GIL/2018-19
4th September, 2018

The Manager
BSE Limited
Department of Corporate Services
Floor 25, P. J. Towers, Dalal Street
Mumbai - 400 001
Security Code - 526797

The Manager
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E)
Mumbai - 400 051
Symbol - GREENPLY

Dear Sir/Madam,

Sub: Submission of Annual Report for the financial year 2017-18, pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Subsequent to the 28th Annual General Meeting of the members of the Company, held on 28th August, 2018, please find enclosed Annual Report for the financial year 2017-18 including Business Responsibility Report.

Please take the same into your record.

Thanking you,

Yours faithfully,
For GREENPLY INDUSTRIES LIMITED

KAUSHAL KUMAR AGARWAL
COMPANY SECRETARY &
VICE PRESIDENT-LEGAL

Encl: a/a

Greenply Industries Limited

VALUE EMBEDDED



ANNUAL REPORT 2017-18

Welcome to Greenply

Greenply Industries Limited (Greenply) is primarily engaged in the manufacture of an array of wood-based panel products, which include plywood, Medium Density Fibreboards (MDF) boards and allied products.

EQUITY SHARE INFORMATION

BSE Limited (BSE) code: **526797**

National Stock Exchange of India Limited (NSE) symbol: **GREENPLY**

₹0.60

Dividend per share in 2017-18

₹3,740.14 Cr

Market capitalisation as on 31 March, 2018

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HIGHLIGHTS, FY 2017-18

Net sales	EBIDTA	PAT	EPS
₹1,651.35 Cr	**₹243.49 Cr**	**₹135.7 Cr**	**₹11.07**

Value Unlocked

Our overarching objective has always been to create stakeholder value through various strategic initiatives.

Ever since inception, we have created embedded value in our business by strengthening our core capabilities and remaining responsive to the changing industry dynamics.

We love to imagine and adorn the world, where people live, work, shop and play. Our journey starts with imagining the future for our customers. We continue to introduce new products and solutions that reflect the richness and diversity of our innovation that is powered by top-notch technology and the passion of our people.

Our products, processes, execution brilliance and robust corporate governance enable us to leverage the right opportunity to unlock value for shareholders, customers, employees, partners and the larger community of stakeholders.



ROBUST FUNDAMENTALS

We are among India's largest interior infrastructure brands with over two decades of rich experience.

26%

WE COMMAND A 26% MARKET SHARE IN THE ORGANISED PLYWOOD MARKET.

30%

WE ENJOY A 30% MARKET SHARE IN THE DOMESTIC MDF MARKET.



5

WE HAVE FIVE STATE-OF-THE-ART MANUFACTURING FACILITIES, STRATEGICALLY LOCATED ACROSS INDIA.

106%

WE REPORTED A 106% UTILISATION OF PLYWOOD CAPACITIES.

21

WE POSSESS A PAN-INDIA PRESENCE IN 21 STATES ACROSS 300 CITIES.

100%

WE REPORTED A 100% UTILISATION OF MDF CAPACITY.

3,600+

WE HAVE A 3,600+ MEMBER GO-GETTER TEAM, WORKING TIRELESSLY TO BUILD A SUSTAINABLE FUTURE.

EXPANDING OUR MDF CAPACITY

A New Chapter of Evolution Is Unfolding

The opportunity landscape for MDF in India and other geographies continue to grow. The unfolding business optimism encourages us to enhance capacities to make the most of a flourishing demand scenario.



WE ARE SETTING UP A STATE-OF-THE-ART GREENFIELD MDF PLANT AT CHITTOOR, ANDHRA PRADESH, WITH AN INSTALLED CAPACITY TO PRODUCE 3.6 LAKH CUBIC METRES (CBM) ANNUALLY.

₹750 Cr

Total capex deployed for the state-of-the-art greenfield MDF plant at Chittoor, Andhra Pradesh

BIG PICTURE FOR MDF

We are setting up a state-of-the-art greenfield MDF plant at Chittoor, Andhra Pradesh, with an installed capacity to produce 3.6 lakh cubic metres (CBM) annually. We have deployed a total capex of around ₹ 750 crore, of which ₹ 490 crore will come from borrowings, ₹ 50 crore from the issue of equity and the balance ₹ 210 crore from internal accruals.

The mega project will entail significant investment in the industry of wood-based panels in India. This plant will be the largest MDF plant in Asia and the fifth largest plant in the world. We are ready to commence commercial production shortly.

The project shall be based on short-rotation, fast-growing plantation crops. The wood species (Eucalyptus, Subabul, Casuarina, Prosopis and Acacia among others) required to be used in the upcoming manufacturing plant are grown by local farmers and are a direct income source to them. The project will support the plantation activities to the extent of 8,000-10,000 hectares annually.

We intend to export 30-40% of the MDF manufactured in the new plant, till the domestic market is ready for absorbing the incremental capacity. Currently, we are exporting to the Middle East and South-East Asia and also exploring new growth geographies.

STRENGTHENING OUR PLYWOOD BUSINESS

We Are Building on a Sturdy Operating Bedrock

A sustainable operational framework is crucial for continued value creation. We continue to focus on ramping up capacity, securing resource availability and delivering on stakeholder commitments.

ENHANCEMENT OF DECORATIVE PLYWOOD CAPACITY

We will shortly commence commercial production of 'decorative plywood/ decorative veneers' at our manufacturing unit at Bamanbore, Gujarat.

NEW VENEER PEELING CAPACITY AT GABON

We are striving hard to make the best use of available resources and exploring new and innovative options for sustainable availability of veneer, a key input for plywood manufacture. We have set up a veneer plant in Gabon, West Africa.

Gabon has abundant quantities of Okoume trees, which can be used for producing veneers for plywood. There is good demand for this veneer in the domestic markets.



WHY IS OKOUME A VIABLE SUBSTITUTE FOR GURJAN WOOD?

- Okoume is a high-quality natural timber with lower density.
- Compared to Gurjan, the water-resistance capacity of Okoume is much higher.
- Okoume veneer is cost-effective compared to Gurjan veneer.
- Okoume timber has a better veneer structure and is accepted worldwide as a superior quality veneer.
- It's easy to peel and gives good-quality veneer even at a thickness of 0.25 mm.
- Gabon has an abundance of Okoume trees.
- The quality of products made from this timber is at par with products made using Gurjan timber.
- Okoume veneer has a lustrous pinkish-brown to light-red colour with a fine, uniform texture.

BRANDING AND MARKETING

Strategic Customer Outreach Is Breathing New Life into Our Brand

We are building an ecosystem to educate consumers about the importance of buying high-quality branded plywood over local plywood from unorganised segments. We are creating bespoke campaigns and engagement programmes for our customers to help them make informed choices about their purchase.

ASK GREENPLY 2.0

We launched a new campaign to make consumers aware that there are consequences of compromising on the quality of plywood used in their furniture.

When it comes to investing in attractive furniture, an 'average Indian consumer holds nothing back'. Consumers gladly spend money on imported veneer and polish. They tighten their purse strings only when it comes to purchasing plywood, although it accounts for a small fraction of the total investment.

Our campaigns strive to make consumers aware of plywood's importance so that they can identify their requirements and prioritise their investments. Customers are encouraged to ask Greenply before making any furniture-related decision.

The campaign was featured across sports channels, over-the-top (OTT) media services, major social media platforms, content sites and multiplexes. We are leveraging digital media to reach out to a wider consumer base.



Plywood





IMPACT OF OUR NEW CAMPAIGNS

16.6 mn

Views, across all featured media

9.5 mn

Views on Facebook

2.8 mn

Views on YouTube

Calculate the plywood cost

GET AN ACCURATE ESTIMATE OF THE COST OF BUILDING FURNITURE WITH THE GREENPLY CALCULATOR. LET THERE BE NO MORE ERRORS WHILE DECIDING THE KEY MATERIAL (PLYWOOD) FOR YOUR FURNITURE. AFTER ALL, EVERY RUPEE COUNTS.





INFLUENCER PROGRAMMES

At Greenply, we are undertaking multiple initiatives to strengthen our loyalty programmes that help us emerge as one of India's leading brands. Our trade partners and influencers play a critical role in building our brand and we offer them several influencer programmes, including:

Green Access

This is our loyalty programme for architects and interior designers, who influence the sale of our products. The platform helps map lead generation in the market and enables us to track complete project lifecycle, from lead generation to final sales.

Green Samriddhi

The programme enables carpenters and contractors, who work with our products, to accumulate points on the sale of our products. The programme offers a point-based award system for them.

GROWING OUR MDF BRAND

At Greenply, our objective is to encourage the use of MDF as an interior infrastructure product, thus helping develop a large market for it. Therefore, we initiated several branding and promotional campaigns to endorse MDF during the year under review:

- Continued with Below-the-Line (BTL) advertising campaigns to ensure brand recall and highlight superior product features.
- Pursued target audiences consistently with result-oriented and cost-effective initiatives.
- Reached existing and potential customers with relevant information and promotions.
- Aimed Business-to-Business (B2B) product demos and sampling activities to reach influencers in Tier-II, Tier-III cities and semi-urban markets.
- Educated influencers about the attributes, workability, applications and benefits of MDF.
- Distributed collaterals such as product booklets, leaflets and catalogues for the Value-added Product (VAP) lines, merchandise and project.

FLOORINGS WITH FLAIR

We have positioned Green Floormax as a Business-to-Consumer (B2C) brand and are focusing on making it a niche product with distinct features and applications. We have invested in trade magazine advertisements to enhance our visibility.

RAW MATERIAL SECURITY

Sustainability Runs Deep in Our Raw Material Strategy

We are strengthening backward integration at Greenply by encouraging timber plantation and agroforestry in marginal and degraded farmlands near our manufacturing sites.

This strategy ensures sustainability of raw materials. It also empowers marginal farmers to graduate from subsistence cultivation to commercial plantation, besides ensuring environmental sustainability.

Our overarching objective is to ensure sustainable use of environmental resources. Besides, to provide additional income to farmers, we lay emphasis on the promotion of large-scale replenishable plantations. The idea is to plant fast-growing species of trees on degraded hill slopes in an effort to regenerate the land.

In a short period of time, the plants will grow into trees, which farmers may harvest and sell as hard wood to industries. Therefore, this will enable farmers to earn an additional income, alongside agriculture, as well as address problems of soil erosion and land degradation, among others.

OUR OVERARCHING OBJECTIVE IS TO ENSURE SUSTAINABLE USE OF ENVIRONMENTAL RESOURCES. BESIDES, TO PROVIDE ADDITIONAL INCOME TO FARMERS, WE LAY EMPHASIS ON THE PROMOTION OF LARGE-SCALE REPLENISHABLE PLANTATIONS.

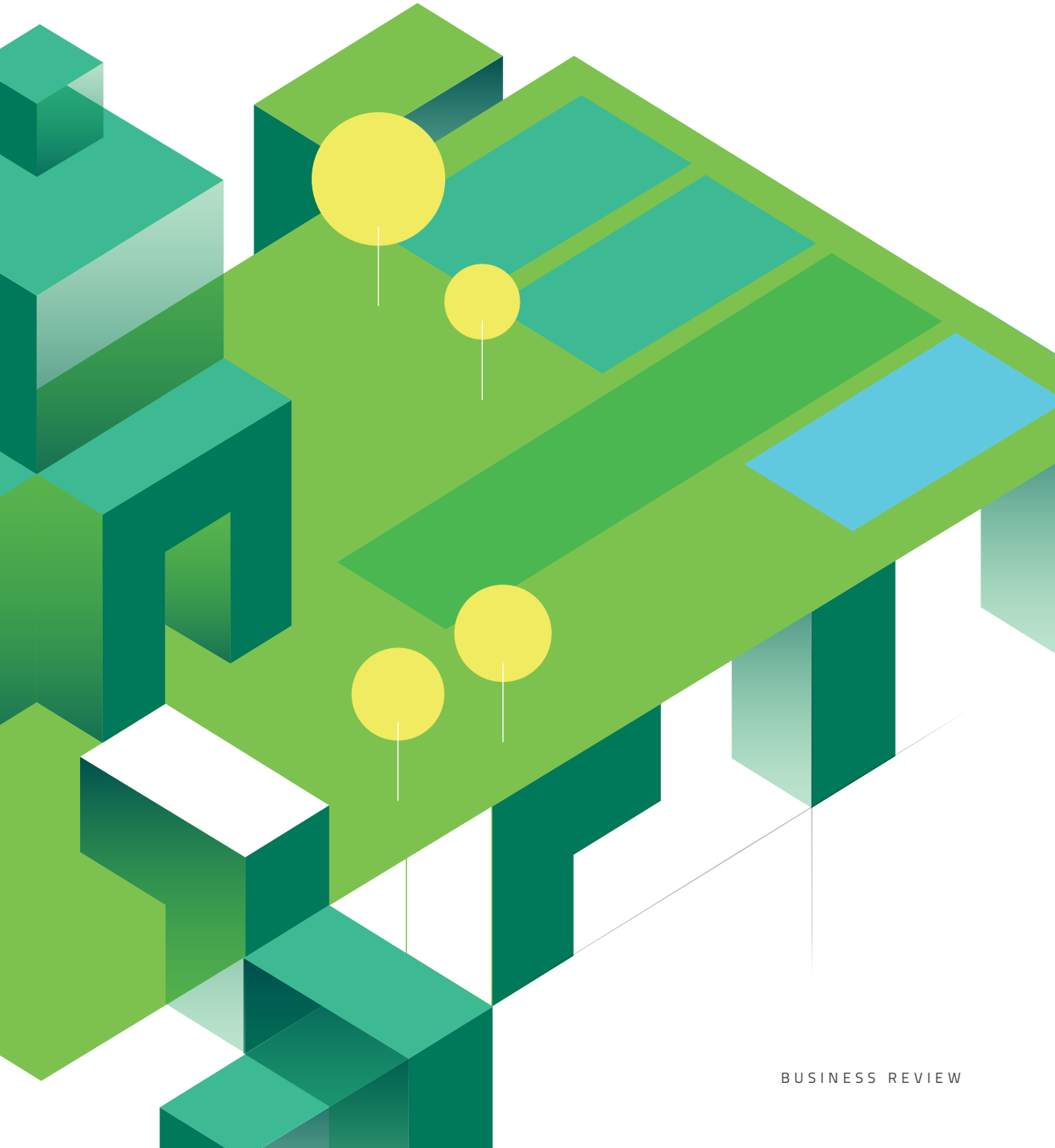


During FY 2017-18, we undertook the following initiatives:

- Encouraged farmers to bring land under the plantation-and-agroforestry model across all our plant locations.
- Aimed to provide sustainable livelihood opportunities through our timber plantation model.
- Distributed saplings to marginalised farmers.
- Promoted new land-specific improved low-cost techniques.
- Facilitated a short gestation period and coppicing ability.
- Conducted programmes demonstrating better forestry techniques.
- Ensured improvement in seed quality through research and development.
- Strengthened bond between the industry and cultivators.

Our broad agenda of sustainability and environment conservation will help us to:

- Reduce our carbon footprint.
- Diminish the burden on natural forests.
- Protect the natural ecosystem and environment.
- Provide socio-economic development to uplift marginal cultivators.



CHAIRMAN'S REVIEW

Value-focused Leadership



DEAR SHAREHOLDERS,

Ever since we commenced our journey, our focus has always been to reshape the business in line with changing industry dynamics to unlock value for stakeholders sustainably. Value creation is not just about internal strategies, the macro conditions also must play out favourably. If we look at how markets and economies are performing worldwide, there is credible reason for hope.

According to the International Monetary Fund (IMF), global economies performed better than expected; and India continues to be one of the world's fastest growing major economies. Recognising the country's growing economic potential, in November 2017, Moody's upgraded the Government of India's bond rating from the lowest investment grade of Baa3 to Baa2 and changed the outlook from stable to positive. This change in rating implies easier foreign portfolio investments and cheaper external borrowings for India in future.

During 2017-18, we saw the rollout of India's biggest indirect tax reform – the Goods and Services Tax (GST). The GST promises to deliver a positive outcome, as India becomes a single, more competitive market. It is expected to benefit economic activity and fiscal sustainability by eliminating multiple and often confusing state tax systems, strengthening the formal economy and expanding the tax base.

The implementation of GST will be favourable for branded plywood manufacturers like us, primarily because of the change in the taxation structure. In the pre-GST era, for any plywood purchased from organised players, the dealer had to pay Central Excise Duty and a Value-added Tax (VAT). The Excise Duty is a cost for the dealer as he does not get an input credit for that, but gets an input credit for the VAT paid.

With the implementation of GST, both the Central GST (replacing Excise Duty) as well as the State GST (replacing VAT) will be cenvatable for dealers. As a result, the dealer's cost of purchase from organised branded players declined.



OUR MEGA MDF MANUFACTURING UNIT AT CHITTOOR, ANDHRA PRADESH WILL SOON COMMENCE COMMERCIAL PRODUCTION.

The GST Council has made E-way bill compulsory for inter-state movement of goods. However, for intra-state movement of goods, the E-way bill will be implemented in a phased manner.

This is a positive development for the organised sector, especially in the plywood industry. Most of the unorganised sector in India was not GST-compliant and was able to move goods across states freely. This had impacted the volume growth of the organised sector in these industries since they were GST-compliant. We expect this tax arbitration to reduce significantly. We believe that the organised sector will be able to gain more market share from the unorganised sector, following the implementation of the E-way bill.

GROWING CAPACITY

Our mega MDF manufacturing unit at Chittoor, Andhra Pradesh will soon commence commercial production.

During 2017-18, our new facility in Gabon, West Africa, for veneer had commenced production. Gabon is home to Okoume trees, which are considered as one of the best timbers for producing high-quality plywood. These trees are abundantly distributed throughout the region.

Our decorative plywood/decorative veneer section adjacent to the existing unit in Bamanbore, Gujarat will commence production shortly.

We have always conducted a value-driven business that takes into consideration the concerns of the entire stakeholder fraternity. During the year under review, we enhanced focus on promoting education, healthcare, women empowerment and environmental sustainability.

WAY FORWARD

We believe GST will create a level playing field for us. Our robust fundamentals and the strategic investments that we have made will enable us to enhance our margins and strengthen our balance sheet, going forward.

Our workforce is at the heart of our success. We focus on upskilling our people to make them better equipped to deal with future opportunities and challenges. We take a long view of the business and our people are a crucial part of our strategy for business sustainability.

Our core purpose is to provide value-focused leadership to our industry. For us, it means offering great products and services to our consumers, engaging more with our business partners, delivering long-term profitable growth to our shareholders and remaining responsible to the community and the environment.

Warm regards,
S. P. Mittal
Executive Chairman
(DIN: 00237242)

MANAGEMENT INSIGHT

Candid Conversation



"WE ARE PUTTING IN PLACE THE RIGHT BUILDING BLOCKS FOR SUSTAINABLE LONG-TERM GROWTH AND VALUE CREATION FOR ALL STAKEHOLDERS."

WHAT ARE THE OPPORTUNITIES YOU SEE ON THE HORIZON?

India is seeing a sweeping transformation, perhaps like never before in living memory. There is a resurgence in the housing sector, supported by the Government of India's encouraging initiatives, including the mission to provide 'Housing for All' by 2022 and Real Estate (Regulation and Development) Act to enhance transparency in the real estate sector. We are also noticing a consistent increase in real estate, offices, shopping malls, hotels and hospitals across India, including in Tier-II and Tier-III cities. India's young aspirational population with high disposable income and affinity towards credible brands will drive a sustained demand growth for our products.

0.71

Net debt equity ratio

HOW WOULD YOU ASSESS THE COMPANY'S OVERALL PERFORMANCE IN FY 2017-18?

Our decades-rich presence in the interior infrastructure industry has deepened our insight about the changing requirements of our customers. With constant focus on aesthetics, durability, variety and other quality parameters, along with brand recognition, we are steadily growing our market share.

We are happy to report a satisfactory performance in FY 2017-18. We registered a marginal de-growth in net sales and a marginal growth in Profit after Tax (PAT). Our performance was driven by demand recovery, post GST implementation, diversified product basket and extensive market reach.

Our state-of-the-art infrastructure and ability to enhance capacity utilisation lead to economies of scale. Moreover, our energy-efficient manufacturing processes result in relatively lower operating cost and enhanced profitability. Our net debt equity ratio stood at 0.71 as on March 31, 2018.

HOW WAS THE PERFORMANCE OF YOUR BUSINESS DIVISIONS?

Plywood and allied products

Our plywood and allied products sales had a marginal de-growth by 1.7% from ₹ 1,167.99 crore in 2016-17 to ₹ 1,147.94 crore in 2017-18. Our EBITDA margin from the division stood at 10% in 2017-18. The average capacity utilisation stood at 106% and average realisation was ₹ 222 per square metre in 2017-18.

We have entered the non-premium segment of the market with the introduction of two new brands (Bharosa and Jansathi). This strategy should help us reach more customers, who have the aspiration to use affordable branded products. Margins are expected to be lower than the premium segment; but are likely to lead to a significant improvement in plywood ROCE.

We launched our PVC boards under the brand name 'Green Ndure'. Our boards possess physical properties that provide designers with various options; they also function as a replacement or refurbishment material.

We launched the second version of 'Ask Greenply' campaign. This campaign makes consumers aware that if they compromise while choosing the quality of plywood used in furniture, then they should be ready to face the consequences. Customers are encouraged to ask Greenply before making any furniture-related decision.

We maintain good relationships with interior architects and designers, contractors and carpenters, as well as retailers. Our sales and marketing team consistently focuses on strengthening the reputation and recall of our product brands through various engagement initiatives.

INDIA'S YOUNG ASPIRATIONAL POPULATION WITH HIGH DISPOSABLE INCOME AND AFFINITY TOWARDS CREDIBLE BRANDS WILL DRIVE A SUSTAINED DEMAND GROWTH FOR OUR PRODUCTS.

MDF

Our MDF division's sales decreased by 1.1% from ₹ 476.74 crore in 2016-17 to ₹ 471.70 crore in 2017-18. The EBITDA margin from the division stood at 28.8% in 2017-18. The average capacity utilisation was 100% and average realisation stood at ₹ 26,202 per cubic metre in 2017-18.

Our greenfield unit for manufacturing medium density fibreboards in the Chittoor district of Andhra Pradesh is progressing well and is likely to come on stream in H1 FY 2019. The plant will have an annual capacity of producing 3.6 lakh cubic metres MDF against the current capacity of 1.8 lakh cubic metres. Post commissioning, we are confident of capitalising on the high-growth South Indian markets and export demand.

For marketing of the Greenpanel MDF board product, we are targeting relevant consumer segments with result-oriented and cost-effective initiatives. We have focused on B2B product demos and sampling activities, aimed at furniture makers across Tier-II and Tier-III cities.

WHAT ARE YOUR FUTURE PRIORITIES?

Our strategic priorities comprise:

- Expand capacity and manufacture new products
- Consolidate market position
- Strengthen brand reputation and recall
- Reinforce sales and dealer networks
- Develop export opportunities for our MDF products
- Nurture the talent pool for the future

We are putting in place the right building blocks for sustainable long-term growth and value creation for our stakeholders.

With regards,
Rajesh Mittal
Managing Director
(DIN: 00240900)

Shobhan Mittal
Joint Managing Director & CEO
(DIN: 00347517)

OUR IDENTITY

Co-creating Enduring Value

We are one of India's largest interior infrastructure companies, with consistent focus on innovation to enrich the experience of our customers and create sustainable value for our stakeholders. Our quality plywood and MDF products across various price points cater to a wide customer spectrum.

Our state-of-the-art manufacturing and marketing capabilities have enabled us to develop a comprehensive portfolio of residential and commercial products. Our pan-India network of dealers ensures that our products are easily available across large parts of India. Our deep domain knowledge, robust brand presence and a well-entrenched distribution network have helped us evolve with changing times and cater to customer expectations.

OUR VALUE DRIVERS

- Nurturing a growth-oriented environment where passionate, skilled, problem solvers can uncork their potential
- Offering right products through a deep understanding of one's own requirement
- Adopting ground-breaking measures that reshaped the plywood and MDF industry

OUR MISSION

- Ensure on-time delivery of high-quality products
- Create a cordial atmosphere within the organisation
- Implement environmentally and socially considerate decisions for ourselves and the community



OUR VISION

Transform every house to a home

OUR OPERATIONAL LANDSCAPE

We have five manufacturing assets (four for plywood and one for MDF) and a strong retail network across India. We have presence in over 300 cities across 21 states, committed to provide high-quality products to customers.

CURRENT FACILITIES

1
Pantnagar, Uttarakhand
Plywood: 10.50 mn. sq. mts.
MDF: 0.18 mn. cubic mts.

Advantage
Proximity to the region's vast agro-forestry resources makes it possible to cater to the North Indian market.

2
Tizit, Nagaland
Plywood: 4.50 mn. sq. mts.

Advantage
Nearness to the timber belts of Nagaland helps us obtain an abundant supply of raw materials.

3
Bamanbore, Gujarat
Plywood: 11.40 mn. sq. mts.

Advantage
Closeness to the Kandla port enables easy import of raw materials. This facility caters to markets in western India.

4
Kriparampur, West Bengal
Plywood: 6.00 mn. sq. mts.

Advantage
Closeness to the Kolkata port enables easy import of raw materials. This facility caters to markets in the eastern and southern regions.

UPCOMING ASSETS

5
Bamanbore, Gujarat
Decorative Veneers/ Decorative Plywood: 2.25 mn. sq. mts

Advantage
It is adjacent to the existing plywood unit of the Company and will manufacture decorative veneers/decorative plywood.

6
Routhu Suramala, Chittoor, Andhra Pradesh
MDF: 0.36 mn. cubic mts.

Advantage
It is strategically located to cater to high-growth markets in South India and export markets.



	Plywood	MDF
PAN-INDIA BRANCH NETWORK	25	15
DISTRIBUTORS, DEALERS AND STOCKISTS	1,825	669
RETAILER TOUCHPOINTS	3,624	7,000

PRODUCTS

Versatile Product Range

Products	Value Proposition
PLYWOOD AND BLOCK BOARD 	▪ Prominent brand name in the plywood space. ▪ Eco-friendly products. ▪ Diversified product mix across all price points. ▪ Strategic locations of production facilities, catering to pan-India demand. ▪ Asset-light model (70% in-house and 30% outsourced) generating higher returns on capital employed. ▪ 360-degree marketing initiatives, targeted at trade and end consumers through various Above-the-Line (ATL) and Below-the-Line (BTL) activities to create brand visibility and recall.
MEDIUM DENSITY FIBREBOARD (MDF) 	▪ India's largest and technically-advanced MDF production facility. ▪ MDF is produced from 100% renewable wood source. ▪ MDF boards allow precise routing, machining and finishing techniques for a superior finish. ▪ Stringent quality measures at every stage of the manufacturing process helps maintain high-quality standards. ▪ Wide range of products in variety of sizes and thicknesses cater to different needs. ▪ Ideal choice for making strong and durable furniture and creating unique interiors; it comes with a unique mix of durability, look, texture, richness and the feel of seasoned wood, which makes it an excellent replacement for solid timber.
WOOD FLOORS 	▪ Easy to install - just snapping the planks together does the job. ▪ Dust doesn't cling to the floor due to Greenply's superior technology, allowing absolutely no room for dust accumulation. ▪ Interlocking technology leaves no gaps or crevices and floors appear flawless. ▪ Heat and temperature resistant, resulting in no bending and twisting of the planks.

GREEN DOORS



- Premium-quality brand.
- Manufactured using a mechanised process to offer uniform thickness without undulation and warping, along with a smooth surface for laminations.
- Deliver dimensional accuracy, stability in varying humidity and a high screw-holding capacity.

DECORATIVE VENEERS AND RECONSTITUTED VENEERS



- Offer striking veneer, ranging from Walnut and Rosewood to Mahogany and Ebony and lots more.
- Offer a wide range of versatile products.
- Products are a blend of style and elegance with enhanced durability.

PVC FOAM BOARD/SHEET



- An eco-friendly alternative for durable interiors and exteriors.
- Waterproof, fire-retardant and economical – a perfect substitute for wood-based boards.

FINANCIAL PERFORMANCE

Sustaining Momentum

5-YEAR CAGR (2013-14 TO 2017-18)

4.4% Net sales

7.4% EBIDTA

12.4% Cash profit

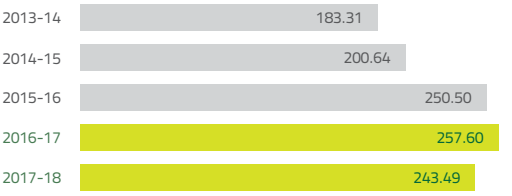
15.1% Post-tax profit

5.3% Gross block

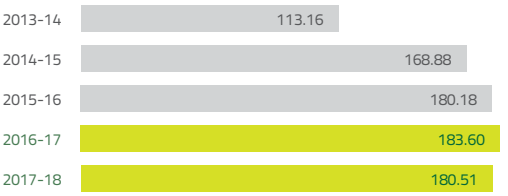
Net sales (₹ in crore)



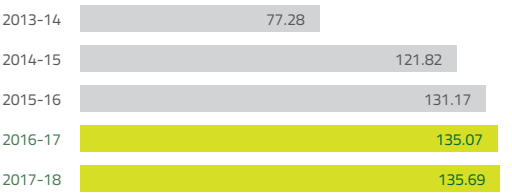
EBIDTA (₹ in crore)



Cash profit (₹ in crore)



Post-tax-profit (₹ in crore)



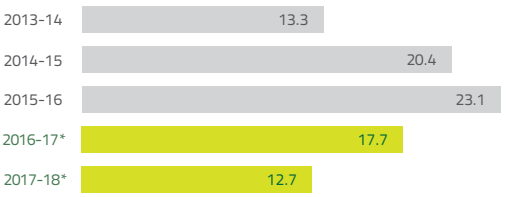
Gross block (₹ in crore)



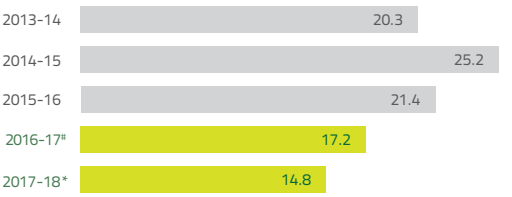
EBIDTA margin (%)



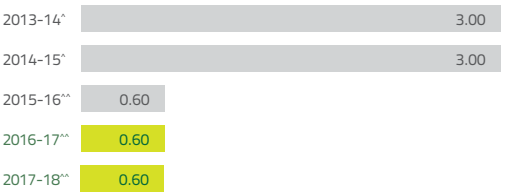
Return on Capital Employed (ROCE) (%)



Return on Equity (ROE) (%)



Dividend per share (₹)

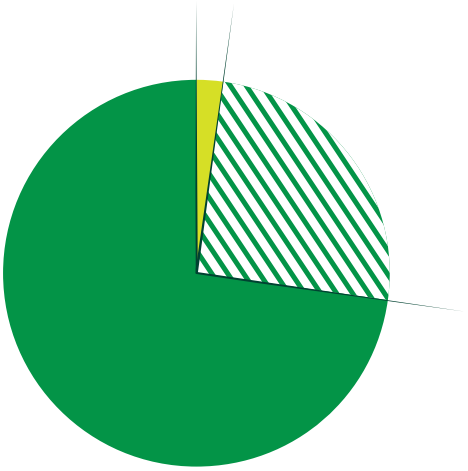


*Capital employed includes investments of ₹ 739 crore in expansion projects

#Equity includes equity of ₹ 260 crore invested in expansions

^Face value ₹ 5 per share | ^^Face value ₹ 1 per share

Revenue by division (%)

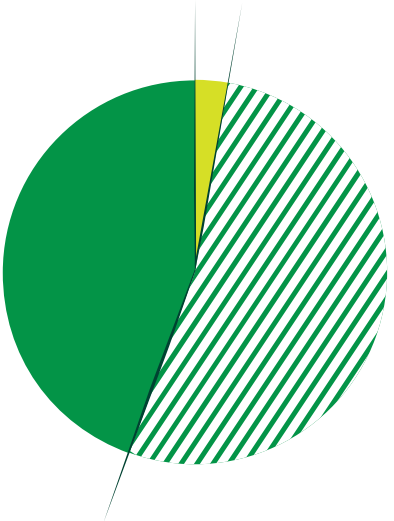


69.5% Plywood and allied products

28.6% MDF

1.9% Unallocated

EBITDA by division (%)



47.0% Plywood and allied products

55.8% MDF

(2.8%) Unallocated

RATIOS TREND

	2013-14	2014-15	2015-16	2016-17	2017-18
Debt equity ratio	0.99	0.69	0.43	0.54	0.71
Fixed assets turnover ratio	2.17	2.18	2.16	2.20	2.13
Interest coverage ratio	3.75	4.86	7.11	9.31	4.77
Inventory turnover ratio	7.09	8.20	11.95	10.46	7.68

HUMAN RESOURCE

People at Greenply



WE HAVE ALWAYS BELIEVED THAT SUSTAINABLE VALUE CREATION IS NOT JUST AN OUTCOME OF A STRATEGY DRAWN UP AT THE BOARDROOM. IT MUST BE SUPPORTED BY TALENT AND DETERMINED TEAM EFFORT.

THEREFORE, OUR CULTURE ENCOURAGES CONSISTENT SKILL UPGRADATION, TAKING ON CHALLENGES AND SHARING KNOWLEDGE AND INSIGHT TO DEVELOP A TEAM THAT PURSUES EXCELLENCE. OUR SQUAD COMPRISES MULTI-TASKERS AND RISK-TAKERS WHO HAVE THE COURAGE TO PUSH THE ENVELOPE AND BRING A TANGIBLE DIFFERENCE IN THE WAY WE WORK AND CREATE VALUE.

ROBUST RECRUITMENT AND TRAINING

Manpower Requisition Process
Our Human Resources (HR) Team ensures all vacant positions are filled without delay. We have a structured format to ensure all requested positions are approved by the management and absence of relevant talent does not impact operations.

Interview Assessment Form
We have a 'interview assessment form' to record requisite observations of all evaluators before a candidate is brought on-board.

New Joining Induction Programme
We have started a three-day induction programme at Kolkata for all recruits. As a part of the induction programme, the recruits undergo all HR joining formalities, along with receiving an overview of the organisation and cross-functional introductions and brief. They also visit the Company's production facilities and get product overview of the organisation.

Recruitment Ageing
We also conduct succession mapping in the organisation in order to build a robust bench strength for the future.

Product Training
We launched a branch-wise product training programme by Product Heads to ensure periodic knowledge upgradation for our people.



"THE PASSION, MERITOCRACY, DIVERSITY AND INTEGRITY OF OUR PEOPLE HAVE BEEN AND ALWAYS WILL BE THE CORNERSTONE OF WHO WE ARE."

PERFORMANCE DRIVEN

Branch Scorecard
We further introduced the concept of 'Branch Scorecard' to drive healthy competition across branches on Green Month Calendar based on six parameters.

Transparent Appraisal
We have a transparent employee appraisal procedure to align the expectations of our people with the organisation's larger vision and roadmap.

ENHANCED EMPLOYEE ENGAGEMENT

Festival Celebrations
At Greenply, we organised parties and distributed goodies to celebrate various festivals with our people.

Women's Day
During Women's Day 2018, we organised a special screening of **TED Talks by Sheryl K Sandberg – Chief Operating Officer** of Facebook to motivate women achievers at Greenply.

Family Day
We celebrated Family Day on 23 December 2017, where we invited our people at the Head Office, along with their families. We designed the event like a festival, with well-known food outlets from Kolkata offering live counters for our people and their families to enjoy. The event was followed by a movie screening for everyone.

IPL Match Watching
As official partners of Kolkata Knight Riders, we ensured all our team members and their families get a chance to enjoy the IPL fervour. Thus, we took all our employees and their families from the head office, sales office and factories to Eden Gardens, Kolkata for watching a live KKR match.

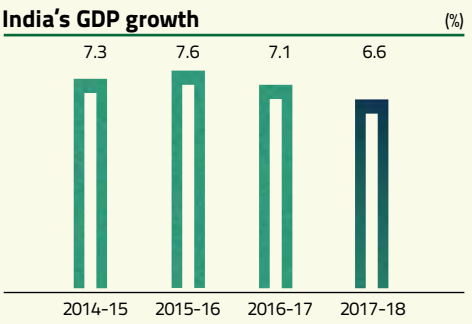
Blood Donation Camp
We partnered with Project Life Force, an NGO, to organise a blood donation camp at our head office on 24 February 2018. All our officials actively participated in it.

Management Discussion and Analysis



Indian economy

The Central Statistics Organisation (CSO) expects growth of around 6.6% in 2017-18 for the Indian economy, which faced temporary disruptions from twin policy events – implementation of the Goods and Services Tax (GST) and the lingering effects of demonetisation.



(Source: Central Statistics Office (CSO))

Top 5 spot

India has gained the Top 5 spot as a global investment economy

The economy was recovering from the impact of demonetisation when GST, a crucial indirect tax restructuring, was implemented. Among the country's biggest reforms, it is expected to bring positive changes in the long term with increased tax compliance, greater transparency, reduced corruption and digitization. The first two quarters of FY 2017-18 were marked by the uncertainty surrounding GST, though the economy regained buoyancy in the latter half of the year.

Key highlights of 2017-18

Inflation
The overall CPI inflation while remaining high at 5.1% in January 2018 fell marginally from its December 2017 level of 5.2%. WPI inflation fell more sharply to 2.8% from 3.6% during the same period.

Fiscal deficit
India's fiscal deficit estimate for FY 2017-18 was revised upward from 3.2% to 3.5% of the GDP. The slippage was largely due to excess revenue expenditure which could not be made up by a cut in capital expenditure or an increase in disinvestment proceeds and net tax revenues. The revenue deficit estimate was also revised from 1.6% to 2.6% of the GDP for FY 2017-18

Trade deficit
Trade deficit widened to a 56-month high of US$16.3 billion in January from US$14.9 billion in December.
(Source: Economy Watch - EY Report Feb 2018)

The services sector is set to experience a surge owing to increased focus in services export, major initiatives for financial inclusion in the country and increase in per capita income. A significant thrust to infrastructure development through creation of 100 smart cities and launching of affordable housing programme is expected to propel industrial development.

Amidst this wax and wane, the outlook for India remains largely positive. The country has emerged as the fastest growing major economy in the world and is expected to become one of the top three economic powers of the world over the next 10-15 years. India has gained the Top 5 spot as a global investment economy, with its sovereign rating upgraded from Baa3 to Baa2 by Moody's Investors Service, endorsing the Government's reform policy. In the wake of robust private consumption and public investment, ongoing structural reforms, the Government's focus on entrepreneurship and skill enhancement initiatives through Skill India, the country's GDP is expected to accelerate to over 7% in FY 2018-19.

Indian furniture industry

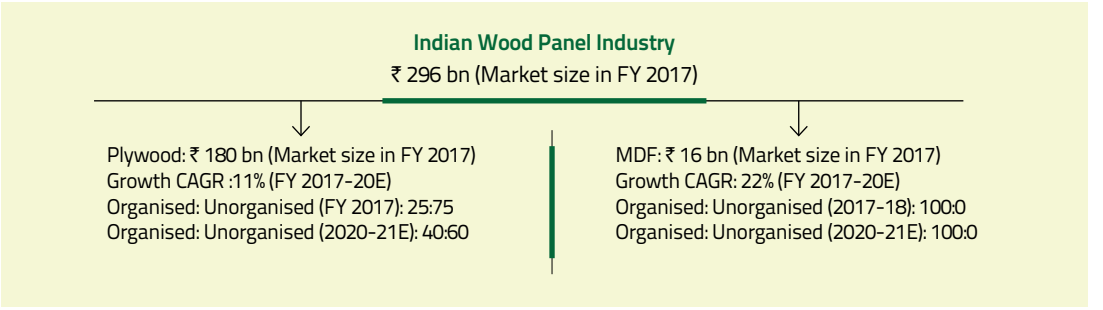
The Indian furniture industry is one of the world's fastest growing markets. Highly fragmented, the industry generates a majority of its revenue from local players. According to a World Bank study, India's organised furniture industry is projected to cross $32 billion by 2019.

The all-round economic growth has boosted spending capacity, in turn driving sales of branded furniture items. Moreover, e-tailing has gained considerable traction due to burgeoning demand for furniture and furnishing products from the urban class. This will lead to the

growth of the organised sector in the country as small players will shift from the unorganised to the organised furniture market.

Indian wood panel industry

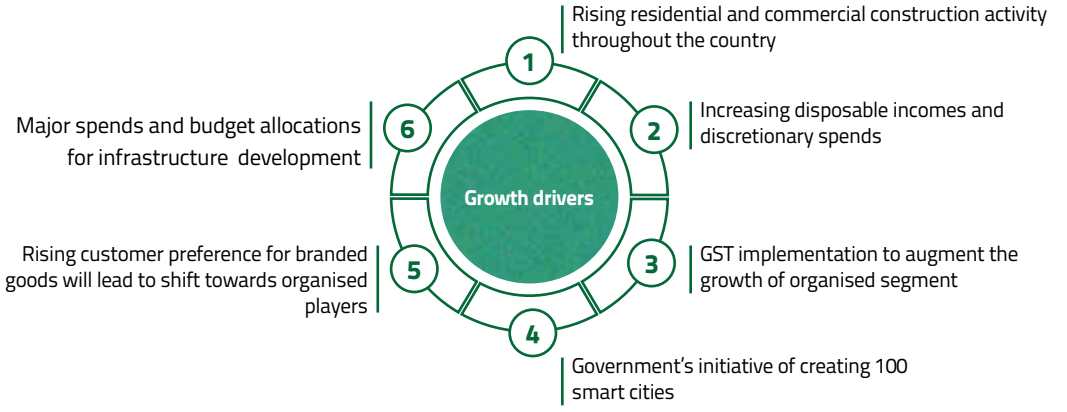
The wood panel industry in India is estimated to be worth ₹ 296 billion in FY 2017. The low technical and capital requirements of the plywood and panel industry have led to it being fragmented and unorganised. Rapid urbanisation, proliferation of branded products and rising disposable incomes are driving the wood panel market in the country. Further, the booming real estate sector, especially in Tier II and Tier III cities, is enabling brighter prospects for the domestic wood panel industry.

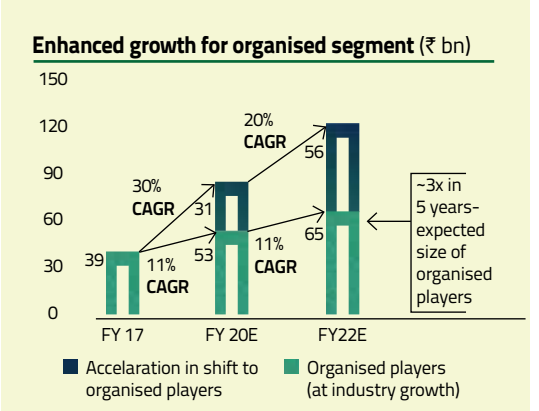


Plywood

The plywood industry comprises around 61% of the wood panel business in the country with a size of ₹ 180 billion in FY 2017, though organised players account for only 25%. With rationalisation of GST from 28% to 18% on plywood, the organised industry players are hopeful of increasing their market share. The industry is estimated to post 11% CAGR and organised players are expected to clock a much higher 25% CAGR over FY 2017-22.

Growth drivers





Premium segment: The ₹ 36 billion (in FY 2017) premium segment, which accounts for 20% of the total plywood market, is largely dominated by organised players (70% market share). Tier -1 players will continue to gain market share and dominate the segment owing to better quality value-added products and constant innovation. Further, aggressive brand spend over the years has helped companies create strong brand recall.

₹36 bn

Value of premium segment, which accounts for 20% of the total plywood market, is largely dominated by organised players (70% market share) in FY 2017.

Greenply edge

- Gaining market share from Tier II brands as well as the unorganised sector
- Creating markets for niche value-added categories through constant innovation

Medium/mass segment: The ₹ 90 billion (in FY 2017) mid-segment accounts for 50% of the plywood market. The segment is largely dominated by unorganised players who account for ~85% of the total market.

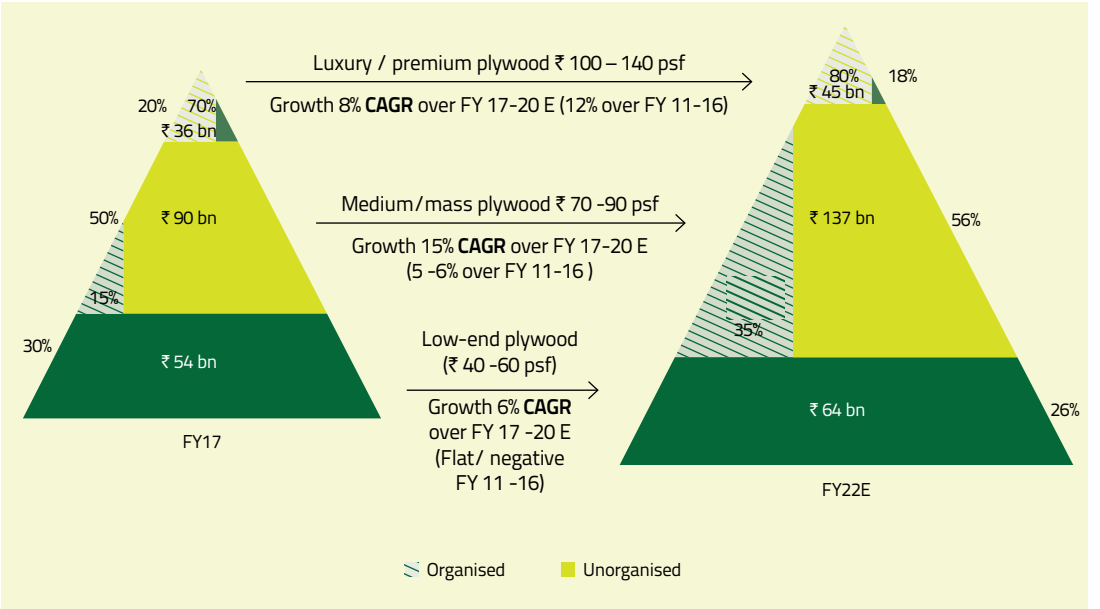
Greenply edge

- Tapping outsourcing opportunity in the category is driving better RoCE

Low-end segment: This segment is set to post robust growth with the implementation of GST and reduction of the GST rate on plywood to 18% from 28%. Though this segment is largely catered to by the unorganised segment, there is a projected shift of 6-20% to the organised sector over the next three years, creating a significant opportunity.



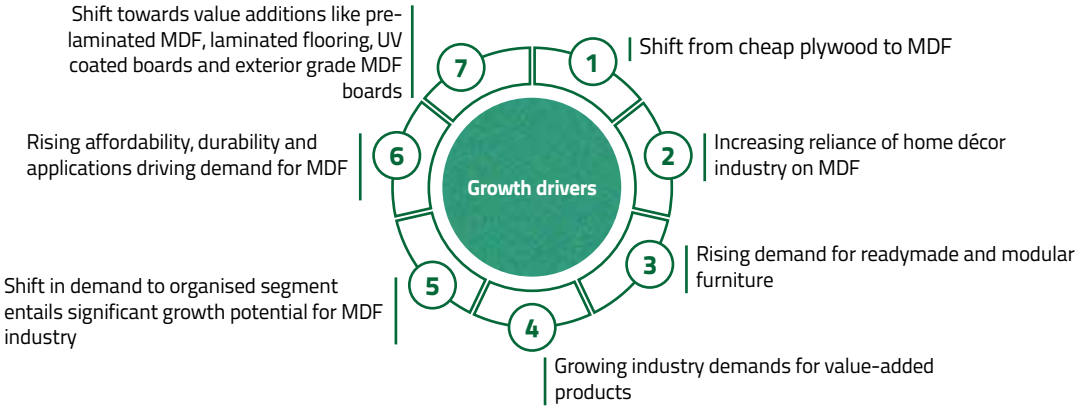
Rising share of medium and mass plywood segment



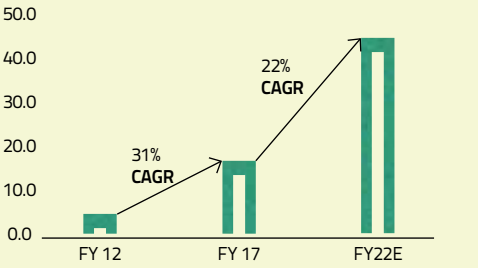
Medium Density Fibreboard (MDF)

The MDF industry although on a low base currently, is gaining immense popularity. It stands at a size of ₹ 16 billion with CAGR of 31% over FY 2012-17. The MDF segment accounts for only 10% of the plywood industry, whereas globally it has 65% share. With growing urbanisation, better durability and cost benefits compared to B and C grade plywood, MDF has started penetrating the industry. This will lead to MDF replacing low-end plywood where the organised players are largely absent. It is the fastest growing category in the wood panel segment, clocking 20-25% CAGR, and is estimated to reach ₹ 45 billion by FY 2022.

Growth drivers



Fast growing category in wood panel industry (₹ bn)



Greenply edge

- Largest manufacturer with strong brand penetration and robust distribution network
- Conti-press technology gives Greenply a distinct edge over other MDF producers
- Pre-laminated MDF boards approved for various applications by Director General, Central Public Works Department
- Green Panelmax Plain Boards, Pre-Laminated and Veneered MDF Boards approved for use in defence works by Military Engineering Services

Industry growth enablers

Increase in disposable incomes

The disposable income of the young Indian population has increased significantly. This has led to higher aspiration levels and has kindled the desire to improve home furniture, spurring plywood and MDF demand.

Robust real estate growth

The real estate sector in India is expected to reach market size of $180 billion by FY 2020. Rising demand in the residential and commercial space in Tier II cities, and expansion of retail and hospitality sectors around the country is aiding growth of the plywood and MDF industries.
(Source: IBEF)

Government initiatives

The Government policies are proving to be instrumental to the growth of the industry. 100% FDI has been allowed for township and settlements development projects. The 'Housing For All' scheme proposes 6 crore houses be built – 4 crore in rural areas and 2 crore in cities – by FY 2022. Also, the project to 100 smart cities is strengthening infrastructure development, in turn growing the demand for plywood and MDF.
(Source: IBEF)

Rise in nuclear families

The rise in smaller families in India has led to an increase in spends and a better lifestyle. This population is looking beyond necessity and has built a taste for superior and

luxury products. This trend has been encouraging for the organised players in the industry.

Emerging furniture replacement demand

Higher aspiration levels and disposable incomes are engendering a culture of faster furniture replacement, leading to rise in innovative products and better designs. It is expected that replacement demand will contribute around 20% to the overall plywood demand by FY 2020.

Outlook

An increasing shift towards the organised sector is foreseen in the industry. Growing customer awareness, brand consciousness and a plethora of choices at the disposal of consumers is encouraging product innovation and quality focus from the organised players. However, high price differentiation between the unorganised and organised segment persists. The industry is hopeful that the implementation of E-Way Bill system will bridge this price gap and lead to formalisation of the industry.

Greenply at a glance

Greenply Industries Limited (Greenply) is a leading manufacturer and marketer of interior infrastructure products, with a large market share and diverse customer base.

The Company offer surface finish, foundation and structural products for homes, offices and retail constructions under the brand names Greenply Plywood, Optima G, Ecotec, Greenpanel, among others. We are the leaders in the wood panel industry and provide the most comprehensive portfolio of residential and commercial floor products available – plywood and block boards, decorative veneers, MDF and wood floors.



Greenply accounts for 26% of the organised plywood and 30% of the MDF market in India. We have a large pan-India presence in over 300 cities across 21 states, catering to both the urban and rural markets. We provide top quality products to our customers through a channel of over 13,000 distributors, stockists, dealers, sub-dealers and retailers.

The Company has five avant-garde production facilities and extensive experience in interior infrastructure segment. Our innovative products in the retail, residential and commercial space, allow us to have a strong presence in the industry.

The Company is building the largest MDF plant in Asia at Chittoor, Andhra Pradesh, with an investment of ~ ₹ 750 crores. It will have an installed capacity of producing 1,200 cubic metres of MDF per day or 3,60,000 cubic metres per annum.



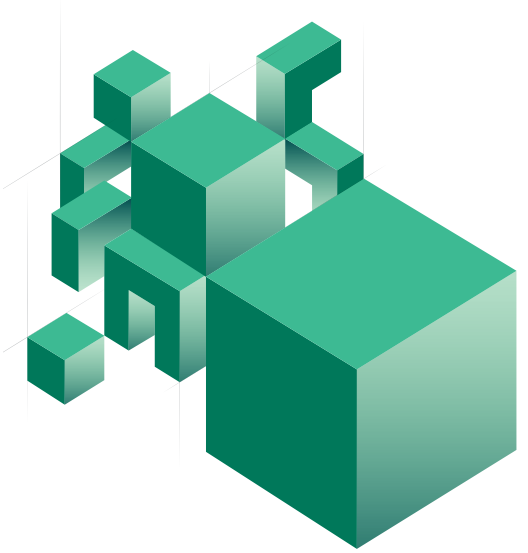
Greenply is also constructing a new decorative plywood/ decorative veneer section in Bamanbore, Gujarat which at optimum capacity utilisation can produce 10 lacs sheets per annum.

Business Segment Review

Plywood and Allied Products

Greenply has strong brand recall in the plywood business. The Company is a manufacturer of high quality plywood and block boards catering to the needs of every customer segment.

We have four cutting-edge manufacturing plants across India – in Gujarat, Uttarakhand, Nagaland and West Bengal. Premium A+ grade timber is used to make the flagship brand Greenply Plywood, which undergoes a rigorous five-step preservative treatment to increase the product durability. Greenply assures quality by using 100% hardwood that renders the plywood warp-free and ensures its dimensional stability. Besides, we are the first in India to provide lifetime warranty on our premium products – Green Club and Green Club Plus Plywood.



Marquee brands

- Green Flexiply
- Green Fire-retardant Plywood (Green Defender)
- Green Marine Grade Plywood
- Green Gold Plywood and Block board
- Green Film Faced Shuttering Plywood
- Green Absolute
- Greenpanel Plywood and Block board
- Greenply Plywood and Block board
- Ecotec Plywood and Block boards
- Optima g Plywood and Block boards
- Green Compreg
- Greenpanel Doors
- Green Doors
- Green Club
- Bharosaply
- Jansathi

Value proposition

- Distinguished brand position in the industry
- Varied product mix across the price spectrum
- Asset-light model generating increased Return on Investment (ROI)
- Strategically-located production units catering to pan-India markets
- Integrated marketing strategy generates greater brand visibility and recall

FINANCIAL HIGHLIGHTS 2017-18

Revenue

₹1,147.94 crores

y-o-y (1.7%)

EBITDA

₹114.33 crores

y-o-y (12.5%)

PBT

₹75.82 crores

y-o-y (13.44%)

Contribution to total revenue

69.5%

OPERATIONAL HIGHLIGHTS 2017-18

Particulars	2016-17	2017-18	Variation (%)
Annual capacity (million sqm.)	32.4	32.4	-
Production (million sqm.)	34.93	34.39	(1.54%)
Sales volume (million sqm.)	50.30	51.08	1.55%
Utilisation (%)	108	106	-
Average realisation (₹/sqm.)	229	222	(3.06%)

Road Ahead

Plywood and allied products play an important role in the housing and construction sector. Therefore, the demand for plywood will grow with the development of the real estate segment. As the Government of India is focused on infrastructure, especially 'housing for all', the plywood and allied products industry is set to grow significantly. Besides, an increase in disposable income, rapid urbanisation and an emerging market for furniture renovations and replacements are expected to boost demand.

With these growth drivers in place, Greenply is focused on enhancing engagement with influencers (architects, interior decorators and carpenters) and build relationships with channel partners to grow this segment. Additionally, the Company plans to continue its marketing and advertising ventures to strengthen growth.

PVC Foam Board and Sheet

We have introduced PVC board and sheets under the brand name Green Endure. It is one of the most popular plastic products used in the construction and engineering industry and has high hardness and mechanical properties that enhances with increase molecular weight but decreases with rising temperature.

Our PVC boards possess such physical properties that provide designers with an array of options while designing new products and developing solutions as it also acts as a replacement or refurbishment material. It is an upward trend for PVC foam board suppliers in India as the customers using plywood boards are now switching preferences. PVC boards are lighter, cheaper and offer many performance advantages. PVC panels are easy to install, water-proof, maintenance-free and are available in various textures, patterns and designs.

Marquee brand

Green Endure

Value proposition

- Smooth surface
- Better mechanical strength compared to HDF boards or particle boards
- Termite and borer proof
- Truly waterproof (works as insulator)
- Self-extinguishing properties (fire retardant)
- Paintable
- Can be veneered/laminated
- CNC cutting is easy and aesthetically appealing
- Beautiful surface and hence paint/lamination/veneering not necessary

Application areas

- All kinds of internal furniture
- Kitchen
- Areas where water seepage is higher
- Termite-affected areas
- Table tops
- Workstations
- Partitions
- Designer panels for use of CNC router
- Outdoor media panels

Road Ahead

With acceleration in consumer spending, homebuilding and commercial infrastructure growth, PVC boards and sheets will see increase in popularity.

Medium Density Fibreboard (MDF)

MDF is an eco-friendly and low-cost substitute to plywood that is gradually gaining acceptance in the interior infrastructure industry. The Company uses advanced fibre-interlocking technology to enhance durability, texture richness and the feel of seasoned wood in MDF.

As a versatile product that finds use primarily in panelling across the world, MDF can also be used in creating sturdy furniture. Besides, it is easy to carve and can be used to create handicraft items, displays or exhibition stands and signs, ceilings, toys, carvings and partitions, as well as in maritime applications and educational equipment. The other uses of MDF include interior walls and ceiling panels, modular partitions and door skins, along with caravan interiors, shop fittings, snooker tables and caskets. Moreover, MDF has 0% latex content, which ensures a perfect finish.

Marquee brands

- Greenpanel
- Green Panelmax

Value proposition

- Building Asia's largest high-tech MDF manufacturing unit
- Extensive product range catering to various needs
- Highest quality standards achieved with stringent measures
- Sustainable production process achieved by 100% renewable wood sourcing
- Superior finish delivered by MDF through precise techniques



FINANCIAL HIGHLIGHTS 2017-18

Revenue

₹471.70 crores

y-o-y (1.1%)

EBITDA

₹135.85 crores

y-o-y (5%)

PBT

₹120.88 crores

y-o-y (13.99%)

Contribution to total revenue

28.6%

OPERATIONAL HIGHLIGHTS 2017-18

Particulars	2016-17	2017-18	Variation (%)
Annual capacity (cubic metre)	180,000	180,000	-
Production (cubic metre)	189,171	180,736	(4.46%)
Sales volume (cubic metre)	184,905	179,908	(2.70%)
Utilisation (%)	105	100	-
Average realisation (₹/cum.)	25,764	26,202	1.70%

Road Ahead

With India's evolving economy, the preferences of Indians are shifting too. Moreover, Government initiatives have created a new buzzword 'affordable housing' for the realty segment, while there is significant improvement in lifestyle across Tier II and Tier III cities. These factors have created more demand for aesthetically designed homes and furniture, generating sizeable scope for the interior infrastructure space and providing new opportunities for MDF to grow as a segment.

Greenply will continue to focus on acquiring government orders, while enhancing engagement with influencers like carpenters and interior designers. The Company will also work towards increasing awareness of MDF across various channels.

Wood Floor

Greenply's laminated flooring under the brand Greenpanel offers a wide variety of colours and textures that create an ambience like no other. The surface designs have been handpicked in collaboration with renowned designers from Europe and crafted with passion. It is manufactured using an advanced pre-laminate technology and the world's best short-cycle press. It comprises four layers that include backing, high-density fibre and decorative and protective over-layers, which help maintain static temperature, making it favourable for human health.

Marquee brands

- Greenpanel
- Green Floormax

Value proposition

- Easy installation and maintenance
- Flawless appearance and temperature resistant
- No bending and twisting of the planks

Road Ahead

With improvements in lifestyle across India and growing per capita incomes, consumers are expected to focus more on attractiveness and comfort while choosing home décor. Besides, developments in innovative anti-slip and bacteria-resistant solutions for artificial flooring has led to increased applications, especially in the healthcare sector.

Greenply is capitalising on this market phenomenon with its eye-catching wooden floors. The Company plans to increase its brand visibility through various above the line (ATL) and below the line (BTL) marketing techniques, along with growing the segment's distribution network.

Finance review

During 2017-18, we have consolidated our operations, widened our product basket and reinforced our market prominence. We demonstrated a resilient performance as the industry recovered from the impacts of demonetisation and GST implementation.

Analysis of the statement of profit and loss

Overall performance

(₹ in crores)

Particulars	2017-18	2016-17	Growth
Net Sales	1,651.4	1,654.9	-0.22%
Gross profit	767.3	775.1	-1.01%
Earnings Before Interest Depreciation Taxes and Amortization (EBIDTA)	243.5	257.6	-5.48%
Cash profit	180.5	183.6	-1.68%
Profit After Tax	135.7	135.1	0.46%
Earnings Per Share (₹)	11.07	11.08	-

We sustained our margins owing to stringent cost management

Margins

(%)

Particulars	2017-18	2016-17
Gross Margin	46.5	46.8
EBITDA Margin	14.7	15.6
Net Margin	8.2	8.2

Divisional performance in 2017-18

Revenue by division	(%)	EBITDA by division	(%)
Plywood and allied products:	69.52	Plywood and allied products:	46.95
Medium Density Fibreboards (MDF):	28.56	Medium Density Fibreboards (MDF):	55.79

Plywood and allied products

Greenply has emerged as one of the most preferred household Indian plywood brands owing to superior quality and wide distribution across India.

Overall Performance

Particulars	2017-18	2016-17	Growth
Net sales (₹ crores)	1,147.94	1,167.99	-1.72%
EBITDA margin (%)	10.0	11.2	-
Production (million sqm.)	34.39	34.93	-1.54%
Sales volume (million sqm.)	51.08	50.30	1.55%
Utilisation (%)	106	108	-
Average realization (₹/sqm.)	222	229	-3.06%

Medium Density Fibreboard (MDF)

During 2017-18, we further strengthened our product portfolio and reported higher average realization.

Overall Performance

Particulars	2017-18	2016-17	Growth
Net sales (₹ crores)	471.70	476.74	-1.06%
EBITDA margin (%)	28.8	27.1	-
Production (cubic meter)	180,736	189,171	-4.46%
Sales volume (cubic meter)	179,908	184,905	-2.70%
Utilisation (%)	100	105	-
Average realization (₹/cubic meter)	26,202	25,764	1.70%

Cost analysis

Cost components

(₹ in crores)

Particulars	2017-18	2016-17	Growth
Raw material	884.06	879.72	0.49%
Employee expenses	185.20	170.74	8.46%
Finance Cost	9.47	18.12	-47.74%
Depreciation	44.81	48.53	-7.67%

Analysis of the Balance Sheet

Sources of funds

Particulars	2017-18 (₹ crores)	% of capital employed	2016-17 (₹ crores)	% of capital employed
Equity share capital	12.26	0.77	12.26	1.00
Reserves and surplus	902.79	56.64	774.76	63.13
Net worth	915.05	57.41	787.02	64.13
Loan funds	652.46	40.93	426.24	34.73
Deferred tax liability	26.45	1.66	14.02	1.14
Capital employed	1,593.96	100.00	1227.28	100.00

Key ratios

(%)

Particulars	March 31, 2018	March 31, 2017
Return on Equity	14.8	17.2
Return on Capital Employed (Pre-Tax)	12.7	17.7
Return on Capital Employed (Post-Tax)	9.3	13.0
Net Debt / Equity (x)	0.71	0.54

Application of funds

(₹ in crores)

Particulars	2017-18	2016-17
Non-Current Assets	1437.93	943.14
Current Assets	618.54	589.74
Total Assets	2056.47	1532.88

Efficiency ratios

Particulars	2017-18	2016-17
Inventory days	46	35
Debtor days	63	66
Creditor days	47	50
Working Capital turnover days	62	51

Taxation

Greenply enjoys tax benefits at its MDF manufacturing unit in Uttarakhand to the extent of 30% of the profit of that unit and the same is valid upto 31st March 2019.

Our total tax liability reduced from ₹55.88 crores in 2016-17 to ₹ 53.51 crores in 2017-18

Human resource

Equipping Greenply with an engaged and productive workforce is essential to our success. We look for commitment, skills and innovative approach in people. In assessing capability, we consider technical skills and knowledge that have been acquired through experience and practice, along with mental processing ability, social process skills and their application.

We continue to invest in developing a pipeline of future talent and nurture them. As part of this process, we provide development and training opportunities to our workforce, which motivates and encourages them to grow in their work.

Health, Safety and Environment (HSE)

Greenply believes health, safety and environment (HSE) management goes a long way in maintaining an organisation's sustainability. The Company, thus, demonstrates environmental and social responsibility at every step.

We are committed to benefit communities – workforce, public, and environment. Our HSE objectives include complying with all applicable laws relevant to the industry. The management believes in sharing responsibility with even the entry level employees in conforming to the existing laws. Furthermore, we believe in elevating health, safety and environment aspects of people around our facilities.

Health, safety and environment objectives:

- Complying with all applicable laws and relevant industry standards of practice
- Elevating the health, safety and environmental aspects of equipment and services
- Making everyone responsible and accountable to HSE, right from entry-level employees to the management team

Major Concerns

Air pollution

Fugitive chemical emissions, fuels, particulate pollution and drying of wood in the process of plywood manufacturing contribute to air pollution. Greenply is committed to implementing state-of-the-art technologies to prevent air pollution.

Preventive measures

- Installed Electro Specific Precipitator (ESP) in the plants to trap the floating gas particles. It brings down the SPM level within prescribed limits of flue gas emissions through appropriate height stack
- Flue gas from small capacity boilers is passed through wet scrubber. It strips off the floating ash particles before emitting of the gas into the atmosphere through a chimney
- The manufacturing area is ventilated with natural draft ventilation, as well as with forced draft ventilation for machines emitting hot gas

Water pollution

The plywood industry sometimes faces the problem of water pollution due to processes in the manufacturing of plywood, which include soaking of timber, leaching from open storage of wood, barks and saw dust, and leakage and run-off of process chemicals and diesel fuel.

Blowdown from boiler and floorwash from the resin plant is mixed in the equalisation tank for further chemical treatment in effluent treatment plant (ETP). Liquid effluent from de-fibrater of the MDF plant is mainly residual wood fibre and dissolved lignin in steam condensate water.

Preventive measures

- The effluent is screened to remove the suspended wood fibres, which are used as fuel in the boilers
- The residual water is taken for chemical treatment in ETP.
- The filtrate water is recycled as feed water for wet scrubber, as well as for gardening within the plant area and achieve zero discharge of contaminates from the plant

Hazardous solid waste

Wood ash from boilers is the major solid waste generated from plywood plants. Besides, dry sludge from the liquid effluent treatment plant also pollutes the environment.

Preventive measures

- Wood ash is disposed of as bio-fertiliser for farming, as well as ground fills in the dump yard
- Dry sludge is stored in an appropriate shed, in leak-proof containers. It is disposed of through a contract arrangement with a solid waste disposal dump yard agency.



Noise pollution

Noise pollution from plywood industries could affect the quality of life. Transportation of raw wood and finished products, operation of the peeling machine and operation of generators also contribute to noise pollution.

Preventive measures

- Adequate measures have been implemented to restrict the spread of noise through acoustic hoods and enclosures. The Company also provides mufflers for the operators
- The plant buildings are well-ventilated and a high roof is provided to eliminate echoes

Precautions against safety hazards

- A fire hydrant (external and internal hydrants) system is laid across the plant. It reaches the water jet in the plant area in case of any eventuality
- Appropriate reserve storage of water for firefighting is maintained in RCC underground tanks. The system operates as wet riser with an electric-driven fire pump and jockey pump. Both the pumps are provided with diesel generating set power supply with an auto start system. It always keeps the system in operation
- In MDF plant fire detection and extinguishing system is installed with means of automatic operation and control. The system comprises water sprinklers for the wood fibre handling and hot press, among other features
- Fire extinguishers that will fulfil the demand of the day are located at strategic locations for quick control. All electric panels are kept in a well-ventilated area. Structured preventive maintenance schedules are in place for upkeep of all electrical components. This is to prevent them from heating up

Health and safety measures

The health and safety of each individual working within the plant area is a prime concern of the management. Therefore, appropriate precautions are taken in the area in accordance with safety norms.

- The entire electrical panel's operation area is provided with rubber mats. This provides safety against electrical shock during operation and maintenance efforts
- The rotating equipment is provided with safety fence and motor guards for human safety. All the hot surface pipes and equipment are provided with appropriate insulation for safety to the human body
- Appropriate work platforms and ladders are provided for operation and maintenance of the components located at heights
- Precautionary signboards are displayed at specific locations for awareness of the operation staff. Earplugs, safety goggles, shoes, helmets, gloves, masks and safety gadgets (PPE), among others, are provided to the staff
- First-aid boxes are made available across the plant for treatment of minor injuries. An ambulance is also available round-the-clock within the plant for the transfer of an injured worker in case of emergency

Information Technology (IT)

Greenply has robust IT infrastructure that facilitates better financial, quality and material management, smooth day-to-day operations and proactive decision-making. Adopting information technology not only gives an edge over competitors but also improves productivity and strengthens customer base. Today's business environment demands organisations respond rapidly to the changing processes.

During the year under review, the Company invested in modernising its information technology structure by introducing Customer Relation Management (CRM) and System Application Products for Data Processing (SAP) in its business operations.

IT architecture

Customer Relationship Management (CRM): We implemented CRM to improve engagement with existing customers, find new prospects and win back former clients. It also helps in collecting, organising and managing customer information seamlessly.

Gate-entry Module: The Company has an automated gate registering system for entry/exit of vehicles at plant gates enabling prevention of frauds while moving goods to and from factories.

Complaint management: The Company has automated complaint management to enable quicker response to consumer concerns.

Master Data Management (MDM) Tool: The Company introduced Master Data Management (MDM) Tool to streamline data sharing among personnel and departments. It also helps in maintaining seamless workflow and save time in operations and daily activities.

Goods and Services Tax (GST) Compatible Systems: The Company has aligned all existing systems according to GST guidelines and norms.

Information Technology Asset Management: We developed a set of checks for our IT assets that are issued to and collected from the users. It helps us to track our IT assets and ensure their safety.

Risk management

To pursue sustainable growth and create economic value, our risk management system continues to evolve. It is integral to how we plan and execute business strategies responsibly, while regulating and mitigating risks.

Our risk management approach



Risk	Mitigation measures
Economic slowdown	▪ The growth in GDP is estimated to be over 7% in 2018-19, indicating a growth in the economic scenario ▪ The Company is present in two business verticals – plywood and MDF, ensuring a broad-based income portfolio
Decline in product demand	▪ India is witnessing rise in household incomes across urban and rural landscape. Moreover, there has been increase in the number of nuclear families. These factors drive growth of plywood and MDF products ▪ Rising discretionary income and surging middle-class population in India has resulted in increasing the affordability of branded and better-quality plywood and MDF ▪ Demand for commercial office spaces, particularly in metros, will drive demand for building materials
Threat from unorganised players	▪ Greenply commands 26% of the organised plywood market and 30% of the MDF segment in the country ▪ Implementation of GST is likely to accelerate the shift from unorganised to organised plywood. This will narrow the price gap between branded and unbranded players ▪ Consistent value additions and product innovations increase our recall among customers
Increasing competition	▪ The Company has invested in technologies and equipment to enable optimum utilisation of resources and reduce production costs ▪ Increased average realisations through re-engineering and superior service ▪ We emerged to be one of the lowest-cost producers in both plywood and MDF ▪ Enhanced value-added products for existing and new clients
Quality concerns	▪ Best-in-class technologies and advanced manufacturing equipment ensure superior quality products ▪ Our products meet quality standards such as CE, FSC (COC), IGBC and BIS ▪ The Company's plywood is made from premium A+ grade timber, which undergoes rigorous five-stage manufacturing process
Environmental issues	▪ We dispense high-yielding saplings to promote plantation activities ▪ Compliance with the highest social and environmental standards
Ineffective marketing efforts	▪ The proactive brand building exercises for all influencer groups has helped create significant brand traction ▪ Enhanced digital media avenues to reach out to more customers ▪ Established strong marketing network across 21 states with 40 branch offices and over 13,000 influencers such as distributors, dealers, stockists, sub-dealers and retailers

Risk	Mitigation measures
Unavailability of key raw materials	▪ Our facilities are proximate to raw material sources ▪ We maintain a large inventory of key raw materials and are also adding new vendors to diversify our vendor base ▪ Strong vendor relationships through direct dealings and prompt payments ensure regular supply
Low team strength	▪ We conducted multiple competence building initiatives for all employees, enabling capability enhancement ▪ We ensure an amicable working environment across all our operating locations ▪ We conducted multiple employee engagement initiatives to keep our team motivated and ready to deliver
Shortage of sufficient funds	▪ Receivable cycle improved to 63 days in 2017-18 of turnover compared to 66 days in 2016-17 ▪ Associated with a consortium of four banks, providing working capital loans ▪ Our debt-equity ratio (including capital employed in expansion projects) was 0.71 at the close of 2017-18
Ineffective cost control measures	▪ We derive benefits from economies of scale in procuring raw materials and consumables ▪ We renegotiated rates with all vendors for all key raw materials, stores and spares, and progressed to more optimised costs ▪ Undertook various efficiency enhancing initiatives across all our plant to rationalise costs

Internal control systems and their adequacy

The Company has in place strong internal control procedures commensurate with its size and operations. The Board of Directors, responsible for the internal control system, sets the guidelines, verifying its adequacy, effectiveness and application. The Company's internal control system is designed to ensure management efficiency, measurability and verifiability, reliability of accounting and management information, compliance with all applicable laws and regulations, and the protection of the Company's assets. This is to timely identify and manage the Company's risks (operational, compliance-related, economic and financial).

Directors' Report

To
The Members,

Your Directors have pleasure in presenting their 28th Annual Report on the business and operations of the Company along with the Audited Accounts of the Company for the Financial Year ended March 31, 2018.

Financial highlights

The financial performance of your Company, for the year ended March 31, 2018 is summarized below:

(₹ in lacs)

Particulars	2017-18		2016-17	
	Standalone	Consolidated	Standalone	Consolidated
Turnover	167511.75	170795.76	176882.53	177344.71
Profit before finance charges, Tax, Depreciation/Amortization (PBITDA)	24348.73	23290.33	25759.72	24866.32
Less: Finance Charges	947.23	1135.63	1811.77	1891.94
Profit before Depreciation/ Amortization (PBTDA)	23401.50	22154.70	23947.95	22974.38
Less: Depreciation	4481.41	4981.11	4853.09	5066.28
Net Profit before Taxation (PBT)	18920.09	17173.59	19094.86	17908.10
Provision for taxation	5350.63	5350.63	5587.65	5587.65
Profit/(Loss) after Taxation (PAT)	13569.46	11822.96	13507.21	12320.45
Share of profit/(loss) of Joint Venture	NA	(760.25)	NA	223.92
Profit/(Loss) after Taxation and share of profit/(loss) of Joint Venture	13569.46	11062.71	13507.21	12544.37
Transfer to General Reserve	6500.00	6500.00	6500.00	6500.00

Result of operations and the state of Company's affairs

During the year under review, your Company has achieved revenue of ₹167511.75 lacs as against ₹176882.53 lacs in the previous year. Profit for the year 2017-18 was ₹13569.46 lacs as against ₹ 13507.21 lacs in the previous year.

Exports during the year 2017-18 was ₹ 3301.73 lacs. Your Company is continuously trying to locate new export markets for its products and see good potential for growth in the exports business. As per the consolidated financial statements, the revenue from operations and profit for the year 2017-18 were ₹170795.76 lacs and ₹11062.71 lacs respectively as against ₹ 177344.71 lacs and ₹ 12544.37 lacs in the previous year.

Your Company is the preferred partner of choice for a large number of offices and home builders, having a comprehensive product portfolio servicing clients at every point of the price spectrum. Your Company continues to retain and reinforce its market share under organised sector with a pan-India distribution network comprising of distributors/dealers and retailers. Your Company is present across different price points to cater to the needs of all customers across the high-end, mid-market and value-for-money segments. The Company's pan-India distribution network ensures easy availability of products in almost every part of India. During the year under review, your Company is continuously trying to locate new markets for its business venture of trading in Acrylic Solid Surface sheets, sourced from various overseas suppliers and marketed in India.

Outlook and expansion

The Company's outlook remains favourable on account of its product integration capabilities, increasing brand visibility and the continuous support from its stakeholders. Wood panel market is one of the major verticals of the interior infrastructure, comprising materials used in building furniture. Such materials include plywood, engineered wood panels and decorative surface products. Your Company is currently operating primarily in the structural sphere of interior infrastructure domain with almost all the products in its basket catering to the structural needs of the customers. The demand for readymade furniture, manufactured with engineered panels like medium density fibreboards (MDF), is growing. The real estate industry is one of the most significant growth drivers for the plywood sector. Your company also focused on the value added products to improve margin.

An increasing shift towards the organised sector is foreseen in the industry. Growing customer awareness, brand consciousness and a plethora of choices at the disposal of consumers is encouraging product innovation and quality focus from the organised players. However, high price differentiation between the unorganised and organised segment persists. The industry is hopeful that the implementation of GST will bridge this price gap and lead to formalisation of the industry.

Indian furniture industry is one of the world's largest furniture markets. It is primarily driven by a substantial middle-class population, rapid urbanisation, favourable demographics, increasing per capita income and growing nuclear families. This will encourage strong demand growth for plywood, MDF and allied products. Reconstituted wood products, such as plywood, board and medium density fibreboards are likely to be used increasingly by consumers, real estate developers, furniture makers, railways and defence, are among others users. Innovations and use of technology shall help the wood industry to grow profitably, and leverage opportunities in the future.

Going forward, there is an increasing shift being witnessed towards the organised sector owing to brand and quality awareness. With wider choice, product innovation and warranty, being offered by organised players, customers are putting more focus on this segment.

In respect of setting-up of new MDF manufacturing unit in Routhu Suramala, Chittoor, Andhra Pradesh, necessary steps are being taken to obtain the remaining statutory approvals/licenses. Civil construction and Structural work are completed. Installation of all imported and domestic machineries are approaching completion and trail production has commenced. The said facility is expected to be commissioned shortly.

In respect of setting-up of new Veneer, Lumber and Panel products manufacturing unit at Nkok SEZ, Gabon, West Africa, through step-down wholly owned subsidiary Greenply Gabon SA, the Company has started commercial production of Veneer and getting good response from the market. The Board of Directors of the Company accorded their approval for the expansion of Veneer line in the existing manufacturing unit of Greenply Gabon SA, Gabon, step-down wholly owned subsidiary of the Company, situated at Nkok SEZ, Gabon, West Africa.

The Company has commenced commercial production of "Decorative Plywood / Decorative Veneers" at its manufacturing unit situated at Bamanbore, Gujarat.

In respect of setting-up of new unit in Sandila Industrial Area, Sandila, Dist: Hardoi, Uttar Pradesh for manufacturing of Plywood and its allied products, the Company has received land allotment letter from the respective government authority. Transfer of forest licenses in the name of the Company are under process.

Your Directors are confident of achieving better results in the coming years.

Subsidiaries and Joint Venture

Presently, your Company has three overseas wholly owned subsidiaries viz.(i) Greenply Trading Pte. Ltd., Singapore, engaged in the business of trading and marketing of veneers, panel products, wooden flooring & allied products and also investments in companies engaged in manufacturing and trading of said products. (ii) Greenply Holdings Pte. Ltd., Singapore, with the objective to hold the investment (presently held by Greenply Trading Pte. Limited, Singapore) in Greenply Alkemal (Singapore) Pte. Ltd., Singapore. (iii) Greenply Middle East Limited, Dubai, UAE, with the objective to manage, control and hold investment in Greenply Gabon SA, Gabon, West Africa and general trading business.

Further, your Company has an overseas step-down wholly owned subsidiary viz. Greenply Gabon SA, Gabon, West Africa, (Subsidiary of Greenply Middle East Limited, Dubai, UAE) having manufacturing unit at Nkok SEZ in Gabon, West Africa. The same is engaged in the business of manufacturing and marketing of veneers.

Your Company also has one overseas joint venture namely Greenply Alkemal (Singapore) Pte. Ltd. (a joint venture company of Greenply Industries Limited, India through its wholly owned subsidiary Greenply Trading Pte.Ltd., Singapore and Alkemal Singapore Pte. Ltd., Singapore) engaged in the business of trading and marketing of commercial veneers and panel products. Further, the joint venture Company has a subsidiary in Myanmar which is engaged in the business of manufacturing and trading of veneer and lumber.

During the year under review, your Company has incorporated Greenpanel Industries Limited, a wholly owned subsidiary in India. The Board of Directors at its meeting held on March 20, 2018 has consented to explore an option to de-merge few businesses of the Company into Greenpanel Industries Limited.

The statement in form AOC-1 containing the salient features of the financial statements of subsidiaries/ associate companies/joint ventures pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014 is annexed to this Report. Further, the contribution of Greenply Trading Pte. Ltd., Singapore, Greenply Holdings Pte. Ltd., Singapore, Greenply Middle East Limited, Dubai, UAE, and Greenpanel Industries Limited, India, wholly owned subsidiaries to overall performance of the Company during the year under review is as mentioned below:

	Net Assets i.e. Total Assets minus Total Liabilities As % of consolidated		Share in Profit or Loss As % of consolidated	
	Net Assets	₹ in Lacs	Profit or Loss	₹ in Lacs
Parent - Greenply Industries Limited	104.28%	91505.38	122.66%	13569.46
Subsidiary				
Greenply Trading Pte. Ltd.	-3.52%	(3094.24)	-16.81%	(1859.46)
Greenply Holdings Pte. Ltd.	-0.01%	(10.04)	-0.04%	(4.66)
Greenply Middle East Ltd.	-0.74%	(645.37)	-5.76%	(637.44)
Greenpanel Industries Ltd.	-0.01%	(5.19)	-0.05%	(5.19)
Total	100.00%	87750.54	100.00%	11062.71

	Share in Other Comprehensive Income As % of consolidated		Share in Total Comprehensive Income As % of consolidated	
	Other Comprehensive Income	₹ in Lacs	Total Comprehensive Income	₹ in Lacs
Parent - Greenply Industries Limited	38.87%	119.41	120.40%	13688.87
Subsidiary				
Greenply Trading Pte. Ltd.	-4.66%	(14.32)	-16.48%	(1873.78)
Greenply Holdings Pte. Ltd.	-0.01%	(0.04)	-0.04%	(4.70)
Greenply Middle East Ltd.	65.80%	202.17	-3.83%	(435.27)
Greenpanel Industries Ltd.	0.00%	0.00	-0.05%	(5.19)
Total	100.00%	307.22	100.00%	11369.93

Change(s) in the nature of business

There has been no change in the nature of business of the Company.

Consolidated financial statements

For the period under review, the Company has consolidated the financial statements of its wholly owned subsidiaries viz. Greenply Trading Pte. Ltd., Singapore, Greenply Holdings Pte. Ltd., Singapore, Greenply Middle East Limited, Dubai (UAE) and Greenpanel Industries Limited, India. In accordance with third proviso of Section 136(1) of the Companies Act, 2013, the Annual Report of the Company, containing therein its standalone and the consolidated financial statements has been placed on the website of the Company, www.greenply.com. Further, as per fourth proviso of the said section, audited annual accounts of the subsidiary companies and Joint Venture Company have also been placed on the website of the Company, www.greenply.com. Shareholders interested in obtaining a copy of the audited annual accounts of the subsidiary companies and Joint Venture Company may write to the Company Secretary at the Company's registered office. A statement containing salient features of the financial statements of subsidiary/associate companies/joint venture in form AOC -1 is annexed to this Report.

Credit Rating

During the year "Credit Analysis and Research Ltd. (CARE)"and "India Ratings & Research" have re-affirmed our external credit rating for both long term and short term borrowings as detailed below:

Rating Agency	Instrument	Rating
CARE	Banking Facilities – Long Term	CARE AA-
CARE	Banking Facilities – Short Term	CARE A1+
CARE	Short Term Debt (including Commercial Paper)	CARE A1+
India Ratings & Research	Banking Facilities – Long Term	IND AA-
India Ratings & Research	Banking Facilities – Short Term	IND A1+
India Ratings & Research	Short Term Debt (including Commercial Paper)	IND A1+

Above credit rating reflects Company's commitment and capability to persistent growth through prudence and focus on financial discipline.

Dividend

Your Directors recommend a final dividend of 60% i.e. Re.0.60 per equity share (previous year 60% i.e.Re.0.60 per equity share of Re.1/-) on the Company's 122627395 equity shares of Re.1/- each for financial year 2017-18. The final dividend on the equity shares, if declared as above, would involve an outflow of ₹735.76 lacs towards dividend and ₹149.78 lacs towards dividend distribution tax, resulting in a total outflow of ₹885.54 lacs.

Transfer to Reserves

Your Directors propose to transfer ₹6500 lacs to the General Reserve.

Share Capital

During the year under review there is no change in the share capital of the Company.

Directors and Key Managerial Personnel

Mr. Moina Yometh Konyak, Non-Executive & Non-Independent Director of the Company has passed away on 8th January, 2018. The Board of the Company conveyed their sympathy, sorrow and condolences to his family.

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Shobhan Mittal [DIN: 00347517], Joint Managing Director & CEO of the Company, will retire by rotation at the ensuing Annual General Meeting and is eligible for re- appointment.

The Board of Directors of the Company at its meeting held on 7th February, 2018 has appointed Mr. Sanidhya Mittal, as an Additional Director of the Company with effect from 7th February, 2018. Pursuant to Section 161 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Sanidhya Mittal holds office as such upto the ensuing 28th Annual General Meeting of the Company. The Company has received a notice under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for appointment as director of the Company, liable to retire by rotation. The Board of Directors at their said meeting, subject to approval of Members of the Company has accorded their approval to appoint Mr. Sanidhya Mittal, as an Executive Director of the Company for a period of 5 years w.e.f. 07.02.2018. The same was recommended to the Board of Directors by the Nomination and Remuneration Committee at its meeting held on 7th February, 2018. The detailed terms and conditions including remuneration have been mentioned in the Notice convening 28th Annual General Meeting. Further, the details of Mr. Sanidhya Mittal [DIN: 06579890] as required under Listing Regulations and SS-2 have also been provided in the Corporate Governance Report and the Notice of 28th Annual General Meeting.

The SEBI has recently come out with a Notification on 9th May, 2018 amending the existing Listing Regulations by issuing the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (hereinafter referred to as "New Regulations"). The New Regulations shall be effective from 1st April, 2019 unless any other specific date is provided for a specific Regulation. Regulation 17 is one of the provisions in which the amendments have been made by insertion of a new sub- regulation (1A) thereunder and the same shall be applicable with effect from 1st April, 2019. In terms of the said new sub- regulation, a person shall not be eligible to get appointed as a non-executive director or in case of an existing non- executive director, shall not be eligible to continue such directorship, if he/she has attained the age of seventy five years unless the approval of the shareholders of the company is obtained by way of a special resolution. Though, the aforesaid provision shall be applicable to the Company from 1st April, 2019, however, considering the implication of such amendment, the same shall result in the immediate vacation of such directors as the restriction is not imposed only on the appointment but on the continuation of the existing tenure too. In view of the above, the Company is required to take approval from the shareholders by way of a special resolution beforehand so that the existing non-executive directors attaining such age can complete their existing term as approved by the shareholders earlier. This is to inform that Mr. Susil Kumar Pal (DIN: 00268527) and Mr. Anupam Kumar Mukerji (DIN: 00396878) were appointed as Non-Executive Independent Directors by the Company in its Annual General Meeting held on 22nd August, 2014 for a period of five years from the said date till the Annual General Meeting to be held in 2019. Since Mr. Pal and Mr. Mukerji, both have already attained the specified age limit of 75 years, continuation of their directorship shall require approval of shareholders by way of special resolutions. Keeping in view that both the aforesaid directors possess requisite qualifications and also carry rich and varied experience in the industry in which the Company operates and that their continued association with the Company would be of immense benefit to the Company, it is desirable to continue to avail their services as Non-executive Independent Directors of the Company. Accordingly, the Board recommends their continuation in the Company.

None of the Directors of your Company is disqualified under the provisions of Section 164(2)(a) & (b) of the Companies Act, 2013. However, the name of Ms. Sonali Bhagwati Dalal, Independent Director of the Company was published by the Ministry of the Corporate Affairs (MCA) on its website in the list of directors disqualified under Section 164(2) of the Companies Act, 2013. Subsequently a petition was filed by her before the Hon'ble High Court of Delhi and the Hon'ble High Court of Delhi has stayed the impugned list of Disqualified Directors to the extent it includes her name. Further, to avail the Condonation of Delay Scheme (CODS), 2018, she has filed an appeal before the National Company

Law Tribunal (NCLT) for revival of the concerned defaulting company and the same is pending for disposal. In view of the pendency of the said appeal before NCLT, the Hon'ble High Court of Delhi has vide its order dated May 07, 2018 has extended the stay till disposal of the said appeal by MCA.

Declaration by Independent directors

The Independent Directors of the Company have given their declarations to the Company that they meet the criteria of independence as provided in Section 149 (7) read with Section 149(6) of the Companies Act, 2013 and Listing Regulations.

Meetings of the Board of Directors

Five (5) Board Meetings were held during the financial year ended 31st March, 2018. The details of the Board Meetings with regard to their dates and attendance of each of the Directors there at have been provided in the Corporate Governance Report.

Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, the Board has carried out the annual performance evaluation of the Directors individually as well as evaluation of the working of the Board and of the Committees of the Board, by way of individual and collective feedback from Directors.

Pursuant to Para VII of Schedule IV of the Companies Act, 2013 and Listing Regulations, a meeting of the Independent Directors of the Company was convened on March 20, 2018 to perform the following:

- review the performance of non-independent directors and the Board as a whole;
- review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Further, the Nomination and Remuneration Committee also evaluated the performance of all the directors of the Company.

The criteria for evaluation are briefly provided below:

a. For Independent Directors:

- General parameters
- Roles & responsibilities to be fulfilled as an Independent director
- Participation in Board process.

b. For Executive & Non-executive Directors:

- Governance
- Strategy
- Stakeholder focus
- Communication & influence
- Quality or capability
- Performance improvement
- Financial & risk awareness

The Directors expressed their satisfaction with the evaluation process.

Familiarisation Programme

The details of the familiarisation programme undertaken have been provided in the Corporate Governance Report along with the web link thereof.

Managerial Remuneration

As per the provisions of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company is required to disclose the following information in the Board's Report.

(a) ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year;

Name	Designation	Ratio to median remuneration of employees
Mr. Shiv Prakash Mittal	Executive Chairman	304.49
Mr. Rajesh Mittal	Managing Director	297.58
Mr. Shobhan Mittal	Joint Managing Director & CEO	208.02
Mr. Sanidhya Mittal	Executive Director (w.e.f 7th Feb 2018)	51.26
Mr. Moina Yometh Konyak	Non-executive Director	Nil
Mr. Susil Kumar Pal	Independent Director	5.65
Mr. Vinod Kumar Kothari	Independent Director	5.65
Mr. Anupam Kumar Mukerji	Independent Director	5.65
Ms. Sonali Bhagwati Dalal	Independent Director	5.65
Mr. Upendra Nath Challu	Independent Director	5.65

(b) percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

Name	Designation	% Increase
Mr. Shiv Prakash Mittal	Executive Chairman	-00.48
Mr. Rajesh Mittal	Managing Director	-00.50
Mr. Shobhan Mittal	Joint Managing Director & CEO	03.23
Mr. Sanidhya Mittal	Executive Director (w.e.f 7th Feb 2018)	338.06
Mr. Moina Yometh Konyak	Non-executive Director	-100.00
Mr. Susil Kumar Pal	Independent Director	00.00
Mr. Vinod Kumar Kothari	Independent Director	00.00
Mr. Anupam Kumar Mukerji	Independent Director	00.00
Ms. Sonali Bhagwati Dalal	Independent Director	00.00
Mr. Upendra Nath Challu	Independent Director	00.00
Mr. Vishwanathan Venkatramani	Chief Financial Officer	05.47
Mr. Kaushal Kumar Agarwal	Company Secretary & Vice President-Legal	08.68

(c) percentage increase in the median remuneration of employees in the financial year 2017-18;

13.56

(d) number of permanent employees on the rolls of Company;

3655

(e) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;

9.72% (non-Managerial personnel) 6.77% (Managerial Personnel)

(f) We hereby affirm that the remuneration paid to the Executives is as per the Remuneration Policy of the Company approved by the Board of Directors.

(g) Managing Directors and Whole-time Directors of the Company do not receive any commission from its subsidiary companies. However, Mr. Shobhan Mittal, Joint Managing Director & CEO of the Company is drawing remuneration from Greenply Trading Pte. Ltd., WOS of the Company.

All elements of remuneration package as required under Listing Regulations have been provided in the Corporate Governance Report.

Statutory Auditors and their report

The Shareholders of the Company at their 27th Annual General Meeting held on 21.08.2017, approved appointment of M/s. B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W-100022) as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of 27th Annual General Meeting, until the conclusion of the 32nd Annual General Meeting.

The Notes on Financial Statements referred to in the Auditors' Report are self-explanatory and, therefore, do not call for further clarification. The Auditor's Report for Financial Year ended March 31, 2018 does not have any qualifications.

Cost Auditors

During the year under review, cost audit was not applicable to the Company.

Internal Auditor

The Company has in-house Internal Audit team headed by qualified and experienced Executive. The scope, functioning, periodicity and methodology for conducting internal audit were approved by the Board of Directors and reviewed by the Audit Committee from time to time. Further, the Audit committee discussed and reviewed the adequacy of internal audit function, 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.

Secretarial Auditor

The Board of Directors of the Company had appointed M/s. Nidhi Bagri & Company, Practising Company Secretary (Membership No. ACS 24765/COP No.9590), Kolkata, to conduct Secretarial Audit for the financial year 2017-18. The Secretarial Audit Report of M/s. Nidhi Bagri & Company, Practising Company Secretary, in Form MR-3, for the financial year ended 31st March, 2018, is annexed to this report.

Response to Secretarial Auditor's observation

It has been observed by the Secretarial Auditor that during the financial year 2017-18, though the Company has spent ₹341.72 lacs towards CSR activities (directly and through Trust-Greenply Foundation) during the year under review but the maximum amount was relating to earlier year(s) lying with the Trust and implementing agencies. Accordingly, the amount spent is less than the minimum allocation of CSR being 2% of the average net profit of last 3 financial years amounting

to ₹ 341.69 lacs in total. In response to the same, your Company would like to submit that the Trust has utilized unspent amount lying with it as on 31.03.2017 for the CSR activities. Further, to maintain the integrity of CSR expenditure, the Company has transferred ₹ 267.00 lacs to the Trust during FY 2017-18. Though the Company has spent ₹341.72 lacs towards CSR activities (directly and through Trust-Greenply Foundation) during the year under review but the maximum amount was relating to earlier year(s) lying with the Trust and Implementing Agencies. Accordingly, the amount spent is less than the minimum allocation of CSR being 2% of the average net profit of last 3 financial years amounting to ₹ 341.69 lacs in total. The Trust has also earned ₹ 5.76 lacs on temporary investment with Banks during FY 2017-18. The unutilized fund lying with the Trust as on 31.03.2018 amounting to ₹ 296.66 lacs (net of liabilities of ₹ 0.98 lacs) will be used for CSR activities along with fresh funding, if any, from the Company, during FY 2018-19. The Company is committed to the underlying intent of CSR and is optimistic of meeting its obligations under section 135 of the Companies Act, 2013 and thereby make a positive impact on the society.

Audit Committee

The Company's Audit Committee comprises of four Non-Executive Independent Directors viz. Mr. Susil Kumar Pal, Mr. Vinod Kumar Kothari, Mr. Anupam Kumar Mukerji and Mr. Upendra Nath Challu and two Executive-Promoter Directors viz. Mr. Rajesh Mittal and Mr. Shobhan Mittal.The Committee inter-alia reviews the Internal Control System, reports of Internal Auditors, compliance of various regulations and evaluates the internal financial controls and risk management system of the Company. The Committee also reviews at length the Financial Statements and results before they are placed before the Board. The terms of reference of the Audit Committee and other details have been provided in the Corporate Governance Report.

Vigil mechanism

In pursuance to the provisions of section 177(9) & (10) of the Companies Act, 2013 and erstwhile equity listing agreement, a vigil mechanism or 'Whistle Blower Policy' for directors and employees to report genuine concerns had been established and implemented. The policy safeguards the whistle blowers to report concerns or grievances and also provides a direct access to the Chairman of the Audit Committee. During the year under review none of the personnel has been denied access to the Chairman of the Audit Committee. The policy has been uploaded on the website of the Company and is available at the weblink at http://www.greenply.com/images/pdf/Vigil_Mechanism_Policy.pdf.

Nomination and Remuneration Committee

The Company's Nomination and Remuneration Committee comprises of three Non-Executive Independent Directors viz. Mr. Susil Kumar Pal, Mr. Vinod Kumar Kothari, Mr. Anupam Kumar Mukerji and one Executive-Promoter Director Mr. Shiv Prakash Mittal. The Remuneration Policy of the Company is uploaded on the website of the Company. The weblink is http://www.greenply.com/images/pdf/Greenply-remuneration-policy.pdf. The terms of reference and other details of the Nomination and Remuneration Committee has also been provided in the Corporate Governance Report. However, brief outline of the Remuneration Policy is as follows:

The Remuneration Policy applies to all the "Executives" of the Company. The Policy also helps the Company to attain Board diversity and creates a basis for succession planning. In addition, it is intended to ensure that–

a) the Company is able to attract, develop and retain high-performing and motivated Executives in a competitive international market;

b) the Executives are offered a competitive and market aligned remuneration package, with fixed salaries being a significant remuneration component, as permissible under the Applicable Law;

c) remuneration of the Executives are aligned with the Company's business strategies, values, key priorities and goals.

In framing the aforesaid Remuneration Policy, the Nomination and Remuneration Committee ensures that a competitive remuneration package for all Executives is maintained and is also benchmarked with other companies operating in national and global markets.

The nomination of the Independent Directors of the Company shall be in accordance with the principles as stated under the said Policy.

The assessment for Functional Heads are done on the basis of below parameters by the concerned interview panel of the Company –

a) Competencies
b) Capabilities
c) Compatibility
d) Commitment
e) Character
f) Strong interpersonal skills
g) Culture among others.

The various remuneration components would be combined to ensure an appropriate and balanced remuneration package.

The five remuneration components are -

- fixed remuneration (including fixed supplements)
- performance based remuneration (variable salary)
- pension schemes, where applicable
- other benefits in kind
- severance payment, where applicable

The fixed remuneration is determined on the basis of the role and position of the individual, including professional experience, responsibility, job complexity and local market conditions.

The performance-based remuneration motivates and rewards high performers who significantly contribute to sustainable results, perform according to set expectations for the individual in question, and generates stakeholder value within the Group.

Any fee/remuneration payable to the Non-Executive directors of the Company shall abide by the following norms –

i. If any such director draws or receives, directly or indirectly, by way of fee/remuneration any such sums in excess of the limit as prescribed or without the prior sanction, where it is required, under the Applicable law such remuneration shall be refunded to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive the recovery of any sum refundable to it;

ii. Such directors may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board, as permissible under Applicable law;

iii. An independent director shall not be entitled to any stock option and may receive remuneration only by way of fees and reimbursement of expenses for participation in meetings of the Board or Committee thereof and profit related commission, as may be permissible by the Applicable law.

Apart from above, the Policy also entitles Executives to a severance fee.

Stakeholders Relationship Committee

The Stakeholders Relationship Committee comprises two Promoter Directors viz. Mr. Rajesh Mittal and Mr. Shobhan Mittal and two Non-Executive Independent Directors viz. Mr. Anupam Kumar Mukerji and Mr. Susil Kumar Pal. The detailed terms of reference and other details of the Committee has been provided in the Corporate Governance Report.

Risk Management Policy

On the basis of risk assessment criteria, your Company has identified risks as minor/moderate/important/material or severe depending on their impact on turnover, profit after tax and return on capital employed. A risk library wherein the Company has allotted scores to the risks based on risk significance and risk likelihood. On the basis of risk scores the Company has identified few material risks for the organisation. The risks scores were initially done at the level of Operational Heads of Finance & Accounts, Sales, Production and HR and finally assessment was done based on scores given by an internal committee of the Company. However, the risks are dynamic and the Company will be adding new risks and removing some of the existing risks as and when the Company develop solutions for the existing risks. Accordingly, the Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. The Audit Committee of the Board evaluating risks management policy of the company on quarterly basis.

Extract of the annual return

The extract of Annual Return as required under section 134(3) (a) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014 in Form No. MGT-9, is annexed to this Report.

Material changes and commitments

There have been no material changes and commitments affecting the financial position of the Company since the close of financial year i.e. since 31st March, 2018 till the date of this Report. Further, it is hereby confirmed that there has been no change in the nature of business of the Company.

Significant and material orders passed by the Regulators/Courts/Tribunals impacting the going concern status and the Company's operations in future

As such there is no significant and material order has been passed by any Regulator/Court/Tribunals impacting the going concern status and the Company's operation in future.

Internal financial controls

Your Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting are operating effectively based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control. Your Company had laid down guidelines,

policies, procedures and structure for appropriate internal financial controls across the company. These control processes enable and ensure orderly and efficient conduct of Company's business, including safeguarding of assets, prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation & disclosure of financial statements. Review and control mechanisms are built in to ensure that such control systems are adequate and operating effectively. The Audit Committee evaluated the internal financial controls based on the following criteria:

1. Systems have been laid to ensure that all transactions are executed in accordance with management's general and specific authorization. There are well-laid manuals for such general or specific authorization.

2. Systems and procedures exist to ensure that all transactions are recorded as necessary to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and to maintain accountability for aspects and the timely preparation of reliable financial information.

3. Access to assets is permitted only in accordance with management's general and specific authorization. No assets of the Company are allowed to be used for personal purposes, except in accordance with terms of employment or except as specifically permitted.

4. The existing assets of the Company are verified/ checked at reasonable intervals and appropriate action is taken with respect to any differences, if any.

5. Proper systems are in place for prevention and detection of frauds and errors and for ensuring adherence to the Company's policies.

A report on the internal financial controls under clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 issued by M/s. B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W-100022), Statutory Auditors of the Company is attached with their Independent Auditor's report and the same is self-explanatory.

Indian Accounting Standards (Ind AS) – IFRS Converged Standards

Your Company has adopted Ind AS with effect from April 1, 2016 pursuant to Ministry of Corporate Affairs notification dated February 16, 2015 notifying the Companies (Indian Accounting Standard) Rules, 2015.

Insurance

Your Company's properties, including building, plant, machineries and stocks, among others, are adequately insured against risks.

Particulars of loans/advances/ investments as required under Schedule V of the Listing Regulations

The details of related party disclosures with respect to loans/advances/investments at the year end and maximum outstanding amount thereof during the year as required under Part A of Schedule V of the Listing Regulations have been provided in the notes to the Financial Statements of the Company.

Loans/advances, guarantee and investments under Section 186 of the Companies Act, 2013

Details of loans/advances granted, guarantees given and investments made during the year under review, covered under the provisions of Section 186 of the Companies Act, 2013 are annexed to this Report.

Deposits

During the financial year 2017-18, the Company did not invite or accept any deposits from the public under Section 76 of the Companies Act, 2013.

Related party transactions

There are no materially significant related party transactions made by the Company which may have potential conflict with the interest of the Company. Related party transactions that were entered into during the year under review were on arm's length basis and were in ordinary course of business. The Particulars of material related party transaction is provided in Form AOC-2 as required under section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014. Further, suitable disclosure as required by the Accounting Standards (Ind AS 24) has been made in the notes to the Financial Statements. The Board has approved a policy for related party transactions which has been uploaded on the Company's website. The web link as required under Listing Regulations is as under: http://www.greenply.com/images/pdf/Related-Party-Transaction(s)-Policy.pdf

Corporate Governance

Your Company is committed to observe good Corporate Governance practices. The report on Corporate Governance for the financial year ended March 31, 2018, as per Regulation 34(3) read with Schedule V of the Listing Regulations forms part of this Annual Report and annexed to this Report. The requisite certificate from Statutory Auditors, M/s. B S R & Co. LLP, Chartered

Accountants (ICAI Firm Registration No. 101248W/W-100022) confirming compliance with the conditions of corporate governance, is attached to this Report on Corporate Governance.

Management Discussion and Analysis Report

The Report on Management Discussion and Analysis Report as required under Listing Regulations forms part of this Annual Report and is annexed to this Report. Certain Statements in the said report may be forward looking. Many factors may affect the actual results, which could be different from what the Directors envisage in terms of the future performance and outlook.

Policy on Sexual Harassment of Women at Workplace

The Company has in place a Policy on prevention of Sexual Harassment in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. There were no complaints pending for the redressal at the beginning of the year. One complaint received during the financial year, which was redressed by the Company.

Conservation of energy, technology absorption, foreign exchange earnings and outgo

The information required under section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, is annexed to this Report.

Corporate Social Responsibility

During the year under review, the Company has undertaken CSR activities directly and through its Trust namely **GREENPLY FOUNDATION**. The Trust has utilized unspent amount lying with it as on 31.03.2017 for the CSR activities. Further, to maintain the integrity of CSR expenditure, the Company has transferred ₹ 267.00 lacs to the Trust during FY 2017-18. Though the Company has spent ₹341.72 lacs towards CSR activities (directly and through Trust-Greenply Foundation) during the year under review but the maximum amount was relating to earlier year(s) lying with the Trust and Implementing Agencies. Accordingly, the amount spent is less than the minimum allocation of CSR being 2% of the average net profit of last 3 financial years amounting to ₹ 341.69 lacs in total. The Trust has also earned ₹ 5.76 lacs on temporary investment with Banks during FY 2017-18. The unutilized fund lying with the Trust as on 31.03.2018 amounting to ₹ 296.66 lacs (net of liabilities of ₹ 0.98 lacs) will be used for CSR activities along with fresh funding, if any, from the Company, during FY 2018-19. The Company is committed to the underlying intent of CSR and is optimistic of meeting its obligations under section 135 of the Companies Act, 2013 and thereby make a positive impact on the society. In compliance with requirements of Section 135 of the Companies Act, 2013, the Company has a CSR Policy. The composition of the Committee, contents of CSR Policy and report on CSR activities carried out during the Financial Year ended 31st March, 2018 in the format prescribed under Rule 9 of the Companies (Accounts) Rules, 2014 is annexed to this Report.

Directors' Responsibility Statement

In terms of provisions of Section 134(5) of the Companies Act, 2013, your directors state that:

(i) in the preparation of the annual financial statements for the financial year ended March 31, 2018, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;

(ii) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;

(iii) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(iv) the directors had prepared the annual accounts on a going concern basis;

(v) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively and

(vi) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CEO and CFO certification

Pursuant to the Listing Regulations, the CEO and CFO certification is attached with the Annual Report. The Joint Managing Director &CEO and the Chief Financial Officer also provide quarterly certification on financial results while placing the financial results before the Board in terms of the Listing Regulations.

Code of Conduct for Directors and senior management personnel

The Code of Conduct is posted on the Company's website. The Joint Managing Director & CEO of the Company has given a declaration that all Directors and Senior Management Personnel concerned, affirmed compliance with the Code of Conduct with reference to the year ended on March 31, 2018. Declaration is attached with the annual report.

Compliance certificate regarding compliance of conditions of Corporate Governance

The certificate received from M/s. B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W-100022), Statutory Auditors of the Company, to the effect of compliance of conditions of Corporate Governance as required under Schedule V of the Listing Regulations is annexed with the Report.

Business Responsibility Report

The Business Responsibility Report, describing the initiatives taken by the Company during the period under review from an environmental, social and governance perspective, has been annexed to this Report in the format suggested under the Listing Regulations.

Demerger

During the year under review, the Board of Directors has consented to explore an option for the demerger of few businesses into Greenpanel Industries Ltd., a wholly owned subsidiary of the Company. The same is under consideration.

Fraud Reporting

There have been no frauds reported by the Auditors of the Company to the Audit Committee or the Board of Directors under sub-section (12) of section 143 of the Companies Act, 2013 during the financial year.

Disclosures with respect to Demat Suspense Account/ Unclaimed Suspense Account

The relevant details in this regard have been provided in the Corporate Governance Report annexed to this Report.

Particulars of employees

The information required under section 197 of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this Report.

Acknowledgements

Your Directors place on record their sincere thanks and appreciation for the continuing support of financial institutions, consortium of banks, vendors, clients, investors, Central Government, State Governments and other regulatory authorities. The Directors also place on record their heartfelt appreciation for the commitment and dedication of the employees of the Company across all the levels who have contributed to the growth and sustained success of the Company.

For and on behalf of the Board of Directors

Shiv Prakash Mittal
Executive Chairman
DIN: 00237242

Place: Kolkata
Date: May 29, 2018

Form AOC-1

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES/ASSOCIATE COMPANIES/JOINT VENTURES

[Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014]

Part "A": Subsidiaries

₹ in Lacs

1.	Name of the subsidiary	Greenply Trading Pte. Ltd., Singapore
2.	Reporting period for the subsidiary	01.04.2017- 31.03.2018
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year	USD / ₹ = 65.005
4.	Share Capital	5801.70
5.	Reserves & Surplus	(3088.81)
6.	Total Assets	2752.38
7.	Total Liabilities	1883.29
8.	Investments*	1843.80
9.	Turnover	4103.69
10.	Profit / (Loss) before taxation (including Other Comprehensive Income)	(1854.96)
11.	Provision for taxation	NIL
12.	Profit / (Loss) after taxation (including Other Comprehensive Income)	(1854.96)
13.	Proposed Dividend	NIL
14.	% of shareholding	100%

*Including ₹ (766.20) Lacs towards share of profit/(loss) from investment in the Joint Venture Company, Greenply Alkemal (Singapore) Pte. Ltd., Singapore

Part "A": Subsidiaries

₹ in Lacs

1.	Name of the subsidiary	Greenply Holdings Pte. Ltd., Singapore
2.	Reporting period for the subsidiary	01.04.2017 - 31.03.2018
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year	USD / ₹ = 65.005
4.	Share Capital	16.25
5.	Reserves & Surplus	(9.55)
6.	Total Assets	8.12
7.	Total Liabilities	1.42
8.	Investments	NIL
9.	Turnover	NIL
10.	Profit / (Loss) before taxation (including Other Comprehensive Income)	(4.70)
11.	Provision for taxation	NIL
12.	Profit / (Loss) after taxation (including Other Comprehensive Income)	(4.70)
13.	Proposed Dividend	NIL
14.	% of shareholding	100%

Part "A": Subsidiaries

₹ in Lacs

1.	Name of the subsidiary	Greenply Middle East Ltd., Dubai, UAE
2.	Reporting period for the subsidiary	01.04.2017 - 31.03.2018
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year	USD / ₹ = 65.005
4.	Share Capital	1771.25
5.	Reserves & Surplus	(513.21)
6.	Total Assets	5843.39
7.	Total Liabilities	6795.50
8.	Investments	2210.16
9.	Turnover	2560.74
10.	Profit / (Loss) before taxation (including Other Comprehensive Income)	(327.70)
11.	Provision for taxation	NIL
12.	Profit / (Loss) after taxation (including Other Comprehensive Income)	(327.70)
13.	Proposed Dividend	NIL
14.	% of shareholding	100%

Part "A": Subsidiaries

₹ in Lacs

1.	Name of the subsidiary	Greenply Gabon SA, Gabon
2.	Reporting period for the subsidiary	01.04.2017 - 31.03.2018
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year	USD / ₹ = 65.005
4.	Share Capital	2412.06
5.	Reserves & Surplus	(209.46)
6.	Total Assets	10219.52
7.	Total Liabilities	8016.92
8.	Investments	NIL
9.	Turnover	3314.43
10.	Profit / (Loss) before taxation (including Other Comprehensive Income)	(237.19)
11.	Provision for taxation	NIL
12.	Profit / (Loss) after taxation (including Other Comprehensive Income)	(237.19)
13.	Proposed Dividend	NIL
14.	% of shareholding	100%

Part "A": Subsidiaries

₹ in Lacs

1.	Name of the subsidiary	Greenpanel Industries Limited, India
2.	Reporting period for the subsidiary	13.12.2017 - 31.03.2018
3.	Reporting currency	₹
4.	Share Capital	10.00
5.	Reserves & Surplus	(5.19)
6.	Total Assets	5.07
7.	Total Liabilities	0.26
8.	Investments	NIL
9.	Turnover	NIL
10.	Profit / (Loss) before taxation (including Other Comprehensive Income)	(5.19)
11.	Provision for taxation	NIL
12.	Profit / (Loss) after taxation (including Other Comprehensive Income)	(5.19)
13.	Proposed Dividend	NIL
14.	% of shareholding	100%

Notes:

1. Names of subsidiaries which are yet to commence operations – N.A.
2. Names of subsidiaries which have been liquidated or sold during the year – Nil

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Part "B": Associates and Joint Ventures (JV)

1.	Name of Joint Venture	Greenply Alkemal (Singapore) Pte. Ltd., Singapore
2.	Latest audited Balance Sheet Date	31.03.2018
3.	Shares of Associate/Joint Venture held by the Company on the year end	The Company has no direct shareholding in the JV. It holds through its Wholly Owned Subsidiary i.e. Greenply Trading Pte. Ltd., Singapore
a.	Number of Shares	37,50,000 ordinary shares of USD 1 each
b	Amount of Investment in Associate/Joint Venture	USD 37,50,000
c	Extend of Holding %	50% through Greenply Trading Pte. Ltd., Singapore, a wholly owned subsidiary of the Company.
4.	Description of how there is significant influence	No significant influence
5.	Reason why the associate/joint venture is not consolidated	The Company has consolidated the accounts of Greenply Trading Pte. Ltd., which has accounted for its share of profit in the Joint venture company.
6	Net worth attributable to Shareholding as per latest audited Balance Sheet	₹ 1843.80 lacs
7	Profit / (Loss) for the year (including Other Comprehensive Income)	
i	Considered in Consolidation	₹ (766.20) lacs
ii	Not Considered in Consolidation	₹ (766.20) lacs

Notes:

1. Names of associates or joint ventures which are yet to commence operations. – N.A.
2. Names of associates or joint ventures which have been liquidated or sold during the year. – N.A.

For and on behalf of the Board of Directors

Shiv Prakash Mittal
Executive Chairman
(DIN : 00237242)

Rajesh Mittal
Managing Director
(DIN : 00240900)

V. Venkatramani
Chief Financial Officer

Kaushal Kumar Agarwal
Company Secretary &
Vice President-Legal

Place of Signature : Kolkata
Dated : May 29, 2018

Form AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis: Nil

2. Details of material contracts or arrangement or transactions are given below:

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
1.	Mr. Shobhan Mittal, Joint Managing Director & CEO	Drawing of monthly remuneration from Greenply Trading Pte. Ltd., Singapore, wholly owned subsidiary of Greenply Industries Limited, being office or place of profit within the meaning of Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014.	Not Applicable	**Salient terms of the contracts or arrangements or transactions:** Drawing of remuneration of SGD 30000 (Singapore Dollar Thirty Thousand only) per month w.e.f. 1st September, 2016. **Value of transactions:** Monthly remuneration of SGD 30000 from 01.04.2017 to 31.03.2018 from Greenply Trading Pte. Ltd., Singapore, wholly owned subsidiary (WOS) of the Company. **Total Value of transactions (FY17-18):** SGD 360000	24.05.2016	Nil

For and on behalf of the Board of Directors

Shiv Prakash Mittal
Executive Chairman
(DIN : 00237242)

Place : Kolkata
Dated : May 29, 2018

MR-3

SECRETARIAL AUDIT REPORT
FOR THE PERIOD FROM APRIL 1, 2017 TO MARCH 31, 2018

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

To
The Members
Greenply Industries Limited
Makum Road
Tinsukia
Assam-786 125

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Greenply Industries Limited (hereinafter called the "Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

On the basis of verification of the secretarial compliance and on the basis of secretarial audit of Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and as shown to us during the said audit and also based on the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion and to the best of our understanding, the Company has, during the audit period, that is to say, from April 01, 2017 to March 31, 2018 (hereinafter referred to as "Audit Period"), complied with the statutory provisions listed hereunder and also that the Company has adequate Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We further report that compliance with applicable laws is the responsibility of the Company and our report constitutes an independent opinion. Our report is neither an assurance for future viability of the Company nor a confirmation of efficient management by the Company.

We have examined the secretarial compliance based on the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2018 and as shown to us during our audit, according to the provisions of the following laws:

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

2. Secretarial Standards 1 and 2 issued by ICSI;

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

4. The Depositories Act, 1996 and the Regulations and Bye-Laws framed thereunder;

5. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment and External Commercial Borrowings; (**FEMA**)

6. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act,1992 (SEBI Act) viz :-

   a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

   d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; and

   e) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "**SEBI LODR**")

7. Laws specifically applicable to the industry to which the Company belongs, as identified by the management, that is to say:

   a) Environment Protection Act, 1986
   b) The Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008
   c) The Water (Prevention & Control of Pollution) Act, 1974 and Rules made thereunder
   d) The Air (Prevention & Control of Pollution) Act, 1981
   e) The Legal Metrology Act, 2009
   f) Intellectual Property Acts

g) Foreign Trade Development and Regulation Act, 1992
h) Customs Act, 1962
i) Indian Boilers Act, 1923
j) Indian Forest Act read with State Rules.
k) Bureau of Indian Standards Act, 1986

The Company has further confirmed that during the period under review they have not contravened any of the provisions of the above specific laws and had obtained all the requisites registrations, permits and licenses except in some units where few licenses are under process of renewal.

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

1. *Though the Company has spent ₹341.72 lacs towards CSR activities (directly and through Trust-Greenply Foundation) during the year under review but the maximum amount was relating to earlier year(s) lying with the Trust and implementing agencies. Accordingly, the amount spent is less than the minimum allocation of CSR being 2% of the average net profit of last 3 financial years amounting to ₹ 341.69 lacs in total.*

We further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Woman Director and Independent directors.

2. Adequate notice is given to all directors for the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

3. There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

4. We have not found any material event during the year under review which has major bearing on the Company's affairs in pursuance of any of the laws, rules, regulations or guidelines covered by this audit except as follows:

   a) Incorporation of Greenpanel Industries Limited, WOS incorporated under the jurisdiction of RoC, Shillong, India;

   b) Exploring an option to de-merge the MDF Division of the Company into Greenpanel Industries Limited, WOS;

   c) New business in respect of trading in acrylic solid surface sheets; and

   d) Expansion of Veneer line in the existing manufacturing unit in NKOK SEZ, Gabon, West Africa.

Procedure for monitoring and ensuring compliance with General Laws

We have been informed that a proper procedure has been laid down to monitor and ensure compliance with general laws. On perusal of the documents provided by the Company, we observed that the Company has a system of ensuring compliance with applicable laws. The Company Secretary of the Company also provides an internal compliance certificate which is placed in the Board Meetings.

Our Secretarial Audit Report for the financial year ended 31st March, 2018 of even date is to be read along with the annexure to this letter.

Thanking you,

For **Nidhi Bagri & Company**
(Company Secretary in practice)

(Nidhi Bagri)
Proprietor
ACS No. 24765
C.P.No. 9590

Date: May 14, 2018
Place: Kolkata

Annexure to Secretarial Audit Report

To
The Members
Greenply Industries Limited
Makum Road
Tinsukia
Assam-786 125

Our Secretarial Audit Report for the financial year ended 31st March, 2018 of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Thanking you,

For **Nidhi Bagri & Company**
(Company Secretary in practice)

(Nidhi Bagri)
Proprietor
ACS No. 24765
C.P.No. 9590

Date: May 14, 2018
Place: Kolkata

Form No. MGT-9

EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2018
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. Registration and other details:

i)	CIN	:	L20211AS1990PLC003484
ii)	Registration Date:	:	28.11.1990
iii)	Name of the Company	:	GREENPLY INDUSTRIES LIMITED
iv)	Category/Sub-Category of the Company	:	PUBLIC COMPANY LIMITED BY SHARES
v)	Address of the registered office and contact details	:	MAKUM ROAD, TINSUKIA, ASSAM- 786125, PHONE: (033) 30515000, FAX: (033) 3051 5010
vi)	Whether listed company	:	☑ Yes / ☐ No
vii)	Name, Address and Contact details of Registrar and Share Transfer Agent, if any:	:	M/s. S. K. INFOSOLUTIONS PVT. LTD. 34/1A, SUDHIR CHATTERJEE STREET KOLKATA- 700 006 PHONE: (033) 2219-4815/6797 FAX: (033) 2219-4815

II. Principal business activities of the Company

All the Business activities contributing 10 % or more of the total turnover of the Company are:-

Sl. No	Name and Description of main products/ services	NIC Code-2008 of the Product/ service	% to total turnover of the Company*
1	PLYWOOD	1621	64.15
2	MDF	1621	28.40

*Figures have been stated on the basis of the gross turnover of the Company.

III. Particulars of holding, subsidiary and associate companies

Sl. No.	Name and Address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares Held	Applicable section
1	GREENPLY TRADING PTE. LTD., #14-06, One George Street, Singapore - 049145	201323926C	SUBSIDIARY	100 %	2(87)(i)&(ii) OF THE COMPANIES ACT, 2013
2	GREENPLY ALKEMAL (SINGAPORE) PTE. LTD., 3, SHENTON WAY, #12-01A SHENTON HOUSE SINGAPORE - 068805	201413887Z	ASSOCIATE (JOINT VENTURE COMPANY)	50 % INVESTMENT THROUGH GREENPLY TRADING PTE. LTD., SINGAPORE	2(6) OF THE COMPANIES ACT, 2013
3	GREENPLY HOLDINGS PTE. LTD., 3, Shenton Way, #12-01A Shenton House, Singapore - 068805	201616966N	SUBSIDIARY	100 %	2(87)(i)&(ii) OF THE COMPANIES ACT, 2013
4	GREENPLY MIDDLE EAST LIMITED, 409, City Tower 1, Sheikh Zayed Road, P.O. Box 118767, Dubai, United Arab Emirates	181478	SUBSIDIARY	100 %	2(87)(i)&(ii) OF THE COMPANIES ACT, 2013
5	GREENPLY GABON SA, Parcel C-13, NKOK SEZ, BP 1024, Libreville, Gabon	004-24628GU1	STEP DOWN SUBSIDIARY	100% THROUGH Greenply Middle East Limited, Dubai, UAE	2(87)(i)&(ii) OF THE COMPANIES ACT, 2013
6.	GREENPANEL INDUSTRIES LTD., Makum Road, Tinsukia, Assam - 786 125	U20100AS2017PLC018272	SUBSIDIARY	100 %	2(87)(i)&(ii) OF THE COMPANIES ACT, 2013

IV. Share holding pattern (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	17793180	0	17793180	14.51	17457180	0	17457180	14.24	(0.27)
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	44781820	0	44781820	36.52	45117820	0	45117820	36.79	0.27
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (1):-	62575000	0	62575000	51.03	62575000	0	62575000	51.03	0.00
(2) Foreign									
a) NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (2):-	0	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	62575000	0	62575000	51.03	62575000	0	62575000	51.03	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	24839827	0	24839827	20.26	23657136	0	23657136	19.29	(0.97)
b) Banks / FI	6504	0	6504	0.01	31544	0	31544	0.03	0.02
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIIs	873417	0	873417	0.71	0	0	0	0.00	(0.71)
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others : Foreign Portfolio Investors	14115200	0	14115200	11.51	14338490	0	14338490	11.69	0.18
Sub-total (B) (1):-	39834948	0	39834948	32.48	38027170	0	38027170	31.01	(1.47)
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	6670543	17000	6687543	5.45	4690256	8000	4698256	3.83	(1.62)
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	5004704	126550	5131254	4.18	7868357	70265	7938622	6.47	2.29
ii) Individual shareholders holding nominal share capital in excess of ₹ 1lakh	4499501	0	4499501	3.67	5152171	0	5152171	4.20	0.53
c) Others (specify)									
NRI	202533	0	202533	0.17	406155	0	406155	0.33	0.16
FCB	0	0	0	0.00	0	0	0	0.00	0.00
Clearing Members	56741	0	56741	0.05	151941	0	151941	0.12	0.07
Trust	0	0	0	0.00	0	0	0	0.00	0.00

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Foreign Companies	3639875	0	3639875	2.97	3639875	0	3639875	2.97	0.00
Greenply Industries Limited-Unclaimed Suspense Account	0	0	0	0.00	8020	0	8020	0.01	0.01
IEPF	0	0	0	0.00	30185	0	30185	0.02	0.02
Sub-total (B)(2):-	20073897	143550	20217447	16.49	21946960	78265	22025225	17.96	1.47
Total Public Shareholding (B)=(B)(1)+(B)(2)	59908845	143550	60052395	48.97	59974130	78265	60052395	48.97	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	**122483845**	**143550**	**122627395**	**100.00**	**122549130**	**78265**	**122627395**	**100.00**	**0.00**

ii) Shareholding of Promoters and Promoter Group:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in Share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / Encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / Encumbered to total Shares	
1	RAJESH MITTAL	3415900	2.79	0.00	3079900	2.51	0.00	-0.27
2.	SHOBHAN MITTAL	739000	0.60	0.00	739000	0.60	0.00	0.00
3.	SHIV PRAKASH MITTAL AND SHOBHAN MITTAL ON BEHALF OF TRADE COMBINES, PARTNERSHIP FIRM	11702380	9.54	0.00	11702380	9.54	0.00	0.00
4.	SANIDHYA MITTAL	90000	0.07	0.00	90000	0.07	0.00	0.00
5.	SANTOSH MITTAL	1165900	0.95	0.00	1165900	0.95	0.00	0.00
6.	KARUNA MITTAL	680000	0.55	0.00	680000	0.55	0.00	0.00
7.	GREENPLY LEASING & FINANCE PVT. LTD.*	13573655	11.07	0.00	0	0.00	0.00	-11.07
8.	PRIME HOLDINGS PVT. LTD.	12042800	9.82	0.00	12042800	9.82	0.00	0.00
9.	S. M. MANAGEMENT PVT. LTD.	17717310	14.45	0.00	31626965	25.79	0.00	11.34
10.	VANASHREE PROPERTIES PVT. LTD.	1448055	1.18	0.00	1448055	1.18	0.00	0.00
11.	SAURABH MITTAL*	0	0.00	0.00	0	0.00	0.00	0.00
12.	PARUL MITTAL*		0.00	0.00	0	0.00	0.00	0.00
13.	SHIV PRAKASH MITTAL	0	0.00	0.00	0	0.00	0.00	0.00
14.	CHITWAN MITTAL	0	0.00	0.00	0	0.00	0.00	0.00
15.	MASTER ADITYA MITTAL	0	0.00	0.00	0	0.00	0.00	0.00
16.	EDUCATIONAL INNOVATIONS PVT. LTD.	0	0.00	0.00	0	0.00	0.00	0.00

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / Encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / Encumbered to total Shares	% Change in Share holding during the year
17.	NIRANJAN INFRASTRUCTURE PVT. LTD.	0	0.00	0.00	0	0.00	0.00	0.00
18.	RS HOMCON LIMITED	0	0.00	0.00	0	0.00	0.00	0.00
19.	R. M. SAFEINVEST PVT. LTD.	0	0.00	0.00	0	0.00	0.00	0.00
20.	SHOWAN INVESTMENT PVT. LTD.	0	0.00	0.00	0	0.00	0.00	0.00
21.	BRIJBHUMI MERCHANTS PVT. LTD.	0	0.00	0.00	0	0.00	0.00	0.00
22.	BRIJBHUMI TRADEVIN PVT. LTD.	0	0.00	0.00	0	0.00	0.00	0.00
23.	MASTERMIND SHOPPERS PVT. LTD.	0	0.00	0.00	0	0.00	0.00	0.00
24.	DHOLKA PLYWOOD INDUSTRIES PVT. LTD.	0	0.00	0.00	0	0.00	0.00	0.00
25.	MITTALGREEN PLANTATIONS LLP	0	0.00	0.00	0	0.00	0.00	0.00
26.	RAJESH MITTAL & SONS, HUF	0	0.00	0.00		0.00	0.00	0.00
27.	BLUESKY PROJECTS PVT. LTD	0	0.00	0.00	0	0.00	0.00	0.00
28.	TRADE COMBINES PTE. LTD., INCORPORATED IN SINGAPORE	0	0.00	0.00	0	0.00	0.00	0.00
29.	RKS FAMILY FOUNDATION	0	0.00	0.00	0	0.00	0.00	0.00
	Total	**62575000**	**51.03**	**0.00**	**62575000**	**51.03**	**0.00**	**0.00**

* Ceased to be in the list of Promoter and Promoter Group.

iii) Change in Promoters' Shareholding (please specify, if there is no change):

Sl No		Shareholding at the beginning of the year (01.04.2017)		Cumulative Shareholding during the year (01.04.2017 - 31.03.2018)	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	62575000 Equity shares of Re.1/- each	51.03%	-	-
	Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer/ bonus/sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	62575000 Equity shares of Re.1/- each	51.03%

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters/Promoter Group and Holders of GDRs and ADRs):

SN	Name of the Shareholder	Shareholding at the beginning of the year (01.04.2017)		Cumulative Shareholding during the year (01.04.2017 - 31.03.2018)	
1	JWALAMUKHI INVESTMENT HOLDINGS	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	11884420	9.69	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	-	-	11884420	9.69

SN	Name of the Shareholder	Shareholding at the beginning of the year (01.04.2017)		Cumulative Shareholding during the year (01.04.2017 - 31.03.2018)	
2	HDFC TRUSTEE COMPANY LIMITED	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	10974455	8.94	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-20000 (21.04.17-sale)	-0.02	10954455	8.92
		-579000 (15.12.17 - Sale)	-0.47	10375455	8.45
		-115000 (22.12.17 - Sale)	-0.09	10260455	8.36
	At the end of the year (or on the date of separation, if separated during the year)	-	-	10260455	8.36

SN	Name of the Shareholder	Shareholding at the beginning of the year (01.04.2017)		Cumulative Shareholding during the year (01.04.2017 - 31.03.2018)	
3	SBI MAGNUM GLOBAL FUND	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	11405052	9.3	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-11631 (14.04.17-sale)	-0.01	11393421	9.29
		45000 (21.04.17 - Purchase)	0.04	11438421	9.33
		-44572 (19.05.17 - Sale)	-0.04	11393849	9.29
		48960 (26.05.17 - Purchase)	0.04	11442809	9.33
		-200000 (09.06.17 - Sale)	-0.16	11242809	9.17
		200000 (16.06.17 - Purchase)	0.16	11442809	9.33
		-99 (23.06.17 - Sale)	0.00	11442710	9.33
		-10 (30.06.17 - Sale)	0.	11442700	9.33
		-500000 (08.12.17 - Sale)	-0.41	10942700	8.92
		131000 (15.12.17 - Purchase)	0.11	11073700	9.03
		-2737939 (22.12.17 - Sale)	-2.23	8335761	6.8
		-100000 (09.02.18 - Sale)	-0.08	8235761	6.72
		-300000 (16.02.18 - Sale)	-0.24	7935761	6.48
		-122933 (23.03.18 - Sale)	-0.1	7812828	6.38
		-112968 (30.03.18 - Sale)	-0.09	7699860	6.29

	At the end of the year (or on the date of separation, if separated during the year)	-	-	7699860	6.29

SN	Name of the Shareholder	Shareholding at the beginning of the year (01.04.2017)		Cumulative Shareholding during the year (01.04.2017 - 31.03.2018)	
4	WESTBRIDGE CROSSOVER FUND, LLC	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	3639875	2.97	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	-	-	3639875	2.97

SN	Name of the Shareholder	Shareholding at the beginning of the year (01.04.2017)		Cumulative Shareholding during the year (01.04.2017 - 31.03.2018)	
5	RELIANCE CAPITAL TRUSTEE COMPANY LIMITED	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	2690000 (22.12.17 - Purchase)	2.19	2690000	2.19
	At the end of the year (or on the date of separation, if separated during the year)	-	-	2690000	2.19

SN	Name of the Shareholder	Shareholding at the beginning of the year (01.04.2017)		Cumulative Shareholding during the year (01.04.2017 - 31.03.2018)	
6	HDFC STANDARD LIFE INSURANCE COMPANY LIMITED	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	3558240	2.90	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-539 (14.04.17-Sale)	0.00	3557701	2.90
		1433 (21.04.17-Purchase)	0.00	3559134	2.90
		-434 (28.04.17-Sale)	0.00	3558700	2.90
		50 (12.05.17 -Purchase)	0.00	3558750	2.90
		-100 (19.05.17-Sale)	0.00	3558650	2.90
		25019 (26.05.17-Purchase)	0.02	3583669	2.92
		24683 (02.06.17-Purchase)	0.02	3608352	2.94
		5868 (09.06.17-Purchase)	0.00	3614220	2.94
		14507 (30.06.17-Purchase)	0.01	3628727	2.97
		30000 (07.07.17-Purchase)	0.02	3658727	2.99
		-773 (14.07.17-Sale)	0.00	3657954	2.99
		2339 (21.07.17-Purchase)	0.00	3660293	2.99
		-1806 (28.07.17-Sale)	0.00	3658487	2.99
		102 (04.08.17-Purchase)	0.00	3658589	2.99
		4555 (11.08.17-Purchase)	0.00	3663144	2.99
		-1130298 (01.09.17-Sale)	-0.92	2532846	2.07
		-3950 (08.09.17-Sale)	0.00	2528896	2.07

		1 (15.09.17-Purchase)	0.00	2528897	2.07
		-16354 (22.09.17-Sale)	-0.01	2512543	2.06
		-159 (30.09.17-Sale)	0.00	2512384	2.06
		579 (20.10.17-Purchase)	0.00	2512963	2.06
		-71 (27.10.17-Sale)	0.00	2512892	2.06
		-2843 (03.11.17-Sale)	0.00	2510049	2.06
		-71576 (10.11.17-Sale)	-0.06	2438473	2.00
		-2824 (17.11.17-Sale)	0.00	2435649	2.00
		-60 (01.12.17-Sale)	0.00	2435589	2.00
		-6651 (08.12.17-Sale)	-0.01	2428938	1.99
		-1179 (22.12.17-Sale)	0.00	2427759	1.99
		-2063 (29.12.17-Sale)	0.00	2425696	1.99
		-3483 (05.01.18-Sale)	0.00	2422213	1.99
		-304890 (12.01.18-Sale)	-0.25	2117323	1.74
		-1316 (25.01.18-Sale)	0.00	2116007	1.74
		-12739 (09.02.18-Sale)	-0.01	2103268	1.73
		-1866 (16.02.18-Sale)	0.00	2101402	1.73
		-12352 (23.02.18-Sale)	-0.01	2089050	1.72
		-18 (02.03.18-Sale)	0.00	2089032	1.72
		20000 (09.03.18-Purchase)	0.02	2109032	1.74
		50000 (16.03.18-Purchase)	0.04	2159032	1.78
		118413 (23.03.18-Purchase)	0.09	2277445	1.87
		145635 (30.03.18-Purchase)	0.11	2423080	1.98
	At the end of the year (or on the date of separation, if separated during the year)	-	-	2423080	1.98

SN	Name of the Shareholder	Shareholding at the beginning of the year (01.04.2017)		Cumulative Shareholding during the year (01.04.2017 - 31.03.2018)	
7	**IDFC STERLING EQUITY FUND**	**No. of shares**	**% of total shares of the company**	**No. of shares**	**% of total shares of the company**
	At the beginning of the year	500000	0.41	-	-
	Date wise Increase / (Decrease) in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/sweat equity etc.):	31338 (17.11.17 - Purchase)	0.03	531338	0.44
		18662 (08.12.17 - Purchase)	0.02	550000	0.46
		650000 (15.12.17 - Purchase)	0.53	1200000	0.98
		29605 (23.02.18 - Purchase)	0.02	1229605	1.00
		5395 (02.03.18 - Purchase)	0.00	1235000	1.00
		35000 (16.03.18 - Purchase)	0.03	1270000	1.03
		5000 (23.03.18 - Purchase)	0.00	1275000	1.03
		8173 (30.03.18 - Purchase)	0.01	1283173	1.04

	At the end of the year (or on the date of separation, if separated during the year)	-	-	1283173	1.04
SN	**Name of the Shareholder**	**Shareholding at the beginning of the year (01.04.2017)**		**Cumulative Shareholding during the year (01.04.2017- 31.03.2018)**	
8	**MANGAL BHANSHALI**	**No. of shares**	**% of total shares of the company**	**No. of shares**	**% of total shares of the company**
	At the beginning of the year	1225000	1.00	-	-
	Date wise Increase / (Decrease) in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/sweat equity etc.):	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	-	-	1225000	1.00
SN	**Name of the Shareholder**	**Shareholding at the beginning of the year (01.04.2017)**		**Cumulative Shareholding during the year (01.04.2017 - 31.03.2018)**	
9	**VALLABH ROOPCHAND BHANSHALI**	**No. of shares**	**% of total shares of the company**	**No. of shares**	**% of total shares of the company**
	At the beginning of the year	1157850	0.94	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-80000 (12.01.18-Sale)	-0.06	1077850	0.88
	At the end of the year (or on the date of separation, if separated during the year)	-	-	1077850	0.88
SN	**Name of the Shareholder**	**Shareholding at the beginning of the year (01.04.2017)**		**Cumulative Shareholding during the year (01.04.2017 -31.03.2018)**	
10	**LATA BHANSHALI**	**No. of shares**	**% of total shares of the company**	**No. of shares**	**% of total shares of the company**
	At the beginning of the year	1000000	0.82	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
	At the end of the year (or on the date of separation, if separated during the year)	-	-	1000000	0.82
SN	**Name of the Shareholder**	**Shareholding at the beginning of the year (01.04.2017)**		**Cumulative Shareholding during the year (01.04.2017 - 31.03.2018)**	
11	**KOTAK MAHINDRA OLD MUTUAL LIFE INSURANCE#**	**No. of shares**	**% of total shares of the company**	**No. of shares**	**% of total shares of the company**
	At the beginning of the year	1164915	0.95	-	
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-291239 (07.04.17 - Sale) 19160 (09.06.17 - Purchase) -67589 (16.06.17 - Sale) -158834 (23.06.17 - Sale) -54862 (07.07.17 - Sale)	-0.24 0.02 -0.06 -0.13 -0.04	873676 892836 825247 666413 611551	0.71 0.73 0.67 0.54 0.50
	At the end of the year (or on the date of separation, if separated during the year)	-	-	611551	0.50

12	AKASH BHANSHALI#	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	873391	0.71	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-150000 (05.01.18 - Sale) -4091 (12.01.18 - Sale)	-0.12 0.00	723391 719300	0.59 0.59
	At the end of the year (or on the date of separation, if separated during the year)	-	-	719300	0.59

Ceased to be in the list of Top 10 shareholders as on 31.03.2018. The same have been reflected above since shareholders were among the Top 10 shareholders as on 01.04.2017.

v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year (01.04.2017)		Cumulative Shareholding during the year (01.04.2017-31.03.2018)	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	**RAJESH MITTAL**				
	At the beginning of the year	3415900	2.79	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer /bonus/ sweat equity etc):	-336000 (08.12.2017-Sale)	-0.27	3079900	2.51
	At the End of the year	-	-	3079900	2.51
2	**SHOBHAN MITTAL**				
	At the beginning of the year	739000	0.60	-	-
	Date wise Increase /Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer /bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	-	-	739000	0.60
3	**SHIV PRAKASH MITTAL**				
	At the beginning of the year	NIL	NIL	-	-
	Date wise Increase /Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer /bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	-	-	NIL	NIL
4	**MOINA YOMETH KONYAK***				
	At the beginning of the year	NIL	NIL	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer /bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	-	-	NIL	NIL
5	**SANIDHYA MITTAL**				
	At the beginning of the year	90000	0.07	-	-
	Date wise Increase /Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer /bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	-	-	90000	0.07
6	**SUSIL KUMAR PAL**				
	At the beginning of the year	NIL	NIL	-	-
	Date wise Increase /Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer /bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	-	-	NIL	NIL
7	**VINOD KUMAR KOTHARI**				
	At the beginning of the year	NIL	NIL	-	-

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year (01.04.2017)		Cumulative Shareholding during the year (01.04.2017-31.03.2018)	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	Date wise Increase /Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer /bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	-	-	NIL	NIL
8	**ANUPAM KUMAR MUKERJI**				
	At the beginning of the year	NIL	NIL	-	-
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer /bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	-	-	NIL	NIL
9	**SONALI BHAGWATI DALAL**				
	At the beginning of the year	NIL	NIL	-	-
	Date wise Increase /Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer /bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	-	-	NIL	NIL
10	**UPENDRA NATH CHALLU**				
	At the beginning of the year	NIL	Nil	-	-
	Date wise Increase /Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer /bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	-	-	NIL	NIL
11	**KAUSHAL KUMAR AGARWAL**				
	At the beginning of the year	NIL	NIL	-	-
	Date wise Increase /Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer /bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	-	-	NIL	NIL
12	**VISHWANATHAN VENKATRAMANI**				
	At the beginning of the year	10	0.00	-	-
	Date wise Increase /Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer /bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	-	-	10	0.00

*Ceased to be Director w.e.f 08.01.2018

V. Indebtedness

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

(₹ in lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	41058.44	1566.15	--	42624.59
ii) Interest due but not paid	--	--	--	--
iii)Interest accrued but not due	82.82	--	--	82.82
Total (i+ii+iii)	**41141.26**	**156.15**	**--**	**42707.41**
Change in Indebtedness during				
the financial year				
▪ Addition	20306.83	2337.86	--	22644.69

(₹ in lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
▪ Reduction	-	-	-	-
Net Change	**20306.83**	**2337.86**	**-**	**22644.69**
Indebtedness at the end of the financial year				
i) Principal Amount	61342.11	3904.01	-	65246.12
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	105.98	-	-	105.98
Total (i+ii+iii)	**61448.09**	**3904.01**	**-**	**65352.10**

VI. Remuneration of directors and Key Managerial Personnel

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

(₹ in lacs)

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total amount
		Shiv Prakash Mittal	Rajesh Mittal	Shobhan Mittal	Sanidhya Mittal	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961	220.80	211.20	60.00	6.25	498.25
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	Nil	Nil	8.02	Nil	8.02
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	Nil	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil	Nil
4	Commission					
	- as 1.50% of profit	283.80	283.80	283.80	41.62	893.02
	-others, specify	Nil	Nil	Nil	Nil	Nil
5	Others – Provident Fund	24.34	22.46	7.20	0.75	54.75
	Total (A)	528.94	517.46	359.02	48.62	1454.04
	Ceiling as per the Act	₹ 2125.67 lacs (being 10% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)				

B. Remuneration to other directors:

(₹ in lacs)

Sl. no.	Particulars of Remuneration	Name of Directors					Total Amount
1.	Independent Directors	Susil Kumar Pal	Anupam Kumar Mukerji	Vinod Kumar Kothari	Upendra Nath Challu	Sonali Bhagwati Dalal	
	Fee for attending board/ committee meetings	6.95	6.95	5.35	6.20	1.60	27.05
	Commission	10.00	10.00	10.00	10.00	10.00	50.00
	Others, please specify	-	-	-	-	-	-
	Total(1)	16.95	16.95	15.35	16.20	11.60	77.05

(₹ in lacs)

Sl. no.	Particulars of Remuneration	Name of Directors					Total Amount
2.	Other Non-Executive Directors	Moina Yometh Konyak**	-	-	-	-	-
	Fee for attending board/ committee meetings	--	-	-	-	-	-
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total(2)	-	-	-	-	-	-
	Total(B)=(1+2)	16.95	16.95	15.35	16.20	11.60	77.05*
	Total Managerial Remuneration						1531.09
	Overall Ceiling as per the Act	₹ 2338.23 lacs (being 11% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)					

* Ceiling as per the Act: ₹ 212.57 lacs (being 1% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)

** Ceased to be Director w.e.f. 08.01.2018.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(₹ in lacs)

Sl. no.	Particulars of Remuneration	Key Managerial Personnel		Total
		Chief Financial Officer	Company Secretary	
1	**Gross salary**			
a	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	81.25	40.73	121.98
b	Value of perquisites u/s 17(2) of the Income-tax Act, 1961	Nil	Nil	Nil
c	Profits in lieu of salary under section 17(3) of the IncomeTax Act, 1961	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission			
	- as % of profit	Nil	Nil	Nil
	- others, specify	Nil	Nil	Nil
5	Others – Provident Fund	4.14	2.19	6.32
	Total	85.39	42.91	128.30

VII. Penalties / Punishment/ Compounding of offences

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A.COMPANY					
Penalty	None	N.A.	N.A.	N.A.	N.A.
Punishment	None	N.A.	N.A.	N.A.	N.A.
Compounding	None	N.A.	N.A.	N.A.	N.A.
B.DIRECTORS					
Penalty	None	N.A.	N.A.	N.A.	N.A.
Punishment	None	N.A.	N.A.	N.A.	N.A.
Compounding	None	N.A.	N.A.	N.A.	N.A.
C.OTHER OFFICERS IN DEFAULT					
Penalty	None	N.A.	N.A.	N.A.	N.A.
Punishment	None	N.A.	N.A.	N.A.	N.A.
Compounding	None	N.A.	N.A.	N.A.	N.A.

Particulars of Loans, Guarantee or Investments Made by the Company U/S 186 of the Companies Act, 2013

(I) DETAILS OF LOANS:

Sl No.	Date of loan	Date of Board Resolution	Date of Special Resolution (if any)	Name of borrower	Purpose for which the loan is proposed to be utilized by the recipient	Amount (USD in Lacs)	Amount (₹ in Lacs) *	Rate of interest	Security	Prevailing yield of 1/3/5/10 year Government Security at the time of extending the loan
1	25-04-2017	24-10-2016	Not Applicable	Greenply Middle East Ltd.	For business requirements.	3.00	192.67	12 months USD LIBOR plus 500 bps p.a.	Nil	Yield of 5 year Bond is 6.973 %
2	20-09-2017	24-10-2016	Not Applicable	Greenply Middle East Ltd.	For business requirements.	5.00	321.41	12 months USD LIBOR plus 500 bps p.a.	Nil	Yield of 5 year Bond is 6.54 %
3	12-02-2018	24-10-2016	Not Applicable	Greenply Middle East Ltd.	For business requirements.	10.00	643.05	12 months USD LIBOR plus 500 bps p.a.	Nil	Yield of 5 year Bond is 7.334 %

* Represents amount as on the date of transaction

(II) DETAILS OF INVESTMENTS:

Sl No.	Date of Investment	Date of Board Resolution	Date of Special Resolution (if any)	Name of investee	Purpose for which the proceeds from investment is proposed to be utilized by the recipient	Amount (USD in Lacs)	Amount (₹ in Lacs)	Expected rate of return
1	22-09-2017	24-01-2017	Not Applicable	Greenply Trading Pte. Ltd.	For business requirements.	3.00	194.37	Not Applicable
2	21-11-2017	24-01-2017	Not Applicable	Greenply Trading Pte. Ltd.	For business requirements.	3.00	195.11	Not Applicable
3	10-01-2018	08-11-2017	Not Applicable	Greenpanel Industries Limited	For business requirements.	-	10.00	Not Applicable

(III) DETAILS OF GUARANTEE PROVIDED:

Sl No.	Date of providing security/guarantee	Date of Board Resolution	Date of Special Resolution (if any)	Name of recipient	Purpose for which the security/ guarante is proposed to be utilized by the recipient	Amount (USD in Lacs)	Amount (EURO in Lacs)	Amount (₹ in Lacs) #	Commission
1	25-10-2017	21-02-2017	Not Applicable	Greenply Middle East Ltd.	For working capital requirements	29.40	-	1911.15	2% p.a.
2	19-05-2017	21-02-2017	Not Applicable	Greenply Middle East Ltd.	For working capital requirements	35.00	-	2275.18	2% p.a.
3	17-05-2017	02-12-2016	Not Applicable	Greenply Middle East Ltd.	For working capital requirements	10.00	-	650.05	2% p.a.
4	15-05-2017*	25-05-2015	Not Applicable	Greenply Alkemal (Singapore) Pte. Ltd.	For working capital requirements	30.00	-	1950.15	1% p.a.
5	23-03-2018	24-01-2017	Not Applicable	Greenply Gabon SA	For working capital requirements	-	55.00	4385.43	1% p.a.

Represents amount as on the year end rate

* Extension of validity period of Corporate Guarantee

Amount outstanding as at 31st March, 2018

Particulars	Amount (₹ In lacs)
Loans given	1625.13
Investments made	7636.02
Guarantee given	12472.05

INFORMATION REQUIRED UNDER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014 PERTAINING TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO.

A. Conservation of energy

(a) The Company adopted the following measures towards conservation of energy:

- Water Pump House operation controlled under auto system with pressure control.
- Wax heating & transfer system replaced from steam to waste hot air.
- Chips feeding to refiner control replaced from manual to Auto system.
- Chips storage system modified by installing new additional plates to improve chips quality.
- Three new Indian Chippers installed to use low thickness wood & to improve chips quality.
- Surge bin Chips pre-heating started in Auto to improve fiber quality & energy saving.
- Press cycle optimize to improve quality and power consumption.
- Raw Board size optimized to reduce cutting and sanding loss.
- Sanding infeed system modified to control raw board feeding gap and increase capacity.
- CTS limit switches replaced with new technology proximity sensors.
- Press rolling rod missing sensor replaced with new Electronic monitor.
- Periodic check of the electric distribution network for safe and efficient performance.
- System incorporated to stop Offline equipment during peak load period and run at maximum capacity in off peak load period
- Regular venting of Thermal oil lines to remove low boil volatile impurities for optimum utilization of heat energy of the hot oil.
- Preventive and corrective maintenance schedule for proactive measures to optimize energy usage and available time of machines.

(b) Additional investments and proposals, if any

It is a continuous process to explore the avenues for energy conservation. The Company is considering additional investments and proposals for the same.

(c) Impact of measures taken

Energy conservation measures stated above have resulted in gradual savings and ease in operations.

(d) Total energy consumption and energy consumption per unit of production

Particulars relating to energy consumption and other details are not being provided because the Company is not on the list of industries specified for this purpose.

B. Technology absorption

a) Research and development (R&D)

1. Areas of R&D activities

- The Company is carrying out research to increase the mechanical properties of Plywood at reasonable cost of production.
- The Company is focusing on R&D activities for developing new products, designs, processes and improvement of manufacturing systems in existing products/process.
- The Company propose to manufacture Fire Retardant MDF boards.
- The Company propose as a Strategic measure experimental production of MDF board with use of Subabul, Casurina instead of Eucalyptus.
- The Company is working routinely on to control/reduce formaldehyde emission from plywood and MDF by improved glue formulation.

- The Company developed staining facility for a novel product of veneer flooring panels as import substitute.
- The Company is developing varied type of door frames and door shutters.

2. Benefits of the R&D exercises

- Improved product quality and increased timber recovery.
- Cost reduction, technology up-gradation.
- Strengthened market leadership status.
- Reduced manufacturing and delivery time.
- Catering to changing/unique needs of customers.

3. Future strategy

- Emphasizing on the R&D for making new products and creating better processes.
- Improve the quality of existing products.
- Improve interaction with research institutions.
- Improve properties of materials.

4. Expenditure on R&D

	(₹ in lacs)
Capital	-
Revenue	-
Total	-
Total R&D expenditure as a percentage of net turnover (%)	-

b) Technology absorption, adoption and innovation

1. Steps adopted

- Setting up a quality assurance cell to ensure the dispatch of only goods produced under strict process control with specific standard notifications from the factory.
- Participating in national and international conferences, seminars and exhibitions.
- Analyzing feedback from users to improve products and services.

2. Benefits of the steps adopted

- Improved product quality, leading to rise in the Company's brand value.
- Expanded product range.
- Improved processes and product quality, performance and reliability to attain global standards and maintaining the leadership position.

3. Technology improvement

The Company did not have the need to import technology or foreign technical collaborations in the last five years but company had guidance from technical experts as well from the foreign machinery suppliers.

c) Foreign exchange earnings and outgo

1. **Efforts:** The Company regularly participates in international exhibitions and carries out market survey and direct mail campaigns. It is intensifying focus on selected countries and also exploring new markets. The Company is continuously exploring avenues to increase exports.

Foreign exchange earnings and outgo:

Earnings and outgo:

		(₹ in lacs)
	2017-2018	**2016-2017**
Earnings on account of:		
a) FOB value of exports	3084.76	1666.27
Total	**3084.76**	**1666.27**
Outgo on account of:		
a) Raw materials	9187.08	14085.02
b) Capital goods	18014.01	12046.90
c) Traded goods	345.88	123.49
d) Stores & spare parts	563.94	1559.60
Total	**28110.91**	**27815.01**

For and on behalf of the Board of Directors

Shiv Prakash Mittal
Executive Chairman
(DIN: 00237242)

Place: Kolkata
Date: May 29, 2018

Information as per Rule 5 (2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Board's Report for the year ended on 31st March, 2018

a. Details of Top ten employees in terms of remuneration drawn:

Sl. No.	Name of Employee	Designation	Remuneration (₹in lacs)	Nature of Employment Permanent / Otherwise	Qualification	Experience	Date of commencement of Employment	Age Yrs.	The Last Employment held before joining the Company	% of Equity shares held (required only for non-directors)	Whether such employee is a relative of any director or manager of the company
1	Shiv Prakash Mittal	Executive Chairman	528.94	Permanent	B.Sc.	45 yrs.	01.02.2007	69 yrs.	Himalaya Granites Ltd.	N.A.	Yes
2	Rajesh Mittal	Managing Director	517.46	Permanent	B.Com.	34 yrs.	01.01.1991	55 yrs.	Not Applicable	N.A.	Yes
3	Shobhan Mittal	Joint Managing Director & CEO	359.02	Permanent	BBA	13 yrs.	01.09.2006	38 yrs.	Worthy Plywoods Ltd.	N.A.	Yes
4	Yogesh Arora	President-Sales & Marketing (EPD)	154.24	Permanent	B.Sc. (Maths)	43 yrs.	04.04.2009	62 yrs.	Bajaj Eco-Tec Products Ltd.	Nil	No
5	Subhash Kumar Aggarwal	Senior Vice-President-Operations (EPD)	96.09	Permanent	Post Diploma in Paper Technology AMIE in Chemical Engineering	37 Yrs.	21.06.2010	58 yrs.	Nuchem Limited	Nil	No
6	Subir Palit	Country Head - Sales & Marketing (PBD)	95.38	Permanent	B.Sc. (Statistics) (Hons.), MBA (Marketing), PGDFT, PGCGM	32 yrs.	03.10.2016	57 yrs.	Sintex Industries Limited	Nil	No
7	Vishwanathan Venkatramani	Chief Financial Officer	87.83	Permanent	CA	31 yrs.	01.07.1995	54 yrs.	MKJ Enterprises	0.00 (10 equity shares)	No
8	Ashok Parekh	Chief Executive Engineer (EPD)	87.09	Permanent	Diploma in Civil Eng.	39 Yrs.	01.04.2008	60 yrs.	Doshion Limited	Nil	No
9	Jinendra Kumar Jain	Vice President-Raw Material (EPD)	81.14	Permanent	M.Sc. (Zoology), SFS (1984-86)	36 yrs.	02.09.2013	57 yrs.	Andhra Pradesh Paper Mills Limited	Nil	No
10	Neeladri Basu	Senior Vice-President-Finance & Accounts (EPD)	76.70	Permanent	CA, IFRR	22 yrs.	01.02.2013	47 yrs.	Ingersoll Rand	Nil	No

b. Details of other employees under aforesaid Rules:

Sl. No.	Name of Employee	Designation	Remuneration (₹in lacs)	Nature of Employment Permanent / Otherwise	Qualification	Experience	Date of commencement of Employment	Age Yrs.	The Last Employment held before joining the Company	% of Equity shares held (required only for non-directors)	Whether such employee is a relative of any director or manager of the company
1	Shiv Prakash Mittal	Executive Chairman	528.94	Permanent	B.Sc.	45 yrs.	01.02.2007	69 yrs.	Himalaya Granites Ltd.	N.A.	Yes
2	Rajesh Mittal	Managing Director	517.46	Permanent	B.Com.	34 yrs.	01.01.1991	55 yrs.	Not Applicable	N.A.	Yes
3	Shobhan Mittal	Joint Managing Director & CEO	359.02	Permanent	BBA	13 yrs.	01.09.2006	38 yrs.	Worthy Plywoods Ltd.	N.A.	Yes
4	Yogesh Arora	President-Sales & Marketing (EPD)	154.24	Permanent	B.Sc. (Maths)	43 yrs.	04.04.2009	62 yrs.	Bajaj Eco-Tec Products Ltd.	Nil	No
5	Sanidhya Mittal	Executive* Director	67.69**	Permanent	B.Com.	4 yrs.	04.11.2014	25 yrs.	Not Applicable	N.A.	Yes

*Appointed as an Executive Director w.e.f. 7th February, 2018.

** Remuneration includes amount drawn for the period from 01.04.2017 to 06.02.2018 working as "Associate General Manager-Merchandise & Greenteriors".

c. None of the employee employed throughout the year or part of year was in receipt of remuneration exceeding remuneration drawn by the Managing Director or Whole Time Director of the Company and hold 2% or more of the paid-up share capital of the Company either by himself or along with his/her spouse and dependent children.

Notes:

1. Remuneration shown above includes salary, commission, allowances, cost of accommodation, medical reimbursement, employer's contribution to provident fund and other perquisites as per the terms of employment excluding variable performance pay, if any.

2. All the employees have requisite experience to discharge the responsibility assigned to them.

3. Nature and terms of employment are as per resolution/appointment letter.

4. Within the meaning of Section 2(77) of the Companies Act, 2013 (a) Mr. Shiv Prakash Mittal and Mr. Rajesh Mittal (b) Mr. Shiv Prakash Mittal and Mr. Shobhan Mittal (c) Mr. Rajesh Mittal and Mr. Sanidhya Mittal, are related to each other.

For and on behalf of the Board of Directors

Shiv Prakash Mittal
Executive Chairman
(DIN: 00237242)

Place: Kolkata
Date: May 29, 2018

Report on the CSR activities forming Part of the Board's Report for the year ended on 31st March, 2018

[Pursuant to clause (o) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014]

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

Brief outline of the CSR Policy:

Greenply Industries Limited has always been committed to embrace sustainable business practices as a core business strategy. On similar lines, the Company's CSR initiatives are designed with a commitment towards creating a positive change in the society through holistic and sustainable community development programs. The Company's CSR policy has been designed to serve as a guiding light for the futuristic vision and mission of community empowerment, development and sustainable change.

Vision: We envision a future where people all over our Country – even in the remote areas – have the opportunity to achieve their full potential in all aspects and improving lives in pursuit of collective development and environmental sustainability. This vision should encompass all CSR activities of the Company.

Mission: The Company's mission is primarily to pursue initiatives directed towards enhancing welfare measures of the society based on long term social and environmental consequences of the CSR activities including dedicating time and resources towards social initiatives to ensure equal opportunities and access to everyone in the spheres of education, vocation, healthcare, sanitation and drinking water in order to empower them to achieve their full potential.

The objective of this policy is not only to guide the Company and its people to undertake CSR initiatives, but also to integrate the business processes with social and environmental development. The Company believes that our CSR policy is a reflection of our faith in socially inclusive and sustainable business practices.

Priority Projects

The Company has currently identified the following Priority Projects to be undertaken by the CSR Committee–

1. Promoting education including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
2. Ensuring animal welfare;
3. Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation and making available safe drinking water;
4. Promoting gender equality, empowering women, setting-up homes and hostels for women and orphans;
5. Rural development projects.
6. Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water;

Name of the projects/ programs:

a. Sponsoring Girl Child Education

The Company is supporting deserving and talented girls from economically weaker sections of the society, through Udayan Care, West Bengal. Udayan's Shalini Fellowship Programme is a unique academic excellence and personality development programme, which aims to empower girls and women. Its uniqueness lies in the fact that it goes beyond being a usual Scholarship Programme, by not only supporting higher education but also providing regular mentoring and leadership development and inculcating a sense of social responsibility of selected talented girls. During the year under review Greenply Foundation has contributed ₹2,80,000/- to Udayan Care, West Bengal.

b. Healthcare Project through Mobile Medical Van (MMV)

A Healthcare Project undertaken by the Company through Mobile Medical Van (MMV) in the nearby villages of Tizit, Dist- Mon, Nagaland to provide basic diagnostic, medicine, curative, referral and counselling services to the rural population. The aim of the project is improving access of medical services in the remote areas as well as raising the level of awareness among the community towards healthy and hygienic living.

c. Project relating to vocational Skill Development in the domain of Carpentry

The project encompasses training to carpenters on skills for new-age wood products, carpentry tools and techniques.

The aim of the project is to:

1. Improve livelihood opportunities for existing carpenters
2. Create a talent pool for modern market requirements
3. Promote sustainable trade practices

d. Nutritious daily meals for Children

Greenply has sponsored nutritious daily meals for Children of Tiljala, Topsia and its adjoining areas in Kolkata, who are taking education and skill development activities through EKTARA, a Kolkata based Charitable Trust. During the year under review Greenply Foundation has contributed ₹ 28,88,200/- to EKTARA.

e. Construction of General Sulabh Sochalaya and Toilets at Government Schools in Lachhmangarh, Rajasthan

During the year under review, Greenply Foundation has not contributed any amount to the Lachhmangarh Nagrik Parishad, Rajasthan, a Kolkata based Charitable Trust. However, during the year under review, the Trust has utilized ₹ 12,05,000/- which was lying with it as on 31.03.2017. The said contribution was made towards Construction of General Sulabh Sochalaya and Toilets at Government Schools in Lachhmangarh, Rajasthan through Lachhmangarh Nagrik Parishad, Lachhmangarh.

f. Comprehensive free and/or subsidized medical services/treatment of high quality to the destitute and needy people

During the year under review, Greenply Foundation has not contributed any amount to the Shrimad Rajchandra Sarvamangal Trust. However, during the year under review, the Trust has utilized ₹ 1,36,69,000/- which was lying with it as on 31.03.2017. The said contribution was made towards Comprehensive free and/or subsidized medical services/treatment of high quality to the destitute and needy people through Shrimad Rajchandra Hospital situated at Opposite to S.T. Bus Depot., Dharampur, Dist: Valsad, Gujarat-396 050 (Managed and controlled by Shrimad Rajchandra Sarvamangal Trust, Gujarat).

g. Installation of R.O. plants in the villages nearby to the Company's unit in Chittoor, Andhra Pradesh for drinking water

During the year under review, Greenply Foundation has spent ₹ 1,51,000/- towards Installation of R.O. plant in a village nearby to the Company's unit in Chittoor, Andhra Pradesh for drinking water.

h. Infrastructure support like supply of study table, Computers etc. in the Schools nearby to the Company's unit in Chittoor, Andhra Pradesh

During the year under review, Greenply Foundation has spent ₹ 3,87,846/- towards Infrastructure support like supply of study tables in a School nearby to the Company's unit in Chittoor, Andhra Pradesh.

i. Installation of R.O. plants in the Lachhmangarh, Rajasthan for drinking water

During the year under review, Greenply Foundation has spent ₹ 1,53,400/- towards installation of R.O. plant in the Lachhmangarh, Rajasthan for drinking water.

j. Plantation activities

The Company is taking plantation activities covered under CSR project in Mon (Nagaland), Pantnagar (Uttarakhand), Morbi (Gujarat), 24 Pargana South (West Bengal) towards Ensuring environmental sustainability.

Web link to the CSR Policy of the Company:
http://www.greenply.com/images/pdf/Corporate-Social-Responsibility-Policy.pdf

2. Composition of the CSR Committee:

The Greenply CSR committee was formed to shape the vision, mission and goal of the Company's CSR initiatives. The committee members are:

a. Mr. Rajesh Mittal, Managing Director
b. Mr. Vinod Kumar Kothari, Independent Director
c. Mr. Shobhan Mittal, Joint Managing Director & CEO
d. Mr. Upendra Nath Challu, Independent Director

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

₹ 17,084.39 lacs

4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above):

₹ 341.69 lacs

5. Details of CSR spent during the financial year:

(a) Total amount to be spent for the financial year: ₹ 341.69 lacs
(b) Amount unspent, if any: ₹268.26 lacs

(c) Manner in which the amount spent during the financial year is detailed below:

Through Greenply Foundation, a Trust formed and registered by the Company under the provisions of Indian Trusts Act, 1882:

1	2	3	4	5	6	7	8
Sl. No	**CSR Project or Activity identified**	**Sector in which the Project is covered**	**Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken**	**Amount outlay (budget) project or program wise**	**Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads**	**Cumulative expenditure upto the reporting period i.e. 01.04.2017 to 31.03.2018**	**Amount spent: Direct or through implementing agency**
1.	Supporting of a unique academic excellence and personality development programme for deserving and talented girls from weaker socio economic background, aiming to turn them into empowered and dignified woman or 'Shalinis'.	Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects	Udayan Shalini Fellowship Programme in Kolkata and neighbouring Districts of West Bengal	₹ 13,20,000 for the period 2014-15 to 2018-19	Direct expenditure: ₹1,41,100	₹1,41,100	Through Udayan Care, WB
2.	Mobile Medical Van (MMV) to provide basic diagnostic, medicine, curative, referral and counselling services to the rural population, with the aim of improving access to medical services in the remote areas as well as raising the level of awareness among the community towards healthy and hygienic living.	Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water	Healthcare Project through Mobile Medical Van (MMV) in the nearby villages of Tizit, Dist: Mon, Nagaland	₹1,36,58,000 for the period 2015-16 to 2017-18	Direct expenditure: ₹ 33,58,847	₹ 33,58,847	Direct
3.	Project relating to vocational Skill Development in the domain of Carpentry	Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects	Delhi, Kolkata and Bhopal	₹ 1,46,81,164 for the period 2015-16 (January 2016 to March 2016) to 2017-18	Direct expenditure: ₹ 47,21,429	₹ 47,21,429	Direct
4.	Nutritious daily meals for Children and one time expansion of Kitchen considering number of children for their education etc.	Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water	Nutritious daily meals for Children of Tiljala ,Topsia and its adjoining areas in Kolkata	₹ 60,66,750 for the period 2015-16(October, 2015 to March, 2016) to 2017-18	Direct expenditure: ₹ 28,88,200	₹ 28,88,200	Through Ektara, Kolkata, West Bengal

1	2	3	4	5	6	7	8
Sl. No	**CSR Project or Activity identified**	**Sector in which the Project is covered**	**Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken**	**Amount outlay (budget) project or program wise**	**Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads**	**Cumulative expenditure upto the reporting period i.e. 01.04.2017 to 31.03.2018**	**Amount spent: Direct or through implementing agency**
5.	Construction of General Sulabh Sochalaya and Toilets at Government Schools in Lachhmangarh, Rajasthan.	Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water	Lachhmangarh, Rajasthan	₹30,00,000 for the period 2016-17 and 2017-18	Direct expenditure: ₹ 12,05,000	₹ 12,05,000	Through Lachhmangarh Nagrik Parishad, Lachhmangarh, Rajasthan
6.	Comprehensive free and subsidized medical services/ treatment of high quality to the destitute and needy people	Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water	Through Shrimad Rajchandra Hospital situated at Opposite to S.T. Bus Depot., Dharampur, Dist: Valsad, Gujarat-396 050	₹1,50,00,000 for the period 2016-17 and 2017-18	Direct expenditure: ₹ 1,36,69,000	₹ 1,36,69,000	Through Shrimad Rajchandra Sarvamangal Trust, Gujarat
7.	Pure Drinking Water	Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water	Installation of R.O. plants in the villages nearby to the Company's unit in Chittoor, Andhra Pradesh	₹10,00,000 for the period 2017-18	Direct expenditure: ₹ 1,51,000	₹ 1,51,000	Direct
8.	Support for promoting education	Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects	Infrastructure support like supply of study table, Computers etc. in the Schools nearby to the Company's unit in Chittoor, Andhra Pradesh	₹25,00,000 for the period 2017-18	Direct expenditure: ₹ 3,87,846	₹ 3,87,846	Direct
9.	Pure Drinking Water	Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water	Installation of R.O. plants in the Lachhmangarh, Rajasthan	₹25,00,000 for the period 2017-18 and 2018-19	Direct expenditure: ₹ 1,53,400	₹ 1,53,400	Direct

1	2	3	4	5	6	7	8
Sl. No	CSR Project or Activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or program wise	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure upto the reporting period i.e. 01.04.2017 to 31.03.2018	Amount spent: Direct or through implementing agency
10	Administrative Expenses in respect of CSR activities	Bank Charges, Auditors Remuneration and General Expenses	-	-	₹ 38,572	₹ 38,572	Direct
11	Capacity build-up Expenses up to 5% of total CSR Expenses	Consultants Fees	-	-	₹ 1,15,501	₹ 1,15,501	Direct
	TOTAL (A)				₹ 2,68,29,895	₹ 2,68,29,895	

Directly by the Company:

1	2	3	4	5	6	7	8
Sl. No	CSR Project or Activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or program wise	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure upto the reporting period i.e. 01.04.2017 to 31.03.2018	Amount spent: Direct or through implementing agency
1.	Plantation activities	Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water;	Mon (Nagaland), Pantnagar (Uttarakhand), Morbi (Gujarat), 24 Paragana South (West Bengal)	₹ 1,50,00,000 for the period 2016-2017 and 2017-2018	Direct expenditure: ₹ 73,42,529	₹ 73,42,529	Direct
	TOTAL (B)				₹ 73,42,529	₹ 73,42,529	
	TOTAL (A+B)				₹ 3,41,72,424	₹ 3,41,72,424	

About the implementing agency:

a. **Udayan Care, West Bengal:** Udayan Care, West Bengal, a Charitable Trust having its office at Alok Kunja, 83 Ballygunge Gardens, Kolkata-700 029, engaged in supporting education and grooming girl students from economically weaker section of society.

b. **Ektara:** Ektara, a Charitable Trust having its office at 31/1, Topsia Road (South), Kolkata-700 046, engaged in providing education opportunity along with nutritious daily meals and awareness on health and hygiene and livelihood training to the woman and children of Tiljala, Topsia and its adjoining areas in Kolkata.

c. **Lachhmangarh Nagrik Parishad,** a Charitable Trust having its office at P-41, Princep Street, 5th Floor, Room No. 524, Kolkata-700 072, engaged in carrying out various charitable activities in the area of health care, sanitation and other related activities.

d. **Shrimad Rajchandra Sarvamangal Trust** having its Headquarters at Shrimad Rajchandra Hospital, Dharampur-396 050, Dist: Valsad, Gujarat and Office at Bhupati Chambers, 3rd Floor, Mathew Road, Opera House, Mumbai 400 004 engaged in carrying out various charitable activities in the area of health care and other related activities.

6. **The reasons for not spending the minimum allocated amount to be spent on the CSR activities of the Company:**

   During the year under review, the Company has undertaken CSR activities directly and through its Trust namely GREENPLY FOUNDATION. The Trust has utilized unspent amount lying with it as on 31.03.2017 for the said CSR activities. Further, to maintain the integrity of CSR expenditure, the Company has transferred ₹ 267.00 lacs to the Trust during FY 2017-18. Though the Company has spent ₹341.72 lacs towards CSR activities (directly and through Trust-Greenply Foundation) during the year under review but the maximum amount was relating to earlier year(s) lying with the Trust and Implementing Agencies. Accordingly, the amount spent is less than the minimum allocation of CSR being 2% of the average net profit of last 3 financial years amounting to ₹ 341.69 lacs in total. The Trust has also earned ₹ 5.76 lacs on temporary investment with Banks during FY 2017-18. The unutilized fund lying with the Trust as on 31.03.2018 amounting to ₹ 296.66 lacs (net of liabilities of ₹ 0.98 lacs) will be used for CSR activities along with fresh funding, if any, from the Company, during FY 2018-19. The Company is committed to the underlying intent of CSR and is optimistic of meeting its obligations under section 135 of the Companies Act, 2013 and thereby make a positive impact on the society.

7. **The CSR Committee of the Company hereby confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.**

Signing both on behalf of the Company and the CSR Committee

Rajesh Mittal
Chairman of CSR Committee & Managing Director
(DIN: 00240900)

Place: Kolkata
Date: May 29, 2018

Business Responsibility Report

[As per Regulation 34(2)(f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Introduction

Greenply Industries Limited excels for common good. Its unique business model ensures its legacy of responsible business and keeping community as the ultimate purpose of its existence. Over the decades, we have remained focussed on the efficient deployment of resources – people, processes and materials for the production of eco-efficient and safe products. The above purposes are articulated in the twin pillars of our vision – Value Creation and Corporate Citizenship. The Company understands and realises the role played by each and every stakeholders and hence, has a proper system for redressal of grievances of the customers and the stakeholders. The Company has a proper Business Responsibility Policy to guide and facilitate the Company to understand the principles and core elements of responsible business practices and to implement the improvements which reflect their adoption in the manner the Company undertakes its business. Each department and unit is aware of its responsibilities and the Company's system is in place to facilitate the smooth functioning of its various departments and the units. This ensures that we are balanced in our engagements with multiple stakeholders, creating value with and for all.

General Information About The Company:

1. **Corporate Identity Number (CIN) of the Company:** L20211AS1990PLC003484
2. **Name of the Company:** Greenply Industries Limited
3. **Registered Address:** Makum Road, Tinsukia, Assam-786 125
4. **Website:** www.greenply.com
5. **E-mail id:** kaushal@greenply.com
6. **Financial year reported:** 1st April, 2017 to 31st March, 2018
7. **Sectors that the Company is engaged in (as per the NIC code):**

   Manufacturer of Plywood, MDF and its allied products - National Industrial Classification (NIC) Code 2008: 16211, 16212 & 16213

8. **Three key products that the Company manufactures:**

   a. Plywood

   b. Medium Density Fibre (MDF) Board

   c. Doors

9. **Number of national locations where business activity is undertaken by the Company:**

   The Company's manufacturing units are situated at Pantnagar in Uttarakhand, Tizit in Nagaland, Kriparampur in West Bengal, Bamanbore in Gujarat and Routhu Suramala, Chittoor in Andhra Pradesh.

   The Company has 25 branches in Plyboard Division and 15 branches in MDF Division situated across India, excluding Registered Office and Corporate Office.

10. Number of international locations where business activity is undertaken by the Company

Please refer the following table:

Sl. No.	Name of the Joint Venture (JV) / Wholly Owned Subsidiary (WOS)	Business activities
1	Greenply Trading Pte. Ltd., Singapore (WOS) #14-06, One George Street, Singapore - 049145	This WOS was incorporated in the Republic of Singapore on September 4, 2013 and is engaged in the business of trading and marketing of veneers, panel products, wooden flooring & allied products and also investments in companies manufacturing and trading said products.
2	Greenply Alkemal (Singapore) Pte. Ltd., Singapore (JV through Greenply Trading Pte. Ltd., Singapore) 3, Shenton Way, #12-01A Shenton House, Singapore - 068805	This JV is engaged in the business of trading and marketing of commercial veneers and panel products. Further, the JV also controls the Myanmar based Company, which is engaged in the business of manufacturing and trading of veneer and lumber.
3	Greenply Holdings Pte. Ltd., Singapore (WOS) 3, Shenton Way, #12-01A Shenton House, Singapore - 068805	This WOS was incorporated in the Republic of Singapore on June 22, 2016, with the objective to hold the investment (presently held by Greenply Trading Pte. Limited, Singapore) in Greenply Alkemal (Singapore) Pte. Ltd., Singapore.
4	Greenply Middle East Limited, Dubai, UAE (WOS) 409, City Tower 1, Sheikh Zayed Road, P.O. Box 118767, Dubai, United Arab Emirates	This WOS was incorporated on July 4, 2016 and holding total share capital of Greenply Gabon SA, Gabon, West Africa and engaged in the business of general trading.
5	Greenply Gabon SA, Gabon, West Africa (Step-down WOS), Parcel C-13, Nkok SEZ, BP 1024, Libreville, Gabon	On July 14, 2016, Greenply Gabon SA was incorporated as a step-down subsidiary of the Company and having manufacturing unit at Nkok SEZ in Gabon, West Africa. The same is engaged in the business of manufacturing and marketing of veneers.
6	Greenpanel Industries Limited, India (WOS), Makum Road, Tinsukia, Assam-786 125	On December 13, 2017, Greenpanel Industries Limited was incorporated as a wholly owned subsidiary of the Company for sales and marketing of wood panel products. The Company also exploring an option to de-merge its few businesses into Greenpanel Industries Limited.

11. Markets served by the Company

a. Domestic Sales:

PAN India Branches- 25 in PLYBOARD DIVISION and 15 in MDF DIVISION

Distributors/Stockists/Dealer- 1825 in PLYBOARD and 669 in MDF DIVISION

Retailers Network- 3624 for PLYBOARD and 7000 for MDF DIVISION

b. Exports:

Indonesia, Dubai (UAE), Nepal, Singapore, Iran, Bhutan

Financial Details Of The Company:

1. Paid-up capital (₹ in lacs): 1226.27
2. Total Turnover (₹ in lacs): 167511.75
3. Total profit after taxes (₹ in lacs): 13569.46
4. Total spending on CSR activities undertaken by the Company as percentage of profit after tax (%): 0.54
5. List of activities in which CSR Expenditure done:

   Please refer the Report on the CSR activities forming part of the Annual Report for the financial year 2017-18.

Other Details:

1. Structure of the Company – Group / Joint ventures / Associates / Holding / Subsidiaries

There is no group. As regards JV and subsidiaries, please refer the above table mentioned in the

general information about the Company.

2. Details of business of the subsidiaries/ JV

Please refer the above table mentioned in the general information about the Company.

3. Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent Company? If yes, then indicate the number of such subsidiary company:

No participation from Subsidiary Companies.

4. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]

No participation from other entity.

BR Information:

1. Details of Director/Directors responsible for BR:

a. Details of Director responsible for implementation of the BR policy:

i. DIN : 00240900

ii. Name: Mr. Rajesh Mittal

iii. Designation: Managing Director

b. Details of the BR Head:

i. DIN: Not Applicable

ii. Name: Kaushal Kumar Agarwal

iii. Designation: Company Secretary & Vice President-Legal

iv. Telephone number: 033-3051 5000

v. e-mail id: kaushal@greenply.com

2. Principle-wise (as per NVGs) BR Policy/policies:

- Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability [P1]
- Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle [P2]
- Principle 3: Businesses should promote the wellbeing of all employees [P3]
- Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized. [P4]
- Principle 5: Businesses should respect and promote human rights [P5]
- Principle 6: Business should respect, protect, and make efforts to restore the environment [P6]
- Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner [P7]
- Principle 8: Businesses should support inclusive growth and equitable development [P8]
- Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner [P9]

(a) Details of compliance (reply in Y/N)

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy/ policies for the various principles?	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	All the policies have been formulated in consultation with the Management of the Company and is approved by the Board. The policies have been framed considering the best interest of the stakeholders.								
3	Does the policy conform to any national/ international standards? If yes, specify?	Yes, the policies are based on 'National Voluntary Guidelines on Social, Environmental and Economic Responsibility of Business'.								
4	Has the policy being approved by the Board? If yes, has it been signed by MD/owner/CEO/appropriate Board Director?	Yes, the Policies have been approved by the Board and signed by the Company Secretary on behalf of the Board of Directors of the Company.								
5	Does the Company have a specified committee of the Board/Director/ Official to oversee the implementation of the policy?	Yes, the Company's Official(s) are authorised to oversee the implementation of the Policy.								
6	Indicate the link for the policy to be viewed online?	http://www.greenply.com/images/pdf/Business-Responsibility-Policy.pdf								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Yes, the policies have been posted in the Company's website and communicated to all internal stakeholders.								
8	Does the company have in-house structure to implement policy/policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Yes, an independent evaluation on the working of the Business Responsibility Policy for the financial year 2017-18 was conducted through Company Secretary in Practice.								

3. Governance related to BR:

a. **Frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company:** During last quarter of the FY 2017-2018, the Board of Directors assessed the Business Responsibility performance of the Company considering governance related to Business Responsibility.

b. **Does the Company publish a BR Report? What is the hyperlink for viewing this report? How frequently it is published? :** Yes, the Company has published its first Business Responsibility Report which forms part of the Company's Annual Report for the financial year 2016-17. The same is available at http://www.greenply.com/images/pdf/Annual-Report_2016-17.pdf

Principle-Wise Performance:

PRINCIPLE-1: ETHICS, TRANSPARENCY AND ACCOUNTABILITY

1. Does the policy relating to ethics, bribery and corruption cover only the company?

The Company has a policy on the Code of Business Conduct/Ethics, which applies to all directors, officers and employees of the Company and its majority-owned subsidiaries. This Code is intended to (a) focus on areas of ethical risk; (b) set forth basic standards of ethical and legal behaviour; (c) to provide guidance to directors to help them recognize and deal with ethical issues; (d) provide reporting mechanisms for known or suspected unethical conduct and/or legal violations; (e) help foster a culture of honesty and accountability.

2. Does the policy stated above extends to the Joint Ventures / Suppliers / Contractors / NGOs / Others?

No. However, the Company encourages its stakeholders to follow the code.

3. **How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the Management:**

   There was neither any pending complaint nor any such complaint was received during the financial year 2017-18.

PRINCIPLE-2: SAFETY AND SUSTAINABILITY OF GOODS

1. **Are there any products or services of the Company whose design has incorporated social or environmental concerns, risks and/or opportunities?**

   None.

2. **For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):**
   (a) Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?
   (b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

   Not Applicable. However, the Company has undertaken special efforts in the area of sustainable development. Further, the Company has adopted technologies to enable resource efficient, sustainable manufacturing processes and technologies required to produce our products.

3. **Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, then what percentage of your inputs was sourced sustainably?**

   The Company has well established system of sustainable sourcing of inputs including transportation. When the Company began its journey over three decades ago, we had to source our raw materials from multiple external sources. But as we focused more on a well-integrated approach to business growth, the picture began to change on the raw material front too. We are promoting large-scale plantations of fast growing and short-rotation plant species in marginal and degraded farmlands in the vicinity of our manufacturing facilities. We aim to enhance raw material security, improve environment sustainability, reduce logistics costs and help farmers to switch to commercial planting from subsistence planting. During the year under review the Company has not sourced its major inputs i.e. timber/veneers through sustainable sourcing.

4. **Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?**

   Yes. In the form of staff/worker and also supplier of timbers.

5. **What steps does the Company take to educate the local/small vendors to develop their skills?**

   We are educating and providing saplings of Eucalyptus of Grade K25 and 413 having highest growth in a shortest period along with straight stem to farmers since the major raw material for the Company's products is timber of various species.

6. **Does the company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste?**

   The Company consumes all the waste products (side cutting, dust etc.) as fuel in the boilers. Therefore, there is 100% usage of the waste products.

7. **What is the quantity / percentage of such re-cycling?**

   Not Applicable.

PRINCIPLE-3: WELL BEING OF ALL EMPLOYEES

1. Human Resource

Kind of HR	Total number in the Company
Permanent Employees	3655
Hired Employee:	
▪ Temporary	1
▪ Contractual	1231
▪ Casual	308
Permanent women employees	57
Permanent employees with disabilities	8
Child Labour	Nil

2. **Do you have an employee association that is recognised by management?**

   There is a Union recognised by Management namely "GREENPLY INDUSTRIES PERMANENT WORKER'S UNION" in respect of the Company's unit in Kriparampur, West Bengal.

3. What percentage of permanent employees are members of such employee association?

Around 90% of the permanent workers.

4. Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year:

Sr. No.	Nature of Complaint	Received during the FY 2017-18	Pending as on 31.03.2018
a.	child labour	Nil	Nil
b.	forced labour	Nil	Nil
c.	involuntary labour	Nil	Nil
d.	discriminatory employment	Nil	Nil
e.	sexual harassment	1	Nil

The Company has in place a Policy on Prevention of Sexual Harassment in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

5. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?

a. Permanent Employees: 50%

b. Permanent Women Employees: 100%

c. Casual/Temporary/Contractual Employees: 50%

d. Employees with Disabilities: 100%

PRINCIPLE-4: PROTECTION OF STAKEHOLDERS' INTEREST

1. Has the Company mapped its internal and external stakeholders?

Yes. The Company has various departments and based on the classification of business of the Company, it identifies the internal and external stakeholders from time to time.

2. Has the Company identified the disadvantaged, vulnerable and marginalized stakeholders?

The Company has identified the disadvantaged, vulnerable and marginalized stakeholders around its units and identifying their needs and priorities so as to serve these needs accordingly.

3. What are the steps taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders?

The Company provides healthcare facilities nearby its unit in Nagaland and doing various CSR activities in the area of education, vocational skills, sanitation, drinking water, healthcare nutritious daily meals.

PRINCIPLE-5: RESPECTING AND PROMOTING HUMAN RIGHTS

1. Does the Company have any policy on human rights?

The Company understands and continuously strives to promote human rights as mentioned in the Constitution of India in the provisions of Fundamental Rights and Directive Principles of State Policy and also the guidelines of the International Bill of Human Rights.

2. Does this policy on human rights cover only the Company or extend to the JV/ Suppliers / Contractors / NGOs / Others?

For the subsidiaries of the Company, the policy applicable in line with the local requirements prevailing in the country of operations.

3. How many stakeholder complaints pertaining to violation of Human Rights have been received in the past financial year and what percent was satisfactorily resolved by the management:

No complaint was pending in the past and further, no complaint was received pertaining to human rights violation during the financial year 2017-18.

PRINCIPLE-6: RESPECTING, PROTECTING AND RESTORING THE ENVIRONMENT

1. Does the policy related to principle 6 cover only the Company or extends to the Group/Joint Ventures/ Suppliers/Contractors/NGOs/others?

The Company follows its policy on Environment Protection which is applicable to all its business places. For the subsidiaries, the policy is applicable in line with the local requirements prevailing in the country of operation.

2. Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc.?

As such no issue of global warming and climatic changes are directly associated with the Company.

However, wood being renewable resource, provides wide-ranging benefits to environment and society, such as:

- capable of creating a huge carbon sink
- reduced the burden on natural forests
- help the nation to achieve its plantation coverage up to 33%
- ameliorates the environment
- tackles climate changes
- help in maintaining eco balance of the area
- provides a socio economic upliftment to the local inhabitants

Greenply is equipped with a well-qualified team to promote large scale plantation drive on marginal and degraded lands, in the vicinity of almost all the manufacturing units, to improve the green cover and mitigate the global warming impact. At present, genetically superior clones of fast growing short gestation tree species are produced and supplied to local farmers for plantations in their own land. The Company also takes up various initiatives to educate the agrarian community and provide them free technical knowhow from planting to post harvest stage.

3. Does the Company identify and assess potential environmental risks?

The Company has a mechanism to identify and assess potential environmental risks at the plant level.

4. Does the Company has any project related to Clean Development Mechanism?

No.

5. Has the Company undertaken any other initiatives on - clean technology energy efficiency, renewable energy, etc.? If yes, details thereof.

The efforts of the Company are aimed to minimise the energy consumption in spite of increase in operations of the Company.

6. Are the emissions / waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?

Yes, the emissions/waste generated by the Company for financial year 2017-18 are within permissible limits given by CPCB/SPCB(s) of the respective units.

7. Number of show cause/legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of financial year.

As on 31 March, 2018, there is no pending show cause or legal notice received from CPCB or SPCB.

PRINCIPLE-7: RESPONSIBILITY TOWARDS PUBLIC AND REGULATORY POLICY

1. Whether the Company is a member of any trade/ chamber association?

The Company is the member of the following trade/ chamber association among others:

a. ASSOCHAM

b. Merchants' Chamber of Commerce & Industry

c. PHD Chamber of Commerce & Industry

d. Indian Chamber of Commerce

e. Bharat Chamber of Commerce

f. Indian Green Building Council

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)?

None. However, the Company intends to utilise the opportunities available in future for the advancement or improvement of public good.

PRINCIPLE-8: INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

1. Does the Company have specified programmes / initiatives / projects in pursuit of the inclusive growth and equitable development? If yes details thereof.

The Company undertakes the initiatives through the CSR Committee of the Board as per the CSR Policy of the Company. Please refer the Report on the CSR activities forming part of the Annual Report for the financial year 2017-18.

2. Are the programmes / projects undertaken through in-house team / own foundation / external NGO / government structures / any other organization?

The CSR projects have been carried out by

the Company directly and through Greenply Foundation, a Charitable Trust, established by the Company under the provisions of the Indian Trusts Act, 1882. Please refer the Report on the CSR activities forming part of the Annual Report for the financial year 2017-18.

3. **Have you done any impact assessment of the initiative indicated above?**

   No. However, the CSR Committee internally performs assessment of its initiatives on frequent intervals.

4. **What is your Company's direct contribution to Community Development Projects (CDP)? - Amount in INR and the details of the projects undertaken.**

   Please refer the Report on the CSR activities forming part of the Annual Report for the financial year 2017-18 containing the details on CSR spending.

5. **Have you taken steps to ensure that this CDP is successfully adopted by the community? Please explain.**

   CSR initiatives are designed and delivered in transparent manner in line with inputs from the Community itself.

PRINCIPLE-9: ENGAGING AND ENRICHING CUSTOMER VALUE

1. **What percentage of customer complaints / consumer cases are pending as on the end of financial year?**

   A total of 1330 complaints (including 113 opening complaints as on 1st April, 2017) were received from customers including end-consumers in financial year 2017-18, out of which 685 (amounting to 51%) was pending as of 31st March, 2018. Further, one consumer case was filed against the Company with the Consumer forum during financial year 2017-18 and the same is pending. Total 7 consumer cases are pending with various consumer forum as on the end of financial year 2017-18.

2. **Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes / No / N.A. / Remarks (additional information)**

   Yes, in respect of sale of products through packaging only. We are also providing relevant information about the products on the face of it as per the local laws.

3. **Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year? If so, provide details thereof, in about 50 words or so.**

   None.

4. **Did your Company carry out any consumer survey / consumer satisfaction trends?**

   No. However, the Company intends to carry out such survey in the due course.

On behalf of the Board of Directors

Shiv Prakash Mittal
Executive Chairman
DIN: 00237242

Place: Kolkata
Date: 29.05.2018

Corporate Governance Report

[Pursuant to Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

The Directors present the Company's Report on Corporate Governance for the financial year ended 31st March, 2018, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations').

1. Company's philosophy on the code of Corporate Governance

Greenply Industries Limited ("the Company") has complied with the principles and practices of good Corporate Governance. The Company's philosophy is to attain transparency and accountability in its relationship with employees, shareholders, creditors, consumers, dealers and lenders, ensuring a high degree of regulatory compliance. Your Company firmly believes that a good governance process represents the foundation of corporate excellence. We have adopted various codes and policies to carry out our duties and responsibilities in ethical manner.

2. Board of Directors

A. Composition:

The Board of the Company is comprised of Executive and Non-Executive Directors including Independent Directors. As on March 31, 2018, the composition of the Board is as under which is headed by an Executive Chairman:

Sr. No.	Category	No. of Directors	Percentage to total no. of Directors
1.	Executive Promoter Directors	4	44.44
2.	Non-executive-Independent Directors (including one women director)	5	55.56
Total		9	100.00

The composition of the Board is in accordance with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

B. Board Meetings:

During 2017-18, five Board Meetings were held i.e. on 29th May, 2017, 2nd August, 2017, 8th November, 2017, 7th February, 2018 and 20th March, 2018.

The attendance of the Directors at the Board Meetings during 2017-18 and at the last Annual General Meeting and also the number of other Boards or Board Committees in which the Directors are holding the position of Member/Chairperson as on March 31, 2018 are:

Name of the Directors and Director Identification Number (DIN)	Category of Directorship	No. of Board Meetings		Attendance at last AGM	No. of outside directorship held			No. of outside committees*	
		Held	Attd.		Public	Private	Other	Member	Chairman
Mr. Shiv Prakash Mittal (DIN 00237242)	Executive Chairman-Promoter Director	5	4	No	2	6	-	4#	1
Mr. Rajesh Mittal (DIN 00240900)	Managing Director-Promoter Director	5	5	No	2	12**	-	-	-
Mr. Shobhan Mittal (DIN 00347517)	Joint Managing Director & CEO- Promoter Director	5	2	No	1	11$	1	-	-
Mr. Moina Yometh Konyak*** (DIN 00669351)	Non-Executive -Non-Independent Director	5	NIL	No	-	-	-	-	-
Mr. Sanidhya Mittal (DIN 06579890)	Executive Director-Promoter Director	5	2@	No	1	2	-	-	-

Name of the Directors and Director Identification Number (DIN)	Category of Directorship	No. of Board Meetings		Attendance at last AGM	No. of outside directorship held			No. of outside committees*	
		Held	Attd.		Public	Private	Other	Member	Chairman
Mr. Susil Kumar Pal (DIN 00268527)	Non-Executive-Independent Director	5	5	Yes	3	-	-	5	-
Mr. Vinod Kumar Kothari (DIN 00050850)	Non-Executive-Independent Director	5	4	No	1	3	1	3#	1
Mr. Anupam Kumar Mukerji (DIN 00396878)	Non-Executive-Independent Director	5	5	No	-	-	-	-	-
Ms. Sonali Bhagwati Dalal (DIN 01105028)$$	Non-Executive-Independent Director	5	2	No	2	1	-	2	-
Mr. Upendra Nath Challu (DIN 05214065)	Non-Executive-Independent Director	5	5	Yes	1	-	-	-	-

* All committees including Chairmanship/membership of the Audit Committee and the Stakeholders' Relationship Committee have been considered.
\# including Chairmanship.
** including directorship in six foreign companies.
$ including directorship in four foreign companies.
*** Ceased to be Director w.e.f. 08.01.2018
@ Including Board Meeting in which Mr. Sanidhya Mittal was appointed as an Executive Director.
$$ The name of Ms. Sonali Bhagwati Dalal, Independent Director of the Company was published by the Ministry of the Corporate Affairs (MCA) on its website in the list of directors disqualified under Section 164(2) of the Companies Act, 2013. Subsequently a petition was filed by her before the Hon'ble High Court of Delhi and the Hon'ble High Court of Delhi has stayed the impugned list of Disqualified Directors to the extent it includes her name. Further, to avail the Condonation of Delay Scheme (CODS), 2018, she has filed an appeal before the National Company Law Tribunal (NCLT) for revival of the concerned defaulting company and the same is pending for disposal. In view of the pendency of the said appeal before NCLT, the Hon'ble High Court of Delhi has vide its order dated May 07, 2018 has extended the stay till disposal of the said appeal by MCA.

C. Information supplied to the Board of Directors:

During 2017-18, all necessary information, as required under the applicable provisions of the Companies Act, 2013, Listing Regulations and other applicable laws and rules were placed and discussed at the Board Meetings.

Details of Director seeking appointment/re-appointment at the forthcoming Annual General Meeting:

1. Mr. Shobhan Mittal (DIN 00347517)

Name of Executive Director	Mr. Shobhan Mittal, Joint Managing Director & CEO (DIN 00347517)
Age	38 years (Date of Birth: August 19, 1980)
Date of first Appointment	August 8, 2006
Experience/Expertise in specific functional areas	Mr. Shobhan Mittal possesses over 13 years of experience in business administration and marketing strategy. He was instrumental in setting-up of the MDF Unit of the Company at Pantnagar, Uttarakhand as well as successfully streamlining the operations of the said Unit. Further, under the supervision of Mr. Shobhan Mittal, the Company is setting-up its second MDF Unit in Routhu Suramala, Chittoor, Andhra Pradesh. He has explored new domestic and overseas markets and enhanced brand value through various initiatives.
Qualification	BBA
Terms and conditions of re-appointment	Executive Director - liable to retire by rotation
Remuneration sought to be paid	Basic Salary: ₹ 5,00,000/- per month. Commission: Not exceeding 1.5 (one and half) percent of net profit in an accounting year of the Company subject to availability of profit. There is no change in remuneration since his last re-appointment with effect from September 1, 2016
Remuneration- FY 2017-18	Salary: ₹ 60,00,000/- Commission: ₹ 2,83,80,000/- Provident Fund: ₹ 7,20,000/- Perquisites and other allowances: ₹ 8,01,735/-

List of outside directorship held excluding alternate directorship	Listed Entity(ies): Nil Unlisted Entity(ies): 1. Dholka Plywood Industries Pvt. Ltd. 2. Prime Holdings Pvt. Ltd. 3. Vanashree Properties Pvt. Ltd. 4. Educational Innovations Pvt. Ltd. 5. Niranjan Infrastructure Pvt. Ltd. 6. Showan Investment Pvt. Ltd. 7. Bluesky Projects Private Ltd. 8. Greenpanel Industries Limited 9. Association of Indian Panelboard Manufacturer 10. Greenply Industries (Myanmar) Pvt. Ltd., Incorporated in Myanmar 11. Greenply Trading Pte. Ltd., Incorporated in Singapore 12. Greenply Alkemal (Singapore) Pte. Ltd., incorporated in Singapore 13. Trade Combines Pte. Ltd., Singapore, Incorporated in Singapore
Chairman/Member of the Committee of the Board of Directors of the Company	Chairman: Nil Member: 1. Stakeholders Relationship Committee 2. Audit Committee 3. Corporate Social Responsibility Committee 4. Operational Committee
Chairman/member of the committee of the Board of Directors of other companies in which he is a director	Nil
Number of Equity Shares held in the Company.	739000 equity shares of Re.1/- each
Number of Board Meetings attended during Financial year 2017-18	2 (Two)
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	Mr. Shiv Prakash Mittal, Executive Chairman (Father)

2. Mr. Sanidhya Mittal (DIN : 06579890)

Name of Executive Director	Mr. Sanidhya Mittal, Executive Director (DIN : 06579890)
Age	25 years (Date of Birth: July 03, 1992)
Date of first Appointment	February 07, 2018
Experience/Expertise in specific functional areas	Mr. Sanidhya Mittal has experience of more than 3 years in the area of sales, marketing and factory operations.
Qualification	B.Com.
Terms and conditions of appointment	Appointment for the period of five years with effect from February 7, 2018 till February 6, 2023 on the terms and conditions as mentioned in Item/Resolution No. 5 of the Notice dated 29.05.2018 convening 28th Annual General Meeting of the Company.
Remuneration sought to be paid	Provided in Item/Resolution No. 5 of the Notice dated 29.05.2018 convening 28th Annual General Meeting of the Company.
Remuneration as an Executive Director-FY 2017-18	Salary: ₹ 6,25,000/- Commission: 41,62,000/- Provident Fund: 75,000/-
List of outside directorship held excluding alternate directorship	Listed Entity: Nil Unlisted Entity: Brijbhumi Merchants Pvt. Ltd. Mastermind Shoppers Pvt. Ltd. RS Homcon Limited
Chairman/Member of the Committee of the Board of Directors of the Company	Chairman: Nil Member: Nil
Chairman/member of the committee of the Board of Directors of other companies in which he is a director	Chairman: Nil Member: Nil
Number of Equity Shares held in the Company	90000 equity shares of Re.1/- each
Number of Board Meetings attended during Financial year 2017-18	2 (Two)
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	Mr. Rajesh Mittal, Managing Director (Father)

D. Disclosures of relationships between Directors *inter-se:*

Name of the Directors	Category of Directorship	Relationship between Directors
Mr. Shiv Prakash Mittal	Executive Chairman - Promoter Director	Mr. Rajesh Mittal (Brother) and Mr. Shobhan Mittal (Son)
Mr. Rajesh Mittal	Managing Director - Promoter Director	Mr. Shiv Prakash Mittal (Brother) and Mr. Sanidhya Mittal (Son)
Mr. Shobhan Mittal	Joint Managing Director & CEO - Promoter Director	Mr. Shiv Prakash Mittal (Father)
Mr. Sanidhya Mittal	Executive Director - Promoter Director	Mr. Rajesh Mittal (Father)
Mr. Moina Yometh Konyak*	Non-Executive - Non-Independent Director	None
Mr. Susil Kumar Pal	Non-Executive - Independent Director	None
Mr. Vinod Kumar Kothari	Non-Executive - Independent Director	None
Mr. Anupam Kumar Mukerji	Non-Executive - Independent Director	None
Ms. Sonali Bhagwati Dalal	Non-Executive - Independent Director	None
Mr. Upendra Nath Challu	Non-Executive - Independent Director	None

* Ceased to be Director w.e.f. 08.01.2018

E. Separate Meeting of Independent Directors:

During the year under review, a separate meeting of the Independent Directors of the Company was convened on 20th March, 2018, inter alia, to perform the following:

- Review the performance of Non Independent Directors and the Board as a whole;
- Review the performance of the Chairperson of the Company, taking into account the views of the Executive Directors and Non-Executive Directors;
- Assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The following Independent Directors were present at the Meeting:

Mr. Anupam Kumar Mukerji

Mr. Vinod Kumar Kothari

Mr. Susil Kumar Pal

Mr. Upendra Nath Challu

Ms. Sonali Bhagwati Dalal

F. Familiarisation programme for Independent Directors:

Pursuant to regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company should familiarise the Independent Directors through various programs about the Company. During the year under review, the Company has conducted the familiarisation program for Independent Directors at the Company's unit situated at Kriparampur, West Bengal. Periodic presentations were made at the Board and Board Committee Meetings, on business and performance updates of the Company. The details of the familiarisation programme have been disclosed on the website of the Company at the following web-link.

http://www.greenply.com/images/pdf/Details-of-Familiarization-Programme-Imparted-to-Independent-Directors_2017-18.pdf

G. Evaluation of the Board's Performance

As per the applicable provisions of the Companies Act, 2013 and Listing Regulations, the Board has to carry out evaluation of its performance, Committees of the Board and individual Directors of the Company based on the criteria laid down by Nomination and Remuneration Committee. Feedback was sought by way of structured questionnaires covering various aspects of the Board's functioning/ effectiveness, such as Board Structure, Business Excellence, Managing Stakeholders, Business Performance Evaluation, Compliance, Internal Control, Audit Function, Risk Management and the evaluation was carried out based on responses received from the Directors.

H. Code of Conduct

The Code of Conduct for Board Members and Senior Management of the Company is available on the Company's website http://www.greenply.com/code-of-conduct. Annual declaration by the Joint

Managing Director & CEO of the Company pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, regarding compliance with the code by all the Directors and Senior Management is attached with the Annual Report.

I. Terms and conditions of appointment of Independent Directors

The terms and conditions of appointment of Independent Directors have been placed on the website of the Company. The same is available on the Company's website http://www.greenply.com/images/pdf/Appointment-Letters-of-Independent-Directors.pdf.

Committees of the Board

There are four Committees of the Board namely, the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee. Apart from these Committees, the Company also has an Operational Committee of the Board.

3. Audit Committee

A. Composition:

As on March 31, 2018, the Company's Audit Committee comprises of four Non-Executive Independent Directors, and two Executive-Promoter Directors. The Company Secretary acts as the Secretary to the Audit Committee. The composition is as under:

Mr. Susil Kumar Pal, Chairman

Mr. Vinod Kumar Kothari, Member

Mr. Anupam Kumar Mukerji, Member

Mr. Upendra Nath Challu, Member

Mr. Rajesh Mittal, Member

Mr. Shobhan Mittal, Member

All Members of the Committee are financially literate and most of them have accounting and/or related financial management expertise.

B. Terms of Reference:

Powers and role of the Audit Committee:

The powers of Audit Committee include the following:

a) Powers:

1. To investigate any activity within its terms of reference.
2. To seek information 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.

b) Role:

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;
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 Companies Act, 2013
   b. Changes, if any, in accounting policies and practices and reasons for the same
   c. Major accounting entries involving estimates based on the exercise of judgment by management
   d. Significant adjustments made in the financial statements arising out of audit findings
   e. Compliance with listing and other legal requirements relating to financial statements
   f. Disclosure of any related party transactions

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

5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;

6. Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

7. 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;

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 CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

c) Review of information by the Audit Committee:

The Audit Committee reviews 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.

C. Meetings and attendance:

During 2017-18, five meetings of Audit Committee were held i.e. on May 29, 2017, August 2, 2017, November 8, 2017, February 7, 2018 and March 20, 2018 and the attendance of Member Directors is as follows:

Name of the Members	Category	No. of Meetings	
		Held	Attended
Mr. Susil Kumar Pal	Non-Executive Independent Director	5	5
Mr. Anupam Kumar Mukerji	Non-Executive Independent Director	5	5
Mr. Vinod Kumar Kothari	Non-Executive Independent Director	5	4
Mr. Upendra Nath Challu	Non-Executive Independent Director	5	5
Mr. Rajesh Mittal	Executive Promoter Director	5	5
Mr. Shobhan Mittal	Executive Promoter Director	5	2

4. Nomination and Remuneration Committee

A. Composition:

As on March 31, 2018, the Company's Nomination and Remuneration Committee comprises of three Non-Executive Independent Directors and one Executive-Promoter Director. The Company Secretary acts as the Secretary to the Nomination and Remuneration Committee. The composition is as under:

Mr. Susil Kumar Pal, Chairman

Mr. Vinod Kumar Kothari, Member

Mr. Anupam Kumar Mukerji, Member

Mr. Shiv Prakash Mittal, Member

B. Terms of Reference:

The Nomination and Remuneration Committee is responsible for, among other things, as may be required by the Company from time to time, the following:

I. To formulate criteria for:
   a. determining qualifications, positive attributes and independence of a director;
   b. evaluation of independent directors and the Board

II. 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.

III. 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.

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

V. 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.

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

C. Meetings and Attendance

During 2017-18, three meetings of Nomination and Remuneration Committee were held i.e. on November 8, 2017, February 7, 2018 and March 20, 2018 and the attendance of Member Directors is as follows:

Name of the Members	Category	No. of Meetings	
		Held	Attended
Mr. Susil Kumar Pal	Non-Executive Independent Director	3	3
Mr. Anupam Kumar Mukerji	Non-Executive Independent Director	3	3
Mr. Vinod Kumar Kothari	Non-Executive Independent Director	3	2
Mr. Shiv Prakash Mittal	Executive Promoter Director	3	2

D. Remuneration policy, details of remuneration and other terms of appointment of Directors:

A brief outline of the Remuneration policy is mentioned in the Directors' Report, forming part of the Annual Report.

The Remuneration Policy of the Company is uploaded on the website of the Company. The weblink is http://www.greenply.com/images/pdf/Greenply-remuneration-policy.pdf

E. Remuneration of Directors

(I) Executive Directors

The details of remuneration including commission to all Executive Directors for the year ended on March 31, 2018 are as follows and the same is within the ceiling prescribed under the applicable provisions of the Companies Act, 2013.

Name and designation	Service contract/Notice period*	Salary (₹)	Commission (₹)	Provident Fund (₹)	Perquisites and other allowances (₹)
Mr. Shiv Prakash Mittal (Executive Chairman)	Re-appointed for five years w.e.f. February 01, 2017 (liable to Retire by rotation)	2,20,80,000	2,83,80,000	24,34,000	-
Mr. Rajesh Mittal (Managing Director)	Re-appointed for five years w.e.f. January 01, 2016 (not liable to Retire by rotation)	2,11,20,000	2,83,80,000	22,46,000	-
Mr. Shobhan Mittal (Jt. Managing Director & CEO)	Reappointed for five years w.e.f. September 01, 2016 (liable to Retire by rotation)	60,00,000	2,83,80,000	7,20,000	8,01,735
Mr. Sanidhya Mittal (Executive Director)	Appointed for five years w.e.f. February 07, 2018 (liable to Retire by rotation)	6,25,000	41,62,000	75,000	-

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

(II) Non-Executive Directors

The details of sitting fees and annual commission (excluding applicable service tax/GST) to Non-Executive Directors for the financial year 2017-18 are as follows:

Name	Service contract/Notice period	Sitting fees (₹)	Commission (₹)
Mr. Moina Yometh Konyak*	-	Nil	Nil
Mr. Susil Kumar Pal	Appointed for five years w.e.f. August 22, 2014 until the 29th Annual General Meeting of the Company to be held in the calendar year 2019. Not liable to Retire by rotation	6,95,000	10,00,000
Mr. Vinod Kumar Kothari	Appointed for five years w.e.f. August 22, 2014 until the 29th Annual General Meeting of the Company to be held in the calendar year 2019. Not liable to Retire by rotation	5,35,000	10,00,000
Mr. Anupam Kumar Mukerji	Appointed for five years w.e.f. August 22, 2014 until the 29th Annual General Meeting of the Company to be held in the calendar year 2019. Not liable to Retire by rotation	6,95,000	10,00,000
Ms. Sonali Bhagwati Dalal	Appointed for five years w.e.f. August 22, 2014 until the 29th Annual General Meeting of the Company to be held in the calendar year 2019. Not liable to Retire by rotation	1,60,000	10,00,000
Mr. Upendra Nath Challu	Appointed for five years w.e.f. August 22, 2014 until the 29th Annual General Meeting of the Company to be held in the calendar year 2019. Not liable to Retire by rotation	6,20,000	10,00,000

* Ceased to be Director w.e.f. 08.01.2018

There are no pecuniary relationships or transactions between the non-executive directors (including independent directors) and the Company, except for sitting fees and commission drawn by them for attending the meeting of the Board and Committee(s) thereof.

All the Non-Executive Directors shall give notice of their resignation/ termination to the Company as per the applicable provisions of the Companies Act, 2013 and they will not be entitled to any severance pay from the Company.

The Company has not granted any stock option to its Directors.

The details of shares/convertible instruments held by the Executive and Non-Executive Directors of the Company as on March 31, 2018 are as follows:

Name of the Directors	Category	Number of Equity Shares	No. of Convertible Instruments
Mr. Shiv Prakash Mittal	Executive Promoter Director	Nil	Nil
Mr. Rajesh Mittal	Executive Promoter Director	3079900	Nil
Mr. Shobhan Mittal	Executive Promoter Director	739000	Nil
Mr. Sanidhya Mittal	Executive Promoter Director	90000	Nil
Mr. Susil Kumar Pal	Non-Executive - Independent Director	Nil	Nil
Mr. Vinod Kumar Kothari	Non-Executive - Independent Director	Nil	Nil
Mr. Anupam Kumar Mukerji	Non-Executive - Independent Director	Nil	Nil
Ms. Sonali Bhagwati Dalal	Non-Executive - Independent Director	Nil	Nil
Mr. Upendra Nath Challu	Non-Executive - Independent Director	Nil	Nil

F. Criteria for making payment to Non-Executive Directors:

The Company has formulated criteria for making payment to Non-Executive Directors, which has been uploaded on the Company's website. The weblink of the same is as mentioned below:
http://www.greenply.com/images/pdf/Remuneration-Criteria-for-Non-Executive-Directors.pdf

G. Criteria for performance Evaluation of Independent Directors:

The Nomination and Remuneration Committee has duly formulated the performance evaluation criteria for Independent Directors of the Company. The said criteria are disclosed in the Board's Report.

5. Stakeholders Relationship Committee

The composition and terms of reference of Stakeholders Relationship Committee are as follows:

A. Composition:

As on March 31, 2018, the Company's Stakeholders Relationship Committee comprises two Executive Promoter Directors and two Non-Executive Independent Directors as under-

Mr. Anupam Kumar Mukerji, Chairman
Mr. Susil Kumar Pal, Member
Mr. Rajesh Mittal, Member
Mr. Shobhan Mittal, Member

Mr. Kaushal Kumar Agarwal, Company Secretary, acts as the Secretary to the Committee and Compliance Officer of the Company.

B. Terms of Reference for the Committee:

The Stakeholders Relationship Committee is responsible for, among other things, as may be required by the Company from time to time, the following:

1. To ensure proper and timely attendance and redressal of grievances of security holders of the Company in relation to:
   a. Transfer of shares,
   b. Non-receipt of annual reports,
   c. Non-receipt of declared dividend,
   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. Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
3. 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.
4. To review and approve requests of dematerialization and rematerialisation of securities of the Company and such other related matters;
5. Appointment and fixing of remuneration of RTA and overseeing their performance;
6. Review the status of the litigation(s) filed by/against the security holders of the Company;
7. Review the status of claims received for unclaimed shares;
8. Recommending measures for overall improvement in the quality of investor services;
9. Monitoring, implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading;
10. Review the impact of enactments/ amendments issued by the MCA/ SEBI and other regulatory authorities on matters concerning the investors in general;
11. Such other matters as per the directions of the Board of Directors of the Company and/ or as required under Clause 49 of the erstwhile Listing Agreements, relating to Corporate Governance, as amended, from time to time.
12. Any other issue within terms of reference.

The table gives the number of complaints received, resolved and pending during the year 2017-18.

C. Number of complaints:

Unresolved at the beginning of the year	Received during the year	Resolved during the year	Pending
Nil	3	3	Nil

D. Meetings and attendance

During 2017-18, four meetings of Stakeholders Relationship Committee were held on 28th May, 2017, 2nd August, 2017, 8th November, 2017 and 7th February, 2018 and the attendance of the Member Directors is as follows:

Name of the Members	Category	No. of Meetings	
		Held	Attended
Mr. Anupam Kumar Mukerji	Non-Executive-Independent Director	4	4
Mr. Susil Kumar Pal	Non-Executive-Independent Director	4	4
Mr. Rajesh Mittal	Executive Promoter Director	4	3
Mr. Shobhan Mittal	Executive Promoter Director	4	2

6. Corporate Social Responsibility (CSR) Committee

A. Composition

As on March 31, 2018, the Corporate Social Responsibility (CSR) Committee of the Company comprised Mr. Rajesh Mittal, Mr. Shobhan Mittal, Mr. Vinod Kumar Kothari and Mr. Upendra Nath Challu.

B. Terms of Reference

The terms of reference of CSR 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 Companies Act, 2013.

C. Meetings and attendance

During 2017-18, four meetings of CSR Committee were held i.e. on 29th May, 2017, 2nd August, 2017, 8th November, 2017 and 7th February, 2018 and the attendance of Member Directors in the said Meetings is as follows:

Name of the Members	Category	No. of Meetings	
		Held	Attended
Mr. Rajesh Mittal	Executive Promoter Director	4	4
Mr. Shobhan Mittal	Executive Promoter Director	4	2
Mr. Vinod Kumar Kothari	Non-Executive-Independent Director	4	3
Mr. Upendra Nath Challu	Non-Executive-Independent Director	4	4

7. Operational Committee

As on 31st March, 2018, the Committee comprised Mr. Shiv Prakash Mittal, Mr. Rajesh Mittal, Mr. Shobhan Mittal, Mr. Susil Kumar Pal and Mr. Vinod Kumar Kothari. The Committee meets as and when required to consider matters assigned to it by the Board of Directors from time to time.

8. QIP Committee

The QIP Committee, which was constituted by the Board of Directors of the Company at its meeting held on June 23, 2016, for the purpose of facilitating the process of issue and allotment of equity shares of the Company through Qualified Institutional Placement. The QIP Committee of the Company was dissolved at the Board Meeting held on May 29, 2017.

9. General Body Meetings

i. The details of last three Annual General Meetings of the shareholders are as under:

Financial year ended	Date of AGM	Venue	Time	No. of Special Resolution(s) passed
31st March, 2017	21-08-2017 (27th AGM)	Registered Office of the Company at Makum Road, Tinsukia, Assam - 786 125	09:15 A.M.	1
31st March, 2016	23-08-2016 (26th AGM)	Registered Office of the Company at Makum Road, Tinsukia, Assam - 786 125	10:00 A.M.	NIL
31st March, 2015	25-08-2015 (25th AGM)	"ROYALIDE", Hotel Royal Highness, G.N.B Road, Tinsukia, Assam - 786 125	10:00 A.M.	3

ii. Special resolutions passed at the last three Annual General Meetings are as below:

- At the 27th Annual General Meeting held on August 21, 2017:

  Resolution for Re-appointment of Mr. Shiv Prakash Mittal (DIN: 00237242) as an Executive Chairman of the Company for a further period of five years with effect from February 1, 2017 to January 31, 2022.

- At the 26th Annual General Meeting held on August 23, 2016, no special resolution was passed.

- At the 25th Annual General Meeting held on August 25, 2015:

  a. Resolution in respect of increase in payment of annual commission made to non-executive directors (excluding nominee director) by increasing the existing limit of ₹7,50,000/- (exclusive of applicable service taxes) per non-executive director to ₹10,00,000/- (exclusive of applicable service taxes) per non-executive director with effect from financial year 2014-15.

  b. Resolution for maintaining and keeping the Company's registers required to be maintained under Section 88 of the Companies Act, 2013 and copies of annual returns filed under Section 92 of the Companies Act, 2013 or any one or more of them, at a place other than Company's Registered Office.

  c. Resolution for approval of drawing of remuneration by Mr. Shobhan Mittal (DIN:00347517), Joint Managing Director & CEO of the Company from Greenply Trading Pte. Ltd., Singapore, wholly owned subsidiary of the Company.

iii. Passing of Resolution by Postal Ballot during the financial year 2017-2018: Nil

10. Subsidiaries

Details of the Subsidiaries and/or Joint Venture of the Company and their business activities are provided in the Directors' Report forming part of the Annual Report of the Company. The Company has formulated a policy for determining 'material' subsidiaries pursuant to the provisions of the erstwhile Equity Listing Agreement and the Listing Regulations, 2015 and the same is displayed on the website of the Company. The weblink is http://www.greenply.com/images/pdf/Policy-for-determining-Material-Subsidiaries.pdf.

11. Disclosures

a) Related Party Transactions:

The Company does not have materially significant transactions with related parties during the financial year, which may have potential conflict with the interest of the Company at large. Suitable disclosures as required by the Ind AS 24 has been made in the notes to the Financial Statements. The details of the transactions with related

parties are placed before the Audit Committee from time to time.

The Board of Directors has formulated a policy on related party transactions and also on dealing with related party transactions pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, which has been uploaded on the Company's website. The weblink as required under Listing Regulations is as under:

http://www.greenply.com/images/pdf/Related-Party-Transactions-Policy.pdf

b) Compliance:

There has been no non-compliance, penalties or strictures imposed on the Company by Stock Exchanges and/or SEBI and/or any other Statutory Authorities, on any matter related to capital markets during the last three years.

c) Joint Managing Director & CEO and CFO Certification:

The Joint Managing Director & CEO and the CFO have issued certificate pursuant to the provisions of Regulation 17(8) of the Listing Regulations certifying, inter alia, that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of this Annual Report.

d) Code of Conduct for Prevention of Insider Trading:

The Company has adopted a Code of Conduct for Prevention of Insider Trading in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and Companies Act, 2013 with a view to regulate trading in securities by the Directors, KMPs and other designated employees of the Company. The Board of Directors of the Company at its meeting held on February 5, 2015 had adopted the new Insider Trading Code effective from May 15, 2015. This code is applicable to all Designated Employees and their immediate relatives, connected persons, Promoter and they are required to abide by the Code of Conduct for Prevention of Insider Trading of the Company framed under the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time and provisions under Section 195 of the Companies Act, 2013 as amended. The Code requires pre-clearance from Compliance officer for dealing in the Company's shares beyond threshold limits. Further, it prohibits the purchase or sale of Company's shares by the Directors, KMPs and the employees while in possession of unpublished price sensitive information in relation to the Company and when the Trading Window is closed.

e) Whistle Blower Policy:

As per the requirement of the Companies Act, 2013 and Listing Regulations (erstwhile Clause 49 of the Listing Agreement), the Company has established vigil mechanism to enable directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethical policy. The whistle blowers may also lodge their complaints/concern with the Chairman of the Audit Committee, whose contact details are provided in the Whistle Blower Policy of the Company. The policy offers appropriate protection to the whistle blowers from victimization, harassment or disciplinary proceedings. The Whistle Blower Policy is also available on the website of the Company and weblink to the same is as under:

http://www.greenply.com/images/pdf/Vigil_Mechanism_Policy.pdf

The Company has provided opportunities to encourage employees to become whistle blowers. It has also ensured a mechanism within the same framework to protect them from any kind of harm and unfair treatment. It is hereby affirmed that no personnel has been denied access to the Audit Committee.

f) Details of Compliance with Mandatory requirements and adoption of Non-mandatory requirements:

Mandatory requirements:

Your Company has adhered to all the mandatory requirements of Corporate Governance norms as prescribed under the

Listing Regulations to the extent applicable to the Company. The Company also complies with the notified Secretarial Standards on the Board and General Meetings as issued by the Institute of the Company Secretaries of India. The Certificate regarding compliance with the conditions of Corporate Governance received from Statutory Auditors, M/s. B S R & Co. LLP, Chartered Accountants is annexed to this Report.

Discretionary or Non-mandatory requirements as specified in Part E of Schedule II of SEBI Listing Regulations:

1. Office for non-executive Chairman at company's expense: Not Applicable
2. Half-yearly declaration of financial performance including summary of the significant events in last six-months to each household of shareholders: Not adopted
3. Modified opinion(s) in audit report: The Auditors of the Company have issued an unmodified report on financial statements for FY 2017-2018.
4. Separate posts of Chairman & Chief Executive Officer: Complied
5. Reporting of Internal Auditors directly to the Audit Committee: Complied

g) In addition to Directors' Report, a Management Discussion and Analysis Report forms part of the Annual Report to the shareholders. All Members of the Board and key executives have confirmed that they do not have any direct, indirect or on behalf of third parties, a material interest in any transaction(s) or matter directly affecting the Company at large.

h) Policy for determining 'material' subsidiaries:

The Company has framed the policy for determining 'material' subsidiaries. The same has been placed on the website of the Company and weblink to the same is as under:

http://www.greenply.com/images/pdf/Policy-for-determining-Material-Subsidiaries.pdf

i) Shareholding of Non-Executive Directors:

None of the Non-Executive Directors hold any shares in the Company.

j) Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has in place a Policy on Prevention of Sexual Harassment in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. One complaint received during the financial year, which was redressed by the Company.

k) Unclaimed Dividends:

Pursuant to the provisions of the Companies Act, 1956 and/or provisions of the Companies Act, 2013, dividends that are unpaid/unclaimed for a period of seven years are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) administered by the Central Government. Given below are the dates of declaration of dividend and corresponding dates when unpaid/unclaimed dividends are due for transfer to IEPF:

Financial Year ended	Date of declaration of dividend	Due Date for transfer to IEPF
31.03.2011	19.08.2011	24.09.2018
31.03.2012	24.08.2012	28.09.2019
31.03.2013	23.08.2013	28.09.2020
31.03.2014	22.08.2014	27.09.2021
31.03.2015	25.08.2015	30.09.2022
31.03.2016	23.08.2016	28.09.2023
31.03.2017	21.08.2017	26.09.2024

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 21st August, 2017 (date of previous Annual General Meeting) on the Company's website http://www.greenply.com/unpaid-dividend and on the website of the Ministry of Corporate Affairs.

l) Transfer of Unclaimed/Unpaid Dividend to IEPF:

During the year under review, final dividend amounting to ₹ 60,569/- which had been declared at the Annual General Meeting of the Company held on August 6, 2010 and lying unclaimed/unpaid was transferred to the Investor Education and Protection Fund (IEPF) in September, 2017 pursuant to the relevant provisions of applicable laws and rules.

m) Demat Suspense Account/Unclaimed Suspense Account:

Pursuant to Regulation 39(4) read with Schedule VI of the Listing Regulations, 2015, the Company is required to send at least three reminders at the last available address as per the records to the shareholders whose certificates were undelivered and returned to the Company.

Accordingly, the Company had sent letter/reminders to the respective shareholders whose physical share certificate(s) of face value of equity shares of Re.1/- each were undelivered and returned to the Company/RTA and consequent to the non-receipt of response to the said letter/reminders by the concerned shareholders, 29270 unclaimed physical equity shares were dematerialized and kept in "Greenply Industries Limited - Unclaimed Suspense Account".

The disclosure as required to be given under Regulation 34(3) read with Clause F of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as follows:

Sl. No.	Particulars	No. of shareholders	Outstanding Shares
1.	Aggregate number of shareholders and the outstanding shares in the Suspense Account lying at the beginning of the year;	N.A.*	N.A.*
2.	Number of shareholders who approached listed entity for transfer of shares from Suspense Account during the year;	NIL	NIL
3.	Number of shareholders to whom shares were transferred from Suspense Account during the year;	NIL	NIL
4.	Aggregate number of shareholders and the outstanding shares in the Suspense Account lying at the end of the year;	6	8020

*There were no outstanding shares in the Suspense Account at the beginning of the year. On 02.08.2017, 29270 equity shares were credited to "Greenply Industries Limited - Unclaimed Suspense Account" and out of which 21250 equity shares, along with others, were transferred to IEPF.

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" and the voting rights on the same shares shall remain frozen till the rightful owner of the said shares claims such shares.

n) Transfer of equity shares corresponding to dividend which have remained unclaimed for seven consecutive years and transferred to IEPF:

In compliance with the provisions of Section 124 of the Companies Act, 2013 and Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("Rules"), 30185 equity shares have been transferred to IEPF in November, 2017 after sending letters/reminders to the concerned shareholders and also giving a notice in the newspapers in this regard. Details of these shares transferred to IEPF are available on the link http://www.greenply.com/investors.

Furthermore, the Company will publish appropriate notice in newspaper and will issue letters, as and when required, to those shareholders whose shares are eligible to be transferred to IEPF.

o) The financial statements have been made in accordance with the Accounting Standards so as to represent a true and fair view of the state of the affairs of the Company.

12. Means of communication:

The quarterly/half-yearly/annual financial results of the Company are sent to the Stock Exchanges immediately after approval of the same by the Board of Directors. These are also published in the prescribed proforma within 48 hours of the conclusion of the meeting of the Board in which they are considered, in English newspaper circulating the whole or substantially the whole of India and in one vernacular newspaper of the State of Assam, where the registered office of the Company is situated. In addition, these results are simultaneously posted on the Company's website www.greenply.com. The official press releases and/or presentation are also available on the Company's website.

Details about the means of communication:

Recommendation	Compliance
Quarterly/Annual results	Published in leading newspapers
Newspapers wherein results are normally published	Amar Asom (Assamese daily) or
	Aami Asomor Janagan (Assamese daily) and
	Business Standard (English daily)
Any website, where displayed	www.greenply.com
Whether it also displays official news releases and presentation made to institutional investors or to the analysts	Yes

13. General shareholders' information

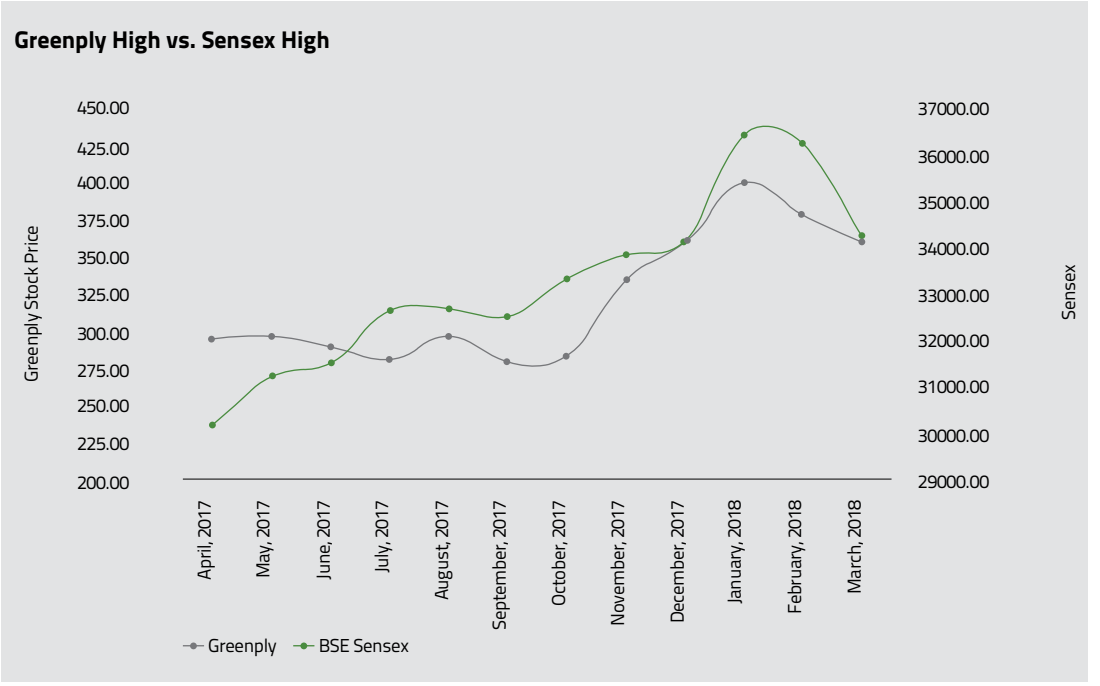
i.	**Date, time and venue of the Annual General Meeting**	Tuesday, August 28, 2018, 9:15 a.m., at the Registered office of the Company at Makum Road, Tinsukia, Assam - 786 125
ii.	**Financial Year**	Financial year of the Company is from April 01 to March 31. Publication of results for the financial year 2018-19 (tentative and subject to change) First quarter results: On or before August 14, 2018 Second quarter and half year results: On or before November 14, 2018 Third quarter results: On or before February 14, 2019 Fourth quarter results and results for the year ending March 31, 2019: On or before May 30, 2019.
iii.	**Dates of book closure**	From Friday, July 13, 2018 to Tuesday, July 17, 2018 (both days inclusive)
iv.	**Dividend payment date**	Within 10 days from the date of Annual General Meeting. Between August 28, 2018 and September 06, 2018
v.	**Listing of Equity Shares at Stock Exchanges and payment of annual listing fees:**	BSE Ltd. (BSE) Floor 25, P. J. Towers Dalal Street, Fort Mumbai - 400 001 National Stock Exchange of India Ltd. (NSE) Exchange Plaza, Bandra Kurla Complex Bandra (E) Mumbai - 400 051 The Company has paid annual listing fees to both Stock Exchanges.
vi.	**Stock Code/Symbol**	BSE: 526797 NSE: GREENPLY

vii. Market price data for the financial year 2017-18:

Month	At BSE		At NSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April 2017	294.95	276.00	295.00	275.20
May 2017	297.00	264.00	296.90	266.30
June 2017	290.30	255.10	292.00	255.20
July 2017	281.00	257.10	279.00	257.35
August 2017	297.40	255.00	295.50	259.05
September 2017	280.00	258.25	280.95	258.00
October 2017	283.00	264.05	283.00	263.55
November 2017	335.00	277.00	337.60	275.65
December 2017	360.00	306.00	345.00	308.00
January 2018	401.05	337.75	401.10	337.60
February 2018	378.85	310.00	378.00	309.00
March 2018	360.00	303.50	359.95	303.00

viii. E-mail ID for Investors: investors@greenply.com

ix. Performance in comparison to broad based indices such as BSE Sensex, CRISL index among others Greenply shares performance:



x. Registrars & Share Transfer Agents

M/s. S. K. Infosolutions Pvt. Ltd.
34/1A, Sudhir Chatterjee Street
Kolkata – 700 006
Phone: (033)-2219-4815/6797
Fax: (033)-2219-4815

xi. Share Transfer System

The Company has a Committee of the Board of Directors called Stakeholders Relationship Committee, which meets as and when required. The formalities for transfer of shares in the physical form are completed and share certificates are dispatched to the transferee within 15 days of receipt of the transfer documents, provided the documents are complete and the shares under transfer are not under dispute.

xii. Distribution of equity shareholding as on March 31, 2018.

a. Distribution of shareholding by size is as given below:

Range in number of shares held	Number of shareholders	Percentage of shareholders	Number of shares held	Percentage of shares held
1-500	13113	83.45	1199770	0.98
501-1000	1301	8.28	982296	0.80
1001-2000	614	3.91	883410	0.72
2001-3000	219	1.40	551616	0.45
3001-4000	101	0.64	359409	0.29
4001-5000	64	0.41	296294	0.24
5001-10000	123	0.78	891284	0.73
10001-50000	117	0.74	2298864	1.87
50001-100000	18	0.11	1382111	1.13
100001 and Above	44	0.28	113782341	92.79
Total	**15714**	**100.00**	**122627395**	**100.00**

b. Distribution of shareholding by category is as given below:

Category of shareholders	Number of shares	Percentage of shares
Promoter and Promoter Group	62575000	51.03
Foreign Institutional Investors	0	0.00
Foreign Portfolio Investor	14338490	11.69
Foreign Company	3639875	2.97
Mutual Funds	23657136	19.29
Domestic Company	4698256	3.83
Resident Individuals	13090793	10.68
Clearing Member	151941	0.12
NRI	406155	0.33
Greenply Industries Limited-Unclaimed Suspense Account	8020	0.01
Investor Education and Protection Fund	30185	0.02
Financial Institutions	24239	0.02
Nationalised Bank	7305	0.01
Total	**122627395**	**100.00**

xiii. Dematerialisation of shares and liquidity:

The Company's Equity Shares are tradable compulsorily in electronic form and are available for trading in the depository systems of both National Securities Depository Ltd (NSDL) and the Central Depository Services (India) Ltd (CDSL). The International Securities Identification Number (ISIN) of the company, as allotted by NSDL and CDSL, is INE 461C01038. Nearly 99.94% of total listed Equity Shares have been dematerialised as on March 31, 2018.

xiv. Outstanding ADRs/GDRs/Warrants or any other convertible instruments, conversion date and likely impact on equity: Nil.

xv. Corporate Identity Number (CIN): L20211AS1990PLC003484

xvi. Commodity price risk or foreign exchange risk and hedging activities:

The Company's Policy is to take forward cover in respect of its foreign currency exposure in respect of import of raw materials and traded goods. During the financial year ended 31st March, 2018, the Company did not engage in commodity hedging activities.

xvii. Plant locations:

Plywood & allied products	Medium density fibreboard & Wood Floors
▪ P.O. Tizit, Dist: Mon, Nagaland	▪ Integrated Industrial Estate, Pantnagar, Udham Singh Nagar, Uttarakhand,
▪ Kriparampur, P.O.Sukhdevpur, Dist: 24 Parganas(s), West Bengal	
▪ Plot No. 910-913, G.I.D.C. Estate, Bamanbore, Dist. Surendranagar, Gujarat - 363 520	**Plywood & reconstituted veneers** ▪ Integrated Industrial Estate, Pantnagar, Udham Singh Nagar, Uttarakhand

xviii. Address for correspondence:

1. Registrar & Share Transfer Agent:
   M/s. S. K. Infosolutions Pvt. Ltd.
   34/1A, Sudhir Chatterjee Street
   Kolkata – 700 006
   Phone: (033) 2219-4815/6797
   Fax: (033) 2219-4815
   Contact Person: Mr. Dilip Bhattacharya, Director
   Email: skcdilip@gmail.com / contact@skcinfo.com

2. Company Secretary & Vice President-Legal:
   Mr. Kaushal Kumar Agarwal
   Greenply Industries Limited
   "Madgul Lounge"
   6th Floor
   23 Chetla Central Road
   Kolkata - 700 027, India
   Phone: (033) 3051-5000
   Fax: (033) 3051-5010
   Email : investors@greenply.com

3. Chief Investor Relations Officer:
   Mr. Vishwanathan Venkatramani, CFO
   Greenply Industries Limited
   "Madgul Lounge"
   6th Floor
   23 Chetla Central Road
   Kolkata - 700 027, India
   Phone: (033)-3051-5000
   Fax: (033)-3051-5010
   Email : venkat.corp@greenply.com

4. Nodal Officer (IEPF);
   Mr. Shailendra Kumar Dubey
   "Madgul Lounge"
   6th Floor
   23, Chetla Central Road
   Kolkata – 700027, India
   Mob.: (+91) 8585093257
   Phone: (033) 3051 5000
   Fax: (033) 3051 5010
   E-mail: shailendra.corp@greenply.com

On behalf of the Board of Directors

Shiv Prakash Mittal
Executive Chairman
DIN: 00237242

Place: Kolkata
Date: 29.05.2018

Declaration by the Joint Managing Director & CEO

pursuant to Schedule V (Part D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding compliance with Code of Conduct

To
The Members
Greenply Industries Limited

I, Shobhan Mittal (DIN: 00347517), Joint Managing Director & CEO of Greenply Industries Ltd., hereby declare that, all the members of the board of directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the year ended on 31 March, 2018

Shobhan Mittal
Joint Managing Director & CEO
DIN: 00347517

Dated: 29 May, 2018

Independent Auditors' Certificate

on Compliance with the Corporate Governance requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To the Members of
Greenply Industries Limited

1. This certificate is issued in accordance with the terms of our engagement letter dated 14 September 2017.

2. We have examined the compliance of conditions of Corporate Governance by Greenply Industries Limited ('the Company'), for the year ended 31 March 2018, as stipulated in Regulations 17-27, clause (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for the period 1 April 2017 to 31 March 2018.

Management's Responsibility for compliance with the conditions of Listing Regulations

3. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company along with the maintenance of all its relevant supporting records and documents. The Management is responsible for ensuring that the Company complies with the requirements as stipulated in Regulations 17-27, Clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing Regulations for the period 1 April 2017 to 31 March 2018. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the report and applying an appropriate basis of preparation.

Auditors' Responsibility

4. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31 March 2018.

5. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

6. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India ('ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. In our opinion, and to the best of our information and according to explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

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

Restriction on use

10. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

Jayanta Mukhopadhyay
Partner
Membership no: 055757

Place: Kolkata
Date: 29 May 2018

Certificate by Chief Executive Officer and Chief Financial Officer

pursuant to sub-regulation 8 of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Board of Directors
Greenply Industries Limited

We, Shobhan Mittal (DIN: 00347517), Joint Managing Director & CEO and Vishwanathan Venkatramani (PAN: ABSPV3557G), Chief Financial Officer, of Greenply Industries Limited hereby certify that:

(a) We have reviewed the financial statements and the cash flow statement for the financial year ended on 31st March, 2018 and that to the best of our knowledge and belief:

(i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

(c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

(d) We have indicated, wherever applicable, to the Auditors and the Audit Committee:

(i) significant changes in internal control over financial reporting during the year;

(ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(iii) instances of significant fraud of which we have become aware and the involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Shobhan Mittal
Joint Managing Director & CEO
DIN: 00347517

Vishwanathan Venkatramani
Chief Financial Officer
PAN: ABSPV3557G

Dated: 29 May, 2018



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Independent Auditor's Report

To the Members of Greenply Industries Limited

Report on the Audit of the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of Greenply Industries Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2018, 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 then ended, and summary of the significant accounting policies and other explanatory information (hereinafter referred to as 'the standalone Ind AS financial statements').

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the state of affairs, profit and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We are also responsible to 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 entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the opinion. Our conclusions are based on the audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause an entity to cease to continue as a going concern.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give

the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31 March 2018, its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Other matter

The comparative financial information of the Company for the year ended 31 March 2017 included in these standalone Ind AS financial statements have been audited by the predecessor auditor who had audited the standalone Ind AS financial statements for the relevant periods. The report of the predecessor auditor on the comparative financial information dated 29 May 2017 expressed an unmodified opinion.

Our opinion is not modified in respect of the above matter.

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 in terms of Section 143(11) of the Act, we give in 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order.

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

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;

   d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act;

   e) On the basis of the written representations received from the directors of the Company as on 31 March 2018 and taken on record by the Board of Directors, we report that, none of the directors is disqualified from being appointed as a director in terms of Section 164(2) of the Act, as on 31 March 2018, except that in respect of one of the director whose name appears in the list of disqualified directors as hosted by the Ministry of Corporate Affairs ('MCA') under Section 164(2). According to the information and explanation given to us, the said director has filed an appeal with the National Company Law Tribunal ('NCLT') under MCA for restoration of the status, and has filed a writ petition with the Hon'ble High Court of Delhi at New Delhi, and has been granted stay order by Hon'ble High Court of Delhi at New Delhi till the time of disposal of the appeal by the NCLT;

   f) With respect to the adequacy of the internal financial controls with reference to standalone Ind AS financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

   g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements - Refer Note 37 to the standalone Ind AS financial statements;

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company; and

      iv. The disclosures regarding details of specified bank notes held and transacted during 8 November 2016 to 30 December 2016 has not been made since the requirement do not pertain to financial year ended 31 March 2018.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

Jayanta Mukhopadhyay
Partner
Membership No: 055757

Place: Kolkata
Date: 29 May 2018

Annexure A to the Independent Auditor's Report

(Referred to in our report of even date)

The Annexure referred to in Independent Auditor's Report to the members of the Company on the Ind AS financial statements for the year ended 31 March 2018, we report that:

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

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

(ii) The inventory, except goods in transit, have been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable. For goods-in-transit, subsequent goods receipts have been verified. The discrepancies noticed on verification between the physical stocks and the book records were not material and has been adjusted in the books of account.

(iii) According to the information and explanations given to us and based on our examination of the records, the Company has granted unsecured loan to its two subsidiary companies covered in the register maintained under section 189 of the Act. The Company has not granted any loans, secured or unsecured to firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act.

(a) In our opinion, the terms and conditions on which the loans has been granted to the companies listed in the register maintained under section 189 of the Act were not prejudicial to the interest of the Company.

(b) In the case of the loans granted to companies listed in the register maintained under section 189 of the Act, the companies are regular in payment of the principal and interest, as stipulated.

(c) There are no overdue amounts in respect of loan granted to the companies listed in the register maintained under section 189 of the Act.

(iv) In our opinion and according to the information and explanations given to us, the Company has not granted any loans, investments, guarantees and security during the year that would attract provisions of section 185 of the Act. The Company has complied with the provisions of section 186 of the Act with respect to investments made, loans given and guarantee provided. The Company has not provided any security under the provisions of section 186 of the Act.

(v) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits as per the directives issued by the Reserve Bank of India under the provisions of section 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder. Accordingly, the provisions of paragraph 3(v) of the Order are not applicable to the Company.

(vi) The Central Government has not prescribed the maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, 2013 for any of the products manufactured by the Company.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Service Tax, Goods and Services tax, Duty of customs, Duty of excise, Entry tax, Value added tax, Cess and other material

statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Service Tax, Goods and Service tax, Duty of customs, Duty of excise, Value added tax, Cess and other material statutory dues were in arrears as at 31 March 2018 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, entry tax, Goods and Service tax and value added tax which have not been deposited with the appropriate authorities on account of any dispute, except the following:

Name of the Statute	Nature of the dues	Amount (₹ in lakhs)	Amount paid (₹ in lakhs)*	Period to which the amount relates	Forum where dispute is pending
Central Excise Act, 1944	Extra discount and turnover discount in the assessable value	667.05	32.71	June 2009 to March 2016	Commissioner Appeals, Rajkot
Central Excise Act, 1944	Extra discount and turnover discount in the assessable value	73.95	-	April 2016 to June 2017	Joint Commissioner, Bhavnagar
Central Excise Act, 1944	Wrong availment of service tax on direct sale	5.54	-	March 2006 to September 2007	CESTAT, Kolkata
Central Excise Act, 1944	Extra Amount collected in the name of finance charges	11.06	-	April 2002 to February 2005	CESTAT, Kolkata
Central Excise Act, 1944	Short Payment of Excise Duty	571.74	-	April 2010 to January 2013	CESTAT, Kolkata
Central Excise Act, 1944	Incorrect valuation of goods cleared as sample including penalty	6.69	0.25	April 2011 to March 2015	Commissioner of Central Excise (Appeals)
Central Excise Act, 1944	Reversal of credit availed in respect of imported Flexi-Plywood including penalty	97.31	3.65	April 2011 to March 2015	Commissioner of Central Excise (Appeals)
Central Excise Act, 1944	Disallowance of Discounts	248.90	15.73	September 2009 to March 2010	CESTAT, Kolkata
West Bengal Sales Tax Act, 1994	Sales Tax Surcharge and Additional Surcharge Penalty (For short submission of Declaration Form 11)	10.26	-	April 1998 to March 1999	Senior Joint Commissioner of Commercial Taxes, Corporate Division
West Bengal Sales Tax Act, 1994	Sales Tax Surcharge and Additional Surcharge Penalty (For short submission of Declaration Form 11)	67.08	-	April 2000 to March 2001	Assistant Commissioner of Commercial Taxes, South Circle
West Bengal Sales Tax Act, 1994	Disallowance of Input Vat and Purchase Tax	8.40	-	April 2005 to March 2006	West Bengal Commercial Taxes Appellate and Revision Board
West Bengal Sales Tax Act, 1994	Disallowance of Input Vat and Purchase Tax	296.57	-	April 2008 to March 2009	West Bengal Taxation Tribunal
West Bengal Tax on Entry of Goods into Local Areas Act, 2012	Entry tax	692.83	-	July 2013 to December 2014	Hon'ble Calcutta High Court
Central Sales Tax Act, 1956	Sales Tax (For short submission of Declaration Form C)	17.59	-	April 2000 to March 2001	Assistant Commissioner of Commercial Taxes, South Circle

Name of the Statute	Nature of the dues	Amount (₹ in lakhs)	Amount paid (₹ in lakhs)*	Period to which the amount relates	Forum where dispute is pending
Central Sales Tax Act, 1956	Sales Tax (For short submission of Declaration Form C)	8.72	-	April 2005 to March 2006	West Bengal Commercial Taxes Appellate and Revision Board
Central Sales Tax Act, 1956	Sales Tax (For Non allowance of Declaration Form C and F)	74.63	-	April 2008 to March 2009	Hon'ble Calcutta High Court
Central Sales Tax Act, 1956	Sales Tax (For Non allowance of Declaration Form C and F)	119.27	11.43	April 2014 to March 2015	Senior Joint Commissioner LTU Commercial Taxes
Central Sales Tax Act, 1956	Sales Tax (For Non allowance of Declaration Form "C")	5.33	-	April 2013 to March 2014	Additional Commissioner, Appeal, Sales Tax
Customs Act, 1962	Disallowance of benefits under SHIS license	391.92	14.70	July 2013 to December 2014	CESTAT, Kolkata
Kerala VAT ACT, 2003	Sales Tax (Tax and Interest charged on Escaped Turnover)	2.74	-	April 2013 to March 2015	Assistant Commissioner, Sales Tax
Madhya Pradesh VAT Act, 2002	Denial of Value Added Tax Input	1.33	-	April 2014 to March 2015	Deputy Commissioner (Appeal)
Bihar Value Added Tax Act, 2005	Denial of Entry Tax Credit	87.93	-	April 2008 to March 2010 April 2011 to March 2012	Joint Commissioner of Commercial Taxes (Appeals)
Orissa Entry Tax Act, 1999	Entry tax on freight and other incidental charges of purchase value	6.19	-	April 2014 to March 2015	Additional Commissioner of Commercial Taxes (Appeal), Bhubaneswar
Finance Act, 1994	Demand of Service tax refund on GTA services availed for transportation of wood log	591.47	-	August 2013 to June 2017	CESTAT, New Delhi

* paid under protest

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to any financial institutions or banks. The Company did not have any outstanding loan or borrowings from government or debenture holders during the year.

(ix) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments). Term loans raised during the year were applied for the purpose for which it were obtained except for:

Nature of the fund raised	Details of default (Reason /Delay)	Amount (₹ in lakhs)	Subsequently rectified (Yes/No)
Term loan	Fund temporary invested in bank deposits	500.00	Yes

(x) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

(xi) According to the information and explanations given to us and based on our examination of the records, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, the provisions of paragraph 3(xii) of the Order are not applicable to the Company.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177

and 188 of the Act, wherever applicable, and the details of such transactions have been disclosed in the Standalone Ind AS financial statements as required by the applicable Ind AS.

(xiv) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of paragraph 3(xiv) of the Order are not applicable not applicable to the Company.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, the provisions of paragraph 3(xv) of the Order are not applicable not applicable to the Company.

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

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

Jayanta Mukhopadhyay
Partner
Membership No: 055757

Place: Kolkata
Date: 29 May 2018

Annexure B to the Independent Auditor's Report

(Referred to in our report of even date)

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of **Greenply Industries Limited** ("the Company") as of 31 March 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls with reference to financial statements

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal financial controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal financial controls over Financial Reporting (the "Guidance Note") 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 with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that whether a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS 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 with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

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

Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including

the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31 March 2018, based on the internal controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

Jayanta Mukhopadhyay
Partner
Membership No: 055757

Place: Kolkata
Date: 29 May 2018

Standalone Balance Sheet

as at 31 March 2018

₹ in Lakhs

	Note	31 March 2018	31 March 2017
Assets			
(1) Non-current assets			
(a) Property, plant and equipment	4	47,709.67	49,927.75
(b) Capital work-in-progress	5	77,040.12	21,610.81
(c) Other intangible assets	6	587.95	202.51
(d) Financial assets			
(i) Investments	7	7,636.61	7,237.46
(ii) Loans	8	2,899.43	1,287.11
(iii) Other financial assets	15	2,019.39	-
(e) Non-current tax assets (net)	9	153.49	-
(f) Other non-current assets	14	5,746.29	14,048.49
Total non-current assets		**1,43,792.95**	**94,314.13**
(2) Current assets			
(a) Inventories	10	21,496.72	15,825.69
(b) Financial assets			
(i) Trade receivables	11	28,439.92	30,111.59
(ii) Cash and cash equivalents	12	2,964.58	7,089.01
(iii) Other bank balances	13	35.36	70.81
(iv) Loans	8	138.47	981.97
(v) Derivatives	24	131.21	-
(vi) Other financial assets	15	1,946.36	2,256.66
(c) Other current assets	16	6,701.22	2,638.46
Total current assets		**61,853.84**	**58,974.19**
Total assets		**2,05,646.79**	**1,53,288.32**
Equity and liabilities			
Equity			
(a) Equity share capital	17	1,226.27	1,226.27
(b) Other equity	18	90,279.11	77,475.78
Total equity		**91,505.38**	**78,702.05**
Liabilities			
(1) Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	19	45,910.71	25,742.55
(ii) Other financial liabilities	20	2,820.75	1,117.89
(b) Provisions	21	2,184.79	2,136.20
(c) Deferred tax liabilities (net)	35	2,645.19	1,402.35
(d) Other non-current liabilities	22	4,991.70	-
Total non-current liabilities		**58,553.14**	**30,398.99**
(2) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	19	16,847.86	11,839.67
(ii) Trade payables	23	21,101.22	20,641.95
(iii) Derivatives	24	-	169.85
(iv) Other financial liabilities	20	11,800.97	7,678.62
(b) Other current liabilities	25	5,368.40	3,379.12
(c) Provisions	21	469.82	478.07
Total current liabilities		**55,588.27**	**44,187.28**
Total liabilities		**1,14,141.41**	**74,586.27**
Total equity and liabilities		**2,05,646.79**	**1,53,288.32**
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 **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

Jayanta Mukhopadhyay
Partner
Membership no: 055757

Place : Kolkata
Dated : 29 May 2018

For and on behalf of Board of Directors of
Greenply Industries Limited
CIN: L20211AS1990PLC003484

Shiv Prakash Mittal
Executive Chairman
(DIN : 00237242)

Rajesh Mittal
Managing Director
(DIN : 00240900)

V. Venkatramani
Chief Financial Officer

Kaushal Kumar Agarwal
Company Secretary & VP-Legal

Place : Kolkata
Dated : 29 May 2018

Standalone Statement of Profit and Loss

for the year ended 31 March 2018

₹ in Lakhs

		Note	Year ended 31 March 2018	Year ended 31 March 2017
I.	Revenue from operations	26	1,70,413.55	1,77,701.56
II.	Other income	27	378.20	437.43
III	**Total income (I+II)**		**1,70,791.75**	**1,78,138.99**
IV.	**Expenses**			
	Cost of materials consumed	28	63,961.24	68,949.35
	Purchase of stock in trade	29	26,253.78	22,831.81
	Changes in inventories of finished goods, work-in-progress and stock in trade	30	(1,809.31)	(3,809.48)
	Excise duty		2,376.99	11,392.52
	Employees benefits expense	31	18,520.24	17,073.57
	Finance costs	32	947.23	1,811.77
	Depreciation and amortisation expense	33	4,481.41	4,853.09
	Other expenses	34	37,140.08	35,941.50
	Total expenses (IV)		**1,51,871.66**	**1,59,044.13**
V.	**Profit before tax (III-IV)**		**18,920.09**	**19,094.86**
	Current tax		(4,065.61)	(4,182.47)
	Deferred tax		(1,285.02)	(1,405.18)
VI.	**Tax expense**	35	**(5,350.63)**	**(5,587.65)**
VII.	**Profit for the year (V-VI)**		**13,569.46**	**13,507.21**
VIII.	**Other comprehensive income**			
	Items that will not be reclassified subsequently to profit or loss:			
	Remeasurements of defined benefit liability/(asset)		183.55	(236.85)
	Income tax relating to items that will not be reclassified to profit or loss		(64.14)	81.97
	Net other comprehensive income not to be reclassified subsequently to profit or loss		**119.41**	**(154.88)**
IX.	**Total comprehensive income for the year (VII+VIII)**		**13,688.87**	**13,352.33**
X.	**Earnings per equity share**	36		
	[Face value of equity share ₹ **1** each (previous year ₹ each)]			
	- Basic (₹)		**11.07**	11.08
	- Diluted (₹)		**11.07**	11.08
	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 **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

Jayanta Mukhopadhyay
Partner
Membership no: 055757

Place : Kolkata
Dated : 29 May 2018

For and on behalf of Board of Directors of
Greenply Industries Limited
CIN: L20211AS1990PLC003484

Shiv Prakash Mittal
Executive Chairman
(DIN : 00237242)

Rajesh Mittal
Managing Director
(DIN : 00240900)

V. Venkatramani
Chief Financial Officer

Kaushal Kumar Agarwal
Company Secretary & VP-Legal

Place : Kolkata
Dated : 29 May 2018

Standalone Statement of Changes in Equity

for the year ended 31 March 2018

₹ in Lakhs

a) Equity share capital

Particulars	Note	Amount
Balance as at 1 April 2016		1,206.82
Issue of equity share capital during the year	17	19.45
Balance as at 31 March 2017		**1,226.27**
Changes in equity share capital during the year	17	-
Balance as at 31 March 2018		**1,226.27**

b) Other equity

Particulars	Note	Reserves and surplus			Items of OCI	Total
		Securities premium	General reserve	Retained earnings	Remeasurements of defined benefit liability	
Balance as at 1 April 2016		-	16,649.20	43,737.26	(243.54)	60,142.92
Total comprehensive income for the year ended 31 March 2017						
Profit or loss		-	-	13,507.21	-	13,507.21
Other comprehensive income (net of tax)		-	-	-	(154.88)	(154.88)
Total comprehensive income		-	-	13,507.21	(154.88)	13,352.33
Transfer to/(from) general reserve		-	6,500.00	(6,500.00)	-	-
Transactions with owners, recorded directly in equity Contributions by and distributions to owners						
Dividend (including dividend distribution tax)	48	-	-	(871.50)	-	(871.50)
On issue of equity share	18	4,980.54	-	-	-	4,980.54
Expenses pertaining to issue of equity share		(128.51)	-	-	-	(128.51)
Total contributions by and distributions to owners		4,852.03	-	(871.50)	-	3,980.53
Total transactions with owners		4,852.03	-	(871.50)	-	3,980.53
Balance as at 31 March 2017		4,852.03	23,149.20	49,872.97	(398.42)	77,475.78
Balance as at 1 April 2017		**4,852.03**	**23,149.20**	**49,872.97**	**(398.42)**	**77,475.78**

Standalone Statement of Changes in Equity

for the year ended 31 March 2018

₹ in Lakhs

Particulars	Note	Reserves and surplus			Items of OCI	Total
		Securities premium	General reserve	Retained earnings	Remeasurements of defined benefit liability	
Total comprehensive income for the year ended 31 March 2018						
Profit or loss		-	-	13,569.46	-	13,569.46
Other comprehensive income (net of tax)		-	-	-	119.41	119.41
Total comprehensive income		**-**	**-**	**13,569.46**	**119.41**	**13,688.87**
Transfer to/(from) to general reserve		-	6,500.00	(6,500.00)	-	-
Transactions with owners, recorded directly in equity Contributions by and distributions to owners						
Dividend (including dividend distribution tax)	48	-	-	(885.54)	-	(885.54)
Total contributions by and distributions to owners		-	-	(885.54)	-	(885.54)
Total transactions with owners		-	-	(885.54)	-	(885.54)
Balance as at 31 March 2018		**4,852.03**	**29,649.20**	**56,056.89**	**(279.01)**	**90,279.11**
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 **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

Jayanta Mukhopadhyay
Partner
Membership no: 055757

Place : Kolkata
Dated : 29 May 2018

For and on behalf of Board of Directors of
Greenply Industries Limited
CIN: L20211AS1990PLC003484

Shiv Prakash Mittal
Executive Chairman
(DIN : 00237242)

Rajesh Mittal
Managing Director
(DIN : 00240900)

V. Venkatramani
Chief Financial Officer

Kaushal Kumar Agarwal
Company Secretary & VP-Legal

Place : Kolkata
Dated : 29 May 2018

Standalone Statement of Cash Flows

for the year ended 31 March 2018

₹ in Lakhs

	Year ended 31 March 2018	Year ended 31 March 2017
A. Cash flows from operating activities		
Profit before Tax	18,920.09	19,094.86
Adjustments for:		
Depreciation and amortisation expense	4,481.41	4,853.09
Finance costs	947.23	1,811.77
Loss/(gain) on fair valuation of quoted investments	0.32	0.12
Provision for doubtful debts	302.32	230.68
Loss on sale/discard of property, plant and equipment	502.63	227.13
Interest income	(187.67)	(182.50)
Commission on guarantee given	(109.44)	(33.34)
Unrealised foreign exchange fluctuations (net)	2,927.79	25.83
Government grants - EPCG scheme (refer note 22)	(62.58)	-
Gain on sale of current investments	-	(38.50)
	8,802.01	**6,894.28**
Operating cash flows before working capital changes	**27,722.10**	**25,989.14**
Working capital adjustments:		
(Increase)/decrease in trade and other receivables	(5,495.88)	3,337.38
(Increase) in inventories	(5,671.03)	(1,972.68)
Increase/(decrease) in trade and other payables	946.49	(1,502.89)
	(10,220.42)	**(138.19)**
Cash generated from operating activities	17,501.68	25,850.95
Income tax paid (net)	(4,325.42)	(4,130.71)
Net cash from operating activities	**13,176.26**	**21,720.24**
B. Cash flows from investing activities		
Acquisition of property, plant and equipment and capital work-in-progress	(30,281.92)	(33,826.63)
Acquisition of intangible assets	(469.34)	(28.49)
Acquisition of investments	(399.47)	(6,471.37)
Loan to subsidiary	(1,169.97)	(461.11)
Proceeds from sale of property, plant and equipment	820.49	780.98
Proceeds from sale of investments	-	3,038.50
Refund of loan from subsidiary	663.89	336.59
Redemption in fixed deposits with banks (having maturity of more than 3 months)	35.45	-
Commission on guarantee received	109.44	33.34
Interest received	187.67	194.59
Net cash used in investing activities	**(30,503.76)**	**(36,403.60)**

Standalone Statement of Cash Flows

for the year ended 31 March 2018

₹ in Lakhs

	Year ended 31 March 2018	Year ended 31 March 2017
C. Cash flows from financing activities		
Proceeds from issue of equity share capital	-	5,000.00
Proceeds from long term borrowings	19,462.50	21,115.36
Proceeds from short term borrowings	5,008.19	2,139.97
Repayment of long term borrowings	(5,640.24)	(4,191.48)
Interest paid	(4,737.34)	(2,245.46)
Expenditure incurred on issue of equity share capital	-	(128.51)
Processing fees paid for long term borrowings	(4.50)	(2,152.99)
Dividend paid	(735.76)	(724.09)
Dividend distribution tax paid	(149.78)	(147.41)
Net cash flow from financing activities	**13,203.07**	**18,665.39**
Net (decrease)/increase in cash and cash equivalents	**(4,124.43)**	**3,982.03**
Cash and cash equivalents at 1 April 2017 (refer note 12)	7,089.01	3,106.98
Cash and cash equivalents at 31 March 2018 (refer note 12)	**2,964.58**	**7,089.01**

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 2017	Cash flows	Fair value changes	As on 31 March 2018
Non-current Borrowings including current maturities (Note 19)	30,784.92	13,822.26	3,791.08	48,398.26
Current Borrowings (Note 19)	11,839.67	5,008.19	-	16,847.86

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

Jayanta Mukhopadhyay
Partner
Membership no: 055757

Place : Kolkata
Dated : 29 May 2018

For and on behalf of Board of Directors of
Greenply Industries Limited
CIN: L20211AS1990PLC003484

Shiv Prakash Mittal
Executive Chairman
(DIN : 00237242)

Rajesh Mittal
Managing Director
(DIN : 00240900)

V. Venkatramani
Chief Financial Officer

Kaushal Kumar Agarwal
Company Secretary & VP-Legal

Place : Kolkata
Dated : 29 May 2018

Notes to the Standalone Financial Statements for the year ended March 31, 2018

1. Reporting entity

Greenply 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 and its equity shares are listed on National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) in India. The Company is primarily involved in manufacturing of plywood, medium density fibre boards (MDF) and trading of wallcovers and allied products.

The Company has three overseas and one domestic wholly owned subsidiary companies namely:

(a) Greenply Trading Pte. Limited., incorporated in Singapore, is engaged into trading of Medium Density Fibreboards and allied products. It has invested into a Joint Venture Company viz. Greenply Alkemal (Singapore) Pte. Limited., incorporated in Singapore which is engaged into trading of veneers.

(b) Greenply Holdings Pte. Limited, Singapore.

(c) Greenply Middle East Limited, incorporated in Dubai, is engaged into trading of veneers and operates as an investment vehicle. It has invested into a wholly owned subsidiary company Greenply Gabon SA, Gabon, West Africa, which is engaged into manufacturing of veneers.

(d) Greenpanel Industries Limited, incorporated in India, to carry on the sales and marketing of Medium Density Fibreboards (MDF) 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 29 May 2018. 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
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 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 using 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 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 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

Notes to the Standalone Financial Statements for the year ended 31 March 2018

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. Further information about the assumptions made in measuring fair values is included in note 41.

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.

Notes to the Standalone Financial Statements for the year ended 31 March 2018

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, 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 Company 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.

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

Notes to the Standalone Financial Statements for the year ended 31 March 2018

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 flows such that it would not meet this condition.

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

Notes to the Standalone Financial Statements for the year ended 31 March 2018

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 labor, 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'.

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

Notes to the Standalone Financial Statements for the year ended 31 March 2018

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 leases are depreciated over the shorter of the lease term and their useful lives 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:

- Trademarks	5 years
- Computer software	5 years
- Technical know-how	3 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.

Notes to the Standalone Financial Statements for the year ended 31 March 2018

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

Notes to the Standalone Financial Statements for the year ended 31 March 2018

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

Notes to the Standalone Financial Statements for the year ended 31 March 2018

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 thennet 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

Revenue from the sale of goods in the course of ordinary activities is measured at the fair value of the consideration received or receivable, net of returns, trade discounts and quantity discounts and exclusive of Goods and services tax (GST), Sales tax and Value added tax (VAT) and is inclusive of excise duty. This inter alia involves discounting of the consideration due to the present value if payment extends beyond normal credit terms. Revenue is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable,

Notes to the Standalone Financial Statements for the year ended 31 March 2018

the associated costs and possible return of goods can be estimated reliably, there is no continuing effective control over, or managerial involvement with, the goods, and the amount of revenue can be measured reliably.

The timing of transfers of risks and rewards varies depending on the individual terms of sale.

Export incentives (duty drawback) are recognised on accrual basis against goods exported.

(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.

Notes to the Standalone Financial Statements for the year ended 31 March 2018

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

Notes to the Standalone Financial Statements for the year ended 31 March 2018

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, Joint Managing Director & CEO and Chief Financial Officer.

Notes to the Standalone Financial Statements for the year ended 31 March 2018

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 fordisclosure 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

Appendix B to Ind AS 21, Foreign currency transactions and advance consideration

On 28 March 2018, Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency. The amendment will come into force from 1 April 2018. The Company has evaluated the effect of this on the standalone financial statements and the impact is not material.

Ind AS 115- Revenue from Contract with Customers

On 28 March 2018, Ministry of Corporate Affairs ("MCA") has notified the Ind AS 115, Revenue from Contract with Customers. The core principle of the new standard is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers.

The standard permits two possible methods of transition:

- Retrospective approach - Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors

- Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (Cumulative catch - up approach)

The effective date for adoption of Ind AS 115 is financial periods beginning on or after 1 April 2018.

The Company will adopt the standard on 1 April 2018 by using the cumulative catch-up transition method and accordingly comparatives for the year ending or ended 31 March 2018 will not be retrospectively adjusted. The effect on adoption of Ind AS 115 is expected to be insignificant.

₹ in Lakhs

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 amount)							
Balance at 1 April 2016	4,881.97	12,591.74	50,669.77	2,212.07	3,250.21	1,504.35	75,110.11
Additions	2.41	975.88	446.68	208.21	1,139.63	154.22	2,927.03
Disposals/ discard	-	(2.54)	(170.96)	(253.95)	(1,272.70)	(84.27)	(1,784.42)
Balance at 31 March 2017	4,884.38	13,565.08	50,945.49	2,166.33	3,117.14	1,574.30	76,252.72
Balance at 1 April 2017	**4,884.38**	**13,565.08**	**50,945.49**	**2,166.33**	**3,117.14**	**1,574.30**	**76,252.72**
Additions	6.60	445.69	1,364.82	170.60	1,350.44	164.40	3,502.55
Disposals/ discard	(50.72)	(371.44)	(1,167.28)	(15.03)	(747.03)	(20.64)	(2,372.14)
Balance at 31 March 2018	**4,840.26**	**13,639.33**	**51,143.03**	**2,321.90**	**3,720.55**	**1,718.06**	**77,383.13**
Accumulated depreciation							
Balance at 1 April 2016	-	2,500.57	17,606.28	650.18	1,004.73	593.35	22,355.11
Depreciation for the year	-	465.16	3,456.11	226.43	386.21	212.26	4,746.17
Adjustments/ disposals	-	(2.41)	(77.31)	(194.72)	(444.04)	(57.83)	(776.31)
Balance at 31 March 2017	-	2,963.32	20,985.08	681.89	946.90	747.78	26,324.97
Balance at 1 April 2017	**-**	**2,963.32**	**20,985.08**	**681.89**	**946.90**	**747.78**	**26,324.97**
Depreciation for the year	-	424.06	3,091.17	214.84	363.27	304.21	4,397.55
Adjustments/ disposals	-	(42.84)	(864.01)	(7.17)	(116.07)	(18.97)	(1,049.06)
Balance at 31 March 2018	**-**	**3,344.54**	**23,212.24**	**889.56**	**1,194.10**	**1,033.02**	**29,673.46**
Carrying amounts (net)							
At 31 March 2017	4,884.38	10,601.76	29,960.41	1,484.44	2,170.24	826.52	49,927.75
At 31 March 2018	**4,840.26**	**10,294.79**	**27,930.79**	**1,432.34**	**2,526.45**	**685.04**	**47,709.67**

(b) Security

As at 31 March 2018, Property, Plant and Equipment with a carrying amount of **₹ 42,586.90 lakhs** (31 March 2017: ₹ 44,610.03 lakhs) are subject to charge to secured borrowings (see Note 19).

Notes to the Standalone Financial Statements for the year ended 31 March 2018

₹ in Lakhs

5. Capital work-in-progress

See accounting policy in note 3(d) and (g)

	31 March 2018	31 March 2017
At the beginning of the year	21,610.81	930.00
Additions during the year	55,461.68	21,224.22
Capitalised during the year	32.37	543.41
At the end of the year	**77,040.12**	**21,610.81**
Capital work-in-progress includes:		
Expenditure incurred during construction period on new manufacturing facility of the Company:		
At the beginning of the year	1,662.15	340.50
Additions during the year:		
Finance costs	4,073.47	485.89
Employees benefits expense	728.56	446.91
Legal and professional fees	674.84	241.63
Miscellaneous expenses	184.77	147.22
	5,661.64	**1,321.65**
At the end of the year	**7,323.79**	**1,662.15**

Notes:

(a) General borrowing costs capitalised during the year amounting to ₹ **850.43 lakhs** (31 March 2017: ₹ 384.83 lakhs), with a capitalisation rate of **9.37%** (31 March 2017: 9.13%)

(b) As at 31 March 2018, capital work-in-progress with a carrying amount of ₹ **76,922.75 lakhs** (31 March 2017: ₹ 21,583.85 lakhs) are subject to 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

	Goodwill	Licenses (indefinite life)	Trade marks	Computer software	Technical knowhow	Total
Cost (Gross carrying amount)						
Balance at 1 April 2016	340.00	-	22.87	659.11	45.20	1,067.18
Additions	-	-	-	28.49	-	28.49
Disposals/ write-off	(340.00)	-	-	(0.11)	-	(340.11)
Balance at 31 March 2017	-	-	22.87	687.49	45.20	755.56
Balance at 1 April 2017	**-**	**-**	**22.87**	**687.49**	**45.20**	**755.56**
Additions	-	395.00	-	74.34	-	469.34
Disposals/ write-off	-	-	-	(3.93)	(45.20)	(49.13)
Balance at 31 March 2018	**-**	**395.00**	**22.87**	**757.90**	**-**	**1,175.77**
Accumulated amortisation						
Balance at 1 April 2016	340.00	-	2.31	417.01	26.92	786.24
Amortisation for the year	-	-	4.58	87.27	15.07	106.92
Adjustments/ disposals	(340.00)	-	-	(0.11)	-	(340.11)
Balance at 31 March 2017	-	-	6.89	504.17	41.99	553.05
Balance at 1 April 2017	**-**	**-**	**6.89**	**504.17**	**41.99**	**553.05**
Amortisation for the year	-	-	4.58	76.07	3.21	83.86
Adjustments/ disposals	-	-	-	(3.89)	(45.20)	(49.09)
Balance at 31 March 2018	**-**	**-**	**11.47**	**576.35**	**-**	**587.82**
Carrying amounts (net)						
At 31 March 2017	-	-	15.98	183.32	3.21	202.51
At 31 March 2018	**-**	**395.00**	**11.40**	**181.55**	**-**	**587.95**

Notes to the Standalone Financial Statements for the year ended 31 March 2018

₹ in Lakhs

7. Investments

See accounting policy in note 3(c) and (g)

	31 March 2018	31 March 2017
Non-current investments		
Unquoted		
Equity instruments in subsidiaries carried at cost		
8,925,000 (31 March 2017: 8,325,000) equity shares of Greenply Trading Pte. Limited (face value USD 1 each, fully paid-up)	5,788.89	5,399.42
100 (31 March 2017: 100) equity shares of Greenply Middle East Limited, (face value AED 100,000 each, fully paid-up)	1,820.39	1,820.39
25,000 (31 March 2017: 25,000) equity shares of Greenply Holdings Pte. Limited (face value USD 1 each, fully paid-up)	16.74	16.74
1,000,000 (31 March 2017: Nil) equity shares of Greenpanel Industries Limited (face value ₹ 1 each, fully paid-up)	10.00	-
	7,636.02	**7,236.55**
Quoted		
Equity instruments carried at fair value through profit and loss (FVTPL)		
3,400 (31 March 2017: 3,400) equity shares of Indian Overseas Bank Limited (face value ₹ 10 each, fully paid-up)	0.59	0.91
	7,636.61	**7,237.46**
Aggregate book value of quoted investments	0.59	0.91
Aggregate market value of quoted investments	0.59	0.91
Aggregate book value of unquoted investments	7,636.02	7,236.55

8. Loans

(Unsecured, considered good)

	31 March 2018	31 March 2017
Non-current		
Security deposits	1,236.30	831.95
Loan to employees	38.00	-
To a related party - wholly owned subsidiary		
Loan to Greenply Middle East Limited	1,625.13	455.16
	2,899.43	**1,287.11**
Current		
Loan to employees	138.47	318.08
To a related party - wholly owned subsidiary		
Loan to Greenply Trading Pte. Limited	-	663.89
	138.47	**981.97**
	3,037.90	**2,269.08**

9. Non-current tax assets

See accounting policy in note 3(o)

	31 March 2018	31 March 2017
Income tax refund (net of provisions)	**153.49**	**-**

Notes to the Standalone Financial Statements for the year ended 31 March 2018

₹ in Lakhs

10. Inventories

(Valued at the lower of cost and net realisable value)

See accounting policy in note 3(f)

	31 March 2018	31 March 2017
Raw materials	9,484.57	5,944.39
[including in transit ₹ **1,249.97 lakhs** (31 March 2017 ₹ 81.08 lakhs)]		
Work-in-progress	2,085.27	1,605.75
Finished goods	3,705.19	3,772.60
[including in transit ₹ **1,630.91 lakhs** (31 March 2017 ₹ 1,653.85 lakhs)]		
Stock in trade	3,858.79	2,461.59
[including in transit ₹ **1,226.27 lakhs** (31 March 2017 ₹ 16.78 lakhs)]		
Stores and spares	2,362.90	2,041.36
[including in transit ₹ **83.62 lakhs** (31 March 2017₹ Nil)]		
	21,496.72	**15,825.69**

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 amounted to ₹ **371.32 lakhs** (31 March 2017: ₹ 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 2018	31 March 2017
Current		
Unsecured		
- Considered good	28,439.92	30,111.59
- Considered doubtful	93.72	110.77
	28,533.64	**30,222.36**
Less: Loss for allowances		
- Considered doubtful	93.72	110.77
Net trade receivables	**28,439.92**	**30,111.59**
Of the above:		
Trade receivables from related parties	877.07	405.09

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. Expected credit loss provision, as required by Ind AS 109, of ₹ **821.72 lakhs** (31 March 2017: ₹ 502.33 lakhs) has been netted off with considered good amount in the above disclosure.

(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 2018	31 March 2017
Cash on hand	39.22	51.54
Cheques in hand	247.60	-
Balances with banks		
- On current accounts	2,162.40	6,431.47
- On deposit accounts (with original maturities up to 3 months)	515.36	606.00
	2,964.58	**7,089.01**

Notes to the Standalone Financial Statements for the year ended 31 March 2018

₹ in Lakhs

13. Other bank balances

	31 March 2018	31 March 2017
Bank deposits due to mature after 3 months of original maturities but within 12 months of the reporting date*	31.34	66.59
Earmarked balances with banks for unpaid dividend accounts	4.02	4.22
	35.36	**70.81**

*Pledged/lodged with various government authorities as security

14. Other non-current assets

(Unsecured, considered good)

	31 March 2018	31 March 2017
Capital advances	1,100.67	12,060.04
Others		
Unmatured finance charges	210.92	110.53
Leasehold land prepayments	4,089.54	1,483.75
Deposits against demand under appeal and/or under dispute	319.15	368.16
Security deposits	26.01	26.01
	5,746.29	**14,048.49**

15. Other financial assets

	31 March 2018	31 March 2017
Non-current		
Government grants receivable	2,001.73	-
Bank deposits due to mature after 12 months of the reporting date*	17.66	-
	2,019.39	**-**
Current		
Government grants receivable	1,934.62	2,232.69
Export incentive receivable	11.74	23.97
	1,946.36	**2,256.66**
	3,965.75	**2,256.66**

*Pledged/lodged with various government authorities as security

16. Other current assets

(Unsecured, considered good)

	31 March 2018	31 March 2017
To parties other than related parties		
Advances for supplies	1,010.74	807.37
Advances to employees	30.45	-
Others		
Prepaid expenses	1,152.37	468.30
Unmatured finance charges	115.41	259.32
Leasehold land prepayments	48.58	18.93
Service tax input credit receivable	-	428.81
Balance with excise authorities	32.37	606.65
Balance with goods and service tax authorities	4,311.30	-
Income tax refund	-	49.08
	6,701.22	**2,638.46**

Notes to the Standalone Financial Statements for the year ended 31 March 2018

₹ in Lakhs

17. Equity share capital

See accounting policy in note 3(q)

	31 March 2018	31 March 2017
Authorised		
160,000,000 (31 March 2017: 160,000,000) equity shares of ₹ 1 each	1,600.00	1,600.00
Issued, subscribed and fully paid-up		
122,627,395 (31 March 2017: 122,627,395) equity shares of ₹ 1 each	**1,226.27**	**1,226.27**

(a) Reconciliation of equity shares outstanding at the beginning and at the end of the reporting year

	31 March 2018		31 March 2017	
	Number	Amount	Number	Amount
At the commencement of the year	122,627,395	1,226.27	120,681,870	1,206.82
Add: Issued during the year*	-	-	1,945,525	19.45
At the end of the year	**122,627,395**	**1,226.27**	**122,627,395**	**1,226.27**

* The Company, on 12 August 2016, has issued and alloted 19,45,525 equity shares of face value of ₹ 1 each through Qualified Institutional Placement (QIP) to Qualified Institutional Buyers at the issue price of ₹ 257 per equity share, aggregating to ₹ 5,000 lakhs for setting-up of new medium density fibreboard (MDF) manufacturing unit in Chittoor, Andhra Pradesh. The Company had complied with requisite provisions of the Companies Act, 2013 and SEBI, as applicable.

(b) Rights, preferences and restrictions attached to equity share

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

Equity shares of ₹ 1 each	31 March 2018		31 March 2017	
	Number	%	Number	%
S.M. Management Private Limited	31,626,965	25.79%	17,717,310	14.45%
Greenply Leasing and Finance Private Limited	-	-	13,573,655	11.07%
Prime Holdings Private Limited	12,042,800	9.82%	12,042,800	9.82%
HSBC Bank (Mauritius) Limited - Jwalamukhi Investment Holdings	11,884,420	9.69%	11,884,420	9.69%
Trade Combines	11,702,380	9.54%	11,702,380	9.54%
SBI FMCG Fund	76,99,860	6.28%	11,405,052	9.30%
HDFC Trustee Company Limited	10,260,455	8.37%	10,974,455	8.95%

(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.

Notes to the Standalone Financial Statements for the year ended 31 March 2018

₹ in Lakhs

18. Other equity

	31 March 2018	31 March 2017
Securities premium reserve		
At the commencement of the year	4,852.03	-
Add: Received on issue of shares	-	4,980.54
Less: Expenses relating to issue of shares	-	128.51
	4,852.03	**4,852.03**
General reserve		
At the commencement of the year	23,149.20	16,649.20
Add: Transfer from Profit and Loss	6,500.00	6,500.00
	29,649.20	**23,149.20**
Retained earnings		
At the commencement of the year	49,872.97	43,737.26
Add: Profit for the year	13,569.46	13,507.21
Less: Transfer to general reserve	6,500.00	6,500.00
Less: Dividend on equity shares	735.76	724.09
Less: Dividend distribution tax	149.78	147.41
	56,056.89	**49,872.97**
Other comprehensive income (OCI)		
At the commencement of the year	(398.42)	(243.54)
Remeasurements of the net defined benefit plans	119.41	(154.88)
	(279.01)	**(398.42)**
	90,279.11	**77,475.78**

Description, nature and purpose of reserve:

(i) Security premium reserve: Security premium reserve is credited when shares are issued at premium. It is utilised in accordance with the provisions of the Act, to issue bonus shares, to provide for premium on redemption of shares or debentures, write-off equity related expenses like underwriting costs etc.

(ii) General reserve: The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes or as allowed by the Companies Act, 2013.

(iii) Retained earnings: It comprises of accumulated profit/ (loss) of the Company.

(iv) Other comprehensive income (OCI): It comprise of remeasurements of the net defined benefit plans on actuarial valuation of gratuity.

(b) Disaggregation of changes in items of OCI	31 March 2018	31 March 2017
Retained earnings		
Remeasurements of defined benefit liability/ (asset)	(279.01)	(398.42)

Notes to the Standalone Financial Statements for the year ended 31 March 2018

₹ in Lakhs

19. Borrowings

See accounting policy in note 3(b), (c) and (p)

	31 March 2018	31 March 2017
Non-current borrowings		
Secured		
Term loans		
From banks		
Foreign currency loans	33,387.86	19,253.22
Rupee loans	13,183.49	9,483.56
	46,571.35	**28,736.78**
Less: Current maturities of long term borrowings (refer note 20)	1,993.51	4,321.97
	44,577.84	**24,414.81**
Loan against vehicles and equipments	1,623.58	1,553.39
Less: Current maturities of loan against vehicles and equipments (refer note 20)	416.95	429.74
	1,206.63	**1,123.65**
	45,784.47	**25,538.46**
Unsecured		
Loan against vehicles and equipments	203.33	494.75
Less: Current maturities of loan against vehicles and equipments (refer note 20)	77.09	290.66
	126.24	**204.09**
	45,910.71	**25,742.55**
Current borrowings		
Secured		
From banks		
Foreign currency loan - buyers credit	5,256.54	2,605.89
Rupee loans - repayable on demand	3,570.87	3,405.70
Rupee loans - bill discounting	4,319.77	4,756.68
	13,147.18	**10,768.27**
Unsecured		
From banks		
Channel finance assurance facility	1,049.65	955.23
Rupee loans - bill discounting	2,651.03	116.17
	3,700.68	**1,071.40**
	16,847.86	**11,839.67**

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 2018	31 March 2017
(i) Foreign currency term loans					
Landesbank Baden-Wurttemberg [**Nil** (31 March 2017: EUR 19.65 lakhs)]	6 month Euribor +1.78%	-	2017-18	-	1,361.89
Axis Bank Limited [**Nil** (31 March 2017: USD 13.80 lakhs)]	3 month Libor +1.60%	-	2017-18	-	897.31
Landesbank Baden-Wurttemberg [**EUR 368.81 lakhs** (31 March 2017: EUR 257.02 lakhs)]	6 month Euribor +0.50%	Repayable at half yearly rest: 20 of EUR 18.44 lakhs	2028-29	29,406.99	17,814.91
Standard Chartered Bank [**USD 90 lakhs** (31 March 2017: USD 20 lakhs)]	3 month Libor +1.55%	Repayable at quarterly rest: 20 of USD 4.50 lakhs	2024-25	5,850.45	1,300.45
				35,257.44	**21,374.56**

Notes to the Standalone Financial Statements for the year ended 31 March 2018

₹ in Lakhs

Unamortised processing fees				(1,869.58)	(2,121.34)
				33,387.86	19,253.22
(ii) Rupee term loans					
HDFC Bank Limited	3 year MCLR	Repayable at quarterly rest: 20 of ₹ 250.00 lakhs	2024-25	5,000.00	2,000.00
HDFC Bank Limited	3 year MCLR	Repayable at quarterly rest: 12 of ₹150.00 lakhs and 4 of ₹ 300.00 lakhs	2023-24	3,000.00	-
HDFC Bank Limited	1 year MCLR +0.60%	Repayable at quarterly rest: 11 of ₹ 200.00 lakhs	2020-21	2,200.00	3,000.00
State Bank of India	1 year MCLR +0.75%	Repayable at quarterly rest: 8 of ₹126.00 lakhs	2019-20	1,008.00	1,512.00
State Bank of India	1 year MCLR +0.75%	Repayable at quarterly rest: 8 of ₹125.00 lakhs	2019-20	1,000.00	1,500.00
IDBI Bank Limited	1 year MCLR +0.45%	Repayable at quarterly rest: 8 of ₹125.00 lakhs	2019-20	1,000.00	1,500.00
				13,208.00	9,512.00
Unamortised processing fees				(24.51)	(28.44)
				13,183.49	9,483.56
Total				46,571.35	28,736.78

(B) Details of security

(a) Term loan from Landesbank Baden-Wurttemberg of ₹ **29,406.99 lakhs** (31 March 2017: ₹ 17,814.91 lakhs) 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-Wurttemberg.

(b) Other term loans of ₹ **19,058.45 lakhs** (31 March 2017: ₹ 11,709.76 lakhs) are secured by:

(i) First pari passu charge on immovable fixed assets of the Company at Kriparampur (West Bengal), Pantnagar (Uttarakhand) and Chittoor (Andhra Pradesh).

(ii) First pari passu charge on all movable fixed assets of the Company except assets specifically charged to other lender(s) (including the main press line of MDF plant at Pantnagar (Uttarakhand) and main press line of MD plant at Chittoor (Andhra Pradesh) along with any other movable fixed assets exclusively charged to Landesbank Baden- Wurttemberg).

(iii) Second pari passu charge on all current assets of the Company.

(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 ₹ **3,570.87 lakhs** (31 March 2017: ₹ 3,405.70 lakhs) 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 Kriparampur (West Bengal), Pantnagar (Uttarakhand) and Chittoor (Andhra Pradesh).

(iii) Second pari passu charge on all movable fixed assets of the Company except assets specifically charged to other lender(s) (including the main press line of MDF plant at Pantnagar (Uttarakhand) and main press line of MDF plant at Chittoor (Andhra Pradesh) along with any other movable fixed assets exclusively charged to Landesbank Baden-Wurttemberg).

(e) Foreign currency loan - buyers credit of ₹ **5,256.54 lakhs** (31 March 2017: ₹ 2,605.89 lakhs) and Rupee loans - bill discounting of ₹ **4,319.77 lakhs** (31 March 2017: ₹ 4,756.68 lakhs) is secured by letter of credit/letter of undertaking issued by banks.

Notes to the Standalone Financial Statements for the year ended 31 March 2018

₹ in Lakhs

20. Other financial liabilities

	31 March 2018	31 March 2017
Non-current		
Security deposits from customers	1,153.03	1,117.89
Liability for capital goods	1,667.72	-
	2,820.75	**1,117.89**
Current		
Current maturities of long term borrowings (refer note 19)	1,993.51	4,321.97
Current maturities of loan against vehicles and equipments (refer note 19)	494.04	720.40
Interest accrued but not due on borrowings	105.98	82.82
Liability for capital goods	6,883.35	438.87
Employee benefits payable	2,320.07	2,110.34
Unclaimed dividend	4.02	4.22
	11,800.97	**7,678.62**

(a) There is no amount due and outstanding to be credited to Investor Education and Protection Fund as at 31 March 2018.

(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 2018	31 March 2017
Non-current		
Provisions for employee benefits		
Net defined benefit liability - gratuity	1,591.60	1,578.18
Liability for compensated absences	593.19	558.02
	2,184.79	**2,136.20**
Current		
Provisions for employee benefits		
Net defined benefit liability - gratuity	321.57	247.27
Liability for compensated absences	148.25	230.80
	469.82	**478.07**

22. Other non-current liabilities

	31 March 2018	31 March 2017
Deferred income on Government grants	**4,991.70**	**-**

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 2018	31 March 2017
Dues to micro and small enterprises (Refer note 46)	12.31	3.78
Dues to other than micro and small enterprises	21,071.78	20,557.09
Dues to joint venture	17.13	81.08
	21,101.22	**20,641.95**

Information about the Company's exposure to currency and liquidity risks related to trade payables is disclosed in note 42.

Notes to the Standalone Financial Statements for the year ended 31 March 2018

₹ in Lakhs

24. Derivatives

See accounting policy in note 3(c)(v)

	31 March 2018	31 March 2017
Current		
Foreign exchange forward contracts	(5.24)	142.19
Foreign exchange interest rate swaps	(125.97)	27.66
(Asset) / Liability	**(131.21)**	**169.85**

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 2018	31 March 2017
Statutory dues	2,141.02	2,466.11
Deferred income on Government grants	2,338.20	-
Advance from customers	889.18	913.01
	5,368.40	**3,379.12**

26. Revenue from operations

See accounting policy in note 3(k) and (l)

	Year ended 31 March 2018	Year ended 31 March 2017
Sale of products (including excise duty)	1,67,511.75	1,76,882.53
Other operating revenue		
Government grants		
- Refund of goods and service tax and excise duty (refer note 47)	2,688.54	620.87
- Government grants - EPCG scheme (refer note 22)	62.58	-
Export incentives	44.29	49.16
Miscellaneous income	106.39	149.00
	2,901.80	**819.03**
	1,70,413.55	**1,77,701.56**

Post the applicability of Goods and Service Tax (GST) with effect from 1 July 2017, revenue from operations are disclosed net of GST, whereas excise duty formed part of Expenses in previous year. Accordingly, revenue from operations and Expenses for the year ended 31 March 2018 are not comparable with the previous year presented in the standalone financial statements.

27. Other income

	Year ended 31 March 2018	Year ended 31 March 2017
Interest on fixed deposits with banks and others	93.94	94.36
Income from related party:		
- Interest on loan given to wholly owned subsidiaries	93.73	88.14
- Commission on guarantees given to wholly owned subsidiaries and joint venture	109.44	33.34
Unspent liabilities no longer required written back	80.49	182.49
Rental income from property	0.60	0.60
Gain on sale of current investments	-	38.50
	378.20	**437.43**

Notes to the Standalone Financial Statements for the year ended 31 March 2018

₹ in Lakhs

28. Cost of materials consumed

	Year ended 31 March 2018	Year ended 31 March 2017
Inventory of raw materials at the beginning of the year	5,944.39	8,292.20
Add: Purchases	67,501.42	66,601.54
Less: Inventory of raw materials at the end of the year	(9,484.57)	(5,944.39)
	63,961.24	**68,949.35**

29. Purchase of stock in trade

	Year ended 31 March 2018	Year ended 31 March 2017
Purchase of traded goods	**26,253.78**	**22,831.81**

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 2018	Year ended 31 March 2017
Opening inventories		
Work-in-progress	1,605.75	1,151.24
Finished goods	3,772.60	1,579.18
Stock in trade	2,461.59	1,300.04
	7,839.94	**4,030.46**
Closing inventories		
Work-in-progress	2,085.27	1,605.75
Finished goods	3,705.19	3,772.60
Stock in trade	3,858.79	2,461.59
	9,649.25	**7,839.94**
	(1,809.31)	**(3,809.48)**

31. Employees benefits expense

See accounting policy in note 3(i)

	Year ended 31 March 2018	Year ended 31 March 2017
Salaries, wages, bonus, etc.	16,452.77	15,215.04
Contribution to provident and other funds	873.08	856.37
Expenses related to post-employment defined benefit plan	387.24	340.20
Expenses related to compensated absences	326.50	346.16
Staff welfare expenses	480.65	315.80
	18,520.24	**17,073.57**

Salaries, wages, bonus, etc. includes **₹ 2,811.68 lakhs** (31 March 2017: ₹ 2,097.37 lakhs) 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 Standalone Statement of Profit and Loss of the year when the contributions to the respective funds are due.

Notes to the Standalone Financial Statements for the year ended 31 March 2018

₹ in Lakhs

(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 Standalone 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.

As the Company has not funded its liability, it has nothing to disclose regarding plan assets and its reconciliation.

(c) Acturial valuation of gratuity liability

	Year ended 31 March 2018	Year ended 31 March 2017
Defined benefit cost		
Current service cost	252.91	229.02
Interest expense on defined benefit obligation	134.33	111.18
Defined benefit cost in Statement of Profit and Loss	**387.24**	**340.20**
Remeasurements from financial assumptions	4.81	142.55
Remeasurements from experience adjustments	(188.36)	7.60
Defined benefit cost in Other Comprehensive Income (OCI)	**(183.55)**	**150.15**
Total defined benefit cost in Statement of Profit and Loss and OCI	**203.69**	**490.35**
Movement in defined benefit obligation		
Balance at the beginning of the year	1,825.45	1,444.35
Interest cost	134.33	111.18
Current service cost	252.91	229.02
Actuarial (gains)/ losses recognised in other comprehensive income	(183.55)	150.15
Benefits paid	(115.97)	(109.25)
Balance at the end of the year	**1,913.17**	**1,825.45**
Sensitivity analysis		
Salary escalation - Increase by 1%	2,071.86	2,002.31
Salary escalation - Decrease by 1%	1,773.68	1,671.79
Withdrawal rates - Increase by 1%	1,925.42	1,829.49
Withdrawal rates - Decrease by 1%	1,898.80	1,819.98
Discount rates - Increase by 1%	1,780.27	1,682.90
Discount rates - Decrease by 1%	2,066.16	1,992.25
Actuarial assumptions		
Mortality table	IALM 2006-2008	IALM 2006-2008
Discount rate (per annum)	7.60%	7.00%
Rate of escalation in salary (per annum)	6.00%	6.00%
Withdrawal rate	1% - 8%	1% - 8%
Expected benefit payments		
Not later than 1 year	77.09	59.30
Later than 1 year and not later than 5 years	401.25	308.65
More than 5 years	346.37	266.44
Weighted average duration of defined benefit obligation (in years)	5.06	11.24

(d) Amount incurred as expense for defined contribution to Provident Fund is ₹ 696.05 lakhs (31 March 2017 ₹ 675.25 lakhs)

Notes to the Standalone Financial Statements for the year ended 31 March 2018

₹ in Lakhs

32. Finance costs

See accounting policy in note 3(p)

	Year ended 31 March 2018	Year ended 31 March 2017
Interest expense on financial liabilities measured at amortised cost	2,605.81	2,205.91
Exchange difference regarded as an adjustment to borrowing cost	2,230.38	-
Other borrowing cost	184.51	91.75
Less: Finance cost capitalised	(4,073.47)	(485.89)
	947.23	**1,811.77**

33. Depreciation and amortisation expense

See accounting policy in note 3(d)(iii) and (e)(iii)

	Year ended 31 March 2018	Year ended 31 March 2017
Depreciation of property, plant and equipment	4,397.55	4,746.17
Amortisation of intangible assets	83.86	106.92
	4,481.41	**4,853.09**

34. Other expenses

	Year ended 31 March 2018	Year ended 31 March 2017
Consumption of stores and spares	1,678.67	1,644.80
Power and fuel	6,963.62	6,828.30
Rent	1,106.73	960.99
Repairs to:		
- buildings	193.82	153.58
- plant and equipment	1,408.80	1,239.70
- others	806.20	967.51
Insurance	378.71	345.15
Rates and taxes	479.15	551.11
Travelling expenses	2,145.46	1,674.32
Freight and delivery expenses	9,372.49	10,013.70
Advertisement and sales promotion	5,497.30	6,241.98
Directors sitting fees	27.59	29.19
Payment to auditors [refer note 34 (i) below]	46.80	25.01
Donation	38.68	38.89
Expenditure on corporate social responsibility [refer note 34 (ii) below]	340.43	317.93
Loss on sale/discard of property, plant and equipment	502.63	227.13
Amortisation of leasehold land prepayments	32.90	18.84
Loss on fair valuation of investments at FVTPL	0.32	0.12
Provision for doubtful debts	302.32	230.68
Foreign exchange fluctuations	1,404.94	365.37
Miscellaneous expenses	4,412.52	4,067.20
	37,140.08	**35,941.50**

Notes to the Standalone Financial Statements for the year ended 31 March 2018

₹ in Lakhs

34(i) Payment to auditors

	Year ended 31 March 2018	Year ended 31 March 2017
As auditors:		
- Statutory audit	35.00	20.00
- Tax audit	-	2.00
- Limited review of quarterly results*	4.25	0.75
In other capacity		
- Certification fees*	1.67	2.26
- Other services	4.15	-
Reimbursement of expenses	1.73	-
	46.80	**25.01**

* Payment to auditors for the year ended 31 March 2018 includes payment made to erstwhile auditor amounting to ₹ 0.25 lakhs towards limited review of 1st quarter results and ₹ 0.87 lakhs towards certification fees.

34(ii) Details of corporate social responsibility (CSR) expenditure

	Year ended 31 March 2018	Year ended 31 March 2017
(a) Gross amount required to be spent by the Company during the year	341.69	307.26
(b) Amount spent during the year in cash on :		
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above		
- Expenses towards Plantation activities	73.43	77.93
- Contribution to trust i.e. Greenply Foundation	267.00	240.00
	340.43	**317.93**
(c) Amount yet to be paid in cash	**1.26**	**-**

35. Income tax

See accounting policy in note 3(o)

	Year ended 31 March 2018	Year ended 31 March 2017
(a) Amount recognised in Profit and Loss		
Current tax	4,106.65	4,058.81
Earlier years tax	(41.04)	123.66
Income tax	**4,065.61**	**4,182.47**
Deferred tax	(77.06)	(545.34)
Mat credit	1,362.08	1,950.52
Deferred tax	**1,285.02**	**1,405.18**
Tax expense in Statement of Profit and Loss	**5,350.63**	**5,587.65**
Deferred tax in other comprehensive income	64.14	(81.97)
Tax expense in Total Comprehensive Income	**5,414.77**	**5,505.68**

Notes to the Standalone Financial Statements for the year ended 31 March 2018

₹ in Lakhs

	Year ended 31 March 2018	Year ended 31 March 2017
(b) Reconciliation of effective tax rate for the year		
Profit before Tax	18,920.09	19,094.86
Applicable Income Tax rate	34.608%	34.608%
Computed tax expense	**6,547.86**	**6,608.35**
Additional deduction as per income tax	(1,356.49)	(1,115.77)
Non-deductible expenses for tax purposes	136.64	129.15
Other differences	22.62	(34.08)
Tax expense in Statement of Profit and Loss	**5,350.63**	**5,587.65**
(c) Recognised deferred tax assets and liabilities:		
Property, plant and equipment and intangible assets	4,696.72	4,532.58
Provisions for employee benefits	(1,208.16)	(1,147.49)
Expenses allowed for tax purposes when paid	(220.90)	(208.30)
Provision for doubtful debts	(392.26)	(338.90)
Other temporary differences	(78.38)	(27.95)
Minimum Alternate Tax (MAT) credit	(151.83)	(1,407.59)
Deferred tax liabilities	**2,645.19**	**1,402.35**
(d) Reconciliation of Deferred Tax Liability:		
Temporary difference on account of:		
Property, plant and equipment and intangible assets	164.14	(217.85)
Provisions for employee benefits	(124.81)	(185.24)
Expenses allowed for tax purposes when paid	(12.60)	(55.85)
Provision for doubtful debts	(53.36)	(78.15)
Other temporary differences	(50.43)	(8.25)
Minimum Alternate Tax (MAT) credit entitlement	1,362.08	1,950.52
Deferred tax in Statement of Profit and Loss	**1,285.02**	**1,405.18**
Temporary difference of liabilities in other comprehensive income	64.14	(81.97)
Deferred tax in Total Comprehensive Income	**1,349.16**	**1,323.21**
MAT credit utilisation in income tax for earlier years	(106.32)	-
Total Deferred tax	**1,242.84**	**1,323.21**

36. Earnings per share

	Year ended 31 March 2018	Year ended 31 March 2017
Basic and diluted earnings per share		
(i) Profit for the year, attributable to the equity shareholders	13,569.46	13,507.21
(ii) Weighted average number of equity shares		
- Number of equity shares at the beginning of the year	122,627,395	120,681,870
- Number of equity shares alloted on 16 August 2016	-	1,945,525
- Number of equity shares at the end of the year	122,627,395	122,627,395
Weighted average number of equity shares	**122,627,395**	**121,897,157**
Basic and diluted earnings per share (₹) [(i)/(ii)]	**11.07**	**11.08**

Notes to the Standalone Financial Statements for the year ended 31 March 2018

₹ in Lakhs

37. Contingent liabilities and commitments

(to the extent not provided for)

	31 March 2018	31 March 2017
Contingent liabilities		
(a) Claims against the Company not acknowledged as debts:		
(i) Excise duty, sales tax and other indirect tax in dispute	3,371.66	2,786.14
(ii) Consumer court cases in dispute	83.12	85.64
b) Guarantees outstanding		
(i) Guarantee given to bank in respect of financial assitance to a joint venture company	1,950.15	1,950.68
(ii) Standby letter of credit issued on behalf of the Company to secure the financial assistance to its subsidiary	10,521.90	1,625.56
Capital and other commitments		
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	4,747.54	23,716.26
(ii) Estimated amount of export obligations to be fulfilled in respect of goods imported under Export Promotion Capital Goods scheme (EPCG)	45,596.47	29,460.54

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.

Guarantees outstanding:

The Company had issued guarantees in favour of banker on behalf of its joint venture company - Greenply Alkemal (Singapore) Pte. Limited for the purpose of availing working capital loan. This guarantee was issued in USD.

The Company had issued counter guarantees in favour of banker on behalf of its wholly owned subsidiary company - Greenply Trading Pte. Limited and Greenply Middle East Limited, for the purpose of availing working capital loan. These guarantees was issued in USD.

38. Operating leases

See accounting policy in note 3(m)

(a) Future minimum lease rentals payable under non cancellable operating lease

The Company has taken certain vehicles under non-cancelable operating leases. Lease rental expense under non-cancellable operating lease during the year amounted to **₹195.13 lakhs** (31 March 2017: ₹159.74 lakhs). Future minimum lease payments under non-cancellable operating lease is as below:

	31 March 2018	31 March 2017
Not later than one year	181.77	159.29
Later than one year and not later than five years	302.00	329.67
More than five years	-	-
	483.77	**488.96**

(b) The Company has taken certain commercial premises and equipment 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 ₹ **911.60 lakhs** (31 March 2017: ₹ 801.25 lakhs) has been included as rent in note 34 'Other expenses'.

Notes to the Standalone Financial Statements for the year ended 31 March 2018

₹ in Lakhs

39. Related party disclosure

a) Related parties where control exists

Wholly owned subsidiary companies:

i) Greenply Trading Pte. Limited, Singapore
ii) Greenply Holdings Pte. Limited, Singapore
iii) Greenply Middle East Limited, Dubai
iv) Greenply Gabon SA, Gabon (Subsidiary of Greenply Middle East Limited, Dubai)
v) Greenpanel Industries Limited, India (w.e.f. 13.12.2017)

Company in which a Subsidiary is a Joint Venture Partner:

i) Greenply Alkemal (Singapore) Pte. Limited, Singapore
(Joint venture of Greenply Trading Pte. Limited, Singapore with Alkemal Singapore Pte. Limited, Singapore)

b) Other Related parties with whom transactions have taken place during the year

Key Management Personnel (KMP)

i) Mr.Shiv Prakash Mittal, Executive Chairman
ii) Mr. Rajesh Mittal, Managing Director
iii) Mr. Shobhan Mittal, Joint Managing Director & CEO
iv) Mr. Sanidhya Mittal, Executive Director (w.e.f. 07.02.2018)
v) Mr. Susil Kumar Pal, Non-Executive Independent Director
vi) Mr. Vinod Kumar Kothari, Non-Executive Independent Director
vii) Mr. Anupam Kumar Mukerji, Non-Executive Independent Director
viii) Mr. Upendra Nath Challu, Non-Executive Independent Director
ix) Ms. Sonali Bhagwati Dalal, Non-Executive Independent Director
x) Mr. Moina Yometh Konyak, Non-Executive Independent Director (died on 08.01.2018)
xi) Mr. V. Venkatramani, Chief Financial Officer
xii) Mr. Kaushal Kumar Agarwal, Company Secretary & Vice President - Legal

Relatives of Key Management Personnel (KMP)

i) Mrs. Chitwan Mittal (Wife of Mr. Shobhan Mittal)
ii) Mrs. Surbhi Poddar (Daughter of Mr. Rajesh Mittal)
iii) Mr. Sanidhya Mittal (Son of Mr. Rajesh Mittal)

c) Enterprises controlled by Key Management Personnel or their relatives

i) Prime Holdings Private Limited
ii) Trade Combines (Partnership Firm)
iii) RS Homcon Limited
iv) Mastermind Shoppers Private Limited
v) Greenlam Industries Limited

d) Related party transactions

Name of the related party	Nature of transaction	31 March 2018	31 March 2017
Greenply Trading Pte. Limited	Sale of products	2,895.60	1,671.52
	Purchase of products	-	44.04
	Commission on guarantee	8.90	-
	Interest income	32.26	78.03
	Investments	389.48	1,634.24
	Loan refund	648.05	336.59
	SBLC charges recovered	-	22.69

Notes to the Standalone Financial Statements for the year ended 31 March 2018

₹ in Lakhs

Name of the related party	Nature of transaction	31 March 2018	31 March 2017
Greenply Middle East Limited	Purchase of products	1,111.20	-
	Commission on guarantees	80.07	2.34
	Guarantees given	4,836.37	650.23
	Interest income	61.47	10.11
	Investments	-	1,820.39
	Loan given	1,157.13	474.88
Greenply Holdings Pte. Limited	Investments	-	16.74
Greenply Alkemal (Singapore) Pte. Limited	Purchase of products	487.34	968.73
	Commission on guarantee	19.38	31.00
	Guarantee given	-	975.34
Greenply Gabon SA	Commission on guarantee	1.09	-
	Guarantee given	4,385.43	-
Greenpanel Industries Limited	Investments	10.00	-
Greenlam Industries Limited	Sale of products	207.62	122.05
	Purchase of products	379.36	209.86
	Rental income	0.60	0.60
Mr. Shiv Prakash Mittal	Remuneration	528.94	531.56
Mr. Rajesh Mittal	Remuneration	517.46	520.08
Mr. Shobhan Mittal	Remuneration	359.02	405.71
Mr. Sanidhya Mittal	Remuneration	67.82	19.61
Mr. V. Venkatramani	Remuneration	85.39	76.23
Mr. Kaushal Kumar Agarwal	Remuneration	42.91	37.89
Mr. Anupam Kumar Mukerji	Remuneration	16.95	15.30
Mr. Susil Kumar Pal	Remuneration	16.95	16.70
Mr. Upendra Nath Challu	Remuneration	16.20	14.50
Mr. Vinod Kumar Kothari	Remuneration	15.35	16.50
Ms. Sonali Bhagwati Dalal	Remuneration	11.60	12.00
Mr. Moina Yometh Konyak	Remuneration	-	10.40
Mrs. Chitwan Mittal	Remuneration	28.23	21.22
Mrs. Surbhi Poddar	Remuneration	16.34	14.21
Prime Holdings Private Limited	Rent paid	18.72	17.83
RS Homcon Limited	Rent paid	7.46	7.06
Trade Combines	Rent paid	3.40	3.24
Mastermind Shoppers Private Limited	Rent paid	4.35	-
	Security deposit given	2.90	-

e) Outstanding balances

Name of the related party	Nature of transaction	31 March 2018	31 March 2017
Greenply Trading Pte. Limited	Loan given	-	663.89
	Sale of products	855.18	376.68
	Guarantee given	650.05	975.08
Greenply Middle East Limited	Loan given	1,625.13	455.16
	Purchase of products	47.07	-
	Guarantees given	5,486.42	650.05
Greenply Alkemal (Singapore) Pte. Limited	Purchase of products	17.13	81.08
	Guarantee given	1,950.15	1,950.15
Greenply Gabon SA	Guarantee given	4,385.43	-
Greenlam Industries Limited	Purchase of products	10.77	27.80
	Sale of products	21.89	28.41
Mr. Shiv Prakash Mittal	Remuneration	283.80	286.42
Mr. Rajesh Mittal	Remuneration	283.80	286.42
Mr. Shobhan Mittal	Remuneration	283.80	286.42
Mr. Sanidhya Mittal	Remuneration	41.62	-

Notes to the Standalone Financial Statements for the year ended 31 March 2018

₹ in Lakhs

Name of the related party	Nature of transaction	31 March 2018	31 March 2017
Prime Holdings Private Limited	Security deposit given	13.20	13.20
RS Homcon Limited	Security deposit given	1.50	1.50
Trade Combines	Security deposit given	2.40	2.40
Mastermind Shoppers Private Limited	Security deposit given	2.90	-

f) Key Management Personnel compensation

Key management personnels compensation comprised of the following:

Nature of transaction	31 March 2018	31 March 2017
Short-term employee benefits	1,539.49	1,506.65
Other long-term benefits	62.05	64.82
Total compensation paid to key management personnel	**1,601.54**	**1,571.47**

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 a 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.

The loan given to related parties is made in the ordinary course of business and on terms at arm's length price. Outstanding balances at the year-end is unsecured and will be settled in cash and cash equivalents. The interest on loan given to subsidaries is fixed at arm length rate at 12 months USD Libor plus 500 basis points.

The guarantees given to related parties is made in the ordinary course of business and on terms at arm's length price. The commission on such guarantees have been recovered at arm length price as per safe harbour rules of Income Tax Act.

h) Details of loans, investments and guarantee covered under Section 186(4) of the Companies Act, 2013

(i) Details of loans

Loan given to Greenply Middle East Limited bears interest rate of 12 months USD Libor plus 5% p.a. and is repayable at various dates on or before 11 February 2024. The said loan has been given for business requirements. (refer note 8).

(ii) Details of investments

Particulars of investments as required under Section 186(4) of the Companies Act, 2013 have been disclosed in note 7.

Notes to the Standalone Financial Statements for the year ended 31 March 2018

₹ in Lakhs

(iii) Details of guarantees

Name of the Company	Date of undertaking	Purpose	31 March 2018
Greenply Middle East Limited	17 May 2017	Short-term loan facility	650.05
Greenply Middle East Limited	19 May 2017	Long-term loan facility	2,275.18
Greenply Middle East Limited	25 October 2017	Short-term loan facility	1,911.15
Greenply Gabon SA	23 March 2018	Long-term loan facility	4,385.43
Name of the Company	**Date of undertaking**	**Purpose**	**31 March 2017**
Greenply Middle East Limited	25 January 2017	Short-term loan facility	650.23
Greenply Alkemal (Singapore) Pte. Limited	16 September 2016	Short-term loan facility	975.34

40. Accounting classifications and fair values

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 2018	31 March 2017
Financial assets at amortised cost		
Non-current		
Loans	2,899.43	1,287.11
Other financial assets	2,019.39	-
Current		
Trade receivables	28,439.92	30,111.59
Cash and cash equivalents	2,964.58	7,089.01
Other bank balances	35.36	70.81
Loans	138.47	981.97
Other financial assets	1,946.36	2,256.66
	38,443.51	**41,797.15**
Financial assets at fair value through profit and loss		
Non-current		
Level 1		
Investments	0.59	0.91
Current		
Level 2		
Derivatives	131.21	-
	131.80	**0.91**
Total Financial Assets	**38,575.31**	**41,798.06**
Financial liabilities at amortised cost		
Non-current		
Borrowings	45,910.71	25,742.55
Other financial liabilities	2,820.75	1,117.89
Current		
Borrowings	16,847.86	11,839.67
Other financial liabilities	11,800.97	7,678.62
Trade payables	21,101.22	20,641.95
	98,481.51	**67,020.68**
Financial liabilities at fair value through profit and loss		
Current		
Level 2		
Derivatives	-	169.85
	98,481.51	**67,190.53**

Notes to the Standalone Financial Statements for the year ended 31 March 2018

₹ in Lakhs

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 2018	31 March 2017
Financial assets - Level 1		
Investments	0.59	0.91
Financial assets - Level 2		
Derivatives	131.21	-
Financial liabilities - Level 2		
Derivatives	-	169.85

The management assessed that trade receivables, cash and cash equivalent, other bank balances, trade payable, cash credits 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.

Notes to the Standalone Financial Statements for the year ended 31 March 2018

₹ in Lakhs

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.

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 2018	31 March 2017
Revenue from a top customer	2.40%	2.45%
Revenue from top five customers	6.47%	5.95%

Notes to the Standalone Financial Statements for the year ended 31 March 2018

₹ in Lakhs

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 and 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 2018	31 March 2017
Balance at the beginning	502.33	267.68
Impairment loss recognised	319.39	234.65
Balance at the end	**821.72**	**502.33**

(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 2018	< 1 year	1 - 5 years	> 5 years	Total
Borrowings (including current maturities)*	20,879.06	29,307.84	22,333.37	72,520.27
Trade payables	21,101.22	-	-	21,101.22
Other financial liabilities	9,207.44	2,487.21	333.54	12,028.19
	51,187.72	**31,795.05**	**22,666.91**	**1,05,649.68**
31 March 2017	**< 1 year**	**1 - 5 years**	**> 5 years**	**Total**
Borrowings (including current maturities)*	17,907.41	17,370.96	14,526.18	49,804.55
Trade payables	20,641.95	-	-	20,641.95
Other financial liabilities	2,553.43	1,117.89	-	3,671.32
Derivatives	169.85	-	-	169.85
	41,272.64	**18,488.85**	**14,526.18**	**74,287.67**

* 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.

Notes to the Standalone Financial Statements for the year ended 31 March 2018

₹ in Lakhs

(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:

Particulars	Currency	31 March 2018		31 March 2017	
		Amount in Foreign currency	₹ in Lacs	Amount in Foreign currency	₹ in Lacs
- Hedged exposures					
Borrowings - Buyers credit	EURO	-	-	1,69,657	117.60
	USD	42,44,630	2,759.22	38,26,816	2,488.29
			2,759.22		**2,605.89**
- Unhedged exposures					
Borrowings	EURO	3,68,80,853	29,406.99	2,76,66,559	19,176.80
	USD	90,00,000	5,850.45	33,80,000	2,197.76
			35,257.44		**21,374.56**
Borrowings - Buyers credit	EURO	1,10,795	88.34	-	-
	USD	37,05,833	2,408.98	-	-
			2,497.32		**-**
Trade payables	EURO	41,51,587	3,310.27	3,49,774	242.44
	USD	5,67,343	368.80	1,13,291	73.66
			3,679.07		**316.10**
Loans to subsidiaries	USD	25,00,000	1,625.13	17,21,023	1,119.05
			1,625.13		1,119.05
Trade receivables	USD	13,23,285	860.20	5,79,304	376.68

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 2018	31 March 2017
USD (1% Movement)	Profit or loss	Strengthening	(89.02)	(32.64)
		Weakening	89.02	32.64
	Equity, net of tax	Strengthening	(58.21)	(21.34)
		Weakening	58.21	21.34
EUR (1% Movement)	Profit or loss	Strengthening	(328.06)	(195.37)
		Weakening	328.06	195.37
	Equity, net of tax	Strengthening	(214.52)	(127.76)
		Weakening	214.52	127.76

Notes to the Standalone Financial Statements for the year ended 31 March 2018

₹ 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 2018	31 March 2017
Fixed rate instruments		
Financial assets	-	-
Financial liabilities	-	-
	-	-
Effect of interest rate swaps	(5,850.45)	(3,559.65)
	(5,850.45)	**(3,559.65)**
Variable rate instruments		
Financial assets	1,625.13	1,119.05
Financial liabilities	(66,090.55)	(43,819.14)
	(64,465.42)	**(42,700.09)**
Effect of interest rate swaps	5,850.45	3,559.65
	(58,614.97)	**(39,140.44)**

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 2018	31 March 2017
Variable rate instruments	Profit or loss	Strengthening	(644.65)	(427.00)
		Weakening	644.65	427.00
	Equity, net of tax	Strengthening	(421.55)	(279.22)
		Weakening	421.55	279.22
Interest rate swap	Profit or loss	Strengthening	58.50	35.60
		Weakening	(58.50)	(35.60)
	Equity, net of tax	Strengthening	38.25	23.28
		Weakening	(38.25)	(23.28)
Cash flow sensitivity (net)	Profit or loss	Strengthening	(586.15)	(391.40)
		Weakening	586.15	391.40
	Equity, net of tax	Strengthening	(383.30)	(255.94)
		Weakening	383.30	255.94

Notes to the Standalone Financial Statements for the year ended 31 March 2018

₹ in Lakhs

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 furture 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 2018	31 March 2017
Total debt (Bank and other borrowings)	65,246.12	42,624.59
Less: Cash and cash equivalents	2,964.58	7,089.01
Adjusted net debt	**62,281.54**	**35,535.58**
Equity	91,505.38	78,702.05
Debt to Equity (net)	**0.68**	**0.45**

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.

Notes to the Standalone Financial Statements for the year ended 31 March 2018

₹ in Lakhs

46. Due to Micro enterprises and small enterprises

	31 March 2018	31 March 2017
(a) The amounts remaining unpaid to Micro and Small suppliers as at the end of each accounting year		
- Principal	12.31	3.78
- 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 units set-up in Rudrapur-MDF, Uttarakhand and Tizit, Nagaland of ₹ **1,934.61 lakhs** (31 March 2017 ₹ Nil) and incentive against refund of excise duty for the unit set-up in Tizit, Nagaland till 30 June 2017 of ₹ **753.93 lakhs** (31 March 2017 ₹ 620.87 lakhs).

Notes to the Standalone Financial Statements for the year ended 31 March 2018

₹ in Lakhs

48. Distribution made and proposed dividend (Ind AS 1)

	Year ended 31 March 2018	Year ended 31 March 2017
Cash dividend on equity shares declared and paid		
Final dividend for the year ended on 31 March 2017:	735.76	724.09
₹ 0.60 per share (31 March 2016: ₹ 0.60)		
Dividend distribution tax on final dividend	149.78	147.41
Total dividend paid	**885.54**	**871.50**
Proposed dividend on Equity shares		
Final dividend for the year ended on 31 March 2018:	735.76	735.76
₹ 0.60 per share (31 March 2017: ₹ 0.60)		
Dividend distribution tax on final dividend	151.24	149.78
Total dividend proposed	**887.00**	**885.54**

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 2018.

49. The standalone financial statements of the previous year were audited by a firm of chartered accountants other than B S R & Co. LLP.

50. Previous year's figures have been regrouped/reclassified wherever necessary to conform to current year's classification/disclosure.

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

Jayanta Mukhopadhyay
Partner
Membership no: 055757

Place : Kolkata
Dated : 29 May 2018

For and on behalf of Board of Directors of
Greenply Industries Limited
CIN: L20211AS1990PLC003484

Shiv Prakash Mittal
Executive Chairman
(DIN : 00237242)

Rajesh Mittal
Managing Director
(DIN : 00240900)

V. Venkatramani
Chief Financial Officer

Kaushal Kumar Agarwal
Company Secretary & VP-Legal

Place : Kolkata
Dated : 29 May 2018

Independent Auditor's Report

To the Members of Greenply Industries Limited

Report on the Audit of Consolidated Financial Statements

We have audited the accompanying consolidated Ind AS financial statements of Greenply Industries Limited (hereinafter referred to as 'the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group') and its joint venture, which comprise the Consolidated Balance Sheet as at 31 March 2018, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows, for the year then ended, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'the consolidated Ind AS financial statements').

Management's Responsibility for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as 'the Act') that give a true and fair view of the consolidated state of affairs, consolidated profit and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its joint venture in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its joint venture and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group and of its joint venture are responsible for assessing the ability of the Group and its joint venture 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143 (10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and

the reasonableness of the accounting estimates made, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.

We are also responsible to 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 and of its joint venture to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the 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.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph 2 of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries and its joint venture, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its joint venture as at 31 March 2018, and their consolidated profit and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows for the year ended on that date.

Other matters

1. The comparative financial information of the Group for the year ended 31 March 2017 included in these consolidated Ind AS financial statements have been audited by the predecessor auditor who had audited the consolidated Ind AS financial statements for the relevant periods. The report of the predecessor auditor on the comparative financial information dated 29 May 2017 expressed an unmodified opinion.

2. We did not audit the financial statements/ financial information of 4 (four) subsidiaries – Greenply Trading Pte. Limited, Greenply Holdings Pte. Limited, Greenply Middle East Limited and Greenpanel Industries Limited and 1 (one) joint venture – Greenply Alkemal (Singapore) Pte. Limited for the year ended 31 March 2018, whose financial statements/ financial information reflect total assets of ₹ 15,734.29 lakhs and net assets of ₹ (3,754.84) lakhs as at 31 March 2018, total revenues of ₹ 7,285.69 lakhs and net cash outflows amounting to ₹ 296.82 lakhs for the year ended on that date, as considered in the consolidated Ind AS financial statements. The consolidated Ind AS financial statements also includes the Group's share of net loss of ₹ 760.25 lakhs for the year ended 31 March 2018, as considered in the consolidated Ind AS financial statements, in respect of a joint venture whose financial statements have not been audited by us. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint venture and our report in terms of sub-section (3) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries and joint venture is based solely on the reports of the other auditors.

   Certain of these subsidiaries and joint venture are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management have converted those financial statements of such subsidiaries and joint venture located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India.

We have audited these conversion adjustments made by the Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Company and audited by us.

Our opinion above on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries and a joint venture, as noted in the 'other matter' paragraph, 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 Ind AS financial statements;

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;

   c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated 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 Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act, read with relevant rules issued thereunder;

   e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2018 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2018 from being appointed as a director in terms of Section 164(2) of the Act, except that in respect of one of the director of the Holding Company, whose name appears in the list of disqualified directors as hosted by the Ministry of Corporate Affairs ('MCA') under Section 164(2). According to the information and explanation given to us, the said director has filed an appeal with the National Company Law Tribunal ('NCLT') under MCA for restoration of the status, and has also filed a writ petition with the Hon'ble High Court of Delhi at New Delhi, and has been granted stay order by Hon'ble High Court of Delhi at New Delhi till the time of disposal of the appeal by the NCLT;

   f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and; its subsidiary company incorporated in India and the operating effectiveness of such controls, refer to our separate Report in 'Annexure A'; and

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 Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries and joint venture, as noted in the 'Other matters' paragraph:

i. i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its joint venture. Refer Note 37 to the consolidated Ind AS financial statements.

ii. The Group and its joint venture did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2018.

iii. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company during the year ended 31 March 2018. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the subsidiary company incorporated in India..

iv. The disclosures in the consolidated Ind AS financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made since they do not pertain to the financial year ended 31 March 2018.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

Jayanta Mukhopadhyay
Partner
Membership No: 055757

Place: Kolkata
Date: 29 May 2018

Annexure A to the Independent Auditor's Report

(Referred to in our report of even date)

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated Ind AS financial statements of Greenply Industries Limited ("the Holding Company") as of and for the year ended 31 March 2018, we have audited the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company incorporated in India as of that day.

Management's Responsibility for Internal Financial Controls with reference to financial statements

The respective Board of Directors of the Holding Company and its subsidiary company incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company and its subsidiary company incorporated in India considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's and its subsidiary company incorporated in India, internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") 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. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that whether a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditor in terms of their report referred to in Other matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's and its subsidiary company incorporated in India, internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance

with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiary company incorporated in India, have in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31 March 2018, based on the internal control with reference to financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other matter

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements in so far as it relates to its subsidiary company incorporated in India, is based on the corresponding report of the auditor of such subsidiary company, incorporated in India.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

Jayanta Mukhopadhyay
Partner
Membership No: 055757

Place: Kolkata
Date: 29 May 2018

Consolidated Balance Sheet

as at 31 March 2018

₹ in Lakhs

	Note	31 March 2018	31 March 2017
Assets			
(1) Non-current assets			
(a) Property, plant and equipment	4	57,453.82	52,383.00
(b) Capital work-in-progress	5	77,040.12	26,869.37
(c) Other intangible assets	6	593.17	208.78
(d) Financial assets			
(i) Investments	7	1,845.05	2,611.61
(ii) Loans	8	1,445.31	1,053.65
(iii) Other financial assets	15	2,019.39	-
(e) Non-current tax assets (net)	9	153.49	-
(f) Other non-current assets	14	5,746.29	14,567.69
Total non-current assets		**1,46,296.64**	**97,694.10**
(2) Current assets			
(a) Inventories	10	23,120.90	15,846.27
(b) Financial assets			
(i) Trade receivables	11	28,560.14	29,834.78
(ii) Cash and cash equivalents	12	3,317.41	7,738.65
(iii) Other bank balances	13	35.36	70.81
(iv) Loans	8	138.47	333.37
(v) Derivatives	24	131.21	-
(vi) Other financial assets	15	1,946.36	2,256.66
(c) Other current assets	16	7,567.35	3,679.03
Total current assets		**64,817.20**	**59,759.57**
Total assets		**2,11,113.84**	**1,57,453.67**
Equity and liabilities			
Equity			
(a) Equity share capital	17	1,226.27	1,226.27
(b) Other equity	18	86,524.27	76,039.88
Total equity		**87,750.54**	**77,266.15**
Liabilities			
(1) Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	19	48,479.15	26,584.90
(ii) Other financial liabilities	20	3,489.09	2,880.83
(b) Provisions	21	2,184.79	2,136.20
(c) Deferred tax liabilities (net)	35	2,645.19	1,402.35
(d) Other non-current liabilities	22	4,991.70	-
Total non-current liabilities		**61,789.92**	**33,004.28**
(2) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	19	19,753.32	12,768.04
(ii) Trade payables	23	21,896.53	20,760.33
(iii) Derivatives	24	-	169.85
(iv) Other financial liabilities	20	13,980.13	9,616.82
(b) Other current liabilities	25	5,473.58	3,390.13
(c) Provisions	21	469.82	478.07
Total current liabilities		**61,573.38**	**47,183.24**
Total liabilities		**1,23,363.30**	**80,187.52**
Total equity and liabilities		**2,11,113.84**	**1,57,453.67**
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 **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

Jayanta Mukhopadhyay
Partner
Membership no: 055757

Place : Kolkata
Dated : 29 May 2018

For and on behalf of Board of Directors of
Greenply Industries Limited
CIN: L20211AS1990PLC003484

Shiv Prakash Mittal
Executive Chairman
(DIN : 00237242)

Rajesh Mittal
Managing Director
(DIN : 00240900)

V. Venkatramani
Chief Financial Officer

Kaushal Kumar Agarwal
Company Secretary & VP-Legal

Place : Kolkata
Dated : 29 May 2018

Consolidated Statement of Profit and Loss

for the year ended 31 March 2018

₹ in Lakhs

		Note	Year ended 31 March 2018	Year ended 31 March 2017
I.	Revenue from operations	26	1,73,697.56	1,78,189.32
II.	Other income	27	216.17	377.59
III	**Total income (I+II)**		**1,73,913.73**	**1,78,566.91**
IV.	**Expenses**			
	Cost of materials consumed	28	63,952.52	68,949.35
	Purchase of stock in trade	29	27,469.73	23,181.60
	Changes in inventories of finished goods, work-in-progress and stock in trade	30	(1,879.15)	(3,789.13)
	Excise duty		2,376.99	11,392.52
	Employees benefits expense	31	19,669.35	17,720.85
	Finance costs	32	1,135.63	1,891.94
	Depreciation and amortisation expense	33	4,981.11	5,066.28
	Other expenses	34	39,033.96	36,245.40
	Total expenses (IV)		**1,56,740.14**	**1,60,658.81**
V.	**Share of profit/(loss) of a joint venture**		(760.25)	223.92
VI.	**Profit before tax (III-IV+V)**		16,413.34	18,132.02
	Current tax		(4,065.61)	(4,182.47)
	Deferred tax		(1,285.02)	(1,405.18)
VII.	**Tax expense**	35	**(5,350.63)**	**(5,587.65)**
VIII.	**Profit for the year (VI-VII)**		11,062.71	12,544.37
IX.	**Other comprehensive income**			
	Items that will not be reclassified subsequently to profit or loss:			
	Remeasurements of defined benefit liability/(asset)		183.55	(236.85)
	Income tax relating to items that will not be reclassified to profit or loss		(64.14)	81.97
	Net other comprehensive income not to be reclassified subsequently to profit or loss		**119.41**	**(154.88)**
	Items that will be reclassified subsequently to profit or loss:			
	Exchange differences in translating financial statements of foreign operations		187.81	(553.69)
	Net other comprehensive income to be reclassified subsequently to profit or loss		187.81	(553.69)
	Other comprehensive income for the year (net of tax)		**307.22**	**(708.57)**
X.	**Total comprehensive income for the year (VIII+IX)**	36	**11,369.93**	**11,835.80**
XI.	**Earnings per equity share**			
	[Face value of equity share ₹ 1 each (previous year ₹ 1 each)]			
	- Basic (₹)		**9.02**	**10.29**
	- Diluted (₹)		**9.02**	**10.29**
	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 **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

Jayanta Mukhopadhyay
Partner
Membership no: 055757

Place : Kolkata
Dated : 29 May 2018

For and on behalf of Board of Directors of
Greenply Industries Limited
CIN: L20211AS1990PLC003484

Shiv Prakash Mittal
Executive Chairman
(DIN : 00237242)

Rajesh Mittal
Managing Director
(DIN : 00240900)

V. Venkatramani
Chief Financial Officer

Kaushal Kumar Agarwal
Company Secretary & VP-Legal

Place : Kolkata
Dated : 29 May 2018

Consolidated Statement of Changes in Equity

for the year ended 31 March 2018

₹ in Lakhs

a) Equity share capital

Particulars	Note	Amount
Balance as at 1 April 2016		1,206.82
Issue of equity share capital during the year	17	19.45
Balance as at 31 March 2017		**1,226.27**
Changes in equity share capital during the year	17	-
Balance as at 31 March 2018		**1,226.27**

b) Other equity

Particulars	Note	Reserves and surplus			Items of OCI		Total
		Securities premium	General reserve	Retained earnings	Exchange differences on translation	Remeasurements of defined benefit liability	
Balance as at 1 April 2016		-	16,962.24	43,369.29	135.56	(243.54)	60,223.55
Total comprehensive income for the year ended 31 March 2017							
Profit or loss		-	-	12,544.37	-	-	12,544.37
Other comprehensive income (net of tax)		-	-	-	(553.69)	(154.88)	(708.57)
Total comprehensive income		-	-	12,544.37	(553.69)	(154.88)	11,835.80
Transfer to/ (from) general reserve		-	6,500.00	(6,500.00)	-	-	-
Transactions with owners, recorded directly in equity Contributions by and distributions to owners							
Dividend (including dividend distribution tax)	48	-	-	(871.50)	-	-	(871.50)
On issue of equity share	18	4,980.54	-	-	-	-	4,980.54
Expenses pertaining to issue of equity share		(128.51)	-	-	-	-	(128.51)
Total contributions by and distributions to owners		4,852.03	-	(871.50)	-	-	3,980.53

Consolidated Statement of Changes in Equity

for the year ended 31 March 2018

₹ in Lakhs

Particulars	Note	Reserves and surplus			Items of OCI		Total
		Securities premium	General reserve	Retained earnings	Exchange differences on translation	Remeasurements of defined benefit liability	
Total transactions with owners		4,852.03	-	(871.50)	-	-	3,980.53
Balance as at 31 March 2017		4,852.03	23,462.24	48,542.16	(418.13)	(398.42)	76,039.88
Balance as at 1 April 2017		4,852.03	23,462.24	48,542.16	(418.13)	(398.42)	76,039.88
Total comprehensive income for the year ended 31 March 2018							
Profit or loss		-	-	11,062.71	-	-	11,062.71
Other comprehensive income (net of tax)		-	-	-	187.81	119.41	307.22
Total comprehensive income		-	-	11,062.71	187.81	119.41	11,369.93
Transfer to/(from) general reserve		-	6,500.00	(6,500.00)	-	-	-
Transactions with owners, recorded directly in equity Contributions by and distributions to owners							
Dividend (including dividend distribution tax)	48	-	-	(885.54)	-	-	(885.54)
Total contributions by and distributions to owners		-	-	(885.54)	-	-	(885.54)
Total transactions with owners		-	-	(885.54)	-	-	(885.54)
Balance as at 31 March 2018		**4,852.03**	**29,962.24**	**52,219.33**	**(230.32)**	**(279.01)**	**86,524.27**
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 **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

Jayanta Mukhopadhyay
Partner
Membership no: 055757

Place : Kolkata
Dated : 29 May 2018

For and on behalf of Board of Directors of
Greenply Industries Limited
CIN: L20211AS1990PLC003484

Shiv Prakash Mittal
Executive Chairman
(DIN : 00237242)

Rajesh Mittal
Managing Director
(DIN : 00240900)

V. Venkatramani
Chief Financial Officer

Kaushal Kumar Agarwal
Company Secretary & VP-Legal

Place : Kolkata
Dated : 29 May 2018

Consolidated Statement of Cash Flows

for the year ended 31 March 2018

₹ in Lakhs

		Year ended 31 March 2018	Year ended 31 March 2017
A.	**Cash flows from operating activities**		
	Profit before Tax	16,413.34	18,132.02
	Adjustments for:		
	Depreciation and amortisation expense	4,981.11	5,066.28
	Finance costs	1,135.63	1,891.94
	Loss/(gain) on fair valuation of quoted investments	0.32	0.12
	Provision for doubtful debts	302.32	230.68
	Loss on sale/discard of property, plant and equipment	616.50	227.13
	Interest income	(93.96)	(125.01)
	Commission on guarantee given	(19.38)	(30.99)
	Unrealised foreign exchange fluctuations (net)	2,877.52	53.33
	Government grants - EPCG scheme (refer note 22)	(62.58)	-
	Share of (profit)/loss from a joint venture	760.25	(223.92)
	Gain on sale of current investments	-	(38.50)
		10,497.73	**7,051.06**
	Operating cash flows before working capital changes	26,911.01	25,176.86
	Working capital adjustments:		
	(Increase)/decrease in trade and other receivables	(5,652.49)	3,353.59
	(Increase) in inventories	(7,274.63)	(1,952.33)
	Increase/(decrease) in trade and other payables	1,680.43	(1,252.17)
		(11,246.69)	**149.09**
	Cash generated from operating activities	15,664.32	25,325.95
	Income tax paid (net)	(4,325.42)	(4,130.71)
	Net cash from operating activities	**11,338.96**	**21,201.46**
B.	**Cash flows from investing activities**		
	Acquisition of property, plant and equipment and capital work-in-progress	(33,528.34)	(37,729.88)
	Acquisition of intangible assets	(470.05)	(35.68)
	Acquisition of investments	-	(3,000.00)
	Proceeds from sale of property, plant and equipment	1,049.19	780.98
	Proceeds from sale of investments	-	3,038.50
	Refund of loan from joint venture company	-	496.86
	Redemption in fixed deposits with banks (having maturity of more than 3 months)	35.45	-
	Commission on guarantee	19.38	30.99
	Interest received	93.96	137.10
	Net cash used in investing activities	**(32,800.41)**	**(36,281.13)**

Consolidated Statement of Cash Flows

for the year ended 31 March 2018

₹ in Lakhs

		Year ended 31 March 2018	Year ended 31 March 2017
C.	**Cash flows from financing activities**		
	Proceeds from issue of equity share capital	-	5,000.00
	Proceeds from long term borrowings	20,841.52	21,115.36
	Proceeds from short term borrowings	6,389.28	2,180.31
	Payment of finance lease obligations	(116.16)	331.55
	Repayment of long term borrowings	(4,854.60)	(4,191.48)
	Interest paid	(4,925.74)	(2,325.63)
	Expenditure incurred on issue of equity share capital	-	(128.51)
	Processing fees paid for long term borrowings	(4.50)	(2,152.99)
	Dividend paid	(735.76)	(724.09)
	Dividend distribution tax paid	(149.78)	(147.41)
	Net cash flow from financing activities	**16,444.26**	**18,957.11**
	Net increase / (decrease) in cash and cash equivalents	**(5,017.19)**	**3,877.44**
	Cash and cash equivalents at 1 April 2017 (refer note 12)	7,314.35	3,443.13
	Effect of Exchange rate fluctuations on cash held	(0.06)	(6.22)
	Cash and cash equivalents at 31 March 2018 (refer note 12)	**2,297.10**	**7,314.35**

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) Cash and cash equivalents includes bank overdrafts that are repayable on demand and form an integral part of the Group's cash management.

(iv) Change in liabilities arising from financing activities:

Particulars	As on 31 March 2017	Cash flows	Fair value changes	As on 31 March 2018
Non-current Borrowings including current maturities (Note 19)	31,802.54	15,870.76	3,791.08	51,464.38
Current Borrowings (Note 19)	12,768.04	6,985.28	-	19,753.32

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

Jayanta Mukhopadhyay
Partner
Membership no: 055757

Place : Kolkata
Dated : 29 May 2018

For and on behalf of Board of Directors of
Greenply Industries Limited
CIN: L20211AS1990PLC003484

Shiv Prakash Mittal
Executive Chairman
(DIN : 00237242)

Rajesh Mittal
Managing Director
(DIN : 00240900)

V. Venkatramani
Chief Financial Officer

Kaushal Kumar Agarwal
Company Secretary & VP-Legal

Place : Kolkata
Dated : 29 May 2018

Notes to the Consolidated Financial Statements for the year ended 31 March 2018

1. Reporting entity

Greenply 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 and its equity shares are listed on National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) in India. The Holding Company is primarily involved in manufacturing of plywood, medium density fibre boards (MDF) and trading of wallcovers and allied products.

The Holding Company has three overseas and one domestic wholly owned subsidiary companies namely:

(a) Greenply Trading Pte. Limited., incorporated in Singapore, is engaged into trading of Medium Density Fibreboards and allied products. It has invested into a Joint Venture Company viz. Greenply Alkemal (Singapore) Pte. Limited., incorporated in Singapore which is engaged into trading of veneers.

(b) Greenply Holdings Pte. Limited, Singapore.

(c) Greenply Middle East Limited, incorporated in Dubai, is engaged into trading of veneers and operates as an investment vehicle. It has invested into a wholly owned subsidiary company Greenply Gabon SA, Gabon, West Africa, which is engaged into manufacturing of veneers.

(d) Greenpanel Industries Limited, incorporated in India, to carry on the sales and marketing of Medium Density Fibreboards (MDF) 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 29 May 2018.

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;

Notes to the Consolidated Financial Statements for the year ended March 31, 2018

- 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 subsidiaries 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
Greenply Trading Pte. Limited	Singapore	100%	100%
Greenply Holdings Pte. Limited	Singapore	100%	100%
Greenply Middle East Limited	Dubai	100%	100%
Greenpanel Industries Limited	India	100%	-

(ii) Loss of control

When the Group loses 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.

Notes to the Consolidated Financial Statements for the year ended March 31, 2018

(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 2018.

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.

Notes to the Consolidated Financial Statements for the year ended March 31, 2018

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

Notes to the Consolidated Financial Statements for the year ended March 31, 2018

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 is 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

Notes to the Consolidated Financial Statements for the year ended March 31, 2018

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 labor, 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

Notes to the Consolidated Financial Statements for the year ended March 31, 2018

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 leases are depreciated over the shorter of the lease term and their useful lives 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:

- Trademarks	5 years
- Computer software	5 years
- Technical know-how	3 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

Notes to the Consolidated Financial Statements for the year ended March 31, 2018

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.

Notes to the Consolidated Financial Statements for the year ended March 31, 2018

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.

Notes to the Consolidated Financial Statements for the year ended March 31, 2018

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.

Notes to the Consolidated Financial Statements for the year ended March 31, 2018

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

Revenue from the sale of goods in the course of ordinary activities is measured at the fair value of the consideration received or receivable, net of returns, trade discounts and quantity discounts and exclusive of Goods and services tax (GST), Sales tax and Value added tax (VAT) and is inclusive of excise duty. This inter alia involves discounting of the consideration due to the present value if payment extends beyond normal credit terms. Revenue is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing effective control over, or managerial involvement with, the goods, and the amount of revenue can be measured reliably.

The timing of transfers of risks and rewards varies depending on the individual terms of sale.

Export incentives (duty drawback) are recognised on accrual basis against goods exported.

(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.

Notes to the Consolidated Financial Statements for the year ended March 31, 2018

(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.

Notes to the Consolidated Financial Statements for the year ended March 31, 2018

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.

Notes to the Consolidated Financial Statements for the year ended March 31, 2018

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, Joint Managing Director & CEO and Chief Financial Officer.

The Group 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 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.

x. Equity accounted investees

The Group's interest in equity accounted investee comprises interest in joint venture.

A joint venture is an arrangement in which the Group has joint control and has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

Notes to the Consolidated Financial Statements for the year ended March 31, 2018

Interests in joint ventures are accounted for using the equity method. They are initially recognised at cost which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of profit or loss and OCI of equity accounted investees until the date on which joint control ceases.

3A. Standards issued but not yet effective

Appendix B to Ind AS 21, Foreign currency transactions and advance consideration

On 28 March 2018, Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency. The amendment will come into force from 1 April 2018. The Group has evaluated the effect of this on the consolidated financial statements and the impact is not material.

Ind AS 115- Revenue from Contract with Customers

On 28 March 2018, Ministry of Corporate Affairs ("MCA") has notified the Ind AS 115, 'Revenue from Contract with Customers'. The core principle of the new standard is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers.

The standard permits two possible methods of transition:

- Retrospective approach - Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors

- Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (Cumulative catch - up approach)

- The effective date for adoption of Ind AS 115 is financial periods beginning on or after 1 April 2018. The Group will adopt the standard on 1 April 2018 by using the cumulative catch-up transition method and accordingly comparatives for the year ending or ended 31 March 2018 will not be retrospectively adjusted. The effect on adoption of Ind AS 115 is expected to be insignificant.

4. Property, plant and equipment

See accounting policy in note 3(d) and (g)

(a) Reconciliation of carrying amount

₹ in Lakhs

	Freehold land	Buildings	Plant and equipment	Furniture and fixtures	Vehicles	Office equipment	Total
Cost (Gross carrying amount)							
Balance at 1 April 2016	4,881.97	12,591.74	50,669.77	2,353.30	4,344.33	1,511.04	76,352.15
Additions	2.41	975.88	622.19	222.61	2,495.21	163.87	4,482.17
Disposals/ discard	-	(2.54)	(170.96)	(253.95)	(1,272.70)	(84.27)	(1,784.42)
Exchange differences on translation of foreign operations	-	-	(5.18)	(3.04)	(60.25)	(0.41)	(68.88)
Balance at 31 March 2017	4,884.38	13,565.08	51,115.82	2,318.92	5,506.59	1,590.23	78,981.02
Balance at 1 April 2017	**4,884.38**	**13,565.08**	**51,115.82**	**2,318.92**	**5,506.59**	**1,590.23**	**78,981.02**
Additions	4,810.87	1,633.47	2,579.81	320.21	1,761.24	192.18	11,297.78
Disposals/ discard	(50.72)	(371.44)	(1,167.28)	(87.12)	(1,132.03)	(20.64)	(2,829.23)
Exchange differences on translation of foreign operations	208.29	51.50	75.64	2.55	7.72	0.36	346.06
Balance at 31 March 2018	**9,852.82**	**14,878.61**	**52,603.99**	**2,554.56**	**6,143.52**	**1,762.13**	**87,795.63**
Accumulated depreciation							
Balance at 1 April 2016	-	2,500.57	17,606.28	666.30	1,056.16	593.93	22,423.24
Depreciation for the year	-	465.16	3,460.18	256.36	562.24	214.69	4,958.63
Adjustments/ disposals	-	(2.41)	(77.31)	(194.72)	(444.04)	(57.83)	(776.31)
Exchange differences on translation of foreign operations	-	-	(0.12)	(1.18)	(6.15)	(0.09)	(7.54)
Balance at 31 March 2017	-	2,963.32	20,989.03	726.76	1,168.21	750.70	26,598.02
Balance at 1 April 2017	-	**2,963.32**	**20,989.03**	**726.76**	**1,168.21**	**750.70**	**26,598.02**
Depreciation for the year	-	479.70	3,263.87	251.54	590.15	309.33	4,894.59
Adjustments/ disposals	-	(42.84)	(864.00)	(38.91)	(198.88)	(18.95)	(1,163.58)
Exchange differences on translation of foreign operations	-	2.41	8.03	0.16	2.13	0.05	12.78
Balance at 31 March 2018	-	**3,402.59**	**23,396.93**	**939.55**	**1,561.61**	**1,041.13**	**30,341.81**
Carrying amounts (net)							
At 31 March 2017	4,884.38	10,601.76	30,126.79	1,592.16	4,338.38	839.53	52,383.00
At 31 March 2018	**9,852.82**	**11,476.02**	**29,207.06**	**1,615.01**	**4,581.91**	**721.00**	**57,453.82**

Notes to the Consolidated Financial Statements for the year ended 31 March 2018

₹ in Lakhs

(b) Vehicles held under finance leases

The Group has acquired vehicles under finance lease agreements. The leased vehicles secures related lease obligations (see note 19). The gross and net carrying amounts of vehicles acquired under finance leases and included in above are as follows:

	31 March 2018	31 March 2017
Cost	1,650.97	1,713.79
Accumulated depreciation	265.63	201.05
Net carrying amount	1,385.34	1,512.74

(c) Security

As at 31 March 2018, property, plant and equipment with a carrying amount of ₹ 42,586.90 lakhs (31 March 2017: ₹ 44,610.03 lakhs) are subject to charge to secured borrowings (see Note 19).

Notes to the Consolidated Financial Statements for the year ended 31 March 2018

₹ in Lakhs

5. Capital work-in-progress

See accounting policy in note 3(d) and (g)

	31 March 2018	31 March 2017
At the beginning of the year	26,869.37	930.00
Additions during the year	55,461.68	26,642.71
Capitalised during the year	5,248.67	543.41
Exchange differences on translation of foreign operations	(42.26)	(159.93)
At the end of the year	**77,040.12**	**26,869.37**
Capital work-in-progress includes:		
Expenditure incurred during construction period on new manufacturing facility of the Group, given below:		
At the beginning of the year	1,662.15	340.50
Additions during the year:		
Finance costs	4,073.47	485.89
Employees benefits expense	728.56	446.91
Legal and professional fees	674.84	241.63
Miscellaneous expenses	184.77	147.22
	5,661.64	1,321.65
At the end of the year	**7,323.79**	**1,662.15**

Notes:

(a) General borrowing costs capitalised during the year amounted to ₹ **850.43 lakhs** (31 March 2017: ₹ 384.83 lakhs), with a capitalisation rate of **9.37%** (31 March 2017: 9.13%).

(b) As at 31 March 2018, capital work-in-progress with a carrying amount of ₹ **76,922.75 lakhs** (31 March 2017: ₹ 21,583.85 lakhs) are subject to 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

	Goodwill	Licenses (indefinite life)	Trade marks	Computer software	Technical knowhow	Total
Cost (Gross carrying amount)						
Balance at 1 April 2016	340.00	-	22.87	659.11	45.20	1,067.18
Additions	-	-	-	35.68	-	35.68
Disposals/ write-off	(340.00)	-	-	(0.11)	-	(340.11)
Exchange differences on translation of foreign operations	-	-	-	(0.21)	-	(0.21)
Balance at 31 March 2017	-	-	22.87	694.47	45.20	762.54
Balance at 1 April 2017	**-**	**-**	**22.87**	**694.47**	**45.20**	**762.54**
Additions	-	395.00	-	75.05	-	470.05
Disposals/ write-off	-	-	-	(3.93)	(45.20)	(49.13)
Exchange differences on translation of foreign operations	-	-	-	1.11	-	1.11
Balance at 31 March 2018	**-**	**395.00**	**22.87**	**766.70**	**-**	**1,184.57**

Notes to the Consolidated Financial Statements for the year ended 31 March 2018

₹ in Lakhs

	Goodwill	Licenses (indefinite life)	Trade marks	Computer software	Technical knowhow	Total
Accumulated amortisation						
Balance at 1 April 2016	340.00	-	2.31	417.01	26.92	786.24
Amortisation for the year	-	-	4.58	88.00	15.07	107.65
Adjustments/ disposals	(340.00)	-	-	(0.11)	-	(340.11)
Exchange differences on translation of foreign operations	-	-	-	(0.02)	-	(0.02)
Balance at 31 March 2017	-	-	6.89	504.88	41.99	553.76
Balance at 1 April 2017	**-**	**-**	**6.89**	**504.88**	**41.99**	**553.76**
Amortisation for the year	-	-	4.58	78.73	3.21	86.52
Adjustments/ disposals	-	-	-	(3.89)	(45.20)	(49.09)
Exchange differences on translation of foreign operations	-	-	-	0.21	-	0.21
Balance at 31 March 2018	**-**	**-**	**11.47**	**579.93**	**-**	**591.40**
Carrying amounts (net)						
At 31 March 2017	-	-	15.98	189.59	3.21	208.78
At 31 March 2018	**-**	**395.00**	**11.40**	**186.77**	**-**	**593.17**

7. Investments

See accounting policy in note 3(c), (g) and (x)

	31 March 2018	31 March 2017
Non-current investments		
Unquoted		
Equity instruments in joint venture carried at cost		
3,750,000 (31 March 2017: 3,750,000) equity shares of Greenply Alkemal (Singapore) Pte. Limited, (face value USD 1 each, fully paid-up)	1,844.46	2,610.70
Quoted		
Equity instruments carried at fair value through profit and loss (FVTPL)		
3,400 (31 March 2017: 3,400) equity shares of Indian Overseas Bank Limited, (face value ₹ 10 each, fully paid-up)	0.59	0.91
	1,845.05	**2,611.61**
Aggregate book value of quoted investments	0.59	0.91
Aggregate market value of quoted investments	0.59	0.91
Aggregate book value of unquoted investments	1,844.46	2,610.70
Equity accounted investees		
Interest in a joint venture	1,844.46	2,610.70

Joint Venture

Greenply Alkemal (Singapore) Pte. Limited is a joint arrangement in which the Group has joint control and 50% ownership interest. It is one of the Group's strategic supplier and is principally engaged in the business of trading and marketing of commercial veneers and panel products. Greenply Alkemal (Singapore) Pte. Limited, is not publicly listed.

Greenply Alkemal (Singapore) Pte. Limited is structured as a separate legal entity and the Group has an interest in the net assets of Greenply Alkemal (Singapore) Pte. Limited. Accordingly, the Group has classified its interest in Greenply Alkemal (Singapore) Pte. Limited as a joint venture.

Notes to the Consolidated Financial Statements for the year ended 31 March 2018

₹ in Lakhs

The following tables summarise the financial information of Greenply Alkemal (Singapore) Pte. Limited and the carrying amount of the Group's interest in Greenply Alkemal (Singapore) Pte. Limited.

	31 March 2018	31 March 2017
Percentage ownership interest	50%	50%
Non-current assets	2,553.69	4,126.74
Current assets (including cash and cash equivalents – 31 March 2018: ₹ **99.33 lakhs**, 31 March 2017: ₹ 160.40 lakhs)	2,868.26	5,283.92
	5,421.95	**9,410.67**
Non-current liabilities (non-current financial liabilities other than trade payables and other financial liabilities and provisions – 31 March 2018: **Nil,** 31 March 2017:Nil)	-	-
Current liabilities (current financial liabilities other than trade payables and other financial liabilities and provisions– 31 March 2018: ₹ **1,485.22 lakhs**, 31 March 2017: ₹ 1,866.82 lakhs)	(1,733.03)	(4,189.26)
	(1,733.03)	**(4,189.26)**
Net assets	**3,688.92**	**5,221.41**
Group's share of net assets	1,844.46	2,610.71
Carrying amount of interest in joint venture	1,844.46	2,610.71
	Year ended 31 March 2018	**Year ended 31 March 2017**
Percentage ownership interest	50%	50%
Revenue	6,975.09	8,959.23
Depreciation and amortisation	(171.89)	(189.17)
Interest expense	(89.18)	(174.27)
Income tax expense	(9.53)	(27.34)
Profit/(Loss)	(1,520.49)	447.84
Other comprehensive income/(loss)	-	(969.40)
Total comprehensive income/(loss)	(1,520.49)	(521.56)
Group's share of Profit/(loss)	**(760.25)**	**223.92**
Group's share of other comprehensive income/(loss)	-	(484.70)
Group's share of total comprehensive income/(loss)	(760.25)	(260.78)

In years ended 31 March 2018 and 31 March 2017, the Group did not receive dividends from the joint venture.

8. Loans

(Unsecured, considered good)

	31 March 2018	31 March 2017
Non-current		
Security deposits	1,407.31	1,053.65
Loan to employees	38.00	-
	1,445.31	**1,053.65**
Current		
Loan to employees	138.47	333.37
	138.47	**333.37**
	1,583.78	**1,387.02**

9. Non-current tax assets

See accounting policy in note 3(o)

	31 March 2018	31 March 2017
Income tax refund (net of provisions)	**153.49**	**-**

Notes to the Consolidated Financial Statements for the year ended 31 March 2018

₹ in Lakhs

10. Inventories

(Valued at the lower of cost and net realisable value)

See accounting policy in note 3(f)

	31 March 2018	31 March 2017
Raw materials	11,017.64	5,944.39
[including in transit ₹ **1,249.97 lakhs** (31 March 2017 ₹ 81.08 lakhs)]		
Work-in-progress	2,085.27	1,605.75
Finished goods	3,796.30	3,793.18
[including in transit ₹ **1,630.91 lakhs** (31 March 2017 ₹ 1,653.85 lakhs)]		
Stock in trade	3,858.79	2,461.59
[including in transit ₹ **1,226.27 lakhs** (31 March 2017 ₹ 16.78 lakhs)]		
Stores and spares	2,362.90	2,041.36
[including in transit ₹ **83.62 lakhs** (31 March 2017 ₹ Nil)]		
	23,120.90	**15,846.27**

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 amounted to ₹ **371.32 lakhs** (31 March 2017: ₹ 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 2018	31 March 2017
Current		
Unsecured		
- Considered good	28,560.14	29,834.78
- Considered doubtful	93.72	110.77
	28,653.86	**29,945.55**
Less: Loss for allowances		
- Considered doubtful	93.72	110.77
Net trade receivables	**28,560.14**	**29,834.78**

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. Expected credit loss provision, as required by Ind AS 109, of ₹ **821.72 lakhs** (31 March 2017: ₹ 502.33 lakhs) has been netted off with considered good amount in the above disclosure.

(c) For terms and conditions of trade receivables owing from related parties, see note 39.

(d) For receivables secured against borrowings, see note 19.

Notes to the Consolidated Financial Statements for the year ended 31 March 2018

₹ in Lakhs

12. Cash and cash equivalents

See accounting policy in note 3(s)

	31 March 2018	31 March 2017
Cash on hand	43.44	59.08
Cheques in hand	247.60	-
Balances with banks		
- On current accounts	2,511.01	7,073.57
- On deposit accounts (with original maturities up to 3 months)	515.36	606.00
Cash and cash equivalents in balance sheet	**3,317.41**	**7,738.65**
Bank overdrafts used for cash management purposes	(1,020.31)	(424.30)
Cash and cash equivalents in the statement of cash flows	**2,297.10**	**7,314.35**

13. Other bank balances

	31 March 2018	31 March 2017
Bank deposits due to mature after 3 months of original maturities but within 12 months of the reporting date*	31.34	66.59
Earmarked balances with banks for unpaid dividend accounts	4.02	4.22
	35.36	**70.81**

*Pledged/lodged with various government authorities as security

14. Other non-current assets

(Unsecured, considered good)

	31 March 2018	31 March 2017
Capital advances	1,100.67	12,579.24
Others		
Unmatured finance charges	210.92	110.53
Leasehold land prepayments	4,089.54	1,483.75
Deposits against demand under appeal and/or under dispute	319.15	368.16
Security deposits	26.01	26.01
	5,746.29	**14,567.69**

15. Other financial assets

	31 March 2018	31 March 2017
Non-current		
Government grants receivable	2,001.73	-
Bank deposits due to mature after 12 months of the reporting date*	17.66	-
	2,019.39	**-**
Current		
Government grants receivable	1,934.62	2,232.69
Export incentive receivable	11.74	23.97
	1,946.36	**2,256.66**
	3,965.75	**2,256.66**

*Pledged/lodged with various government authorities as security

Notes to the Consolidated Financial Statements for the year ended 31 March 2018

₹ in Lakhs

16. Other current assets

(Unsecured, considered good)

	31 March 2018	31 March 2017
To parties other than related parties		
Advances for supplies	1,860.01	1,822.29
Advances to employees	33.18	-
Others		
Prepaid expenses	1,166.50	493.95
Unmatured finance charges	115.41	259.32
Leasehold land prepayments	48.58	18.93
Service tax input credit receivable	-	428.81
Balance with excise authorities	32.37	606.65
Balance with goods and service tax authorities	4,311.30	-
Income tax refund	-	49.08
	7,567.35	**3,679.03**

17. Equity share capital

See accounting policy in note 3(q)

	31 March 2018	31 March 2017
Authorised		
160,000,000 (31 March 2017: 160,000,000) equity shares of ₹ 1 each	1,600.00	1,600.00
Issued, subscribed and fully paid-up		
122,627,395 (31 March 2017: 122,627,395) equity shares of ₹ 1 each	**1,226.27**	**1,226.27**

(a) Reconciliation of equity shares outstanding at the beginning and at the end of the reporting year

	31 March 2018		31 March 2017	
	Number	Amount	Number	Amount
At the commencement of the year	122,627,395	1,226.27	120,681,870	1,206.82
Add: Issued during the year*	-	-	1,945,525	19.45
At the end of the year	**122,627,395**	**1,226.27**	**122,627,395**	**1,226.27**

* The Holding Company, on 12 August 2016, has issued and alloted 19,45,525 equity shares of face value of ₹ 1 each through Qualified Institutional Placement (QIP) to Qualified Institutional Buyers at the issue price of ₹ 257 per equity share, aggregating to ₹ 5,000 lakhs for setting-up of new medium density fibreboard (MDF) manufacturing unit in Chittoor, Andhra Pradesh. The Company has complied with requisite provisions of the Companies Act, 2013 and SEBI, as applicable.

(b) Rights, preferences and restrictions attached to equity share

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.

Notes to the Consolidated Financial Statements for the year ended 31 March 2018

₹ in Lakhs

(c) Particulars of shareholders holding more than 5% shares of fully paid up equity shares

	31 March 2018		31 March 2017	
Equity shares of ₹ 1 each	Number	%	Number	%
S.M. Management Private Limited	31,626,965	25.79%	17,717,310	14.45%
Greenply Leasing and Finance Private Limited	-	-	13,573,655	11.07%
Prime Holdings Private Limited	12,042,800	9.82%	12,042,800	9.82%
HSBC Bank (Mauritius) Limited - Jwalamukhi Investment Holdings	11,884,420	9.69%	11,884,420	9.69%
Trade Combines	11,702,380	9.54%	11,702,380	9.54%
SBI FMCG Fund	76,99,860	6.28%	11,405,052	9.30%
HDFC Trustee Company Limited	10,260,455	8.37%	10,974,455	8.95%

(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.

18. Other equity

	31 March 2018	31 March 2017
Securities premium reserve		
At the commencement of the year	4,852.03	-
Add: Received on issue of shares	-	4,980.54
Less: Expenses relating to issue of shares	-	128.51
	4,852.03	**4,852.03**
General reserve		
At the commencement of the year	23,462.24	16,962.24
Add: Transfer from Profit and Loss	6,500.00	6,500.00
	29,962.24	**23,462.24**
Retained earnings		
At the commencement of the year	48,542.16	43,369.29
Add: Profit for the year	11,062.71	12,544.37
Less: Transfer to general reserve	6,500.00	6,500.00
Less: Dividend on equity shares	735.76	724.09
Less: Dividend distribution tax	149.78	147.41
	52,219.33	**48,542.16**
Other comprehensive income (OCI)		
At the commencement of the year	(816.55)	(107.98)
Exchange differences in translating financial statements of foreign operations	187.81	(553.69)
Remeasurements of the net defined benefit plans	119.41	(154.88)
	(509.33)	**(816.55)**
	86,524.27	**76,039.88**

Description, nature and purpose of reserve:

(i) Security premium reserve: Security premium reserve is credited when shares are issued at premium. It is utilised in accordance with the provisions of the Act, to issue bonus shares, to provide for premium on redemption of shares or debentures, write-off equity related expenses like underwriting costs etc.

Notes to the Consolidated Financial Statements for the year ended 31 March 2018

₹ in Lakhs

(ii) General reserve: The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes or as allowed by the Companies Act, 2013.

(iii) Retained earnings: It comprises of accumulated profit/ (loss) of the Group.

(iv) Other comprehensive income (OCI): It comprise 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 2018	31 March 2017
Retained earnings		
Exchange differences in translating financial statements of foreign operations	(230.32)	(418.13)
Remeasurements of defined benefit liability/ (asset)	(279.01)	(398.42)
	(509.33)	**(816.55)**

19. Borrowings

See accounting policy in note 3(b), (c) and (p)

	31 March 2018	31 March 2017
Non-current borrowings		
Secured		
Term loans		
From banks		
Foreign currency loans	35,552.53	19,253.22
Rupee loans	13,183.49	9,483.56
	48,736.02	**28,736.78**
Less: Current maturities of long term borrowings (refer note 20)	2,318.21	4,321.97
	46,417.81	**24,414.81**
Loan against vehicles and equipments	1,623.58	1,553.39
Less: Current maturities of loan against vehicles and equipments (refer note 20)	416.95	429.74
	1,206.63	**1,123.65**
Finance lease obligations	901.45	1,017.61
Less: Current maturities of finance lease obligations (refer note 20)	172.98	175.26
	728.47	**842.35**
	48,352.91	**26,380.81**
Unsecured		
Loan against vehicles and equipments	203.33	494.75
Less: Current maturities of loan against vehicles and equipments (refer note 20)	77.09	290.66
	126.24	**204.09**
	48,479.15	**26,584.90**
Current borrowings		
Secured		
From banks		
Foreign currency loan - buyers credit	5,256.54	2,605.89
Foreign currency loans	1,885.15	504.07
Bank overdraft	1,020.31	424.30
Rupee loans - repayable on demand	3,570.87	3,405.70
Rupee loans - bill discounting	4,319.77	4,756.68
	16,052.64	**11,696.64**

Notes to the Consolidated Financial Statements for the year ended 31 March 2018

₹ in Lakhs

	31 March 2018	31 March 2017
Unsecured		
From banks		
Channel finance assurance facility	1,049.65	955.23
Rupee loans - bill discounting	2,651.03	116.17
	3,700.68	**1,071.40**
	19,753.32	**12,768.04**

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 2018	31 March 2017
(i) Foreign currency term loans					
Landesbank Baden-Wurttemberg [**Nil** (31 March 2017: EUR 19.65 lakhs)]	6 month Euribor +1.78%	-	2017-18	-	1,361.89
Axis Bank Limited [**Nil** (31 March 2017: USD 13.80 lakhs)]	3 month Libor +1.60%	-	2017-18	-	897.31
Landesbank Baden-Wurttemberg [**EUR 368.81 lakhs** (31 March 2017: EUR 257.02 lakhs)]	6 month Euribor +0.50%	Repayable at half yearly rest: 20 of EUR 18.44 lakhs	2027-28	29,406.99	17,814.91
Standard Chartered Bank [**USD 90 lakhs** (31 March 2017: USD 20 lakhs)]	3 month Libor +1.55%	Repayable at quarterly rest: 20 of USD 4.50 lakhs	2022-23	5,850.45	1,300.45
Axis Bank Limited [**USD 33.30 lakhs** (31 March 2017: Nil)]	3 month Libor +2.75%	Repayable at quarterly rest: 20 of USD 1.67 lakhs	2023-24	**2,164.67**	**-**
				37,422.11	**21,374.56**
Unamortised processing fees				**(1,869.58)**	**(2,121.34)**
				35,552.53	**19,253.22**
(ii) Rupee term loans					
HDFC Bank Limited	3 year MCLR	Repayable at quarterly rest: 20 of ₹ 250.00 lakhs	2022-23	5,000.00	2,000.00
HDFC Bank Limited	3 year MCLR	Repayable at quarterly rest: 12 of ₹ 150.00 lakhs and 4 of ₹ 300.00 lakhs	2022-23	3,000.00	-
HDFC Bank Limited	1 year MCLR +0.60%	Repayable at quarterly rest: 11 of ₹ 200.00 lakhs	2020-21	2,200.00	3,000.00
State Bank of India	1 year MCLR +0.75%	Repayable at quarterly rest: 8 of ₹ 126.00 lakhs	2019-20	1,008.00	1,512.00
State Bank of India	1 year MCLR +0.75%	Repayable at quarterly rest: 8 of ₹ 125.00 lakhs	2019-20	1,000.00	1,500.00
IDBI Bank Limited	1 year MCLR +0.45%	Repayable at quarterly rest: 8 of ₹ 125.00 lakhs	2019-20	1,000.00	1,500.00
				13,208.00	**9,512.00**
Unamortised processing fees				**(24.51)**	**(28.44)**
				13,183.49	**9,483.56**
Total				**48,736.02**	**28,736.78**

Notes to the Consolidated Financial Statements for the year ended 31 March 2018

₹ in Lakhs

(B) Details of security

(a) Term loan from Landesbank Baden-Wurttemberg of ₹ **29,406.99 lakhs** (31 March 2017: ₹ 17,814.91 lakhs) 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-Wurttemberg.

(b) Other term loans of ₹ **19,058.45 lakhs** (31 March 2017: ₹ 11,709.76 lakhs) are secured by:
- (i) First pari passu charge on immovable fixed assets of the Holding Company at Kriparampur (West Bengal), Pantnagar (Uttarakhand) and Chittoor (Andhra Pradesh).
- (ii) First pari passu charge on all movable fixed assets of the Holding Company except assets specifically charged to other lender(s) (including the main press line of MDF plant at Pantnagar (Uttarakhand) and main press line of MDF plant at Chittoor (Andhra Pradesh) along with any other movable fixed assets exclusively charged to Landesbank Baden-Wurttemberg).
- (iii) Second pari passu charge on all current assets of the Holding Company.

(c) Term loan of Greenply Middle East Limited from Axis Bank Limited of ₹ **2,164.67 lakhs** (31 March 2017: ₹ Nil) is secured by Standby letter of credit issued by Axis Bank Limited, India.

(d) Secured Loan against vehicles and equipments are in respect of finance of vehicles, secured by hypothecation of the respective vehicles.

(e) Working capital loans of ₹ **3,570.87 lakhs** (31 March 2017: ₹ 3,405.70 lakhs) 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 Kriparampur (West Bengal), Pantnagar (Uttarakhand) and Chittoor (Andhra Pradesh).
- (iii) Second pari passu charge on all movable fixed assets of the Holding Company except assets specifically charged to other lender(s) (including the main press line of MDF plant at Chittoor (Andhra Pradesh) along with any other movable fixed assets exclusively charged to Landesbank Baden-Wurttemberg).

(f) Working capital loans of Greenply Trading Pte. Limited and Greenply Middle East Limited of ₹ **1,885.15 lakhs** (31 March 2017: ₹ 504.07 lakhs) and Bank overdraft of Greenply Middle East Limited of ₹ **1,020.31 lakhs** (31 March 2017: ₹ 424.30 lakhs are secured by Standby letter of credit issued by Axis Bank Limited, India and CITI Bank, India.

(g) Foreign currency loan - buyers credit of ₹ **5,256.54 lakhs** (31 March 2017: ₹ 2,605.89 lakhs) and Rupee loans - bill discounting of ₹ **4,319.77 lakhs** (31 March 2017: ₹ 4,756.68 lakhs) is secured by letter of credit/letter of undertaking issued by banks.

(C) Finance lease obligations are payables as follows:

	31 March 2018	31 March 2017
Not later than one year	172.98	175.26
Later than one year and not later than five years	629.91	743.22
More than five years	98.56	99.13
	901.45	**1,017.61**

Certain vehicles have been obtained on finance lease basis. The legal title to these vehicles vests with their lessor. The lease term of such vehicles is 5 to 7 years with equated monthly payments beginning from the month subsequent to the commencement of lease.

Notes to the Consolidated Financial Statements for the year ended 31 March 2018

₹ in Lakhs

20. Other financial liabilities

	31 March 2018	31 March 2017
Non-current		
Security deposits from customers	1,153.03	1,117.89
Liability for capital goods	2,336.06	1,762.94
	3,489.09	**2,880.83**
Current		
Current maturities of long term borrowings (refer note 19)	2,318.21	4,321.97
Current maturities of loan against vehicles and equipments (refer note 19)	494.04	720.40
Current maturities of finance lease obligations (refer note 19)	172.98	175.26
Interest accrued but not due on borrowings	105.98	82.82
Liability for capital goods	8,554.20	2,201.81
Employee benefits payable	2,330.70	2,110.34
Unclaimed dividend	4.02	4.22
	13,980.13	**9,616.82**

(a) There is no amount due and outstanding to be credited to Investor Education and Protection Fund as at 31 March 2018.

(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

	31 March 2018	31 March 2017
Non-current		
Provisions for employee benefits:		
Net defined benefit liability - gratuity	1,591.60	1,578.18
Liability for compensated absences	593.19	558.02
	2,184.79	**2,136.20**
Current		
Provisions for employee benefits		
Net defined benefit liability - gratuity	321.57	247.27
Liability for compensated absences	148.25	230.80
	469.82	**478.07**

22. Other non-current liabilities

	31 March 2018	31 March 2017
Deferred income on Government grants	**4,991.70**	-

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 Group has certain export obligations against such benefits availed which the Group will fulfill within the required time period under the scheme. For contingencies attached to these grants refer note 37.

23. Trade payables

	31 March 2018	31 March 2017
Dues to micro and small enterprises (Refer note 46)	12.31	3.78
Dues to other than micro and small enterprises	21,867.09	20,675.47
Dues to joint venture	17.13	81.08
	21,896.53	**20,760.33**

Information about the Group's exposure to currency and liquidity risks related to trade payables is disclosed in note 42.

Notes to the Consolidated Financial Statements for the year ended 31 March 2018

₹ in Lakhs

24. Derivatives

See accounting policy in note 3(c)(v)

	31 March 2018	31 March 2017
Current		
Foreign exchange forward contracts	(5.24)	142.19
Foreign exchange interest rate swaps	(125.97)	27.66
(Asset) / Liability	**(131.21)**	**169.85**

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 2018	31 March 2017
Statutory dues	2,149.61	2,477.12
Deferred income on Government grants	2,338.20	-
Advance from customers	985.77	913.01
	5,473.58	**3,390.13**

26. Revenue from operations

See accounting policy in note 3(k) and (l)

	Year ended 31 March 2018	Year ended 31 March 2017
Sale of products (including excise duty)	1,70,795.76	1,77,344.71
Other operating revenue		
Government grants		
- Refund of goods and service tax and excise duty (refer note 47)	2,688.54	620.87
- Government grants - EPCG scheme (refer note 22)	62.58	-
Export incentives	44.29	49.16
Miscellaneous income	106.39	174.58
	2,901.80	**844.61**
	1,73,697.56	**1,78,189.32**

Post the applicability of Goods and Service Tax (GST) with effect from 1 July 2017, revenue from operations are disclosed net of GST, whereas excise duty formed part of Expenses in previous year. Accordingly, revenue from operations and Expenses for the year ended 31 March 2018 are not comparable with the previous year presented in the consolidated financial statements.

27. Other income

	Year ended 31 March 2018	Year ended 31 March 2017
Interest on fixed deposits with banks and others	93.96	125.01
Income from related party:		
- Commission on guarantee given to joint venture	19.38	30.99
Unspent Liabilities no longer required written back	80.49	182.49
Rental income from property	0.60	0.60
Gain on sale of current investments	-	38.50
Miscellaneous income	21.74	-
	216.17	**377.59**

Notes to the Consolidated Financial Statements for the year ended 31 March 2018

₹ in Lakhs

28. Cost of materials consumed

	Year ended 31 March 2018	Year ended 31 March 2017
Inventory of raw materials at the beginning of the year	5,944.39	8,292.20
Add: Purchases	69,025.77	66,601.54
Less: Inventory of raw materials at the end of the year	(11,017.64)	(5,944.39)
	63,952.52	**68,949.35**

29. Purchase of stock in trade

	Year ended 31 March 2018	Year ended 31 March 2017
Purchase of traded goods	**27,469.73**	**23,181.60**

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 2018	Year ended 31 March 2017
Opening inventories		
Work-in-progress	1,605.75	1,151.24
Finished goods	3,793.18	1,620.11
Stock in trade	2,461.59	1,300.04
	7,860.52	**4,071.39**
Closing inventories		
Work-in-progress	2,085.27	1,605.75
Finished goods	3,796.30	3,793.18
Stock in trade	3,858.79	2,461.59
	9,740.36	**7,860.52**
Effect of foreign exchange fluctuations	0.69	-
	(1,879.15)	**(3,789.13)**

31. Employees benefits expense

See accounting policy in note 3(i)

	Year ended 31 March 2018	Year ended 31 March 2017
Salaries, wages, bonus, etc.	17,208.57	15,839.44
Contribution to provident and other funds	895.62	874.60
Expenses related to post-employment defined benefit plan	387.24	340.20
Expenses related to compensated absences	326.50	346.16
Staff welfare expenses	851.42	320.45
	19,669.35	**17,720.85**

Salaries, wages, bonus etc. includes **₹ 2,811.68 lakhs** (31 March 2017 ₹ 2,097.37 lakhs) 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 Consolidated Statement of Profit and Loss of the year when the contributions to the respective funds are due.

Notes to the Consolidated Financial Statements for the year ended 31 March 2018

₹ in Lakhs

(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 Consolidated 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.

As the Holding Company has not funded its liability, it has nothing to disclose regarding plan assets and its reconciliation.

(c) Acturial valuation of gratuity liability

	Year ended 31 March 2018	Year ended 31 March 2017
Defined benefit cost		
Current service cost	252.91	229.02
Interest expense on defined benefit obligation	134.33	111.18
Defined benefit cost in Statement of Profit and Loss	**387.24**	**340.20**
Remeasurements from financial assumptions	4.81	142.55
Remeasurements from experience adjustments	(188.36)	7.60
Defined benefit cost in Other Comprehensive Income (OCI)	**(183.55)**	**150.15**
Total defined benefit cost in Statement of Profit and Loss and OCI	**203.69**	**490.35**
Movement in defined benefit obligation		
Balance at the beginning of the year	1,825.45	1,444.35
Interest cost	134.33	111.18
Current service cost	252.91	229.02
Actuarial (gains)/ losses recognised in other comprehensive income	(183.55)	150.15
Benefits paid	(115.97)	(109.25)
Balance at the end of the year	**1,913.17**	**1,825.45**
Sensitivity analysis		
Salary escalation - Increase by 1%	2,071.86	2,002.31
Salary escalation - Decrease by 1%	1,773.68	1,671.79
Withdrawal rates - Increase by 1%	1,925.42	1,829.49
Withdrawal rates - Decrease by 1%	1,898.80	1,819.98
Discount rates - Increase by 1%	1,780.27	1,682.90
Discount rates - Decrease by 1%	2,066.16	1,992.25
Actuarial assumptions		
Mortality table	IALM 2006-2008	IALM 2006-2008
Discount rate (per annum)	7.60%	7.00%
Rate of escalation in salary (per annum)	6.00%	6.00%
Withdrawal rate	1% - 8%	1% - 8%
Expected benefit payments		
Not later than 1 year	77.09	59.30
Later than 1 year and not later than 5 years	401.25	308.65
More than 5 years	346.37	266.44
Weighted average duration of defined benefit obligation (in years)	5.06	11.24

(d) Amount incurred as expense for defined contribution to Provident Fund is ₹ 696.05 lakhs (31 March 2017 ₹ 675.25 lakhs)

Notes to the Consolidated Financial Statements for the year ended 31 March 2018

₹ in Lakhs

32. Finance costs

See accounting policy in note 3(p)

	Year ended 31 March 2018	Year ended 31 March 2017
Interest expense on financial liabilities measured at amortised cost	2,788.45	2,263.61
Exchange difference regarded as an adjustment to borrowing cost	2,230.38	-
Other borrowing cost	190.27	114.22
Less: Finance cost capitalised	(4,073.47)	(485.89)
	1,135.63	**1,891.94**

33. Depreciation and amortisation expense

See accounting policy in note 3(d)(iii) and (e)(iii)

	Year ended 31 March 2018	Year ended 31 March 2017
Depreciation of property, plant and equipment	4,894.59	4,958.63
Amortisation of intangible assets	86.52	107.65
	4,981.11	**5,066.28**

34. Other expenses

	Year ended 31 March 2018	Year ended 31 March 2017
Consumption of stores and spares	1,876.24	1,644.80
Power and fuel	6,984.96	6,828.30
Rent	1,266.90	1,136.04
Repairs to:		
- buildings	193.82	153.58
- plant and equipment	1,408.80	1,239.70
- others	835.78	970.45
Insurance	421.58	373.95
Rates and taxes	507.18	551.11
Travelling expenses	2,382.78	1,717.96
Freight and delivery expenses	9,376.47	10,013.70
Advertisement and sales promotion	5,497.30	6,241.98
Directors sitting fees	27.59	29.19
Payment to auditors [refer note 34 (i) below]	56.03	38.25
Donation	38.68	38.89
Expenditure on corporate social responsibility [refer note 34 (ii) below]	340.43	317.93
Loss on sale/discard of property, plant and equipment	616.50	227.13
Amortisation of leasehold land prepayments	32.90	18.84
Loss on fair valuation of investments at FVTPL	0.32	0.12
Provision for doubtful debts	302.32	230.68
Foreign exchange fluctuations	1,452.73	237.92
Miscellaneous expenses	5,414.65	4,234.88
	39,033.96	**36,245.40**

Notes to the Consolidated Financial Statements for the year ended 31 March 2018

₹ in Lakhs

(i) Payment to auditors

	Year ended 31 March 2018	Year ended 31 March 2017
As auditors:		
- Statutory audit	44.23	33.24
- Tax audit	-	2.00
- Limited review of quarterly results*	4.25	0.75
In other capacity		
- Certification fees*	1.67	2.26
- Other services	4.15	-
Reimbursement of expenses	1.73	-
	56.03	**38.25**

* Payment to auditors for the year ended 31 March 2018 includes payment made to erstwhile auditor of Holding Company amounting to ₹ 0.25 lakhs towards limited review of 1st quarter results and ₹ 0.87 lakhs towards certification fees.

(ii) Details of corporate social responsibility (CSR) expenditure

	Year ended 31 March 2018	Year ended 31 March 2017
(a) Gross amount required to be spent by the Group during the year	341.69	307.26
(b) Amount spent during the year in cash on :		
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above		
- Expenses towards Plantation activities	73.43	77.93
- Contribution to trust i.e. Greenply Foundation	267.00	240.00
	340.43	**317.93**
(c) Amount yet to be paid in cash	**1.26**	**-**

35. Income tax

See accounting policy in note 3(o)

	Year ended 31 March 2018	Year ended 31 March 2017
(a) Amount recognised in Profit and Loss		
Current tax	4,106.65	4,058.81
Earlier years tax	(41.04)	123.66
Income tax	**4,065.61**	**4,182.47**
Deferred tax	(77.06)	(545.34)
Mat credit	1,362.08	1,950.52
Deferred tax	**1,285.02**	**1,405.18**
Tax expense in Statement of Profit and Loss	**5,350.63**	**5,587.65**
Deferred tax in other comprehensive income	64.14	(81.97)
Tax expense in Total Comprehensive Income	**5,414.77**	**5,505.68**

Notes to the Consolidated Financial Statements for the year ended 31 March 2018

₹ in Lakhs

	Year ended 31 March 2018	Year ended 31 March 2017
(b) Reconciliation of effective tax rate for the year		
Profit before Tax	16,413.34	18,132.02
Applicable Income Tax rate	34.608%	34.608%
Computed tax expense	**5,680.33**	**6,275.13**
Deferred Tax assets not recognised on business losses	604.42	410.71
Share of loss/(profit) of joint venture	263.11	(77.49)
Additional deduction as per income tax	(1,356.49)	(1,115.77)
Non-deductible expenses for tax purposes	136.64	129.15
Other differences (net)	22.62	(34.08)
Income tax expense in Statement of Profit and Loss	**5,350.63**	**5,587.65**
(c) Recognised deferred tax assets and liabilities:		
Property, plant and equipment and intangible assets	4,696.72	4,532.58
Provisions for employee benefits	(1,208.16)	(1,147.49)
Expenses allowed for tax purposes when paid	(220.90)	(208.30)
Provision for doubtful debts	(392.26)	(338.90)
Other temporary differences	(78.38)	(27.95)
Minimum Alternate Tax (MAT) credit	(151.83)	(1,407.59)
Deferred tax liabilities	**2,645.19**	**1,402.35**
(d) Reconciliation of Deferred Tax Liability:		
Temporary difference on account of:		
Property, plant and equipment and intangible assets	164.14	(217.85)
Provisions for employee benefits	(124.81)	(185.24)
Expenses allowed for tax purposes when paid	(12.60)	(55.85)
Provision for doubtful debts	(53.36)	(78.15)
Other temporary differences	(50.43)	(8.25)
Minimum Alternate Tax (MAT) credit	1,362.08	1,950.52
Deferred tax in Statement of Profit and Loss	**1,285.02**	**1,405.18**
Temporary difference of liabilities in other comprehensive income	64.14	(81.97)
Deferred tax in Total Comprehensive Income	**1,349.16**	**1,323.21**
MAT credit utilisation in income tax for earlier years	(106.32)	-
Total Deferred tax	**1,242.84**	**1,323.21**

36. Earnings per share

	Year ended 31 March 2018	Year ended 31 March 2017
Basic and diluted earnings per share		
(i) Profit for the year, attributable to the equity shareholders	11,062.71	12,544.37
(ii) Weighted average number of equity shares		
- Number of equity shares at the beginning of the year	122,627,395	120,681,870
- Number of equity shares alloted on 16 August 2016	-	1,945,525
- Number of equity shares at the end of the year	122,627,395	122,627,395
Weighted average number of equity shares	**122,627,395**	**121,897,157**
Basic and diluted earnings per share (₹) [(i)/(ii)]	**9.02**	**10.29**

Notes to the Consolidated Financial Statements for the year ended 31 March 2018

₹ in Lakhs

37. Contingent liabilities and commitments

(to the extent not provided for)

	31 March 2018	31 March 2017
Contingent liabilities		
(a) Claims against the Group not acknowledged as debts:		
(i) Excise duty, sales tax and other indirect tax in dispute	3,371.66	2,786.14
(ii) Consumer court cases in dispute	83.12	85.64
b) Guarantees outstanding		
(i) Guarantees given to bank in respect of financial assitance to a joint venture company	1,950.15	1,950.68
Capital and other commitments		
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	4,747.54	23,716.26
(ii) Estimated amount of export obligations to be fulfilled in respect of goods imported under Export Promotion Capital Goods scheme (EPCG)	45,596.47	29,460.54

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.

Guarantees outstanding:

The Holding Company had issued guarantee in favour of banker on behalf of its joint venture company - Greenply Alkemal (Singapore) Pte. Limited for the purpose of availing working capital loan. This guarantee was issued in USD.

38. Operating leases

See accounting policy in note 3(m)

(a) Future minimum lease rentals payable under non cancellable operating lease

The Group has taken certain vehicles under non-cancelable operating leases. Lease rental expense under non-cancellable operating lease during the year amounted to ₹ **195.13 lakhs** (31 March 2017: ₹ 159.74 lakhs). Future minimum lease payments under non-cancellable operating lease is as below:

	31 March 2018	31 March 2017
Not later than one year	181.77	159.29
Later than one year and not later than five years	302.00	329.67
More than five years	-	-
	483.77	**488.96**

(b) The Group has taken certain commercial premises and equipment 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 cancellable operating leases ₹ **1,071.77 lakhs** (31 March 2017: ₹ 985.30 lakhs) has been included as rent in note 34 'Other expenses'

39. Related party disclosure

a) Related parties where control exists

Company in which a Subsidiary is a Joint Venture Partner:

i) Greenply Alkemal (Singapore) Pte. Limited, Singapore
(Joint venture of Greenply Trading Pte. Limited, Singapore with Alkemal Singapore Pte. Limited, Singapore)

Notes to the Consolidated Financial Statements for the year ended 31 March 2018

₹ in Lakhs

b) Other Related parties with whom transactions have taken place during the year.

Key Management Personnel (KMP)

i) Mr. Shiv Prakash Mittal, Executive Chairman
ii) Mr. Rajesh Mittal, Managing Director
iii) Mr. Shobhan Mittal, Joint Managing Director & CEO
iv) Mr. Sanidhya Mittal, Executive Director (w.e.f. 07.02.2018)
v) Mr. Susil Kumar Pal, Non-Executive Independent Director
vi) Mr. Vinod Kumar Kothari, Non-Executive Independent Director
vii) Mr. Anupam Kumar Mukerji, Non-Executive Independent Director
viii) Mr. Upendra Nath Challu, Non-Executive Independent Director
ix) Ms. Sonali Bhagwati Dalal, Non-Executive Independent Director
x) Mr. Moina Yometh Konyak, Non-Executive Independent Director (died on 08.01.2018)
xi) Mr. V. Venkatramani, Chief Financial Officer
xii) Mr. Kaushal Kumar Agarwal, Company Secretary & Vice President - Legal

Relatives of Key Management Personnel (KMP)

i) Mrs. Chitwan Mittal (Wife of Mr. Shobhan Mittal)
ii) Mrs. Surbhi Poddar (Daughter of Mr. Rajesh Mittal)
iii) Mr. Sanidhya Mittal (Son of Mr. Rajesh Mittal)

c) Enterprises controlled by Key Management Personnel or their relatives

i) Prime Holdings Private Limited
ii) Trade Combines (Partnership Firm)
iii) RS Homcon Limited
iv) Mastermind Shoppers Private Limited
v) Greenlam Industries Limited

d) Related party transactions

Name of the related party	Nature of transaction	31 March 2018	31 March 2017
Greenply Alkemal (Singapore) Pte. Limited	Purchase of products	487.34	968.73
	Commission on guarantee	19.38	31.00
	Guarantee given	-	975.34
Greenlam Industries Limited	Sale of products	207.62	122.05
	Purchase of products	379.36	209.86
	Rental income	0.60	0.60
Mr. Shiv Prakash Mittal	Remuneration	528.94	531.56
Mr. Rajesh Mittal	Remuneration	517.46	520.08
Mr. Shobhan Mittal	Remuneration	521.63	544.27
Mr. Sanidhya Mittal	Remuneration	67.82	19.61
Mr. V. Venkatramani	Remuneration	85.39	76.23
Mr. Kaushal Kumar Agarwal	Remuneration	42.91	37.89
Mr. Anupam Kumar Mukerji	Remuneration	16.95	15.30
Mr. Susil Kumar Pal	Remuneration	16.95	16.70
Mr. Upendra Nath Challu	Remuneration	16.20	14.50
Mr. Vinod Kumar Kothari	Remuneration	15.35	16.50
Ms. Sonali Bhagwati Dalal	Remuneration	11.60	12.00
Mr. Moina Yometh Konyak	Remuneration	-	10.40
Mrs. Chitwan Mittal	Remuneration	28.23	21.22
Mrs. Surbhi Poddar	Remuneration	16.34	14.21
Prime Holdings Private Limited	Rent paid	18.72	17.83
RS Homcon Limited	Rent paid	7.46	7.06
Trade Combines	Rent paid	3.40	3.24
Mastermind Shoppers Private Limited	Rent paid	4.35	-
	Security deposit given	2.90	-

Notes to the Consolidated Financial Statements for the year ended 31 March 2018

₹ in Lakhs

e) Outstanding balances

Name of the related party	Nature of transaction	31 March 2018	31 March 2017
Greenply Alkemal (Singapore) Pte. Limited	Purchase of products	17.13	81.08
	Guarantee given	1,950.15	1,950.15
Greenlam Industries Limited	Purchase of products	10.77	27.80
	Sale of products	21.89	28.41
Mr. Shiv Prakash Mittal	Remuneration	283.80	286.42
Mr. Rajesh Mittal	Remuneration	283.80	286.42
Mr. Shobhan Mittal	Remuneration	283.80	286.42
Mr. Sanidhya Mittal	Remuneration	41.62	-
Prime Holdings Private Limited	Security deposit given	13.20	13.20
RS Homcon Limited	Security deposit given	1.50	1.50
Trade Combines	Security deposit given	2.40	2.40
Mastermind Shoppers Private Limited	Security deposit given	2.90	-

f) Key Management Personnel compensation

Key management personnels compensation comprised of the following:

Nature of transaction	31 March 2018	31 March 2017
Short-term employee benefits	1,702.10	1,664.82
Other long-term benefits	62.05	64.82
Total compensation paid to key management personnel	**1,764.15**	**1,729.64**

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.

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 Group has not recorded any impairment of receivables relating to amounts owed by a 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.

The guarantee given to related parties is made in the ordinary course of business and on terms at arm's length price. The commission on such guarantee has been recovered at arm length price as per safe harbour rules of Income Tax Act.

Notes to the Consolidated Financial Statements for the year ended 31 March 2018

₹ in Lakhs

40. Accounting classifications and fair values

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 2018	31 March 2017
Financial assets at amortised cost		
Non-current		
Loans	1,445.31	1,053.65
Other financial assets	2,019.39	-
Current:		
Trade receivables	28,560.14	29,834.78
Cash and cash equivalents	3,317.41	7,738.65
Other bank balances	35.36	70.81
Loans	138.47	333.37
Other financial assets	1,946.36	2,256.66
	37,462.44	**41,287.92**
Financial assets at fair value through profit and loss		
Non-current		
Level 1		
Investments	0.59	0.91
Current		
Level 2		
Derivatives	131.21	-
	131.80	**0.91**
Total Financial Assets	**37,594.24**	**41,288.83**
Financial liabilities at amortised cost		
Non-current		
Borrowings	48,479.15	26,584.90
Other financial liabilities	3,489.09	2,880.83
Current		
Borrowings	19,753.32	12,768.04
Other financial liabilities	13,980.13	9,616.82
Trade payables	21,896.53	20,760.33
	1,07,598.22	**72,610.92**
Financial liabilities at fair value through profit and loss		
Current		
Level 2		
Derivatives	-	169.85
	1,07,598.22	**72,780.77**

Notes to the Consolidated Financial Statements for the year ended 31 March 2018

₹ in Lakhs

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 categorises 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 2018	31 March 2017
Financial assets - Level 1		
Investments	0.59	0.91
Financial assets - Level 2		
Derivatives	131.21	-
Financial liabilities - Level 2		
Derivatives	-	169.85

The management assessed that trade receivables, cash and cash equivalent, other bank balances, trade payable, cash credits 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

Notes to the Consolidated Financial Statements for the year ended 31 March 2018

₹ in Lakhs

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 form 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.

Notes to the Consolidated Financial Statements for the year ended 31 March 2018

₹ 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 2018	31 March 2017
Revenue from a top customer	2.35%	2.44%
Revenue from top five customers	6.35%	5.94%

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 lossed on trade receivables using a provision matrix to mitigate the risk of default payments and 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.

	31 March 2018	31 March 2017
Balance at the beginning	502.33	267.68
Impairment loss recognised	319.39	234.65
Balance at the end	**821.72**	**502.33**

(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 Company'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.

Notes to the Consolidated Financial Statements for the year ended 31 March 2018

₹ in Lakhs

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 2018	< 1 year	1 - 5 years	> 5 years	Total
Borrowings (including current maturities)*	24,389.35	31,937.71	22,084.10	78,880.65
Trade payables	21,896.53	-	-	21,896.53
Other financial liabilities	10,888.92	3,155.55	333.54	14,378.01
Derivatives	-	-	-	-
	57,174.80	**29,550.60**	**22,417.64**	**1,15,155.19**
31 March 2017	**< 1 year**	**1 - 5 years**	**> 5 years**	**Total**
Borrowings (including current maturities)*	19,011.04	12,814.91	13,769.99	51,750.53
Trade payables	20,760.33	-	-	20,760.33
Other financial liabilities	4,316.37	2,880.83	-	7,197.20
Derivatives	169.85	-	-	169.85
	44,257.59	**15,695.74**	**13,769.99**	**79,877.91**

* 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

The Group is exposed to currency risk to the extent that there is a mismatch between the currencies in which sales, purchases and borrowings are denominated and the respective functional currencies of Group companies. 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.

Notes to the Consolidated Financial Statements for the year ended 31 March 2018

₹ in Lakhs

Exposure to currency risk

The Group's exposure to foreign currency are at the end of the reporting period are as follows:

Particulars	Currency	31 March 2018		31 March 2017	
		Amount in Foreign currency	₹ in Lacs	Amount in Foreign currency	₹ in Lacs
- Hedged exposures					
Borrowings - Buyers credit	EURO	-	-	1,69,657	117.60
	USD	42,44,630	2,759.22	38,26,816	2,488.29
			2,759.22		**2,605.89**
- Unhedged exposures					
Borrowings	EURO	3,68,80,853	29,406.99	2,76,66,559	19,176.80
	USD	90,00,000	5,850.45	33,80,000	2,197.76
			35,257.44		**21,374.56**
Borrowings - Buyers credit	EURO	1,10,795	88.34	-	-
	USD	37,05,833	2,408.98	-	-
			2,497.32		**-**
Trade payables	EURO	41,51,587	3,310.27	3,49,774	242.44
	USD	5,67,343	368.80	1,13,291	73.66
			3,679.07		**316.10**
Trade receivables	USD	13,23,285	**860.20**	5,79,304	**376.68**

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 2018	31 March 2017
USD (1% Movement)	Profit or loss	Strengthening	(105.27)	(43.83)
		Weakening	105.27	43.83
	Equity, net of tax	Strengthening	(68.84)	(28.66)
		Weakening	68.84	28.66
EUR (1% Movement)	Profit or loss	Strengthening	(328.06)	(195.37)
		Weakening	328.06	195.37
	Equity, net of tax	Strengthening	(214.52)	(127.76)
		Weakening	214.52	127.76

(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 (excluding commercial paper and others) with floating interest rates. For all long term borrowings with floating rates, the risk of variation in the interest rates is 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.

Notes to the Consolidated Financial Statements for the year ended 31 March 2018

₹ in Lakhs

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 2018	31 March 2017
Fixed rate instruments		
Financial assets	-	-
Financial liabilities	-	-
	-	-
Effect of interest rate swaps	(5,850.45)	(3,559.65)
	(5,850.45)	**(3,559.65)**
Variable rate instruments		
Financial assets	-	-
Financial liabilities	(72,062.13)	(45,765.12)
	(72,062.13)	**(45,765.12)**
Effect of interest rate swaps	5,850.45	3,559.65
	(66,211.68)	**(42,205.47)**

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 2018	31 March 2017
Variable rate instruments	Profit or loss	Strengthening	(720.62)	(457.65)
		Weakening	720.62	457.65
	Equity, net of tax	Strengthening	(471.23)	(299.27)
		Weakening	471.23	299.27
Interest rate swap	Profit or loss	Strengthening	58.50	35.60
		Weakening	(58.50)	(35.60)
	Equity, net of tax	Strengthening	38.25	23.28
		Weakening	(38.25)	(23.28)
Cash flow sensitivity (net)	Profit or loss	Strengthening	(662.12)	(422.05)
		Weakening	662.12	422.05
	Equity, net of tax	Strengthening	(432.97)	(275.99)
		Weakening	432.97	275.99

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 furture 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.

Notes to the Consolidated Financial Statements for the year ended 31 March 2018

₹ in Lakhs

The Group monitors capital using debt-equity ratio, which is total debt less liquid investments divided by total equity.

	31 March 2018	31 March 2017
Total debt (Bank and other borrowings)	71,044.72	44,395.31
Less: Cash and cash equivalents	3,317.41	7,738.65
Adjusted net debt	**67,727.31**	**36,656.66**
Equity	87,750.54	77,266.15
Debt to Equity (net)	**0.77**	**0.47**

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.

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 and trading
Medium Density Fibre Boards and allied products	Manufacturing

Other operations of the Group include trading of Wallpaper, Solid surface, PVC form and allied products. None of these operations meets any of the quantitative thresholds for determining reportable segments in the year ended 31 March 2018 or year ended 31 March 2017.

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 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	1,19,278.30	48,345.82	1,67,624.12	3,171.64	1,70,795.76
b) Other operating income	1,283.03	1,618.77	2,901.80	-	2,901.80
- Inter-segment revenue	-	-	-	-	-
Total segment revenue	**1,20,561.33**	**49,964.59**	**1,70,525.92**	**3,171.64**	**1,73,697.56**

Notes to the Consolidated Financial Statements for the year ended 31 March 2018

₹ in Lakhs

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 profit/(loss) before income tax	11,291.36	11,536.31	22,827.67	(674.57)	22,153.10
Segment profit/(loss) before income tax includes:					
Interest revenue	-	-	-	-	-
Interest expense	-	-	-	-	-
Depreciation and amortisation	2,337.76	2,170.12	4,507.88	4.09	4,511.97
Tax expense	-	-	-	-	-
Other material non cash item (if any)	-	-	-	-	-
Segment assets	**86,380.16**	**1,15,628.19**	**2,02,008.35**	**2,706.48**	**2,04,714.83**
Segment assets include:					
Capital expenditure during the year	12,621.08	53,886.83	66,507.91	-	66,507.91
Segment liabilities	**53,423.89**	**62,572.10**	**1,15,995.99**	**846.09**	**1,16,842.08**

Year ended 31 March 2017	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	1,28,191.30	48,136.23	1,76,327.53	1,017.18	1,77,344.71
b) Other operating income	750.69	93.92	844.61	-	844.61
- Inter-segment revenue	-	-	-	-	-
Total segment revenue	1,28,941.99	48,230.15	1,77,172.14	1,017.18	1,78,189.32
Segment profit/(loss) before income tax	12,762.80	10,841.70	23,604.50	(259.99)	23,344.51
Segment profit/(loss) before income tax includes:					
Interest revenue	-	-	-	-	-
Interest expense	-	-	-	-	-
Depreciation and amortisation	2,434.97	2,238.42	4,673.39	2.69	4,676.08
Tax expense	-	-	-	-	-
Other material non cash item (if any)	-	-	-	-	-
Segment assets	74,600.47	75,282.67	1,49,883.14	1,315.29	1,51,198.43
Segment assets include:					
Capital expenditure during the year	7,924.61	22,658.48	30,583.09	-	30,583.09
Segment liabilities	40,733.89	33,448.86	74,182.75	517.08	74,699.83

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 2018	Year ended 31 March 2017
i. Revenues		
Total revenue for reportable segments	1,70,525.92	1,77,172.14
Revenue for other segments	3,171.64	1,017.18
Elimination of inter-segment revenue	-	-
Elimination of revenue of discontinued operation	-	-
Consolidated revenue	**1,73,697.56**	**1,78,189.32**

Notes to the Consolidated Financial Statements for the year ended 31 March 2018

₹ in Lakhs

	Year ended 31 March 2018	Year ended 31 March 2017
ii. Profit before tax		
Total profit before tax for reportable segments	22,827.67	23,604.50
Profit/(loss) before tax for other segments	(674.57)	(259.99)
Elimination of inter-segment profits	-	-
Elimination of profit of discontinued operation	-	-
Unallocated amounts:		
Corporate expenses	(5,739.76)	(5,212.49)
Consolidated profit before tax	**16,413.34**	**18,132.02**
iii. Assets		
Total assets for reportable segments	2,02,008.35	1,49,883.14
Assets for other segments	2,706.48	1,315.29
Unallocated amounts	6,399.01	6,255.24
Consolidated total assets	**2,11,113.84**	**1,57,453.67**
iv. Liabilities		
Total liabilities for reportable segments	1,15,995.99	74,182.75
Liabilities for other segments	846.09	517.08
Unallocated amounts	6,521.22	5,487.69
Consolidated total liabilities	**1,23,363.30**	**80,187.52**

v. Other material items

Particulars	Year ended 31 March 2018			Year ended 31 March 2017		
	Reportable segment total	Adjustments	Consolidated totals	Reportable segment total	Adjustments	Consolidated totals
Interest revenue	-	-	-	-	-	-
Interest expense	-	1,135.63	1,135.63	-	1,891.94	1,891.94
Capital expenditure during the year	66,507.91	721.60	67,229.51	30,583.09	577.47	31,160.56
Depreciation and amortisation expense	4,507.88	473.23	4,981.11	4,673.39	-	4,673.39

D. Geographical information

Particulars	Within India		Outside India		Total	
	31 March 2018	31 March 2017	31 March 2018	31 March 2017	31 March 2018	31 March 2017
External revenue by location of customers	1,67,121.31	1,74,963.07	6,576.25	3,226.25	1,73,697.56	1,78,189.32
Carrying amount of segment assets by location of assets	2,05,226.97	1,52,868.50	5,886.87	4,585.17	2,11,113.84	1,57,453.67

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.

Notes to the Consolidated Financial Statements for the year ended 31 March 2018

₹ in Lakhs

46. Due to Micro enterprises and small enterprises

Particulars	31 March 2018	31 March 2017
(a) The amounts remaining unpaid to Micro and Small suppliers as at the end of each accounting year		
- Principal	12.31	3.78
- 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, in respect of Holding Company, incentives against scheme of budgetary support under Goods and Services Tax Regime for the units set-up in Rudrapur-MDF, Uttarakhand and Tizit, Nagaland of ₹ **1,934.61 lakhs** (31 March 2017 ₹ Nil) and incentive against refund of excise duty for the unit set-up in Tizit, Nagaland till 30 June 2017 of ₹ **753.93 lakhs** (31 March 2017 ₹ 620.87 lakhs).

48. Distribution made and proposed dividend (Ind AS 1)

	Year ended 31 March 2018	Year ended 31 March 2017
Cash dividend on equity shares declared and paid		
Final dividend for the year ended on 31 March 2017:	735.76	724.09
₹ 0.60 per share (31 March 2016: ₹ 0.60)		
Dividend distribution tax on final dividend	149.78	147.41
Total dividend paid	**885.54**	**871.50**
Proposed dividend on Equity shares		
Final dividend for the year ended on 31 March 2018:	735.76	735.76
₹ 0.60 per share (31 March 2017: ₹ 0.60)		
Dividend distribution tax on final dividend	151.24	149.78
Total dividend proposed	**887.00**	**885.54**

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 2018.

Notes to the Consolidated Financial Statements for the year ended 31 March 2018

₹ in Lakhs

49. Non-controlling interests

Additional information pursuant to paragraph 2 of Division II of schedule III to the Companies Act 2013.

	Net assets (total assets minus total liabilities)		Share in profit or loss	
	As % of consolidated net assets	₹ in Lakhs	As % of consolidated profit or loss	₹ in Lakhs
Holding Company				
Greenply Industries Limited	104.28%	91,505.38	122.66%	13,569.46
Subsidiaries:				
Foreign				
Greenply Trading Pte. Limited*	-3.52%	(3,094.24)	-16.81%	(1,859.46)
Greenply Holdings Pte. Limited	-0.01%	(10.04)	-0.04%	(4.66)
Greenply Middle East Limited^	-0.74%	(645.37)	-5.76%	(637.44)
Indian				
Greenpanel Industries Limited	-0.01%	(5.19)	-0.05%	(5.19)
Non-controlling interests in all subsidaries	0.00%	-	0.00%	-
At 31 March 2018	**100.00%**	**87,750.54**	**100.00%**	**11,062.71**

	Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated other comprehensive income	₹ in Lakhs	As % of consolidated total comprehensive income	₹ in Lakhs
Holding Company				
Greenply Industries Limited	38.87%	119.41	120.40%	13,688.87
Subsidiaries:				
Foreign				
Greenply Trading Pte. Limited*	-4.66%	(14.32)	-16.48%	(1,873.78)
Greenply Holdings Pte. Limited	-0.01%	(0.04)	-0.04%	(4.70)
Greenply Middle East Limited^	65.80%	202.17	-3.83%	(435.27)
Indian				
Greenpanel Industries Limited	0.00%	-	-0.05%	(5.19)
Non-controlling interests in all subsidaries	0.00%	-	0.00%	-
At 31 March 2018	**100.00%**	**307.22**	**100.00%**	**11,369.93**

* includes share of a joint venture - Greenply Alkemal (Singapore) Pte. Limited
^ includes a wholly owned step down subsidiary company - Greenply Gabon SA.

50. The Consolidated financial statements of the previous year were audited by a firm of chartered accountants other than B S R & Co. LLP.

51. Previous year's figures have been regrouped/reclassified wherever necessary to conform to current year's classification/disclosure.

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

Jayanta Mukhopadhyay
Partner
Membership no: 055757

Place : Kolkata
Dated : 29 May 2018

For and on behalf of Board of Directors of
Greenply Industries Limited
CIN: L20211AS1990PLC003484

Shiv Prakash Mittal
Executive Chairman
(DIN : 00237242)

Rajesh Mittal
Managing Director
(DIN : 00240900)

V. Venkatramani
Chief Financial Officer

Kaushal Kumar Agarwal
Company Secretary & VP-Legal

Place : Kolkata
Dated : 29 May 2018

Corporate Information

BOARD OF DIRECTORS

Mr. Shiv Prakash Mittal
Executive Chairman

Mr. Rajesh Mittal
Managing Director

Mr. Shobhan Mittal
Joint Managing Director & CEO

Mr. Sanidhya Mittal
Executive Director

Mr. Susil Kumar Pal
Mr. Vinod Kumar Kothari
Mr. Anupam Kumar Mukerji
Ms. Sonali Bhagwati Dalal
Mr. Upendra Nath Challu

AUDIT COMMITTEE

Mr. Susil Kumar Pal, Chairman
Mr. Vinod Kumar Kothari
Mr. Anupam Kumar Mukerji
Mr. Upendra Nath Challu
Mr. Rajesh Mittal
Mr. Shobhan Mittal

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Anupam Kumar Mukerji, Chairman
Mr. Susil Kumar Pal
Mr. Rajesh Mittal
Mr. Shobhan Mittal

NOMINATION & REMUNERATION COMMITTEE

Mr. Susil Kumar Pal, Chairman
Mr. Anupam Kumar Mukerji
Mr. Vinod Kumar Kothari
Mr. Shiv Prakash Mittal

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mr. Vinod Kumar Kothari
Mr. Upendra Nath Challu
Mr. Rajesh Mittal
Mr. Shobhan Mittal

OPERATIONAL COMMITTEE

Mr. Shiv Prakash Mittal
Mr. Rajesh Mittal
Mr. Shobhan Mittal
Mr. Susil Kumar Pal
Mr. Vinod Kumar Kothari

CHIEF FINANCIAL OFFICER

Mr. Vishwanathan Venkatramani

CHIEF INVESTOR RELATIONS OFFICER

Mr. Vishwanathan Venkatramani, CFO

COMPANY SECRETARY & VICE PRESIDENT-LEGAL

Mr. Kaushal Kumar Agarwal

BANKERS/FINANCIAL INSTITUTIONS

Axis Bank Ltd.
Citi Bank, N.A.
DBS Bank Ltd.
HDFC Bank Ltd.
IDBI Bank Ltd.
Landesbank Baden-Wurttemberg
Standard Chartered Bank
State Bank of India
Yes Bank Ltd.

STATUTORY AUDITORS

M/s. B S R & Co. LLP
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Plot No.5, Block - DP, Sector -V
Salt Lake, Kolkata 700 091, India

REGISTRAR & SHARE TRANSFER AGENT

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REGISTERED OFFICE

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Website: www.greenply.com

UNITS

Plywood and allied products

- Tizit, Nagaland
- Kriparampur, West Bengal
- Bamanbore, Gujarat

Plywood & Reconstituted Veneers

- Pantnagar, Uttarakhand

Medium density fibreboard & Wood Floors

- Pantnagar, Uttarakhand

Greenply Industries Limited

CIN: L20211AS1990PLC003484

www.greenply.com

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