

As the future liability for gratuity and compensated encashment is provided on an actuarial basis for the Company as a whole, the amount pertaining to each key management personnel is not separately ascertainable and, therefore, not included above. Based on the recommendation of the Nomination and Remuneration Committee, all decisions relating to the remuneration of the KMPs are taken by the Board of Directors of the Company, in accordance with shareholders' approval, wherever necessary.

g) Terms and conditions of transactions with related parties

Purchase from related parties are made in the ordinary course of business and on terms equivalent to those that prevail in arm's length transactions with other vendors. Outstanding balances at the year-end are unsecured and will be settled in cash and cash equivalents.

The Company has not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken in each financial year through examining the financial position of the related parties and the market in which the related party operates.

h) Details of loans, investments and guarantees covered under Section 186(4) of the Companies Act, 2013

(i) Details of loans Not Applicable

(ii) Details of investments

Particulars of investments as required under Section 186(4) of the Companies Act, 2013 have been disclosed in note 7.

(iii) Details of guarantees Not Applicable

₹ in Lakhs

40. Accounting classifications and fair values (Ind AS 107)

See accounting policy in note 3(c)

The fair values of financial assets and liabilities, together with the carrying amounts shown in the Standalone Balance Sheet are as follows:

	31 March 2019	31 March 2018
Financial assets at amortised cost		
Non-current		
Loans	**1,086.48**	-
Current		
Trade receivables	**5,236.25**	-
Cash and cash equivalents	**1,810.37**	5.07
Other bank balances	**28.54**	-
Loans	**32.32**	-
Other financial assets	**2,918.69**	-
	11,112.65	5.07
Financial assets at fair value through profit and loss		
Current		
Level 2		
Derivatives	**10.39**	-
	10.39	-
Total Financial Assets	**11,123.04**	5.07
Financial liabilities at amortised cost		
Non-current		
Borrowings	**45,365.66**	-
Other financial liabilities	**1,253.00**	-
Current		
Borrowings	**4,541.70**	-
Other financial liabilities	**10,780.17**	-
Trade payables	**8,150.22**	0.25
	70,090.75	0.25

41. Fair value measurement

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.

The Company has established the following fair value hierarchy that categories the value into 3 levels. The inputs to valuation techniques used to measure fair value of financial instruments are:

Level 1: The hierarchy uses quoted prices in active markets for identical assets or liabilities. The fair value of all bonds which are traded in the stock exchanges is valued using the closing price or dealer quotations as at the reporting date.

Level 2: The fair value of financial instruments that are not traded in an active market (for example traded bonds, over the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on company specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

Financial assets and liabilities measured at fair value - recurring fair value measurements are as follows:

	31 March 2019	31 March 2018
Financial assets - Level 2		
Derivatives	**10.39**	-

The management assessed that trade receivables, cash and cash equivalent, other bank balances, trade payable, cash credits, borrowings and other financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

The following methods and assumptions were used to estimate the fair values:
(a) The fair value of the quoted investments are based on market price at the respective reporting date.
(b) The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves based on report obtained from banking partners.
(c) The fair value of forward foreign exchange contracts is calculated as the present value determined using forward exchange rates and interest rate curve of the respective currencies based on report obtained from banking partners.

42. Financial risk management

The Company has exposure to the following risks arising from financial instruments:
(i) Credit risk
(ii) Liquidity risk
(iii) Market risk

Risk management framework

The Company's principal financial liabilities, other than derivatives, comprises of borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company operations. The Company's principal financial assets, other than derivatives include trade and other receivables, investments and cash and cash equivalents that derive directly from its operations.

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimise potential adverse effects of market risk on its financial performance. The Company uses derivative financial instruments to mitigate foreign exchange related risk exposures. Foreign currency options contract are entered to hedge certain foreign currency risk exposures and interest rate swaps to hedge variable interest rate exposures. The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers. The Company's risk management assessment and policies and processes are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities.

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital.

The sources of risks which the Company is exposed to and their management is given below:

Risk	Exposure Arising from	Measurement	Management
Credit risk	Trade receivables, Investments, Derivative financial instruments, Loans	Ageing analysis, Credit rating	Diversification of mutual fund investments, Credit limit and credit worthiness monitoring, credit based approval process.
Liquidity risk	Borrowings and Other liabilities	Rolling cash flow forecasts	Adequate unused credit lines and borrowing facilities.
Market risk Foreign exchange risk	Committed commercial transaction, Financial asset and liabilities not denominated in INR	Cash flow forecasting Sensitivity analysis	Forward foreign exchange contracts.
Interest rate	Long term borrowings at variable rates	Sensitivity analysis Interest rate movements	Interest rate swaps

(i) Credit risk

Credit risk is the risk of financial loss of the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company receivables from customers and loans. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing/investing activities, including deposits with bank, foreign exchange transactions and financial guarantees. The Company has no significant concentration of credit risk with any counterparty. The carrying amount of financial assets represent the maximum credit risk exposure.

Trade receivable

The management has established a credit policy under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. The Company's review includes external ratings, if they are available, financial statements, credit agency information, industry information and in some cases bank references.

₹ in Lakhs

Exposure to credit risks

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry. Details of concentration percentage of revenue generated from top customer and top five customers are stated below:

Particulars	31 March 2019	31 March 2018
Revenue from a top customer	9.97%	-
Revenue from top five customers	21.09%	-

Trade receivables are primarily unsecured and are derived from revenue earned from customers. Credit risk is managed through credit approvals, establishing credit limits and by continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. As per simplified approach, the Company makes provision of expected credit loss on trade receivables using a provision matrix to mitigate the risk of default payments amd makes appropriate provisions at each reporting date whenever is for longer period and involves higher risk. On account of adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. The Company uses a provision matrix to compute the credit loss allowance for trade receivables. The said provision has been netted off under trade receivables.

Particulars	31 March 2019	31 March 2018
Balance at the beginning	-	-
Add: Amount adjusted pursuant to Scheme of Arrangement (See Note 48)	229.48	-
Impairment loss recognised	96.90	-
Balance at the end	326.38	-

(ii) Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Company's finance team is responsible for liquidity, finding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's liquidity position through rolling forecasts on the basis of expected cash flows.

The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

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

31 March 2019	< 1 year	1 - 5 years	> 5 years	Total
Borrowings (including current maturities)*	14,065.79	30,466.77	18,056.64	62,589.20
Trade payables	8,150.22	-	-	8,150.22
Other financial liabilities	2,723.95	1,253.00	-	3,976.95
Derivatives	-	-	-	-
	24,939.96	31,719.77	18,056.64	74,716.37

31 March 2018	< 1 year	1 - 5 years	> 5 years	Total
Borrowings (including current maturities)*	-	-	-	-
Trade payables	-	-	-	-
Other financial liabilities	-	-	-	-
Derivatives	-	-	-	-
	-	-	-	-

* including estimated interest

(iii) Market risk

Market risk is the risk of loss of future earnings, fair value or future cash flows that may result from a change in the price of a financial instrument . The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that effect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and borrowings. The Company uses derivatives to manage market risks. All such transactions are carried out within the guidelines set by the management.

(a) Currency risk

Foreign currency risk is the risk impact related to fair value or future cash flows of an exposure in foreign currency, which fluctuate due to changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the foreign currency borrowings, import of raw materials and spare parts, capital expenditure, exports of finished goods. The Company evaluates exchange rate exposure arising from foreign currency transactions. The Company follows established risk management policies and standard operating procedures. It uses derivative instruments like foreign currency swaps and forwards to hedge exposure to foreign currency risk.

Exposure to currency risk

The Company's exposure to foreign currency at the end of the reporting period are as follows:

		31 March 2019		31 March 2018	
Particulars	**Currency**	**Amount in Foreign currency**	**₹ in Lakhs**	Amount in Foreign currency	₹ in Lakhs
- Hedged exposures					
Trade payables	EURO	2,18,797	**169.60**	-	-
	USD	1,77,416	**122.61**	-	-
			292.21		-
- Unhedged exposures					
Borrowings	EURO	4,20,71,469	**32,611.19**	-	-
	USD	1,10,00,000	**7,602.10**	-	-
			40,213.29		-
Borrowings - Packing credit	USD	4,21,692	**291.43**	-	-
Borrowings - Buyers credit	USD	3,71,102	**256.47**	-	-
Trade payables	EURO	11,96,493	**927.45**	-	-
	USD	5,49,536	**379.78**	-	-
			1,307.23		-
Trade receivables	USD	16,65,127	**1,150.77**	-	-

Sensitivity analysis

A reasonably possible strengthening (weakening) of the USD and EURO against Indian rupee at 31 March would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amount shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

Particulars	**Nature**	**Effect**	**31 March 2019**	31 March 2018
USD (1% Movement)	Profit or loss	Strengthening	**(75.02)**	-
		Weakening	**75.02**	-
	Equity, net of tax	Strengthening	**(49.06)**	-
		Weakening	**49.06**	-
EUR (1% Movement)	Profit or loss	Strengthening	**(337.08)**	-
		Weakening	**337.08**	-
	Equity, net of tax	Strengthening	**(220.42)**	-
		Weakening	**220.42**	-

₹ in Lakhs

(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. The Company exposure to the risk of changes in market interest rates related primarily to the Company's short term borrowing with floating interest rates. For all long term borrowings with floating rates, the risk of variation in the interest rates in mitigated through interest rate swaps. The Company constantly monitors the credit markets and rebalances its financing strategies to achieve an optimal maturity profile and financing cost.

Exposure to interest rate risk

The interest rate profile of the Company 's interest bearing financial instruments at the end of the reporting period are as follows:

Particulars	31 March 2019	31 March 2018
Fixed rate instruments		
Financial assets	-	-
Financial liabilities	-	-
	-	-
Effect of interest rate swaps	(7,602.10)	-
	(7,602.10)	-
Variable rate instruments		
Financial assets	-	-
Financial liabilities	(59,237.91)	-
	(59,237.91)	-
Effect of interest rate swaps	7,602.10	-
	(51,635.81)	-

Sensitivity analysis

Fixed rate instruments that are carried at amortised cost are not subject to interest rate risk for the purpose of sensitive analysis.

A reasonably possible change of 100 basis points in variable rate instruments at the reporting dates would have increased or decreased profit or loss by the amounts shown below:

Particulars	Nature	Effect	31 March 2019	31 March 2018
Variable rate instruments	Profit or loss	Strengthening	(592.38)	-
		Weakening	592.38	-
	Equity, net of tax	Strengthening	(387.37)	-
		Weakening	387.37	-
Interest rate swap	Profit or loss	Strengthening	76.02	-
		Weakening	(76.02)	-
	Equity, net of tax	Strengthening	49.71	-
		Weakening	(49.71)	-
Cash flow sensitivity (net)	Profit or loss	Strengthening	(516.36)	-
		Weakening	516.36	-
	Equity, net of tax	Strengthening	(337.66)	-
		Weakening	337.66	-

43. Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The management monitors the return on capital, as well as the level of dividends to equity shareholders.

The Company's objective when managing capital are to: (a) to maximise shareholders value and provide benefits to other stakeholders and (b) maintain an optimal capital structure to reduce the cost of capital.

For the purpose of the Company's capital management, capital includes issued equity share capital and other equity reserves attributable to the equity holders.
The Company monitors capital using debt-equity ratio, which is total debt less liquid investments divided by total equity.

Particulars	**31 March 2019**	31 March 2018
Total debt (Bank and other borrowings)	**57,857.31**	-
Less: Cash and cash equivalents	**1,810.37**	5.07
Adjusted net debt	**56,046.94**	(5.07)
Equity	**68,036.83**	4.81
Debt to Equity (net)	**0.82**	(1.05)

In addition, the Company has financial covenants relating to the banking facilities that it has taken from all the lenders like interest service coverage ratio, Debt to EBITDA, current ratio etc. which is maintained by the Company.

44. Segments information

In accordance with Ind AS 108 "Operating Segments", segment information has been given in the consolidated financial statements of the Company, and therefore, no separate disclosure on segment information is given in these standalone financial statements.

45. Taxation

The Company has established a comprehensive system of maintenance of information and documents as required by the transfer pricing regulations under Sections 92-92F of the Income-Tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Company continuously updates its documents for the international transactions entered into with the associated enterprises during the financial year. The management is of the opinion that its international transactions are at arm's length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense for the year and that of provision for taxation.

46. Dues to Micro enterprises and small enterprises

	31 March 2019	31 March 2018
(a) The amounts remaining unpaid to Micro and Small suppliers as at the end of each accounting year		
- Principal	**0.81**	-
- Interest	-	-
(b) The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
(c)The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006.	-	-
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
(e) The amount of further interest remaining due and payable even in the succeeding years, 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 of the MSMED Act, 2006.	-	-

47. Government grant (Ind AS 20): Other operating revenue includes incentives against scheme of budgetary support under Goods and Services Tax Regime for the unit set-up in Rudrapur-MDF, Uttarakhand of **₹ 876.55** lakhs (31 March 2018 ₹ Nil)

₹ in Lakhs

48. Scheme of Arrangement

48.1 Pursuant to the Composite Scheme of Arrangement ('the scheme') between Greenply Industries Limited (Greenply), the Company and their respective shareholders and creditors as approved by the Hon'ble National Law Company Tribunal (NCLT), Guwahati Bench, vide its order dated June 28, 2019, which became effective on July 1, 2019 on filing with the Registrar of Companies, all the assets and liabilities of the 'transferred business' of Greenply i.e. the MDF manufacturing unit situated at Routhu Suramala, Chittoor (Andhra Pradesh), MDF manufacturing unit and Plywood and allied products manufacturing unit located in a common plot at Pantnagar (Uttarakhand), registered, marketing, branch and administrative office(s) located in India and its investment in wholly owned subsidiary viz. Greenpanel Singapore Pte. Ltd. formally known as Greenply Trading Pte. Limited (registered in Singapore) excluding its investment of USD 37,50,000 (37,50,000 ordinary shares of USD 1 each) in Greenply Alkemal (Singapore) Pte. Ltd. (registered in Singapore)., have been transferred to and vested in the Company at their respective book values on a going concern basis with effect from the appointed date (i.e. April 1, 2018). Accordingly, the Scheme of Arrangement has been given effect to in these accounts.

48.2 Assets and liabilities transferred pursuant to the scheme:
The whole of the assets and liabilities of the Demerged undertaking of Greenply became the assets and liabilities of the Company and were recorded at their book values as appearing in the books of the Demerged Company with effect from the appointed date (i.e. April 1, 2018). The details of assets and liabilities transferred from Greenply are as under:

Particulars	Amount
Assets	
(1) Non-current assets	
(a) Property, plant and equipment	35,500.11
(b) Capital work-in-progress	73,348.65
(c) Other intangible assets	117.13
(d) Financial assets	
(i) Investments	3,432.00
(ii) Loans	1,042.39
(e) Other non-current assets	2,319.98
Total non-current assets	**1,15,760.26**
(2) Current assets	
(a) Inventories	10,207.37
(b) Financial assets	
(i) Trade receivables	5,729.99
(ii) Cash and cash equivalents	398.88
(iii) Other bank balances	33.65
(iv) Loans	81.44
(v) Derivatives	125.97
(vi) Other financial assets	1,501.86
(c) Other current assets	4,747.26
Total current assets	**22,826.42**
Total assets	**1,38,586.68**
Liabilities	
(1) Non-current liabilities	
(a) Financial liabilities	
(i) Borrowings	40,919.40
(ii) Other financial liabilities	1,057.53
(b) Provisions	786.77
(c) Deferred tax liabilities (net)	3,911.53
(d) Other non-current liabilities	4,991.70
Total non-current liabilities	**51,666.93**
(2) Current liabilities	
(a) Financial liabilities	
(i) Borrowings	3,047.50
(ii) Trade payables	8,653.13
(iii) Other financial liabilities	7,812.17
(b) Other current liabilities	3,603.65
(c) Provisions	196.69
Total current liabilities	**23,313.14**
Total liabilities	**74,980.07**

₹ in Lakhs

48.3 Equity and Reserves pursuant to the scheme:

Pursuant to the scheme, the difference between the book value of the assets and liabilities transferred from Greenply has been credited to the shareholders' fund of the Company as under:

Particulars	Amount
Share Capital	1,226.27
Capital Reserve	62,380.34
Total	**63,606.61**

48.4 Other Matters:

a) The company shall issue and allot 12,26,27,395 equity shares of Re. 1 (Indian Rupee one only) to the shareholders of Greenply whose names appear in the register of members of Greenply as on the record date, 1 (one) equity share of Re. 1 (Indian Rupees one only) each, credited as fully paid up for every 1 (one) equity share of Re. 1 (Indian Rupees one only) each held by them in Greenply. Till the allotment, the same would appear in share suspense account. Since the effect of demerger has been given in the financials, 10,00,000 equity shares of Re. 1 each alloted to Greenply has been cancelled and the Company has ceased to be subsidiary of Greenply.

b) The transactions between the appointed date upto to the effective date as appearing in the books of accounts of Greenply have been deemed to have been made by the Company.

c) All costs, charges and expenses including stamp duties arising out of or incurred so far in carrying out and implementing this Scheme and matters incidental thereto, have been borne by Greenply and the company in the ratio of 1:1.

d) The immovable assets of the Company stands freed from all charges, mortgages and encumbrances relating to liabilities relating to Greenply. But, Greenply had created charges over its immovable assets (including those which now belong to the Company) under the Companies Act, 2013 in respect of certain credit facilities taken from various banks for itself and for various undertakings of the Company. As the legal ownership of the immovable assets have not yet been transferred to the Company, Greenply continues to enjoy credit facilities by the subsisting charges, mortgages and encumbrances over such assets. Vice Versa, the Company enjoys credit facilities by the subsisting charges, mortgages and encumbrances over immovable assets belonging to Greenply. Till creation/modification/satisfaction of Charges, as the case may be, in favour of the various banks/secured creditors of the respective Companies in terms of the applicable provisions of the Companies Act, 2013, the banks/secured creditors of the Company shall continue to hold their respective charge over the immovable assets of Greenply.

e) Although, pursuant to the scheme of arrangement, the immovable properties belonging to the demerged undertakings of Greenply vest in and/or deemed to be transferred to and vested in the Company, the mutation of title/assignment of leases thereof in the name of the Company are yet to be made and recorded by the appropriate authorities. Notwithstanding the same, the Company exercises all rights and privileges and pays ground rent, municipal taxes and fulfils all obligations, in relation to or applicable to such immovable properties.

f) Mr. Shiv Prakash Mittal and Mr. Shobhan Mittal, Directors of the company would be appointed as Executive Chairman and Managing Director & CEO respectively in the board meeting to be held on 19 July 2019. As such they have been included as Key Managerial Personnel (KMP), since they have a significant influence over the operating and financial decisions making roles. Hence, the remuneration paid to them during FY 2018-19 has been disclosed as related party transaction.

49. Distribution made and proposed dividend (Ind AS 1)

Proposed dividends on equity shares are subject to approval at the annual general meeting and are not recognised as a liability (including dividend distribution tax thereon) as at 31 March 2019. Since no dividend has been proposed in the current and previous year, financial figures with respect to the same has not been given.

50. The standalone financial statements of the previous year were audited by a firm of chartered accountants other than S.S. Kothari Mehta & Co.

51. The figures stated in the current year are not comparable with those of previous period for the reasons that (a) the figures for the previous period were since incorporation of the Company on December 13, 2017 to March 31, 2018; and (b) in the current year, effect has been given to Scheme of Arrangement as approved by the National Company Law Tribunal. The figures for the previous period are re-classified/ re-arranged / re -grouped, wherever necessary so as to be in conformity with the figures of the current period's classification/disclosure.

As per our report of even date attached
For **S.S. Kothari Mehta & Co.**
Chartered Accountants
Firm Registration number.: 000756N

For and on behalf of Board of Directors of
Greenpanel Industries Limited
CIN: U20100AS2017PLC018272

Sunil Wahal
Partner
Membership No.: 087294

Shiv Prakash Mittal
Executive Chairman
(DIN : 00237242)

Shobhan Mittal
Managing Director & CEO
(DIN : 00347517)

V. Venkatramani
Chief Financial Officer

Banibrata Desarkar
Company Secretary & VP-Legal

Place : Gurgaon
Dated : 19 July 2019

Place : Gurgaon
Dated : 19 July 2019

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF GREENPANEL INDUSTRIES LIMITED

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **GREENPANEL INDUSTRIES LIMITED** (hereinafter referred to as the "Holding Company") and its subsidiary (the Company and its subsidiary together referred to as "the Group") which comprise the consolidated balance sheet as at March 31, 2019, the consolidated statement of Profit and Loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated cash flows statement for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of the other auditor on separate financial statements of the subsidiary referred to in the other matters section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards ('Ind AS') prescribed under section 133 of the Act read with relevant rules made thereunder, as amended and other accounting principles generally accepted in India, of their consolidated state of affairs of the Group as at March 31, 2019, the, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the *Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI)* together with the independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained, and the audit evidence obtained by the other auditor in terms of their report referred to in 'Other Matters' paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

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

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this Auditors' 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 consolidated the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Management and those charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Ind AS specified under Section 133 of the Act. The respective Board of Directors of the Companies included in the Group are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the 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 and its associate company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the standalone/ consolidated financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities or business activities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matters

We did not audit the financial statements and other financial information, in respect of Greenpanel Singapore Pte. Limited subsidiary of the Company whose financial statements include total assets of INR 3,174.54 Lakhs as at March 31, 2019, total revenue of INR 7040.65 Lakhs and net cash inflows amounting to INR 29.00 lakhs for the year ended on that date. These financial statements and other information have been audited by other auditor, whose financial statements, other financial information and auditor's report have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amount and disclosure included in respect of the subsidiary and our report in terms of sub-section 3 of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the reports of the other auditor.

Our opinion on the consolidated financial statements above and our report on the Other Legal and Regulatory Requirement below, is not modified in respect of above matters with respect to our reliance on the work done and the report of the other auditor.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit and on the considerations of the reports of the other auditors on separate financial statements of the subsidiary company referred to in the Other Matters paragraph above we report, to the extent applicable, that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books;

c) The consolidated balance sheet, the consolidated statement of profit and loss including (including statement of other comprehensive income), consolidated statement of changes in equity and the consolidated statement of cash flows 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 Ind AS specified under Section 133 of the Act read with relevant rules made thereunder, as amended and other accounting principles generally accepted in India.

e) On the basis of the written representations received from the directors of the Company as on March 31, 2019 taken on record by the Board of Directors of the Company and its subsidiary incorporated in India and the reports of the statutory auditor of its subsidiary company none of the directors of the Group incorporated in India is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;

f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company, refer to our separate report in "Annexure A" to this report.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended

   In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid 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 and based on the considerations of the reports of the other auditors on separate financial statements as also the other financial information of the subsidiary, as noted in the 'Other Matters' paragraph:

   i. The consolidated financial statement disclose the impact of pending litigations as at March 31, 2019 on the consolidated financial position of the Group -Refer Note 37 (a) to the consolidated financial statements;

   ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts during the year ended March 31, 2019.

   iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Holding Company during the year ended March 31, 2019

For S.S. Kothari Mehta & Company
Chartered Accountants
Firm's Registration No. 000756N

Sunil Wahal
Partner
Membership No. 87294

Place: New Delhi
Date: July 19, 2019

Annexure A to the Independent Auditor's Report to the members of GREENPANEL INDUSTRIES LIMITED dated July 19, 2019 on its Consolidated Financial Statements.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 2(f) of 'Report on Other Legal and Regulatory Requirements' section.

Our reporting on the internal financial controls over financial reporting is not applicable in respect of one audited subsidiary incorporated outside India

In conjunction with our audit of the consolidated financial statements of **GREENPANEL INDUSTRIES LIMITED** as of and for the year ended March 31, 2019, we have audited the Internal Financial Controls over Financial Reporting of **GREENPANEL INDUSTRIES LIMITED** (hereinafter referred to as the "Holding Company" or the "Company").

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 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". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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 ("the Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting based on our audit of the Company.

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

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

c) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

Other Matters

Our aforesaid report under Section 143(3) (i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting, does not consider the subsidiary of the Company as it is not incorporated in India.

Our audit report is not qualified in respect of above matter.

For S. S. Kothari Mehta & Company
Chartered Accountants
Firm Registration No. 000756N

Sunil Wahal
Partner
Membership No: - 087294

Date: July 19, 2019
Place: New Delhi

Greenpanel Industries Limited

Consolidated Balance Sheet as at 31 March 2019

₹ in Lakhs

	Note	31 March 2019	31 March 2018
Assets			
(1) Non-current assets			
(a) Property, plant and equipment	4	**1,13,677.50**	-
(b) Capital work-in-progress	5	**379.33**	-
(c) Other intangible assets	6	**72.38**	-
(d) Financial assets			
(i) Loans	8	**1,233.69**	-
(e) Other non-current assets	14	**1,653.47**	-
Total non-current assets		**1,17,016.37**	-
(2) Current assets			
(a) Inventories	10	**13,446.36**	-
(b) Financial assets			
(i) Trade receivables	11	**4,561.86**	-
(ii) Cash and cash equivalents	12	**1,956.59**	5.07
(iii) Other bank balances	13	**28.54**	-
(iv) Loans	8	**32.32**	-
(v) Derivatives	24	**10.39**	-
(vi) Other financial assets	15	**2,918.69**	-
(c) Other current assets	16	**5,824.21**	-
Total current assets		**28,778.96**	5.07
Total assets		**1,45,795.33**	5.07
Equity and liabilities			
Equity			
(a) Equity share capital	17	-	10.00
(b) Equity share capital suspense	17A	**1,226.27**	-
(c) Other equity	18	**63,323.53**	(5.19)
Total equity		**64,549.80**	4.81
Liabilities			
(1) Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	19	**45,966.53**	-
(ii) Other financial liabilities	20	**1,253.00**	-
(b) Provisions	21	**790.82**	-
(c) Deferred tax liabilities (net)	35	**1,205.30**	-
(d) Other non-current liabilities	22	**4,529.95**	-
Total non-current liabilities		**53,745.60**	-
(2) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	19	**4,541.70**	-
(ii) Trade payables	23		
total outstanding dues of micro enterprises and small enterprises		**0.81**	-
total outstanding dues of creditors other than micro enterprises and small enterprises		**8,156.08**	0.25
(iii) Other financial liabilities	20	**10,973.37**	-
(b) Other current liabilities	25	**3,354.35**	0.01
(c) Provisions	21	**383.03**	-
(d) Current tax liabilities (net)	9	**90.59**	-
Total current liabilities		**27,499.93**	0.26
Total liabilities		**81,245.53**	0.26
Total equity and liabilities		**1,45,795.33**	5.07
Significant accounting policies	3		
The accompanying notes form an integral part of the consolidated financial statements			

As per our report of even date attached
For **S.S. Kothari Mehta & Co.**
Chartered Accountants
Firm Registration number.: 000756N

For and on behalf of Board of Directors of
Greenpanel Industries Limited
CIN: U20100AS2017PLC018272

Sunil Wahal
Partner
Membership No: 087294

Shiv Prakash Mittal
Executive Chairman
(DIN : 00237242)

Shobhan Mittal
Managing Director & CEO
(DIN : 00347517)

V. Venkatramani
Chief Financial Officer

Banibrata Desarkar
Company Secretary & VP-Legal

Place : Gurgaon
Dated : 19 July 2019

Place : Gurgaon
Dated : 19 July 2019

Greenpanel Industries Limited

Consolidated Statement of Profit and Loss for the year ended 31 March 2019

₹ in Lakhs

	Note	**Year ended 31 March 2019**	Year ended 31 March 2018
I. Revenue from operations	26	**59,911.39**	-
II. Other income	27	**1,269.50**	-
III Total income (I+II)		**61,180.89**	-
IV. Expenses			
Cost of materials consumed	28	**29,006.74**	-
Purchase of stock in trade	29	**876.24**	-
Changes in inventories of finished goods, work-in-progress and stock in trade	30	**(4,210.18)**	-
Employees benefits expense	31	**8,075.65**	-
Finance costs	32	**2,463.24**	-
Depreciation and amortisation expense	33	**5,303.34**	-
Other expenses	34	**18,427.41**	5.19
Total expenses (IV)		**59,942.44**	5.19
V. Profit before tax (III-IV)		**1,238.45**	(5.19)
Current tax		**(499.41)**	-
Deferred tax		**2,718.40**	-
VI. Tax expense	35	**2,218.99**	-
VII. Profit for the year (V-VI)		**3,457.44**	(5.19)
VIII. Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss:			
Remeasurements of defined benefit liability/(asset)		**34.83**	-
Income tax relating to items that will not be reclassified to profit or loss		**(12.17)**	-
Net other comprehensive income not to be reclassified subsequently to profit or loss		**22.66**	-
Items that will be reclassified subsequently to profit or loss:			
Exchange differences in translating financial statements of foreign operations		**40.06**	-
Net other comprehensive income to be reclassified subsequently to profit or loss		**40.06**	-
Other comprehensive income for the year (net of tax)		**62.72**	**-**
IX. Total comprehensive income for the year (VII+VIII)		**3,520.16**	**(5.19)**
X. Earnings per equity share	36		
[Face value of equity share ₹ 1 each (previous year ₹ 1 each)]			
- Basic (₹)		**2.82**	(0.52)
- Diluted (₹)		**2.82**	(0.52)
Significant accounting policies	3		

The accompanying notes form an integral part of the consolidated financial statements

As per our report of even date attached

For **S.S. Kothari Mehta & Co.**

Chartered Accountants

Firm Registration number.: 000756N

For and on behalf of Board of Directors of

Greenpanel Industries Limited

CIN: U20100AS2017PLC018272

Sunil Wahal

Partner

Membership No.: 087294

Shiv Prakash Mittal

Executive Chairman

(DIN : 00237242)

Shobhan Mittal

Managing Director & CEO

(DIN : 00347517)

V. Venkatramani

Chief Financial Officer

Banibrata Desarkar

Company Secretary & VP-Legal

Place : Gurgaon

Dated : 19 July 2019

Place : Gurgaon

Dated : 19 July 2019

Greenpanel Industries Limited
Consolidated Statement of changes in equity for the year ended 31 March 2019
₹ in Lakhs

a) Equity share capital

Particulars	**Note**	**Amount**
Balance as at 1 April 2017		-
Issue of equity share capital during the year	17	10.00
Balance as at 31 March 2018		10.00
Cancelled pursuant to scheme of arrangement (See Note 48)	17	(10.00)
Share Suspense account - Allotment of equity shares pursuant to scheme of arrangement (See Note 48)	17A	1,226.27
Balance as at 31 March 2019		**1,226.27**

b) Other equity

Particulars	**Note**	**Reserves and surplus**		**Items of OCI**		**Total**
		Capital reserve	**Retained earnings**	**Remeasurements of defined benefit liability**	**Exchange differences on translation**	
Balance as at 1 April 2017		-	-	-	-	-
Total comprehensive income for the year ended 31 March 2018						
Profit or loss		-	(5.19)	-	-	(5.19)
Total comprehensive income		-	(5.19)	-	-	(5.19)
Balance as at 31 March 2018		-	(5.19)	-	-	(5.19)
Balance as at 1 April 2018		**-**	**(5.19)**	**-**	**-**	**(5.19)**
Amount adjusted pursuant to Scheme of Arrangement (See Note 48)		**59,808.56**	**-**	**-**	**-**	**59,808.56**
Total comprehensive income for the year ended 31 March 2019						
Profit or loss		**-**	**3,457.44**	**-**	**-**	**3,457.44**
Other comprehensive income (net of tax)		**-**	**-**	**22.66**	**40.06**	**62.72**
Total comprehensive income		**-**	**3,457.44**	**22.66**	**40.06**	**3,520.16**
Balance as at 31 March 2019		**59,808.56**	**3,452.25**	**22.66**	**40.06**	**63,323.53**
Significant accounting policies	3					

The accompanying notes form an integral part of the consolidated financial statements

As per our report of even date attached
For **S.S. Kothari Mehta & Co.**
Chartered Accountants
Firm Registration number.: 000756N

For and on behalf of Board of Directors of
Greenpanel Industries Limited
CIN: U20100AS2017PLC018272

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Chief Financial Officer

Banibrata Desarkar
Company Secretary & VP-Legal

Place : Gurgaon
Dated : 19 July 2019

Place : Gurgaon
Dated : 19 July 2019

Greenpanel Industries Limited
Consolidated Statement of Cash Flows for the year ended 31 March 2019
₹ in Lakhs

	Year ended 31 March 2019	Year ended 31 March 2018
A. Cash flows from operating activities		
Profit before Tax	**1,238.45**	(5.19)
Adjustments for:		
Depreciation and amortisation expense	**5,303.34**	-
Finance costs	**2,463.24**	-
Provision for doubtful debts	**84.78**	-
Loss on sale/discard of property, plant and equipment	**8.78**	-
Interest income	**(69.03)**	-
Unrealised foreign exchange fluctuations (net)	**(793.02)**	-
Government grants - EPCG scheme (refer note 22)	**(545.00)**	-
	6,453.09	-
Operating cash flows before working capital changes	**7,691.54**	(5.19)
Working capital adjustments:		
(Increase)/decrease in trade and other receivables	**(1,894.24)**	-
(Increase)/decrease in inventories	**(3,147.88)**	-
Increase/(decrease) in trade and other payables	**(546.81)**	0.26
	(5,588.93)	0.26
Cash generated from operating activities	**2,102.61**	(4.93)
Income tax paid (net)	**(408.82)**	-
Net cash from operating activities	**1,693.79**	(4.93)
B. Cash flows from investing activities		
Acquisition of property, plant and equipment	**(10,541.02)**	-
Proceeds from sale of property, plant and equipment	**7.40**	-
Interest received	**69.03**	-
Net cash used in investing activities	**(10,464.59)**	-
C. Cash flows from financing activities		
Proceeds from issue of share capital	**-**	10.00
Proceeds from long term borrowings	**13,275.59**	-
Proceeds from short term borrowings (net)	**1,429.19**	-
Repayment of long term borrowings	**(1,835.66)**	-
Interest paid	**(2,650.24)**	-
Processing fees paid for long term borrowings	**(12.65)**	-
Net cash flow from financing activities	**10,206.23**	10.00
Net (decrease)/increase in cash and cash equivalents	**1,435.43**	5.07
Cash and cash equivalents at 1 April 2018 (refer note 12)	**5.07**	-
Add: Amount adjusted pursuant to Scheme of Arrangement (See Note 48)	**516.09**	-
Cash and cash equivalents at 31 March 2019 (refer note 12)	**1,956.59**	5.07

Notes:

(i) Consolidated Statement of Cash Flows has been prepared under the indirect method as set out in Ind AS 7 specified under Section 133 of the Companies Act, 2013.

(ii) Acquisition of property, plant and equipment includes movements of capital work-in-progress (including capital advances and liability for capital goods) during the year.

(iii) Change in liabilities arising from financing activities:

Particulars	**As on 31 March 2018**	**Adjusted pursuant to Scheme of Arrangement (See Note 48)**	**Cash flows**	**Fair value changes**	**As on 31 March 2019**
Non-current Borrowings including current maturities (Note 19)	-	43,039.71	11,439.93	(369.96)	54,109.68
Current Borrowings (Note 19)	-	3,112.51	1,429.19	-	4,541.70

As per our report of even date attached
For **S.S. Kothari Mehta & Co.**
Chartered Accountants
Firm Registration No.: 000756N

For and on behalf of Board of Directors of
Greenpanel Industries Limited
CIN: U20100AS2017PLC018272

Sunil Wahal
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Shiv Prakash Mittal
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(DIN : 00237242)

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Managing Director & CEO
(DIN : 00347517)

V. Venkatramani
Chief Financial Officer

Banibrata Desarkar
Company Secretary & VP-Legal

Place : Gurgaon
Dated : 19 July 2019

Place : Gurgaon
Dated : 19 July 2019

1. Reporting entity

Greenpanel Industries Limited ('the Holding Company' or the 'Company') is a public company domiciled in India having its registered office situated at Makum Road, P.O. Tinsukia, Assam-786125, India. The Holding Company has been incorporated under the provisions of the Indian Companies Act. The Holding Company is primarily involved in manufacturing of plywood, medium density fibre boards (MDF) and allied products.

The Holding Company has an overseas wholly owned subsidiary company Greenpanel Singapore Pte. Limited (formerly known as Greenply Trading Pte. Limited), incorporated in Singapore, is engaged into trading of Medium Density Fibreboards and allied products, collectively referred to as "the Group".

2. Basis of preparation

a. Statement of compliance

These consolidated financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 as amended, notified under Section 133 of the Companies Act, 2013 ('Act') and other relevant provisions of the Act.

The consolidated financial statements are authorised for issue by the Board of Directors of the Holding Company at their meeting held on 19 July 2019.

The details of the Company's accounting policies are included in note 3

b. Functional and presentation currency

These consolidated financial statements are presented in Indian Rupees (₹), which is also the Holding Company's functional currency. All amounts have been rounded off to the nearest lakhs, unless otherwise indicated.

c. Basis of measurement

The consolidated financial statements have been prepared on historical cost basis, except for the following items:

Items	Measurement
Derivative financial instruments	Fair value
Certain financial assets and financial liabilities	Fair value
Net defined benefit (asset)/ liability	Present value of defined benefit obligations

d. Use of estimates and judgements

In preparing these consolidated financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Management believes that the estimates used in the preparation of the consolidated financial statements are prudent and reasonable. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the consolidated financial statements is included in note 38 - lease classification.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the consolidated financial statements for the every period ended is included in the following notes:

- Note 4 – useful life and residual value of property, plant and equipment;
- Note 31 – measurement of defined benefit obligations: key actuarial assumptions;
- Note 35 – recognition of deferred tax assets;
- Note 37 – recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Note 42 – impairment of financial assets: key assumptions used in estimating recoverable cash flows

e. Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Group has an established control framework with respect to the measurement of fair values. 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 management 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.

Significant valuation issues are reported to the Holding Company's audit committee.

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

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

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

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in note 41.

f. Basis of consolidation

(i) Subsidiaries

These Consolidated financial statements are prepared on the following basis in accordance with Ind AS on “Consolidated Financial Statements”(Ind AS - 110), specified under Section 133 of the Companies Act, 2013.

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiary are included in the Consolidated financial statements from the date on which control commences until the date on which control ceases. Subsidiaries considered in the Consolidated financial statements are:

Name of the Company	Country of Incorporation	Percentage of Holding	
		Current year	Previous year
Greenpanel Singapore Pte. Limited	Singapore	100%	Nil

(ii) Loss of control

When the Group losses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognised in consolidated statement of profit or loss.

(iii) Transactions eliminated on consolidation

The financial statements of the Holding Company and its subsidiaries used in the consolidation procedures are drawn upto the same reporting date i.e 31 March 2019.

The financial statements of the Holding Company and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses.

Intra-group balances and transactions, and any unrealised income and expenses arising from intragroup transactions, are eliminated. Unrealised gains arising from transactions with subsidiaries are eliminated against the investment to the extent of the Group’s interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

3. Significant accounting policies

a. Current and non-current classification

All assets and liabilities are classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Act.

Assets

An asset is classified as current when it satisfies any of the following criteria:
- (i) it is expected to be realised in, or is intended for sale or consumption in the Group's normal operating cycle;
- (ii) it is held primarily for the purpose of being traded;
- (iii) it is expected to be realised within 12 months after the reporting date; or
- (iv) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include current portion of non-current financial assets.
All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:
- (i) it is expected to be settled in the Group's normal operating cycle;
- (ii) it is held primarily for the purpose of being traded;
- (iii) it is due to be settled within 12 months after the reporting date; or
- (iv) the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities.
All other liabilities are classified as non-current.
Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle

For the purpose of current/non-current classification of assets and liabilities, the Group has ascertained its normal operating cycle as twelve months. This is based on the nature of business and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

b. (i) Foreign currency transactions

Transactions in foreign currencies are translated into the respective functional currency of the Group at the exchange rates prevailing at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

Exchange differences are recognised in the Consolidated Statement of Profit and Loss in the period in which they arise, except exchange differences on long term foreign currency monetary items accounted for in accordance with exemption availed by the Company under Ind AS 101.

The Group has exercised the option available to it under Para 46A of the Companies (Accounting Standards) (Second Amendment) Rules, 2011 in respect of accounting for fluctuations in foreign exchange relating to "Long Term Foreign Currency Monetary Items". On transition to Ind AS, aforesaid option is not available for loans availed after 1st April 2016.

(ii) Foreign operations

The assets and liabilities of foreign operations (subsidiaries) like fair value adjustments arising on acquisition, are translated into INR, the functional currency of the Group, at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into INR at an average rate.

The Group has elected not to apply Ind AS 103-Business Combinations retrospectively to past business combinations that occurred before the transition date of 1 April 2015. Consequently, the Group has kept the same classification for the past business combinations as in its previous GAAP financial statements.

When a foreign operation is disposed off in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount of exchange differences related to that foreign operation recognized in Other Comprehensive Income (OCI) is reclassified to profit or loss as part of the gain or loss on disposal. If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is re-allocated to Non-controlling Interest (NCI)

c. Financial instruments

(i) Recognition and initial measurement

Trade Receivables are initially recognised when they are originated. All financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument. Trade receivables are initially measured at transaction price.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

(ii) Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified and measured at:
- Amortised cost; or
- Fair value through Profit or Loss (FVTPL); or
- Fair value through Other Comprehensive Income (FVTOCI).

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

Financial assets at amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:
(a) the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
(b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

The effective interest rate (EIR) method of amortisation is included in finance income in the Consolidated Statement of Profit and Loss. This category generally applies to long-term deposits and long-term trade receivables.

Financial assets at FVTPL

All financial assets which are not classified and measured at amortised cost or Fair value through other comprehensive income (FVOCI) as described above are measured at FVTPL. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest (SPPI).
For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition.

In making this assessment, the Group considers:
- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual paramount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets: Subsequent measurement

Financial assets at FVTPL: These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in Consolidated Statement of Profit and Loss.

Financial assets at amortised cost: These assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. The amortised cost is reduced by impairment losses, if any. Interest income, foreign exchange gains and losses and impairment are recognised in Consolidated Statement of Profit and Loss. Any gain or loss on derecognition is recognised in Consolidated Statement of Profit and Loss.

Investments in subsidiaries are carried at cost in standalone financial statements

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL.

Financial liabilities through FVTPL

A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in Consolidated Statement of Profit and Loss. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Financial liabilities at amortised cost

Other financial liabilities are subsequently measured at amortised cost using the effective interest rate (EIR) method. Interest expense and foreign exchange gains and losses are recognised in Consolidated Statement of Profit and Loss. Any gain or loss on derecognition is also recognised in Consolidated Statement of Profit and Loss. Interest bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in Consolidated Statement of Profit and Loss when the liabilities are derecognised as well as through the EIR amortisation process. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximates fair value due to the short maturity of these instruments.

Financial guarantee liabilities

Financial guarantees issued by the Group are those contracts that require payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value net off transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

(iii) Derecognition

Financial assets

The Group derecognises a financial asset:
- when the contractual rights to the cash flows from the financial asset expire, or
- it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in Consolidated Statement of Profit and Loss.

(iv) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

(v) Derivative financial instruments

The Group holds derivative financial instruments, such as foreign currency forward contracts, interest rate swaps, to hedge its foreign currency and interest rate risk exposures.

Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are recognised in Consolidated Statement of Profit and Loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

d. Property, plant and equipment

(i) Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Borrowing costs directly attributable to the acquisition or construction of those qualifying property, plant and equipment, which necessarily take a substantial period of time to get ready for their intended use, are capitalised. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate components of property, plant and equipment.

A fixed asset is eliminated from the financial statements on disposal or when no further benefit is expected from its use. Any gain or loss on disposal of an item of property, plant and equipment is recognised in Consolidated Statement of Profit and Loss. Property, plant and equipment under construction are disclosed as Capital work-in-progress. Assets retired from active use and held for disposal are stated at the lower of their net book value and fair value less cost to sell and shown under 'Current assets'.

Foreign currency exchange differences on loans used for purchases of property, plant and equipment prior to 1 April 2016, are continued to be capitalised as per policy stated in note 3(b) above.

(ii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group. Ongoing repairs and maintenance are expensed as incurred.

(iii) Depreciation and amortisation

Depreciation and amortisation for the year is recognised in the Consolidated Statement of Profit and Loss. Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight line method over the useful lives of assets, in the manner specified in Part C of Schedule II of the Act.

Assets acquired under finance lease are depreciated over the shorter of the lease term and their useful life unless it is reasonably certain that the Group will obtain ownership by the end of the lease term.

Freehold land is not depreciated.

Leasehold land (includes development cost) is amortised on a straight line basis over the period of respective lease, except leasehold land acquired on perpetual lease. Depreciation methods, useful lives and residual values are reviewed at each financial year end and adjusted as appropriate.

The estimated useful lives of items of property, plant and equipment are as follows:

Asset	Useful life as per Schedule II
Buildings	3 to 60 years
Plant and equipments	15 to 25 years
Furniture and fixtures	10 years
Vehicles	8 to 10 years
Office equipments	3 to 10 years

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Depreciation on additions (discard/disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (discarded/disposed off).

e. Intangible assets

(i) Recognition and measurement

Intangible assets are initially measured at cost and subsequently measured at cost less accumulated amortisation and any accumulated impairment losses.

(ii) Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred.

(iii) Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method, and is included in depreciation and amortisation in Consolidated Statement of Profit and Loss.

The estimated useful lives are as follows:
- Computer software 5 years

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

f. Inventories

Inventories which comprise raw materials, work-in-progress, finished goods, packing materials, stores and spares are measured at the lower of cost and net realisable value.

The cost of inventories is ascertained on the 'weighted average' basis, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their present location and condition. Excise duty was included in the valuation of closing inventory of finished goods, till the implementation of Goods and Services Tax.

Raw materials, components and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value. The comparison of cost and net realisable value is made on an item-by-item basis.

The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products.

In the case of manufactured inventories and work-in-progress, cost includes an appropriate share of fixed production overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

Assessment of net realisable value is made at each subsequent reporting date. When the circumstances that previously caused inventories to be written down below cost no longer exist or when there is clear evidence of an increase in net realisable value because of changed economic circumstances, the amount of the write-down is reversed.

g. Impairment

(i) Impairment of financial instruments: financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. A financial asset is ‘credit- impaired’ when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

The Group recognises loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivable with no significant financing component is measured at an amount equal to lifetime of the ECL. For all other financial assets, expected credit losses are measured unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime of the ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in Consolidated Statement of Profit and Loss.

In case of trade receivables, the Group follows the simplified approach permitted by Ind AS 109 Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Group to track changes in credit risk. The Group calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including subsequent information. Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

(ii) Impairment of non-financial assets

The Group's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

The Group's corporate assets (e.g. corporate office for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs. An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the Consolidated Statement of Profit and Loss.

Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

An impairment loss in respect of other assets for which impairment loss has been recognised in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

h. Non-current assets or disposal group held for sale

Non-current assets, or disposal groups comprising assets and liabilities are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets, or disposal groups, are generally measured at the lower of their carrying amount and fair value less costs to sell. Any resultant loss on a disposal group is allocated first to goodwill, and then to remaining assets and liabilities on pro rata basis, except that no loss is allocated to inventories, financial assets, deferred tax assets, employee benefit assets, and biological assets, which continue to be measured in accordance with the Group’s other accounting policies. Losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognised in profit or loss.

Once classified as held-for-sale, intangible assets and property, plant and equipment are no longer amortised or depreciated.

i. Employee benefits

(i) Short-term 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 Group 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.

(ii) Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into Employees’ Provident Fund established under The Employees' Provident Fund and Miscellaneous Provisions Act 1952 and will have no legal or constructive obligation to pay further amounts. The Group makes specified monthly contributions under employee provident fund to Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in Consolidated Statement of Profit and Loss in the periods during which the related services are rendered by employees.

Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

(iii) Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group’s gratuity benefit scheme is a defined benefit plan. The Group’s net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed quarterly by an independent qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan (‘the asset ceiling’). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements. The Group recognises all actuarial gains and losses arising from defined benefit plan immediately in the Consolidated Statement of Profit and Loss.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in Other comprehensive income (OCI). The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in Consolidated Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in Consolidated Statement of Profit and Loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

(iv) Other long-term employee benefits

The Group's net obligation in respect of long-term employee benefits other than post-employment benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Such benefits are in form of leave encashment that accrue to employees in return of their service. The calculation of other long term employee benefits is performed quarterly by an independent qualified actuary using the projected unit credit method. Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in Other comprehensive income (OCI). Net interest expense and other expenses related to defined benefit plans are recognised in Consolidated Statement of Profit and Loss.

(v) Termination benefits

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the reporting date, then they are discounted.

j. Provisions (other than for employee benefits)

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

k. Revenue

(i) Sale of goods

Effective 1 April 2018, the Group adopted Ind AS 115 “Revenue from Contracts with Customers”. The effect on adoption of Ind AS 115 was insignificant.

The Group manufactures and sells in plywood and allied products, medium density fibreboard and allied products. Sales are recognised when control of the products has transferred, being when the products are delivered to the dealer, the dealer has full discretion over the channel and price to sell the products, and there is no unfulfilled obligation that could affect the dealer’s acceptance of the products. Delivery occurs when the products have been shipped to the specific location, the risk of obsolescence and loss have been transferred to the dealer, and either the dealer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied.

The products are often sold with retrospective volume discounts based on aggregate sales over a 12 months period, cash discount on payment within specified period, promotional gift on achieving specific targets, quality claims if claims made in the specified period and other promotional expenses such as tours and travel packages to dealer, etc. Revenue from these sales is recognised based on the price specified in the contract, net of the estimated volume discounts, cash discounts, quality claims and promotional expenses. Accumulated experience is used to estimate and provide for the discounts/claims/provisions, using the expected value method, and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur. A refund liability (netted off with trade receivables) is recognised for expected volume discount payables, expected cash discount payables and expected quality claims to dealers in relation to sale made until the end of reporting period. Provision (included in other current liabilities) is recognised for expected sales promotional expenses against the sales made until the end of reporting period. No element of financing is deemed present as the sales are made with a credit term of 30-90 days, which is consistent with market practice.

(ii) Rental income

Rental income is recognised as part of other income on a straight-line basis over the term of the lease except where the rentals are structured to increase in line with expected general inflation.

(iii) Insurance claim

Insurance claim due to uncertainty in realisation are accounted for on acceptance basis.

l. Government Grants

Grants from Government are recognised at their fair value where there is reasonable assurance that the grant will be received and the Company will comply with the conditions attached thereto.

Government grants related to revenue are recognised in the Consolidated Statement of Profit and Loss on a systematic and rational basis in the periods in which the Company recognises the related costs for which the grants are intended to compensate and are netted off with the related expenditure. If not related to a specific expenditure, it is taken as income and presented under "Other Income".

Government grants relating to property, plant and equipment are treated as deferred income and are credited to the statement of profit and loss on a systematic basis over the expected useful life of the related asset to match them with the costs for which they are intended to compensate and presented within other income.

m. Leases

(i) Determining whether an arrangement contains a lease

At inception of an arrangement, it is determined whether the arrangement is or contains a lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

At inception or on reassessment of the arrangement that contains a lease, the payments and other consideration required by such an arrangement are separated into those for the lease and those for other elements on the basis of their relative fair values. If it is concluded for a finance lease that it is impracticable to separate the payments reliably, then an asset and a liability are recognised at an amount equal to the fair value of the underlying asset. The liability is reduced as payments are made and an imputed finance cost on the liability is recognised using the incremental borrowing rate.

(ii) Assets held under leases

Leases of property, plant and equipment that transfer to the Group substantially all the risks and rewards of ownership are classified as finance leases. The leased assets are measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the assets are accounted for in accordance with the accounting policy applicable to similar owned assets.

Assets held under leases that do not transfer to the Group substantially all the risks and rewards of ownership (i.e. operating leases) are not recognised in the Group’s Balance Sheet.

(iii) Lease payments

Payments made under operating leases are generally recognised in Consolidated Statement of Profit and Loss on a straight-line basis over the term of the lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor’s expected inflationary cost increases.

Lease incentives received are recognised as an integral part of the total lease expense over the term of the lease. Minimum lease payments made under finance leases are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

n. Recognition of dividend income, interest income or expense

Dividend income is recognised in Consolidated Statement of Profit and Loss on the date on which the Group's right to receive payment is established.

Interest income or expense is recognised using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:
- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

o. Income tax

Income tax expense comprises of current tax and deferred tax. Current tax and deferred tax is recognised in the Consolidated Statement of Profit and Loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI.

(i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are off set only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

(ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes (tax base). Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:
- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Group recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised.

Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to off set current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

In case of tax payable as Minimum Alternative Tax ('MAT') under the provisions of the Income-tax Act, 1961, the credit available under the Act in respect of MAT paid is recognised as an asset only when and to the extent there is convincing evidence that the Group will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

p. 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 acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

Where there is an unrealised exchange loss which is treated as an adjustment to interest and subsequently there is a realised or unrealised gain in respect of the settlement or translation of the same borrowing, the gain to the extent of the loss previously recognised as an adjustment is recognised as an adjustment to interest.

q. Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

r. Dividends

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Board of Directors of the Group.

s. Cash and cash equivalents

Cash and cash equivalents include cash and cash-on-deposit with banks. The Group considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

t. Cash flow statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

u. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

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

v. Operating segment

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components, and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Chief Operating Decision Maker (CODM) to make decisions about resources to be allocated to the segments and assess their performance. The CODM consists of the Executive Chairman, Managing Director & CEO and Chief Financial Officer.

The Group has currently two reportable segments namely:
i) Plywood and allied products, and
ii) Medium density fibreboards and allied products

w. Determination of fair values

Fair values have been determined for measurement and disclosure purposes based on the following methods. Where applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

(i) Non-derivative financial assets

Non-derivative financial assets are initially measured at fair value. If the financial asset is not subsequently accounted for at fair value through profit or loss, then the initial measurement includes directly attributable transaction costs. These are measured at amortised cost or at FVTPL. Investments in quoted equity instruments are measured at FVTPL.

(ii) Trade and other receivables

The fair values of trade and other receivables are estimated at the present value of future cash flows, discounted at the market rate of interest at the measurement date. Short-term receivables with no stated interest rate are measured at the original invoice amount if the effect of discounting is immaterial. Fair value is determined at initial recognition and, for disclosure purposes, at each annual reporting date.

(iii) Derivative financial liabilities

The Group uses derivative financial instruments, such as forward currency contracts and interest rate swaps to hedge its foreign currency risks and interest rate risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value.

(iv) Other non-derivative financial liabilities

Other non-derivative financial liabilities are measured at fair value, at initial recognition and for disclosure purposes, at each annual reporting date. Fair value is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the measurement date.

3A. Standards issued but not yet effective

Ind AS 116, Leases

The Holding Company is required to adopt Ind AS 116, Leases from 1 April 2019. Ind AS 116 introduces a single, on-balance sheet lease accounting model for lessees. A lessee recognises a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. There are recognition exemptions for short-term leases and leases of low-value items. Lessor accounting remains similar to the current standard – i.e. lessors continue to classify leases as finance or operating leases. It replaces existing leases guidance, Ind AS 17, Leases.

The Holding Company has completed an initial assessment of the potential impact on its financial statements but has not yet completed its detailed assessment. The quantitative impact of adoption of Ind AS 116 on the financial statements in the period of initial application is not reasonably estimable as at present.

The Holding Company will recognise new assets and liabilities for its operating leases of land, vehicles and office premises facilities (see Note 38). The nature of expenses related to those leases will now change because the Holding Company will recognise a depreciation charge for right-of-use assets and interest expense on lease liabilities.

Previously, the Holding Company recognised operating lease expense on a straight-line basis over the term of the lease, and recognised assets and liabilities only to the extent that there was a timing difference between actual lease payments and the expense recognised.

On preliminary assessment, for leases other than short-term leases and leases of low value assets, the Holding Company will recognise a right-of-use asset and a corresponding lease liability with the cumulative effect of applying the standard by adjusting retained earnings net of taxes. There will be consequent reclassification in the cash flow categories in the statement of cash flows.

Transition

The Holding Company plans to apply Ind AS 116 initially on 1 April 2019, using the modified retrospective approach. Therefore, the cumulative effect of adopting Ind AS 116 will be recognised as an adjustment to the opening balance of retained earnings at 1 April 2019, with no restatement of comparative information.

The Holding Company plans to apply the practical expedient to grandfather the definition of a lease on transition. This means that it will apply Ind AS 116 to all contracts entered into before 1 April 2019 and identified as leases in accordance with Ind AS 17.

4. Property, plant and equipment

See accounting policy in note 3(d) and (g)

(a) Reconciliation of carrying amount

	Freehold land	Buildings	Plant and equipment	Furniture and fixtures	Vehicles	Office equipment	Total
amount)							
Balance at 1 April 2017	-	-	-	-	-	-	-
Additions	-	-	-	-	-	-	-
Disposals/ discard	-	-	-	-	-	-	-
Exchange differences on translation of foreign operations	-	-	-	-	-	-	-
Balance at 31 March 2018	-	-	-	-	-	-	-
Balance at 1 April 2018	-	-	-	-	-	-	-
Add: Amount adjusted pursuant to Scheme of Arrangement (See Note 48)	**4,792.75**	**6,078.97**	**41,536.25**	**1,358.31**	**4,307.00**	**944.19**	**59,017.47**
Additions	**741.14**	**6,213.75**	**72,422.50**	**1,156.74**	**322.54**	**330.88**	**81,187.55**
Disposals/ discard	-	-	**(32.30)**	-	**(14.40)**	**(17.95)**	**(64.65)**
Exchange differences on translation of foreign operations	-	-	-	**12.30**	**144.83**	**2.52**	**159.65**
Balance at 31 March 2019	**5,533.89**	**12,292.72**	**1,13,926.45**	**2,527.35**	**4,759.97**	**1,259.64**	**1,40,300.02**
Accumulated depreciation							
Balance at 1 April 2017	-	-	-	-	-	-	-
Depreciation for the year	-	-	-	-	-	-	-
Adjustments/ disposals	-	-	-	-	-	-	-
Exchange differences on translation of foreign operations	-	-	-	-	-	-	-
Balance at 31 March 2018	-	-	-	-	-	-	-
Balance at 1 April 2018	-	-	-	-	-	-	-
Add: Amount adjusted pursuant to Scheme of Arrangement (See Note 48)	-	**1,868.65**	**17,465.48**	**529.78**	**1,008.59**	**517.90**	**21,390.40**
Depreciation for the year	-	**390.82**	**4,026.25**	**203.51**	**476.41**	**161.60**	**5,258.59**
Adjustments/ disposals	-	**(0.00)**	**(21.79)**	-	**(12.32)**	**(14.36)**	**(48.47)**
Exchange differences on translation of foreign operations	-	-	-	**2.41**	**19.17**	**0.42**	**22.00**
Balance at 31 March 2019	-	**2,259.47**	**21,469.94**	**735.70**	**1,491.85**	**665.56**	**26,622.52**
Carrying amounts (net)							
At 31 March 2018	-	-	-	-	-	-	-
At 31 March 2019	**5,533.89**	**10,033.25**	**92,456.51**	**1,791.65**	**3,268.12**	**594.08**	**1,13,677.50**

(b) Security

As at 31 March 2019, properties with a carrying amount of **₹ 1,11,458.48** lakhs (31 March 2018: ₹ Nil) are subject to first charge to secured borrowings (see Note 19).

5. Capital work-in-progress

See accounting policy in note 3(d) and (g)

	31 March 2019	31 March 2018
At the beginning of the year	-	-
Add: Amount adjusted pursuant to Scheme of Arrangement (See Note 48)	73,348.65	
Additions during the year	2,406.86	-
Capitalised during the year	75,376.18	-
At the end of the year	**379.33**	-
Capital work-in-progress includes:		
Expenditure incurred during construction period on new manufacturing facility of the group:		
At the beginning of the year	-	-
Add: Amount adjusted pursuant to Scheme of Arrangement (See Note 48)	7,056.14	-
Additions during the year:		
Finance costs	517.26	-
Employees benefits expense	281.78	-
Legal and professional fees	236.22	-
Power & fuel expense	821.30	-
Miscellaneous expenses	187.91	-
	2,044.47	-
Less: Capitalised during the year	9,100.61	-
At the end of the year	-	-

Notes:

(a) At 31 March 2019, general borrowing costs capitalised during the year amounted to **₹ 114.03** lakhs (31 March 2018: ₹ Nil), with a capitalisation rate of **9.00%**

(b) As at 31 March 2019, properties under capital work-in-progress with a carrying amount of **₹ 379.33** lakhs (31 March 2018: ₹ Nil) are subject to first charge to secured borrowings (see Note 19).

6. Other intangible assets

See accounting policy in note 3(e) and (g)

(a) Reconciliation of carrying amount

	Computer software	Technical knowhow	Total
Cost (Gross carrying amount)			
Balance at 1 April 2017	-	-	-
Additions	-	-	-
Disposals/write-off	-	-	-
Balance at 31 March 2018	-	-	-
Balance at 1 April 2018	-	-	-
Add: Amount adjusted pursuant to Scheme of Arrangement (See Note 48)	222.01	-	222.01
Additions	-	-	-
Disposals/write-off	-	-	-
Balance at 31 March 2019	**222.01**	-	**222.01**
Accumulated amortisation			
Balance at 1 April 2017	-	-	-
Amortisation for the year	-	-	-
Adjustments/ disposals	-	-	-
Balance at 31 March 2018	-	-	-
Balance at 1 April 2018	-	-	-
Add: Amount adjusted pursuant to Scheme of Arrangement (See Note 48)	104.88	-	104.88
Amortisation for the year	44.75	-	44.75
Adjustments/ disposals	-	-	-
Balance at 31 March 2019	**149.63**	-	**149.63**
Carrying amounts (net)			
At 31 March 2018	-	-	-
At 31 March 2019	**72.38**	-	**72.38**

8. Loans
(Unsecured, considered good)

	31 March 2019	31 March 2018
Non-current		
Security deposits	1,201.69	-
Loan to employees	32.00	-
	1,233.69	-
Current		
Loan to employees	32.32	-
	1,266.01	-

9. Current tax liabilities

See accounting policy in note 3(o)

	31 March 2019	31 March 2018
Income tax liabilities	90.59	-

10. Inventories
(Valued at the lower of cost and net realisable value)

See accounting policy in note 3(f)

	31 March 2019	31 March 2018
Raw materials	3,695.02	-
[including in transit **₹ 376.82 lakhs** (31 March 2018 ₹ Nil)]		
Work-in-progress	2,423.13	-
Finished goods	5,418.79	-
[including in transit **₹ 1,336.32 lakhs** (31 March 2018 ₹ Nil)]		
Stores and spares	1,909.42	-
	13,446.36	-

Total carrying amount of inventories is pledged as securities against borrowings, refer note 19.

The write-down of inventories to net realisable value during the year amounting to **₹ Nil** (31 March 2018: ₹ Nil). These are recognised as expenses during the respective period and included in changes in inventories of stock in trade.

11. Trade receivables

	31 March 2019	31 March 2018
Current		
Unsecured		
- Considered good	4,561.86	-
- Credit Impaired	326.38	-
	4,888.24	-
Less: Loss for allowances		
- Credit Impaired	326.38	-
Net trade receivables	4,561.86	-
Of the above		
Trade receivables from related parties	1,211.27	-

Notes:
(a) No trade or other receivables are due from directors or other officers of the group either severally or jointly with any other person. Nor any trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.
(b) Information about the group's exposure to credit and currency risks, and loss allowances related to trade receivables are disclosed in note 42. Provision as disclosed above is on case to case basis as identified by the management.
(c) For terms and conditions of trade receivables owing from related parties, see note 39.
(d) For receivables secured against borrowings, see note 19.

₹ in Lakhs

12. Cash and cash equivalents

See accounting policy in note 3(s)

	31 March 2019	31 March 2018
Cash on hand	**19.97**	0.23
Cheques in hand	**-**	-
Balances with banks		
- On current accounts	**936.62**	4.84
- On deposit accounts (with original maturities up to 3 months)	**1,000.00**	-
	1,956.59	5.07

13. Other bank balances

	31 March 2019	31 March 2018
Bank deposits due to mature after 3 months of original maturities but within 12 months of the reporting date*	**28.54**	-

*Pledged/lodged with various government authorities as security

14. Other non-current assets

	31 March 2019	31 March 2018
(Unsecured, considered good)		
Capital advances	**207.98**	-
Others		
Unmatured finance charges	**136.24**	-
Leasehold land prepayments	**1,225.51**	-
Deposits against demand under appeal and/or under dispute	**14.70**	-
Amount due from sales tax authorities	**69.04**	-
	1,653.47	-

15. Other financial assets

	31 March 2019	31 March 2018
Current		
Government grants receivable	**2,892.73**	-
Export incentive receivable	**18.95**	-
Insurance claim receivable	**3.79**	-
Interest Receivable	**3.22**	-
	2,918.69	-

16. Other current assets

	31 March 2019	31 March 2018
(Unsecured, considered good)		
To parties other than related parties		
Advances for supplies	**288.19**	-
Advances to employees	**15.65**	-
Others		
Prepaid expenses	**672.61**	-
Unmatured finance charges	**77.26**	-
Leasehold land prepayments	**16.31**	-
Balance with goods and service tax authorities	**4,754.19**	-
Income tax refundable	**-**	-
	5,824.21	-

₹ in Lakhs

17. Equity share capital

See accounting policy in note 3(q)

	31 March 2019	31 March 2018
Authorised		
150,000,000 (31 March 2018: 10,000,000) equity shares of ₹ 1 each*	**1,500.00**	100.00

* Increase in authorised capital is pursuant to scheme of arrangement

	31 March 2019	31 March 2018
Issued, subscribed and fully paid-up		
Nil (31 March 2018: 1,000,000) equity shares of ₹ 1 each	-	10.00

(a) Reconciliation of equity shares outstanding at the beginning and at the end of the reporting year

	31 March 2019		31 March 2018	
	Number	**Amount**	Number	Amount
At the commencement of the year	**10,00,000**	**10.00**	-	-
Add: Issued during the year	-	-	10,00,000	10.00
Less: Cancelled pursuant to scheme of arrangement (See Note 48)	**10,00,000**	**10.00**	-	-
At the end of the year	-	-	10,00,000	10.00

(b) Rights, preferences and restrictions attached to equity shares

The Holding Company has a single class of equity shares with par value of ₹ 1 per share. Accordingly, all equity shares rank equally with regard to dividends and share in the Holding Company's residual assets on winding up. The equity shareholders are entitled to receive dividend as declared by the Holding Company from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Holding Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable has not been paid. Failure to pay any amount called up on shares may lead to their forfeiture.

On winding up of the Holding Company, the holders of equity shares will be entitled to receive the residual assets of the Holding Company, remaining after distribution of all preferential amounts, in proportion to the number of equity shares held.

(c) Particulars of shareholders holding more than 5% shares of fully paid up equity shares

	31 March 2019		**31 March 2018**	
Equity shares of ₹ 1 each	**Number**	**%**	Number	%
Greenply Industries Limited	-	-	10,00,000	100.00%

(d) The Holding Company has not reserved any shares for issue under options and contracts/commitments for the sale of shares/ disinvestment.

(e) The Holding Company for the period of five years immediately preceding the reporting date has not:
(i) Allotted any class of shares as fully paid pursuant to contract(s) without payment being received in cash.
(ii) Allotted fully paid up shares by way of bonus shares.
(iii) Bought back any class of shares.

17A. Equity share capital suspense

	31 March 2019	31 March 2018
Equity share capital suspense	**1,226.27**	-

Note: 12,26,27,395 (31 March 2018: Nil) equity shares of Re. 1 each, fully paid, to be issued pursuant to scheme of arrangement of Greenply Industries Limited with the Holding Company. (See Note 48)

₹ in Lakhs

18. Other equity

	31 March 2019	31 March 2018
Capital reserve		
At the commencement of the year	-	-
Add: Amount adjusted pursuant to Scheme of Arrangement (See Note 48)	59,808.56	-
	59,808.56	-
Retained earnings		
At the commencement of the year	(5.19)	-
Add: Profit for the year	3,457.44	(5.19)
	3,452.25	(5.19)
Other comprehensive income (OCI)		
At the commencement of the year	-	-
Exchange differences in translating financial statements of foreign operations	40.06	-
Remeasurements of the net defined benefit plans	22.66	-
	62.72	-
	63,323.53	(5.19)

(a) Description, nature and purpose of reserve:

(i) Capital reserve: The capital reserve is created on account of the net assets transferred pursuant to the scheme of arrangement

(ii) Retained earnings: It comprises of accumulated profit/ (loss) of the Group.

(iii) Other comprehensive income (OCI): It comprises of remeasurements of the net defined benefit plans on actuarial valuation of gratuity and exchange differences in translating financial statements of foreign operations.

(b) Disaggregation of changes in items of OCI	31 March 2019	31 March 2018
Retained earnings		
Exchange differences in translating financial statements of foreign operations	40.06	-
Remeasurements of defined benefit liability/ (asset)	22.66	-
	62.72	-

₹ in Lakhs

19. Borrowings

See accounting policy in note 3(b), (c) and (p)

	31 March 2019	31 March 2018
Non-current borrowings		
Secured		
Term loans		
From banks		
Foreign currency loans	**38,646.86**	-
Rupee loans	**13,479.19**	-
	52,126.05	-
Less: Current maturities of long term borrowings (refer note 20)	**7,663.70**	-
	44,462.35	-
Loan against vehicles	**1,983.63**	-
Less: Current maturities of loan against vehicles (refer note 20)	**479.45**	-
	1,504.18	-
	45,966.53	-
Current borrowings		
Secured		
From banks		
Foreign currency loan - buyers credit	**256.47**	-
Foreign currency loan - Packing Credit	**291.43**	-
Rupee loans - repayable on demand	**1,688.81**	-
	2,236.71	-
Unsecured		
From banks		
Channel finance assurance facility	**210.65**	-
Foreign currency loan - bill discounting	**159.68**	-
Rupee loans - bill discounting	**1,934.66**	-
	2,304.99	-
	4,541.70	-

Information about the Group's exposure to credit and currency risks, and loss allowances related to borrowings are disclosed in note 42.

(A) Terms of repayment

Name of the lender	Interest rate	Repayment schedule	Year of maturity	31 March 2019	31 March 2018
(i) Foreign currency term loans					
Landesbank Baden-Wurttenberg [**EUR 420.71 lakhs** (31 March 2018: Nil)]	6 month Euribor +0.50%	Repayable at half yearly rest: 20 of EUR 21.04 lakhs	2028-29	**32,611.19**	-
Standard Chartered Bank [**USD 110 lakhs** (31 March 2018: Nil)]	3 month Libor +1.55%	Repayable at quarterly rest: 20 of USD 5.50 lakhs	2024-25	**7,602.10**	-
				40,213.29	-
Unamortised processing fees				**(1,566.43)**	-
				38,646.86	-
(ii) Rupee term loans					
HDFC Bank Limited	3 year MCLR	Repayable at quarterly rest: 20 of ₹ 400.00 lakhs and one time payment of ₹ 2000.00 lakhs	2024-25	**10,000.00**	-
Axis Bank Limited	3 year MCLR	Repayable at quarterly rest: 16 of ₹ 156.25 lakhs	2023-24	**2,500.00**	-
State Bank of India	1 year MCLR +0.75%	Repayable at quarterly rest: 4 of ₹ 126.00 lakhs	2019-20	**504.00**	-
State Bank of India	1 year MCLR +0.75%	Repayable at quarterly rest: 4 of ₹ 126.00 lakhs	2019-20	**500.00**	-
				13,504.00	-
Unamortised processing fees				**(24.81)**	-
				13,479.19	-
Total				**52,126.05**	-

(B) Details of security

(a) Term loan from Landesbank Baden-Wurttenberg (LBBW) of **₹ 32,611.19** lakhs (31 March 2018: ₹ Nil) is secured by exclusive charge on Main Press Line of MDF plant at Chittoor, Andhra Pradesh along with any other movable fixed assets of the Holding Company, financed by Landesbank Baden-Wurttenberg. Vide letter dated June 14, 2019, the loan is to be further secured by:
i) Exclusive charge over main press line of MDF plant at Pantnagar (Uttarakhand)
ii) Corporate guarantee from Greenply Industries Limited in favor of LBBW of EURO 12.5 million;
iii) Debt Service Reserve Account in EURO/INR for one repayment instalment plus interest, pledged to LBBW

(b) Other term loans of **₹ 21,106.10** lakhs (31 March 2018: ₹ Nil) are secured by:
(i) First pari passu charge on immovable fixed assets of the Holding Company at Pantnagar (Uttarakhand) and Chittoor (Andhra Pradesh).
(ii) First pari passu charge on all movable fixed assets of the Holding Company except the main press line of MDF plant at Chittor (Andhra Pradesh) along with any other movable fixed assets exclusively charged to Landesbank Baden-Wurttenberg.
(iii) Second pari passu charge on all current assets of the Holding Company.
(iv) Due to stipulation from LBBW the security of Main press line of MDF plant at Pantnagar (Uttarakhand) will be excluded subsequently.

(c) Secured Loan against vehicles and equipments are in respect of finance of vehicles, secured by hypothecation of the respective vehicles.

(d) Working capital loans of **₹ 1,688.81** lakhs (31 March 2018: ₹ Nil) are secured by:
(i) First pari passu charge on all current assets of the Holding Company.
(ii) Second pari passu charge on immovable fixed assets of the Holding Company at Pantnagar (Uttarakhand) and Chittoor (Andhra Pradesh).
(iii) Second pari passu charge on all movable fixed assets of the Holding Company except the main press line of MDF plant at Chittor (Andhra Pradesh) along with any other movable fixed assets exclusively charged to Landesbank Baden-Wurttenberg.
(iv) Due to stipulation from LBBW the security of Main press line of MDF plant at Pantnagar (Uttarakhand) will be excluded subsequently.

(e) Foreign currency loan - buyers credit of **₹ 256.47** lakhs (31 March 2018: ₹ Nil) is secured by letter of credit/letter of undertaking issued by banks.

Note: Refer Note 48 for details on scheme of arrangement

20. Other financial liabilities

	31 March 2019	31 March 2018
Non-current		
Security deposits from customers	**1,253.00**	-
Current		
Current maturities of long term borrowings (refer note 19)	**7,663.70**	-
Current maturities of loan against vehicles and equipments (refer note 19)	**479.45**	-
Interest accrued but not due on borrowings	**106.27**	-
Liability for capital goods	**2,408.23**	-
Employee benefits payable	**315.72**	-
	10,973.37	-

(a) There is no amount due and outstanding to be credited to Investor Education and Protection Fund as at 31 March 2019.
(b) Information about the Group’s exposure to currency and liquidity risks related to the above financial liabilities is disclosed in note 42.

21. Provisions

See accounting policy in note 3(i) and (j)

	31 March 2019	31 March 2018
Non-current		
Provisions for employee benefits:		
Net defined benefit liability - gratuity	**459.26**	-
Liability for compensated absences	**331.56**	-
	790.82	-
Current		
Provisions for employee benefits:		
Net defined benefit liability - gratuity	**225.62**	-
Liability for compensated absences	**157.41**	-
	383.03	-

₹ in Lakhs

22. Other non-current liabilities

	31 March 2019	31 March 2018
Deferred income on Government grants	**4,529.95**	-

Government grants have been received for the import of certain items of property, plant and equipment under export promotion capital goods (EPCG) scheme of Government of India. The Holding Company has certain export obligations against such benefits availed which the Holding Company will fulfill within the required time period under the scheme. For contingencies attached to these grants, refer note 37.

23. Trade payables

	31 March 2019	31 March 2018
Dues to micro and small enterprises (Refer note 46)	**0.81**	-
Dues to other than micro and small enterprises	**8,156.08**	0.25
	8,156.89	0.25

Information about the Group's exposure to currency and liquidity risks related to trade payables is disclosed in note 42.

24. Derivatives

See accounting policy in note 3(c)(v)

	31 March 2019	31 March 2018
Current		
Foreign exchange forward contracts	**12.74**	-
Foreign exchange interest rate swaps	**(23.13)**	-
(Asset)/Liability	**(10.39)**	-

Information about the Group's exposure to interest rate and currency risks related to derivatives is disclosed in note 42.

25. Other current liabilities

	31 March 2019	31 March 2018
Statutory dues	**652.92**	0.01
Deferred income on Government grants	**2,400.00**	-
Advance from customers	**301.43**	-
	3,354.35	0.01

₹ in Lakhs

26. Revenue from operations

See accounting policy in note 3(k) and (l)

	Year ended 31 March 2019	Year ended 31 March 2018
Sale of products	**58,262.47**	-
Other operating revenue		
Government grants		
- Refund of goods and service tax and excise duty (refer note 47)	**876.55**	-
- Government grants - EPCG scheme (refer note 22)	**545.00**	-
Export incentives	**84.02**	-
Miscellaneous income	**143.35**	-
	1,648.92	-
	59,911.39	-
Reconciliation of revenue from sale of products with the contracted price		
Contracted price	**62,466.51**	**-**
Less : Trade discounts, volume rebates etc.	**(4,204.04)**	**-**
Sale of products	**58,262.47**	**-**

Disaggregated revenue information
The disaggregation of the Group's revenue from contracts with customers as under:

	Year ended 31 March 2019		
Segment	**Plywood and allied products**	**Medium Density Fibre Board and allied products**	**Total**
Type of Goods:			
Finished goods	**14,116.15**	**44,146.32**	**58,262.47**
Sale of products (including excise duty) (A)	**14,116.15**	**44,146.32**	**58,262.47**
Revenue by geography:			
- India	**14,112.82**	**37,268.16**	**51,380.98**
- Outside India	**3.33**	**6,878.16**	**6,881.49**
Total revenue from contracts with customers	**14,116.15**	**44,146.32**	**58,262.47**

	Year ended 31 March 2018		
Segment	**Plywood and allied products**	**Medium Density Fibre Board and allied products**	**Total**
Type of Goods:			
Finished goods	-	-	-
Sale of products (including excise duty) (A)	-	-	-
Revenue by geography:			
- India	-	-	-
- Outside India	-	-	-
Total revenue from contracts with customers	-	-	-

₹ in Lakhs

The reconciliation of the revenue from contracts with customers and other operating revenue is given below :

Segment	**Year ended 31 March 2019** Plywood and allied products	Medium Density Fibre Board and allied products	Total
Sale of goods (including excise duty):			
- External customers	**14,116.15**	**44,146.32**	**58,262.47**
- Inter-segment	**-**	**-**	**-**
Other Operating Revenue	**34.12**	**1,614.80**	**1,648.92**
	14,150.27	**45,761.12**	**59,911.39**
Inter-segment elimination	**-**	**-**	**-**
Less: Other Operating Revenue	**(34.12)**	**(1,614.80)**	**(1,648.92)**
Total revenue from contracts with customers	**14,116.15**	**44,146.32**	**58,262.47**

Segment	Year ended 31 March 2018 **Plywood and allied products**	**Medium Density Fibre Board and allied products**	**Total**
Sale of goods (including excise duty):			
- External customers	-	-	-
- Inter-segment	-	-	-
Other Operating Revenue	-	-	-
	-	-	-
Inter-segment elimination	-	-	-
Less: Other Operating Revenue	-	-	-
Total revenue from contracts with customers	-	-	-

a) The Group presented disaggregated revenue based on the type of goods sold to customers and location of customers. The Group's revenue is recognised for goods transferred at a point in time. The Group believes that the above disaggregation the best depicts how the nature, amount, timing and uncertainty of revenues and cash flows are effected by industry, market and other economic factors. Segment wise nature, amount, timing and uncertainty of revenues and cash flows are described below:

Nature of goods or services	The Group manufactures and sales, plywood and other plywood-related allied products such as veneer, compreg, doors, etc, Medium Density Fibre Board and allied products such as fibre board, plank, etc.
When revenue is recognised	**For Domestic Customer :** Revenue is typically recognised when the goods are delivered to the customer's warehouses. **For Export Customer :** Revenue is typically recognised when the goods are delivered to the port of shipment.
Significant payment terms	Payment is received as per the agreed payment terms with customer.
Obligations for returns and refunds, if any	Customers have the right to return the goods to the Group, if the customers are dissatisfied with the quality of product which is determined on a case to case basis by the Group.

b) For contract balances i.e. trade receivables refer Note 11.
c) The amount of revenue from contracts with customers recognised in the statement of profit and loss is the contracted price.

27. Other income

	Year ended 31 March 2019	Year ended 31 March 2018
Interest on fixed deposits with banks and others	**69.03**	-
Unspent liabilities no longer required written back	**165.99**	-
Foreign exchange fluctuations	**1,021.85**	**-**
Miscellaneous income	**12.63**	-
	1,269.50	-

28. Cost of materials consumed

	Year ended 31 March 2019	Year ended 31 March 2018
Inventory of raw materials at the beginning of the year	-	-
Add: Amount adjusted pursuant to Scheme of Arrangement (See Note 48)	4,651.15	
Add: Purchases	28,050.61	-
Less: Inventory of raw materials at the end of the year	(3,695.02)	-
	29,006.74	-

29. Purchase of stock in trade

	Year ended 31 March 2019	Year ended 31 March 2018
Purchase of traded goods	876.24	-
	876.24	-

30. Changes in inventories of finished goods, work-in-progress and stock in trade

See accounting policy in note 3(f)

	Year ended 31 March 2019	Year ended 31 March 2018
Opening inventories		
Work-in-progress	-	-
Finished goods	-	-
	-	-
Add: Amount adjusted pursuant to Scheme of Arrangement (See Note 48)		
Work-in-progress	1,381.56	-
Finished goods	2,246.33	-
	3,627.89	-
Closing inventories		
Work-in-progress	2,423.13	-
Finished goods	5,418.79	-
	7,841.92	-
Effect of foreign exchange fluctuations	3.85	-
	(4,210.18)	-

31. Employees benefits expense

See accounting policy in note 3(i)

	Year ended 31 March 2019	Year ended 31 March 2018
Salaries, wages, bonus, etc.	7,208.25	-
Contribution to provident and other funds	452.01	-
Expenses related to post-employment defined benefit plan	151.33	-
Expenses related to compensated absences	160.96	-
Staff welfare expenses	103.10	-
	8,075.65	-

Salaries, wages, bonus, etc. includes **₹ 627.75 lakhs** (31 March 2018 ₹ Nil) relating to outsource manpower cost.

Notes:

(a) Defined contribution plan: Employee benefits in the form of provident fund is considered as defined contribution plan and the contributions to Employees' Provident Fund Organisation established under The Employees' Provident Fund and Miscellaneous Provisions Act 1952 is charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due.

(b) Defined benefit plan: Retirement benefits in the form of gratuity is considered as defined benefit obligations and is provided for on the basis of third party actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet. 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.

(c) Actuarial valuation of gratuity liability

Defined benefit cost		
Current service cost	**106.24**	-
Interest expense on defined benefit obligation	**45.08**	-
Defined benefit cost in Statement of Profit and Loss	**151.32**	-
Remeasurements from financial assumptions	**8.10**	-
Remeasurements from experience adjustments	**(42.92)**	-
Defined benefit cost in Other Comprehensive Income (OCI)	**(34.82)**	-
Total defined benefit cost in Statement of Profit and Loss and OCI	**116.50**	-
Movement in defined benefit obligation		
Balance at the beginning of the year	**602.65**	-
Interest cost	**106.24**	-
Current service cost	**45.08**	-
Actuarial (gains)/ losses recognised in other comprehensive income	**(34.82)**	-
Benefits paid	**(34.27)**	-
Balance at the end of the year	**684.88**	-
Sensitivity analysis		
Salary escalation - Increase by 1%	**737.65**	-
Salary escalation - Decrease by 1%	**639.20**	-
Withdrawal rates - Increase by 1%	**689.00**	-
Withdrawal rates - Decrease by 1%	**679.88**	-
Discount rates - Increase by 1%	**639.32**	-
Discount rates - Decrease by 1%	**737.84**	-
Actuarial assumptions		
Mortality table	**IALM 2006-2008**	-
Discount rate (per annum)	**7.70%**	-
Rate of escalation in salary (per annum)	**6.00%**	-
Withdrawal rate	**1% - 8%**	-
Weighted average duration of defined benefit obligation (in years)	**5.12**	

(d) Amount incurred as expense for defined contribution to Provident Fund is **₹ 339.33 lakhs** (31 March 2018 ₹ Nil)

₹ in Lakhs

32. Finance costs

See accounting policy in note 3(p)

	Year ended 31 March 2019	Year ended 31 March 2018
Interest expense on financial liabilities measured at amortised cost	2,326.39	-
Exchange difference regarded as an adjustment to borrowing cost	381.44	-
Other borrowing cost	272.67	-
Less: Finance cost capitalised	(517.26)	-
	2,463.24	-

33. Depreciation and amortisation expense

See accounting policy in note 3(d)(iii) and (e)(iii)

	Year ended 31 March 2019	Year ended 31 March 2018
Depreciation of property, plant and equipment	5,258.59	-
Amortisation of intangible assets	44.75	-
	5,303.34	-

34. Other expenses

	Year ended 31 March 2019	Year ended 31 March 2018
Consumption of stores and spares	945.50	-
Power and fuel	6,747.53	-
Rent	717.18	-
Repairs to:		
- buildings	33.79	-
- plant and equipment	869.19	-
- others	487.57	-
Insurance	213.68	-
Rates and taxes	49.21	-
Travelling expenses	806.90	-
Freight and delivery expenses	3,450.26	-
Export expenses	901.07	-
Advertisement and sales promotion	1,107.49	-
Directors sitting fees	2.36	-
Payment to auditors [refer note 34 (i) below]	29.22	0.11
Expenditure on corporate social responsibility [refer note 34 (ii) below]	17.64	-
Loss on sale/discard of property, plant and equipment	8.78	-
Amortisation of leasehold land prepayments	16.31	-
Provision for doubtful debts	84.78	-
Miscellaneous expenses	1,938.95	5.08
	18,427.41	5.19

34 (i) Payment to auditors

As auditors:		
- Statutory audit	28.32	0.11
- Tax audit	-	-
- Limited review of quarterly results	-	-
In other capacity		
- Certification fees	0.90	-
- Other services	-	-
Reimbursement of expenses	-	-
	29.22	0.11

₹ in Lakhs

35. Income tax

See accounting policy in note 3(o)

	Year ended 31 March 2019	Year ended 31 March 2018
(a) Amount recognised in Profit and Loss		
Current tax	499.41	-
Earlier years tax	-	-
Income tax	499.41	-
Deferred tax	(2,218.99)	-
Mat credit	(499.41)	-
Deferred tax	(2,718.40)	-
Tax expense in Statement of Profit and Loss	(2,218.99)	-
Deferred tax in other comprehensive income	12.17	-
Tax expense in Total Comprehensive Income	(2,206.82)	-
(b) Reconciliation of effective tax rate for the year		
Profit before Tax	1,238.45	(5.19)
Applicable Income Tax rate	34.944%	34.608%
Computed tax expense	432.76	(1.80)
Additional deduction as per income tax	(2,907.17)	-
Non-deductible expenses for tax purposes	6.20	-
Deferred tax asset not recognised on business losses of subsidiary	333.83	-
Other differences	(84.61)	1.80
Tax expense in Statement of Profit and Loss	(2,218.99)	-
(c) Recognised deferred tax assets and liabilities:		
Property, plant and equipment and intangible assets	14,733.94	-
Provisions for employee benefits	(468.35)	-
Provision for doubtful debts	(121.76)	-
Other temporary differences	(9.69)	-
Unabsorbed depreciation carried forward	(12,429.43)	-
Minimum Alternate Tax (MAT) credit	(499.41)	-
Deferred tax liabilities	1,205.30	-
(d) Reconciliation of Deferred Tax Liability:		
Temporary difference on account of:		
Property, plant and equipment and intangible assets	10,293.38	-
Provisions for employee benefits	(42.20)	-
Provision for doubtful debts	(31.12)	-
Other temporary differences	(9.62)	-
Unabsorbed depreciation carried forward	(12,429.43)	-
Minimum Alternate Tax (MAT) credit entitlement	(499.41)	-
Deferred tax in Statement of Profit and Loss	(2,718.40)	-
Temporary difference of liabilities in other comprehensive income	12.17	-
Deferred tax in Total Comprehensive Income	(2,706.23)	-
MAT credit utilisation in income tax for earlier years	-	-
Total Deferred tax	(2,706.23)	-

36. Earnings per share

Basic and diluted earnings per share		
(i) Profit for the year, attributable to the equity shareholders	**3,457.44**	(5.19)
(ii) Weighted average number of equity shares		
- Number of equity shares at the beginning of the year	**10,00,000**	-
- Number of equity shares allotted on 10 January 2018	**-**	10,00,000
- Number of shares in Share capital suspense	**12,26,27,395**	-
- Cancelled pursuant to scheme of arrangement (See Note 48)	**10,00,000**	-
- Number of equity shares at the end of the year	**12,26,27,395**	10,00,000
Weighted average number of equity shares	**12,26,27,395**	10,00,000
Basic and diluted earnings per share (₹) [(i)/(ii)]	**2.82**	(0.52)

37. Contingent liabilities and commitments

(to the extent not provided for)

	31 March 2019	31 March 2018
Contingent liabilities		
(a) Claims against the Group not acknowledged as debts:		
(i) Excise duty, sales tax and other indirect taxes in dispute	**1,029.07**	-

b) The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, in the case of Surya Roshani Limited & others v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. Subsequently, a review petition against this decision has been filed and is pending before the SC for disposal. In view of the management, the liability for the period from date of the SC order to 31 March 2019 is not significant. Further, the pending decision on the subject review petition and directions from the EPFO, the impact for the past period, if any, is not ascertainable and consequently no effect has been given in the accounts.

c) The audited GST return for the year ended 31 March 2018 is pending for the filing as competent authority has extended the date of filing until 31 August 2019. The Holding company is in process of reconciling the data of GSTR 2A with GSTR 3B. In view of the management on final reconciliation, the impact will not be material.

Capital and other commitments

(i) Estimated amount of export obligations to be fulfilled in respect of goods imported under Export Promotion Capital Goods scheme (EPCG)	**43,943.10**	-

Claim against the Group not acknowledged as debt:

Cash outflows for the above are determinable only on receipt of judgments pending at various forums/ authorities. The Group has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Group does not expect the outcome of these proceedings to have a materially adverse effect on its financial position.

38. Operating leases

See accounting policy in note 3(m)

The Group has taken certain commercial premises under cancellable operating leases. These lease agreements are normally renewed on expiry. Lease payments recognised in Consolidated Statement of Profit and Loss with respect to operating leases **₹ 715.16** lakhs (31 March 2018: ₹ Nil) has been included as rent in note 34 'Other expenses'.

39. Related party disclosure

a) Other related parties with whom transactions have taken place during the year

Holding company:
i) Greenply Industries Limited (upto 31.03.2018, pursuant to scheme of arrangement)

Key Management Personnel (KMP)
i) Mr. Shiv Prakash Mittal, Director*
ii) Mr. Shobhan Mittal, Director*
iii) Mr. Mahesh Kumar Jiwarajka, Non-Executive Independent Director
iv) Mr. Salil Kumar Bhandari, Non-Executive Independent Director
v) Ms. Susmita Singha, Non-Executive Independent Director

* See Note 48.4 (f) , for details on KMP

Relatives of Key Management Personnel (KMP)
i) Mrs. Chitwan Mittal (Wife of Mr. Shobhan Mittal)

b) Enterprises controlled by Key Management Personnel or their relatives
i) Greenlam Industries Limited
ii) Greenply Industries Limited

₹ in Lakhs

c) Related party transactions

Name of the related party	Nature of transaction	31 March 2019	31 March 2018
Greenlam Industries Limited	Sale of products	**546.14**	-
	Purchase of products	**137.36**	-
Greenply Industries Limited	Sale of products	**4,416.03**	-
	Equity share capital received	**-**	10.00
Mr. Shiv Prakash Mittal	Remuneration	**245.14**	-
Mr. Shobhan Mittal	Remuneration	**260.68**	-
Mr. Mahesh Kumar Jiwarajka	Sitting Fees	**1.00**	-
Mr. Salil Kumar Bhandari	Sitting Fees	**0.50**	-
Ms. Susmita Singha	Sitting Fees	**0.50**	-
Mrs. Chitwan Mittal	Remuneration	**28.23**	-

d) Outstanding balances

Name of the related party	Nature of transaction	31 March 2019	31 March 2018
Greenlam Industries Limited	Sale of products	**66.04**	-
	Purchase of products	**3.84**	-
Greenply Industries Limited	Sale of products	**1,145.23**	-

e) Key Management Personnel compensation

Key management personnels compensation comprised of the following:

Nature of transaction	31 March 2019	31 March 2018
Short-term employee benefits	**471.42**	-
Other long-term benefits	**34.40**	-
Total compensation paid to key management personnel	**505.82**	-

As the future liability for gratuity and compensated encashment is provided on an actuarial basis for the Holding Company as a whole, the amount pertaining to each key management personnel is not separately ascertainable and, therefore, not included above. Based on the recommendation of the Nomination and Remuneration Committee, all decisions relating to the remuneration of the KMPs are taken by the Board of Directors of the Holding Company, in accordance with shareholders' approval, wherever necessary.

f) Terms and conditions of transactions with related parties

Purchase from related parties are made in the ordinary course of business and on terms equivalent to those that prevail in arm's length transactions with other vendors. Outstanding balances at the year-end are unsecured and will be settled in cash and cash equivalents.

The Group has not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken in each financial year through examining the financial position of the related parties and the market in which the related party operates.

h) Details of loans, investments and guarantees covered under Section 186(4) of the Companies Act, 2013

(i) Details of loans Not Applicable

(ii) Details of investments

Particulars of investments as required under Section 186(4) of the Companies Act, 2013 have been disclosed in note 7.

(iii) Details of guarantees Not Applicable

₹ in Lakhs

40. Accounting classifications and fair values (Ind AS 107)

See accounting policy in note 3(c)

The fair values of financial assets and liabilities, together with the carrying amounts shown in the Standalone Balance Sheet are as follows:

	31 March 2019	31 March 2018
Financial assets at amortised cost		
Non-current		
Loans	**1,233.69**	-
Current		
Trade receivables	**4,561.86**	-
Cash and cash equivalents	**1,956.59**	5.07
Other bank balances	**28.54**	-
Loans	**32.32**	-
Other financial assets	**2,918.69**	-
	10,731.69	5.07
Financial assets at fair value through profit and loss		
Current		
Level 2		
Derivatives	**10.39**	-
	10.39	-
Total Financial Assets	**10,742.08**	5.07
Financial liabilities at amortised cost		
Non-current		
Borrowings	**45,966.53**	-
Other financial liabilities	**1,253.00**	-
Current		
Borrowings	**4,541.70**	-
Other financial liabilities	**10,973.37**	-
Trade payables	**8,156.89**	0.25
	70,891.49	0.25

41. Fair value measurement

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.

The Group has established the following fair value hierarchy that categories the value into 3 levels. The inputs to valuation techniques used to measure fair value of financial instruments are:

Level 1: The hierarchy uses quoted prices in active markets for identical assets or liabilities. The fair value of all bonds which are traded in the stock exchanges is valued using the closing price or dealer quotations as at the reporting date.

Level 2: The fair value of financial instruments that are not traded in an active market (for example traded bonds, over the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on Group specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

Financial assets and liabilities measured at fair value - recurring fair value measurements are as follows:

	31 March 2019	31 March 2018
Financial assets - Level 2		
Derivatives	**10.39**	-

The management assessed that trade receivables, cash and cash equivalent, other bank balances, trade payable, cash credits, borrowings and other financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

The following methods and assumptions were used to estimate the fair values:
(a) The fair value of the quoted investments are based on market price at the respective reporting date.
(b) The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves based on report obtained from banking partners.
(c) The fair value of forward foreign exchange contracts is calculated as the present value determined using forward exchange rates and interest rate curve of the respective currencies based on report obtained from banking partners.

42. Financial risk management

The Group has exposure to the following risks arising from financial instruments:
(i) Credit risk
(ii) Liquidity risk
(iii) Market risk

Risk management framework

The Group's principal financial liabilities, other than derivatives, comprises of borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Group operations. The Group's principal financial assets, other than derivatives include trade and other receivables, investments and cash and cash equivalents that derive directly from its operations.

The Group’s activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Group’s primary risk management focus is to minimise potential adverse effects of market risk on its financial performance. The Group uses derivative financial instruments to mitigate foreign exchange related risk exposures. Foreign currency options contract are entered to hedge certain foreign currency risk exposures and interest rate swaps to hedge variable interest rate exposures. The Group's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers. The Group’s risk management assessment and policies and processes are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Group’s activities.

This note presents information about the Group’s exposure to each of the above risks, the Group’s objectives, policies and processes for measuring and managing risk, and the Group’s management of capital.

The sources of risks which the Group is exposed to and their management is given below:

Risk	Exposure Arising from	Measurement	Management
Credit risk	Trade receivables, Investments, Derivative financial instruments, Loans	Ageing analysis, Credit rating	Diversification of mutual fund investments, Credit limit and credit worthiness monitoring, credit based approval process.
Liquidity risk	Borrowings and Other liabilities	Rolling cash flow forecasts	Adequate unused credit lines and borrowing facilities.
Market risk Foreign exchange risk	Committed commercial transaction, Financial asset and liabilities not denominated in INR	Cash flow forecasting Sensitivity analysis	Forward foreign exchange contracts.
Interest rate	Long term borrowings at variable rates	Sensitivity analysis Interest rate movements	Interest rate swaps

(i) Credit risk

Credit risk is the risk of financial loss of the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group receivables from customers and loans. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing/investing activities, including deposits with bank, foreign exchange transactions and financial guarantees. The Group has no significant concentration of credit risk with any counterparty. The carrying amount of financial assets represent the maximum credit risk exposure.

Trade receivable

The management has established a credit policy under which each new customer is analysed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group's review includes external ratings, if they are available, financial statements, credit agency information, industry information and in some cases bank references.

₹ in Lakhs

Exposure to credit risks

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry. Details of concentration percentage of revenue generated from top customer and top five customers are stated below:

Particulars	**31 March 2019**	31 March 2018
Revenue from a top customer	**6.38%**	-
Revenue from top five customers	**12.26%**	-

Trade receivables are primarily unsecured and are derived from revenue earned from customers. Credit risk is managed through credit approvals, establishing credit limits and by continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business. As per simplified approach, the Group makes provision of expected credit loss on trade receivables using a provision matrix to mitigate the risk of default payments amd makes appropriate provisions at each reporting date whenever is for longer period and involves higher risk. On account of adoption of Ind AS 109, the Group uses expected credit loss model to assess the impairment loss or gain. The Group uses a provision matrix to compute the credit loss allowance for trade receivables. The said provision has been netted off under trade receivables.

Particulars	**31 March 2019**	31 March 2018
Balance at the beginning	**-**	-
Add: Amount adjusted pursuant to Scheme of Arrangement (See Note 48)	**229.48**	-
Impairment loss recognised	**96.90**	-
Balance at the end	**326.38**	-

(ii) Liquidity risk

Liquidity risk is defined as the risk that the Group will not be able to settle or meet its obligations on time or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Group's finance team is responsible for liquidity, finding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Group's liquidity position through rolling forecasts on the basis of expected cash flows.

The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

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

31 March 2019	**< 1 year**	**1 - 5 years**	**> 5 years**	**Total**
Borrowings (including current maturities)*	**14,258.99**	**31,067.64**	**18,056.64**	**63,383.27**
Trade payables	**8,156.89**	**-**	**-**	**8,156.89**
Other financial liabilities	**2,723.95**	**1,253.00**	**-**	**3,976.95**
Derivatives	**-**	**-**	**-**	**-**
	25,139.83	**32,320.64**	**18,056.64**	**75,517.11**

31 March 2018	< 1 year	1 - 5 years	> 5 years	Total
Borrowings (including current maturities)*	-	-	-	-
Trade payables	-	-	-	-
Other financial liabilities	-	-	-	-
Derivatives	-	-	-	-
	-	-	-	-

* including estimated interest

(iii) Market risk

Market risk is the risk of loss of future earnings, fair value or future cash flows that may result from a change in the price of a financial instrument . The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that effect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and borrowings. The Group uses derivatives to manage market risks. All such transactions are carried out within the guidelines set by the management.

(a) Currency risk

Foreign currency risk is the risk impact related to fair value or future cash flows of an exposure in foreign currency, which fluctuate due to changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the foreign currency borrowings, import of raw materials and spare parts, capital expenditure, exports of finished goods. The Group evaluates exchange rate exposure arising from foreign currency transactions. The Group follows established risk management policies and standard operating procedures. It uses derivative instruments like foreign currency swaps and forwards to hedge exposure to foreign currency risk.

Exposure to currency risk
The Group's exposure to foreign currency at the end of the reporting period are as follows:

		31 March 2019		31 March 2018	
Particulars	**Currency**	**Amount in Foreign currency**	**₹ in Lakhs**	Amount in Foreign currency	₹ in Lakhs
- Hedged exposures					
Trade payables	EURO	2,18,797	**169.60**	-	-
	USD	1,77,416	**122.61**	-	-
			292.21		-
- Unhedged exposures					
Borrowings	EURO	4,20,71,469	**32,611.19**	-	-
	USD	1,10,00,000	**7,602.10**	-	-
			40,213.29		-
Borrowings - Packing credit	USD	4,21,692	**291.43**	-	-
Borrowings - Buyers credit	USD	3,71,102	**256.47**	-	-
Trade payables	EURO	11,96,493	**927.45**	-	-
	USD	5,49,536	**379.78**	-	-
			1,307.23		-
Trade receivables	USD	16,65,127	**1,150.77**	-	-

Sensitivity analysis

A reasonably possible strengthening (weakening) of the USD and EURO against Indian rupee at 31 March would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amount shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

Particulars	**Nature**	**Effect**	**31 March 2019**	31 March 2018
USD (1% Movement)	Profit or loss	Strengthening	**(75.02)**	**-**
		Weakening	**75.02**	**-**
	Equity, net of tax	Strengthening	**(49.06)**	**-**
		Weakening	**49.06**	**-**
EUR (1% Movement)	Profit or loss	Strengthening	**(337.08)**	**-**
		Weakening	**337.08**	**-**
	Equity, net of tax	Strengthening	**(220.42)**	**-**
		Weakening	**220.42**	**-**

₹ in Lakhs

(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. The Group exposure to the risk of changes in market interest rates related primarily to the Group's short term borrowing with floating interest rates. For all long term borrowings with floating rates, the risk of variation in the interest rates in mitigated through interest rate swaps. The Group constantly monitors the credit markets and rebalances its financing strategies to achieve an optimal maturity profile and financing cost.

Exposure to interest rate risk

The interest rate profile of the Group 's interest bearing financial instruments at the end of the reporting period are as follows:

Particulars	31 March 2019	31 March 2018
Fixed rate instruments		
Financial assets	-	-
Financial liabilities	-	-
	-	-
Effect of interest rate swaps	(7,602.10)	-
	(7,602.10)	-
Variable rate instruments		
Financial assets	-	-
Financial liabilities	(60,031.98)	-
	(60,031.98)	-
Effect of interest rate swaps	7,602.10	-
	(52,429.88)	-

Sensitivity analysis

Fixed rate instruments that are carried at amortised cost are not subject to interest rate risk for the purpose of sensitive analysis.

A reasonably possible change of 100 basis points in variable rate instruments at the reporting dates would have increased or decreased profit or loss by the amounts shown below:

Particulars	Nature	Effect	31 March 2019	31 March 2018
Variable rate instruments	Profit or loss	Strengthening	(600.32)	-
		Weakening	600.32	-
	Equity, net of tax	Strengthening	(392.56)	-
		Weakening	392.56	-
Interest rate swap	Profit or loss	Strengthening	76.02	-
		Weakening	(76.02)	-
	Equity, net of tax	Strengthening	49.71	-
		Weakening	(49.71)	-
Cash flow sensitivity (net)	Profit or loss	Strengthening	(524.30)	-
		Weakening	524.30	-
	Equity, net of tax	Strengthening	(342.85)	-
		Weakening	342.85	-

₹ in Lakhs

43. Capital management

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The management monitors the return on capital, as well as the level of dividends to equity shareholders.

The Group's objective when managing capital are to: (a) to maximise shareholders value and provide benefits to other stakeholders and (b) maintain an optimal capital structure to reduce the cost of capital.

For the purpose of the Group's capital management, capital includes issued equity share capital and other equity reserves attributable to the equity holders. The Group monitors capital using debt-equity ratio, which is total debt less liquid investments divided by total equity.

Particulars	**31 March 2019**	31 March 2018
Total debt (Bank and other borrowings)	**58,651.38**	-
Less: Cash and cash equivalents	**1,956.59**	5.07
Adjusted net debt	**56,694.79**	(5.07)
Equity	**64,549.80**	4.81
Debt to Equity (net)	**0.88**	(1.05)

In addition, the Group has financial covenants relating to the banking facilities that it has taken from all the lenders like interest service coverage ratio, Debt to EBITDA, current ratio etc. which is maintained by the Group.

₹ in Lakhs

44. Operating segments

A. Basis of segment

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group' s other components, and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Group's Chief operating decision maker (CODM) to make decisions about resources to be allocated to the segments and assess their performance.

The Group has two reportable segments, as described below, which is the Group's strategic business units. These business units are managed separately because they require different technology and marketing strategies.

The following summary describes the operations in each of the Group's reportable segments:

Reportable segment	Operations
Plywood and allied products	Manufacturing
Medium Density Fibre Boards and allied products	Manufacturing

B. Information about reportable segments

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit (before tax), as included in the internal management reports that are reviewed by the Group's CEO. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Inter-segment pricing is determined on an arm's length basis.

Year ended 31 March 2019	Reportable segments			All other segments	Total
	Plywood and allied products	Medium Density Fibre Boards and allied products	Total Reportable segments		
Segment revenue:					
- External revenues					
a) Sales	14,116.15	44,146.32	58,262.47	-	58,262.47
b) Other operating income	34.12	1,614.80	1,648.92	-	1,648.92
- Inter-segment revenue	-	-	-	-	-
Total segment revenue	14,150.27	45,761.12	59,911.39	-	59,911.39
Segment profit/(loss) before income tax	2,041.32	4,937.09	6,978.41	-	6,978.41
Segment profit/(loss) before income tax includes:					
Interest revenue	-	-	-	-	-
Interest expense	-	-	-	-	-
Depreciation and amortisation	446.98	4,383.94	4,830.92	-	4,830.92
Tax expense	-	-	-	-	-
Other material non cash item (if any)	-	-	-	-	-
Segment assets	12,124.30	1,24,539.67	1,36,663.97	-	1,36,663.97
Segment liabilities	3,982.69	73,450.06	77,432.75	-	77,432.75

₹ in Lakhs

B. Information about reportable segments *(continued)*

Year ended 31 March 2018	Reportable segments			All other segments	Total
	Plywood and allied products	Medium Density Fibre Boards and allied products	Total Reportable segments		
Segment revenue:					
- External revenues					
a) Sales	-	-	-	-	-
b) Other operating income	-	-	-	-	-
- Inter-segment revenue			-		-
Total segment revenue	-	-	-	-	-
Segment profit/(loss) before income tax	-	-	-	-	-
Segment profit/(loss) before income tax includes:					
Interest revenue	-	-	-	-	-
Interest expense	-	-	-	-	-
Depreciation and amortisation	-	-	-	-	-
Tax expense	-	-	-	-	-
Other material non cash item (if any)	-	-	-	-	-
Segment assets	-	-	-	-	-
Segment assets include:					
Capital expenditure during the year	-	-	-	-	-
Segment liabilities	-	-	-	-	-

Property, plant and equipment are allocated based on location of the assets.

C. Reconciliations of information on reportable segments to Ind AS measures

	Year ended 31 March 2019	Year ended 31 March 2018
i. Revenues		
Total revenue for reportable segments	**59,911.39**	-
Revenue for other segments	-	-
Elimination of inter-segment revenue	-	-
Elimination of revenue of discontinued operation	-	-
Consolidated revenue	**59,911.39**	-
ii. Profit before tax		
Total profit before tax for reportable segments	**6,978.41**	-
Profit before tax for other segments	-	-
Elimination of inter-segment profits	-	-
Elimination of profit of discontinued operation	-	-
Unallocated amounts:		
Corporate expenses	**(5,739.96)**	-
Consolidated profit before tax	**1,238.45**	-
iii. Assets		
Total assets for reportable segments	**1,36,663.97**	-
Assets for other segments	-	-
Unallocated amounts	**9,131.36**	-
Consolidated total assets	**1,45,795.33**	-
iv. Liabilities		
Total liabilities for reportable segments	**77,432.75**	-
Liabilities for other segments	-	-
Unallocated amounts	**3,812.78**	-
Consolidated total liabilities	**81,245.53**	-

C. Reconciliations of information on reportable segments to Ind AS measures *(continued)*

v. Other material items

Particulars	Year ended 31 March 2019			Year ended 31 March 2018		
	Reportable segment total	Adjustments	Consolidated totals	Reportable segment total	Adjustments	Consolidated totals
Interest revenue	-		-			-
Interest expense	-	2,463.24	2,463.24	-	-	-
Depreciation and amortisation expense	4,830.92	472.42	5,303.34	-	-	-

D. Geographical information

Particulars	Within India		Outside India		Total	
	31 March 2019	31 March 2018	**31 March 2019**	31 March 2018	**31 March 2019**	31 March 2018
External revenue by location of customers	**53,029.90**	-	**6,881.49**	-	**59,911.39**	-
Carrying amount of segment assets by location of assets	**1,42,620.79**	-	**3,174.54**	-	**1,45,795.33**	-

E. Major customer
The Group does not receive 10% or more of its revenues from transactions with any single external customer.

45. Taxation

The Group has established a comprehensive system of maintenance of information and documents as required by the transfer pricing regulations under Sections 92-92F of the Income-Tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Group continuously updates its documents for the international transactions entered into with the associated enterprises during the financial year. The management is of the opinion that its international transactions are at arm's length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense for the year and that of provision for taxation.

46. Dues to Micro enterprises and small enterprises

	31 March 2019	31 March 2018
(a) The amounts remaining unpaid to Micro and Small suppliers as at the end of each accounting year		
- Principal	**0.81**	-
- Interest	-	-
(b) The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
(c)The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006.	-	-
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
(e) The amount of further interest remaining due and payable even in the succeeding years, 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 of the MSMED Act, 2006.	-	-

47. Government grant (Ind AS 20): Other operating revenue includes incentives against scheme of budgetary support under Goods and Services Tax Regime for the unit set-up in Rudrapur-MDF, Uttarakhand of **₹ 876.55** lakhs (31 March 2018 ₹ Nil)

₹ in Lakhs

48. Scheme of Arrangement

48.1 Pursuant to the Composite Scheme of Arrangement ('the scheme') between Greenply Industries Limited (Greenply), the Holding Company and their respective shareholders and creditors as approved by the Hon'ble National Law Company Tribunal (NCLT), Guwahati Bench, vide its order dated June 28, 2019, which became effective on July 1, 2019 on filing with the Registrar of Companies, all the assets and liabilities of the 'transferred business' of Greenply i.e. the MDF manufacturing unit situated at Routhu Suramala, Chittoor (Andhra Pradesh), MDF manufacturing unit and Plywood and allied products manufacturing unit located in a common plot at Pantnagar (Uttarakhand), registered, marketing, branch and administrative office(s) located in India and its investment in wholly owned subsidiary viz. Greenpanel Singapore Pte. Ltd. formally known as Greenply Trading Pte. Limited (registered in Singapore) excluding its investment of USD 37,50,000 (37,50,000 ordinary shares of USD 1 each) in Greenply Alkemal (Singapore) Pte. Ltd. (registered in Singapore)., have been transferred to and vested in the Holding Company at their respective book values on a going concern basis with effect from the appointed date (i.e. April 1, 2018). Accordingly, the Scheme of Arrangement has been given effect to in these accounts.

48.2 Assets and liabilities transferred pursuant to the scheme:
The whole of the assets and liabilities of the Demerged undertaking of Greenply became the assets and liabilities of the Holding Company and were recorded at their book values as appearing in the books of the Demerged Company with effect from the appointed date (i.e. April 1, 2018). The details of assets and liabilities transferred from Greenply are as under:

Particulars	Amount
Assets	
(1) Non-current assets	
(a) Property, plant and equipment	37,627.07
(b) Capital work-in-progress	73,348.65
(c) Other intangible assets	117.13
(d) Financial assets	
(i) Investments	10.00
(ii) Loans	1,194.27
(e) Other non-current assets	2,319.98
Total non-current assets	**1,14,617.10**
(2) Current assets	
(a) Inventories	10,298.48
(b) Financial assets	
(i) Trade receivables	5,064.97
(ii) Cash and cash equivalents	516.10
(iii) Other bank balances	33.65
(iv) Loans	81.44
(v) Derivatives	125.97
(vi) Other financial assets	1,501.86
(c) Other current assets	4,803.44
Total current assets	**22,425.91**
Total assets	**1,37,043.01**
Liabilities	
(1) Non-current liabilities	
(a) Financial liabilities	
(i) Borrowings	41,647.87
(ii) Other financial liabilities	1,057.53
(b) Provisions	786.77
(c) Deferred tax liabilities (net)	3,911.53
(d) Other non-current liabilities	4,991.70
Total non-current liabilities	**52,395.40**
(2) Current liabilities	
(a) Financial liabilities	
(i) Borrowings	3,112.51
(ii) Trade payables	8,714.78
(iii) Other financial liabilities	7,985.15
(b) Other current liabilities	3,603.65
(c) Provisions	196.69
Total current liabilities	**23,612.78**
Total liabilities	**76,008.18**

₹ in Lakhs

48.3 Equity and Reserves pursuant to the scheme:

Pursuant to the scheme, the difference between the book value of the assets and liabilities transferred from Greenply has been credited to the shareholders' fund of the Holding Company as under:

Particulars	Amount
Share Capital	1,226.27
Capital Reserve	59,808.56
Total	**61,034.83**

48.4 Other Matters:

a) The Holding Company shall issue and allot 12,26,27,395 equity shares of Re. 1 (Indian Rupee one only) to the shareholders of Greenply whose names appear in the register of members of Greenply as on the record date, 1 (one) equity share of Re. 1 (Indian Rupees one only) each, credited as fully paid up for every 1 (one) equity share of Re. 1 (Indian Rupees one only) each held by them in Greenply. Till the allotment, the same would appear in share suspense account. Since the effect of demerger has been given in the financials, 10,00,000 equity shares of Re. 1 each alloted to Greenply has been cancelled and the Holding Company has ceased to be subsidiary of Greenply.

b) The transactions between the appointed date upto to the effective date as appearing in the books of accounts of Greenply have been deemed to have been made by the Holding Company.

c) All costs, charges and expenses including stamp duties arising out of or incurred so far in carrying out and implementing this Scheme and matters incidental thereto, have been borne by Greenply and the Holding Company in the ratio of 1:1.

d) The immovable assets of the Holding Company stands freed from all charges, mortgages and encumbrances relating to liabilities relating to Greenply. But, Greenply had created charges over its immovable assets (including those which now belong to the Holding Company) under the Companies Act, 2013 in respect of certain credit facilities taken from various banks for itself and for various undertakings of the Holding Company. As the legal ownership of the immovable assets have not yet been transferred to the Holding Company, Greenply continues to enjoy credit facilities by the subsisting charges, mortgages and encumbrances over such assets. Vice Versa, the Holding Company enjoys credit facilities by the subsisting charges, mortgages and encumbrances over immovable assets belonging to Greenply. Till creation/modification/satisfaction of Charges, as the case may be, in favour of the various banks/secured creditors of the respective Companies in terms of the applicable provisions of the Companies Act, 2013, the banks/secured creditors of the Holding Company shall continue to hold their respective charge over the immovable assets of Greenply.

e) Although, pursuant to the scheme of arrangement, the immovable properties belonging to the demerged undertakings of Greenply vest in and/or deemed to be transferred to and vested in the Holding Company, the mutation of title/assignment of leases thereof in the name of the Holding Company are yet to be made and recorded by the appropriate authorities. Notwithstanding the same, the Holding Company exercises all rights and privileges and pays ground rent, municipal taxes and fulfils all obligations, in relation to or applicable to such immovable properties.

f) Mr. Shiv Prakash Mittal and Mr. Shobhan Mittal, Directors of the company would be appointed as Executive Chairman and Managing Director & CEO respectively in the board meeting to be held on 19 July 2019. As such they have been included as Key Managerial Personnel (KMP), since they have a significant influence over the operating and financial decisions making roles. Hence, the remuneration paid to them during FY 2018-19 has been disclosed as related party transaction.

49. Distribution made and proposed dividend (Ind AS 1)

Proposed dividends on equity shares are subject to approval at the annual general meeting and are not recognised as a liability (including dividend distribution tax thereon) as at 31 March 2019. Since no dividend has been proposed in the current and previous year, financial figures with respect to the same has not been given.

50. The consolidated financial statements of the previous year was not required to be prepared since there was no entity for the purpose of consolidation.

51. The figures stated in the current year are not comparable with those of previous period for the reasons that (a) the figures for the previous period were since incorporation of the Holding Company on December 13, 2017 to March 31, 2018; and (b) in the current year, effect has been given to Scheme of Arrangement as approved by the National Company Law Tribunal. The figures for the previous period are re-classified/ re-arranged / re -grouped, wherever necessary so as to be in conformity with the figures of the current period's classification/disclosure.

As per our report of even date attached
For **S.S. Kothari Mehta & Co.**
Chartered Accountants
Firm Registration number.: 000756N

For and on behalf of Board of Directors of
Greenpanel Industries Limited
CIN: U20100AS2017PLC018272

Sunil Wahal
Partner
Membership No.: 087294

Shiv Prakash Mittal
Executive Chairman
(DIN : 00237242)

Shobhan Mittal
Managing Director & CEO
(DIN : 00347517)

V. Venkatramani
Chief Financial Officer

Banibrata Desarkar
Company Secretary & VP-Legal

Place : Gurgaon
Dated : 19 July 2019

Place : Gurgaon
Dated : 19 July 2019

SECTION VII – MANAGEMENT'S DISCUSSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our Financial Statements as on March 31, 2019 and our audited consolidated financial statements as on March 31, 2018 including the schedules and notes thereto and report thereon, included elsewhere in this Information Memorandum.

Our Financial Statements are prepared in accordance with IND AS and the CA 2013. This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in the section "*Risk Factors*" at page number 22 of this Information Memorandum.

Our financial year ends on March 31 of each year. Accordingly, all references to a particular financial year are to the 12-month period ended March 31 of that year.

OVERVIEW

Our Company is a wood based interior infrastructure company, primarily engaged in the manufacture of an array of wood- based panel products which includes plywood, medium density fibre ("**MDF**") boards and allied products. Mr. Shiv Prakash Mittal and Mr. Shobhan Mittal are the promoters of our Company. Our Company was incorporated in the year 2017. We have through the Scheme acquired the Pantnagar (Uttarakhand) and Chittoor (Andhra Pradesh) MDF and Plywood manufacturing units of Greenply. We have presence across different price points to cater to all customers across high-end, mid-market, and value segments. The manufacturing facilities of our Company are strategically located across India.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

A number of factors affect our financial condition and results of operations, including the following:

Changes in Government Policies relating to wood panel industry

Our manufacturing activities are subject to environmental laws and regulations promulgated by the Ministry of Environment of Government of India, the State Forest Policy, State Pollution Control Board among other laws which regulate cutting of trees, discharge of effluents, polluted emissions, hazardous substances and so on. Any changes in the policies relating to our industry could materially impact our operations.

Raw Material Availability

We procure domestic timber entirely from plantation resources from time to time. Irregularities in plantation cycles for our timber may affect the availability of our raw material, and consequently increase our raw material costs. Further we depend on imports in relation to raw materials used in our Plywood segment.

Any change in government regulations in India or in the country from which our raw materials are sourced leading to any tariff or non-tariff barriers for importation may affect our business and results of operations.

Changes in the demand for wood-based products

The demand for interior infrastructure products is primarily dependent on the demand for real estate, which influences the demand for plywood, laminates and other interior infrastructure products. Periods of slowdown in the economic growth of India have significantly affected the real estate sector in the recent past. Any further downturn in the real estate industry and/or changes in governmental policies affecting the growth of this sector may have an adverse effect on the demand for plywood, laminates and other infrastructure products and the results of our operations.

Competition in wood-based industry from other companies, especially the effect of such competition on our ability to penetrate such markets

The Indian plywood industry is highly fragmented with approximately 70% constituted by the unregulated market, from which the regulated plywood sector faces intense competition *(Source: CARE Report dated March 2019*). The unorganized sector offers their products at highly competitive prices which may not be matched by us and consequently affect our volume of sales and growth prospects. We also face stiff competition from the organized sector. Important factors affecting competition in our industry are competitive pricing, ability to introduce innovative products, exclusive designs, product branding, logistic advantages and the extent of distribution network.

Our ability to successfully implement its strategy and its growth and expansion plans

Our growth plans are considerable and would put significant demands on our management team and other resources. Any delay in implementation of its strategy and its growth and expansion plans could impact our Company's roll out schedules and cause cost and time over runs.

SIGNIFICANT ACCOUNTING POLICIES

a. Current and non-current classification

All assets and liabilities are classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Act.

Assets

An asset is classified as current when it satisfies any of the following criteria
(i) it is expected to be realised in, or is intended for sale or consumption in the Group's normal operating cycle;
(ii) it is held primarily for the purpose of being traded;
(iii) it is expected to be realised within 12 months after the reporting date; or
(iv) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include current portion of non-current financial assets.
All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

(i) it is expected to be settled in the Group's normal operating cycle;

(ii) it is held primarily for the purpose of being traded;

(iii) it is due to be settled within 12 months after the reporting date; or

(iv) our Company does not have an unconditional right to defer settlement of the liability for atleast 12 months after the reporting date.

Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification. Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle

For the purpose of current/non-current classification of assets and liabilities, the Group has ascertained its normal operating cycle as twelve months. This is based on the nature of business and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

b. (i) Foreign currency transactions

Transactions in foreign currencies are translated into the respective functional currency of the Group at the exchange rates prevailing at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

Exchange differences are recognised in the Consolidated Statement of Profit and Loss in the period in which they arise, except exchange differences on long term foreign currency monetary items accounted for in accordance with exemption availed by our Company under Ind AS 101.

The Group has exercised the option available to it under Para 46A of the Companies (Accounting Standards) (Second Amendment) Rules, 2011 in respect of accounting for fluctuations in foreign exchange relating to "Long Term Foreign Currency Monetary Items". On transition to Ind AS, aforesaid option is not available for loans availed after 1st April 2016.

(ii) Foreign operations

The assets and liabilities of foreign operations (subsidiaries) like fair value adjustments arising on acquisition, are translated into INR, the functional currency of the Group, at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into INR at an average rate.

The Group has elected not to apply Ind AS 103-Business Combinations retrospectively to past business combinations that occurred before the transition date of 1 April 2015. Consequently, the Group has kept the same classification for the past business combinations as in its previous GAAP financial statements.

When a foreign operation is disposed off in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount of exchange differences related to that foreign operation recognized in Other Comprehensive Income (OCI) is reclassified to profit or loss as part of the gain or loss on disposal. If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is re-allocated to Non-controlling Interest (NCI).

c. Financial instruments

(i) Recognition and initial measurement

Trade Receivables are initially recognised when they are originated. All financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument. Trade receivables are initially measured at transaction price.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

(ii) Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified and measured at:
-Amortised cost; or
- Fair value through Profit or Loss (FVTPL); or
- Fair value through Other Comprehensive Income (FVTOCI).

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

Financial assets at amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:
(a) the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
(b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest ("**SPPI**") on the principal amount outstanding.

The effective interest rate ("**EIR**") method of amortisation is included in finance income in the Consolidated Statement of Profit and Loss. This category generally applies to long-term deposits and long-term trade receivables.

Financial assets at FVTPL

All financial assets which are not classified and measured at amortised cost or Fair value through other comprehensive income ("**FVOCI**") as described above are measured at FVTPL. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest ("**SPPI**").
For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition.

In making this assessment, the Group considers:
- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual paramount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets: Subsequent measurement

Financial assets at FVTPL: These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in Consolidated Statement of Profit and Loss.
Financial assets at amortised cost: These assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. The amortised cost is reduced by impairment losses, if any. Interest income, foreign exchange gains and losses and impairment are recognised in Consolidated Statement of Profit and Loss. Any gain or loss on derecognition is recognised in Consolidated Statement of Profit and Loss.
Investments in subsidiaries are carried at cost in standalone financial statements

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL.

Financial liabilities through FVTPL

A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in Consolidated Statement of Profit and Loss. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Financial liabilities at amortised cost

Other financial liabilities are subsequently measured at amortised cost using the effective interest rate (EIR) method. Interest expense and foreign exchange gains and losses are recognised in Consolidated Statement of Profit and Loss. Any gain or loss on derecognition is also recognised in Consolidated Statement of Profit and Loss. Interest bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in Consolidated Statement of Profit and Loss when the liabilities are derecognised as well as through the EIR amortisation process. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximates fair value due to the short maturity of these instruments.

Financial guarantee liabilities

Financial guarantees issued by the Group are those contracts that require payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value net off transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

(iii) Derecognition

Financial assets

The Group derecognises a financial asset:
- when the contractual rights to the cash flows from the financial asset expire, or
- it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in Consolidated Statement of Profit and Loss.

(iv) Offsetting

Financial assets and financial liabilities are offset, and the net amount presented in the balance sheet when and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

(v) Derivative financial instruments

The Group holds derivative financial instruments, such as foreign currency forward contracts, interest rate swaps, to hedge its foreign currency and interest rate risk exposures.

Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are recognised in Consolidated Statement of Profit and Loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

d. Property, plant and equipment

(i) Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Borrowing costs directly attributable to the acquisition or construction of those qualifying property, plant and equipment, which necessarily take a substantial period of time to get ready for their intended use, are capitalised. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate components of property, plant and equipment.

A fixed asset is eliminated from the financial statements on disposal or when no further benefit is expected from its use. Any gain or loss on disposal of an item of property, plant and equipment is recognised in Consolidated Statement of Profit and Loss. Property, plant and equipment under construction are disclosed as Capital work-in-progress. Assets retired from active use and held for disposal are stated at the lower of their net book value and fair value less cost to sell and shown under 'Current assets'.

Foreign currency exchange differences on loans used for purchases of property, plant and equipment prior to 1 April 2016, are continued to be capitalised as per policy stated in note 3(b) above.

(ii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group. Ongoing repairs and maintenance are expensed as incurred.

(iii) Depreciation and amortisation

Depreciation and amortisation for the year is recognised in the Consolidated Statement of Profit and Loss. Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight line method over the useful lives of assets, in the manner specified in Part C of Schedule II of the Act.

Assets acquired under finance lease are depreciated over the shorter of the lease term and their useful life unless it is reasonably certain that the Group will obtain ownership by the end of the lease term.

Freehold land is not depreciated.

Leasehold land (includes development cost) is amortised on a straight line basis over the period of respective lease, except leasehold land acquired on perpetual lease. Depreciation methods, useful lives and residual values are reviewed at each financial year end and adjusted as appropriate.

The estimated useful lives of items of property, plant and equipment are as follows:

Asset	Useful life as per Schedule II
Buildings	3 to 60 years
Plant and equipments	15 to 25 years
Furniture and fixtures	10 years
Vehicles	8 to 10 years
Office equipments	3 to 10 years

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Depreciation on additions (discard/disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (discarded/disposed off).

e. Intangible assets

(i) Recognition and measurement

Intangible assets are initially measured at cost and subsequently measured at cost less accumulated amortisation and any accumulated impairment losses.

(ii) Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred.

(iii) Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method, and is included in depreciation and amortisation in Consolidated Statement of Profit and Loss.

The estimated useful lives are as follows:

- Computer software - 5 years

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

f. Inventories

Inventories which comprise raw materials, work-in-progress, finished goods, packing materials, stores and spares are measured at the lower of cost and net realisable value.

The cost of inventories is ascertained on the 'weighted average' basis, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their present location and condition. Excise duty was included in the valuation of closing inventory of finished goods, till the implementation of Goods and Services Tax.

Raw materials, components and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined, and it is estimated that the cost of the finished products will exceed their net realisable value. The comparison of cost and net realisable value is made on an item-by-item basis.

The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products.

In the case of manufactured inventories and work-in-progress, cost includes an appropriate share of fixed production overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

Assessment of net realisable value is made at each subsequent reporting date. When the circumstances that previously caused inventories to be written down below cost no longer exist or when there is clear evidence of an increase in net realisable value because of changed economic circumstances, the amount of the write-down is reversed.

g. Impairment

(i) Impairment of financial instruments: financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. A financial asset is 'credit- impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

The Group recognises loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivable with no significant financing component is measured at an amount equal to lifetime of the ECL. For all other financial assets, expected credit losses are measured unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime of the ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in Consolidated Statement of Profit and Loss.

In case of trade receivables, the Group follows the simplified approach permitted by Ind AS 109 Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Group to track changes in credit risk. The Group calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including subsequent information. Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

(ii) Impairment of non-financial assets

The Group's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

The Group's corporate assets (e.g. corporate office for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs. An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the Consolidated Statement of Profit and Loss.

Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

An impairment loss in respect of other assets for which impairment loss has been recognised in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

h. Non-current assets or disposal group held for sale

Non-current assets, or disposal groups comprising assets and liabilities are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets, or disposal groups, are generally measured at the lower of their carrying amount and fair value less costs to sell. Any resultant loss on a disposal group is allocated first to goodwill, and then to remaining assets and liabilities on pro rata basis, except that no loss is allocated to inventories, financial assets, deferred tax assets, employee benefit assets, and biological assets, which continue to be measured in accordance with the Group's other accounting policies. Losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognised in profit or loss.

Once classified as held-for-sale, intangible assets and property, plant and equipment are no longer amortised or depreciated.

i. Employee benefits

(i) Short-term 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 Group 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.

(ii) Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into Employees' Provident Fund established under The Employees' Provident Fund and Miscellaneous Provisions Act 1952 and will have no legal or constructive obligation to pay further amounts. The Group makes specified monthly contributions under employee provident fund to Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in Consolidated Statement of Profit and Loss in the periods during which the related services are rendered by employees.

Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

(iii) Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's gratuity benefit scheme is a defined benefit plan. The Group's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed quarterly by an independent qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements. The Group recognises all actuarial gains and losses arising from defined benefit plan immediately in the Consolidated Statement of Profit and Loss.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in Other comprehensive income (OCI). The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in Consolidated Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in Consolidated Statement of Profit and Loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

(iv) Other long-term employee benefits

The Group's net obligation in respect of long-term employee benefits other than post-employment benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Such benefits are in form of leave encashment that accrue to employees in return of their service. The calculation of other long term employee benefits is performed quarterly by an independent qualified actuary using the projected unit credit method. Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in Other comprehensive income (OCI). Net interest expense and other expenses related to defined benefit plans are recognised in Consolidated Statement of Profit and Loss.

(v) Termination benefits

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the reporting date, then they are discounted.

j. Provisions (other than for employee benefits)

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

k. Revenue

(i) Sale of goods

Effective 1 April 2018, the Group adopted Ind AS 115 "Revenue from Contracts with Customers". The effect on adoption of Ind AS 115 was insignificant.

The Group manufactures and sells in plywood and allied products, medium density fibreboard and allied products. Sales are recognised when control of the products has transferred, being when the products are delivered to the dealer, the dealer has full discretion over the channel and price to sell the products, and there is no unfulfilled obligation that could affect the dealer's acceptance of the products. Delivery occurs when the products have been shipped to the specific location, the risk of obsolescence and loss have been transferred to the dealer, and either the dealer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied.

The products are often sold with retrospective volume discounts based on aggregate sales over a 12 months period, cash discount on payment within specified period, promotional gift on achieving specific targets, quality claims if claims made in the specified period and other promotional expenses such as tours and travel packages to dealer, etc. Revenue from these sales is recognised based on the price specified in the contract, net of the estimated volume discounts, cash discounts, quality claims and promotional expenses. Accumulated experience is used to estimate and provide for the discounts/claims/provisions, using the expected value method, and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur. A refund liability (netted off with trade receivables) is recognised for expected volume discount payables, expected cash discount payables and expected quality claims to dealers in relation to sale made until the end of reporting period. Provision (included in other current liabilities) is recognised for expected sales promotional expenses against the sales made until the end of reporting period. No element of financing is deemed present as the sales are made with a credit term of 30-90 days, which is consistent with market practice.

(ii) Rental income

Rental income is recognised as part of other income on a straight-line basis over the term of the lease except where the rentals are structured to increase in line with expected general inflation.

(iii) Insurance claim

Insurance claim due to uncertainty in realisation are accounted for on acceptance basis.

l. Government Grants

Grants from Government are recognised at their fair value where there is reasonable assurance that the grant will be received and our Company will comply with the conditions attached thereto.

Government grants related to revenue are recognised in the Consolidated Statement of Profit and Loss on a systematic and rational basis in the periods in which our Company recognises the related costs for which the grants are intended to compensate and are netted off with the related expenditure. If not related to a specific expenditure, it is taken as income and presented under "Other Income".

Government grants relating to property, plant and equipment are treated as deferred income and are credited to the statement of profit and loss on a systematic basis over the expected useful life of the related asset to match them with the costs for which they are intended to compensate and presented within other income.

m. Leases

(i) Determining whether an arrangement contains a lease

At inception of an arrangement, it is determined whether the arrangement is or contains a lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

At inception or on reassessment of the arrangement that contains a lease, the payments and other consideration required by such an arrangement are separated into those for the lease and those for other elements on the basis of their relative fair values. If it is concluded for a finance lease that it is impracticable to separate the payments reliably, then an asset and a liability are recognised at an amount equal to the fair value of the underlying asset. The liability is reduced as payments are made and an imputed finance cost on the liability is recognised using the incremental borrowing rate.

(ii) Assets held under leases

Leases of property, plant and equipment that transfer to the Group substantially all the risks and rewards of ownership are classified as finance leases. The leased assets are measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the assets are accounted for in accordance with the accounting policy applicable to similar owned assets.

Assets held under leases that do not transfer to the Group substantially all the risks and rewards of ownership (i.e. operating leases) are not recognised in the Group's Balance Sheet.

(iii) Lease payments

Payments made under operating leases are generally recognised in Consolidated Statement of Profit and Loss on a straight-line basis over the term of the lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

Lease incentives received are recognised as an integral part of the total lease expense over the term of the lease. Minimum lease payments made under finance leases are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

n. Recognition of dividend income, interest income or expense

Dividend income is recognised in Consolidated Statement of Profit and Loss on the date on which the Group's right to receive payment is established.

Interest income or expense is recognised using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:
- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

o. Income tax

Income tax expense comprises of current tax and deferred tax. Current tax and deferred tax is recognised in the Consolidated Statement of Profit and Loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI.

(i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are off set only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

(ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes (tax base). Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Group recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised.

Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to off set current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

In case of tax payable as Minimum Alternative Tax ('MAT') under the provisions of the Income-tax Act, 1961, the credit available under the CA 2013 in respect of MAT paid is recognised as an asset only when and to the extent there is convincing evidence that the Group will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

p. 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 acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

Where there is an unrealised exchange loss which is treated as an adjustment to interest and subsequently there is a realised or unrealised gain in respect of the settlement or translation of the same borrowing, the gain to the extent of the loss previously recognised as an adjustment is recognised as an adjustment to interest.

q. Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

r. Dividends

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Board of Directors of the Group.

s. Cash and cash equivalents

Cash and cash equivalents include cash and cash-on-deposit with banks. The Group considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

t. Cash flow statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

u. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

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

v. Operating segment

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components, and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Chief Operating Decision Maker (CODM) to make decisions about resources to be allocated to the segments and assess their performance. The CODM consists of the Executive Chairman, Managing Director & CEO and Chief Financial Officer.

The Group has currently two reportable segments namely:
i) Plywood and allied products, and
ii) Medium density fibreboards and allied products

w. Determination of fair values

Fair values have been determined for measurement and disclosure purposes based on the following methods. Where applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

(i) Non-derivative financial assets

Non-derivative financial assets are initially measured at fair value. If the financial asset is not subsequently accounted for at fair value through profit or loss, then the initial measurement includes directly attributable transaction costs. These are measured at amortised cost or at FVTPL. Investments in quoted equity instruments are measured at FVTPL.

(ii) Trade and other receivables

The fair values of trade and other receivables are estimated at the present value of future cash flows, discounted at the market rate of interest at the measurement date. Short-term receivables with no stated interest rate are measured at the original invoice amount if the effect of discounting is immaterial. Fair value is determined at initial recognition and, for disclosure purposes, at each annual reporting date.

(iii) Derivative financial liabilities

The Group uses derivative financial instruments, such as forward currency contracts and interest rate swaps to hedge its foreign currency risks and interest rate risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value.

(iv) Other non-derivative financial liabilities

Other non-derivative financial liabilities are measured at fair value, at initial recognition and for disclosure purposes, at each annual reporting date. Fair value is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the measurement date.

3A. Standards issued but not yet effective

Ind AS 116, Leases

The Holding Company is required to adopt Ind AS 116, Leases from 1 April 2019. Ind AS 116 introduces a single, on-balance sheet lease accounting model for lessees. A lessee recognises a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. There are recognition exemptions for short-term leases and leases of low-value items. Lessor accounting remains similar to the current standard – i.e. lessors continue to classify leases as finance or operating leases. It replaces existing leases guidance, Ind AS 17, Leases.

The Holding Company has completed an initial assessment of the potential impact on its financial statements but has not yet completed its detailed assessment. The quantitative impact of adoption of Ind AS 116 on the financial statements in the period of initial application is not reasonably estimable as at present.

The Holding Company will recognise new assets and liabilities for its operating leases of land, vehicles and office premises facilities (see Note 38). The nature of expenses related to those leases will now change because the Holding Company will recognise a depreciation charge for right-of-use assets and interest expense on lease liabilities.

Previously, the Holding Company recognised operating lease expense on a straight-line basis over the term of the lease, and recognised assets and liabilities only to the extent that there was a timing difference between actual lease payments and the expense recognised.

On preliminary assessment, for leases other than short-term leases and leases of low value assets, the Holding Company will recognise a right-of-use asset and a corresponding lease liability with the cumulative effect of applying the standard by adjusting retained earnings net of taxes. There will be consequent reclassification in the cash flow categories in the statement of cash flows.

Transition

The Holding Company plans to apply Ind AS 116 initially on 1 April 2019, using the modified retrospective approach. Therefore, the cumulative effect of adopting Ind AS 116 will be recognised as an adjustment to the opening balance of retained earnings at 1 April 2019, with no restatement of comparative information.

The Holding Company plans to apply the practical expedient to grandfather the definition of a lease on transition. This means that it will apply Ind AS 116 to all contracts entered into before 1 April 2019 and identified as leases in accordance with Ind AS 17.

RESULTS OF OPERATION

The following table sets forth, for the Fiscal Years indicated, certain items from our Audited Consolidated Financial Statements, in each case also stated as a percentage of total income.

Particulars	Fiscal Year 2019		Fiscal Year 2018	
	(₹ in lakhs)	***% of total revenue***	**(₹ in lakhs)**	***% of total revenue***
INCOME				
Sale of Products	58,262.47		-	
Other Operating Revenue	1,648.92		-	
Revenue from Operations	**59,911.39**	**97.93**	**-**	**-**
Other Income	1,269.50	2.07	-	-
Total Revenue	**61,180.89**	**100.00**	**-**	**-**
EXPENDITURE:			-	-
Cost of Materials Consumed	29,006.74	47.41	-	-
Purchase of Stock in Trade	876.24	1.43	-	-
Changes in inventories of finished goods, work-in-progress and stock in trade	(4,210.18)	(6.88)	-	-
Employees Benefits Expense	8,075.65	13.20	-	-
Finance Costs	2,463.24	4.03	-	-
Depreciation & Amortisation Expense	5,303.34	8.67	-	-
Other Expenses	18,427.41	30.12	5.19	-
Total Expenditure	**59,942.44**	**97.98**	**5.19**	**-**
Profit before Tax	**1,238.45**	**2.02**	**(5.19)**	**-**
Current Tax	(499.41)	(0.82)	-	-
Deferred Tax	2,718.40	4.44	-	-
Profit for the Year	**3,457.44**	**5.65**	**(5.19)**	**-**
Other comprehensive income for the year	62.72	0.10	-	-
Total comprehensive income for the year	**3,520.16**	**5.75**	**(5.19)**	**-**

The financial results for FY 18 and FY 19 are not comparable since the figures for FY 18 are prior to giving effect to the Scheme and the figures for FY 19 are post giving effect to the Scheme.

Principal Components of our Statement of Profit and Loss Account:

Revenues

<u>*Revenue from operations*</u>

We derive substantial portion of our total revenues from our revenue from operations, which consists of (i) revenues from sale of products which comprises sale of manufactured goods and traded goods, and (ii) other operating revenues which comprises Government Grants, export incentives and miscellaneous income.

Other Income

In addition to our revenue from operations, we derive other income in the form of (i) interest income, (ii) Unspent liabilities no longer required written back, (iii) foreign exchange fluctuations, and (iv) miscellaneous income.

Expenditure

Our expenditure consists of the following:

(i) Cost of materials consumed: includes cost for timber, veneer, chemicals, plywood, paper and others.

(ii) Purchase of stock in trade: includes plywood and allied Products and MDF boards.

(iii) Changes in inventories of finished goods, work-in-progress and stock in trade.

(iv) Employees benefits expense: includes expenditure on salary, wages and bonus, contribution to provident and other funds, expenses related to post-employment defined benefit plan, expenses related to compensated absences and staff welfare expenses.

(v) Finance costs: includes expenditure on interest and other borrowing costs.

(vi) Depreciations and amortisation expense: comprises of expenses from depreciation of tangible assets and amortisation of intangible assets.

(vii) Other expenses which primarily includes consumption of stores and spares, power and fuel, rent, repairs to building, repairs to plant and equipment, insurance, rates & taxes, travelling expenses, freight and delivery expenses, export expenses, advertisement and sales promotion, legal expenses, Vehicle expenses, yard expenses and other general expenses.

Tax Expenses

Tax expenses comprise current tax (net of minimum alternate tax credit) and deferred taxes. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date.

Liquidity and capital resources

As of March 31, 2019, we had cash and cash equivalents of INR 1,956,59 lakhs. Cash and cash equivalents primarily consist of (i) cash and cash equivalents comprising of cash on hand, balances with banks (on current accounts and on deposit accounts) Our liquidity requirements have been to finance our working capital requirements for operations and our capital expenditures. Historically, we have relied on the cash flows from (i) customers; (ii) internal accruals; and (iii) debt financing through bank loans.

Net Cash Flows

The following table sets forth certain data from our cash flow statement:

(` in lakhs)

Particulars	**For the year ended March 31, 2019**	**For the year ended March 31, 2018**
Net cash generated from/ (used in) operating activities	1,693.79	(4.93)
Net cash generated from/ (used in) investing activities	(10,464.59)	-
Net cash generated from/ (used in) financing activities	10,206.23	10.00
Net increase/(decrease) in cash and cash equivalents	**1,435.43**	**5.07**
Cash and cash equivalents at beginning of the year	5.07	-
Add: Amount pursuant to Scheme of Arrangement	516.09	**-**
Cash and cash equivalents at the end of the year	**1,956.59**	**5.07**

Cash Flows Generated From/ (Used in) Operating Activities

Net cash generated from operations after adjustment made for working capital changes amounted to INR 1,693.79 lakhs in Fiscal Year 2019. This amount consisted of profit before taxation amounting to INR 1,238.45 lakhs, as adjusted for cash flows generated primarily from (i) depreciation and amortization expenses, (ii) finance costs, (iii) unrealised foreign exchange fluctuations and (iv) government grants.

Cash Generated from/ (Used in) Investing Activities

Net cash used in investing activities amounted to INR 10,464.59 lakhs in Fiscal Year 2019. This amount consisted of cash used primarily for the acquisition of property, plant and equipment amounting to INR 10,541.02 lakhs.

Net Cash (Used in)/ Generated from Financing Activities

Net cash flow generated from financing activities amounted to INR 10,206.23 lakhs in Fiscal Year 2019. This amount consisted of cash generated from long term borrowings INR 13,275.59 lakhs, cash generated from short term borrowings INR 1,429.19 lakhs, repayment of long term borrowings amounting to INR 1,835.66 lakhs and payment of interest amounting to INR 2,650.24 lakhs.

Indebtedness

Long Term Borrowings

(` in lakhs)

Particulars	**As at March 31, 2019**	**As at March 31, 2018**
Secured		
Term Loans (A)		
From Banks		
Foreign Currency Loans	38,646.86	-
Rupee Loans	13,479.19	-
Total	**52,126.05**	**-**
Less: Current maturities of Long-Term Borrowings	7,663.70	-
Total (A)	**44,462.35**	**-**
Deferred payment liabilities (B)	1,983.63	-
Less: Current maturities of deferred payment liabilities	479.45	-
Total (B)	**1,504.18**	**-**
Total (A + B)	**45,966.53**	**-**

Short Term Borrowings

(` in lakhs)

Particulars	**As at March 31, 2019**	**As at March 31, 2018**
Secured (A)		
From Banks		
Foreign currency loan - buyers credit	256.47	-
Foreign currency loan - Packing Credit	291.43	-

Rupee loans - repayable on demand	1,688.81	-
Total (A)	**2,236.71**	**-**
Unsecured (B)		
From Banks		
Channel finance assurance facility	210.65	-
Foreign currency loan - bill discounting	159.68	-
Rupee loans - bill discounting	1,934.66	-
Total (B)	**2,304.99**	**-**
Total (A + B)	**4,541.70**	**-**

Contingent Liabilities and Commitments

For details in relation to our contingent liabilities and commitments in Fiscal Year 2019, please see "*Financial Statements*" on page number 156 of this Information Memorandum.

Related Party Transactions

For details in relation to the related party transactions entered by our Company during the Fiscal Year 2019, see the section "*Financial Statements*" on page number 156 of this Information Memorandum.

Reservations, Qualifications and Adverse Remarks Included in Financial Statements

There have been no reservations or qualifications or adverse remarks of our Statutory Auditors in the reports for financial years 2019 and 2018.

Changes in accounting policies

For details in relation to changes in accounting policies, please see "*Financial Statements*" on page number 156 of this Information Memorandum.

Segment Reporting

For details in relation to segment reporting, please see "*Financial Statements*" on page number 156 of this Information Memorandum.

SECTION VIII - LEGAL AND OTHER INFORMATION

Our Company has disclose in this Information Memorandum, (i) all criminal proceedings; (ii) all actions by statutory or regulatory authorities; (iii) disciplinary actions including penalty imposed by SEBI or Stock Exchanges against the Promoters in the last 5 financial years including outstanding action (iv) claims related to direct and indirect taxes; and (iv) and any other material litigation, in each case involving our Company, our Directors, our Subsidiary and our Promoters. Further, litigation involving the Group Companies, which may have a material impact on the Company are required to be disclosed.

*In relation to (iv) above, our Board in its meeting held on July 19, 2019, has considered and adopted a policy of materiality for identification of material litigation (the "**Materiality Policy**").*

As per the Materiality Policy, any outstanding litigations involving our Company, our Directors, our Subsidiary, our Promoters in which the aggregate monetary amount involved is in excess of INR 1 crore would be considered as material.

I. LEGAL PROCEEDINGS

A. Litigations involving our Company

3. **Criminal proceedings against our Company:** ***None***

4. **Criminal proceedings by our Company**

   Our Company has filed 12 cases against various debtors under Section 138 of Negotiable Instruments Act, 1881 in relation to dishonor of various cheques issued by such debtors. These cases are at various stages of adjudication and are currently pending.

   Our Company has filed 1 case of defamation against Pinnacle Enterprises, Mumbai and its proprietor, Mr. Dilip Jain under Section 500 of IPC. Further, our Company has filed F.I.R against an ex-employee, Mr. Asif Raza under Section 408 of IPC, for committing fraud of INR 70,50,000/-.

5. **Material civil proceedings against our Company**

   There are no material civil proceedings against our Company basis the materiality threshold set out above.

6. **Material civil proceedings by our Company**

   There are no material civil proceedings initiated by our Company basis the materiality threshold set out above.

7. **Actions by regulatory/statutory authorities against our Company**

   None

8. **Tax proceedings against our Company**

Nature of Tax	Number of Cases Outstanding	Amounts involved (in INR and in Lakhs)
II. Direct Tax		
A. Income Tax Act, 1961	**Nil**	**Nil**
III. Indirect Tax		
A. Sales Tax and VAT	**Nil**	**Nil**
B. Service Tax	**5**	**630.66**
C. Customs	**2**	**398.41**
Total (I + II)	**7**	**1029.07**

9. There are no litigations involving our Company's Directors, Promoters, Subsidiaries.

10. Further, there are no litigations involving the Group Companies which have a material impact on our Company**.**

11. SEBI conducted an investigation into the trading activities of certain entities in illiquid stock options at BSE for the period April 1, 2014 to September 30, 2015. Basis this investigation it was observed that Ms. Santosh Mittal, wife of Mr. Shiv Prakash Mittal and part of Promoter Group, had indulged in execution of reversal trades in the stock options segment of BSE during the investigation period. Such trades were observed to be non-genuine in nature and created false or misleading appearance of trading in terms of artificial volumes in stock options and therefore alleged to be manipulative and deceptive in nature. In view of the same SEBI initiated adjudication proceedings against the noticee for violation of the provisions of Regulations 3(a), 3(b), 3(c), 3(d), 4 (1) and 4 (2a) of SEBI (Prohibition of Fraudulent and Unfair Trade Practices) Regulations, 2003. The Adjudicating Officer of SEBI after having considered all the facts and circumstances of the case, the material available on record, the factors mentioned in Section 15J of the SEBI Act imposed a penalty of Rs.5,00,000 (Rupees Five Lakh only) on the noticee viz. Ms. Santosh Mittal under the provisions of Section 15HA of the SEBI Act. The same has since been settled.

II. Outstanding Dues to Creditors

Outstanding dues to small scale undertakings or any other creditors

The details of outstanding dues to creditors, as on March 31, 2019, are as follows:

(in Rs. lakh)

Particulars	No. of creditors	Amount due
Micro, small or medium enterprises*	3	0.81
Material creditors	NA	-
Other Creditors	1096	8,156.08
Total Creditors	1099	8,156.88

**Based on available information regarding status of suppliers as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as of March 31, 2019.*

III. Neither our Company nor our Promoters or Directors have been declared as willful defaulters by the RBI.

IV. GOVERNMENT APPROVALS

On transfer of the Demerged Undertaking of Greenply to our Company under the Scheme, all permits, rights, entitlements, bids, tenders, registration and other licences, letters of intent, expressions of interest, development rights (whether vested or potential and whether under agreements or otherwise), patent, trademarks, copyrights, records, designs, and all relevant intellectual property rights in the aforesaid, municipal permissions, approvals, consents, subsidies, tenancies in relation to the offices, and/or residential properties for the employees, privileges, income tax benefits and exemptions under the Income Tax Act (or any statutory modification or reenactment thereof for the time being in force), all other rights including sales tax deferrals and exemptions and other benefits, lease rights and the rights in relation thereto, receivables, and liabilities related thereto, licences, powers and facilities of every kind, nature and description whatsoever, rights to use and avail of telephones, telexes, facsimile connections and installations, utilities, electricity and other services, provisions and benefits of all agreements, contracts and arrangements and all other interests in connection with or relating to the Demerged Undertaking stand transferred to and vested in or be deemed to be transferred to and vested in our Company as if the same were originally given or issued to or executed in favour of our Company, and the rights and benefits under the same shall be available to our Company.

Our Company was incorporated under CA 2013 and has the following registrations:

a) Incorporation Details

Certificate of incorporation dated issued by the RoC to our Company

b) Approvals from Tax Authorities

- The Permanent Account Number of our Company is AAHCG1211B.

- The Tax Deduction Number of our Company for: (a) manufacturing unit in Uttarakhand and administrative offices is MRTG07994A; and (b) manufacturing unit in Andhra Pradesh is HYDG19367F.
- Import Export Code is AAHCG1211B.
- Goods and Services Tax Registration:

Unit/Location	**GST Registration Number**
Kolkata	19AAHCG1211B1Z9
Gurgaon	06AAHCG1211B1ZG
Rudrapur Unit -I	05AAHCG1211B2ZH
Rudrapur Unit -II	05AAHCG1211B1ZI
Andhra	37AAHCG1211B1ZB

c) Other governmental approvals

Our Company is required to obtain various approvals and licenses under various laws, rules and regulations in order to carry on the business in India. These include amongst others:

a. Factory license obtained under Factories Act, 1948;
b. Trade licenses from the relevant municipal corporation;
c. Approval under the Indian Forest Act, 1927.

SECTION IX – OTHER REGULATORY AND STATUTORY DISCLOSURES

(a) Authority for Listing

The Guwahati Bench of the Hon'ble NCLT, vide its order dated 28th June, 2019 has sanctioned the Scheme. Pursuant to the Scheme, the Demerged Undertaking shall stand transferred and vested from Greenply to our Company. The appointed date of the Scheme is April 1, 2018. The Scheme, though operative from the appointed date, shall become effective from the Effective Date (that is the date on which the certified true copy of the order sanctioning the Scheme has been submitted with the Registrar of Companies, i.e. on July 1, 2019). In accordance with the said Scheme, the Equity Shares of our Company issued pursuant to the Scheme shall be listed and admitted to trading on NSE and BSE. Such listing and admission for trading is not automatic and will be subject to fulfillment of listing criteria by our Company as permitted by NSE and BSE for such issues and also subject to such other terms and conditions as may be prescribed by BSE and NSE at the time of the application for listing by our Company.

(b) Statement

Our Company, Promoters, Promoter Group, Directors, person(s) in control of the Promoters or Company, if applicable, are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by the Securities and Exchange Board of India or any securities market regulator in any other jurisdiction or any other authority/court.

(c) It is hereby confirmed that our Company, our Promoters and the Promoter Group is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.

(d) Eligibility Criterion

There being no initial public offering or rights issue, the eligibility criteria prescribed under the SEBI ICDR Regulations are not applicable. However, SEBI, vide its letter no. CFD/DIL-J/YJ/AC/26575/2019 dated October 9, 2019, granted relaxation of clause (b) to sub-rule (2) of Rule 19 of SCRR thereof by making an application to SEBI under sub-rule (7) of Rule 19 of the SCRR as per the SEBI Circular. Our Company submitted this Information Memorandum, containing information about our Company, making disclosures in line with the disclosure requirement for public issues, as applicable to BSE and NSE and the Information Memorandum shall be made available to public through the respective websites of the Stock Exchanges i.e., www.bseindia.com and www.nseindia.com. Our Company shall make the Information Memorandum available on its website at www.greenpanel.com. Our Company has published an advertisement in the newspapers containing its details as per the SEBI Circular with the details required in terms of Annexure A Part III (A) para 2 sub-clause 5 of the SEBI Circular. The advertisement draws specific reference to the availability of the Information Memorandum on our Company's website.

(e) Disclaimer

It is to be distinctly understood that submission of this Information Memorandum to the SEBI should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or the project for which the issue is proposed to be made or for the correctness of the statements made or opinions expressed in the Information Memorandum**.** The filing of the Information Memorandum does not, however, absolve our Company from any liabilities under the CA 2013 or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed listing.

(f) Association with the Securities Market

None of our Directors are associated with the securities market in any manner. No action has been initiated by SEBI against against any of our Directors in the past 5 years preceding the date of this Information Memorandum.

(g) Caution

Our Company accepts no responsibility for statement made otherwise than in the Information Memorandum or in the advertisements to be published in terms of SEBI Circulars or any other material issued by or at the instance of our Company and anyone placing reliance on any other source of information would be doing so at his or her own risk. All information shall be made available by our Company to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner.

(h) Disclaimer-NSE

As required, a copy of this Information Memorandum has been submitted to NSE. NSE has by its letter dated 15th November 2018 given its 'no-objection' to the Composite Scheme of Arrangement under clause 24(f) of the Listing Agreement and by virtue of that approval, NSE's name has been inserted in this Information Memorandum as one of the stock exchanges on which the Equity Shares are proposed to be listed.

NSE does not in any manner:

- warrant, certify or endorse the correctness or completeness of any of the contents of this Information Memorandum; or
- warrant that the Company's securities will be listed or will continue to be listed on NSE; or
- take any responsibility for the financial or other soundness of the Company.

It should not for any reason be deemed or construed to mean that this Information Memorandum has been cleared or approved by NSE.

Every person who desires to apply for or otherwise acquires any securities of the Company may do so pursuant to an independent inquiry, investigation and analysis and shall not have any claim against NSE whatsoever by reason of any loss, which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

(i) Disclaimer-BSE

As required, a copy of this Information Memorandum has been submitted to BSE. BSE has by its letter dated 15th November 2018 given its 'no-objection' to the Composite Scheme of Arrangement under clause 24(f) of the Listing Agreement and by virtue of that approval, BSE's name has been inserted in this Information Memorandum as one of the stock exchanges on which the Equity Shares are proposed to be listed.

BSE does not in any manner:

- warrant, certify or endorse the correctness or completeness of any of the contents of this Information Memorandum; or
- warrant that the Company's securities will be listed or will continue to be listed on BSE; or
- take any responsibility for the financial or other soundness of the Company.

It should not for any reason be deemed or construed to mean that this Information Memorandum has been cleared or approved by BSE.

Every person who desires to apply for or otherwise acquires any securities of the Company may do so pursuant to an independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss, which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

(j) Filing

This Information Memorandum has been filed with BSE and NSE.

(k) Listing

Applications will be made to BSE and NSE for permission to deal in and for an official quotation of the Equity Shares of our Company. Our Company has nominated BSE Limited as the Designated Stock Exchange for the aforesaid listing of the shares. Our Company shall ensure that it takes all steps for completion of necessary formalities for listing and commencement of trading at all the Stock Exchanges mentioned above within such period as approved by SEBI.

(l) In-principle Approval from BSE and NSE

Our Company has received in-principle approval for listing of its Equity Shares from BSE bearing no. DCS/AMAL/BA/IP/1588/2019-20 dated 23rd September 2019 and from NSE bearing no. NSE/LIST/9 dated 6th September 2019. Our Company shall make the applications for final listing and trading approvals from BSE and NSE.

(m) SEBI Relaxation of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957

The Securities and Exchange Board of India has given relaxation of Rule 19(2) (b) of the Securities Contracts (Regulation) Rules, 1957 to our Company vide their letter CFD/DIL-J/YJ/AC/26575/2019 dated October 9, 2019.

(n) Identification as willful defaulter by RBI

Our Company, Promoters, Group Companies and the relatives (as per CA 2013) of Promoters have not been identified as willful defaulters by Reserve Bank of India or other authorities.

(o) Demat Credit

Our Company has executed tripartite agreement dated June 24, 2019 with the Registrar & Share Transfer Agent and NSDL and tripartite agreement dated June 18, 2019 with Registrar & Share Transfer Agent and CDSL for admitting its securities in demat form.

(p) Expert Opinions

Save as stated elsewhere in this Information Memorandum, our Company has not obtained any expert opinions.

(q) Promise vis-à -vis performance

Our Company has not made any prior public or rights issue of securities.

(r) Previous Rights and Public Issues

Our Company has never made any public issue, rights issue of equity shares since incorporation.

(s) Capital Issue in the last 3 years

One of our Group Company, Greenply has raised INR 5,000 lakhs through Qualified Institutional Placement (QIP) in FY 16-17 at INR 257 per share by issuing 19,45,525 equity shares of face value of INR 1 each. Current market price is Rs. 155.05 as on October 14, 2019. The date of closure of the QIP was August 11, 2016.

Other than as stated above, neither our Company, nor any other Group Companies have made any capital issue during the last 3 years.

(t) Consent

Our Company has obtained consent from our Directors, Statutory Auditor, Legal Advisor, Registrar and Share Transfer Agent, bankers to our Company and CARE Advisory.

(u) Commission and brokerage on previous issues

Since our Company has not issued shares to the public in the past, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since its inception.

(v) Outstanding debentures or bonds and redeemable preference shares and other instruments issued by our Company

There are no outstanding debentures or bonds and redeemable preference shares and other instruments issued by our Company.

(w) Stock Market Data for Equity Shares

The Equity Shares of our Company are not listed on any stock exchange. Our Company is seeking approval for listing of its Equity Shares through this Information Memorandum.

(x) Allotment of shares pursuant to the Scheme

Our Company has issued and allotted Equity Shares on July 19, 2019 to eligible shareholders pursuant to the Scheme. The allotment advice and share certificates, where applicable, are being dispatched to the shareholders.

(y) Disposal of Investor Grievance of our Company

Maheshwari Datamatics Private Limited are the Registrar and Share Transfer Agents of our Company. All investor grievances would be redressed within an average period of 15 days from the date of its receipt by our Company or its Share Transfer Agent. Investors can contact our Company's Share Transfer Agent or the Compliance Officer or the Secretarial Department of our Company in case of any share transfer related problem. The addresses and contact numbers are given elsewhere in this Information Memorandum. For quicker response, investors are requested to mention their contact numbers and email addresses while communicating their grievances.

Our Company has appointed Mr. Banibrata Desarkar as the Company Secretary and Compliance Officer of our Company and he may be contacted in case of any queries at the following address:

Address: M/s. Greenpanel Industries Limited,
Thapar House, 2nd Floor,
163, S P Mukherjee Road, Kolkata – 700026
Phone: 033 40840600
Email: investor.relations@greenpanel.com

No investor grievances or complaints have been received during the preceding 3 years and upto the date of this Information Memorandum.

(z) Changes in auditors

M/s. S P Shaw & Co. (FRN 314229E) were the first auditors of our Company from the date of incorporation i.e. December 13, 2017 till March 31, 2018. The Members of our Company in the First Annual General Meeting held on August 28, 2018 has approved the appointment of M/s. S S Kothari Mehta & Co., Chartered Accountants for a period of 5 years i.e. to hold office till the conclusion of the 6th Annual general meeting to be held in the calendar year 2023.

(aa) Capitalisation of reserves or profits or revaluation of assets

There has been no capitalization of our reserves or profits or revaluation of our assets since incorporation to the date of this Information Memorandum.

ARTICLES OF ASSOCIATION

[Pursuant to Schedule I (see Sections 4 and 5) to the Companies Act, 2013)] FORM NO. INC-34
***Table F as notified under schedule I of the companies Act, 2013 is applicable to the company**

SPICe AOA
(e-Articles of Association)

GREENPANEL INDUSTRIES LIMITED	
A COMPANY LIMITED BY SHARES	
Article No	Description
	Interpretation
I	1 In the interpretation of these Articles, unless repugnant to the subject or context: 1.1"Act" Means the Companies Act, 2013 or any other statutory modification(s) or re-enactment(s) thereof for the time being in force.

	1.2 "Annual General Meeting" Means a general meeting of the members held in accordance with the provisions of Section 96 of the Act or any adjourned meeting thereof. 1.3"Auditors" Means and include those persons appointed as such for the time being by the Company or, where so permitted by Applicable Law, by its Board. 1.4 "Applicable Law" Means the Act, and as appropriate, includes any statute, law, listing agreement, regulation, ordinance, rule, judgment, order, decree, bye-law, clearance, directive, guideline, policy, requirement, notifications and clarifications or other governmental instruction or any similar form of decision of, or determination by, or any interpretation or administration having the force of law of any of the foregoing, by any governmental authority having jurisdiction over the matter in question, or mandatory standards as may be applicable from time to time. 1.5"Beneficial Owner" Means and include beneficial owner as defined in clause (a) sub-Section (1) of Section 2 of the Depositories Act, 1996 or such other Act as may be applicable. 1.6 "Board Meeting" Means a meeting of the Directors or a committee thereof duly called and constituted. 1.7 "Board" or "Board of Directors" Means the collective body of directors of the Company. 1.8 "Capital" Means the share capital for the time being raised or authorised to be raised, for the purpose of the Company. 1.9 "Chairperson" Shall mean the Person who acts as a chairperson of the Board of the Company. 1.10 "Committee" Means any committee of the Board of Directors of the Company formed as per the requirements of Act or for any other purpose as the Board may deem fit.

1.11 "Company" or "This Company" Means Greenpanel Industries Limited.

1.12 "Debenture" Includes debenture-stock, bonds and any other debt securities of the Company, whether constituting a charge on the assets of the Company or not.

1.13 "Depositories Act" Shall mean the Depositories Act, 1996 and includes any statutory modification or enactment thereof

1.14 "Depository" Shall mean a depository as defined in clause (e) sub-section (1) of section 2 of the Depositories Act, 1996 and includes a company formed and registered under the Companies Act, 1956 which has been granted a certificate of registration under sub Section (1A) of section 12 of the Securities and Exchange Board of India Act, 1992.

1.15 "Director" Means the director of the Company for the time being, appointed as such.

1.16 "Dividend" Includes interim dividend.

1.17 "Extraordinary General Meeting" Means an extraordinary general meeting of the Members duly called and constituted and any adjourned meeting thereof.

1.18 "Electronic Mode" Means carrying out electronically based, whether main server is installed in India or not, including, but not limited to:

i. business to business and business to consumer transactions, data interchange and other digital supply transactions;

ii. offering to accept deposits or inviting deposits or accepting deposits or subscriptions in securities, in India or from citizens of India;

iii. financial settlements, web based marketing, advisory and transactional services, database services and products, supply chain management;

iv. online services such as telemarketing, telecommuting, telemedicine, education and information research; and all related data communication services

	v. whether conducted by e-mail, mobile devices, social media, cloud computing, document management, voice or data transmission or otherwise vi. video conferencing, audio- visual methods, net conferencing and/or any other electronic communication 1.19 "In writing" or "written" Means and include printing, typing, lithographing, computer mode and other modes of representing or reproducing words in visible form. 1.20 "Independent Director" Means a Director fulfilling the criteria of independence and duly appointed as per Applicable Law. 1.21 "Key Managerial Personnel" Means such persons as defined in Applicable Law. 1.22 "Managing Director" Means a Director who, by virtue of the articles of the Company or an agreement with the Company or a resolution passed in its General Meeting, or by its Board of Directors, is entrusted with substantial powers of management of the affairs of the Company and includes a Director occupying the position of managing director, by whatever name called. 1.23 "Meeting" or "General Meeting" Means a meeting of Members. 1.24 "Members" As defined under Section 2 (55) of the Act. 1.25 "Month" Means a calendar month. 1.26 "Office" Means the registered office of the Company. 1.27. "Ordinary Resolution" Means a resolution referred to in Section 114 of the Act.

	1.28 "Persons" Includes any artificial juridical person, corporations or such other entities as are entitled to hold property in their own name. 1.29 "Postal Ballot" Means voting by post through postal papers distributed amongst eligible voters and shall include voting by Electronic Mode or any other mode as permitted under Applicable Law. 1.30 "Register of Beneficial Owners" Means the register of members in case of shares held with a Depository in any media as may be permitted by law, including in any form of Electronic Mode. 1.31 "Register of Members" Means the register of Members, including any foreign register which the Company may maintain pursuant to the Act and includes Register of Beneficial Owners. 1.32 "Registrar" Means the Registrar of Companies of the state in which the Office of the Company is for the time being situated. 1.33 "Seal" Means the common seal of the Company. 1.34 "Section" Means the relevant section of the Act; and shall, in case of any modification or re-enactment of the Act shall be deemed to refer to any corresponding provision of the Act as so modified or reenacted. 1.35 "Security" Means Shares, Debentures and/or such other securities as may be treated as securities under Applicable Law. 1.36 "Shares" Means the shares into which the Capital of the Company is divided whether held in tangible or fungible form. 1.37 "Special Resolution" Means a resolution referred to in Section 114 of the Act.

	1.38 "These Presents" Means the Articles of Association of the Company. Term(s) and phrase(s) not specifically defined in these Articles shall bear the same meaning as assigned to the same in the Act or the rules framed thereunder. Words importing the singular number include, where the context admits or requires, the plural number and vice versa. Words importing the masculine gender only include the feminine gender and vice versa. ARTICLES TO BE CONTEMPORARY IN NATURE 2. The intention of these Articles is to be in consonance with the contemporary rules and regulations prevailing in India. If there is an amendment in any Act, rules and regulations allowing what were not previously allowed under the statute, the Articles herein shall be deemed to have been amended to the extent that Articles will not be capable of restricting what has been allowed by the Act by virtue of an amendment subsequent to registration of the Articles. COPIES OF MEMORANDUM AND ARTICLES TO BE SENT TO MEMBERS 3. Copies of memorandum and articles of association of the Company shall be furnished to every shareholder of the Company at his request on payment of an amount as may be fixed by the Board to recover reasonable cost and expenses, not exceeding such amount as fixed under Applicable Law.
	Share capital and variation of rights
II.1	1 .1. AMOUNT OF CAPITAL The authorized share capital of the Company shall be the share capital as specified in the memorandum of association, with power to increase and reduce the Capital of the Company

	and to divide the Shares in the Capital for the time being into several classes as permissible in Applicable Law and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by the Board, and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions. 1.2. INCREASE OF CAPITAL BY THE COMPANY AND HOW CARRIED IN TO EFFECT Subject to Applicable Law, the Board may, from time to time, increase the Capital by the creation of new Shares. Such increase shall be of such aggregate amount and to be divided into such Shares of such respective amounts, as the resolution of the Board shall prescribe. Subject to the provisions of the Act, any Shares of the original or increased Capital shall be issued upon such terms and conditions and with such rights and privileges annexed thereto, as the Board shall determine, and in particular, such shares may be issued with a preferential or qualified right to dividends, or otherwise, or with a right to participate in some profits or assets of the Company, or with such differential or qualified right of voting at General Meetings of the Company, as permitted in terms of Section 47 of the Act or other Applicable Law. Whenever the Capital of the Company has been increased under the provisions of this Article, the Directors shall comply with the provisions of Section 64 of the Act or any such compliance as may be required by the Act for the time being in force.
2	NEW CAPITAL PART OF THE EXISTING CAPITAL 1. Except in so far as otherwise provided in the conditions of issue of Shares, any Capital raised by the creation of new Shares shall be considered as part of the existing Capital, and shall be subject to provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise. ISSUE OF REDEEMABLE PREFERENCE SHARES 2. Subject to the provisions of Section 55 of the Act and other Applicable Law, preference shares may be issued from time to time, on the terms as may be decided at the time of the issue. Further, 2.1. Such preference shares shall always rank in priority with respect to payment of Dividend or repayment of Capital vis-à-vis equity shares;

	2.2. The Board may decide on the participation of preference shareholders in the surplus Dividend, type of preference shares issued whether cumulative or otherwise, conversion terms into equity if any; 2.3. The Board may decide on any premium on the issue or redemption of preference shares. PROVISIONS APPLICABLE TO OTHER SECURITIES: 3. The Board shall be entitled to issue, from time to time, subject to Applicable Law, any other Securities, including Securities convertible into Shares, exchangeable into Shares, or carrying a warrant, with or without any attached Securities, carrying such terms as to coupon, returns, repayment, servicing, as may be decided by the terms of such issue. Such Securities may be issued at premium or discount, and redeemed at premium or discount, as may be determined by the terms of the issuance: Provided that the Company shall not issue any Shares or Securities convertible into Shares at a discount.
3	FURTHER ISSUE OF CAPITAL 1. Where at any time it is proposed to increase the subscribed Capital of the Company by allotment of further Shares, then: 1.1. Such further Shares shall be offered to the persons who on the date of the offer, are holders of the equity shares of the Company, in proportion as nearly as circumstances admit, to the Capital paid-up on those shares at the date. 1.2. Such offer shall be made by a notice specifying the number of shares offered and limiting the time as per the applicable provisions of the Act and subject to the Applicable Law from time to time and the offer if not accepted within that time limit, will be deemed to have been declined.

	1.3. The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred above shall contain a statement of this right. 1.4 After the expiry of the time specified in the aforesaid notice or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner as they think most beneficial to the interest of the Company. 2. Notwithstanding anything contained in the Article no. 3.1 the further Shares aforesaid may be offered in any manner whatsoever, to: 2.1. employees under a scheme of employees' stock option scheme 2.2. to any persons on private placement or on preferential basis, whether or not those persons include the persons referred to Article no. 3.1, either for cash or for a consideration other than cash, if so decided by a Special Resolution, as per Applicable Law. 3. Nothing in Article no. 3.2.2 hereof shall be deemed; 3.1. To extend the time within which the offer should be accepted; or 3.2. To authorise any person to exercise the right of renunciation for a second time, on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation. 4. Nothing in this Article shall apply to the increase of the subscribed Capital of the Company: 4.1. caused by the exercise of an option attached to the Debenture issued by the Company to convert such Debentures or loans into shares in the Company;

4.2. Provided that the terms of issue of such Debentures or the terms of such loans containing such an option have been approved before the issue of such Debentures or the raising of loan by a Special Resolution passed by the Company in General Meeting.

SHARES AT THE DISPOSAL OF THE DIRECTORS

5. Subject to the provisions above, and of Section 62 of the Act, the Shares and Securities of the Company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such person, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and to give to any person or persons the option or right to call for any Shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot Shares in the Capital of the Company or other Securities on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any Shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares. Provided that option or right to call of Shares shall not be given to any person or persons without the sanction of the Company in the General Meeting.

6. If the Company shall offer any of its Shares to the public for subscription the amount payable on application on each Share shall not be less than such amount as may be prescribed under Applicable Law.

POWER TO ISSUE SHARES OUTSIDE INDIA

7. Pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Act, and subject to such approvals, permissions and sanctions as may be necessary from the Government of India, Reserve Bank of India and/or any other authorities or institutions as may be relevant (hereinafter collectively referred to as “Appropriate Authorities”) and subject to such terms and conditions or such modifications thereto as may be prescribed by them in granting such approvals, permissions and sanctions, the Company will be entitled to issue and allot in the international capital markets, equity Shares and/or any instruments or Securities (including Global Depository Receipts) representing equity Shares, any such instruments or securities being either with or without detachable warrants attached thereto entitling the warrant holder to Equity Shares/instruments or securities (including Global Depository

	Receipts) representing equity Shares, (hereinafter collectively referred to as "the Securities", for the purpose of this Article) to be subscribed to in foreign currency / currencies by foreign investors(whether individuals and/or bodies corporate and/or institutions and whether shareholders of the Company or not) for an amount, inclusive of such premium as may be determined by the Board. Such issue and allotment to be made on such occasion or occasions, at such value or values, or at a premium and in such form and in manner and on such terms and conditions or such modifications thereto as the Board may determine in consultation with lead manager and/or underwriters and/or legal or other advisors, or as may be prescribed by the Appropriate Authorities while granting their approvals, permissions and sanctions as aforesaid which the Board be and is hereby authorized to accept at its sole discretion. The provisions of this Article shall extend to allow the Board to issue such foreign Securities, in such manner as may be permitted by Applicable Law. ACCEPTANCE OF SHARES 8. Any application signed by or on behalf of an applicant, for Shares in the Company, followed by an allotment of any Share shall be an acceptance of shares within the meaning of these Articles and every person who, does or otherwise accepts Shares and whose name is on the Register of Members shall for the purpose of these Articles, be a Member. RESTRICTION ON PURCHASE OR IN GIVING LOANS BY COMPANY FOR PURCHASE OF ITS OWN SECURITIES 9. Except as provided in these Articles, none of the funds of the Company shall be employed in giving, directly or indirectly, any financial assistance for the purpose of any purchase or subscription of Securities of the Company, except as permitted by Section 70 of the Act.
4	PRIVATE PLACEMENT 1. The Board may, from time to time, offer any Securities on private placement basis, to such persons as the Board may determine, provided that such private placement shall comply with Applicable Law. CALL TO BE A DEBT PAYABLE IMMEDIATELY

2.The money (if any) which the Board shall, on the allotment of any Security being made by them require or direct to be paid by way of call or otherwise in respect of any Security allotted by them shall immediately on the insertion of the name of the allottee in the Register of Members as the name of the holder of such Securities, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

LIABILITY OF MEMBERS

3. Every member, or his heirs, executors or administrators shall pay to the Company the portion of the Capital represented by his Share(s) which may, for the time being, remain unpaid thereon, in such amounts, at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require or fix for the payment thereof.

SHARES NOT TO BE HELD IN TRUST

4. Except as required by law, no person shall be recognized by the Company as holding any Share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any Share, or any interest in any fractional part of a Share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any Share except an absolute right to the entirety thereof in the registered holder.

JOINT HOLDERS OF SHARES

5. (a)If any Share stands in the names of two or more persons, the person first named in the register shall, be entitled to delivery of the certificate relating to such Shares as well as to the receipt of dividends or bonus or service of notice and all or any earlier matter connected with the Company, except voting at meetings and the transfer of the Shares, be deemed the sole holder thereof, but the joint holders of a Share shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such Shares for all incidents thereof according to the Company's regulations.

	(b) On the death of any one of such joint holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to or interest in such Share but the Directors may require such evidence of death as they may deem fit.
5	REGISTER OF MEMBERS AND INDEX 5.1. The Company shall maintain a Register of Members and index in accordance with Section 88 of the Act. The details of shares held in physical or dematerialized forms may be maintained in a media as may be permitted by law including in any form of electronic media. 5.2. A member, or other Security holder or Beneficial Owner may make inspection of Register of Members and annual return. Any person other than the Member or Debenture holder or Beneficial Owner of the Company shall be allowed to make inspection of the Register of Members and annual return on payment of Rs. 50 or such higher amount as permitted by Applicable Law as the Board may determine, for each inspection. Inspection may be made during business hours of the Company during such time, not being less than 2 hours on any day, as may be fixed by the company secretary from time to time. 5.3. Such person, as referred to in Article 5.2 above, may be allowed to make copies of the Register of Members or any other register maintained by the Company and annual return, and require a copy of any specific extract therein, on payment of Rs. 10for each page, or such higher amount as permitted under Applicable Law. FOREIGN REGISTERS 5.4. The Company may also keep a foreign register in accordance with Section 88 of the Act containing the names and particulars of the Members, Debenture- holders, other Security holders or Beneficial Owners residing outside India; and the Board may (subject to the provisions of aforesaid Section) make and vary such regulations as it may thinks fit with respect to any such register.
6	SHARE CERTIFICATES SHARE CERTIFICATE TO BE NUMBERED PROGRESSIVELY

	1. The shares certificates shall be numbered progressively according to their several denominations specify the shares to which it relates and bear the Seal of the Company. Every forfeited or surrendered share certificate shall continue to bear the number by which the same was originally distinguished. Provided however that, the provision relating to progressive or distinctive numbering of shares shall not apply to the shares of the Company which are dematerialized or may be dematerialized in future or issued in future in dematerialized form. LIMITATION OF TIME FOR ISSUE OF CERTIFICATES 2. Every Member, other than a Beneficial Owner, shall be entitled, without payment, to one or more certificates in marketable lots, for all the Shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors may from time to time determine) to several certificates each for one or more of such Shares and the Company shall complete and have ready for delivery of such certificates, within such time permissible under Applicable Law, from the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its Shares as the case may be. Every certificate(s) of Shares shall be under the Seal of the Company and shall specify the number and distinctive numbers of Shares in respect of which it is issued and the amount paid-up thereon, provided that in respect of Share(s) held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of such certificate of Share(s) to the person first named in the register shall be a sufficient delivery to all such holders.
7	ISSUE OF NEW CERTIFICATE IN PLACE OF ONE DEFACED, LOST OR DESTROYED 1. If any certificate be worn out, defaced, mutilated, old/ or torn or if there be no further space on the back thereof for endorsement of transfer or in case of sub-division or consolidation then upon production and surrender such certificate to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity and the payment of out-of-pocket expenses incurred by the Company in investigating the evidence produced as the Board deems adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under the Article shall be issued in case of splitting or consolidation of Share certificate(s) or in replacement of Share certificate(s) that are defaced, mutilated, torn or old, decrepit or worn out without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50 for each certificate) as the Directors shall prescribe.

	2. Further, no duplicate certificate shall be issued in lieu of those that are lost or destroyed, without the prior consent of the Board or any Committee authorized by the Board in this regard and only on furnishing of such supporting evidence and/or indemnity as the Board or such Committee may require, and the payment of out-of-pocket expenses incurred by the Company in investigating the evidence produced, without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50 for each certificate) as the Directors shall prescribe. Provided further that all instruments of transfer which shall be registered shall be retained by the Company but any instrument of transfer which the Director may decline to register shall be returned to the person depositing the same. Provided that notwithstanding what is stated above the Directors shall comply with such rules or regulation or requirements of any stock exchange or the rules made under the Act or rules made under Securities Contracts (Regulation) Act, 1956, as amended or any other Act, or rules applicable thereof in this behalf; Provided further that the Company shall comply with the provisions of Section 46 of the Act and other Applicable Law, in respect of issue of duplicate shares. 3. The provision of this Article shall mutatis mutandis apply to issue of certificates of Debentures of the Company.
8	UNDERWRITING AND BROKERAGE COMMISSION MAYBE PAID 1. Subject to the provisions of Section 40(6) of the Act and Applicable Law made thereunder, and subject to the applicable SEBI guidelines and subject to the terms of issue of the shares or Debentures or any securities, as defined in the Securities Contract (Regulations) Act, 1956 the Company may at any time pay a commission out of proceeds of the issue or profit or both to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely on conditionally) for any Shares in or Debentures of the Company, or underwriting or procuring or agreeing to procure subscriptions (whether absolute or conditional) for Shares, Debentures or of the Company but so that the commission shall not exceed in the case of shares, five per cent of the price at which the shares are issued, and in the case of Debentures, two and a half per cent of the price at which the Debentures are issued or at such rates as may be fixed by the

	Board within the overall limit prescribed under the Act or Securities and Exchange Board of India Act, 1992. Such commission may be satisfied by payment in cash or by allotment of fully or partly paid shares, securities or Debentures or partly in one way and partly in the other. BROKERAGE 2.The Company may, subject to Applicable Law, pay a reasonable and lawful sum for brokerage to any person for subscribing or procuring subscription for any Securities.
	Lien
9	COMPANY TO HAVE LIEN ON SHARES 1 The Company shall have a first and paramount lien upon all the shares/ Debentures/Securities (other than fully paid-up shares/Debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof, for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such Shares/Debentures/Securities and no equitable interest in any Shares shall be created except upon the footing, and upon the condition that this Article will have full effect and any such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares. Unless otherwise agreed, the registration of a transfer of Shares shall operate as a waiver of the Company's lien, if any, on such shares/Debentures/Securities 2. The Directors may at any time declare any shares/ Debentures/Securities wholly or in part to be exempt from the provision of this Article. Provided that, fully paid shares shall be free from all lien and that in case of partly paid shares the Company's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.
10	AS TO ENFORCING LIEN BY SALE 1. For the purpose of enforcing such lien, the Board may sell the Shares subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such Shares and may authorise one of their member to execute a transfer thereof on behalf of and in the name of such member. The purchaser of such transferred Shares shall be registered as the holder of the Shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the Shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

	2. No sale shall be made unless a sum in respect of which the lien exists is presently payable or until the expiration of fourteen days after a notice in writing of the intention to sell shall have been served on such member or his representatives and default shall have been made by him or them in payment, fulfillment, or discharge of such debts, liabilities or engagements for fourteen days after such notice. 3. Upon any sale after forfeiture or for enforcing a lien in exercise of the powers here in before given, the Directors may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the register in respect of the Shares sold and the purchaser shall not be bound to see to the regularity of the proceedings, nor to the application on the purchase money and after his name has been entered in the register in respect of such shares his title to such shares shall not be affected by any irregularity or invalidity in the proceedings in reference to such forfeiture, sale or disposition nor impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.
11	APPLICATION OF PROCEEDS OF SALE The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the persons entitled to the shares at the date of the sale.
12	1.The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. 2.The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.
	Calls on shares
13	DIRECTORS MAY MAKE CALLS 1.The Board of Directors may, from time to time and subject to the terms on which Shares have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board, or otherwise as permitted by Applicable Law make such call as it thinks fit upon the members in respect of all moneys unpaid on the Shares held by them respectively, and each

	member shall pay the amount of every call so made on him in the manner and at the times and places appointed by the Board of Directors. A call may be made payable by installment. UNIFORM CONDITIONS AS TO CALLS, ETC. 2. Where any calls for further share Capital are made on Shares, such calls shall be made on a uniform basis on all Shares falling under the same class.
14	NOTICE OF CALLS 1.Each Member shall, subject to receiving at least fourteen days' notice specifying the time or such other time as may be permitted by Applicable Law or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares. 2.A call may be revoked or postponed at the discretion of the Board. CALLS TO DATE FROM RESOLUTION 3.A call shall be deemed to have been made at the time when the resolution authorising such call was passed as provided herein and may be required to be paid by installments. Every such installment shall, when due, be paid to the Company by the person who for the time being shall be the registered holder of the Share or by his legal representative.
15	DIRECTORS MAY EXTEND TIME 1. The Board may, from time to time at its discretion, extend the time fixed for the payment of any call, and may extend such time as to all or any of the Members the Board may deem fairly entitled to such extension, but no Member shall be entitled to such extension save as a member of grace and favour.
16	CALLS TO CARRY INTEREST 1. If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from

	the last day appointed for the payment thereof to the time of actual payment at such rate as the Board of Directors may determine. Nothing in this Article shall render it obligatory for the Board of Directors to demand or recover any interest from any such Member. 2.The Board shall be at liberty to waive payment of any such interest wholly or in part.
17	SUMS DEEMED TO BE CALLS 1. Any sum, which may by the terms of issue of a Share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the Share or by way of premium, shall for the purposes of these Articles be deemed to be a call duly made and payable, on the date on which by the terms of issue the same becomes payable and in case of non-payment, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise, shall apply as if such sum had become payable by virtue of a call duly made and notified. PROOF ON TRIAL OF SUIT FOR MONEY DUE ON SHARES 2.At the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the member, in respect of whose shares, the money is sought to be recovered appears entered on the Register of Members as the holder, at or subsequently to the date at which the money is sought to be recovered, is alleged to have become due on the shares in respect of such money is sought to be recovered, that the resolution making the call is duly recorded in the minute book, and that notice of such call was duly given to the member or his representatives in pursuance of these Articles and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made nor that the meeting at which any call was made duly convened or constituted nor any other matters whatsoever, but the proof of the matter aforesaid shall be conclusive evidence of the debt.
18	PARTIAL PAYMENT NOT TO PRECLUDE FORFEITURE 1. Neither the receipt by the Company of a portion of any money which shall from time to time be due from any member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such

19	money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided. PAYMENT IN ANTICIPATION OF CALL MAY CARRY INTEREST 2. The Directors may, if they think fit, subject to the provisions of Section 50 of the Act, agree to and receive from any Member willing to advance the whole or any part of the moneys due upon the shares held by him beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate, as the Member paying such sum in advance and the Directors agree upon provided that money paid in advance of calls shall not confer a right to participate in profits or Dividend. The Directors may at any time repay the amount so advanced. The Members shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable. 3. The provisions of these Articles shall mutatis mutandis apply to the calls on Debenture or other Securities of the Company.
	Transfer of shares
19	REGISTER OF TRANSFERS 1. The Company shall keep a book to be called the "Register of Transfers", and therein shall be fairly and directly entered particulars of every transfer or transmission of any Share. The Register of Transfers shall not be available for inspection or making of extracts by the Members of the Company or any other Persons. Entries in the register should be authenticated by the secretary of the Company or by any other person authorized by the Board for the purpose, by appending his signature to each entry. INSTRUMENTS OF TRANSFER 2. The instrument of transfer shall be in common form and in writing and all provision of Section 56 of the Act and statutory modification thereof for the time being shall be duly complied with in respect of all transfer of Shares and registration thereof.

	TO BE EXECUTED BY TRANSFEROR AND TRANSFEREE 3. Every such instrument of transfer shall be executed both by transferor and the transferee and the transferor shall be deemed to remain the holder of such Share until the name of the transferee shall have been entered in the Register of Members in respect thereof. The Board shall not issue or register a transfer of any Share in favour of a minor (except in cases when they are fully paid up and in the manner as provided hereinbelow). 4. Application for the registration of the transfer of a Share may be made either by the transferee or the transferor. However, where an application is made by the transferor alone and relates to partly paid shares, no registration shall be effected unless the Company gives notice of such application to the transferee subject to the provisions of these Articles and Section 56 of the Act and/or Applicable Law and the transferee gives no objection to the transfer within two weeks from the date of receipt of the notice. TRANSFER BOOKS WHEN CLOSED 5. The Board shall have power to give at least seven days' previous notice by advertisement in some newspaper circulating in the district in which the registered office of the Company is situated, in accordance with Section 91 of the Act and Applicable Laws, to close the transfer books, the Register of Members, Register of Debenture holders or the Register of other Security holders at such time or times and for such period or periods, not exceeding thirty days at a time and not exceeding in the aggregate forty-five days in each year, as it may deem expedient.
20	DIRECTORS MAY REFUSE TO REGISTER TRANSFER 1.Subject to the provisions of Section 56 of the Act, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse, in the interest of the Company or in pursuance of power under any Applicable Law, to register the transfer of, or the transmission by operation of law of the right to, any shares or interest of a member in or Debentures of the Company. The Company shall, from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal, within such time as permitted by Applicable Law. Provided that the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other

	person or persons indebted to the Company on any account whatsoever except where the Company has a lien on shares. 2. The Board may, subject to the right of appeal conferred by Section 58 of the Act and other Applicable Law decline to register— 2.1. the transfer of a Share, not being a fully paid Share, to a person of whom they do not approve; or 2.2 any transfer of shares on which the Company has a lien.
21	The Board may decline to recognise any instrument of transfer unless— 1 the instrument of transfer is in the form as prescribed under sub-section (1) of Section 56 of the Act or Applicable Law; 2. the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and 3. the instrument of transfer is in respect of only one class of shares.
22	DIRECTORS TO RECOGNIZE BENEFICIAL OWNERS OF SECURITIES 1. Notwithstanding anything contained in these Articles, a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of Securities on behalf of a Beneficial Owner. 2. Save as otherwise provided hereinabove, the Depository as a registered owner shall not have any voting rights or any other rights in respect of securities held by it, and the Beneficial Owner shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of its securities held by a Depository.

3. Except as ordered by a Court of competent jurisdiction or as required by law, the Company shall be entitled to treat the person whose name appears as the Beneficial Owner of the securities in the records of the Depository as the absolute owner thereof and accordingly the Company shall not be bound to recognise any benami, trust or equitable, contingent, future or partial interest in any Security or (except otherwise expressly provided by the Articles) any right in respect of a Security other than an absolute right thereto, in accordance with these Articles on the part of any other person whether or not it shall have express or implied notice thereof.

NOMINATION

4. Every holder of Shares in, or Debentures of the Company may at any time nominate, in the manner prescribed under the Act, a person to whom his shares in or Debentures of the Company shall vest in the event of death of such holder.

5. Where the Shares in, or Debentures of the Company are held by more than one person jointly, the joint holders may together nominate, in the prescribed manner, a person to whom all the rights in the shares or Debentures of the Company, as the case may be, held by them shall vest in the event of death of all joint holder.

6. Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, or in these Articles, in respect of such shares in or Debentures of the Company, where a nomination made in the prescribed manner purports to confer on any person the right to vest the shares in, or Debentures of the Company, the nominee shall, on the death of the shareholders or holder of Debentures of the Company or, as the case may be, on the death of all the joint holders become entitled to all the rights in the shares or Debentures of the Company to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner under the provisions of the Act.

7. Where the nominee is a minor, it shall be lawful for the holder of the Shares or holder of Debentures to make the nomination to appoint, in the prescribed manner under the provisions of the Act, any person to become entitled to the Shares in or Debentures of the Company, in the event of his death, during the minority.

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the Share or Debenture, and if the notice is not complied within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share or debenture, until the requirement of the notice have been complied with.

NO TRANSFER TO MINOR, INSOLVENT ETC.

8. No transfer shall be made to a minor or person of unsound mind. However in respect of fully paid up shares, shares may be transferred in favor of minor acting through legal guardian, in accordance with the provisions of law.

PERSON ENTITLED MAY RECEIVE DIVIDEND WITHOUT BEING REGISTERED AS A MEMBER

9. A person entitled to a Share by transmission shall, subject to the right of the Directors to retain such dividends or money as hereinafter provided, be entitled to receive and may give discharge for any dividends and other advantages to which he would be entitled if he were the registered holder of the Share, except that he shall not, before being registered as a member in respect of the Share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

TRANSFER TO BE PRESENTED WITH EVIDENCE OF TITLE

10. Every instrument of transfer shall be presented to the Company duly stamped for registration accompanied by such evidence as the Board of Directors may require to prove the title of the transferor, his right to transfer the shares and generally under and subject to such conditions and regulations as the Board of Directors shall from time to time prescribe, and every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board of Directors.

CONDITIONS FOR REGISTRATION OF TRANSFER

	11. For the purpose of the registration of a transfer, the certificate or certificates of the Share or shares to be transferred must be delivered to the Company along with (same as provided in Section 56 of the Act) a properly stamped and executed instrument of transfer. NO FEE ON TRANSFER OR TRANSMISSION 12. No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document. COMPANY NOT LIABLE FOR DISREGARD OF A NOTICE IN PROHIBITING REGISTRATION OF TRANSFER 13. The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice, or deferred thereto, in any book of the Company, and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right title or interest, or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company; but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Board of Directors shall so think fit.
	Transmission of shares
23	TRANSMISSION IN THE NAME OF NOMINEE 1.Any person becoming entitled to Shares or Debentures in consequence of the death, lunacy, bankruptcy or insolvency of any member, or the marriage of a female member, or by any lawful means other than by a transfer in accordance with These Presents, may with the consent of the Board of Directors and subject as hereinafter provided, elect, either to be registered himself as holder of the Shares or Debentures, as the case may be; or to make such transfer of the shares

	or Debentures, as the case may be, as the deceased shareholder or Debenture holder, as the case may be, could have made. Provided nevertheless that it shall be lawful for the Directors in their absolute discretion to dispense with the production of any evidence including any legal representation upon such terms as to indemnity or otherwise as the Directors may deem fit. Provided nevertheless, that if such person so becoming entitled, elects to register some other person, he shall testify the election by executing an instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the Shares or Debentures.
24	The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the Share before his death or insolvency.
25	1. If any person, so becoming entitled under Article 23, elects himself to be registered as holder of the shares or Debentures, as the case may be, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects and such notice shall be accompanied with death certificate of the deceased shareholder or Debenture holder and the certificate(s) of shares or Debentures, as the case may be, held by the deceased in the Company. 2. If the person aforesaid shall elect to transfer the Share, he shall testify his election by executing a transfer of the Share. 3. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member. 4. Subject to the provisions of Section 56 of the Act and these Articles, the Board may register the relevant shares or Debentures in the name of the nominee of the transferee as if the death of the registered holder of the shares or Debentures had not occurred and the notice or transfer were a transfer signed by that shareholder or Debenture holder, as the case may be.
26	1. A nominee on becoming entitled to shares or Debentures by reason of the death of the holder or joint holders shall be entitled to the same Dividend and other advantages to which he would be entitled if he were the registered holder of the Share or Debenture, except that he shall not

	before being registered as holder of such shares or Debentures, be entitled in respect of them to exercise any right conferred on a member or Debenture holder in relation to meetings of the Company. 2. The Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the shares or Debentures, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonus, interest or other moneys payable or rights accrued or accruing in respect of the relevant shares or Debentures, until the requirements of the notice have been complied with.
	Forfeiture of shares
27	IF CALL OR INSTALLMENT NOT PAID NOTICE MAY BE GIVEN 1. If any Member fails to pay any call or installment on or before the day appointed for the payment of the same the Board may at any time thereafter during such time as the call or installment remains unpaid, serve notice on such Member requiring him to pay the same, together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.
28	FORM OF NOTICE The notice shall: 1.1 name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made. 1.2. detail the amount which is due and payable on the shares and shall state that in the event of non-payment on or before the time appointed the shares will be liable to be forfeited.
29	IF NOTICE NOT COMPLIED WITH SHARES MAY BE FORFEITED 1. If the requisitions of any such notice as aforesaid be not complied with, any Shares in respect of which such notice has been given may, at any time thereafter, before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited Shares and not actually paid before the forfeiture. Neither the receipt by the Company

	of a portion of any money which shall from time to time be due from any member of the Company in respect of his Shares either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such Shares as herein provided. NOTICE OF FORFEITURE TO A MEMBER 2. When any Shares shall have been so forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forthwith be made in the Register of Members, but no forfeiture shall be in any manner invalidated, by any omission or neglect to give such notice or to make any such entry as aforesaid.
30	FORFEITED SHARE TO BECOME PROPERTY OF THE COMPANY 1. Any Share so forfeited shall be deemed to be the property of the Company, and the Board may sell, re allot or otherwise dispose of the same in such manner as think fit. POWER TO CANCEL FORFEITURE 2. The Board may, at any time before any Share so forfeited shall have been sold, re-allotted or otherwise disposed of, cancel the forfeiture thereof upon such conditions as it thinks fit.
31	LIABILITY ON FORFEITURE 1. A person whose Share has been forfeited shall cease to be a Member in respect of the forfeited Share, but shall notwithstanding, remain liable to pay, and shall forthwith pay to the Company, all calls, or installment, interest and expenses, owing in respect of such Share at the time of the forfeiture, together with interest thereon, from the time of forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment thereof, to any party thereof, without any deduction or allowance for the value of the shares at the time of forfeiture, but shall not be under any obligation to do so. The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the Shares.

	2. The liability of such person shall cease if and when the Company shall have received payment in full of all such money in respect of the shares. EFFECT OF FORFEITURE 3. The forfeiture of a Share involves extinction, at the time of the forfeiture, of all interest and all claims and demands against the Company in respect of the Share and all other rights, incidental to the Share except only such of those rights as by these Articles are expressly saved.
32	EVIDENCE OF FORFEITURE 1. A duly verified declaration in writing that the declarant is a Director, the manager or the secretary of the Company, and that certain Shares in the Company have been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Shares and such declaration, and the receipt by the Company for the consideration, if any, given for the Shares on the sale or disposition thereof, shall constitute, a good title to such Shares and the person to whom the Shares are sold shall be registered as the holder of such Shares and shall not be bound to see to the application of the purchase money, nor shall his title to such shares be affected by any irregularity or invalidity in the proceedings in reference to such forfeiture, sale of disposition. CANCELLATION OF SHARE CERTIFICATE IN RESPECT OF FORFEITED SHARES 2. Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate or certificates originally issued in respect of the relevant Shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors, shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons, entitled thereto as per the provisions herein. 2.1. The Company may receive the consideration, if any, given for the Share on any sale or disposal thereof and may execute a transfer of the Share in favour of the person to whom the Share is sold or disposed off.

	3. The transferee shall thereupon be registered as the holder of the Share; and 3.1 The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the Share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the Share.
33	THESE ARTICLES TO APPLY IN CASE OF ANY NON-PAYMENT 1. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a Share, becomes payable at a fixed time, whether on account of the nominal value of the Share or by way of premium, as if the same had been payable by virtue of a call duly made and notified. EMPLOYEES STOCK OPTIONS 2. Subject to the provisions of Section 62 of the Act and the Applicable Law, the Company may issue options to any Directors officers, or employees of the Company, its subsidiaries or its parent, which would give such Directors, officers or employees, the benefit or right to purchase or subscribe at a future date, the securities offered by the Company at a predetermined price, in terms of schemes of employee stock options or employees Share purchase or both. POWER TO ISSUE SWEAT EQUITY SHARES 3. Subject to and in compliance with Section 54 and other Applicable Law, the Company may issue the equity shares to its employees or Director(s) at a discount or for consideration other than cash for providing know-how or making available rights in the nature of intellectual property rights or value additions, by whatever name called. PREFERENTIAL ALLOTMENT 4. Subject to the provisions of Section 62 the Act, read with the conditions as laid down in the Applicable Law, and if authorized by a Special Resolution passed in a General Meeting, the Company may issue Shares, in any manner whatsoever, by way of a preferential offer or private

	placement. Such issue on preferential basis or private placement should also comply with the conditions as laid down in Section 42 of the Act and/or Applicable law.
	Alteration of Capital
34	REDUCTION OF CAPITAL The Company may (subject to the provisions of Sections 52, 55, 66, of the Act or any other applicable provisions of law for the time being in force) from time to time by way of Special Resolution reduce its Capital, any capital redemption reserve account or share premium account in any manner for the time being authorized by law.
35	SUB-DIVISION, CONSOLIDATION AND CANCELLATION OF SHARES 1. Subject to the provisions of Section 61 of the Act, the Company in General Meeting may from time to time (a) consolidate its Shares into shares of a larger amount than the existing Shares, or any class of them, and (b) sub-divide its existing Shares or any of them into Shares of smaller amount than is fixed by the memorandum of association and the resolution whereby any Share is sub-divided, or classified, may determine that, as between the holders of the Shares resulting from such sub-division or classification, one or more of such Shares shall have some preference or special advantage as regards Dividend, Capital or otherwise over or as compared with the other. Provided however, that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced Share shall be the same as it was in the case of the Share from which the reduced share is derived. Subject as aforesaid, the Company in General Meeting may also cancel Shares which have not been taken or agreed to be taken by any person and diminish the amount of its Share Capital by the amount of the Shares so cancelled.
36	MODIFICATION OF RIGHTS Whenever the Capital is divided into different types or classes of Shares, all or any of the rights and privileges attached to each type or class may, subject to the provisions of Sections 48 of the Act, be varied with the consent in writing by holders of at least three-fourths of the issued Shares of the class or is confirmed by a Special Resolution passed at a separate Meeting of the holders of Shares of that class and all the provisions hereinafter contained as to General

	Meetings shall mutatis mutandis apply to every such class Meeting, but so that the quorum thereof shall be any two members present in person. This Article is not to derogate any power the Company would have if the clause were omitted.
	Capitalisation of Profits
38	1. The Company in General Meeting may, upon the recommendation of the Board, resolve - 1.1 that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and 1.2 that such sum be accordingly set free for distribution in the manner specified in Article 38.1.1 above amongst the members who would have been entitled thereto, if distributed by way of Dividend and in the same proportions. 2. The sum aforesaid shall not be paid in cash but shall be applied, subject to applicable provisions contained herein, either in or towards - 2.1 paying up any amounts for the time being unpaid on any shares held by such members respectively; 2.2 paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid; 2.3 partly in the way specified in Article 38.2.1 and partly in that specified in Article 38.2.2 above; 2.4 A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;

	2.5 The Board shall give effect to the resolution passed by the Company in pursuance of this regulation. 2.6 Whenever such a resolution as aforesaid shall have been passed, the Board shall - (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and (b) generally do all acts and things required to give effect thereto.
39	The Board shall have power - 1. To authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares; 2. Any agreement made under such authority shall be effective and binding on such members.
	Buy-back of shares
40	1.Notwithstanding anything contained in these Articles but subject to the provisions of Sections 68, 69 and 70 of the Act and Applicable Law as prescribed by Securities and Exchange Board of India (SEBI) or any other authority for the time being in force, the Company may purchase its own shares or other specified securities. The power conferred herein may be exercised by the Board, at any time and from time to time, and to the extent permitted by Applicable Law, and shall be subject to such rules, applicable consent or approval as required.
	General meetings
41	1 The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year. 2. Every Annual General Meeting shall be called during business hours, that is, between 9 a.m. and 6 p.m. on any day that is not a national holiday and shall be held either at the registered

office of the Company or at some other place within the city, town or village in which the registered office of the Company is situated.

3. All general meetings other than annual general meeting shall be called extraordinary general meeting.

4. In the case of an Annual General Meeting, all businesses to be transacted at the meeting shall be deemed special, with the exception of business relating to:

4.1 the consideration of financial statements and the reports of the Board of Directors and Auditors;

4.2. the declaration of any Dividend;

4.3.the appointment of Directors in place of those retiring;

4.4.the appointment of, and the fixing of the remuneration of, the Auditors

5. In case of any other meeting, all business shall be deemed special.

6. The Board may, whenever it thinks fit, call an Extraordinary General Meeting.

7. Where permitted or required by Applicable Law, Board may, instead of calling a meeting of any Member/ class of Members/ Debenture holders, seek their assent by Postal Ballot, including e-voting. Such Postal Ballot will comply with the provisions of Applicable Law in this behalf.

8. The intent of these Articles is that in respect of seeking the sense of the members or members of a class or any Security holders, the Company shall, subject to Applicable Law, be entitled to seek assent of members, members of a class of members or any holders of securities using

	such contemporaneous methods of communication as is permitted by Applicable Law. A written resolution including consent obtained through Electronic Mode shall be deemed to be sanction provided by the member, member of a class or other Security holder by way of personal presence in a meeting. 9. The Board may, whenever it thinks fit, call an Extraordinary General Meeting and it shall do so upon a requisition in writing by any member or members holding in the aggregate not less than one-tenth of such of the paid-up Capital as at the date carries the right of voting in regard to the matter in respect of which the requisition has been made. 10. Any meeting called as above by the requisitionists shall be called in the same manner, as nearly as possible, as that in which meetings are to be called by the Board.
42	E-VOTINGS IN CASE OF GENERAL MEETINGS: 1. Where the Company conducts General Meetings by way of e-voting, the Company shall follow the procedure laid down under the Act and Applicable Law. 2. Where Member has been allowed the option of voting through Electronic Mode as per Applicable Law, such Member, or Members generally, shall be allowed to speak at a Meeting, but shall not be allowed to vote at the meeting unless permitted by applicable Law. Provided that voting may also be allowed to be casted by way of poll or any other mode which any Applicable Law may allow. 3. Where there is voting at General Meeting in addition to E-voting, the person chairing the General Meeting may require a poll to be conducted. The person chairing the General Meeting shall declare the results obtained through Electronic Modes and the result of the poll, at such place and within such time as may be permitted by Applicable Law. NOTICE OF GENERAL MEETINGS

	4. At least 21 clear days' notice of every General Meeting, specifying the day, date, place and hour of meeting, containing a statement of the business to be transacted thereat, shall be given, either in writing or through Electronic Mode, to every Member or legal representative of any deceased Member or the assignee of an insolvent Member, every Auditor(s) and Director of the Company. 5. A General Meeting may be called at a shorter notice if consented to by either by way of writing or any Electronic Mode by not less than 95% of the Members entitled to vote at such meeting.
	Proceedings at general meetings
43	QUORUM AT GENERAL MEETING 1. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. 2. Save as otherwise provided herein, the quorum for the General Meetings shall be as provided in Section 103 of the Act. 3. If, at the expiration of half an hour from the time appointed for holding a meeting of the Company, a quorum shall not be present, the meeting, if convened by or upon the requisition of members shall stand dissolved, but in any other case the meeting shall stand adjourned to the same day in the next week or, if that day is a public holiday, until the next succeeding day which is not a public holiday, at the same time and place, or to such other day and at such other time and place as the Board may determine and if at such adjourned meeting a quorum is not present at the expiration of half an hour from the time appointed for holding the meeting, the members present shall be quorum and may transact the business for which the meeting was called.
44	CHAIRPERSON AT GENERAL MEETINGS 1.The Chairperson, if any, of the Board shall preside as chairperson at every General Meeting of the Company.

	2.If there is no such chairperson, or if he is not present within fifteen minutes after the time appointed for holding the Meeting, or is unwilling to act as chairperson of the Meeting, the Directors present shall elect one among themselves to be chairperson of the Meeting. 3. If at any Meeting no Director is willing to act as chairperson or if no Director is present within fifteen minutes after the time appointed for holding the Meeting, the members present shall choose one of themselves to be chairperson of the Meeting. 4. No business shall be discussed at any General Meeting except the election of a chairperson, while the chair is vacant.
45	PASSING OF RESOLUTION BY POSTAL BALLOT 1. Where permitted or required by Applicable Law, Board may, instead of calling a meeting of any Members/ class of Members/ Debenture holders, seek their assent by Postal Ballot, which shall include e-voting. Such Postal Ballot will comply with the provisions of Applicable Law in this behalf. 2. Where permitted/required by Applicable Law, Board may provide Members/Members of a class/Debentureholders right to vote through e-voting, complying with Applicable Law. 3. The intent of these Articles is that in respect of seeking the sense of the Members or Members of a class or any Security holders, the Company shall, subject to Applicable Law, be entitled to seek assent of Members, Members of a class of Members or any holders of securities using such use of contemporaneous methods of communication as is permitted by Applicable Law. A written resolution, including consent obtained through Electronic Mode, shall be deemed to be sanction provided by the Member, Member of a class or other Security holders by way of personal presence in a meeting. 4. Notwithstanding anything contained in the foregoing, the Company shall transact such business, follow such procedure and ascertain the assent or dissent of Members for a voting conducted by Postal ballot, as may be prescribed by Section 110 of the Act and Applicable Law.

	5. In case of resolutions to be passed by Postal ballot, no Meeting needs to be held at a specified time and space requiring physical presence of Members to form a quorum. 6. Where a resolution will be passed by Postal ballot the Company shall, in addition to the requirements of giving requisite clear days' notice, send to all the Members the following: 6.1. Draft resolution and relevant explanatory statement clearly explaining the reasons thereof. 6.2. Postal ballot for giving assent or dissent, in writing by Members; and 6.3. Enable Member, in such manner as prescribed under Applicable Law, for communicating assents or dissents on the Postal ballot to the Company with a request to the Members to send their communications within 30 days from the date of dispatch of the notice.
46	MAINTENANCE OF RECORDS AND INSPECTION OF MINUTES OF GENERAL MEETING BY MEMBERS 1. Where permitted/required by Applicable Law, all records to be maintained by the Company may be kept in electronic form subject to the provisions of the Act and the conditions as laid down in the Applicable Law. Such records shall be kept open to inspection in the manner as permitted by the Act and Applicable Law. The term 'records' would mean any register, index, agreement, memorandum, minutes or any other document required by the Act and Applicable Law made there under to be kept by the Company. 2. The Company shall cause minutes of all proceedings of every General Meeting to be kept by making within thirty days of the conclusion of every such Meeting concerned, entries thereof in books kept for that purpose with their pages consecutively numbered. 3. Any such minutes shall be evidence of the proceedings recorded therein. 4. The book containing the minutes of proceedings of General Meetings shall be kept at the registered office of the Company and shall be open during business hours, for such periods not

	being less than 2 hours on any day, as may be fixed by the company secretary from time to time, to the inspection of any Member without charge. 5. Any Member of the Company shall be entitled to a copy of minutes of the General Meeting on receipt of a specific request and at a fee of Rs. 10/- (rupees ten only) for each page, or such higher amount as the Board may determine, as permissible by Applicable Law.
	Adjournment of meeting
47	1. The Chairperson may, with the consent of any Meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the Meeting from time to time and from place to place. 2. No business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. 3. When a Meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original Meeting. 4. Save as aforesaid, and as provided in Section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
	Voting rights
48	Subject to any rights or restrictions for the time being attached to any class or classes of Shares:- 1. on a show of hands, every Member present in person shall have one vote; and 2. on a poll, the voting rights of Members shall be in proportion to his Share in the paid-up equity share Capital of the Company
49	A Member may exercise his vote at a Meeting by electronic means in accordance with Section 108 of the Act and shall vote only once.
50	In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

	For this purpose, seniority shall be determined by the order in which the names stand in the Register of Members.
51	A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
52	Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.
53	1. No Member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of Shares in the Company have been paid. 2. No Member shall be entitled to vote either personally or by proxy, at any General Meeting or Meeting of a class of shareholders in respect of any Shares registered in his name on which any calls or other sums presently payable by him have not been paid or, in regard to which the Company has, and has exercised any right of lien.
54	1. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. 2.Any such objection made in due time shall be referred to the chairperson of the Meeting, whose decision shall be final and conclusive.
	Proxy
55	1. Subject to the provisions of these Articles, votes may be given either personally or by proxy. A body corporate being a Member may vote by a representative duly authorised in accordance with Section 113 of the Act, and such representative shall be entitled to exercise the same rights and powers (including the rights to vote by proxy) on behalf of the body corporate which he represents as the body could exercise if it were an individual member. 2. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the Meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and

	in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
56	1. Every proxy (whether a member or not) shall be appointed in writing under the hand of the appointer or his attorney, or if such appointer is a body corporate, under the Seal of such corporate, or be signed by an officer or any attorney duly authorised by it, and any committee or guardian may appoint such proxy. An instrument appointing a proxy shall be in the form as prescribed in terms of Section 105 of the Act. 2. A Member present by proxy shall be entitled to vote only on a poll, except where Applicable Law provides otherwise. 3. The proxy so appointed shall not have any right to speak at the meeting.
57	1. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the Shares in respect of which the proxy is given: Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the Meeting or adjourned Meeting at which the proxy is used.
	Board of Directors
58	1.The number of Directors of the Company shall be not less than 3 (three) and not more than 15 (fifteen). However, the Company may appoint more than 15 Directors after passing a Special Resolution. Further, any person or persons shall have power to nominate a Director of the Company, then in the case of any and every such issue of debenture, the person or persons having such power may exercise such power from time to time and appoint a Director accordingly and such appointment shall be in such terms and conditions as laid down by Board, as permitted by Applicable Law. The Directors are not required to hold any qualification shares. Composition of the Board shall be in accordance with the provisions of Section 149 of the Act and other Applicable Laws. Provided that where there are temporary gaps in meeting the requirements of Applicable Law pertaining to composition of Board of Directors, the remaining Directors shall (a) be entitled to transaction business for the purpose of attaining the required composition of the Board; and (b) be entitled to carry out such business as may be required in the best interest of the Company in the meantime.

	2. The following persons shall be the First Directors of the Company: - 2.1. MR. SHIV PRAKASH MITTAL 2.2. MR. RAJESH MITTAL 2.3. MR. SHOBHAN MITTAL BOARD'S POWER TO APPOINT DIRECTOR'S 3. Subject to the provisions of Sections 149, 152 and 161 of the Act and Applicable Laws, the Board shall have power at any time, and from time to time, to appoint a person as an additional Director, provided the number of the Directors and additional Directors together shall not at any time exceed the maximum strength fixed for the Board by these Articles. 4. Such person shall hold office only up to the date of the next Annual General Meeting of the Company but shall be eligible for appointment by the Company as a Director at that meeting subject to the provisions of the Act. NOMINEE DIRECTORS 5. The Company shall, subject to the provisions of the Act and these Articles, be entitled to agree with any Person that he or it shall have the right to appoint his or its nominee on the Board, not being an Independent Director, upon such terms and conditions as the Company may deem fit. He shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company. 6. In the event of Company borrowing any money from any financial corporation or institution or Government or any Government body or a collaborator, bank, person or persons or from any other source, while any money remains due to them or any of them, the lender concerned may have and may exercise the right and power to appoint, from time to time, any person or persons to be a Director or Directors of the Company.

	7. A nominee Director may at any time be removed from the office by the appointing authority who may from the time of such removal or in case of death or resignation of person, appoint any other or others in his place. Any such appointment or removal shall be in writing, signed by the appointer and served on the company. Such Director need not hold any qualification shares. APPOINTMENT OF ALTERNATE DIRECTORS 8. Subject to the provisions of Section 161(2) of the Act, the Board may appoint an alternate Director to act for a Director (hereinafter called "the Original Director") during his absence for a period of not less than three months from India. No person shall be appointed as an alternate Director in place of an Independent Director unless he is qualified to be appointed as an Independent Director under the Act and Applicable Law. An Alternate Director appointed under this Article shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India. If the terms of office of the Original Director are determined before he so returns to India, any provisions in the Act or in these Articles for the automatic reappointment of any retiring Director in default of another appointment shall apply to the Original Director, and not to the alternate Director. For the purpose of absence in the Board meetings in terms of Section 167 (1) (b) of the Act, the period during which an Original Director has an alternate Director appointed in his place, shall not be considered. BOARD'S POWER TO FILL VACANCIES 9. Subject to the provisions of Sections 152(7), 161(4) and 169(7) of the Act, the Board shall have power at any time and from time to time to appoint any other qualified person to be a Director to fill a casual vacancy. Any person so appointed shall hold office only up to the date to which the Director in whose place he is appointed would have held office if it had not been vacated by him. 10. If the place of the retiring Director is not filled up and the Meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned until the same day in the

	next week, at the same time and place in accordance with the provisions of Section 152(7) of the Act. 11. If at the adjourned meeting also, the vacancy caused by the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be so deemed to have been reappointed at the adjourned meeting, unless: 11.1 at that meeting or at the previous meeting the resolution for the reappointment of such Director has been put to the meeting and lost; 11.2. the retiring Director has, by a notice in writing addressed to the Company or its Board expressed his unwillingness to be so reappointed; 11.3. he is not qualified or is disqualified for appointment; 11.4 a resolution whether special or ordinary, is required for the appointment or reappointment by virtue of any provisions of the Act; or 11.5. the provision of Section 162 of the Act is applicable to the case. INDEPENDENT DIRECTORS 12. Subject to the provisions of Section 149(6) of the Act and other Applicable Laws, the Board or any other Committee as per the Act shall identify potential individuals for the purpose of appointment as Independent Director either from the databank established under Section 150 of Act or otherwise. 13. The Board on receiving such recommendation shall consider the same and propose his appointment for approval at a General Meeting. The explanatory statement to the notice for such General Meeting shall provide all requisite details as required under the Act.

	14. Any casual vacancy in the post of an Independent Director caused by way of removal, resignation, death, vacation of office under Section 167 of the Act and Applicable Law or removal from directorship pursuant to any court order or due to disqualification under Section 164 of Act shall be filled by following the process laid down herein belowand in accordance with the Applicable Law. No such casual vacancy shall prejudice the functioning of the Board during the intervening period. 15. Every Independent Director shall at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as an Independent Director, give a declaration that he meets the criteria of independence. 16. The Company and Independent Directors are required to abide by the provisions specified in Schedule IV of the Act. 17. An Independent Director shall not be entitled to any stock option and may receive remuneration by way of sitting fee, reimbursement of expenses for participation in the Board and other meetings and also to such commission based on profits, as may, subject to provisions of Applicable Law, be approved by the Members. 18. An Independent Director shall be held liable, only in respect of such acts of omission or commission by a Company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently. 19. The provisions relating to retirement of Directors by rotation shall not be applicable to appointment of Independent Directors. TERM OF OFFICE OF INDEPENDENT DIRECTOR: 20. Subject to Applicable Law, an Independent Director shall hold office for a term up to 5 (five) consecutive years on the Board of a Company, but shall be eligible for reappointment

	for one more term on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's report. No Independent Director shall hold office for more than 2 (two) consecutive terms, but such Independent Director shall be eligible for appointment after the expiration of 3(three) years of ceasing to become an Independent Director provided that he shall not, during the said period of 3 (three) years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. RETIREMENT AND ROTATION OF DIRECTORS 21 At least two-thirds of the total number of Directors, excluding Independent Directors, will be the Directors who are liable to retire by rotation (hereinafter called "the Rotational Directors"). 22. At every Annual General Meeting of the Company, one-third of the Rotational Directors, or if their number is not three or a multiple of three, then, the number nearest to one-third, shall retire from office. 23. The Company may appoint a managing or a whole-time director, or any other executive director, as Rotational Director and the rotation of these Directors pursuant to Article 58.22 shall not be construed as a break in their tenure of appointment. 24. A retiring Director shall be eligible for re-election. RESIGNATION OF DIRECTORS 25. Subject to the provisions of Applicable Law, a Director may resign from his office by giving a notice in writing to the Company and Board shall take note of the same. The fact of such resignation shall be mentioned in the report of Directors laid in the immediately following General Meeting by the Company.

	26. A managing director or a whole-time director or any executive director who has any terms of employment with the Company shall not give any notice of resignation in breach of the conditions of employment as may be applicable, either to a Director specifically, or to employees of the Company generally. A nominee Director shall not give any notice of resignation except through the nominating person. 27.The resignation of a Director shall take effect from the date on which the notice is received by the Company or the date, if any, specified by the Director in the notice, whichever is later. In case of resignation by a whole-time Director or Managing Director, the resignation shall be effective as per the terms of appointment as mutually agreed and as may be permitted by Applicable Law. Provided that the Director who has resigned shall be liable even after his resignation for the offences which occurred during his tenure. REMOVAL OF DIRECTORS 28. Any Director of the Company, except the one appointed by the National Company Law Tribunal, may be removed by way of Ordinary Resolution before the expiry of his term of office, subject to the provisions of Section 169 of Act.
59	REMUNERATION OF DIRECTORS 1.Subject to the provisions of Section 197 of the Act, a Director may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other. Provided that where the Company takes a directors' and officers' liability insurance, specifically pertaining to a particular Director and/or officer, then the premium paid in respect of such insurance, for the period during which a Director and/or officer has been proved guilty, will be treated as part of remuneration paid to such Director and/or officer. 2.The Board or a relevant Committee constituted for this purpose shall seek to ensure that the remuneration paid 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.The fees payable to a Director for attending the meetings of the Board or Committee thereof shall be such sum as may be decided by the Board of Directors from time to time within the maximum limit as prescribed under Section 197(5) of the Act and Applicable Law. Fee shall also be paid for attending any separate meeting of the Independent Directors of the Company in pursuance of any provision of the Act. Fee shall also be payable for participating in meetings through permissible Electronic Mode. 4.A Director of this Company may be or become a Director of any company promoted by this Company or in which it may be interested as a vendor, shareholders or otherwise, and no such Director shall be accountable for any benefits received as a Director or member of such Company. 5.In addition to the remuneration payable pursuant to Section 197 of the Act, the Directors may be paid all conveyance, hotel and other expenses properly incurred by them— a. in attending and returning from meetings of the Board of Directors or any Committee thereof or general meetings of the Company; or b. in connection with the business of the Company.
60	DIRECTORS MAY ACT NOTWITHSTANDING ANY VACANCIES ON BOARD 1. The continuing Directors may act notwithstanding any vacancy in their body but if, and so long as their number is reduced below the minimum number fixed by These Presents, the continuing Directors may act for the purpose of increasing the number of Directors to the minimum number fixed by These Presents or for summoning a General Meeting for the purpose increasing the number of Directors to such minimum number, but for no other purpose. VACATION OF OFFICE OF DIRECTOR

	2. The office of a Director shall ipso facto be vacated: a. on the happening of any of the events as specified in Section 167 of the Act. b. in the case of alternate Director, on return of the original Director in terms of Section 161 of the Act; c. having been appointed as a Director by virtue of his holding any office or other employment in the holding, subsidiary or associate company, he ceases to hold such office or other employment in that company; d. if he is removed in pursuance of Section 169 of the Act; e. any other disqualification that the Applicable Law for the time being in force may prescribe.
61	REGISTER OF CONTRACTS OR ARRANGEMENTS IN WHICH DIRECTORS ARE INTERESTED 1. The Company shall keep a Register in accordance with Section 189 (1) of the Act and Applicable Law. The Register shall be kept at the registered office of the Company and shall be preserved permanently be kept in the custody of the Company Secretary of the Company or any other person authorized by the Board for the purpose. 2. Such a Register shall be open to inspection at such office, and extracts maybe taken therefrom and copies thereof may be provided to a Member of the Company on his request, within seven days from the date on which such request is made and upon the payment of Rs. 10 (ten rupees) per page, or such higher amount as may be laid by the Board, as permitted by Applicable Law. REGISTER OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND THIER SHAREHOLDING

	3. The Company shall keep at its registered office a register containing the particulars of its Directors and Key Managerial Personnel, which shall include the details of Securities held by each of them in the Company or its holding, subsidiary, subsidiary of Company's holding Company or associate companies in accordance to Section 170 of the Act and Applicable Law.
62	NOTICE OF CANDIDATURE FOR OFFICE OF DIRECTORS EXCEPT IN CERTAIN CASES 1. No person not being a retiring Director, shall be eligible for appointment to the office of Director at any General Meeting unless he or some Member intending to propose him as a Director, has, not less than fourteen days before the meeting, left at the registered office of the Company a notice in writing under his hand signifying his candidature for the office of Director or the intention of such Member to propose him as a candidate for that office along with the requisite deposit of Rupees 1 Lac or such higher amount as the Board may determine, as permissible by Applicable Law. 2. Every person (other than a Director retiring by rotation or otherwise or a person who has left at the office of the Company a notice under Section 160 of the Act signifying his candidature for the office of a Director) proposed as a candidate for the office of a Director, shall sign and file with the Company, the consent in writing to act as a Director, if appointed. 3. A person other than a Director reappointed after retirement by rotation immediately on the expiry of his term of office, or an Additional or Alternate Director, or a person filling a casual vacancy in the office of a Director under Section 161 of the Act, appointed as a Director or reappointed as an Additional or Alternate Director, immediately on the expiry of his term of office, shall not act as a Director of the Company unless he has submitted consent in writing to act as a Director of the Company and the same is filed with the Registrar within thirty days of his appointment.
63	DIRECTOR MAY CONTRACT WITH THE COMPANY 1. Subject to Applicable Law, a Director or any Related Party as defined in Section 2 (76) of the Act or other Applicable Law may enter into any contract with Company for the sale, purchase or supply of any goods, materials, or services, or other contract involving creation or transfer of resources, obligations or services, subject to such sanctions as required by Applicable Law.

	2. Unless so required by Applicable Law, no sanction shall, however, be necessary for any contracts with a related party entered into on arm's length basis. Where a contract complies with such conditions or indicia of arms' length contracts as laid down in a policy on related party transactions framed by the Board and approved by a general meeting, the contract shall be deemed to be a contract entered into on arm's length basis.
64	MISCELLANEOUS All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
	Proceedings of the Board
65	MEETINGS OF BOARD 1. The Directors may meet together as a Board from time to time for the conduct and dispatch of the business of the Company, adjourn or otherwise regulate its meetings, as it thinks fit. 2. A meeting of the Board shall be called by giving not less than seven days' notice in writing to every Director at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means. 3. The notice of the meeting shall inform the Directors regarding the option available to them to participate through Electronic Mode, and shall provide all the necessary information to enable the Directors to participate through such Electronic Mode. A meeting of the Board may be called at shorter notice to transact urgent business subject to the condition that at least one Independent Director, if any, shall be present at the meeting, or in case of absence of Independent Directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the Directors and shall be final only on ratification thereof by at least one Independent Director. Where the Company does not have, for the time being, any Independent Director, a Board meeting may be called at a shorter notice where such notice is approved by a majority of Directors present at such meeting.

	4. The Board shall meet at such intervals as permitted by Applicable Law. The Directors may adjourn and otherwise regulate their meetings as they think fit. 5. Every Director present at any meeting of the Board or of a Committee thereof shall sign his name in a book to be kept for that purpose. The names of Directors who have participated in Board meetings through Electronic Mode shall be entered and initialled by the Company Secretary, stating the manner in which the Director so participated MEETINGS OF BOARD BY VIDEO/AUDIO-VISUAL CONFERENCING 6. Subject to the provisions of Section 173(2) of the Act and Applicable Law, the Directors may participate in meetings of the Board otherwise through physical presence, Electronic Mode as the Board may from time to time decide and Directors shall be allowed to participate from multiple locations through modern communication equipment for ascertaining the views of such Directors who have indicated their willingness to participate by such Electronic Mode, as the case may be. REGULATION FOR MEETING THROUGH ELECTRONIC MODE 7. The Board may, by way of a resolution passed at a meeting, decide the venues where arrangements may be made by the Company, at the Company's cost, for participation in Board meetings through Electronic Mode, as the case may be, in accordance to the provisions of 173(2) of the Act and Applicable Law. In case of a place other than such places where Company makes arrangements as above, the Chairperson may decline the right of a Director to participate through Electronic Mode in view of concerns of security, sensitivity and confidentiality of Board proceedings. Where the Chairperson so permits a Director to participate from a place other than the designated places where the Company has made the arrangements, the security and confidentiality of the Board proceedings shall be the responsibility of the Director so participating, and the cost and expense in such participation, where agreed to by the Chairperson, may be reimbursed by the Company. 8. Subject as aforesaid, the conduct of the Board meeting where a Director participates through Electronic Mode shall be in the manner as laid down in Applicable Law.

	9. The rules and regulations for the conduct of the meetings of the Board, including for matters such as quorum, notices for meeting and agenda, as contained in these Articles, in the Act and/or Applicable Law, shall apply to meetings conducted through Electronic Mode, as the case may be. 10. Upon the discussions being held by Electronic Mode, as the case may be, the Chairperson or the Company Secretary shall record the deliberations and get confirmed the views expressed, pursuant to circulation of the draft minutes of the meeting to all Directors to reflect the decision of all the Directors participating in such discussions. 11. Subject to provisions of Section 173 of the Act and the Applicable Laws, a Director may participate in and vote at a meeting of the Board by means of Electronic Mode which allows all persons participating in the meeting to hear and see each other and record the deliberations. Where any Director participates in a meeting of the Board by any of the means above, the Company shall ensure that such Director is provided with a copy of all documents referred to during such Board meeting prior to the commencement of this Board Meeting.
66	WHEN CAN A MEETING BE CONVENED 1. The Managing Director or a Director may, and the Manager or Company Secretary upon the requisition of Director(s) shall, at any time, summon a meeting of the Board. NOTICE OF MEETING 2. Notice of every meeting of the Board shall be given in writing including by way of electronic means, not later than seven days, to every Director at his registered address with the Company. 3.The notice of a meeting of the Board must contain information regarding the option available to them to participate through Electronic Mode, and shall provide all the necessary information to enable the Directors to participate through such Electronic Mode. CHAIRPERSON FOR BOARD MEETINGS

	4. The Board may elect a Chairperson and determine the period for which he is to hold office. Such Chairperson shall preside at all the Board Meetings of the Company. 5. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the Directors present may choose one of their numbers to be Chairperson of the meeting. QUORUM 6. The quorum for a meeting of the Board shall be determined from time to time in accordance with the provisions of the Section 174 of the Act. If a quorum is not present within thirty minutes from the time appointed for holding a meeting of the Board it shall be adjourned until such date and time as the Chairperson of the Board or in his absence, the other Directors present shall decide. 7. The continuing Directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum, or of summoning a general meeting of the Company and for no other purpose. EXERCISE OF POWERS TO BE VALID IN MEETINGS WHERE QUORUM IS PRESENT 8.A meeting of the Board of which a quorum be present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Articles for the time being vested in or exercisable by the Board, or in accordance with Section 179 (1) of the Act, the powers of the Company. MATTERS TO BE DECIDED ON MAJORITY OF VOTES

	9. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chairperson of the Board shall have a second or casting vote. POWER TO APPOINT COMMITTEE AND TO DELEGATE POWERS 10. The Board may, subject to the provisions of the Act, from time to time and at any time delegate any of its powers to committees consisting of such Director or Directors as it thinks fit, and may from time to time revoke such delegation. Unless a power of the Board is not capable of being delegated, such power may be delegated by the Board to any officer or committee of officers as the Board may determine. 11. Any committee of the Board so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Board. 12.The meetings and the proceedings of any such Committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto, and are not superseded by any regulations made by the Board.
67	RESOLUTION WITHOUT BOARD MEETING/RESOLUTION BY CIRCULATION 1.Save as otherwise expressly provided in the Act to be passed at a meeting of the Board and subject to Section 175 of the Act or Applicable Laws, a resolution shall be as valid and effectual as if it had been passed at a meeting of the Board or Committee of the Board, as the case may be, duly called and constituted, if a draft thereof in writing is circulated, together with the necessary papers, if any, to all the Directors, or to all the members of the Committee of the Board, as the case may be, at their addresses registered with the Company in India (not being less in number than the quorum fixed for a meeting of the Board or Committee, as the case may be), and has been approved by a majority of the Directors or members as are entitled to vote on the resolution. Provided that, where not less than one-third of the total number of Directors of the Company for the time being require that any resolution under circulation must be decided at a meeting, the chairperson shall put the resolution to be decided at a Board Meeting.

	Provided further that where the resolution has been put to vote at a Board Meeting, the consent or dissent of the Directors obtained by way of resolution by circulation shall be rendered void and not be given effect to. ACTS OF BOARD / COMMITTEE VALID NOTWITHSTANDING FORMAL APPOINTMENT 2. All acts done in any meeting of the Board or of a Committee thereof or by any person acting as a Director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained or in these Articles, be as valid as if every such Director or such person had been duly appointed and was qualified to be a Director and had not vacated his office or his appointment had not been terminated; provided that nothing in this Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have been terminated.
68	MINUTES OF PROCEEDINGS OF MEETING OF BOARD 1. The Company shall cause minutes of proceedings of every meeting of the Board and Committee thereof to be kept in such form by making within thirty days of the conclusion of every such meeting, entries thereof in the books kept for that purpose with their pages consecutively numbered in accordance to Section 118 of the Act or Applicable Laws. 2. Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairperson of the said meeting or the Chairperson of the next succeeding meeting. 3.In no case shall the minutes of proceedings of a meeting be attached to any such book as aforesaid by a pasting or otherwise, if the minutes are kept in physical form. 4.The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.

5.Where the meeting of the Board takes place through Electronic Mode, the minutes shall disclose the particulars of the Directors who attended the meeting through such means. The draft minutes of the meeting shall be circulated among all the Directors of the meeting either in writing or in Electronic Mode as may be decided by the Board in accordance with Applicable Law.

6.Every Director who attended the meeting, whether personally or through Electronic Mode, shall confirm or give his comments in writing, about the accuracy of recording of the proceedings of that particular meeting in the draft minutes, within seven days or as permitted by Applicable Law, after receipt of the draft minutes failing which his approval shall be presumed.

7.All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meetings.

8.The minutes shall also contain:

a. The names of the Directors present at the meeting; and

b. In the case of each resolution passed at the meeting the names of the Directors, if any, dissenting from or not concurring in the resolution.

9.Nothing contained in Articles 68.2 to 68.6 herein above, shall be deemed to require the inclusion in any such minutes of any matter which, in the opinion of the Chairperson of the meeting :

a. is, or could reasonably be regarded as defamatory of any person.

b. is irrelevant or immaterial to the proceedings; or

c. is detrimental to the interest of the Company.

	10.The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in this Article. 11.Minutes of meetings kept in accordance with the aforesaid provisions shall be evidence of the proceedings recorded therein. 12.Any Director of the Company may requisition for physical inspection of the Board Meeting minutes by giving a prior notice of seven days. Provided that the Director can requisition to inspect Board Meeting minutes only for the period he is on the Board of the Company. Provided further that the physical inspection shall be done solely by the Director himself and not by his authorised representative or any power of attorney holder or agent.
69	POWERS OF BOARD 1.The Board may exercise all such powers of the Company and do all such acts, and things as are not, by the Act and Applicable Law made thereunder, or any other Act, or by the Memorandum, or by these Articles of the Company, required to be exercised by the Company in General Meeting subject nevertheless to these Articles, to the provisions of the Act and the Applicable Law made thereunder, or any other Act and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting; but no regulations made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made. 2.The Directors may make such arrangements as may be thought fit for the management of the Company's affairs abroad and may for this purpose (without prejudice to the generality of their powers) constitute a committee, appoint attorneys and agents and fix their remuneration and delegate them such powers as may be deemed requisite or expedient. The Company may have for use abroad such official seal as the Board may lay down. Such seal shall be affixed by the authority and in the presence of and the instruments scaled therewith shall be signed by such persons as the Directors shall from time to time by writing under the Seal appoint. The Company may also exercise the powers of keeping foreign registers as provided by the Act.

	3.The Board may, subject to Applicable Law, also give a loan to a Director or any entity in which the Director is interested. Where any sum of money is payable by a Director, the Board may allow such time for payment of the said money as is acceptable within customary periods for payment of similar money in contemporaneous commercial practice. Grant of such period for payment shall not be deemed to be a "loan" or grant of time for the purpose of sec 180 (1) (d) of the Act and Applicable Law. 4. a. The Board may subject to Section 186 of the Act and provisions of Applicable Law made thereunder shall by means of unanimous resolution passed at meeting of Board from time to time, invest, provide loans or guarantee or security on behalf of the Company to any person or entity. 4.b. Subject to the provisions of Act the Directors or any of them may guarantee the whole or any part of the loans or debts raised or incurred by or on behalf of the Company or any interest payable hereon and shall be entitled to receive such payment as consideration for the giving of any such guarantee as may be determined by the Directors with power to them to indemnify the guarantors from or against liability under their guarantees by means of a mortgage or charge on the undertaking of the Company or upon any of its property or assets or otherwise. If the Directors or any of them or any other persons, shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed and mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability. RESTRICTION ON POWERS OF BOARD 5. Board of Directors should exercise the following powers subject to the approval of Company by a Special Resolution: a. to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings. b. to invest otherwise in trust securities the amount of compensation received by it as a result of any merger or amalgamation;

	c. to borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid-up share Capital and free-reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business. d. to remit, or give time for the repayment of, any debt due from a Director.
70	CONTRIBUTION TO CHARITABLE AND OTHER FUNDS The Board of Directors of a Company may contribute to bona fide charitable and other fund. A prior permission of the Company in general meeting (ordinary resolution) shall be required for if the aggregate of such contributions in a financial year exceeds 5 % (five per cent) of its average net profits for the three immediately preceding financial years.
71	ABSOLUTE POWERS OF BOARD IN CERTAIN CASES 1. Without prejudice to the general powers conferred by Section 179(3) of the Act or Applicable Laws made thereunder and the last preceding Article and so as not in any way to limit or restrict those powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in these Articles or the Applicable Law, it is hereby declared that the Directors shall have the following powers; that is to say, power : a. To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company. b. To pay any or interest lawfully payable there out under the provisions of Section 40 of the Act. c. To act jointly and severally in all on any of the powers conferred on them. d. To appoint and nominate any Person(s) to act as proxy for purpose of attending and/or voting on behalf of the Company at a meeting of any Company or association.

	e. To comply with the provisions of Applicable Law which in their opinion shall, in the interest of the Company be necessary or expedient to comply with. f. To make, vary and repeal bye-laws for regulation of business of the Company and duties of officers and servants. g. Subject to Sections 179 and 188 of the Act to purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire, at or for such price or consideration and generally on such terms and conditions as they may think fit and in any such purchase or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory. h. Subject to the provisions of the Act and Applicable Laws, to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially, in Shares, bonds, Debentures, mortgages, or other securities of the Company, and such Shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon all or any part of the property of the Company and its uncalled Capital or not so charged; i. To secure the fulfilment of any contracts or engagement entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled Capital for the Company being or in such manner as they may think fit; j. To accept from any member, as far as may be permissible by law, a surrender of his Shares or any part thereof, on such terms and conditions as shall be agreed; k. To borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular buy the issue of Debenture or Debenture stock, perpetual or otherwise charged upon all or any of the Company's property (both present and future). l. To open and deal with current account, overdraft accounts with any bank/banks for carrying on any business of the Company.

	m. To appoint any Person (whether incorporated or not) to accept and hold in trust for the Company and property belonging to the Company, in which it is interested, or for any other purposes; and execute such deeds and do all such things as may be required in relation to any trust, and to provide for the remuneration of such trustee or trustees; n. To institute, conduct, defend, compound, refer to arbitration or abandon any legal proceedings by or against the Company or its officers, or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts due, and of any claim or demands by or against the Company. o. To refer any claims or demands or differences by or against the Company or to enter into any contract or agreement for reference to arbitration, and observe, enforce, perform, compound or challenge such awards and to take proceedings for redressal of the same.; p. To act as trustees in composition of the Company's debtors and/or act on behalf of the Company in all matters relating to bankrupts and insolvents; q. To make and give receipts, releases and other discharges for moneys payable to the Company and for the claims and demands of the Company. r. Subject to the provisions of Sections 179 and 186 of the Act, to invest and deal with any moneys of the Company not immediately required for the purpose thereof upon such security (not being Shares of this Company), or without security and in such manner as they think fit, and from time to time to vary the size of such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name; s. To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or surety, for the benefit of the Company, such mortgages of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon.

	t. To determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividends, warrants, releases, contracts and documents and to give the necessary authority for such purpose; u. Subject to provisions of Applicable Law, to give a Director or any officer or any other person whether employed or not by the Company, Share or Shares in the profits of the Company, commission on the profits of any particular business or transaction; and to charge such bonus or commission as part of the working expenses of the Company; v. To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings or by grants of money, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing to provident and other associations, institutions; funds or trusts and by providing or subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit; w. To subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of public and general utility or otherwise; x. Before recommending any Dividend, to set aside out of the profits of the Company such sums as they may think proper for depreciation or to Depreciation Fund, or to an Insurance Fund, or as a Reserve Fund, or Sinking fund, or any Special Fund to meet contingencies or to repay Debentures or Debenture stock, or for special dividends or for equalized dividends or for repairing, improving, extending and maintaining any of the property of the Company or for such other purpose (including the purposes referred to in the preceding clause), as the Board may, in their absolute discretion, think conducive to the interest of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as required to be invested upon such investments(other than Shares of the Company) as they may think fit, and from time to time to deal with and vary such investments and dispose of and apply and expand all or any part thereof for the benefit of the Company, in such manner and for such purpose as the Board in their absolute discretion think conducive to the interest of the Company, notwithstanding that the matters to which the Board apply or upon which they expend the same, or any part thereof, may be matters to or upon which the capital moneys of the Company might rightly be applied or expended; and to divide the reserve into such special

	Funds as the Board may think fit, with full power to transfer the whole, or any portion of a Reserve Fund or division of a Reserve Fund to another Reserve Fund or division, of a Reserve Fund and with full power to employ the assets constituting all or any of the above Funds, including the Depreciation Fund, in the business of the Company or in the purchase or repayment of Debentures or Debenture stock, and without being bound to keep the same, separate from the other assets ,and without being bound to pay interest on the same with power, however, to the Board at their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper. y. Subject to the provisions of the Act to appoint, and at their discretion remove or suspend such general managers, managers, secretaries, assistants, supervisor, clerks, agents and servants of permanent, temporary or special services as they may for time to time think fit, and to determine their powers and duties and fix their salaries or emoluments or remuneration, and to require security in such instances and to such amount as they may think fit also from time to time provide for the management and transaction of the affairs of the Company in any specified locality in India, or elsewhere in such manner as they think fit; and the provisions contained in the four next following sub-clauses shall be without prejudice to the general powers conferred by this sub-clause. z. To comply with the requirements of any local law which in their opinion it shall, in the interest of the Company, be necessary of expedient of comply with; aa. Subject to applicable provisions of the Act and Applicable Law made thereunder, to appoint purchasing and selling agents for purchase and sale of Company's requirement and products respectively. bb. From time to time and at any time to establish any committee for managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any persons to the members of such committee and to fix their remuneration. cc. Subject to Section 179 & 180 of the Act from time to time and at any time, delegate to any person so appointed any of the powers, authorities and discretion for the time being vested in the Board, and to authorise the Members for the time being of any such committee, or any of them to fill up any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made on such terms and subject to such conditions as the

	Board may think fit, and the Board may at any time remove any person so appointed, and may annul or vary any such delegation. dd. At any time and from time to time by power of attorney under the Seal of the Company, to appoint any person or persons to be the Attorney or Attorneys of the Company, for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Board under These Presents and subject to sections 179 and 180 of the Act) and for' such period and subject to such conditions as the Board may from time to time think fit; and any such appointment may (if the Board thinks fit) be made in favour of the members or any of the Members of any committee, established as aforesaid or in favour of any Company, or the Shareholders, Directors, nominees or managers of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly by the Board and any such power of Attorney may contain such powers for the protection or convenience of persons dealing with such attorneys as the Board may think fit and may contain powers enabling any such delegates or attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them; ee. Subject to Sections 184 and 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company to enter into all such contracts, agreements and to execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient; ff. Subject to the provisions of the Act, the Board may pay such remuneration to Chairperson / Vice Chairperson of the Board upon such conditions as they may think fit. gg. To take insurance of any or all properties of the Company and any or all the employees and their dependants against any or all risks. hh. To take insurance on behalf of its managing Director, whole-time Director, manager, Chief Executive Officer, Chief Financial Officer or Company Secretary or any officer or employee of the Company for indemnifying any of them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust for which they may be guilty in relation to the Company.
72	ESTABLISHMENT OF VIGIL MECHANISM

	1. Company shall establish a vigil mechanism for their Directors and employees to report their genuine concerns or grievances. The audit committee shall oversee the vigil mechanism. The vigil mechanism shall provide for adequate safeguards against victimisation of employees and Directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the audit committee, in exceptional cases. In case of repeated frivolous complaints being filed by a Director or an employee, the audit committee may take suitable action against the concerned Director or employee including reprimand.
73	DEMATERIALISATION OF SECURITIES 1. The provisions of this Article shall apply notwithstanding anything to the contrary contained in any other Articles. DEMATERIALIZATION OF SECURITIES 2. The Board shall be entitled to dematerialize Securities or to offer securities in a dematerialized form pursuant to the Depositories Act, as amended. The provisions contained in Articles 73.1. to 73.13 will be applicable in case of such Securities as are or are intended to be dematerialized. OPTIONS FOR INVESTORS 3. Every holder of or subscriber to Securities of the Company shall have the option to receive certificates for such securities or to hold the securities with a Depository. Such a person who is the Beneficial Owner of the securities can at any time opt out of a Depository, if permitted by law, in respect of any securities in the manner provided by the Depositories Act, 1996, and the Company shall, in the manner and within the time prescribed by law, issue to the Beneficial Owner the required certificates for the Securities. 4. If a person opts to hold his Securities with the Depository, the Company shall intimate such Depository the details of allotment of the Securities, and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the Securities.

	SECURITIES IN DEPOSITORIES TO BE IN FUNGIBLE FORM 5. All securities held by a Depository shall be dematerialized and be in fungible form. Nothing contained in Sections 89 and 186 of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owners. RIGHTS OF DEPOSITORIES AND BENEFICIAL OWNERS 6. Notwithstanding anything to the contrary contained in these Articles, a Depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of Securities of the Company on behalf of the Beneficial Owner. 7. Save as otherwise provided in Article 73.6 above, the Depository as the registered owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it. 8. Every person holding Securities of the Company and whose name is entered as the Beneficial Owner of securities in the record of the Depository shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of the Securities which are held by a Depository and shall be deemed to be a Member of the Company. SERVICE OF DOCUMENTS 9. Notwithstanding anything contained in these Articles to the contrary, where Securities of the Company are held in a Depository, the records of the beneficiary ownership may be served by such Depository on the Company by means of Electronic Mode. TRANSFER OF SECURITIES

	10. Nothing contained in Section 56 of the Act or these Articles shall apply to a transfer of Securities effected by a transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository. ALLOTMENT OF SECURITIES DEALT WITH IN A DEPOSITORY 11. Notwithstanding anything contained in the Act or these Articles, where Securities are dealt with by a Depository, the Company shall intimate the details thereof to the Depository immediately on allotment of such Securities. DISTINCTIVE NUMBER OF SECURITIES HELD IN A DEPOSITORY 12. Nothing contained in the Act or in these Articles regarding the necessity of having distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository. REGISTER AND INDEX OF BENEFICIAL OWNERS 13. The Register and index of Beneficial Owners maintained by Depository under the Depositories Act, as amended shall be deemed to be the Register and Index of Members and Security holders for the purposes of these Articles. BORROWING POWERS POWER TO BORROW 14. The Board may, from time to time, at its discretion subject to the provisions of these Articles, Section 73 to 76, 179, 180 of the Act or Applicable Law, raise or borrow, either from the Directors or from elsewhere and secure the payment of any sum or sums of money for the purpose of the Company; by a resolution of the Board, or where a power to delegate the same is available, by a decision/resolution of such delegate, provided that the Board shall not without the requisite sanction of the Company in General Meeting borrow any sum of money which

	together with money borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate for the time being of the paid up share Capital of the Company and its free reserves. CONDITIONS ON WHICH MONEY MAY BE BORROWED 15. The Board may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular, by the issue of bonds, or other Securities, or any mortgage, or other Security on the undertaking of the whole or any part of the property of the Company (both present and future including its uncalled capital for the time being). TERMS OF ISSUE OF DEBENTURES 16. Any Debentures, Debenture stock, bonds or other Securities may be issued on such terms and conditions as the Board may think fit. Provided that Debenture with a right to allotment or conversion into shares shall be issued in conformity with the provisions of Section 62 of the Act. Debentures, Debenture stock, bonds and other securities may be made assignable free from any equities from the Company and the person to whom it may be issued. Debentures, Debenture- stock, bonds or other securities with a right of conversion into or allotment of Shares shall be issued only with such sanctions as may be applicable. INSTRUMENT OF TRANSFER 17. Save as provided in Section 56 of the Act, no transfer of Debentures shall be registered unless a proper instrument of transfer duly executed by the transferor and transferee has been delivered to the Company together with the certificate or certificates of the Debentures: Provided that the Company may issue non-transferable Debentures and accept an assignment of such instruments. DELIVERY OF CERTIFICATES

	18. Deliver by the Company of certificates upon allotment or registration of transfer of any Debentures, Debenture stock or bond issued by the Company shall be governed and regulated by Section 56 of the Act. REGISTER OF CHARGES, ETC. 19. The Board shall cause a proper register to be kept in accordance with the provisions of Section 85 of the Act of all mortgages, Debentures and charges specifically affecting the property of the Company, and shall cause the requirements of Sections 77 to 87 of the Act, both inclusive of the Act in that behalf to be duly complied with, so far as they are ought to be complied with by the Board. REGISTER AND INDEX OF DEBENTURE HOLDERS 20. The Company shall, if at any time it issues Debentures, keep Register and Index of Debenture holders in accordance with Section 88 of the Act. The Company shall have the power to keep in any state or country outside India a branch register of Debenture-stock, resident in that State or country. MANAGING DIRECTOR Board may appoint Managing Director(s) 21. Subject to the provisions of the Act and of these Articles, the Board shall have power to appoint from time to time any of its member or members as Managing Director(s) of the Company for fixed term not exceeding five years at a time and upon such terms and conditions as the Board thinks fit and subject to the provisions of these Articles the Board may by resolution vest in such Managing Director(s) such of the powers hereby vested in the Board generally as it thinks fit, and such powers may be made exercisable for such period or periods and upon such conditions and subject to such restrictions as it may determine. Additionally, the Managing Director may from time to time authorise any employee of the Company by executing a power of attorney or otherwise for such matters as he may deem fit in the best interests of the Company.

22. Subject to the article above, the powers conferred on the Managing Director shall be exercised for such objects and purpose and upon such terms and conditions and with such restrictions as the Board may think fit and it may confer such powers either collateral with or to the exclusion of and in substitution of all or any of the powers of the Board in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers. The Managing Director shall not exercise any powers under Section 179 of Act except such powers which can be delegated under the Act and specifically delegated by a resolution of the Board.

Restriction on Management

23. The Board of Directors may, subject to Section 179 of the Act, entrust to and confer upon a Managing or whole time Director any of the powers exercisable by them, upon such terms and conditions and with such restrictions, as they may think fit and either collaterally with or to the exclusion of their own powers and may, from time to time, revoke, withdraw or alter or vary all or any of such powers.

Remuneration to Managing Directors/ whole time directors

24. A Managing or whole time director may be paid such remuneration, whether by way of monthly payment, fee for each meeting or participation in profits, or by any or all these modes, or any other mode not expressly prohibited by the Act, as the Board of Directors may determine.

MANAGEMENT OUTSIDE INDIA AND OTHER MATTERS

25. Subject to the provisions of the Act the following shall have effect:

a. The Board may from time to time provide for the management of the affairs of the Company outside India (or in any specified locality in India) in such manner as it shall think fit and the provisions contained in the four next following paragraphs shall be without prejudice to the general powers conferred by this paragraph.

	b. Subject to the provisions of the Act, the Board may at any time establish any local Directorate for managing any of the Delegation, affairs of the Company outside India, and may appoint any person to be member of any such local Directorate or any manager or agents and may fix their remuneration and, save as provided in the Act, the Board may at any time delegate to any person so appointed any of the powers, authorities and discretions for the time being vested in the Board and such appointment or delegation may be made on such terms and subject to such conditions as the Board may think fit and the Board may at any time remove any person so appointed and annual or vary any such delegations. c. The Board may, at any time and from time to time by power of attorney under Seal, appoint any person to be the attorney of the Company for such purposes and with such powers, authorities and discretions not exceeding those which may be delegated by the Board under the Act and for such period and subject to such conditions as the Board may, from time to time, thinks fit, and such appointments may, if the Board thinks fit, be made in favour of the members or any of members of any local directorate established as aforesaid, or in favour of the Company or of the members, Directors, nominees or officers of the Company or firm or in favour of any person whether nominated directly or indirectly by the Board, and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorneys as the Board thinks fit. d. Any such delegate or Attorney as aforesaid may be authorized by the Board to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them. e. The Company may exercise the power conferred by the Act with regard to having an Official Seal for use abroad, and such powers shall be vested in the Board, and the Company may cause to be kept in any state or country outside India, as may be permitted by the Act, a Foreign Register of Member or Debenture holders residents in any such state or country and the Board may, from time to time make such regulations not being inconsistent with the provisions of the Act, and the Board may, from time to time make such provisions as it may think fit relating thereto and may comply with the requirements of the local law and shall in any case comply with the provisions of the Act.
	Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer
74	1. Subject to the provisions of the Act and Applicable Law -

	a. A chief executive officer, manager, company secretary or chief financial officer may be appointed at a Board Meeting for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution at a Board Meeting; b. A Director may be appointed as chief executive officer, manager, company secretary subject to provisions of Section 203 of the Act. The Board may also designate the head of the financial function as the chief financial officer of the Company. c. An individual may be appointed as the chairperson of the Company as well as the Managing Director or chief executive officer of the Company at the same time on such occasions as the Board may decide. d. The functions of a company secretary shall be in accordance with Section 205 of the Act and other Applicable Law. e. Subject to the article above, the powers conferred on the chief executive officer shall be exercised for such objects and purpose and upon such terms and conditions and with such restrictions as the Board may think fit and it may confer such powers either collateral with or to the exclusion of and in substitution of all or any of the powers of the Board in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers. f. The chief executive officer shall not exercise any powers under Section 179 of Act except such powers which can be delegated under the Act and specifically delegated by a resolution of the Board.
75	POWER TO AUTHENTICATE DOCUMENTS 1. Any Director or company secretary or any officer appointed by the Board for the purpose shall have power to authenticate any document relating to the constitution of the Company and any books, records, documents and accounts relating to the business of the Company and to certify copies or extracts thereof. 2. Document purporting to be a copy of resolution of the Board or an extract from the minutes of meeting of the Board which is certified as such in accordance with the provisions of the last

	preceding Article shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be that extract is a true and accurate records of a duly constituted meeting of the Directors.
	The Seal
76	1. The Board shall provide a Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given. The Company shall also be at liberty to have an official Seal for use in any territory, district or place outside India. 2. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf, and except in the presence of such Directors and the company secretary or such other person as the Board may specify/appoint for the purpose; and the Director and the company secretary or other person aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence. The Board shall provide for the safe custody of the Seal.
	Dividends and Reserves
77	DIVISION OF PROFITS 1. The profits of the Company, subject to any special rights as to dividends or authorized to be created by these Articles, and subject to the provisions of these Articles shall be divisible among the members in proportion to the amount of Capital paid-up on the shares held by them respectively. THE COMPANY IN GENERAL MEETING MAY DECLARE A DIVIDEND 2. The Company in Annual General Meeting may declare Dividends to be paid to Members according to their respective rights, but no Dividend shall exceed the amount recommended by the Board; the Company in general meeting may, however declare a smaller Dividend. No Dividend shall bear interest against the Company.
78	DIVIDENDS ONLY TO BE PAID OUT OF PROFITS 1.The Dividend can be declared and paid only out of the following profits;

	a. Profits of the financial year, after providing depreciation as stated in Section 123(2) read with Schedule II and Applicable Laws. b. Accumulated profits of the earlier years, after providing for depreciation u/s 123(2) read with Schedule II and Applicable Laws. c. Out of money provided by Central or State Government for payment of Dividend in pursuance of a guarantee given by the Government. d. No dividend shall be declared or paid by the Company for any financial year except out of the profits of the company for that year arrived at after providing for depreciation or out of the profits of the Company for any previous financial year or years arrived at after providing for depreciation in accordance with the provisions of the Act and remaining undistributed, or out of both or out of such other money as may be permitted. TRANSFER TO RESERVE 2. The Board may, before recommending any Dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, thinks fit. 3. Such reserve, being free reserve, may also be used to declare dividends in the event the Company has inadequate or absence of profits in any financial year, in accordance to Section 123 of the Act and Applicable Law made in that behalf. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
79	INTERIM DIVIDEND 1. Subject to the provisions of Section 123 of the Act and Applicable Law, the Board may from time to time pay to the Members such interim dividends as appear to it to be justified by the profits of the Company.

	CALLS IN ADVANCE NOT TO CARRY RIGHTS TO PARTICIPATE IN PROFITS 2. Where Capital is paid in advance of calls such Capital may carry interest but shall not in respect thereof confer a right to Dividend or participate in profits.
80	PAYMENT OF PRO RATA DIVIDEND 1. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the Dividend is paid; but if any Share is issued on terms providing that it shall rank for Dividend as from a particular date such Share shall rank for Dividend accordingly. DEDUCTION OF MONEY OWED TO THE COMPANY 2. The Board may deduct from any Dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company. RIGHTS TO DIVIDEND WHERE SHARES TRANSFERRED 3. A transfer of Share shall not pass the right to any Dividend declared thereon before the registration of the transfer.
81	DIVIDEND TO BE KEPT IN ABEYANCE The Board may retain the dividends payable in relation to such Shares in respect of which any person is entitled to become a Member by virtue of transmission or transfer of Shares and in accordance sub-Section (5) of Section 123 of the Act or Applicable Law. The Board may also retain dividends on which Company has lien and may apply the same towards satisfaction of debts, liabilities or engagements in respect of which lien exists.
82	NOTICE OF DIVIDEND

	Notice of any Dividend that may have been declared shall be given to the persons entitled to Share therein in the manner mentioned in the Act.
83	MANNER OF PAYING DIVIDEND 1 Any Dividend, interest or other monies payable in cash in respect of shares may be paid by any Electronic Mode to the shareholder entitled to the payment of the Dividend, or by way of cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct. 2. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent and the payment of every cheque or warrant sent under these Articles, shall, if such cheque or warrant purports to be duly endorsed, be a good discharge to the Company in respect thereof. The Company shall not be liable or responsible for any cheque or Warrant or pay-slip or receipt lost in transmission, or for any Dividend lost to the member of person entitled thereto by the forged endorsement of any cheque or warrant or the forged signature of any pay-slip or receipt or the fraudulent recovery of the Dividend by any other means.
84	RECEIPTS FOR DIVIDEND Any one of two or more joint holders of a Share may give effective receipts for any dividends, bonuses or other monies payable in respect of such Share
85	NON-FORFEITURE OF UNCLAIMED DIVIDEND No unclaimed Dividend shall be forfeited by the Board unless the claim thereto becomes barred by law and the Company shall comply with the provision of the Act and Applicable Law in respect of all unclaimed or unpaid dividends.
	Accounts
86	DIRECTORS TO KEEP TRUE ACCOUNTS 1. The Company shall keep at the registered office or at such other place in India as the Board thinks fit, proper books of account and other relevant books and papers and financial statement for every financial year in accordance with Section 128 of the Act.

2. Where the Board decides to keep all or any of the Books of Account at any place in India other than the registered office of the Company the Company shall within seven days of the decision file with the Registrar a notice in writing giving, the full address of that other place.

3. The Company shall preserve in good order the books of account relating to the period of not less than eight years preceding the current year together with the vouchers relevant to any entry in such Books of Account.

4. Where the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with the preceding Article if proper Books of Account relating to the transactions effected at the branch office are kept at the branch office and proper summarized returns made up to date at intervals of not more than three months are sent by the branch office to the Company at its registered office or at any other place in India, at which the Company's Books of Account are kept as aforesaid.

5. The books of account shall give a true and fair view of the state of affairs of the Company or branch office, as the case may be, and explain its transactions effected both at the registered office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting. The Books of Account and other books and papers shall be open to inspection by any Directors during business hours.

PREPARATION OF REVISED FINANCIAL STATEMENTS OR BOARD'S REPORT

6. Subject to the provisions of Section 131 of the Act and the Applicable Law made thereunder, the Board may require the preparation of revised financial statement of the Company or a revised Boards' Report in respect of any of the three preceding financial years, if it appears to them that (a) the financial statement of the Company or (b) the report of the Board do not comply with the provisions of Section 129 or Section 134 of the Act.

INSPECTION OF ACCOUNTS

7. No member (not being a Director) shall have any right of inspecting any books of accounts or documents of the Company except as conferred by law or authorised by the Board or by the Company in General Meeting.

AUDIT

AUDITORS TO BE APPOINTED

8. Statutory Auditors and Cost Auditors, if any, shall be appointed and their rights and duties regulated in accordance with Sections 139 to 148 of the Act and Applicable Laws. Where applicable, a Secretarial Auditor shall be appointed by the Board and their rights and duties regulated in accordance with Sections 204 of the Act and Applicable Laws.

9. Subject to the provisions of Section 139 of the Act and Applicable Laws made thereunder, the Statutory Auditors of the Company shall be appointed for a period of five consecutive years, subject to ratification by members at every annual general meeting. Provided that the Company may, at a General Meeting, remove any such Auditor or all of such Auditors and appoint in his or their place any other person or persons as may be recommended by the Board, in accordance with Section 140 of the Act or Applicable Laws.

REMUNERATION OF AUDITORS

10. The remuneration of the Auditors shall be fixed by the Company in Annual general meeting or in such manner as the Company in general meeting may determine.

DOCUMENTS AND NOTICES

SERVICE OF DOCUMENTS AND NOTICE

11. A document or notice may be served or given by the Company on any member either personally or sending it by post to him to his registered address or (if he has no registered address in India) to the address, if any, in India supplied by him to the Company for serving

documents or notices on him or by way of any electronic transmission, as prescribed in Section 20 of the Act and Applicable Law made thereunder.

12. Where a document or notice is sent by post, services of the document or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or notice, provided that where a member has intimated to the Company in advance that documents or notices should be sent to him under a certificate of posting or by registered post with or without acknowledgment due and has deposited with the Company a sum sufficient to defray the expenses of the doing so, service of the documents or notice shall not be deemed to be effected unless it is sent in the manner intimated by the member and such service shall be deemed to have been effected in the case of Notice of a meeting, at the expiration of forty-eight hours after the letter containing the document or notice is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.

NOTICE TO WHOM SERVED IN CASE OF JOINT SHAREHOLDER

13. A document or notice may be served or given by the Company on or given to the joint-holders of a Share by serving or giving the document or notice on or to the joint-holders named first in the Register of Members in respect of the Share.

NOTICE TO BE SERVED TO REPRESENTATIVE

14. A document or notice may be served or given by the Company on or to the persons entitled to a Share in consequence of the death or insolvency of a member by sending it through post in a prepaid letter addressed to him or them by name or by the title of representatives of the deceased or assignee of the insolvent or by any like description, at the address if any) in India supplied for the purpose by the persons claiming to be entitled, or (until such an address has been so supplied) by serving the document or notice in any manner in which the same might have been given if the death or insolvency had not occurred.

SERVICE OF NOTICE OF GENERAL MEETING

15. Documents or notices of every General Meeting shall be served or given in the same manner hereinbefore on or to (a) every member of the Company, legal representative of any deceased member or the assignee of an insolvent member, (b) every Director of the Company and (c) the Auditor(s) for the time being of the Company.

MEMBERS BOUND BY NOTICE

16. Every person who, by operation of law, transfer or other means whatsoever, shall become entitled to any Share, shall be bound by every document or notice in respect of such shares, previously to his name and address being entered on the Register of Members, shall have been duly served on or given to the person from whom he derives his title to such shares.

DOCUMENTS OR NOTICE TO BE SIGNED

17. Any document or notice to be served or given by the Company may be signed by a Director or the company secretary or any person duly authorised by the Board of Directors for such purpose.

NOTICE TO BE SERVED BY POST OR OTHER ELECTRONIC MEANS

18. All documents or notices to be served or given by members on or to the Company or any office thereof shall be served or given by sending it to the Company or officer at the office by post under a certificate of posting or by registered post, or by leaving it at the office or by such other electronic means as prescribed in Section 20 of the Act and the Applicable Law made thereunder.

ADMISSIBILITY OF MICRO FILMS, COMPUTER PRINTS AND DOCUMENTS TO BE TREATED AS DOCUMENTS AND EVIDENCE

19. Any information in the form of a micro film of a document or image or a facsimile copy or any statement in a document included in a printed material produced by a computer shall be

	deemed to be a document and shall be admissible in any proceedings without further production of original, provided the conditions referred in Section 397 are complied with. 20. All provisions of the Information Technology Act, 2000 relating to the electronic records, including the manner and format in which the electronic records shall be filed, in so far as they are consistent with the Act, shall apply to the records in electronic form under Section 398 of the Act.
	Winding up
87	1. Subject to the provisions of Chapter XX of the Act and Applicable Law made thereunder- 1.1 If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Act, but subject to the rights attached to any preference share capital, divide among the contributories in specie any part of the assets of the Company and may with the like sanction vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories as the Liquidator, with the like sanction shall think fit. 1.2 For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. 1.3 The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability. BONAFIDE EXERCISE OF MEMBERSHIP RIGHTS 2. Every Member and other Security holder will use rights of such Member/ security holder as conferred by Applicable Law or these Articles bonafide, in best interest of the Company or for protection of any of the proprietary interest of such Member/security holder, and not for extraneous, vexatious or frivolous purposes. The Board shall have the right to take appropriate measures, and in case of persistent abuse of powers, expulsion of such Member or other

	Security holder, in case any Member/Security holder abusively makes use of any powers for extraneous, vexatious or frivolous purposes.
	Indemnity
88	INDEMNITY 1. For the purpose of this Article, the following expressions shall have the meanings respectively assigned below: a. "Claims" means all claims for fine, penalty, amount paid in a proceeding for compounding or immunity proceeding, actions, prosecutions, and proceedings, whether civil, criminal or regulatory; b. "Indemnified Person" shall mean any Director, officer or employee of the Company, as determined by the Board, who in bonafide pursuit of duties or functions or of honest and reasonable discharge any functions as a Director, officer or employees, has or suffers any Claims or Losses, or against whom any Claims or Losses are claimed or threatened; c. "Losses" means any losses, damages, cost and expense, penalties, liabilities, compensation or other awards, or any settlement thereof, or the monetary equivalent of a non-monetary suffering, arising in connection with any Claim; INDEMNIFICATION 2 a. Where Board determines that any Director, officer or employee of the Company should be an Indemnified Person herein, the Company shall, to the fullest extent and without prejudice to any other indemnity to which the Indemnified Person may otherwise be entitled, protect, indemnify and hold the Indemnified Person harmless in respect of all Claims and Losses, arising out of, or in connection with, the actual or purported exercise of, or failure to exercise, any of the Indemnified Person's powers, duties or responsibilities as a Director or officer of the Company or of any of its subsidiaries, together with all reasonable costs and expenses (including legal and professional fees). b. The Company shall further indemnify the Indemnified Person and hold him harmless on an 'as incurred' basis against all legal and other costs, charges and expenses reasonably incurred in defending Claims including, without limitation, Claims brought by, or at the request of, the

	Company and any investigation into the affairs of the Company by any judicial, governmental, regulatory or other body. c. The indemnity herein shall be deemed not to provide for, or entitle the Indemnified Person to, any indemnification against: i. Any liability incurred by the Indemnified Person to the Company due to breach of trust, breach of any statutory or contractual duty, fraud or personal offence of the Indemnified Person; ii. Any liability arising due to any benefit wrongly availed by the Indemnified Person; iii. Any liability on account of any wrongful information or misrepresentation done by the Indemnified Person iv. The Indemnified Person shall continue to be indemnified under the terms of the indemnities in this Deed notwithstanding that he may have ceased to be a Director or officer of the Company or of any of its subsidiaries.
	Others
89	SECRECY 1. Every manager, Auditor, trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company shall, if so required by the Board of Directors, before entering upon the duties, sign a declaration pledging himself to observe strict secrecy respecting all bonafide transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge In the discharge of his duties except when required to do so by the Directors or by any General Meeting or by the law of the country and except so far as maybe necessary in order to comply with any of the provisions in These Presents and the provisions of the Act. 2. Subject to the provisions of these Articles and the Act no member, or other person (not being a Director) shall be entitled to enter the property of the Company or to inspect or to examine

	the Company's premises or properties of the Company without the permission of the Directors or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be expedient in the interest of the Company to communicate.

SECTION X – OTHER INFORMATION

A. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the registered office of our Company on any working day (i.e. Monday to Friday and not being a bank holiday in Tinsukia) between 10:00 AM and 2:00 PM for a period of seven days from the date of filing of this Information Memorandum with the Stock Exchanges.

- Memorandum and Articles of Association of the Company, as amended till date.
- Certificate of incorporation of our Company dated December 13, 2017.
- Statement of tax benefits dated July 22, 2019 issued by the Statutory Auditor, along with the certificate dated July 22, 2019.
- Order dated June 28, 2019 of the NCLT, Guwahati bench approving the Composite Scheme of Arrangement.
- Letters issued by BSE and NSE under Regulation 37 of SEBI Listing Regulations, bearing reference no. DCS/AMAL/PB/R37/1334/2017-18 dated November 15, 2018 and no. NSE/LIST/66537 dated November 15, 2018, respectively, approving the Scheme.
- SEBI's letter (bearing reference no. CFD/DIL-J/YJ/AC/26575/2019) dated October 9, 2019 granting relaxation of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957 as per the SEBI Circular for the purpose of listing of the shares of Greenpanel Industries Limited.
- BSE letter no. DCS/AMAL/BA/IP/1588/2019-20 dated 23rd September 2019granting in-principle approval for listing.
- NSE letter no. NSE/LIST/9 dated 6th September, 2019 granting in-principle approval for listing.
- Tripartite Agreement dated June 24, 2019 with NSDL, Registrar and Transfer Agent and our Company.
- Tripartite Agreement dated June 18, 2019 with CDSL, Registrar and Transfer Agent and our Company.

B. DECLARATION

All relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Information Memorandum is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act 1992 or rules made or guidelines or regulations issued thereunder, as the case may be. It is further certified that all statements made in this Information Memorandum are true and correct.

On behalf of the Board of Directors of the Company

For GREENPANEL INDUSTRIES LIMITED

Authorised Signatory / Director

Name: Shiv Prakash Mittal

Designation: Executive Chairman

Place: Kolkata

Date: October 17, 2019