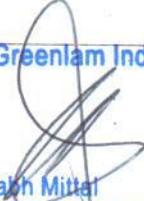


FORM A

Format of covering letter of the annual audit report to be filed with the Stock exchanges

1.	Name of the Company:	Greenlam Industries Limited
2.	Annual financial statements for the year ended	31 st March 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not Applicable
5.	Signed by-	
	Mr. Saurabh Mittal, Managing Director & CEO	<p style="text-align: center;">For Greenlam Industries Limited</p>  <p style="text-align: center;">Saurabh Mittal Managing Director & CEO</p>
	Mr. Ashok Kumar Sharma, CFO	<p style="text-align: center;">For GREENLAM INDUSTRIES LTD.</p>  <p style="text-align: center;">ASHOK KUMAR SHARMA CHIEF FINANCIAL OFFICER</p>
	M/s. D. Dhandaria & Company, Auditors of the Company	<p style="text-align: center;">For D. DHANDARIA & COMPANY Chartered Accountants ICAI Firm Reg. No. 306147E</p>  <p style="text-align: center;">(Dindayal Dhandaria) Partner Membership No. 010928</p>
	Ms. Urvashi Saxena, Chairperson of Audit Committee	<p style="text-align: center;">For GREENLAM INDUSTRIES LIMITED</p>  <p style="text-align: center;">Director</p>



GREENLAM INDUSTRIES LIMITED

Registered Office: Makum Road, Tinsukia, Assam - 786 125, India
Corporate Office: 1501-1505, Narain Manzil, 23 Barakhamba Road New Delhi - 110001, India
Phone: 011-42791399, Fax: 011-42791330, CIN: L21016AS2013PLC011624
Email: investor.relations@greenlam.com; website: www.greenlamindustries.com

Notice

NOTICE is hereby given that the 2nd Annual General Meeting of the Members of Greenlam Industries Limited will be held at "ROYALIDE", Hotel Royal Highness, G.N.B Road, Tinsukia, Assam - 786 125 on Monday, August 24, 2015 at 9.30 a.m. to transact the following businesses:

Ordinary Business

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2015, the Consolidated Audited Financial Statements of the Company for the said financial year and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares of the Company for the Financial Year ended March 31, 2015.
3. To appoint a Director in place of Mr. Saurabh Mittal (DIN: 00273917), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To ratify the appointment of M/s D. Dhandaria & Company, Chartered Accountants (Registration No. 306147E) as Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board of Directors on the recommendation of the Audit Committee of the Company in accordance with Sections 139, 141, 142 of Companies Act, 2013.

Special Business

5. To consider and if thought fit, to pass, with or

without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the allied rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms. Parul Mittal (DIN:00348783), who was appointed as an Additional Director of the Company with effect from November 11, 2014 in accordance with Section 161 of the Act and the Articles of Association of the Company and who holds office only up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Ashok Kumar Sharma, Chief Financial Officer and Mr. Prakash Kumar Biswal, Company Secretary & Asst. Vice President-Legal of the Company be and are hereby severally authorized to take such steps expedient or desirable to give effect to this resolution."

Place: New Delhi
Date: May 28, 2015

By order of the Board
For **Greenlam Industries Limited**

Registered Office:

Makum Road,
P.O. Tinsukia, Assam - 786 125

Prakash Kumar Biswal
Company Secretary &
Asst. Vice President-Legal



Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the Special Business as set out in Item No. 5 is annexed hereto.
2. **A member entitled to attend and vote at the Annual General Meeting (the “Meeting/AGM”) is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. The instrument appointing the proxy, in order to be effective, should be deposited, duly completed and signed, at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A proxy form is attached herewith.**

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The proxy holder shall prove his identity at the time of attending the Meeting.
4. When a member appoints a proxy and both the member and proxy attend the meeting, the proxy stands automatically revoked.
5. Requisition for inspection of proxies shall have to be made in writing by members entitled to vote on any resolution three days before the commencement of the meeting.
6. Proxies shall be made available for inspection during twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
7. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a duly certified copy of the Board Resolution authorizing such person to attend and vote on their behalf.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. The Register of Members and Share Transfer Books of the Company will remain closed from August 18, 2015 to August 19, 2015 (both days inclusive) for determining the name of Members eligible for dividend on equity shares, if declared at the meeting. The dividend if declared will be credited / dispatched between August 28, 2015 and September 2, 2015 to those Members whose name shall appear on the Register of Members of the Company on August 17, 2015. In respect of shares held in electronic form, the dividend will be paid to Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owner as on that date.
10. Securities & Exchange Board of India (SEBI) vide its Circular no. CIR/MRD/DP/10/2013 dated March 21, 2013 has mandated all Companies to use approved electronic mode of payment for making cash payments such as Dividend to the Members (where core banking details are available) or to print the bank account details of the members (as per the Company's records) on the physical payment instruments (in case where the core banking details are not available or electronic payment instructions have failed or rejected by the Bank).

Hence, the Members are requested to furnish/update their bank account name & branch, bank account number and account type along with other core banking details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code) etc. at the earliest with:

 - i. The respective Depository Participants (DP) (in case of the shares held in Electronic



- Mode) or;
- ii. The Registrar & Share Transfer Agents of the Company (R&T) (in case of the shares held in Physical form).
11. Members holding shares in demat mode may kindly note that any request for change of address or change of Email ID or change in bank particulars/mandates or registration of nomination are to be instructed to their Depository Participant only, as the Company or its Registrars and Share Transfer Agents cannot act on any such request received directly from the Members holding shares in demat mode.
 12. Members holding shares in physical form are requested to lodge share transfer, transmission and intimate changes, if any, in their registered address, bank account and mandate details, residential status etc. quoting their folio number(s) to Company's Registrar and Share Transfer Agent. Members are requested to note that as per the circular of Securities and Exchange Board of India (SEBI), for transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Company/Registrar and Share Transfer Agent for registration of such transfer of shares.
 13. Queries on accounts and operation of the Company, if any, may please be sent at the Corporate Office of the Company at 1501-1505, Narain Manzil, 23 Barakhamba Road, New Delhi-110001, at least seven days in advance of the meeting so that the answers may be made readily available at the meeting.
 14. Members are requested to contact the Company's Registrar & Transfer Agents, M/s. Link Intime India Pvt. Ltd. 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-1, PVR Naraina, New Delhi-110028 (Ph. No. 011-41410592; Fax No.011-4141059; Email id. delhi@linkintime.co.in) for reply to their queries/redressal of complaints, if any, or contact Mr. Prakash Kumar Biswal, Company Secretary & Asst. Vice President-Legal at the Corporate Office of the Company (Ph. No.: 011-4279 1399; Email: investor.relations@greenlam.com).
 15. Members are requested to bring their attendance slip duly signed as per the specimen signature recorded with the Company for admission into the Meeting Hall along with their copy of annual report to the meeting.
 16. Members who hold shares in dematerialised form are requested to furnish their Client ID and DP ID Nos. for easy identification of attendance at the Meeting.
 17. Members may avail the facility of nomination by nominating a person to whom their shares in the Company shall vest in the event of their death. The prescribed form can be obtained from the Company's Registrar and Share Transfer Agent.
 18. Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's Registrar and Share Transfer Agent for consolidation into single folio.
 19. Since securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, members holding shares in physical form are requested to get their shares dematerialized at the earliest.
 20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrars and Share Transfer Agents, M/s. Link Intime India Pvt. Ltd.
 21. Electronic copy of the Annual Report 2015, Notice of the aforesaid AGM of the Company inter



alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company's Registrar and Share Transfer Agents/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. The physical copies of the Notice of the aforesaid AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to the Members of the Company who have not registered their e-mail address in the permitted mode.

22. In keeping with the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests the Members who have not registered their email addresses so far, to register their email addresses for receiving all communication including annual report, notices, circulars etc. from the Company electronically.
23. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules issued thereunder are open for inspection by the Members at the registered office of the Company on all working days, except Saturdays, between 11:00 a.m. and 1:00 p.m. and also at the AGM. Further, the Notice for this 2nd AGM along with requisite documents and the Annual Report for the financial year ended 2014-15 shall also be available on the Company's website, www.greenlaamindustries.com. Further, the notice received under section 160 of Companies Act, 2013 will be put up on the website of the Company up to the date of the Meeting.
24. In accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and applicable provisions of the listing agreements

with Stock Exchanges, the Company has engaged the services of CDSL to provide the facility of voting by electronic voting system to all the Members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting. The facility of casting the votes by the members using such electronic voting system from a place other than venue of the AGM ("remote e-voting") is being provided by CDSL.

25. The facility for voting through Poll/Ballot Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through Poll/Ballot Paper. The facility for voting by electronic voting system shall not be made available at the AGM of the Company.
26. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again or change it subsequently.
27. The e-voting facility will be available during the following voting period.
- i. Commencement of remote e-voting: From 10.00 a.m. IST of August 21, 2015
 - ii. End of remote e-voting: Up to 5.00 p.m. IST of August 23, 2015
28. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. August 17, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter and the facility will be blocked forthwith.
29. The process and manner for remote e-voting are as under:
- (i) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
 - (ii) Click on "Shareholders" tab.



- (iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<ul style="list-style-type: none"> • Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holder for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Greenlam Industries Limited, on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.



(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Institutional Shareholders

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a 'compliance user' which would be created using the admin login and password. The 'compliance user' would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

30. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date.

31. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of the Meeting and holding shares as of the cut-off date i.e. August 17, 2015, needs to refer the instruction above regarding login ID and password and may contact the Company or RTA for any query or assistance in this regard. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

32. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

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

34. The Company has appointed Mr. Dilip Kumar Sarawagi, Practicing Company Secretary, Proprietor of M/s. DKS & Co., of 173, M. G. Road, 1st Floor, Kolkata – 700 007 as the Scrutinizer to scrutinize the voting and remote e-voting process for the Annual General Meeting in a fair and transparent manner.

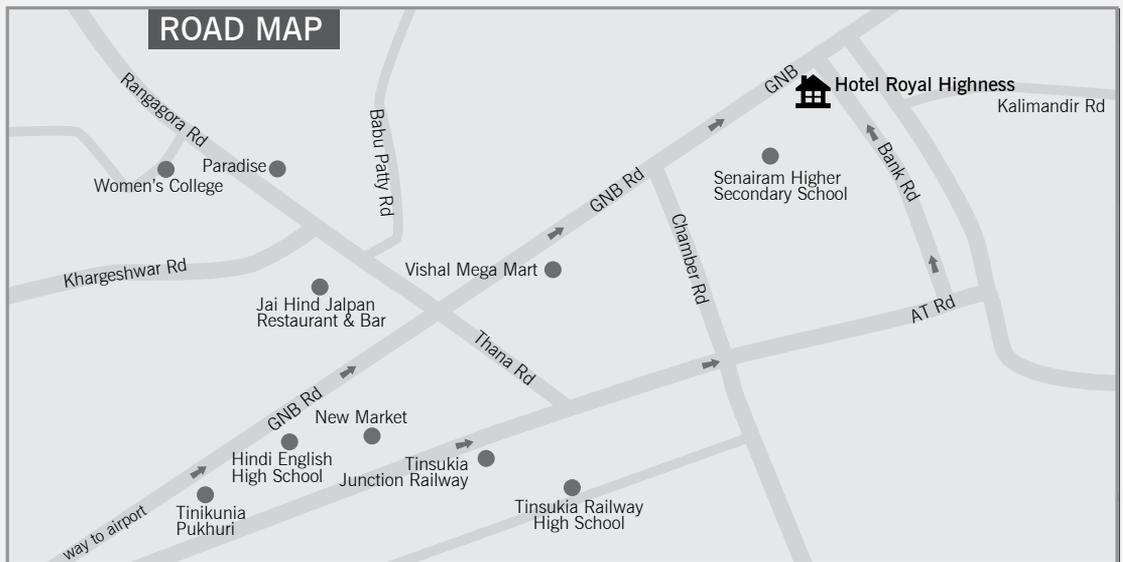
35. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Poll/ Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.



36. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting within 48 hours of conclusion of the AGM.

website of the Company and CDSL till the date of AGM. The Results declared, alongwith the Scrutinizer's Report shall be placed on the Company's website <http://www.greenlamindustries.com> and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange(s) where the shares of the Company are listed. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office as well as Corporate Office.

37. The Notice of the AGM shall be placed on the





EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.

As required under Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out all material facts relating to the Special Business set out at Item No. 5 of the accompanying Notice dated May 28, 2015.

Item No. 5

The Board of directors at their meeting held on 11th November, 2014 appointed Ms. Parul Mittal as an additional director of the Company pursuant to Section 161 of the Companies Act, 2013, who holds office as such up to the date of the 2nd Annual General Meeting of the Company. However, a notice in writing has been received from a Member along with a deposit of Rs. 1 lakh pursuant to Section 160 of the Companies Act, 2013, signifying his intention to propose Ms. Parul Mittal as a director of the Company, liable to retire by rotation.

Based on the declaration received from Ms. Parul Mittal, the Board is of the opinion that she is not disqualified from being appointed as a director under

Section 164 of the Companies Act, 2013.

Pursuant to Clause 49 of the Listing Agreement and other applicable provisions, the details of the Directors seeking appointment/reappointment at the ensuing Annual General Meeting are provided in the Corporate Governance section of the Annual Report of the Company.

Ms. Parul Mittal and her relatives (including Mr. Saurabh Mittal and Mr. Shiv Prakash Mittal, Directors of the Company) may be deemed to be concerned or interested in the proposed resolution. Ms. Parul Mittal along with her relatives holds 14.46% of equity share capital of the Company. Other than the aforesaid, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing the resolution as an ordinary resolution.

Place: New Delhi
Date: May 28, 2015

Registered Office:

Makum Road,
P.O. Tinsukia, Assam - 786 125

By order of the Board
For **Greenlam Industries Limited**

Prakash Kumar Biswal
Company Secretary &
Asst. Vice President-Legal



GREENLAM INDUSTRIES LIMITED

(CIN: L21016AS2013PLC011624)

Registered Office: Makum Road, Tinsukia, Assam, 786 125, India; Phone: +91 11-42791399

Fax: +91 11 42791330; Website: www.greenlamindustries.com;

Email: investor.relations@greenlam.com

**Form No. MGT-11
PROXY FORM**

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

CIN	L21016AS2013PLC011624
Name of Company	GREENLAM INDUSTRIES LIMITED
Registered Office	Makum Road, Tinsukia, Assam- 786125 Tel: +91 11-42791399, Fax: +91 11 42791330 Website: www.greenlamindustries.com ,Email :investor.relations@greenlam.com

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

I / We, being the member(s) of _____ shares of the above named company, hereby appoint:

1) Name: ----- Address: -----

Email Id: ----- Signature: -----, or failing him/her

2) Name: ----- Address: -----

Email Id: ----- Signature: -----, or failing him/her

3) Name: ----- Address: -----

Email Id: ----- Signature: -----, or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 2nd Annual General Meeting of the Company, to be held on Monday, August 24, 2015 at 9:30 a.m.at "ROYALIDE", Hotel Royal Highness, G.N.B Road, Tinsukia, Assam - 786 125 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015, Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and Auditors thereon.
2.	To declare dividend on equity shares for the financial year ended March 31, 2015.
3.	To appoint a director in place of Mr. Saurabh Mittal (DIN: 00273917) who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment.
4.	To ratify the appoint M/s. D. Dhandaria & Company, Chartered Accountants (Registration No. 306147E) as Statutory Auditor of the Company and to fix their remuneration.
5.	To approve the appointment of Ms. Parul Mittal (DIN:00348783) as a director of the Company, liable to retire by rotation.

Signed this _____ day of _____ of 2015.

Affix
Revenue
Stamp

Signature of the Shareholder: _____

Signature of the proxy holder(s): _____

Note: This form of proxy in order to be effective should be duly completed, stamped, dated and signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



GREENLAM INDUSTRIES LIMITED

(CIN: L21016AS2013PLC011624)

Registered Office: Makum Road, Tinsukia, Assam, 786 125, India; Phone: +91 11-42791399

Fax: +91 11 42791330; Website: www.greenlamindustries.com;

Email: investor.relations@greenlam.com

ATTENDANCE SLIP

Only Shareholders or Proxies will be allowed to attend the meeting

Registered Folio / DP ID & Client ID :	
Name and Address of the Shareholder :	

Joint Holder(s) :	
No. of Shares :	

I / We hereby record my / our presence at the 2nd Annual General Meeting of the Company being held on Monday, August 24, 2015 at 9:30 a.m. at the "ROYALIDE", Hotel Royal Highness, G.N.B Road, Tinsukia, Assam - 786 125.

Signature of Shareholder(s)/proxy present

Note:

Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue duly signed.

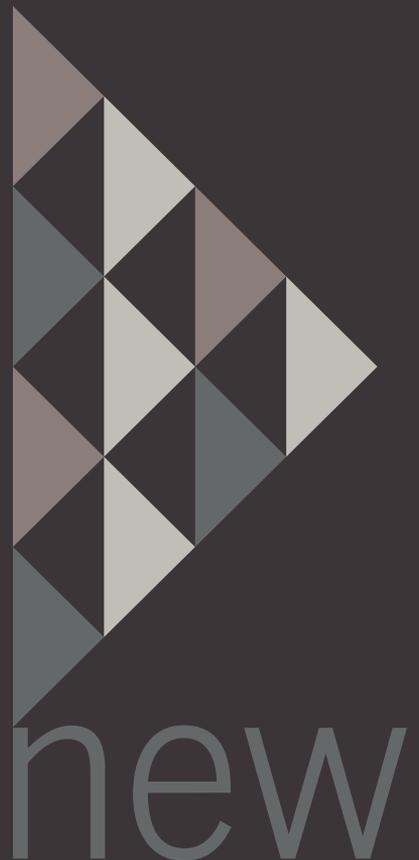
ELECTRONIC VOTING PARTICULARS

EVSN	Sequence Number
150724001	

Note: Please read the note no. 21, 24 to 33 to the Notice of the 2nd Annual General Meeting dated May 28, 2015, being sent herewith, in respect of the instructions for voting through electronic means. The voting period starts from 10:00 a.m. on August 21, 2015 and ends at 5:00 p.m. on August 23, 2015.



Greenlam Industries Limited
ANNUAL REPORT 2014-15



Forward-looking statement

In this annual report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. Wherever possible, we have tried to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in assumptions. The achievement of results is subjects to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

Disclaimer: As the composite Scheme of Arrangement between Greenply Industries Limited and Greenlam Industries Limited under Section 100 to 104 of the Companies Act, 1956, for demerger of the 'Decorative Business' of Greenply Industries Limited to Greenlam Industries Limited, approved by the Hon'ble Gauhati High Court vide its order dated October 31, 2014, became effective on November 17, 2014 (appointed date April 1, 2014), the unaudited figures for the financial year 2013-14 are given in the non-statutory section only with the objective to provide the reader with a comparison.

excellence

excellence

new innings

A NEW INNINGS HAS BEGUN AT
GREENLAM INDUSTRIES LIMITED.

We are sure you have a number of
questions for us.

- ▶ Will we swing our bat at everything
in sight?
- ▶ Will we dance down to hit every
flighted delivery?
- ▶ Will we drop anchor and nudge the
ball around?
- ▶ Will we bat for the team or only
for ourselves?

What follows is our statement of purpose.

A statement of purpose that explains our
priorities. Communicated transparently.

That we intend to bat long, score well,
inspire victory and delight spectators.

stakeholder value



SOME FEEL THAT THE OBJECTIVE OF A COMPANY IS TO MAXIMISE MARKET CAPITALISATION.

Others feel that companies are run to generate employment.

Some feel that companies are run to enhance customer convenience.

Others feel that companies address national (and even international) priorities.

At Greenlam Industries, we believe that each of these statements holds true for us.

We are in business to enhance value for all our stakeholders. Which means doing everything possible to maximise value for each stakeholder – enrich the careers of all those who work with us, be a responsible global corporate citizen and contribute responsibly to the exchequers in the countries of our presence.

To summarise... play for long-term sustainability rather than short-term profitability.

culture

EACH COMPANY HAS A DISTINCTIVE DNA.

This DNA determines whether the company is a risk-taker, whether it will keep trying new things, whether it possesses the foresight to keep the status quo undisturbed or be content toeing the sectoral line to let the business run as usual.

One look at our DNA will reveal traits of passion and go-getterness.

We are not just driven by the prospect of making a change; we are driven by the prospect of doing so within the shortest time.

The result is that we are continuously engaged in challenging conventions and finding better ways of doing things.

We don't think there are four more inspiring words in the English language than 'It can't be done.'

Especially when someone uses them for us.

creative disruption



THERE ARE TWO ALTERNATIVES THAT WE FACE.

Run our business the way the industry does.

Run our business the way the industry does not.

At Greenlam Industries, we believe that there is a greater opportunity in bucking the trend.

Two words that faithfully capture our intent: **creative disruption**.

We believe that for any perceptive company like ours, it is important to conceive and manufacture products that the customer likes; to perceive emerging needs and devise products accordingly.

In doing so, we are not merely playing an existing game; we are literally transforming it. We are not just expanding the market; we are focused on creating new ones.

We believe that this combination makes it possible to progressively augment our offtake and kickstart new revenue streams.

Greenlam Industries. Young at heart.

value-addition

THERE ARE A NUMBER OF GROWTH TRAJECTORIES THAT WE CAN PURSUE.

Either we walk the much-traversed path of doling out discounts, wherein we leverage our brand-cum-scale economies to price lower than competitors, and, in doing so, attempt to capture a larger slice of the market.

Or we deliver superior product attributes and conveniences in which customers find value for every rupee spent.

At Greenlam Industries, we believe that the second is not just a more viable option; it is more sustainable.

The result is that our comprehensive product mix revolves around value-addition, superior product innovation, niche exploration and higher realisations.

We believe that such a strategy will make it possible for us to remain liquid in weak market cycles and enhance our profits during favourable ones.

Better still, this value-addition focus is aligned around the long-term positioning of the Greenlam brand – to transform spaces and enrich lives.

Best of both worlds.

customisation



AT GREENLAM INDUSTRIES,
WE RECOGNISE THAT DIFFERENT
CUSTOMERS HAVE DIFFERENT
PREFERENCES.

In few businesses is this diversity more evident than in interior design and decoration.

At Greenlam Industries, we intend to address customer needs through two approaches.

One, we will make what we think our customers need; two, we will ensure that a significant chunk of our product mix comprises products customised around specific customer needs (with correspondingly superior realisations).

We expect that this focus on product customisation will strengthen an existing service orientation translating into greater customer delight.

Leading to customer retention and brand loyalty.

niche



IN THE BUSINESS OF INTERIOR SURFACE INFRASTRUCTURE, IT IS CRITICAL TO RECONCILE 'MASS' AND 'CLASS'.

Greenlam Industries has done so and will continue to do so.

For one, we will select to work in broad, mass-driven segments where the market will broaden with each subsequent increase in income and prosperity.

But within these mass-driven segments, we will work in carving out niches. We will continue to explore pockets of such large markets that are relatively insulated from competition and price erosion.

In doing so, we expect to capitalise on the growth provided by that market space without the downside of erosive pricing.

Win-win.

positioning



AT GREENLAM INDUSTRIES,
IT WOULD BE EASY TO ASSUME
THAT WE ARE A LAMINATES
MANUFACTURING COMPANY.

We are so much more.

We are a decorative surfacing solutions
company.

Providing us with the elbow room
to graduate from being just another
laminates company to being the one-
stop-shop for a gamut of interior surfacing
products.

Inspiring the recall that if it is a Greenlam
Industries product, then it must guarantee
a complete peace-of-mind.

branding



EACH TIME SOMEONE DECIDES TO BUY A PRODUCT BELONGING TO THE GREENLAM INDUSTRIES PORTFOLIO, THE DECISION IS BASED ON A RECALL NURTURED OVER MORE THAN 20 YEARS.

Our brand stands for some cherished attributes.

One, transforming spaces.

Two, enhancing the owner's pride.

Three, delivering enduring value.

Over the years, the brand has been invested with best-in-class resources, progressive positioning, pioneering products and innovative features.

This explains why Greenlam Industries, which entered the global market as early as in 1993, has emerged as the world's third largest laminates manufacturing company.

Going ahead, we will continue building our brand identity by investing a sizeable proportion of our annual revenues that generates incremental income and puts daylight between us and our peers.

investments



AT GREENLAM, WE BELIEVE THAT WE ARE AT THE CUSP OF AN EXCITING FUTURE.

Across the developing world, two words have been gaining currency – ‘disposable income’ - which will inevitably translate into new home ownership (and a larger investment in interior products).

Besides, much of the developed world is experiencing manufacturing challenges, brightening prospects for Greenlam Industries.

At Greenlam Industries, we will make progressive investments in capacities, people and market presence. We expect that these investments will bolster returns; while investments gradually moderate, our returns from them will keep increasing.

But more specifically, even in bad-markets, we invested and grew capacities and products.

We believe that such markets bring the best out of us.

We work harder.

synergy



BUSINESS GROWTH IS GENERALLY
ACHIEVED THROUGH LINEAR
EXPANSION IN ONE PRODUCT.

At Greenlam Industries, we are focusing on lateral growth across synergic products. Coupled with linear growth in each of those product spaces.

There is a conscious reason for this approach.

We believe that there is a growing need for convenience when it comes to customers seeking to buy interior products. A larger number of customers would prefer to buy a wider range of products from a single location.

At Greenlam Industries, we inspire trust, foster longstanding relationships and market synergic products.

The result is that over the years, we have evolved from being principally a laminates company into a holistic decorative surface products organisation (decorative veneers, engineered wooden flooring and engineered door & frame solutions).

Broad-basing revenues. De-risking our business model.

global company



AT GREENLAM INDUSTRIES, IT WOULD BE SIMPLISTIC TO ASSUME THAT WE ARE AN INDIAN COMPANY EXPORTING PRODUCTS.

It is actually the other way round.

We see ourselves as a global company headquartered in India, manufacturing and marketing products for markets around the world.

We sell under our brand name in more than 100 countries.

Over the years, we have strengthened this 'glocal' (go global, think local) positioning through localised recruitment in the countries of our presence, creation of regional subsidiaries through which we operate and the creation of penetrated proprietary distribution networks (as opposed to plugging into existing networks).

We are focused on demonstrating that we possess a world-beating combination of design and manufacturing excellence across the long-term.

governance



AT GREENLAM INDUSTRIES,
WE BELIEVE THAT THE MOST
SUSTAINABLE COMPANIES ARE
THOSE THAT PLAY COMPLETELY BY
THE RULES.

The result is that we have fostered a deep compliance-driven and governance-respecting environment.

This respect is reflected in the constitution of our Board of Directors, recruitment of professionals, institutionalisation of checks and balances, extensive compliance with all norms, a commitment to run our business in an ethical manner and a respect for the laws of the lands in which we are present.

We are optimistic that this emphasis on transparency will translate into enhanced value for all those who associate with our Company.

solutionising



IT WOULD BE REASONABLE TO BELIEVE THAT OUR WORK ENDS AS SOON AS THE CREDIT CARD IS SWIPED OR THE RUPEE DROPS INTO THE TILL.

The truth of the matter is that, this is where our work begins.

In our business, where the product we make and sold are handled by different agencies, how the latter projects our products often determines whether the customer will want to buy our brand again.

Consequently, we selected to work extensively with influencers - interior designers, architects, contractors and carpenters. We educate them on our product features, advantages, usability and best practices.

In doing so, we have extended our focus from product sale to product use; from sale to solution.

debt philosophy



AT GREENLAM INDUSTRIES, WE
FIND OURSELVES ON THE VERGE OF
INTERESTING TIMES.

We could have waited a few years and made incremental investments (partly through accruals) as we went along. Or we could have made a substantial upfront investment that would have changed the very dynamics of our interior surface infrastructure business.

At Greenlam Industries, we chose to do the latter, convinced that our size would translate into benefits of competitive positioning, branding and inflation-proofing. Besides, we believe that all our progressive investments will warrant lower capital outlays, which, in turn, will strengthen our capex ratio, generating incremental revenues.

So while our prevailing debt might appear high when seen through a conventional prism, we believe that a large part of our capex programme is over. Going ahead, we will be able to moderate our debt through a prudent mix of repayment and increased net worth.

Through this approach, we expect to progressively de-risk the Company and prepare it for sustainable growth.

networks



IN THE BUSINESS OF INTERIOR SURFACE PRODUCTS, THE MOST SUCCESSFUL COMPANY IS INEVITABLY THE ONE THAT IS THE BEST-DISPERSED.

This dispersal is derived from an extensive presence that translates into rich intangible capital.

Greenlam Industries is possibly the most dispersed brand in its space in India; we are also one of the fastest network creators (dealers) in our space.

Our products are available in 29 Indian states; the Greenlam family of products is available down to population clusters of millions of pleased customers; the Company ensures that products are distributed fastest across the country through a network of more than 12,000 distributors, dealers and retailers.

At Greenlam Industries, we are in the process of extending this network deeper into rural India; we are focusing on enhancing revenues per dealer; we are increasing the number of Greenlam products being marketed by each of our primary customers.

We expect that the robustness of this intangible backbone will address every demand upturn with speed and surety, translating into business growth and sustainability.

market-facing



CONSUMER PREFERENCES ARE
EVOLVING FASTER AND DESIGN LIFE
CYCLES ARE SHORTENING.

In this challenging environment, it is becoming increasingly challenging to hedge one's bets solely on product or design development.

At Greenlam Industries, we are countering the inherent risks in market shifts through forward-looking investments in enhancing market proximity and strengthening our customer-interfacing skills.

The result is that it is no longer enough to market to customers; it is critical to understand customers and decipher preference direction.

So the one change that we foresee is the progressive evolution of Greenlam Industries from a manufacturing-focused organisation into a market-defined one.

Our senior managers are spending more time in the marketplace, meeting dealers, opinion-makers and users (primary and secondary) with the objective to customise products in line with what they want, when they want and how they want.

technology- driven



AS CONSUMERS BECOME INCREASINGLY DEMANDING IN THEIR PREFERENCES, THERE IS A PREMIUM ON THE ABILITY TO PROVIDE PRODUCTS THAT ENHANCE AESTHETICS ON THE ONE HAND AND INCREASE CONVENIENCE ON THE OTHER.

This need to make products benchmarked with those that are the best in the industry warrants sizable technology investments.

As a means to this aforementioned end, we installed a patented click-lock technology for our pre-engineered flooring product.

Going ahead, we will introduce (or even fuse) cutting-edge technologies that make it possible for us to launch market-defining products across the world.

passion

passion makes the difference



A FEW YEARS AGO, THE TOP MANAGEMENT AT THE COMPANY ENCOUNTERED UNEXPECTED COMPLAINTS FROM LAMINATE CUSTOMERS.

Shade variations. Problems of bubble and product warping.

Normally, the response at most companies would have been to haul the production-in-charge and ask for an explanation.

At Greenlam Industries, we delved deeper. We spoke extensively to our professionals (production managers, assemblers and paper treaters) about the problem. We reappraised the nuances of operating practices. We benchmarked our quality parameters in line with the globally acceptable.

We deliberated. We delegated. We inspired.

Moulds were rechecked. Stricter controls were implemented. Constant vigilance became the norm. Standard operating procedures became our watchword.

Over the past seven years, a dramatic transformation has transpired.

Defects have virtually disappeared.

passion
makes the
difference.



CONVENTION SAYS THAT THE SAFEST TIME TO INVEST IN ONE'S BUSINESS IS DURING THE GOOD YEARS WHEN PROFITS ARE ABUNDANTLY AVAILABLE.

At Greenlam Industries, we have countered conventional wisdom by investing consistently during challenging years.

Because of the belief that when the cycle turns for the better, we would have adequate capacity immediately on hand.

Because of the conviction that the best vendor deals (in terms of price and delivery) are most favourable during downtrends.

This is how we made it happen:

We invested ₹120 crore to nearly double our laminate capacity during a challenging 2009; we achieved 90% capacity utilisation within 24 months of commercialisation, during a period generally considered one of the most difficult in decades. We invested ₹100 crore during a difficult 2014-15 in the engineered wood flooring business.

Our recent pioneering launches will make it possible for us to grow the Indian market and capture a larger slice of it.

passion
makes all the
difference



IN OUR LINE OF BUSINESS, EXPORTING BRANDED INDIAN LAMINATES WAS UNHEARD OF.

There were a number of pertinent reasons for this.

India was perceived as a low quality producer

The cost of setting up an international marketing network was considered prohibitive.

The same applied to us. We had no incentive to venture beyond India. Except for passion.

We recruited locally in countries; we engaged directly with dealers; we sold under our brand name (not OEM's); we sent out the unmistakable signal of being a long-term player.

This is what we have achieved.

For a company that explored its first non-Indian geography in 1993, we are now present in over 100 countries.



passion makes all the difference



THERE IS A PREMIUM IN PREDICTING WHAT THE MARKET WILL NEED.

Not as much in terms of variants of existing products that consumers will need but new products itself.

At Greenlam Industries, we institutionalised the habit of looking into the future – estimating what people would need, how they might use this product and where they could get consumed – the foundation of our forward-looking strategy.

Consider some of our pioneering launches:

▶ **Laminates:** The anti-bacterial laminate in 2009 (competition followed in 2011); the customised laminate in 2012 (competition followed in 2014)

▶ **Engineered wood flooring:** Introduced in 2014, the first by an Indian company

The result is that we are not just playing the game for market share; we are virtually creating new markets and consistently accounted for their largest shares.



We have described our passion in words, words and words. Now we would rather let our numbers speak.





This is how our competencies translated into financials

Visible in our account statements

768.80

Revenue, 2013 -14
(₹ in crore)

844.60

Revenue, 2014-15
(₹ in crore)

89

Net working capital
(days), 2013 -14

56

Net working capital
(days), 2014 -15

1.47

Debt:Equity,
2013 -14

1.18

Debt:Equity,
2014-15



These have been some of our intangible achievements...

Not visible in our account statements

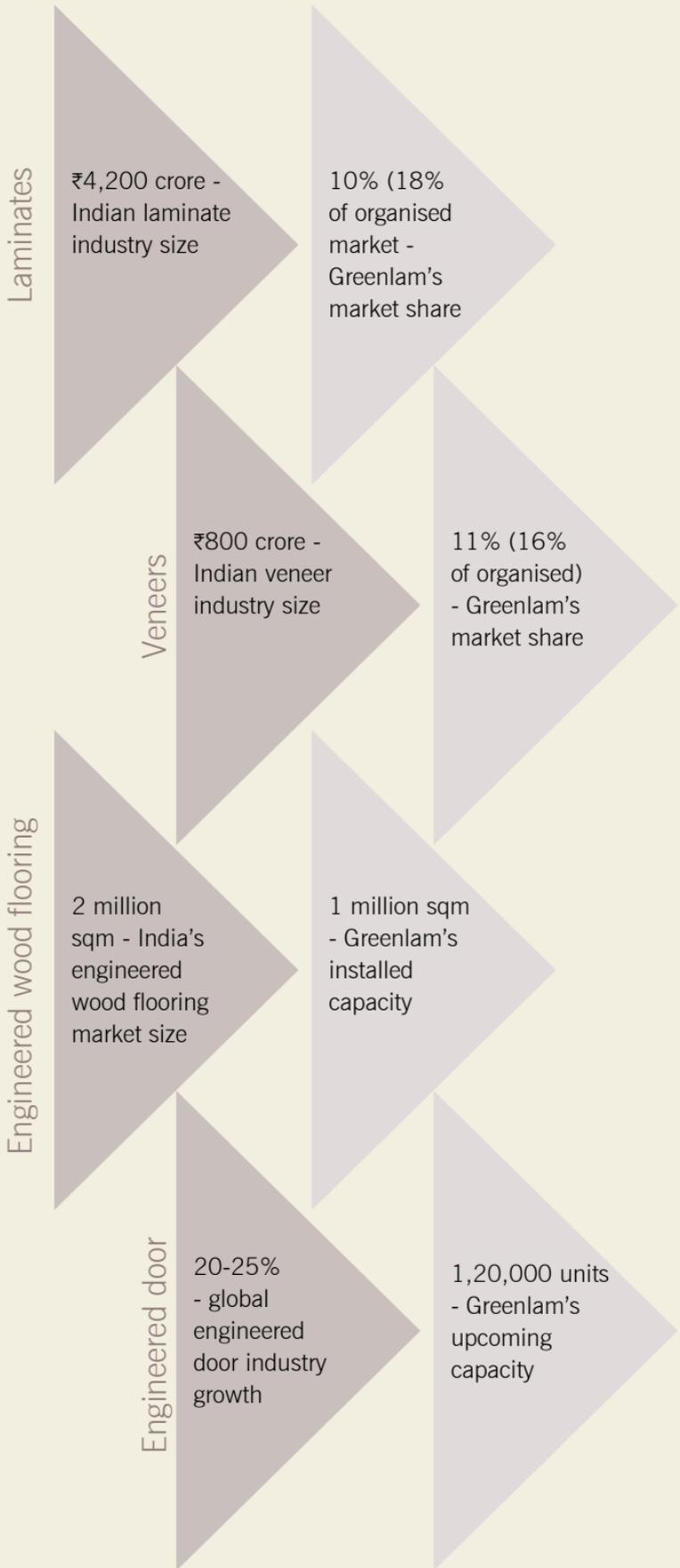


Capacity growth

2013-14	2014-15	2015-16*
10.02	10.02	12.02
Laminate capacity (million sheets per annum)	Laminate capacity (million sheets per annum)	Laminate capacity (million sheets per annum)
4.20	4.20	4.20
Decorative veneer capacity (million square metres per annum)	Decorative veneer capacity (million square metres per annum)	Decorative veneer capacity (million square metres per annum)
	2.00	2.00
	Melamine Face Chipboard capacity (million square metres per annum)	Melamine Face Chipboard capacity (million square metres per annum)
	1.00	1.00
	Engineered wood flooring capacity (million square metres per annum)	Engineered wood flooring capacity (million square metres per annum)
		1.2
		Greenlam's engineered doors capacity (lac doors per annum)

*Proposed

Greenlam Industries
addresses emerging
needs. Greenlam
Industries innovates.
Greenlam Industries
strengthens processes.
Greenlam Industries
provides choice.
Greenlam Industries
has built adequate
capacity. Greenlam
Industries is a quality
provider. Greenlam
Industries makes
products environment-
friendly. Greenlam
Industries outperforms.



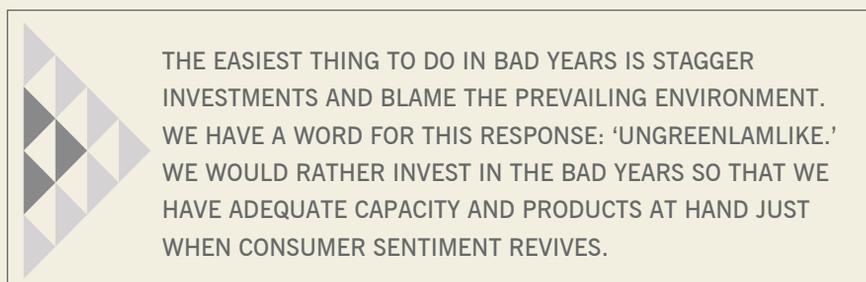
competence

the big message

By Saurabh Mittal, Managing Director & CEO of
Greenlam Industries Limited



Big message 1



In a business that has global aspirations, the big challenge lies in timing the market with capacity increases. Neither too early as you could have the CFO complaining about a decline in ROI; neither too late as you now could have the CFO complaining of the same thing.

At Greenlam Industries, we resolved the problem in our signature manner. We selected to consistently invest during industry slowdowns in the expectation of capitalising with speed and surety following sectoral rebounds.

▶ The Company invested more than ₹200 crore in the three years leading to 2014-15 to build capacities and portfolio, the highest in the panel trade business during the period (helped achieve scale for the demerged entity's enterprise value).

▶ The Company had been in the process of increasing its laminate capacity by 20% (to 12.02 million sheets per annum) in a stretched 2014-15, reinforcing its industry leadership.

▶ The Company engaged in the commercial production of engineered

wood flooring panels (brand Mikasa), the first company in India to manufacture the product in an organised manner to capitalise on a ~2 million square metres market growing at 20% per annum.

▶ The Company embarked on the manufacture of engineered door solutions (doors and frames), the first organised Indian company to do so (annual capacity about 120,000 doors and frames).

▶ The Company commenced the production of laminated melamine face chipboards (MFCs) used in the organised manufacture of modular furniture and kitchens (installed capacity of 2 million square metres).

Get the idea? We increased capacity of existing products; we increased the number of products manufactured.

And just as most analysts were still labelling us as a laminate company, we evolved into India's largest surfacing solutions organisation.

Big message 2



In a volume-cum-value led business, competitive advantage is derived from economies-of-scale.

Over the years, Greenlam Industries consistently enhanced capacity. The result is that the company is not just India's largest laminate producer; it is India's leading provider of value-added surfacing solutions.

So why are we growing with a vengeance?

Because India is sitting at the cusp of a consumption revolution. Because home pride is a subject with enduring relevance. Because people are getting bored faster with their interiors than we have seen in our lifetimes. Because the cost of interior surfacing solutions as a proportion of the total cost of apartment or office ownership is progressively declining. Because technology breakthroughs have made surfacing products more attractive than

ever. Because an increasing number of people are buying laminates on impulse. Because consumers keep changing their preferences. Because if consumers don't get the products they desire, they shift to other brands. Because consumers who walk in to buy laminates might be induced to buy other products as well.

The result is that Greenlam Industries enhanced capacity and widened its product mix to position itself as a one-stop shop for all surfacing solution needs.

It would have been smugly convenient to do this and no more. Greenlam Industries resolved to grow revenues and de-risk its business as well. In line with this priority, the company extended its safe presence in India to more than 100 countries. The result is that the Company's international shipments accounted for 41.41% of revenues in 2014-15.



Big message 3



EVERYONE IS OBSESSED ABOUT PRODUCTS, PORTFOLIOS AND PROCESSES. AT GREENLAM INDUSTRIES, WE BELIEVE THAT WHEN PEOPLE TALK THIS LANGUAGE, THEY MISS THE MOST IMPORTANT 'P' IN THE GAME. PERSONALITY.

In our business, it is hypothetically easy for any new industry entrant to buy the kind of equipment we have and offer a similar product.

But for a difference. Body language.

- ▶ Over the years, we didn't grow in scale and hence remain the same kind of company. We evolved from manufacturer into a comprehensive solutions provider; we evolved from a company manufacturing specific products to a company focused on customisation; from one shoe fits all to 'what kind of size would you want us to make for you?'
- ▶ It would have been so much simpler focusing on volumes and selling just one kind of product. On the contrary, we

selected to make life more complicated for ourselves. Just as the world was trending down to lower value products, we focused on products fetching realisations higher than the sectoral average. The sceptics said this would never work; we increased laminate and veneer realisations 2% and 9% respectively in 2014-15; we enhanced the proportion of value-added products significantly in just three years.

- ▶ And as if all this was not enough, we extended to allied products (doors and flooring), accounting for a larger share of the customer's wallet and in doing so, graduating the Company from vertical to horizontal applications as well.

Big message 4



IN A WORLD WHERE EVERYONE IS WARY OF PROVIDING FINANCIAL GUIDANCE, GREENLAM INDUSTRIES STUCK ITS NECK OUT. WE GREW REVENUES BY 9.86% IN 2014-15.

All those sceptics who wonder where we are likely to derive sustainable growth are possibly missing an interesting point.

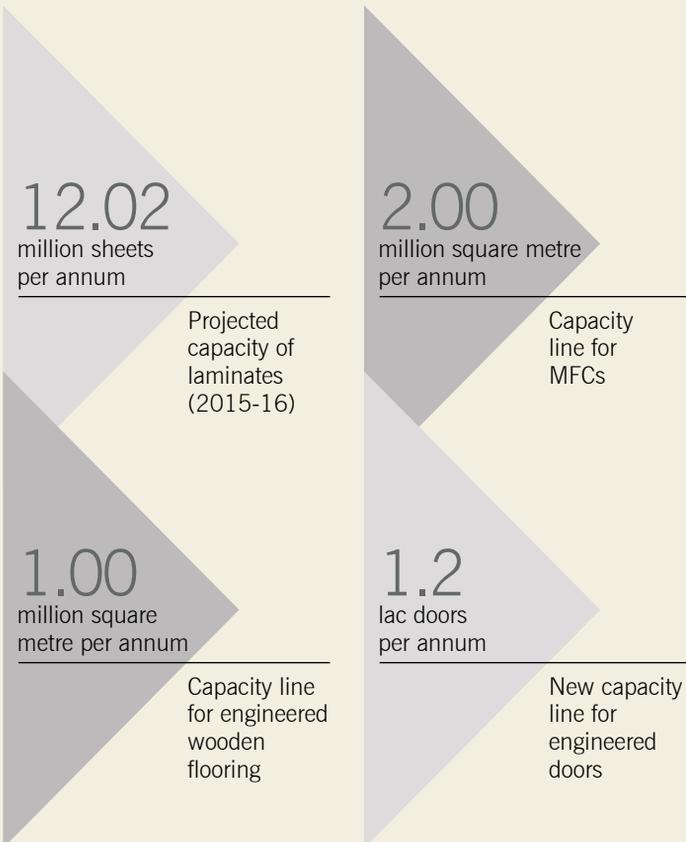
Greenlam Industries is nearing the end of its significant capital expenditure programme. Nearly 80% of its ₹250 crore expansion (capacity and portfolio) was expended by the close of 2014-15. Over the coming years, the Company will find itself in an enviable sweet spot: a decline in capital spending will be complemented by increased cash flows that could potentially be used to either drawn down debt and build a more

valuable company, or reinvest in capacity growth.

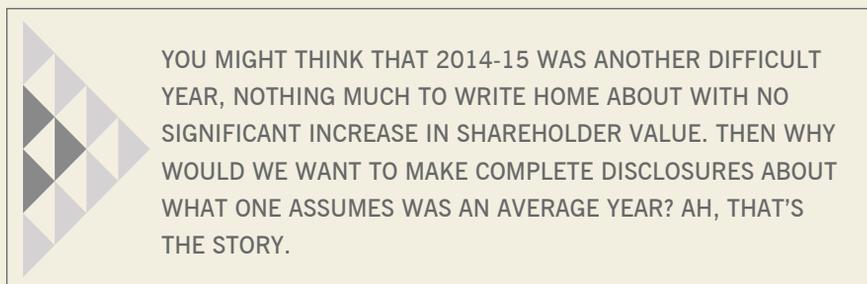
The Company has created adequate production capacity to capitalise on a projected economic rebound.

The Company widened its presence above 100 countries; growth could accelerate as the company explores deeper in each of these markets.

Besides, the Company's infrastructure would need substantially less capital to grow the business, resulting in higher margins.



Big message 5



The big story at Greenlam Industries is not reflected in our Profit & Loss Account for 2014-15.

The Company reported revenue growth of 9.86%, however, net profit declined 28.44%. These numbers could have been better but for the significant management bandwidth consumed in implementing the corporate demerger.

Besides, the Company reported an EBITDA margin of 11% (12.15% in 2013-14) arising out of operational interruptions following the demerger and losses in new product categories.

But there were a number of developments below the surface that

indicate the flavour of things to come.

The Company made engineered wood flooring production ready within a record 15 months from conceptualisation; the product will be launched a quarter ahead of schedule.

The Company worked towards business segregation - laminates and allied products (comprising laminates, compact laminates and melamine face chipboards) and decorative veneer and allied products (comprising decorative veneers, engineered wood flooring, and engineered doors) – which will be reflected in the Company's working from 2015-16.



Greenlam. Home decorative solutions brand. One-stop solution provider.

Greenlam Industries is engaged in the business of transformation.

Transforming living spaces, beautifying lives and enhancing the homeowner's pride.

In line with its stated objective, Greenlam Industries offers superior surfacing and lifestyle solutions for interior and exterior spaces.



**Integrated products like veneers, engineered doors and engineered wood floors are combined under one segment as veneers and allied.*

PRODUCT

Laminates and allied



BANWARILAL GUPTA, SIROHI DISTRICT. AFTER SEEING PICTURES IN A LIFESTYLE MAGAZINE ABOUT HOW GOOD HOMES COULD LOOK, HE FINALLY SUCCUMBED. HE DECIDED TO RENOVATE HIS HOUSE. HIS DAUGHTER WANTED SOMETHING GOOD LOOKING. HIS WIFE WANTED SOMETHING EASY TO MAINTAIN. HE WANTED SOMETHING COST-EFFECTIVE. THEY HAD VIRTUALLY GIVEN UP, WHEN THEY CHANCED ON THE UNEXPECTED....

“Laminates? Yeh kya cheez hai?” A chance conversation with a Greenlam Industries dealer started Banwaribabu on a meaningful discovery.

Laminates are engineered materials made from paper and chemicals. Their utilisation has extended from furniture and cabinetry to decorative walls for an important reason: they are preferred over wood and paint for reasons of choice, aesthetics, installation ease, maintenance, durability and cost-effectiveness. Laminates are stain-proof and resistant (to water, light acids, steam, moisture and abrasion). Besides, Greenlam provides a 10-year product warranty, protecting customer interests.

The Company's compact laminates in three variants – interior grade (ideal for panelling, partitions and as PRIVY divider panel), exterior grade (for facade and external applications) and chemical grade (most suited for healthcare sector). Particle boards (ideal for partition walls and slabs) occupy less space at 1.2 mm thickness compared with conventional brick walls (minimum 9 inch thickness).

► **At Greenlam Industries, the recognition that each individual has a different choice is reflected a wide product choice.**

It would be easy to interpret Greenlam Industries as just another manufacturing company. The Company is a designed organisation that tracks evolving customer preferences within India and

Did you
know?



**GREENLAM INDUSTRIES HAS
VIRTUALLY OVER 2,500 OF LAMINATE
DESIGNS IN ITS PORTFOLIO.**

across international markets.

This preference is not limited to an understanding of what design is being increasing sought; it reconciles an understanding of which functions will warrant customised applications.

The result is that Greenlam Industries offers more than a distinctive visual experience; it provides diverse laminates as well (post-forming, fire-retardant, chemical-resistant, anti-bacterial), customised (down to the specific nature of customer needs), compact and exterior grade (used in exterior cladding).

As a result, the brand of our laminates (as a category) has progressively evolved: from something that looks good on the walls to something that we can also create in line with the nature of use at the customer end. Both.

► **There is only one kind of product that customers seek. Value-for-money. Value-for-money. Value-for-money.**

Over the years, Greenlam Industries recognised that the most effective means to beat the pricing heat of a competitive market place was through enhanced product equality that would create a completely differentiated price-value proposition.

The result is that the Company invested in the most sophisticated manufacturing standards on the one hand coupled with a 10-year product warranty on the other.

Being a global company, the Company's products sold in international markets which have their specific norms and

standards. Greenlam Industries products are manufactured in line with the most stringent international standards - EN (Europe), NEMA (United States) and ISI (India) norms.

The Company has emerged as an environment-responsible player. The Company was the first non-American brand to be accredited with the respect-enhancing GREENGUARD certificate, testifying that the product addressed rigorous standards related to the low emission of volatile organic compounds in indoor environments. The Company also emerged as the first Indian brand certified by the Forest Stewardship Council, helping improve global forest management.

Which explains why, when it comes to product durability, warranty and safety, the selection of Greenlam products is really a no-brainer.

► **A laminate buyer's quest does not end with aesthetics; it ends with application. It does not only address the 'How will it look' but 'What it will do for me'**

The Company's laminates portfolio has been largely woven around one word. Application.

The result is that Greenlam Industries' anti-bacterial laminates address the need for hospitals and schools; its chemical-resistant laminates are ideal for labs; its fire-retardant, post-forming and abrasion-resistant properties address general interior needs. Then comes aesthetics, which weave the laminates into multiple

Did you
know?



LAMINATES CAN BE
INSTALLED IN A THIRD OF THE
TIME NEEDED FOR PAINTING.

applications (wardrobes, wall panels, kitchen cabinets, countertops and tabletops).

And just when customers began to associate the product with 'interiors', Greenlam extended to even provide exterior solutions.

Redefining the concept that if it is aesthetic, it doesn't have to be weak and that if the product is robust it does not have to be unaesthetic.

► **The secret of the successful Greenlam brand is customer proximity. In more senses than one.**

It would be no use if we made the best product in the world if it remained largely inaccessible.

The effectiveness of the Greenlam brand lies in that there is always some round the corner stocking it.

The result is that Greenlam's largest manufacturing capacity in India is complemented by a widespread network of 12,000+ distributors, dealers and retailers across 29 states.

The Company's hub and spoke distribution model through nine regional

distribution centres allows it to address growing pan-India demand. Besides, Greenlam laminates are available in more than 100 countries.

The result is that Greenlam doesn't sell products; it positions products in places most convenient for customers to buy.

► **Greenlam Industries focuses on educating the influencer in the purchase of a laminate brand (dealers, architects, carpenters).**

At Greenlam Industries, we recognise that the influencers help the customers in making the final choice.

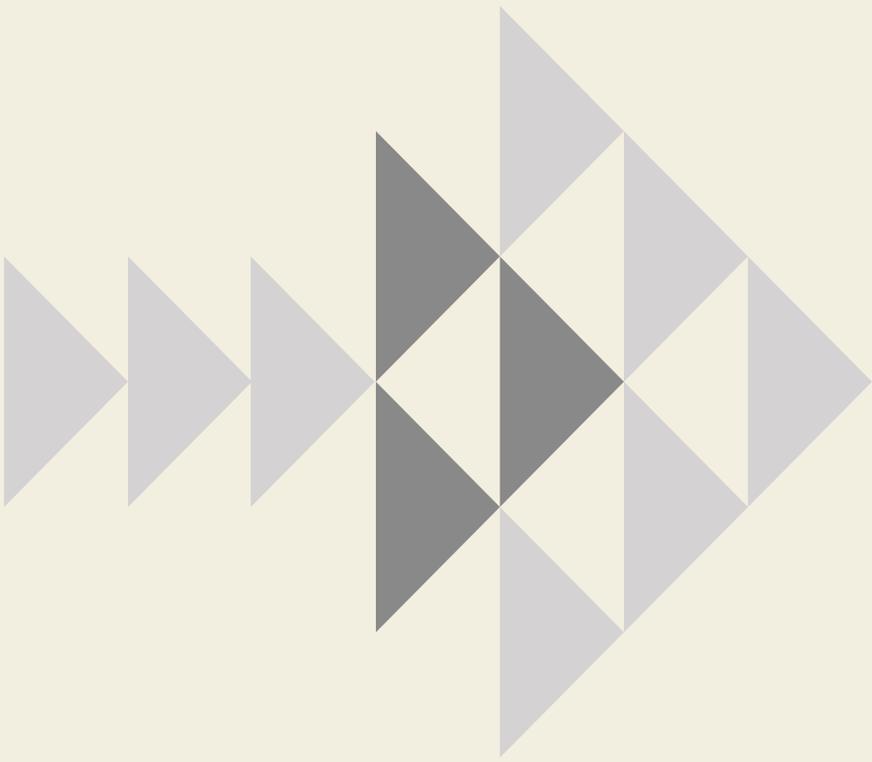
Over the years, Greenlam Industries enhanced its carpenter engagement (through training programmes). The Company began to educate carpenters on product attributes (seasonal changes and precipitation levels) with the objective to enhance efficiency.

The Company organises induction programmes for young architects from reputed Architecture Institutes.

Dealer programmes are organised regularly to update and educate them on the product.

Snapshot

Plant locations	Performance snapshot	
Behror, Rajasthan Installed capacity:5.34 million sheets per annum Capacity utilisations:110%	Revenue (₹ crore)	2014-15 745.16
	EBIDTA (₹ crore)	75.42
	Profit before tax (₹ crore)	27.52
	Contribution to total revenue (%)	88.22
Nalagarh, Himachal Pradesh Installed capacity:4.68 million sheets per annum Capacity utilisations:119%	Installed capacity (million sheets)	10.02
	Capacity utilisation (%)	114.00



PRODUCT

decorative veneer and allied



DAMAYANTIBEN EXCLAIMED 'OH MY GAWD!' ON SEEING A DARK OAK FINISH INTERIOR AT A VINTAGE CALIFORNIA RESTAURANT. SHE ALMOST LOST HER BALANCE WHEN SHE SAW THE SAME FINISH AT A VENEER DEALER'S SHOP ON CENTRAL AVENUE IN KOLKATA.

There is only word that can faithfully describe a veneer used in interiors. 'Sophistication'.

Veneer is nothing but thin layers of wood which is sliced from a log. From the clean lines and consistency of contemporary reconstructed veneer to the traditional individuality of wood grain patterns – there's a veneer to suit every application. Whether you choose the traditional beauty of naturally grained veneer or the designer appeal of dyed veneers, there is a colour palette to enhance every design. While a veneer is environmentally friendly as it is a renewable resource, it is also timeless and never quite goes out of style.

The result is that each veneer is distinctive; there are no two veneers alike. Veneers make ideal fashion

statements; they can be used in interiors by the exclusive-seeking customers.

Greenlam Industries enjoys the reputation for being a trendsetter in the veneers niche for its ability to map market preferences and offer relevant designs.

The Company is the largest producer of natural veneers in India (produced 10,62,810 sqm during 2014-15.) supported by a dispersed dealer and distributor network. The Company is the only manufacturer to offer product variants across multiple dimensions. The Company's upcoming 54,000 square feet three-storey display centre at Behror, Rajasthan, will help showcase the broad product range.

► **Veneers are premium. And like all**

Did you
know?

GREENLAM'S 2014 DECOFEST MARKETING EVENT INVITED PAN-INDIA DEALERS TO THE BEHROR MANUFACTURING FACILITY WHERE IT SHOWCASED VENEER PRODUCTS TO BUILD AWARENESS.

premium products, customers expect to have no worries about product quality.

Veneer quality is critically influenced by three things – substrate, glue and surface.

Over the years, the Company has singularly focused on the best quality material from across the world handpicked by experts.

For instance, the Company uses only gurjan or keruing wood-based ply as the base; the base possesses high density and oleic content, both of which deter borers and termites. The Company offers decorative face veneer thickness of 0.5 mm.

The Company uses specialised TD technology which enhances the grain and sheen of the product.

► **Customers appraise design after design after design before they finally**

decide.

Over the years, Greenlam Industries has evolved from inlay natural veneers to value-added offerings.

The Company's veneer sheets are built around a combination of aesthetics and robustness. They can withstand seasonal expansion and contraction. Besides, their design diversity and adhesive properties make them suitable for interior applications.

In 2014-15, the Company launched the revolutionary HD series. These come with deep grain textures derived through specialised manufacturing process, the first time such a product was offered in India.

The Company coupled product innovation with customisation. The result is that the share of customised products within the Company's portfolio increased to over 35% of offtake during 2014-15.

Snapshot

Plant locations	Performance snapshot*	
Behror, Rajasthan Installed capacity:4.2 million square metre per annum Capacity utilisations:25.24%		2014-15
	Revenue (₹ crore)	99.43
	EBIDTA (₹ crore)	17.43
	Profit before tax (₹ crore)	8.09
	Contribution to total revenue (%)	11.77

*Includes performance of the entire decorative veneer and allied (including engineered wood flooring).

PRODUCT

engineered wood flooring



SUJATHA VENUGOPALAN LOVES THE FEEL OF WOOD ON HER FEET. SHE DESIRED TO INVEST IN WOOD FLOORING IN HER BEDROOM. SHE REGRETTED IT. THE INTERIOR DESIGNER TOOK MORE THAN EIGHT WEEKS TO DELIVER AND INSTALL.

Until 2013, engineered wood flooring demand in India was addressed through imports.

In 2014, Greenlam Industries commissioned engineered wood flooring production capacity for the first time in India, marketed under the Mikasa brand.

The Company's decision to enter this niche was inspired by a number of realities. There is extensive headroom when it comes to the capita consumption of flooring products (square metres) - 4.75 in the EU and the US against a mere 0.75 in India. There is a greater acceptance of wood in Indian homes today than ever. A number of homes need to extend beyond ceramic tiles and mosaic.

Greenlam Industries revolutionised the country's flooring industry by offering a wooden product that is durable, can be installed in just few hours, does not require any carpentry and can address any manufacturing or implementation issues through timely intervention.

► **Greenlam Industries provides product quality at par with international brands - at lower prices.**

The Mikasa flooring product professes

Snapshot

Plant location: Behror, Rajasthan

Installed capacity: 1.00 million square metre per annum

two things – superior finish and ready availability.

Mikasa flooring products are readily available. Over the next year, the Company aims to penetrate the Tier-II cities.

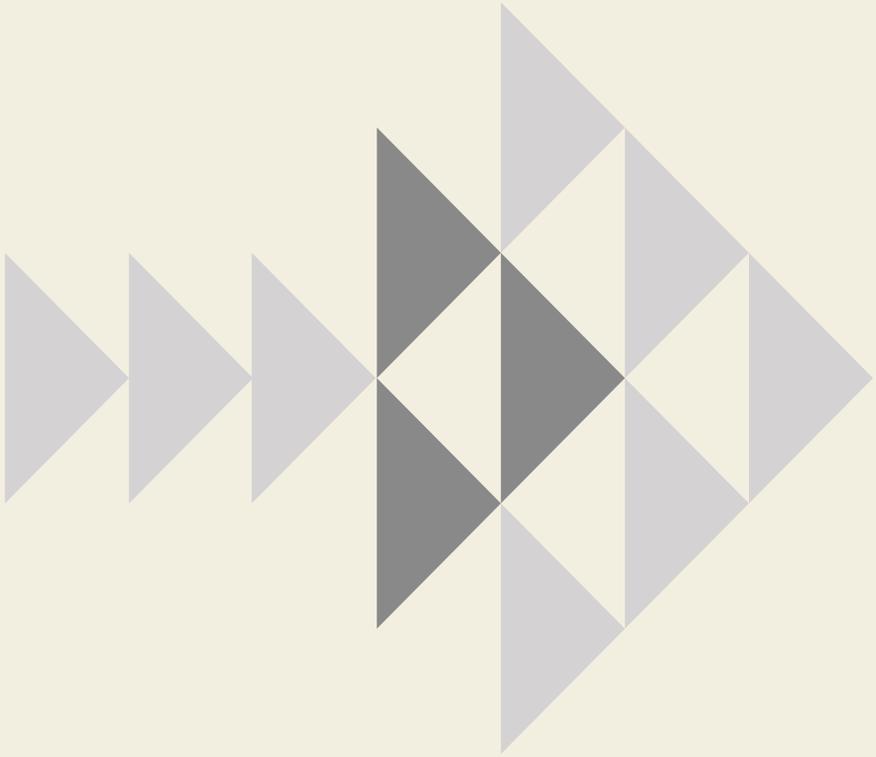
Mikasa's extensive product offering (107 SKUs) provides a wide customer choice; experience centres have helped display products. Mikasa products enjoy a minimum 10-year warranty (rising to 30 years depending on product thickness).

► **When it comes to buying sophisticated products, customers desire the best quality.**

The Company invested in state-of-the-art technology coupled with the deployment of a technical team from Malaysia to monitor manufacturing quality.

The Company's installed capacity (one million square metres per annum) can be enhanced rapidly to address marketplace opportunities.

Even as installation of this niche flooring material is glue-based, Greenlam Industries uses patented glue-less click-lock technology coupled with a product installation service - an end-to-end solution.



PRODUCT engineered doors



“ENGINEERED DOORS?” THAT WAS THE WIDE-EYED RESPONSE OF SANJAY BUMBOLKAR WHEN HE FINALLY DISCOVERED THAT THERE WAS INDEED A WAY OF INSTALLING A DOOR – WITHOUT A HEADACHE.

A ready-to-fit factory-made customised door is in line with Greenlam Industries’ focus on complete solutions.

An engineered door comprises interplay of aperture measurements, door leaf, matching frame and hardware. These doors provide enhanced stability against temperature and humidity (over solid wooden doors). Besides, these doors can be created in made-to-order sizes and

ready-to-fit.

Doors (including flush doors) market is estimated at 24 million annually and engineered finished door category is witnessing a 20-25% year-on-year growth. The Company possesses the capacity to produce 120,000 door units per annum; the product is expected to be commercialised by the second quarter of FY16.

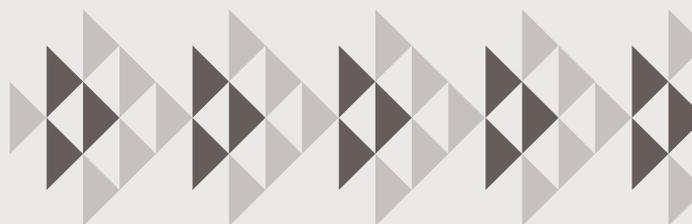
Snapshot

Plant location: Behror, Rajasthan

Installed capacity: 1,20,000 units

achievements

Directors' Report



Dear Shareholders,

Your Directors have pleasure in presenting the 2nd Annual Report on the business and operations of the Company and the Audited Financial Statement of the Company for the financial year ended March 31, 2015.

Financial highlights

(₹ in lac)

Particulars	Standalone		Consolidated
	2014-15	2013-14	2014-15
Profit before Finance Cost, Depreciation and Amortisation Expenses and Tax Expenses	9256.15	(0.47)	9206.55
Less: a) Finance Costs	2684.04	Nil	3018.77
b) Depreciation & Amortisation Expenses	3018.62	0.33	3338.01
Profit before Tax	3553.49	(0.80)	2849.77
Provision for taxation	891.98	Nil	915.28
Less: Minority Interest			1.27
Profit for the year	2661.51	(0.80)	1933.22
Add: Balance brought forward from previous years	(0.80)	Nil	(0.80)
Amount adjusted pursuant to the Scheme of Arrangement	3718.59		4035.35
Less: Adjustment of depreciation on reassessment of useful lives of the tangible assets	68.51		68.51
Amount available for appropriation	6310.79	Nil	5899.26
Appropriations:			
Proposed dividend on Equity Shares	120.68	Nil	120.68
Tax on distribution of dividends	24.57	Nil	24.57
Transferred to General Reserve	100.00	Nil	100.00
Balance carried to Balance Sheet	6065.54	(0.80)	5654.01

Operations and state of affairs of the Company

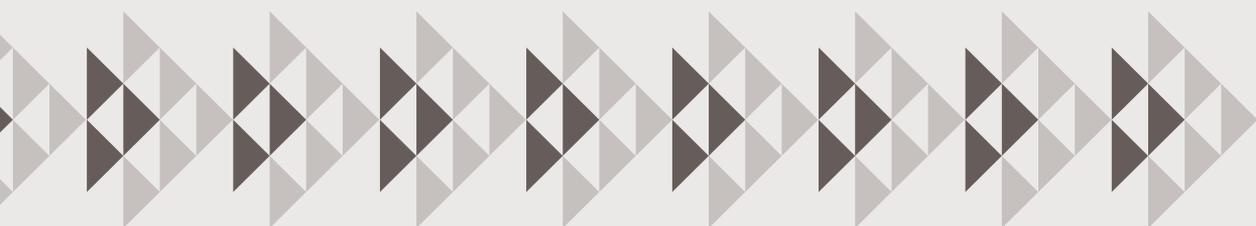
During the year 2014-15, your Company posted a moderate performance with revenue and profit standing at ₹84,602.10 lac and ₹2,661.51 lac, respectively. This performance is particularly noteworthy when viewed against the backdrop of the challenging business environment in which this was achieved, namely, the steep increase in cost of various raw materials and subdued consumer sentiments.

During the year 2014-15, your Company recorded an export turnover of ₹31,002.12 lac and export incentive entitlement of ₹3,974.67 lac.

As per the consolidated financial statements, revenues from operations and profit for the year 2014-15 stood at ₹92,753.96 lac and ₹1,933.22 lac, respectively.

The overall performance of the Company during 2014-15, amid a challenging economic scenario, vindicates the effectiveness of the initiatives undertaken by the Greenlam management so as to better exploit business opportunities.

During 2014-15, your Company intensified its efforts in the area of product integration and market penetration. Your Company continued to expand its export markets for laminates during 2014-15.



Dividend

Your Directors recommend a final dividend of 10% i.e. ₹0.50 per share (previous year nil per share) on the Company's 2,41,36,374 Equity Shares of ₹5.00 each for 2014-15. The final dividend on the Equity Shares, if declared as above, would entail an outflow of ₹120.68 lac towards dividend and ₹24.57 lac towards dividend tax, resulting in a total outflow of ₹145.25 lac.

Outlook and expansion

The Company's outlook remains favourable on account of its product integration capabilities, growing brand popularity and the continuous support from its employees, shareholders, creditors, consumers, dealers and lenders. The Company's vision is to be a one-stop solution for all decorative surface products (in its field of operation). The Company's pan-India distribution network ensures easy availability of products in almost every part of India. The Company has presence in over 100 countries, either directly or through its overseas subsidiaries.

During the year under review, your Company has commenced the commercial production of the engineered wood flooring product line, also commonly known as multi-layer parquet at the Company's manufacturing unit in Behror, Rajasthan. With an installed capacity to manufacture 1 million square metres per annum, we have become the first to manufacture this product in India. Earlier, the entire demand for these products was being met through imports. The new products are being marketed by the Company under the brand name 'Mikasa'.

Your Company has decided to set up an engineered door manufacturing unit at Behror, Rajasthan, with a capacity to manufacture 1,20,000 engineered door sets and door leafs per annum across various sizes, thicknesses, designs and specifications. The

capital cost for this project would be approximately ₹27 crore. With respect to the said project, civil construction work is already under progress, the installation of machineries for the new production lines have been completed and trial production has commenced. Commercial production is expected to start soon.

Your Company has also decided to expand the manufacturing capacity for laminates at its unit at Nalagarh, Himachal Pradesh, to manufacture an additional 2 million laminate sheets per annum. The capital cost for this brownfield expansion would be approximately ₹20 crore. With respect to the said expansion, civil construction work is already under progress and orders for all major equipment have been placed. The progress is as per schedule.

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

Composite Scheme of Arrangement

During the year under review, approval of the Hon'ble Gauhati High Court was received on October 31, 2014 to the on-going Composite Scheme of Arrangement between Greenply Industries Limited and Greenlam Industries Limited and their respective shareholders and creditors for the demerger of the Decorative Business (comprised of Laminates and Allied Products) of Greenply Industries Limited to Greenlam Industries Limited with effect from the Appointed Date i.e. April 1, 2013. The said Scheme became effective upon filing of copy of the order of Hon'ble Gauhati High Court with concerned Registrar of Companies on November 17, 2014. In consideration of the demerger and transfer of the Demerged Undertaking, Greenlam Industries Limited issued and allotted 2,41,36,374 equity shares to the eligible shareholders of Greenply Industries Limited, 1 (One) equity share of ₹5.00 each in Greenlam



Industries Limited, credited as fully paid up for every 1 (One) equity share of ₹5.00 each held by them in Greenply Industries Limited. The equity shares issued and allotted by Greenlam Industries Limited pursuant to the Scheme got listed with BSE Limited and National Stock Exchange of India Limited on March 2, 2015.

Credit Rating

Your Company has been assigned “CARE A” and “CARE A1” in respect of its long term and short term banking facilities respectively by Credit Analysis and Research Ltd. (CARE). Your Company has also been assigned “CARE A1” for short term debt instrument (including Commercial Paper) programme carved out of the sanctioned working capital limits of the Company by CARE.

Subsidiaries

Your Company has six overseas subsidiaries viz. Greenlam Asia Pacific Pte. Ltd., Singapore, Greenlam America, Inc., USA, Greenlam Asia Pacific (Thailand) Co., Ltd., Thailand, Greenlam Holding Co., Ltd., Thailand, PT. Greenlam Asia Pacific, Indonesia and Greenlam Europe (UK) Ltd., UK and one subsidiary in India viz. Greenlam VT Industries Private Limited as at the end of the financial year ended March 31, 2015.

Greenlam Asia Pacific Pte. Ltd., Singapore, is engaged in the business of trading of high pressure laminates and allied products. Greenlam America, Inc., USA, is engaged in the marketing and distribution of high-pressure laminates and allied products in North and South America. Greenlam VT Industries Private Limited, India, was incorporated in the year 2013 with the object to carry on the business of manufacturing and trading of Doors and High-end Doors & allied products, however, there was no business carried on by this Indian subsidiary since its incorporation.

Further, two Thai step-down subsidiaries Greenlam Asia Pacific (Thailand) Co., Ltd. and Greenlam Holding Co., Ltd. are engaged in the business of marketing and distribution of high-pressure laminates and allied products in Thailand while the Indonesian

step-down subsidiary PT. Greenlam Asia Pacific is engaged in the manufacture of promotional material i.e. catalogues, sample folders, chain sets, wall hooks and A4 size samples. Further, UK step-down subsidiary Greenlam Europe (UK) Limited is engaged in the business of marketing and distribution of high-pressure laminates and allied products in United Kingdom.

As required under Rule 8(1) of the Companies (Accounts) Rules, 2014, the Board's Report has been prepared on standalone financial statements and a report on performance and financial position of each of the subsidiaries included in the consolidated financial statements is presented herewith in Form AOC-I as Annexure-I. 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 would be placed on the website of the Company at www.greenlamindustries.com. Further, as per fourth proviso of the said section, audited annual accounts of each of the subsidiary companies would also be placed on the website of the Company at www.greenlamindustries.com. Shareholders interested in obtaining a copy of the annual accounts of the subsidiary companies may write to the Company Secretary at the Company's corporate office or may drop mail at investor.relations@greenlam.com.

In terms of the provisions of Clause 49 of the Listing Agreement, the policy for determining material subsidiaries is placed on the website of the Company at www.greenlamindustries.com.

Consolidated financial statements

The consolidated financial statements comprising financial statements of the Company and its subsidiaries are also annexed.

Transfer to General Reserve

Your Directors propose to transfer ₹100.00 lac to the General Reserve.

Directors

During the year under review, Mr. Vijay Kumar Chopra (DIN: 02103940), Ms. Urvashi Saxena



(DIN: 02021303) and Ms. Sonali Bhagwati Dalal (DIN: 01105028) were appointed as Independent Directors of the Company at the last Annual General Meeting of the Company held on October 30, 2014. They hold office up to the 6th Annual General Meeting of the Company to be held in the calendar year 2019. Your Company has received declarations from all the Independent Directors viz. Mr. Vijay Kumar Chopra, Ms. Urvashi Saxena and Ms. Sonali Bhagwati Dalal confirming that they meet the criteria of independence as prescribed both under Sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Stock Exchanges.

During the year under review, the Board has appointed Ms. Parul Mittal (DIN: 00348783) as Additional Director as well as Director-Design & Marketing of the Company w.e.f. November 11, 2014. She holds office as an Additional Director up to the ensuing Annual General Meeting of the Company. The Company has received a notice in writing together with requisite deposit of ₹1 Lac under Section 160 of the Companies Act, 2013, from a member of the Company proposing her candidature for the office of a director liable to retire by rotation.

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Saurabh Mittal (DIN: 00273917), Managing Director & CEO of the Company, will retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

Further, during the year under review, Mr. Rajesh Mittal (DIN: 00240900) and Mr. Shobhan Mittal (DIN: 00347517) resigned from the Board of the Company w.e.f. the close of the working hours of November 10, 2014.

None of the directors of your Company is disqualified under the provisions of Section 164(2)(a) & (b) of the Companies Act, 2013.

Changes in Share Capital

During the year under review, the authorised share capital of the Company has been increased from

₹1,00,00,000/- (Rupees One Crore only) divided into 20,00,000 (Twenty Lakh) equity shares of ₹5/- (Rupees Five only) each to ₹15,00,00,000/- (Rupees Fifteen Crore only) divided into 3,00,00,000 (Three Crore) equity shares of ₹5/- (Rupees Five only).

Further, pursuant to composite Scheme of Arrangement the Company issued and allotted 2,41,36,374 Equity Shares of ₹5/- each to the eligible shareholders of Greenply Industries Limited and cancelled 1,00,000 equity shares of ₹5/- each held by Greenply Industries Limited.

Key Managerial Personnel

Mr. Saurabh Mittal, Managing Director and CEO, Ms. Parul Mittal, Director-Design & Marketing, Mr. Ashok Kumar Sharma, Chief Financial Officer and Mr. Prakash Kumar Biswal, Company Secretary & Asst. Vice President-Legal are the Key Managerial Personnel of the Company. Mr. Saurabh Mittal was appointed as Managing Director and CEO w.e.f. November 11, 2014. Ms. Parul Mittal was appointed as Director-Design & Marketing w.e.f. November 11, 2014. Mr. Ashok Kumar Sharma was appointed as Chief Financial Officer w.e.f. November 17, 2014 and Mr. Prakash Kumar Biswal was appointed as Company Secretary & Asst. Vice President-Legal w.e.f. November 17, 2014.

Meetings of the Board

Six (6) Board Meetings were held during the financial year ended March 31, 2015. The details of the Board Meetings with regard to their dates and attendance of each of the Directors thereat have been provided in the Corporate Governance Report.

Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Equity Listing Agreement, the Independent Directors have evaluated the performance of non-independent directors, chairperson of the Company after considering the views of the other directors, board as a whole and assessed the quality, quantity and timely flow of information between the Company's management and the Board and the Nomination and Remuneration



Committee also has carried out evaluation of performance of every director. On the basis of evaluation made by the Independent Directors and the Nomination and Remuneration Committee and by way of individual and collective feedback from the non-independent Directors, 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.

The followings were the Evaluation Criteria:

a. For Independent Directors:

- ▶ Knowledge and Skills
- ▶ Professional conduct
- ▶ Duties, Role and functions
- ▶ Compliance with Code of Business Ethics and Code of Conduct of the Company
- ▶ Rendering independent and unbiased opinion
- ▶ Attendance and presence in meetings of Board and Committees
- ▶ Assistance in implementing corporate governance practices
- ▶ Independent view on key appointments and strategy formulation
- ▶ Review of integrity of financial information and risk management
- ▶ Updation of skills and knowledge
- ▶ Information regarding external environment
- ▶ Raising of concerns, if any, to the Board
- ▶ Reporting of frauds, violation etc.

b. For Executive & Non- Executive Directors:

- ▶ Performance as Team Leader/Member.
- ▶ Evaluating Business Opportunity and analysis of Risk Reward Scenarios
- ▶ Professional Conduct and Integrity
- ▶ Sharing of Information with the Board
- ▶ Extent of participation during Board and Committee Meetings
- ▶ Whether difference of opinion was voiced in the meeting
- ▶ Whether executive directors were able to answer

the queries raised by Independent Directors

- ▶ Compliance with Code of Business Ethics and Code of Conduct of the Company
- ▶ Assistance in implementing corporate governance practices
- ▶ Independent view on key appointments and strategy formulation
- ▶ Review of integrity of financial information and risk management
- ▶ Updation of skills and knowledge
- ▶ Information regarding external environment
- ▶ Raising of concerns, if any, to the Board
- ▶ Reporting of frauds, violation etc.

c. For Committees of the Board:

- ▶ Adequate and appropriate written terms of reference
- ▶ Volume of business now handled by the committee (particularly the audit committee) set at the right level?
- ▶ Whether the committees work in an 'inclusive' manner
- ▶ Effectiveness of the Board's Committees with respect to their role, composition and their interaction with the Board
- ▶ Are the committees used to the best advantage in terms of management development, effective decision etc.

d. For Board of Directors:

- ▶ Setting of clear performance objectives and how well it has performed against them
- ▶ Contribution to the testing and development and strategy
- ▶ Contribution to ensuring robust and effective risk management
- ▶ Composition of the board and its committees appropriate with the right mix of knowledge and skills sufficient to maximise performance in the light of future strategy
- ▶ Effectiveness of inside and outside board relationship
- ▶ Responding to the problems or crises that have emerged



- ▶ Relationship between Board and its Committees and between committees themselves
- ▶ Communication with employees and others
- ▶ Updation with latest developments in regulatory environments and the market in which the Company operates

The Directors expressed their satisfaction with the evaluation process.

Audit Committee

The Audit Committee consists of three independent directors with Ms. Urvashi Saxena as Chairperson and Mr. Vijay Kumar Chopra and Ms. Sonali Bhagwati Dalal as members and also one promoter director Mr. Saurabh Mittal, Managing Director & CEO of the Company. The Committee inter alia reviews the Internal Control System and reports of Internal Auditor and compliance of various regulations. The brief terms of reference of the Committee is provided in the Corporate Governance Report. The Committee also reviews the Financial Statements before they are placed before the Board.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee consists of two independent directors with Mr. Vijay Kumar Chopra as Chairman and Ms. Urvashi Saxena as member and also one non-executive director Mr. Shiv Prakash Mittal as member. The brief terms of reference of the Committee is provided in the Corporate Governance Report.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee consists of one non-executive director Mr. Shiv Prakash Mittal as Chairman, one Executive Director Mr. Saurabh Mittal as member and also one Independent Director Mr. Vijay Kumar Chopra as member. The Committee, inter alia, reviews the grievance of the security holders of the Company and redressal thereof. The brief terms of reference of the Committee is provided in the Corporate Governance Report.

Vigil Mechanism

Pursuant to the provisions of Section 177(9) & (10)

of the Companies Act, 2013 and Listing Agreements, a 'vigil mechanism' or 'Whistle Blower Policy' for directors and employees to report genuine concerns has been established. The same is also uploaded on the website of the Company.

Risk Management

The Company is taking necessary steps to identify, assess, monitor and mitigate various risks to key business objectives. Major risks to be identified on the businesses and functions, if any, would be systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Audit Committee of the Company. The detailed steps that were undertaken by the Company as its risk mitigating initiatives are provided in the Management Discussion and Analysis Report.

Internal Financial Controls with reference to the Financial Statements

The Directors had laid down internal financial controls procedures to be followed by the Company which ensure compliance with various policies, practices and statutes in keeping with the organization's pace of growth and increasing complexity of operations for orderly and efficient conduct of its business. The Audit Committee of the Board, from time to time, evaluated the internal financial control of the Company with regard to-

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.

Corporate social responsibility

Greenlam has been proactively carrying out CSR activities and funding various non-profit organisations towards honing vocational skills, preventing early marriage and pregnancy and sensitising adolescents about life skills and reproductive health.

During the year under review, the compliance of the requirements of Section 135 of the Companies Act, 2013 was not applicable to the Company. Nonetheless, the Company has continued to carry out its CSR activities voluntarily which demonstrate its commitment and responsibility towards the betterment of the society.

Policy on Nomination and Remuneration

The contents of Nomination and Remuneration Policy of the Company prepared in accordance with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 (IV) of the Listing Agreements are provided in the Corporate Governance Report.

Related Party Transactions

Related party transactions that were entered into during the financial year were on arm's length basis and were in ordinary course of business. The particulars of material related party transactions which were entered into on arm's length basis are 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 which is annexed herewith as Annexure-II. There are no materially significant related party transactions made by the Company which may have potential conflict with the interest of the Company. The Board has approved a policy for material related party transactions which has been uploaded on the Company's website. The web-link as required under Listing Agreement is as under: <http://www.greenlamindustries.com/pdf-file/>

[Related_Party_Transaction_Policy.pdf](#).

Directors' responsibility statement

In terms of the provisions of Section 134 (3)(c) of the Companies Act, 2013, the Directors state that:

a) in preparation of the annual accounts for the financial year ended March 31, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b) the directors have selected such accounting policies as listed in Note 1.00 to the financial statements and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year as on March 31, 2015 and of the profit of the Company for that period.

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

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

e) the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

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

Material Changes

There have been no material changes and commitments affecting the financial position of the Company since the close of financial year i.e. since March 31, 2015. Further, it is hereby confirmed that there has been no change in the nature of business of the Company.

Insurance

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



Public deposits

During 2014-15, the Company did not invite or accept any deposits from the public.

Listing of shares

The Equity Shares of the Company are listed on the BSE Limited (BSE) with scrip code No. 538979 and on National Stock Exchange of India Limited (NSE) with scrip symbol GREENLAM. The Company confirms that the annual listing fees to both the stock exchanges for the financial year 2015-16 have been paid.

Loans, Guarantees or Investments under Section 186 of the Companies Act, 2013

Details of Loans granted, Guarantees given and Investments made during the year under review, covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Financial Statement of the Company.

Auditors and their report

(a) Statutory Auditors:

In compliance with the Companies (Audit and Auditors) Rules, 2014, M/s. D. Dhandaria & Company, Chartered Accountants, has been appointed as Statutory Auditors of the Company till the conclusion of 6th Annual General Meeting (AGM) as approved by the members at their 1st Annual General Meeting held on October 30, 2014. Further, pursuant to the requirement of Section 139 of the Companies Act, 2013, the appointment of Statutory Auditors is to be ratified by the members at every Annual General Meeting. Based on their declaration received by the Company under Section 139 and 141 of the Companies Act, 2013, they are eligible for the appointment. Members are requested to ratify their appointment for the F. Y. 2015-16.

(b) Secretarial Auditors:

The Board of Directors of the Company appointed Ms. Manju Pathak, Practicing Company Secretary of M/s. L. G. Corp Law having office at D-12 LGF, Lajpat Nagar, New Delhi – 110024, to conduct Secretarial Audit for the F.Y. 2014-15. The Secretarial Audit Report in Form MR-3 for the financial year ended

March 31, 2015, is annexed herewith as Annexure-III.

(c) Cost Auditors:

Your Company was not required to appoint Cost Auditor for the financial year ending March 31, 2015.

(d) Internal Auditor:

During the year under review, the Board of Directors has appointed Mr. Rakesh Kumar Budhiraja, President-Finance of the Company as Internal Auditor of the Company to carry out internal audit of Branches, offices and manufacturing units of the Company.

Response to Auditors' Remarks

There is no qualification, reservation, adverse remark or disclaimer by the Statutory Auditors in their report or by the Secretarial Auditor in their Secretarial Audit Report and hence no explanation or comments of the Board is required in this matter.

Extract of Annual Return:

The extract of Annual Return required under Section 134(3)(a) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, is provided in Form MGT- 9 as Annexure-IV to this report.

Corporate Governance report

A detailed report on Corporate Governance pursuant to Clause 49 of the Listing Agreement with Stock Exchanges, along with an Auditors' Certificate on compliance with the conditions of Corporate Governance, is annexed to this report.

Management discussion and analysis report

The Management discussion and analysis report for the year 2014-15, pursuant to Clause 49 of the Listing Agreement with Stock Exchanges is given as a separate statement in the annual report.

CEO and CFO certification

Pursuant to Clause 49 of the Listing Agreement, the CEO and CFO certification is attached with the annual report. The Managing Director and CEO and the Chief Financial Officer also provide quarterly certification



on financial results while placing the financial results before the Board in terms of Clause 41 of the Listing Agreement.

Code of Conduct for Directors and senior management personnel

The Code of Conduct is posted on the Company's website. The 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, 2015. Declaration is attached with the annual report.

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 herewith as Annexure-V.

Particulars of employees

The information required under Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed herewith as Annexure-VI.

Fraud Reporting

There was no fraud reported by the Auditors of the Company to the Audit Committee or the Board of directors during the year under review.

Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013

No case was filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 during the year under review.

Details of significant and material orders passed by the regulators / courts / tribunals impacting the going concern status and the Company's operations in future

During the period under review, there were no significant and material orders passed by any regulator / court / tribunal impacting the going concern status and the Company's operations in future.

Acknowledgement

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. Directors also place on record their heartfelt appreciation for employees of the Company for their dedication and contribution.

For and on behalf of the Board of Directors

S. P. Mittal

Non-Executive Chairman

Place: New Delhi

Date: May 28, 2015

Annexures to the Directors' Report

Annexure - I

Form AOC-I

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]

Sr. No.	Part "A": Subsidiaries	₹	
1.	Name of the subsidiary	Greenlam Asia Pacific Pte. Limited	Greenlam America, Inc.
2.	Reporting period for the subsidiary	31-MAR'2015	31-MAR'2015
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year	S\$ (₹45.738)	US\$ (₹62.497)
4.	Share Capital	111,174,648.00	99,996,000.00
5.	Reserves & Surplus	(49,629,207.00)	(52,310,728.74)
6.	Total Assets	1,183,981,884.00	332,409,132.00
7.	Total Liabilities	1,122,436,459.87	284,723,861.00
8.	Investments	18,482,237.00	NIL
9.	Turnover	1,831,444,913.00	714,669,474.58
10.	Profit before taxation	(29,016,635.00)	23,293,631.00
11.	Provision for taxation	(1,026,991.00)	Nil
12.	Profit after taxation	(30,043,626.00)	23,293,631.00
13.	Proposed Dividend	Nil	Nil
14.	% of shareholding	100%	100%

Sr. No.	Part "A": Subsidiaries	₹	
1.	Name of the subsidiary	Greenlam Europe (UK) Limited	Greenlam Asia Pacific (Thailand) Co. Limited
2.	Reporting period for the subsidiary	31-MAR'2015	31-MAR'2015
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year	GBP (₹92.904)	THB (₹1.922)
4.	Share Capital	17,491,965.00	7,688,000.00
5.	Reserves & Surplus	(90,178,568.00)	10,612,606.00
6.	Total Assets	120,800,749.00	209,715,416.00
7.	Total Liabilities	193,487,352.00	191,414,810.00
8.	Investments	NIL	961,000.00
9.	Turnover	50,471,399.00	789,748,946.00
10.	Profit before taxation	(52,983,337.00)	5,416,565.00
11.	Provision for taxation	NIL	(1,126,210.00)
12.	Profit after taxation	(52,983,337.00)	4,290,355.00
13.	Proposed Dividend	NIL	NIL
14.	% of shareholding	100%	97.5%



Sr. No.	Part "A": Subsidiaries	₹	
1.	Name of the subsidiary	Greenlam Holding Co. Ltd.	PT. Greenlam Asia Pacific
2.	Reporting period for the subsidiary	31-MAR'2015	31-MAR'2015
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year	THB (₹1.922)	IDR (₹0.004)
4.	Share Capital	1,922,000.00	96,458,40.00
5.	Reserves & Surplus	(817,106.00)	1,786,048.00
6.	Total Assets	3,870,041.00	11,716,240.00
7.	Total Liabilities	2,765,147.00	284,352.57
8.	Investments	3,844,000.00	NIL
9.	Turnover	NIL	13,202,106.00
10.	Profit before taxation	(166,172.00)	2,035,723.00
11.	Provision for taxation	NIL	(131,927.00)
12.	Profit after taxation	(166,172.00)	1,903,796.00
13.	Proposed Dividend	NIL	Nil
14.	% of shareholding	99%	99%

Sr. No.	Part "A": Subsidiaries	₹
1.	Name of the subsidiary	Greenlam VT Industries Private Limited
2.	Reporting period for the subsidiary	31-MAR'2015
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year	INR
4.	Share Capital	100000.00
5.	Reserves & Surplus	(79393.00)
6.	Total Assets	54715.00
7.	Total Liabilities	34108.00
8.	Investments	NIL
9.	Turnover	NIL
10.	Profit before taxation	(52209.00)
11.	Provision for taxation	NIL
12.	Profit after taxation	(52209.00)
13.	Proposed Dividend	Nil
14.	% of shareholding	100%

Notes:

- Names of subsidiaries which are yet to commence operations – Greenlam VT Industries Private Limited
- Names of subsidiaries which have been liquidated or sold during the year – N. A.

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures : The Company has no Associate or Joint Venture Company.

For and on behalf of Board of Directors

Shiv Prakash Mittal
Non-Executive Chairman

Saurabh Mittal
Managing Director & CEO

Ashok Kumar Sharma
Chief Financial Officer

Prakash Kumar Biswal
Company Secretary

Form No. 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 at arm's length basis 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.	Himalaya Granites Limited	Leave and license agreement in respect of immovable property.	For a period of 11 months from the date of execution which is renewable with mutual consent.	Monthly Rent of ₹3,85,000.00 with increase up to 5% every year.	November 11, 2014	Nil
2.	Greenply Industries Limited	Leave and license agreement in respect of immovable property.	For a period of 11 months from the date of execution which is renewable with mutual consent.	Monthly Rent of ₹5,000.00	November 11, 2014	Nil
3.	Greenply Industries Limited	Agreement for availing of information technology and business auxiliary services	The contract was for availing services till November 17, 2014	Value of services was decided mutually at ₹3,14,00,000.00	November 11, 2014	Nil
4.	Greenply Industries Limited	Arrangement for purchase of raw materials, semi-finished and finished goods.	For the financial year 2014-15 and subsequent years	On mutually agreed terms up to purchase value of ₹1,78,30,076.00	November 11, 2014	Nil
5.	Greenply Industries Limited	Arrangement for sale of raw materials, semi-finished and finished goods.	For the financial year 2014-15 and subsequent years	On mutually agreed terms up to sale value of ₹3,19,61,412.00	November 11, 2014	Nil
6.	Greenlam Asia Pacific Pte. Ltd.	Arrangement for sale of products	For the financial year 2014-15 and subsequent years	On mutually agreed terms up to sale value of ₹1,43,70,71,106.00 during financial year 2014-15	February 2, 2015	Nil



Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/trans- action	Duration of the contracts / arrange- ments/transactions	Salient terms of the contracts or arrange- ments or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
7.	Greenlam America, Inc.	Arrangement for sale of products	For the financial year 2014-15 and subsequent years	On mutually agreed terms up to sale value of ₹50,96,45,795.00 during financial year 2014-15	February 2, 2015	Nil
8	Greenlam Europe (UK) Limited	Arrangement for sale of products	For the financial year 2014-15 and subsequent years	On mutually agreed terms up to sale value of ₹4,08,61,567.00 during financial year 2014-15	February 2, 2015	Nil

For and on behalf of Board of Directors

Place: New Delhi
Date: May 28, 2015

S. P. Mittal
Non-Executive Chairman

Manju Pathak

Practising Company Secretary

D-12, LGF, LAJPAT NAGAR-III, NEW DELHI-24

Tel.: +91-11-4290 9910/11, +91-98716 25847, +91-93130 04529

E-mail:lgurung@lgcorplaw.com, manju.pathak@rediffmail.com

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2015**

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

To,

The Members,

Greenlam Industries Limited,

Makum Road, Tinsukia,

Assam-786125.

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015 complied with the applicable statutory provisions and adhered to good corporate practices and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on March 31, 2015 according to the provisions of:

- (i) The Companies Act, 1956 and Companies Act, 2013 (the Acts) and the rules made thereunder, as applicable;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;



(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014 (effective October 28, 2014) - **Not Applicable as the Company has not granted any options to its employees during the financial year under review;**

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not Applicable, as the Company has not issued any debt securities during the financial year under review;**

(f) The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - **Not Applicable, as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review;**

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not Applicable, as the Company has not delisted its equity shares from any stock exchange during the financial year under review;** and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998- **Not Applicable, as the Company has not bought back any of its securities during the financial year under review;**

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

1. Water (Prevention and Control of Pollution) Act, 1974

2. Air (Prevention and Control of Pollution) Act, 1981

3. Hazardous Waste (Management, Handling and Trans boundary Movement) Rules, 2008

4. The Petroleum Act, 1934

5. The Indian Boilers Act, 1923 and rules and regulations thereunder

6. Legal Metrology Act, 2009 and rules and regulations thereunder

7. The Factories Act, 1948 and the Rajasthan Factories Rules,1951/Himachal Pradesh Factory Rules,1950

8. The Rajasthan Forest Act, 1953 and The Rajasthan Forest Produce (Establishment and Regulations of Saw Mills) Rules 1983 made thereunder

9. Bureau of Indian Standards (BIS) Act,1986;

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India. (**Not notified hence not applicable to the Company during the audit period**).

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

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

Based on information received and records maintained, I further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took



place during the period under review were carried out in compliance with the provisions of the Companies Act, 2013.

2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.
4. The Company has 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.

I further report that during the audit period the

following major actions have been undertaken by the Company:

- (i) **Demerger:** The Hon'ble Gauhati High Court vide its order dated October 31, 2014 has approved the Composite Scheme of Arrangement whereby the Decorative Business of Greenply Industries Limited which includes manufacturing and marketing of high pressure laminates, decorative veneers, compact laminates and allied product(s) including all property, rights and powers and all debts, liabilities, duties and obligations of the Decorative Business of Greenply Industries Limited stands demerged into Greenlam Industries Limited. The order has been filed with Registrar of Companies on 17.11.2014 and the scheme has been effective from 17.11.2014-(Appointed date is 01.04.2013).
- (ii) **Listing:** 2,41,36,374 equity shares of ₹5.00 each, issued and allotted by the Company pursuant to the Composite Scheme of Arrangement, have been listed with National Stock Exchange of India Ltd. and BSE Ltd. with effect from 02.03.2015.

Place: New Delhi
Date: May 28, 2015

(Manju Pathak Khulbe)
Practising Company Secretary
M. No. 22770
C P No.: 8191

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



Annexure - A

To,
The Members,
Greenlam Industries Limited,
Makum Road, Tinsukia,
Assam-786125.

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

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

Place: New Delhi
Date: May 28, 2015

(Manju Pathak Khulbe)
Practising Company Secretary
M. No. 22770
C P No.: 8191

Annexure - IV

FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L21016AS2013PLC011624
2.	Registration Date	August 12, 2013
3.	Name of the Company	GREENLAM INDUSTRIES LIMITED
4.	Category/Sub-category of the Company	Public Company limited by shares
5.	Address of the Registered office & contact details	Makum Road, Tinsukia, Assam, 786125 Ph No: 011-42791399, Fax No: 011-42791330 Email: investor.relations@greenlam.com Website: www.greenlamindustries.com
6.	Whether listed company	Yes. Listed on BSE Limited and National Stock Exchange of India Ltd.
7.	Name, Address & contact details of the Registrar & Transfer Agent.	M/s. Link Intime India Private Limited 44,Community Centre, 2nd Floor Naraina Industrial Area, Phase-1 PVR Naraina, New Delhi-110028 Ph No: 011-41410592 Fax No: 011-4141059 Email id: delhi@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sl. No.	Name and Description of main products / services	NIC Code (2008) of the Product/service	% to total turnover of the company*
1	Laminates & Allied Products	16219	87.31
2	Decorative Veneer & Allied Products	16211	12.69

* 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 share held	Applicable Section
1.	Greenlam VT Industries Private Limited	U21015RJ2013PTC043572	Subsidiary	100%	2(87)(ii)
2.	Greenlam Asia Pacific Pte. Limited	Not Applicable	Subsidiary	100%	2(87)(ii)
3.	Greenlam America, Inc.	Not Applicable	Subsidiary	100%	2(87)(ii)
5.	Greenlam Europe (UK) Limited	Not Applicable	Subsidiary	100%	2(87)(ii)
6.	Greenlam Asia Pacific (Thailand) Co. Limited	Not Applicable	Subsidiary	97.5%	2(87)(ii)
7.	Greenlam Holding Co. Limited	Not Applicable	Subsidiary	99%	2(87)(ii)
8.	PT. Greenlam Asia Pacific	Not Applicable	Subsidiary	99%	2(87)(ii)

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 [As on March 31, 2014]				No. of Shares held at the end of the year [As on March 31, 2015]				% Chang during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	6	6	0.01	4326346	-	4326346	17.92	17.91
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	99994	99994	99.99	8956364	-	8956364	37.11	(62.88)
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(1):-	-	100000	100000	100.00	13282710	-	13282710	55.03	(44.97)
(2) Foreign									
a) NRIs-Individual	-	-	-	-	-	-	-	-	-
b) Others-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	-	100000	100000	100.00	13282710	-	13282710	55.03	(44.97)
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	1833207	-	1833207	7.60	7.60
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	--
g) FIs	-	-	-	-	2971780	-	2971780	12.31	12.31
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	4804987	-	4804987	19.91	19.91
2. Non-Institutions									
a) Bodies Corp.	-	-	-	-	519475	-	519475	2.15	2.15
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto ₹1 lakh	-	-	-	-	726727	35327	762054	3.16	3.16

Category of Shareholders	No. of Shares held at the beginning of the year [As on March 31, 2014]				No. of Shares held at the end of the year [As on March 31, 2015]				% Chang during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	-	-	-	-	3946857	-	3946857	16.35	16.35
c) Others (specify)									
Non Resident Indians	-	-	-	-	57569	-	57569	0.24	0.24
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	5939	-	5939	0.02	0.02
Foreign Company	-	-	-	-	726342	-	726342	3.01	3.01
Foreign Portfolio investor	-	-	-	-	26855	-	26855	0.11	0.11
Trusts	-	-	-	-	3586	-	3586	0.01	0.01
Sub-total (B)(2):-	-	-	-	-	6013350	35327	6048677	25.06	25.06
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	-	-	-	10818337	35327	10853664	44.97	44.97
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	100000	100000	100.00	24101047	35327	24136374	100.00	-

B) Shareholding of Promoter-

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Saurabh Mittal	1*	0.001	-	166710	0.69	-	0.69

C) Change in Promoters' Shareholding

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	At the beginning of the year	1*	0.001	1*	0.001
	Changes during the year				
	On 29.11.2014, 159000 equity shares allotted pursuant to the composite Scheme of Arrangement.	-	-	159000	0.66
	On 23.03.2015**, purchased 6522 equity shares from open market.	-	-	165522	0.69
	On 24.03.2015**, purchased 1188 equity shares from open market.	-	-	166710	0.69
	At the end of the year	-	-	166710	0.69

*Beneficially owned by Greenply Industries Limited and the same was cancelled upon allotment of shares by the Company on November 29, 2014 pursuant to the Composite Scheme of Arrangement.

**Reporting date as per MGT-10 is March 27, 2015.

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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	S. M. MANAGEMENT PVT. LTD.				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Changes during the year: On 29.11.2014, 3543462 equity shares allotted pursuant to the composite scheme of arrangement	-	-	3543462	14.68
	At the end of the year	-	-	3543462	14.68
2.	GREENPLY LEASING AND FINANCE PRIVATE LTD.				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Changes during the year: On 29.11.2014, 2714731 equity shares allotted pursuant to the composite scheme of arrangement	-	-	2714731	11.25
	At the end of the year	-	-	2714731	11.25
3.	PRIME HOLDINGS PVT. LTD				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Changes during the year: On 29.11.2014, 2408560 equity shares allotted pursuant to the composite scheme of arrangement.	-	-	2408560	9.98
	At the end of the year	-	-	2408560	9.98
4.	HSBC BANK (MAURITIUS) LIMITED A/C JWALAMUKHI INVESTMENT HOLDINGS				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Changes during the year: On 29.11.2014, 2376884 equity shares allotted pursuant to the composite scheme of arrangement.	-	-	2376884	9.85
	At the end of the year	-	-	2376884	9.85
5.	ASHISH DHAWAN				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Changes during the year: On 29.11.2014, 2369488 equity shares allotted pursuant to the composite scheme of arrangement.	-	-	2369488	9.82
	At the end of the year	-	-	2369488	9.82
6.	HDFC TRUSTEE COMPANY LTD.				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Changes during the year: On 29.11.2014, 1833207 equity shares allotted pursuant to the composite scheme of arrangement.	-	-	1833207	7.60
	At the end of the year	-	-	1833207	7.60
7.	SHOBHAN MITTAL ON BEHALF OF TRADE COMBINES				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Changes during the year: On 29.11.2014, 928609 equity shares allotted pursuant to the composite scheme of arrangement.	-	-	928609	3.85
	At the end of the year	-	-	928609	3.85
8.	WESTBRIDGE CROSSOVER FUND, LLC				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Changes during the year: On 20.03.2015 acquired (off-market) 726342 equity shares.	-	-	726342	3.00
	At the end of the year	-	-	726342	3.00
9.	RAJESH MITTAL				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Changes during the year: On 29.11.2014, 533180 equity shares allotted pursuant to the composite scheme of arrangement.	-	-	533180	2.20
	On 30.03.2015, received gift of 18000 equity shares.	-	-	551180	2.28
	On 31.03.2015, acquired 150000 equity shares pursuant to partition of HUF.	-	-	701180	2.91
	At the end of the year	-	-	701180	2.91

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of Shares	% of total shares of the company
10.	SAURABH MITTAL ON BEHALF OF TRADE COMBINES				
	At the beginning of the year	Nil	Nil	Nil	Nil
	On 29.11.2014, 696457 equity shares allotted pursuant to the composite Scheme of Arrangement.	-	-	696457	2.89
	At the end of the year	-	-	696457	2.89

E) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For each of the Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	Mr. Shiv Prakash Mittal, Non-Executive Chairman				
	At the beginning of the year	1*	0.001	1*	0.001
	Changes during the year: On 29.11.2014, 506000 equity shares allotted pursuant to the composite Scheme of Arrangement.	-	-	506000	2.10
	At the end of the year	-	-	506000	2.10
2.	Mr. Saurabh Mittal, Managing Director & CEO				
	At the beginning of the year	1*	0.001	1*	0.001
	Changes during the year: On 29.11.2014, 159000 equity shares allotted pursuant to the composite Scheme of Arrangement.	-	-	159000	0.66
	On 23.03.2015**, purchased 6522 equity shares from open market.	-	-	165522	0.69
	On 24.03.2015**, purchased 1188 equity shares from open market.	-	-	166710	0.69
	At the end of the year	-	-	166710	0.69
3.	Ms. Parul Mittal, Director-Design & Marketing				
	At the beginning of the year	1*	0.001	1*	0.001
	Changes during the year: On 29.11.2014, 400 equity shares allotted pursuant to the composite Scheme of Arrangement	-	-	400	0.002
	On 30.03.2015, received gift of 472400 equity shares.	-	-	472800	1.96
	At the end of the year	-	-	472800	1.96
4.	Mr. Vijay Kumar Chopra, Independent Director				
	At the beginning of the year	Nil	Nil	Nil	Nil
	No changes during the year	-	-	-	-
	At the end of the year	-	-	Nil	Nil
5.	Ms. Urvashi Saxena, Independent Director				
	At the beginning of the year	Nil	Nil	Nil	Nil
	No changes during the year	-	-	-	-
	At the end of the year	-	-	Nil	Nil
6.	Ms. Sonali Bhagwati Dalal, Independent Director				
	At the beginning of the year	Nil	Nil	Nil	Nil
	No changes during the year	-	-	-	-
	At the end of the year	-	-	Nil	Nil
7.	Mr. Ashok Kumar Sharma, Chief Financial Officer				
	At the beginning of the year	Nil	Nil	Nil	Nil
	No changes during the year	-	-	-	-
	At the end of the year	-	-	Nil	Nil

Sl. No.	For each of the Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of Shares	% of total shares of the company
8.	Mr. Prakash Kumar Biswal, Company Secretary & Asst. Vice President-Legal				
	At the beginning of the year	Nil	Nil	Nil	Nil
	No changes during the year	-	-	-	-
	At the end of the year	-	-	Nil	Nil

*Beneficially owned by Greenply Industries Limited and the same was cancelled upon allotment of shares by the Company on November 29, 2014 pursuant to the Composite Scheme of Arrangement.

**Reporting date as per MGT-10 is March 27, 2015.

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(in ₹)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year	Nil	Nil	Nil	Nil
Addition	2,89,93,61,641.00	1,15,68,55,043.00	Nil	4,05,62,16,684.00
Reduction	92,89,26,081.00	45,21,33,770.00	Nil	1,38,10,59,851.00
Net Change	1,97,04,35,560.00	70,47,21,273.00	Nil	2,67,51,56,833.00
Indebtedness at the end of the financial year				
i) Principal Amount	1,97,04,35,560.00	70,47,21,273.00	Nil	2,67,51,56,833.00
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due a	31,09,439.00	Nil	Nil	31,09,439.00
Total (i+ii+iii)	1,97,35,45,000.00	70,47,21,273.00	Nil	2,67,82,66,272.00

VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount (₹)
		Mr. Saurabh Mittal, Managing Director & CEO	Ms. Parul Mittal, Director -Design & Marketing	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,46,00,000.00	35,00,000.00	1,81,00,000.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	18,37,500.00	Nil	18,37,500.00
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission - as % of profit - others	9,77,000.00 Nil	37,62,000.00 Nil	47,39,000.00 Nil
5	Others (contribution to Provident Fund)	15,84,000.00	4,20,000.00	20,04,000.00
	Total (A)	1,89,98,500.00	76,82,000.00	2,66,80,500.00
	Ceiling as per the Act. ^	1,89,99,000.00	1,89,99,000.00	3,79,98,000.00

^ being 5% of net profit of the Company calculated as per Section 198 of the Companies Act, 2013

B. Remuneration to other Directors

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount (₹)
		Mr. Shiv Prakash Mittal, Non-Executive Chairman	Mr. Vijay Kumar Chopra, Independent Director	Ms. Urvashi Saxena, Independent Director	Ms. Sonali Bhagwati	
1	Independent Directors					
	Fee for attending board and committee meetings (₹)	N.A.	1,85,000.00	170000.00	155000.00	510000.00
	Commission (₹)	N.A.	7,50,000.00*	7,50,000.00*	7,50,000.00*	2250000.00
	Others	N.A.	Nil	Nil	Nil	Nil
	Total (1) (₹)	N.A.	9,35,000.00	920000.00	905000.00	2760000.00
2	Other Non-Executive Directors	Nil	N.A.	N.A.	N.A.	Nil
	Fee for attending board committee meetings	Nil	N.A.	N.A.	N.A.	Nil
	Commission (₹)	Nil	N.A.	N.A.	N.A.	Nil
	Others (₹)	Nil	N.A.	N.A.	N.A.	Nil
	Total (2) (₹)	Nil	N.A.	N.A.	N.A.	Nil
	Total (B)=(1+2) (₹)	Nil	9,35,000.00	9,20,000.00	9,05,000.00	27,60,000.00
	Total Managerial Remuneration (₹)	2,94,40,500.00#				
	Overall Ceiling as per the Act (₹)	4,17,97,800.00@				

*not yet paid.

Total remuneration to the Managing Director & CEO, Director-Design & Marketing and other directors (being the total of A & B)

@ Being 11% of net profit of the Company calculated as per Section 198 of the Companies Act, 2013.

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Mr. Ashok Kumar Sharma, Chief Financial Officer	Mr. Prakash Kumar Biswal, Company Secretary & Asst. Vice President-Legal	Total (₹)
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	22,76,066.00	769,104.00	30,45,170.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil
	- others	Nil	Nil	Nil
5	Others (Contribution to Provident Fund)	1,25,066.00	41,600.00	1,66,666.00
	Total	24,01,132.00	8,10,704.00	32,11,836.00

VII) PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: Nil

Annexure - V

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:

(i) Steps taken or impact on conservation of energy:

- ▶ Installed 5 VFDs for Impregnator no-7 impacted in reduction of peak KVA (demand) and peak losses and achieved energy savings.
- ▶ Installation of LED lights at boundary wall and street lighting system in place of halogen light.
- ▶ Optimised the uses of impregnator to improve the productivity and reduced manual intervention in operation thereby resulting annual power savings of 72,000 kwh.
- ▶ Optimized operation of sanding machines run up time with scheduled periodic maintenance which resulted in annual power savings of ₹1.5 Lac.
- ▶ Installation of auto power factor controller led to sustenance of Power Factor around 0.995 lag which has resulted in annual saving of ₹1.5 lac from RSEB.
- ▶ Arrested 25 numbers of online air leakages to enhance loading capability on compressors and partial stoppage of one compressor.

(ii) Steps taken for utilising alternate sources of energy:

- ▶ Reusing of RO plant reject water of 500 litres per day for dust quenching at boilers, toilet flushing, utensils cleaning.
- ▶ Reusing of Presses gland sealing water recycling through cooling tower and reusing in process as closed loop, resulted in 20,000 litres water saving / annum.
- ▶ Reusing of Chilling plant condensate water in boiler feed water tank, resulted in water saving of 1000 m3/annum.

(iii) Capital Investment on energy conservation equipments: Nil

(B) Technology Absorption:

i. Efforts made towards technology absorption:

Your Company has been very vigilant in introducing new technology to reduce cost of production, improve yield, enhance product longevity and amplify finish. It is inevitable on the part of your company to adopt sustainable measures to have a competitive edge as well as to continue with leadership position. The Company has specialised team to identify the customer's requirement, suitability of the product to the targeted population, changes happening around, scope for enlarging product utility, etc.

ii. Benefits derived like product improvement, cost reduction, product development or import substitution:

Installation of MPCB (motor protection circuit breaker) provided in place of fuses for all impregnators to improve motor protection by single phase preventer. Commissioned New DD saw machine to improved Productivity, quality and reduction in manual intervention. Replaced old version roll with new optimized design roll worth for sanding machine no-3, to enhance the quality, productivity and reduce the thickness variation complaints.

iii. Information regarding technology imported, during the last 3 years:

- a. Details of technology imported: Click-lock technology and machineries used for manufacturing of engineered wood floors.
- b. Year of import: 2013-14.
- c. Whether the technology been fully absorbed: Yes
- d. If not fully absorbed, areas where absorption has not taken place, and the reason thereof; not applicable and

iv. Expenditure incurred on Research and Development:

- a. Capital: Nil
- b. Recurring: Nil

C) Foreign exchange earnings and outgo:

The details of foreign exchange earned in terms of actual inflows during the year and the foreign exchange outgo during the year in terms of actual outflows are as under:

For the period ended on March 31,	2015	2014
(₹ in lac)		
Earnings on account of:		
a) FOB value of exports	30222.02	Nil
b) Others	Nil	Nil
Total	30222.02	Nil
Outgo on account of:		
a) Raw materials	18928.50	Nil
b) Capital goods	2400.87	Nil
c) Traded goods	Nil	Nil
d) Stores & spare parts	219.86	Nil
e) Others	434.04	Nil
Total	21983.01	Nil

Annexure - VI

a) Particulars of employees for the year ended March 31, 2015 as required under Section 197 of the Companies Act, 2013 read with rule 5 of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014:

i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sl. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for financial year 2014-15 (₹)	% increase in Remuneration in the Financial Year 2014-15	Ratio of remuneration of each Director/to median remuneration of employees
1	Mr. Shiv Prakash Mittal, Non-Executive Chairman	Nil	No remuneration paid to Directors and KMP during the Financial Year 2013-14 and hence percentage of increase in their remuneration can not be determined.	N. A.
2	Mr. Saurabh Mittal, Managing Director & CEO	1,89,98,500.00		113.45
3	Ms. Parul Mittal, Director-Design & Marketing	76,82,000.00		45.88
4	Mr. Vijay Kumar Chopra, Independent Director	9,35,000.00		5.58
5	Ms. Urvasi Saxena, Independent Director	9,20,000.00		5.49
6	Ms. Sonali Bhagwati Dalal, Independent Director	9,05,000.00		5.40
7	Mr. Ashok Kumar Sharma, Chief Financial Officer	24,01,132.00		14.34
8	Mr. Prakash Kumar Biswal, Company Secretary & Asst. Vice President-Legal	8,10,704.00		4.84

ii. The median remuneration of employees of the Company during the financial year was ₹1,67,455/-;

iii. Percentage of increase in the median remuneration of employees; No remuneration was paid in the financial year 2013-14, hence, increase in the median remuneration of employees is not provided.

- iv. There were 1668 permanent employees on the rolls of Company as on March 31, 2015;
- v. Relationship between average increase in remuneration and company performance: For the financial year ended March 31, 2015, the Company posted Turnover, Profit Before Tax and Profit After Tax of ₹88176.96, ₹3553.49 and ₹2661.51 respectively. Since, no remuneration was paid in the year 2013-14, hence, average increase in remuneration and its relationship in Company performance are not provided.
- vi. Comparison of remuneration of the Key Managerial Personnel against the performance of the Company: As no remuneration was paid in the year 2013-14, hence, comparison of remuneration of the Key Managerial Personnel against the performance of the Company is not provided.
- vii. Variations in the market capitalisation of the Company, price earning ratio as at the closing date of the current financial year and previous financial year and percentage increase or decrease in market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

Stock Exchange	Closing Market Price per Share (₹)		Percentage increase	Price Earnings Ratio		Market Capitalisation (₹ In crores)	
	As on March 31, 2015	As on March 31, 2014		As on March 31, 2015	As on March 31, 2014	As on March 31, 2015	As on March 31, 2014
National Stock Exchange of India Ltd.	₹439.45	N. A.	N. A.	39.84	N. A.	1060.67	N. A.
BSE Limited	₹454.25	N. A.	N. A.	41.18	N. A.	1096.39	N. A.

Note: The Company's shares are listed on National Stock Exchange Limited and BSE Limited with effect from 02.03.2015. Therefore, the details pertaining to market capitalisation, market price of share and price earnings ratio as on March 31, 2014 have not been provided.

- viii. Average percentage of increase made in the salaries of employees other than the managerial personnel in the last financial year and its percentage of increase in the managerial remuneration: Not Applicable.
- ix. The key parameters for the variable component of remuneration such as annual commission availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors and Senior Management Personnel.
- x. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: Not Applicable.
- xi. It is hereby affirmed that the remuneration paid during the year ended March 31, 2015 is as per the Remuneration Policy.

b) Particulars of employees for the year ended March 31, 2015 as required under Section 197 of the Companies Act, 2013 read with rule 5(2) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014

Sl. No.	Name of the employee	Age (years)	Designation	Remuneration Received (Rs.)	Qualification	Experience in years	Date of commencement of employment	Last employment
1	Mr. Saurabh Mittal	39	Managing Director & CEO	1,89,98,500.00	B.Com	13.2	01/04/2002*	Greenply Industries Limited*
2	Ms. Parul Mittal	37	Director –Design & Marketing	76,82,000.00	B.Com	13.2	11/11/2014	Greenply Industries Limited
3	Mr. Sandeep Mathur	57	President-Doors	62,60,441.00	PGDM	34.2	15/03/2013*	Greenply Industries Limited*
4	Mr. Alok M Tibrewala	52	Country Head-Laminate and Allied	93,23,076.00	B. Tech	31.1	01/05/2013*	Greenply Industries Limited*
5	Mr. Ashok Kumar Sharma	46	Chief Financial Officer	64,50,804.00	CA	22.1	23/12/2013*	Greenply Industries Limited*
6	Mr. Shivaji Mohinta	47	Country Head-Decorative Veneer	20,33,841.00	Strategic Mgt Diploma	25.4	26/12/2014	Hunter Douglas India Pvt. Ltd.
7	Mr. Anil Tyagi	59	Business Head-Flooring	20,68,288.00	B.Sc	28.4	02/01/2015	Futura Living Art Pvt. Ltd.
8	Mr. Banwari Lal Sharma	59	Head-Manufacturing	60,38,268.00	B.Sc, LLB, MBA	34	01/09/2013*	Greenply Industries Limited*

*Employment transferred to the Company from Greenply Industries Limited pursuant to the Composite Scheme of Arrangement approved by the Hon'ble Gauhati High Court effective from November 17, 2014 (Appointed date 01.04.2013) and accordingly the respective date of appointment in the Demerged Company has been considered.

Notes:

1. Remuneration shown above includes salary, allowances, cost of accommodation, medical reimbursement, contribution to provident fund and other perquisites as per the terms of employment. However, the above remuneration does not include the variable performance pay of the employees.
2. All the employees have requisite experience to discharge the responsibility assigned to them.
3. Nature and terms of employee are as per resolution/appointment letter.
4. None of the employees own 2% or more of the equity shares of the Company as on March 31, 2015 within the meaning of clause (iii) of sub-rule (2) of rule 5 referred above.
5. Within the meaning of Section 2(77) of the Companies Act, 2013, Mr. Shiv Prakash Mittal, Mr. Saurabh Mittal and Ms. Parul Mittal are related to each other.

For and on behalf of the Board of Directors

Place: New Delhi
Date: May 28, 2015

S. P. Mittal
Non-Executive Chairman

Management discussion and analysis



Indian economy overview

The Indian economy stands almost relieved of the vulnerabilities associated with the economic slowdown including persistent inflation, elevated fiscal deficit, slackening domestic demand, external account imbalances and an oscillating rupee that had choked growth during FY2011-12 and FY2012-13.

India's GDP is set to grow by 7.4% and cross the \$2.1-trillion mark in 2014-15, against the 6.9% growth recorded in 2013-14 (as per a new calculation for computing national accounts, shifting the base year from 2004-05 to 2011-12).

India grew by 7.5% during the October-December 2014 quarter, according to the estimates released, overtaking China's 7.3% growth in the same

quarter, to emerge as the fastest-growing major economy in the world.

This economic pick-up has manifested largely on the back of a robust performance from the manufacturing sector and a palpable surge in public expenditure. The country's overall economic environment has taken a turn for the better and the basic parameters of the Indian economy are moving in the right direction.

One of the redeeming features has been the emergence of India as a large economy with a promising outlook, amidst the mood of pessimism and uncertainty that continues to cloud a number of advanced and emerging economies all over the world.



ACCORDING TO A STUDY BY THE WORLD BANK, INDIA'S ORGANISED FURNITURE INDUSTRY IS EXPECTED TO GROW BY 20% PER ANNUM OVER THE NEXT FEW YEARS AND IS PROJECTED TO CROSS USD 32 BILLION BY 2019.

Indian furniture industry

The Indian furniture industry has witnessed a sharp rise in demand in recent years due to the change in preferences and lifestyles of the middle-class. This versatile industry serves up to 0.5% of the total GDP of the country.

India's growing economy has encouraged consumerism, which in turn has driven furniture offtake. Because of this huge demand, the Indian furniture industry (organised and unorganised) is estimated at ₹480 billion. Besides, an uptick across key metrics such as increasing working population, rising per capita income and the trends of nuclearisation and urbanisation have contributed to this sector's growth. Nearly 85% of the home furnishing industry falls under the unorganized category and is made up of manufactures and importers catering to the various segments of the industry.

Over the next five years, the Indian furniture market is expected to witness increasing consolidation due to the growing entry of international companies as a result of the government's 100%-FDI approval in the

country's furniture industry.

(Source: JSB Market research)

Consequently, the value share of small and mid-sized furniture players constituting the unorganised sector is expected to decline over the coming years. According to a study by the World Bank, India's organised furniture industry is expected to grow by 20% per annum over the next few years and is projected to cross USD 32 billion by 2019. The country's furniture market is expected to grow at a rapid pace due to rising disposable incomes, expanding middle-class and growing number of urban households. Moreover, the anticipated rise in tourism and hospitality sectors is also expected to spur furniture demand in the country till 2019.

The increase in demand for residential realty is as huge as 20% and the home furniture market is expected to witness the fastest growth over the next five years, followed by offices and institutional segments.

(Source: TechSci Research Report)

Industry growth drivers

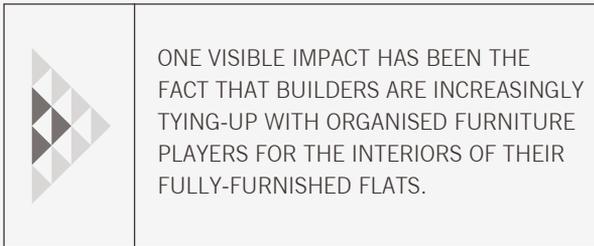
Rising population

With over 1.28 billion people, more than a sixth of the world's population, India is projected to be the world's most populous country by 2025, surpassing China. With the population growth rate pegged at 1.58%, India is predicted to have more than 1.53 billion people by the end of 2030. As the demographics change, the need for housing and subsequently furniture and laminates is bound to increase.

Growing workforce

The proportion of the economically-active population (15-59 years) or, India's 'demographic dividend', has increased from 57.7% to 63.3% during the 1991 to 2013 period. A substantial increase in the country's workforce will cause a proportionate increase in their aspirations, thereby fuelling demand.

(Source: Economic survey)



Surging income levels

Statistics suggest that more than 400 million middle-class employees rose to the upper middle-class level that indicates the fact that income levels have increased dramatically in India over the past few years. (Source: Squadra)

Lowering inflation

India's inflation rate was recorded at 5.37% in February, 2015. Inflation rate in the country averaged 8.78% from 2012 until 2015, reaching an all-time high of 11.16% in November, 2013 and a record low of 4.38% in November, 2014. This change will help in increasing the share of disposable incomes of individuals, which can be used to purchase luxury items.

Increasing per capita income

India's monthly per capita income, a gauge for assessing standards of living, is estimated at ₹7,378.17 (USD 118.68) for 2014-15, up by 10% from last year. The per capita net national income during 2014-15 is pegged at ₹88,538, compared with ₹80,388 during 2013-14 (Source: CSO).

Stabilising rupee

The rupee-US dollar exchange rate has remained broadly stable during the year, thanks to the huge inflow of FDI and foreign institutional investment (FII) in the equity and bond markets. This will boost the purchasing power, the cost of purchase will get comparatively cheaper and enable companies to bring in advanced technologies and quality raw material to manufacture best-in-class products.

Urbanisation

Urbanisation is one of the aspects that have enhanced furniture consumption leading to sectoral

growth. India's urban population is expected to reach about 81 crore by 2050. (Source: KPMG)

Affordability

Spurred by high income levels and cheaper financing options, people dream of buying their own homes, leading to a rise in the demand for residential real estate. One visible impact has been the fact that builders are increasingly tying-up with organised furniture players for the interiors of their fully-furnished flats.

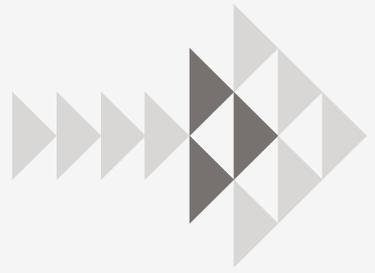
Quality

One of the other factors brightening the prospects of the organised sector is the fact that customers are becoming more quality-conscious. People tend to rely on the organised sector for quality more than the unorganized sector and hence higher growth is expected in the organised sector.

Growing tourism

The tourism and hospitality sector in India is all set to climb newer heights with a large number of hotel chains going ahead with their expansion plans. The renewed sense of optimism comes on the back of a volatile economic environment for most part of 2014. Besides, the sector hopes that initiatives announced by the new government including those related to e-visas and specific funds for developing tourist circuits, would lead to lucrative business opportunities. India decided to empower tourists with the visa on arrival facility from 43 countries, up from 12 earlier, which is bound to perk up the economy and the sector.

Segmental advantages



Laminates

Over the years, the interior décor segment has recorded significant growth with ground-breaking innovation leading to improvements in products as well as concepts.

Hence, development of products and building materials have contributed to a large extent in the evolution of the décor segment, spurred by the demand for laminates too. The laminates sub-segment has grown by leaps and bounds and has introduced various trends and concepts to consumers to embrace more aesthetic living spaces. This is on account of the followings:

Colour: With a varied vista of colours, laminates have been ruling the roost in the interior décor world for the past few years, allowing homes to look newer and livelier.

Texture: Textures and finishes have come to determine the novelty of interiors. This is precisely what has helped laminates carve a niche in the marketplace.

Hygiene: The introduction of anti-bacterial range of laminates has been one of the breakthrough

products of the times. These laminates have been introduced keeping in mind the health aspect of consumers and also towards ensuring a more hygienic living experience.

Durability: A keen emphasis on durability has led to the introduction of high-pressure laminates that offer surfaces that are resilient against the elements, thereby ensuring lower maintenance costs.

Size: During the last couple of years, there has been a noticeable trend of customers wanting to design their own laminates. This need has led to the development of customised laminates, a concept that has received instant acceptance.

Thematic: Thematic laminates are perfect for restroom cubicles in malls, kids' salons and playschools and is already witnessing a surge in demand from these end-users.

The ongoing trends and the advancements in terms of innovations are indicative of the fact that the laminates industry is bound to grow even further in the years to come.

Decorative Veneers

Veneer is a thin layer of material -- usually fine-grained wood -- overlaid on a surface material. Veneers can be found on everything from furniture to domestic fittings such as doors and flooring, commercial fittings like fire doors, office furniture and panelling. Veneers are growing in popularity as the natural choice for their unique durability and are environment-friendly too.

Quality

Only the best-quality logs are cut into veneers. Moreover, certain cuts, such as burls, are structurally unsound and these woods can rarely be utilised unless they are sliced into veneers.

Design

Since veneers are thin and glued to a stable substrate, it allows designs and arrangements of the wood that would not be possible in the case of solid wood.

Stability

Solid wood, even kiln-dried, expands and contracts as seasons change. Since veneer is glued to a stable substrate, it produces surfaces that are not prone to warp, splitting or seasonal movements.

Repairable

Wood veneer is repairable; if the surface gets scratched, it can receive a fresh finishing.

Engineered wood flooring

Engineered wood flooring is gaining prominence owing to its durability, restorability and its environmental profile.

Resilience

Engineered wood floors are more resilient to varying moisture levels than solid wood flooring, which makes them preferable in damp basements or in regions that are marked by significantly higher or lower humidity levels.

Variety

Engineered hardwood floor products are available across a wide array of widths and thicknesses. They are manufactured from a variety of domestic and exotic hardwood species and some are even available in the popular hand-scraped style too.

Eco-friendly

Purchasing engineered wooden flooring helps

conserve endangered timbers. For every square foot of 3/4 inch thick solid wood flooring, one can manufacture over four times that amount in the form of engineered wood flooring.

Efficient

Purchasing pre-finished flooring eliminates the time-consuming chores of sanding and refinishing and has the added benefit of a factory-perfect finish.

Long-lasting

The best engineered wood floors have a lifespan anywhere from 30 to 50 years. Furthermore, engineered wood floors are easier and faster to install as well.

Stable

Using an engineered wood floor allows one to have a wood floor on any grade level. Engineered wood floors are more dimensionally stable than solid wood

Engineered doors and doors frames

The Indian market size for doors and door frames is estimated to be around ₹6,000 crore, with timber-based doors accounting for almost 75% of the market share. With not many organised players in this segment, and urbanization increasing at a fast clip, it is the most appropriate time to cash in on the opportunity available in the wood-working industry. (Source: woodnews)

Equally appealing

Engineered doors make use of a real layer of wood so they look just as good as a door made entirely of hardwood.

Composite strength

Engineered doors are typically much stronger too. The natural grains of the internal layers of wood run in different directions and are held in place with powerful, especially-formulated adhesives.

Green and affordable

An important benefit of engineered or composite doors is that they usually cost less than an equivalent solid hardwood door. While the quality is as good or better, one saves money. Using only the amount of hardwood required to make the door look great is also better for the environment – the wood that would go into one solid door can form the veneer for several engineered doors.

Design flexibility

The use of composite construction also means that designers can be more flexible with their designs – a door that wouldn't work well or have enough structural integrity if made from solid wood can be achieved using a layered construction technique. Engineered doors are available in all manners of shapes and sizes and with short lead times, compared to perhaps five or six weeks for a craftsman to create a solid wood door.

Segment-wise performance



Laminates and allied products

Highlights, 2014-15

- ▶ Production stood at 11.42 million sheets
- ▶ Average realisations (excluding export incentive) stood at ₹601 per sheet.
- ▶ Capacity utilisation was reported at 114%
- ▶ Exports grew to ₹349.77 crore.
- ▶ Launched new laminate products like HD Gloss and Clad (Interiors), among others. catering to the premium and mid-level segments.
- ▶ Commenced production of exterior claddings, the first in India to launch exterior grade laminate.
- ▶ Expansion of the Nalagarh unit is in progress, which will add 2.00 million sheets to the total annual capacity.

Decorative veneers and allied products

Decorative veneers

Highlights, 2014-15

- ▶ Production stood at 1.06 million square metres.
- ▶ Average realisations stood at ₹868 per square metre.
- ▶ Capacity utilisation was reported at 25.24%
- ▶ Launched new products in the HD series using new-gen technology for designing the veneers.
- ▶ Focused on customised production based on the emerging demands of dealers and distributors.

Engineered wood flooring

Highlights, 2014-15

- ▶ Started commercial production and produced 26,622 square metres during 7 months of operations
- ▶ Installed capacity for the production of 1.00 million square metres per year
- ▶ Average realisations stood at ₹2,789 per square metre

Human resource management



WITH OVER 1600 EMPLOYEES ON ITS PAYROLLS, THE PRIME OBJECTIVE OF THE HR FUNCTION AT GREENLAM INDUSTRIES IS THE DEVELOPMENT OF EMPLOYEE COMPETENCY. TO ACHIEVE SUCCESS AND PROFITABILITY, THE COMPANY RELIES ON ITS GREATEST ASSETS - ITS INTELLECTUAL CAPITAL. THE COMPANY BELIEVES IN HIRING QUALITY MANPOWER FOR THE ACCOMPLISHMENT OF ITS GROWTH OBJECTIVES WITH A STRONG FOCUS ON THEIR CAREER PROGRESSION.

HR functions

The Company's HR team attracts talent which ensures that recruits fit their respective roles. This is followed by talent development that works in tandem with talent retention in arriving at a work-life balance.

Recruitment: The Company has selected to recruit fresh and lateral hires (portals, consultants, referrals and campuses). The Company added 159 members to its team during the year under review.

▶ Recruitment of freshers: During the year, the Company recruited 75 freshers, which accounted for 47% of the total recruitment in 2014-15.

The freshers were mainly recruited from reputed business schools as management trainees.

▶ Recruitment of laterals: The Company's business requires experienced professionals, making lateral recruitment necessary. When hiring, the Company

examines technical, analytical and experience competencies. The Company as a strategy decided to recruit people from similar but not the same trade in order to energise the team.

Training: A 12-week induction training programme has been implemented for the benefit of new recruits. This programme will provide them with adequate exposure across departments and segments. The Company also conducts training programmes mediated towards improving communication and soft skills. The Company is also in the process of creating an e-learning portal.

Initiatives, 2014-15

During the year, the HR initiatives were focused on enhancing productivity and efficiency. In order to make the organisation robust, progressive and dynamic, Greenlam focused on organisational development, employee engagement and talent

	<p>FOCUSED ON IMPROVING THE CORE COMPETENCIES OF THE HR TEAM. PRODUCTIVITY WAS MEASURED BY CAPTURING THE TURNAROUND TIME FOR EACH SOP AND STEPS WERE TAKEN FOR REMOVING PROCEDURAL BOTTLENECKS.</p>
---	---

management through the following interventions:

- ▶ Decided to do away with its centralised human resource team and instead chose to have a zonal emphasis.
- ▶ Reformulated its own vision and values, thereby distinguishing itself from peers. It also came up with a policy manual, implemented the same across the organisation and clarified its policies on designation, reimbursements, rewards and recognition.
- ▶ Started the process of outsourcing its payroll processing to an external specialised agency, thereby allowing the HR team to focus on issues demanding immediate attention.
- ▶ Standardised and systematised processes and consequently, made them less people-dependent.
- ▶ Enhanced touch points for new recruits through a formalised approach, under which within 30 days of joining, a feedback and query-resolution session is conducted to help the new employees feel comfortable within the organisation.
- ▶ Conducted exit interviews in a structured manner to gain valuable organisational feedback and ensure that they part on an amicable note.
- ▶ Focused on improving the core competencies of the HR team. Productivity was measured by capturing the turnaround time for each SOP and steps were taken for removing procedural bottlenecks.
- ▶ Created an IT portal called Mitra where employees

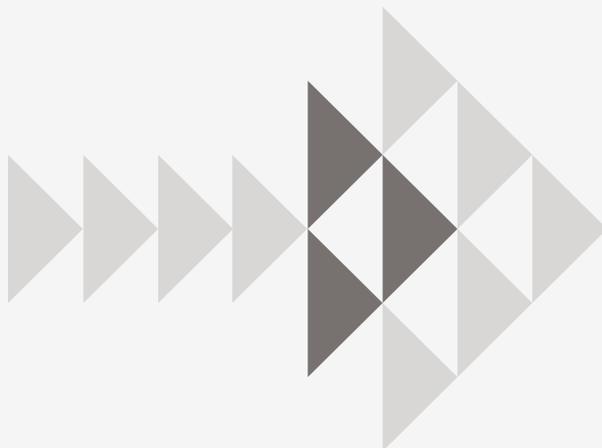
can put forward their grievances and the complaint is closed by the employee only when he or she is completely satisfied with the resolution.

- ▶ Started celebrating employee birthdays and anniversaries across all levels of the organisation (last day of every month). A yearly budget is assigned to the leadership team for team building which has to be spent on recreational activities.
- ▶ Extended medical policies which was earlier confined only to the spouse and children and now include parents and in-laws as well.
- ▶ Calculated and compared productivity of the branches (revenue generated by the branch divided by the cost of the team/number of team members).
- ▶ Roped in consultants and leveraged their expertise for formulating the KRA of the leadership team.
- ▶ Launched an internal newsletter, Greenlam Lifetimes, which includes a message from the managing director, industry news and other relevant information.
- ▶ Started to increase the proportion of women in the organisation, across functions and zones and also started celebrating Women's Day across the Company.

Outlook

Going ahead, the Company will enhance its focus on employees and will continue to invest in them to retain its competitive edge and make Greenlam Industries a great place to work.

Information technology



IN THE CONTEMPORARY BUSINESS ENVIRONMENT, INFORMATION EQUATES TO EDGE. EMBRACING INFORMATION TECHNOLOGY PROVIDES AN EDGE OVER COMPETITORS, ENHANCES PRODUCTIVITY AND BOLSTERS THE CUSTOMER BASE.

During the year under review, the Company worked towards a complete IT demerger across all possible dimensions. Working concurrently, the Company drove towards implementing complete IT automation at the newly set-up plants (engineered wood flooring units and engineered door units), along with SAP and CRM deployment for enhanced integration between functions to ensure easy access to information.

The Company focused on CRM, which was the thrust area, proactively preparing itself for the massive capacity expansion ahead. The Company also invested in training over 300 employees on this subject.

Going ahead, the Company will focus on three key aspects - cloud interface, mobility and web.

	<p>IT AGENDA AT GREENLAM</p> <ul style="list-style-type: none"> ▶ MOBILISE PROJECTS TO ACCESS INFORMATION ON A 24X7 BASIS ▶ INSTALL APPLICATIONS ON THE WEB RATHER THAN THE SERVER, MAKING ACCESSIBILITY EASIER ▶ FOCUS ON CLOUD STORAGE TO CUT COSTS <p>THE COMPANY ALSO EXPECTS TO OUTSOURCE ROUTINE JOBS AND FOCUS ON CORE AREAS. ON A LONG-TERM BASIS, THE FOCUS WILL BE ON BUSINESS ANALYTICS AND MARKET INTELLIGENCE.</p>	<p>GOING AHEAD, THE COMPANY IS IN THE PROCESS OF LINKING THE CRM TO THE DEALER PORTAL WHERE DEALERS CAN INTERACT DIRECTLY WITH THE COMPANY, CHECK THE STATUS OF THEIR PURCHASES AND ENQUIRE VARIOUS OTHER DETAILS, MAKING THE DEALER THE PROXY SALES FORCE.</p> <p>THE COMPANY IS ALSO LOOKING AT EXPLORING IT ON THE PROCUREMENT SIDE WITH E-SOURCING, ADDING VALUE AND TRANSPARENCY IN THE PURCHASING PROCESS, COMPRESSING THE TIME TAKEN FOR PROCUREMENT BY A THIRD PARTY.</p>

Financial performance

Below is the brief summary of the financial performance for the year ended March 31, 2015.

	(₹ in crores)
Turnover	844.60
EBITDA	92.92
Depreciation	30.19
Profit before tax	35.53
Profit after tax	26.62

Risk management



At the core of the Company's risk-mitigating initiatives, there is a comprehensive and integrated risk management framework. Greenlam Industries leverages its extensive sectoral knowledge to undertake proactive counter-risk measures to strengthen viability across products, geographies and market cycles.

Marketing risk: Greenlam Industries offers the largest range of decorative surfacing products (laminates, decorative veneers, engineered flooring and doors). The Company offers the widest sectoral network comprising of above 12000 distributors, dealers and retailers. The Company makes periodic product introductions, offering customers with a greater element of choice. Additionally, the Company added one new product categories (engineered wood flooring) to its portfolio during the year under review.

Brand risk: Greenlam Industries embarked on a 360-degree brand building exercise, comprising tactical promotional initiatives that allowed it to engage customers across multiple touch points, resulting in seamless communication. The Company keeps in constant touch with opinion-makers like

interior designers, architects and carpenters as well.

Liquidity risk: The Company is adequately funded in terms of its working capital requirements through a consortium of six banks. Greenlam Industries could comfortably raise funds at competitive rates for its expansion programmes. The expansion programme lead to a debt-equity ratio of 1.18 at the close of 2014-15, which is expected to correct as there are no major capital expenditure plans in the near future.

Costs risk: Owing to its strategic location proximate to raw materials and end markets, the Company is able to optimise its logistics cost significantly. The Nalagarh plant enjoys excise exemptions up to 2019 and 30% income tax exemption up to 2019. Several cost optimisation measures were also taken at the plant-level.

Quality risk: Greenlam Industries invested in world-class manufacturing technologies. All the Company's units are ISO 9001-certified. Also, the SAP-based ERP has enhanced the Company's ability to take informed decisions.

Internal control systems and their adequacy



The Company has in place robust 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 so that the main company risks (operational, compliance-related, economic and financial) are properly identified and managed over time.

Corporate governance report for the year 2014-15

(As required under Clause 49 of the Listing Agreement entered into with the Stock Exchanges)



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

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.

2. Board of Directors

Composition:

As on March 31, 2015, the Board comprises 6(six) Directors;

- ▶ One Non-Executive Promoter Chairman.
- ▶ Two Executive Promoter Directors
- ▶ Three Non-Executive Independent Directors.

The composition of the Board is in accordance with Clause 49 of Listing Agreement entered into with the Stock Exchanges.

Board meetings:

During 2014-15, six board meetings were held on May 26, 2014, August 05, 2014, November 11, 2014 (at 10.30 a.m.), November 11, 2014 (at 3.00 p.m.), November 29, 2014 and February 02, 2015.

The composition of the Board of Directors and their attendance at the board meetings during 2014-15 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, 2015 are as follows:

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® (in public limited companies)	
		Held	Attd.		Public	Private	Member	Chairman
Mr. Shiv Prakash Mittal* (DIN 00237242)	Non-Executive Chairman - Promoter Director	6	6	Yes	1	2	-	-
Mr. Saurabh Mittal** (DIN 00273917)	Managing Director & CEO - Promoter Director	6	6	No	1	9*	-	-
Ms. Parul Mittal*** (DIN 00348783)	Director - Design & Marketing - Promoter Director	6	3	N.A.	-	3	-	-
Mr. Vijay Kumar Chopra ^ (DIN 02103940)	Non-Executive -Independent Director	6	3	N. A.	10	2	3	4
Ms. Urvashi Saxena ^ (DIN 02021303)	Non-Executive -Independent Director	6	3	N. A.	4	-	2	-
Ms. Sonali Bhagwati Dalal ^ (DIN 01105028)	Non-Executive -Independent Director	6	3	N. A.	1	2	-	-
Mr. Rajesh Mittal ^ ^ (DIN 00240900)	Non-Executive - Promoter Director	6	2	Yes	N. A.	N. A.	N. A.	N.A.
Mr. Shobhan Mittal ^ ^ (DIN 00347517)	Non-Executive - Promoter Director	6	-	Yes	N.A.	N.A.	N.A.	N.A.

*Designated as Non-Executive Chairman w.e.f. November 11, 2014.

®Membership/Chairmanship of Audit Committee and Stakeholders' Relationship Committee only have been considered.

*including directorship in five foreign companies.

**appointed as Managing Director & CEO w.e.f. November 11, 2014.

*** appointed as Additional Director and Director-Design & Marketing w.e.f. November 11, 2014.

^ appointed as Independent Director at the last Annual General Meeting of the Company held on October 30, 2014.

^ ^ ceased to be a director w.e.f. close of the working hours of November 10, 2014.

Information supplied to the Board of Directors:

During 2014-15, all necessary information, as required under the applicable provisions of, the Companies Act, 2013, Listing Agreement and other applicable laws and rules were placed and discussed at the board meetings.

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

Name of the Director	Ms. Parul Mittal	Mr. Saurabh Mittal
Father's Name	Mr. Indraj Singh	Mr. Shiv Prakash Mittal
Date of Birth	November 21, 1977	October 6, 1975
Date of Appointment	November 11, 2014	August 12, 2013
Expertise in specific functional areas	Ms. Parul Mittal is a commerce graduate and possesses expert knowledge in the area of brand management. She was associated with Greenply Industries Limited for more than 5 years and engaged in various important functions of Greenply viz. to promote brand building at national and international level, to develop and execute marketing strategy, to build and maintain relationship with research organizations, advertising agencies and product promotional houses. Her experience and guidance in the area of brand management is expected to continue to enhance our Company's image in the market significantly.	Mr. Saurabh Mittal is an alumni of Mayo College Ajmer and a Commerce graduate from the University of Madras. As Joint Managing Director & CEO, he was the prime mover of the exponential growth of Greenply Industries Limited and for carving a niche for Greenlam Laminates and allied decorative products. His hands on engagement across the entire value chain to build the business from its infancy has garnered him nearly two decades of first-hand experience in various fields. He has been deeply involved with the manufacturing process and has progressively added production capacity that is best in the industry. He spearheaded the marketing initiatives personally building brand Greenlam that undisputedly commands the market. His sales experience is especially strong in the B2B segment as he built a distribution network that has provided incomparable market reach. His finance, investor relations and corporate affairs involvement resulted in Greenply becoming the industry pioneer to obtain PE funding and his export orientation has resulted in our Company consistently being the largest exported laminate from India. The charismatic leadership, personal drive and strategic thinking of Mr Saurabh Mittal has rallied our Company to attain market leadership in a very short period of time, both in the domestic and international markets.
Qualification	Commerce Graduate	Commerce Graduate
List of outside directorship held excluding alternate directorship	1. Greenply Leasing and Finance Private Limited 2. Prime Properties Private Limited 3. S.M. Safeinvest Private Limited	1. Himalaya Granites Limited 2. Prime Properties Private Limited 3. Greenply Leasing & Finance Private Limited 4. S. M. Safeinvest Private Limited 5. Greenlam VT Industries Private Limited 6. Greenlam Asia Pacific Pte. Limited, incorporated in Singapore. 7. Greenlam America Inc., Incorporated in USA. 8. Greenlam Europe (UK) Limited, incorporated in UK. 9. Greenlam Holding Co. Limited, Incorporated in Thailand 10. Greenlam Asia Pacific (Thailand) Co. Limited, Incorporated in Thailand
Chairman/member of the committee of the Board of Directors of the Company	Chairman: Nil Member: Corporate Social Responsibility Committee Demerger Committee Operational & Finance Committee	Chairman: Corporate Social Responsibility Committee Member: Audit Committee Stakeholders Relationship Committee Demerger Committee Operational & Finance Committee
Chairman/member of the committee of the Board of Directors of other companies in which he/she is a director	Nil	Nil
Number of equity shares held in the company	472800	166710

Disclosures of relationships between directors:

Name of the Directors	Category of Directorship	Relationship between directors
Mr. Shiv Prakash Mittal	Non-Executive Chairman-Promoter Director	Mr. Rajesh Mittal (Brother), Mr. Saurabh Mittal (Son) and Ms. Parul Mittal (Son's Wife)
Mr. Saurabh Mittal	Managing Director & CEO-Promoter Director	Mr. Shiv Prakash Mittal (Father) and Ms. Parul Mittal (spouse)
Ms. Parul Mittal	Director - Design & Marketing-Promoter Director	Mr. Shiv Prakash Mittal (Father in law) and Mr. Saurabh Mittal (spouse)
Mr. Vijay Kumar Chopra	Non-Executive-Independent Director	None
Ms. Urvashi Saxena	Non-Executive-Independent Director	None
Ms. Sonali Bhagwati Dalal	Non-Executive-Independent Director	None
Mr. Rajesh Mittal	Non-Executive-Promoter Director	Mr. Shiv Prakash Mittal (Brother)
Mr. Shobhan Mittal	Non-Executive-Promoter Director	Mr. Shiv Prakash Mittal (Father), Mr. Saurabh Mittal (brother) and Ms. Parul Mittal (sister-in-law)

3. Code of Conduct

Details of the Code of Conduct for Board members and senior management of the Company is available on the Company's website www.greenlamindustries.com. Annual declaration by the Managing Director & CEO of the Company pursuant to Clause 49(II)(E) of the Stock Exchange Listing Agreement is attached with the Annual Report.

4. Audit Committee

Composition:

The Audit Committee was constituted by the Board of Directors at their meeting held on November 11, 2014 at 10.00 a.m. As on March 31, 2015, the audit Committee consists of 4(four) Directors of the Company i.e. three Non-Executive Independent Directors and one Executive - Promoter Director as given below.

Ms. Urvashi Saxena - Chairperson - Independent Director

Mr. Vijay Kumar Chopra - Member - Independent Director

Mr. Saurabh Mittal - Member - Managing Director & CEO

Ms. Sonali Bhagwati Dalal - Member - Independent Director

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

The constitution and terms of reference of the Audit Committee conforms to the requirements of Clause 49 of the listing agreement and Section 177 of the Companies Act, 2013.

Terms of Reference for the Audit Committee are as follows:

Powers of the Audit Committee:

- ▶ To investigate any activity within its terms of reference.
- ▶ To seek information from any employee.
- ▶ To obtain external, legal or other professional advice.
- ▶ To secure attendance of outsiders with relevant expertise, if it is considered necessary.

Role the Audit Committee:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors except those which are specifically prohibited;
4. Reviewing, with the management, and examination of the financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - i. 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.
 - ii. Changes, if any, in accounting policies and practices and reasons for the same.

- iii. Major accounting entries involving estimates based on the exercise of judgment by management.
 - iv. Significant adjustments made in the financial statements arising out of audit findings.
 - v. Compliance with listing and other legal requirements relating to financial statements.
 - vi. Disclosure of any related party transactions.
 - vii. Qualifications 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 may be referred to by the Board or mandated by regulatory provisions from time to time.
- 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.
- Meetings and attendance:**
During 2014-15, two meetings of the Audit Committee were held on November 11, 2014 and February 2, 2015.

Name of the Members	Category	No. of Meetings	
		Held	Attended
Ms. Urvashi Saxena	Non-Executive Independent director	2	2
Mr. Saurabh Mittal	Executive-Promoter director	2	2
Mr. Vijay Kumar Chopra	Non-Executive Independent director	2	2
Ms. Sonali Bhaghawati Dalal	Non-Executive Independent director	2	2

5. Subsidiaries

Details of the subsidiaries of the Company and their business activities are provided in the Directors' Report forming part of the Annual Report of the Company.

6. Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted by the Board of Directors at their meeting held on November 11, 2014 at 10.00 a.m. The Nomination and Remuneration Committee consists of 3 (three) directors of the Company.

Composition:

Mr. Vijay Kumar Chopra, Non-Executive Independent Director- Chairman

Mr. Shiv Prakash Mittal, Non-Executive Chairman-Member and

Ms. Urvashi Saxena, Non-Executive Independent Director- Member

Terms of Reference for the Nomination and Remuneration Committee are as follows:

1. To formulate criteria for:

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

2. To devise policies on:

- 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;
- board diversity laying out an optimum mix of executive, independent and non-independent

directors keeping in mind the needs of the Company.

3. To identify persons who are qualified to:

- become directors in accordance with the criteria laid down, and recommend to the Board the appointment and removal of directors;
 - be appointed in senior management in accordance with the policies of the Company and recommend their appointment to the HR Department and to the Board.
- To carry out evaluation of the performance of every director of the Company;
 - 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.
 - To carry out such other business as may be required by applicable law or delegated by the Board or considered appropriate in view of the general terms of reference and the purpose of the Nomination and Remuneration Committee.

Meetings and Attendance:

During 2014-15, two meetings of Nomination and Remuneration Committee were held on November 11, 2014 and March 26, 2015.

Name of the Members	Category	No. of Meetings	
		Held	Attended
Mr. Vijay Kumar Chopra	Non-Executive Independent director	2	2
Mr. Shiv Prakash Mittal	Non-Executive-Promoter director	2	1
Ms. Urvashi Saxena	Non-Executive Independent director	2	2

Summary of Remuneration Policy of the Company:

The Board of Directors has adopted the Remuneration Policy at the recommendation of the Nomination and Remuneration Committee in compliance with Section 178 of Companies Act, 2013 and Clause 49 of Equity Listing Agreement. This Policy applies to all the "Executives" of the Company and is valid for all employment agreements entered into after the approval of the Policy and for changes made to existing employment agreements thereafter. In keeping with the provisions of Section 178, the remuneration structure

of the Company comprises of fixed remuneration (including fixed supplements), performance-based remuneration (variable salary), where applicable, other benefits in kind and severance payment, where applicable. Further, the Policy states that the non-executive directors and independent directors of the Company may receive remuneration only by way of fee and reimbursement of expenses for participation in meetings of the Board or Committee thereof and profit related commission, as may be permissible

by applicable law. Additionally, the Policy also lays down the overall selection criteria for the Executives of the Company which is based on broad heads such as competencies, capabilities, compatibility, strong interpersonal skills, commitment among others. The Policy also entitles Executives to a severance fee. The remuneration policy of the Company is placed on the website of the Company at www.greenlamindustries.com.

(I) Executive Directors

The details of remuneration including commission to all Executive Directors for the year ended March 31, 2015 are as follows and the same is within the ceiling prescribe 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. Saurabh Mittal (Managing Director & CEO)	Appointed as Managing Director & CEO for five years w.e.f. November 11, 2014	1,46,00,000.00	9,77,000.00	15,84,000.00	18,37,500.00
Ms. Parul Mittal (Director-Design & Marketing)	Appointed as Director-Design & Marketing for five years w.e.f. November 11, 2014	35,00,000.00	37,62,000.00	4,20,000.00	Nil

*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) to Non-Executive Directors for the financial year 2014-15 are as follows:

Name	Service Contract/Notice Period	Sitting Fees paid (₹)	Commission payable (₹)	Number of shares and convertible instruments held in the Company
Mr. Shiv Prakash Mittal	Retire by rotation	Nil	Nil	5,06,000
Mr. Vijay Kumar Chopra	Appointed for 5 years as Independent Director at the last Annual General Meeting of the Company held on October 30, 2014	1,85,000.00	7,50,000.00	Nil
Ms. Urvashi Saxena	-do-	1,70,000.00	7,50,000.00	Nil
Ms. Sonali Bhagwati Dalal	-do-	1,55,000.00	7,50,000.00	Nil

No sitting fee is paid to the Chairman and the Executive Directors for attending the Board meetings or Committee meetings thereof. The necessary approvals were obtained from shareholders wherever required.

There was no materially relevant pecuniary relationship or transaction of the Non-Executive Directors vis-à-vis the Company, which may affect the independence of the Directors. The Company has not granted any stock option to its Directors.

The criteria for making payment to Non-Executive Directors are disclosed on the website of the Company at www.greenlamindustries.com

7. Stakeholders' Relationship Committee

Composition:

The Stakeholders' Relationship Committee was constituted by the Board of Directors at their meeting held on November 11, 2014 at 10.00 a.m. The Stakeholders' Relationship Committee consists of 3 (three) directors of the Company i.e. two Promoter Director and one Non-executive Independent Director.

Mr. Shiv Prakash Mittal, Chairman - Non Executive Promoter Director

Mr. Saurabh Mittal - Member - Executive Promoter Director

Mr. Vijay Kumar Chopra - Member - Non Executive Independent Director

Mr. Prakash Kumar Biswal, Company Secretary, acts as the Secretary to the Committee and Compliance Officer of the Company.

Terms of Reference for the Stakeholder's Relationship Committee are as below:

- i. 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.

- ii. Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
- iii. 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.
- iv. To review and approve requests of dematerialization and rematerialisation of securities of the Company and such other related matters;
- v. Appointment and fixing of remuneration of RTA and overseeing their performance;
- vi. Review the status of the litigation(s) filed by/ against the security holders of the Company;
- vii. Review the status of claims received for unclaimed shares;
- viii. Recommending measures for overall improvement in the quality of investor services;
- ix. Monitoring implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading in pursuance of SEBI (Prohibition of Insider Trading) Regulations, 1992;
- x. Review the impact of enactments/ amendments issued by the MCA/ SEBI and other regulatory authorities on matters concerning the investors in general;

Such other matters as per the directions of the Board of Directors of the Company and/ or as required under Clause 49 of the Listing Agreements relating to Corporate Governance, as amended, from time to time.

The table below gives the number of complaints received, resolved and pending during the year 2014-15.

Number of complaints:

Received	Resolved	Pending
6	6	Nil

During 2014-15, one meeting was held on November 11, 2014, and the attendance of member directors were as follows:

Name of the members	Category	No. of Meetings	
		Held	Attended
Mr. Shiv Prakash Mittal	Non-Executive-promoter Director.	1	1
Mr. Saurabh Mittal	Executive-promoter director	1	1
Mr. Vijay Kumar Chopra	Non-Executive-independent director	1	1

8. Corporate Social Responsibility Committee:

The Board of Directors at their meeting held on November 11, 2014 at 10.00 a.m. constituted Corporate Social Responsibility (CSR) Committee as per Section 135 of the Companies Act, 2013. CSR Committee, inter alia, would formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII to the Companies Act, 2013, recommend the amount of expenditure to be incurred on the CSR activities and monitor the CSR Policy of the Company from time to time.

Composition of the Committee:

Mr. Saurabh Mittal - Chairman
 Mr. Shiv Prakash Mittal - Member
 Ms. Parul Mittal - Member
 Ms. Sonali Bhagwati Dalal - Member

Terms of Reference of the CSR Committee are as provided hereunder:

- To formulate, monitor and recommend to the Board the CSR Policy including the activities to be undertaken by the Company;
- To recommend the amount of expenditure to be incurred on the activities undertaken;
- To monitor the implementation of the framework of Corporate Social Responsibility Policy;
- To evaluate the social impact of the Company's CSR Activities;
- To review the Company's disclosure of CSR matters;
- To submit a report on CSR matters to the Board at such intervals and in such format as may be prescribed.
- To consider other functions, as defined by the Board or as may be stipulated under any law, rule or regulation including the listing agreement, Corporate Social Responsibility Voluntary

Guidelines 2009 and the Companies Act, 2013.

One Meeting was held on November 11, 2014 and the attendance of member Directors was as follows:

Name of the members	Category	No. of Meetings	
		Held	Attended
Mr. Saurabh Mittal	Executive-promoter director	1	1
Ms. Sonali Bhagwati Dalal	Non- Executive Independent Director	1	1
Mr. Shiv Prakash Mittal	Non - executive-Promoter Director	1	1
Ms. Parul Mittal	Executive - promoter director	1	1

9. Demerger Committee

The Board of Directors at their meeting held on November 29, 2014 constituted the Demerger Committee to look after the activities of the Company in connection with the listing of equity shares of the Company with National Stock Exchange of India Limited and BSE Limited comprising of Mr. Shiv Prakash Mittal, Mr. Saurabh Mittal and Ms. Parul Mittal.

Two meetings were held on December 11, 2014 and February 23, 2015 and the attendance of member directors were as follows:

Name of the members	Category	No. of Meetings	
		Held	Attended
Mr. Shiv Prakash Mittal	Non-Executive-Promoter Director	2	2
Mr. Saurabh Mittal	Executive-promoter director	2	2
Ms. Parul Mittal	Executive-promoter director	2	2

10. Operational & Finance Committee

The Board of Directors at their meeting held on November 29, 2014 approved the constitution of Operation & Finance Committee. As on March 31, 2015, the Committee comprises of Mr. Shiv Prakash Mittal, Mr. Saurabh Mittal and Ms. Parul Mittal. The Committee meets as and when required to consider matters assigned to it by the Board of Directors from time to time.

11. General Body Meetings

i. The details of last Annual General Meeting (AGM) of the shareholders are as under:

Financial year ended	Date of AGM	Venue	Time
March 31, 2014	30 -10-2014 (1st AGM)	Makum Road, Tinsukia, Assam - 786 125	9:00 A.M.

- ii. Special resolutions passed at the Annual General Meeting are as below:

At the 1st Annual General Meeting held on October 30, 2014:

Resolution pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013, for Alteration of Article of Association of the Company.

- iii. Passing of Resolutions by Postal Ballot during the financial year 2014-2015:

During the year under review, the Board of Directors of the Company approved the postal ballot notice dated March 28, 2015 containing special resolution in respect of the following matters to which shareholders' approval was obtained on May 7, 2015. Promoter and member of the promoter group were not participated in the postal ballot voting.

Resolution No. 1 : Resolution under Section 197 and other applicable provisions, if any, of the Companies Act, 2013, and allied rules there under and applicable provisions of the Equity Listing Agreement for payment of Annual Commission to Independent Directors of the

Company.

Resolution No. 2 : Resolution under Section 188 and other applicable provisions, if any, of the Companies Act, 2013, and allied rules thereunder and applicable provisions of the Equity Listing Agreement for sale of products to subsidiaries of the Company.

Resolution No. 3 : Resolution under Section 188 and other applicable provisions, if any, of the Companies Act, 2013, and allied rules thereunder and applicable provisions of the Equity Listing Agreement for availing of Information Technology and Business Auxiliary services from Greenply Industries Limited.

Resolution No. 4 : Resolution under Section 188 and other applicable provisions, if any, of the Companies Act, 2013, and allied rules thereunder and applicable provisions of the Equity Listing Agreement for Sale to or purchase from Greenply Industries Limited of raw materials, semi-finished and finished goods.

The Board had appointed Ms. Nivedita Shankar, a Practising Company Secretary, as a Scrutinizer to conduct the postal ballot voting process in a fair and transparent manner.

The details of the voting pattern in respect of Special Resolution passed for the above mentioned resolutions are as under:

Resolution	No. of votes polled	No. of valid votes polled	No. of invalid votes polled	No. of Valid Votes – in favour	No. of Valid Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Resolution No. 1	1949307	1949205	102	1949192	13	99.99	0.01
Resolution No. 2	1949307	1949155	152	1949112	43	99.99	0.01
Resolution No. 3	1949307	1949155	152	1949154	1	99.99	0.01
Resolution No. 4	1949307	1949155	152	1949112	43	99.99	0.01

- iv. Whether any special resolution is proposed to be conducted through postal ballot: There is no immediate proposal for passing any resolution through Postal Ballot.

12. Criteria for performance evaluation

The criteria for performance evaluation, as laid down by the Nomination and Remuneration Committee, have been disclosed in the Board's Report.

13. Familiarisation programme for Independent Directors:

The Company has conducted the Familiarisation program for Independent Directors during the year. The details for the same have been disclosed on the website of the Company at www.greenlamindustries.com

14. Disclosures

- The Company does not have related party transactions, which may have potential conflict with the interest of the Company at large. Further, the statutory disclosure requirements relating to related party transactions have been complied in the Financial Statement.
- 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.
- No penalties or strictures were imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to the capital market during the last year.

- d) The Company complied with all the mandatory requirements as prescribed. The Company has in place Whistle Blower Policy as required and it is affirmed that no personnel has been denied access to the Audit Committee.
- e) In addition to Directors' Report, a Management Discussion and Analysis Report form part of the Annual Report to the shareholders. All key managerial personnel and senior management have confirmed that they do not have any material, financial and commercial interest in transactions with the Company that may have a potential conflict with the interest of the Company at large.

14. Adoption of non-mandatory requirements

The Company has complied with the non-mandatory requirements of Clause 49 of the Listing Agreement with regard to reporting of Internal Auditor directly

to Audit Committee, moving towards a regime of unqualified financial statements and separating the post of Chairman and Managing Director / Chief Executive Officer.

15. Means of communication

The quarterly/half-yearly/annual financial results of the Company are sent to Stock Exchanges immediately after they are approved 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 where the registered office of the Company is situated. In addition, these results are simultaneously posted on the Company's website. 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	Ajib Dainik Batori, Ajir Assam or Amar Asom (Assamese daily), Business Standard or Financial Express
Any website, where displayed	www.greenlamindustries.com
Whether it also displays official news releases and presentation made to institutional investors or to the analysts.	Yes

16. General shareholders' information

i. Date, time and venue of the Annual General Meeting	On Monday, August 24, 2015 at 9.30 a.m. at "ROYALIDE", Hotel Royal Highness, G.N.B Road, Tinsukia, Assam - 786 125
ii. Financial Year	Financial year of the Company is from April 1 to March 31. Publication of results for the financial year 2015-16 (tentative and subject to change) First quarter results: On or before August 14, 2015 Second quarter and half year results: On or before November 14, 2015 Third quarter results: On or before February 13, 2016 Fourth quarter results and results for the year ending March 31, 2016: On or before May 30, 2016.
iii. Dates of book closure	From August 18, 2015 to August 19, 2015 (both days inclusive)
iv. Dividend payment date	Between August 28, 2015 and September 2, 2015
v. Listing of Equity Shares at Stock Exchanges:	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
vi. Stock Code/Symbol	BSE: 538979 NSE: GREENLAM

vii. Market price data for the financial year 2014-15:

Month	At BSE		At NSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
March, 2015	574.75	405	582.00	402.40

Note: The equity shares of the Company were listed with BSE Limited and National Stock Exchange of India Limited on March 2, 2015 hence market price data prior to listing are not available.

viii. E-mail ID for Investors: investor.relations@greenlam.com

ix. Performance in comparison to broad based indices such as BSE Sensex, CRISL index among others: The equity shares of the Company were listed with BSE Limited and National Stock Exchange of India Limited on March 2, 2015 hence the comparison is not provided as required.

x. Registrar & Share Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

CONTACT: Mr. Bharat Bhushan
44,Community Centre, 2nd floor
Naraina Industrial Area, Phase-1
PVR Naraina, New Delhi-110028
Ph. No: 011-41410592
Fax No: 011-4141059
Email id: delhi@linkintime.co.in

xi. Share Transfer System

The Company has a Committee of the Board of Directors called Stakeholder Grievance 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.

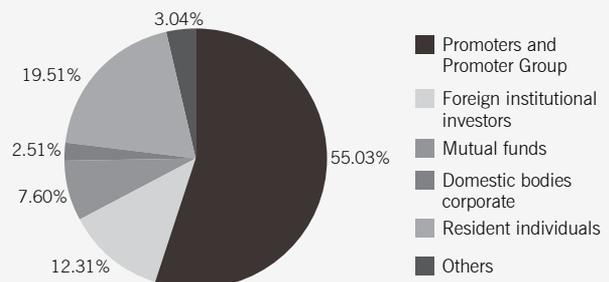
xii. Distribution of equity shareholding as on March 31, 2015.

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	3810	89.97	287780	1.19
501-1,000	181	4.28	134664	0.56
1,001-2,000	98	2.31	140438	0.58
2,001-3,000	39	0.92	97864	0.41
3,001-4,000	15	0.35	53078	0.22
4,001-5,000	14	0.33	65557	0.27
5,001-10,000	22	0.52	143575	0.59
10,001-and above	56	1.32	23213418	96.18
Total	4235	100.00	24136374	100.00

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

Category of Shareholders	Number of shares	Percentage of shares
Promoters and Promoter Group	13282710	55.03
Foreign Institutional Investors	2971780	12.31
Mutual Funds	1833207	7.60
Domestic Bodies Corporate	519475	2.51
Resident Individuals	4708911	19.51
Other	820291	3.04
Total	2,41,36,374	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 INE544R01013. Nearly 99.85% of total Equity Shares have been dematerialised as on March 31, 2015.

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

xv. **Corporate Identity Number (CIN):** L21016AS2013PLC011624

xvi. **Plant locations:**

- ▶ RIICO Industrial Area, Phase - II, P.O: Behror, Dist: Alwar, Rajasthan - 301701
- ▶ Village Paterh Bhonku, Tehsil: Nalagarh, Dist: Solan, Himachal Pradesh - 174101

xvii. **Address for correspondence:**

Registrar: LINK INTIME INDIA PRIVATE LIMITED

CONTACT: Mr. Bharat Bhushan

44,Community Centre, 2nd Floor
Naraina Industrial Area, Phase-1
PVR Naraina, New Delhi-110028
Ph. No: 011-41410592
Fax No: 011-4141059
Email id: delhi@linkintime.co.in

On behalf of the Board of Directors

Place: New Delhi
Date: May 28, 2015

S. P. Mittal
Non- Executive Chairman

Certification by Chief Executive Officer and Chief Financial Officer pursuant to Clause 49 of the Listing Agreement

To
The Board of Directors
Greenlam Industries Ltd.

- (a) We have reviewed the financial statements and the cash flow statement for the financial year ended on March 31, 2015 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 to the Auditors and the Audit Committee that there are no
- (i) Significant changes in internal control over financial reporting during the year;
 - (ii) Significant changes in accounting policies during the year; 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.

Saurabh Mittal
Managing Director & CEO

Ashok Kumar Sharma
Chief Financial Officer

Place: New Delhi
Dated May 28, 2015

Declaration by the Managing Director and CEO under Clause 49 of the Listing Agreement regarding compliance with Code of Conduct

To
The Members of
Greenlam Industries Ltd.

In accordance with Clause 49(II)(E) of the Listing Agreement with the Stock Exchanges, I hereby confirm that, all the Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the financial year ended on March 31, 2015.

Place: New Delhi
Date: May 28, 2015

Saurabh Mittal
Managing Director & CEO

AUDITORS' CERTIFICATE

To
The Members of
Greenlam Industries Ltd.

We have examined the compliance of conditions of Corporate Governance by Greenlam Industries Limited, for the year ended on March 31, 2015, as stipulated in clause 49 of the Listing Agreement of the said company with stock exchanges.

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

In our opinion and to the best of our information and according to explanation given to us and based on the representation made by the Directors and the Management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that in respect of investor grievances received during the year ended March 31, 2015, no investor grievances are pending against the Company, as per the records maintained by the Company and presented to the Stakeholders Relationship Committee.

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

For D. DHANDARIA & COMPANY
Chartered Accountants
ICAI Firm Reg. No. 306147E

(Dindayal Dhandaria)
Partner
Membership No. 010928

Place of Signature: New Delhi
Dated: 28th May, 2015



FINANCIAL SECTION



Independent Auditors' report

To
The Members of
Greenlam Industries Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of GREENLAM INDUSTRIES LIMITED (‘the Company’), which comprise the Balance sheet as at 31st March 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone 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 and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these standalone 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 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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 financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the 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 2015 and its profit and its cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to Notes nos. 32, 3.1 and 7.1 to the financial statements which describe the effect of the Scheme of Arrangement on the Company and reciprocal charges, mortgages and encumbrances on the immovable assets of the Company and of Greenply Industries Limited, respectively.

Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 (“the Order”) issued by the Central

Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
- (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns received from the branches not visited by us;
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors as on 31 March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31

March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and

- (f) 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 financial statements as referred to in Note no. 19.1.1 to the financial statements;
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. The Company was not required to transfer any amount to the Investor Education and Protection Fund.

For **D. DHANDARIA & COMPANY**
Chartered Accountants
ICAI Firm Reg. No. **306147E**

(Dindayal Dhandaria)
Partner

Membership No. **010928**

Place of Signature: New Delhi

Dated: 28th May, 2015



Annexure to the Independent Auditors' Report

The Annexure referred to in Paragraph 1 under heading of "Report on the other Legal and Regulatory Requirements" in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March 2015,

We report that:

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
(b) A substantial portion of the fixed assets have been physically verified by the management during the year and there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
2. (a) As explained to us, the inventories have been physically verified during the year by the management at reasonable intervals.
(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
(c) On the basis of our examination of the record of inventories, we are of the opinion that, the Company is maintaining proper records of inventories. The discrepancies noticed on physical verification of inventories as compared to book records were not material and have been properly dealt with in the books of account.
3. The Company has not granted any loans to those covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventory and fixed assets and sale of goods and services. We have not observed any major weakness in the internal control system during the course of the audit.
5. The Company has not accepted any deposits from the public.
6. The Central Government has not prescribed the maintenance of any cost records under section 148(1) of the Act, which apply to the Company.
7. (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, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. Although there has been delay in few cases, there are no undisputed statutory dues outstanding for a period of more than six months from the date they become payable.
(b) According to the information and explanations given to us, the following disputed amounts of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess have not been deposited:

Statement of Disputed Dues

Name of the Statute	Nature of the Dues	Amount	Period to which the amount relates	Forum where dispute is pending
		(₹ in Lacs)	(Financial Year)	
Rajasthan VAT Act, 2003	Disallowance of Set-off of the Entry Tax in respect of Branch Transfers	58.95	2003 - 2004	Tax Board, Ajmer
Rajasthan VAT Act, 2003	Disallowance of Set-off of the Entry Tax in respect of Branch Transfers	47.55	2004 - 2005	Tax Board, Ajmer
Central Excise Act, 1944	Reversal of Cenvat Credit	11.07	2007 - 2008	Rajasthan High Court, Jodhpur
Rajasthan Tax on Entry of Goods into Local Areas Act, 1999	Constitutional Validity of the Act	98.00	January 2006 to December 2014	Supreme Court of India
Central Excise Act, 1944	Excise Duty on Resin for Captive Consumption	2543.31	June 2009 to February 2013	Before CESTAT, New Delhi

- (c) According to the information and explanations given to us, the Company was not required to transfer any amount to the Investor Education and Protection Fund.
8. As the Company has been registered for a period of less than five years, clause 3 (viii) of the Order is not applicable.
9. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to banks during the year. The Company has not issued any debentures and has not taken any loans from the financial institutions.
10. In our opinion and according to the information and the explanations given to us, the Company has given guarantee for loan taken from a bank by its subsidiary. The terms and conditions thereof are not prejudicial to the interest of the Company.
11. In our opinion and according to the information and the explanations given to us, the term loans have been applied for the purposes for which they were raised.
12. According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

For **D. DHANDARIA & COMPANY**
Chartered Accountants
ICAI Firm Reg. No. **306147E**

(**Dindayal Dhandaria**)
Partner
Membership No. **010928**

Place of Signature: New Delhi
Dated: 28th May, 2015



Balance Sheet as at 31st March, 2015

(₹ in Lacs)

	Note No.	As at 31st March, 2015	As at 31st March, 2014
EQUITY AND LIABILITIES :			
Shareholders' Funds :			
Share Capital	1	1206.82	5.00
Reserves & Surplus	2	21499.02	(0.80)
		22705.84	4.20
Non-current Liabilities :			
Long-Term Borrowings	3	14182.25	-
Deferred Tax Liabilities (Net)	4	1444.60	-
Other Long Term Liabilities	5	137.01	-
Long-Term Provisions	6	745.42	-
		16509.28	-
Current Liabilities			
Short-Term Borrowings	7	9303.14	-
Trade Payables		17646.39	0.13
Other Current Liabilities	8	5034.83	0.04
Short-Term Provisions	9	179.71	-
		32164.07	0.17
TOTAL :		71379.19	4.37
ASSETS :			
Non-current Assets			
Fixed Assets :			
	10		
Tangible Assets		30793.33	-
Intangible Assets		346.45	-
Capital Work-in-Progress		921.16	-
		32060.94	-
Non-current Investments	11	1744.54	-
Long Term Loans & Advances	12	827.27	-
Other Non-current Assets	13	37.24	0.98
		34669.99	0.98
Current Assets			
Inventories	14	18810.01	-
Trade Receivables	15	11808.13	-
Cash & Bank Balances	16	290.35	3.07
Short Term Loans & Advances	17	5788.20	-
Other Current Assets	18	12.51	0.32
		36709.20	3.39
TOTAL :		71379.19	4.37
Significant Accounting Policies			
See Accompanying Notes to the Financial Statements			
	1 to 44		

As per our annexed report of even date.

For D. DHANDARIA & COMPANY

Chartered Accountants

ICAI Firm Reg. No. 306147E

(Dindayal Dhandaria)

Partner

Membership No. 010928

Saurabh Mittal

Managing Director & CEO

Shiv Prakash Mittal

Non-Executive Chairman

Prakash Kumar Biswal

Company Secretary

Ashok Kumar Sharma

Chief Financial Officer

Place of Signature : New Delhi

Dated : 28th May, 2015

Statement of Profit and Loss for the year ended 31st March, 2015

(₹ in Lacs)

	Note No.	For the year ended 31st March, 2015	For the period ended 31st March, 2014
INCOME :			
Sale of Products		84121.36	-
Other Operating Revenue		4055.60	-
		88176.96	-
Less : Central Excise Duty		3717.13	-
Revenue from Operations	20	84459.83	-
Other Income	21	142.27	-
Total Revenue		84602.10	-
EXPENDITURE :			
Cost of Materials Consumed	22	50284.03	-
Purchase of Stock in Trade	23	612.12	-
Changes in Inventories of Finished Goods, Stock in Process and Stock in Trade	24	256.97	-
Employees Benefits Expense	25	7884.57	-
Finance Costs	26	2684.04	-
Depreciation & Amortisation Expense	27	3018.62	-
Other Expenses	28	16130.51	0.80
Loss due to Fluctuation in Foreign Exchange Rates		177.75	-
Total Expenditure		81048.61	0.80
Profit before Tax		3553.49	(0.80)
Tax Expense			
Current Tax		752.31	-
Add/ (Less) : Mat Credit Entitlement		(752.31)	-
		-	-
Deferred Tax		891.98	-
Profit for the Year		2661.51	(0.80)
Earnings per Equity Share of face value of ₹ 5 each			
Basic (in ₹)	39	32.46	(0.80)
Diluted (in ₹)		11.03	(0.80)
Significant Accounting Policies			
See Accompanying Notes to the Financial Statements	1 to 44		

As per our annexed report of even date.

For D. DHANDARIA & COMPANY

Chartered Accountants

ICAI Firm Reg. No. **306147E**

(Dindayal Dhandaria)

Partner

Membership No. **010928**

Place of Signature : New Delhi

Dated : 28th May, 2015

Saurabh Mittal

Managing Director & CEO

Prakash Kumar Biswal

Company Secretary

Shiv Prakash Mittal

Non-Executive Chairman

Ashok Kumar Sharma

Chief Financial Officer



Cash Flow Statement for the year ended 31st March, 2015

(₹ in Lacs)

	For the year ended 31st March, 2015	For the period ended 31st March, 2014
A. CASH FLOW ARISING FROM OPERATING ACTIVITIES:		
Profit before Taxation, and Extraordinary items	3553.49	(0.80)
Add:		
a) Depreciation & Amortisation Expense	3018.62	-
b) Finance Costs	2684.04	-
c) Loss on Sale / Discard of Fixed Assets	17.03	-
d) Unrealised Foreign Exchange Fluctuations	216.73	-
e) Provision for Doubtful Debts	35.70	-
f) Miscellaneous Expenditure written off	12.52	0.33
	5984.64	0.33
	9538.13	(0.47)
Less: Interest Income	106.34	-
Operating Profit before Working Capital Changes	9431.79	(0.47)
Less:		
a) Increase in Trade and Other Receivables	(3185.23)	-
b) Increase in Inventories	125.61	-
c) Decrease in Trade Payables	(4309.44)	(0.17)
	(7369.06)	(0.17)
Cash Inflow (+)/Outflow (-) from Operations	16800.85	(0.30)
Less: Income Tax Paid	1094.98	-
Net Cash Inflow (+)/Outflow (-) in course of Operating Activities	15705.87	(0.30)
B. CASH FLOW ARISING FROM INVESTING ACTIVITIES:		
OUTFLOW		
a) Acquisition of Fixed Assets	9458.71	-
b) Interest amount Capitalised	346.73	-
Less : INFLOW	9805.44	-
a) Sale of Fixed Assets	80.33	-
b) Interest Received	106.86	187.19
Net Cash Inflow (+) / Outflow (-) in course of Investing Activities	(9618.26)	-
C. CASH FLOW ARISING FROM FINANCING ACTIVITIES:		
INFLOW		
a) Proceeds from issue of Share Capital	-	5.00
b) Proceeds from Long Term Borrowings	5500.00	-
c) Short Term Borrowings (Net)	(5782.96)	-
d) Deferred Payment Liabilities (Net)	47.43	-
	(235.53)	5.00
DEDUCT : OUTFLOW		
a) Miscellaneous Expenditure	60.97	1.63
b) Repayment of Long Term Borrowings	2971.96	-
c) Interest Paid	2686.60	-
	5719.53	1.63
Net Cash Inflow in course of Financing Activities	(5955.06)	3.37
Net Increase (+) / Decrease in Cash/Cash Equivalents	132.55	3.07
Add : Balance at the beginning of the year	3.07	-
Add: Amount adjusted pursuant to Scheme of Arrangement	68.30	-
	71.37	-
Cash / Cash Equivalents at the close of the Year	203.92	3.07

As per our annexed report of even date.

For D. DHANDARIA & COMPANY

Chartered Accountants

ICAI Firm Reg. No. 306147E

(Dindayal Dhandaria)

Partner

Membership No. 010928

Saurabh Mittal

Managing Director & CEO

Shiv Prakash Mittal

Non-Executive Chairman

Prakash Kumar Biswal

Company Secretary

Ashok Kumar Sharma

Chief Financial Officer

Place of Signature : New Delhi

Dated : 28th May, 2015

Significant Accounting policies

1.00 SIGNIFICANT ACCOUNTING POLICIES:

1.01 DISCLOSURE OF ACCOUNTING POLICIES (AS-1):

1.01.01 Nature of Operation

Company is engaged in the business of manufacturing laminates, decorative veneers and allied products through its factories at various locations and branches and dealers' network spread all over the country. It has two wholly owned subsidiary companies operating in overseas countries and one in India. It imports raw materials for manufacturing. Manufactured goods are sold both in domestic and overseas markets. The Overseas subsidiaries of the Company are mainly engaged in marketing and distribution of Company's products.

1.01.02 Accounting Concepts & Basis of Presentation

The financial Statements are prepared in accordance with the Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as specified in the Company (Accounting Standards) Rules 2006 read with Rule 7(1) of the Companies (Accounts) Rules, 2014 and the provisions of the Companies Act, 2013. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The Company's management evaluates all recently issued or revised accounting standards on an on-going basis.

The Normal Operating Cycle for the Company has been assumed to be of twelve months for classification of its various assets and liabilities into "Current" and "Non-current".

Where changes are made in presentation, the comparative figures of the previous year are regrouped and re-arranged accordingly.

1.01.03 Use of Estimates:

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

1.02 VALUATION OF INVENTORIES (AS-2):

1.02.01 Stock of Raw Materials, Stores and spare parts are valued at lower of cost or net realisable value; and of those in transit related to these items are valued at lower of cost to date or net realisable value.

1.02.02 Goods-in-process is valued at lower of cost or net realisable value.

1.02.03 Stock of Finished goods is valued at lower of cost or net realisable value.

1.02.04 Stock-in-trade is valued at lower of cost or net realisable value.

1.02.05 Waste and scraps are accounted at estimated realisable value.

1.02.06 Cost of inventories is ascertained on the 'weighted average' basis. Goods-in-process and finished goods are valued on absorption cost basis.

1.02.07 The self-generated Certified Emission Reductions (CERs) are recognized as asset on certification by UNFCCC and are valued at lower of cost or net realisable value.

1.03 CASH FLOW STATEMENT (AS – 3):

Cash flows are reported using indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from regular revenue generating, financing and investing activities of the Company is segregated. Cash and cash equivalents in the balance sheet comprise cash at bank, cash/cheques in hand and short term investments (excluding pledged term deposits) with an original maturity of three months or less.



Significant Accounting policies

1.04 CONTINGENCIES AND EVENTS OCCURRING AFTER BALANCE SHEET DATE (AS -4):

Disclosure of contingencies as required by the accounting standard is furnished in the Notes on accounts.

1.05 DEPRECIATION (AS – 6):

1.05.01 Tangible assets are depreciated and/or amortised on the basis of their useful lives as notified in Schedule II to the Companies Act, 2013. Depreciation in respect of additions to assets has been charged on pro rata basis with reference to the period when the assets are ready for use. The provision for depreciation for multiple shifts has been made in respect of eligible assets on the basis of operation of respective units. Where the historical cost of a depreciable asset undergoes a change due to increase or decrease in long term liability on account of exchange fluctuations, the depreciation on the revised unamortised depreciable amount is provided prospectively over the residual useful life of the asset.

1.05.02 Leasehold lands are amortised over the period of lease.

1.05.03 Intangible assets are amortised on straight-line method as follows :

Trademarks	-	10 years
Computer Software	-	5 years
Technical Know-how	-	2 years

1.06 REVENUE RECOGNITION (AS -9):

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

1.06.01 Sale of Goods: Revenue from sales of goods is recognised on transfer of significant risks and rewards of ownership to the customers. Gross sales shown in the Statement of Profit & Loss are inclusive of Excise Duty but excludes Trade discounts, CST and VAT. Net sales are shown after deducting Excise duty which is disclosed at appropriate places.

1.06.02 Interest: Interest income is recognized on a time proportion basis taking into account the amount outstanding and rate applicable.

1.06.03 Dividends: Dividend from investment is recognized when the Company in which they are held declares the dividend and when the right to receive the same is established.

1.06.04 Insurance Claims: Insurance Claims are accounted for on acceptance and when there is a reasonable certainty of receiving the same, on grounds of prudence.

1.06.05 Export Incentives: Benefit on account of entitlement to import goods free of duty under the Advance License Scheme, "Duty Entitlement Pass Book under Duty Exemption Scheme (DEPB)", Duty Free Import Authorisation (DFIA) Scheme, and Focus Market Scheme (FMS), are accounted for on accrual basis at estimated realisable value, as and when exports are made i.e., in the year of export. Profit or loss arising on utilisation of the same and/or sale thereof are accounted for in the year in which either the imports are made against the said Advance License, DEPB, DFIA, FMS and/or the same are sold.

1.07 ACCOUNTING FOR TANGIBLE AND INTANGIBLE ASSETS (AS – 10):

1.07.01 Tangible assets are stated at original cost (net of tax/duty credit availed) less accumulated depreciation, amortisation and impairment losses except freehold land which is carried at cost. Cost includes cost of acquisition, construction and installation, taxes, duties, freight, other incidental expenses related to the acquisition, trial run expenses (net of revenue) and pre-operative expenses including attributable borrowing costs incurred during pre-operational period.

1.07.02 Tangible assets which are not ready for their intended use on reporting date are carried as capital work-in-progress at cost, comprising direct cost and related incidental expenses.

1.07.03 The Company has exercised the option available to it under Rule 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".

Significant Accounting policies

1.07.04 Intangible assets are carried at cost, net of accumulated amortization and impairment loss, if any.

1.08 ACCOUNTING FOR THE EFFECTS IN FOREIGN EXCHANGE RATES (AS – 11):

1.08.01 Initial Recognition: Transactions denominated in foreign currencies are normally recorded at the exchange rates prevailing at the time of the transactions.

1.08.02 Conversion: Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

1.08.03 Exchange Differences: Exchange differences arising on the settlement of monetary items or on reporting company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or expenses in the year in which they arise.

1.08.04 Forward exchange contracts entered into to hedge foreign currency risk of an existing asset/liability: The premium or discount arising at the inception of forward exchange contract is recognized as an expense/income on the date of transaction. Any profit or loss arising on cancellation or renewal of such forward exchange contract is also recognized as income or expense for the period. However, in case of long term liabilities, where they relate to acquisition of fixed assets, the income or expense on account of exchange difference is adjusted to the carrying cost of such assets.

1.09 ACCOUNTING FOR INVESTMENTS (AS – 13):

Investments that are readily realisable and intended to be held for not more than a year are classified as Current investments. All other investments are classified as Non-Current/Long-term Investments. Current investments are carried at lower of cost and market value on individual investment basis. Non-Current/Long term Investments are considered at cost, unless there is an "other than temporary" decline in value, in which case adequate provision is made for the diminution in the value of Investments.

1.10 EMPLOYEE BENEFITS (AS – 15):

1.10.01 Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.

1.10.02 Post employment and other long term employee benefits are charged off in the year in which the employee has rendered services. The amount charged off is recognized at the present value of the amounts payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of past employment and other long term benefits are charged to the Statement of Profit and Loss.

1.11 BORROWING COSTS (AS – 16):

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

1.12 SEGMENT REPORTING (AS – 17):

1.12.01 Identification of Segments:

Primary Segment

Business Segment:

The Company's operating businesses are organized and managed separately according to the nature of products, with each segment representing a strategic business unit that offers different products and serves different markets. The identified segments are Manufacturing and Sale of (a) Laminate & Allied products; and (b) Veneered & Allied products.

Secondary Segment

Geographical Segment:

The analysis of geographical segment is based on the geographical location of the customers.



Significant Accounting policies

The geographical segments considered for disclosure are as follows:

- Sales within India include sales to customers located within India.
- Sales outside India include sales to customers located outside India.

1.12.02 Allocation of Common costs:

Common allocable costs are allocated to each segment according to the ratio of their respective turnover to the total turnover.

1.12.03 Unallocated items:

The Unallocated Segment includes general corporate income and expense items, which are not allocated to any business segment.

1.13 RELATED PARTY DISCLOSURES (AS – 18):

Disclosure of related parties as required by the accounting standard is furnished in the Notes on accounts.

1.14 LEASES (AS – 19):

In accordance with Accounting Standard 19 “Accounting for leases”, lease arrangements, where the risks and rewards incidental to ownership of an asset substantially vests with the lessor, are recognized as operating leases. Lease payments under operating leases are recognized as an expense in the Statement of Profit and Loss.

1.15 EARNINGS PER SHARE (AS – 20):

Basic earnings (loss) per share are 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.

1.16 ACCOUNTING FOR TAXES ON INCOME (AS-22):

1.16.01 Tax expenses comprise of current tax and deferred tax including applicable surcharge and cess.

1.16.02 Current Income tax is computed using the tax effect accounting method, where taxes are accrued in the same period in which the related revenue and expenses arise. A provision is made for income tax annually, based on the tax liability computed, after considering tax allowances and exemptions. Provisions are recorded when it is estimated that a liability due to disallowances or other matters is probable.

1.16.03 The differences that result between the profit considered for income taxes and the profit as per the financial statements are identified, and thereafter a deferred tax asset or deferred tax liability is recorded for timing differences, namely the differences that originate in one accounting period and reverse in another, based on the tax effect of the aggregate amount being considered. The tax effect is calculated on the accumulated timing differences at the end of an accounting period based on prevailing enacted or substantially enacted regulations. Deferred Tax Assets and Deferred Tax Liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the Deferred Tax Assets and Deferred Tax Liabilities relate to taxes on income levied by same governing taxation laws. Deferred Tax Assets are recognized only if there is reasonable certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

1.16.04 MAT (Minimum Alternate Tax) credit 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 specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to

Significant Accounting policies

the effect that Company will pay normal Income Tax during the specified period.

1.17 INTANGIBLE ASSETS (AS – 26):

- 1.17.01** Internally generated intangible asset under development stage is recognized when it is demonstrated that it is technically feasible to use the same and the cost incurred for developing the same is ascertained. Technical Know-how so developed internally is amortised on a straight- line basis over its estimated useful life.
- 1.17.02** Intangible assets acquired by payment e.g., Trademarks, Computer Software and Technical Know-how are disclosed at cost less amortization on a straight-line basis over its estimated useful life.

1.18 IMPAIRMENT OF TANGIBLE AND INTANGIBLE ASSETS (AS-28)

At each balance sheet date, the Company reviews the carrying amount of tangible and intangible assets to determine whether there is any indication of impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. The recoverable amount is higher of the net selling price and the value in use, determined by discounting the estimated future cash flows expected from the continuing use of the asset to their present value.

1.19 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS (AS – 29):

- 1.19.01** Provisions are made when (a) the Company has a present obligation as a result of past events; (b) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and (c) a reliable estimate is made of the amount of the obligation.
- 1.19.02** Contingent liabilities are not provided for but are disclosed by way of Notes on Accounts.
- 1.19.03** Contingent assets are neither accounted for nor disclosed by way of Notes on Accounts.

1.20 EXCISE DUTY AND CUSTOM DUTY:

Excise Duty on finished goods stock lying at the factories is accounted for at the point of manufacture of goods and accordingly, is considered for valuation of finished goods lying in the factories as on the Balance Sheet date. Similarly, Custom Duty on imported material in transit/lying in bonded warehouse is accounted for at the time of import/bonding of materials.

1.21 CONSUMPTION OF RAW MATERIALS, STORES & SPARE PARTS ETC.:

The costs of Raw Materials, Stores and spare parts etc., consumed consist of purchase price including duties and taxes (other than those subsequently recoverable by the enterprise from the taxing authorities), freight inwards and other expenditure directly attributable to the procurement.

1.22 SERVICE TAX & CESS:

Various expenses are accounted for after deducting the input tax credit available in respect of Service Tax, Education Cess and Secondary & Higher Education Cess.

1.23 EXPENSES FOR CORPORATE SOCIAL RESPONSIBILITY:

In case of CSR activities undertaken by the Company, if any expenditure of revenue nature is incurred on any of the activities mentioned in Schedule VII to the Companies Act, 2013, the same is charged as an expense to its Statement of Profit and Loss. In case, the expenditure incurred by the Company is of such a nature which gives rise to an asset, such an asset is recognised where the Company retains the control of the asset and any future economic benefit accrues to it. A liability incurred by entering into a contractual obligation is recognised to the extent to which CSR activity is completed during the year.

1.24 MISCELLANEOUS EXPENDITURE WRITTEN OFF:

Expenses related to Scheme of Arrangement, Fee for increase in Authorised Share Capital and Preliminary Expenses are written off in five equal annual installments in accordance with the provisions of Section 35DD of the Income Tax Act, 1961.



Notes on Financial statements for the year ended 31st March, 2015

1. SHARE CAPITAL	As at 31st March, 2015		As at 31st March, 2014	
	Number	₹ in Lacs	Number	₹ in Lacs
1.1 Authorised				
Equity Shares of ₹5 each	30000000	1500.00	2000000	100.00
1.2 Issued, Subscribed and Fully Paid up				
Equity Shares of ₹5 each	24136374	1206.82	100000	5.00
1.3 The reconciliation of the number of shares outstanding				
Equity Shares at the beginning of the year	100000	5.00	-	-
Add : Allotted during the year (Refer Note No. 32)	24136374	1206.82	100000	5.00
Less : Cancelled pursuant to Scheme of Arrangement (Refer Note No. 32)	100000	5.00	-	-
Total	24136374	1206.82	100000	5.00

1.4 Terms/Rights attached to the Equity Shares

The Company has only one class of equity Shares having a par value of ₹5 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year, the amount of per share dividend recognized as distribution to equity shareholders was ₹0.50 (Previous year ₹Nil).

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. This distribution will be in proportion to the number of equity shares held by the shareholders.

	As at 31st March, 2015		As at 31st March, 2014	
	Number	%	Number	%
1.5 Shares held by Holding Company				
EQUITY SHARES				
Greenply Industries Limited	-	-	100000	100.00%
1.6 Name of the Shareholders holding more than 5% Shares				
EQUITY SHARES				
S.M.Management Pvt Ltd	3543462	14.68%	-	-
Greenply Leasing & Finance Pvt Ltd	2714731	11.25%	-	-
Prime Holdings Pvt Ltd	2408560	9.98%	-	-
HSBC Bank (Mauritius) Ltd				
A/C Jwalamukhi Investment Holdings	2376884	9.85%	-	-
Ashish Dhawan	2369488	9.82%	-	-
HDFC Trustee Company Ltd	1833207	7.60%	-	-
Greenply Industries Limited	-	-	100000	100.00%

The above information is furnished taking into consideration the fact whether or not the beneficial ownership is reflected in the records of the Depository.

1.7 The Company has not reserved any shares for issue under option and contract/commitments for the sale of share/disinvestment.

Notes on Financial statements for the year ended 31st March, 2015

1. SHARE CAPITAL (Contd...)

- 1.8 The Company for the period of five years immediately preceding the date of Balance Sheet (i.e. since incorporation) has:
- Allotted 2,41,36,374 equity shares as fully paid and cancelled 1,00,000 equity shares pursuant to Scheme of Arrangement without payment being received in cash.
 - Not allotted fully paid up shares by way of bonus shares
 - Not bought back any class of shares.

2. RESERVES & SURPLUS		(₹ in Lacs)	
	As at 31st March, 2015	As at 31st March, 2014	
Capital Reserve			
As per last Balance Sheet	-	-	
Add: Amount adjusted pursuant to Scheme of Arrangement (Refer Note No. 32)	15333.48	-	
	15333.48	-	
General Reserve			
As per last Balance Sheet	-	-	
Add: Transferred from Statement of Profit and Loss	100.00	-	
	100.00	-	
Surplus, i.e. balance in Statement of Profit & Loss			
As per last Balance Sheet	(0.80)	-	
Add: Amount adjusted pursuant to Scheme of Arrangement (Refer Note No. 32)	3718.59	-	
Less : Adjustment for Depreciation on reassessment of useful lives of tangible assets (Refer Note No. 35)	68.51	-	
Add : Net profit for the current year	2661.51	(0.80)	
Less : Transferred to General Reserve	100.00	-	
Less : Proposed Dividend on Equity Shares [Dividend Per Share ₹0.50 (Previous year ₹Nil)]	120.68	-	
Less : Tax on Distribution of Proposed Dividend	24.57	-	
	6065.54	(0.80)	
Total	21499.02	(0.80)	

3. LONG-TERM BORROWINGS		(₹ in Lacs)	
	As at 31st March, 2015	As at 31st March, 2014	
Secured			
Term Loans			
From Banks			
Foreign Currency Loans	3452.99	-	
Rupee Loans	9912.50	-	
	13365.49	-	
Less: Current maturities of Long Terms Borrowings	3236.57	-	
	10128.92	-	
Unsecured			
Term Loans			
From Banks			
Rupee Loans	4000.00	-	
Deferred Payment Liabilities	85.20	-	
Less: Current maturities of Deferred Payment Liabilities	31.87	53.33	
	4053.33	-	
Total	14182.25	-	



Notes on Financial statements for the year ended 31st March, 2015

3. LONG-TERM BORROWINGS (Contd...)

3.1 Subject to Note no. 32.2.7, Term Loans of ₹13365.49 lacs are secured by first pari-passu charge on all movable fixed assets of the Company, present and future, first pari-passu charge on immovable fixed assets of the Company's units at (a) Behror (Rajasthan) and (b) Nalagarh (Himachal Pradesh), second pari-passu charge on all current assets of the Company, present and future.

3.2 Terms of Repayment and Rate of Interest of Term Loans

	Rate of Interest	Repayment Schedule					
		2015-16*	2016-17	2017-18	2018-19	2019-20	2020-21
Term Loans from Banks							
Secured							
14 Quarterly Installments	5.12%	986.57	986.57	986.57	493.28	-	-
3 Quarterly Installments	11.25%	937.50	-	-	-	-	-
19 Quarterly Installments	11.25%	300.00	700.00	800.00	1600.00	1600.00	-
20 Quarterly Installments	11.50%	600.00	600.00	600.00	600.00	600.00	-
9 Quarterly Installments	12.15%	412.50	450.00	112.50	-	-	-
		3236.57	2736.57	2499.07	2693.28	2200.00	-
Unsecured							
20 Quarterly Installments	10.50%	-	600.00	800.00	800.00	800.00	1000.00
Deferred Payment Liabilities							
Unsecured	10.25% to 11.70%	31.87	28.57	24.76	-	-	-

*Represents Current Maturities of Long Term Borrowings.

3.3 The Company has not defaulted in repayment of loans and interest during the period.

4. DEFERRED TAX LIABILITIES (NET)

(₹ in Lacs)

	As at 31st March, 2015	As at 31st March, 2014
DEFERRED TAX LIABILITIES :		
Depreciation	1905.22	-
LESS : DEFERRED TAX ASSETS :		
Provision for Gratuity/Liabilities	460.62	-
Total	1444.60	-

5. OTHER LONG TERM LIABILITIES

(₹ in Lacs)

	As at 31st March, 2015	As at 31st March, 2014
Other		
Security Deposits from Customers	137.01	-

6. LONG TERM PROVISIONS

(₹ in Lacs)

	As at 31st March, 2015	As at 31st March, 2014
Provisions for Employee Benefits (unfunded)		
For Gratuity	477.86	-
For Leave Encashment	267.56	-
Total	745.42	-

Notes on Financial statements for the year ended 31st March, 2015

7. SHORT TERM BORROWINGS		(₹ in Lacs)	
	As at 31st March, 2015	As at 31st March, 2014	
Secured			
Loans Repayable on Demand			
Working Capital Loans			
from Banks			
Rupee Loans	3341.13	-	
Unsecured			
Other Loans and advances			
from Banks			
Foreign Currency Loan - Buyers' Credit	3462.01	-	
Rupee Loans (Repayable on Demand)	2500.00	-	
		5962.01	-
Total		9303.14	-

7.1 Subject to Note No. 32.2.7, Working Capital Loans of ₹3341.13 lacs are secured by first pari-passu charge on all current assets of the company, present and future, second pari-passu charge on all movable fixed assets of the company, present and future, second pari-passu charge on immovable fixed assets of the company's units at (a) Behror (Rajasthan) and (b) Nalagarh (Himachal Pradesh).

7.2 The Company has not defaulted in repayment of loans and interest during the period.

8. OTHER CURRENT LIABILITIES		(₹ in Lacs)	
	As at 31st March, 2015	As at 31st March, 2014	
Current maturities of Long Term Borrowings*	3236.57	-	
Current maturities of Deferred Payment Liabilities*	31.87	-	
Interest Accrued but not due on borrowings	31.09	-	
Advance from Customers	214.01	-	
Statutory Dues	1521.29	0.04	
Total	5034.83	0.04	

* The terms are stated in notes nos. 3.1 to 3.3

8.1 Amount due and outstanding to be credited to the Investor Education and Protection Fund ₹ Nil (Previous period ₹ Nil)

9. SHORT TERM PROVISIONS		(₹ in Lacs)	
	As at 31st March, 2015	As at 31st March, 2014	
Provision for employee benefits (unfunded)			
Gratuity	18.70	-	
Leave Salary	15.76	-	
Proposed Dividend			
Equity Shares	120.68	-	
Tax on Distribution of Proposed Dividend	24.57	-	
Total	179.71	-	



Notes on Financial statements for the year ended 31st March, 2015

10. FIXED ASSETS (₹ in Lacs)

	GROSS BLOCK					DEPRECIATION					NET BLOCK	
	As At 01/04/2014	Acquired pursuant to Scheme of Arrangement	Addition During The Year	Deduction During The Year	Total As At 31/03/2015	Upto 31/03/2014	Acquired pursuant to Scheme of Arrangement	For The Year	Adjustment For Deductions	Total As At 31/03/2015	As At 31/03/2015	As At 31/03/2014
OWN ASSETS												
Tangible Assets												
Freehold Land	-	1095.53	-	-	1095.53	-	-	-	-	-	1095.53	-
Leasehold Land	-	1231.27	320.61	-	1551.88	-	5.16	20.18	-	25.34	1526.54	-
Land Development	-	293.68	309.43	-	603.11	-	0.29	2.38	-	2.67	600.44	-
Buildings	-	6140.76	4496.62	-	10637.38	-	974.95	418.28	-	1393.23	9244.15	-
Plant & Equipments	-	18212.42	9529.49	96.15	27645.76	-	9177.08	2081.83	30.94	11227.97	16417.80	-
Furniture & Fixtures	-	814.27	476.58	-	1290.85	-	189.83	144.85	-	334.68	956.17	-
Vehicles	-	742.41	92.14	54.87	779.68	-	235.68	117.53	23.22	329.99	449.69	-
Heavy Vehicles	-	12.92	-	-	12.92	-	11.94	0.11	-	12.05	0.87	-
Office Equipments	-	617.60	334.77	0.88	951.49	-	288.64	161.09	0.38	449.35	502.14	-
Sub Total	-	29160.86	15559.64	151.90	44568.60	-	10883.57	2946.25	54.54	13775.28	30793.33	-
Intangible Assets												
Trademarks	-	68.58	-	-	68.58	-	60.02	7.36	-	67.38	1.20	-
Computer Software	-	89.01	307.81	-	396.82	-	32.10	19.47	-	51.57	345.25	-
Technical Knowhow	-	304.23	-	-	304.23	-	190.15	114.08	-	304.23	-	-
Sub Total	-	461.82	307.81	-	769.63	-	282.27	140.91	-	423.18	346.45	-
Capital Work In Progress	-	6839.08	919.42	6837.34	921.16	-	-	-	-	-	921.16	-
Total	-	36461.76	16786.87	6989.24	46259.39	-	11165.84	3087.16	54.54	14198.46	32060.94	-
Previous Period Total	-	-	-	-	-	-	-	-	-	-	-	-

10.1 Addition to Plant & Equipments includes loss of ₹152.10 lacs (Previous year ₹Nil) on account of fluctuation in Foreign Exchange Rates. (Refer Note No. 33)

10.2 Borrowing Cost capitalised during the year ₹346.73 lacs (Previous year ₹Nil), included in tangible assets ₹335 lacs and Capital Work in Progress ₹11.73 lacs.

11. NON-CURRENT INVESTMENTS (₹ in Lacs)

	As at 31st March, 2015		As at 31st March, 2014	
	Number	₹ in Lacs	Number	₹ in Lacs
Investments in Equity Instruments (at Cost)				
Trade				
Unquoted, Fully Paid up				
Subsidiaries				
Greenlam Asia Pacific PTE Ltd - Equity Shares of S\$ 1 each	2430642	1003.31	-	-
Greenlam America Inc. - Equity Shares of US\$ 1 each	1600000	740.23	-	-
Greenlam Europe (UK) Ltd. - Equity Shares of GBP 1 each	1	0.00	-	-
[₹82 (Previous year ₹Nil)]				
Greenlam VT Industries Pvt Ltd - Equity Shares of ₹10 each	10000	1.00	-	-
Total		1744.54		-
Aggregate amount of Unquoted Investments		1744.54		-

12. LONG TERM LOANS & ADVANCES (Unsecured, considered good) (₹ in Lacs)

	As at 31st March, 2015	As at 31st March, 2014
Capital Advances	605.65	-
Security Deposits	221.62	-
Total	827.27	-

Notes on Financial statements for the year ended 31st March, 2015

13. OTHER NON-CURRENT ASSETS		(₹ in Lacs)	
	As at 31st March, 2015	As at 31st March, 2014	
Expenses pertaining to Scheme of Arrangement	30.28		-
Fees for Increase in Authorised Capital	6.30		-
Preliminary Expenses	0.66		0.98
Total	37.24		0.98

14. INVENTORIES (at lower of cost or net realisable value)		(₹ in Lacs)	
	As at 31st March, 2015	As at 31st March, 2014	
Raw Materials [including at Customs Warehouse ₹1142.97 lacs (Previous year ₹Nil)]	11231.67		-
Stock in Process	939.09		-
Finished Goods [including in Transit ₹553.89 lacs (Previous year ₹Nil)]	5680.04		-
Stock In Trade	166.83		-
Certified Emission Reductions (CER)	8.68		-
Stores & Spares	783.70		-
Total	18810.01		-

14.1 Details of Closing Stock of Raw materials

Paper	7326.26		-
Veneer	2174.31		-
Chemicals	904.39		-
Plywood, Particle Board & MDF	440.15		-
Cubicles & Rivets	133.13		-
Particle Core & Pine	253.43		-
Total	11231.67		-

14.2 Details of Closing Stock of Goods-in-Process

Timber	31.72		-
Laminates	120.79		-
Veneer	91.50		-
Chemicals	67.60		-
Paper	453.63		-
Flooring Planks	173.85		-
Total	939.09		-

14.3 Details of Closing Stock of Finished Goods

Decorative Laminates	5185.06		-
Decorative Veneers	288.34		-
Engineered Wood Flooring	201.38		-
Pre-Laminated Particle Board	5.26		-
Total	5680.04		-

14.4 Details of Closing Stock of Stock in Trade

Engineered Wood Flooring and Accessories	151.02		-
Decorative Laminates	15.81		-
Total	166.83		-

	Numbers	Numbers
14.5 CERs held in inventory	59864	-



Notes on Financial statements for the year ended 31st March, 2015

15. TRADE RECEIVABLES		(₹ in Lacs)	
	As at 31st March, 2015	As at 31st March, 2014	
Outstanding for a period exceeding six months from date due for payment			
Secured, considered good	-	-	
Unsecured, considered good	285.85	-	
Unsecured, considered doubtful	35.70	-	
	321.55	-	
Less : Provision for Doubtful Trade Receivables *	35.70	-	
		285.85	-
Other debts			
Secured, considered good	258.10	-	
Unsecured, considered good	11264.18	-	
		11522.28	-
Total		11808.13	-

* as per estimate of the management

16. CASH & BANK BALANCES		(₹ in Lacs)	
	As at 31st March, 2015	As at 31st March, 2014	
16.1 Cash & Cash Equivalents			
Balances with Banks	73.31	3.06	
Remittance in Transit	126.22	-	
Cash on Hand	4.39	0.01	
	203.92	3.07	
16.2 Other Bank balances			
Term Deposits with Banks (Receipts pledged with banks & others as security deposits)			
Maturity within 12 months	71.29	-	
Maturity over 12 months	15.14	-	
	86.43	-	
Total	290.35	3.07	

17. SHORT TERM LOANS & ADVANCES (Unsecured, considered good)		(₹ in Lacs)	
	As at 31st March, 2015	As at 31st March, 2014	
Advance to Staff & Workers	91.71	-	
Advance against Purchases	240.12	-	
Service Tax Input Credit Receivable	263.10	-	
Balance with Central Excise Authorities	324.04	-	
Advance Payment of Income Tax (Less Provision)	599.37	-	
MAT Credit Entitlement	780.56	-	
Advance Payment of Sales Tax (including unavailed VAT input credit)	218.91	-	
Export Incentive Receivable	3031.04	-	
Prepaid Expenses	210.67	-	
Insurance Claim Receivable	28.68	-	
Total	5788.20	-	

Notes on Financial statements for the year ended 31st March, 2015

18. OTHER CURRENT ASSETS		(₹ in Lacs)	
	As at 31st March, 2015	As at 31st March, 2014	
Expenses pertaining to Scheme of Arrangement	10.09	-	-
Fees for Increase in Authorised Capital	2.10	-	-
Preliminary Expenses	0.32	0.32	0.32
Total	12.51	0.32	

19. CONTINGENT LIABILITIES AND COMMITMENTS

19.1 Contingent liabilities

19.1.1 Pending litigation

Excise Duty, Sales Taxes and other Indirect Taxes claims disputed by the Company relating to issues of applicability and determination aggregating ₹2798.67 lacs (Previous year ₹Nil).

Notes:

- Based on the discussion with the solicitors/favourable decisions in similar cases/legal opinion taken by the Company, the management believes that the Company has a good chance of success in above mentioned cases and hence, no provision there against is considered necessary.
- The company does not expect any reimbursements in respect of the above contingent liabilities.
- Future cash outflows in respect of the above are determinable only on receipt of judgements/decisions pending with various forums/authorities.

19.1.2 Other

- Letter of credit established but material not received amounting to ₹3024.18 lacs (Previous year ₹Nil).
- Counter-Guarantees given to banks for Stand-by Letter of Credit (SBLC) facility ₹2549.15 lacs (Previous Year ₹Nil). Outstanding amount of Overdraft limit availed by Greenlam America Inc., Greenlam Asia Pacific Pte. Ltd. and Greenlam Europe (UK) Ltd., against SBLC facility is USD 19,40,000, USD 10,00,000 and EURO 9,90,972.32 respectively equivalent to ₹2505.57 lacs (Previous year ₹Nil) translated at year-end exchange rate.

19.2 Commitments

- Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances) ₹2555.02 lacs (Previous year ₹Nil)
- Uncalled liability on shares and other investments which are partly paid ₹NIL (Previous year ₹NIL)
- Other commitments ₹NIL (Previous year ₹NIL)

20. REVENUE FROM OPERATIONS		(₹ in Lacs)	
	For the year ended 31st March, 2015	For the period ended 31st March, 2014	
Sale of Products	84121.36	-	-
Other Operating Revenue			
Export Incentive Received	3974.67	-	-
Insurance Claim Received	80.93	4055.60	-
	88176.96	-	-
Less : Central Excise Duty	3717.13	-	-
Total	84459.83		

20.1 Company's unit at Nalagarh (Himachal Pradesh) is exempt from levy of Central Excise Duty.



Notes on Financial statements for the year ended 31st March, 2015

20. REVENUE FROM OPERATIONS (Contd.) (₹ in Lacs)

	For the year ended 31st March, 2015	For the period ended 31st March, 2014
20.2 PARTICULARS OF SALE OF PRODUCTS		
Decorative Laminates [including exports ₹30966.26 lacs (Previous year ₹Nil)]	72280.66	-
Decorative Veneers [including exports ₹32.15 lacs (Previous year ₹Nil)]	10513.87	-
Engineered Wood Flooring [including exports ₹0.55 lacs (Previous year ₹Nil)]	548.37	-
Pre-Laminated Particle Board	147.61	-
Others [including exports ₹3.16 lacs (Previous year ₹Nil)]	630.85	-
Total	84121.36	-

21. OTHER INCOME (₹ in Lacs)

	For the year ended 31st March, 2015	For the period ended 31st March, 2014
Wages Subsidy Received	10.09	-
Interest Received	106.34	-
Liabilities no longer required written back	23.73	-
Miscellaneous Income	2.11	-
Total	142.27	-

22. COST OF MATERIALS CONSUMED (₹ in Lacs)

	For the year ended 31st March, 2015	For the period ended 31st March, 2014
Paper	27261.02	-
Timber	75.65	-
Veneer	1791.40	-
Chemicals	18281.48	-
Plywood, Particle Board and MDF	2570.14	-
Hardware and Accessories	304.34	-
Total	50284.03	-
	(%)	(%)
Imported	60% 30030.03	-
Indigenous	40% 20254.00	-
Total	100% 50284.03	-

22.1 Cost of Materials Consumed includes cost of materials sold ₹605.73 lacs (Previous year ₹Nil)

23. PURCHASE OF STOCK IN TRADE (₹ in Lacs)

	For the year ended 31st March, 2015	For the period ended 31st March, 2014
Decorative Veneers	118.44	-
Decorative Laminates	332.57	-
Engineered Wood Flooring and Accessories	161.11	-
Total	612.12	-

Notes on Financial statements for the year ended 31st March, 2015

24. CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK IN PROCESS AND STOCK IN TRADE (₹ in Lacs)

	For the year ended 31st March, 2015		For the period ended 31st March, 2014	
OPENING STOCK				
Finished Goods	-		-	
Stock in Trade	-		-	
Certified Emission Reductions (CER)	-		-	
Goods-in-Process	-	-	-	-
Add : Acquired pursuant to Scheme of Arrangement				
Finished Goods	6218.59		-	
Stock in Trade	47.30		-	
CER	8.68		-	
Goods-in-Process	777.04	7051.61	-	-
		7051.61		-
CLOSING STOCK				
Finished Goods	5680.04		-	
Stock in Trade	166.83		-	
Certified Emission Reductions (CER)	8.68		-	
Goods-in-Process	939.09	6794.64	-	-
Total		256.97		-

25. EMPLOYEES BENEFITS EXPENSE (₹ in Lacs)

	For the year ended 31st March, 2015		For the period ended 31st March, 2014	
Salary, Wages & Bonus		7257.77		-
Contribution to Provident Fund & Employees' State Insurance		386.34		-
Employees' Welfare Expenses		240.46		-
Total		7884.57		-

25.1 DISCLOSURES REGARDING EMPLOYEE BENEFITS

- Defined Contribution Plan:** Employee benefits in the form of Provident Fund is considered as defined contribution plan and the contributions to Employees' Provident Fund Organisation established under The Employees' Provident Fund and Miscellaneous Provisions Act 1952 is charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due.
- Defined Benefit Plan:** Retirement benefits in the form of Gratuity are considered as defined benefit obligations and is provided for on the basis of third party actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet. Every Employee who has completed five years or more of service is entitled to Gratuity on terms not less favourable than the provisions of The Payment of Gratuity Act, 1972. As the Company has not funded its liability, it has nothing to disclose regarding plan assets and its reconciliation.

	For the year ended 31st March, 2015		For the period ended 31st March, 2014	
iii) Net Employee Expense/(benefit):				
Current service cost		81.23		-
Interest cost on benefit obligation		27.96		-
Expected return on plan assets		-		-
Net Actuarial (gains)/losses recognised in the year		49.08		-
Total employer expenses		158.27		-
iv) Actual return on plan assets		-		-
v) Benefit Asset / (Liability):				
Fair Value of Plan Assets		-		-
Defined benefit obligation		496.56		-
Benefit Asset / (Liability)		(496.56)		-



Notes on Financial statements for the year ended 31st March, 2015

25. EMPLOYEES BENEFITS EXPENSE (Contd.) (₹ in Lacs)

	For the year ended 31st March, 2015	For the period ended 31st March, 2014
vi) Movement in benefit liability:		
Opening defined benefit obligation	-	-
Add: Obligation transferred pursuant to scheme of Arrangement	360.83	-
Interest cost on benefit obligation	27.96	-
Current service cost	81.23	-
Actuarial (gains) / losses	49.08	-
Less: Benefits paid	(22.54)	-
Closing benefit obligation	496.56	-
vii) Actuarial assumptions:		
Mortality Table	IALM 2006-2008	-
Discount Rate (per annum)	7.75%	-
Expected rate of return on plan assets (per annum)	-	-
Rate of escalation in salary (per annum)	5.25%	-
Withdrawal rates:		
Up to 30 Years	3.00%	-
From 31 to 44 years	2.00%	-
Above 44 years	1.00%	-

viii) Amount incurred as expense for defined contribution to Provident Fund is ₹355.21 lacs (Previous Year ₹Nil).

26. FINANCE COSTS (₹ in Lacs)

	For the year ended 31st March, 2015	For the period ended 31st March, 2014
Interest Expense	2603.48	-
Other Borrowing Cost	80.56	-
Total	2684.04	-

26.1 Borrowing Cost capitalised during the year ₹346.73 lacs (Previous year ₹Nil). (Refer Note No. 10.2)

27. DEPRECIATION & AMORTISATION EXPENSE (₹ in Lacs)

	For the year ended 31st March, 2015	For the period ended 31st March, 2014
Depreciation Expense	2923.69	-
Amortisation Expense	163.47	-
	3087.16	-
Less : Transfer to Surplus in the Statement of Profit & Loss	68.51	-
Less : Transfer to Pre-Operative Expenses	0.03	-
Total	3018.62	-

Notes on Financial statements for the year ended 31st March, 2015

28. OTHER EXPENSES		(₹ in Lacs)	
	For the year ended 31st March, 2015	For the period ended 31st March, 2014	
Consumption of stores & spares	302.41		-
Power & Fuel	2631.63		-
Rent	519.93		-
Repairs to buildings	32.47		-
Repairs to machinery	543.31		-
Insurance	186.26		-
Rates and taxes	360.93		-
Travelling expenses	746.03		-
Freight & delivery expenses	2369.58		-
Export Expenses	2423.84		-
Advertisement & Sales promotion	3620.42		-
Auditors' Remuneration	18.87		0.41
Secretarial Auditor's Remuneration	0.80		-
Expenditure on CSR Activities	42.00		-
Bank Charges	67.37		-
Provision for Doubtful Debts	35.70		-
Loss on Sale / Discard of Assets	17.03		-
Miscellaneous Expenditure written off	12.52		-
Other General Expenses	2199.41		0.39
Total	16130.51		0.80

28.1 CONSUMPTION OF STORES & SPARES

	For the year ended 31st March, 2015	For the period ended 31st March, 2014	
Imported	219.86		-
Indigenous	82.55		-
Total	302.41		-

28.2 AUDITORS' REMUNERATION

	For the year ended 31st March, 2015	For the period ended 31st March, 2014	
As Auditors	17.50		0.17
For other services	1.37		0.24
Total	18.87		0.41

Note : Fees are exclusive of service tax and cess

28.3 CONTRIBUTION FOR CSR ACTIVITIES

(₹ in Lacs)			
(a) Gross Amount required to be spent by the Company during the year			-
(b) Amount spent during the year on :			
	In Cash	Yet to be paid in Cash	Total
(i) Construction/acquisition of any asset	-	-	-
(ii) On purposes other than (i) above	42.00	-	42.00

29. Balances under Trade receivables, Trade Payables, Loans and Advances payable or receivable are subject to confirmation to be received from some of the parties.

Notes on Financial statements for the year ended 31st March, 2015

30. SEGMENT REPORTING (Under Accounting Standard AS - 17)

Segment information has been prepared in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company. As part of Secondary reporting, revenues are attributed to geographical areas based on the location of the customers. The following table present the revenue, profit, assets and liabilities information relating to the business / geographical segment for the year ended 31st March 2015.

Information about business segments - primary

(₹ in Lacs)

Reportable segment	Laminate & Allied products		Veneered & Allied products		Un allocated		Total	
	For the year ended	For the period ended	For the year ended	For the period ended	For the year ended	For the period ended	For the year ended	For the period ended
	31.03.2015	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.03.2014
REVENUE								
External Sales	72928.46	-	11192.90	-	-	-	84121.36	-
Inter-segment Sales	-	-	-	-	-	-	-	-
Gross Sales	72928.46	-	11192.90	-	-	-	84121.36	-
Less : Excise y	2467.66	-	1249.47	-	-	-	3717.13	-
Net Sales	70460.80	-	9943.43	-	-	-	80404.23	-
Other Operating Income	4055.60	-	-	-	-	-	4055.60	-
Revenue from Operation	74516.40	-	9943.43	-	-	-	84459.83	-
RESULT								
Segment Result	6300.27	-	1564.83	-	-	-	7865.10	-
Unallocated Corporate Expenses					1733.91	0.80	1733.91	0.80
Operating Profit							6131.19	(0.80)
Less : Interest Expense					2684.04	-	2684.04	-
Add : Interest Income					106.34	-	106.34	-
Profit before Tax							3553.49	(0.80)
Current Tax							-	-
Deferred Tax							891.98	-
Profit after Tax							2661.51	(0.80)
OTHER INFORMATION								
Segment Assets	50641.79	-	16715.69	-	3971.96	3.07	71329.44	3.07
Segment Liabilities	17464.82	-	2474.65	-	535.45	0.17	20474.92	0.17
Loan Fund					26753.83	-	26753.83	-
Deferred Tax Liabilities (Net)					1444.60	-	1444.60	-
Shareholders' Funds					22656.09	2.90	22656.09	2.90
Total Liabilities							71329.44	3.07
Capital Expenditure	2221.80	-	6775.60	-	808.04	-	9805.44	-
Depreciation	2317.74	-	442.26	-	258.62	-	3018.62	-

Secondary Segment - Geographical by location of customers

(₹ in Lacs)

	Revenue		Carrying Amount of Segment Assets		Additions to Fixed Assets	
	For the year ended	For the period ended	For the year ended	For the period ended	For the year ended	For the period ended
	31.03.2015	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.03.2014
Within India	49402.11	-	71329.44	3.07	9805.44	-
Outside India	31002.12	-	-	-	-	-
	80404.23	-	71329.44	3.07	9805.44	-

Notes:

a) Business Segments :

A description of the types of products and services provided by each reportable segment is as follows:

Laminate & Allied Products: The Segment is engaged in the business of manufacturing of Laminates, compact

Notes on Financial statements for the year ended 31st March, 2015

laminates and other allied products through its wholesale and retail network.

Veneered & Allied Products: The Segment is engaged in the business of manufacturing of Decorative veneers, Engineered Wood Flooring and other allied products through its wholesale and retail network.

b) Segment Assets and Liabilities :

All Segment Assets and liabilities are directly attributable to the segment. Segment assets include all operating assets used by the segment and consist principally of fixed assets, inventories, sundry debtors, advances and operating cash and bank balances. Segment assets and liabilities do not include share capital, reserves and surplus, borrowings, proposed dividend and income tax (both current and deferred).

c) Segment Revenue and Expenses :

Segment revenue and expenses are directly attributable to the segment. It does not include dividend income, profit on sale of investments, interest income, interest expense, other expenses which cannot be allocated on a reasonable basis and provision for income tax (both current and deferred).

31. RELATED PARTY DISCLOSURES AS PER ACCOUNTING STANDARD AS - 18

31.1 List of related parties and relationship:

a) Related parties where control exists

Subsidiary Companies

- i) Greenlam Asia Pacific Pte. Ltd. (became subsidiary w.e.f. 01.04.2014 pursuant to Scheme of Arrangement)
- ii) Greenlam America, Inc. (became subsidiary w.e.f. 01.04.2014 pursuant to Scheme of Arrangement)
- iii) Greenlam VT Industries Pvt. Ltd. (became subsidiary w.e.f. 01.04.2014 pursuant to Scheme of Arrangement)
- iv) Greenlam Europe (UK) Ltd. (became subsidiary w.e.f. 01.04.2014 pursuant to Scheme of Arrangement)
- v) Greenlam Asia Pacific (Thailand) Co. Ltd. (became subsidiary w.e.f. 01.04.2014 pursuant to Scheme of Arrangement)
- vi) Greenlam Holding Co. Ltd. (became subsidiary w.e.f. 01.04.2014 pursuant to Scheme of Arrangement)
- vii) Pt. Greenlam Asia Pacific (became subsidiary w.e.f. 01.04.2014 pursuant to Scheme of Arrangement)

b) Related parties with whom transactions have taken place during the year.

Key Management Personnel

- i) Mr. Saurabh Mittal, Managing Director & CEO w.e.f. 11.11.2014 (Director upto 10.11.2014)
- ii) Mrs. Parul Mittal, Whole-Time Director (w.e.f. 11.11.2014)
- iii) Mr. Vijay Kumar Chopra, Independent Director (w.e.f. 30.10.2014)
- iv) Mrs. Urvashi Saxena, Independent Director (w.e.f. 30.10.2014)
- v) Ms. Sonali Bhagwati Dalal, Independent Director (w.e.f. 30.10.2014)
- vi) Mr. Ashok Kumar Sharma, Chief Financial Officer (w.e.f. 17.11.2014)
- vii) Mr. Prakash Kumar Biswal, Company Secretary (w.e.f. 17.11.2014)

Enterprises Owned/Influenced by Key Management Personnel or their relatives

- i) Himalaya Granites Ltd.
- ii) Prime Properties Pvt Ltd.
- iii) Greenply Industries Ltd.

Relatives of Key Management Personnel

- i) Mrs. Parul Mittal (Wife of Mr. Saurabh Mittal)



Notes on Financial statements for the year ended 31st March, 2015

31. RELATED PARTY DISCLOSURES AS PER ACCOUNTING STANDARD AS - 18 (Contd.)

31.2 TRANSACTIONS DURING THE YEAR:

(₹ in Lacs)

Particulars	Subsidiaries		Key Management Personnel		Enterprises Owned/Influenced by Key Management Personnel or their relatives		Relatives of Key Management Personnel	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Sale of Products								
Greenply Industries Ltd.	-	-	-	-	319.61	-	-	-
Greenlam Asia Pacific Pte. Ltd.	14370.71	-	-	-	-	-	-	-
Greenlam America, Inc.	5096.46	-	-	-	-	-	-	-
Greenlam Europe (UK) Ltd.	408.62	-	-	-	-	-	-	-
Total	19875.79	-	-	-	319.61	-	-	-
Purchase of Products								
Greenply Industries Ltd.	-	-	-	-	178.30	-	-	-
Total	-	-	-	-	178.30	-	-	-
Reimbursement Received								
Greenlam Asia Pacific Pte. Ltd.	6.86	-	-	-	-	-	-	-
Greenlam America, Inc.	3.46	-	-	-	-	-	-	-
Greenlam Europe (UK) Ltd.	4.59	-	-	-	-	-	-	-
Total	14.91	-	-	-	-	-	-	-
Rent Paid								
Himalaya Granites Ltd.	-	-	-	-	46.20	-	-	-
Prime Properties Pvt Ltd.	-	-	-	-	18.38	-	-	-
Greenply Industries Ltd.	-	-	-	-	0.22	-	-	-
Total	-	-	-	-	64.80	-	-	-
Payment towards Services received								
Greenply Industries Ltd.	-	-	-	-	314.00	-	-	-
Total	-	-	-	-	314.00	-	-	-
Interest paid on Loan received								
Greenply Industries Ltd.	-	-	-	-	0.17	-	-	-
Total	-	-	-	-	0.17	-	-	-
Remuneration Paid								
Shri Saurabh Mittal	-	-	189.99	-	-	-	-	-
Mrs. Parul Mittal	-	-	76.82	-	-	-	20.78	-
Mr. Vijay Kumar Chopra	-	-	10.51	-	-	-	-	-
Mrs. Urvashi Saxena	-	-	10.34	-	-	-	-	-
Ms. Sonali Bhagwati Dalal	-	-	10.17	-	-	-	-	-
Mr. Ashok Kumar Sharma	-	-	24.01	-	-	-	-	-
Mr. Prakash Kumar Biswal	-	-	8.11	-	-	-	-	-
Total	-	-	329.95	-	-	-	20.78	-
Loan received and paid back								
Greenply Industries Ltd.	-	-	-	-	25.00	-	-	-
Total	-	-	-	-	25.00	-	-	-
Amount outstanding as at Balance Sheet date								
Trade Receivable								
Greenlam Asia Pacific Pte. Ltd.	224.17	-	-	-	-	-	-	-
Greenlam America, Inc.	1155.46	-	-	-	-	-	-	-
Greenlam Europe (UK) Ltd.	441.66	-	-	-	-	-	-	-
Total	1821.29	-	-	-	-	-	-	-
Remuneration Payable								
Shri Saurabh Mittal	-	-	9.01	-	-	-	-	-
Mrs. Parul Mittal	-	-	4.50	-	-	-	-	-
Mr. Ashok Kumar Sharma	-	-	3.60	-	-	-	-	-
Mr. Prakash Kumar Biswal	-	-	1.47	-	-	-	-	-
Total	-	-	18.58	-	-	-	-	-

Notes on Financial statements for the year ended 31st March, 2015

31. RELATED PARTY DISCLOSURES AS PER ACCOUNTING STANDARD AS - 18 (Contd.)

31.3 Investments by the loanee in the shares of the parent Company and its subsidiary companies, when the Company has made a loan or advance in the nature of loan ₹Nil (Previous year ₹Nil)

Notes : Related Party Relationship is as identified by the Company and relied upon by the Auditors.

32. SCHEME OF ARRANGEMENT

32.1 Pursuant to the Scheme of Arrangement (“the scheme”) between Greenply Industries Ltd. (Greenply), the Company and their respective shareholders and creditors as approved by the High Court of Gauhati vide its order dated October 31, 2014, which became effective on November 17, 2014 on filing with the Registrar of Companies, all the assets and liabilities of the Decorative Division (i.e. business and interests in manufacture of laminates and decorative veneers) of Greenply have been transferred to and vested in the Company at their respective book values on a going concern basis with effect from the appointed date (i.e. April 1, 2013). Accordingly, the Scheme of Arrangement has been given effect to in these accounts.

32.2 Pursuant to the Scheme :

32.2.1 The whole of the assets and liabilities of the Demerged undertaking of Greenply became the assets and liabilities of the Company and were recorded at their book values as appearing in the books of the Demerged Company with effect from the appointed date (i.e. April 1, 2013). The details of assets and liabilities transferred from Greenply are as under:

(₹ in Lacs)

ASSETS:	
Non-current Assets	
Fixed Assets :	
Tangible Assets	16910.21
Intangible Assets	345.94
Capital Work-in-Progress	619.14
	17875.29
Non-current Investments	1743.54
Long Term Loans & Advances	1194.30
	20813.13
Current Assets	
Inventories	16055.42
Trade Receivables	12695.13
Cash & Bank Balances	104.46
Short Term Loans & Advances	4819.73
	33674.74
Total	54487.87
LIABILITIES :	
Non-current Liabilities :	
Long-Term Borrowings	4326.86
Deferred Tax Liabilities (Net)	630.46
Other Long Term Liabilities	25.00
Long-Term Provisions	546.17
	5528.49
Current Liabilities	
Short-Term Borrowings	16297.73
Trade Payables	11213.83
Other Current Liabilities	4894.00
Short-Term Provisions	18.52
	32424.08
Total	37952.57



Notes on Financial statements for the year ended 31st March, 2015

32. SCHEME OF ARRANGEMENT (Contd.)

32.2.2 Pursuant to the scheme, the difference between the book value of the assets and liabilities transferred from Greenply has been credited to the shareholders' fund of the Company as under:

	(₹ in Lacs)
Share Capital	1201.82
Capital Reserve	15333.48
	16535.29

32.2.3 The company has issued and allotted 2,41,36,374 equity shares of ₹5 (Indian Rupees five only) to the shareholders of Greenply whose names appear in the register of members of Greenply as on the record date, 1 (one) equity share of ₹5 (Indian Rupees five only) each, credited as fully paid up for every 1 (one) equity share of ₹5 (Indian Rupees five only) each held by them in Greenply. Consequent to the allotment of new shares as per the scheme, 1,00,000 of ₹5 each allotted to Greenply has been cancelled and the Company has ceased to be subsidiary of Greenply.

32.2.4 The net profit for the period from the appointed date i.e. April 1, 2013 to March 31, 2014, ₹3718.59 lacs is adjusted in Surplus, i.e. balance in the Statement of Profit and Loss.

32.2.5 The transactions between the appointed date upto to the effective date as appearing in the books of accounts of Greenply have been deemed to have been made by the Company.

32.2.6 All costs, charges and expenses including stamp duties arising out of or incurred so far in carrying out and implementing this Scheme and matters incidental thereto, have been borne by Greenply and the company in the ratio of 2:1.

32.2.7 The immovable assets of the Company stands freed from all charges, mortgages and encumbrances relating to liabilities relating to Greenply. But, Greenply had created charges over its immovable assets (including those which now belong to the Company) under section 125 of the Companies Act, 1956 in respect of certain credit facilities taken from various banks for itself and for various undertakings of the Company. As the legal ownership of the immovable assets have not yet been transferred to the Company, Greenply continues to enjoy credit facilities by the subsisting charges, mortgages and encumbrances over such assets. Vice Versa, the Company enjoys credit facilities by the subsisting charges, mortgages and encumbrances over immovable assets belonging to Greenply. Till creation/modification/satisfaction of Charges, as the case may be, in favour of the various banks/secured creditors of the respective Companies in terms of the applicable provisions of the Companies Act, 2013, the banks/secured creditors of the Company shall continue to hold their respective charge over the immovable assets of Greenply.

32.2.8 Although, pursuant to the scheme of arrangement, the immovable properties belonging to the demerged undertakings of Greenply vest in and/or deemed to be transferred to and vested in the Company, the mutation of title/assignment of leases thereof in the name of the Company are yet to be made and recorded by the appropriate authorities. Notwithstanding the same, the Company exercises all rights and privileges and pays ground rent, municipal taxes and fulfils all obligations, in relation to or applicable to such immovable properties.

33. FLUCTUATION IN LONG TERM FOREIGN CURRENCY MONETARY ITEMS

The Company has exercised the option available to it under Rule 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". Accordingly, it has adjusted a loss of ₹152.10 lacs (Previous year ₹Nil) during the period to the cost of its fixed assets on account of such difference arising during the current period and has provided for depreciation thereon over the balance useful life of the respective assets. Consequently, the charge to the Statement of Profit and Loss is effected to that extent.

34. TAXATION

The Company's management is of the opinion that its international and domestic transactions are at arm's length as per the independent accountants report for the year ended 31 March 2014. Management continues to believe that its international transactions post March 2014 and that the transfer pricing legislation will not have any impact on these financial statements, particularly on amount of tax expense and that of provision of taxation.

Notes on Financial statements for the year ended 31st March, 2015

35. DEPRECIATION

In accordance with the provisions of the Companies Act 2013, effective from 1st April, 2014, the Company has reassessed the remaining useful lives of its fixed assets prescribed by Schedule II to the Act or actual useful life of assets, whichever is lower. In case of any asset whose life has completed as above, the carrying value, net of residual value of ₹68.51 lacs, as at April 1, 2014 has been adjusted to the General Reserve and in other cases the carrying value has been depreciated over the remaining of the revised life of the assets and recognized in the Statement of Profit and Loss.

36.

The figures stated in the current year are not comparable with those of previous period for the reasons that (a) the figures for the previous period were since incorporation of the Company on August 12, 2013 to March 31, 2014; and (b) in the current year, effect has been given to Scheme of Arrangement as approved by the Gauhati High Court. The figures for the previous period are re-classified/ re-arranged / re -grouped, wherever necessary so as to be in conformity with the figures of the current period's classification/disclosure.

37. LEASES

The company has taken certain vehicles under non-cancelable operating lease arrangements. The future minimum lease payments in respect of such non-cancelable leases as at 31st March, 2015 are summarized below:

(₹ in Lacs)

	As at 31st March, 2015	As at 31st March, 2014
Amount due within one year	59.69	-
Amount due between one year and five years	97.17	-
Amount due above five years	-	-
Total	156.86	-

38. PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS MADE BY THE COMPANY:

I) Details of Loans

NIL

II) Details of Investments:

Sl. No.	Date of investment	Date of Board Resolution	Date of Special Resolution (if any)	Name of borrower	Purpose for which the proceeds from investment is proposed to be utilized by the recipient	Amount (Rs.)	Expected rate of return
1	17.11.2014*	30.09.2013#	Not Applicable	Greenlam Asia Pacific Pte Ltd	For business requirements.	10,03,31,367	Not Applicable
2	17.11.2014*	30.09.2013#	Not Applicable	Greenlam America Inc.	For business requirements.	7,40,22,500	Not Applicable
3	17.11.2014*	30.09.2013#	Not Applicable	Greenlam Europe (UK) Ltd.	For business requirements.	82	Not Applicable
4	17.11.2014*	30.09.2013#	Not Applicable	Greenlam VT Industries Private Ltd.	For business requirements.	1,00,000	Not Applicable

* effective date of the Composite Scheme of Arrangement (Appointed date 01.04.2013).

Date of Board resolution approving the Composite Scheme of Arrangement.



Notes on Financial statements for the year ended 31st March, 2015

III) Details of Guarantee/Security Provided:

NIL

39. EARNINGS PER SHARE	(₹ in Lacs)	
	For the year ended 31st March, 2015	For the period ended 31st March, 2014
Calculation of weighted average number of equity shares of ₹5 each		
No of Shares at the beginning of the year	100000	-
Shares issued on 12.08.2013	-	100000
Shares issued on 29.11.2014	24036374	-
Total number of equity shares outstanding at the end of the year	24136374	100000
Equity shares outstanding for 232 days	-	100000
Equity shares outstanding for 365 days	100000	-
Equity shares outstanding for 123 days	24036374	-
Weighted average number of equity shares outstanding during the year	8199929	100000
Net Profit (after tax, available for equity shareholders)	2661.51	(0.80)
BASIC EARNINGS PER SHARE	32.46	(0.80)
Total no of Shares including pending allotment at the beginning of the year	100000	-
Shares issued on 12.08.2013	-	100000
No. of Equity Shares to be issued pursuant to Scheme of Arrangement excluding shares to be cancelled on allotment (Refer Note No. 32)	24036374	-
Total no. of equity shares including pending allotment outstanding at the end of the year	24136374	100000
Equity shares outstanding for 232 days	-	100000
Equity shares outstanding for 365 days	24136374	-
Weighted average number of equity shares outstanding during the year	24136374	100000
Net Profit (after tax, available for equity shareholders)	2661.51	(0.80)
DILUTED EARNINGS PER SHARE	11.03	(0.80)

Notes on Financial statements for the year ended 31st March, 2015

40. DERIVATIVE INSTRUMENTS AND UNHEDGED FOREIGN CURRENCY EXPOSURE, WHICH ARE NOT INTENDED FOR TRADING OR SPECULATION PURPOSE

Forward Contract outstanding as at balance sheet date:

(₹ in Lacs)

Particulars	Currency	As at 31st March, 2015		As at 31st March, 2014	
		Foreign Currency	₹ in Lacs	Foreign Currency	₹ in Lacs
Purchase (Hedging of Buyers Credit)	EURO	671196	471.68	-	-
	USD	3652748	2341.68	-	-
			2813.36		
Purchase (Hedging of Trade Payables)	EURO	517190	374.72	-	-
	USD	3556924	2279.31	-	-
	JPY	19780807	107.43	-	-
			2761.46		

Interest Rate Swap

Notional amount USD 55.25 Lacs ₹3452.99 Lacs (Previous year ₹Nil)

Hedge against exposure to variable interest outflow on loans. Swap to pay fixed interest @ 2.12 % p.a. (in USD) and receive a variable interest @ 3 month USD-LIBOR on outstanding notional amount.

Particulars of Unhedged Foreign Currency Exposures as at balance sheet date:

(₹ in Lacs)

Particulars	Currency	As at 31st March, 2015		As at 31st March, 2014	
		Foreign Currency	₹ in Lacs	Foreign Currency	₹ in Lacs
Foreign Currency Term Loans	USD	5525000	3452.99	-	-
			3452.99		
Buyers Credit	EURO	411312	277.32	-	-
	USD	594166	371.33	-	-
			648.65		
Trade Payables	EURO	1745596	1176.92	-	-
	USD	2324329	1452.65	-	-
	JPY	10993	0.06	-	-
	CHF	12699	8.19	-	-
			2637.82		
Advance to Vendors	EURO	171647	115.73	-	-
	USD	42439	26.52	-	-
	SGD	2673	1.22	-	-
			143.47		
Trade Receivables	EURO	2387680	1609.83	-	-
	USD	4439504	2774.58	-	-
			4384.41		
Advance from Customers	USD	13571	8.48	-	-
			8.48		



Notes on Financial statements for the year ended 31st March, 2015

41. VALUE OF IMPORTS ON C.I.F. BASIS (₹ in Lacs)

	For the year ended 31st March, 2015	For the period ended 31st March, 2014
Raw Materials	20845.81	-
Stores & Spare Parts	219.86	-
Capital Goods	2400.87	-
Total	23466.54	-

42. EXPENDITURE IN FOREIGN CURRENCY (₹ in Lacs)

	For the year ended 31st March, 2015	For the period ended 31st March, 2014
Revenue Expenditure	434.04	-

43. EARNINGS IN FOREIGN CURRENCY (₹ in Lacs)

	For the year ended 31st March, 2015	For the period ended 31st March, 2014
FOB Value of Exports	30222.02	-

44. INFORMATION REGARDING MICRO, SMALL AND MEDIUM ENTERPRISES

As at 31st March, 2015, no supplier has intimated the Company about its status as Micro or Small enterprises or its registration with the appropriate authority under Micro, Small and Medium Enterprises Act, 2006. So, no disclosure is made. The Company has compiled this information based on the current information in its possession.

As per our annexed report of even date.

For D. DHANDARIA & COMPANY

Chartered Accountants

ICAI Firm Reg. No. **306147E**

(Dindayal Dhandaria)

Partner

Membership No. **010928**

Place of Signature : New Delhi

Dated : 28th May, 2015

Saurabh Mittal

Managing Director & CEO

Shiv Prakash Mittal

Non-Executive Chairman

Prakash Kumar Biswal

Company Secretary

Ashok Kumar Sharma

Chief Financial Officer

CONSOLIDATED ACCOUNTS



Independent Auditors' report

To
The Members of
Greenlam Industries Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of GREENLAM INDUSTRIES LIMITED (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements")

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated 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 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 financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

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 (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the 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 as at 31st March, 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to Notes nos. 31, 3.1 and 7.1 to the consolidated financial statements which describe the effect of the Scheme of Arrangement on the Group and reciprocal charges, mortgages and encumbrances on the immovable asset of the Group and of Greenply Industries Limited, respectively.

Our opinion is not modified in respect of this matter.

Other Matters

We did not audit the financial statements of the two foreign subsidiaries whose financial statements reflect total assets of ₹16347.96 lacs as at 31st March, 2015, total revenues of ₹28142.96 lacs and net cash flows amounting to ₹295.30 lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the said subsidiaries and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated

Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company, none of the directors of the Group company is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) 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:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group as referred to in Note 18.1.1 to the consolidated financial statements.
 - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. The Company was not required to transfer any amount to the Investor Education and Protection Fund.

For **D. DHANDARIA & COMPANY**
Chartered Accountants
ICAI Firm Reg. No. **306147E**

(**Dindayal Dhandaria**)
Partner
Membership No. **010928**

Place of Signature: New Delhi
Dated: 28th May, 2015



Consolidated Balance Sheet as at 31st March, 2015

(₹ in Lacs)

	Note No.	As at 31st March, 2015	As at 31st March, 2014
EQUITY AND LIABILITIES :			
Shareholders' Funds :			
Share Capital	1	1206.82	5.00
Reserves & Surplus	2	20774.45	(0.80)
		21981.27	4.20
Minority Interest		6.15	-
Non-current Liabilities :			
Long-Term Borrowings	3	20937.99	-
Deferred Tax Liabilities (Net)	4	1499.50	-
Other Long Term Liabilities	5	140.13	-
Long-Term Provisions	6	745.42	-
		23323.04	-
Current Liabilities			
Short-Term Borrowings	7	14243.57	-
Trade Payables		18609.28	0.13
Other Current Liabilities	8	5872.01	0.04
Short-Term Provisions	9	192.69	-
		38917.55	0.17
TOTAL :		84228.01	4.37
ASSETS :			
Non-current Assets			
Fixed Assets :			
	10		
Tangible Assets		31941.57	-
Intangible Assets		853.74	-
Capital Work-in-Progress		921.16	-
		33716.47	-
Non-current Investments		-	-
Long Term Loans & Advances	11	928.85	-
Other Non-current Assets	12	527.43	0.98
		35172.75	0.98
Current Assets			
Inventories	13	23066.25	-
Trade Receivables	14	18204.25	-
Cash & Bank Balances	15	585.65	3.07
Short Term Loans & Advances	16	7186.52	-
Other Current Assets	17	12.59	0.32
		49055.26	3.39
TOTAL :		84228.01	4.37
Significant Accounting Policies			
See Accompanying Notes on Financial Statements 1 to 39			

As per our annexed report of even date.

For D. DHANDARIA & COMPANY

Chartered Accountants

ICAI Firm Reg. No. 306147E

(Dindayal Dhandaria)

Partner

Membership No. 010928

Saurabh Mittal

Managing Director & CEO

Shiv Prakash Mittal

Non-Executive Chairman

Prakash Kumar Biswal

Company Secretary

Ashok Kumar Sharma

Chief Financial Officer

Place of Signature : New Delhi

Dated : 28th May, 2015

Consolidated Statement of Profit and Loss for the year ended 31st March, 2015

(₹ in Lacs)

	Note No.	For the year ended 31st March, 2015	For the period ended 31st March, 2014
INCOME :			
Sale of Products		92223.27	-
Other Operating Revenue		4055.60	-
		96278.87	-
Less : Central Excise Duty		3717.13	-
Revenue from Operations	19	92561.74	-
Other Income	20	192.22	-
Total Revenue		92753.96	-
EXPENDITURE:			
Cost of Materials Consumed	21	50284.03	-
Purchase of stock in trade	22	2304.55	-
Changes in Inventories of Finished Goods, Stock in Process and Stock in Trade	23	149.68	-
Employees Benefits Expense	24	11232.68	-
Finance Costs	25	3018.77	-
Depreciation & Amortization Expense	26	3338.01	-
Other Expenses	27	19195.78	0.80
Loss due to Fluctuation in Foreign Exchange Rates		380.69	-
Total Expenditure		89904.19	0.80
Profit before Tax		2849.77	(0.80)
Tax Expense			
Current Tax		776.47	-
Add/ (Less) : Mat Credit Entitlement		(752.31)	-
		24.16	-
Deferred Tax		891.12	-
		1934.49	(0.80)
Minority Interest		1.27	-
Profit for the Year		1933.22	(0.80)
Earnings per Equity Share of face value of ₹5 each	37		
Basic (in ₹)		23.58	(0.80)
Diluted (in ₹)		8.01	(0.80)
Significant Accounting Policies			
See Accompanying Notes on Financial Statements 1 to 39			

As per our annexed report of even date.

For D. DHANDARIA & COMPANY

Chartered Accountants

ICAI Firm Reg. No. 306147E

(Dindayal Dhandaria)

Partner

Membership No. 010928

Saurabh Mittal

Managing Director & CEO

Shiv Prakash Mittal

Non-Executive Chairman

Prakash Kumar Biswal

Company Secretary

Ashok Kumar Sharma

Chief Financial Officer

Place of Signature : New Delhi

Dated : 28th May, 2015



Consolidated Cash Flow Statement for the year ended 31st March, 2015 (₹ in Lacs)

	For the year ended 31st March, 2015	For the period ended 31st March, 2014
A. CASH FLOW ARISING FROM OPERATING ACTIVITIES:		
Profit before Taxation, and Extraordinary items	2849.77	(0.80)
Add:		
a) Depreciation & Amortisation Expense	3338.01	-
b) Finance Costs	3018.77	-
c) Loss on Sale / Discard of Fixed Assets	17.03	-
d) Effect of Exchange Rate Changes	165.86	-
e) Unrealised Foreign Exchange Fluctuations	216.73	-
f) Provision for Doubtful Debts	35.70	-
g) Miscellaneous Expenditure written off	12.60	0.33
	6804.70	0.33
	9654.47	(0.47)
Less: Interest Income	106.60	-
Operating Profit before Working Capital Changes	9547.87	(0.47)
Less:		
a) Increase in Trade and Other Receivables	1270.68	-
b) Increase in Inventories	232.90	-
c) Decrease in Trade Payables	(4817.51)	(0.17)
	(3313.93)	(0.17)
Cash Inflow (+)/Outflow (-) from Operations	12861.80	(0.30)
Less: Income Tax Paid	1106.16	-
Net Cash Inflow (+)/Outflow (-) in course of Operating Activities	11755.64	(0.30)
B. CASH FLOW ARISING FROM INVESTING ACTIVITIES:		
OUTFLOW		
a) Acquisition of Fixed Assets	10093.56	-
b) Interest amount Capitalised	346.73	-
Less : INFLOW	10440.29	-
a) Sale of Fixed Assets	80.33	-
b) Interest Received	107.12	-
	187.45	-
Net Cash Inflow (+) / Outflow (-) in course of Investing Activities	(10252.85)	-
C. CASH FLOW ARISING FROM FINANCING ACTIVITIES:		
INFLOW		
a) Proceeds from issue of Share Capital	-	5.00
b) Proceeds from Long Term Borrowings	12393.01	-
c) Short Term Borrowings (Net)	(7262.47)	-
d) Deferred Payment Liabilities (Net)	33.46	-
	5164.00	5.00
DEDUCT : OUTFLOW		
a) Miscellaneous Expenditure	61.63	1.63
b) Repayment of Long Term Borrowings	3292.06	-
c) Interest Paid	3021.33	-
	6375.02	1.63
Net Cash Inflow in course of Financing Activities	(1211.02)	3.37
Net Increase (+) / Decrease in Cash/Cash Equivalents	291.77	3.07
Add: Balance at the beginning of the year	3.07	-
Add: Amount adjusted pursuant to Scheme of Arrangement	204.38	-
	207.45	-
Cash / Cash Equivalents at the close of the Year	499.22	3.07

As per our annexed report of even date.

For D. DHANDARIA & COMPANY

Chartered Accountants

ICAI Firm Reg. No. 306147E

(Dindayal Dhandaria)

Partner

Membership No. 010928

Place of Signature : New Delhi

Dated : 28th May, 2015

142 | Greenlam Industries Limited

Saurabh Mittal

Managing Director & CEO

Prakash Kumar Biswal

Company Secretary

Shiv Prakash Mittal

Non-Executive Chairman

Ashok Kumar Sharma

Chief Financial Officer

Significant Accounting policies and Notes forming part of Consolidated Financial Statements

1.00 SIGNIFICANT ACCOUNTING POLICIES:

1.01 DISCLOSURE OF ACCOUNTING POLICIES (AS-1):

1.01.01 Nature of Operation

Company is engaged in the business of manufacturing laminates, decorative veneers and allied products through its factories at various locations and branches and dealers' network spread all over the country. It has two wholly owned subsidiary companies operating in overseas countries and one in India. It imports raw materials for manufacturing. Manufactured goods are sold both in domestic and overseas markets. The Overseas subsidiaries of the Company are mainly engaged in marketing and distribution of Company's products.

1.01.02 Accounting Concepts & Basis of Presentation

The financial Statements are prepared in accordance with the Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as specified in the Company (Accounting Standards) Rules 2006 read with Rule 7(1) of the Companies (Accounts) Rules, 2014 and the provisions of the Companies Act, 2013. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The Company's management evaluates all recently issued or revised accounting standards on an on-going basis.

The Normal Operating Cycle for the Company has been assumed to be of twelve months for classification of its various assets and liabilities into "Current" and "Non-current".

Where changes are made in presentation, the comparative figures of the previous year are regrouped and re-arranged accordingly.

1.01.03 Use of Estimates:

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

1.01.04 Companies Included in Consolidation:

Greenlam Asia Pacific Pte Ltd. (Formerly: Gil Intercontinental Pte. Ltd.), Singapore and its four step down subsidiaries viz. Greenlam Asia Pacific (Thailand) Co. Ltd., Greenlam Holding Co. Ltd., PT. Greenlam Asia Pacific and Greenlam Europe (UK) Ltd., Greenlam America Inc., Florida (U.S.A), and Greenlam VT Industries Private Limited became the wholly-owned subsidiaries of the Company, pursuant to the Scheme of Arrangement between Greenply Industries Limited, the Company and their respective shareholders and creditors as approved by the High Court of Gauhati vide its order dated October 31, 2014, which became effective on November 17, 2014 on filing with the Registrar of Companies. The minority interest in the step-down subsidiaries viz. Greenlam Asia Pacific (Thailand) Co. Ltd., Greenlam Holding Co. Ltd. and PT. Greenlam Asia Pacific. is 2.50%, 1.00% and 1.00% respectively.

The financial statements of the Subsidiaries for the entire year have been included in the Group's Consolidated Financial Statements.

1.02 VALUATION OF INVENTORIES (AS-2):

1.02.01 Stock of Raw Materials, Stores and spare parts are valued at lower of cost or net realisable value; and of those in transit related to these items are valued at lower of cost to date or net realisable value.

1.02.02 Goods-in-process is valued at lower of cost or net realisable value.



Significant Accounting policies and Notes forming part of Consolidated Financial Statements

- 1.02.03** Stock of Finished goods is valued at lower of cost or net realisable value.
- 1.02.04** Stock-in-trade is valued at lower of cost or net realisable value.
- 1.02.05** Waste and scraps are accounted at estimated realisable value.
- 1.02.06** Cost of inventories is ascertained on the 'weighted average' basis. Goods-in-process and finished goods are valued on absorption cost basis.
- 1.02.07** The self-generated Certified Emission Reductions (CERs) are recognized as asset on certification by UNFCCC and are valued at lower of cost or net realisable value.

1.03 CASH FLOW STATEMENT (AS – 3):

Cash flows are reported using indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from regular revenue generating, financing and investing activities of the Company is segregated. Cash and cash equivalents in the balance sheet comprise cash at bank, cash/cheques in hand and short term investments (excluding pledged term deposits) with an original maturity of three months or less.

1.04 CONTINGENCIES AND EVENTS OCCURRING AFTER BALANCE SHEET DATE (AS -4):

Disclosure of contingencies as required by the accounting standard is furnished in the Notes on accounts.

1.05 DEPRECIATION (AS – 6):

Relating to the Parent Company:

1.05.01 Tangible assets are depreciated and/or amortised on the basis of their useful lives as notified in Schedule II to the Companies Act, 2013. Depreciation in respect of additions to assets has been charged on pro rata basis with reference to the period when the assets are ready for use. The provision for depreciation for multiple shifts has been made in respect of eligible assets on the basis of operation of respective units. Where the historical cost of a depreciable asset undergoes a change due to increase or decrease in long term liability on account of exchange fluctuations, the depreciation on the revised unamortised depreciable amount is provided prospectively over the residual useful life of the asset.

1.05.02 Leasehold lands are amortised over the period of lease.

1.05.03 Intangible assets are amortised on straight-line method as follows :

Trademarks	-	10 years
Computer Software	-	5 years
Technical Know-how	-	2 years

Relating to Greenlam Asia Pacific Pte Ltd

1.05.04 Depreciation on fixed assets is calculated to write off the cost of the assets on a straight-line method over its estimated period of use.

Relating to Greenlam America Inc.

1.05.05 Depreciation on fixed assets is provided for on Straight Line Method as used for Federal Income Tax purposes.

PT. Greenlam Asia Pacific

1.05.06 Depreciation is provided to write off the cost or valuation, less estimated residual value, of tangible assets over their expected useful economic lives, as follows:

Office Equipment	-	25% reducing balance
------------------	---	----------------------

1.06 REVENUE RECOGNITION (AS -9):

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

1.06.01 Sale of Goods: Revenue from sales of goods is recognised on transfer of significant risks and rewards of ownership to the customers. Gross sales shown in the Statement of Profit & Loss are inclusive of Excise Duty but excludes Trade discounts, CST and VAT. Net sales are shown after deducting Excise duty which is disclosed at appropriate places.

Significant Accounting policies and Notes forming part of Consolidated Financial Statements

- 1.06.02 Interest:** Interest income is recognized on a time proportion basis taking into account the amount outstanding and rate applicable.
- 1.06.03 Dividends:** Dividend from investment is recognized when the Company in which they are held declares the dividend and when the right to receive the same is established.
- 1.06.04 Insurance Claims:** Insurance Claims are accounted for on acceptance and when there is a reasonable certainty of receiving the same, on grounds of prudence.
- 1.06.05 Export Incentives:** Benefit on account of entitlement to import goods free of duty under the Advance License Scheme, "Duty Entitlement Pass Book under Duty Exemption Scheme (DEPB)", Duty Free Import Authorisation (DFIA) Scheme, and Focus Market Scheme (FMS), are accounted for on accrual basis at estimated realisable value, as and when exports are made i.e., in the year of export. Profit or loss arising on utilisation of the same and/or sale thereof are accounted for in the year in which either the imports are made against the said Advance License, DEPB, DFIA, FMS and/or the same are sold.
- 1.07 ACCOUNTING FOR TANGIBLE AND INTANGIBLE ASSETS (AS – 10):**
- 1.07.01** Tangible assets are stated at original cost (net of tax/duty credit availed) less accumulated depreciation, amortisation and impairment losses except freehold land which is carried at cost. Cost includes cost of acquisition, construction and installation, taxes, duties, freight, other incidental expenses related to the acquisition, trial run expenses (net of revenue) and pre-operative expenses including attributable borrowing costs incurred during pre-operational period.
- 1.07.02** Tangible assets which are not ready for their intended use on reporting date are carried as capital work-in-progress at cost, comprising direct cost and related incidental expenses.
- 1.07.03** The Company has exercised the option available to it under Rule 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".
- 1.07.04** Intangible assets are carried at cost, net of accumulated amortization and impairment loss, if any.
- 1.08 ACCOUNTING FOR THE EFFECTS IN FOREIGN EXCHANGE RATES (AS – 11):**
- 1.08.01 Initial Recognition:** Transactions denominated in foreign currencies are normally recorded at the exchange rates prevailing at the time of the transactions.
- 1.08.02 Conversion:** Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.
- 1.08.03 Exchange Differences:** Exchange differences arising on the settlement of monetary items or on reporting company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or expenses in the year in which they arise.
- 1.08.04 Forward exchange contracts entered into to hedge foreign currency risk of an existing asset/liability:** The premium or discount arising at the inception of forward exchange contract is recognized as an expense/income on the date of transaction. Any profit or loss arising on cancellation or renewal of such forward exchange contract is also recognized as income or expense for the period. However, in case of long term liabilities, where they relate to acquisition of fixed assets, the income or expense on account of exchange difference is adjusted to the carrying cost of such assets.
- 1.08.05 Non-Integral Foreign Operations:** In case of its wholly owned subsidiary company, being non-integral foreign operations, the items are translated by applying (a) actual rates for items of income and expenses in the Statement of Profit and Loss and (b) closing rate in respect of both monetary and non-monetary items in the Balance Sheet. The resulting exchange differences relating to long-term monetary items are accumulated in a separate account, rather than being recognised in the Statement of Profit and Loss. Such difference is ultimately dealt with when the net investment in the related foreign operation is disposed off.



Significant Accounting policies and Notes forming part of Consolidated Financial Statements

1.09 ACCOUNTING FOR INVESTMENTS (AS – 13):

Investments that are readily realisable and intended to be held for not more than a year are classified as Current investments. All other investments are classified as Non-Current/Long-term Investments. Current investments are carried at lower of cost and market value on individual investment basis. Non-Current/Long term Investments are considered at cost, unless there is an “other than temporary” decline in value, in which case adequate provision is made for the diminution in the value of Investments.

1.10 EMPLOYEE BENEFITS (AS – 15):

1.10.01 Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.

1.10.02 Past employment and other long term employee benefits are charged off in the year in which the employee has rendered services. The amount charged off is recognized at the present value of the amounts payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of post-employment and other long term benefits are charged to the Statement of Profit and Loss.

1.11 BORROWING COSTS (AS – 16):

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

1.12 SEGMENT REPORTING (AS – 17):

1.12.01 Identification of Segments:

Primary Segment

Business Segment:

The Company's operating businesses are organized and managed separately according to the nature of products, with each segment representing a strategic business unit that offers different products and serves different markets. The identified segments are Manufacturing & Sale of (a) Laminate & Allied products; and (b) Veneered & Allied products.

Secondary Segment

Geographical Segment:

The analysis of geographical segment is based on the geographical location of the customers.

The geographical segments considered for disclosure are as follows:

- Sales within India include sales to customers located within India.
- Sales outside India include sales to customers located outside India.

1.12.02 Allocation of Common costs:

Common allocable costs are allocated to each segment according to the ratio of their respective turnover to the total turnover.

1.12.03 Unallocated items:

The Unallocated Segment includes general corporate income and expense items, which are not allocated to any business segment.

1.13 RELATED PARTY DISCLOSURES (AS – 18):

Disclosure of related parties as required by the accounting standard is furnished in the Notes on accounts.

1.14 LEASES (AS – 19):

In accordance with Accounting Standard 19 “Accounting for leases”, lease arrangements, where the risks and rewards incidental to ownership of an asset substantially vests with the lessor, are recognised as operating leases. Lease payments under operating lease are recognised as an expense in the profit and loss account.

1.15 EARNINGS PER SHARE (AS – 20):

Basic earnings (loss) per share are calculated by dividing the net profit or loss for the year attributable to equity

Significant Accounting policies and Notes forming part of Consolidated Financial Statements

shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the 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.

1.16 CONSOLIDATED FINANCIAL STATEMENTS (AS – 21):

1.16.01 The consolidated financial statements of the parent and its subsidiaries are combined on a line by line basis by adding together like items of assets, liabilities, income and expenses. Intragroup balances and intragroup transactions and resulting unrealized profits (losses) are eliminated in full. Consolidated financial statements are prepared using uniform accounting policies for the like transactions and other events in similar circumstances to the extent practicable and in case of difference, the same is disclosed.

1.16.02 All the three subsidiary Companies of the group are wholly owned.

1.17 ACCOUNTING FOR TAXES ON INCOME (AS - 22):

1.17.01 Tax expenses comprise of current tax and deferred tax including applicable surcharge and cess.

1.17.02 Current Income tax is computed using the tax effect accounting method, where taxes are accrued in the same period in which the related revenue and expenses arise. A provision is made for income tax annually, based on the tax liability computed, after considering tax allowances and exemptions. Provisions are recorded when it is estimated that a liability due to disallowances or other matters is probable.

1.17.03 The differences that result between the profit considered for income taxes and the profit as per the financial statements are identified, and thereafter a deferred tax asset or deferred tax liability is recorded for timing differences, namely the differences that originate in one accounting period and reverse in another, based on the tax effect of the aggregate amount being considered. The tax effect is calculated on the accumulated timing differences at the end of an accounting period based on prevailing enacted or substantially enacted regulations. Deferred Tax Assets and Deferred Tax Liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the Deferred Tax Assets and Deferred Tax Liabilities relate to taxes on income levied by same governing taxation laws. Deferred Tax Assets are recognized only if there is reasonable certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

1.17.04 MAT (Minimum Alternate Tax) credit 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 specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

1.18 INTANGIBLE ASSETS (AS – 26):

1.18.01 Internally generated intangible asset under development stage is recognized when it is demonstrated that it is technically feasible to use the same and the cost incurred for developing the same is ascertained. Technical Know-how so developed internally is amortised on a straight- line basis over its estimated useful life.

1.18.02 Intangible assets acquired by payment e.g., Goodwill, Trademarks, Computer Software and Technical Know-how are disclosed at cost less amortization on a straight-line basis over its estimated useful life.

1.19 IMPAIRMENT OF TANGIBLE AND INTANGIBLE ASSETS (AS - 28)

At each balance sheet date, the Company reviews the carrying amount of tangible and intangible assets to



Significant Accounting policies and Notes forming part of Consolidated Financial Statements

determine whether there is any indication of impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. The recoverable amount is higher of the net selling price and the value in use, determined by discounting the estimated future cash flows expected from the continuing use of the asset to their present value.

1.20 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS (AS – 29):

1.20.01 Provisions are made when (a) the Company has a present obligation as a result of past events; (b) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and (c) a reliable estimate is made of the amount of the obligation.

1.20.02 Contingent liabilities are not provided for but are disclosed by way of Notes on Accounts.

1.20.03 Contingent assets are neither accounted for nor disclosed by way of Notes on Accounts.

1.21 EXCISE DUTY AND CUSTOM DUTY:

Excise Duty on finished goods stock lying at the factories is accounted for at the point of manufacture of goods and accordingly, is considered for valuation of finished goods lying in the factories as on the Balance Sheet date. Similarly, Custom Duty on imported material in transit/lying in bonded warehouse is accounted for at the time of import/bonding of materials.

1.22 CONSUMPTION OF RAW MATERIALS, STORES & SPARE PARTS ETC.:

The costs of Raw Materials, Stores and spare parts etc., consumed consist of purchase price including duties and taxes (other than those subsequently recoverable by the enterprise from the taxing authorities), freight inwards and other expenditure directly attributable to the procurement.

1.23 SERVICE TAX & CESS:

Various expenses are accounted for after deducting the input tax credit available in respect of Service Tax, Education Cess and Secondary & Higher Education Cess.

1.24 EXPENSES FOR CORPORATE SOCIAL RESPONSIBILITY:

In case of CSR activities undertaken by the Company, if any expenditure of revenue nature is incurred on any of the activities mentioned in Schedule VII to the Companies Act, 2013, the same is charged as an expense to its Statement of Profit and Loss. In case, the expenditure incurred by the Company is of such a nature which gives rise to an asset, such an asset is recognised where the Company retains the control of the asset and any future economic benefit accrues to it. A liability incurred by entering into a contractual obligation is recognised to the extent to which CSR activity is completed during the year.

1.25 MISCELLANEOUS EXPENDITURE WRITTEN OFF:

Expenses related to Scheme of Arrangement, Fee for increase in Authorised Share Capital and Preliminary Expenses are written off in five equal annual installments in accordance with the provisions of Section 35DD of the Income Tax Act, 1961

Consolidated Notes on Financial statements for the year ended 31st March, 2015

1. SHARE CAPITAL	As at 31st March, 2015		As at 31st March, 2014	
	Number	₹ in Lacs	Number	₹ in Lacs
1.1 Authorised				
Equity Shares of ₹5 each	30000000	1500.00	2000000	100.00
1.2 Issued, Subscribed and Fully Paid up				
Equity Shares of ₹5 each	24136374	1206.82	100000	5.00
1.3 The reconciliation of the number of shares outstanding				
Equity Shares at the beginning of the year	100000	5.00	-	-
Add : Allotted during the year (Refer Note No. 31)	24136374	1206.82	100000	5.00
Less : Cancelled pursuant to Scheme of Arrangement (Refer Note No. 31)	100000	5.00	-	-
Total	24136374	1206.82	100000	5.00

1.4 Terms/Rights attached to the Equity Shares

The Company has only one class of equity Shares having a par value of ₹5 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year, the amount of per share dividend recognized as distribution to equity shareholders was ₹0.50 (Previous year ₹Nil).

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. This distribution will be in proportion to the number of equity shares held by the shareholders.

	As at 31st March, 2015		As at 31st March, 2014	
	Number	%	Number	%
1.5 Shares held by Holding Company				
EQUITY SHARES				
Greenply Industries Limited	-	-	100000	100.00%
1.6 Name of the Shareholders holding more than 5% Shares				
EQUITY SHARES				
S.M.Management Pvt Ltd	3543462	14.68%	-	-
Greenply Leasing & Finance Pvt Ltd	2714731	11.25%	-	-
Prime Holdings Pvt Ltd	2408560	9.98%	-	-
HSBC Bank (Mauritius) Ltd				
A/C Jwalamukhi Investment Holdings	2376884	9.85%	-	-
Ashish Dhawan	2369488	9.82%	-	-
HDFC Trustee Company Ltd	1833207	7.60%	-	-
Greenply Industries Limited	-	-	100000	100.00%

The above information is furnished taking into consideration the fact whether or not the beneficial ownership is reflected in the records of the Depository.

1.7 The Company has not reserved any shares for issue under options and contracts/commitments for the sale of shares/disinvestment.



Consolidated Notes on Financial statements for the year ended 31st March, 2015

1. SHARE CAPITAL (Contd...)

1.8 The Company for the period of five years immediately preceding the date of Balance Sheet (i.e. since incorporation) has:

- Allotted 2,41,36,374 equity shares as fully paid and cancelled 1,00,000 equity shares pursuant to Scheme of Arrangement without payment being received in cash.
- Not allotted fully paid up shares by way of bonus shares
- Not bought back any class of shares.

2. RESERVES & SURPLUS

(₹ in Lacs)

	As at 31st March, 2015	As at 31st March, 2014
Capital Reserve		
As per last Balance Sheet	-	-
Add: Amount adjusted pursuant to Scheme of Arrangement (Refer Note No. 31)	15020.44	-
	15020.44	-
General Reserve		
As per last Balance Sheet	-	-
Add: Transferred from Statement of Profit and Loss	100.00	-
	100.00	-
Surplus, i.e. balance in Statement of Profit & Loss		
As per last Balance Sheet	(0.80)	-
Add: Amount adjusted pursuant to Scheme of Arrangement (Refer Note No. 31)	4035.35	-
Less : Adjustment for Depreciation on reassessment of useful lives of tangible assets (Refer Note No. 33)	68.51	-
Add : Net profit for the current year	1933.22	(0.80)
Less : Transferred to General Reserve	100.00	-
Less : Proposed Dividend on Equity Shares [Dividend Per Share ₹0.50 (Previous year ₹Nil)]	120.68	-
Less : Tax on Distribution of Proposed Dividend	24.57	-
	5654.01	(0.80)
Total	20774.45	(0.80)

3. LONG-TERM BORROWINGS

(₹ in Lacs)

	As at 31st March, 2015	As at 31st March, 2014
Secured		
Term Loans		
From Banks		
Foreign Currency Loans	10997.15	-
Rupee Loans	9912.50	-
	20909.65	-
Less : Current maturities of Long Term Borrowings	4044.77	-
Unsecured	16864.88	
Term Loans		
From Banks		
Rupee Loans	4000.00	
Deferred Payment Liabilities	104.98	
Less: Current maturities of Deferred Payment Liabilities	31.87	
	73.11	
	4073.11	
Total	20937.99	

Consolidated Notes on Financial statements for the year ended 31st March, 2015

3. LONG-TERM BORROWINGS (Contd..)

3.1 Term Loans of ₹20909.65 lacs comprises of ₹13365.49 lacs availed by the Holding Company and ₹7544.16 lacs availed by Greenlam Asia Pacific Pte. Ltd. Subject to Note no. 31.2.7, Term Loans of ₹13365.49 lacs are secured by first pari-passu charge on all movable fixed assets of the Holding Company, present and future, first pari-passu charge on immovable fixed assets of the Holding Company's units at (a) Behror (Rajasthan) and (b) Nalagarh (Himachal Pradesh), second pari-passu charge on all current assets of the Holding Company, present and future.

Term Loans of ₹7544.16 lacs taken by Greenlam Asia Pacific Pte. Ltd., are secured against the property at 11, Sungei Kedat Crescent, Singapore, Corporate Guarantee from erstwhile holding company viz. Greenply Industries Limited and personal Guarantee of a Director and Chief Operating Officer of Greenlam Asia Pacific Pte Ltd.

3.2 Terms of Repayment and Rate of Interest of Term Loans

	Rate of Interest	Repayment Schedule					
		2015-16*	2016-17	2017-18	2018-19	2019-20	2020-21
Term Loans from Banks							
Secured							
14 Quarterly Installments	5.12%	986.57	986.57	986.57	493.28	-	-
3 Quarterly Installments	11.25%	937.50	-	-	-	-	-
19 Quarterly Installments	11.25%	300.00	700.00	800.00	1600.00	1600.00	-
20 Quarterly Installments	11.50%	600.00	600.00	600.00	600.00	600.00	-
9 Quarterly Installments	12.15%	412.50	450.00	112.50	-	-	-
3 Monthly Installments	2.48%	34.18	-	-	-	-	-
46 Monthly Installments	5.25%	149.04	154.77	160.82	152.34	-	-
2 Yearly Installments	3.55%	624.98	6268.03	-	-	-	-
		4044.77	9159.37	2659.89	2845.62	2200.00	-
Unsecured							
20 Quarterly Installments	10.50%	-	600.00	800.00	800.00	800.00	1000.00
Deferred Payment Liabilities							
Unsecured	10.25% to 11.70%	31.87	28.57	24.76	-	-	-
	2.99%	12.19	9.58	5.84	4.36	-	-
		44.06	38.15	30.60	4.36	-	-

*Represents Current Maturities of Long Term Borrowings.

3.3 The Company has not defaulted in repayment of loans and interest during the period.

4. DEFERRED TAX LIABILITIES (NET)

(₹ in Lacs)

	As at 31st March, 2015	As at 31st March, 2014
DEFERRED TAX LIABILITIES :		
Depreciation	1960.12	-
LESS : DEFERRED TAX ASSETS :		
Provision for Gratuity/Liabilities	460.62	-
Total	1499.50	-

5. OTHER LONG TERM LIABILITIES

(₹ in Lacs)

	As at 31st March, 2015	As at 31st March, 2014
Other		
Security Deposits from Customers	140.13	-



Consolidated Notes on Financial statements for the year ended 31st March, 2015

6. LONG TERM PROVISIONS		(₹ in Lacs)	
	As at 31st March, 2015	As at 31st March, 2014	
Provisions for Employee Benefits (unfunded)			
For Gratuity	477.86	-	
For Leave Encashment	267.56	-	
Total	745.42	-	

7. SHORT TERM BORROWINGS		(₹ in Lacs)	
	As at 31st March, 2015	As at 31st March, 2014	
Secured			
Loans Repayable on Demand			
Working Capital Loans from Banks			
Foreign Currency Loans	4940.43	-	
Rupee Loans	3341.13	-	
	8281.56	-	
Unsecured			
Other Loans and advances from Banks			
Foreign Currency Loan - Buyers' Credit	3462.01	-	
Rupee Loans (Repayable on Demand)	2500.00	-	
	5962.01	-	
Total	14243.57	-	

7.1 Subject to Note No. 31.2.7, Working Capital Loans of ₹3341.13 lacs are secured by first pari-passu charge on all current assets of the Holding Company, present and future, second pari-passu charge on all movable fixed assets of the Holding Company, present and future, second pari-passu charge on immovable fixed assets of the Holding Company's units at (a) Behror (Rajasthan) and (b) Nalagarh (Himachal Pradesh).

Working Capital Loans of ₹3727.97 lacs of Greenlam Asia Pacific Pte Ltd., are secured against first exclusive charge on all assets and accounts of the company, 10% cash margin for the LC facility, and Corporate Guarantee of erstwhile Holding Company viz. Greenply Industries Limited. The bills payable LC-DP/TR is secured by bank's lien over the current assets of the Company for which a charge has been registered. Credit Facilities for Long Term Working Capital Requirements of the business was taken against the SBLC given by the holding company for an amount of USD 10,00,000.

Working capital loan of ₹1212.46 of Greenlam America Inc. are secured against SBLC given by the holding company.

7.2 The Group has not defaulted in repayment of loans and interest during the period.

8. OTHER CURRENT LIABILITIES		(₹ in Lacs)	
	As at 31st March, 2015	As at 31st March, 2014	
Current maturities of Long Term Borrowings*	4044.77	-	
Current maturities of Deferred Payment Liabilities*	44.06	-	
Interest Accrued but not due on borrowings	31.09	-	
Advance from Customers	230.80	-	
Statutory Dues	1521.29	0.04	
Total	5872.01	0.04	

* The terms are stated in notes nos. 3.1 to 3.3

8.1 Amount due and outstanding to be credited to the Investor Education and Protection Fund Nil (Previous period Nil)

Consolidated Notes on Financial statements for the year ended 31st March, 2015

9. SHORT TERM PROVISIONS		(₹ in Lacs)	
	As at 31st March, 2015	As at 31st March, 2014	
Provision for employee benefits (unfunded)			
Gratuity	18.70		-
Leave Salary	15.76		-
Provision for Taxation	12.98		-
Proposed Dividend			
Equity Shares	120.68		-
Tax on Distribution of Proposed Dividend	24.57		-
Total	192.69		-

10. FIXED ASSETS		(₹ in Lacs)												
Particulars	GROSS BLOCK						DEPRECIATION						NET BLOCK	
	As At 01/04/2014	Acquired pursuant to Scheme of Arrangement	Addition During The Year	Currency Translation Adjustment	Deduction During The Year	Total As At 31/03/2015	Upto 31/03/2014	Acquired pursuant to Scheme of Arrangement	For the Year	Currency Translation Adjustment	Adjustment For Deductions	Total As At 31/03/2015	As At 31/03/2015	As At 31/03/2014
OWN ASSETS														
Tangible Assets														
Freehold Land	-	1095.53	-	-	-	1095.53	-	-	-	-	-	-	1095.53	-
Leasehold Land	-	1231.27	320.61	-	-	1551.88	-	5.16	20.18	-	-	25.34	1526.54	-
Land Development	-	293.68	309.43	-	-	603.11	-	0.29	2.38	-	-	2.67	600.44	-
Buildings	-	7479.76	4496.62	(52.16)	-	11924.22	-	1291.42	510.46	(15.49)	-	1786.39	10137.83	-
Plant & Equipments	-	18264.37	9538.38	(7.86)	96.15	27698.74	-	9189.45	2093.58	(1.64)	30.94	11250.45	16448.30	-
Furniture & Fixtures	-	1074.99	531.67	(14.34)	-	1592.32	-	348.42	185.54	(6.29)	-	527.67	1064.65	-
Vehicles	-	843.47	92.14	(4.83)	54.87	875.91	-	298.41	134.21	(3.01)	23.22	406.39	469.52	-
Heavy Vehicles	-	12.92	-	-	-	12.92	-	11.94	0.11	-	-	12.05	0.87	-
Office Equipments	-	819.81	403.81	(8.75)	0.88	1213.99	-	416.36	204.63	(4.51)	0.38	616.10	597.89	-
Sub Total	-	31115.80	15692.66	(87.94)	151.90	46568.62	-	11561.45	3151.09	(30.94)	54.54	14627.06	31941.57	-
Intangible Assets														
Goodwill	-	58.80	551.79	9.20	-	619.79	-	-	110.36	2.14	-	112.50	507.29	-
Trademarks	-	82.53	-	(0.54)	-	81.99	-	69.76	11.55	(0.52)	-	80.79	1.20	-
Computer Software	-	89.01	307.81	-	-	396.82	-	32.10	19.47	-	-	51.57	345.25	-
Technical Knowhow	-	304.23	-	-	-	304.23	-	190.15	114.08	-	-	304.23	-	-
Sub Total	-	534.57	859.60	8.66	-	1402.83	-	292.01	255.46	1.62	-	549.09	853.74	-
Capital Work In Progress	-	6839.08	919.42	-	6837.34	921.16	-	-	-	-	-	-	921.16	-
Total	-	38489.45	17471.68	(79.28)	6989.24	48892.61	-	11853.46	3406.55	(29.32)	54.54	15176.15	33716.47	-
Previous Period Total	-	-	-	-	-	-	-	-	-	-	-	-	-	-

10.1 Addition to Plant & Equipments includes loss of ₹152.10 lacs (Previous year ₹Nil) on account of fluctuation in Foreign Exchange Rates. (Refer Note No. 32)

10.2 Borrowing Cost capitalised during the year ₹346.73 lacs (Previous year ₹Nil), included in tangible assets ₹335 lacs and Capital Work in Progress ₹11.73 lacs.

11. LONG TERM LOANS & ADVANCES (Unsecured, Considered good)		(₹ in Lacs)	
	As at 31st March, 2015	As at 31st March, 2014	
Capital Advances	605.65		-
Security Deposits	323.20		-
Total	928.85		-

12. OTHER NON-CURRENT ASSETS		(₹ in Lacs)	
	As at 31st March, 2015	As at 31st March, 2014	
Foreign Currency Transaction Adjustment	490.02		-
Expenses pertaining to Scheme of Arrangement	30.28		-
Fees for Increase in Authorised Capital	6.30		-
Preliminary Expenses	0.83		0.98
Total	527.43		0.98



Consolidated Notes on Financial statements for the year ended 31st March, 2015

13. INVENTORIES (at lower of cost or net realisable value)		(₹ in Lacs)	
	As at 31st March, 2015	As at 31st March, 2014	
Raw Materials [including at Customs Warehouse ₹1142.97 lacs (Previous year ₹Nil)]	11231.67		-
Stock in Process	939.09		-
Finished Goods [including in Transit ₹848.19 lacs (Previous year ₹Nil)]	9936.28		-
Stock In Trade	166.83		-
Certified Emission Reductions (CER)	8.68		-
Stores & Spares	783.70		-
Total	23066.25		-
13.1 Details of Closing Stock of Raw materials			
Paper	7326.26		-
Veneer	2174.31		-
Chemicals	904.39		-
Plywood, Particle Board & MDF	440.15		-
Cubicles & Rivets	133.13		-
Particle Core & Pine	253.43		-
Total	11231.67		-
13.2 Details of Closing Stock of Goods-in-Process			
Timber	31.72		-
Laminates	120.79		-
Veneer	91.50		-
Chemicals	67.60		-
Paper	453.63		-
Flooring Planks	173.85		-
Total	939.09		-
13.3 Details of Closing Stock of Finished Goods			
Decorative Laminates	9441.30		-
Decorative Veneers	288.34		-
Engineered Wood Flooring	201.38		-
Pre-Laminated Particle Board	5.26		-
Total	9936.28		-
13.4 Details of Closing Stock of Stock in Trade			
Engineered Wood Flooring and Accessories	151.02		-
Decorative Laminates	15.81		-
Total	166.83		-
		Numbers	Numbers
13.5 CERs held in inventory		59864	-

Consolidated Notes on Financial statements for the year ended 31st March, 2015

14. TRADE RECEIVABLES		(₹ in Lacs)	
	As at 31st March, 2015	As at 31st March, 2014	
Outstanding for a period exceeding six months from date due for payment			
Secured, considered good	-	-	
Unsecured, considered good	285.85	-	
Unsecured, considered doubtful	35.70	-	
	321.55	-	
Less : Provision for Doubtful Trade Receivables *	35.70	-	
	285.85		
Other debts			
Secured, considered good	258.10	-	
Unsecured, considered good	17660.30	-	
	17918.40		
Total	18204.25		

* as per estimate of the management

15. CASH & BANK BALANCES		(₹ in Lacs)	
	As at 31st March, 2015	As at 31st March, 2014	
15.1 Cash & Cash Equivalents			
Balances with Banks	364.09	3.06	
Remittance in Transit	126.22	-	
Cash on Hand	8.91	0.01	
	499.22	3.07	
15.2 Other Bank balances			
Term Deposits with Banks (Receipts pledged with banks & others as security deposits)			
Maturity within 12 months	71.29	-	
Maturity over 12 months	15.14	-	
	86.43	-	
Total	585.65	3.07	

16. SHORT TERM LOANS & ADVANCES (Unsecured, considered good)		(₹ in Lacs)	
	As at 31st March, 2015	As at 31st March, 2014	
Advance to Staff & Workers	107.49	-	
Advance against Purchases	1293.94	-	
Service Tax Input Credit Receivable	263.10	-	
Balance with Central Excise Authorities	324.04	-	
Advance Payment of Income Tax (Less Provision)	599.37	-	
MAT Credit Entitlement	780.56	-	
Advance Payment of Sales Tax (including unavailed VAT input credit)	280.50	-	
Export Incentive Receivable	3031.04	-	
Prepaid Expenses	477.80	-	
Insurance Claim Receivable	28.68	-	
Total	7186.52		



Consolidated Notes on Financial statements for the year ended 31st March, 2015

17. OTHER CURRENT ASSETS		(₹ in Lacs)	
	As at 31st March, 2015	As at 31st March, 2014	
Expenses pertaining to Scheme of Arrangement	10.09		-
Fees for Increase in Authorised Capital	2.10		-
Preliminary Expenses	0.40		0.32
Total	12.59		0.32

18. CONTINGENT LIABILITIES AND COMMITMENTS

18.1 Contingent liabilities

18.1.1 Pending litigations:

Excise Duty, Sales Taxes and other Indirect Taxes claims disputed by the Company relating to issues of applicability and determination aggregating ₹2798.67 lacs (Previous year ₹Nil).

Notes:

- Based on the discussion with the solicitors/favourable decisions in similar cases/legal opinion taken by the Company, the management believes that the Company has a good chance of success in above mentioned cases and hence, no provision there against is considered necessary.
- The company does not expect any reimbursements in respect of the above contingent liabilities.
- Future cash outflows in respect of the above are determinable only on receipt of judgements/decisions pending with various forums/authorities.

18.1.2 Other

Letter of credit established but material not received amounting to ₹3202.27 lacs (Previous year ₹Nil).

18.2 Commitments

- Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances) ₹2555.02 lacs (Previous year ₹Nil)
- Uncalled liability on shares and other investments which are partly paid ₹NIL (Previous year ₹NIL)
- Other commitments ₹NIL (Previous year ₹NIL)

19. REVENUE FROM OPERATIONS

		(₹ in Lacs)	
	For the year ended 31st March, 2015	For the period ended 31st March, 2014	
Sale of Products	92223.27		-
Other Operating Revenue			
Export Incentive Received	3974.67		-
Insurance Claim Received	80.93	4055.60	-
		96278.87	-
Less : Central Excise Duty		3717.13	-
Total	92561.74		-

19.1 Company's unit at Nalagarh (Himachal Pradesh) is exempt from levy of Central Excise Duty.

Consolidated Notes on Financial statements for the year ended 31st March, 2015

19. REVENUE FROM OPERATIONS (Contd.)		(₹ in Lacs)	
	For the year ended 31st March, 2015	For the period ended 31st March, 2014	
19.2 PARTICULARS OF SALE OF PRODUCTS			
Decorative Laminates [including exports ₹39068.17 lacs (Previous year ₹Nil)]	80215.71		-
Decorative Veneers [[including exports ₹32.15 lacs (Previous year ₹Nil)]	10680.73		-
Engineered Wood Flooring [including exports ₹0.55 lacs (Previous year ₹Nil)]	548.37		-
Pre-Laminated Particle Board	147.61		-
Others [including exports ₹3.16 lacs (Previous year ₹Nil)]	630.85		-
Total	92223.27		-

20. OTHER INCOME		(₹ in Lacs)	
	For the year ended 31st March, 2015	For the period ended 31st March, 2014	
Wages & Other Subsidy Received	49.81		-
Interest Received	106.60		-
Liabilities no longer required written back	23.73		-
Rent Received	9.97		-
Miscellaneous Income	2.11		-
Total	192.22		-

21. COST OF MATERIALS CONSUMED		(₹ in Lacs)	
	For the year ended 31st March, 2015	For the period ended 31st March, 2014	
Paper	27261.02		-
Timber	75.65		-
Veneer	1791.40		-
Chemicals	18281.48		-
Plywood, Particle Board and MDF	2570.14		-
Hardware and Accessories	304.34		-
Total	50284.03		-
Imported	60%	30030.03	-
Indigenous	40%	20254.00	-
Total	100%	50284.03	-

21.1 Cost of Materials Consumed includes cost of materials sold ₹605.73 lacs (Previous year ₹Nil)

22. PURCHASE OF STOCK IN TRADE		(₹ in Lacs)	
	For the year ended 31st March, 2015	For the period ended 31st March, 2014	
Decorative Veneers	258.79		-
Decorative Laminates	1884.65		-
Engineered Wood Flooring and Accessories	161.11		-
Total	2304.55		-



Consolidated Notes on Financial statements for the year ended 31st March, 2015

23. CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK IN PROCESS AND STOCK IN TRADE (₹ in Lacs)

	For the year ended 31st March, 2015		For the period ended 31st March, 2014	
OPENING STOCK				
Finished Goods	-		-	
Stock in Trade	-		-	
Certified Emission Reductions (CER)	-		-	
Goods-in-Process	-	-	-	-
Add : Acquired pursuant to Scheme of Arrangement				
Finished Goods	10367.54		-	
Stock in Trade	47.30		-	
CER	8.68		-	
Goods-in-Process	777.04	11200.56	-	-
		11200.56		-
CLOSING STOCK				
Finished Goods	9936.28		-	
Stock in Trade	166.83		-	
Certified Emission Reductions (CER)	8.68		-	
Goods-in-Process	939.09	11050.88	-	-
Total		149.68		-

24. EMPLOYEES BENEFITS EXPENSE (₹ in Lacs)

	For the year ended 31st March, 2015		For the period ended 31st March, 2014	
Salary, Wages & Bonus		10432.30		-
Contribution to Provident Fund & Employees' State Insurance		506.73		-
Employees' Welfare Expenses		293.65		-
Total		11232.68		-

24.1 Disclosures Regarding Employee Benefits

- Defined Contribution Plan:** Employee benefits in the form of Provident Fund is considered as defined contribution plan and the contributions to Employees' Provident Fund Organisation established under The Employees' Provident Fund and Miscellaneous Provisions Act 1952 is charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due.
- Defined Benefit Plan:** Defined Benefit Plan: Retirement benefits in the form of Gratuity are considered as defined benefit obligations and is provided for on the basis of third party actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet. Every Employee who has completed five years or more of service is entitled to Gratuity on terms not less favourable than the provisions of The Payment of Gratuity Act, 1972. As the Company has not funded its liability, it has nothing to disclose regarding plan assets and its reconciliation.

	For the year ended 31st March, 2015		For the period ended 31st March, 2014	
iii) Net Employee Expense/(benefit):				
Current service cost		81.23		-
Interest cost on benefit obligation		27.96		-
Expected return on plan assets		-		-
Net Actuarial (gains)/losses recognised in the year		49.08		-
Total employer expenses		158.27		-
iv) Actual return on plan assets		-		-
v) Benefit Asset / (Liability):				
Fair Value of Plan Assets		-		-
Defined benefit obligation		496.56		-
Benefit Asset / (Liability)		(496.56)		-

Consolidated Notes on Financial statements for the year ended 31st March, 2015

24. EMPLOYEES BENEFITS EXPENSE (Contd.) (₹ in Lacs)

	For the year ended 31st March, 2015	For the period ended 31st March, 2014
vi) Movement in benefit liability:		
Opening defined benefit obligation	-	-
Add: Obligation transferred pursuant to scheme of Arrangement	360.83	-
Interest cost on benefit obligation	27.96	-
Current service cost	81.23	-
Actuarial (gains) / losses	49.08	-
Less: Benefits paid	(22.54)	-
Closing benefit obligation	496.56	-
vii) Actuarial assumptions:		
Mortality Table	IALM 2006-2008	-
Discount Rate (per annum)	7.75%	-
Expected rate of return on plan assets (per annum)	-	-
Rate of escalation in salary (per annum)	5.25%	-
Withdrawal rates:		
Up to 30 Years	3.00%	-
From 31 to 44 years	2.00%	-
Above 44 years	1.00%	-

viii) Amount incurred as expense for defined contribution to Provident Fund is ₹355.21 lacs (Previous Year ₹Nil).
The foregoing information relates to the parent company.

25. FINANCE COSTS (₹ in Lacs)

	For the year ended 31st March, 2015	For the period ended 31st March, 2014
Interest Expense	2938.21	-
Other Borrowing Cost	80.56	-
Total	3018.77	-

25.1 Borrowing Cost capitalised during the year ₹346.73 lacs (Previous year ₹Nil). (Refer Note No. 10.2)

26. DEPRECIATION & AMORTISATION EXPENSE (₹ in Lacs)

	For the year ended 31st March, 2015	For the period ended 31st March, 2014
Depreciation Expense	3128.53	-
Amortisation Expense	278.02	-
	3406.55	-
Less : Transfer to Surplus in the Statement of Profit & Loss	68.51	-
Less : Transfer to Pre-Operative Expenses	0.03	-
Total	3338.01	-



Consolidated Notes on Financial statements for the year ended 31st March, 2015

27. OTHER EXPENSES		(₹ in Lacs)	
	For the year ended 31st March, 2015	For the period ended 31st March, 2014	
Consumption of stores & spares	302.41		-
Power & Fuel	2631.63		-
Rent	865.40		-
Repairs to buildings	32.47		-
Repairs to machinery	543.31		-
Insurance	228.01		-
Rates and taxes	415.05		-
Travelling expenses	1239.83		-
Freight & delivery expenses	2369.58		-
Export Expenses	2423.84		-
Advertisement & Sales promotion	4818.09		-
Auditors' Remuneration	52.55		0.41
Secretarial Auditor's Remuneration	0.80		-
Expenditure on CSR Activities	42.00		-
Bank Charges	278.21		-
Provision for Doubtful Debts	35.70		-
Loss on Sale / Discard of Assets	17.03		-
Miscellaneous Expenditure written off	12.60		-
Other General Expenses	2887.27		0.39
Total	19195.78		0.80

27.1 CONSUMPTION OF STORES & SPARES

	For the year ended 31st March, 2015	For the period ended 31st March, 2014	
Imported	219.86		-
Indigenous	82.55		-
Total	302.41		-

27.2 AUDITORS' REMUNERATION

	For the year ended 31st March, 2015	For the period ended 31st March, 2014	
As Auditors	51.18		0.17
For other services	1.37		0.24
Total	52.55		0.41

27.3 CONTRIBUTION FOR CSR ACTIVITIES

(₹ in Lacs)			
(a) Gross Amount required to be spent by the Company during the year			-
(b) Amount spent during the year on :			
	In Cash	Yet to be paid in Cash	Total
(i) Construction/acquisition of any asset	-	-	-
(ii) On purposes other than (i) above	42.00	-	42.00

28. Balances under Trade receivables, Trade Payables, Loans and Advances payable or receivable are subject to confirmation to be received from some of the parties.

Consolidated Notes on Financial statements for the year ended 31st March, 2015

29. SEGMENT REPORTING (Under Accounting Standard AS - 17)

Segment information has been prepared in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company. As part of Secondary reporting, revenues are attributed to geographical areas based on the location of the customers. The following table present the revenue, profit, assets and liabilities information relating to the business / geographical segment for the year ended 31st March 2015.

Information about business segments - primary

(₹ in Lacs)

Reportable segment	Laminate & Allied products		Veneered & Allied products		Un allocated		Total	
	For the year ended	For the period ended	For the year ended	For the period ended	For the year ended	For the period ended	For the year ended	For the period ended
	31.03.2015	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.03.2014
REVENUE								
External Sales	81030.37	-	11192.90	-	-	-	92223.27	-
Inter-segment Sales	-	-	-	-	-	-	-	-
Gross Sales	81030.37	-	11192.90	-	-	-	92223.27	-
Less : Excise y	2467.66	-	1249.47	-	-	-	3717.13	-
Net Sales	78562.71	-	9943.43	-	-	-	88506.14	-
Other Operating Income	4055.60	-	-	-	-	-	4055.60	-
Revenue from Operation	82618.31	-	9943.43	-	-	-	92561.74	-
RESULT								
Segment Result	5931.02	-	1564.83	-	-	-	7495.85	-
Unallocated Corporate Expenses					1733.91	0.80	1733.91	0.80
Operating Profit							5761.94	(0.80)
Less : Interest Expense					3018.77	-	3018.77	-
Add : Interest Income					106.34	-	106.60	-
Profit before Tax							2849.77	(0.80)
Current Tax							24.16	-
Deferred Tax							891.12	-
Profit after Tax							1934.49	(0.80)
OTHER INFORMATION								
Segment Assets	63000.34	-	16715.69	-	3971.96	3.07	83687.99	3.07
Segment Liabilities	18460.60	-	2474.65	-	535.45	0.17	21470.70	0.17
Loan Fund					39270.39	-	39270.39	-
Deferred Tax Liabilities (Net)					1499.50	-	1499.50	-
Minority Interest					6.15	-	6.15	-
Shareholders' Funds					21441.25	2.90	21441.25	2.90
Total Liabilities							83687.99	3.07
Capital Expenditure	2856.65	-	6775.60	-	808.04	-	10440.29	-
Depreciation	2637.13	-	442.26	-	258.62	-	3338.01	-

Secondary Segment - Geographical by location of customers

(₹ in Lacs)

	Revenue		Carrying Amount of Segment Assets		Additions to Fixed Assets	
	For the year ended	For the period ended	For the year ended	For the period ended	For the year ended	For the period ended
	31.03.2015	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.03.2014
Within India	49402.11	-	71329.44	3.07	9805.44	-
Outside India	39104.03	-	12358.55	-	634.85	-
	88506.14	-	83687.99	3.07	10440.29	-

Notes:

a) Business Segments :

A description of the types of products and services provided by each reportable segment is as follows:

Laminate & Allied Products: The Segment is engaged in the business of manufacturing of Laminates, compact laminates and other allied products through its wholesale and retail network.



Consolidated Notes on Financial statements for the year ended 31st March, 2015

Notes (Contd.):

Veneered & Allied Products: The Segment is engaged in the business of manufacturing of Decorative veneers, Engineered Wood Flooring and other allied products through its wholesale and retail network.

b) Segment Assets and Liabilities :

All Segment Assets and liabilities are directly attributable to the segment. Segment assets include all operating assets used by the segment and consist principally of fixed assets, inventories, sundry debtors, advances and operating cash and bank balances. Segment assets and liabilities do not include share capital, reserves and surplus, borrowings, proposed dividend and income tax (both current and deferred).

c) Segment Revenue and Expenses :

Segment revenue and expenses are directly attributable to the segment. It does not include dividend income, profit on sale of investments, interest income, interest expense, other expenses which cannot be allocated on a reasonable basis and provision for income tax (both current and deferred).

30. RELATED PARTY DISCLOSURES AS PER ACCOUNTING STANDARD AS - 18

30.1 List of related parties and relationship:

a) Related parties with whom transactions have taken place during the year:

Key Management Personnel

- i) Mr. Saurabh Mittal, Managing Director & CEO w.e.f. 11.11.2014 (Director upto 10.11.2014)
- ii) Mrs. Parul Mittal, Whole-Time Director (w.e.f. 11.11.2014)
- iii) Mr. Vijay Kumar Chopra, Independent Director (w.e.f. 30.10.2014)
- iv) Mrs. Urvashi Saxena, Independent Director (w.e.f. 30.10.2014)
- v) Ms. Sonali Bhagwati Dalal, Independent Director (w.e.f. 30.10.2014)
- vi) Mr. Ashok Kumar Sharma, Chief Financial Officer (w.e.f. 17.11.2014)
- vii) Mr. Prakash Kumar Biswal, Company Secretary (w.e.f. 17.11.2014)

Enterprises Owned/Influenced by Key Management Personnel or their relatives

- i) Himalaya Granites Ltd.
- ii) Prime Properties Pvt Ltd.
- iii) Greenply Industries Ltd.

Relatives of Key Management Personnel

- i) Mrs. Parul Mittal (Wife of Mr. Saurabh Mittal)

30.2 TRANSACTIONS DURING THE YEAR:

(₹ in Lacs)

Particulars	Key Management Personnel		Enterprises Owned/Influenced by Key Management Personnel or their relatives		Relatives of Key Management Personnel	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Sale of Products						
Greenply Industries Ltd.	-	-	319.61	-	-	-
Total	-	-	319.61	-	-	-
Purchase of Products						
Greenply Industries Ltd.	-	-	178.30	-	-	-
Total	-	-	178.30	-	-	-
Rent Paid						
Himalaya Granites Ltd.	-	-	46.20	-	-	-
Prime Properties Pvt Ltd.	-	-	18.38	-	-	-
Greenply Industries Ltd.	-	-	0.22	-	-	-
Total	-	-	64.80	-	-	-
Payment towards Services received						
Greenply Industries Ltd.	-	-	314.00	-	-	-
Total	-	-	314.00	-	-	-
Interest paid on Loan received						
Greenply Industries Ltd.	-	-	0.17	-	-	-
Total	-	-	0.17	-	-	-
Remuneration Paid						
Shri Saurabh Mittal	189.99	-	-	-	-	-
Mrs. Parul Mittal	76.82	-	-	-	20.78	-
Mr. Vijay Kumar Chopra	10.51	-	-	-	-	-

Consolidated Notes on Financial statements for the year ended 31st March, 2015

32. RELATED PARTY DISCLOSURES AS PER ACCOUNTING STANDARD AS - 18 (Contd.)

30.2 TRANSACTIONS DURING THE YEAR (Contd.):

Particulars	Key Management Personnel		Enterprises Owned/Influenced by Key Management Personnel or their relatives		Relatives of Key Management Personnel	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Mrs. Urvashi Saxena	10.34	-	-	-	-	-
Ms. Sonali Bhagwati Dalal	10.17	-	-	-	-	-
Mr. Ashok Kumar Sharma	24.01	-	-	-	-	-
Mr. Prakash Kumar Biswal	8.11	-	-	-	-	-
Total	329.95	-	-	-	20.78	-
Loan received and paid back						
Greenply Industries Ltd.	-	-	25.00	-	-	-
Total	-	-	25.00	-	-	-
Amount outstanding as at Balance Sheet date						
Remuneration Payable						
Shri Saurabh Mittal	9.01	-	-	-	-	-
Mrs. Parul Mittal	4.50	-	-	-	-	-
Mr. Ashok Kumar Sharma	3.60	-	-	-	-	-
Mr. Prakash Kumar Biswal	1.47	-	-	-	-	-
Total	18.58	-	-	-	-	-

Notes

Related Party Relationship is as identified by the Company and relied upon by the Auditors.

31. SCHEME OF ARRANGEMENT

31.1 Pursuant to the Scheme of Arrangement ("the scheme") between Greenply Industries Ltd. (Greenply), the Company and their respective shareholders and creditors as approved by the High Court of Gauhati vide its order dated October 31, 2014, which became effective on November 17, 2014 on filing with the Registrar of Companies, all the assets and liabilities of the Decorative Division (i.e. business and interests in manufacture of laminates and decorative veneers) of Greenply have been transferred to and vested in the Company at their respective book values on a going concern basis with effect from the appointed date (i.e. April 1, 2013). Accordingly, the Scheme of Arrangement has been given effect to in these accounts.

31.2 Pursuant to the Scheme :

31.2.1 The whole of the assets and liabilities of the Demerged undertaking of Greenply became the assets and liabilities of the Company and were recorded at their book values as appearing in the books of the Demerged Company with effect from the appointed date (i.e. April 1, 2013). The details of assets and liabilities transferred from Greenply are as under:

(₹ in Lacs)

ASSETS:			
Non-current Assets			
Fixed Assets :			
Tangible Assets		18176.62	
Intangible Assets		408.49	
Capital Work-in-Progress		619.14	
		19204.25	
Non-current Investments		-	
Long Term Loans & Advances		1272.05	
Other Non-current Assets		407.77	
			20884.07
Current Assets			
Inventories		19043.73	
Trade Receivables		12940.34	



Consolidated Notes on Financial statements for the year ended 31st March, 2015

31. RELATED PARTY DISCLOSURES AS PER ACCOUNTING STANDARD AS - 18 (Contd.)

Cash & Bank Balances		312.41	
Short Term Loans & Advances		5913.90	
			38210.38
Total			59094.45
LIABILITIES :			
Non-current Liabilities :			
Long-Term Borrowings		4534.00	
Deferred Tax Liabilities (Net)		668.13	
Other Long Term Liabilities		65.73	
Long-Term Provisions		546.17	
			5814.03
Current Liabilities			
Short-Term Borrowings		20348.31	
Trade Payables		11617.72	
Other Current Liabilities		5054.99	
Short-Term Provisions		33.22	
			37054.24
Minority Interest			3.92
Total			42872.19

31.2.2 Pursuant to the scheme, the difference between the book value of the assets and liabilities transferred from Greenply has been credited to the shareholders' fund of the Company as under:

(₹ in Lacs)

Share Capital		1201.82	
Capital Reserve		15020.44	
		16222.25	

31.2.3 The company has issued and allotted 2,41,36,374 equity shares of ₹5 (Indian Rupees five only) to the shareholders of Greenply whose names appear in the register of members of Greenply as on the record date, 1 (one) equity share of ₹5 (Indian Rupees five only) each, credited as fully paid up for every 1 (one) equity share of ₹5 (Indian Rupees five only) each held by them in Greenply. Consequent to the allotment of new shares as per the scheme, 1,00,000 of ₹5 each allotted to Greenply has been cancelled and the Company has ceased to be subsidiary of Greenply.

31.2.4 The net profit for the period from the appointed date i.e. April 1, 2013 to March 31, 2014, ₹4035.35 lacs is adjusted in Surplus, i.e. balance in the Statement of Profit and Loss.

31.2.5 The transactions between the appointed date upto to the effective date as appearing in the books of accounts of Greenply have been deemed to have been made by the Company.

31.2.6 All costs, charges and expenses including stamp duties arising out of or incurred so far in carrying out and implementing this Scheme and matters incidental thereto, have been borne by Greenply and the company in the ratio of 2:1.

31.2.7 The immovable assets of the Company stands freed from all charges, mortgages and encumbrances relating to liabilities relating to Greenply. But, Greenply had created charges over its immovable assets (including those which now belong to the Company) under section 125 of the Companies Act, 1956 in respect of certain credit facilities taken from various banks for itself and for various undertakings of the Company. As the legal ownership of the immovable assets have not yet been transferred to the Company, Greenply continues to enjoy credit facilities by the subsisting charges, mortgages and encumbrances over such assets. Vice Versa, the Company enjoys credit facilities by the subsisting charges, mortgages and encumbrances over immovable assets belonging to Greenply. Till creation/modification/satisfaction of Charges, as the case may be, in favour of the various banks/secured creditors of the respective Companies in terms of the applicable provisions of

Consolidated Notes on Financial statements for the year ended 31st March, 2015

31. RELATED PARTY DISCLOSURES AS PER ACCOUNTING STANDARD AS - 18 (Contd.)

the Companies Act, 2013, the banks/secured creditors of the Company shall continue to hold their respective charge over the immovable assets of Greenply.

- 31.2.8** Although, pursuant to the scheme of arrangement, the immovable properties belonging to the demerged undertakings of Greenply vest in and/or deemed to be transferred to and vested in the Company, the mutation of title/assignment of leases thereof in the name of the Company are yet to be made and recorded by the appropriate authorities. Notwithstanding the same, the Company exercises all rights and privileges and pays ground rent, municipal taxes and fulfils all obligations, in relation to or applicable to such immovable properties.

32. FLUCTUATION IN LONG TERM FOREIGN CURRENCY MONETARY ITEMS

The Company has exercised the option available to it under Rule 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". Accordingly, it has adjusted a loss of ₹152.10 lacs (Previous year ₹Nil) during the period to the cost of its fixed assets on account of such difference arising during the current period and has provided for depreciation thereon over the balance useful life of the respective assets. Consequently, the charge to the Statement of Profit and Loss is effected to that extent.

33. DEPRECIATION

In accordance with the provisions of the Companies Act 2013, effective from 1st April, 2014, the Company has reassessed the remaining useful lives of its fixed assets prescribed by Schedule II to the Act or actual useful life of assets, whichever is lower. In case of any asset whose life has completed as above, the carrying value, net of residual value of ₹68.51 lacs, as at April 1, 2014 has been adjusted to the General Reserve and in other cases the carrying value has been depreciated over the remaining of the revised life of the assets and recognized in the Statement of Profit and Loss.

34.

The figures stated in the current year are not comparable with those of previous period for the reasons that (a) the figures for the previous period were since incorporation of the Company on August 12, 2013 to March 31, 2014; and (b) in the current year, effect has been given to Scheme of Arrangement as approved by the Gauhati High Court. The figures for the previous period are re-classified/ re-arranged / re -grouped, wherever necessary so as to be in conformity with the figures of the current period's classification/disclosure.

35. LEASE

The company has taken certain vehicles under non-cancelable operating lease arrangements. The future minimum lease payments in respect of such non-cancelable leases as at 31st March, 2015 are summarized below:

(₹ in Lacs)

	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Amount due within one year	59.69	-
Amount due between one year and five years	97.17	-
Amount due above five years	-	-
Total	156.86	-



Consolidated Notes on Financial statements for the year ended 31st March, 2015

36. NAME OF THE ENTITIES INCLUDED IN CONSOLIDATION			(₹ in Lacs)	
	Net Assets i.e. Total Assets minus Total Liabilities		Share in Profit or Loss	
	As % of consolidated Net Assets	₹ in Lacs	As % of consolidated Profit/Loss	₹ in Lacs
	Parent - Greenlam Industries Limited	103.30%	22705.84	137.58%
Subsidiary (Foreign)				
Greenlam Asia Pacific PTE Ltd	-2.46%	(539.85)	-49.81%	(963.55)
Greenlam America Inc.	-0.84%	(183.93)	12.25%	237.05
Greenlam VT Industries Pvt Ltd	0.00%	(0.79)	-0.03%	(0.52)
	100.00%	21981.27	100.00%	1934.49

37. EARNINGS PER SHARE		(₹ in Lacs)	
	For the year ended 31st March, 2015	For the period ended 31st March, 2014	
Calculation of weighted average number of equity shares of ₹5 each			
No of Shares at the beginning of the year	100000		-
Shares issued on 12.08.2013	-		100000
Shares issued on 29.11.2014	24036374		-
Total number of equity shares outstanding at the end of the year	24136374		100000
Equity shares outstanding for 232 days	-		100000
Equity shares outstanding for 365 days	100000		-
Equity shares outstanding for 123 days	24036374		-
Weighted average number of equity shares outstanding during the year	8199929		100000
Net Profit (after tax, available for equity shareholders)	1933.22		(0.80)
BASIC EARNINGS PER SHARE	23.58		(0.80)
Total no of Shares including pending allotment at the beginning of the year	100000		-
Shares issued on 12.08.2013	-		100000
No. of Equity Shares to be issued pursuant to Scheme of Arrangement excluding shares to be cancelled on allotment (Refer Note No. 31)	24036374		-
Total no. of equity shares including pending allotment outstanding at the end of the year	24136374		100000
Equity shares outstanding for 232 days	-		100000
Equity shares outstanding for 365 days	24136374		-
Weighted average number of equity shares outstanding during the year	24136374		100000
Net Profit (after tax, available for equity shareholders)	1933.22		(0.80)
DILUTED EARNINGS PER SHARE	8.01		(0.80)

Consolidated Notes on Financial statements for the year ended 31st March, 2015

38. DERIVATIVE INSTRUMENTS AND UNHEDGED FOREIGN CURRENCY EXPOSURE, WHICH ARE NOT INTENDED FOR TRADING OR SPECULATION PURPOSE

Forward Contract outstanding as at balance sheet date: (₹ in Lacs)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Purchase (Hedging of Buyers Credit)	2813.36	-
Purchase (Hedging of Trade Payables)	2761.46	-

Interest Rate Swap

Notional amount USD 55.25 Lacs ₹3452.99 Lacs (Previous year ₹Nil)	Hedge against exposure to variable interest outflow on loans. Swap to pay fixed interest @ 2.12 % p.a. (in USD) and receive a variable interest @ 3 month USD-LIBOR on outstanding notional amount.
--	---

Particulars of Unhedged Foreign Currency Exposures as at balance sheet date: (₹ in Lacs)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Foreign Currency Term Loans	10997.16	-
Buyers Credit	648.65	-
Trade Payables	3600.71	-
Advance to Vendors	1197.29	-
Trade Receivables	10780.53	-
Advance from Customers	25.27	-

39. INFORMATION REGARDING MICRO, SMALL AND MEDIUM ENTERPRISES

As at 31st March, 2015, no supplier has intimated the Company about its status as Micro or Small enterprises or its registration with the appropriate authority under Micro, Small and Medium Enterprises Act, 2006. So, no disclosure is made. The Company has compiled this information based on the current information in its possession.

As per our annexed report of even date.

For D. DHANDARIA & COMPANY

Chartered Accountants

ICAI Firm Reg. No. **306147E**

(Dindayal Dhandaria)

Partner

Membership No. **010928**

Place of Signature : New Delhi

Dated : 28th May, 2015

Saurabh Mittal

Managing Director & CEO

Shiv Prakash Mittal

Non-Executive Chairman

Prakash Kumar Biswal

Company Secretary

Ashok Kumar Sharma

Chief Financial Officer

Corporate Information

Board of Directors

Mr. Shiv Prakash Mittal, *Non-Executive Chairman*

Mr. Saurabh Mittal, *Managing Director & CEO*

Ms. Parul Mittal, *Director – Design & Marketing*

Mr. Vijay Kumar Chopra

Ms. Urvashi Saxena

Ms. Sonali Bhagwati Dalal

Audit Committee

Ms. Urvashi Saxena, *Chairperson*

Mr. Vijay Kumar Chopra

Mr. Saurabh Mittal

Ms. Sonali Bhagwati Dalal

Stakeholders' Relationship Committee

Mr. Shiv Prakash Mittal, *Chairman*

Mr. Saurabh Mittal

Mr. Vijay Kumar Chopra

Nomination & Remuneration Committee

Mr. Vijay Kumar Chopra, *Chairman*

Mr. Shiv Prakash Mittal

Ms. Urvashi Saxena

Corporate Social Responsibility Committee

Mr. Saurabh Mittal, *Chairman*

Mr. Shiv Prakash Mittal

Ms. Parul Mittal

Ms. Sonali Bhagwati Dalal

Demerger Committee

Mr. Shiv Prakash Mittal, *Chairman*

Mr. Saurabh Mittal

Ms. Parul Mittal

Operational & Finance Committee

Mr. Shiv Prakash Mittal

Mr. Saurabh Mittal

Ms. Parul Mittal

Chief Financial Officer

Mr. Ashok Kumar Sharma

Company Secretary

Mr. Prakash Kumar Biswal

Registered Office

Makum Road, Tinsukia,

Assam - 786 125

CIN: L21016AS2013PLC011624

Statutory Auditors

M/s. D. Dhandaria & Company

Thana Road, P.O. Tinsukia, Assam -786125

Bankers/financial institutions

IDBI Bank Limited

State Bank of India

ICICI Bank Limited

HDFC Bank Limited

CITI Bank

Standard Chartered Bank

Registrar & Share Transfer Agent

Link Intime India Private Limited

44, Community Centre, 2nd floor

Naraina Industrial Area, Phase-1

Near PVR Naraina, New Delhi-110028

Ph No: 011-41410592

Fax No: 011-4141059

Corporate Office

1501-05, Narain Manzil,

23, Barakhamba Road,

New Delhi - 110001, India.

Ph No: 011-42791399,

Fax No: 011-42791330

Email: investor.relations@greenlam.com

Website: www.greenlamindustries.com

Manufacturing facility

- Behror, Rajasthan
- Nalagarh, Himachal Pradesh



www.greenlamindustries.com