

# Greenlam Limited

(Formerly Greenlam South Limited)

**Annual Report  
2023-24**

# Corporate Information

(As on May 28, 2024)

## Board of Directors & KMPs

### Mr. Saurabh Mittal

Chairman, Managing Director & CEO

### Ms. Parul Mittal

Director

### Mr. Ashok Kumar Sharma

Chief Financial Officer & Whole Time Director

### Mr. Manojit Dash

Independent Director

### Mr. Yogesh Kapur

Independent Director

### Mr. Prakash Kumar Biswal

Company Secretary

## Operational & Finance Committee

Mr. Saurabh Mittal, Chairman

Mr. Ashok Kumar Sharma, Member

Mr. Manojit Dash, Member

## Statutory Auditors

M/s. S S Kothari Mehta & Co. LLP, Chartered Accountants,  
Plot No. 68, Okhla Industrial Area, Phase-III, New  
Delhi-110020

## Manufacturing facility

Plot No 19, 19A, 19A-1, APIIC, IP Naidupeta,  
Menakuru Village, Naidupeta Mandal,  
Tirupati District, Andhra Pradesh – 524421

## Registered & Corporate Office

203, 2<sup>nd</sup> Floor, West Wing, Worldmark 1, Aerocity,  
IGI Airport Hospitality District, New Delhi-110037, India  
CIN: U21096DL2019PLC418200  
Phone No.: +91-11-42791399  
Email: prakash.biswal@greenlam.com

## Registrar & Share Transfer Agent (For Debentures)

Link Intime India Private Limited  
Address: Noble Heights, 1<sup>st</sup> Floor, Plot NH 2, C-1 Block LSC,  
Near Savitri Market, Janakpuri, New Delhi-110058  
Phone No.: +91 11-41410592, Fax No.: +91 11-41410591,  
E-mail ID: delhi@linkintime.co.in

## Bankers/Financial institutions

Landesbank Baden-Württemberg (LBBW)  
International Finance Corporation (IFC)  
State Bank of India  
HDFC Bank Limited  
The Hongkong and Shanghai Banking Corporation Limited

## Debenture Trustee

Axis Trustee Services Limited  
Address: Axis House, Bombay Dyeing Mills Compound,  
Pandhurang Budhkar Marg, Worli Mumbai - 400 025, India  
Email id: debenturetrustee@axistrustee.in

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## NOTICE

Notice is hereby given that the 5<sup>th</sup> Annual General Meeting ('AGM') of the members of Greenlam Limited (Formerly Greenlam South Limited) will be held as per the schedule given below:

**DAY** : Wednesday

**DATE** : August 21, 2024

**TIME** : 05:00 P.M.

**PLACE** : 203, 2<sup>nd</sup> Floor, West Wing, Worldmark 1, Aerocity, IGI Airport, Hospitality District, New Delhi – 110037

to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, comprising of the Audited Balance Sheet as at March 31, 2024, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Saurabh Mittal (DIN: 00273917), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

**Place** : Delhi

**Date** : May 28, 2024

By Order of the Board  
**For Greenlam Limited**  
(Formerly Greenlam South Limited)

### Registered Office:

203, 2<sup>nd</sup> Floor, West Wing, Worldmark 1, Aerocity,  
IGI Airport, Hospitality District, New Delhi - 110037,  
India.

**Prakash Kumar Biswal**  
**Company Secretary**  
**Membership No: ACS 19037**

**NOTES:**

1. A member entitled to attend and vote at the Annual General Meeting ("Meeting/AGM") is entitled to appoint a proxy to attend and vote on a poll instead of him/her and the proxy need not be a member of the Company. The instrument appointing the proxy, in order to be effective, should be deposited, duly completed and signed, at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A proxy form is attached herewith.

**A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**

2. The proxy holder shall prove his/her identity at the time of attending the Meeting.
3. When a member appoints a proxy, and both the member and proxy attend the Meeting, the proxy stands automatically revoked.
4. Requisition for inspection of proxies shall have to be made in writing by Members entitled to vote on any resolution three days before the commencement of the Meeting.
5. Proxies shall be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.
6. Corporate Members intending to attend the Meeting are required to send to the Company a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Meeting.
7. In case of joint holders attending the Meeting, only such joint holders whose name appears first in the order of names will be entitled to vote.
8. Members/proxies/authorized representatives are requested to bring an attendance slip, duly signed as per the specimen signature recorded with the Company for admission into the Meeting Hall.
9. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules issued thereunder and other documents mentioned in this notice are open for inspection by the Members at the registered office of the Company on all working days, between 11:00 a.m. to 1:00 p.m. up to the date of the Meeting and also at the AGM.
10. Shareholders seeking any information with regard to accounts and operations of the Company are requested to write to the Company, at least 7 working days before the date of the meeting so as to enable the management to keep the information ready.
11. Members are requested to bring their own copies of Annual Report with them to the meeting, as the same will not be supplied again at the meeting as a measure to promote environment friendly practices.

**Place :** Delhi

**Date :** May 28, 2024

By Order of the Board  
**For Greenlam Limited**  
*(Formerly Greenlam South Limited)*

**Registered Office:**

203, 2<sup>nd</sup> Floor, West Wing, Worldmark 1, Aerocity,  
 IGI Airport, Hospitality District, New Delhi - 110037,  
 India.

**Prakash Kumar Biswal**  
**Company Secretary**  
**Membership No: ACS 19037**

# DIRECTORS' REPORT

FOR THE FINANCIAL YEAR 2023-24

## Dear Shareholders,

Your Directors have the pleasure in presenting the 5<sup>th</sup> Annual Report on the business and operations of the Company along with the Audited Financial Statements of the Company for the financial year ended March 31, 2024.

### 1. FINANCIAL HIGHLIGHTS

The summarized Financial Results for the period under review are as under:

(₹ in Lacs)

Particulars	2023-24	2022-23
Revenue from Operations	6762.75	-
Other Income	147.14	29.91
Profit/(Loss) before Finance Cost, Depreciation & Amortization Expenses and Tax Expenses	(32.52)	26.40
Less: Finance Cost	704.38	1.55
Less: Depreciation & Amortization Expenses	874.30	9.68
<b>Profit/(loss) before tax</b>	<b>(1611.20)</b>	<b>15.17</b>
Less: Tax Expenses	(274.58)	-
<b>Profit/(loss) for the period</b>	<b>(1336.62)</b>	<b>15.17</b>
Add: Other Comprehensive Income (Net of Taxes)	(3.15)	-
<b>Total Comprehensive Income (Net of Taxes)</b>	<b>(1339.77)</b>	<b>15.17</b>
Balance brought forward from earlier years	(75.65)	(90.82)
<b>Balance carried to Balance Sheet</b>	<b>(1415.42)</b>	<b>(75.65)</b>

### 2. STATE OF AFFAIRS AND FUTURE OUTLOOK OF THE COMPANY

During the period under review, your Company commercialized its greenfield laminates manufacturing facility at Naidupeta, Andhra Pradesh, with an installed capacity of 3.5 million laminate sheets/ boards per annum w.e.f. September 29, 2023. Total capex incurred for the said project was Rs. 239 crores approx. till commencement of commercial production. Further, the Board of Director of the Company at their meeting held on October 28, 2023, approved an additional capex of Rs. 35 crores for the said Laminates manufacturing facility for creation of additional space and ancillary equipment for future readiness.

Your company is also setting up a greenfield project for manufacturing of particle board and allied products at Naidupeta, Andhra Pradesh having a manufacturing capacity of approx. 2,31,000 cubic meters particle board per annum. During the period under review, the Board of Directors of the Company at their meeting held on October 28, 2023, approved the increase in estimated capex from Rs. 600 crores to Rs. 775 crores for the said particle boards project.

Further, After the closure of financial year 2023-24, the Board of Directors of the Company at their meeting held on May 28, 2024, again approved the revised estimated capex of Rs. 875 crores (increased from Rs. 775 crores to Rs. 875 crores) for the said Particle Board project of the Company. The above increase in estimated capex was largely due to cost escalation, addition of certain value-added equipment, currency depreciation and increase in pre operating expenses owing to project delay and consequent increase in capacity enhancement from 2,31,000 cubic meters to 2,92,380 cubic meters. The project is expected to commence commercial production by Q3 of F.Y. 2024-25.

Also, your Company has started commercial production from the Peeling line for manufacturing of veneer and allied products at Naidupeta, Andhra Pradesh, which has an installed capacity of approx. 350 ton/day on 24 hrs. basis.

Also, during the period under review, the Company has acquired land admeasuring 90 acres approx. in Sitapur District, Uttar Pradesh for an amount of Rs. 25 crores approx. for future expansion of the business of the Company.

Also, during the period under review, the Company has acquired approx. 14.5 acres of land in Naidupeta, Andhra Pradesh for an amount of Rs. 5 crores approx., near to the manufacturing facility of the Company for staff quarters and/or ancillary activities.

During the period under review, your company has posted total revenue of Rs. 6909.89 lakh and net loss of Rs. 1336.62 lakh. The capacity utilization of the laminate unit stood at 31% (annualized) during the year under review and the management of your Company is focusing to ramp up the capacity utilization.

### 3. DIVIDEND

In view of the losses during the period under review, your Board of Directors has not recommended any dividend.

### 4. DETAILS OF HOLDING, SUBSIDIARY OR ASSOCIATE COMPANIES

As on March 31, 2024, the Company is a wholly owned subsidiary of Greenlam Industries Limited and the Company has no subsidiary or joint venture or associate company. Further, during the year under review, no Company has become or ceased to become a subsidiary or joint venture or associate company of the Company.

### 5. TRANSFER TO GENERAL RESERVES

During the period under review, no amount is proposed to be carried to the reserves.

### 6. CHANGES IN SHARE CAPITAL

During the period under review, your Company has issued and allotted following shares on rights basis to its eligible equity shareholders:

- a. 11,36,615, 0.01% Optionally Convertible Non-Cumulative Preference Shares ('OCPS') of Rs. 10/- each at a premium of Rs. 441/- per OCPS, aggregating to Rs. 51,26,13,365/-, on Rights basis to Greenlam Industries Limited, Holding Company ('Greenlam') on July 19, 2023.
- b. 11,36,615, 0.01% Optionally Convertible Non-Cumulative Preference Shares ('OCPS') of Rs. 10/- each at a premium of Rs. 441/- per OCPS, aggregating to Rs. 51,26,13,365/-, on Rights basis to Greenlam on October 19, 2023.
- c. 7,30,681, 0.01% Optionally Convertible Non-Cumulative Preference Shares ('OCPS') of Rs. 10/- each at a premium of Rs. 441/- per OCPS, aggregating to Rs. 32,95,37,131/-, on Rights basis to Greenlam on November 18, 2023.

On March 31, 2024, the issued, subscribed, and paid-up share capital of your Company stood at Rs. 16,08,31,050/- (Rupees Sixteen Crore Eight Lakh Thirty-One Thousand Fifty only), comprising of 81,18,682 (Eighty-One Lakh Eighteen Thousand Six Hundred and Eighty-Two) Equity Shares of Rs.10/- (Rupees Ten only) each and 79,64,423 (Seventy-Nine Lakh Sixty-Four Thousand Four Hundred and Twenty-three) 0.01% Optionally Convertible Non-Cumulative Preference Shares of Rs. 10/- (Rupees Ten only) each.

Further, after closure of FY 2023-24, the Operational & Finance Committee of the Board of Directors of the Company at their meeting held on April 05, 2024, allotted 13,39,582, 0.01% Optionally Convertible Non-Cumulative Preference Shares ('OCPS') of Rs. 10/- each at a premium of Rs. 441/- per OCPS, aggregating to Rs. 60,41,51,482/-, on Rights basis to Greenlam.

Further, during the year under review, there is no change in the Authorized Share Capital of the Company.

### 7. DEBENTURE

During the period under review, your Company has allotted following debentures:

- a. 4,50,000 unlisted, fully paid up, collateralised, redeemable, non-convertible debentures of a face value of INR 1,000/- each, aggregating to Rs. 45,00,00,000/- on private placement basis to International Finance Corporation on April 20, 2023 ("Series A Debentures"),
- b. 4,50,000 unlisted, fully paid up, collateralised, redeemable, non-convertible debentures of a face value of INR 1,000/- each, aggregating to Rs. 45,00,00,000/- on private placement basis to International Finance Corporation on August 10, 2023 ("Series B Debentures"),
- c. 4,50,000 unlisted, fully paid up, collateralised, redeemable, non-convertible debentures of a face value of INR 1,000/- each, aggregating to Rs. 45,00,00,000/- on private placement basis to International Finance Corporation on December 08, 2023 ("Series C Debentures"),

Further, after the closure of FY 2023-24, the Operational & Finance Committee of the Board of Directors of the Company at their meeting held on May 06, 2024, allotted 3,00,000 unlisted, fully paid up, collateralised, redeemable, non-convertible Series D Debentures of a face value of INR 1,000/- each at par aggregating to Rs. 30,00,00,000 on private placement basis to International Finance Corporation.

## 8. EXTERNAL COMMERCIAL BORROWING

The Board of Directors of the Company at their meeting held on August 31, 2022, approved to avail the loan facility in the form of 'External Commercial Borrowings' ("ECB") upto EUR 26,380,000 (Euro Twenty-Six Million Three Hundred Eighty Thousand only) from Landesbank Baden-Wurttemberg ('Bank'). Further, the Bank has sanctioned a limit of Euro 25,495,400 to the Company and out of which the Company has availed the facility of Euro 21,486,647.06 till March 31, 2024. Said Loan will be repaid by way of 20 equal half yearly installments starting from November 2024.

## 9. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The details of the Directors and Key Managerial Personnel of the Company are provided as under:

Sl. No.	Name	Designation
1	Mr. Saurabh Mittal (DIN: 00273917)	Chairman, Managing Director & CEO
2	Ms. Parul Mittal (DIN: 00348783)	Director
3	Mr. Ashok Kumar Sharma (DIN: 08586538)	Chief Financial Officer & Whole Time Director
4	Mr. Manojit Dash (DIN: 08960450)	Independent Director
5	Mr. Yogesh Kapur (DIN: 00070038)	Independent Director
6	Mr. Prakash Kumar Biswal	Company Secretary

During the period under review, your company became an unlisted material subsidiary of Greenlam Industries Limited ('Holding Company/Greenlam') as per the provision of the Regulation 24(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with explanation thereto, and consequently, Mr. Yogesh Kapur [DIN: 00070038], who is an Independent Director of Greenlam, was appointed as an Independent Director of the Company w.e.f. July 20, 2023. In the opinion of Board of Directors, Mr. Yogesh Kapur, Independent Director of the Company, is a person of integrity and possesses relevant expertise and experience.

For the financial year 2023-24, the company has received declaration from all the Independent Directors, confirming that they meets the criteria of independence as prescribed under sub-section (6) of Section 149 and other applicable provisions of the Companies Act, 2013. All the Independent Directors of the Company have complied with the requirement of inclusion of their names in the data bank of Independent Directors maintained by Indian Institute of Corporate Affairs.

Further Board of Directors of the Company at their meeting held on February 01, 2024, appointed Mr. Saurabh Mittal (DIN:00273917), Managing Director & CEO of the Company as the Chairman of the Company till his tenure in the Company as Director unless decided otherwise by the Board Members prior to cessation of his directorship in the Company.

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Saurabh Mittal [DIN:00273917], Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

None of the Directors of your Company are disqualified under the provisions of sub-section (1) and (2) of Section 164 of the Companies Act, 2013.

## 10. MEETINGS OF BOARD OF DIRECTORS

During the period under review, 9 (Nine) meetings of the Board of Directors of the Company were held on April 20, 2023, May 26, 2023, June 21, 2023, July 19, 2023, July 26, 2023, September 13, 2023, October 25, 2023, October 28, 2023, and February 01, 2024. The attendance of the Board of Directors at the Board Meetings is as follows:

Name of the Directors and Director Identification Number (DIN)	No. of Board Meetings	
	Held	Attended
Mr. Saurabh Mittal [DIN: 00273917]	9	9
Ms. Parul Mittal [DIN: 00348783]	9	5
Mr. Ashok Kumar Sharma [DIN: 08586538]	9	9
Mr. Manojit Dash [DIN: 08960450]	9	9
Mr. Yogesh Kapur [DIN: 00070038]	5	5

Further, during the year under review, 1 (One) resolution was passed by the Board of Directors of the Company on January 04, 2024, through circulation in compliance with the provisions of Section 175 and other applicable provisions of the Companies Act, 2013.

## 11. OPERATIONAL & FINANCE COMMITTEE

The Board of Directors at their meeting held on July 26, 2023, approved the constitution of the Operational & Finance Committee of the Board of Directors of the Company (OFC). As on March 31, 2024, the OFC comprises of the following members.

Sl. No.	Name of the Director	Designation
1	Mr. Saurabh Mittal	Chairperson
2	Mr. Ashok Kumar Sharma	Member
3	Mr. Manojit Dash	Member

The OFC meets as and when required to consider matters assigned to it by the Board of the Company from time to time.

During the Financial Year 2023-24, 9 (Nine) meetings of the OFC were held on August 10, 2023, September 14, 2023, October 19, 2023, October 30, 2023, November 18, 2023, December 04, 2023, December 08, 2023, January 02, 2024, and February 12, 2024. The attendance of the members at the Meetings is as follows:

Name of the Member	No. of meetings of the Operational & Finance Committee	
	Held	Attended
Mr. Saurabh Mittal	9	9
Mr. Ashok Kumar Sharma	9	9
Mr. Manojit Dash	9	9

## 12. RISK MANAGEMENT

The Company is taking necessary steps to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified/ to be identified by the businesses and functions, if any, would be systematically addressed through mitigating actions on a continuing basis.

## 13. STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Board of Directors of the Company is of the view that the Company has laid down adequate internal financial controls, commensurate with the nature and scale of its operations, in view of the following:

- Systems have been laid to ensure that all transactions are executed in accordance with management's general and specific authorization.
- Systems and procedures exist to ensure that all transactions are recorded as necessary to permit preparation of financial statements in conformity with the Generally Accepted Accounting Principles or any other criteria applicable to such statements, and to maintain accountability for aspects and timely preparation of reliable financial information.
- Access to assets is permitted only in accordance with management's general and specific authorization. No asset of the Company is allowed to be used for personal purposes, except in accordance with terms of employment or except as specifically permitted.
- The existing assets of the Company are verified/checked at reasonable intervals and appropriate action is taken with respect to differences, if any.
- Proper systems are in place for prevention and detection of frauds and errors.

## 14. CORPORATE SOCIAL RESPONSIBILITY

During the year under review, the provisions of Section 135 of the Companies Act, 2013 were not applicable to the Company.



**15. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

The related party transactions that were entered into during the financial year 2023-24, were on an arm's length basis. The particulars of contracts or arrangements with related parties in Form AOC-2 as required under Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the (Accounts) Rules, 2014 is annexed herewith as **"Annexure-I"**. There is no materially significant related party transaction entered into by the Company which may have potential conflict with the interest of the Company.

**16. DIRECTORS' RESPONSIBILITY STATEMENT**

In terms of the provision of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, your Directors state that:

- a. In preparation of the annual accounts for the financial year ended March 31, 2024, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. The Directors had selected such accounting policies and applied them consistently and made reasonable and prudent judgments and estimates to provide a true and fair view of the state of affairs of the Company at the end of the financial year as on March 31, 2024, and of the profit of the Company for that period;
- c. The Directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities in the Company;
- d. The Directors had prepared the annual accounts on a going concern basis; and
- e. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**17. MATERIAL CHANGES AND COMMITMENTS**

Except as mentioned in this report, there have been no material changes and commitments affecting the financial position of the Company since the closure of the financial year under review i.e. since March 31, 2024 till the date of this Report.

**18. CHANGE(S) IN THE NATURE OF BUSINESS**

During the year under review, there has been no change in the nature of business of the Company.

**19. PUBLIC DEPOSITS**

During the period under review, the Company did not invite or accept any deposits from the public in terms of Chapter V of the Companies Act, 2013.

**20. LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

There were no loans granted or guarantees given or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review.

**21. AUDITORS AND THEIR REPORT****a) Statutory Auditors:**

Pursuant to Section 139 of the Companies Act, 2013, the Shareholders of the Company at the 1<sup>st</sup> Annual General Meeting ('AGM') held on September 30, 2020, have appointed M/s. S S Kothari Mehta and Company, Chartered Accountants (ICAI Firm Registration No. 000756N) as the Statutory Auditors of the Company for a term of 5 years commencing from the conclusion of 1<sup>st</sup> AGM held on September 30, 2020, till the conclusion of 6<sup>th</sup> AGM to be held in calendar year 2025.

Further, during the period under review, M/s. S S Kothari Mehta & Co., Statutory Auditors of the Company vide their letter dated April 16, 2024, informed the Company that the entity type of their existing partnership firm - S S Kothari Mehta & Co., has been changed to Limited Liability Partnership - S S Kothari Mehta & Co. LLP, w.e.f. 24.11.2023. Consequently, their Firm Registration No. with ICAI has been updated from 000756N to 000756N/N500441.

The Statutory Auditors' Report on the Financial Statements of the Company for the financial year ended March 31, 2024, forms part of this report.

**b) Secretarial Auditor:**

The Board of Directors of the Company at their meeting held on October 25, 2023, appointed Mr. Dilip Kumar Sarawagi, Practicing Company Secretary, having ACS No. 13020 and CoP No. 3090, Proprietor of M/s. DKS & Co. Company Secretaries (ICSI Unique Code: S1990WB007300), having office at 173, Mahatma Gandhi Road, 1<sup>st</sup> Floor, Kolkata – 700007 as Secretarial Auditor of the Company for conducting the Secretarial Audit in respect of the financial year 2023-24 as per the requirement of Section 204(1) of the Companies Act, 2013 read with rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015. The Secretarial Audit Report in Form MR-3 for the financial year ended March 31, 2024, is annexed herewith as **"Annexure-III"**.

**c) Internal Auditor:**

During the period under review, Mr. Vijay Kumar Bishnoi has been appointed as the Internal Auditor of the Company w.e.f. July 01, 2023, to carry out internal audit of the Company.

The Board quarterly reviews the Internal Audit reports.

**22. RESPONSE TO AUDITOR'S REMARKS**

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

**23. MAINTENANCE OF COST RECORDS**

Pursuant to sub-section (1) of Section 148 of the Companies Act, 2013, the maintenance of cost records as specified by the Central Government is not required by the Company and accordingly such accounts and records are not made and maintained by the Company.

**24. ANNUAL RETURN**

Company doesn't have any functional website and accordingly Company is unable to place a copy of annual return on the website. Hence, no web link of such annual return is disclosed in the Board Report.

**25. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, is annexed herewith as **"Annexure-II"**.

**26. FRAUD REPORTING**

There was no fraud reported by the Auditors of the Company under Section 143(12) of the Companies Act, 2013, to the Board of Directors during the year under review.

**27. DISCLOSURE REGARDING COMPLIANCE OF APPLICABLE SECRETARIAL STANDARDS**

The Company has complied with all the mandatorily applicable secretarial standards issued by The Institute of Company Secretaries of India and approved by the Central Government, as mentioned under Section 118(10) of the Companies Act, 2013.

**28. CONSTITUTION OF INTERNAL COMPLAINTS COMMITTEE AND DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013**

Pursuant to the requirements under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, an Internal Complaints Committee has been duly constituted by the Company and the composition of the same is disclosed in the Anti-Sexual Harassment Policy.

Further, no complaint was filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the year under review.

**29. VIGIL MECHANISM**

Pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013, the Company has framed a 'Whistle Blower Policy' to establish Vigil Mechanism for directors and employees to report genuine concerns. The policy provides a process to disclose information, confidentially and without fear of reprisal or victimization, where there is reason to believe that there has been serious malpractice, fraud, impropriety, abuse or wrongdoing within the Company. The Company ensures that no personnel have been denied access to the Director nominated by the Board of Directors of the Company for this purpose.

**30. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

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

**31. CHANGE IN REGISTERED OFFICE**

During the year, the Registered Office of the Company was shifted from the State of Assam to the National Capital Territory ('NCT') of Delhi, pursuant to receipt of approval from the Regional Director dated June 02, 2023, and the Certificate of Registration of Regional Director's order for change of registered office issued by the Registrar of Companies, New Delhi dated August 07, 2023. Consequently, the Corporate Identification Number of the Company changed to U21096DL2019PLC418200.

**32. CHANGE OF NAME OF THE COMPANY**

During the year under review, the name of the Company has been changed from Greenlam South Limited to "Greenlam Limited" and a fresh Certificate of Incorporation was issued by the Registrar of Companies, Delhi, dated January 31, 2024.

**33. ACKNOWLEDGEMENT**

Your directors take this opportunity to express their gratitude towards all the stakeholders of your Company for their continuing support and cooperation at all levels.

**On behalf of the Board of Directors**  
**For Greenlam Limited**  
(Formerly Greenlam South Limited)

**Place :** Delhi  
**Date :** May 28, 2024

**Saurabh Mittal**  
Chairman, Managing Director & CEO  
[DIN: 00273917]

## Annexure - I

## Form AOC-2

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013  
and Rule 8(2) of the Companies (Accounts) Rules, 2014]

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

## 2. Details of material contracts or arrangement or transactions at arm's length basis are given below:

Sl. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/transaction	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
1.	Greenlam Industries Limited (Holding Company)	Appointment of Mr. Saurabh Mittal (wholetime KMP of Greenlam) as Managing Director & CEO of the Company	From January 01, 2023 to December 31, 2025	The Company shall reimburse Greenlam Industries Limited ("Greenlam") every year, 10% (proportionate for part of the year) of the fixed remuneration entitlement of Mr. Saurabh Mittal in Greenlam from the Company	December 22, 2022	Nil
2	Greenlam Industries Limited (Holding Company)	Appointment of Mr. Ashok Kumar Sharma (wholetime KMP of Greenlam) as Chief Financial Officer and Whole Time Director of the Company	From January 01, 2023 to December 31, 2025	The Company shall reimburse Greenlam Industries Limited ("Greenlam") every year, 10% (proportionate for part of the year) of the fixed remuneration entitlement of Mr. Ashok Kumar Sharma in Greenlam from the Company	December 22, 2022	Nil
3.	Greenlam Industries Limited (Holding Company)	Appointment of Mr. Prakash Kumar Biswal (wholetime KMP of Greenlam) as Company Secretary of the Company	from January 01, 2023 to December 31, 2025	The Company shall reimburse Greenlam Industries Limited ("Greenlam") every year, 10% (proportionate for part of the year) of the fixed remuneration entitlement of Mr. Prakash Kumar Biswal in Greenlam from the Company	December 22, 2022	Nil
4.	Greenlam Industries Limited (Holding Company)	Appointment of Mr. Vijay Kumar Bishnoi (Internal Auditor of Greenlam) as Internal Auditor of the Company	from July 01, 2023 till his resignation from the Greenlam or till his cessation as an employee of Greenlam due to any reason	The Company shall reimburse Greenlam Industries Limited ("Greenlam") every year, 10% (proportionate for part of the year) of the fixed remuneration entitlement of Mr. Vijay Kumar Bishnoi in Greenlam from the Company.	June 21, 2023	Nil
5.	Greenlam Industries Limited (Holding Company)	Sale of goods (laminated sheets and particle boards)	The contract shall be valid until revoked or suspended.	The Company shall sell the goods at a price to be fixed at manufacturing cost plus 10% margin of cost or at any other price as may be determined by the Company from time to time to ensure that transactions are carried out at arm's length basis.  The maximum sale value shall not exceed Rs. 200 crores per annum.	May 26, 2023	Nil

Sl. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/transaction	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
6.	HG Industries Limited (HGIL) (During the year Merged into Greenlam Industries Limited)	Sale of goods (sale of veneer)	The contract shall be valid until revoked or suspended.	The Company shall sell the goods to HGIL at a price to be fixed at manufacturing cost plus 10% margin of cost or at any other price as may be determined from time to time to ensure that transactions are carried out at arm's length basis.  The maximum sale value shall not exceed Rs. 50 crores per annum.	May 26, 2023	Nil
7.	Greenlam Industries Limited (Holding Company)	Purchase of goods (including paper, chemicals, resin etc.) and finished goods etc.	The contract shall be valid until revoked or suspended.	The Company shall purchase the goods at a price to be fixed at cost plus 10% margin of cost or at any other price as may be determined by the Company from time to time to ensure that transactions are carried out on an arm's length basis.  The overall value of the abovesaid transactions in a financial year shall not exceed Rs. 25 crores per annum including purchase return, if any.	July 26, 2023	Nil
8.	Greenlam Asia Pacific Pte. Ltd. (Fellow Subsidiary)	Sale of goods (Sale of laminates)	The contract shall be valid until revoked or suspended.	The Company shall sell the goods to the overseas fellow subsidiaries at a price to be fixed at manufacturing cost plus 10% margin of cost or at any other price as may be determined from time to time to ensure that transactions are carried out at arm's length basis.  The overall value of the abovesaid transactions in a financial year shall not exceed Rs. 100 crores	July 26, 2023	Nil
9.	Greenlam Decolan SA (Fellow Subsidiary)	Sale of goods (Sale of laminates)	The contract shall be valid until revoked or suspended.	The Company shall sell the goods to the overseas fellow subsidiaries at a price to be fixed at manufacturing cost plus 10% margin of cost or at any other price as may be determined from time to time to ensure that transactions are carried out at arm's length basis. The overall value of the abovesaid transactions in a financial year shall not exceed Rs. 100 crores	July 26, 2023	Nil

Sl. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/transaction	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
10.	Greenpanel Industries Limited (Enterprises owned/ influenced by KMPs or their Relatives)	Purchase of various raw materials including wood	For F.Y. 2023-24	The pricing shall be determined considering the transaction on arm's length basis. The overall value of transactions shall not exceed Rs. 5 crores in the FY 2023-24.	February 01, 2024	Nil
11.	Greenpanel Industries Limited (Enterprises owned/ influenced by KMPs or their Relatives)	Sale of finished goods	For F.Y. 2023-24	The Company shall sell the finished goods at a price to be fixed at manufacturing cost plus 10% margin of cost or at any other price as may be determined by the Company from time to time to ensure that transactions are carried out at arm's length basis. The overall value of transactions shall not exceed Rs. 1 crore in the FY 2023-24.	February 01, 2024	Nil

**On behalf of the Board of Directors**  
**For Greenlam Limited**  
*(Formerly Greenlam South Limited)*

**Place :** Delhi  
**Date :** May 28, 2024

**Saurabh Mittal**  
Chairman, Managing Director & CEO  
[DIN: 00273917]

**Information required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 pertaining to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo**

**(A) Conservation of Energy**

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

- Company has set up greenfield project for manufacturing of laminates and setting up greenfield project for manufacturing of particle board and allied products at Naidupeta, Andhra Pradesh as per IGBC guidelines as part of Company's commitment towards sustainable future.
- Manufacturing facility of the Company is equipped with LED lighting for reducing the electricity consumption and illumination pollution.
- Rainwater recharge chambers are installed for groundwater recharge and the same are connected to plant's storm water drainage system.
- STP and ETPs are installed with ultra filtration system so that treated water can be reused.

**(ii) Steps taken for utilising alternate sources of energy:** The heat requirements of the plant largely met by biomass, wood waste, bark, wood dust and other process wastages.

**(iii) Capital Investment on energy conservation equipment:** Considerable focus was given to procure energy efficient equipment, the cost of which was an integral part of project cost.

**(B) Technology Absorption:**

**i. Efforts made towards technology absorption:** Company has set up greenfield project for manufacturing of laminates and setting up greenfield project for manufacturing of particle board and allied products with modern equipment with latest technology.

**ii. Benefits derived like product improvement, cost reduction, product development or import substitution:** Product of additional dimension can be produced keeping the wastage to minimum and same will help in broadening the product portfolio of the Company and supply the products in new geographies and which will be benefiting the Company in increasing the market share.

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

**iv. Expenditure incurred on Research and Development:**

- Capital: Nil
- Recurring: Nil

**(C) Foreign Exchange Earnings and Outgo**

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

(₹ in Lacs)

Particulars	March 31, 2024	March 31, 2023
Earnings on account of:		
a) FOB value of exports	3,790.26	-
b) Term Loan	14720.76	4,514.41
<b>Total</b>	<b>18511.02</b>	<b>4,514.41</b>
Outgo on account of:		
a) Raw materials	2,048.83	-
b) Capital goods	25,424.03	6,961.72
c) Traded goods	-	-
d) Stores & spare parts	-	-
e) Interest & Commitment fee	452.67	-
f) Others	77.71	-
g) Loan Processing Fees	-	1,515.79
<b>Total</b>	<b>28,003.24</b>	<b>8,477.51</b>

**On behalf of the Board of Directors**

**For Greenlam Limited**

(Formerly Greenlam South Limited)

**Saurabh Mittal**

Chairman, Managing Director & CEO

[DIN: 00273917]

**Place :** Delhi

**Date :** May 28, 2024



## FORM NO. MR-3

## SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 read with rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015]

To

The Members

**GREENLAM LIMITED**

*Formerly Greenlam South Limited*

(CIN: U21096DL2019PLC418200)

203, 2<sup>nd</sup> Floor, West Wing, Worldmark 1,

Aerocity, IGI Airport, Hospitality District,

New Delhi – 110 037

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GREENLAM LIMITED** (formerly Greenlam South Limited) (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliance(s) and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2024** complied with the applicable statutory provisions and adhered to good corporate practices and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained and provided by Company for the financial year ended on 31st March, 2024 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 period under review)**
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") **(not applicable as the Company is an Unlisted Public Company):-**
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
  - (e) The Securities Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
  - (f) The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;



(vi) Other Laws applicable specifically to the Company:

- a. The Explosives Act, 1884
- b. Hazardous Waste (Management, Handling and Trans boundary Movement) Rules, 2008
- c. The Indian Boilers Act, 1923 and rules and regulations thereunder
- d. The Petroleum Act, 1934
- e. The Andhra Pradesh Factories Rules, 1950
- f. Andhra Pradesh Forest Act, 1967

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.
- (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable.

**We report that** during the year under review, the Company has complied with the provisions of the Acts, rules, regulations and guidelines mentioned above.

**We further report that** based on the information provided and the representation made by the Company taken on record by the Board of Directors of the Company, in our opinion, adequate systems and processes exist in the Company to monitor and ensure compliance with provisions of applicable laws.

**We further report that** compliance by the Company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

**We further report that:**

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance (except in cases where meetings were convened at a shorter notice for which necessary approvals obtained as per applicable provisions), and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. As per the minutes of the meeting duly recorded and signed by the Chairman the decisions of the Board were unanimous and no dissenting views have been recorded.

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

**We further report that** during the period under review, the following specific events / actions having major bearing on the Company's affairs had taken place:

- (i) During the period under review the Company has allotted the following shares:
  - a. allotted 11,36,615, 0.01% Optionally Convertible Non-Cumulative Preference Shares ('OCPS') of ₹10/- each at a premium of ₹441/- per OCPS, aggregating to ₹51,26,13,365/-, on Rights basis to Greenlam Industries Limited, Holding Company ('Greenlam') on July 19, 2023.
  - b. allotted 11,36,615, OCPS of ₹10/- each at a premium of ₹441/- per OCPS, aggregating to ₹51,26,13,365/-, on Rights basis to Greenlam, on October 19, 2023.
  - c. allotted 7,30,681, OCPS of ₹10/- each at a premium of ₹441/- per OCPS, aggregating to ₹32,95,37,131/-, on Rights basis to Greenlam, on November 18, 2023.

- (ii) During the period under review the Company has allotted the following debentures:
- allotted 450,000 unlisted, fully paid up, collateralised, redeemable, non-convertible debentures of a face value of INR 1,000/- each on a private placement basis, aggregating to INR 450,000,000/- to the International Finance Corporation (‘IFC’) on April 20, 2023. (“Series A Debentures”)
  - allotted 450,000 unlisted, fully paid up, collateralised, redeemable, non-convertible debentures of a face value of INR 1,000/- each on a private placement basis, aggregating to INR 450,000,000/- to the IFC on August 10, 2023. (“Series B Debentures”)
  - allotted 450,000 unlisted, fully paid up, collateralised, redeemable, non-convertible debentures of a face value of INR 1,000/- each on a private placement basis, aggregating to INR 450,000,000/- to the IFC on December 08, 2023. (“Series C Debentures”)
- (iii) The Company has shifted its Registered Office from the “State of Assam” to the “National Capital Territory (‘NCT’) of Delhi” with effect from July 31, 2023 vide order of Regional Director, North Eastern Region, dated June 02, 2023. The Registrar of Companies, Delhi issued fresh certificate of Incorporation consequent upon registration of Regional Director order for change of State on August 07, 2023.
- (iv) The members of the Company vide Special Resolution passed at the Extra Ordinary General Meeting held on January 04, 2024 have approved the change of name of the Company from ‘Greenlam South Limited’ to ‘Greenlam Limited’ and the same has been approved by the Central Government vide their certificate dated January 31, 2024.

**For DKS & Co.**

**DILIP KUMAR SARAWAGI**

Mem. No.: A13020; C.P. No.: 3090

UDIN: A013020F000427302

PR- 2106/2022

Place: Kolkata

Date: May 28, 2024

**NOTE:**

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

To  
The Members  
**GREENLAM LIMITED**  
*Formerly Greenlam South Limited*  
(CIN: U21096DL2019PLC418200)  
203, 2nd Floor, West Wing, Worldmark 1,  
Aerocity, IGI Airport, Hospitality District,  
New Delhi – 110 037

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on the audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For DKS & Co.**

Place: Kolkata  
Date: May 28, 2024

**DILIP KUMAR SARAWAGI**  
Mem. No.: A13020; C.P. No.: 3090  
UDIN: A013020F000427302  
PR- 2106/2022

# INDEPENDENT AUDITOR'S REPORT

To  
The Members of  
**Greenlam Limited**  
(Formerly known as Greenlam South Limited)

## Report on the Audit of the Financial Statements

### OPINION

We have audited the accompanying financial statements of Greenlam Limited (**Formerly known as Greenlam South Limited**) ("the Company"), which comprise the balance sheet as at March 31, 2024, the statement of profit and loss (including other comprehensive losses), the statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of the material accounting policies and other explanatory information. (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended (thereof "Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31 2024, and the losses, and the total comprehensive losses, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics.

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

### Information Other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board Report but does not include the financial statements and our auditor's report thereon. The Board Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained during the course of audit or otherwise appears to be materially misstated.

When we read the other information identified above, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

### Responsibilities of Management and Those Charged with Governance for Financial Statements

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

relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors are also responsible for overseeing the company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We are also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has an adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a Statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid financial statements.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The balance sheet, the statement of profit and loss including other comprehensive losses, statement of changes in equity and the statement of cash flow dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid financial statements comply with the IND AS, read with relevant Rules, issued thereunder;
  - (e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
  - (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to the financial statements.;
  - (g) In our opinion, and to the best of our information and according to the explanations given to us, Company has not paid any remuneration to the director during the year and hence Section 197 is not applicable.
  - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations as on March 31, 2024, on its financial position in its financial statements. Refer Note no 35 to the financial statements;
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
    - iii. There are no amounts which is required to be transferred to the Investor Education and Protection Fund by the Company;
    - iv.
      - (a) The Management has represented to us that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
      - (b) The Management has represented to us, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
      - (c) Based on the audit procedures conducted that are considered reasonable and appropriate in

the circumstances, nothing has come to our attention notice that caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. The company has neither declared nor paid any dividend during the year, hence, provisions of Section 123 of the Act are not applicable to the Company and hence not commented upon.
- vi. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

**For S S Kothari Mehta & Co. LLP**

Chartered Accountants

Firm's Registration No. 000756N/N500441

**Deepak K. Aggarwal**

Partner

Membership No. 095541

UDIN :24095541BKEXJX4458

Place of Signature: New Delhi

Date: May 28, 2024



## ANNEXURE A" TO THE INDEPENDENT AUDITORS' REPORT

The Annexure as referred in Paragraph (1) 'Report on Legal and Other Regulatory Requirements of our Independent Auditors' Report to the members of Greenlam Limited (**Formerly known as Greenlam South Limited**) on the Ind AS financial statements for the year ended March 31, 2024, we report that of even date:

**To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we report that:**

- i. In respect of the Company's property, plant and equipment (PPE) and Intangible:
  - a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and relevant details of right-to-use assets  
(B) The Company has maintained proper records showing full particulars of intangible assets.
  - b) According to the information and explanation provided to us, the property, plant & equipment and right to use assets have been physically verified by the management according to design process to cover all items once in three years, which in our opinion is reasonable having regard to the size of the Company and the nature of its Assets. There have been no discrepancies, noticed on such physical verification.
  - c) According to the information and explanation given to us and based on our examination of records, we report that, the title deeds of all immovable properties disclosed in the financial statements included under property, plant and equipment (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company as at the balance sheet date.
  - d) According to the information and explanation given to us and based on our examination of records, the Company has not revalued any of its property, plant and equipment (including right- of-use assets) and intangible assets during the year.
  - e) According to the information and explanation given to us and based on our examination of records, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and Rules made thereunder.
- ii. (a) According to the information and explanations given to us and based on our examination of the records of the Company, the inventory (except stock lying with the third parties and in transit, for which confirmations have been received/ material received subsequently) has been physically verified at reasonable intervals and the procedures of physical verification of inventory followed by the management are reasonable in relation to the size of the Company and nature of its business. As explained to us and on the basis of the records examined by us, the value of the discrepancies noticed on physical verification by management did not exceed 10% or more in aggregate of each class of inventory and have been properly dealt with in the books of accounts.
- b) According to the information and explanation given to us and based on our examination of records, the company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. The returns/statement filed at end of the quarter with banks are materially in agreement with books of accounts of company.
- iii. In our opinion and according to the information and explanations given to us, during the year, the Company has made investments in the companies (i.e. mutual funds) as disclosed in note no 6 of financial statements. However, it has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the clauses 3 (iii) (a), 3(iii) (c) to 3 (iii) (f) of the Order are not applicable
  - b. The investments so made are not prejudicial to the company's interest.
- iv. According to the information and explanations given to us, the Company has not given any loan or guarantee or provided any security covered under section 185 of the Act accordingly, provisions of section 185 of the Act are not applicable to the Company. The Company has complied with the provisions of section 186 of the Act in respect of the investments made.
- v. According to the information and explanations given to us, during the year the Company has neither accepted any deposits from the public nor any deposits are outstanding during the year. There are no deemed deposits under the provisions of Companies Act, 2013 and rules thereunder. Accordingly, clause 3 (v) of the Order are not applicable to the Company.



- vi. In our opinion and according to the information and explanations given to us, the requirement of maintenance of cost records pursuant to Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government in terms of sub-section (1) of section 148 of the Act are not applicable for the business activities carried by the Company. Accordingly reporting clause 3(vi) of the Order are not applicable to the Company.
- vii. According to the information and explanations given to us and the records of the Company examined by us, in our opinion:
- a) the Company is generally regular in depositing undisputed statutory dues in respect of provident fund, employees' state insurance, income tax, goods and services tax, sales tax, duty of customs, duty of excise, value added tax, cess, and other material statutory dues as applicable, with the appropriate authorities with slight delays. Further, there were no undisputed amounts outstanding at the year-end for a period of more than six months from the date they became payable.
  - b) there are no statutory dues referred to in clause 3(vii)(a) above which have not been deposited on account of any dispute.
- (viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix) (a) According to the information and explanation given to us and based on our examination of records, the Company has not defaulted in repayment of loans or other borrowings or in the payment of Interest thereon to any lender.
- (b) Based on the information and explanations obtained by us, the Company has not been declared wilful defaulter by any bank or financial institution or other lender.
- (c) According to the information and explanation given to us and based on our examination of records, term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanation given to us and based on our examination of records, no funds have been raised on short- term basis have been used for long term purposes of the Company,
- (e) According to the information and explanation given to us and based on our examination of records, the Company does not have any subsidiary or associate company or joint venture, accordingly clause 3(ix)(e) of the Order & clause 3(ix)(f) is not applicable.
- (x) (a) According to the information and explanation given to us and on the basis of our examination of the records, the company has not raised moneys by way of initial public offer or further public offer (including debt instruments or term loans). Accordingly, clause 3 (x)(a) of the Order is not applicable to the company.
- (b) According to the information and explanation given to us and on the basis of our examination of the records, the company has made private placement of optionally convertible preference shares and non-convertible debentures during the year and requirement for Section 42 and Section 62 of Act has been fully complied with and the funds raised have been used for the purposes for which the funds were raised.
- (xi) (a) As per the information and explanation given to us and on the basis of our examination of the records, we have neither come across any instance of material fraud by the company or on the company or reported during the year, nor have been informed of such case by the management.
- (b) According to the information and explanation given to us and based on our examination of records, no report under sub-section (12) of Section 143 of the Act has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) We have been informed that there are no whistle blower complaints received by the Company during the year, while determining the nature, timing and extent of our audit procedures. Accordingly, clause 3(xi)(c) of the Order is not applicable.
- (xii) The company is not Nidhi Company. Accordingly, Clause 3(xii)(a), 3(xii)(b) and 3(xii)(c) of the Order is not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the record of the company, transactions with the related parties are in compliance with section 188 of Act, where applicable and details of such transactions have been disclosed in the Financial Statements as required by the applicable accounting standards

(Refer Note No. 43 to the financial statements). Further, Section 177 of the Act is not applicable on the company.

- (xiv) (a) According to the information and explanation given to us and based on our examination of records, in our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date of our report, in determining the nature, timing and extent of our audit procedures.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, clause 3(xv) of the Order is not applicable.
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934 (2 of 1934). Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and based on our examination of the records, the Company has not conducted any Non-Banking Financial or Housing Finance activities. Accordingly, clause 3(xvi) (b) of the Order is not applicable.
- (c) According to the information and explanations given to us and based on our examination of the records, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, accordingly clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and based on our examination of the records, there is one core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly clause 3(xvi)(d) of the Order is not applicable.
- (xvii) According to the information and explanations given to us and based on our examination of the records, the Company has incurred cash losses of Rs 736.90 lakhs of during the financial year covered by our audit, but company has not incurred any cash losses in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year, accordingly, reporting under clause 3(xviii) of the Order is not applicable.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) According to the information and explanation given to us and based on our examination of records, the company is not required to spend any amount in terms of requirement of sub section 5 of section 135 of Act. Accordingly, clause 3(xx) (a) and 3(xx) (b) of the Order is not applicable.
- (xxi) According to the information and explanation given to us and based on our examination of records, the company has no subsidiary and do not prepare consolidated financial statements. Accordingly, clause 3(xxi) (a) ,3(xxi) (b) and 3(xxi) (c) of the Order is not applicable.

**For S S Kothari Mehta & Co. LLP**

Chartered Accountants

Firm's Registration No. 000756N/N500441

**Deepak K. Aggarwal**

Partner

Membership No. 095541

UDIN : 24095541BKEXJX4458

Place of Signature: New Delhi

Date: May 28, 2024

**“Annexure B” to the Independent Auditor’s Report of even date on the Ind AS Financial Statements of Greenlam Limited (Formerly known as Greenlam South Limited).****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”) as referred to in paragraph 2(e) of ‘Report on Other Legal and Regulatory Requirements’**

We have audited the internal financial controls with reference to the financial statements of Greenlam Limited (**Formerly known as Greenlam South Limited**) (“the Company”) as of March 31, 2024 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Company’s management and Board of Director of the Company is responsible for establishing and maintaining internal financial controls based on the internal control with reference to the financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to the financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of audit of internal financial controls and both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to the financial statements and their operating effectiveness. Our audit of internal financial controls with reference to the financial statements included obtaining an understanding of internal financial controls with reference to the financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls with reference to the financial statements.

**Meaning of Internal Financial Controls with reference to financial statements**

A company’s internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls with reference to financial statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud

may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, based on the records, the Company has, in all material respects, an adequate internal financial controls system with reference to the financial statements and such internal financial controls with reference to the financial statements were operating effectively as at March 31, 2024, based on the criteria for internal financial controls with reference to the financial statements established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For S S Kothari Mehta & Co. LLP**

Chartered Accountants

Firm's Registration No. 000756N/N500441

**Deepak K. Aggarwal**

Partner

Membership No. 095541

UDIN :24095541BKEXJX4458

Place of Signature: New Delhi

Date: May 28, 2024

**BALANCE SHEET**

AS AT 31 MARCH, 2024

₹ in Lakhs

	Note No.	31st March, 2024	31st March, 2023
<b>Assets</b>			
<b>Non-current Assets</b>			
Property, Plant and Equipment	1	35449.85	5093.19
Capital Work-in-Progress	1	57922.64	25718.99
Intangible Assets	2	6.29	1.61
Financial Assets			
(i) Other Financial Assets	3	26.39	24.99
Other Non-current Assets	4	3076.77	11146.15
Deferred Tax Assets	17	291.81	16.47
<b>Total Non-current assets</b>		<b>96773.75</b>	<b>42001.40</b>
<b>Current Assets</b>			
Inventories	5	4721.18	-
<b>Financial Assets</b>			
(i) Investments	6	-	2507.06
(ii) Trade Receivables	7	1146.52	-
(iii) Cash and Cash Equivalents	8	369.49	51.62
(iv) Bank Balances other than above	8a	5.35	5.08
(v) Loans	9	9.65	1.83
Current Tax Assets (Net)	10	6.64	5.89
Other Current Assets	11	5613.79	2648.74
<b>Total Current assets</b>		<b>11872.62</b>	<b>5220.22</b>
<b>Total Assets</b>		<b>108646.37</b>	<b>47221.62</b>
<b>Equity &amp; Liabilities</b>			
<b>Equity:</b>			
Equity Share Capital	12	811.87	811.87
Preference Share Capital		796.44	496.05
Other Equity	13	37359.81	23277.33
<b>Total Equity</b>		<b>38968.12</b>	<b>24585.25</b>
<b>Liabilities:</b>			
<b>Non-current Liabilities :</b>			
Financial Liabilities			
(i) Borrowings	14	52900.34	15461.75
(ii) Lease Liabilities	15	17.42	3.86
Provisions	16	79.35	44.04
<b>Total Non-current liabilities</b>		<b>52997.10</b>	<b>15509.65</b>
<b>Current Liabilities</b>			
<b>Financial Liabilities</b>			
(i) Borrowings	18	4708.08	-
(ii) Lease Liabilities	19	24.58	11.22
(iii) Trade Payables			
- Total Outstanding Dues of Micro Enterprises and Small Enterprises	20	577.09	-
- Total Outstanding Dues of Creditors Other than Micro Enterprises and Small Enterprises		3468.66	2.57
(iv) Other Financial Liabilities	21	7649.89	7026.26
Other Current Liabilities	22	248.95	85.05
Provisions	23	3.88	1.62
<b>Total Current liabilities</b>		<b>16681.15</b>	<b>7126.72</b>
<b>Total Equity and Liabilities</b>		<b>108646.37</b>	<b>47221.62</b>
Corporate information	I		
Basis of preparation of financial statements	II		
Material Accounting Policies	III		
Notes to Accounts	1 to 45		

The accompanying notes referred above form an integral part of the financial statements

AS PER OUR ANNEXED REPORT OF EVEN DATE.

**For S S Kothari Mehta & Co. LLP**

Chartered Accountants

ICAI Firm Reg. No. 000756N/N500441

**Deepak K. Aggarwal**

Partner

Membership No. 095541

For and on behalf of Board of Directors of

**Greenlam Limited**

CIN: U21096DL2019PLC418200

**Saurabh Mittal**

Chairman, Managing Director &amp; CEO

(DIN : 00273917)

**Yogesh Kapur**

Independent Director

(DIN : 00070038)

**Ashok Kumar Sharma**

Chief Financial Officer &amp; Wholtime Director

(DIN : 08586538)

**Prakash Kumar Biswal**

Company Secretary

(Membership No. A19037)

Place of Signature : New Delhi

Dated : 28 May, 2024

# STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31 MARCH, 2024

₹ in Lakhs

(Unless otherwise stated)

	Note No.	Year Ended 31st March, 2024	Year Ended 31st March, 2023
<b>Income:</b>			
Revenue from Operations	24	6762.75	-
Other Income	25	147.14	29.91
<b>Total Income</b>		<b>6909.89</b>	<b>29.91</b>
<b>Expenses:</b>			
Cost of Materials Consumed	26	5299.59	-
Purchase of Stock in Trade	27	1.94	-
Changes in Inventories of Finished Goods , Stock in Process and Stock in trade	28	(999.06)	-
Employees Benefits Expense	29	1226.64	-
Finance Costs	30	704.38	1.55
Depreciation and Amortisation Expense	31	874.30	9.68
Other Expenses	32	1413.31	3.51
<b>Total Expenses</b>		<b>8521.09</b>	<b>14.74</b>
<b>Profit/(Loss) before Exceptional Item and Tax</b>		<b>(1611.20)</b>	<b>15.17</b>
<b>Exceptional Item (gain)/Loss</b>		<b>-</b>	<b>-</b>
<b>Profit/(Loss) before Tax</b>		<b>(1611.20)</b>	<b>15.17</b>
<b>Tax Expense</b>			
<b>Current Tax</b>		<b>-</b>	<b>-</b>
Tax adjustments of Earlier years		0.11	-
Deferred Tax	17	(274.69)	-
<b>Total</b>		<b>(274.58)</b>	<b>-</b>
<b>Profit/ (Loss) for the Year</b>		<b>(1336.62)</b>	<b>15.17</b>
<b>Other Comprehensive Income</b>			
Items that will not be reclassified to profit or loss:			
Remeasurement gain/(loss) on defined benefit plans		(3.80)	-
Income tax relating to items that will not be reclassified to profit or loss		(0.65)	-
<b>Other Comprehensive Income (net of tax)</b>		<b>(3.15)</b>	<b>-</b>
<b>Total Comprehensive Income/(Loss) for the year</b>		<b>(1339.77)</b>	<b>15.17</b>
Earnings per Equity Share Face Value ₹1 Each			
Basic and Diluted (in ₹)	34	(16.46)	0.19

Corporate information	I
Basis of preparation of financial statements	II
Material Accounting Policies	III
Notes to Accounts	1 to 45

The accompanying notes referred above form an integral part of the financial statements

AS PER OUR ANNEXED REPORT OF EVEN DATE.

**For S S Kothari Mehta & Co. LLP**

Chartered Accountants

ICAI Firm Reg. No. 000756N/N500441

**Deepak K. Aggarwal**

Partner

Membership No. 095541

Place of Signature : New Delhi

Dated : 28 May, 2024

**Saurabh Mittal**

Chairman, Managing Director &amp; CEO

(DIN : 00273917)

**Ashok Kumar Sharma**

Chief Financial Officer &amp; Wholetime Director

(DIN : 08586538)

For and on behalf of Board of Directors of

**Greenlam Limited**

CIN: U21096DL2019PLC418200

**Yogesh Kapur**

Independent Director

(DIN : 00070038)

**Prakash Kumar Biswal**

Company Secretary

(Membership No. A19037)

# STATEMENT OF CASH FLOW

FOR THE YEAR ENDED 31 MARCH, 2024

₹ in Lakhs

	Note No.	Year Ended 31 March, 2024	Year Ended 31 March, 2023
<b>A. Cash flows from operating activities</b>			
Profit/(Loss) before Tax		(1611.20)	15.17
Adjustments for:			
Depreciation and Amortisation Expense		874.30	9.68
Finance Cost		704.38	1.55
Interest Income		(2.49)	(1.41)
Unrealised Exchange Rate Fluctuation		4.59	-
Profit on redemption of Current Investments (Net)		(143.31)	(28.50)
<b>Operating Loss before working capital changes</b>		<b>(173.72)</b>	<b>(3.51)</b>
<b>Working capital adjustments:</b>			
(Increase) / Decrease in Other Receivables		(4271.40)	(2637.57)
(Increase) / Decrease in Inventory		(4721.18)	-
(Decrease) / Increase in Trade Payables and Other Liabilities		4270.01	122.95
		<b>(4722.57)</b>	<b>(2514.61)</b>
<b>Net Cash Generated from Operating Activities</b>		<b>(4896.29)</b>	<b>(2518.12)</b>
Direct Taxes (Paid)		(0.75)	-
<b>Net cash from operating activities</b>		<b>(4897.04)</b>	<b>(2518.12)</b>
<b>B. Cash flows from investing activities</b>			
Addition to PPE, Intangible assets and Capital Advance(Including CWIP)		(54840.95)	(26195.63)
Purchase of investment		(25070.00)	-
Sale of investment		27577.06	(2142.38)
Interest Income		2.49	1.41
Profit on redemption of Current Investments (Net)		143.31	28.50
<b>Net Cash used in Investing Activities</b>		<b>(52188.10)</b>	<b>(28308.10)</b>
<b>C. Cash flows from financing activities</b>			
Share Application Money Received		2175.00	-
Issue of Preference Share Capital		13547.63	15417.37
Lease Liability (Net)		(22.10)	(9.25)
Interest Paid		(444.16)	(1.55)
Long Term Borrowings Received		40646.66	15491.75
Short Term Borrowings Received		1500.00	-
Long Term Borrowings Repaid		-	(30.00)
<b>Net Cash generated/(used) in Financing Activities</b>		<b>57403.04</b>	<b>30868.32</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents</b>		<b>317.88</b>	<b>42.11</b>
<b>Cash and Cash Equivalents at the beginning of the Year</b>		<b>51.62</b>	<b>9.51</b>
<b>Cash and Cash Equivalents at the close of the Year</b>	<b>8</b>	<b>369.49</b>	<b>51.62</b>
<b>Cash &amp; Cash Equivalent Includes</b>			
Balances with Banks		41.93	51.57
Cash on Hand		0.61	0.05
Remittance in Transit		326.95	-
		<b>369.49</b>	<b>51.62</b>



**Changes in Liabilities arising from financing activities**

₹ in Lakhs

Particulars	As at 1 April, 2022	Cash Flows	Non Cash Change	As at 31 March, 2023
Long Term Borrowings ( including Current Maturities)	-	15461.75	-	15461.75
Short Term Borrowings	-	-	-	-
Particulars	As at 1 April, 2023	Cash Flows	Non Cash Change	As at 31 March, 2024
Long Term Borrowings ( including Current Maturities)	15461.75	42187.97	(1541.30)	56108.42
Short Term Borrowings	-	1500.00	-	1500.00

**Notes:**

- (i) Statement of Cash Flows has been prepared under the indirect method as set out in Ind AS 7 specified under Section 133 of the Companies Act, 2013.
- (ii) Acquisition of property, plant and equipment includes movements of capital work-in-progress (including capital advances and liability for capital goods) during the year.
- (iii) Figures in brackets indicate cash outflows.

The accompanying notes referred above form an integral part of the financial statements

AS PER OUR ANNEXED REPORT OF EVEN DATE.

**For S S Kothari Mehta & Co. LLP**

Chartered Accountants

ICAI Firm Reg. No. 000756N/N500441

**Deepak K. Aggarwal**

Partner

Membership No. 095541

Place of Signature : New Delhi

Dated : 28 May, 2024

**Saurabh Mittal**

Chairman, Managing Director & CEO

(DIN : 00273917)

**Ashok Kumar Sharma**

Chief Financial Officer & Wholetime Director

(DIN : 08586538)

For and on behalf of Board of Directors of

**Greenlam Limited**

CIN: U21096DL2019PLC418200

**Yogesh Kapur**

Independent Director

(DIN : 00070038)

**Prakash Kumar Biswal**

Company Secretary

(Membership No. A19037)



# STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH, 2024

## A) Equity Share Capital

₹ in Lakhs

Particulars	Note	Amount
<b>For the year ended 31 March, 2023</b>		
Balance as at 01 April 2022		811.87
Equity share Capital issued during the year		-
<b>Balance as at 31 March 2023</b>		<b>811.87</b>
<b>For the year ended 31 March, 2024</b>		
Balance as at 01 April 2023	12	811.87
Equity share Capital issued during the year		-
<b>Balance as at 31 March 2024</b>		<b>811.87</b>

## B) Instruments Treated Entirely as Equity

Particulars	Note	Amount
<b>For the year ended 31 March, 2023</b>		
Balance as at 01 April 2022		130.71
0.01% OCPS issued during the year		365.34
<b>Balance as at 31 March 2023</b>		<b>496.05</b>
<b>For the year ended 31 March, 2024</b>		
Balance as at 01 April 2023	12	496.05
0.01% OCPS issued during the year		300.39
<b>Balance as at 31 March 2024</b>		<b>796.44</b>

## C) Other Equity

₹ in Lakhs

Particulars	Note	Reserves and Surplus		Items of Other Comprehensive Income		Total
		Security Premium	Retained Earnings	Remeasurement of defined benefit liability	Share Application Money Pending Allotment	
<b>For the year ended 31 March, 2023</b>						
Balance as at 01 April 2022		8300.95	(90.82)	-	-	8210.13
Security Premium on issue of OCPS		15052.03	-	-	-	15052.03
Profit/(Loss) for the year		-	15.17	-	-	15.17
Other Comprehensive Income/(Loss)		-	-	-	-	-
<b>Balance as at 31 March 2023</b>		<b>23352.98</b>	<b>(75.65)</b>	<b>-</b>	<b>-</b>	<b>23277.33</b>
<b>For the year ended 31 March, 2024</b>						
Balance as at 01 April 2023	13	23352.98	(75.65)	-	-	23277.33
Conversion of Preference Shares into Equity		-	-	-	-	-
Security Premium on issue of OCPS		13247.25	-	-	-	13247.25
Share Application Money Pending Allotment		-	-	-	2175.00	2175.00
Profit/(Loss) for the year		-	(1336.62)	-	-	(1336.62)
Other Comprehensive Income/(Loss)		-	-	(3.15)	-	(3.15)
<b>Balance as at 31 March 2024</b>		<b>36600.23</b>	<b>(1412.27)</b>	<b>(3.15)</b>	<b>2175.00</b>	<b>37359.81</b>

Corporate information

I

Basis of preparation of financial statements

II

Material Accounting Policies

III

Notes to Accounts

1 to 45

The accompanying notes referred above form an integral part of the financial statements

AS PER OUR ANNEXED REPORT OF EVEN DATE.

For S S Kothari Mehta &amp; Co. LLP

Chartered Accountants

ICAI Firm Reg. No. 000756N/N500441

For and on behalf of Board of Directors of

Greenlam Limited

CIN: U21096DL2019PLC418200

Deepak K. Aggarwal

Partner

Membership No. 095541

Saurabh Mittal

Chairman, Managing Director &amp; CEO

(DIN : 00273917)

Yogesh Kapur

Independent Director

(DIN : 00070038)

Ashok Kumar Sharma

Chief Financial Officer &amp; Wholetime Director

(DIN : 08586538)

Prakash Kumar Biswal

Company Secretary

(Membership No. A19037)

Place of Signature : New Delhi

Dated : 28 May, 2024

## MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION

FOR THE YEAR ENDED 31 MARCH, 2024

### I CORPORATE INFORMATION:

- 1.1 GREENLAM LIMITED (the 'Company') is a public limited company domiciled in India incorporated under the provisions of the Companies Act 2013 to set up a Laminate & MFC manufacturing Facility in Nellore Andhra Pradesh. It is a wholly owned subsidiary of Greenlam Industries Ltd. The registered office the company is located at 2nd Floor, West Wing, World Mark-1, Aerocity, IGI Airport Hospitality District, New Delhi-110037.

During the year the name of the company was changed from Greenlam South Limited to Greenlam Limited with effect from 31st January 2024.

### II MATERIAL ACCOUNTING POLICIES

#### II.i Basis of preparation of financial statement:

**The financial statements have been prepared under the historical cost basis.**

"These Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended by Companies (Indian Accounting Standards) Amendment Rules, 2016. The financial statements of the Company for the year ended 31 March, 2024 are authorized for issue in accordance with a resolution of the Directors on 28 May 2024 .

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The Company's management evaluate all recently issued all revised accounting standards on an on-going basis.

The financial statements are presented in Indian Rupees ('INR') which is also the company's functional currency. All the values are rounded off to nearest lakhs. Where changes are made in presentation, the comparative figures of the previous year are regrouped and rearranged accordingly.

#### **Basis of Measurement**

The financial statements have been prepared under the historical cost basis, except for following assets and liabilities which have been measured at fair value.

- a. Derivative Financial Instruments – Fair Value
- b. Net Defined Benefits (Assets)/ Liability- Present value of Defined benefit obligations via actuarial valuation. Accounting policies have been consistently applied except where a newly issued Indian accounting standard is initially adopted or a revision to an existing Indian accounting standard requires a change in the accounting policy hitherto in use. The Company's management evaluate all recently issued all revised Indian accounting standards on an on-going basis.

#### **Functional and Presentation currency**

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ("the functional currency"). The financial statements are presented in Indian National Rupee ('INR'), which is the Company's functional and presentation currency. All amounts have been rounded to two decimal points of lakhs, unless otherwise indicated.

### III MATERIAL ACCOUNTING POLICIES

#### 1 ACCOUNTING ESTIMATES AND ASSUMPTIONS:

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Management believes that estimates used in the preparation of the financial statements are prudent and reasonable.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding

the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

## 1.2 PROPERTY, PLANT AND EQUIPMENT:

Property, Plant and Equipment are carried at cost less accumulated depreciation. Cost includes expenditure that is directly attributable to the acquisition of the items.

Property, plant and equipment acquired after the transition date are stated at cost net of tax/duty credit availed, less accumulated depreciation, if any. Cost includes expenses directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

"Assets which are not ready for their intended use on reporting date are carried as Capital work-in-progress at cost, comprising direct cost and related incidental expenses. Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date attributable to bringing the item to working conditions for its intended use and estimated costs of dismantling the item and restoring the site on which it is located. Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets.

Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the costs to the item can be measured reliably. Repairs and maintenance costs are recognized in net profit in the statement of profit and loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement/disposal of the asset and the resultant gain or losses are recognized in the statement of profit and loss.

Depreciation commences when assets are available for their intended use. Property, Plant and Equipment are depreciated and/or amortised on the basis of their useful lives as notified in Schedule II to the Companies Act, 2013 except in case of assets costing less than ₹ 5000 which are depreciated over their useful life as assessed by the management. Assets are depreciated on Straight Line basis over their useful life from the date they are available for use. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Depreciation in respect of additions to assets has been charged on pro rata basis with reference to the period when the assets are ready for use. The provision for depreciation for multiple shifts has been made in respect of eligible assets on the basis of operation of respective units. Where the historical cost of a depreciable asset undergoes a change due to increase or decrease in long term liability on account of exchange fluctuations, if any the depreciation on the revised unamortised depreciable amount is provided prospectively over the residual useful life of the asset.

An asset's carrying amount is written down immediately on discontinuation to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Profit/Loss on Sale and Discard of Fixed Assets.

Useful life of the Property, Plant and Equipment as notified in Schedule II to the Companies Act, 2013 are as follows :

Buildings - 30 to 60 years

Plant and Equipment - 5-25 years

Furniture and Fixtures - 10 years

Vehicles - 8 to 10 years

Office Equipment - 3-10 years

Leasehold land (includes development cost) is amortised on a straight line basis over the period of respective lease, except leasehold land acquired on perpetual lease. Depreciation methods, useful lives and residual values are reviewed at each financial year end and adjusted as appropriate.

## 1.3 INTANGIBLE ASSETS:

Internally generated intangible asset under development stage is recognized when it is demonstrated that it is technically feasible to use the same and the cost incurred for developing the same is ascertained. Technical Know-how so developed internally is amortised on a straight-line basis over its estimated useful life.

Intangible assets acquired by payment e.g., Goodwill, Trademarks, Computer Software and Technical Know-how are disclosed at cost less amortization on a straight-line basis over its estimated useful life.

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

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful life using the straight-line method, and is included in depreciation and amortisation in Statement of Profit and Loss.

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

Trademarks – 5-10 years

Computer Software - 5 years

Technical Know-how - 3 years

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss when the asset is derecognized

Intangible Assets under Development which are not ready for their intended use are shown separately.

#### **1.4 INVENTORIES:**

The cost of inventories have been computed to include all cost of purchases, cost of conversion and other related costs incurred in bringing the inventories to their present location and condition. The costs of Raw Materials, Stores and spare parts etc., consumed consist of purchase price including duties and taxes (other than those subsequently recoverable by the enterprise from the taxing authorities), freight inwards and other expenditure directly attributable to the procurement.

Stock of Raw Materials, Stores and spare parts are valued at lower of cost or net realisable value; and of those in transit and at port related to these items are valued at lower of cost to date or net realisable value. Inventories shall be measured at the lower of cost and net realisable value. Goods and materials in transit are valued at actual cost incurred up to the date of balance sheet. Material and supplies held for use in the production of inventories are not written down if the finished products in which they will be used are expected to be sold at or above cost.

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

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

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

Waste and scraps are accounted at estimated realisable value.

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

#### **1.5 CASH FLOW STATEMENT:**

Cash flows are reported using indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from regular revenue generating, financing and investing activities of the Company is segregated.

Cash and cash equivalents in the balance sheet comprise cash at bank, cash/cheques in hand and short term investments (excluding pledged term deposits) with an original maturity of three months or less.

#### **1.6 MEASUREMENT OF FAIR VALUES**

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values. The management has overall responsibility for overseeing all significant fair value measurements and it regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

## 1.7 FINANCIAL ASSETS:

The Company classifies its financial assets as those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and those to be measured at amortised cost using effective interest rate method.

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- (a) the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- (b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

The Company measures all equity instruments in subsidiaries at cost initially and also on subsequent recognition.

## 1.8 FINANCIAL LIABILITIES:

Financial liabilities are classified as measured at amortised cost or FVTPL.

Borrowings are initially recognised and subsequently measured at amortised cost, net of transaction costs incurred. The transaction costs is amortised over the period of borrowings using the effective interest method in Capital Work in Progress up to the commencement of related Plant, Property and Equipment and subsequently under finance costs in profit and loss account.

Borrowings are removed from balance sheet when the obligation specified in the contract is discharged, cancelled or expired.

Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

Trade Payables represent liabilities for goods and services provided to the Company up to the end of the financial year. The amounts are unsecured and are usually paid as per the terms of payment agreed with the vendors. They are recognised initially and subsequently measured at amortised cost.

Financial assets and Financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

## 1.9 REVENUE RECOGNITION:

Revenue comprises of all economic benefits that arise in the ordinary course of activities of the Group which result in increase in Equity, other than increases relating to contributions from equity participants. Revenue is recognized to the extent that it is reliable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured at the transaction price of the consideration received or receivable.

Ind AS 115 "Revenue from Contracts with Customers" provides a control-based revenue recognition model and provides a five step application approach to be followed for revenue recognition.

- Identify the contract(s) with a customer;
- Identify the performance obligations;
- Determine the transaction price;
- Allocate the transaction price to the performance obligations;
- Recognise revenue when or as an entity satisfies performance obligation."

**Sale of Goods:** Revenue from sales of goods is recognised on transfer of control of products to the customers. Revenue does not include GST, inter-transfers, returns, trade discounts, cash discounts, other benefits passed to customers in kind.

The timing of transfers of controls varies depending on the individual terms of sale.

**Arrangements with customers for selling of goods are all fixed price contracts. Services:** Revenue from Services are recognized as and when the services are rendered.

**Interest:** Interest income is accrued on a time basis, by reference to the amortised cost and at the effective interest rate applicable.

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

**Government Grant:** Grants from Government are recognised at their fair value where there is reasonable assurance that the grant will be received and the Group will comply with the conditions attached thereto.

Government grants relating to property, plant and equipment are treated as deferred income and are credited to the statement of profit and loss on a systematic basis over the expected useful life of the related asset to match them with the costs for which they are intended to compensate and presented within other income.

Sums receivable under the Central Government's "Scheme of budgetary support under Goods and Service Tax Regime" to compensate the loss on account of denial of exemption from payment of Goods and Services Tax is recognised in the profit or loss of the period in which it becomes receivable, if there is no unfulfilled condition and other contingencies attaching thereto.

#### 1.10 FOREIGN CURRENCY TRANSACTIONS:

The Company's financial statements are presented in Indian Rupees ('INR'), which is also the Company's functional currency.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognised as income or expenses in the period in which they arise.

Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rate at the date when the fair value is determined.

#### 1.11 EMPLOYEE BENEFITS:

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

Post Employment and Retirement benefits in the form of Gratuity and Leave Encashment are considered as defined benefit obligations and is provided for on the basis of third party actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet. Every Employee who has completed five years or more of service is entitled to Gratuity on terms not less favourable than the provisions of The Payment of Gratuity Act, 1972.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurements of Defined benefit Liability, which comprises actuarial gains and losses, the return on plan assets (Excluding Interests) and the effect of assets ceiling (if any excluding interest) are recognised in Other Comprehensive Income (OCI). The Company determines the net interest expense(income) on the net defined benefit liability (Asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual Period to the then net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contribution and benefit payment. Net interest Expense and other expenses related to defined benefit plans are recognized in statement of Profit & Loss.



Employee benefits in the form of Provident Fund is considered as defined contribution plan and the contributions to Employees' Provident Fund Organisation established under The Employees' Provident Fund and Miscellaneous Provisions Act 1952 is charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due. The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid.

#### **1.12 BORROWING COSTS:**

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Ancillary costs incurred in connection with the arrangement of borrowings are amortised over the period of borrowings.

General and specific borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets during the period of time that is required to complete and prepare the asset for its intended use. A qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use.

Investment income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowings costs eligible for capitalisation.

All other borrowing costs are expensed in the period in which they are incurred.

#### **1.13 LEASES:**

"The Company's lease asset classes primarily consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

#### **1.14 SEGMENT REPORTING:**

Operating Segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM). The CODM assesses the financial performance and position of the company, and makes strategic decisions. The CODM consists of Managing Director & CEO and Chief Financial Officer.

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

The analysis of geographical segment is based on the geographical location of the customers. The geographical segments considered for disclosure are (a) Sales within India include sales to customers located within India; (b) Sales outside India include sales to customers located outside India.

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

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

## 1.15 IMPAIRMENT

### (i) Impairment of financial instruments: financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

The Company recognises loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. For all other financial assets, expected credit losses are measured unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime of the ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in Statement of Profit and Loss.

An impairment loss in respect of other assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

### (ii) Impairment of non-financial assets

The Company's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of an asset or cash generating unit is the higher of its fair value less costs of disposal and its value in use. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

The Company's corporate assets (e.g. corporate office for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs. An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the Statement of Profit and Loss.

Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

An impairment loss in respect of other assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed



the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Non-current assets or disposal group held for sale

Non-current assets, or disposal groups comprising assets and liabilities are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets, or disposal groups, are measured at the lower of their carrying amount and fair value less costs to sell. Any resultant loss on a disposal group is allocated first to goodwill, and then to remaining assets and liabilities on pro rata basis, except that no loss is allocated to inventories, financial assets, deferred tax assets, employee benefit assets, and biological assets, which continue to be measured in accordance with the Company's other accounting policies. Losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognised in profit or loss.

Once classified as held-for-sale, intangible assets and property, plant and equipment are no longer amortised or depreciated.

#### **1.16 EARNINGS PER SHARE:**

Basic earnings (loss) per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

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

#### **1.17 ACCOUNTING FOR TAXES ON INCOME:**

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

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

Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profits against which the deductible temporary differences, and the carry forward unused tax credits and unused tax losses can be utilised.

#### **1.18 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:**

Provisions are made when (a) the Company has a present legal or constructive obligation as a result of past events; (b) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and (c) a reliable estimate is made of the amount of the obligation.

Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Contingent liabilities are not provided for but are disclosed by way of Notes on Accounts. Contingent liabilities is disclosed in case of a present obligation from past events (a) when it is not probable that an outflow of resources will be required to settle the obligation; (b) when no reliable estimate is possible; (c) unless the probability of outflow of resources is remote.

Contingent assets are not accounted but disclosed by way of Notes on Accounts where the inflow of economic benefits is probable.

**1.19 CURRENT AND NON-CURRENT CLASSIFICATION:**

The Normal Operating Cycle for the Company has been assumed to be of twelve months for classification of its various assets and liabilities into "Current" and "Non-Current". In accordance with criteria set out in the schedule III of the Companies Act 2013.

The Company presents assets and liabilities in the balance sheet based on current and non-current classification.

An asset is current when it is (a) expected to be realised or intended to be sold or consumed in normal operating cycle; (b) held primarily for the purpose of trading; (c) expected to be realised within twelve months after the reporting period; (d) Cash and cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

An liability is current when (a) it is expected to be settled in normal operating cycle; (b) it is held primarily for the purpose of trading; (c) it is due to be discharged within twelve months after the reporting period; (d) there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. All other liabilities are classified as non-current.

## NOTES TO THE FINANCIAL STATEMENTS

AS AT 31ST MARCH, 2024

₹ in Lakhs

**Note 1** Property, plant and equipment & Capital work in progress

Gross Block	Freehold Land	Building	Leasehold Land	Office Equipment	Furniture	Computer	Right to Use-Building	Plant and Machinery	Vehicles	Total of property, plant and equipment	Capital Work in progress
<b>Cost as at 01 April'2022</b>	4769.25	-	-	16.00	10.21	15.09	29.05	-	40.17	4879.77	379.05
Additions	-	-	28.21	5.64	1.38	48.35	-	137.39	30.58	251.55	25565.72
Disposals	-	-	-	-	-	-	-	-	-	-	225.78
<b>Balance at 31 March'2023</b>	<b>4769.25</b>	<b>-</b>	<b>28.21</b>	<b>21.64</b>	<b>11.59</b>	<b>63.44</b>	<b>29.05</b>	<b>137.39</b>	<b>70.75</b>	<b>5131.32</b>	<b>25718.99</b>
<b>Cost as at 1 April'2023</b>	4769.25	-	28.21	21.64	11.59	63.44	29.05	137.39	70.75	5131.32	25718.99
Additions	2873.21	10051.52	-	138.12	220.91	236.76	49.84	17615.11	67.59	31253.06	63406.88
Disposals	-	-	-	-	-	-	-	-	-	-	31203.23
<b>Balance at 31 March'2024</b>	<b>7642.47</b>	<b>10051.52</b>	<b>28.21</b>	<b>159.75</b>	<b>232.49</b>	<b>300.20</b>	<b>78.89</b>	<b>17752.50</b>	<b>138.34</b>	<b>36384.38</b>	<b>57922.64</b>

Accumulated Depreciation/Amortisation	Freehold Land	Building	Leasehold Land	Office Equipment	Furniture	Computer	Right to Use	Plant and Machinery	Vehicles	Total of property, plant and equipment	Capital Work in progress
<b>Balance at 01 April'2022</b>	-	-	-	0.64	0.32	0.94	5.62	-	1.16	8.69	-
Charge for the year	-	-	-	3.42	1.07	10.43	9.68	0.05	4.79	29.44	-
Disposals	-	-	-	-	-	-	-	-	-	-	-
<b>Balance at 31 March'2023</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4.06</b>	<b>1.39</b>	<b>11.37</b>	<b>15.30</b>	<b>0.05</b>	<b>5.95</b>	<b>38.13</b>	<b>-</b>
<b>Balance at 01 April'2023</b>	-	-	-	4.06	1.39	11.37	15.30	0.05	5.95	38.13	-
Charge for the year	-	151.91	-	16.14	5.38	46.18	23.55	641.21	12.04	896.41	-
Disposals	-	-	-	-	-	-	-	-	-	-	-
<b>Balance at 31 March'2024</b>	<b>-</b>	<b>151.91</b>	<b>-</b>	<b>20.20</b>	<b>6.76</b>	<b>57.56</b>	<b>38.85</b>	<b>641.26</b>	<b>17.98</b>	<b>934.54</b>	<b>-</b>

Carrying Amount	Freehold Land	Building	Leasehold Land	Office Equipment	Furniture	Computer	Right to Use	Plant and Machinery	Vehicles	Total of property, plant and equipment	Capital Work in progress
<b>At 31 March'2023</b>	4769.25	-	28.21	17.58	10.20	52.07	13.75	137.34	64.80	5093.19	25718.99
<b>At 31 March'2024</b>	7642.47	9899.60	28.21	139.55	225.73	242.65	40.03	17111.25	120.36	35449.85	57922.64

**Capital Work in Progress Ageing**

Particulars	outstanding for following periods from due date/transaction date				
	Less than 1 year	1-2 years	2-3 years	More than 3 year	Total
<b>31.03.2024</b>					
Project in Progress	50972.76	6947.86	2.03	-	<b>57922.64</b>
Projects temporarily suspended	-	-	-	-	-
<b>31.03.2023</b>					
Project in Progress	25350.43	368.55	-	-	<b>25718.99</b>
Projects temporarily suspended	-	-	-	-	-

**Note 1a : Preoperative expenditure included in Capital Work in Progress**

The Company has incurred some expenditure related to construction of Property Plant & Equipment and therefore Accounted for the same under Capital Work in Progress. Details of the expense Capitalised and carried forward as capital work in progress are given below.

Particulars	Expense Capitalised upto 31 March, 2024	Expense Capitalised upto 31 March, 2023
Finance Cost	2937.24	298.86
Employee Benefit Expenses	2241.05	672.41
Legal & Professional Expenses	213.54	44.87
Misc. Expenses	601.55	122.36
Conveyance & Travelling	75.47	34.32
Power & Fuel	63.40	11.47
Office Expenses	23.76	-
Repairs & Maintenance	118.57	51.48
Depreciation	39.65	20.05
Insurance	59.52	27.78
Rates & Taxes	8.81	0.83
Rent	5.07	2.90
Vehicle expense	21.65	17.17
Stores & Spares	457.69	-
Forex (gain)/Loss	(294.75)	-
<b>Total</b>	<b>6572.24</b>	<b>1304.49</b>
Less: Capitalised during the year *	1080.76	-
<b>Closing Balance</b>	<b>5491.48</b>	<b>1304.49</b>

\* During the year company has capitalised and commencement of production of Laminate business from 29.09.2023

For Capital Work in Progress - whose Completion is overdue or has exceeded its Cost compared to its Original plan , completion Schedule is as below:

Particulars	to be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 year	Total
<b>31.03.2024</b>					
Particle Board Project	53673.44	-	-	-	53673.44
	<b>53673.44</b>	-	-	-	<b>53673.44</b>
<b>31.03.2023</b>					
Laminate Project	14916.24	-	-	-	14916.24
	<b>14916.24</b>	-	-	-	<b>14916.24</b>

1.1 During the FY 2023-24 , no revaluation of PPE is done by the company.

1.2 Refer note no 14 and 18 for the property, plant and equipment subject to charges against borrowings.

1.3 Leasehold land is convertible to Freehold land at the option of the company after completion of fixed period. Hence no amortization is done for Lease Land.

1.4 All assets are registered in the name of the the Company

1.5 Refer note no. 35.1 for Capital Comittment on pending Capital contracts

1.6 Note on Project whose Completion is overdue or has exceeded its Cost compared to its Original plan

#### Note for Laminate Unit

The Board of Directors of the Company at their meeting held on January 29, 2020, approved to set up a greenfield Laminates Project (Laminates manufacturing facility), at Naidupeta, Andhra Pradesh, with a manufacturing capacity of 1.5 million laminates sheets/board per annum for an investment of Rs. 175 Crore. Thereafter, Board at its meeting held on December 13, 2021, approved to enhance the manufacturing capacity of said Laminates manufacturing facility from 1.5 million laminates sheets/board per annum to 3.5 million laminates sheets/board per annum for an investment of Rs. 225 Crore (enhanced from Rs. 175 Crore).

The said laminates manufacturing facility commenced commercial production w.e.f. September 29, 2023, and total capex incurred for the project stood at Rs. 239 Crore approx. till commencement of the commercial production and Board of Director of the Company at their meeting held on October 25, 2023, ratified the additional capex amounting to Rs. 14 crores approx. incurred till commencement of commercial production of Laminates Facility. Thereafter Board of Director at their meeting held on October 28, 2023, approved the additional capex of Rs. 35 crores for the said Laminates Manufacturing Facility towards additional space and ancillary equipment for future readiness.

#### Note for Particle Board Unit

The Board of Directors of the Company at their meeting held on December 13, 2021, approved to set up a greenfield project for manufacturing of particle board and allied products (Particle Board Facility) at Naidupeta, Andhra Pradesh, having a manufacturing capacity of approx. 2,31,000 cubic meters with an estimated capex of Rs. 600 Crore. Further, the Board of Directors of the Company at their meeting held on October 28, 2023, approved the increase in estimated capex from Rs. 600 crores to Rs. 775 crores for the said particle boards project. Thereafter, the Board of Directors at their meeting held on May 28, 2024, approved the revised estimated capex of Rs. 875 crores (increased from Rs. 775 crores to Rs. 875 crores) for the said Particle Board Facility of the Company, to accommodate cost escalation, addition of certain value-added equipment, currency depreciation and increase in pre operating expenses due to time overrun and consequent increase in capacity enhancement from 2,31,000 cubic metersto 2,92,380 cubic meters. The project is expected to commence commercial production by Q3 of FY 2024-25.

#### Note 2: Intangible Assets

₹ in Lakhs

Gross Block	Software	Total of Intangible assets
<b>Cost as at 01 April, 2022</b>	-	-
Additions	1.91	1.91
Disposals	-	-
<b>Balance at 31 March, 2023</b>	<b>1.91</b>	1.91
Cost as at 01 April, 2023	1.91	1.91
Additions	5.99	5.99
Disposals	-	-
<b>Balance at 31 March, 2024</b>	<b>7.90</b>	7.90

  

Accumulated Amortisation	Software	Total of Intangible assets
<b>Balance at 01 April, 2022</b>	-	-
Depreciation	0.30	0.30
Disposals	-	-
<b>Balance at 31 March, 2023</b>	<b>0.30</b>	<b>0.30</b>
Balance at 01 April, 2023	0.30	0.30
Depreciation	1.31	1.31
Disposals	-	-
<b>Balance at 31 March, 2024</b>	<b>1.61</b>	<b>1.61</b>

Carrying Amount	Software	Total of Intangible assets
At 31 March, 2023	1.61	1.61
<b>At 31 March, 2024</b>	<b>6.29</b>	<b>6.29</b>

₹ in Lakhs

Note '3' Other Non Current Financial Assets	31 March 2024	31 March 2023
Bank Deposits Due to Mature after 12 months of original maturities *	26.18	24.79
Margin Money ( in the form of NSC)	0.21	0.20
	<b>26.39</b>	<b>24.99</b>

\* Bank deposit pledge with govt. department including interest accrued thereon.

₹ in Lakhs

Note '4' Other Non-Current Assets	31 March 2024	31 March 2023
Other Security Deposits	170.93	10.47
Prepaid Expenses	-	8.45
Capital Advances	2905.84	11127.23
	<b>3076.77</b>	<b>11146.15</b>

₹ in Lakhs

Note '5' Inventories	31 March 2024	31 March 2023
(at lower of cost or net realisable value)		
Raw Materials	3431.26	-
Stock in Process	185.97	-
Finished Goods	813.09	-
(including at Port ₹ 289.15 Lakhs (Previous year ₹ Nil Lakhs))		
Stores & Spares & Packing Material	290.86	-
	<b>4721.18</b>	<b>-</b>

\* Refer note 18.1

₹ in Lakhs

	31 March 2024		31 March 2023	
Note '6' Current Investments	Number	Amount	Number	Amount
Investment in Quoted Mutual Funds measured at FVTPL				
Axis Liquid Fund	-	-	100247	2507.06
	-	-	-	<b>2507.06</b>
Aggregate Book Value of Unquoted Investments	-	-	-	-
Aggregate Market Value of Quoted Investments	-	-	-	2507.06
Aggregate amount of Impairment on Value of Investment	-	-	-	-

₹ in Lakhs

Note '7' Trade Receivables (Current)	31 March 2024	31 March 2023
Secured, considered good	-	-
Unsecured, considered good	1146.52	-
	-	-
	<b>1146.52</b>	<b>-</b>
Less : Loss Allowance (Credit Impaired)	-	-
	<b>1146.52</b>	<b>-</b>

**Of the above, Trade Receivable from Related parties are as below:**

Trade Receivable due from related parties (Refer note no. 43)	<b>988.25</b>	-
Debts due by directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a member	-	-

\* Refer Note 18.1

₹ in Lakhs

Ageing Schedule	Less than # 6 months	6-12 months	1 - 2 Years	2-3 Years	More than 3 Years	Total
<b>31 March 2024</b>						
Undisputed Trade receivables (considered good)	1146.52	-	-	-	-	1146.52
Undisputed Trade receivables which have significant increase in Credit risk	-	-	-	-	-	-
Undisputed Trade receivables -Credit Impaired	-	-	-	-	-	-
Disputed Trade receivables -(considered good)	-	-	-	-	-	-
Disputed Trade receivables which have significant increase in Credit risk	-	-	-	-	-	-
Disputed Trade receivables -Credit Impaired	-	-	-	-	-	-
<b>Carrying amount (net of impairment)</b>	<b>1146.52</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1146.52</b>
<b>31 March 2023</b>						
Undisputed Trade receivables (considered good)	-	-	-	-	-	-
Undisputed Trade receivables which have significant increase in Credit risk	-	-	-	-	-	-
Undisputed Trade receivables -Credit Impaired	-	-	-	-	-	-
Disputed Trade receivables -(considered good)	-	-	-	-	-	-
Disputed Trade receivables which have significant increase in Credit risk	-	-	-	-	-	-
Disputed Trade receivables -Credit Impaired	-	-	-	-	-	-
<b>Carrying amount (net of impairment)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

\*Refer Note 36.4

# Less than 6 month Include not due amount ₹ 572.89 Lakhs (Previous year ₹ Nil)

₹ in Lakhs

Note '8' Cash & Cash Equivalents	31 March 2024	31 March 2023
Balances with Banks	41.93	51.57
Cash on Hand	0.61	0.05
Remittance in Transit	326.95	-
	<b>369.49</b>	<b>51.62</b>

**8a Other Bank Balance**

Bank Deposits Due to Mature after 3 months of original maturities but within 12 months of reporting date*	5.35	5.08
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\* Lien mark to Bank against overdraft facility

₹ in Lakhs

Note '9' Loan (Current Financial Assets)	31 March 2024	31 March 2023
(Unsecured, considered good)		
Advance to Employees	9.65	1.83
Unsecured, considered doubtful	9.65	1.83
Less : Provision for Doubtful Advances	-	-
	<b>9.65</b>	<b>1.83</b>



₹ in Lakhs

<b>Note '10'</b>	<b>Current Tax Assets (Net)</b>	<b>31 March 2024</b>	<b>31 March 2023</b>
	Prepaid tax assets	6.64	5.89
		<b>6.64</b>	<b>5.89</b>

₹ in Lakhs

<b>Note '11'</b>	<b>Other Current Assets</b>	<b>31 March 2024</b>	<b>31 March 2023</b>
	(Unsecured Considered good)		
	Advance against Purchases	65.97	-
	Balance with Government Authorities	4885.73	2344.31
	Goods and Service Tax Refund Receivable	404.91	-
	Insurance Claim Receivable	4.55	-
	Export Incentive Receivable	192.07	-
	Prepaid Loan Processing Fee	-	263.07
	Prepaid Expenses	60.56	41.36
		<b>5613.79</b>	<b>2648.74</b>

₹ in Lakhs

<b>Note '12'</b>	<b>Equity Share Capital</b>	<b>31 March 2024</b>		<b>31 March 2023</b>	
<b>12.1 Authorised</b>		<b>Number</b>	<b>Amount</b>	<b>Number</b>	<b>Amount</b>
	Equity Shares of ₹ 10 each	10000000	1000	10000000	1000
	0.01% Optionally Convertible Non Cumulative Preference Shares of ₹10 each	100000000	10000	100000000	10000
<b>12.2 Issued, Subscribed and Fully Paid up</b>					
	Equity Shares of ₹ 10 each fully paid-up	8118682	811.87	8118682	811.87
	0.01% Optionally Convertible Non Cumulative Preference Shares of ₹10 each	7964423	796.44	4960512	496.05
<b>12.3 The details of shareholders who are holding more than 5% shares:</b>		<b>Number</b>	<b>%</b>	<b>Number</b>	<b>%</b>
<b>Parent Company : Equity Shares</b>					
	Greenlam Industries Limited	8118682	100.00%	8118682	100.00%
<b>Parent Company : OCPS Shares</b>					
	Greenlam Industries Limited	7964423	100.00%	4960512	100.00%

**12.4.1 Details of equity shares held by promoters**

	<b>Particulars</b>	<b>Promoter Name</b>	<b>No. of shares at the beginning of the year</b>	<b>Change during the year</b>	<b>No. of shares at the end of the year</b>	<b>% of Total Shares</b>	<b>% change during the year</b>
	<b>As at 31 March 2024</b>						
	Equity shares of ₹ 10 each*	Greenlam Industries Limited	8118682	-	8118682	100.00%	0.00%
	<b>As at 31 March 2023</b>						
	Equity shares of ₹ 10 each*	Greenlam Industries Limited	8118682	-	8118682	100.00%	0.00%

**12.4.2 Details of Optionally Convertible Non Cumulative Preference Share held by promoters**

	<b>Particulars</b>	<b>Promoter Name</b>	<b>No. of shares at the beginning of the year</b>	<b>Change during the year</b>	<b>No. of shares at the end of the year</b>	<b>% of Total Shares</b>	<b>% change during the year</b>
	<b>As at 31 March 2024</b>						
	Preference Shares of ₹10 each	Greenlam Industries Limited	4960512	3003911	7964423	100.00%	0.00%
	<b>As at 31 March 2023</b>						
	Preference Shares of ₹10 each	Greenlam Industries Limited	1307107	3653405	4960512	100.00%	0.00%

<b>12.5.1</b>	<b>The reconciliation of the number of shares outstanding</b>						
	Equity Shares at the beginning of the year		8118682	811.87		8118682	811.87
	Add: Changes during the year			-			-
	<b>Equity Shares at the end of the year</b>		<b>8118682</b>	<b>811.87</b>		<b>8118682</b>	<b>811.87</b>

<b>12.5.2</b>	<b>The reconciliation of the number of shares issued outstanding is set out below :</b>						
	OCPS - Pref.Share at the beginning of the year		4960512	496.05		1307107	130.71
	Add: Allotted During the Year		3003911	300.39		3653405	365.34
	<b>OCPS at the end of the year</b>		<b>7964423</b>	<b>796.44</b>		<b>4960512</b>	<b>496.05</b>

## 12.6 Terms/Rights attached to the Equity Shares

The Company has a single class of Equity Shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

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

The company has neither issued bonus shares nor has bought back any shares since its incorporation. Also No shares issued for Consideration other than Cash.

No ordinary shares have been reserved for issue under options and contracts/ commitments for the sale of shares/ disinvestment as at the Balance Sheet date

No calls are unpaid by any Director or Officer of the Company during the year.

The Board of Directors of the company have not recommended any dividend during the year.

## 12.7 Terms/Rights attached to the Preference Shares

- Issue price: 3003911 OCPS of face value of ₹ 10/- each during the year issued at ₹ 451/- including premium of ₹ 441/- per OCPS in one or more tranches under right issue.
- Rate of Dividend: Dividend rate will be 0.01% p.a. (on the face value) which will remain fixed over the tenure of the OCPS.
- Basis of payment of dividend: The OCPS will carry non-cumulative dividend right.
- Tenure & Conversion / Redemption Terms: The OCPS shall be converted into Equity Shares of ₹ 10/- each in the ratio of 1 (one) Equity Share for every 1 (one) Preference Share at any time at the option of the Company, but not later than 10 years from the date of issue of the OCPS, in accordance with the provisions of applicable laws including the Companies Act, 2013 as amended from time to time. The OCPS shall be redeemed at par with the issue price i.e. ₹ 451/- each, if the Company does not exercise the conversion option.
- Priority with respect to payment of dividend or repayment of capital: The OCPS will carry a preferential right vis-à-vis equity shares of the Company with respect to the payment of dividend and repayment of capital during winding up.
- Participation in surplus funds / surplus assets and profits: The OCPS shall be non-participating in the surplus funds / surplus assets and profits on winding up which may remain after the entire capital has been repaid.
- Voting rights: The OCPS shall carry voting rights in respect of matters as prescribed under the provisions of the Companies Act, 2013.
- Ranking of equity shares arising out of conversion: The Equity Shares to be allotted on conversion of the OCPS shall rank pari passu in all respects with the existing equity shares of the Company.

₹ in Lakhs

<b>Note '13'</b>	<b>Other Equity</b>	<b>31 March 2024</b>	<b>31 March 2023</b>
<b>OCPS Share Application Money Pending Allotment</b>			
	OCPS Share Application Money	2175.00	-
<b>Securities Premium</b>			
	Opening Balance	23352.98	8300.95
	Security Premium During the year	13247.25	15052.03
	Closing Balance	<b>36600.23</b>	<b>23352.98</b>
<b>Retained Earnings other than OCI</b>			
	Balance at the beginning of Financial Year	(75.65)	(90.82)
	Add : Profit for the year	(1336.62)	15.17
	Closing Balance	<b>(1412.27)</b>	<b>(75.65)</b>
<b>Other Comprehensive Income (OCI)</b>			
	Balance at the beginning of Financial Year	-	-
	Remeasurements of the net defined benefit plans ( net of tax)	(3.15)	-
	Closing Balance	<b>(3.15)</b>	-
		<b>37359.81</b>	<b>23277.33</b>

₹ in Lakhs

<b>Note '14'</b>	<b>Borrowing (Non Current)</b>	<b>31 March 2024</b>	<b>31 March 2023</b>
<b>Secured</b>			
	Foreign Currency	19319.40	4536.59
	Rupees Loan	24830.32	10925.16
		<b>44149.72</b>	<b>15461.75</b>
	Less : Current maturities of Long Term Borrowings	3208.08	-
		<b>40941.64</b>	<b>15461.75</b>
	Less Unamortized Processing Fees	(1541.30)	-
		39400.34	15461.75
	Non Convertible Debentures (Refer Note 14.3)	13500.00	-
		<b>52900.34</b>	<b>15461.75</b>

**14.1** Term Loans of ₹ 44149.72 Lakhs (Previous Year ₹ 15461.75 Lakhs) is secured by -

**Foreign Currency Loan ₹ 19319.40 lakhs (Previous Year ₹ 4536.59 Lakhs)**

Exclusive charge over main press line of Particle Board plant at Naidupeta, Andhra Pradesh, and Corporate Guarantee from Holding Company"

**Rupees Loan ₹ 24830.32 Lakhs (Previous Year - ₹ 10925.16 Lakhs)**

**(Term Loan 1, Term Loan 2 and Term Loan 3)**

- a first ranking pari passu charge, by way of an equitable mortgage, on all present and future immovable assets of the Company, located at Naidupeta (Andhra Pradesh);
- a first ranking pari passu charge, by way of hypothecation, on all existing and future movable tangible assets of the Company located at Naidupeta (Andhra Pradesh) including movable plant and machinery (except for exclusive charge given to Landesbank Baden-Württemberg for particle board plant at Naidupeta, Andhra Pradesh);
- A first ranking pari passu charge, by way of hypothecation, on all existing and future bank accounts and reserves of the Company maintained in relation to the project and other reserves and any other bank accounts of Company (including the designated account), wherever maintained and account(s) in substitution thereof, and in all non-fund based reserves maintained by way of letters of credit/ bank guarantees or otherwise and in all monies lying to credit of such account(s) and all investments made from monies standing to credit of such account;
- A second ranking pari passu charge, by way of hypothecation, on all the present and future current assets of the Company,
- Corporate Guarantee from Holding Company

**14.2 Terms of Repayment**

₹ in Lakhs

	<b>Repayment Schedule</b>					
Term Loan	2024-2025	2025-2026	2026-2027	2027-2028	2028-2029	2029-2030
Equal Half Yearly Instalments (Term Loan 1)	818.18	1636.36	1636.36	1636.36	1636.36	1636.36
Equal Quarterly Instalments (Term Loan 2)	1114.10	1485.47	1485.47	1485.47	1485.47	1114.10
Equal Half Yearly Instalments (Term Loan 3)	229.81	766.03	1685.26	1838.47	1991.68	1149.04
Equal Half Yearly Instalments (Term Loan 4)	1045.99	1923.52	1923.52	1923.52	1923.52	1923.52
	<b>3208.08</b>	<b>5811.38</b>	<b>6730.61</b>	<b>6883.82</b>	<b>7037.03</b>	<b>5823.02</b>

  

Term Loan	2030-2031	2031-2032	2032-2033	2033-2034	2034-2035
Equal Half Yearly Instalments (Term Loan 4)	1923.52	1923.52	1923.52	1923.52	961.71
	<b>1923.52</b>	<b>1923.52</b>	<b>1923.52</b>	<b>1923.52</b>	<b>961.71</b>

**14.3 Non Convertible Debentures**

₹ in Lakhs

Particulars	Terms of Repayment	31 March 2024	31 March 2023
450000, unlisted, secured, redeemable non convertible debentures of face value of ₹ 1000 each (Series A) issued on April 20, 2023	Repayable in 33 quarterly equal installments starting from Jun, 25	4500.00	-
450000, unlisted, secured, redeemable non convertible debentures of face value of ₹ 1000 each (Series B) issued on August 10, 2023	Repayable in 33 quarterly equal installments starting from Jun, 25	4500.00	-
450000, unlisted, secured, redeemable non convertible debentures of face value of ₹ 1000 each (Series C) issued on December 08, 2023	Repayable in 33 quarterly equal installments starting from Jun, 25	4500.00	-
		<b>13500.00</b>	-

**Non Convertible Debentures ₹ 13500.00 Lakhs (Previous Year - NIL) secured by**

- (a) a first ranking pari-passu charge, by way of an equitable mortgage, on all present and future immovable assets of the Company, located at Naidupeta (Andhra Pradesh);
- (b) a first ranking pari-passu charge, by way of hypothecation, on all existing and future movable tangible assets of the Company located at Naidupeta (Andhra Pradesh) including movable plant and machinery (except for exclusive charge given to Landesbank Baden-Württemberg for particle board plant at Naidupeta, Andhra Pradesh);
- (c) A first ranking pari-passu charge, by way of hypothecation, on all existing and future bank accounts and reserves of the Company maintained in relation to the project and other reserves and any other bank accounts of Company (including the designated account), wherever maintained and account(s) in substitution thereof, and in all non-fund based reserves maintained by way of letters of credit/ bank guarantees or otherwise and in all monies lying to credit of such account(s) and all investments made from monies standing to credit of such account;
- (d) A second ranking pari-passu charge, by way of hypothecation, on all the present and future current assets of the Company,
- (e) Corporate Guarantee from Holding Company

₹ in Lakhs

Terms of Repayment	<b>Repayment Schedule</b>					
Non Convertible Debentures	2024-2025	2025-2026	2026-2027	2027-2028	2028-2029	2029-2030
Series A, B and C	-	1636.36	1636.36	1636.36	1636.36	1636.36

  

Non Convertible Debentures	2030-2031	2031-2032	2032-2033	2033-2034
Series A,B and C	1636.36	1636.36	1636.36	1636.36

**14.4** All above term loans and NCD are having rate of interest in the range of 4.50% to 9.50%.**14.5** The Company has not defaulted in repayment of loans and interest during the year.

₹ in Lakhs

<b>Note '15'</b>	<b>Lease Liabilities</b>	<b>31 March 2024</b>	<b>31 March 2023</b>
	Liability for Right to Use (Refer Note No 40)	17.42	3.86
		<b>17.42</b>	<b>3.86</b>

₹ in Lakhs

<b>Note '16'</b>	<b>Provisions (Non Current)</b>	<b>31 March 2024</b>	<b>31 March 2023</b>
	<b>Provisions for Employee Benefits</b>		
	Net defined benefit liability- Gratuity (Refer Note No. 29.1.(iii))	47.69	26.98
	Liability for compensated absences (Refer Note No.29.1.(iv))	31.66	17.06
		<b>79.35</b>	<b>44.04</b>

₹ in Lakhs

<b>Note '17'</b>	<b>Deferred Tax(net)</b>	<b>31 March 2024</b>	<b>31 March 2023</b>
	<b>Deferred Tax Liabilities</b>		
	Tax on account of Timing difference between Book value of depreciable assets as per books of account and WDV as per Income Tax Act 1961	445.10	0.93
		<b>445.10</b>	<b>0.93</b>
	<b>Deferred Tax Assets</b>		
	Provision for Gratuity/Liabilities	13.71	3.16
	Accumulated Losses & Expenses Disallowed	723.20	14.23
		<b>736.91</b>	<b>17.39</b>
	<b>Deferred Tax Liabilities</b>	<b>291.81</b>	<b>16.47</b>

₹ in Lakhs

<b>Note '18'</b>	<b>Borrowings (Current)</b>	<b>31 March 2024</b>	<b>31 March 2023</b>
	<b>Secured</b>		
	Working Capital Loans from Banks (Rupee Loan)	1500.00	-
	Current Maturity of Term Loans*	3208.08	-
		<b>4708.08</b>	-
	<b>Unsecured loan from banks</b>	-	-
		<b>4708.08</b>	-

\* Refer note 14.2

**18.1 Working Capital Loans of ₹ 1500.00 Lakhs ( Previous year ₹ Nil Lakhs) are secured as follows :**

- a first ranking pari passu charge (by way of hypothecation) on all the present and future current assets of the Company (except for all bank accounts and reserves of the Company maintained in relation to the Project and other reserves and any other bank accounts of Company (including the designated account), wherever maintained and account(s) in substitution thereof, and in all non-fund based reserves maintained by way of letters of credit/ bank guarantees or otherwise and in all monies lying to credit of such account(s) and all investments made from monies standing to credit of such account) ;
- a second ranking pari passu charge by way of an equitable mortgage on all present and future immovable assets of the Company located at Naidupeta (Andhra Pradesh);
- a second ranking pari passu charge (by way of hypothecation) on all existing and future moveable assets of the company including all bank accounts and reserves of the Company maintained in relation to the Project and other reserves and any other bank accounts of Company (including the designated account), wherever maintained and account(s) in substitution thereof, and in all non-fund based reserves maintained by way of letters of credit/ bank guarantees or otherwise and in all monies lying to credit of such account(s) and all investments made from monies standing to credit of such account;
- a second ranking pari passu charge (hypothecation) on all existing and future tangible and movable fixed assets of the Company, located in Naidupeta (except for exclusive charge given to Landesbank Baden-Württemberg for particle board plant at Naidupeta, Andhra Pradesh); and
- corporate guarantee from parent entity, Greenlam Industries Limited

**18.2** The Company has not defaulted in repayment of loans and interest during the year.

₹ in Lakhs

<b>Note '19' Lease Liabilities (Current)</b>	<b>31 March 2024</b>	<b>31 March 2023</b>
Liability for Right to Use (Refer Note No 40)	24.58	11.22
	<b>24.58</b>	<b>11.22</b>

₹ in Lakhs

<b>Note '20' Trade Payables</b>	<b>31 March 2024</b>	<b>31 March 2023</b>
-Total Outstanding Dues of Micro Enterprises and Small Enterprises (Refer Note No 39)	577.09	-
(to the extent identified with the available information)		
-Total Outstanding Dues of Creditors Other than Micro Enterprises and Small Enterprises	3468.66	2.57
	<b>4045.75</b>	<b>2.57</b>

₹ in Lakhs

<b>Ageing Schedule</b>	<b>Outstanding for following periods from due date of payment</b>					
	<b>Not Due</b>	<b>Less than 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	<b>Total</b>
<b>31 March 2024</b>						
MSME	577.09	-	-	-	-	<b>577.09</b>
Others	1778.47	1690.15	0.04	-	-	<b>3468.66</b>
Disputed MSME	-	-	-	-	-	-
Disputed dues others	-	-	-	-	-	-
	<b>2355.56</b>	<b>1690.15</b>	<b>0.04</b>	-	-	<b>4045.75</b>
<b>31 March 2023</b>						
MSME	-	-	-	-	-	-
Others	-	2.57	-	-	-	<b>2.57</b>
Disputed MSME	-	-	-	-	-	-
Disputed dues others	-	-	-	-	-	-
	-	<b>2.57</b>	-	-	-	<b>2.57</b>

₹ in Lakhs

<b>Note '21' Other Financial Liability (Current)</b>	<b>31 March 2024</b>	<b>31 March 2023</b>
Interest Accrued but not due on borrowings	285.94	25.72
Employees Payables	13.13	7.28
Others	2.01	0.03
Security Deposit - Lease	1.03	-
Capital Payable*	7347.78	6993.23
	<b>7649.89</b>	<b>7026.26</b>

\*Include amount payable MSME vendor ₹ 424.59 Lakhs (Previous year ₹ 631.62 Lakhs )

refer note 39

₹ in Lakhs

<b>Note '22' Other Current Liabilities</b>	<b>31 March 2024</b>	<b>31 March 2023</b>
Advance from Customers	39.85	-
Statutory Dues	114.56	63.48
Expense Payable	94.54	21.57
	<b>248.95</b>	<b>85.05</b>

<b>Note '23' Provisions (Current)</b>	<b>31 March 2024</b>	<b>31 March 2023</b>
Provision for employee benefits		
Net defined benefit liability- Gratuity(Refer Note No. 29.1.(iii))	0.56	0.35
Liability for compensated absences(Refer Note No. 29.1.(iv))	3.32	1.27
	<b>3.88</b>	<b>1.62</b>

₹ in Lakhs

<b>Note '24'</b>	<b>Revenue from Operations</b>	<b>31 March 2024</b>	<b>31 March 2023</b>
	Sale of Products	6583.57	-
		<b>6583.57</b>	-
	<b>Other Operating Revenue</b>		
	Export Incentive Received	179.15	-
	Miscellaneous Income	0.03	-
		<b>179.18</b>	-
		<b>6762.75</b>	-

<b>a.Reconciliation of revenue from sale of products with the contracted price</b>		
Contracted price	6586.36	-
Less : Discounts, volume rebates etc.	(2.80)	-
	<b>6583.57</b>	-

<b>b.Timing of Revenue Recognition</b>		
Goods Transferred at a point of time	6583.57	-

<b>c.Contract Balances</b>		
The following table provides information about receivables, contract assets and contract liabilities from contracts with customers		
Trade Receivables	1146.52	-
Contract Liabilities	-	-
Advance from customers and credit balance of customers(Refer note 22)	39.85	-

<b>d. The transaction price allocated to the remaining performance obligation (unsatisfied or partially unsatisfied) as at March 31, 2024 are, as follows:</b>		
Advance from customers ( Refer note 22)	39.85	-
Management expects that the entire transaction price allotted to the unsatisfied contract as at the end of the reporting period will be recognised as revenue during the next financial year.		

₹ in Lakhs

<b>Note '25'</b>	<b>Other Income</b>	<b>31 March 2024</b>	<b>31 March 2023</b>
	Interest Income on Bank Deposit	2.49	1.41
	Other Income	1.35	-
	Profit on redemption of Current investments (Net)	143.31	28.50
		<b>147.14</b>	<b>29.91</b>

₹ in Lakhs

<b>Note '26'</b>	<b>Cost of Raw Material Consumed</b>	<b>Year Ended 31 March 2024</b>	<b>Year Ended 31 March 2023</b>
	Cost of Raw Material Consumed	5299.59	-
		<b>5299.59</b>	-

₹ in Lakhs

<b>Note '27'</b>	<b>Purchase of stock in trade</b>	<b>Year Ended 31 March 2024</b>	<b>Year Ended 31 March 2023</b>
	Plantation	1.94	-
		<b>1.94</b>	-



₹ in Lakhs

Note '28'	Change in inventory of finished goods, Stock in process and stock in trade	Year Ended 31 March 2024	Year Ended 31 March 2023
<b>Opening Stock</b>			
	Finished Goods	-	-
	Stock in process	-	-
		-	-
<b>Closing Stock</b>			
	Finished Goods	813.09	-
	Stock in process	185.97	-
		<b>999.06</b>	-
		(999.06)	-
<b>Change in inventory of finished goods, Stock in process</b>		<b>(999.06)</b>	-

₹ in Lakhs

Note '29'	Employee benefit expense	Year Ended 31 March 2024	Year Ended 31 March 2023
	Salary, Wages and Bonus	1169.17	-
	Contribution to Provident Fund & Other Funds	30.45	-
	Employees' Welfare Expenses	27.02	-
		<b>1226.64</b>	-

### 29.1 Disclosure regarding employee benefits

- i) **Defined Contribution Plan:** Employee benefits in the form of Provident Fund is considered as defined contribution plan and the contributions to Employees' Provident Fund Organisation established under The Employees' Provident Fund and Miscellaneous Provisions Act 1952 is charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due.
- ii) **Defined Benefit Plan:** Retirement benefits in the form of Gratuity and Leave Encashment are considered as defined benefit obligations and is provided for on the basis of third party actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet. Every Employee who has completed five years or more of service is entitled to Gratuity on terms not less favourable than the provisions of The Payment of Gratuity Act, 1972.

### iii) Actuarial Valuation of Gratuity Liability

₹ in Lakhs

	Year Ended 31 March 2024	Year Ended 31 March 2023
<b>a. Defined Benefit Cost</b>		
Current Service Cost	18.48	9.06
Interest Expense on Defined Benefit Obligation (DBO)	2.01	1.21
<b>Defined Benefit Cost included in Profit and Loss</b>	<b>20.49</b>	<b>10.26</b>
Remeasurements - Due to Financial Assumptions	0.54	(0.40)
Remeasurements - Due to Experience Adjustments	(0.12)	0.67
<b>Defined Benefit Cost included in Other Comprehensive Income</b>	<b>0.42</b>	<b>(0.27)</b>
<b>Total Defined Benefit Cost in Profit and Loss and OCI</b>	<b>20.91</b>	<b>9.99</b>
<b>b. Movement in Defined benefit liability:</b>		
Opening Defined Benefit Obligation	27.33	16.79
Interest Expense on Defined Benefit Obligation (DBO) (Net)	2.01	1.21
Current Service Cost	18.48	9.06
Less: Actuarial Gain	0.43	0.27
<b>Closing benefit obligation</b>	<b>48.25</b>	<b>27.33</b>
Current Liabilities of Closing benefit obligation	0.56	0.35
Non-Current Liabilities of Closing benefit obligation	47.69	26.98
	<b>48.25</b>	<b>27.33</b>

**c.Sensitivity Analysis:****Under Base Scenario**

Salary Escalation - Increase by 0.50%	2.52	1.32
Salary Escalation - Decrease by 0.50%	(2.35)	(1.24)
Discount Rates - Increase by 0.50%	(2.30)	(1.22)
Discount Rates - Decrease by 0.50%	2.49	1.30

**d.Actuarial assumptions:**

Mortality Table	IALM 2012-2014	IALM 2012-2014
Discount Rate (per annum)	7.22%	7.36%
Rate of escalation in salary (per annum)	5.50%	5.50%
Withdrawal rates:		
Up to 30 Years	3.00%	3.00%
From 31 to 44 years	2.00%	2.00%
Above 44 years	1.00%	1.00%

**iv) Disclosure regarding employee benefits****Actuarial Valuation of Leave Encashment Liability :****a. Defined Benefit Cost**

Current Service Cost	18.29	10.40
Interest Expense on Defined Benefit Obligation (DBO)	1.35	0.25
<b>Defined Benefit Cost included in Profit and Loss</b>	<b>19.64</b>	<b>10.65</b>
Remeasurements - Due to Financial Assumptions	0.49	(0.34)
Remeasurements - Due to Experience Adjustments	(3.48)	4.52
<b>Defined Benefit Cost included in Other Comprehensive Income</b>	<b>(2.99)</b>	<b>4.18</b>
<b>Total Defined Benefit Cost in Profit and Loss and OCI</b>	<b>16.65</b>	<b>14.84</b>

**b. Movement in Defined benefit liability:**

Opening Defined Benefit Obligation	18.33	3.49
Interest Expense on Defined Benefit Obligation (DBO)	1.35	0.25
Current Service Cost	18.29	10.40
Total Remeasurements included in OCI	(2.98)	4.18
Less: Benefits paid	-	-
<b>Closing benefit obligation</b>	<b>34.98</b>	<b>18.33</b>
Current Liabilities of Closing benefit obligation	3.32	1.27
Non-Current Liabilities of Closing benefit obligation	31.66	17.06
	<b>34.98</b>	<b>18.33</b>

**c. Sensitivity Analysis:****Under Base Scenario**

Salary Escalation - Increase by 0.50%	1.87	0.97
Salary Escalation - Decrease by 0.50%	(1.74)	(0.91)
Discount Rates - Increase by 0.50%	(1.72)	(0.90)
Discount Rates - Decrease by 0.50%	1.84	0.95

**d. Actuarial assumptions:**

Mortality Table	IALM 2012-2014	IALM 2012-2014
Discount Rate (per annum)	7.22%	7.36%
Rate of escalation in salary (per annum)	5.50%	5.50%
Withdrawal rates:		
Up to 30 Years	3.00%	3.00%
From 31 to 44 years	2.00%	2.00%
Above 44 years	1.00%	1.00%
Leave Availment Rate	4.00%	4.00%

₹ in Lakhs

<b>Note '30'</b>	<b>Finance Cost</b>	<b>Year Ended 31 March 2024</b>	<b>Year Ended 31 March 2023</b>
	Interest Expense	698.05	-
	Interest on lease liability	3.12	1.55
	Other Borrowing Cost	3.21	-
		<b>704.38</b>	<b>1.55</b>

₹ in Lakhs

<b>Note '31'</b>	<b>Depreciation &amp; Amortisation Expense</b>	<b>Year Ended 31 March 2024</b>	<b>Year Ended 31 March 2023</b>
	Depreciation of Property, Plant & Equipment	850.75	-
	Depreciation (Right to Use)	23.55	9.68
		<b>874.30</b>	<b>9.68</b>

₹ in Lakhs

<b>Note '32'</b>	<b>Other Expenses</b>	<b>Year Ended 31 March 2024</b>	<b>Year Ended 31 March 2023</b>
	Consumption of stores and spares	143.11	-
	Power & Fuel	732.47	-
	Legal & Professional Fees	38.82	-
	Repairs & Maintenance	29.83	-
	Rent	1.72	0.71
	Repairs to buildings	4.09	-
	Repairs to machinery	2.93	-
	Insurance	65.01	-
	Rates and taxes	3.96	-
	Travelling expenses	20.58	-
	Freight & delivery expenses	0.23	-
	Export Expenses	253.65	-
	Advertisement & Sales promotion	2.93	-
	Auditors' Remuneration ( Refer note below 32.1)	6.30	2.80
	Secretetarial Auditor's Remuneration	0.50	-
	Directors' Sitting Fees	5.00	-
	Loss due to Fluctuation in Foreign Exchange Rates	6.30	-
	Other General Expenses	95.88	-
		<b>1413.31</b>	<b>3.51</b>

<b>32.1 Auditor Remuneration</b>	<b>Year Ended 31 March 2024</b>	<b>Year Ended 31 March 2023</b>
Statutory Audit fee	6.00	2.50
For Certification and Other Services	0.30	0.30
	<b>6.30</b>	<b>2.80</b>

Note : Fees are exclusive of Goods &amp; Services Tax

<b>32.2 Detail of Expenditure on Corporate social responsibilities activities</b>	<b>Year Ended 31 March 2024</b>	<b>Year Ended 31 March 2023</b>
(a) Gross Amount required to be spent by the Company during the year	N.A.	N.A.
(b) Amount of Expenditure incurred	N.A.	N.A.
(c) Shortfall at the end of the year out of the amount required to be spent during the year	N.A.	N.A.
(d) Total of previous years shortfall	N.A.	N.A.

₹ in Lakhs

Note '33'	Taxation	Year Ended 31 March 2024	Year Ended 31 March 2023
	<b>Tax Expense recognised in the Statement of Profit and Loss:</b>		
	Current Tax Expense	-	-
	<b>Income Tax Expense</b>	-	-
	Earlier Years Tax Expense	0.11	-
	<b>Income Tax Expense including Earlier year tax</b>	<b>0.11</b>	-
	Deferred Tax	(274.69)	-
	<b>Total Tax Expense in Statement of Profit and Loss</b>	<b>(274.58)</b>	-
	<b>Reconciliation of Tax Expense recognised in the Statement of Profit and Loss:</b>		
	Profit/(Loss) before Tax as per Statement of Profit and Loss	(1611.20)	15.17
	Re-measurement gain/(loss) on defined benefit plans in OCI	(3.15)	-
	Changes in Profit before tax due to Ind AS Transition	-	-
	<b>Accounting Profit before Tax</b>	<b>(1614.34)</b>	<b>15.17</b>
	Applicable Income Tax rate	17.16%	17.16%
	<b>Computed Tax expense</b>	-	<b>2.60</b>
	Additional deductions under Chapter VIA	-	-
	Charity, Donation and CSR Expenses	-	-
	Property, plant and equipment and intangible assets	-	-
	Others	-	(2.60)
	Earlier Years Tax Expense	0.11	-
	Reconciliation of Deferred Tax Liability:	-	-
	Temporary difference on account of:	-	-
	Property, plant and equipment and intangible assets	444.18	-
	Other temporary differences	(719.52)	-
	<b>Deferred tax in Statement of Profit and Loss</b>	<b>(275.34)</b>	-
	Temporary difference of liabilities in other comprehensive income	0.65	-
	<b>Deferred tax in Total Comprehensive Income</b>	<b>(274.69)</b>	-
	<b>Income Tax charged to Statement of Profit and Loss (A)</b>	<b>(274.58)</b>	-

₹ in Lakhs

Note '34'	Earning per share	Year Ended 31 March 2024	Year Ended 31 March 2023
	<b>Calculation of weighted average number of equity shares of ₹ 1 each</b>		
	No of Shares at the beginning of the year	8118682	8118682
	Total number of equity shares outstanding at the end of the year	8118682	8118682
	Weighted average number of equity shares outstanding during the year (After Share Split)	<b>8118682</b>	<b>8118682</b>
	Net Profit (after tax, available for equity shareholders) in Lakhs	(1336.62)	15.17
	<b>Basic and Diluted Earnings per Share ₹</b>	<b>(16.46)</b>	<b>0.19</b>

₹ in Lakhs

Note '35'	Contingent liabilities & Commitments	Year Ended 31 March 2024	Year Ended 31 March 2023
	(to the extent not provided for)		
	<b>Contingent liabilities</b>		
	<b>(a) Claims against the company not acknowledge as debt:</b>	Nil	Nil
	<b>(b) Others:</b>		
	a) Letters of Credit established but goods not received	195.61	-
	<b>35.1 Commitments</b>		-
	Estimated pending Capital contract ( Net of Advance)	11143.30	47592.80
	Other Commitments	Nil	Nil

### 36 Financial Risk Management

The Company's financial risk management is an integral part of planning and executing its business strategies. The Company's financial risk management policy is planned, approved and reviewed by the Board of Directors. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

#### 36.1 Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a loans and borrowings will fluctuate because of change of market interest rate

₹ in Lakhs

Fixed and Variable interest on Borrowings sensitivity analyses.	31 March 2024	31 March 2023
Fixed Rate Instruments		
Financial Liability (NCD)	-	-
Variable Rate Instruments		
Financial Liability	698.05	-
	<b>698.05</b>	<b>-</b>

#### Interest Rate Sensitivity

The Following table demonstrate the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

₹ in Lakhs

Particulars	Impact on profit & Loss 31 March 2024	Impact on profit & Loss 31 March 2023
Interest Rate Increase by 50 basis point	(295.75)	(164.47)
Interest Rate decrease by 50 basis point	295.75	164.47

#### 36.2 Market Risk

Market Risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables, and loans and borrowings.

The company manages market risk through the corporate finance department, which evaluates and exercises independent control over the entire process of market risk management. The corporate finance department recommends risk management objectives and policies, which are approved by Board of Directors. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures, borrowing strategies, and ensuring compliance with market risk limits and policies.

#### 36.3 Foreign Currency Risk

The Company operates internationally and portion of the business is transacted in several currencies and consequently the Company is exposed to foreign exchange risk through its sales and services in overseas and purchases from overseas suppliers in various foreign currencies. Foreign currency exchange rate exposure is partly balanced by purchasing of goods, commodities and services in the respective currencies. The Company evaluates exchange rate exposure arising from foreign currency transactions and the Company follows established risk management policies, including the use of derivatives like foreign currency forward contracts to hedge exposure to foreign currency risk.

#### Hedged Foreign Currency Exposures:

₹ in Lakhs

Particulars	Currency	31 March 2024		31 March 2023	
		Foreign Currency	₹ in Lakhs	Foreign Currency	₹ in Lakhs
Foreign Currency Loan			-		-

**Unhedged Foreign Currency Exposures:**

Particulars	Currency	31 March 2024		31 March 2023	
		Foreign Currency	₹ in Lakhs	Foreign Currency	₹ in Lakhs
Amount Payable to Capital Vendor	EURO	3893487	3500.77	825590	734.81
	USD	160000	133.44	34783	28.58
	CNY	1638747	189.25	-	-
Foreign Currency Loan	EURO	21486647	19319.40	5123415	4560.04
Interest Accrued but not due	EURO	251523	226.15	-	-
Trade Payables	EURO	419618	377.29	-	-
	USD	155870	130.00	-	-
Trade Receivables	EURO	434280	390.48	-	-
	USD	41263	34.41	-	-
			<b>24301.19</b>		<b>5323.43</b>

**36.4 Credit Risk**

Credit Risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly. The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the company compares the risk of default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. Trade Receivables are impaired using the Life time Expected Credit Losses (ECL) Model. The company uses a provision matrix to determine the impairment loss allowance based on its historically observed default rates over expected life of trade receivables and is adjusted for forward looking estimates. Financial Assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. The company categorizes a loan or receivable for write off when a debtor fails to make contractual payments in normal course of business. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in statement of profit and loss.

₹ in Lakhs

Financial assets where Life time Expected Credit Losses (ECL) is used:	31 March 2024	31 March 2023
Trade Receivables	1146.52	-
Less : Expected Credit Loss	-	-
Trade Receivables	<b>1146.52</b>	-

**36.5 Liquidity Risk**

Liquidity Risk is the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. The Company's corporate finance department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are reviewed by the Board of Directors. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows. Financial Liabilities as reported in the Balance Sheet are segregated into current and non-current. Non-current financial liabilities have a maturity period of more than one year, whereas the current financial liabilities have maturities within one year.

₹ in Lakhs

**31 March 2024**

Particulars	On Demand	Not Due	Less than 1 Year	More than 1 year to 5 year	More than 5 year	Total
<b>Non-derivative</b>						
Trade payables	-	-	4045.75	-	-	4045.75
Borrowings (Term Loan)	-	-	3208.08	30744.55	8655.78	42608.41
Borrowings (NCD)	-	-	-	13500.00	-	13500.00
Borrowings (WCDL)	1500.00	-	-	-	-	1500.00
<b>Other financial liabilities</b>						
Interest Accrued but not due on borrowings	-	285.94	-	-	-	285.94
Lease Liability	-	-	24.58	45.74	-	70.33
Other Financial Liabilities	-	-	16.17	-	-	16.17
	<b>1500.00</b>	<b>285.94</b>	<b>7294.59</b>	<b>44290.30</b>	<b>8655.78</b>	<b>62026.60</b>

₹ in Lakhs

**31 March 2023**

Particulars	On Demand	Not Due	Less than 1 Year	More than 1 year to 5 year	More than 5 year	Total
<b>Non-derivative</b>						
Trade payables	-	-	2.57	-	-	2.57
Borrowings	-	-	1429.44	12217.67	1814.64	15461.75
<b>Other financial liabilities</b>						<b>0.00</b>
Interest Accrued but not due on borrowings (NCD)	-	25.72	-	-	-	25.72
Lease Liability	-	-	11.22	3.86	-	15.08
Other Financial Liabilities	-	-	7.31	-	-	7.31
	<b>-</b>	<b>25.72</b>	<b>1450.54</b>	<b>12221.53</b>	<b>1814.64</b>	<b>15512.42</b>

**36.6 Capital Management**

For the purposes of Company's Capital management, capital includes issued capital and all other equity reserves. The primary objective of the Company's Capital management is to maximize shareholder value. The company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants. The company monitors capital using debt/equity ratio, which is total debt divided by total equity.

₹ in Lakhs

	31 March 2024	31 March 2023
Debt	57608.42	12954.69
Less :- Cash & Cash Equivalents	(369.49)	(51.62)
Net Debt	57238.93	12903.07
Total Equity (net of intangible assets)	38961.83	24583.64
Gearing Ratio	1.47	0.52

**37 Accounting classifications and fair values .**

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidated sale.

The following methods and assumptions were used to estimate the fair values:

Fair value of cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities, working capital loans from banks approximate their carrying amounts largely due to the short term maturities of these instruments.



Financial instruments other than above are carried at amortised cost except certain assets which are carried at fair value.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1 : Quoted prices in active markets for identical assets or liabilities

Level 2 : Other techniques for which all inputs which have a significant effect on the recorded fair value are observable.

Level 3 : Techniques using inputs having significant effect on the recorded fair value that are not based on observable market data.

₹ in Lakhs

	31 March 2024	31 March 2023
<b>Financial assets at amortised cost- Level 3:</b>		
Trade Receivables	1146.52	-
Cash and Cash Equivalents	369.49	51.62
Bank Balances other than above	5.35	5.08
Loans - Current	9.65	1.83
Other Financial Assets (Non Current)	26.39	24.99
	<b>1557.40</b>	<b>83.52</b>
<b>Financial assets at fair value through profit and loss:</b>		
Derivative - current - Level 2		
Investments (Current) (Mutual Fund)	-	2507.06
	-	<b>2507.06</b>
<b>Total Financial Assets</b>	<b>1557.40</b>	<b>2590.58</b>
<b>Financial liabilities at amortised cost:</b>		
Borrowings - Non-current	52900.34	15461.75
Other Financial Liabilities - Non-current		
Borrowings - Current	4708.08	-
Lease Liability - Current	24.58	11.22
Lease Liability - Non-Current	17.42	3.86
Trade Payables	4045.75	2.57
Other Financial Liabilities - Current	7649.89	7026.26
	<b>69346.07</b>	<b>22505.66</b>
<b>Financial Liabilities at fair value through profit and loss:</b>		
Derivative - current - Level 2	-	-
<b>Total Financial Liabilities</b>	<b>69346.07</b>	<b>22505.66</b>

### 38 Taxation

A firm of Independent Accountants have certified that the Company's international and specified domestic transactions covered by transfer pricing regulations during the financial year ended 31 March, 2023 were at arm's length. The Management believes that during the current financial year, similar transactions would have no impact on these financial statements and particularly the amount of tax expense and the provision for taxation.

### 39 INFORMATION REGARDING MICRO, SMALL AND MEDIUM ENTERPRISES

Based on the information /documents available with the Company, information as per the requirements of Section 22 of The Micro, Small and Medium Enterprises Development Act, 2006 are as under:

	31 March 2024	31 March 2023
i) Principal amount remaining unpaid to any supplier at the end of accounting year (including retention money against performance).	1001.68	631.62
ii) Interest due on above	-	-
<b>Total of (i) &amp; (ii)</b>	<b>1001.68</b>	<b>631.62</b>
iii) Amount of interest paid by the Company to the suppliers in terms of section 16 of the Act.*	-	-

iv) Amount paid to the suppliers beyond due date during the year	-	-
v) Amount of interest due and payable for the period of delay in payments (which have been paid but beyond the due date during the year) but without adding the interest specified under the Act.	-	-
vi) Amount of interest accrued and remaining unpaid at the end of accounting year	-	-
vii) Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of this Act.	-	-
viii) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-

#### 40 Right to Use Assets/Lease Liability

##### a. Right to Use

(i) The Following is carrying value of right of use assets recognised on date of transition and the movements thereof during the year ended March 31, 2024:

₹ in Lakhs

Particulars	Right of use Asset Building
<b>Balance as at April 1, 2022</b>	23.43
Additions during the year	-
Deletion during the year	-
Depreciation of Right of use assets	9.67
<b>Balance as at March 31, 2023</b>	<b>13.75</b>
Additions during the year	49.84
Deletion during the year	-
Depreciation of Right of use assets	23.55
<b>Balance as at March 31, 2024</b>	<b>40.04</b>

(ii) The following is the carrying value of lease liability on the date of transition and movement thereof during the year ended March 31, 2024:

₹ in Lakhs

Particulars	Right of use Asset Building
<b>Balance as at April 1, 2022</b>	24.33
Transition impact on account of adoption of Ind AS 116 "Leases"	-
Additions during the year	-
Finance cost accrued during the year	1.54
Deletions	-
Payment of lease liabilities	(10.79)
<b>Balance as at March 31, 2023</b>	<b>15.08</b>
Current maturities of Lease liability	11.22
Non-Current Lease Liability	3.86

Particulars	Right of use Asset Building
<b>Balance as at April 1, 2023</b>	<b>15.08</b>
Transition impact on account of adoption of Ind AS 116 "Leases"	-
Additions during the year	48.81

Finance cost accrued during the year	3.34
Deletions	-
Payment of lease liabilities	(25.22)
<b>Balance as at March 31, 2024</b>	<b>42.00</b>
Current maturities of Lease liability	24.58
Non-Current Lease Liability	17.42

(iii) **Maturity Analysis of Lease Liabilities as required by Para 58 of Ind AS-116 has been disclosed as follow:**

₹ in Lakhs

	31 March 2024	31 March 2023
<b>Period</b>		
0-1 year	24.58	11.22
1-5 year	45.74	3.86
More than 5 year	-	-
<b>Total undiscounted lease liability</b>	<b>70.33</b>	<b>15.08</b>
Impact of discounting	(28.31)	-
<b>Lease Liability included in Balance Sheet</b>	<b>42.00</b>	<b>15.08</b>

- (iv) The weighted average incremental borrowing rate applied to lease liabilities as at April 1, 2019 is 8%
- (v) The Company has elected Para 6 of Ind AS-116 for short term leases & recognised lease expense of ₹1.72 Lakhs (Previous Year ₹ 0.71 Lakhs) associated with these lease.
- (vi) The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

#### 41 Financial Ratios (As per Schedule \_III of Companies Act 2013)

Ratios	Numerator	Denominator	31 March 2024	31 March 2023	% change	Remarks
Current ratio	Current Assets	Current Liabilities	0.71	2.30	-69.05%	Increase in Current Borrowings and Trade Payables in 23-24
Debt- Equity Ratio	Net Debt= Total Debt- Cash & Cash Equivalent	Tangible Net worth= Share holders Equity- Intangible Assets	1.47	0.52	182.47%	Increase in Term Loan in FY 23-24
Debt Service Coverage ratio	Earnings for debt service = Net profit after taxes + Non-cash operating expenses	Debt service = Interest & Lease Payments + Principal Repayments	0.02	NA	100.00%	Interest Capitalized last year, Hence no ratio
Return on Equity ratio	Net Profits after taxes – Preference Dividend	Average Shareholder's Equity-OCI- Capital Reserves	-4.21%	0.09%	-4773.65%	Due to Higher loss in Current Year
Inventory Turnover ratio	Average Inventory	Revenue from Operations	127	NA	100.00%	No Inventory last Year
Trade Receivable Turnover Ratio	Average Receivables	Revenue from Operations	31	NA	100.00%	No Debtor last year
Trade Payable Turnover Ratio	Average Trade Payables	Revenue from Operations	109	NA	100.00%	Increase in Creditors in FY 23-24

Ratios	Numerator	Denominator	31 March 2024	31 March 2023	% change	Remarks
Net Capital Turnover Ratio	Net sales = Total sales - sales return	Working capital = Current assets – Current liabilities	-1.37	NA	100.00%	Sales started from Current Year
Net Profit ratio	Net Profit	Revenue from Operations	-19.76%	50.72%	-138.97%	Increase in expense in FY 23-24
Return on Capital Employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt	-0.94%	0.04%	-2454.67%	Increase in expense in FY 23-24
Return on Investment	Interest (Finance Income)	Average Current Investments	11.58%	1.98%	484.64%	Increase in Mutual Fund Income

## 42 Other Statutory Information

- All the borrowings of the company are used for the specific purpose for which it was taken.
- Quarterly returns or statements of Current assets filed by the company with banks/financial institution are in agreement with books of accounts
- The company is not a wilful defaulter as declared by any bank or financial Institution or any other lender.
- The company does not have any transactions with the companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956.
- There are no charges or satisfaction yet to be registered with Registrar of Companies (ROC) beyond the statutory period.
- The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.
- There are no transactions which are not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- The Company has not traded or invested in Crypto currency or Virtual Currency during the year.
- No Subsequent event after Balance sheet Signing date

## 43 Related party disclosure, as required by Indian Accounting Standard-24, is as below:

### i) List of related parties where control exists.

Name	Relationship
Greenlam Industries Limited	Parent Co.
Greenlam Asia Pacific Pte. Ltd.	Fellow Subsidiary
Greenlam Decolan SA	Fellow Subsidiary

### ii) Other related parties with whom transactions have taken place and relationships:

Name	Relationship
1. Greenpanel Industries Ltd	Enterprise over which key managerial personnel is having significant influence
2. Mr. Saurabh Mittal	Chairman, Managing Director & CEO
3. Mrs. Parul Mittal	Director
3. Mr. Ashok Kumar Sharma	Chief Financial Officer & Wholetime director
4. Mr. Yogesh Kapur	Independent Director (Appointed on 20th July 2023)
5. Mr. Manojit Dash	Independent Director
6. Mr. Prakash Kumar Biswal	Company Secretary

## iii) Transactions during the year with related parties:

₹ in Lakhs

Nature of transactions	Parent Co.	
	31.03.2024	31.03.2023
1. Share application Money pending allotment	2175.00	-
2. Subscription of OCPS	13547.64	15417.37
3. Loan received during the period	-	30.00
4. Loan repaid during the period	-	30.02
5. Interest paid for the period (Including TDS)	-	0.02
6. Reimbursement of Expenses*	126.15	45.47
7. Notional Guarantee Commission*	11.21	99.71
8. KMP Salary Reimbursement*	70.27	14.74
9. Sale *	3149.06	-
10. Purchase*	796.15	-
* Inclusive of GST		
<b>Closing Balance</b>		
1. Reimbursement of Expenses	49.45	45.47
2. Notional Guarantee Commission	94.00	99.71
3. KMP Salary Reimbursement	17.85	14.74
4. Trade Receivables	701.80	-
5. Trade Payables	106.28	-

₹ in Lakhs

Nature of transactions	Enterprise over which key managerial personnel is having significant influence & Fellow Subsidiaries	
	31.03.2024	31.03.2023
1 Rent Paid to Greenpanel Industries Ltd	-	0.71
2.Sale to Greenpanel Industries Limited*	18.64	-
3.Purchase from Greenpanel Industries Limited*	49.27	-
4. Sale to Greenlam Asia Pacific Pte. Ltd.	2011.03	-
5. Sale to Greenlam Decolan SA	1315.31	-
* Inclusive of GST		
<b>Closing Balance</b>		
1. Trade Payable to Greenpanel Industries Limited	49.45	-
2. Trade Receivables from Greenlam Decolan SA	286.45	-

Nature of Transactions	Key managerial personnel	
	31.03.2024	31.03.2023
<b>Sitting Fees</b>		
Mr Yogesh Kapur	2.50	-
Mr Manojit Dash	2.50	-
	<b>5.00</b>	<b>-</b>

## 44. Segment Reporting

Segment information has been prepared in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company. As part of Secondary reporting, revenues are attributed to geographical areas based on the location of the customers. The following table present the revenue, profit, assets and liabilities information relating to the business / geographical segment for the Year ended 31 March ,2024

## Information about Business Segments - Primary

₹ in Lakhs

Reportable Segment	Laminates & Allied Products		Plywood & Allied Products		Un allocated		Total	
	31.3.2024	31.3.2023	31.3.2024	31.3.2023	31.3.2024	31.3.2023	31.3.2024	31.3.2023
<b>REVENUE</b>								
External Sales	6160.85	-	422.72	-	-	-	6583.57	-
Inter-segment Sales	-	-	-	-	-	-	-	-
<b>Gross Sales</b>	<b>6160.85</b>		<b>422.72</b>		-	-	<b>6583.57</b>	-
Other Operating Income	179.18	-	-	-	-	-	179.18	-
<b>Revenue from Operation</b>	<b>6340.03</b>		<b>422.72</b>		-	-	<b>6762.75</b>	-
<b>RESULT</b>								
Segment Result	(848.98)	-	(54.72)	-	-	-	(903.70)	-
Unallocated Corporate Expenses					5.62	15.17	5.62	15.17
<b>Operating Profit</b>							<b>(909.32)</b>	<b>15.17</b>
Less : Interest Expense					704.38	-	704.38	-
Add : Interest Income					2.49	-	2.49	-
<b>Profit before Tax</b>							<b>(1611.20)</b>	<b>15.17</b>
<b>Exceptional Item</b>							-	-
Current Tax including Earlier Year Tax							0.11	-
Deferred Tax							(274.69)	-
<b>Profit after Tax</b>							<b>(1336.62)</b>	<b>15.17</b>
Other Comprehensive Income							(3.15)	-
<b>Total Comprehensive Income for the year, net of Tax</b>							<b>(1339.77)</b>	<b>15.17</b>
<b>OTHER INFORMATION</b>								
Segment Assets	33069.98	-	1517.97	-	74058.41	47221.62	108646.37	47221.62
Segment Liabilities	5281.88	-	119.06	-	6668.90	7174.62	12069.84	7174.62
Loan Fund					57608.42	15461.75	57608.42	15461.75
Shareholders' Funds					38968.12	24585.25	38968.12	24585.25
Total Liabilities							108646.37	47221.62

**Note :** Current and previous year segment are not comparable due to no reportable segment in previous year

## Secondary Segment - Geographical by location of customers

₹ in Lakhs

	Revenue		Carrying Amount of Segment Assets		Additions to Property Plant & Equipment	
	Year Ended 31.3.2024	Year Ended 31.03.2023	Year Ended 31.3.2024	Year Ended 31.03.2023	Year Ended 31.3.2024	Year Ended 31.03.2023
Within India	2636.17	-	108646.37	47221.62	54840.95	26195.63
Outside India	3947.40	-	-	-	-	-
	<b>6583.57</b>	<b>-</b>	<b>108646.37</b>	<b>47221.62</b>	<b>54840.95</b>	<b>26195.63</b>

**NOTES:****a) Business Segments :**

A description of the types of products and services provided by each reportable segment is as follows:

**Laminate & Allied Products:** The Segment is engaged in the business of manufacturing of Laminates, compact laminates and other allied products and sells through its wholesale and retail network.

**Plywood & Allied Products:** The Segment is engaged in the business of manufacturing of Green Veneers required for production of Plywood .

**b) Segment Assets and Liabilities :**

All Segment Assets and liabilities are directly attributable to the segment. Segment assets include all operating assets used by the segment and consist principally of fixed assets, inventories, sundry debtors, advances and operating cash and bank balances. Segment assets and liabilities do not include share capital, reserves and surplus, borrowings, proposed dividend and income tax (both current and deferred).

**c) Segment Revenue and Expenses :**

Segment revenue and expenses are directly attributable to the segment. It does not include dividend income, profit on sale of investments, interest income, interest expense, other expenses which cannot be allocated on a reasonable basis and provision for income tax (both current and deferred).

**45** The figures for the previous period are re-classified/ re-arranged / re -grouped, wherever necessary so as to be in conformity with the figures of the current period's classification/disclosure.

AS PER OUR ANNEXED REPORT OF EVEN DATE.

**For S S Kothari Mehta & Co. LLP**

Chartered Accountants

ICAI Firm Reg. No. 000756N/N500441

For and on behalf of Board of Directors of

**Greenlam Limited**

CIN: U21096DL2019PLC418200

**Deepak K. Aggarwal**

Partner

Membership No. 095541

**Saurabh Mittal**

Chairman, Managing Director & CEO

(DIN : 00273917)

**Yogesh Kapur**

Independent Director

(DIN : 00070038)

Place of Signature : New Delhi

Dated : 28 May, 2024

**Ashok Kumar Sharma**

Chief Financial Officer & Wholetime Director

(DIN : 08586538)

**Prakash Kumar Biswal**

Company Secretary

(Membership No. A19037)



# **GREENLAM LIMITED**

(Formerly Greenlam South Limited)

CIN: U21096DL2019PLC418200

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