



# National Plywood Industries Limited

C. I. No. : L20211AS1973PLC001856

Head Office : 5, Fancy Lane, Kolkata-700 001, Phones : 033-2248 0116/17  
Fax : 033-2248 1246, Email : info.npil.ho@nationalplywood.net, Web : www.nationalplywood.net

Ref.NPI/BSE./2017-18

Sept 26, 2017

To  
The Secretary  
BSE Ltd  
Phirozee Jeejeebhoy Towers  
Dalal Street, 25<sup>th</sup> Floor  
Mumbai - 400 001

Scrip Code: BSE-516062

**Sub.: Annual Report for the financial year ended 31<sup>st</sup> March, 2017 in terms of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

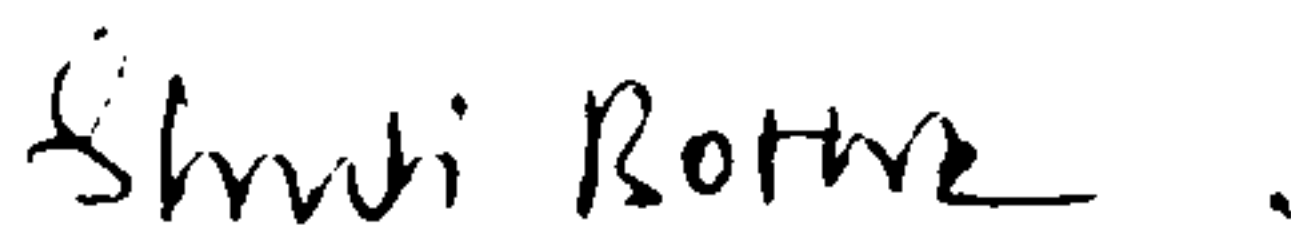
Dear Sir/Madam,

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith the Annual Report of the Company for the Financial Year ended 31<sup>st</sup> March, 2017 as approved by the Shareholders of the Company at the Annual General Meeting held on 23<sup>rd</sup> September, 2017.

This is for your information and record.

Thanking you,

Yours truly,  
For **National Plywood Industries Limited**

  
Shruti Bothra  
**Company Secretary & Compliance Officer**

**Encl.: As above**

Regd. Office & Factory : P.O. Makum Pathar-786187, Margherita, Dist. Tinsukia (Assam)

**BOARD OF DIRECTORS**

Piyush Periwal –Vice Chairman & Managing Director  
Nani Gopal Paul – Whole-time Director  
Vijay Kumar Periwal - Director  
Malvika Periwal - Director  
Vinod Kumar Sharma – Independent Director  
Abhijit Sarkar - Independent Director  
Brij Gopal Jaju - Independent Director  
Pradeep Bharat Shethia - Independent Director -

**AUDITORS**

Jhunjhunwala & Co.  
Chartered Accountants  
Kolkata

**COMPANY SECRETARY  
& COMPLIANCE OFFICER**

Shruti Bothra

**BANKERS**

ICICI BANK LTD.  
LAKSHMI VILAS BANK LTD.

**REGISTERED OFFICE  
& WORKS**

PLYWOOD DIVISION  
Makum Pathar, Margherita – 786 187  
Dist.: Tinsukia , Assam

LAMINATES DIVISION  
Thally Road, Kalukondapalli  
Dist.: Dharmapuri  
Hosur, TamilNadu

**HEAD OFFICE & SHARE DEPARTMENT**

5, Fancy Lane, 7<sup>th</sup> Floor  
Kolkata – 700 001  
Tel No. (033) 2248 0116/17  
e-mail: info.npil.ho@nationalplywood .net  
website : [www.nationalplywood.net](http://www.nationalplywood.net)

**REGISTRAR  
& SHARE TRANSFER AGENT**

MAHESHWARI DATAMATICS PVT. LTD.  
23, R.N. Mukherjee Road, 5<sup>th</sup> Floor,  
Kolkata – 700 001  
Phone nos.: (033) 2248-2248, 2243-5029/5809  
Fax : (033) 2248-4787  
Email : mdpldc@yahoo.com

## NATIONAL PLYWOOD INDUSTRIES LIMITED

### DIRECTORS' REPORT

#### TO THE MEMBERS

Your Directors have pleasure in presenting the 42<sup>nd</sup> Annual Report and the Audited Accounts for the financial year ending on **31st March 2017**.

#### FINANCIAL RESULTS

(Rs. in Lakhs)

PARTICULARS	As on 31.03.2017	As on 31.03.2016
Revenue from operations	4378.29	5277.16
Other Income	492.57	176.99
Profit /(Loss) before Interest and Depreciation	87.22	246.04
Profit /(Loss) before Tax	23.06	196.02
Provision for Tax		
Profit /(Loss) after Tax	23.06	196.02
Proposed Dividend on Equity Shares		
Balance Brought-forward from Balance –Sheet	(6032.23)	(6228.25)
Balance carried forward to Balance-Sheet	(6009.16)	(6032.23)

#### STATE OF COMPANY'S AFFAIRS

During the year under review, the Company has achieved a gross turnover of Rs. 4378.29 Lakhs as against Rs. 5277.16 Lakhs marking a decrease in the turnover by 17.03 % from the preceding year. The decline in turnover during the year was after the slowdown in the construction and building industries post demonetization by Central Government in year 2016. Since the economy is slowly picking up again the Company is taking necessary steps to further increase the turnover and margins during the current Financial year. The Margherita Unit of the Company has contributed substantially to the increase in the turnover of the Company.

The Company has received all the No Dues Certificate from the Banks and the Title deeds of the Company's units at Hosur and Margherita have been also released on 10<sup>th</sup> May, 2017. Consequently there is no secured debt outstanding on the Company as on date. As a result the Company is making efforts to arrange working capital to utilize the spare capacity and production resources optimally as there is a potential demand for the Company's products due to its quality and brand name.

The BIFR and SICA has been repealed from 1<sup>st</sup> December, 2016. Your Company is also entering into an exclusive marketing arrangement for the sale of its Laminates all over the country. Barring unforeseen circumstances, it is assumed that the Company will do better in the coming year.

#### INDUSTRIAL RELATIONS

Industrial relations remained cordial and harmonious during financial year ended 31<sup>st</sup> March, 2017.

#### CHANGES IN THE NATURE OF BUSINESS, IF ANY

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

#### DIVIDEND

Due to nominal profit available for appropriation, your Directors are unable to recommend any dividend for the year under review.

#### **AMOUNT TRANSFERRED TO INVESTOR EDUCATION & PROTECTION FUND**

The provisions of Section 125 of the Companies Act, 2013 is not applicable for the Company as there was no dividend declared and paid in the last financial year.

#### **FIXED DEPOSITS**

The Company has not accepted any deposits from public during the year and as such, there is no outstanding deposit in terms of Companies (Acceptance of Deposits) Rules, 2014.

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

During the year under review, your Company has not made any loan, or given any guarantee or provided any security and/or made investments and thus the compliance of Section 186 of the Companies Act, 2013 is not applicable.

#### **SUBSIDIARIES, JOINT VENTURES & ASSOCIATE COMPANIES**

Your Company has no Subsidiaries, Joint Ventures & Associate Companies.

#### **DEPOSITORY SYSTEM**

The Company's shares are available for dematerialization with National Securities Depository Ltd.(NSDL) and Central Depository Services (I) Ltd.(CDSL). 70.60% of the total shareholding of the Company was held in dematerialized form as on 31<sup>st</sup> March, 2017.

#### **DIRECTORS**

Ms. Malvika Periwal, DIN: 02927105 retires by rotation at the ensuing Annual General Meeting and being eligible offer herself for reappointment.

Sri Pradeep Bharat Shethia, DIN: 06369292 was appointed as Independent Director of the Company with effect from 31.01.2017 as per Companies Act, 2013 by the Board. Necessary resolution regarding his appointment has been incorporated in the Notice convening the 42<sup>nd</sup> Annual General Meeting.

The Company has re-appointed Sri Piyush Periwal, DIN: 00698796 as Chairman & Managing Director at a revised remuneration with effect from 01.08.2017 as per the recommendation of Nomination and Remuneration Committee for a further period of 5 years. Necessary resolution regarding his appointment has been incorporated in the Notice convening the 42<sup>nd</sup> Annual General Meeting.

The profile of the Director to be re-appointed has been given in the notice of the 42<sup>nd</sup> Annual General Meeting (AGM). The Board recommends for passing of the above Resolution seeking your approval on this item along with the terms and conditions as included in the Notice convening the Annual General Meeting.



## **BOARD MEETINGS**

During the year under review, five Board Meetings were convened and held. The Details of which are given in the Corporate Governance Report. The provisions of the Companies Act, 2013 and SEBI Regulations were adhered to while considering the time gap between two meetings.

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management Discussion and Analysis Report as required under the Listing Regulations forms part of this report and annexed to this Report as "Annexure-1".

## **PARTICULARS OF EMPLOYEES & KMP**

During the Financial Year 2016-17, the following were the Key Managerial Personnel of the Company as per the provisions of the Companies Act, 2013:

- i) Piyush Periwal – Vice-Chairman & Managing Director
- ii) Nani Gopal Paul – Whole-time Director
- iii) Shruti Bothra – Company Secretary

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed to this Report as Annexure-2.

The Board has appointed Sri Nani Gopal Paul as Whole –time Director (w.e.f. 30.05.2016) of the Company during the financial year ended 31<sup>st</sup> March, 2017. However, the Board is looking for suitable candidates for appointment of Chief Executive Officer and Chief Financial Officer as the key managerial personnel of the Company.

## **EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in Form MGT-9 are provided in Annexure 3 of the report.

## **REMUNERATION POLICY**

The Company has formulated a policy on director's selection and appointment, payment of remuneration, directors qualifications, positive attributes, independence of directors, selection and appraisal of performance of Key Managerial Personnel and Senior Management and their remuneration and other related matters as applicable under Section 178(3) of the Companies Act, 2013. The Company's Criteria for payment of remuneration to the Non Executive directors and Familiarization Programme undertaken for Independent Directors are available on the Company's website [www.sardaplywood.in](http://www.sardaplywood.in) and the Remuneration Policy is separately attached herewith as "Annexure-4".

## **CORPORATE GOVERNANCE**

The Company has in place the SEBI guidelines pertaining to Corporate Governance.

The Corporate Governance Report giving the details as required under SEBI Regulations is given separately enclosed as a part of this Annual Report herewith as "Annexure-5".

The Corporate Governance Certificate for the year ended 31<sup>st</sup> March, 2017 duly certified by M/s Jhunjhunwala & Co, Chartered Accountants, the Statutory Auditors of the Company, confirming the compliance of the conditions of Corporate Governance is attached herewith as "Annexure-6".

Shri Piyush Periwal, the Vice-Chairman & Managing Director has given his certificate under SEBI Regulations regarding compliance with the Code of Conduct of the Company for the year ended 31<sup>st</sup> March, 2017, which is attached herewith as "Annexure-7".

Certificate pursuant to Regulation 17(8) of the SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015, is attached herewith as "Annexure-8".

#### **DECLARATION BY INDEPENDENT DIRECTORS**

Your Company had received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under provisions of the Listing Regulations.

Independent Directors are familiarized with their roles, rights and responsibilities as well as with the nature of industry and business model through induction program at the time of their appointment as Directors and through presentations on economy & industry overview, key regulatory developments, strategy and performance which are made to the Directors from time to time. The terms & conditions of appointment of Independent Directors can be accessed at [www.nationalplywood.net](http://www.nationalplywood.net).

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

On the basis of Compliance certificates received from the executives of the Company & subject to the disclosures in the annual accounts & also on the basis of the discussions with the Statutory Auditors of the Company from time to time your Directors make the following statements, pursuant to Section 134(3)(c) of the Companies Act, 2013 with respect to Director's Responsibility Statement:

- a) that in the preparation of the annual accounts for the year ended 31<sup>st</sup> March, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) that such accounting policies have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2017 and of the profit/loss of the Company for the year ended on that date;
- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the annual financial statements have been prepared on a going concern basis;
- e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- f) that proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

#### **BOARD EVALUATION**

In compliance with the Companies Act, 2013 and Regulation 17 of Listing Regulations, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Board functioning such as



composition of the Board & Committees, experience & competencies, performance of specific duties & obligations, contribution at the meetings and otherwise, independent judgment, governance issues etc.

The evaluation criteria of the Company can be accessed at [www.nationalplywood.net](http://www.nationalplywood.net).

#### **NOMINATION AND REMUNERATION POLICY**

The Board, on the recommendation of the Nomination & Remuneration Committee, has framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The remuneration paid to the Directors and the Senior Management is as per the Managerial Remuneration Policy of the Company. Brief details of the Managerial Remuneration Policy are provided in the Corporate Governance Report.

The Nomination & Remuneration Policy of the Company can be accessed at [www.nationalplywood.net](http://www.nationalplywood.net).

#### **INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has adequate internal control systems and procedures designed to effectively control the operations at its various functions. The internal control systems are designed to ensure that the financial and other records are reliable for the preparation of financial statements and for maintaining assets.

Based on the deliberations with Statutory Auditors to ascertain their views on the financial statements including the Financial Reporting System and Compliance to Accounting Policies & Procedures, the Audit Committee was satisfied with the adequacy and effectiveness of the Internal Control and Systems followed by the Company.

#### **RISK MANAGEMENT**

The Company has laid down a well defined Risk Management Policy to identify the risks associated with the business of the Company on a periodical basis and review the minimization programs to mitigate them. More details are given in the Management Discussions and Analysis report in the Annual Report.

The Risk Management Policy of the Company can be accessed at [www.nationalplywood.net](http://www.nationalplywood.net).

#### **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

In terms of Section 135 and Schedule – VII of the Companies Act, 2013, the Corporate Social Responsibility (CSR) is not applicable to the Company.

#### **LISTING**

The Company has entered into new Listing Agreement with BSE Ltd. in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Annual Listing Fees for the Financial Year 2017-18 to the Bombay Stock Exchange Ltd has been paid. Efforts are being made for early revocation of suspension for which compliances have been done as per the requirement of Bombay Stock Exchange Ltd.

#### **OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL ) ACT, 2013**

As per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

The Company has adopted a policy for prevention of Sexual Harassment of Women at Workplace .During the financial year ended 31<sup>st</sup> March, 2017, the Company had not received any complaint of harassment.

The Prevention of Sexual Harassment Policy of the Company can be accessed at [www.nationalplywood.net](http://www.nationalplywood.net).

## **SHARE CAPITAL**

The paid up Equity Share Capital as on 31<sup>st</sup> March 2017 was Rs. 5.85 Crores. During the year under review, the Company has neither issued any shares or any convertible instruments, nor has bought back any of its securities.

## **RELATED PARTY TRANSACTIONS**

All the related party transactions of the Company are reviewed by the Audit Committee and presented to the Board on a quarterly basis. These transactions were at arm's length basis and in the ordinary course of business and are in compliance with the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 and Listing Regulations. There were no materially significant related party transactions entered into by the Company. Hence Form AOC-2 under these rules is not applicable to the Company. Moreover the disclosures relating to related parties are explained in Note 25 in the Notes to Accounts attached to the Balance Sheet.

## **VIGIL MECHANISM/WHISTLE BLOWER POLICY**

The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behavior. No person has been denied access to the Chairman of the Audit Committee. During the Financial year ended 31<sup>st</sup> March, 2017 under review, there were no cases pertaining to whistle blower policy.

The said policy of the Company can be accessed at [www.nationalplywood.net](http://www.nationalplywood.net).

## **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY**

There are no significant and material orders passed by the Regulators or Courts or Tribunals, which would impact the going concern status and the Company's future operations.

## **AUDITORS**

### **STATUTORY AUDITORS**

In terms of the provisions of Section 139 of the Companies Act, 2013 M/s. Jhunhunwala & Co., Chartered Accountants, Kolkata (Firm Registration No. 302169E), were re-appointed as Statutory Auditors of the Company to hold office for a period of four years effective from the conclusion of Annual General Meeting of the Company held on 29<sup>th</sup> September, 2015 subject to ratification by the members at every Annual General Meeting. They have confirmed their eligibility to the effect

that their re-appointment, if made, would be within the prescribed limits under the Act and that they are not disqualified for re-appointment.



The notes on financial statement referred to in the Auditors' Report are self-explanatory and hence do not require any further comments. There is no audit qualification for the year under review.

#### **SECRETARIAL AUDITORS**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has re-appointed M/S. Maheshwari R & Associates, (Membership No. 5126) Company Secretaries in Practice, to undertake the secretarial audit of the Company. Secretarial Audit Report for the year 2017-18 given by M/S. Maheshwari R & Associates in the prescribed Form MR-3 is annexed to this Report as "Annexure-9".

#### **MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year to which the financial statements relate and the date of the Report.

#### **ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information pertaining to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in "Annexure-10" attached herewith.

#### **ACKNOWLEDGEMENT**

Your Directors take this opportunity to place on record their sincere appreciation for the support and co-operation received from the financial institutions, banks, dealers, suppliers, customers, shareholders, various government authorities and other business associates of the Company. Your Directors also place on record their appreciation for the dedication and commitment of all employees in achieving and sustaining excellence in all areas of the business.

For and on behalf of the Board of Director  
**NATIONAL PLYWOOD INDUSTRIES LIMITED**



**P. PERIWAL**  
Vice-Chairman & Managing Director  
DIN: 00698796

Place: Kolkata  
Date : 30<sup>th</sup> May, 2017

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **OVERVIEW**

National Plywood Industries Limited is a pioneer in the Indian Plywood Industry and one of the first few manufacturers to venture into producing a wide range of high quality plywood products. Its plywood products are sold under the NATIONAL brand and has a strong predominance in the market because of its quality, steady marketing policies and constant upgradation through research and development.

### **OUTLOOK**

The Economic slowdown had a significant bearing on the functioning and profitability for manufacturing and trading businesses in the medium term. But it has been estimated that in the long run there are vast opportunities for such entities. Hence, the Company is expecting to improve its performance and profitability in years to come.

### **HUMAN RESOURCE MANAGEMENT AND INDUSTRIAL RELATIONS**

The well disciplined workforce which has served the Company lies at the very foundation of the Company's major achievements and shall well continue for the years to come. The Company recognises the importance of Human Resource as a key asset instrumental in its growth. The Company continues to give priority to its human assets. The Company is continuously working to create and nurture an atmosphere which is highly motivated and result oriented. Decisions on recruitment, career development, training, promotion, rewards, and other employment related issues are made solely on the ground of individual ability, achievement, expertise and conduct and these principles are operated on a non-discriminatory basis.

### **INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The Audit Committee of the Company also periodically reviews internal controls and takes remedial measures whenever necessary.

### **OPPORTUNITIES & THREATS**

#### **Opportunities:**

Some of the key opportunities based on the recent scenario of the economy are as follows:

- Government initiatives towards building Smart cities across India.
- Government initiative for reviving the Infrastructure & Housing Industry by way of increasing the government funding in infrastructure products.
- Increase in demand for premium housing and commercial space.
- Increasing urbanization
- Tax benefits on housing loans

Your Company is well positioned to take advantage of the opportunities in the market in the upcoming years.

#### **Threats**

- Increase in cost of raw material and related items globally
- Increase in labour costs
- Stringent regulatory norms on protection of environment

#### **BUSINESS RISK MANAGEMENT**

The Company is exposed to competition from unorganized sectors, fluctuating interest rates, unpredictable economy, volatile business environment, credit risk, labour factors as the various identifiable risks along with uncontrollable external factors. The Company manages these risks by maintaining a conservative financial profile, and by following prudent business and risk management practices.

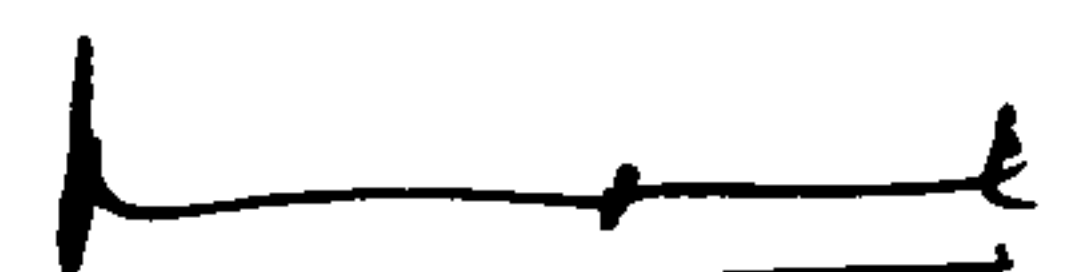
#### **FINANCIAL PERFORMANCE**

The Financial Performance of the Company for the year under review is discussed in detail in the Directors Report, for and on behalf of board of directors.

#### **CAUTIONARY STATEMENT**

Certain statements in this Management Discussion and Analysis, describing the Company's objectives, outlook and expectations, may constitute "forward-looking statements" within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed or implied. Several factors make a significant difference to the Company's operations, including climatic conditions, economic scenario affecting demand and supply, Government regulations, taxation, natural calamity and such other factors over which the Company does not have any direct control.

By Order of the Board



**(P.PERIWAL)**

Place : Kolkata

Vice-Chairman & Managing Director

Date: 30th May, 2017.

DIN: 00698796



**Particulars of Remuneration****PARTICULAR OF EMPLOYEES PERTAINING TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014****Requirement of Rule 5(1)**

<b>Requirement of Rule 5(1)</b>	<b>Details</b>
(i) The ratio of each Director to the median remuneration of the employees of the Company for the financial year.	<p><b>Independent Directors</b>  Sri Vinod Kr Sharma : Nil  Sri Abhijit Sarkar : Nil  Sri Brij Gopal Jaju : Nil  Sri Pradeep Bharat Shethia : Nil</p> <p><b>Non-Executive Directors</b>  Sri Vijay Kumar Periwal : Nil  Ms. Malvika Periwal : Nil</p> <p><b>Executive Directors</b>  Sri Piyush Periwal : 3:1  Sri Nani Gopal Paul : 1.04:1</p>
(ii) The percentage increase in remuneration remuneration of each Director, Company Secretary or Manager, if any, in the financial year.	<p><b>Independent Directors</b>  Sri Vinod Kr Sharma : Nil  Sri Abhijit Sarkar : Nil  Sri Brij Gopal Jaju : Nil  Sri Pradeep Bharat Shethia : Nil</p> <p><b>Non-Executive Directors</b>  Sri Vijay Kumar Periwal : Nil  Ms. Malvika Periwal : Nil</p> <p><b>Executive Directors</b>  Sri Piyush Periwal : Nil  Sri Nani Gopal Paul : Nil</p>
(iii) Affirmation that the remuneration is as per remuneration policy of the Company	Remuneration paid during the year ended 31 <sup>st</sup> March, 2017 is as per the Remuneration Policy of the Company.
(iv) The key parameters for the variable component of remuneration	No variable Components
(v) Explanation on the relationship between average increase in remuneration and Company Performance	Not Relatable

Note: 1) Sitting Fees paid to the Independent Directors is not considered as remuneration paid to the Independent Directors.

2) The increase in the remuneration of Company Secretary is below the increase in median employee's remuneration and sales growth of the Company.



(2) Foreign									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub Total (A) (2)</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>TOTAL (A)</b>	<b>25,05,820</b>	<b>3,05,470</b>	<b>28,11,290</b>	<b>48.03%</b>	<b>23,71,920</b>	<b>3,05,470</b>	<b>28,11,290</b>	<b>48.03%</b>	<b>0.00%</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	2,07,260	-	2,07,260	3.54%	2,07,260	-	2,07,260	3.54%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub-total (B)(1):-</b>	<b>2,07,260</b>	<b>-</b>	<b>2,07,260</b>	<b>3.54%</b>	<b>2,07,260</b>	<b>-</b>	<b>2,07,260</b>	<b>3.54%</b>	<b>0.00%</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.								0.00%	0.00%
i) Indian								0.00%	0.00%
ii) Overseas								0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	5,50,766	11,11,830	16,62,596	28.40%	5,50,766	11,11,830	16,62,596	28.40%	0.00%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	3,06,000	1,40,050	4,46,050	7.62%	3,06,000	1,40,050	4,46,050	7.62%	0.00%
c) Others (specify)	7,09,504	17,050	7,26,554	12.41%	7,09,504	17,050	7,26,554	12.41%	
Non Resident Indians	-	-	-	0.00%	-	-	-	0.00%	0.00%
Overseas Corporate Bodies	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Nationals	-	-	-	0.00%	-	-	-	0.00%	0.00%
Clearing Members	-	-	-	0.00%	-	-	-	0.00%	0.00%
Trusts	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Bodies - D R	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub-total (B)(2):-</b>	<b>15,66,270</b>	<b>12,68,930</b>	<b>28,35,200</b>	<b>48.43%</b>	<b>15,66,270</b>	<b>12,68,930</b>	<b>28,35,200</b>	<b>48.43%</b>	<b>0.00%</b>
<b>Total Public (B)</b>	<b>17,73,530</b>	<b>12,68,930</b>	<b>30,42,460</b>	<b>51.97%</b>	<b>17,73,530</b>	<b>12,68,930</b>	<b>30,42,460</b>	<b>51.97%</b>	<b>0.00%</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>				0.00%				0.00%	0.00%
<b>Grand Total (A+B+C)</b>	<b>42,79,350</b>	<b>15,74,400</b>	<b>58,53,750</b>	<b>100.00%</b>	<b>42,79,350</b>	<b>15,74,400</b>	<b>58,53,750</b>	<b>100.00%</b>	<b>0.00%</b>

**(ii) Shareholding of Promoter  
(Equity Share Capital)**

SN	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	Smt. Chandra Kanta Periwal	5,64,650	9.65%	-	5,80,390	9.91%	-	2.79%
2	Smt. Madhulika Periwal	3,66,540	6.26%	-	3,66,540	6.26%	-	0.00%
3	Sri Piyush Periwal	3,22,575	5.51%	-	2,70,525	4.62%	-	-16.14%
6	Miss Malvika Periwal	17,250	0.29%	-	17,250	0.29%	-	0.00%
7	Smt. Sheela Periwal	2,73,250	4.67%	-	2,73,250	4.67%	-	0.00%
9	Sri Abhyuday Periwal	1,93,850	3.31%	-	1,93,850	3.31%	-	0.00%
11	Shri Ajay Kumar Periwal	1,78,350	3.05%	-	1,78,350	3.05%	-	0.00%
12	Chandrakanta Periwal A/c HL	1,12,950	1.93%	-	1,12,950	1.93%	-	0.00%



13	Chandrakanta Periwal a/c LAPA	15740	0.00		15740	0.00		0
13	Snehlata Periwal	96,000	1.64%		96,000	1.64%		0.00%
12	Smt. Neelam Periwal	1,46,750	2.51%	-	1,46,750	2.51%	-	0.00%
13	Shri Anant Periwal	5,000	0.09%	-	5,000	0.09%	-	0.00%
14	Sri Vijay Kumar Periwal	1,86,425	3.18%	-	1,78,925	3.06%	-	-4.02%
15	Vijay Kumar Periwal HUF	64,500	1.10%	-	72,000	1.23%	-	11.63%
17	Sri Mayank Periwal	16,000	0.27%	-	16,000	0.27%	-	0.00%
18	Gajanand Periwal	39,750	0.68%		39,750	0.68%		0.00%
19	Piyush Kumar Periwal HUF	1000	0.000170831	-	1000	0.00017083	-	0.00%
20	Reliable Wood Industries Ltd.	39,620	0.68%	-	39,620	0.68%	-	0.00%
21	Platinum Plywood Pvt. Ltd.	30,530	0.52%	-	30,530	0.52%	-	0.00%
22	Narottam Investments & Trading Co. Ltd.	1,15,360	1.97%		1,15,360	1.97%		0.00%
24	National Couriers Pvt Ltd.	12,500	0.21%	-	12,500	0.21%	-	0.00%

#REF!

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

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year			No change during the year			
	Changes during the year			No change during the year			
	At the end of the year			No change during the year			

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

(Equity shares)

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Foreat India Limited						
	At the beginning of the year			20,000	0.34%	20,000	0.34%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			20,000	0.34%	20,000	0.34%
2	Gradation Enterprises Ltd.						
	At the beginning of the year			7,600	0.13%	7,600	0.13%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			7,600	0.13%	7,600	0.13%
3	ICICI Bank Ltd.						
	At the beginning of the year			2,07,260	3.54%	2,07,260	3.54%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			2,07,260	3.54%	2,07,260	3.54%
4	Mahendra Girdharilal						
	At the beginning of the year			3,06,000	5.23%	3,06,000	5.23%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			3,06,000	5.23%	3,06,000	5.23%

5	Kanoi Leasfin Ltd						
	At the beginning of the year			15,000	0.26%	15,000	0.26%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			15,000	0.26%	15,000	0.26%
6	RDB Entertainments Pvt Ltd						
	At the beginning of the year			7,500	0.13%	7,500	0.13%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			7,500	0.13%	7,500	0.13%
7	Amrex Marketing Pvt Ltd						
	At the beginning of the year			5,98,740	10.23%	5,98,740	10.23%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			5,98,740	10.23%	5,98,740	10.23%
8	Sheth International Pvt Ltd						
	At the beginning of the year			21,400	0.37%	21,400	0.37%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			21,400	0.37%	21,400	0.37%

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	<b>Sri Piyush Periwal</b>						
	At the beginning of the year			2,70,525	4.62%	2,70,525	4.62%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			2,70,525	4.62%	2,70,525	4.62%
2	<b>Sri Nani Gopal Paul</b>						
	At the beginning of the year			200	0.00%	200	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			200	0.00%	200	0.00%
3	<b>Sri Vinod Kumar Sharma</b>						
	At the beginning of the year			200	0.00%	200	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			200	0.00%	200	0.00%
4	<b>Malvika Periwal</b>						
	At the beginning of the year			17,250	0.29%	17,250	0.29%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			17,250	0.29%	17,250	0.29%
5	<b>Abhijit Sarkar</b>						
	At the beginning of the year			200	0.00%	200	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			200	0.00%	200	0.00%



<b>6</b>	<b>Vijay Kumar Periwai</b>						
	At the beginning of the year			1,86,425	3.18%	1,86,425	3.18%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			1,86,425	3.18%	1,86,425	3.18%
<b>7</b>	<b>Brij Gopal Jaju</b>						
	At the beginning of the year			200	0.00%	200	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			200	0.00%	200	0.00%
<b>8</b>	<b>Pradeep Bharat Shethia</b>						
	At the beginning of the year			200	0.00%	200	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			200	0.00%	200	0.00%

#### V. INDEBTEDNESS

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

(Amt. Rs./Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year - NIL</b>				
i) Principal Amount	58,80,484.00	-	-	58,80,484.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>58,80,484.00</b>	<b>-</b>	<b>-</b>	<b>58,80,484.00</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition		-	-	-
* Reduction	3,66,574.00	-	-	3,66,574.00
<b>Net Change</b>	<b>3,66,574.00</b>	<b>-</b>	<b>-</b>	<b>3,66,574.00</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	55,13,910.00	-	-	55,13,910.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>55,13,910.00</b>	<b>-</b>	<b>-</b>	<b>55,13,910.00</b>

#### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount (Rs/Lac)
		Name	Designation	
		PIYUSH PERIWAL	Managing Director	
1	Gross salary	-	-	9.00Lacs
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			-
	- as % of profit	-	-	-
	- others, specify	-	-	-



3	Others, please specify				-	-	-
	Total (A)				-	-	9.00Lacs
	Ceiling as per the Act						
<b>B. Remuneration to Executive Directors</b>							
SN.	Particulars of Remuneration				Name of MD/WTD/ Manager		Total Amount (Rs/Lac)
	Name				NANI GOPAL PAUL		
	Designation				Whole-time Director		
1	Gross salary				-	-	3.12 Lacs
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961				-	-	-
2	Stock Option				-	-	-
3	Sweat Equity				-	-	-
4	Commission						-
	- as % of profit				-	-	-
	- others, specify				-	-	-
3	Others, please specify				-	-	-
	Total (A)				-	-	3.12 Lacs
	Ceiling as per the Act						
<b>C. Remuneration to other Directors - NONE</b>							
<b>D. Remuneration to Key Managerial Personnel other than MD/Manager/WTD - NONE</b>							
<b>VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:</b>							
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed		Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)	
<b>A. COMPANY</b>							
Penalty	NA	NIL	NIL		NIL	NIL	
Punishment	NA	NIL	NIL		NIL	NIL	
Compounding	NA	NIL	NIL		NIL	NIL	
<b>B. DIRECTORS</b>							
Penalty	NA	NIL	NIL		NIL	NIL	
Punishment	NA	NIL	NIL		NIL	NIL	
Compounding	NA	NIL	NIL		NIL	NIL	
<b>C. OTHER OFFICERS IN DEFAULT</b>							
Penalty	NA	NIL	NIL		NIL	NIL	
Punishment	NA	NIL	NIL		NIL	NIL	
Compounding	NA	NIL	NIL		NIL	NIL	

## Remuneration Policy

### a) Remuneration Policy for Non Executive Directors/ Independent Directors

Levels of remuneration to directors are determined such that they attract, retain and motivate directors of the quality and ability required to run the Company successfully. With changes in the corporate governance norms, the role of the Non- Executive Directors (NEDs) and the degree and quality of their engagement with the Board and the Company has undergone significant changes over a period of time.

Under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "SEBI Regulations"), every company to publish its criteria of making payments to NEDs in its Annual Report. Alternatively, this may be put up on the Company's website and reference may be drawn thereto in its Annual Report. Section 197 of the Companies Act, 2013 and the SEBI Regulations require the prior approval of the shareholders of a Company for making payment to its NEDs.

Further, in order to be consistent with globally accepted governance practices, the company has ushered in flexibility in respect of payment of remuneration to NEDs. It has linked the remuneration paid to NEDs to their attendance at the meetings of the Board or Committees thereof, their contributions at the meetings or otherwise, and on their position in various Committees of the Board, whether as the Chairman or Member.

All board level compensation (including to the NEDs) is approved by the shareholders and disclosed separately in the financial statements. Appropriate disclosures are also made in the Annual Report of the Company. The board approves the commission paid to the directors.

In addition, the company also pays a sitting fee on a per meeting basis to the NEDs for attending the meetings of the board and other committees.

### b) Remuneration Policy for Executive Directors

The remuneration policy for the Executive Directors has been formulated, considering the following key principles including but not limited to the basic principle to have long term relationship with the Company:

#### Key Principles:

- a. **Linked to strategy:** A substantial portion of the Executive Director's remuneration is linked to success in developing and implementing the Company's strategy.
- b. **Performance related:** A part of the total remuneration varies with performance, aligning with the shareholder's interest.
- c. **Long term:** The structure of remuneration is designed to reflect the long term nature of the Company and significance of the protection of interest of the shareholders.
- d. **Fair treatment:** Total overall remuneration takes account of both the external market and Company's condition to achieve a balanced "fair outcome".

#### Elements of the Remuneration structure of Executive Directors:

The remuneration to key managerial personnel shall include:

- Fixed Salary
- Perquisites and Allowances
- Other benefits in accordance with the market practice and industry analysis.

Annual remuneration reviews shall be based on individual performance, Company performance,

market environment and future plans.

The remuneration to any one Managing Director or Whole Time Director or Manager shall not exceed five percent of the net profits of the Company and if there is more than one such director total remuneration shall not exceed ten percent of the net profits of the Company to all such directors and Manager together. The total remuneration to its directors, including Managing Director and Whole-time Director, and its Manager in respect of any financial year shall not exceed eleven percent of the net profits of that financial year.

In case of no profits, or inadequate profits, the Company shall pay remuneration to its Managing or Whole-time Director or

Manager in accordance with the provisions of Schedule V of the Companies Act 2013.

#### **c) Remuneration Policy for Key Managerial Personnel (KMP)**

The remuneration to Key Managerial Personnel's of the Company i.e. Managing Director/Chief Executive Officer/ Whole Time Director, Company Secretary and Chief Financial Officer as defined under Companies Act, 2013 read with related rules issued thereon, will be fixed after taking into account educational and professional qualification, experience & expertise of the personnel and the competitive market practices.

##### **Key Principles:**

- Remuneration should be sufficient to attract, retain and motivate best non-executive talent suits to the requirement of the Company.
- Remuneration practice should be consistent with the recognized best standard practices for Key Managerial Personnel's.

##### **Elements of the Remuneration structure of KMP's:**

The remuneration to key managerial personnel shall include:

- Fixed salary
- Perquisites and Allowances
- Other benefits in accordance with the market practice

Annual remuneration reviews shall be based on individual performance, Company performance, market environment and future plans.

#### **d) Remuneration Policy for Senior Management Personnel and other Executives:**

The remuneration to Senior Management personnel shall be fixed considering internal, external and individual equity; and also procedural equity.

Remuneration to Senior Management Personnel shall include –

- Fixed Salary
- Perquisites and Allowances
- And other benefits in accordance with the market practice

Annual remuneration reviews shall be based on individual performance, Company performance, market environment and future plans.

---



**REPORT ON CORPORATE GOVERNANCE****1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Good Governance is an integral part of the Company's business practices based on the philosophy of Trusteeship, i.e. **transparency**, **adequate disclosure**, **fairness to all** and **Independent monitoring and supervision**. The strong internal control system and procedures, risk assessment and mitigation procedures and code of conduct for observance by the Company's directors and employees are conducive in achieving good Corporate Governance practices in the Company. The Board has adopted a principal of good and ethical Corporate Governance in line with the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**2. BOARD OF DIRECTORS**

a) As at 31<sup>st</sup> March, 2017, the Board consists of Eight number of Directors.

One Managing Director – Promoter  
 One Whole-time Director  
 One Non-Executive Director – Promoter  
 One Non-Executive Woman Director  
 Four Independent & Non-Executive Director

b) The Composition and category of Board of Directors and other details are as follows:

Name of Director	Category	No. of Shares held in the company	No. of other Directorship		No. of Outside Committees.	
			Public	Private	Member	Chairman
Sri P. Periwal	Vice-Chairman	270525	1	-	2	1
Sri V. K. Periwal	Promoter	186425	-	-	-	-
Sri N. G. Paul	Executive & Whole-time Director	200	0	1	-	-
Sri V. K. Sharma	Independent Director & Non-Executive Director.	200	0	-	-	-
Ms. Malvika Periwal	Women & Non-Executive Director,	17250	0	-	-	-
Sri Abhijit Sarkar	Independent Director & Non-Executive Director.	200	0	-	-	-
Sri B. G. Jaju	Independent & Non-Executive Director.	200	0	-	-	-
Sri Pradeep Bharat Shethia	Independent & Non-Executive Director.	200	1	1	-	-

None of the Directors of the Board is a member of more than 10 (Ten) Committees and Chairman of more than 5 (Five) Committees as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, across all Companies in which he is a Director.

#### **c. BOARD MEETINGS AND ATTENDANCE OF THE DIRECTORS**

The Company's Board of Directors play a primary role in ensuring good governance and functioning of the Company. All the required information is placed before the Board. The Board reviews from time to time compliance reports of all the laws applicable to the Company. The members of the Board have complete freedom to express their opinion and decisions are taken after detailed discussion.

During the year ended as on 31<sup>st</sup> March, 2017, the Board of Directors had 5 (Five) meetings which were held as under –

April	30/04/2016
May	30/05/2016
July	29/07/2016
October	29/10/2016
January	31/01/2017

Attendance of Directors at Board Meetings for the Financial Year 2016-17 and details of sitting fees paid to the Directors for the period under review are as follows :

<b>Name of Director</b>	<b>Number of Board Meeting which director was entitled to attend</b>	<b>No. of meetings attended</b>	<b>Sitting Fees paid during the year</b>	<b>Attendance at the last AGM</b>
Sri P. Periwal	5	5	Nil	Yes
Sri V.K. Periwal	5	0	Nil	No
Sri N.G.Paul	5	5	Nil	Yes
Sri V.K. Sharma	5	5	Rs. 7500/-	Yes
Ms. Malvika Periwal	5	5	Rs. 7500/-	Yes
Sri Abhijit Sarkar	5	5	Rs. 7500/-	No
Sri Brij Gopal Jaju	5	5	Rs. 7500/-	No
Sri Pradeep Bharat Shethia	1	1	Rs. 1500/-	No

#### **d) INFORMATION SUPPLIED TO THE BOARD**

As required under the Regulation 17(7) read with Part-A of Schedule-II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 all the informations were placed before the Board.

#### **e) ORDERLY SUCCESSION TO BOARD AND SENIOR MANAGEMENT**

The Board of the Company has satisfied itself that plans are in place for orderly succession for appointments to the Board and to Senior Management.

#### **f) BOARD AGENDA**

The Board meetings are scheduled well in time and Board members are given a notice of more than 15 days before the meeting date except in case of emergent meeting. The Board members are provided with well structured and comprehensive agenda papers.

#### **g) BOARD DIVERSITY POLICY**

In compliance with provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board through its Nomination and Remuneration Committee has devised a Policy on Board Diversity. The objective of the Policy is to ensure that the Board is comprised of adequate number of members with diverse experience and skills, so that it serves best the governance and strategic needs of the Company.

It may be noted that, the Board composition as at present broadly meets with the above objective.

### **3. INDEPENDENT DIRECTORS**

The Company has complied with the definitions of independence as per Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and according to the Provisions of Section 149(6) of the Companies Act, 2013. The Company issues a formal letter of appointment to independent directors in the manner as provided in the Companies Act, 2013.

#### **a) MEETING OF INDEPENDENT DIRECTORS AND ATTENDANCE RECORD**

Independent Directors to meet at least once in a year to deal with matters listed out in SEBI Regulations, 2015, which inter-alia includes, reviewing the performance of non-independent directors, chairman and the Board as a whole and assess quality and quantity of flow of information to perform the duties by the Board of Directors.

#### **Attendance Record of Meetings of Independent Directors**

<b>Name of the Director</b>	<b>Number of Meetings held</b>	<b>Number of Meetings attended</b>
Sri V.K.Sharma	1	1
Sri B.G. Jaju	1	1
Sri Abhijit Sarkar	1	1

### **4. WHISTLE BLOWER POLICY**

The Company has put in place a Whistle Blower Policy to provide an open and transparent working environment and to promote responsible and secure whistle blowing system for directors and employees of the Company to raise concern.

The Whistle Blower Policy provides a mechanism for the director/employee to report violations, without fear of victimization of any unethical behavior, suspected or actual fraud, violation of the Code of Conduct etc. which are detrimental to the organisation's interest. The mechanism protects whistle blower from any kind of discrimination, harassment, victimization or any other unfair employment practice.

The directors in all cases and employees in appropriate or exceptional cases will have direct access to the Chairman of the Audit Committee. The said Policy is placed on the Company's website [www.nationalplywood.net](http://www.nationalplywood.net).

### **5. AUDIT COMMITTEE**

#### **a) Composition of the Committee**

The Audit Committee consists of three Non-Executive Directors, all of whom are Independent Directors and one Executive Director. The names of the members of the Committee are Sri Vinod Kumar Sharma (Chairman of the Committee), Sri Piyush Periwal, Sri Brij Gopal Jaju and Sri Abhijit Sarkar. The Company Secretary acts as the Secretary to the Committee.

#### **b) Terms of Reference**



The terms of reference of the Committee as specified in Regulation 18 read with part C of Schedule II of the SEBI Regulations and Section 177 of the Companies Act, 2013 are as follows:

- 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;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval;
- Reviewing with the management, the quarterly financial statements before submission to the Board for approval;
- Reviewing and monitoring the auditors' independence and performance, and effectiveness of audit process;
- Scrutiny of inter-corporate loans and investments;
- Reviewing with the Management, performance of statutory auditors, adequacy of the internal control systems;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To review the functioning of the whistle blower mechanism;
- Approval of appointment of the Chief Financial Officer and other Key Managerial Personnel after assessing the qualifications, experience and background etc. of the candidate;
- Carrying out any other functions as is mentioned in the terms of reference of the audit committee.

**c) Audit Committee Meetings held during the year ended 31<sup>st</sup> March, 2017**

(i) During the year under review, four Audit Committee Meetings were held on 30<sup>th</sup> May, 2016, 29<sup>th</sup> July, 2016, 29<sup>th</sup> October, 2016 and 31<sup>st</sup> January, 2017.

**d) Attendance at the Audit Committee Meetings**

<b>Name of Directors</b>	<b>No. of Meetings held</b>	<b>No. of Meetings attended</b>
Sri Vinod Kumar Sharma	4	4
Sri Piyush Periwal	4	4
Sri Brij Gopal Jaju	4	4
Sri Abhijit Sarkar	4	4

**6. NOMINATION AND REMUNERATION COMMITTEE**

**a) Composition of the Committee**

The Nomination and Remuneration Committee comprises of three Non-Executive Directors, all of whom are Independent Directors. The names of the members of the Committee are Sri Vinod Kumar Sharma (Chairman of the Committee), Sri Brij Gopal Jaju and Sri Abhijit Sarkar.

**b) Terms of Reference**

The terms of reference of the Committee as specified in Regulation 19 read with part D of Schedule II of the SEBI Regulations are as follows:

- Formulation of the criteria for determining qualification, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to the remuneration of the Director;
- Formulation of criteria for evaluation of the independent directors and the Board of Directors;
- Devising a policy on diversity of Board of Directors;

- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal;
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

**c) Nomination & Remuneration Committee Meeting held during the year ended 31<sup>st</sup> March 2017**

During the year under review, one Nomination and Remuneration Committee Meeting was held on 7<sup>th</sup> July, 2016.

**d) Attendance at the Nomination & Remuneration Committee Meeting**

Name of Directors	No. of Meetings held	No. of Meetings attended
Sri Vinod Kumar Sharma	1	1
Sri Brij Gopal Jaju	1	1
Sri Abhijit Sarkar	1	1

**e) Performance Evaluation criteria for Independent Directors**

The following are the evaluation criteria for the Performance evaluation of the independent directors.

- Compliance with articles of Association, Companies Act & other laws
- Compliance with ethical standards & code of conduct of Company
- Assistance in implementing corporate governance practices
- Rendering independent, unbiased opinion
- Attendance & presence in meetings of Board & committees
- Attendance & presence in general meetings
- Disclosure of independence, if exists
- Review of integrity of financial information & risk management
- Safeguard of stakeholders' interests
- Updation of skills and knowledge
- Information regarding external environment
- Raising of concerns to the Board
- Safeguarding interest of whistle blowers under vigil mechanism
- Reporting of frauds, violation etc.
- Safeguard of confidential information

**f) Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and as per requirement of Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has adopted the criteria for evaluation of its own performance, its committees and individual directors and carried out the required annual evaluation.

In respect of each of the evaluation factors, various aspects covering general parameters in respect of all the directors and its committees have been considered and set out in the Performance Evaluation Policy in accordance with their respective functions and duties.

Self-appraisal by the directors, based on their delegated specific responsibilities has also been carried out.

Further the independent directors have evaluated the performance of Executive Chairman, Non-Independent Directors and the Board of Directors as a whole as per requirement of Regulation 25 (3) & (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Nomination and Remuneration Committee had also evaluated performance of each of the Directors based on the aforesaid evaluation factors.

## 7. STAKEHOLDERS RELATIONSHIP COMMITTEE

### a) Composition of the Committee

The Stakeholders Relationship Committee consists of Sri Vinod Kumar Sharma, Non-Executive & Independent Director and Chairman of the Committee, Sri Abhijit Sarkar, Non-Executive & Independent Director and Sri Piyush Periwal, Managing Director. The Company Secretary acts as the Secretary to the Committee.

### b) Terms of Reference

The Committee performs amongst others the role/functions as are set out in SEBI Regulations and includes:

- To consider, review and redress grievances of shareholders and other security holders of the Company;
- to consider and resolve the grievances of the Shareholders/Investor's like transfer of shares, non receipt of balance sheet, non receipt of declared dividend;
- to deal with all aspects relating to issue and allotment of shares and/or other securities of the Company;
- to consider and approve subdivision, consolidation, transfer and issue of duplicate share certificates;
- to delegate any of the powers mentioned above to the company executives;
- authority to take a decision in any other matter in relation to the above functions/powers; and
- to do such other acts, deeds and things as may be directed by the Board and required to comply with the applicable laws.

### c) Stakeholders Relationship Committee Meetings held during the year ended 31<sup>st</sup> March, 2017

During the year under review, three Stakeholder Relationship Committee Meetings were held on 16<sup>th</sup> June, 2016, 14<sup>th</sup> July, 2016 and 29<sup>th</sup> October, 2016.

### c) Attendance at the Stakeholders Relationship Committee Meetings

Name of Directors	No. of Meetings held	No. of Meetings attended
Sri Vinod Kumar Sharma	1	1
Sri Abhijit Sarkar	1	1
Sri Piyush Periwal	1	1

### e) Compliance Officer

Ms. Shruti Bothra, Company Secretary is the Compliance Officer of the Company.

### f) Shareholders' Complaints

During the year ended 31<sup>st</sup> March, 2017, the Company has not received any complaints from its shareholders. No complaints were pending at the beginning and at the closing of the year.

## 8. GENERAL BODY MEETINGS

Details of the last three Annual General Meetings are as under:

Financial Year	Date	Time	Location :Registered Office of the Company.
2013-14	29/09/2014	3.00 P.M.	Makum Pathar, Margherita, Tinsukia, Assam



2014-15	29/09/2015	2.30 P.M.	Makum Pathar, Margherita, Tinsukia, Assam
2015-16	29/09/2016	2.30 P.M.	Makum Pathar, Margherita, Tinsukia, Assam

Notes:

- (i) No special resolution was passed through postal ballot during the year 2016-17.
- (ii) No special resolution is proposed to be put through postal ballot in the ensuing Annual General Meeting.

## 9. DISCLOSURES

- a) There is no materially significant Related Party Transaction entered into by the Company that may have potential conflict with the interests of the Company at large.
- b) There were no instances of non-compliance nor have any penalties or strictures been imposed by Stock Exchange or SEBI or any other statutory authority during the last three years on any matter related to the capital markets.
- c) The Company has followed the applicable guidelines of Accounting Standards as specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- d) The Company has adopted Vigil Mechanism/Whistle blower policy. No personnel were denied access to the Audit Committee.
- e) The Company has complied with all the mandatory requirement and discretionary requirement of unqualified financial statements.
- f) The Company does not have any subsidiary.
- g) The Company has complied with corporate governance requirements specified in regulation 17 to 27 and clause (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

## 10. MEANS OF COMMUNICATION

- a) Quarterly, half yearly and annual financial results of the Company are communicated to the Stock Exchanges immediately after they are approved by the Board.
- b) Financial results of the Company are displayed on its website [www.nationalplywood.net](http://www.nationalplywood.net).
- c) No presentations were made to institutional investors or analysts.

## 11. GENERAL SHAREHOLDER INFORMATION

### I. Annual General Meeting

- Date and Time : 23<sup>RD</sup> SEPTEMBER, 2017 at 11.30 A.M.
- Venue : Makum Pathar, Margherita - 786187, Tinsukia, Assam.

### II. Financial Calendar for the year 2017-18 :

- Results for the First Quarter : On or before second week of August
- Results for the Second Quarter : On or before second week of November
- Results for the Third Quarter : On or before second week of February
- Annual Audited Results : On or before last week of May

III. Book Closure Date : 18<sup>th</sup> September, 2017 to 23<sup>rd</sup> September, 2017 (both days inclusive)

IV. Dividend Payment Date : Not Applicable

**V. Listing on Stock Exchanges**

**: Bombay Stock Exchange Ltd.**  
 Corporate Relationship Department  
 Rotunda Building, 1<sup>st</sup> Floor,  
 New Trade Ring, P.J. Towers,  
 Dalal Street, Mumbai - 400001  
**Calcutta Stock Exchange Ltd.**

**VI. Scrip Code**

: 516062

**VII. ISIN allotted to Equity Shares**

: INE497C01016

**VIII. Corporate Identity Number (CIN)**

: L20211AS1973PLC001856

**VIII. Share Transfer System**

M/s. Maheshwari Datamatics Private Limited is the Share Transfer Agents/Registrars (both for physical as well as demat segments) of the Company. The Board of Directors of the Company has authorized Sri Suresh Kumar Jain, Senior Executive and Ms. Shruti Bothra, Compliance Officer and Company Secretary of the Company to approve all valid share transfer requests on regular basis and accordingly all valid transfers are effected within a fortnight. Details of approved share transfers are submitted to the Stakeholders Relationship Committee.

**IX. Distribution of Shareholding as on 31<sup>st</sup> March, 2017**

No. of Equity Shares Held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholders
Upto 500	5029	90.82	1051899	17.97
501 to 1000	302	5.45	257761	4.40
1001 to 2000	111	2.00	172350	2.94
2001 to 3000`	28	0.50	70100	1.20
3001 to 4000	5	0.09	17400	0.29
4001 to 5000	13	0.23	61900	1.05
5001 to 10000	13	0.23	82000	1.40
Above 10000	36	0.65	4140340	70.72
<b>TOTAL</b>	<b>5537</b>	<b>100.00</b>	<b>5853750</b>	<b>100.00</b>

**X. Dematerialisation of shares**

**: The Company's shares are available for Dematerialisation and liquidity with NSDL. As on 31<sup>st</sup> March, 2017, 70.60% of the Share Capital has been dematerialized.**

**XI. Outstanding GDR/ADR/Warrants**

: Not Applicable

**XII. PLANT LOCATIONS**

: 1. At Hosur: Thally Road, Kalukondapally, Tamilnadu  
 2. At Margherita: Makum Pathar, Margherita - 786187, Dist.: Tinsukia, Assam.

**XIII. Address for Correspondence**

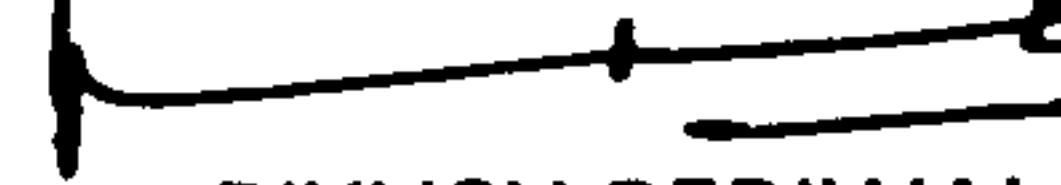
: Maheshwari Datamatics Pvt.Ltd.  
 23, R.N. Mukherjee Road, 5<sup>th</sup> Floor, Kolkata- 700001.  
 Phone: (033) 2243-5809/5029  
 Fax : (033) 2248-4787  
 E-mail : [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com)

**XIV. E-mail id for investor grievances**: [sk.jain@nationalplywood.net](mailto:sk.jain@nationalplywood.net)

## 12. CODE FOR PREVENTION OF INSIDER-TRADING PRACTICES

In compliance with the SEBI Regulations, on prevention of insider trading, the Company has instituted a comprehensive code of conduct for its management and staff. The code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of Company, and cautioning them of the consequences of violations.

For and on behalf of the Board



PIYUSH PERIWAL

Vice-Chairman & Managing Director

DIN: 00698796

Date: 30<sup>th</sup> May, 2017



**Certificate on Corporate Governance to  
The Members of National Plywood Industries Limited**

We have examined the compliance of conditions of Corporate Governance by NATIONAL PLYWOOD INDUSTRIES LIMITED for the year ended 31st March, 2017 as stipulated in Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the 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 the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

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

For JHUNJHUNWALA & CO.  
Chartered Accountants  
(F.R. No.302169E)

R.K. Jhunjunwala  
Proprietor  
( Membership No. 006604)

Place: Kolkata  
Date: 30<sup>th</sup> May, 2017.

**Declaration Regarding Compliance By Board Members And Senior Management  
Personnel With The Company's Code of Conduct**

This is to confirm that the Board has adopted a Code of Conduct for its Directors and Senior Management of the Company and the same is available on the Company's website .

I confirm that the Company has received from the Senior Management team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct, as applicable to them, during the financial year ended 31<sup>st</sup> March, 2017.

Place:Kolkata  
Date: 30<sup>th</sup> May, 2017

PIYUSH PERIWAL  
Vice-Chairman & Managing Director  
DIN: 00698796

**Certificate under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**CERTIFICATION**

Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby certify that :

- a) I have reviewed the Financial Statements and the Cash Flow Statement for the financial year ended 31<sup>st</sup> March, 2017 and that to the best of our Knowledge and belief, I state that:
  - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- b) I hereby declare that all the members of the Board of Directors and Executive Committee have confirmed compliance with the Code of Business Conduct as adopted by the Company.
- c) I am responsible for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or proposed to take to rectify these deficiencies.
- d) I have indicated, based in my most recent evaluation, wherever applicable, to the Auditors and the the Audit Comiittee :
  - (i) Significant Changes, if any, in internal control over financial reporting during the year;
  - (ii) Significant Changes, if any, in accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

**For National Plywood Industries Limited**

Place:Kolkata  
Date: 30<sup>th</sup> May, 2017

PIYUSH PERIWAL  
Vice-Chairman & Managing Director  
DIN: 00698796

**Maheshwari R & Associates**  
Company Secretaries

"16 British India Street"  
2<sup>nd</sup> Floor, Room No -2D  
Kolkata-700 069  
26389129( R)  
Mobile : 9432232757

Email :rashmi3309@rediffmail.com

### Form No. MR-3

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

#### **SECRETARIAL AUDIT REPORT** **FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

To  
The Members  
National Plywood Industries Limited  
MakumPather  
Margherita  
Assam - 786187

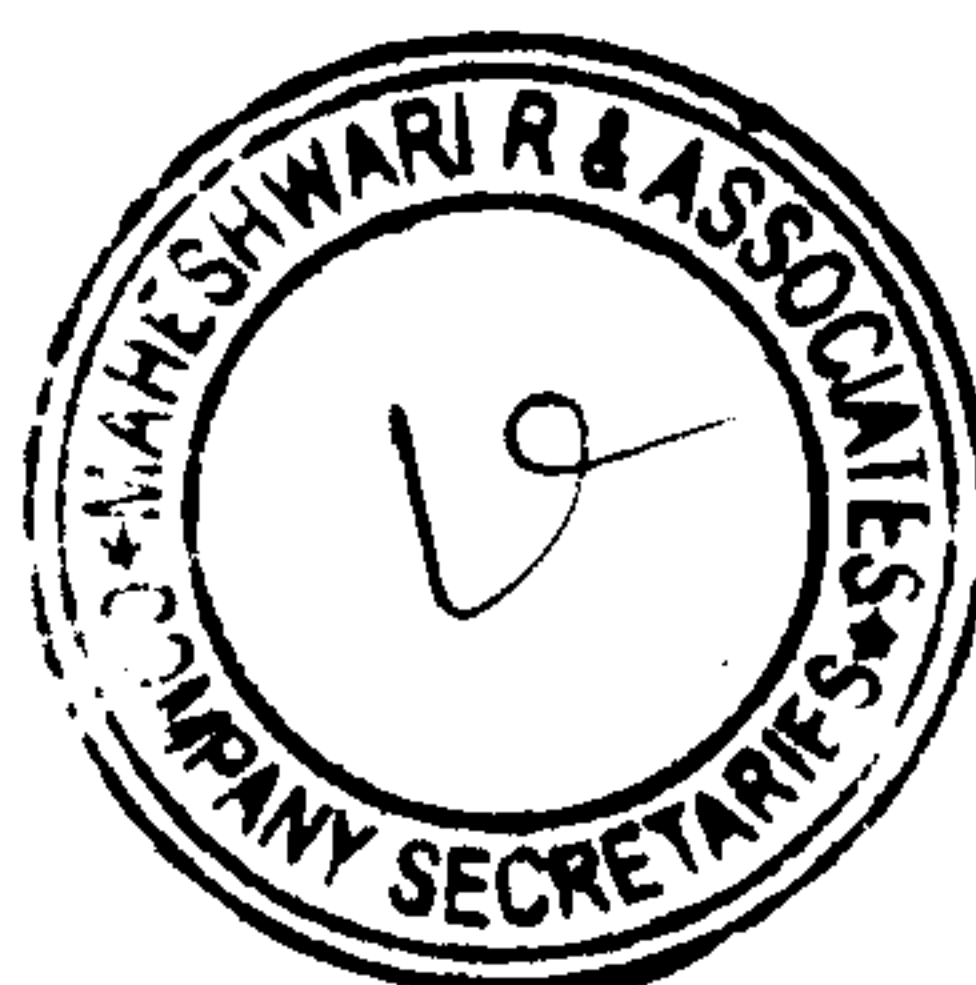
I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **NATIONAL PLYWOOD INDUSTRIES LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating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

Based on my verification of **NATIONAL PLYWOOD INDUSTRIES LIMITED** 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 31st March, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2017 according to the provisions of:-

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ['SCRA'] and the rules made there under;  
**(not applicable to the Company during the Audit Period)**
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations madethereunder to the extent of Foreign Direct Investment, Overseas Direct Investmentand External Commercial Borrowings;**(not applicable to the Company during the Audit Period).**

Contd...2





(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; **(not applicable to the Company during the Audit Period).**
- e) The Securities and Exchange Board of India ( Issue and Listing of Debt Securities) Regulations, 2008; **(not applicable to the Company during the Audit Period)**
- f) The Securities and Exchange Board of India [Registrars to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009; and **(not applicable to the Company during the Audit Period).**
- h) The Securities and Exchange Board of India (Buyback of securities) Regulation, 1998; **(not applicable to the Company during the Audit Period)**

(vi) I have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliance under other applicable Acts, Laws and Regulations. The List of major head/groups of Acts, Laws and Regulations as are applicable to the Company inter alia includes :

- Factories Act, 1948;
- Industries (Development & Regulation) Act, 1951;
- Labour Laws and other incidental laws related to labour and employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc.;
- Acts prescribed under prevention and control of pollution;
- Acts prescribed under Environmental protection;
- Acts as prescribed under Direct Tax and Indirect Tax;
- Land Revenue laws of respective States;
- Labour Welfare Act of respective States;
- Trade Marks Act 1999 & Copy Right Act 1957;
- The Legal Metrology Act,2009;
- Acts as prescribed under Shop and Establishment Act of various local authorities.
- Indian Contract Act'
- Right to information Act
- Constitution of India
- Acts Prescribed by State Legislative Assembly
- The Explosive ACT' 1884



Contd...3

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

- a) Secretarial Standards (SS-1 and SS-2 ) issued by The Institute of Company Secretaries of India and which became effective from **1<sup>st</sup> July'2015**
- b) The Listing Agreements entered into by the Company with Stock Exchange(s).

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

I further report that:

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 are carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda are 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.

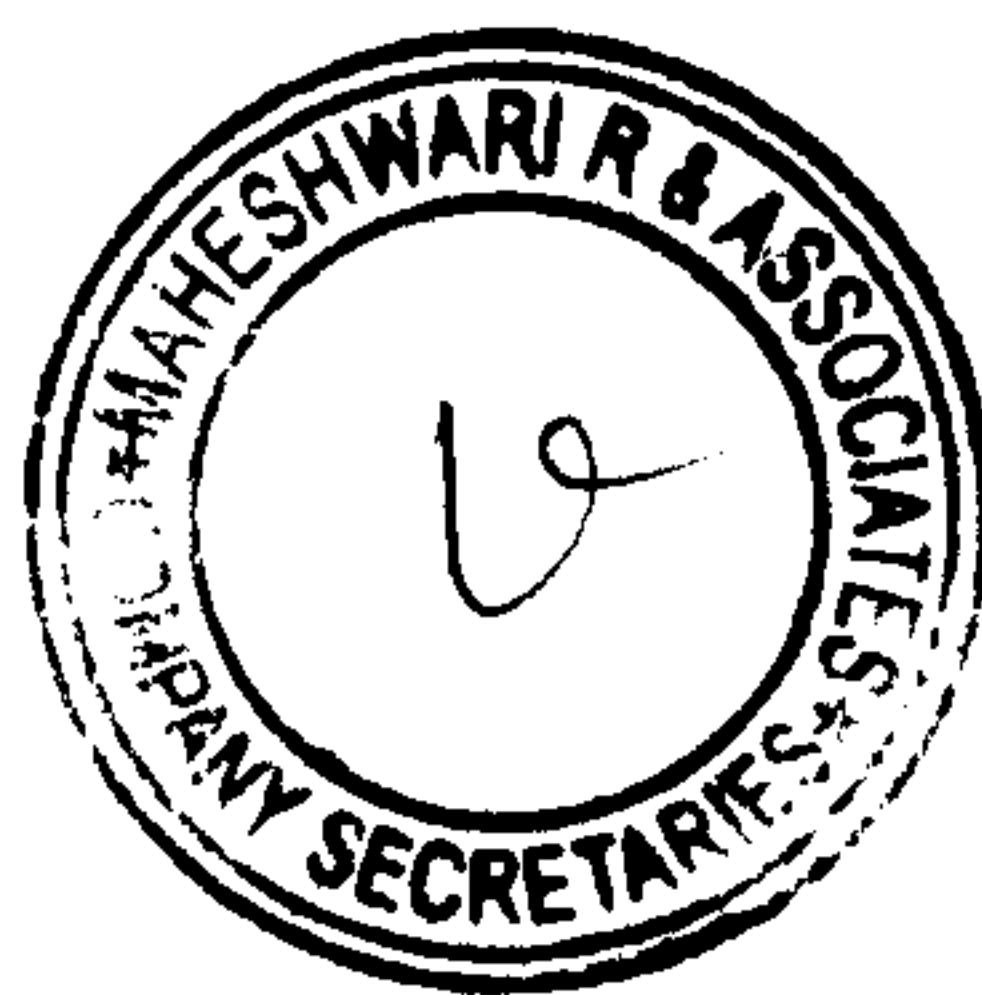
Majority decision is carried through while the Dissenting Members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the Company has not passed any special resolutions which are having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

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

Place: Kolkata  
Date: 30<sup>th</sup> May, 2017



For Maheshwari R & Associates  
Company Secretaries

*Maheshwari*

Rashmi Maheshwari  
Membership No. 5126(FCS)  
CP No : 3309

Maheshwari R & Associates  
Company Secretaries

“16 British India Street”  
2<sup>nd</sup> Floor, Room No -2D  
Kolkata-700 069  
26389129( R)  
Mobile : 9432232757

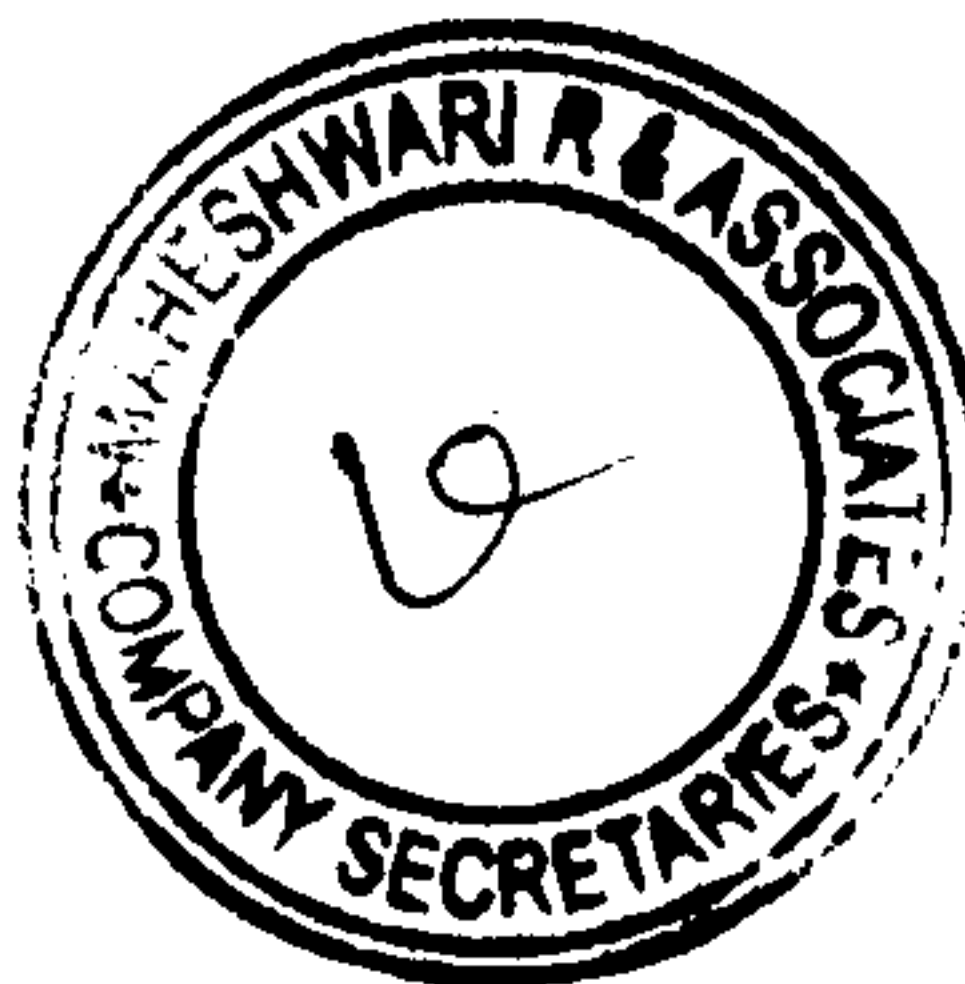
Email :rashmi3309@rediffmail.com

**'ANNEXURE A'**

To  
The Members  
National Plywood Industries Ltd.,  
MakumPather  
Margherita  
Assam – 786187

My Report of even data is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my 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 the test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company. I have relied upon the report of Statutory Auditors regarding Companies Act 2013 & Rules made thereunder relating to maintenance of Books of Accounts, papers & Financial Statements of the relevant financial year, which gives true and fair view of the state of affairs of the Company.
4. Wherever required, I have obtained the Management representation about the compliances of laws, rules and regulations and happening of events etc.
5. The compliances of the provisions of Corporate and other applicable laws, rules, regulations, standards is the 'Responsibility' of Management. My examination is limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.



For Maheshwari R & Associates  
Company Secretaries

*Rashmi Maheshwari*  
Rashmi Maheshwari

Membership No. 5126(FCS)  
CP No : 3309

Place: Kolkata  
Date: 30<sup>th</sup> May'2017



## Annexure-10

Information under Section 134(3)(m) of the Companies Act, 2013 read with Rule – 8(3) of the Companies (Accounts) Rules, 2014 and forming part of Directors' Report.

### (A) CONSERVATION OF ENERGY

a) **Energy Conservation measures taken:** Energy conservation, wherever possible, have already been implemented and there are no major areas where further energy conservation measures can be taken. However, efforts to conserve and optimize the use of energy through improved operational methods and other means will continue.

b) Form-A in respect of Hosur Unit & Margherita Unit is enclosed.

#### FORM - A

#### Disclosure of particulars with respect to conservation of energy

For Hosur Unit:

#### A. Power and Fuel Consumption

	Current Year 2016-17 (In Rs.)	Previous Year 2015-16 (In Rs.)
<b>1. Electricity</b>		
(a) Purchased (Units)	782058	880976
Total Amount (Rs.)	6592701	7327260
Rate /Unit	8.42	8.32
(b) Own Generation through Diesel Generator		
Units (Litres)	7105	7574
Units per litre of diesel Oil	2.25	2.24
Total Units of Power	16040	16973
Total Amount (Rs.)	416566	364014
Cost per Unit	25.97	21.45
<b>2. Furnace Oil</b>	-	-
Quantity (k. Litre)	-	-
Total Amount (Rs.)	-	-
Average Rate Per Litre	-	-
<b>Wood</b>		
Quantity (M. Tons)	430	477
Total Amount (Rs.)	1720000	1504503
Average Rate per Ton	4000	3154
<b>B. Consumption Per Unit Of Production</b>		
Decorative Laminated Sheets (No.) Total Prodn.	560578	699653
Electricity (Unit/ Unit of Prodn.)	1.39	1.28
Furnace Oil (Ltr./ Unit of Prodn.)	-	-
Wood (Kgs. / Unit Of Prodn.)	0.76	0.68

**For Margherita Unit:**

**A. Power and Fuel Consumption**

	<b>Current Year 2016-17 (In Rs.)</b>	<b>Previous Year 2015-16 (In Rs.)</b>
<b>1. Electricity</b>		
(a) Purchased (Units)	472952	333917
Total Amount (Rs.)	4304867	3228077
Rate /Unit	9.10	9.67
(b) Own Generation through Diesel Generator		
Units (Litres)	9900	10590
Units per litre of diesel Oil	4.17	4.17
Total Units of Power	41250	44126
Total Amount (Rs.)	582645	519994
Cost per Unit	14.12	11.78
<b>2. Furnace Oil</b>	-	-
Quantity (k. Litre)	-	-
Total Amount (Rs.)	-	-
Average Rate Per Litre	-	-
<b>Wood</b>		
Quantity (M. Tons)	454.65	297.39
Total Amount (Rs.)	939877	689862
Average Rate per Ton	2067	2320
<b>B. Consumption Per Unit Of Production</b>		
Total Production (N.A.)	524368	333132
Electricity (Unit/ Unit of Prodn.)	0.98	1.13
Furnace Oil (Ltr./ Unit of Prodn.)	-	-
Wood (Kgs. / Unit Of Prodn.)	0.87	0.89

## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF NATIONAL PLYWOOD INDUSTRIES LIMITED

#### Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of National Plywood Industries Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the 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 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.

#### Auditor's 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 there under.





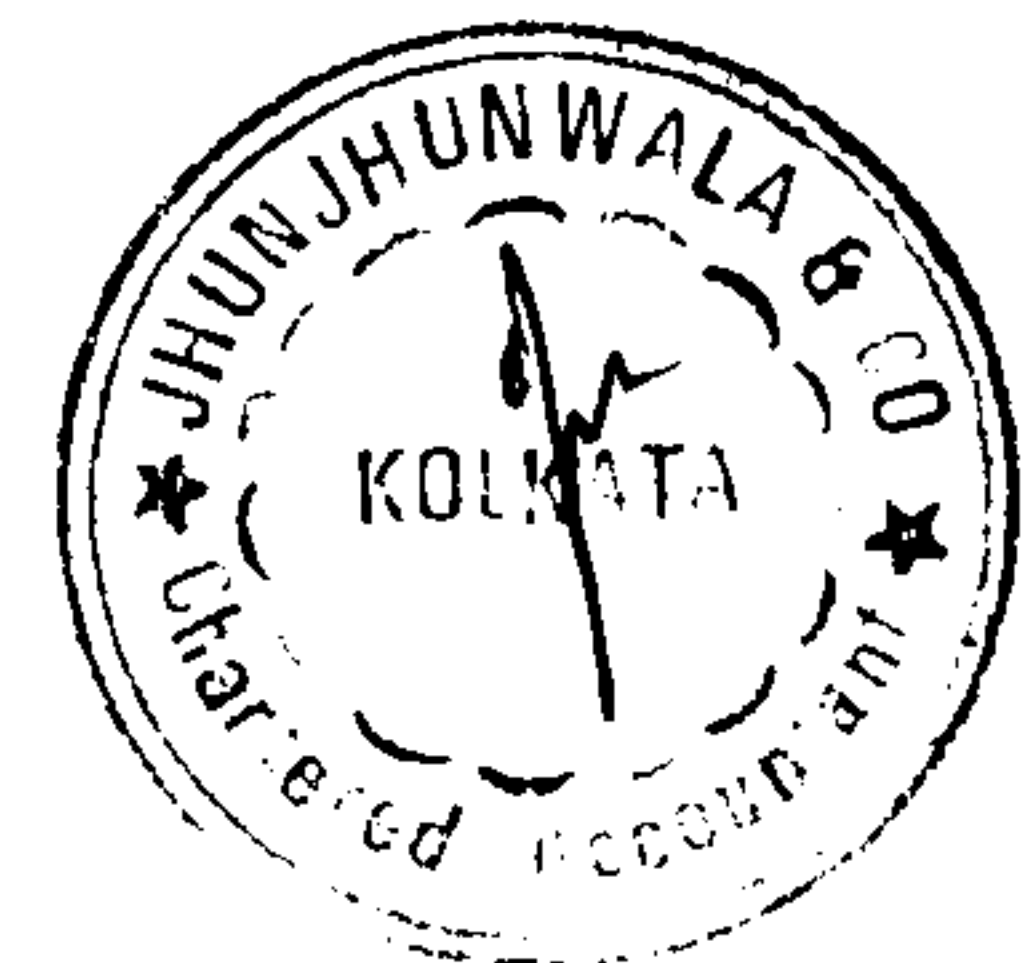
We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material 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**

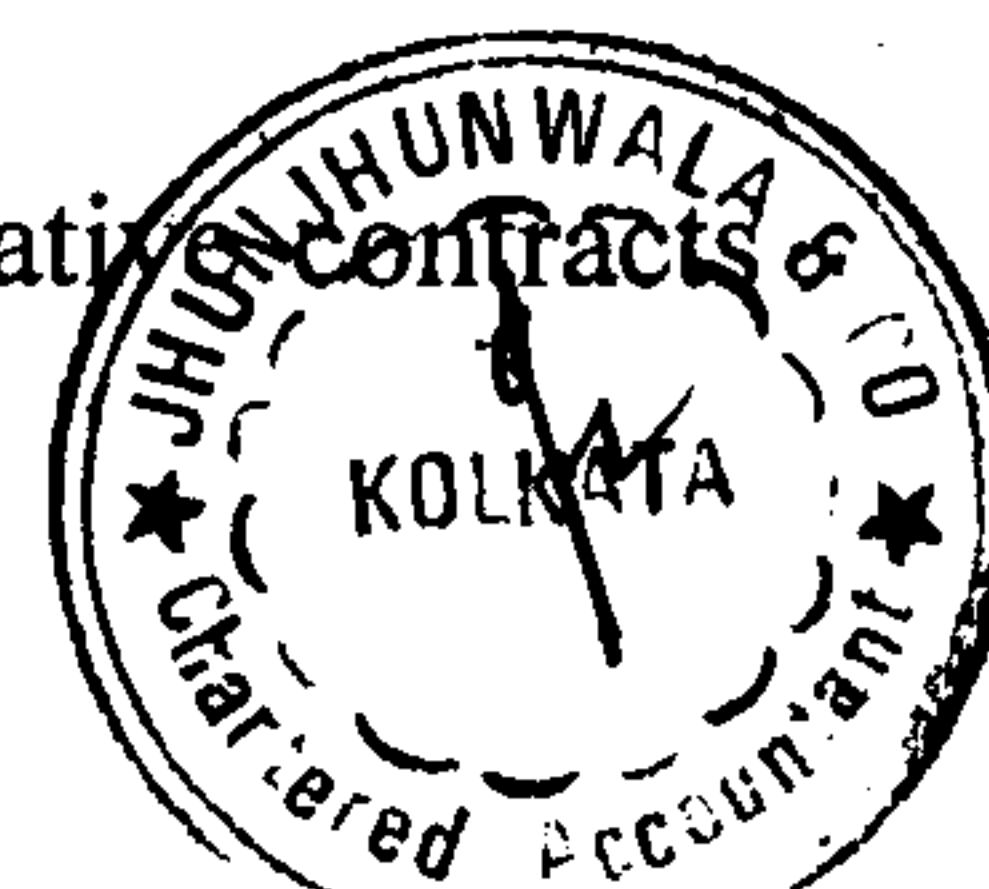
In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2017, and its profit/loss and its cash flows for the year ended on that date.



## Report on Other Legal and Regulatory Requirements

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
- (c) The accounts of the branch offices of the Company have been audited by us under Section 143 (8) of the Act and have been properly dealt with by us in preparing this report.
- (d) 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 accounts of the branches
- (e) 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.
- (f) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

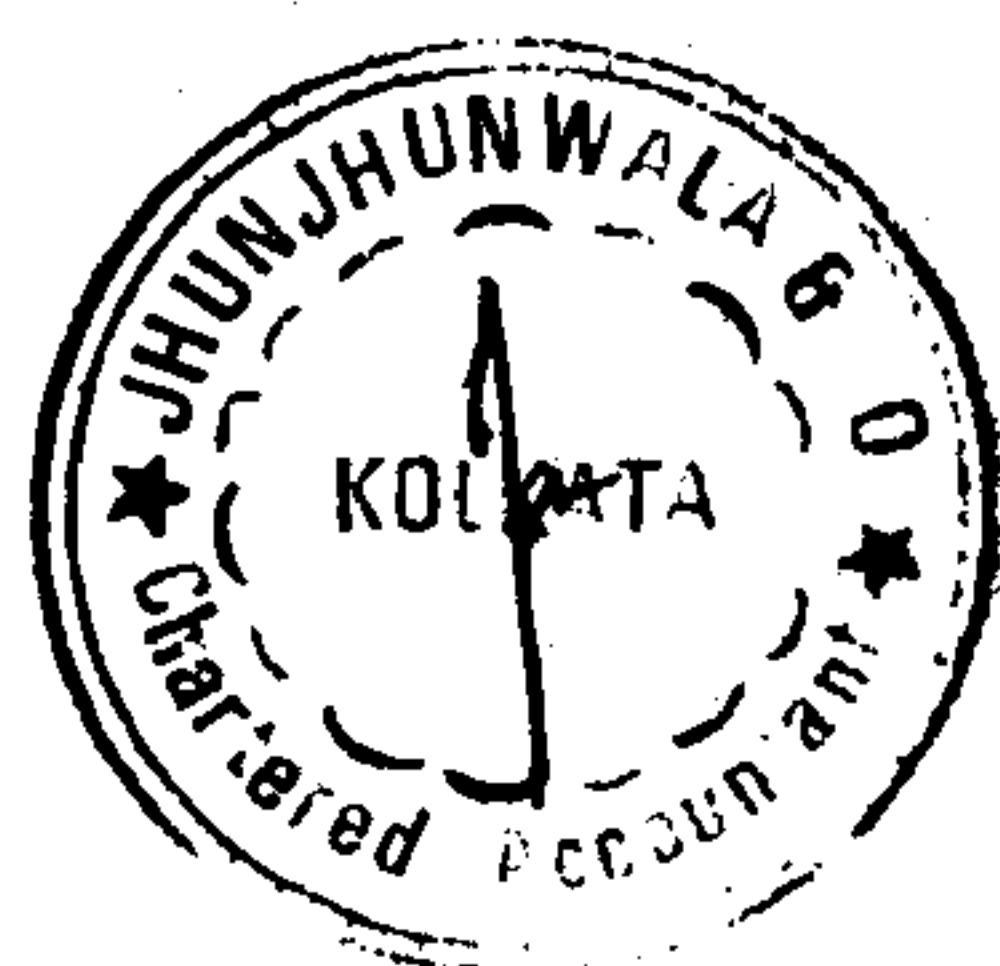


- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

6, Commercial Building  
23 Netaji Subhas Road, Kolkata-700001

Place: kolkata

Date: 30<sup>th</sup> May'2017



For JHUNJHUNWALA and Co.

Chartered Accountants

FRN: 302169E

*R.K. Jhunjhunwala*

CA R.K.JHUNJHUNWALA

Proprietor

Membership No. : 006604

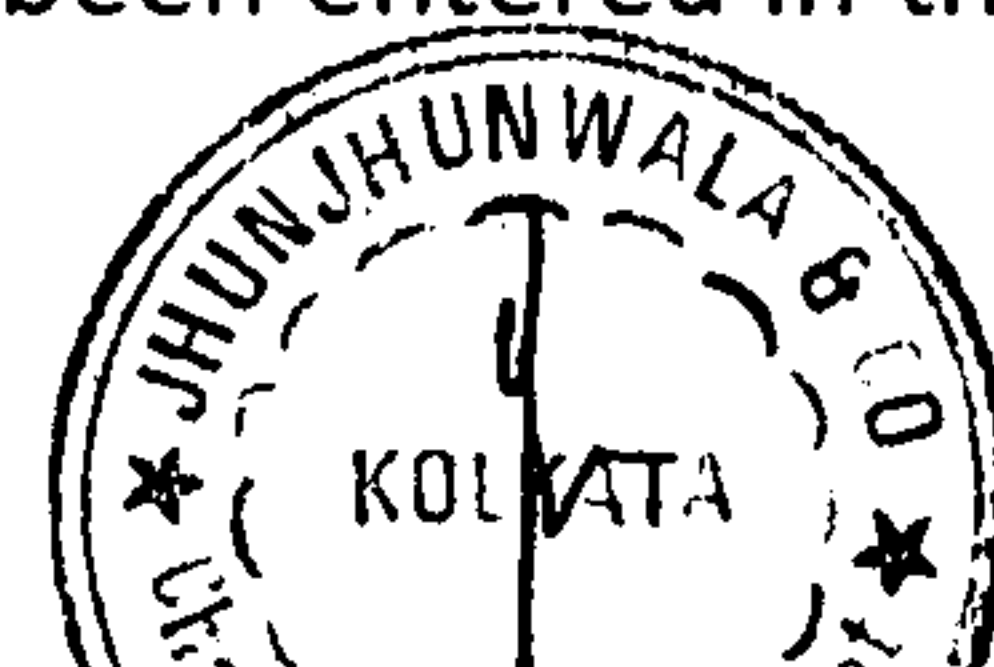


## ANNEXURE TO THE AUDITOR'S REPORT

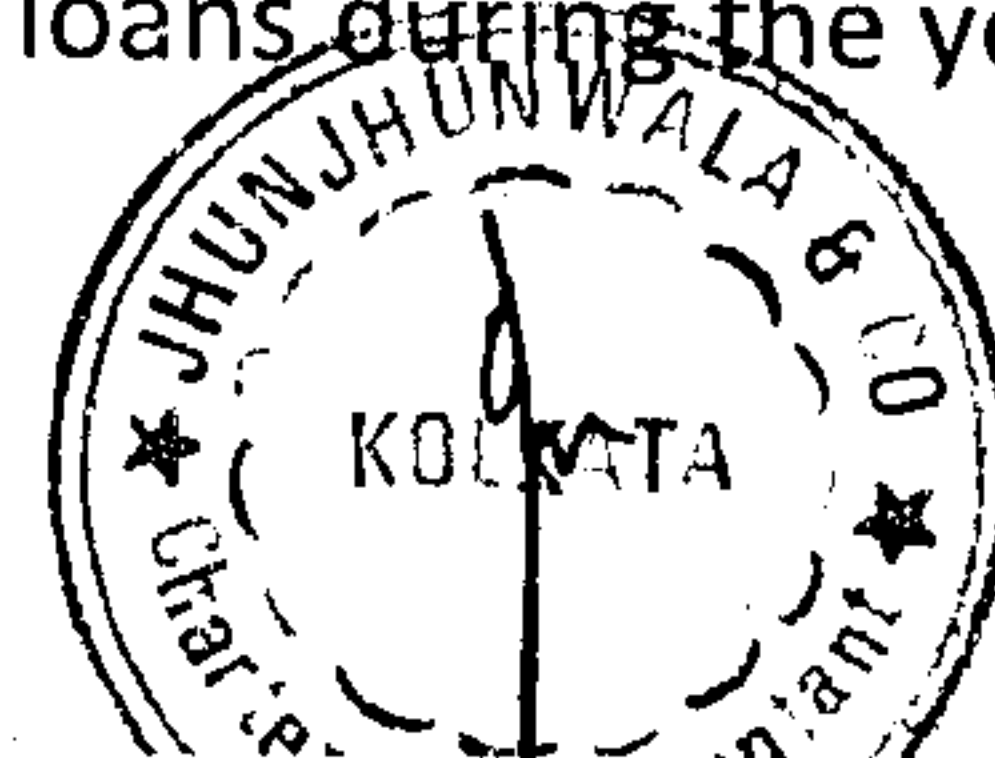
The Annexure referred to in paragraph 1 of the Our Report of even date to the members of National Plywood Industries Limited. on the accounts of the company for the year ended 31<sup>st</sup> March, 2017.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.  
  
(b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.  
  
(c) In our opinion and according to the information and explanations given to us, no fixed asset has been disposed during the year and therefore does not affect the going concern assumption.
2. (a) As explained to us, 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) In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
3. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 189 of the Act. Consequently, clauses 3(a) and 3(b) are not applicable.
4. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets and payment for expenses & for sale of goods. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
5. Based on the audit procedures applied by us and according to the information and explanations provided by the management, the particulars of contracts or arrangements referred to in section 189 of the Act have been entered in the register required to be maintained under that section.



6. The Company has not accepted any deposits from the public .
7. As per information & explanations given by the management, the Company has an internal audit system commensurate with its size and the nature of its business.
8. As per information & explanation given by the management, maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act,2013 and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained.
9. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31<sup>st</sup> of March, 2017 for a period of more than six months from the date they became payable.  
  
(b) According to the information and explanations given to us, there is an amount payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.
10. The Company does have accumulated loss and has incurred cash loss during the financial year covered by our audit and in the immediately preceding financial year.
11. 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 a financial institution, bank or debenture holders.
12. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The Company is not a chit fund or a nidhi /mutual benefit fund/society. Therefore, the provision of this clause is not applicable to the Company.
14. According to information and explanations given to us, the Company is trading in Shares, Mutual funds & other Investments. Proper records & timely entries have been maintained in this regard & further investments specified are held in their own name.
15. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.
16. Based on our audit procedures and on the information given by the management, we report that the company has not raised any term loans during the year.



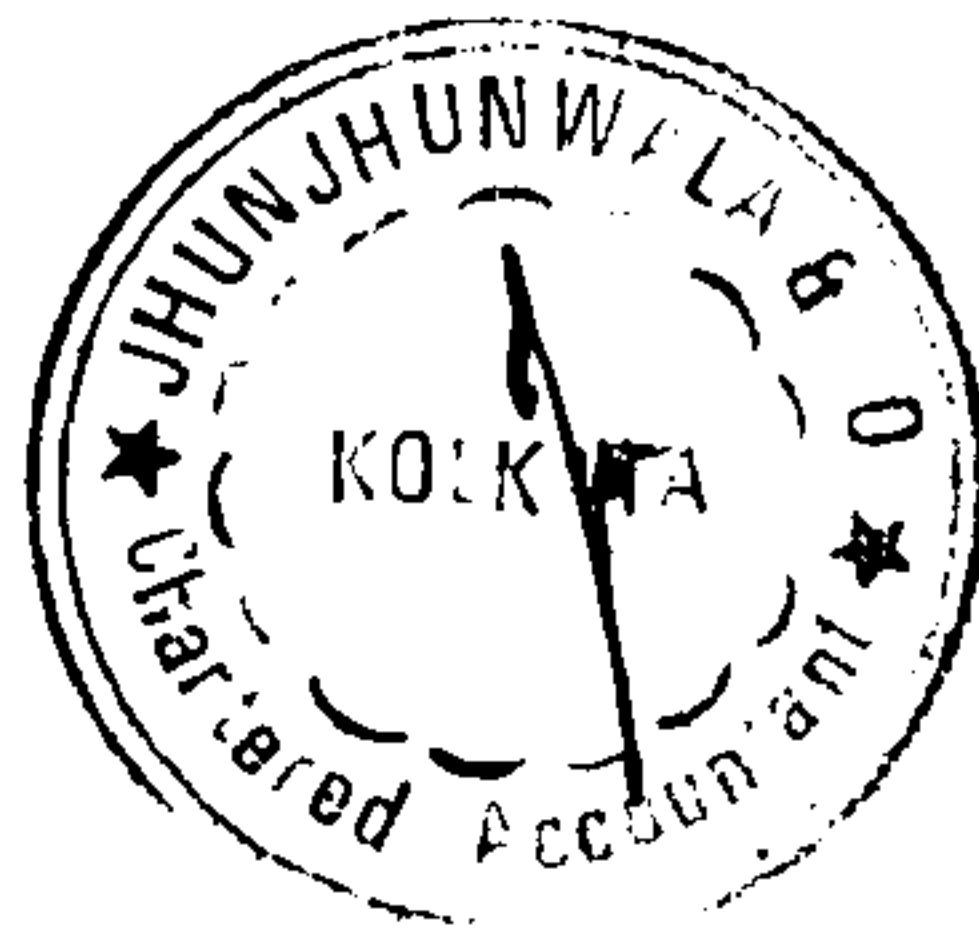
17. Based on the information and explanations given to us and on an overall examination of the Balance Sheet of the Company as at 31<sup>st</sup> March, 2017, we report that no funds raised on short-term basis have been used for long-term investment by the Company.
18. Based on the audit procedures performed and the information and explanations given to us by the management, we report that the Company has not made any preferential allotment of shares during the year.
19. The Company has no outstanding debentures during the period under audit.
20. The Company has not raised any money by public issue during the year.
21. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

6, Commercial Building

23 Netaji Subhas Road, Kolkata-700001

Place: kolkata

Date: 30<sup>th</sup> May'2017



For JHUNJHUNWALA and Co.

Chartered Accountants

FRN: 302169E

A handwritten signature in black ink, appearing to read "R. K. Jhunjunwala".

CA R.K.JHUNJHUNWALA

Proprietor

Membership No. : 006604



M/s NATIONAL PLYWOOD INDUSTRIES LIMITED

Balance Sheet as at 31.03.2017

( Amount in Rs)

Particulars		Note	As at 31st March 2017	As at 31st March 2016
1		2	3	4
I.	<b>EQUITY AND LIABILITIES</b>			
1	<b>Shareholders' funds</b>			
	Share capital	2	5,85,37,500	5,85,37,500
	Reserves and surplus	3	-46,04,27,368	-46,27,34,359
2	<b>Non-current Liabilities</b>			
	Long-term borrowings	4	20,45,91,367	18,72,71,089
	Long term Provisions	5	14,48,66,959	14,48,66,959
3	<b>Current liabilities</b>			
	Short-term borrowings	6	55,13,910	58,80,484
	Trade Payables	7	37,06,26,930	32,14,18,304
	Other current liabilities	8	17,89,19,217	25,10,03,796
	<b>TOTAL</b>		<b>50,26,28,515</b>	<b>50,62,43,773</b>
II.	<b>ASSETS</b>			
1	<b>Non-current assets</b>			
	Fixed assets			
	Intangible assets	9	6,74,10,000	6,74,10,000
	Tangible assets	9	4,85,93,376	5,15,41,637
	Capital Work in Progress	9	-	-
	Non-Current Investment	10	1,05,000	1,05,000
	Long-term loans and advances	11	4,57,54,792	3,78,45,174
2	<b>Current assets</b>			
	Inventories	12	8,14,20,484	9,92,49,153
	Trade receivables	13	25,32,90,230	24,17,26,030
	Cash and cash equivalents	14	27,63,552	41,59,903
	Short-term loans and advances	15	32,91,081	42,06,876
	<b>TOTAL</b>		<b>50,26,28,515</b>	<b>50,62,43,773</b>

Significant Accounting Policies  
Notes on Financial Statements  
As per our report of even date

1  
2 to 34

For JHUNJHUNWALA & CO  
Chartered Accountants  
Firm Reg no: 302169E

*R. K. JhunJhunwala*

CA. R K JHUNJHUNWALA  
Proprietor  
Membership No. 006604  
Place: Kolkata  
Date: 30th May, 2017



*Shmiti Bhatnagar*  
Mem. No. - A38124

Directors

*[Signature]*

M/s NATIONAL PLYWOOD INDUSTRIES LIMITED

Statement of Profit and Loss for the year ended 31.03.2017

( Amount in Rs)

Particulars		Note	For the year ended 31st March 2017	For the year ended 31st March 2016
I.	Revenue from operations	16	43,78,28,786	52,77,15,903
II.	Other income	17	4,92,56,726	1,76,99,807
III.	<b>Total Revenue (I + II)</b>		<b>48,70,85,513</b>	<b>54,54,15,710</b>
IV.	Expenses:			
	Cost of material Consumed	18	21,05,82,602	19,37,73,971
	Purchase of Stock -in-trade		18,71,08,591	27,21,86,123
	Changes in inventories of stock-in-Trade	19	99,47,883	-91,56,630
	Employee benefits expense	20	3,11,56,229	2,89,33,441
	Financial Expenses	21	9,83,426	7,47,919
	Depreciation and Amortisation Expenses	22	54,31,547	42,54,557
	Other expenses	23	3,95,68,243	3,50,74,018
	<b>Total expenses</b>		<b>48,47,78,522</b>	<b>52,58,13,398</b>
V	<b>Profit before tax</b>		<b>23,06,991</b>	<b>1,96,02,312</b>
VI	Tax expense:			
	(1) Current tax(No MAT as per SICK Company Act)		-	-
	(2) Income Tax adjustment for earlier year		-	-
VII	<b>Profit (Loss) for the period (V - VI)</b>		<b>23,06,991</b>	<b>1,96,02,312</b>
VIII	Earnings per equity share:			
	(1) Basic	26	0.39	3.35
	(2) Diluted	26	0.39	3.35

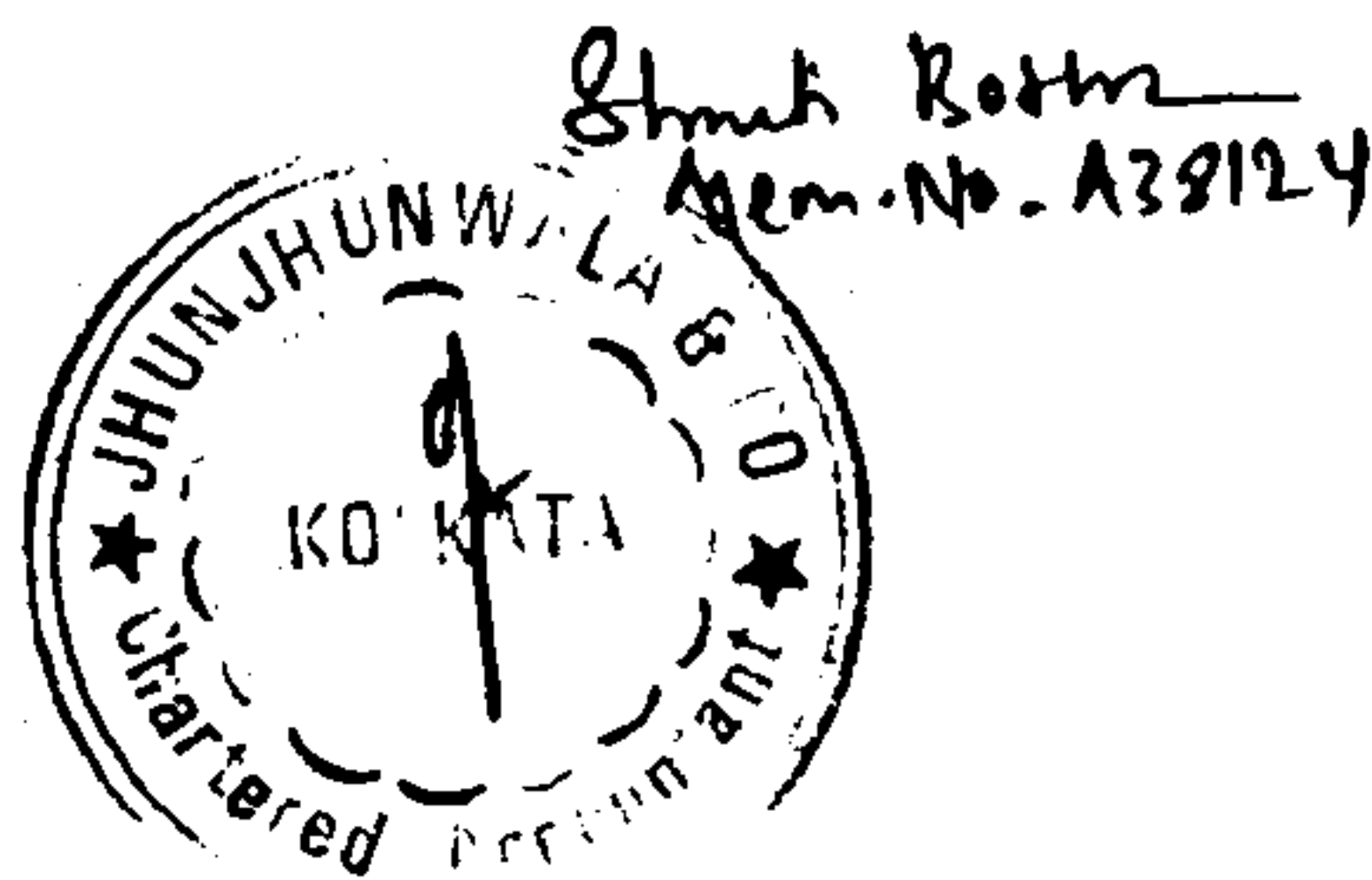
Significant Accounting Policies  
Notes on Financial Statements  
As per our report on even date

1  
2 to 34

For JHUNJHUNWALA & CO  
Chartered Accountants  
Firm Reg no: 302169E

*R. K. Jhunjhwala*

CA. R K JHUNJHUNWALA  
Proprietor  
Membership No. 006604



Directors

*[Signature]*

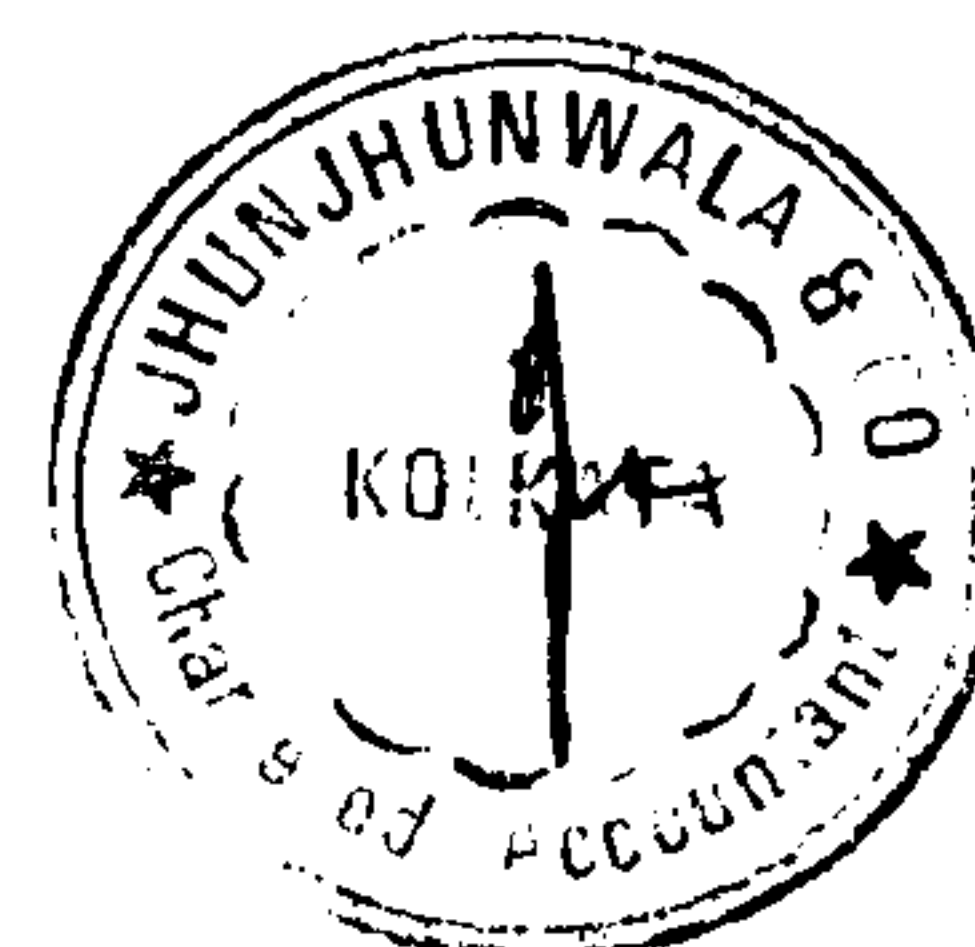
Place: Kolkata  
Date: 30th May, 2017



**ATIONAL PLYWOOD INDUSTRIES LIMITED**

as forming part of the financial statement

Note	Particulars
<b>1 Significant accounting policies</b>	
<b>A Basis of accounting and preparation of financial statements</b>	The Company has prepared these financial statements to comply in all material respects with the Accounting Standards specified under section 133 of the Companies Act 2013 (" the 2013 Act ") read with Rule 7 of the Companies (Accounts) Rules 2014. The financial Statements have been prepared on an accrual basis and under the historical cost convention except in cases of assets for which provision for impairment is made and revaluation is carried out. The accounting policies adopted in the preparation of financial Statements are consistent with those of previous year.
<b>B Use of estimates</b>	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. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.
<b>C Fixed assets</b>	Fixed assets are stated at cost of acquisition inclusive of duties (net of CENVAT and other credits, wherever applicable), taxes, incidental expenses, erection / commissioning expenses and borrowing costs etc. up to the date the assets are ready for their intended use.
<b>D Depreciation</b>	Depreciation on Fixed Assets is provided on Straight Line method at the rates prescribed in Schedule II of the Companies Act, 2013 or at rates determined based on the useful life of the assets, whichever is higher.
<b>E Impairment of assets</b>	The carrying amount of assets is reviewed at each balance sheet date to determine if there is any indication of impairment thereof based on external / internal factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount, which represents the greater of the net selling price of assets and their 'value in use'. The estimated future cash flows are discounted to their present value at appropriate rate arrived at after considering the prevailing interest rates and weighted average cost of capital.
<b>F Investments</b>	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 long-term. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost, but provision for diminution in value is made to recognise a decline other than temporary in the value of such investments.
<b>G Inventories</b>	Inventories are stated at lower of cost and net realisable value. The cost of finished goods and stock-in-process Comprises raw materials, direct labour, other direct cost and related production overheads upto the relevant stage of completion, Purchased finished goods are valued at cost of Purchase.
<b>H Revenue recognition</b>	Revenue (income) is recognised when no significant uncertainty as to determination/ realisation exists.
	<b>Interest</b> Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.
<b>I Employee Benefit</b>	
	<b>Providend Fund</b> Contribution towards providend fund for certain employee is made to the regulatory authorities authorities, Where the company has no further obligation.





#### **Gratuity**

The Company does not provides for gratuity, a defined benefit plan (the Gratuity Plan) covering eligible employee in accordance with the Payments of Gratuity Act, 1972, which are admissible through Life-Insurance Corporation (LIC) and trust which is administered by the trustee.

#### **J Earnings per share**

Earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders, by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of share outstanding during the period are adjusted for the effects of all diluted potential equity shares.

#### **K Taxation**

Tax expense comprises of current and deferred tax.

Current income-tax are measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961.

Deferred tax is recognized on a prudent basis for timing differences, being difference between taxable and accounting income/expenditure that originate in one period and are capable of reversal in one or more subsequent period(s). Deferred tax asset is recognised on carry forward of unabsorbed depreciation and tax losses only if there is virtual certainty that such asset can be realised against future taxable income. Unrecognised deferred tax asset of earlier periods are re-assessed and recognised to the extent that it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realised.

MAT 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 period in which the Minimum Alternative tax (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 profit and loss account 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.

a) Disputed Income for Rs 2,50,82,624/- for assessment year 1996-97 for which the appeal is pending at Kolkata High Court.

#### **L Cash and cash equivalents**

Cash and cash equivalents in the balance sheet comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

#### **M Excise: Re Aqueous Solution Case**

- i) Refund claim of Rs 66.29 lacs transferred to Consumer Welfare Fund, Appeal filed is pending with CESTAT, Kolkata.
- ii) Refund claim of Rs 19.11 lacs sanctioned and paid but department has filed appeal before tribunal which has been remanded to the

department for de-novo examination of provisional assessment, and is pending.

- iii) Refund claim of Rs 53.56 lacs pending in Appeal before Tribunal, Kolkata.

Total Contingent Refund is approx Rs 119.85 lacs.

#### **N Contingent liabilities**

Liabilities which are material and whose future outcome cannot be ascertained with reasonable certainty, are treated as contingent and disclosed by way of notes to the accounts.

##### Central Excise

- i) Due to dispute in classification and/or valuation of certain items of finished goods under the Central Excise & Salt Act, 1944, a demand of Rs 19.03 lacs (approx) has been confirmed by Central Excise Department. Department has been requested to adjust the amount against refund claim pending with the department.
- ii) Demand on duty Rs 182.68 lacs approx. confirmed by the commissioner C.E. on 10.10.2001, against show cause notice dated 12.12.1985. Appeal petitions filed in Guwahati High Court is pending, hence subjudice.
- iii) Demand of duty Rs 20.65 lacs confirmed. Appeal and stay petition filed before the Tribunal Kolkata, Stay petition has been allowed. Appeal is pending.

Total Contingent liabilities on this account is approx Rs 250.49 lacs.

##### Provident Fund

Provident Fund Liabilities is being paid as per agreed stipulated term. Necessary applications were filed with concerned authorities to waive penal interes(s), penalties, damages & other charges on the liability of the company as on 31.03.2016.

##### Sales Tax-Hosur, Tamilnadu:

Demand of Rs 345.69 lacs is outstanding against IFST Loan against which a stay has been granted by the Madras High Court.

##### Sales Tax-West Bengal:

All the Demands raised by the Assessing Officers of Sales Tax Department, West Bengal for the period 1995-96 to 2005-06



have been set-aside by the Appellate / Revision Authority for DE-NOVO assessment. However, no fresh demand of tax has been raised yet against the Company. As no assessment has been done, therefore contingent liability due to W.B. Sales Tax demand cannot be determined at present.

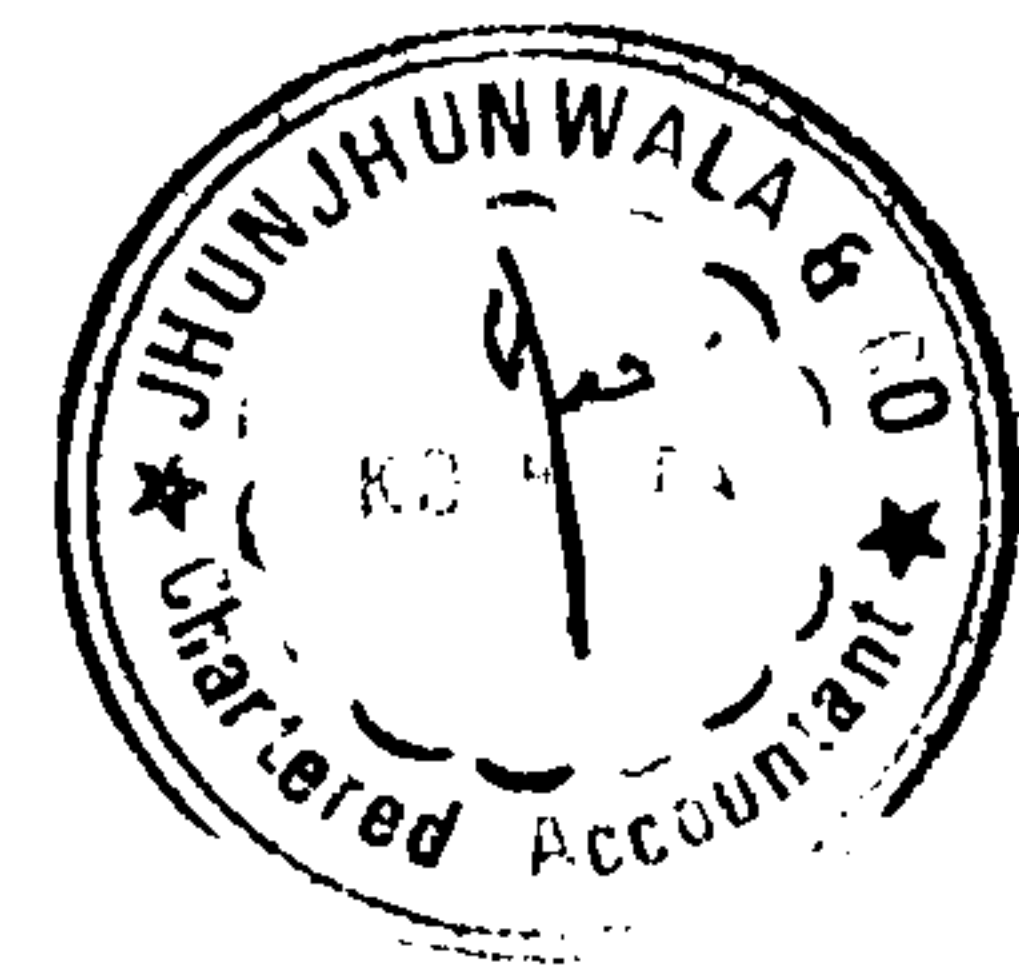
O In order to bring value to the Company, the promoter Late Sri M. L. Periwal had decided to sell the "NATIONAL" BRAND for using in plywood and laminates and other allied products to the Company at a cost of Rs.674.10 Lakhs arrived at as per independent valuation report dated 31.03.2006. In lieu of this the Company proposed to issue shares of the face value of Rs.10/- each at a premium of Rs.5/- per share to acquire the "NATIONAL" BRAND for which approval was sought from the BIFR vide the Draft Rehabilitation Scheme pending with them since 2006 -- 2007 where the provision was made for this allotment against Promoters' Contribution. Since the Hon'ble BIFR and SICA have been repealed with effect from 1st December, 2016, the Board has decided to allot 44,94,000 equity share @ Rs.15/- per share to Late Sri M. L. Periwal's nominees as inheritance as per the extract of his duly probated WILL. This is subject to other necessary approvals as required from the concerned authorities.

P **Preferential Issue Of Shares**

Some Creditors and promoters had invested Rs. 822.30 Lakhs as long term unsecured loans free of interest in the company since 2006 to enable the settlement with secured lenders (Banks). A broad understanding was made with them that these amounts would be converted to Equity at a price equivalent to the issue to promoters as per the scheme submitted to the BIFR. This would be subject to the approval of such scheme. However the BIFR was dissolved and SICA was repealed on 01.12.2016. The board has approved this conversion of unsecured loan to 54.82 lakhs equity shares of Rs. 10/-each at a premium of Rs. 5 /- per share. This is however subject to the shareholders approval and permission .

Q **Provisions**

A provision is recognised when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance date and adjusted to reflect the current best estimates.





Notes forming part of the financial statement

2 Share Capital

a) Share Capital	As at 31st March 2017		As at 31st March 2016	
	Number	Amount (Rs)	Number	Amount (Rs)
<b>Authorised</b>				
Equity Shares of Rs 10 each	2,50,00,000	25,00,00,000	2,50,00,000	25,00,00,000
Preference Shares of Rs 10 each	-	-	-	-
<b>Total</b>	<b>2,50,00,000</b>	<b>25,00,00,000</b>	<b>2,50,00,000</b>	<b>25,00,00,000</b>
<b>Issued, Subscribed &amp; Paid up</b>				
Equity Shares of Rs 10 each	58,53,750	5,85,37,500	58,53,750	5,85,37,500
Preference Shares of Rs 10 each	-	-	-	-
<b>Total</b>	<b>58,53,750</b>	<b>5,85,37,500</b>	<b>58,53,750</b>	<b>5,85,37,500</b>

b) The reconciliation of the Number of Shares Outstanding and the amounts of Share Capital:

Equity shares

Particulars	Equity shares	
	Number	Amount (Rs)
Shares outstanding at the beginning of the year	58,53,750	5,85,37,500
Shares Issued during the year	-	-
Shares outstanding at the end of the year	<b>58,53,750</b>	<b>5,85,37,500</b>

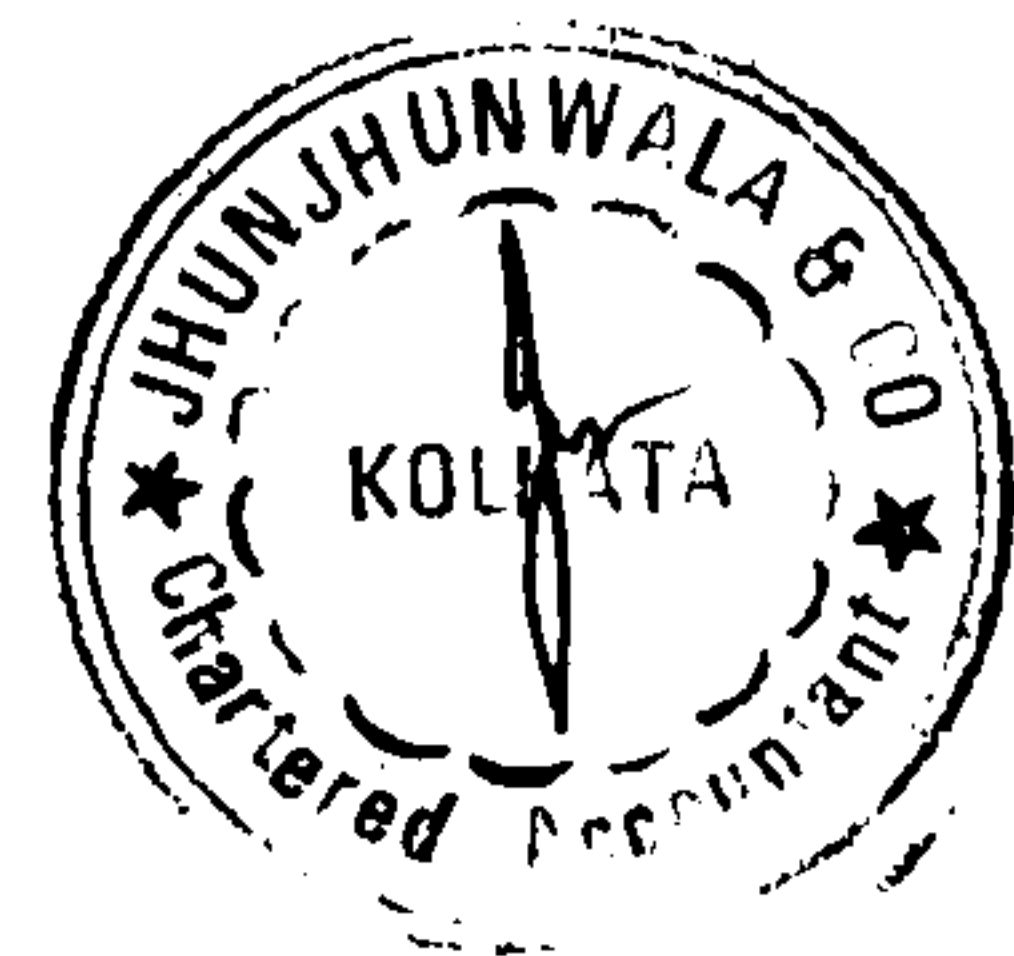
c) The details of Shareholders holding more than 5% shares

Equity shares

Name of Shareholder	As at 31st March 2017		As at 31st March 2016	
	No. of Equity Shares held	% of Holding	No. of Equity Shares held	% of Holding
Smt Chandrakanta Periwal	564650	9.65	564650	9.65
Madhulika Periwal	343240	5.86	343240	5.86
Piyush Kumar Periwal	322575	5.18	322575	5.18
Amrex Marketing Pvt Ltd	598740	10.23	598740	10.23
Mahendra G. Wadhvani	306000	5.23	306000	5.23
	<b>21,35,205</b>	<b>36.15</b>	<b>21,35,205</b>	<b>36.15</b>

Preference Shares

Name of Shareholder	As at 31st March 2017		As at 31st March 2016	
	No. of Preference Shares held	% of Holding	No. of Equity Shares held	% of Holding
	-	0.00	-	0.00





### 3 Reserve and Surplus

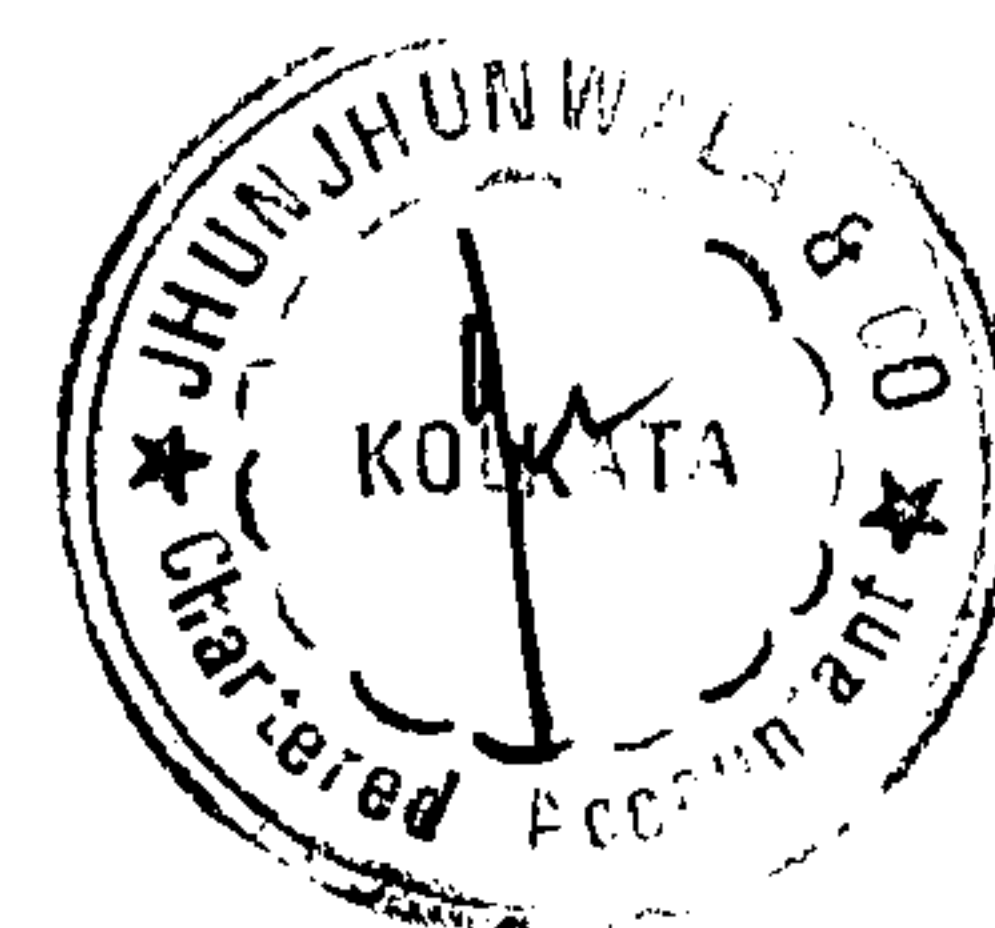
Reserves & Surplus	As at 31st March 2017	As at 31st March 2016
	Amount (Rs)	Amount (Rs)
<b>General Reserve</b>		
Opening balance	8,50,00,000	8,50,00,000
Closing balance	8,50,00,000	8,50,00,000
<b>Capital Reserve</b>		
Opening balance	3,07,55,905	3,07,55,905
Add: Securities premium credited on share issue	-	-
Closing balance	3,07,55,905	3,07,55,905
<b>Investment Allowance Reserve</b>		
Opening balance	8,67,830	8,67,830
Add: Additions during the year	-	-
Closing balance	8,67,830	8,67,830
<b>Securities Premium Account</b>		
Opening balance	2,03,65,000	2,03,65,000
Closing balance	2,03,65,000	2,03,65,000
<b>Statutory Reserve</b>		
Capital Subsidy Account	15,00,000	15,00,000
Grant received	20,00,000	20,00,000
	35,00,000	35,00,000
<b>Surplus</b>		
Opening balance	(60,32,23,094)	-62,28,25,406
Add: Net Profit for the current year	23,06,991	1,96,02,312
	(60,09,16,103)	(60,32,23,094)
Closing balance	-60,09,16,103	-60,32,23,094
<b>Total</b>	<b>-46,04,27,368</b>	<b>-46,27,34,359</b>

### 4 Long-term Borrowings

Long-term Borrowings	As at 31st March 2017	As at 31st March 2016
	Amount (Rs)	Amount (Rs)
<b>(a) Unsecured</b>		
From Sundry parties	16,68,77,072	14,95,11,794
Security Deposits	31,18,546	31,63,546
Others- Sales tax deferred scheme	3,45,95,749	3,45,95,749
<b>Total</b>	<b>20,45,91,367</b>	<b>18,72,71,089</b>

### 5 Long-term Provisions

Long-term Provisions	As at 31st March 2017	As at 31st March 2016
	Amount (Rs)	Amount (Rs)
Aashi Group Of Companies	2,25,00,000	2,25,00,000
Dilip Construction Pvt. Ltd.	4,50,00,000	4,50,00,000
Advance for Brand	6,74,10,000	6,74,10,000
Advance toward Share Buy-Back From Banks/FI	98,20,000	98,20,000
Unclaimed Dividends 1995-96	86,794	86,794
Share Application - Refund Account	50,165	50,165
<b>Total</b>	<b>14,48,66,959</b>	<b>14,48,66,959</b>



6 Short-term Borrowings

Short-term Borrowings	As at 31st March 2017	As at 31st March 2016
	Amount (Rs)	Amount (Rs)
(a) Secured Working Capital Loans		
From Banks		
Rupee Loans	55,13,910	58,80,484
Term Loan	-	-
Interest Accrued on Term loan	-	-
Temporary overdraft from banks	-	-
<b>Total</b>	<b>55,13,910</b>	<b>58,80,484</b>

(a) Working Capital is secured by hypothecation of present and future stocks of raw materials, stock-in-process, finished goods, stores & spare parts, books debts and other moveable assets and personal guarantees of some of the directors of the company.

b) Term loans are partly secured by pari-passu first charge on the fixed assets of the company & personal guarantees of some of the directors of the company and partly by exclusive charge on the specific assets and personal guarantees of the directors.

7 Trade Payables

Trade Payables	As at 31st March 2017	As at 31st March 2016
	Amount (Rs)	Amount (Rs)
(a) Due to Micro, Small and Medium enterprises	37,06,26,930	32,14,18,304
<b>Total</b>	<b>37,06,26,930</b>	<b>32,14,18,304</b>

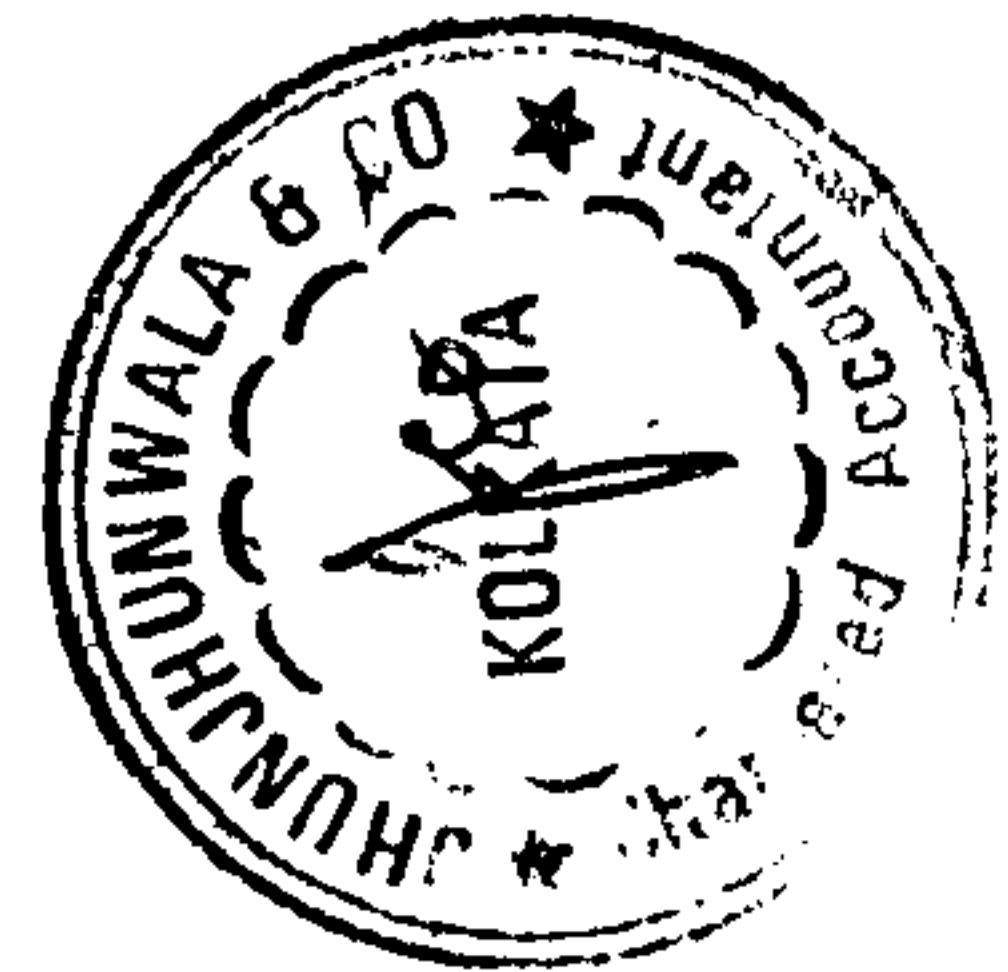
8 Other Current Liabilities

Other Current Liabilities	As at 31st March 2017	As at 31st March 2016
	Amount (Rs)	Amount (Rs)
(a) Payable for Expenses	63,19,337	57,37,918
(b) Other Payables	16,15,72,320	22,16,36,365
(c) Advance From Customers	1,10,27,560	2,36,29,514
<b>Total</b>	<b>17,89,19,217</b>	<b>25,10,03,796</b>

9 Fixed Assets  
(Separately annexed)



DESCRIPTION OF ASSETS	GROSS BLOCK			DEPRECIATION ADJUSTMENTS DURING THE YEAR			NET BLOCK	
	COST AS AT 01.04.2016	ADDITION DURING THE YEAR	SALES/ TRANSFER	TOTAL COST AS AT 31.03.2017	UP TO 31.03.2016	FOR THE YEAR	AS AT 31.03.2017	AS AT 31.03.2016
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
LAND	4229035	0	0	4229035	0	0	4229035	4229035
BUILDINGS	38036911	0	0	38036911	25386045	1205770	11445096	12650866
PLANT & MACHINERY	176982946	2410936	0	179393882	144423405	3754593	31215884	325559541
VEHICLES	8555066	0	0	8555066	8382719	145695	26652	172347
ELECTRIC FITTINGS	2925126	0	0	2925126	1493761	197916	1233449	1431365
FURNITURE & FIXTURES	8842060	0	0	8842060	8620564	22105	199391	221496
OFFICE EQUIPMENTS	9405195	0	0	9405195	9207281	76183	121731	197914
COMPUTER	1575337	34000	0	1609337	1515498	16036	77803	59839
AIR CONDITIONERS	780891	38350	0	819241	761657	13249	44335	19234
BRAND GOODWILL	67410000	0	0	67410000	0	0	67410000	67410000
TOTAL ---->	318742567	2483286	0	321225853	199790930	5431547	116003376	118951637
WORK IN PROGRESS	0	0	0	0	0	0	0	0
TOTAL ---->	318742567	2483286	0	321225853	199790930	5431547	116003376	118951637





10 Non-Current Investments

Particulars	As at 31st March 2017	As at 31st March 2016
	Amount (Rs)	Amount (Rs)
<b>Investments (Refer below)</b>		
Investment in Equity instruments	1,00,000	1,00,000
Others	5,000	5,000
<b>Total</b>	<b>1,05,000</b>	<b>1,05,000</b>

Details of Non-Trade

Name of the Body Corporate (1)	No. of Shares / Units		Amount (Rs)	
	2017	2016	2017	2016
	(2)	(3)	(4)	(5)
<b>a. Investment in Equity Instruments</b>				
<b>Unquoted, fully paid-Long Term Investments</b>				
Periwal Plastics Pvt Ltd of Rs 100 each	1,000	1,000	1,00,000	1,00,000
<b>Total</b>			<b>1,00,000</b>	<b>1,00,000</b>
<b>b. Others</b>				
Assam Petro chemicals Ltd of Rs 10 each	500	500	5,000	5,000
			5,000	5,000
<b>Grand Total</b>			<b>1,05,000</b>	<b>1,05,000</b>
<b>Aggregate amounts of Unquoted Investments</b>			<b>1,05,000</b>	<b>1,05,000</b>

11 Long Term Loans and Advances

Long Term Loans and Advances	As at 31st March 2017	As at 31st March 2016
	Amount (Rs)	Amount (Rs)
<b>a. Others</b>		
Advance Payment of taxes (Net)	27,10,469	27,67,767
Advance to Others	3,54,92,742	2,69,94,827
<b>b. Loans</b>	22,31,650	22,31,650
<b>c. Deposits</b>		
Sundry Deposits	53,19,930	58,50,930
	<b>4,57,54,792</b>	<b>3,78,45,174</b>



12 Inventories

Inventories	As at 31 March 2017		As at 31 March 2016	
	Quantity	Amount (Rs)	Quantity	Amount (Rs)
a.) Finished goods (Valued at cost)		2,16,58,993		2,66,03,779
b.) Work-in-progress		-		-
c.) Raw Materials		5,97,61,491		7,26,45,374
<b>Total</b>		<b>8,14,20,484</b>		<b>9,92,49,153</b>

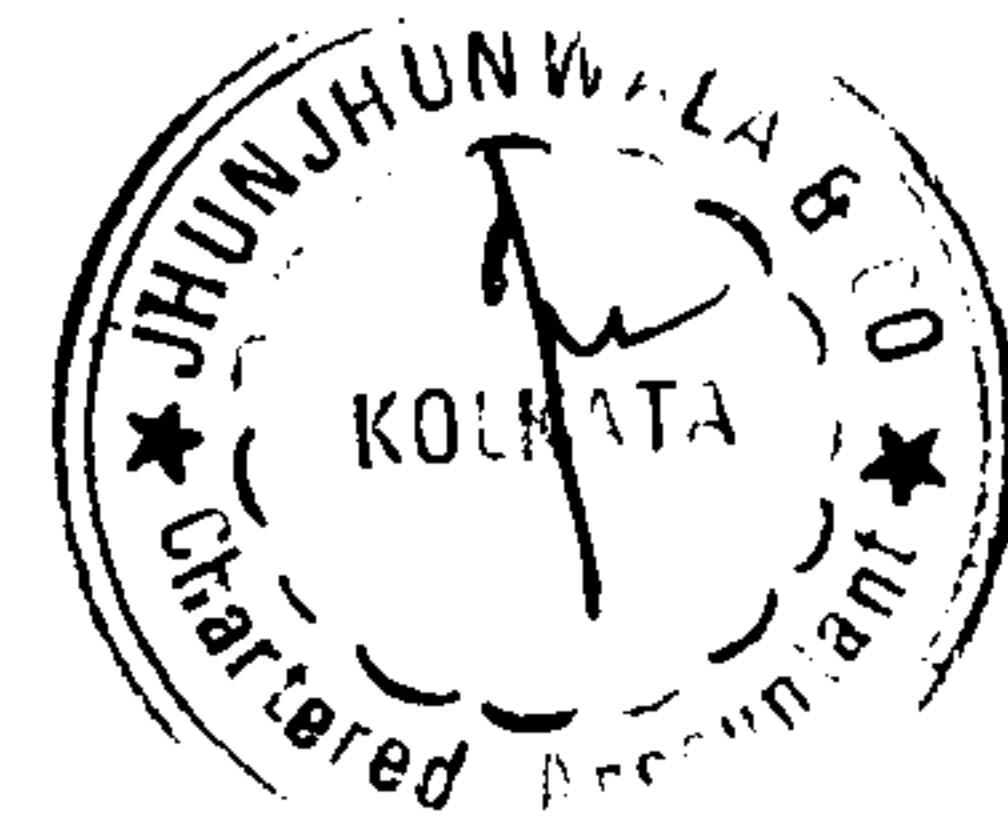
13 Trade - Receivables

Trade - Receivables	As at 31st March 2017	As at 31st March 2016
	Amount (Rs)	Amount (Rs)
Trade receivables outstanding for a period more than six months from the date they are due for payment Unsecured, considered good	14,52,39,832	16,11,54,758
Unsecured, considered Doubtful	-	-
Trade receivables outstanding for a period less than six months from the date they are due for payment Unsecured, considered good	10,80,50,398	8,05,71,272
<b>Total</b>	<b>25,32,90,230</b>	<b>24,17,26,030</b>

14 Cash and Cash Equivalents

Cash and cash equivalents	As at 31st March 2017	As at 31st March 2016
	Amount (Rs)	Amount (Rs)
a. Cash in hand	18,59,135	5,31,594
b. Balances with banks	9,04,418	36,28,309
c. Fixed Deposits with banks	-	-
	<b>27,63,552</b>	<b>41,59,903</b>

(a) Fixed deposits with banks include maturity of more than 12 months



15 Short Term Loans and Advances

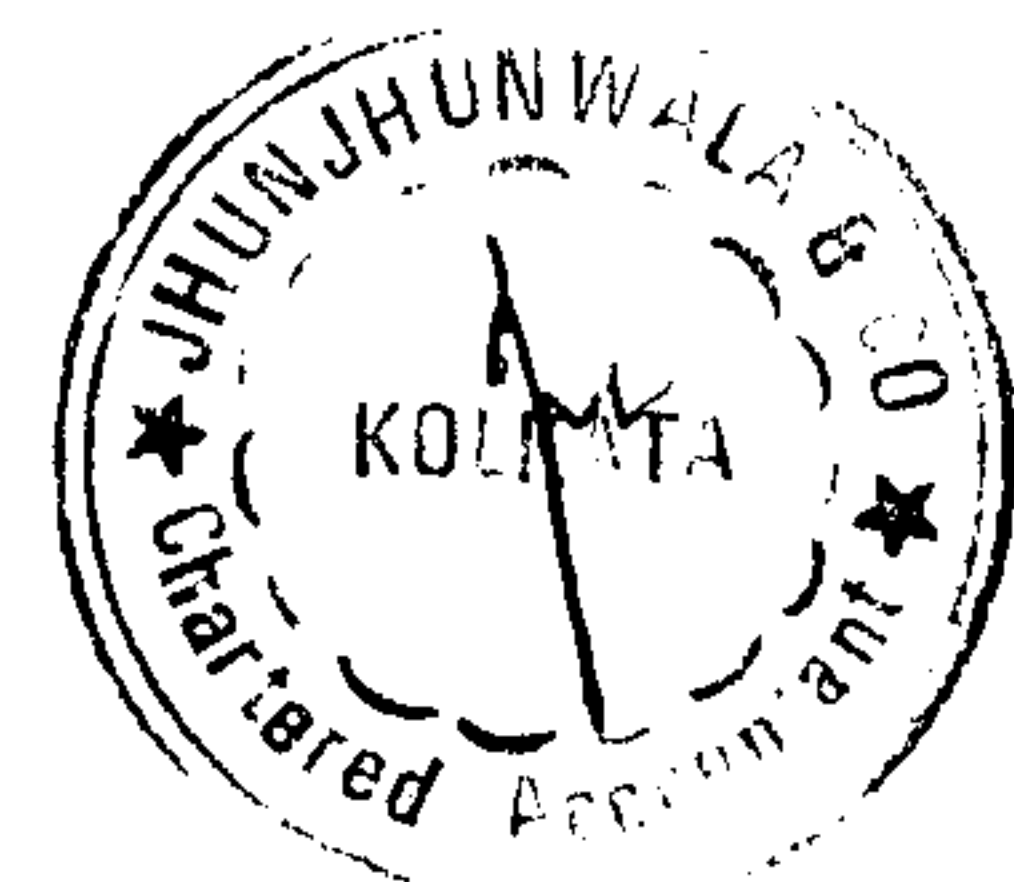
Short-term loans and advances	As at 31st March 2017	As at 31st March 2016
	Amount (Rs)	Amount (Rs)
<b>a. Advance to related Party</b> Advances to Related Party	25,000	25,000
<b>b. Others</b> Advance to Staff	31,02,140	34,49,206
Advance Against Property	-	-
Advance To Others	-	-
Advance Payment of taxes (Net)	-	-
Balance with Gov. Authorities	1,63,941	7,32,670
Accrued interest on Fixed Deposits	-	-
<b>c. Deposits</b> Sundry Deposits	-	-
	<b>32,91,081</b>	<b>42,06,876</b>

16 Revenue from Operations

Particulars	For the year ended 31st March 2017	For the year ended 31st March 2016
	Amount (Rs)	Amount (Rs)
<b>Sale of Products</b> Gross Sale	46,35,11,155	55,21,09,034
Less: Excise Duty	2,56,82,369	2,43,93,131
Drawback on Export Sale	-	-
<b>Total</b>	<b>43,78,28,786</b>	<b>52,77,15,903</b>

17 Other Income

Other Income	For the year ended 31st March 2017	For the year ended 31st March 2016
	Amount (Rs)	Amount (Rs)
Other Income	1,05,55,117	3,870
Liabilities/Creditors no longer payable W/Back	3,86,30,219	1,76,08,301
Profit on sale of fixed Assets	1,200	-
Interest received	70,190	87,636
<b>Total</b>	<b>4,92,56,726</b>	<b>1,76,99,807</b>





## 18 Cost of material Consumed

Cost of material Consumed	For the year ended 31st March 2017	For the year ended 31st March 2016
	Amount (Rs)	Amount (Rs)
Consumption of - Raw Materials	21,05,82,602	19,37,73,971
<b>Total</b>	<b>21,05,82,602</b>	<b>19,37,73,971</b>

## 19 Changes in inventories of Stock-in-Trade

Changes in inventories of Stock-in-Trade	For the year ended 31st March 2017	For the year ended 31st March 2016
	Amount (Rs)	Amount (Rs)
Closing Stock of Finished/trading items	2,16,58,993	3,16,06,876
Less: Opening Stock of Finished/ trading items	3,16,06,876	2,24,50,246
<b>Total</b>	<b>(99,47,883)</b>	<b>91,56,630</b>

## 20 Employee Benefits Expense

Employee Benefits Expense	For the year ended 31st March 2017	For the year ended 31st March 2016
	Amount (Rs)	Amount (Rs)
Salaries, bonus and leave pay	3,00,66,782	2,67,85,264
Contribution to Provident Fund and Others Fund	9,61,996	19,03,275
Staff welfare expenses	1,27,451	2,44,902
<b>Total</b>	<b>3,11,56,229</b>	<b>2,89,33,441</b>

## 21 Financial Expense

Financial Expense	For the year ended 31st March 2017	For the year ended 31st March 2016
	Amount (Rs)	Amount (Rs)
Interest To Bank	9,83,426	7,47,919
<b>Total</b>	<b>9,83,426</b>	<b>7,47,919</b>

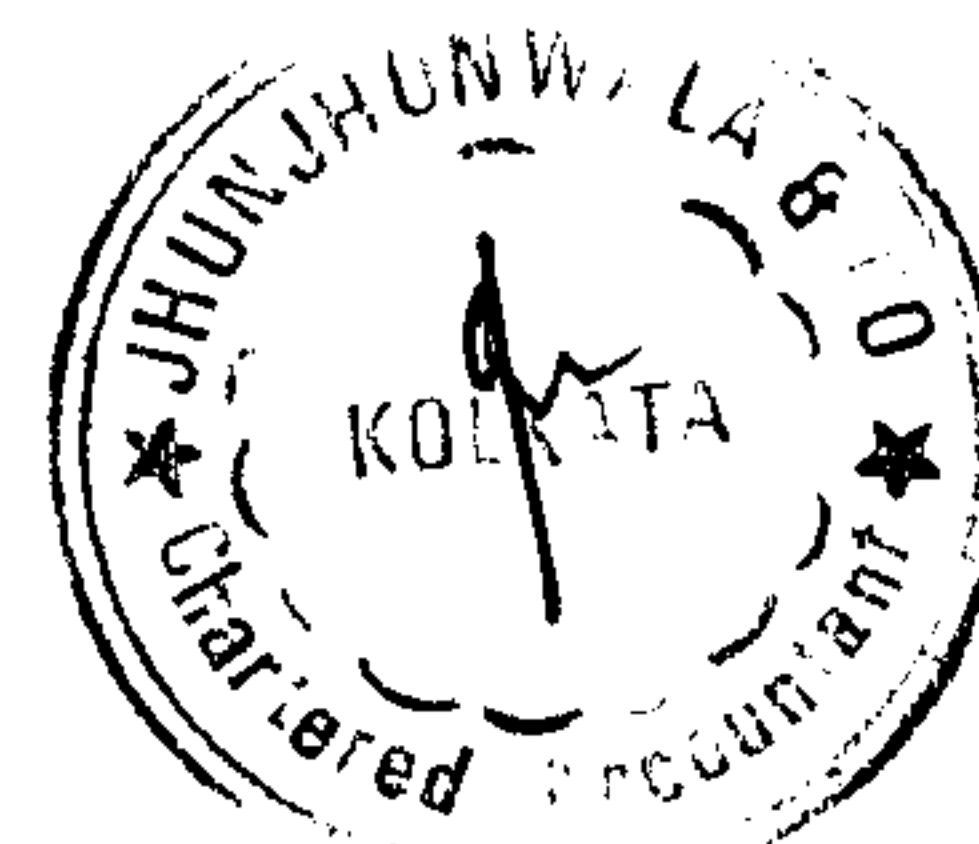
## 22 Depreciation and Amortisation Expense

Depreciation and Amortisation Expense	For the year ended 31st March 2017	For the year ended 31st March 2016
	Amount (Rs)	Amount (Rs)
Depreciation and Amortisation	54,31,547	42,54,557
<b>Total</b>	<b>54,31,547</b>	<b>42,54,557</b>



## 23 Other Expenses

Other Expenses	For the year ended 31st March 2017	For the year ended 31st March 2016
	Amount (Rs)	Amount (Rs)
<b>Manufacturing, Administrative &amp; Selling Expenses</b>	23,94,900	20,21,660
Stores and Spares Consumed	77,42,291	61,45,840
Packing & Forwarding Charges	6,70,523	13,80,056
Repair to Plant & Machinery	-	6,868
Repair to Building	1,41,915	67,451
Repair to Others	35,000	35,000
Payments to Auditors	1,38,37,145	1,32,63,606
Power & Fuel	2,04,618	1,38,661
Service Tax on Freight	22,763	-
Service Tax On Auxillary Services	4,434	-
Service Tax On Legal Consultancy Service	99,67,463	73,47,803
Miscellaneous Expenses	1,50,930	2,85,207
Vehicle Maintenance Expenses	6,73,814	19,100
Sundry Balance Advance W/off back	4,85,305	3,95,218
Rates & taxes	2,04,844	2,72,768
Insurance	21,58,694	16,67,278
Rent (Office & Godown)	8,72,210	19,36,517
Sampling Charges	1,395	90,985
Sales Tax		
<b>Total</b>	<b>3,95,68,243</b>	<b>3,50,74,018</b>



24 Payment to auditor

Payment to auditor	For the year ended 31st March 2017	For the year ended 31st March 2016
	Amount (Rs)	Amount (Rs)
Statutory audit	35,000	35,000
Total	35,000	35,000

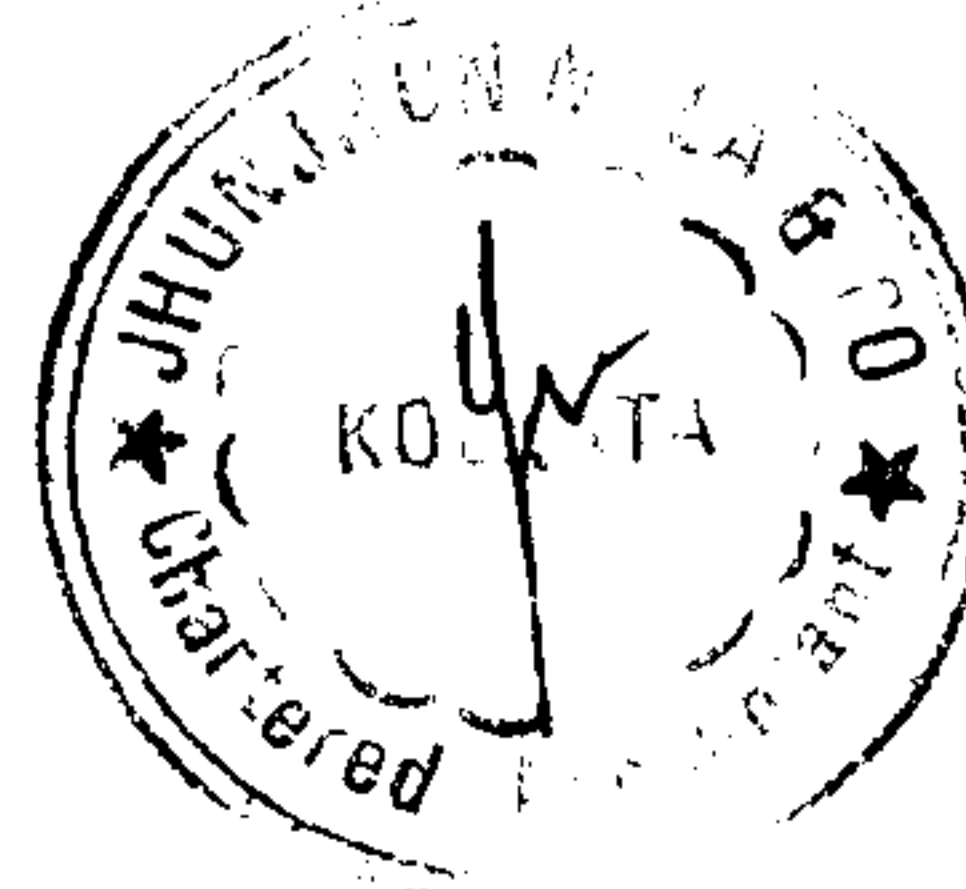
25 Disclosures of related party transactions (as identified & certified by the management):

(i) As per Accounting Standard-18- ' Related Party Disclosures' issued by the Institute of Chartered Accountants of India have been complied with.

(ii) Key Management

- (a) Shri Piyush Periwal
- (b) Shri Vinod Kumar Sharma
- (c) Shri N.G.Paul
- (d) Shri Abhijeet Sarkar

- Vice Chairman & Managing Director
- Director
- Director
- Director






26 Earning per share (EPS)

Particulars		For the Year Ended 31st March, 2017	For the Year Ended 31st March, 2016
Profit after tax	Rs.	23,06,991	1,96,02,312
Weighted average number of equity shares outstanding during the year	Nos.	58,53,750	58,53,750
Nominal value of equity per share	Rs.	10	10
Basic earning per share (EPS)	Rs.	0.39	3.35

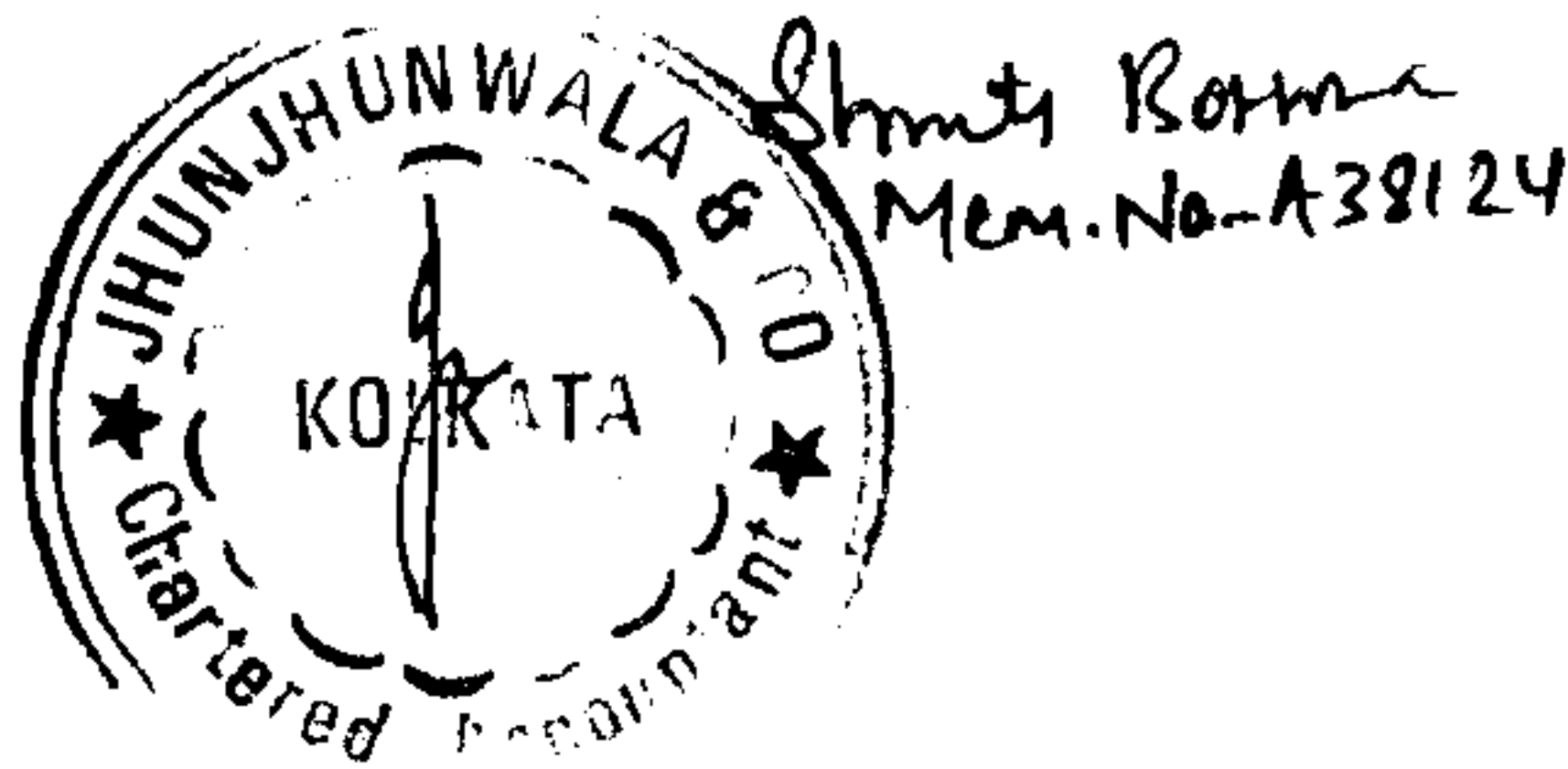
- 27 To Make regular monthly Contribution to Various Provident Funds which are in the nature of defined Contribution schemes and such paid/payable amount are charged against revenue. To administer through duly constituted and approved independent trusts. various gratuity and pension funds, which are in the nature of defined benefit/contribution schemes. To determine the liabilities towards such schemes as applicable by an independent actuarial valuations as per the requirements of Accounting.
- 28 **Micro, Small and Medium Enterprises**  
There are Micro, Small & Medium Enterprises, to whom the Company owes dues, which are outstanding as at 31st March 2017. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.
- 29 In the opinion of the Board of Directors, the Current Assets, Loans & Advances are approximately of the value stated in accounts, if realised in ordinary course of business, unless otherwise stated. The provision for all known liabilities is adequate and not in excess/short of the amount considered reasonable/necessary.
- 30 Balances of some of the Sundry creditors, Loans and advances incorporated in the books as per balances appearing in the relevant subsidiary records, are subject to confirmation from the respective parties and consequential adjustments arising from reconciliation, if any. The management however is of the view that there will be no material discrepancies in this regard.
- 31 Historically, the company's investment in unquoted shares has been done with a view to hold them for long term and thereby earn capital gains, since dividend payout on such investments has generally been nil. The aforesaid policy has been taken into consideration while computing the provision for income-tax as applicable
- 32 The financial statements for the year ended 31st March, 2016 had been prepared as per the then applicable revised Companies Act, 2013, Consequent to the notification under the Companies Act, 2013, the financial statements for the year ended 31st March, 2017 are also prepared under revised Schedule . Accordingly, the previous year figures have also been reclassified to conform to this year's notifications.
- 33 Figures in the bracket relate to previous year.
- 34 Figures have been rounded off to nearest rupee.

As per our report of even date attached

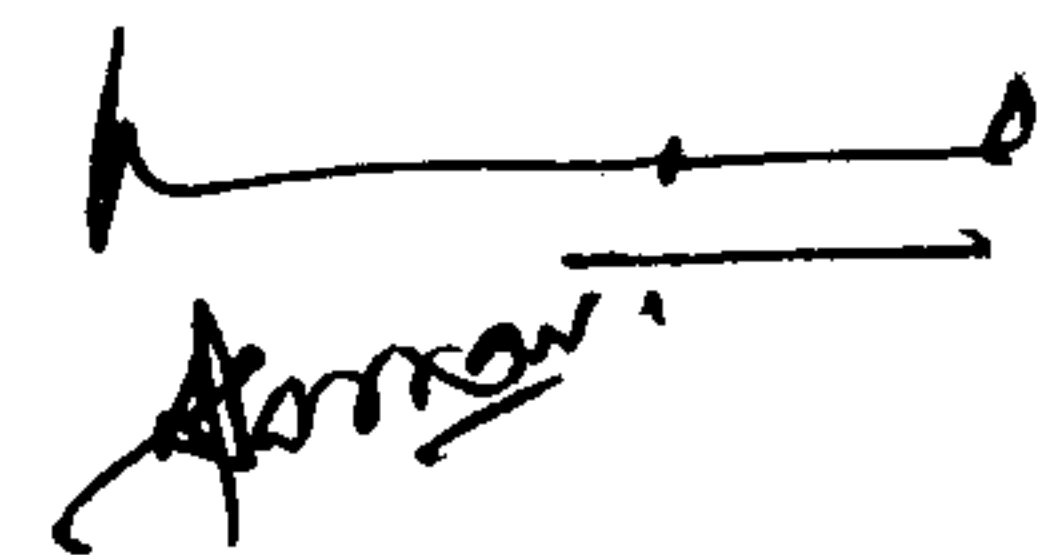
For JHUNJHUNWALA & CO  
Chartered Accountants  
Firm Reg no: 302169E

  
CA. R K JHUNJHUNWALA  
Proprietor  
Membership No. 006604

Place: Kolkata  
Date: 30th May, 2017



Directors



NATIONAL PLYWOOD INDUSTRIES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

	For the year ended 31.03.2017	For the year ended 31.03.2016
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/(Loss) Before Tax	23,06,991.00	1,96,02,312.00
Adjustments for :		
Depreciation	54,31,547.00	42,54,557.00
Loss /(Profit) on sale of Fixed Assets	-	-
Interest	9,83,426.00	7,47,919.00
Interest written back for earlier year	-	-
<b>Operating Profit before Working Capital changes</b>	<b>87,21,964.00</b>	<b>2,46,04,788.00</b>
Adjustments for :		
Trade and Other Receivables	-1,15,64,199.00	-8,09,76,303.00
Inventories	1,78,28,669.00	-21,03,594.00
Trade payables	-2,28,75,953.00	5,12,16,717.00
Investments	-	-
Term Loan	-	-
Working Capital Loan from bank	-	-
OTS Settlement	-	-
Preliminary Expenses	-	-
<b>Cash generated from operations</b>	<b>-78,89,519.00</b>	<b>-72,58,392.00</b>
Income Tax refund	-	-
Income Tax paid	-	-
Wealth Tax paid	-	-
<b>Net Cash Flow from Operating Activities(A)</b>	<b>-78,89,519.00</b>	<b>-72,58,392.00</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Dividend income	-	-
Purchase of Fixed Assets	-24,83,286.00	-15,95,308.00
Sale of Fixed Assets	-	-
Sale of Share	-	-
<b>Net Cash Flow from Investing Activities(B)</b>	<b>-24,83,286.00</b>	<b>-15,95,308.00</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Grant Received		
Proceeds from Long Term Borrowings	1,73,20,278.00	49,80,350.00
Decrease /Increase in Financial Lease Liability	-73,60,398.00	56,93,754.00
Interest Paid	-9,83,426.00	-7,47,919.00
<b>Net Cash Flow from Financing Activities©</b>	<b>89,76,454.00</b>	<b>99,26,185.00</b>
<b>Net Increase/(Decrease) in Cash &amp; Cash equivalents(A+B+C)</b>	<b>-13,96,351.00</b>	<b>10,72,485.00</b>
<b>Cash and Cash equivalents as on 01.04.2016</b>	<b>41,59,903.00</b>	<b>30,87,418.00</b>
<b>Cash and Cash equivalents as on 31.03.2017</b>	<b>27,63,552.00</b>	<b>41,59,903.00</b>

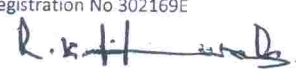
Kolkata,  
Dated: 30.05.2017

  
  
Directors

AUDITORS' CERTIFICATE

We have examined the above Cash Flow Statement of NATIONAL PLYWOOD INDUSTRIES LIMITED for the year ended 31st March, 2017. The Statement has been prepared by the Company in accordance with the requirements of Clause 32 of listing agreement with Stock Exchanges and is based on and in agreement with the books and records of the Company and also the Statement of Profit and Loss Account and Balance Sheet covered by our report of even date to the members of the Company .

For JHUNJHUNWALA & COMPANY  
Chartered Accountants  
Firm Registration No 302169E

  
R.K. Jhunjhunwala  
Proprietor  
(Membership No.006604)

Kolkata  
Dated : 30.05.2017

