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Corporate Information

BOARD OF DIRECTORS

Sri Satya Brata Ganguly	<i>Chairman</i>
Sri Hari Prasad Agarwal	<i>Vice Chairman</i>
Sri Sajjan Bhajanka	<i>Managing Director</i>
Sri Sanjay Agarwal	<i>Jt. Managing Director</i>
Sri Prem Kumar Bhajanka	<i>Jt. Managing Director</i>
Sri Vishnu Khemani	<i>Jt. Managing Director</i>
Sri Ajay Baldawa	<i>Executive Director</i>
Sri Manindra Nath Banerjee	<i>Director</i>
Sri Mangi Lal Jain	<i>Director</i>
Sri Sajjan Kumar Bansal	<i>Director</i>
Sri Brij Bhushan Agarwal	<i>Director</i>
Ms Plistina Dhkar	<i>Director</i>

CFO & COMPANY SECRETARY

Sri A. K. Julasaria

AUDITORS

S. R. Batliboi & Co.
Chartered Accountants
22, Camac Street
Block 'C', 3rd Floor
Kolkata-700 016

BANKERS

State Bank of India
Commercial Branch
N. S. Road, Kolkata-700 001

UCO Bank
Flagship Corporate Centre
N. S. Road, Kolkata-700 001

Oriental Bank of Commerce
Park Street Branch
Kolkata-700 016

Corporation Bank
38 & 39, Whites Road
Chennai-600 014

REGISTRARS & SHARE TRANSFER AGENTS

Maheshwari Datamatics Pvt. Ltd.
6, Mangoe Lane, 2nd Floor
Kolkata-700 001

REGISTERED OFFICE

6, Lyons Range
Kolkata-700 001

WORKS

Plywood, Veneer and Laminate Units

Diamond Harbour Road
Kanchowki, Bishnupur
Dist. : 24 Parganas (S)
West Bengal

Rumba Road
Taraori
Haryana

Chinnappolapuram
Gummidipoondi
Tamil Nadu

Ferro Alloy & Power Units

EPIP Area, Byrnihat
Dist. Ri-Bhoi
Meghalaya

Container Freight Station

Block B & C, Sonai Khidderpore
Kolkata-700 088

Hide Road, Brace Bridge, Khidderpore
Kolkata-700 088

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Twenty-Eighth Annual General Meeting** of the Members of Century Plyboards (India) Limited will be held at **Gyan Manch, 11 Pretoria Street, Kolkata – 700 071 on Friday, 28th August, 2009 at 11.00 A.M.**, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2009 and Profit and Loss Account for the year ended on that date together with the Reports of Directors and Auditors thereon.
2. To declare dividend on Preference Shares and Equity Shares for the year ended 31st March, 2009.
3. To appoint a Director in place of Sri Mangi Lal Jain, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Ms. Plistina Dkhar, who retires by rotation and, being eligible, offers herself for re-appointment.
5. To appoint a Director in place of Sri Prem Kumar Bhajanka, who retires by rotation and, being eligible, offers himself for re-appointment.
6. To appoint Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration, and for the purpose, to pass the following Resolution as an Ordinary Resolution.

“**RESOLVED THAT** pursuant to provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s. S. R. Batliboi & Co., Chartered Accountants, Kolkata be and are hereby re-appointed as the Statutory Auditors of the Company to hold such office from the conclusion of this Annual General Meeting until conclusion of next Annual General Meeting of the Company, on such remuneration as may be determined by the Board of Directors of the Company.”

7. To consider and, if thought fit, to pass with or without modification/s the following Resolution as an Ordinary Resolution relating to appointment of Branch Auditors of the Company :

“**RESOLVED THAT** pursuant to the provisions of Section 228 and other applicable provisions, if any, of the Companies Act, 1956, the Board of Directors of the Company be and are hereby authorized to appoint auditors in respect of its branch offices in consultation with Company’s Statutory Auditors, to hold office from the conclusion of this Annual General Meeting until conclusion of next Annual General Meeting of the Company and that the Board of Directors of the Company is hereby authorized to fix their remuneration for the said period.”

SPECIAL BUSINESS

8. **Remuneration to Sri Sajjan Bhajanka from subsidiary company**

To consider and, if thought fit, to pass with or without modification/s, the following resolution as Special Resolution:

“**RESOLVED THAT** in accordance with the provisions of Sections 314(1) and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded to holding of place of profit on such terms and conditions and payment of such remuneration to Sri Sajjan Bhajanka by Cement Manufacturing Company Ltd., as may be decided by its Board of Directors, from time to time and approved by its shareholders, to be made effective from 1st April, 2008.

9. **Remuneration to Sri Sanjay Agarwal from subsidiary company**

To consider and, if thought fit, to pass with or without modification/s, the following resolution as Special Resolution:

“**RESOLVED THAT** in accordance with the provisions of Sections 314(1) and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded to holding of place of profit on such terms and conditions and payment of such remuneration to Sri Sanjay Agarwal by Cement Manufacturing Company Ltd., as may be decided by its Board of Directors, from time to time and approved by its shareholders, to be made effective from 1st April, 2008.

10. **Remuneration to Sri Prem Kumar Bhajanka from subsidiary company**

To consider and, if thought fit, to pass with or without modification/s, the following resolution as Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 314(1) and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded to holding of place of profit on such terms and conditions and payment of such remuneration to Sri Prem Kumar Bhajanka by Cement Manufacturing Company Ltd., as may be decided by its Board of Directors, from time to time and approved by its shareholders, to be made effective from 1st April, 2008.

11. **Remuneration to Sri Brij Bhushan Agarwal from subsidiary company**

To consider and, if thought fit, to pass with or without modification/s, the following resolution as Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 314(1) and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded to holding of place of profit on such terms and conditions and payment of such remuneration to Sri Brij Bhushan Agarwal by Cement Manufacturing Company Ltd., as may be decided by its Board of Directors, from time to time and approved by its shareholders, to be made effective from 1st April, 2008.

12. **To consider and if thought fit, to pass the following Resolution as Special Resolution:**

“RESOLVED THAT in furtherance to the resolution passed through Postal Ballot on 29th August, 2006 for the appointment of Sri Sajjan Bhajanka as Managing Director of the Company, the consent of the members pursuant to the provisions of section 198, 269 and 309 read with Schedule XIII of the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956, be and is hereby accorded to the payment of remuneration as detailed hereunder, as minimum remuneration, to Sri Sajjan Bhajanka, in the event of loss or inadequacy of profits of the Company in any financial year, for a period of three years starting from 1st April, 2008 to 31st March, 2011:

Remuneration:

I **SALARY** : Not exceeding Rs. 3,00,000/- per month.

II **PERQUISITES** :

In addition to salary, the Managing Director shall be entitled to such perquisites, as may be decided by the Board of Directors or by the Remuneration Committee, subject however that the aggregate remuneration on account of such perquisites shall not exceed Rs.1,00,000/- per month.

The Managing Director shall also be entitled to the following perquisites which shall not be included in the remuneration as stated above:

- a) Contribution to Provident Fund and Superannuation Fund or Annuity Fund as per Rules of the Company, to the extent these either singly or together are not taxable under Income Tax Act,1961.
- b) Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
- c) Encashment of leave at the end of the tenure.

In addition to above, the following facilities, if provided, shall not be considered as perquisites:

- a) Provision of car for use on Company's business. Use of car for personal purposes shall be billed by the Company to him.
- b) Mobile phone and telephone facilities at the residence for official use. Personal long distance calls shall be billed by the Company to him.
- c) Reimbursement of entertainment and other expenses actually incurred in connection with the business of the Company

“RESOLVED FURTHER that the resolution passed through Postal Ballot on 29th August, 2006 for the appointment of Sri Sajjan Bhajanka as Managing Director and subsequent revision of remuneration by the Board of Directors at their meeting held on 31st July, 2008 shall, except to the extent modified here, remain in force.

“**RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary to give effect to this resolution.”

13. **To consider and if thought fit, to pass the following Resolution as Special Resolution:**

“**RESOLVED THAT** in furtherance to the resolution passed through Postal Ballot on 29th August, 2006 for the appointment of Sri Sanjay Agarwal as Deputy Managing Director (re-designated as Joint Managing Director) of the Company, the consent of the members pursuant to the provisions of section 198, 269 and 309 read with Schedule XIII of the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956, be and is hereby accorded to the payment of remuneration as detailed hereunder, as minimum remuneration, to Sri Sanjay Agarwal, in the event of loss or inadequacy of profits of the Company in any financial year, for a period of three years starting from 1st April, 2008 to 31st March, 2011:

Remuneration :

I SALARY : Not exceeding Rs. 3,00,000/- per month.

II PERQUISITES :

In addition to salary, the Joint Managing Director shall be entitled to such perquisites, as may be decided by the Board of Directors or by the Remuneration Committee, subject however that the aggregate remuneration on account of such perquisites shall not exceed Rs.1,00,000/- per month.

The Joint Managing Director shall also be entitled to the following perquisites which shall not be included in the remuneration as stated above:

- a) Contribution to Provident Fund and Superannuation Fund or Annuity Fund as per Rules of the Company, to the extent these either singly or together are not taxable under Income Tax Act, 1961.
- b) Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
- c) Encashment of leave at the end of the tenure.

In addition to above, the following facilities, if provided, shall not be considered as perquisites:

- a) Provision of car for use on Company's business. Use of car for personal purposes shall be billed by the Company to him.
- b) Mobile phone and telephone facilities at the residence for official use. Personal long distance calls shall be billed by the Company to him.
- c) Reimbursement of entertainment and other expenses actually incurred in connection with the business of the Company

“**RESOLVED FURTHER** that the resolution passed through Postal Ballot on 29th August, 2006 for the appointment of Sri Sanjay Agarwal as Deputy Managing Director (re-designated as Joint Managing Director) and subsequent revision of remuneration by the Board of Directors at their meeting held on 31st July, 2008 shall, except to the extent modified here, remain in force.

“**RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary to give effect to this resolution.”

14. **To consider and if thought fit, to pass the following Resolution as Special Resolution**

“**RESOLVED THAT** in furtherance to the resolution passed through Postal Ballot on 29th August, 2006 for the appointment of Sri Ajay Baldawa as Executive Director of the Company, the consent of the members pursuant to the provisions of section 198, 269 and 309 read with Schedule XIII of the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956, be and is hereby accorded to the payment of remuneration as detailed hereunder, as minimum remuneration, to Sri Ajay Baldawa, in the event of loss or inadequacy of profits of the Company in any financial year, for a period of three years starting from 1st April, 2008 to 31st March, 2011:

Remuneration:

I SALARY : Not exceeding Rs. 1,50,000/- per month.

II PERQUISITES :

In addition to salary, the Executive Director shall be entitled to such perquisites, as may be decided by the Board of Directors or by the Remuneration Committee, subject however that the aggregate remuneration on account of such perquisites shall not exceed Rs.1,00,000/- per month.

The Executive Director shall also be entitled to the following perquisites which shall not be included in the remuneration as stated above:

- a) Contribution to Provident Fund and Superannuation Fund or Annuity Fund as per Rules of the Company, to the extent these either singly or together are not taxable under Income Tax Act, 1961.
- b) Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
- c) Encashment of leave at the end of the tenure.

In addition to above, the following facilities, if provided, shall not be considered as perquisites:

- a) Provision of car for use on Company's business. Use of car for personal purposes shall be billed by the Company to him.
- b) Mobile phone and telephone facilities at the residence for official use. Personal long distance calls shall be billed by the Company to him.
- c) Reimbursement of entertainment and other expenses actually incurred in connection with the business of the Company

“RESOLVED FURTHER that the resolution passed through Postal Ballot on 29th August, 2006 for the appointment of Sri Ajay Baldawa as Executive Director and subsequent revision of remuneration by the Board of Directors at their meeting held on 31st July, 2008 shall, except to the extent modified here, remain in force.

“RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary to give effect to this resolution.”

15. To consider and if thought fit, to pass the following Resolution as Special Resolution:

“RESOLVED THAT in furtherance to the resolution passed at the Annual General Meeting of the Company held on 16th July, 2007 for the appointment of Sri Hari Prasad Agarwal as Executive Director of the Company, the consent of the members pursuant to the provisions of section 198, 269 and 309 read with Schedule XIII of the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956, be and is hereby accorded to the payment of remuneration as detailed hereunder, as minimum remuneration, to Sri Hari Prasad Agarwal, in the event of loss or inadequacy of profits of the Company in any financial year, for a period of three years starting from 1st April, 2008 to 31st March, 2011:

Remuneration:

I SALARY : Not exceeding Rs. 1,50,000/- per month.

II PERQUISITES :

In addition to salary, the Executive Director shall be entitled to such perquisites, as may be decided by the Board of Directors or by the Remuneration Committee, subject however that the aggregate remuneration on account of such perquisites shall not exceed Rs.1,00,000/- per month.

The Executive Director shall also be entitled to the following perquisites which shall not be included in the remuneration as stated above:

- a) Contribution to Provident Fund and Superannuation Fund or Annuity Fund as per Rules of the Company, to the extent these either singly or together are not taxable under Income Tax Act, 1961.
- b) Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
- c) Encashment of leave at the end of the tenure.

In addition to above, the following facilities, if provided, shall not be considered as perquisites:

- a) Provision of car for use on Company's business. Use of car for personal purposes shall be billed by the Company to him.
- b) Mobile phone and telephone facilities at the residence for official use. Personal long distance calls shall be billed by the Company to him.
- c) Reimbursement of entertainment and other expenses actually incurred in connection with the business of the Company

“RESOLVED FURTHER that the resolution passed at the Annual General Meeting of the Company held on 16th July, 2007 for the appointment of Sri Hari Prasad Agarwal as Executive Director and

subsequent revision of remuneration by the Board of Directors at their meeting held on 31st July, 2008 shall, except to the extent modified here, remain in force.

“**RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary to give effect to this resolution.”

16. **To consider and if thought fit, to pass the following Resolution as Special Resolution:**

"**RESOLVED THAT** in furtherance to the resolution passed at the Annual General Meeting of the Company held on 27th August, 2008 for the appointment of Sri Prem Kumar Bhajanka as Joint Managing Director of the Company, the consent of the members pursuant to the provisions of section 198, 269 and 309 read with Schedule XIII of the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956, be and is hereby accorded to the payment of remuneration as detailed hereunder, as minimum remuneration, to Sri Prem Kumar Bhajanka, in the event of loss or inadequacy of profits of the Company in any financial year, for a period of three years starting from 1st August, 2008 to 31st July, 2011:

Remuneration:

I **SALARY** : Not exceeding Rs. 3,00,000/- per month.

II **PERQUISITES** :

In addition to salary, the Joint Managing Director shall be entitled to such perquisites, as may be decided by the Board of Directors or by the Remuneration Committee, subject however that the aggregate remuneration on account of such perquisites shall not exceed Rs.1,00,000/- per month.

The Joint Managing Director shall also be entitled to the following perquisites which shall not be included in the remuneration as stated above:

- a) Contribution to Provident Fund and Superannuation Fund or Annuity Fund as per Rules of the Company, to the extent these either singly or together are not taxable under Income Tax Act, 1961.
- b) Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
- c) Encashment of leave at the end of the tenure.

In addition to above, the following facilities, if provided, shall not be considered as perquisites:

- a) Provision of car for use on Company's business. Use of car for personal purposes shall be billed by the Company to him.
- b) Mobile phone and telephone facilities at the residence for official use. Personal long distance calls shall be billed by the Company to him.
- c) Reimbursement of entertainment and other expenses actually incurred in connection with the business of the Company.

“**RESOLVED FURTHER** that the resolution passed at the Annual General Meeting of the Company held on 27th August, 2008 for the appointment of Sri Prem Kumar Bhajanka as Joint Managing Director shall, except to the extent modified here, remain in force.

“**RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary to give effect to this resolution.”

17. **To consider and if thought fit, to pass the following Resolution as Special Resolution :**

"**RESOLVED THAT** in furtherance to the resolution passed at the Annual General Meeting of the Company held on 27th August, 2008 for the appointment of Sri Vishnu Khemani as Joint Managing Director of the Company, the consent of the members pursuant to the provisions of section 198, 269 and 309 read with Schedule XIII of the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956, be and is hereby accorded to the payment of remuneration as detailed hereunder, as minimum remuneration, to Sri Vishnu Khemani, in the event of loss or inadequacy of profits of the Company in any financial year, for a period of three years starting from 1st August, 2008 to 31st July, 2011:

Remuneration:

I **SALARY** : Not exceeding Rs. 3,00,000/- per month.

II **PERQUISITES** :

In addition to salary, the Joint Managing Director shall be entitled to such perquisites, as may be decided

by the Board of Directors or by the Remuneration Committee, subject however that the aggregate remuneration on account of such perquisites shall not exceed Rs.1,00,000/- per month.

The Joint Managing Director shall also be entitled to the following perquisites which shall not be included in the remuneration as stated above:

- a) Contribution to Provident Fund and Superannuation Fund or Annuity Fund as per Rules of the Company, to the extent these either singly or together are not taxable under Income Tax Act,1961.
- b) Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
- c) Encashment of leave at the end of the tenure.

In addition to above, the following facilities, if provided, shall not be considered as perquisites:

- a) Provision of car for use on Company's business. Use of car for personal purposes shall be billed by the Company to him.
- b) Mobile phone and telephone facilities at the residence for official use. Personal long distance calls shall be billed by the Company to him.
- c) Reimbursement of entertainment and other expenses actually incurred in connection with the business of the Company.

"RESOLVED FURTHER that the resolution passed at the Annual General Meeting of the Company held on 27th August, 2008 for the appointment of Sri Vishnu Khemani as Joint Managing Director shall, except to the extent modified here, remain in force.

"RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary to give effect to this resolution."

18. To consider and if thought fit, to pass the following Resolution as Special Resolution :

"RESOLVED THAT in furtherance to the resolution passed at the Annual General Meeting of the Company held on 27th August, 2008 and approval received from Central Government for payment of remuneration to Sri S. B. Ganguly, Non-executive Independent Director, consent of the members pursuant to the provisions of section 198, 269 and 309 read with Schedule XIII of the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956, be and is hereby accorded to the payment of remuneration by way of monthly payment not exceeding Rs 1,50,000 p.m. (Rupees One Lakh Fifty Thousand Only per month), as minimum remuneration, to Sri S. B. Ganguly, in the event of loss or inadequacy of profits of the Company in any financial year, for a period of three years starting from 1st July, 2008 to 30th June, 2011."

"RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary to give effect to this resolution."

By Order of the Board
For **Century Plyboards (India) Ltd.**

A. K. Julasaria
Chief Financial Officer and Secretary

Registered Office
6, Lyons Range
Kolkata- 700 001
27th July, 2009

NOTES

1. Explanatory Statements in respect of items numbered 8 to 18 as required under Section 173(2) of the Companies Act, 1956 are annexed.
2. **A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote (on Poll only) instead of himself and the Proxy need not be a member of the company. The enclosed Proxy Form, if intended to be used, should reach the registered office of the company, duly completed in all respects, not less than forty eight hours before the scheduled time of the meeting.**
3. Corporate Members are requested to send to the company a duly certified copy of the Board Resolution, pursuant to Section 187 of the Companies Act, 1956, authorizing their representative to attend and vote at the Annual General Meeting.
4. Members holding shares in physical form are requested to notify change in address and bank mandate, bank particulars for printing in the dividend warrants, if any under their signatures to Maheshwari Datamatics Pvt. Ltd., 6 Mangoe Lane, Kolkata – 700 001, the Registrar and Share Transfer Agent, quoting Folio Nos. Members holding shares in electronic form may update such details with their respective Depository Participants.
5. The share transfer books of the Company will remain closed from 22nd August, 2009 to 28th August, 2009 (both days inclusive).
6. The Board of Directors at their meeting held on 30th June, 2009, has recommended payment of dividend on equity shares @ 25 paise per share and on preference shares at coupon rate, for the financial year 2008-09. The dividend so recommended by the Board, if approved by the members at ensuing Annual General Meeting, will be paid within statutory time limit to those Members or their mandates: (a) whose names appear as Beneficial Owners at the end of the business hours on **Friday, 21st August, 2009** in the list of Beneficial Owners to be furnished by Depositories (NSDL & CDSL) in respect of the shares held in electronic form; and (b) whose names appear as Members on the Company's Register of Members on **Friday, 28th August, 2009**, after giving effect to valid transfer requests received on or before Friday, 21st August, 2009.
7. Members seeking any information regarding accounts should write to the Company at least seven days before the date of the meeting so as to enable the management to keep the information ready.
8. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during office hours between 11.00 am to 1.00 pm on all working days till the date of Annual General Meeting.
9. Members are required to bring their admission slips alongwith copy of the Report and Accounts at the Annual General Meeting.
10. Pursuant to Section 205A of the Companies Act, 1956, dividends, which remain unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account are required to be transferred to the Investor Education and Protection Fund of the Central Government. Section 205C of the Act, declares that no claims shall lie against the Fund or Company in respect of Individual amounts which were unclaimed and unpaid for seven years as aforesaid and transferred to the Fund.
11. Relevant information, pursuant to Clause 49 of the Listing Agreement, in respect of Directors who are retiring by rotation and are eligible for re-appointment at the ensuing Annual General Meeting, is given below:

Sri Mangi Lal Jain, aged about 78 years, is a Chartered Accountant. He is having substantial experience in various industrial fields. He has an experience over 52 years and has worked in senior positions with various companies of repute. He is also Director of South City Projects (Kolkata) Ltd., Cement Manufacturing Co. Ltd., Megha Technical & Engineers Pvt. Ltd., Vanbandhu Prakashan Pvt. Ltd., Auro Sundram Ply and Door Pvt. Ltd., Star Cement Meghalaya Ltd. and Meghalaya Power Ltd. He is holding 3000 shares of face value of Re. 1/- each in the company as on date.

Ms Plistina Dkhar, 49 years, is an undergraduate. She has an experience of over 22 years and had been associated with various companies. Ms. Dkhar is stationed at Meghalaya and had been instrumental in successful installation and operation of company's ferro alloy and power plant at Meghalaya. She is also Director of Century Plyboards (Meghalaya) Limited and Riangdo Veneers Pvt. Ltd. She is holding 750 shares of face value of Re. 1/- each in the company as on date.

Sri Prem Kumar Bhajanka, 51 years, is a commerce graduate. He has an experience of over 31 years in plywood industry. He is also a Director of Cement Manufacturing Company Ltd., Star India Cement Ltd., Namchik Tea Estates Pvt. Ltd., Lal Pahar Tea Estates Pvt. Ltd., Namchik Coal Pvt. Ltd., YP Multi Minerals Pvt. Ltd., Zenith Copper Mines Pvt. Ltd. and Auro Sundram Ply and Door Pvt. Ltd. He is holding 1,58,08,510 shares of face value of Re. 1/- each in the company as on date.

12. The Company, at present has 22 branches spread all over India and further manufacturing locations/branches may have to be established from time to time. In view of such a large network of locations it is recommended to authorize the Board of Directors to appoint Branch Auditors in consultation with Statutory Auditors of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

Items No. 8

Sri Sajjan Bhajanka, Managing Director of the Company, has been actively involved in the management of Cement Manufacturing Company Ltd. (CMCL), a subsidiary of Century Plyboards (India) Ltd. He has been instrumental in spearheading the growth of the said subsidiary. The Board of Directors of CMCL had appointed him as non-executive Director on 16th November, 2002. In recognition of his contribution towards growth of their Company, the Board of Directors of CMCL at their meeting held on 7th February, 2009, have decided to pay him remuneration of Rs. 3,00,000/- per month for a period of three years effective from 1st April, 2008. The shareholders of CMCL have also duly approved the same. The Board of Directors of your Company, in its meeting held on 28th January, 2009, recommended payment of the said remuneration.

Since Sri Sajjan Bhajanka is on the Board of Century Plyboards (India) Ltd., payment of remuneration to him by CMCL, requires approval by way of Special Resolution of members of the Company pursuant to Section 314 (1) of the Companies Act, 1956. The copy of Resolution passed by the Board of Directors in its meeting held on 28th January, 2009 recommending payment of remuneration to Sri Sajjan Bhajanka in CMCL is available for inspection by the members at the Registered Office of the Company between 11.00 am to 1.00 pm on all working days till the date of Annual General Meeting.

The Board of Directors recommends the Special Resolution for your approval.

None of the Directors other than Sri Sajjan Bhajanka is concerned or interested in the Resolution.

Items No. 9

Sri Sanjay Agarwal, Director of the Company, has been actively involved in the management of Cement Manufacturing Company Ltd. (CMCL), a subsidiary of Century Plyboards (India) Ltd. He has also played a key role in the growth of the said subsidiary. The Board of Directors of CMCL had appointed him non-executive Director on 16th November, 2002. In recognition of his contribution towards growth of their Company, the Board of Directors of CMCL at their meeting held on 7th February, 2009, have decided to pay him remuneration of Rs. 3,00,000/- per month for a period of three years effective from 1st April, 2008. The shareholders of CMCL have also duly approved the same. The Board of Directors of your Company, in its meeting held on 28th January, 2009, recommended payment of the said remuneration.

Since Sri Sanjay Agarwal is on the Board of Century Plyboards (India) Ltd., payment of remuneration to him by CMCL, requires approval by way of Special Resolution of members of the Company pursuant to Section 314 (1) of the Companies Act, 1956. The copy of Resolution passed by the Board of Directors in its meeting held on 28th January, 2009 recommending payment of remuneration to Sri Sanjay Agarwal in CMCL is available for inspection by the members at the Registered Office of the Company between 11.00 am to 1.00 pm on all working days till the date of Annual General Meeting.

The Board of Directors recommends the Special Resolution for your approval.

None of the Directors other than Sri Sanjay Agarwal is concerned or interested in the Resolution.

Items No. 10

Sri Prem Kumar Bhajanka, Director of the Company, has been actively involved in the management of Cement Manufacturing Company Ltd. (CMCL), a subsidiary of Century Plyboards (India) Ltd. The Board of Directors of CMCL had appointed him non-executive Director on 16th November, 2002. In recognition of his contribution towards growth of their Company, the Board of Directors of CMCL at their meeting held on 7th February, 2009, have decided to pay him remuneration of Rs. 3,00,000/- per month for a period of three years effective from 1st April, 2008. The shareholders of CMCL have also duly approved the same. The Board of Directors of your Company, in its meeting held on 28th January, 2009, recommended payment of the said remuneration.

Since Sri Prem Kumar Bhajanka is on the Board of Century Plyboards (India) Ltd., payment of remuneration to him by CMCL, requires approval by way of Special Resolution of members of the Company pursuant to Section 314 (1) of the Companies Act, 1956. The copy of Resolution passed by the Board of Directors in its meeting held on 28th January, 2009 recommending payment of remuneration to Sri Prem Kumar Bhajanka in CMCL is available for inspection by the members at the Registered Office of the Company between 11.00 am to 1.00 pm on all working days till the date of Annual General Meeting. The Board of Directors recommends the Special Resolution for your approval.

None of the Directors other than Sri Prem Kumar Bhajanka is concerned or interested in the Resolution.

Items No. 11

Sri Brij Bhushan Agarwal, Director of the Company, has been actively involved in the management of Cement Manufacturing Company Ltd. (CMCL), a subsidiary of Century Plyboards (India) Ltd. He has made note-worthy contribution to the progress of CMCL. The Board of Directors of CMCL had appointed him non-executive Director on 3rd January, 2003. In recognition of his contribution towards growth of their Company, the Board of Directors of CMCL at their meeting held on 7th February, 2009, have decided to pay him remuneration of Rs. 3,00,000/- per month for a period of three years effective from 1st April, 2008. The shareholders of CMCL have also duly approved the same. The Board of Directors of your Company, in its meeting held on 28th January, 2009, recommended payment of the said remuneration.

Since Sri Brij Bhushan Agarwal is on the Board of Century Plyboards (India) Ltd., payment of remuneration to him by CMCL, requires approval by way of Special Resolution of members of the Company pursuant to Section 314 (1) of the Companies Act, 1956. The copy of Resolution passed by the Board of Directors in its meeting held on 28th January, 2009 recommending payment of remuneration to Sri Brij Bhushan Agarwal in CMCL is available for inspection by the members at the Registered Office of the Company between 11.00 am to 1.00 pm on all working days till the date of Annual General Meeting.

The Board of Directors recommends the Special Resolution for your approval.

None of the Directors other than Sri Brij Bhushan Agarwal is concerned or interested in the Resolution.

Items No. 12 to 18

The Board of Directors of the Company, in its meeting held on 14th February, 2006, has re-appointed Sri Sajjan Bhajanka as Managing Director of the Company for a period of five years effective from 1st April, 2006 to 31st March, 2011 and Sri Sanjay Agarwal as Deputy Managing Director (re-designated as Joint Managing Director) of the Company for a period of five years effective from 1st July, 2006 to 30th June, 2011. In the same meeting, Sri Ajay Baldawa was re-appointed Executive Director for a period of five years effective from 1st July, 2006 to 30th June, 2011. The appointment of Sri Sajjan Bhajanka, Sri Sanjay Agarwal and Sri Ajay Baldawa and the remuneration payable to them were duly approved by the shareholders through Postal Ballot on 29th August, 2006.

Sri Hari Prasad Agarwal was appointed as Executive Director by the Board of Directors at their meeting held on 16th May, 2007 for a period of five years effective from 1st June, 2007 to 31st May, 2012. The appointment of Sri Hari Prasad Agarwal and the remuneration payable to him was duly approved by the

shareholders at the Annual General Meeting of the Company held on 16th July, 2007.

Subsequently, the Board of Directors of the Company at its meeting held on 31st July, 2008 and under authorizations already delegated to them by the Shareholders, had revised the remuneration of Sri Sajjan Bhajanka, Sri Sanjay Agarwal, Sri Hari Prasad Agarwal and Sri Ajay Baldawa in the manner stated in the above resolutions, w.e.f. 1st August, 2008 up to their remaining current term of appointment.

Sri Prem Kumar Bhajanka and Sri Vishnu Khemani were both appointed as Joint Managing Directors by the Board of Directors at their meeting held on 31st July, 2008 for a period of five years effective from 1st August, 2008 to 31st July, 2013. Sri Satya Brata Ganguly was appointed Director and Chairman effective from 26th June, 2008. The appointment of Sri Prem Kumar Bhajanka, Sri Vishnu Khemani and Sri Satya Brata Ganguly and the remuneration payable to them were duly approved by the shareholders at the Annual General Meeting of the Company held on 27th August, 2008. The remuneration being paid to Sri Satya Brata Ganguly, Non-executive Director has also been approved by the Ministry of Corporate Affairs in terms of section 309(4) of the Companies Act, 1956.

Due to the global meltdown and an exceptional slow down in the overall economy, especially in the real estate sector, the profit of the company for financial 2008-2009, has fallen substantially as compared to the last year. Consequently the remuneration payable to all the Directors, as approved by the shareholders, now needs to be approved as minimum remuneration and the conditions of Part II, Section II-(B) of Schedule XIII to the Companies Act, 1956 need to be complied with.

The Board of Directors has, subsequent to the approval of Remuneration Committee, approved in its meeting held on 27th July, 2009, the remunerations as mentioned in the draft resolutions no. 12 to 18 above, as minimum remuneration payable to Sri Sajjan Bhajanka, Sri Sanjay Agarwal, Sri Hari Prasad Agarwal, Sri Ajay Baldawa, Sri Prem Kumar Bhajanka, Sri Vishnu Khemani and Sri Satya Brata Ganguly in case of loss or inadequate profits in the Company, for a period of three years as detailed in the above said resolution.

Your directors now recommend the resolutions mentioned as items no. 12 to 18 for the approval of members as special resolutions.

The information as required under Schedule XIII to the Companies Act, 1956 is as under:

(I) General Information					
Nature of Industry	Plywood, Laminate, Ferro Alloy & allied products and Logistics				
Date of commencement of commercial operation	The Company was incorporated on 5th January, 1982 and it has started its Commercial production long back in 1982.				
Financial Performance:	(Rs. in Crores)				
Financial Parameters	2003-04	2004-05	2005-06	2006-07	2007-08
Turnover (net of excise duty)	122.02	155.93	267.65	391.53	541.43
Net profit after tax	7.28	7.77	10.59	20.44	44.62
Amount of dividend paid (equity)	1.46	2.05	2.56	4.94	11.10
Rate of dividend declared	30%	20%	25%	25%	50%
	(Rs. in Crores)				
Export performance	2003-04	2004-05	2005-06	2006-07	2007-08
(net foreign earnings)	0.30	1.78	6.67	16.53	22.69
Foreign Investments or Technical Collaborators	None				
(II) Information about the appointees	Attached separately				

(III) Other information:	
Reason for loss or inadequacy of profit	The major portion of the Company's business comes from the supply to the real estate sector in India and abroad. Due to the global financial crisis which emerged in October, 2008, the economies all over the world have come under recession/ slowdown. In India, real estate has been one of the worst hit sectors. Many of the export orders of the Company have been put on hold and in domestic market also the demand in the real estate sector has fallen down drastically, which adversely affected the financial results of the Company.
Steps taken or proposed to be taken for improvement	To over come the present economic situation the Company has, <i>inter alia</i> , taken following steps: <ul style="list-style-type: none"> ▫ The Company is exploring new markets/buyers in the international markets to increase the export sale. ▫ The Company is concentrating on the replacement market sale and has introduced new generation products and adopted new marketing strategies to boost it further. ▫ The Company has taken various initiatives to save on the cost so as to improve the profit margin.
Expected increase in productivity and profits	The Company is targeting an increase of about 20% in the overall turnover and about 35-40% increase in operating profits as compared to the previous year.
(IV) Disclosures	
Proposed Remuneration Package of the Managerial Personnel	As mentioned above

None of the Directors of the Company except Sri Sajjan Bhajanka, Sri Sanjay Agarwal, Sri Hari Prasad Agarwal, Sri Ajay Baldawa, Sri Prem Kumar Bhajanka, Sri Vishnu Khemani and Sri Satya Brata Ganguly themselves, in their respective resolutions, are considered to be interested in the proposed resolutions.

The Explanatory Statement together with the accompanying notice may also be regarded as an abstract of the Memorandum of interest of Directors under section 302 of the Companies Act, 1956.

By Order of the Board
For **Century Plyboards (India) Ltd.**

A. K. Julasaria
Chief Financial Officer and Secretary

Registered Office
6, Lyons Range
Kolkata- 700 001
27th July, 2009

Information about the appointees (in terms of Schedule XIII be the Companies Act,1956)

	Sri Sajjan Bhajanka	Sri Sanjay Agarwal	Sri Hari Prasad Agarwal	Sri Ajay Baldawa	Sri Prem Kumar Bhajanka	Sri Vishnu Khemani	Sri S. B. Ganguly
Background Details	Aged about 57 years, Sri Sajjan Bhajanka is a commerce graduate having 30 years of rich experience in plywood, ferro-silicon and cement industries. He has been associated with the company since 1986 and has played a key role in the progress of the company.	Aged about 48 years, Sri Sanjay Agarwal is a commerce graduate having 22 years of experience in various fields. He has been associated with the company since incorporation and has been the driving force behind successful marketing of 'Century' brand.	Aged about 61 years, Sri Hari Prasad Agarwal is a commerce graduate having 36 years of rich experience in various industries. He has been associated with the company since incorporation	Aged about 53 years, Sri Ajay Baldawa is a B. E. (Engg.) and M. Tech. from IIT having 25 years of technical experience in plywood industry. He has been associated with the company since 1994.	Sri Prem Kumar Bhajanka, 51 years, is a commerce graduate. He has an experience of over 31 years in plywood industry and has been associated with the company since 2008.	Sri Vishnu Khemani, 57 years, is a commerce graduate. He has an experience of over 31 years in plywood industry and has been associated with the company since 2008.	Sri S. B. Ganguly, 67 years, is a Graduate of Chemical Engineering, Fellow of Plastic & Rubber (London), Fellow of Institute of Chemical Engineers and also a Fellow Member of the Institute of Chemicals. He is having 45 years experience in various industrial fields and has been associated with the company since 2008.
Past remuneration (Rs.per annum) - 2007-08 - 2006-07	12,00,000 12,00,000	12,00,000 12,00,000	10,00,000 Nil	10,00,000 5,76,000	Nil Nil	Nil Nil	Nil Nil
Recognition or awards	All the Executive Directors are renowned personalities in the field of plywood and had immensely contributed to the Nation in developing and introducing quality plywood and allied products. The Non-Executive Director, Sri S. B. Ganguly has been instrumental in spearheading the growth of a number of companies.						
Job profile and his suitability	day to day management and administration of the Company's operation subject to the superintendence, direction and control of the Board	Marketing and sales promotion, subject to the superintendence, direction and control of the Board	Finance and administration, subject to the superintendence, direction and control of the Board	Production and administration subject to the superintendence, direction and control of the Board	day to day management and administration of the Company's operation subject to the superintendence, direction and control of the Board	day to day management and administration of the Company's operation subject to the superintendence, direction and control of the Board	Overall guidance
Remuneration proposed	As set out in the resolution at item no. 12 of this Notice. The remuneration has been approved by the Remuneration Committee in its meeting held on 27th July, 2009.	As set out in the resolution at item no. 13 of this Notice. The remuneration has been approved by the Remuneration Committee in its meeting held on 27th July, 2009.	As set out in the resolution at item no. 15 of this Notice. The remuneration has been approved by the Remuneration Committee in its meeting held on 27th July, 2009.	As set out in the resolution at item no. 14 of this Notice. The remuneration has been approved by the Remuneration Committee in its meeting held on 27th July, 2009.	As set out in the resolution at item no. 16 of this Notice. The remuneration has been approved by the Remuneration Committee in its meeting held on 27th July, 2009.	As set out in the resolution at item no. 17 of this Notice. The remuneration has been approved by the Remuneration Committee in its meeting held on 27th July, 2009.	As set out in the resolution at item no. 18 of this Notice. The remuneration has been approved by the Remuneration Committee in its meeting held on 27th July, 2009.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into consideration the size of the Company, the qualification and experience and the profile being handled by of each of the Executive Directors and Non-executive Director, the remuneration as mentioned above is on the lower side as compared to the remuneration being paid to similar position in other Companies.						
Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel, if any	Besides the remuneration proposed, the Executive Directors and Non-executive Director do not have any other pecuniary relationship with the Company, except that in the capacity of a shareholder. None of the Executive Directors are related to any other managerial personnel.						

DIRECTORS' REPORT TO THE SHAREHOLDERS

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2009

Dear Shareholders,

Your Directors have great pleasure in presenting the 28th Annual Report together with the audited Balance Sheet as at 31st March, 2009 and Profit & Loss Account for the year ended on that date.

FINANCIAL RESULTS

(Rs. in Crores)

Particulars	CONSOLIDATED		STAND ALONE	
	2008-09	2007-08	2008-09	2007-08
Gross Income	1179.19	1009.92	761.32	641.56
Net Income	1042.69	875.87	670.79	549.51
Profit before Depreciation, Interest, Exceptional Items and Tax	189.17	222.15	75.28	88.15
Depreciation	39.32	35.14	16.92	13.93
Interest	29.30	26.00	17.55	12.26
Exceptional Items	32.67	-	32.67	-
Profit before Tax	87.88	161.01	8.14	61.96
- Current Tax (including FBT)	12.50	28.72	0.70	16.65
- Deferred Tax	(3.97)	0.31	(4.05)	0.37
- for earlier years	0.37	0.32	0.38	0.32
Add: MAT Credit Entitlement	9.01	10.73	-	-
Profit after Tax	87.99	142.39	11.11	44.62
Adjustment relating to earlier years	(1.96)	(0.71)	-	-
Net Profit before Minority Interest	86.03	141.68	11.11	44.62
Less : Minority Interest (net of adjustments)	14.20	30.01	-	-
Net Profit after Minority Interest	71.83	111.67	11.11	44.62
Dividend (including tax on dividend)	8.11	25.80	5.60	11.15
Transfer to General Reserve	9.11	14.50	1.11	4.50
Profit & Loss Account (Cr.) brought forward	192.14	115.99	83.05	49.30
Profit & Loss Account Balance on Amalgamation	-	4.78	-	4.78
Profit & Loss Account Balance carried forward	246.75	192.14	87.45	83.05

PERFORMANCE AND OPERATIONS REVIEW

The year under review was an exceptional year of turbulences. The never imagined worst financial crisis (since the Great Depression of 1929) finally happened. The housing bubble in the US was burst. The sub-prime crisis that resulted from the real estate burst in the US destroyed investor wealth worth trillion of dollars across the world. The burst has claimed high profile banks and insurance companies, resulting into complete financial chaos all over the world. We live in an interdependent world and the fate of all countries is related to the international financial system. Ours being global economy could not remain exception to these international developments. With the US economy firmly in the grip of slow down, this slow down fast snowballed across

global boundaries and more so India as we depended a lot on the US for the money they brought into India. Real estate developers who depended upon such money found it difficult to complete their projects and buyers were dried because of high real estate prices and interest rates. The outcome was real estate slow down in India. Manufacturing companies which depended on real estate were hard hit. Sudden withdrawal of US Dollars from India, weakened rupee against the dollar and we had to pay 10-15% more to honour our dollar liabilities. As the products of the company (Plywood, Laminates, Cement and Ferro Alloys) are dependent upon determinants like general economic condition of the country and state of housing and infrastructure sector, the performance of the company for the year under review was adversely affected.

During the year, your Company achieved Gross Income of Rs. 761.32 crores against Rs.641.56 crores during the previous year reflecting a growth of over 18 %. The net profit after minority interest decreased from Rs. 46.62 crores to 11.11 crores. Your company continued its dominance in plywood, veneer & allied products and further increased its market share.

On consolidated basis also, your Company's operations grew significantly. During the year under review, your company achieved Gross Income of Rs. 1179.19 crores against Rs. 1009.92 crores during the previous year, reflecting a growth of over 16 %. The net profit after minority interest and other adjustments fell from Rs. 111.67 crores to Rs. 71.83 crores.

SUB DIVISION OF EQUITY SHARES

With a view to enhance the liquidity of the stock and broad base our investor community and in accordance with the consent given by the Shareholders of the Company through Postal Ballot on 15th February, 2008 the equity shares of the company were sub-divided from Rs. 10/- denomination to Re. 1/- denomination. The sub-division became effective from the Record Date, i.e. 2nd May, 2008. The new sub-divided shares have been credited to the depository accounts of respective shareholders, where shares were held in demat form and physically dispatched to the shareholders who were holding shares in physical form. Old share certificates of Rs. 10/- denomination stands cancelled. ISIN for equity shares of Rs. 10/- each has been de-activated and new ISIN-INE348B01021 has been allotted for the sub-divided equity shares of Re. 1/- each and the same is active.

DIVIDEND

With a view to conserve resources, your Directors recommend Dividend at the rate of 25% as against 50 % paid last year. The Dividend amount of 25 paise per equity share of Re. 1/- each shall be exclusive of Dividend Tax. Dividend on 9% preference shares shall be paid as per coupon rate.

INTERNAL CONTROL SYSTEMS

Your Company's internal control systems are commensurate with its size and nature of business. Your Company places great emphasis on the maintenance of effective internal controls, both from the point of view of compliance with statutory requirements as well as supporting the smooth and efficient running of the business process that have an impact on financial reporting, Your Company has implemented SAP for integrated accounting and information system, which ensure better system driven controls. Responsibility for ensuring correct and timely performance of the controls has been assigned to specific individuals at all locations.

SUBSIDIARIES & ASSOCIATES

As a purposeful strategy, your Company carries a part of its business operations through several subsidiaries which are formed either directly or as step-down subsidiaries or in certain cases by acquisition of majority stake in an existing enterprise. As on March 31, 2009, Cement Manufacturing Co. Ltd. (CMCL), Megha Technical & Engineers Pvt. Ltd. (MTEPL), Auro Sundram Ply and Door Pvt. Ltd. (ASPDPL) and Star Cement Meghalaya Ltd. (SCML) continued to be subsidiaries of the Company. During the Financial Year 2008-09, your Company acquired 100% controlling interest in Cent Ply Pvt. Ltd. (CPPL) and as such CPPL became a wholly-owned subsidiary of your Company with effect from 1st October, 2008. The Company, together with its subsidiary CMCL, acquired controlling interest in Meghalaya Power Ltd. (MPL) and as such MPL also became a subsidiary of your Company with effect from 14th July, 2008.

CMCL along with its subsidiary MTEPL operates integrated Cement plant at Meghalaya with aggregate annual installed capacity of 1 Million Tonne. CMCL alongwith its subsidiaries is setting up a 1.75 Million Tonne per annum capacity clinker unit and 3.20 Million Tonne per annum cement grinding plants at Meghalaya, Assam and West Bengal. After affecting all these expansions, the company's consolidated cement manufacturing

capacity will go up to 4.20 Million Tonne per annum.

ASPDPL is operating a plywood unit at Raipur Industrial Area, Uttarkhand. This unit is manufacturing plywood and allied products from eco-friendly agro-forestry timber and is entitled to various incentives including excise duty and income tax exemption.

Cent Ply Pvt. Ltd. had set up a unit near Guwahati in Assam to manufacture plywood related products. This unit will be consuming locally available timber. The unit had started operations during financial year under review.

Meghalaya Power Ltd. is setting up 52 MW power generation capacity, most of which will be used for CMCL's cement and clinker units.

CONSOLIDATED FINANCIAL STATEMENTS

As per Section 212 of the Companies Act, 1956, the Company is required to attach the Directors' Report, Auditors' Report, Balance Sheet and Profit and Loss Account of its subsidiary companies to its Annual Report. The Ministry of Corporate Affairs, Government of India (GoI), vide its letter dated 14th May, 2009, has granted exemption to your Company for not attaching the above documents of subsidiaries with Annual Report of the Company for the financial year 2008-09. Accordingly, this Annual Report does not contain the reports and other statements of the subsidiary companies. The Company will make available the annual audited accounts and related detailed information of the subsidiary companies upon request by any member of the Company. These documents will also be available for inspection during business hours at the registered office of the Company and also at the registered offices of the subsidiary companies.

The statement pursuant to above stated approval of GoI, about financial information of each subsidiary company, is annexed to this report. A statement of Holding Company's interest in subsidiaries as required under section 212 of the Companies Act, 1956 is also annexed.

As required by Accounting Standard – 21 and Listing Agreement with stock exchanges, the audited consolidated financial statements of the Company and its subsidiaries are attached.

FUTURE OUTLOOK

While it is true that India can not remain immune to global meltdown and the impact of global financial crisis on India were stronger than expected, it is also showing that it will be the first to recover. The measures taken by our apex bank had resulted into comfortable liquidity of rupee as well as foreign exchange. Although sub-prime crisis resulted into slow down of real estate in India, it did not result in what exactly happened in US and other parts of the world. Indian Banks are much more conservative than American and European banks when it comes for to lending. Hence, the exact same problems that disturbed global financial institutions, is not expected to affect Indian financial system. The Indian banking system is flushed with funds at reasonable interest rates, which can be said to be key driver to future growth of infrastructure, real estate and related productive sectors.

If we critically examine we find India is not an export driven economy like many Asian countries. It is not right to say that software industry dominate our economy, though it does dominate our mind-share. In fact India's GDP growth is driven by its domestic consumption. Here a question emerges- if that be the case than why were we not left unscathed by problems of American and European economies. The answer is inflow and outflow of foreign funds. So, when the first world economies were in problem their funds were withdrawn from India, resulting into rupee weakening against Dollar and sudden crisis of fund. Now with political stability in place and realizing India's ability to sail in turbulent water, India is again a preferred investment destination.

If we look at the India's turnaround indicators we find that Cement sector has grown, Steel sector is showing recovery, the job losses are lowest, Interest rates are considerably lowered, availability and liquidity of money is comfortable, inflation is in control, rupee is strengthening against dollar, growth rate is satisfactory. We can say that stimulus packages by way of cuts in excise, custom and service tax has pumped huge money into the system and are now showing its results. Things are better than what it was few months ago. Boosting of demand and investment continue to remain the mantra to deal with current economic situation. Government is focusing on simulating demand by ensuring flow of credit to trade, industry, investment in infrastructure, housing and real estate.

Demand for Plywood, Laminates, Ferro Alloys and Cement is directly related to the growth of construction and infrastructure sector. With the ongoing thrust on the infrastructure and construction sector, the demand for

company and its subsidiaries' products is expected to remain stable. In view of present shortage and additional future demand for houses the construction activity is expected to remain stable and overall situation is expected to remain tilted towards demand. Since Cement, Steel, Plywood and laminate related products are essential part of construction right from initial brick and mortar stage to final stage of furnishing, the demand for these products is expected to remain stable. With strong and preferred "Centuryply" brand the company is expected to perform better in current fiscal.

FUTURE PLANS OF EXPANSION

Considering buoyant demand for the products and marketing strength of "Centuryply" brand, the company has plans for green field projects, brown field expansions, mergers and acquisitions. The company will implement its plans to set up Medium Density Fibre (MDF) Board units, in Punjab, Uttarkhand and North Eastern states and a greenfield plywood unit in Punjab at appropriate time.

The company is also increasing its focus on logistic services sector. The company is already operating a jetty at Falta, South 24 Parganas, West Bengal with Ministry of Commerce, Govt. of India. The company is now developing Container Freight Stations (CFS) near Kolkata Port. Out of total plan of developing approx. 1 lac sq.m. area as CFS, approx. 20000 sq.m. has already been developed and has become operative in February, 2009. The remaining area is expected to become operative in the current financial year.

The subsidiaries of the company are also having ambitious growth plans. CMCL is proposing to expand its cement manufacturing capacity from 1 million MT to 4.20 million MT per annum, with adequate captive power capacity.

DIRECTORS

In accordance with Articles of Association of the Company Sri Mangi Lal Jain, Ms. Plistina Dkhar and Sri Prem Kumar Bhajanka retire by rotation, and being eligible, offer themselves for re-appointment. In view of their considerable experience, your Directors recommend their re-appointment.

Sri Banwari Lal Agarwal and Sri Nag Raj Tater resigned from the Directorship of the Company with effect from 16th April, 2008. As per request of the Board Sri Agarwal, agreed to continue providing guidance to the company as 'Chairman Emeritus' and Sri Tater agreed to remain in services of the company.

Sri Santanu Ray resigned from the Directorship of the Company with effect from 26th June, 2008. Your Directors appreciate the services rendered by Sri Ray to the Company.

Sri Prem Kumar Bhajanka and Sri Vishnu Khemani were appointed as Additional Directors on 16th April, 2008 by the Board of Directors of the Company. Sri S.B. Ganguly was appointed as Additional Director of the Company on 26th June, 2008 by the Board of Directors. Their appointment was confirmed by the shareholders at the previous Annual General Meeting held on 27th August, 2008.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, the Directors hereby confirm that :-

- (i) in the preparation of the annual accounts for the year ended March 31, 2009, the applicable Accounting Standards have been followed and proper explanations were provided for material departures, if any.
- (ii) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit of the company for that period.
- (iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the Directors had prepared the annual accounts for the financial year ended March 31, 2009, on a going concern basis

CORPORATE GOVERNANCE

Your Company has been practicing the principle of good Corporate Governance over the years and it is a continuous and ongoing process. A detailed report on Corporate Governance practices followed by your

Company, in terms of Clause 49 (VI) of the Listing agreement with Stock Exchanges is provided separately in this Annual Report.

A certificate from the Auditors of the Company confirming compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is contained elsewhere in the Annual Report. This Certificate will be forwarded to the Stock Exchanges alongwith the Annual Report of the Company.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis, forming part of this report, as required under Clause 49(IV)(F) of the Listing Agreement with the stock exchanges is attached separately in this Annual Report.

CEO/CFO CERTIFICATION

As required by Clause 49 of the Listing Agreement, the CEO/CFO certification has been submitted to the Board and a copy thereof is contained elsewhere in Annual Report.

AUDITORS & AUDITORS' REPORT

M/s. S. R. Batliboi & Co, Chartered Accountants, Statutory Auditors of the Company, retire at the conclusion of the ensuing Annual General Meeting of the Company. They have offered themselves for reappointment as Statutory Auditors and have confirmed that their appointment, if made, will be within the limits prescribed under Section 224(1B) of the Companies Act, 1956. Your Directors recommend their appointment for ensuing year.

The Notes to Accounts forming part of the financial statements are self-explanatory and need no further explanation.

Auditors in their audit report read with note no. 20 on Schedule –‘W’ have observed that exchange fluctuation loss of 2724.86 lacs (net) towards creditors/debtors pertaining to specific segments has been included as unallocable expenses/income as the amount of such exchange loss for different segments is not ascertainable. You will find that the company has shown loss arising out of foreign exchange fluctuation and out of reinstatement of forex assets and liability on balance sheet date as exceptional item, as the same has resulted from unprecedented and exceptionally volatile global market developments. The company has reinstated all its long term and short term liabilities in conformity to Accounting Standard 11. As the profit/loss arising out of foreign exchange fluctuation is financial in nature and impact of same over different segments is unascertainable, the company has been following the policy of treating same as unallocable income/expenditure. Accordingly in the year 2008-09 also, for the reasons mentioned above and to maintain consistency in accounting policies followed, the loss arising out of foreign exchange has been considered as unallocable expense. However, as pointed out by auditors it has no impact on the company's profit for the year ended 31st March, 2009. Other observations made in the Auditors' Report are self explanatory and as such do not call for any further explanation under Section 217 (3) of the Companies Act, 1956.

CORPORATE SOCIAL RESPONSIBILITY

Your Company is a socially committed organisation and a socially responsible corporate citizen. It attaches paramount importance to discharge its overall social responsibilities to the community and the society at large. The Company contributes a part of its income to social, charitable and cultural organizations. It reaches out with the objective of improving the quality of life of the economically deprived people in the places where the Company has a presence.

HUMAN RESOURCE DEVELOPMENT & INDUSTRIAL RELATIONS

Your Company firmly believes in all around human resource development and cordial industrial relations. Identifying and rewarding human talent at all levels has helped the company to achieve all around development both in terms of quality and economy. The company maintains absolute harmony with its work force and has not faced any labour trouble since inception.

PARTICULARS AS PER SECTION 217 OF THE COMPANIES ACT, 1956.

There was one employee who was employed throughout the year and was in receipt of remuneration aggregating Rs.24 lakhs or more and one employee, who was employed for part of the year and was in receipt of remuneration aggregating Rs.2 lakhs per month or more during the financial year ended 31st March, 2009. The information required under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, in respect of the aforesaid employees, is given hereunder:

Particulars	Employed throughout the financial year	Employed for part of the financial year
Name	Sri Anoop Hoon	Sri Abhra Rajib Banerjee
Designation	President – Marketing & OD	Vice President – Marketing
Qualification	B.A (Economics);PGDM (XLRI Jamshedpur)	M.A. (Economics); PGDM (Mktg.)
Nature of Employment	Permanent	Permanent
Nature of duties	Marketing & Human Resource	Marketing & Sales Promotion
Age	54 years	39 years
Date of Joining	1st March, 2008	1st July, 2008
Experience	29 years	14 years
Gross Remuneration (Total)	Rs. 54,80,000	Rs. 30,61,203
Previous Employment	Invigorsys Consultancy Pvt. Ltd.	AKZO Nobel Decorative Coatings
Designation at Previous Employment	Director	Channel Marketing Controller

- ⁿ *None of the Employees mentioned above is a relative of any Director or manager of the Company*
- ⁿ *None of the Employees mentioned above hold 2% or more share capital of the Company*

Information as to conservation of energy

The Company has always been conscious of the need of conservation of energy. Adequate energy conservation steps are being taken in all plants and offices of the company. The additional information on Conservation of energy for company's ferro-alloy unit is set out in a separate statement, attached to this report and form part of it.

Information as to technology absorption

There is no specific area in which R & D is carried out by the Company but Company constantly carry out research for improvement of its products. During the year under review there has been no specific and material capital/recurring expenditures on R&D. The Company is a member of Indian Plywood Industries Research and Training Institute (IPIRTI) and have contributed Rs.15,000/- towards yearly subscription to IPIRTI. The technologies used by the company are indigenous. Constant efforts are made towards absorption, adaptation and innovation of technologies used, for improvement/ development of products of the company.

Foreign Exchange earnings and outgo

Foreign Exchange Earning : Rs. 21.77 Crores
Foreign Exchange Outgo : Rs. 158.15 Crores

PUBLIC DEPOSITS

The Company did not invite or accept any deposits from the public under Section 58A of the Companies Act, 1956.

APPRECIATION

Your Directors wish to express their grateful appreciation for the valuable support and cooperation received from lenders, business associates, banks, financial institutions, shareholders, various Statutory Authorities and society at large. Your Directors also place on record, their appreciation for the contribution and hard work of employees of the Company and its subsidiaries at all levels.

For and on behalf of the Board of Directors

S. B. Ganguly
Chairman

Kolkata, 30th June, 2009

ANNEXURE - I

INFORMATION UNDER SECTION 217(E) OF THE COMPANIES ACT, 1956 READ WITH COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH 2009.

Form for Disclosures of particulars with respect to conservation of energy.

Sl. No.	Particulars	2008-09	2007-08
A	Power and fuel Consumption		
	Electricity		
A	Purchased		
	Units (Lacs KWH)	62.34	114.63
	Total Amount (Rs. In Lacs)	207.08	337.10
	Rate / unit (Rs.)	3.32	2.94
B	Own Generation		
	Through Diesel Generator		
	Units (Lacs KWH)	0.21	0.44
	Unit / Ltr of HSD	3.89	3.84
	Total Amount (Rs in Lacs)	1.77	3.54
	HSD cost / Unit Generated (Rs/unit)	8.41	8.10
	HSD Rate / Litre (Rs)	32.73	31.07
C	Through Captive Power Unit		
	Units (Lacs KWH)	802.13	1092.32
	Total Cost (Rs. Lacs)	2330.91	2458.83
	Rate /Unit (Rs.)	2.91	2.25
B	CONSUMPTION PER UNIT OF PRODUCTION		
	Electricity (KWH/T of Ferro Silicon)	7611.64	8246.93
	HSD (Ltr / T of Ferro Silicon)	0.48	0.85

CERTIFICATE BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

To

The Board of Directors

Century Plyboards (India) Ltd.

6 Lyons Range

Kolkata – 700 001

1. We hereby certify for the financial year ending 31st March, 2009 on the basis of review of the financial statements and the cash flow statement and to the best of our knowledge and belief, that:-
 - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
2. There are to the best of our knowledge and belief, no transactions entered into by the Company during the year 2008-09, which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls. We have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee those deficiencies, of which we are aware, in the design and operation of the internal control systems and that we have taken the required steps to rectify those deficiencies.

We further certify that:

 - a) There have been no significant changes in internal control during the year.
 - b) There have been no significant changes in accounting policies during the year.
 - c) There have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having a significant role in the Company's internal control system.

Sajjan Bhajanka

Managing Director & CEO

Kolkata, 30th June, 2009

Arun Kumar Julasaria

Chief Financial Officer and Secretary

REPORT ON CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate governance is the set of processes, customs, policies, laws and institutions affecting the way a corporation is directed, administered or controlled. Corporate governance includes the relationships among the many stakeholders involved and the goals for which the corporation is governed. For Century Plyboards (India) Ltd., Corporate Governance is not a destination, but a journey, a journey wherein we seek to perpetually improve the conscience of the well balanced interests of all the stakeholders as we walk the miles, spend the years, do more projects and spread our presence through continents to touch more and more lives. The Company recognises the importance of Corporate Governance, ensuring good governance through disclosures, transparency, integrity, accountability, responsibility and fairness in all its dealings with employees, shareholders, customers, suppliers and society at large.

1. BOARD OF DIRECTORS

Composition

As on 31st March, 2009, the Board consisted of twelve Directors, including and headed by Non-Executive Chairman. The Board of the company has an optimum combination of Promoter, Independent, Executive and Non-executive Directors. For effective operations of the company there is one Managing Director and three Joint Managing Directors. Six Directors are Non-Executive Directors. The Board members are expert in different disciplines of corporate working i.e. finance, technical, marketing, administration, etc. The Independent Directors are expert professionals with high credentials and actively contribute in the deliberations of the Board.

The Board constitutes the following:

Sl	Name	Designation	Whether Promoter	Whether Executive	Whether Independent
1	Sri Satya Brata Ganguly	Chairman	No	No	Yes
2	Sri Hari Prasad Agarwal	Vice Chairman	Yes	Yes	No
3	Sri Sajjan Bhajanka	Managing Director	Yes	Yes	No
4	Sri Sanjay Agarwal	Jt. Managing Director	Yes	Yes	No
5	Sri Brij Bhushan Agarwal	Director	Yes	No	No
6	Sri Sajan Kumar Bansal	Director	Yes	No	No
7	Sri Ajay Baldawa	Executive Director	No	Yes	No
8	Sri Prem Kumar Bhajanka	Jt. Managing Director	Yes	Yes	No
9	Sri Vishnu Khemani	Jt. Managing Director	Yes	Yes	No
10	Sri Manindra Nath Banerjee	Director	No	No	Yes
11	Sri Mangi Lal Jain	Director	No	No	Yes
12	Ms Plistina Dkhar	Director	No	No	Yes

Other Directorship, Committee Membership and Chairmanship

The details about positions held by Board of Directors as Directors of other Public Limited Companies, Committee Membership and Committee Chairmanship as on 31st March, 2009 are as under:

Sl	Name	Number of other		
		Directorship of Public Limited Companies*	Committee Membership**	Committee Chairmanship**
1	Sri Satya Brata Ganguly	4	-	-
2	Sri Hari Prasad Agarwal	7	-	-
3	Sri Sajjan Bhajanka	7	-	-
4	Sri Sanjay Agarwal	8	-	-

SI	Name	Number of other		
		Directorship of Public Limited Companies*	Committee Membership**	Committee Chairmanship**
5	Sri Brij Bhushan Agarwal	9	-	-
6	Sri Sajan Kumar Bansal	6	-	-
7	Sri Ajay Baldawa	-	-	-
8	Sri Prem Kumar Bhajanka	3	-	-
9	Sri Vishnu Khemani	-	-	-
10	Sri Manindra Nath Banerjee	1	-	-
11	Sri Mangi Lal Jain	4	-	-
12	Ms Plistina Dkhar	1	-	-

* Excludes private, foreign, unlimited liability companies and companies registered under Section 25 of the Companies Act, 1956.

** indicates membership/ chairmanship of Audit and Shareholders'/Investors' Grievance Committees.

None of the Directors is a Member of the Board of more than 15 companies in terms of Section 275 of the Companies Act, 1956 or Member of more than 10 Committees or Chairman of more than 5 Committees, across all the companies in which he is a Director.

Board Meetings & Procedure

The meetings of the Board of Directors are generally held at Company's Registered Office at Kolkata, and are scheduled well in advance to enable the Directors to plan their schedules for the meetings for meaningful, informed and focussed decisions. The Company Secretary prepares the Agenda and Explanatory notes, in consultation with the Chairman and/or Managing Director for each meeting and circulates the same in advance to the Directors. The Board meets at least once in every quarter to review the quarterly results and other items on the agenda. Additional meetings are held, when necessary. The draft minutes of the proceedings of the Board of Directors are circulated in advance and the comments, if any, received from the Directors are incorporated in the minutes in consultation with the Chairman. Senior executives are invited to provide additional inputs at the Board meeting for the items being discussed by the Board of Directors, as and when necessary. The Company Secretary while preparing the agenda notes, minutes, etc., of the meeting is responsible for and is required to ensure adherence to all applicable laws, rules, regulations including the Companies Act, 1956 read with rules made thereunder.

Number and Dates of Board Meetings held during the year

During the financial year ended 31st March, 2009, the Board met six times on 1st April, 2008, 16th April, 2008, 26th June, 2008, 31st July, 2008, 30th October, 2008 and 28th January, 2009. Attendance at the Board Meetings during the financial year 2008-09 and at the previous Annual General Meeting are as under :

SI	Name	No. of Board Meetings held	No. of Board Meeting Attended	Last AGM Attended
1	Sri Satya Brata Ganguly	4*	4	Yes
2	Sri Hari Prasad Agarwal	6	6	Yes
3	Sri Sajjan Bhajanka	6	6	Yes
4	Sri Sanjay Agarwal	6	6	Yes
5	Sri Brij Bhushan Agarwal	6	-	No
6	Sri Sajan Kumar Bansal	6	1	Yes
7	Sri Ajay Baldawa	6	4	Yes
8	Sri Prem Kumar Bhajanka	4*	-	No
9	Sri Vishnu Khemani	4*	-	No
10	Sri Manindra Nath Banerjee	6	6	Yes
11	Sri Mangi Lal Jain	6	5	Yes
12	Ms Plistina Dkhar	6	-	No

* Meetings held after appointment as Director

Resume of Directors proposed to be re-appointed

A brief resume of Directors retiring by rotation and seeking re-appointment is appended in the notice calling the Annual General Meeting.

Changes during the financial year 2008-09

Sri Banwari Lal Agarwal and Sri Nag Raj Tater resigned from the Directorship of the Company with effect from 16th April, 2008 while Sri Santanu Ray resigned from the Directorship of the Company with effect from 26th June, 2008.

Sri Prem Kumar Bhajanka and Sri Vishnu Khemani were appointed as Additional Directors of the Company on 16th April, 2008. Sri S.B. Ganguly was appointed Additional Director of the Company on 26th June, 2008. Subsequently, their appointment was confirmed by the shareholders at the previous Annual General Meeting held on 27th August, 2008. Sri Prem Kumar Bhajanka and Sri Vishnu Khemani were also appointed as Joint Managing Directors thereat while Sri S. B. Ganguly was elected to be non-executive chairman of the company.

2. COMMITTEES OF THE BOARD

Audit Committee

The Audit Committee is responsible for the effective supervision of the financial reporting processes to ensure accurate, timely and proper disclosures and the transparency, integrity and quality of financial reporting

Composition

The Audit Committee comprises of the following four members:

Name	Category	Designation
Sri Mangi Lal Jain	Non –Executive independent	Chairman
Sri S. B. Ganguly	Non –Executive independent	Member
Sri Manindra Nath Banerjee	Non –Executive independent	Member
Sri Hari Prasad Agarwal	Executive non-independent	Member

The Audit Committee was re-constituted on 30th June, 2009 with the appointment of Sri S. B. Ganguly as Member.

All the members of the Committee are financially literate. The Committee is headed by Sri Mangi Lal Jain who is a fellow member of the Institute of Chartered Accountants of India and has vast and diverse experience in financial management, corporate affairs, accounting and audit matters. Sri S. B. Ganguly has significant professional expertise and rich experience and is regarded as a business leader. Sri Manindra Nath Banerjee is a retired IAS Officer with over 42 years of experience. Sri Hari Prasad Agarwal is Commerce Graduate with over 36 years of experience in finance and accounts. The Composition of the Audit Committee meets the requirements of Section 292A of the Companies Act, 1956 read with Clause 49 of the Listing Agreement.

The Company Secretary acts as Secretary to the Committee.

Meetings and Attendance

During the financial year ended 31st March, 2009, the Audit Committee met five times on 16th April, 2008, 26th June, 2008, 31st July, 2008, 30th October, 2008 and 28th January, 2009 and was duly attended by all the members of the Committee.

The meetings of the Audit Committee were also attended by the President Finance, Manager-Accounts and representatives of the Statutory Auditors on certain occasions, as invitees for the relevant meetings.

Terms of reference

Terms of reference of the Audit Committee includes the following:

- To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending appointment, re-appointment and if required removal/replacement of statutory, branch & internal auditors and recommend their remuneration.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.

- d) Reviewing with the management, the annual audited financial statements before submission to the board for approval, with particular reference to Directors' Responsibility Statement, Change in Accounting Policies, Major Accounting entries, Audit findings, Audit Qualifications, Related Party Transactions and Compliance with listing agreements of stock exchanges.
- e) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussions to ascertain areas of concern.
- f) Reviewing, with the management, performance of statutory and internal auditors, adequacy of internal control system.
- g) Reviewing the adequacy of internal audit function and discussion with internal auditors regarding any significant finding and follow up.
- h) To investigate into any matter in relation to items specified in Section 292A of the Companies Act, 1956 or as may be referred to it by the Board and for this purpose to seek any relevant information contained in the records of the Company and also seek external professional advice, if necessary.
- i) To make recommendations to the Board on any matter relating to the financial management of the Company, including the Audit report.

Remuneration Committee

The Remuneration Committee determines on behalf of the Board and shareholders as per agreed term of reference, the Company's policy on specific remuneration packages for Directors.

Composition

The Remuneration Committee comprises of the following three members:

Name	Category	Designation
Sri Mangi Lal Jain	Non –Executive independent	Chairman
Sri S. B Ganguly	Non –Executive independent	Member
Sri Manindra Nath Banerjee	Non –Executive independent	Member

The Remuneration Committee was re-constituted on 30th June, 2009 with the appointment of Sri S. B. Ganguly as Member.

The Company Secretary acts as Secretary to the Committee.

Meetings and Attendance

During the year, the Remuneration Committee met only once on 31st July, 2008 and was duly attended by all the members of the Committee.

Details of remuneration paid to Directors

Executive Directors:

Sl. No	Name of the Director	Designation	Remuneration Rs.
1.	Sri Sajjan Bhajanka	Managing Director	28,00,000
2.	Sri Sanjay Agarwal	Jt. Managing Director	28,00,000
3.	Sri Hari Prasad Agarwal	Executive Director	16,00,000
4.	Sri Ajay Baldawa	Executive Director	15,33,200
5.	Sri Prem Kumar Bhajanka	Jt. Managing Director	24,00,000
6.	Sri Vishnu Khemani	Jt. Managing Director	24,00,000
7.	Sri N. R. Tater*	Executive Director	43,835

* Remuneration paid in the capacity of Executive Director till 16th April, 2008

The remuneration shown above is total consolidated salary paid during 2008-09.

Non-Executive Directors

The Company has paid remuneration of Rs. 9,00,000/- to Shri S. B. Ganguly, Non-Executive Independent Chairman for which necessary approvals have been obtained from the Ministry of Corporate Affairs in terms

of section 309(4) of the Companies Act, 1956. Shri Ganguly carries with him significant professional expertise and rich experience and is regarded as a business leader. It is believed that the company will immensely benefit from his expertise, experience and leadership. Apart from this, Non-Executive Directors were also paid sitting fees for attending meetings of the Board and reimbursement of traveling and out of pocket expenses for attending such meetings. During the year, the company paid sitting fee of Rs. 5000/- for attending each meeting of the Board of the company. This was subsequently increased to Rs. 7,500/- on and from 26th June, 2008. The details of sitting fees paid to Non-Executive Directors during the year 2008-09 together with their shareholdings in the Company are given below:

Sl. No	Name of the Non-Executive Director	Designation	Sitting Fee (Rs.)	No. of shares held
1.	Sri Satya Brata Ganguly	Chairman	30,000	Nil
2.	Sri Manindra Nath Banerjee	Director	40,000	Nil
3.	Sri Santanu Ray*	Director	7,500	6,000
4.	Sri Mangi Lal Jain	Director	32,500	3,000

* Resigned w.e.f. 26th June, 2008

The salient terms of appointment and payment of remuneration to Managing, Joint Managing and Executive Directors :

Period of Appointment	Sri Sajjan Bhajanka	Upto 31st March, 2011
	Sri Sanjay Agarwal	Upto 30th June, 2011
	Sri Ajay Baldawa	Upto 30th June, 2011
	Sri Nag Raj Tater*	Upto 30th June, 2012*
	Sri Hari Prasad Agarwal	Upto 31st May, 2012
	Sri Prem Kumar Bhajanka	Upto 31st July, 2013
	Sri Vishnu Khemani	Upto 31st July, 2013
Salary Scale (Maximum)	Sri Sajjan Bhajanka	Rs. 36,00,000/-
	Sri Sanjay Agarwal	Rs. 36,00,000/-
	Sri Ajay Baldawa	Rs. 18,00,000/-
	Sri Nag Raj Tater*	Rs. 12,00,000/-*
	Sri Hari Prasad Agarwal	Rs. 18,00,000/-
	Sri Prem Kumar Bhajanka	Rs. 36,00,000/-
	Sri Vishnu Khemani	Rs. 36,00,000/-
Perquisites and Allowances (Maximum) (excluding company's contribution to provident, superannuation & gratuity funds and leave encashment)	Sri Sajjan Bhajanka	Rs. 12,00,000/-
	Sri Sanjay Agarwal	Rs. 12,00,000/-
	Sri Ajay Baldawa	Rs. 12,00,000/-
	Sri Nag Raj Tater*	Rs. 3,00,000/-*
	Sri Hari Prasad Agarwal	Rs. 12,00,000/-
	Sri Prem Kumar Bhajanka	Rs. 12,00,000/-
	Sri Vishnu Khemani	Rs. 12,00,000/-
Minimum Remuneration in case of inadequacy of profit during any financial year.	To be determined in terms of Schedule XIII of the Companies Act, 1956	
Service Contracts	The appointment of the Executive Directors is governed by resolutions passed by the Board and the Shareholders of the Company, which cover the terms and conditions of such appointment read with the service rules of the Company	
Severance fees payable by the company for termination of employment.	There is no separate provision for payment of severance fee under the resolutions governing the appointment of Executive Directors.	
Notice Period on either side	Three Calendar Months from either side	
Stock Options	The Company has not issued any Stock Options	

* Resigned from Directorship w.e.f 16.04.2008

The above is also to be treated as disclosure in terms of Part II, Section II, (B)(IV) of Schedule XIII to the Companies Act, 1956

Share Transfer cum Investor Grievance Committee

The Committee, oversees and reviews all matters connected with transfer of securities and also *inter-alia* of approves issue of duplicate, split of Share Certificates etc. It also ensures speedy redressal Shareholders/Investors complaints, grievances and queries. It also reviews performance of the Registrar and Transfer Agent and recommends measures for overall improvement in the quality of investor services.

Composition

The Share Transfer cum Investor Grievance Committee comprises of the following two members:

Name	Category	Designation
Sri Manindra Nath Banerjee	Non – Executive independent	Chairman
Sri Hari Prasad Agarwal	Executive Non – Independent	Member

During the year, the Committee was reconstituted by appointment of Sri Manindra Nath Banerjee as chairman of the committee in place of Sri Hari Prasad Agarwal who resigned from the chairmanship of the Committee but agreed to continue as a member.

The Company Secretary acts as Secretary to the Committee.

Meetings and Attendance

During the year the Share Transfer cum Investor Grievance Committee met twenty-four times on 15th April, 2008, 30th April, 2008, 15th May, 2008, 31st May, 2008, 15th June, 2008, 30th June, 2008, 15th July, 2008, 30th July, 2008, 14th August, 2008, 27th August, 2008, 15th September, 2008, 30th September, 2008, 15th October, 2008, 30th October, 2008, 15th November, 2008, 29th November, 2008, 15th December, 2008, 1st January, 2009, 15th January, 2009, 30th January, 2009, 16th February, 2009, 28th February, 2009, 16th March, 2009 and 31st March, 2009. Both members attended all the meetings.

Status of pending Complaints

Sri A. K. Julasaria, Company Secretary is Compliance Officer of the Company for attending to Complaints/Grievances of the members. During the year under review, all 8 complaints received from investors were replied / resolved to the satisfaction of the investors. There were no complaints pending at the beginning and at the close of the financial year.

3. GENERAL BODY MEETINGS

Particulars of last three Annual General Meetings

AGM	Year ended	Venue	Date	Time
25th	31.03.2006	Merchants Chamber of Commerce 15B, Hemant Basu Sarani, Kolkata-700 001	30.12.2006	11-00 AM
26th	31.03.2007	Merchants Chamber of Commerce 15B, Hemant Basu Sarani, Kolkata-700 001	16.07.2007	11-00 AM
27th	31.03.2008	Gyan Manch, 11, Pretoria Street, Kolkata-700 071	27.08.2008	11-00 AM

Following Special Resolutions were passed in last three Annual General Meetings:

At 25th AGM, Special Resolution was passed empowering Board to issue securities including equity shares upto Rupees five hundred crores.

At 26th AGM, the following Special Resolutions were passed:

- Alteration of Articles of Association of the Company with respect to maximum number of Directors that may be appointed on the Board of the Company.
- Empowering Board to issue securities including equity shares upto Rupees four hundred crores.
- Change of name of the Company.

At 27th AGM, no Special Resolution was passed.

During the financial year 2008-09, no Special Resolution was passed through postal ballot.

No resolution is proposed to be put through postal ballot at this Annual General Meeting.

4. DISCLOSURES

- There are no materially significant related party transactions i.e. transactions material in nature, with its Promoters, the Directors or the Management, their subsidiaries or relatives etc. having potential conflict with the interests of the Company at large. Other related party transactions have been reported in Notes to Accounts. The Register of Contracts containing transactions, in which the Directors are interested, is placed before the Board regularly.
- There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three financial years and hence no penalties or strictures have been imposed on the Company by the Stock Exchanges or Securities and Exchange Board of India or any other statutory authority.
- The Company has a defined Risk Management framework and the Board is kept informed about the risk assessment and minimization procedures. The risk policy provides for identification of risk, its assessment and procedures to minimize risk. The risk policy is periodically reviewed to ensure that the executive management controls the risk as per decided policy. The risk management issues are discussed in Management Discussion and Analysis.
- The Company had complied with all mandatory requirements and some non-mandatory requirements of Corporate Governance as required by the Listing Agreement.
- The Directors of the Company are not related *inter se*.

5. CODE OF CONDUCT

The Board of Directors has adopted a Code of Business Conduct and Ethics for all Board Members and senior management personnel and the same has been posted on the company's website-www.centuryply.com. All the Board members and senior management personnel have affirmed compliance with the Code for the year ended 31st March, 2009. A declaration to this effect signed by the CEO of the Company is given hereunder:

I hereby confirm that:

The Company has obtained from all the members of the Board and Senior Management, affirmations that they have complied with the Code of Conduct for Directors and Senior Management Executives in respect of financial year 2008-09.

Sajjan Bhajanka
Managing Director & CEO

Kolkata, 30th June, 2009

6. CEO/CFO CERTIFICATION

Sri Sajjan Bhajanka, Managing Director & CEO and Sri Arun Kumar Julasaria, CFO and Company Secretary of the Company have submitted CEO/CFO certificate, which is separately annexed to this report.

7. MEANS OF COMMUNICATION

Quarterly, half-yearly and annual financial results of the Company are communicated to the Stock Exchanges immediately after they are considered by the Board and are published in prominent English and Bengali newspapers usually in The Economic Times, Business Standard, Hindu Business Line and Arthik Lipi. The financial results are also posted on the website of the Company –www.centuryply.com.

8. MANAGEMENT DISCUSSION AND ANALYSIS

This information is set out in a separate section included in this Annual Report.

9. GENERAL SHAREHOLDER INFORMATION

Annual General Meeting:

Date	28th August, 2009 (Friday)
Time	11.00 A.M.
Venue	'Gyan Manch', 11, Pretoria Street, Kolkata – 700 071
Financial Year	2008-09
Book Closure Date	22nd August, 2009 to 28th August, 2009 (Both days inclusive)
Dividend Payment Date	Within statutory period from the date of passing of resolution at the Annual General Meeting.

Listing on Stock Exchanges

The Company's shares are presently listed on the following three Stock Exchanges.

a) The National Stock Exchange of India Ltd.(NSE)

Exchange Plaza
Bandra - Kurla Complex
Bandra (E).
Mumbai - 400 051
Stock Symbol - CENTURYPLY

b) Bombay Stock Exchange Ltd. (BSE)

P J Towers,
Dalal Street, Fort,
Mumbai 400 001
Stock Code - 532548

c) The Delhi Stock Exchange Association Ltd. (DSE)

DSE House,
3/1, Asaf Ali Road,
New Delhi 110 002
Stock Code - 9201

The Company's application for voluntary delisting of shares from The Delhi Stock Exchange Association Ltd. is yet to be approved.

The Company has paid listing fees to NSE and BSE for the year 2008-09 & 2009-10. However, the same has not been paid to DSE in view of its pending approval to Company's application for voluntary delisting.

ISIN No. : INE348B01021

Market Price Data :

Monthly high and low quotations as well as the volume of shares traded at Bombay Stock Exchange and National Stock Exchange, where the shares are regularly traded, for the financial year 2008-09 are as follows :

Month	Bombay Stock Exchange (BSE)			National Stock Exchange (NSE)		
	High Rs.	Low Rs.	Volume No. of Shares	High Rs.	Low Rs.	Volume No. of Shares
2008						
April	74.70*	69.00	15480	75.00*	69.30	344881
May	73.40	56.15	253385	71.90	58.35	479467
June	70.00	56.00	747920	79.90	55.05	753695
July	59.00	48.05	1492419	58.75	48.10	965539
August	66.00	49.05	473399	62.00	50.15	616598
September	57.00	42.55	172453	56.05	44.05	259966
October	48.90	28.30	232365	49.70	29.00	265301
November	40.00	28.00	41093	39.00	30.00	117733
December	34.30	28.30	763764	34.85	29.00	1093346
2009						
January	39.50	28.05	1134844	38.25	27.65	940872
February	31.50	23.10	1464277	36.10	22.80	1312196
March	29.00	24.00	1095683	29.50	22.00	6336657

* With effect from 2nd May, 2008, the equity shares were subdivided from Rs. 10/- denomination to Re. 1/- denomination. The figures for April 2008 have been adjusted accordingly.

Performance of Company's shares in comparison to BSE Sensex :

Month	BSE Sensex		Company's Shares	
	Closing	%Change	Closing	% Change
2008				
April	17,287.31	10.50	69.80	14.51*
May	16,415.57	(5.04)	68.90	(1.29)
June	13,461.60	(17.99)	58.50	(15.09)
July	14,355.75	6.64	55.00	(5.98)
August	14,564.53	1.45	51.50	(6.36)
September	12,860.43	(11.70)	45.70	(11.26)
October	9,788.06	(23.89)	35.00	(23.41)
November	9,092.72	(7.10)	33.15	(5.29)
December	9,647.31	6.10	31.40	(5.28)
2009				
January	9,424.24	(2.31)	31.55	0.48
February	8,891.61	(5.65)	27.50	(12.84)
March	9,708.50	9.19	28.50	3.64

Note :

Figures in bracket indicate negative value

* computed after giving effect to subdivision of equity shares from Rs. 10/- denomination to Re.1/-denomination

Registrar and Share Transfer Agent:

M/s. Maheshwari Datamatics Private Ltd.,

6, Mangoe Lane,

Kolkata 700 001

Phone No. 033- 22435029/5809

Fax : 033-22484787

Email : mdpl@cal.vsnl.net.in

Share Transfer System

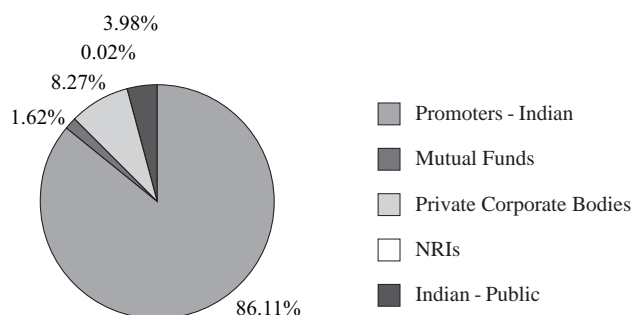
The Share Transfer cum Investor Grievance Committee approves transfer of shares in physical mode. The Company's Registrar transfers the shares within 30 days of receipt of request and the same is approved by the Share Transfer cum Investor Grievance Committee. Transfer of shares in dematerialized form are duly processed by NSDL/ CDSL in electronic form through the respective Depository Participants. Dematerialization is done within 20 days of receipt of request along with the share certificates through the Depository Participant of the shareholder.

The Share Transfer cum Investor Grievance Committee generally meets once in a fortnight for approving share transfers. A summary of the transfer, transmissions/de-materialisation, re-materialisation requests is placed before the Committee at every meeting. The Company obtains half-yearly certificate from a Company Secretary in Practice on compliance regarding share transfer formalities and submits a copy thereof to the Stock Exchanges in terms of Clause 47 (c) of the Listing Agreement. The Company also obtains quarterly Secretarial Audit Report from a Company Secretary in Practice for reconciliation of the share capital of the Company and submits a copy thereof to the Stock Exchanges within stipulated time.

Distribution of shareholding

Category	As on 31st March, 2009			
	No. of Shareholders		No. of Shares	
	Total	%	Total	%
1 - 500	2202	59.16	282777	0.13
501 - 1000	274	7.36	245094	0.11
1001 - 2000	425	11.42	670571	0.30
2001 - 3000	239	6.42	677136	0.30
3001 - 4000	36	0.97	135886	0.06
4001 - 5000	102	2.74	481921	0.22
5001 - 10000	194	5.21	1448989	0.65
10001 - and above	250	6.72	218230616	98.23
TOTAL	3722	100.00	222172990	100.00

Shareholding pattern -Distribution by category



Category	As on 31st March, 2009	
	No. of Shareholders	No. of Shares
Promoters- Indian	191307420	86.11
Mutual Funds	3607120	1.62
Private Corporate Bodies	18376145	8.27
NRIs	36640	0.02
Indian Public	8845665	3.98
TOTAL	222172990	100.00

Dematerialization of shares and liquidity

The Company's shares have been mandated for compulsory trading in demat form. Valid demat requests received by the Company's Depository Registrar are confirmed within the statutory period.

The International Securities Identification Number (ISIN) allotted for the Company by NSDL and CDSL consequent upon sub-division of its equity shares from face value of Rs. 10/- to face value of Re. 1/- is INE348B01021. In case a member wants his shares to be dematerialized, he may send the shares along with the request through his Depository Participant (DP) to the Registrars, M/s. Maheshwari Datamatics Private Limited.

The Company's Depository Registrars promptly intimate the DPs in the event of any deficiency and the shareholder is also kept abreast. Pending demat requests in the records of the Depositories, if any, are continually reviewed and appropriate action initiated.

As on 31st March, 2009 a total of 214183677 shares of the Company, which forms 96.40% of the Share Capital of the Company stood dematerialised.

Plant Locations

Plywood, Veneer and Laminate Units			Ferro Alloy & Power Unit	Container Freight Station
Diamond Harbour Road Kanchowki, Bishnupur Dist : 24 Parganas (S), West Bengal	Rambha Road, Taraori, Haryana	Chinnappolapuram Gummidipoondi, Tamil Nadu	EPIP Area, Byrnihat Dist : Ri-Bhoi Meghalaya	Khidderpore Kolkata West Bengal

Address for correspondence

The Company Secretary & Compliance Officer

Century Plyboards (India) Limited.,

6, Lyons Range, Kolkata 700 001

Phone: 033-2210 4321/26 (6 lines)

Fax: 033-2248 3539

Email : arun@centuryply.com

Website: www.centuryply.com

E Mail ID for Investors Grievances : arun@centuryply.com

For and on behalf of the Board of Directors

S.B. Ganguly

Chairman

Kolkata, 30th June, 2009

AUDITORS' CERTIFICATE

To The Members of Century Plyboards (India) Limited

We have examined the compliance of conditions of corporate governance by CENTURY PLYBOARDS (INDIA) LIMITED, for the year ended 31st March, 2009, as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

For **S. R. BATLIBOI & CO.**

Chartered Accountants

Per **R. K. Agrawal**

Partner

Membership No. 16667

Kolkata, 30th June, 2009

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENT

The projected growth of Company's products (Plywood, Laminates, Cement and Ferro Alloys) is based on the push-and-pull effects of supply and demand determinants like the economic trends in India, growth of real estate and infrastructure sector.

The real estate market in India had witnessed stupendous growth over the past few years, with average residential capital values more than doubling between 2005 and the first half of 2008. However, demand for houses plummeted during the second half of the year, as the global economic deceleration compelled investors to pull out of the market due to wealth erosion as well as the rising risk of negative returns. End users also have had to put their purchasing plans on hold due to fall in affordability levels and job-related uncertainties. Tightening of lending norms by banks and the slowing business environment led to liquidity crunch among developers, who were then forced to offer huge discounts to lure buyers. Average residential capital values declined by 18-20 per cent in March, 2009 from the highs witnessed during the first half of 2008. However, despite this drop in capital values, home buyers have adopted a 'wait and watch' policy.

The housing market can be divided into three segments i.e High Income Group (HIG), Middle Income Group (MIG) and Low Income Group (LIG) The impact of the slowdown was felt more prominently in the HIG segment. Affordability of individuals (measured in terms of property cost to annual household income ratio) deteriorated sharply as a result of a steep increase in real estate prices over the last 2-3 years accentuated by the failure of household income to increase at the same pace. Although real estate prices have declined, affordability has not improved as household income levels deteriorated as a result of the economic downturn. Therefore, the recent past witnessed a complete dry up of housing demand. Given this predicament, developers have begun focusing on the largely hitherto less addressed MIG segment called 'affordable housing' in order to maintain their business plans and cash flows. This coupled with the fact that in the past, builders were primarily targeting the high-income category, leads us to believe that there is still a large untapped demand within the MIG segment. Recent developments indicate that demand in the residential market is expected to turn positive in 2009-10 owing to improvement in affordability, availability of affordable houses, steady economic growth and greater liquidity. In case of the commercial and retail segments, improvements may be delayed. It can be strongly believed that the demand for houses will improve in 2009-10, backed by lower home loan interest rates as well as better job security owing to higher growth in the economy.

OPPORTUNITIES AND THREATS

Plywood and Laminate Segment

In view of recent developments and focus on largely untapped market of affordable housing, the overall demand for houses is expected to grow. Government's focus on infrastructure development will further add to demand of Plywood and Laminates.

Recent reductions of excise duty on plywood from 16% to 8% and then to 4%, through stimulus package, had increased affordability of branded plywood for MIG segment, which is going to be the untapped potential market of near future. Excise duty on Laminates was also reduced from 14% to 10% and then to 8% through stimulus package, thus increasing affordability.

The Indian Plywood and panel market estimated around Rs. 7000 crores, is highly fragmented, with unorganized sector controlling major market share. The organized segment is highly concentrated, with only few players constituting around 20% of the market. The unorganized segment has advantages in terms of excise waivers and other benefits due to their SSI status. With rationalization of excise duty (from 16% to 4%) and VAT across the country, organized sector is consolidating and expected to grow rapidly and increase its share from 20% to 40% of estimated Rs. 14000 crore market by 2020. Consolidation of organized sector may result in emergence of existing small players as big players and new players entering.

Cheap imported particularly Chinese products may eat away organized sector market and hence slow down company's growth.

The Company is India's leading plywood manufacturing company with a very strong brand image. "CENTURY PLY" – the brand name under which the Company markets its products is known for quality. The company manufactures entire range of products, catering to different cost segments. Over the years the company had

invested heavily on brand building and maintained customer faith by providing guarantee on its products. The company could ward off competition from other players and imported products due to these reasons and expect to sustain its growth levels and continue to command market dominance.

Laminate is used to provide aesthetic look to plywood. Its market scenario goes along-with plywood market scenario. Like plywood, company is aspiring to achieve utmost customer confidence for its laminates and as such is focusing more on quality than quantity.

Ferro Alloy

Ferro Alloy market is dependent on steel market and witness short cycles of boom and bottom during a year and disruption of production during bottom cycles will adversely affect average performance taken on whole year basis. The company's ferro alloy (ferro silicon) unit is situated in Meghalaya, where there is abundant availability of raw material and unit is entitled to various fiscal incentives like refund of excise duty, transport subsidy, tax holiday, etc. as per north east policy of Central and State Governments. The only problem which can disrupt production is availability of power, as production process of ferro alloy is highly power intensive and supply of power in Meghalaya is not comfortable. In order to combat this problem, the company has installed a captive power plant to ensure un-interrupted production.

Company's ability to take advantage of every boom cycle, coupled with benefits of fiscal incentives, put company in advantageous position compared to other players of the industry. In view of this the overall performance of ferro alloy unit is expected to remain satisfactory.

Cement

The company's major subsidiary Cement Manufacturing Co. Ltd. (CMCL) is running a fully integrated composite cement plant in Meghalaya. CMCL's subsidiaries Megha Technical and Engineers Pvt. Ltd. (MTEPL) and Star Cement Meghalaya Ltd. (SCML) are running and setting up cement and clinker capacities in Meghalaya, Assam and West Bengal. These units of the company are entitled to various fiscal incentives as per north east policy of Central and State Governments, which substantially add to profitability of the company.

Cement is highly localized/regionalized industry due to its unique characteristic of being a bulky but low value commodity. Proximity to either source of raw material (limestone) or end market is imperative to keep cost of end cement competitive. Overall cement market of north east is estimated to be 3.5 Million Tonnes Per Annum (MTPA) against which the total cement production in north east is 2.5 MTPA, with the deficit being served from other parts of country. This demand supply mismatch and high logistic cost of bringing cement from other parts of country has resulted north east as highest cement price zone. Based on the developments envisaged to take place in the north eastern region, the cement demand in the region is expected to grow at a CAGR of 12-15% per annum. At present CMCL's cement unit is the biggest cement unit of north east and has twin advantage of proximity to raw material and highest price end market. On comparison with peers it is found that CMCL's EBIDTA margin is highest in the industry.

CMCL sells its cement under brand name 'STAR CEMENT' which today is leading and highest selling cement brand in North East part of India. This unit is having advantage of having its own captive lime stone mines and availability of coal within a distance of 25 Kms. CMCL is having lime stone mines with reserves of 300 Million Tonne, enough to meet its raw material requirement (based on 4 MTPA) for coming 70 years.

The present combined capacity of CMCL and its subsidiaries is now 1 MTPA of Cement. CMCL is also adding further 1.75 MTPA Clinker capacity, through its wholly owned subsidiary SCML. The clinker so produced will be taken to CMCL's proposed two grinding units at Guwahati and Siliguri, where 3.20 MTPA OPC will be produced. After affecting these expansions CMCL cement production capacity will go up from present 1 MTPA to 4.20 MTPA. The projects are under implementation and are expected to commence production in phases. Another Subsidiary Meghalaya Power Ltd. is setting up a 41 MW Power plant, which will be captive power plant to its existing as well as planned clinker unit of SCML. Both grinding units at Guwahati and Siliguri will have captive 10MW power plant each.

Cement is considered to be a cyclical industry. Addition of new capacities particularly in north east may tilt industry more towards supply situation. Cement is highly capital intensive and fairly long gestation industry. The expansion plans may make the company very high leveraged to face any demand set back. Rising interest rates may pose further threat.

Others

Other segments consist mainly of logistic, adhesives and chemicals. In view of very strong brand image of other competitors and to focus more on core segments the company had decided to close its adhesive and chemical divisions, which contributed very insignificant revenue to the company. In view of very high business potentiality, the company is now focusing on logistic sector and is now having a full fledged logistic division to develop this business segment. Company's logistic division consists of jetty and Container Freight Station (CFS) operations.

In the year 2001, the Company entered into partnership with Ministry of Commerce, Government of India, to run a loss making and virtually non operation jetty (minor port) at Falta Export Processing Zone near Kolkata. Within one year of this arrangement the jetty was turned fully operational and profitable. This jetty handles both company's imported timber cargo and also third party cargo. This jetty can now handle one lac tones of cargo every year. This jetty is fully equipped to handle containerized cargo upto 40 ft and single parcel loads upto 30 MT.

Based on Company's track record of turning loss making jetty into profit making joint venture, company was invited by Kolkata Port Trust (KPT) to develop CFS. The Company had already been allotted around 1 lac square meter land near Kolkata Port Trust and seeded necessary permissions to develop two CFS. Company's first private sector state of art CFS (at Sonai consisting of 20,000 sq meter area) had already started operation in November, 2008. Development of another 80,000 sq meter area (at Jinjira Pool) is under progress and likely to be operative within a year. The Company's CFS division will be able to handle 1,80,000 containers annually, out of which 40,000 capacity is already operational.

The logistic business of the company is related to infrastructure and service sector. The business may face problem only on slow down of economy and substantial reduction in import cargo. In view of prevailing congestion at Kolkata Port Trust and availability of only two more CFS, the company do not expect to face any problem in near and fairly distant future.

Segment-wise or product-wise performance

Plywood

The turnover of Plywood segment was up from Rs. 417.61 crores in 2007-08 to Rs. 494.45 crores in 2008-09 showing growth of over 18%. The profit of this segment however was reduced from Rs. 39.75 crores to Rs. 3.70 crores due to the global meltdown and an exceptional slow down in the overall economy, especially in the real estate sector.

Laminates

Laminate division also performed quite well. The company's focus remained to grab premium market share. The 'CENTURLAMINATES', the brand under which company's laminates are being sold is today a symbol of quality and is attaining consumer preference. During current financial year this segment earned profit of Rs. 5.38 crores.

Ferro Alloys & Power

Due to availability of uninterrupted power from Captive Power Plant, the Ferro Alloy unit operated at full capacity. The Profit of this segment increased from Rs. 14.40 crores to Rs. 20.74 crores showing growth of over 44%.

Cement

The cement capacities run by company's subsidiaries also posted impressive performance. The turnover increased from Rs. 367.41 crores to 442.20 crores showing growth of over 20%. Net profit increased from Rs. 111.23 crores to Rs. 126.34 crores showing growth of over 13%.

Others

Other segments mainly jetty operations, adhesive and chemicals also performed well during 2008-09.

Out look

Your Company's products mainly plywood, laminates, and others are linked with the infrastructure and housing sector. In view of improved economic situation and the Government's thrust to infrastructure and housing activities, your company is hopeful to achieve better results and attain normal growth. With modern plants, latest technologies, and precious brands the products of your company are positioned to fully exploit emerging opportunities.

Risks and Concerns

Your Company has a comprehensive risk management policy. The risk policy provides for identification of risk, its assessment and procedures to minimize risk. The risk policy is periodically reviewed by the Audit Committee to ensure that the executive management controls the risk as per decided policy.

Some of the key risks affecting your Company are illustrated below:

Foreign Exchange Risk

Your Company's imports exceed exports. At any given time your company has substantial foreign exchange liability. Adverse fluctuations as happened in financial year 2008-09 expose company to foreign exchange risk. Although all expert opinions and predictions about forex movement in 2008-09 proved otherwise company has policy of reviewing foreign exchange risk on regular basis and decide about hedging as per situation prevailing and predicted. In adverse times company defer its forex liabilities by availing buyers' credits overseas, thereby avoiding immediate exchange losses and availing credits at very low interest rates.

Interest Rate Risk

Your Company is exposed to interest rate fluctuations on its borrowings. Your Company uses a judicious mix of fixed and floating rate debts within the stipulated parameters. Your company has been able to negotiate the debts at most competitive rates due to reputation and satisfactory performance.

Manpower retention Risk

Your Company has a wide marketing network spread across the country. Your company deals in consumer goods through large dealers network and have to maintain large marketing and administrative team. Your company can not be an exception to man power attrition. Your company has devised a simulative HR policy and performance based incentive system to address this.

Government Policy Change Risk

Changes in Government Policies especially with respect to Custom Duty and Excise Duty may affect the operations of your Company. However, in recent past, the Government's Policies had been favourable to the industry and company's product segments.

Internal control system and their adequacy

The Company has adequate and effective internal control system, which are continuously reviewed for their effectiveness. The systems are periodically reviewed and corrective measures are taken to further strengthen them. The Company has double Certifications ISO -9001 (Quality Systems) and ISO 14001 (Environment Management Systems) from Det Norske Veritas (DNV). The Company had implemented SAP (ERP Solution) which has enabled it to be more efficient through better response time and by providing real time availability of information across the country.

Discussion on financial performance with respect to operational performance

During the financial year the total income of your company increased from Rs.641.56 crores to 761.32 crores reflecting growth over 18%. However, the Profit before Tax reduced from Rs. 61.96 crores last year to Rs. 8.14 crores this year. The increase in income reflects company's operational efficiency and increasing market share of its products.

Material developments in Human Resources / Industrial Relation front, including number of people employed.

The Company strictly adheres to ISO 9001:2000 mandated training. All employees receive on going learning opportunities through customized programs that are designed in-house. Company encourages its employees to attend outside seminars. The employees are encouraged to offer constructive suggestions for improvement in their respective areas which are thoroughly discussed in departmental meetings. Employees are covered by incentive system encouraging them to perform to their best.

The company maintains absolute harmony with its work force. Since inception there has not been even a single instance of strike or lock-out at any of the company's manufacturing establishments.

The total manpower strength of the Company as on 31st March, 2009 was 4250.

Cautionary Statement

The statements in the "Management Discussion and Analysis Report" section describing the Company's

objectives, projections, estimates, expectations and predictions may be “forward looking statements”. All statements that address expectation or projections about the future, including but not limited to statements about the company’s strategy for growth, product development, market position, expenditures and financial results are based on certain assumptions and expectations of future events. The company can not guarantee that these assumptions and expectations are accurate or will be realized. The company’s actual results, performance or achievement may thus differ materially from those projected in such forward looking statements. The company assumes no responsibility to publicly amend, modify or revise any forward looking statement on the basis of any subsequent developments, information or event.

For and on behalf of the Board of Directors

S. B. Ganguly
Chairman

Kolkata, 30th June, 2009

AUDITORS' REPORT

TO THE MEMBERS OF CENTURY PLYBOARDS (INDIA) LIMITED

1. We have audited the attached Balance Sheet of CENTURY PLYBOARDS (INDIA) LIMITED as at 31st March, 2009 and also the Profit & Loss Account and Cash Flow Statement for the year ended on that date, annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 (as amended) issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. *Attention is drawn to Note No. 20 on Schedule – W regarding exchange fluctuation loss of Rs. 2,724.86 lacs (net) towards creditors/debtors pertaining to specific segments which has been included as unallocable expenses / income.*
5. Further to our comments in the Annexure referred to above:–
 - (i) We have obtained all the information and explanations, which, to the best of our knowledge and belief, were necessary for the purpose of our audit;
 - (ii) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from sales branches not visited by us. The Branch Auditor's Report(s) in respect of Plywood units at Chennai & Karnal and Ferro Alloy unit at Meghalaya have been forwarded to us and have been appropriately dealt with;
 - (iii) The Balance Sheet, Profit & Loss Account and Cash Flow statement dealt with by this report are in agreement with the books of account and with the audited returns from the branches as submitted to us;
 - (iv) In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 *except for the matter referred to in para 4 above.*
 - (v) On the basis of written representations received from the directors as on 31st March, 2009 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2009 from being appointed as Director in terms of Clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
 - (vi) In our opinion and to the best of our information and according to the explanations given to us, the said statements of account, *subject to para 4 above*, which has no impact on the Company's profit for the year, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :–
 - (i) in the case of Balance Sheet, of the state of affairs of the Company as at 31st March, 2009;
 - (ii) in the case of Profit & Loss Account, of the profit of the Company for the year ended on that date; and
 - (iii) in the case of Cash Flow statement, of the cash flows for the year ended on that date.

For **S. R. BATLIBOI & CO.**
Chartered Accountants

Per **R. K. AGRAWAL**
Partner

Membership No. : 16667

Kolkata, 30th June, 2009

ANNEXURE TO THE AUDITORS' REPORT REFERRED TO IN OUR REPORT OF EVEN DATE TO THE MEMBERS OF CENTURY PLYBOARDS (INDIA) LIMITED AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2009

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
(b) All fixed assets have not been physically verified by the management during the year but there is a regular programme of verification of all fixed assets over a period of 3 years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. As informed, no material discrepancies were noticed on such verification.
(c) There was no substantial disposal of fixed assets during the year.
2. (a) The management has conducted physical verification of inventory at reasonable intervals during the year.
(b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
(c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on such physical verification.
3. (a) As informed, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Hence, clauses iii (b) to (d) of the Order are not applicable.
(b) The Company has taken loans from six companies covered in the register maintained under section 301 of the Companies Act, 1956. The maximum outstanding amount of such loans during the year was Rs. 4685.14 lacs and the year-end balance due to such parties was Rs. Nil.
(c) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions for such loans were not prima facie prejudicial to the interest of the Company.
(d) There were no stipulations for repayment of the above loans but the same were stated to be repayable on demand. However, these loans were fully repaid during the year by the Company. Further, interest on the above loans, as informed, was regularly paid by the Company.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas.
5. (a) According to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Companies Act, 1956 that need to be entered into the register maintained under the above section, have been so entered.
(b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements exceeding the value of Rupees five lakhs entered into during the financial year, are at prices which are reasonable having regard to the prevailing market prices at the relevant time.
6. As informed, the Company has not accepted any deposit from the public.
7. In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
8. We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 209(1) (d) of the Companies Act, 1956 in respect of Power Generation and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.
9. (a) The Company has generally been regular in depositing undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, custom duty, excise duty, cess and other statutory dues with appropriate authorities *though there had been slight delays in certain cases*.
(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, investor education and protection fund, employees' state insurance, income-tax,

wealth-tax, service tax, sales-tax, customs duty, excise duty, cess and other undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

- (c) According to the records of the Company, the dues outstanding in respect of sales tax, income tax, custom duty, wealth tax, service tax, excise duty & cess on account of any dispute, are as follows :-

Name of the statute	Nature of dues	Period to which the amount relates	Amount (Rs. in lacs)	Forum where dispute is pending
Various State Sales Tax / VAT Act	Sales Tax / Penalty / Interest	2001-02, 2003-04 to 2006-07	240.37	Asst. / Additional Commissioner / Joint Commissioner
Income Tax Act, 1961	Income Tax	2003-04 to 2005-06	431.55	Commissioner Appeals/ Appellate Tribunal

10. The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current year and in the immediately preceding financial year.
11. Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions, banks or debenture holders.
12. According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society and therefore, the provisions of clause 4(xiii) of the Order are not applicable.
14. In our opinion, the Company is not dealing or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Order are not applicable.
15. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
16. Based on the information and explanations given to us by the management, term loans were applied for the purpose for which these were obtained.
17. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long term investment.
18. The Company has not made any preferential allotment of shares during the year to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956.
19. The Company did not have any outstanding debentures during the year.
20. The Company has not raised any money through a public issue during the year.
21. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For **S. R. BATLIBOI & CO.**
Chartered Accountants

Per **R. K. AGRAWAL**
Partner

Membership No. : 16667

Kolkata, 30th June, 2009

Balance Sheet as at 31st March, 2009

(Rs. in Lacs)

	Schedule	2008-09	2007-08
A SOURCES OF FUNDS			
SHAREHOLDERS' FUNDS			
Share Capital	'A'	2,275.27	1,980.08
Share Capital Suspense	'AA'	-	295.19
Reserves & Surplus	'B'	14,599.13	14,054.58
		16,874.40	16,329.85
LOAN FUNDS			
Secured Loans	'C'	19,793.72	12,855.96
Unsecured Loans	'D'	-	683.72
		19,793.72	13,539.68
DEFERRED TAX LIABILITY (NET)		6.69	411.63
		36,674.81	30,281.16
B APPLICATION OF FUNDS			
FIXED ASSETS			
Gross Block	'E'	17,306.77	15,488.23
Less : Accumulated Depreciation/Amortisation		7,986.84	6,361.75
Net Block		9,319.93	9,126.48
Capital Work in Progress		44.60	107.95
Capital Expenditure on New Projects	'F'	1,872.90	123.58
		11,237.43	9,358.01
INVESTMENTS	'G'	4,199.17	3,283.97
CURRENT ASSETS, LOANS & ADVANCES			
Inventories	'H'	12,009.20	12,770.41
Sundry Debtors	'I'	8,395.53	10,644.48
Cash & Bank Balances	'J'	1,863.26	1,492.92
Other Current Assets	'K'	602.75	666.64
Loans & Advances	'L'	4,571.83	3,160.05
		27,442.57	28,734.50
Less : CURRENT LIABILITIES & PROVISIONS	'M'		
Current Liabilities		5,394.57	9,896.98
Provisions		809.79	1,217.78
		6,204.36	11,114.76
NET CURRENT ASSETS		21,238.21	17,619.74
MISCELLANEOUS EXPENDITURE (To the extent not written off/adjusted)	'N'	-	19.44
		36,674.81	30,281.16
Significant Accounting Policies and Notes on Accounts	'W'		

Schedules A to N and W referred to above form an integral part of the Balance Sheet.

As per our Report of even Date

For **S.R. Batliboi & Co.**
Chartered Accountants

Per **R.K. Agrawal**
Partner
Membership No. 16667
Kolkata, 30th June, 2009

For and on behalf of the Board

Sajjan Bhajanka - Managing Director
Sanjay Agarwal - Jt. Managing Director
A.K. Julasaria - CFO & Secretary

Profit & Loss Account for the year ended 31st March, 2009

(Rs. in Lacs)

	Schedule	2008-09	2007-08
INCOME			
Income from Sales and Services	‘O’	73,821.33	63,348.51
Less : Excise Duty		3,847.38	3,761.64
Less : Sales Tax /VAT		5,204.89	5,443.63
Net Sales		64,769.06	54,143.24
Other Income	‘P’	2,310.45	807.87
		67,079.51	54,951.11
EXPENDITURE			
Decrease/(Increase) in stocks	‘Q’	369.29	(1,153.66)
Excise Duty & Cess on Stocks (Refer Note No. 3 on Schedule 'W')		(93.71)	19.56
Cost of Materials	‘R’	40,557.48	33,138.90
Operating, Administrative and Selling Expenses	‘S’	14,000.94	11,014.34
Personnel Expenses	‘T’	4,717.70	3,116.32
Depreciation/Amortisation	‘U’	1,691.86	1,392.75
Interest and Finance Charges	‘V’	1,755.24	1,226.38
		62,998.80	48,754.59
PROFIT BEFORE TAX AND EXCEPTIONAL ITEMS		4,080.71	6,196.52
Less : Exceptional Items (Refer Note No.11 on Schedule 'W')		3,266.61	-
PROFIT BEFORE TAXATION		814.10	6,196.52
Provision for Tax :			
- Current Tax [including Rs.38.21 Lacs (Rs.31.86 Lacs) for earlier years]		38.21	1,631.86
- Fringe Benefit Tax		69.59	64.91
- Deferred Tax		(404.94)	37.32
PROFIT AFTER TAX		1,111.24	4,462.43
Add : Balance brought forward from previous year		8,304.99	4,930.38
Add : Balance in Profit & Loss Account acquired on amalgamation		-	477.54
PROFIT AVAILABLE FOR APPROPRIATION		9,416.23	9,870.35
Appropriations :			
Transfer to General Reserve		111.12	450.00
Proposed Dividend on Preference shares		4.50	4.50
Proposed Dividend on Equity shares		555.43	1,110.86
Corporate Tax on Dividend (Refer Note No.4 on Schedule 'W')		-	-
Balance Carried to the Balance Sheet		8,745.18	8,304.99
		9,416.23	9,870.35
BASIC & DILUTED EARNING PER SHARE (Rs)		0.50	2.01
(Face value of Re. 1/- each) Refer Note No.15 on Schedule 'W'			
Significant Accounting Policies and Notes on Accounts	‘W’		

Schedules O to W referred to above form an integral part of the Profit & Loss Account
As per our Report of even Date

For **S.R. Batliboi & Co.**
Chartered Accountants

Per **R.K. Agrawal**
Partner
Membership No. 16667
Kolkata, 30th June, 2009

For and on behalf of the Board

Sajjan Bhajanka - Managing Director
Sanjay Agarwal - Jt. Managing Director
A.K. Julasaria - CFO & Secretary

Cash Flow Statement for the year ended 31st March, 2009

(Rs. in Lacs)

	2008-09	2007-08
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax	814.10	6,196.52
Adjustments for :		
Depreciation / Amortisation	1,691.86	1,392.51
Interest and Finance Charges (Net of Capitalisation)	1,379.03	1,046.57
Preliminary Expenses Written Off	19.44	4.58
Dividend Income	(2,216.78)	(444.89)
Sundry Balances / Bad Debts written off	97.58	4.51
Profit on Sale of Fixed Assets	(8.62)	(4.43)
Loss / (Profit) on Sale of Investments	6.22	(78.01)
Interest Income	(48.05)	(74.18)
Provision for Doubtful Debts	179.76	-
Unrealised Foreign Exchange Fluctuation	1,388.58	130.50
Operating Profit before Working Capital changes	3,303.12	8173.68
Adjustments for :		
Decrease/(Increase) in Trade and other Receivables	1,893.16	(4470.41)
Decrease/(Increase) in Inventories	761.21	(4191.72)
(Decrease)/Increase in Trade Payables	(5,474.77)	1,878.72
Cash Generated from Operations	482.72	1,390.27
Direct Taxes Paid (Net of Refunds)	(494.30)	(1,463.47)
Net Cash used in Operating Activities	(11.58)	(73.20)
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets	(3,791.77)	(1252.47)
Sale of Fixed Assets	222.35	58.00
Purchase of Investments	(1,000.00)	(7.00)
Sale of Investments	78.58	361.85
Share Application Money	(885.05)	-
Loans Received back	1.16	-
Dividend Income	2,216.78	444.89
Interest Received	48.05	74.18
Net Cash used in Investing Activities	(3,109.90)	(320.55)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from Borrowings	9,283.44	2060.00
Repayment of Loans	(3,342.52)	(591.19)
Interest paid	(1,334.83)	(1,046.57)
Dividend paid	(1,114.27)	-
Net Cash from Financing Activities	3,491.82	422.24
Net Increase in Cash and Cash equivalents (A+B+C)	370.34	28.49
*Cash and Cash equivalents as at 1st April, 2008	1,492.92	1464.43
*Cash and Cash equivalents as at 31st March, 2009	1,863.26	1492.92
Restricted cash and cash equivalents	558.00	264.29

* Represents Cash and Bank Balances as indicated in Schedule - J
As per our Report of even Date

For **S.R. Batliboi & Co.**
Chartered Accountants

Per **R.K. Agrawal**
Partner
Membership No. 16667
Kolkata, 30th June, 2009

For and on behalf of the Board

Sajjan Bhajanka - *Managing Director*
Sanjay Agarwal - *Jt. Managing Director*
A.K. Julasaria - *CFO & Secretary*

Schedules to Balance Sheet as at 31st March, 2009

(Rs. in Lacs)

	As at 31.03.2009	As at 31.03.2008
SCHEDULE - 'A'		
SHARE CAPITAL		
Authorised		
49,00,00,000 (4,90,00,000) Equity Shares of Re. 1/- (Rs.10/-) each	4,900.00	4,900.00
10,00,000 (10,00,000) Preference Shares of Rs. 10/ each	100.00	100.00
	5,000.00	5,000.00
Issued		
22,35,52,990 (1,99,03,413) Equity Shares of Re. 1/- (Rs.10/-) each	2,235.53	1,990.34
Subscribed and Paid Up		
22,21,72,990 (1,97,65,413) Equity Shares of Re. 1/- (Rs. 10/-) each	2,221.73	1,976.54
Add : Amount received on forfeited shares	3.54	3.54
5,00,000 (Nil) 9% Non Cumulative Redeemable Preference Shares of Rs. 10/- each (Redeemable at par after 10 years from the date of issue i.e. on 18-09-2002)	50.00	-
	2,275.27	1,980.08
<p>Of the above, 12,06,68,610 (96,14,975) Equity Shares and 5,00,000 (Nil) Preference Shares were issued for consideration other than cash and 4,41,41,460 (44,14,146) shares were issued as Bonus Shares by capitalisation of reserves and Securities Premium</p>		
SCHEDULE - 'AA'		
SHARE CAPITAL SUSPENSE		
Nil (24,51,886) Equity Shares of Rs. 10/- each and Nil (5,00,000) 9% Redeemable Preference shares of Rs.10/- each to be issued to the shareholders of transferor companies pursuant to the Scheme of Amalgamation	-	295.19
	-	295.19
SCHEDULE - 'B'		
RESERVES & SURPLUS		
General Reserve		
Balance as per Last Account	1,574.51	810.55
Add : Acquired on amalgamation	-	331.96
Transferred from Profit & Loss Account	111.12	450.00
Less : Transitional provisions under Accounting Standard-15	-	18.00
	1,685.63	1,574.51
Securities Premium		
Balance as per Last Account	1,892.77	1,790.77
Add : Acquired on amalgamation	-	102.00
	1,892.77	1,892.77
Amalgamation Reserve		
Balance as per Last Account	317.40	317.40
Capital Reserve		
Balance as per Last Account	1,772.75	1,857.75
Add : Acquired on amalgamation	-	1.00
Less : Capital Subsidy Written off	-	86.00
	1,772.75	1,772.75
Revaluation Reserve		
Balance as per Last Account	192.16	85.00
Add : Acquired on amalgamation	-	115.00
Less : Depreciation Adjustment	6.76	7.84
	185.40	192.16
Profit & Loss Account Balance		
	8,745.18	8,304.99
	14,599.13	14,054.58

Schedules to Balance Sheet as at 31st March, 2009

(Rs. in Lacs)

	As at 31.03.2009	As at 31.03.2008
SCHEDULE - 'C'		
SECURED LOANS		
Rupee Term Loans		
- From a Financial Institution	725.00	1,025.00
- From Banks	1,071.12	1,814.87
Buyers' Credit from Banks		
- For Capital Expenditure	-	98.23
- For Operational Use	10,287.42	1,687.66
Working Capital Facilities from Banks		
- Cash Credit	4,611.66	6,092.53
- FCNRB Demand Loan	2,547.50	2,006.25
Hire Purchase Finance		
- From Banks	60.34	96.29
- From Bodies Corporate	490.68	26.82
Interest Accrued and due	-	8.31
	<u>19,793.72</u>	<u>12,855.96</u>

Notes :

- 1 Term Loans are secured/ to be secured against first charge on the fixed assets and second charge on the current assets of the respective units of the Company as given below :

Amount (Rs. in Lacs)	Location
604.05	Plywood and Laminate units at Kanchowki, Dist-24 Parganas(N),W.Bengal
47.00	Plywood unit at Chinnappolapuram, Gummidipoondi, Tamil Nadu
1145.07	Ferro Alloy Unit at Byrnihat, Meghalaya

- 2 Working Capital facilities (including buyers' credit) from Banks are secured/to be secured by a first charge on the current assets and second charge on the fixed assets of the company for the respective units as given below :

Amount (Rs. in Lacs)	Location
12018.34	Plywood and Laminate units at Kanchowki, Dist-24 Parganas (N),West Bengal
4319.45	Plywood unit at Chinnappolapuram, Gummidipoondi, Tamil Nadu
1108.79	Ferro Alloy Unit at Byrnihat, Meghalaya

- 3 Term Loans and working capital facilities from Banks/Financial Institutions are also guaranteed by five Directors of the Company.
- 4 Hire Purchase finance is secured by hypothecation of the assets purchased there against.
- 5 The above term loans include Rs. 1044.74 Lacs (Rs 993.81 Lacs) falling due for payment within one year.

Schedules to Balance Sheet as at 31st March, 2009

(Rs. in Lacs)

	As at 31.03.2009	As at 31.03.2008
SCHEDULE - 'D'		
UNSECURED LOANS		
From Bodies Corporate	-	683.72
	-	683.72

SCHEDULE - 'E'

FIXED ASSETS

Name of Assets	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK	
	As at 01.04.08	Additions	Sales / Adjustments	As at 31.03.09	Upto 31.03.08	For the Year	Less: On Sales / Adjustments	Upto 31.03.09	As at 31.03.09	As at 31.03.08
A TANGIBLE ASSETS										
Land & Site Development										
- Freehold	559.84	3.57	-	563.41	-	-	-	-	563.41	559.84
- Leasehold	177.37	242.40	-	419.77	30.43	16.72	-	47.15	372.62	146.94
Factory Buildings	2,745.72	125.49	0.10	2,871.11	1,006.43	152.45	0.02	1,158.86	1,712.25	1,739.29
Non-Factory Buildings	307.11	46.96	-	354.07	43.76	18.39	-	62.15	291.92	263.35
Plant & Machinery	8,793.71	828.87	218.38	9,404.20	3,993.65	1,050.98	24.04	5,020.59	4,383.61	4,800.06
Electrical Installations	1,122.31	65.32	0.27	1,187.36	484.47	102.30	0.07	586.70	600.66	637.84
Furniture & Fixtures	273.37	43.53	3.00	313.90	129.41	25.13	0.56	153.98	159.92	143.96
Office Equipments	223.89	82.18	7.84	298.23	81.01	26.68	5.68	102.01	196.22	142.88
Computers	455.65	85.85	2.42	539.08	239.53	103.19	1.31	341.41	197.67	216.12
Vehicles	658.37	559.22	62.00	1,155.59(b)	321.22	148.60	48.60	421.22	734.37	337.15
Sub Total (A)	15,317.34	2,083.39	294.01	17,106.72	6,329.91	1,644.44	80.28	7,894.07	9,212.65	8,987.43
B INTANGIBLE ASSETS										
Computer Softwares	169.91	29.16	-	199.07	30.86	60.93	-	91.79	107.28	139.05
Trade Marks and Patent Rights	0.98	-	-	0.98	0.98	-	-	0.98	-	-
Sub Total (B)	170.89	29.16	-	200.05	31.84	60.93	-	92.77	107.28	139.05
C Total (A+B)	15,488.23	2,112.55	294.01	17,306.77	6,361.75	1,705.37	80.28	7,986.84	9,319.93	9,126.48
D Capital Work in Progress	107.95	426.21	489.56	44.60	-	-	-	-	44.60	107.95
Grand Total (C+D)	15,596.18	2,538.76	783.57	17,351.37	6,361.75	1,705.37	80.28	7,986.84	9,364.53	9,234.43
Previous Year's Total	11,551.74	4,132.04	87.60	15,596.18	4,995.17	1,400.59	34.01	6,361.75	9,234.43	

Notes :

- Certain Land, Buildings and Plant & Machinery of the Kolkata & Chennai Unit were revalued in 1991-92 & 1995-96 respectively and the resultant surplus thereon was transferred to Revaluation reserve.
- Include Assets taken on finance lease Rs 513.75 lacs (Rs Nil) , written down Value Rs 459.70 Lacs (Rs Nil) [Refer Note no 12(b) on Schedule "W"].

Schedules to Balance Sheet as at 31st March, 2009

(Rs. in Lacs)

	As at 31.03.2009	As at 31.03.2008
SCHEDULE - 'F'		
CAPITAL EXPENDITURE ON NEW PROJECTS		
A. Leasehold Land	958.06	155.38
Less: Amortisation (charged to Pre-operative expenses as below)	(38.15)	-
	<u>919.91</u>	<u>155.38</u>
B. Land Development Expenses	266.97	-
C. Fixed Assets - Under Erection		
Non-Factory Building	214.72	2.92
Plant & Machinery	266.49	-
Electrical Installations	22.65	-
Furniture & Fixtures	11.60	0.43
Office Equipments	0.96	-
Vehicles	530.14	-
Computers	33.41	-
	<u>1,079.97</u>	<u>3.35</u>
D. Advances against purchase of fixed assets	227.04	-
	<u>2,493.89</u>	<u>158.73</u>
E. Incidental Expenditure pending allocation to Fixed Assets:		
Interest and Finance Charges	147.49	-
Lease Rent	203.56	-
License Fees	116.23	116.23
Salary & Bonus	21.83	-
Travelling & Conveyance	13.95	4.00
Consultancy Charges	8.15	-
Miscellaneous Expenses	15.82	-
Amortisation	44.90	-
	<u>571.93</u>	<u>120.23</u>
	3,065.82	278.96
Less: Capitalised / Allocated to Fixed Assets during the year	1,192.92	155.38
	<u>1,872.90</u>	<u>123.58</u>

Schedules to Balance Sheet as at 31st March, 2009

(Rs. in Lacs)

	Face Value per share Rs.	No. of Shares	As at 31.03.2009	As at 31.03.2008
SCHEDULE - 'G'				
INVESTMENTS				
A LONG TERM (NON TRADE)				
(a) Quoted Equity Shares				
Bharat Commerce & Industries Ltd.	10	19000	0.73	0.73
Corporation Bank	10	600	0.48	0.48
Greenply Industries Ltd.	5	100	0.09	0.09
Hindalco Industries Ltd.	1	-	-	9.47
		(5000)		
Kitply Industries Ltd.	10	100	0.02	0.02
Pidilite Industries Ltd.	1	1000	0.27	0.27
Tata Iron & Steel Co. Ltd.	10	10	0.03	2.20
		(410)		
UCO Bank Ltd.	10	54500	7.95	7.95
Sub Total			9.57	21.21
(b) Quoted Preference Shares				
Tata Iron & Steel Co. Ltd.	100	45	0.05	0.05
(c) Unquoted Equity Shares				
Century Star Shipping Ltd.	10	-	-	71.08
		(710766)		
Changlang Plywood Pvt. Ltd.	100	2000	2.00	2.00
Manmao Plywood Pvt. Ltd.	100	1000	1.00	1.00
Transcend Infrastructure Ltd.	10	-	-	2.00
		(20000)		
Sub Total			3.00	76.08
(d) EQUITY SHARES IN SUBSIDIARIES				
Cement Manufacturing Company Ltd.	10	29547500	2,954.75	2,954.75
Auro Sundram Ply and Door Pvt. Ltd.	10	510000	231.80	231.80
Cent Ply Pvt. Ltd.	10	8000000	800.00	-
		(-)		
Meghalaya Power Ltd.	10	2000000	200.00	-
		(-)		
Sub Total			4,186.55	3,186.55
B LONG TERM (TRADE- UNQUOTED)				
Investment in Government Securities				
National Savings Certificate (VII Issue)			-	0.08
TOTAL			4,199.17	3,283.97
Aggregate Amount of Investments				
Quoted			9.62	21.26
Unquoted			4,189.55	3,262.71
Market Value of Quoted Investments			15.83	35.27

Note : Government securities of the Face value of Rs Nil (Rs 0.08 lacs) are lodged with Government Departments as Security Deposit.

Schedules to Balance Sheet as at 31st March, 2009

(Rs. in Lacs)

	As at 31.03.2009	As at 31.03.2008
SCHEDULE - 'H'		
INVENTORIES		
(At Lower of Cost and Net Realisable Value)		
Raw Materials	6,655.79	7,081.18
Stores & Spares Parts, etc.	1,056.68	1,023.21
Work in Progress	817.25	280.50
Finished Goods	3,479.48	4,385.52
	12,009.20	12,770.41
SCHEDULE - 'I'		
SUNDRY DEBTORS		
(Unsecured)		
Debts outstanding for a period exceeding six months		
Considered Good	1,067.91	727.99
Considered Doubtful	178.15	-
Other Debts		
Considered Good	7,327.62	9,916.49
Considered Doubtful	1.61	-
	8,575.29	10,644.48
Less: Provision for Doubtful Debts	179.76	-
	8,395.53	10,644.48
SCHEDULE - 'J'		
CASH AND BANK BALANCES		
Cash in hand	47.09	42.67
Cheques/Drafts in hand	571.62	448.06
Balance with Scheduled Banks on		
- Current Accounts	686.55	737.90
- Fixed Deposit Accounts*	558.00	264.29
	1,863.26	1,492.92
* Receipts pledged with Banks as Margin Money		
SCHEDULE - 'K'		
Other Current Assets		
Subsidies Receivable from Central/State Governments	602.75	666.64
	602.75	666.64
SCHEDULE - 'L'		
LOANS AND ADVANCES (Unsecured, considered good)		
Loans to Employees (Bearing Interest)	6.97	8.13
Advances recoverable in cash or in kind or for value to be received	1,478.86	1,511.91
Share Application Money	1,291.00	405.95
Advance Income Tax (Net of Provisions)	458.06	75.56
Deposits	670.10	699.20
Balance with Excise, Customs and Other Government Authorities	666.84	459.30
	4,571.83	3,160.05
Note : The above includes		
a) Advance to Cent Ply Pvt. Ltd., a subsidiary company	13.18	-
Maximum amount due at any time during the year	94.59	-
b) Share Application Money to Meghalaya Power Ltd., a subsidiary company	1,100.00	40.00
Maximum amount due at any time during the year	1,300.00	40.00
c) Amount due from a Director of the company	0.70	-
Maximum amount due at any time during the year	0.70	-

Schedules to Balance Sheet as at 31st March, 2009

(Rs. in Lacs)

	As at 31.03.2009	As at 31.03.2008
SCHEDULE - 'M'		
CURRENT LIABILITIES & PROVISIONS		
a) CURRENT LIABILITIES		
Sundry Creditors		
- Dues to Micro, Small and Medium Enterprises (Refer Note No.10 on Schedule 'W')	-	-
- Dues to Others*	3,964.21	8,196.59
Interest accrued but not due on loans	52.51	-
Investors Education Fund (Payable when due)		
Unpaid Dividend	8.45	6.86
Advance from Customers	126.04	53.99
Other Liabilities	1,243.36	1,639.54
	5,394.57	9,896.98
* Includes amount due to Auro Sundram Ply and Door Pvt. Ltd., a subsidiary company	246.23	22.96
b) PROVISIONS		
Retirement Benefits	242.86	90.92
Fringe Benefit Tax (Net of Advance Tax)	7.00	11.00
Proposed Dividend	559.93	1,115.86
	809.79	1,217.78
SCHEDULE - 'N'		
MISCELLANEOUS EXPENDITURE		
(to the extent not written off/adjusted)		
Share Issue Expenses	-	4.82
Amalgamation Expenses	-	4.62
Others	-	10.00
	-	19.44

Schedules to Profit & Loss Account for the year ended 31st March, 2009

(Rs. in Lacs)

	2008-09	2007-08
SCHEDULE - 'O'		
INCOME FROM SALES & SERVICES		
Sale of Products	73,273.51	62,964.11
Income from Services (Gross)	349.28	226.04
[TDS Rs 11.40 Lacs (Rs 2.79 Lacs)]		
Export Incentives	198.54	158.36
	73,821.33	63,348.51
SCHEDULE - 'P'		
OTHER INCOME		
Dividend (On Long Term Non Trade Investments) (Refer Note No 7 on Schedule 'W')	2,216.78	444.89
Interest on Fixed Deposits, Loans, etc. (Gross)	48.05	74.18
[TDS Rs 8.22 Lacs (Rs 13.96 Lacs)]		
Profit on Sale of Investments [including Rs Nil (Rs 40.64 Lacs) on long term Non-Trade investments]	-	78.01
Profit on Fixed Assets Sold /Discarded (Net)	8.62	3.93
Foreign Exchange Fluctuations (Net)	-	151.26
Insurance and Other Claims	17.57	38.30
Miscellaneous Income	19.43	17.30
	2,310.45	807.87
SCHEDULE - 'Q'		
DECREASE/ (INCREASE) IN STOCK		
Opening Stock		
Finished Goods	4,385.52	3,108.41
Work in Progress	280.50	146.02
	4,666.02	3,254.43
Add : Acquired on amalgamation		
- Finished Goods	-	188.65
- Work in Progress	-	69.28
	4,666.02	3,512.36
Closing Stock		
Finished Goods	3,479.48	4,385.52
Work in Progress	817.25	280.50
	4,296.73	4,666.02
Decrease/(Increase) in Stock	369.29	(1,153.66)
SCHEDULE - 'R'		
COST OF MATERIALS		
a) Raw Materials Consumed		
Opening Stock	7,081.18	3,192.83
Add : Purchases	34,628.54	31,711.91
	41,709.72	34,904.74
Less : Closing Stock	6,655.79	7,081.18
	35,053.93	27,823.56
b) Purchase of Trading Goods	5,503.55	5,315.34
	40,557.48	33,138.90

Schedules to Profit & Loss Account for the year ended 31st March, 2009

(Rs. in Lacs)

	2008-09	2007-08
SCHEDULE - 'S'		
OPERATING, ADMINISTRATIVE & SELLING EXPENSES		
Stores & Spare parts consumed	1,093.81	999.69
Power & Fuel	3,465.37	3,027.74
Insurance Charges	102.66	85.27
Jetty Expenses	50.29	77.88
Rent	295.24	225.92
Rates & Taxes	124.07	61.40
Repairs & Maintenance		
- Buildings	59.74	61.53
- Plant & Machinery	334.28	284.85
- Others	198.22	84.97
Transport & Freight	2,278.83	1,568.13
Commission on Sales (Other than Sole Selling Agents)	207.99	194.90
Rebates & Discounts	2,081.29	666.97
Advertisement, Publicity and Sales Promotion	1,338.59	2,047.78
Communication Expenses	222.53	196.51
Directors' Remuneration	145.87	54.13
Auditors' Remuneration	26.26	13.09
Preliminary Expenses Written off	19.44	4.78
Charity and Donations	113.18	65.45
Octroi	230.65	252.47
Sales Tax for earlier years	62.28	-
Loss on Sale of Long Term Non-Trade Investments	6.22	-
Irrecoverable Debts/Advances written off	97.58	-
Provision for Doubtful Debts	179.76	-
Miscellaneous Expenses	1,266.79	1,040.88
	14,000.94	11,014.34
SCHEDULE - 'T'		
PERSONNEL COST		
Salaries, Wages, Bonus, etc.	4,245.68	2,788.37
Contribution to Provident and other Funds	312.96	262.72
Employees' Welfare Expenses	159.06	65.23
	4,717.70	3,116.32
SCHEDULE - 'U'		
Depreciation/Amortisation		
On Fixed Assets	1,705.37	1,400.59
Less : Transferred to Pre-operative expenses	6.75	-
Less : Transfer to Revaluation Reserve	6.76	7.84
	1,691.86	1,392.75
SCHEDULE - 'V'		
INTEREST AND FINANCE CHARGES		
On Fixed Loans	263.04	293.26
On Other Loans	1,263.48	753.71
	1,526.52	1,046.97
Less: Capitalised	147.49	-
	1,379.03	1,046.97
Bank Charges	376.21	179.41
	1,755.24	1,226.38

Schedules forming part of the Account

SCHEDULE - 'W'

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

(Annexed to and forming part of the Balance Sheet and Profit & Loss Account as at and for the year ended 31st March, 2009)

A. SIGNIFICANT ACCOUNTING POLICIES

i) Basis of Preparation

The financial statements have been prepared to comply in all material respects with the Accounting Standards notified by the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis except in respect of insurance and other claims, which on the grounds of prudence or uncertainty in realization, are accounted for as and when accepted/received. Except otherwise mentioned, the accounting policies applied by the Company are consistent with those used in the previous year.

ii) Use of Estimates

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

iii) Revenue Recognition

- a) Revenue from sale of goods and services rendered is recognized upon passage of title which generally coincides with delivery of materials and rendering of services to the customers.
- b) Dividend Income is recognized when the shareholders' right to receive the payment is established by the balance sheet date.
- c) Interest income is recognized on a time proportion basis taking into account the amount outstanding and rate applicable.

iv) Fixed Assets

Fixed Assets are stated at cost or revalued amount, as the case may be, less accumulated depreciation / amortisation and impairment, if any. Cost comprises of the purchase price inclusive of duties (net of cenvat / VAT), taxes, incidental expenses and erection / commissioning expenses etc. up to the date, the asset is ready for its intended use. In case of revaluation of fixed assets, the original cost as written-up by the valuer, is considered in the accounts and the differential amount is transferred to revaluation reserve.

Machinery spares which can be used only in connection with an item of fixed assets and whose use as per technical assessment is expected to be irregular, are capitalized and depreciated over the residual life of the respective assets.

v) Impairment of Assets

The carrying amounts of assets are reviewed at each balance sheet date to determine if there is any indication of impairment based on external/internal factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount which represents the greater of the net selling price and 'Value in use' of the assets. The estimated future cash flows considered for determining the value in use, are discounted to their present value at the weighted average cost of capital.

Schedules forming part of the Account

vi) Depreciation / Amortization

- a) The classification of plant and machinery into continuous and non-continuous process is done as per technical certification and depreciation thereon is provided accordingly.
- b) Depreciation on fixed assets is provided under Written down Value method at the rates prescribed in Schedule XIV of the Companies Act, 1956.
- c) Depreciation on revalued assets is provided at the rates specified under section 205 (2)(b) of the Companies Act, 1956. However, in case if fixed assets whose life is determined by the valuer to be less than their useful life under section 205, depreciation is provided at higher rate, to ensure the write off of these assets over their useful life.
- d) Depreciation on fixed assets added / disposed of during the year is provided on pro-rata basis with reference to the date of addition / disposal.
- e) Leasehold properties are depreciated over the primary period of lease or their respective useful lives, whichever is shorter.
- f) Intangible assets are amortized on a written down value method over a period of 5 years.
- g) In case of impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

vii) Foreign Currency Transactions

a) Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount, the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

b) Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction, and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

c) Exchange Differences

Exchange differences arising on the settlement / conversion of monetary items are recognized as income or expenses in the year in which they arise.

d) Forward Exchange Contracts not entered for trading or speculation purpose

The premium or discount arising at the inception of forward exchange contracts is amortized as expenses or income over the life of the respective contracts. Exchange differences on such contracts are recognized in the statement of profit and loss in the period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contracts is recognized as income or expense for the year.

viii) Investments

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

Schedules forming part of the Account

ix) Inventories

- a) Raw Materials, stores and spares are valued at lower of cost and net realizable value. However, these items are considered to be realizable at cost if the finished products, in which they will be used, are expected to be sold at or above cost. Cost is determined on a weighted average basis.
- b) Work in progress and finished goods are valued at lower of cost and net realisable value. Cost includes direct materials & labour and a part of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty.
- c) Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

x) Government Grants and subsidies

Government Grants and subsidies are recognized when there is reasonable assurance that the same will be received. Revenue grants / subsidies are recognized in the Profit & Loss Account. Capital grants relating to specific fixed assets are reduced from the gross value of the respective fixed assets. Other capital grants are credited to capital reserve.

xi) Research Costs and Development costs

Research costs are expensed as incurred. Development expenditure incurred on an individual project is carried forward when its future recoverability can reasonably be regarded as assured. Any expenditure carried forward is amortised over the period of expected future sales from the related project, not exceeding ten years.

The carrying value of development costs is reviewed for impairment annually when the asset is not yet in use, and otherwise when events or changes in circumstances indicates that the carrying value may not be recoverable.

xii) Retirement and other employee benefits

- a) Retirement benefit in the form of Provident Fund is a defined contribution scheme and is charged to the Profit and Loss Account of the year when the contributions to the respective funds are due. The Company has no obligations other than the contribution payable to the respective funds.
- b) Gratuity liability, being a defined benefit obligation, is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.
- c) Short term compensated absences are provided for based on estimates. Long term compensated absences are provided for based on actuarial valuation which is done as per projected unit credit method at the end of each financial year.
- d) Actuarial gains / losses are immediately taken to profit and loss account and are not deferred.

xiii) Earning per Share

Basic Earning per Share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted number of equity shares outstanding during the year.

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

xiv) Excise Duty and Custom Duty

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

Schedules forming part of the Account

xv) **Borrowing Costs**

Borrowing costs relating to acquisition / construction of qualifying assets are capitalized until the time all substantial activities necessary to prepare the qualifying assets for their intended use are complete. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

xvi) **Taxation**

Tax expenses comprises of current, deferred and fringe benefit tax. Current income tax and fringe benefit tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. Deferred income taxes reflect the impact of current year timing differences between taxable income for the year and reversal of timing differences of earlier years.

The deferred tax for timing differences between the book and tax profits for the year is accounted for using the tax rates and laws that have been substantially enacted as of the Balance Sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. If the company has carry forward unabsorbed depreciation and tax losses, deferred tax assets are recognized only to the extent there is virtual certainty supported by convincing evidence that sufficient taxable income will be available against which such deferred tax asset can be realized.

The carrying amounts of deferred tax assets are reviewed at each balance sheet date. The company writes-down the carrying amount of deferred tax assets to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Minimum Alternate Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. The company reviews the carrying amount of MAT at each Balance Sheet date and writes down MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the company will pay normal income-tax during specified period.

xvii) **Segment Reporting**

a) **Identification of segments**

The company has identified that its business segments are the primary segments. The Company's business are organized and managed separately according to the nature of products/services, with each segment representing a strategic business unit that offers different products/services and serves different markets. The analysis of geographical segments is based on the areas in which the customers of the company are located.

b) **Allocation of Common Costs**

Common allocable costs are allocated to each segment on case to case basis applying the ratio, appropriate to each relevant case. Revenue and expenses, which relate to the enterprise as a whole and are not allocable to segment on a reasonable basis, have been included under the head "Unallocated". The accounting policies adopted for segment reporting are in line with those of the Company's accounting policies.

Schedules forming part of the Account

xviii) Fixed Assets Acquired under Lease

a) Finance Lease

Assets acquired under lease agreements which effectively transfer to the company substantially all the risk and benefits incidental to ownership of the leased items, are capitalized at the lower of the fair value and present value of minimum lease payment at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between the finance charges and the reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of their liability. Finance charges are charged directly to the expenses account.

b) Operating Lease

Leases where the lessor effectively retains substantially all the risks and benefits of the ownership of the leased assets are classified as operating leases. Operating lease payments are recognized as an expense in the profit and loss account. .

xix) Cash and Cash equivalents

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

xx) Provision

A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

Provisions made in terms of Accounting Standard 29 are not discounted to its present value and are determined based on best estimates required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates.

xxi) Contingencies

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

B. NOTES ON ACCOUNTS

	As at 31.03.2009	(Rs. in Lacs) As at 31.03.2008
1 Estimated amount of contracts remaining to be executed on Capital Account (net of advances) and not provided for	410.31	31.04
2 Contingent Liabilities not provided for in respect of :-		
a) Demands / Claims by various Government Authorities and others not acknowledged as debts:		
i) Excise Duty	119.95	-
ii) Sales Tax / VAT	249.02	125.43
iii) Income Tax	457.57	298.73
Total	826.54	424.16
b) Unredeemed bank guarantees	197.80	149.34
c) Bills discounted with banks	453.59	563.99
d) Letters of credit issued by the banks	1625.38	1832.03
e) Custom Duty on import under EPCG Scheme against which Export obligation is to be fulfilled	29.11	113.34

Schedules forming part of the Account

11. The Company's financial results for the current year have been adversely affected due to significant depreciation in the value of Indian Rupee against various foreign currencies owing to abnormal financial conditions prevailing globally. Such differences aggregating to Rs 3266.61 Lacs, in relation to the operating balances, have been considered as exceptional items.

12. (a) **Operating Lease**

Certain office premises, depots, etc. are obtained on operating lease. The lease term is for 1-3 years and renewable for further period either mutually or at the option of the Company. There is no escalation clause in the lease agreement. There are no restrictions imposed by lease arrangements. There are no subleases. The leases are cancelable.

(Rs. in Lacs)

Particulars	2008-2009	2007-2008
Lease payments made for the year*	245.14	165.16
Contingent rent recognized in Profit & Loss Account	Nil	Nil

* Excluding lease rent for use of Land Rs. 50.10 lacs (Rs 60.76 lacs)

- (b) Fixed Assets include certain Vehicles obtained on finance lease. The year-wise break-up and future obligation towards minimum lease payments of Rs 627.75 lacs (Rs Nil) consisting of present value of lease payments and finance charges of Rs 490.68 lacs (Rs Nil) and Rs 137.07 lacs (Rs Nil) respectively under the respective agreements as on 31st March, 2009 is given below:

(Rs. in Lacs)

Particulars	Not later than 1 year		Later than 1 year but not later than 5 years	
	Minimum lease payments	Present value as on 31.03.2009	Minimum lease payments	Present value as on 31.03.2009
Finance Lease	139.50	88.75	488.25	401.93

* Rate of Interest - 11.25 %

13. The Company has a defined benefit gratuity plan. 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 scheme is funded with an insurance company.

The following tables summarize the components of net benefit expenses recognized in the Profit & Loss Account and the funded status and amounts recognized in the balance sheet for the Gratuity.

(Rs. in Lacs)

Sl. No.		2008-2009	2007-2008
i)	Net Employee Expense/(benefit)		
	Current service cost	64.34	33.07
	Interest cost on benefit obligation	22.47	14.04
	Expected return on plan assets	(17.24)	(12.29)
	Net Actuarial loss recognized in the year	105.84	3.26
	Total employer expense	175.41	38.08
ii)	Actual return on plan assets	8%	8%
iii)	Benefit Asset / (Liability)		
	Fair Value of Plan Assets	231.49	183.89
	Defined benefit obligation	363.32	198.84
	Benefit Asset / (Liability)	(131.83)	(14.95)
iv)	Movement in benefit liability		
	Opening defined benefit obligation	198.84	152.30
	Interest cost	22.47	14.04
	Current service cost	64.34	33.07
	Benefits paid	(28.38)	(3.41)
	Actuarial (gains) / losses	106.05	2.84
	Closing benefit obligation	363.32	198.84

Schedules forming part of the Account

(Rs. in Lacs)

Sl. No.		2008-2009	2007-2008
v)	Movement in fair value of plan assets		
	Opening fair value of plan assets	183.89	133.97
	Expected Return on plan assets	17.24	12.29
	Contribution by employer	58.53	41.46
	Benefits paid	(28.38)	(3.41)
	Actuarial gains / (losses) on obligation	0.21	(0.42)
	Closing fair value of plan assets	231.49	183.89
vi)	The major categories of plan assets as a percentage of the fair value of total plan assets		
	Funded with insurer	100%	100%
vii)	The Principal actuarial assumptions are as follows:		
	Discount rate	8%	7.5%
	Expected Return on plan assets	8%	8%
	Salary Increase	5%	5%
	Withdrawal rates (Varying between per annum depending upon the duration and age of the employees)	1% - 2%	1% - 2%

viii) Amount incurred as expense for defined contribution to Provident Fund is Rs. 195.98 Lacs (Rs. 160.36 lacs).

ix) The estimates of future salary increases considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

x) The Company expects to contribute Rs. 130 lacs to Gratuity fund in 2009-2010.

xi) The details for the current period are as follows :

(Rs. in Lacs)

Sl. No.		2008-2009	2007-2008
	Defined Benefit Obligation	363.32	198.84
	Plan Assets	231.49	183.89
	Surplus / (Deficit)	(131.83)	(14.95)
	Experience adjustments on plan liabilities*		
	Experience adjustments on plan assets*		

* The management has relied on the overall actuarial valuation conducted by the actuary. However, experience adjustments on plan liabilities and assets are not readily available and hence not disclosed.

14. Details of Auditors' Remuneration:

(Rs. in Lacs)

	2008-2009	2007-2008
As Auditors	12.50	5.00
For Limited Reviews	7.55	1.25
For Tax Audit	-	0.81
Reimbursement of Expenses	0.03	-
Payment to Branch Auditors – As Auditors	6.18	6.03
Total	26.26	13.09

Schedules forming part of the Account

15. Earning per Share (EPS):

In terms of Accounting Standard - 20, the calculation of EPS is given below:

(Rs. in Laacs)

	2008-2009	2007-2008
Profit as per Profit & Loss Account	1111.24	4462.43
Less : Preference dividend for the year	4.50	4.50
Profit available for Equity Shareholders	1106.74	4457.93
Weighted average number of Equity Shares outstanding during the year	222172990	222172990
Nominal value of equity shares (Re.)	1	1
Basic and Diluted earnings per share (EPS) (Rs)	0.50	2.01

16. The following foreign currency exposures are not hedged as on the balance sheet date:

(Rs. in Laacs)

Nature of Item	2008-2009	2007-2008
Loans	2547.50	2006.25
Buyer's credit	10287.42	1785.89
Debtors	102.63	197.42
Creditors	2576.92	5744.01

17. Charity and Donations includes Rs. Nil (Previous Year Rs. 0.60 Laacs) paid to the Bhartiya Janata Party for political purposes.

18. Related Party Disclosures

a) Name of the related parties:

Subsidiary Companies	Cement Manufacturing Company Ltd.
	Auro Sundram Ply and Door Pvt. Ltd.
	Cent Ply Pvt. Ltd. (with effect from 1st October, 2008)
	Megha Technical & Engineers Pvt. Ltd.
	Meghalaya Power Ltd. (with effect from 14th July, 2008)
	Star Cement Meghalaya Ltd.
Key Management Personnel	Sri Sajjan Bhajanka (Managing Director)
	Sri Sanjay Agarwal (Joint Managing Director)
	Sri Prem Kumar Bhajanka (Joint Managing Director) (with effect from 1st August, 2008)
	Sri Vishnu Khemani (Joint Managing Director) (with effect from 1st August, 2008)
	Sri Hari Prasad Agarwal (Executive Director)
	Sri Ajay Baldawa (Executive Director)
	Sri Nag Raj Tater (Executive Director) (upto 16th April, 2008)
	Sri Brij Bhushan Agarwal
	Sri Arun Kumar Julasaria (Chief Financial Officer cum Company Secretary)

Schedules forming part of the Account

Enterprises Owned/ Influenced by Key Management Personnel or their relatives.	Brijdham Merchants Pvt. Ltd.
	Sriram Merchants Pvt. Ltd.
	Sriram Vanijya Pvt. Ltd.
	Sumangal Business Pvt. Ltd.
	Sumangal International Pvt. Ltd.
	Century Star Shipping Ltd.
	Meghalaya Power Ltd. (upto 13th July, 2008)
	Ara Suppliers Pvt. Ltd.
	Apnapan Viniyog Pvt. Ltd.
	Adonis Vyaper Pvt. Ltd.
	Arham Sales Pvt. Ltd.
	Skipper Steels Ltd.
	Cent Ply Pvt. Ltd. (upto 30th Sept., 2008)
	Puri Ports Ltd.
Riangdo Veneers Pvt. Ltd.	
Relatives of Key Management Personnel	Smt. Santosh Bhajanka (Wife of Sri Sajjan Bhajanka)
	Smt. Divya Agarwal (Wife of Sri Sanjay Agarwal)
	Smt. Sumitra Devi Agarwal (Wife of Sri Hari Prasad Agarwal)
	Smt. Yash Bhajanka (Wife of Sri Prem Kumar Bhajanka)
	Smt. Mittu Agarwal (Wife of Sri Brij Bhushan Agarwal)
	Smt. Sudha Khemani (Wife of Sri Vishnu Khemani)

b) Aggregate Related Party disclosure as at and for the year ended 31st March, 2009

(Rs. in Lacs)

Sl No.	Type of Transactions	Subsidiaries		Enterprises owned/ Influenced by Key Management Personnel or their relatives		Key Management Personnel		Relatives of Key Management Personnel		Total	
		2008-09	2007-08	2008-09	2007-08	2008-09	2007-08	2008-09	2007-08	2008-09	2007-08
1	Purchase of Trading Good										
	Auro Sundram Ply and Door Pvt. Ltd.	2,542.47	1,510.52	-	-	-	-	-	-	2,542.47	1,510.52
	Riangdo Veneers Pvt. Ltd.	-	-	140.37	210.82	-	-	-	-	140.37	210.82
	Others	144.63	9.38	-	-	-	-	-	-	144.63	9.38
2	Sale of Trading Goods										
	Cement Manufacturing Company Ltd.	542.14	15.80	-	-	-	-	-	-	542.14	15.80
	Others	108.30	21.93	7.48	3.56	-	-	-	-	115.78	25.49
3	Purchase of Fixed Assets										
	Sriram Merchants Pvt. Ltd.	-	-	1.65	-	-	-	-	-	1.65	-
	Cement Manufacturing Company Ltd.	0.32	-	-	-	-	-	-	-	0.32	-
	Sriram Vanijya Pvt. Ltd.	-	-	-	4.00	-	-	-	-	-	4.00
4	Sale of Fixed Assets										
	Meghalaya Power Ltd.	186.05	-	-	-	-	-	-	-	186.05	-
	Cent Ply Pvt. Ltd.	57.42	-	41.12	-	-	-	-	-	98.54	-
	Others	4.64	-	-	-	-	-	-	-	4.64	-
5	Loan taken										
	Cement Manufacturing Company Ltd.	3,045.00	1,050.00	-	-	-	-	-	-	3,045.00	1,050.00
	Sriram Vanijya Pvt. Ltd.	-	-	709.50	724.87	-	-	-	-	709.50	724.87
	Sumangal International Pvt. Ltd.	-	-	591.50	485.04	-	-	-	-	591.50	485.04
	Brijdham Merchants Pvt. Ltd.	-	-	238.20	159.27	-	-	-	-	238.20	159.27
	Others	100.00	-	229.00	176.10	-	-	-	-	329.00	176.10

Schedules forming part of the Account

(Rs. in Lacs)

Sl No.	Type of Transactions	Subsidiaries		Enterprises owned/ Influenced by Key Management Personnel or their relatives		Key Management Personnel		Key Management Personnel		Total	
		2008-09	2007-08	2008-09	2007-08	2008-09	2007-08	2008-09	2007-08	2008-09	2007-08
6	Loan repaid										
	Cement Manufacturing Company Ltd.	3,045.00	1,050.00		-	-	-	-	-	3,045.00	1,050.00
	Sriram Vanijya Pvt. Ltd.	-	-	752.87	681.50	-	-	-	-	752.87	681.50
	Sumangal International Pvt. Ltd.	-	-	690.84	385.70	-	-	-	-	690.84	385.70
	Others	100.00	-	549.98	252.60	-	-	-	-	649.98	252.60
7	Share Application Money										
	Meghalaya Power Ltd.	1,060.00	-	-	40.00	-	-	-	-	1,060.00	40.00
	Others	-	-	10.00	177.95	-	-	-	-	10.00	177.95
8	Purchase of Investments										
	Smt. Santosh Bhajanka	-	-	-	-	-	-	13.80	-	13.80	-
	Others	-	-	-	-	0.10	2.00	-	-	0.10	2.00
9	Sale of Investments										
	Sumangal International Pvt. Ltd.	-	-	35.53	-	-	-	-	-	35.53	-
	Sriram Vanijya Pvt. Ltd.	-	-	35.54	-	-	-	-	-	35.54	-
10	Investment Made										
	Meghalaya Power Ltd.	200.00	-	-	-	-	-	-	-	200.00	-
	Cent Ply Pvt. Ltd.	800.00	-	-	-	-	-	-	-	800.00	-
	Others	-	-	-	2.00	-	-	-	-	-	2.00
11	Interest Paid										
	Cement Manufacturing Company Ltd.	170.38	9.91	-	-	-	-	-	-	170.38	9.91
	Sriram Vanijya Pvt. Ltd.	-	-	24.05	13.96	-	-	-	-	24.05	13.96
	Sumangal International Pvt. Ltd.	-	-	15.75	22.55	-	-	-	-	15.75	22.55
	Others	5.36	-	19.49	16.29	-	-	-	-	24.85	16.29
12	Dividend Received										
	Cement Manufacturing Company Ltd.	2,216.06	44.30	-	-	-	-	-	-	2,216.06	44.30
13	Dividend Paid										
	Sri Sajjan Bhajanka	-	-	-	-	111.60	-	-	-	111.60	-
	Sri Sanjay Agarwal	-	-	-	-	94.61	-	-	-	94.61	-
	Smt. Divya Agarwal	-	-	-	-	-	-	83.75	-	83.75	-
	Sri Prem Kumar Bhajanka	-	-	-	-	79.04	-	-	-	79.04	-
	Others	-	-	188.94	-	85.30	-	141.74	-	415.98	-
14	Remuneration Paid										
	Sri Sajjan Bhajanka	-	-	-	-	28.00	12.00	-	-	28.00	12.00
	Sri Sanjay Agarwal	-	-	-	-	28.00	12.00	-	-	28.00	12.00
	Sri Hari Prasad Agarwal	-	-	-	-	16.00	10.00	-	-	16.00	10.00
	Sri Ajay Baldawa	-	-	-	-	15.33	10.00	-	-	15.33	10.00
	Sri Prem Kumar Bhajanka	-	-	-	-	24.00	-	-	-	24.00	-
	Sri Vishnu Khemani	-	-	-	-	24.00	-	-	-	24.00	-
	Others	-	-	-	-	15.18	16.26	-	-	15.18	16.26
15	Guarantees Obtained										
	Sri Sajjan Bhajanka	-	-	-	-	25,799.12	26,566.54	-	-	25,799.12	26,566.54
	Sri Sanjay Agarwal	-	-	-	-	21,904.05	22,300.28	-	-	21,904.05	22,300.28
	Sri Hari Prasad Agarwal	-	-	-	-	21,904.05	22,300.28	-	-	21,904.05	22,300.28
	Others	-	-	-	-	4,817.07	5,152.74	-	-	4,817.07	5,152.74
16	Balance Outstanding on account of										
A	Receivable/(Payable)										
	Auro Sundram Ply and Door Pvt. Ltd.	(243.72)	(22.96)	-	-	-	-	-	-	(243.72)	(22.96)
	Others	13.18	-	(2.18)	-	-	-	-	-	11.00	-
B	Share Application Money										
	Adonis Vyaper Pvt. Ltd.	-	-	47.50	47.50	-	-	-	-	47.50	47.50
	Apnapan Viniyog Pvt. Ltd.	-	-	47.50	47.50	-	-	-	-	47.50	47.50
	Ara Suppliers Pvt. Ltd.	-	-	48.50	48.50	-	-	-	-	48.50	48.50
	Arham Sales Pvt. Ltd.	-	-	47.50	47.50	-	-	-	-	47.50	47.50
	Meghalaya Power Ltd.	1,100.00	40.00	-	-	-	-	-	-	1,100.00	40.00

Schedules forming part of the Account

(Rs. in Lacs)

Sl No.	Type of Transactions	Subsidiaries		Enterprises owned/ Influenced by Key Management Personnel or their relatives		Key Management Personnel		Key Management Personnel		Total	
		2008-09	2007-08	2008-09	2007-08	2008-09	2007-08	2008-09	2007-08	2008-09	2007-08
C	Loans										
	Brijdham Merchants Pvt. Ltd.	-	-	-	82.78	-	-	-	-	-	82.78
	Sriram Vanijya Pvt. Ltd.	-	-	-	43.37	-	-	-	-	-	43.37
	Sumangal International Pvt. Ltd.	-	-	-	99.34	-	-	-	-	-	99.34
D	Remuneration										
	Sri Prem Kumar Bhajanka	-	-	-	-	1.98	-	-	-	1.98	-
	Sri Arun Kumar Julasaria	-	-	-	-	1.23	-	-	-	1.23	-

19. The Company's segment information as at and for the Year ended 31st March, 2009 are as below:

(Rs. in Lacs)

Sl		Plywood	Laminate	Ferro Alloys	Power	Others	Total
A	Revenue(Gross)						
	External Sales	49445.15 (41761.23)	12757.76 (10624.17)	8849.71 (6915.89)	936.21 -	1,832.50 (4047.22)	73821.33 (63348.51)
	Inter-segment Sales	- -	- -	- -	2541.57 (2458.83)	- -	2541.57 (2458.83)
	Total Revenue(Gross)	49445.15 (41761.23)	12757.76 (10624.17)	8849.71 (6915.89)	3477.78 (2458.83)	1832.50 (4047.22)	76362.90 (65807.34)
B	Result						
	Segment Results	369.62 (3974.59)	538.15 (746.63)	2074.27 (1440.50)	480.98 (26.48)	54.83 (247.42)	3517.85 (6435.62)
	Unallocated Income/ (Expenses) (Net of unallocated expenses/income)						-1324.72 (807.87)
	Operating Profit						2193.13 (7243.49)
	Interest Expense						1379.03 (1046.97)
	Provison for Taxation						38.21 (1631.86)
	Fringe Benefit Tax						69.59 (64.91)
	Deferred Tax						-404.94 (37.32)
	Net Profit						1111.24 (4462.43)
	Other Information						
A	Total Assets						
	Segment Assets	18961.80 (18948.16)	7220.38 (8447.60)	2951.30 (3724.01)	3409.77 (3613.26)	4379.24 (3348.28)	36922.49 (38081.31)
	Unallocated Corporate/Other Assets						5956.68 (3295.17)
							42879.17 (41376.48)

Schedules forming part of the Account

(Rs. in Lacs)

Sl		Plywood	Laminate Alloys	Ferro	Power	Others	Total
B	Total Liabilities						
	Segment Liabilities	3105.99 (8589.81)	2033.64 (717.24)	108.26 (273.81)	45.49 (70.84)	282.21 (1451.87)	5575.59 (11103.57)
	Unallocated Corporate/Other Liabilities						20429.18 (13962.50)
							26004.77 (25066.07)
C	Capital Expenditure	654.04 (649.57)	140.07 (172.88)	5.74 (92.47)	58.61 (244.00)	2940.07 (828.25)	3,798.53 (1987.17)
D	Depreciation/Amortisation	700.18 (275.68)	362.46 (401.03)	130.65 (139.20)	397.41 (442.78)	101.16 (134.06)	1691.86 (1392.75)
E	Geographical Segment						
	i. Revenue (Gross)						
	India						71544.29 (61218.17)
	Overseas						2277.04 (2130.34)
	ii. Carrying amount of Segment Assets						
	India						36822.91 (37883.89)
	Overseas						99.58 (197.42)

Notes:

- Business Segments: The business segments have been identified on the basis of the products of the Company. Accordingly, the Company has identified following business segments:
 - Plywood - Plywood, Block-Board, Veneer & Timber
 - Laminate - Decorative Laminates & Pre-laminated Boards
 - Ferro-Alloys - Ferro Silicon
 - Power - Generation of Power
 - Others - Logistic, Adhesives & Chemicals
 - Geographical Segments: The Company primarily operates in India and therefore the analysis of geographical segments is demarcated into India and overseas operations.
 - The company has common fixed assets for producing goods for domestic and overseas market. Hence separate figures for fixed assets/additions to fixed assets have not been furnished.
20. Foreign Exchange loss of Rs 2724.86 lacs (Net) towards creditors/Debtors pertaining to specific segments has been included as unallocable expenses/Income instead of the relevant segments results as the amount of such exchange loss for different segments is not ascertainable.

Schedules forming part of the Account

21. Information Pursuant to the Provisions of Paragraphs 3,4c and 4d of Part II of the Companies Act,1956

a) Details of Products Manufactured, Turnover, Opening Stock, Closing Stock, etc. :

	Particulars	Unit	Lincensed Capacity Per Annum	Installed Capacity Per Annum	Opening Stock		Production	Purchases		Turnover (b)		Closing Stock	
					Quantity	Amount Rs. in Lacs	Quantity	Quantity	Amount Rs. in Lacs	Quantity	Amount Rs. in Lacs	Quantity	Amount Rs. in Lacs
i)	Plywood	CBM	Not Applicable	100820 (100820)	6,214 (5,386)	1,500.22 (979.93)	76,742 (71,003)	24,021 (24,356)	4,574.40 (2,713.89)	100,378 (94,530)	42,536.67 (35,770.46)	5,711 (6,215)	1,568.11 (1,500.22)
ii)	Veneer	CBM	Not Applicable	149000 (149000)	1,408 (435)	260.40 (103.80)	73,732 (a) (72,203)	80 (52)	31.16 (3.34)	27,258 (29,311)	6,703.52 (5,342.39)	713 (1,408)	430.85 (260.40)
iii)	Laminate Sheets	Nos.	Not Applicable	2400000 (2400000)	359,478 (299,304)	1,267.36 (997.05)	1,953,507 (2,203,068)	- (-)	- (-)	2,036,355 (2,142,894)	10,625.60 (9,063.63)	276,630 (359,478)	1,131.27 (1,267.36)
iv)	Pre-Laminated Boards	SQM	Not Applicable	800000 (800000)	20,672 (31,439)	41.14 (94.12)	273,108 (244,246)	- (-)	- (-)	290,124 (255,013)	1,108.71 (1,097.37)	3,656 (20,672)	11.41 (41.14)
v)	Ferro Silicon	MT	Not Applicable	10620 (10620)	557 (313)	244.59 (93.40)	10,214 (13,316)	- (-)	- (-)	10,501 (13,072)	7,898.09 (6,916.17)	270 (557)	95.71 (244.59)
vi)	Silicon Manganese	MT			- (-)	- (-)	1,145 (-)	- (-)	- (-)	1,100 (-)	951.62 (-)	45 (-)	16.32 (-)
vii)	Power	MW	Not Applicable	13.80 (13.80)	- (-)	- (-)	108,604 (a) (109,232)	- (-)	- (-)	17,664 (-)	936.21 (-)	- (-)	- (-)
viii)	Adhesives	MT	Not Applicable	2000 (2000)	104 (107)	58.11 (55.47)	435 (1,199)	- (109)	- (69.46)	536 (1,310)	494.02 (1,159.06)	3 (105)	1.52 (58.11)
ix)	MDF/PPB	CBM			1,019 (-)	140.95 (-)	- (-)	4,318 (2,870)	630.08 (431.20)	4,731 (1,851)	891.59 (299.34)	606 (1,019)	90.30 (140.95)
x)	Chemicals	MT			822 (158)	824.33 (834.13)	- (-)	314 (2,410)	267.91 (2,097.45)	1,069 (a) (1,746)	989.21 (2,582.48)	67 (822)	113.61 (824.33)
xi)	Timber	CBM			301 (1,042)	36.83 (127.57)				134 (741)	10.98 (94.49)	167 (301)	20.38 (36.83)
xii)	Others					11.59 (11.59)					127.29 (638.72)		- (11.59)
						4,385.52 (3,297.06)		28,733 (29,797)	5,503.55 (5,315.34)	2,489,850 (2,540,468)	73,273.51 (62,964.11)		3,479.48 (4,385.52)

a) Includes 48137 CBM (41971 CBM) of Veneer, 90939 MW (109232 MW) power and 487 MT (Nil) chemicals for own consumption.

b) Includes Excise duty and Sales tax/ VAT.

Note : Installed capacity have been certified by the management and accepted as correct by the auditors.

b) Raw Materials Consumed

	Unit of Qty.	2008-09		2007-08		
		Quantity	Value (Rs. Lacs)	Quantity	Value (Rs. Lacs)	
i	Timber Logs	CBM	118191.16	19370.90	110936	13016.65
ii	Veneer	CBM	91068.07	4285.23	47539	4709.61
iii	Chemicals	KGS/LTR	12670097.77	5104.29	16546924	5052.05
iv	Paper	KGS	5652161	3683.61	6486940.24	3227.45
v	Particle Board	CBM	283588.00	509.62	4124.82	426.46
vi	Coal/Charcoal/Lame Coke	MT	1737.00	179.80	2378	110.35
vii	Super Screen Coal	MT	14372.00	814.53	16703	828.96
viii	Quartz	MT	19521.00	200.89	25546	239.45
ix	Mill Scale	MT	3592.00	101.19	5147	128.43
x	Manganese Ore/Slag	MT	2823.00	700.41	---	---
xi	Others			103.46		84.15
	Total			35053.93		27823.56

Schedules forming part of the Account

c) Value of Imported and indigenous Raw-materials, stores, Spare parts etc and their percentage to total consumption: (Rs. in Lacs)

	2008-09		2007-08	
	Value	%	Value	%
Raw Materials				
- Imported	25049.02	71.46	16788.48	60.34
- Indigenous	10004.91	28.54	11035.08	39.66
Total	35053.93	100.00	27823.56	100.00
Stores & Spare parts, etc.				
- Imported	9.97	0.91	18.35	1.84
- Indigenous	1083.84	99.09	981.34	98.16
Total	1093.81	100.00	999.69	100.00

d) Value of Imports (CIF): (Rs. in Lacs)

	2008-09	2007-08
Raw Materials	21678.43	18835.47
Capital goods	450.87	186.77
Purchases of Finished Goods	55.82	-
Stores & Spares	19.95	18.85

e) Expenditures in Foreign Currency: (Rs. in Lacs)

	2008-09	2007-08
Travelling Expenses	27.30	25.83
Interest	102.30	19.35
Others	28.55	5.08
Total	158.15	50.26

f) Earnings in Foreign Currency: (Rs. in Lacs)

	2008-09	2007-08
Export (FOB Value)	2177.47	2268.91

22. The Figures of previous year were audited by firms of Chartered Accountants other than S R Batliboi & Co. Figures given in brackets are for the previous year and the same have been regrouped and / or rearranged, wherever necessary.

Signatures to Schedules 'A' to 'W'

For **S.R. Batliboi & Co.**
Chartered Accountants

Per **R.K. Agrawal**
Partner
Membership No. 16667
Kolkata, 30th June, 2009

For and on behalf of the Board

Sajjan Bhajanka - Managing Director
Sanjay Agarwal - Jt. Managing Director
A.K. Julasaria - CFO & Secretary

BALANCE SHEET ABSTRACT AND COMPANY'S BUSINESS PROFILE

I. REGISTRATION DETAILS

Registration No. State Code
 Balance Sheet Date

II. Capital raised during the year (Amount in Rs. Thousand)

Public Issue Rights Issue
 Bonus Issue Private Placement

III. Position of Mobilisation and Deployment of funds (Amount in Rs Thousand)

Total Liability Total Assets

Sources of Funds

Paid Up Capital Reserves & Surplus
 Secured Loans Unsecured Loans
 Deferred Tax Liability

Application of Funds

Net Fixed Assets Investments
 Net Current Assets Miscellaneous Expenditure
 Accumulated Losses

IV. Performance of the Company (Amount in Rs. Thousand)

Turnover Total Expenditure
 Other Income Profit After Tax
 Profit Before Tax
 Earnings per Share in Rs. . Dividend %

V. Generic Names of Three Principal Products/Services of the Company (as per monetary terms)

Item Code No.(ITC Code) .
 Product Description
 Item Code No.(ITC Code) .
 Product Description
 Item Code No.(ITC Code) .
 Product Description
 Item Code No.(ITC Code)
 Product Description

For and on behalf of the Board

Sajjan Bhajanka - *Managing Director*
Sanjay Agarwal - *Jt. Managing Director*
A.K. Julasaria - *CFO & Secretary*

Statement Pursuant to Section 212 of the Companies Act, 1956, relating to Subsidiary Companies

Sl	Name of the Subsidiary	Direct Subsidiaries				Ultimate Subsidiaries	
		Cement Manufacturing Co. Ltd.	Auro Sundram Ply and Door Pvt. Ltd.	Cent Ply Pvt. Ltd.	Meghalaya Power Ltd.	Megha Technical & Engineers Pvt. Ltd.	Star Cement Meghalaya Ltd.
1	Financial year of the Subsidiary ended on	31st March, 2009	31st March, 2009	31st March, 2009	31st March, 2009	31st March, 2009	31st March, 2009
2	Date from which they became Subsidiary	1st October, 2005	20th December, 2006	1st October, 2008	14th July, 2008	23rd March, 2006	2nd June, 2007
3	Shares of the Subsidiary held by the Company/Direct Subsidiary as on 31st March, 2009 a) Number of Shares b) Face value of Shares c) Extent of Holding	2,95,47,500 Rs.10/- 70.48 %	5,10,000 Rs.10/- 51%	80,00,000 Rs. 10/- 100%	40,00,000 Rs. 10/- 98.77%	2,73,36,400 Rs.10/- 99.96%	28,37,500 Rs.10/- 100%
4	The net aggregate amount of the Subsidiary Company's profit/(loss) so far as it concerns the members of the Holding Company a) Not dealt with in the Holding Company's accounts i) For the financial year ended 31st March, 2009 ii) Upto the previous financial years of the Subsidiary Company. b) Dealt with in the Holding Company's accounts i) For the financial year ended 31st March, 2009 ii) For the previous financial year of the Subsidiary Company since they become the Holding Company' subsidiaries.	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs
	i) For the financial year ended 31st March, 2009	5595.36	17.21	(2.95)	NIL	1766.19	NIL
	ii) Upto the previous financial years of the Subsidiary Company.	6376.55	23.05	(8.82)	NIL	710.48	NIL
	i) For the financial year ended 31st March, 2009	NIL	NIL	NIL	NIL	NIL	NIL
	ii) For the previous financial year of the Subsidiary Company since they become the Holding Company' subsidiaries.	NIL	NIL	NIL	NIL	NIL	NIL

The Ministry of Corporate Affairs, Government of India vide its letter no. 47/370/2009-CL-III dated 14th May, 2009 has exempted the company from attaching the Annual Reports and other particulars of its subsidiary companies along with the Annual Report of the company required u/s 212 of the Companies Act, 1956. Therefore, the said Reports of the subsidiary companies are not attached herewith. However, a statement containing information as required by Ministry of Corporate Affairs, while granting exemption, is given hereunder:

(Rs. in Lacs)

Sl	Name of the Subsidiary	Direct Subsidiaries				Ultimate Subsidiaries	
		Cement Manufacturing Co. Ltd.	Auro Sundram Ply and Door Pvt. Ltd.	Cent Ply Pvt. Ltd.	Meghalaya Power Ltd.	Megha Technical & Engineers Pvt. Ltd.	Star Cement Meghalaya Ltd.
1	Capital	4192.14	100.00	800.00	405.00	2734.64	493.75
2	Reserves	24345.89	472.95	--	--	3487.08	--
3	Total Assets	39939.05	1381.54	2552.24	7548.89	15077.05	1759.76
4	Total Liabilities	39939.05	1381.54	2552.24	7548.89	15077.05	1759.76
5	Details of Investment (except investment in subsidiaries) - Reliance Power Ltd	24.54	--	--	--	--	--
6	Gross Turnover (including other income)	31314.24	2685.22	152.38	--	24233.28	--
7	Profit before Taxation	7980.56	38.84	26.08	--	1975.84	--
8	Provision for Taxation	41.62	5.09	29.03	--	208.94	--
9	Profit/(Loss) after Taxation	7938.94	33.75	(2.95)	--	1766.90	--
10	Proposed Dividend	--*	--	--	--	--	--

* Cement Manufacturing Co. Ltd. has paid Rs. 2096.07 Lacs as Interim Dividend during the Financial Year 2008-09

For and on behalf of the Board

Sajjan Bhajanka - Managing Director

Sanjay Agarwal - Jt. Managing Director

A.K. Julasaria - CFO & Secretary

AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

TO THE BOARD OF DIRECTORS OF CENTURY PLYBOARDS (INDIA) LIMITED

1. We have audited the attached Consolidated Balance Sheet of CENTURY PLYBOARDS (INDIA) LIMITED (the Company) and its subsidiaries as at 31st March, 2009 and also the Consolidated Profit and Loss Account and the Consolidated Cash Flow Statement for the year ended on that date, annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes, examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. We have not audited the financial statements and other financial information of the Company's subsidiaries, whose financial statements reflect total assets of Rs. 61,293.34 lacs as at 31st March, 2009, total revenues of Rs. 42,388.34 lacs and net cash flows of Rs. 1,646.19 lacs for the year then ended. The financial statements of the subsidiaries have been audited by other auditors, whose reports have been furnished to us, and our opinion, insofar as it relates to the amounts included in respect of these subsidiaries, is based solely on the reports of the other auditors.
4. We report that the consolidated financial statements have been prepared by the Company in accordance with the requirements of Accounting Standard (AS) 21, "Consolidated Financial Statements" notified under the Companies (Accounting Standards) Rules, 2006.
5. *Attention is drawn to Note No. 22 on Schedule – W regarding exchange fluctuation loss of Rs. 2,724.86 lacs (net) towards creditors / debtors pertaining to specific segments of the Company which has been included as unallocable expenses / income.*
6. Based on our audit and on consideration of the reports of other auditors on separate financial statements and on the other financial information of the components, and to the best of our information and according to the explanations given to us, *subject to para 5 above*, which has no impact on the consolidated profit for the year, we are of the opinion that the attached consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India :-
 - (i) in the case of Consolidated Balance Sheet, of the consolidated state of affairs of the Company and its subsidiaries as at 31st March, 2009;
 - (ii) in the case of Consolidated Profit & Loss Account, of the consolidated profit of the Company and its subsidiaries for the year then ended; and
 - (iii) in the case of Consolidated Cash Flow statement, of the consolidated cash flows of the Company and its subsidiaries for the year then ended.

For **S. R. BATLIBOI & CO.**
Chartered Accountants

Per **R. K. AGRAWAL**
Partner

Membership No. : 16667

22, Camac Street
Block 'C', 3rd Floor
Kolkata-700016
30th June, 2009

Consolidated Balance Sheet as at 31st March, 2009

(Rs. in Lacs)

	Schedule	As at 31.03.2009	As at 31.03.2008
A SOURCES OF FUNDS			
SHAREHOLDERS' FUNDS			
Share Capital	'A'	2,275.27	1,980.08
Share Capital Suspense	'AA'	-	295.19
Reserves & Surplus	'B'	34,233.33	28,294.55
		36,508.60	30,569.82
MINORITY INTEREST		9,725.67	8,464.28
LOAN FUNDS			
Secured Loans	'C'	39,633.49	27,083.12
Unsecured Loans	'D'	1,024.00	2,643.02
		40,657.49	29,726.14
DEFERRED TAX LIABILITY (NET)		23.34	420.17
		86,915.10	69,180.41
B APPLICATION OF FUNDS			
FIXED ASSETS			
Gross Block	'E'	45,690.15	37,975.50
Less : Accumulated Depreciation/Amortisation		15,438.15	11,503.90
Net Block		30,252.00	26,471.60
Capital Work in Progress		1,991.72	2,516.84
Capital Expenditure on New Projects	'F'	7,768.78	123.58
		40,012.50	29,112.02
INVESTMENTS	'G'	37.16	121.96
CURRENT ASSETS LOANS & ADVANCES			
Inventories	'H'	16,987.57	16,308.62
Sundry Debtors	'I'	10,947.31	12,232.95
Cash & Bank Balances	'J'	3,902.22	1,739.90
Other Current Assets	'K'	12,886.60	14,745.11
Loans & Advances	'L'	12,136.78	9,680.47
		56,860.48	54,707.05
Less : Current Liabilities & Provisions	'M'		
Current Liabilities		9,125.88	12,344.24
Provisions		907.99	2,491.08
		10,033.87	14,835.32
NET CURRENT ASSETS		46,826.61	39,871.73
MISCELLANEOUS EXPENDITURE	'N'	38.83	74.70
(To the extent not written off/adjusted)			
		86,915.10	69,180.41
Significant Accounting Policies and Notes on Accounts 'W'			

Schedules A to N and W referred to above form an integral part of the Consolidated Balance Sheet.
As per our Report of even Date

For **S.R. Batliboi & Co.**
Chartered Accountants

Per **R.K. Agrawal**
Partner
Membership No. 16667
Kolkata, 30th June, 2009

For and on behalf of the Board

Sajjan Bhajanka - Managing Director
Sanjay Agarwal - Jt. Managing Director
A.K. Julasaria - CFO & Secretary

Consolidated Profit & Loss Account for the year ended 31st March, 2009

(Rs. in Lacs)

	Schedule	2008-09	2007-08
INCOME			
Income from Sales and Services	'O'	117,627.55	100,145.55
Less : Excise Duty		5,165.34	5,179.52
Less : Sales Tax /VAT		8,485.36	8,225.84
		103,976.85	86,740.19
Other Income	'P'	291.66	846.83
		104,268.51	87,587.02
EXPENDITURE			
Decrease/(Increase) in stocks	'Q'	425.94	(525.42)
Excise Duty & Cess on Stocks (Refer Note No. 3 on Schedule 'W')		(143.59)	19.56
Cost of Materials	'R'	43,793.29	35,415.09
Operating, Administrative and Selling Expenses	'S'	34,167.10	25,824.45
Personnel Expenses	'T'	7,108.36	4,638.84
Depreciation/Amortisation	'U'	3,932.48	3,513.59
Interest and Finance Charges	'V'	2,930.50	2,599.58
		92,214.08	71,485.69
PROFIT BEFORE TAX, EXCEPTIONAL AND PRIOR PERIOD ITEMS		12,054.43	16,101.33
Less : Exceptional Items (Refer Note No.12 on Schedule 'W')		3,266.61	-
PROFIT BEFORE TAXATION AND PRIOR PERIOD ITEMS		8,787.82	16,101.33
Less : Provision for Taxation			
- Current Tax [including Rs. 36.59 Lacs (Rs 31.86 Lacs) for earlier years]		1,174.15	2,800.39
- Fringe Benefit Tax		112.46	103.26
- Deferred Tax		(396.83)	31.11
Add : MAT Credit Entitlement		901.13	1,072.85
PROFIT AFTER TAXATION (BEFORE PRIOR PERIOD ITEMS)		8,799.17	14,239.42
Less : Prior period Items (Net)		195.93	70.71
PROFIT AFTER TAX (BEFORE MINORITY INTEREST)		8,603.24	14,168.71
Less : Minority Interest		2,883.20	3,001.46
PROFIT AFTER TAX (AFTER MINORITY INTEREST)		5,720.04	11,167.25
Add : Balance brought forward from previous year		19,213.89	11,599.20
Dividend for 2007-2008 on Long term investments from a subsidiary (Refer note no 13 on Schedule 'W')		738.68	-
Minority Interest adjustment (Refer note no 8 on Schedule 'W')		724.32	-
Balance in Profit & Loss Account acquired on amalgamation		-	477.54
PROFIT AVAILABLE FOR APPROPRIATION		26,396.93	23,243.99
Appropriations :			
Transfer to General Reserve		911.12	1,450.00
Proposed Dividend on Preference shares		4.50	4.50
Proposed Dividend on Equity shares		555.43	2,158.89
Interim Dividend on Equity shares		-	139.56
Corporate Tax on Dividend (Refer Note No 4 on schedule 'W')		251.07	277.15
Balance Carried to the Balance Sheet		24,674.81	19,213.89
		26,396.93	23,243.99
BASIC & DILUTED EARNING PER SHARE (Rs)		2.57	5.02
(Face value of Re. 1/- each)			
Refer Note No.17 on Schedule 'W'			
Significant Accounting Policies and Notes on Accounts	'W'		

Schedules O to W referred to above form an integral part of the Consolidated Profit & Loss Account
As per our Report of even Date

For **S.R. Batliboi & Co.**
Chartered Accountants

Per **R.K. Agrawal**
Partner
Membership No. 16667
Kolkata, 30th June, 2009

For and on behalf of the Board

Sajjan Bhajanka - Managing Director
Sanjay Agarwal - Jt Managing Director
A.K. Julasaria - CFO & Secretary

Consolidated Cash Flow Statement for the year ended 31st March, 2009

(Rs. in Lacs)

	2008-09	2007-08
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax (after prior period items)	8,591.89	16,030.62
Adjustments for :		
Depreciation	3,932.48	3,513.59
Interest Expenses	2,493.55	2,368.25
Profit on Fixed Assets sold / discarded	(8.62)	(3.93)
(Profit)/Loss on Sale of Investments	6.22	(78.01)
Preliminary Expenses Written Off	34.35	19.69
Sundry Balances / Bad Debts written off	97.58	4.32
Provision for Doubtful Debts	179.76	49.64
Unrealised Foreign Exchange Fluctuations	2,000.49	130.50
Share Issue Expenses written off	-	(24.00)
Dividend Income	(0.72)	(1.68)
Interest Income	(62.64)	(77.48)
	17,264.34	21,931.51
Operating Profit before Working Capital Changes		
Adjustments for :		
Increase / (Decrease) in Trade Payables	(4,029.13)	6,043.11
Increase in Trade & Other Receivables	(848.67)	(12,677.83)
Decrease / (Increase) in Inventories	1,120.17	(4,000.24)
	(3,757.63)	(10,634.96)
Cash Generated from Operations :	13,506.71	11,296.55
Direct Taxes paid (net)	(1,676.18)	(2,491.37)
Net Cash Flow from Operating Activities	11,830.53	8,805.18
B. CASH FLOW FROM INVESTING ACTIVITIES		
Sale of Investments	78.58	332.41
Purchase of Investments in Subsidiary Companies	(24.47)	-
Purchase of Investments	-	(2.00)
Share Application Money	(960.00)	(2,092.03)
Sale of Fixed Assets	253.79	111.26
Dividend Received	0.72	1.68
Loans Received back (net)	1.16	-
Interest Received	62.64	77.48
Purchase of Fixed Assets	(11,231.86)	(5,382.14)
Net Cash Flow used in Investing Activities	(11,819.44)	(6,953.34)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Borrowings	10,939.65	1,992.14
Repayment of Loans	(3,897.77)	(982.61)
Interest Paid	(2,445.26)	(2,368.25)
Proceeds from Issue of Shares	-	307.41
Share Application money refunded	(15.00)	-
Dividend Paid	(2,041.80)	(1,286.69)
Dividend Tax	(534.38)	-
Net Cash Flow from Financing Activities	2,005.44	(2,338.00)
Net Changes in Cash & Cash Equivalents (A+B+C)	2,016.53	(486.16)
* Cash & Cash Equivalents on 1st April, 2008	1,739.90	2,226.06
Cash Balance of Subsidiary Companies acquired during the year	145.79	-
	1885.69	2226.06
* Cash & Cash Equivalents on 31st March, 2009	3,902.22	1,739.90
Restricted cash and cash equivalents	637.52	304.85

* Represents Cash & Bank Balances as indicated in Schedule - J

As per our Report of even Date

For **S.R. Batliboi & Co.**
Chartered Accountants

Per **R.K. Agrawal**
Partner
Membership No. 16667
Kolkata, 30th June, 2009

For and on behalf of the Board

Sajjan Bhajanka - Managing Director
Sanjay Agarwal - Jt Managing Director
A.K. Julasaria - CFO & Company Secretary

Schedules to Consolidated Balance Sheet as at 31st March, 2009

(Rs. in Lacs)

	As at 31.03.2009	As at 31.03.2008
SCHEDULE - 'A'		
SHARE CAPITAL		
Authorised		
49,00,00,000 (4,90,00,000) Equity Shares of Re. 1/- (Rs.10/-) each	4,900.00	4,900.00
10,00,000 (10,00,000) Preference Shares of Rs. 10/ each	100.00	100.00
	5,000.00	5,000.00
Issued		
22,35,52,990 (1,99,03,413) Equity Shares of Re. 1/- (Rs.10/-) each	2,235.53	1,990.34
Subscribed and Paid Up		
22,21,72,990 (1,97,65,413) Equity Shares of Re. 1/- (Rs. 10/-) each	2,221.73	1,976.54
Add : Amount received on forfeited shares	3.54	3.54
5,00,000 (Nil) 9% Non Cumulative Redeemable Preference Shares of Rs. 10/- each (Redeemable at par after 10 years from the date of issue i.e on 18-09-2002)	50.00	-
	2,275.27	1,980.08
Of the above, 12,06,68,610 (96,14,975) Equity Shares and 5,00,000 (Nil) Preference Shares were issued for consideration other than cash and 4,41,41,460 (44,14,146) shares were issued as Bonus Shares by capitalisation of reserves and Securities Premium		
SCHEDULE - 'AA'		
SHARE CAPITAL SUSPENSE		
Nil (24,51,886) Equity Shares of Rs. 10/- each and Nil (5,00,000) 9% Redeemable Preference shares of Rs.10/- each to be issued to the shareholders of transferor companies pursuant to the Scheme of Amalgamation	-	295.19
	-	295.19
SCHEDULE - 'B'		
RESERVES & SURPLUS		
General Reserve		
Balance as per Last Account	2,574.51	810.55
Add : Acquired on amalgamation	-	331.96
Transferred from Profit & Loss Account	911.12	1,450.00
Less : Transitional provisions under Accounting Standard-15	-	18.00
	3,485.63	2,574.51
Securities Premium		
Balance as per Last Account	1,892.77	1,790.77
Add : Acquired on amalgamation	-	102.00
	1,892.77	1,892.77
Amalgamation Reserve		
Balance as per Last Account	317.40	317.40
Capital Reserve		
Balance as per Last Account	4,103.79	2,432.60
Add : Acquired on amalgamation	-	1.00
Additions during the year	-	1,756.19
Less : Capital Subsidy Written off	426.50	86.00
	3,677.29	4,103.79
Revaluation Reserve		
Balance as per Last Account	192.19	84.03
Add : Acquired on amalgamation	-	116.00
Less : Depreciation Adjustment	6.76	7.84
	185.43	192.19
Profit & Loss Account Balance		
	24,674.81	19,213.89
	34,233.33	28,294.55

Schedules to Consolidated Balance Sheet as at 31st March, 2009

(Rs. in Lacs)

	As at 31.03.2009	As at 31.03.2008
SCHEDULE - 'C'		
SECURED LOANS		
Rupee Term Loans		
From Financial Institutions	2,185.23	2,955.68
From Banks	13,325.40	8,249.57
Foreign Currency Term Loan/Buyers' Credit from Banks		
For Capital Expenditure	2,718.95	2,871.43
For Operational Use	10,326.99	1,687.66
Working Capital Facilities from Banks		
Cash Credit	6,280.98	7,994.70
FCNRB Demand Loan	4,054.18	2,920.54
Hire Purchase Finance		
From Banks	138.65	286.50
From Bodies Corporate	599.63	108.73
Interest Accrued and due	3.48	8.31
	39,633.49	27,083.12

Notes

- 1 Rupee Term Loans are secured/ to be secured against first charge on the fixed assets and second charge on the current assets of the respective units of the Company as given below :

Amount (Rs. in Lacs)	Location
604.05	First Charge on Fixed Assets of the company's Laminate unit at Kanchowki, Dist-24 Parganas(N), W.Bengal and second charge on company's Plywood and Laminate units at Kanchowki, Dist-24 Parganas(N),W.Bengal
47.00	Plywood unit at Chinnappolapuram, Gummidipoondi, Tamil Nadu
1145.07	Ferro Alloy Unit at Byrnihat, Meghalaya
1491.15	Plywood Unit at Guwahati, Assam
178.85	Plywood Unit at Roorkee, Uttaranchal
7997.52	Cement Unit at Lumsnong, Meghalaya
4046.99	Power Unit at Lumsnong, Meghalaya

- 2 Foreign Currency Term Loan / Buyer's Credit of Rs. 2718.95 lacs are secured against first charge on the fixed assets of the cement unit at Lumsnong, Meghalaya and second charge on current assets on pari passu basis.

- 3 Working Capital facilities (including buyers' credit) from Banks are secured/to be secured by a first charge on the current assets and second charge on the fixed assets of the company for the respective units as given below :

Amount (Rs. in Lacs)	Location
12018.34	Plywood and Laminate units at Kanchowki, Dist-24 Parganas (N), West Bengal
4319.45	Plywood unit at Chinnappolapuram, Gummidipoondi, Tamil Nadu
1108.79	Ferro Alloy Unit at Byrnihat, Meghalaya
538.30	Plywood Unit at Roorkee, Uttaranchal
2637.70	Cement Unit at Lumsnong, Meghalaya
39.57	Power Unit at Lumsnong, Meghalaya

- 4 Term Loans and working capital facilities from Banks/Financial Institutions are also guaranteed by eight Directors of the Company.

- 5 Hire Purchase finance is secured by hypothecation of the assets purchased there against.

- 6 The above term loans include Rs.5064.91 Lacs (Rs 3832.15 Lacs) falling due for payment within one year.

Schedules to Consolidated Balance Sheet as at 31st March, 2009

(Rs. in Lacs)

	As at 31.03.2009	As at 31.03.2008
SCHEDULE - 'D'		
UNSECURED LOANS		
From Bodies Corporate	-	683.72
From Banks	-	1,200.00
Security Deposits	1,024.00	759.30
	1,024.00	2,643.02

SCHEDULE - 'E' FIXED ASSETS

Name of Assets	GROSS BLOCK					DEPRECIATION / AMORTISATION					NET BLOCK	
	As at 01.04.08	Additions	Addition on Conso- lidation	Sales / Adjust- ments	As at 31.03.09	Upto 31.03.08	Addition on Conso- lidation	For the Year	Less: On Sales /Ad- justments	Upto 31.03.09	As at 31.03.09	As at 31.03.08
A TANGIBLE ASSETS												
Land & Site Development												
- Freehold	1,276.10	276.85	105.10	-	1,658.05(b)	-	-	-	-	-	1,658.05	1,276.10
- Leasehold	177.37	242.40	-	-	419.77	30.43	-	16.72	-	47.15	372.62	146.94
Mines & Mines Development	437.16	239.26	-	-	676.42	-	-	-	-	-	676.42	437.16
Factory Buildings	7,447.69	1,388.16	-	0.10	8,835.75	1,783.83	-	556.14	0.02	2,339.95	6,495.80	5,663.86
Non-Factory Buildings	2,409.34	525.06	-	-	2,934.40	150.42	-	118.69	-	269.11	2,665.29	2,258.92
Plant & Machinery	20,504.25	3,737.52	0.17	218.38	24,023.56	7,224.24	-	2,326.62	24.05	9,526.81	14,496.75	13,280.01
Electrical Installations	2,445.06	259.87	2.15	0.27	2,706.81	937.74	0.19	346.05	0.07	1,283.91	1,422.90	1,507.32
Furniture & Fixtures	527.45	107.28	6.30	3.00	638.03	204.34	0.64	63.27	0.56	267.69	370.34	323.11
Office Equipments	705.23	135.84	3.69	10.24	834.52	224.42	0.01	77.06	11.88	289.61	544.91	480.81
Computers	679.97	133.90	5.67	3.55	815.99	354.65	0.59	158.49	2.19	511.54	304.45	325.32
Vehicles	1,132.15	664.85	169.01	108.54	1,857.47(c)	525.93	9.02	284.10	68.26	750.79	1,106.68	606.22
Sub Total (A)	37,741.77	7,710.99	292.09	344.08	45,400.77	11,436.00	10.45	3,947.14	107.03	15,286.56	30,114.21	26,305.77
B INTANGIBLE ASSETS												
Computer Softwares	232.75	37.43	-	-	270.18	66.92	-	80.05	-	146.97	123.21	165.83
Goodwill	-	8.22	10.00	-	18.22	-	-	3.64	-	3.64	14.58	-
Trade Marks and Patent Rights	0.98	-	-	-	0.98	0.98	-	-	-	0.98	-	-
Sub Total (B)	233.73	45.65	10.00	-	289.38	67.90	-	83.69	-	151.59	137.79	165.83
C Total (A+B)	37,975.50	7,756.64	302.09	344.08	45,690.15	11,503.90	10.45	4,030.83	107.03	15,438.15	30,252.00	26,471.60
D Capital Work In Progress	2,516.84	4,477.95	865.65	5,868.72	1,991.72	-	-	-	-	-	1,991.72	2,516.84
GRAND TOTAL (C+D)	40,492.34	12,234.59	1,167.74	6,212.80	47,681.87	11,503.90	10.45	4,030.83	107.03	15,438.15	32,243.72	28,988.44
Previous Year's Total	28,398.41	12,119.72	-	25.79	40,492.34	7,999.42	-	3,521.43	16.95	11,503.90	28,988.44	

Notes :

- Certain Land, Buildings and Plant & Machinery of the Kolkata & Chennai Unit were revalued in 1991-92 & 1995-96 respectively and the resultant surplus thereon was transferred to Revaluation reserve.
- Includes Rs. 247.14 lacs (Rs. Nil) in respect of Land whose registration in the Subsidiary Company's name is pending.
- Include Assets taken on finance lease Rs 513.75 lacs (Rs Nil) , written down Value Rs 459.70 Lacs (Rs Nil) [refer Note no 14(b) on Schedule "W"].

Schedules to Consolidated Balance Sheet as at 31st March, 2009

(Rs. in Lacs)

	As at 31.03.2009	As at 31.03.2008
SCHEDULE - 'F'		
CAPITAL EXPENDITURE ON NEW PROJECTS		
A. Leasehold Land	958.06	155.38
Less : Amortisation (charged to Pre-operative expenses as below)	(38.15)	-
	<u>919.91</u>	<u>155.38</u>
B. Land Development Expenses	411.64	-
C. Fixed Assets - Under Erection		
Factory Building	648.17	-
Non-Factory Building	362.20	2.92
Plant & Machinery	3,014.75	-
Electrical Installations	232.72	-
Furniture & Fixtures	12.82	0.43
Office Equipments	0.96	-
Vehicles	530.14	-
Computers	33.41	-
	<u>4,835.17</u>	<u>-</u>
D. Advances against purchase of fixed assets	973.95	-
	7,140.67	158.73
E. Incidental Expenditure pending allocation to Fixed Assets :		
Interest and Finance Charges	516.94	-
Power and Fuel	91.58	-
Foreign Exchange Fluctuations	36.29	-
Lease Rent	203.56	-
Repairs, Rent & Maintenance	63.95	-
License Fees	116.23	116.23
Rates & Taxes	17.07	-
Salary & Bonus	288.23	-
Directors' Remuneration	21.45	-
Travelling & Conveyance	46.84	4.00
Miscellaneous Expenses	278.72	-
Depreciation/Amortisation	140.17	-
	<u>1,821.03</u>	<u>120.23</u>
	8,961.70	278.96
Less : Capitalised / Allocated to Fixed Assets during the year	1,192.92	155.38
	7,768.78	123.58

Schedules to Consolidated Balance Sheet as at 31st March, 2009

(Rs. in Lacs)

	Face Value per share (Rs.)	No. of Shares	As at 31.03.2009	As at 31.03.2008
SCHEDULE - 'G'				
INVESTMENTS				
A LONG TERM (NON TRADE)				
(a) Quoted Equity Shares				
Bharat Commerce & Industries Ltd.	10	19000	0.73	0.73
Reliance Power Ltd.	10	8724	24.54	24.54
		(5453)		
Corporation Bank	10	600	0.48	0.48
Greenply Industries Ltd.	5	100	0.09	0.09
Hindalco Industries Ltd.	1	-	-	9.47
		(5000)		
Kitply Industries Ltd.	10	100	0.02	0.02
Pidilite Industries Ltd.	1	1000	0.27	0.27
Tata Iron & Steel Co. Ltd.	10	10	0.03	2.20
		(410)		
UCO Bank Ltd.	10	54500	7.95	7.95
Sub Total			34.11	45.75
(b) Quoted Preference Shares				
Tata Iron & Steel Co. Ltd.	100	45	0.05	0.05
(c) Unquoted Equity Shares				
Century Star Shipping Ltd.	10	-	-	71.08
		(710766)		
Changlang Plywood Pvt. Ltd.	100	2000	2.00	2.00
Manmao Plywood Pvt. Ltd.	100	1000	1.00	1.00
Transcend Infrastructure Ltd.	10	-	-	2.00
		(20000)		
Sub Total			3.00	76.08
B LONG TERM (TRADE- UNQUOTED)				
Investment in Government Securities				
National Savings Certificate (VII Issue)			-	0.08
TOTAL			37.16	121.96
Aggregate Amount of Investments				
Quoted			34.16	45.80
Unquoted			3.00	76.16
Market Value of Quoted Investments			24.73	52.61

Note :

Government securities of the Face value of Rs Nil (Rs 0.08 lacs) are lodged with Government Departments as Security Deposit.

Schedules to Consolidated Balance Sheet as at 31st March, 2009

(Rs. in Lacs)

	As at 31.03.2009	As at 31.03.2008
SCHEDULE - 'H'		
INVENTORIES		
(At Lower of Cost and Net Realisable Value)		
Raw Materials	7,438.74	7,819.87
Stores & Spares Parts, etc.	4,922.57	3,486.96
Work in Progress	1,018.35	431.03
Finished Goods	3,607.91	4,570.76
	16,987.57	16,308.62
SCHEDULE - 'I'		
SUNDRY DEBTORS		
Debts outstanding for a period exceeding six months		
Secured, considered good	8.50	6.33
Unsecured, Considered Good	1,398.16	750.71
Unsecured, Considered Doubtful	186.94	7.70
Other Debts		
Secured, considered good	393.62	160.44
Unsecured, Considered Good	9,147.03	11,315.47
Unsecured, Considered Doubtful	1.61	-
	11,135.86	12,240.65
Less: Provision for Doubtful Debts	188.55	7.70
	10,947.31	12,232.95
SCHEDULE - 'J'		
CASH AND BANK BALANCES		
Cash in hand	95.31	69.04
Cheques/Drafts in hand	1,367.72	476.23
Balance with Scheduled Banks on		
- Current Accounts	1,573.46	883.98
- Fixed Deposit Accounts*	837.52	304.85
Balance with Non Scheduled Banks in		
- Current Accounts	28.21	5.80
Meghalaya Rural Bank		
Maximum Amount due during the year Rs 99.42 lacs (Rs 91.53 Lacs)		
* Fixed Deposits includes Fixed deposit pledged with Banks as Margin Money amounting to Rs 637.52 lacs (Rs 304.85 lacs)		
	3,902.22	1,739.90
SCHEDULE - 'K'		
OTHER CURRENT ASSETS		
Subsidies Receivable from Central/State Governments	12,886.60	14,745.11
	12,886.60	14,745.11

Schedules to Consolidated Balance Sheet as at 31st March, 2009

	As at 31.03.2009	(Rs. in Lacs) As at 31.03.2008
SCHEDULE - 'L'		
LOANS AND ADVANCES		
(Unsecured, considered good)		
Loans to Employees (Bearing Interest)	6.97	8.13
Advances recoverable in cash or in kind or for value to be received	6,595.06	4,411.67
Share Application Money	191.00	2,281.03
Advance Income Tax (Net of Provisions)	414.33	16.35
MAT Credit Entitlement	1,981.41	1,073.00
Deposits	784.28	798.15
Balance with Excise, Customs and Government Authorities	2,163.73	1,092.14
	12,136.78	9,680.47
SCHEDULE - 'M'		
CURRENT LIABILITIES & PROVISIONS		
a) CURRENT LIABILITIES		
Sundry Creditors		
- Dues to Micro, Small and Medium Enterprises (Refer Note No.11 on Schedule "W")	-	-
- Dues to Others*	4,211.31	8,443.18
Interest accrued but not due on loans	54.09	0.96
Investors Education Fund (Payable when due):-		
Unpaid Dividend	8.45	6.86
Advance from Customers	593.87	493.75
Other Liabilities	4,258.16	3,399.49
	9,125.88	12,344.24
b) PROVISIONS		
Retirement Benefits	336.73	149.28
For Fringe Benefit Tax (Net)	11.33	0.30
Proposed Dividend	559.93	2,163.39
Corporate Tax on Dividend	-	178.11
	907.99	2,491.08
SCHEDULE - 'N'		
MISCELLANEOUS EXPENDITURE		
(to the extent not written off/adjusted)		
Share Issue Expenses	-	55.26
Amalgamation Expenses	-	4.62
Others	38.83	14.82
	38.83	74.70

Schedules to Consolidated Profit & Loss Account for the year ended 31st March, 2009

	(Rs. in Lacs)	
	2008-09	2007-08
SCHEDULE - 'O'		
INCOME FROM SALES & SERVICES		
Income from Sale of Products*	117,079.73	99,761.15
Income from Services (Gross)	349.28	226.04
[TDS Rs 11.40 Lacs (Rs 2.79 Lacs)]		
Government Incentives/Export Benefits	198.54	158.36
	117,627.55	100,145.55
* Includes Rs 116.98 lacs (Rs 219.32 lacs) for items capitalised		
SCHEDULE - 'P'		
OTHER INCOME		
Dividend (On Long Term Non Trade Investments)	0.72	1.68
Interest on Fixed Deposits, Loans, etc. (Gross)	62.64	77.60
[TDS Rs 11.20 Lacs (Rs 18.80 Lacs)]		
Profit on Sale of Investments	-	78.01
[including Rs Nil (Rs 40.64 Lacs) on long term Non-Trade investments]		
Profit on Fixed Assets Sold /Discarded (Net)	8.62	3.93
Exchange Fluctuations Difference (Net)	-	393.95
Insurance and Other Claims	62.02	-
Miscellaneous Income	157.66	291.66
	291.66	846.83
SCHEDULE - 'Q'		
DECREASE/ (INCREASE) IN STOCK		
Opening Stock		
Finished Goods	4,526.98	3,226.25
Work in Progress	525.22	1,042.60
	5,052.20	4,268.85
Add : Acquired on amalgamation		
- Finished Goods	-	188.65
- Work in Progress	-	69.28
	5,052.20	4,526.78
Closing Stock		
Finished Goods	3,607.91	4,526.98
Work in Progress	1,018.35	525.22
	4,626.26	5,052.20
Decrease/ (Increase) in Stock	425.94	(525.42)
SCHEDULE - 'R'		
COST OF MATERIALS		
a) Raw Materials Consumed		
Opening Stock	7,819.87	3,831.25
Add : Purchases	41,089.16	35,609.68
	48,909.03	39,440.93
Less : Closing Stock	7,438.74	7,819.87
	41,470.29	31,621.06
b) Purchase of Trading Goods	2,323.00	3,794.03
	43,793.29	35,415.09

Schedules to Consolidated Profit & Loss Account for the year ended 31st March, 2009

	(Rs. in Lacs)	
	2008-09	2007-08
SCHEDULE - 'S'		
OPERATING & ADMINISTRATIVE EXPENSES		
Stores & Spare parts consumed	2,802.94	2,437.24
Power & Fuel	11,144.64	7,327.79
Insurance Charges	171.26	145.11
Jetty Expenses	50.29	77.88
Rent	386.90	294.77
Rates & Taxes	240.95	183.88
Repairs & Maintenance		
- Buildings	141.38	257.29
- Plant & Machinery	683.02	824.12
- Others	291.52	144.65
Transport & Freight	7,931.97	6,435.45
Commission on Sales (Other than Sole Selling Agents)	207.99	196.24
Rebates & Discounts	3,292.78	1,667.28
Advertisement, Publicity and Sales Promotion	2,176.44	2,677.23
Communication Expenses	314.07	298.64
Directors' Remuneration	344.85	103.12
Auditors Remuneration	34.60	19.86
Research & Development Expenses	14.91	26.05
Preliminary Expenses Written off	34.35	19.69
Charity and Donation	218.41	-
Octroi	230.65	252.47
Exchange Rate Fluctuation	955.88	-
Sales Tax for earlier years	62.28	-
Loss on Sale of Long Term Non Trade Investments	6.22	-
Irrecoverable Debts/Advances written off	97.58	-
Provision for Doubtful Debts	179.76	-
Miscellaneous Expenses	2,151.46	2,435.69
	34,167.10	25,824.45
SCHEDULE - 'T'		
PERSONNEL EXPENSES		
Salaries, Wages, Bonus, etc.	6,482.59	4,175.80
Contribution to Provident and other Funds	372.52	309.04
Employees' Welfare Expenses	253.25	154.00
	7,108.36	4,638.84
SCHEDULE - 'U'		
Depreciation / AMORTISATION		
On Fixed Assets	4,030.83	3,521.43
Less : Transferred to Pre-operative expenses	91.59	-
Less : Transferred to Revaluation Reserve	6.76	7.84
	3,932.48	3,513.59
SCHEDULE - 'V'		
INTEREST AND FINANCE CHARGES		
On Fixed Loans	1,560.52	1,224.26
On Others	1,449.97	1,143.99
	3,010.49	2,368.25
Less : Capitalised	516.94	-
	2,493.55	2,368.25
Bank Charges	436.95	231.33
	2,930.50	2,599.58

Schedules forming part of the Consolidated Account

SCHEDULE - 'W'

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

(Annexed to and forming part of the Consolidated Balance Sheet and Profit & Loss Account as at and for the year ended 31st March, 2009)

A. PRINCIPLES OF CONSOLIDATION

The Consolidated Financial Statements which relate to Century Plyboards (India) Limited (the Company) and its subsidiaries have been prepared on the following basis:

- The financial statements of the company and its subsidiaries are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenditure, after fully eliminating intra group balances, intra group transactions and any unrealized profit / loss included therein.
- The excess/shortfall of cost to the company of its investments in the subsidiary companies as on the date of investment is recognized in the financial statements as goodwill/capital reserve as the case may be.
- The subsidiary companies considered in the financial statements are as follows:

Name	Country of Incorporation	% of Voting power as on 31.03.2009
Cement Manufacturing Company Limited	India	70.48
Megha Technical & Engineers Private Limited	India	99.96
Star Cement Meghalaya Limited	India	100
Auro Sundram Ply and Door Private Limited	India	51
Cent Ply Private Limited*	India	100
Meghalaya Power Limited**	India	98.77

* became subsidiary with effect from 1st October, 2008

** became subsidiary with effect from 14th July, 2008

- The consolidated financial statements have been prepared using uniform accounting policies, except stated otherwise, for like transactions and are presented, to the extent possible, in the same manner as the Company's separate financial statements.
- In terms of Accounting Standard-21 notified under Companies (Accounting Standards) Rules, 2006, Minority interest has been computed in respect of non-fully owned subsidiaries and adjusted against the consolidated income of the group in order to arrive at the net income attributable to shareholders of the Company.

B. SIGNIFICANT ACCOUNTING POLICIES

i) Basis of Preparation

The financial statements have been prepared to comply in all material respects with the Accounting Standards notified by the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis and in respect of insurance and other claims, which on the grounds of prudence or uncertainty in realization, are accounted for as and when accepted/received. Except otherwise mentioned, the accounting policies applied by the Company are consistent with those used in the previous year.

ii) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of financial statements and the results of operations during the reporting year end. Although these estimates are based upon management best knowledge of current events and actions, actual results could differ from these estimates.

Schedules forming part of the Consolidated Account

iii) Revenue Recognition

- (a) Revenue from sale of goods and services rendered is recognized upon passage of title which generally coincides with delivery of materials and rendering of services to the customers.
- (b) Dividend Income is recognized when the shareholders' right to receive the payment is established by the balance sheet date.
- (c) Interest income is recognized on a time proportion basis taking into account the amount outstanding and rate applicable.

iv) Fixed Assets

Fixed Assets are stated at cost or revalued amount, as the case may be, less accumulated depreciation / amortisation and impairment, if any. Cost comprises of the purchase price inclusive of duties (net of cenvat / VAT), taxes, incidental expenses and erection / commissioning expenses etc. up to the date, the asset is ready for its intended use. In case of revaluation of fixed assets, the original cost as written-up by the valuer, is considered in the accounts and the differential amount is transferred to revaluation reserve.

Machinery spares which can be used only in connection with an item of fixed assets and whose use as per technical assessment is expected to be irregular, are capitalized and depreciated over the residual life of the respective assets.

v) Impairment of Assets

The carrying amounts of assets are reviewed at each balance sheet date to determine if there is any indication of impairment based on external/internal factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount which represents the greater of the net selling price and 'Value in use' of the assets. The estimated future cash flows considered for determining the value in use, are discounted to their present value at the weighted average cost of capital.

vi) Depreciation / Amortization

- (a) The classification of plant and machinery into continuous and non-continuous process is done as per technical certification and depreciation thereon is provided accordingly.
- (b) Depreciation on fixed assets is provided under written down Value method (except in case of fixed assets of power division of the subsidiary namely Megha Technical & Engineers Private Limited where straight line method is followed) at the rates prescribed in Schedule XIV of the Companies Act, 1956.
- (c) Depreciation on revalued assets is provided at the rates specified under section 205 (2)(b) of the Companies Act, 1956. However, in case if fixed assets whose life is determined by the valuer to be less than their useful life under section 205, depreciation is provided at higher rate, to ensure the write off of these assets over their useful life.
- (d) Depreciation on fixed assets added / disposed of during the year is provided on pro-rata basis with reference to the date of addition / disposal.
- (e) Leasehold properties are depreciated over the primary period of lease or their respective useful lives, whichever is shorter.
- (f) Intangible assets are amortized on a written down value method over a period of 5 years except in case of subsidiary companies where the same is written off over a period of 3 years.
- (g) In case of impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

vii) Foreign Currency Transactions

(a) Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(b) Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction, and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

Schedules forming part of the Consolidated Account

(c) Exchange Differences

Exchange differences arising on the settlement / conversion of monetary items are recognized as income or expenses in the year in which they arise.

(d) Forward Exchange Contracts not entered for trading or speculation purpose

The premium or discount arising at the inception of forward exchange contracts is amortized as expenses or income over the life of the respective contracts. Exchange differences on such contracts are recognized in the statement of profit and loss in the period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contracts is recognized as income or expense for the year.

viii) Investments

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

ix) Inventories

- (a) Raw Materials, stores and spares are valued at lower of cost and net realizable value. However, these items are considered to be realizable at cost if the finished products, in which they will be used, are expected to be sold at or above cost. Cost is determined on a weighted average/FIFO basis.
- (b) Work in progress and finished goods are valued at lower of cost and net realisable value. Cost includes direct materials & labour and a part of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty.
- (c) Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

x) Government Grants and subsidies

Government Grants and subsidies are recognized when there is reasonable assurance that the same will be received. Revenue grants / subsidies are recognized in the Profit & Loss Account. Capital grants relating to specific fixed assets are reduced from the gross value of the respective fixed assets. Other capital grants are credited to capital reserve.

xi) Research Costs and Development costs

Research costs are expensed as incurred. Development expenditure incurred on an individual project is carried forward when its future recoverability can reasonably be regarded as assured. Any expenditure carried forward is amortised over the period of expected future sales from the related project, not exceeding ten years.

The carrying value of development costs is reviewed for impairment annually when the asset is not yet in use, and otherwise when events or changes in circumstances indicates that the carrying value may not be recoverable.

xii) Retirement and other employee benefits

- (a) Retirement benefit in the form of Provident Fund is a defined contribution scheme and is charged to the Profit and Loss Account of the year when the contributions to the respective funds are due. The Company has no obligations other than the contribution payable to the respective funds.
- (b) Gratuity liability, being a defined benefit obligation, is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.
- (c) Short term compensated absences are provided for based on estimates. Long term compensated absences are provided for based on actuarial valuation which is done as per projected unit credit method at the end of each financial year.
- (d) Actuarial gains / losses are immediately taken to profit and loss account and are not deferred.

xiii) Miscellaneous Expenditure

Preliminary expenses in respect of subsidiary companies are written off over a period of five years after commencement of commercial production.

Schedules forming part of the Consolidated Account

xiv) **Earning per Share**

Basic Earning per Share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted number of equity shares outstanding during the year.

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

xv) **Excise Duty and Custom Duty**

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

xvi) **Borrowing Costs**

Borrowing costs relating to acquisition / construction of qualifying assets are capitalized until the time all substantial activities necessary to prepare the qualifying assets for their intended use are complete. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

xvii) **Taxation**

Tax expenses comprises of current, deferred and fringe benefit tax. Current income tax and fringe benefit tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. Deferred income taxes reflect the impact of current year timing differences between taxable income for the year and reversal of timing differences of earlier years.

The deferred tax for timing differences between the book and tax profits for the year is accounted for using the tax rates and laws that have been substantially enacted as of the Balance Sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. If the company has carry forward unabsorbed depreciation and tax losses, deferred tax assets are recognized only to the extent there is virtual certainty supported by convincing evidence that sufficient taxable income will be available against which such deferred tax asset can be realized.

The carrying amounts of deferred tax assets are reviewed at each balance sheet date. The company writes-down the carrying amount of deferred tax assets to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Minimum Alternate Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. The company reviews the carrying amount of MAT at each Balance Sheet date and writes down MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the company will pay normal income-tax during specified period.

xviii) **Segment Reporting**

a) **Identification of segments:**

The company has identified that its business segments are the primary segments. The Company's business are organized and managed separately according to the nature of products/services, with each segment representing a strategic business unit that offers different product / services and serves different markets. The analysis of geographical segments is based on the areas in which the customers of the company are located.

Schedules forming part of the Consolidated Account

b) Allocation of Common Costs:

Common allocable costs are allocated to each segment on case to case basis applying the ratio, appropriate to each relevant case. Revenues and expenses, which relate to the enterprise as a whole and are not allocable to segment on a reasonable basis, have been included under the head "Unallocated".

The accounting policies adopted for segment reporting are in line with those of the Company's accounting policies.

xix) Fixed Assets Acquired under Lease

a) Finance Lease:

Assets acquired under lease agreements which effectively transfer to the company substantially all the risk and benefits incidental to ownership of the leased items, are capitalized at the lower of the fair value and present value of minimum lease payment at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between the finance charges and the reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of their liability. Finance charges are charged directly to the expenses account.

b) Operating Lease:

Leases where the lessor effectively retains substantially all the risks and benefits of the ownership of the leased assets are classified as operating leases. Operating lease payments are recognized as an expense in the profit and loss account.

xx) Cash and Cash equivalents

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

xxi) Provision

A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

Provisions made in terms of Accounting Standard 29 are not discounted to its present value and are determined based on best estimates required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates.

xxii) Contingencies

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

C. NOTES ON ACCOUNTS

		(Rs. in Lacs)	
		As at 31st March, 2009	As at 31st March, 2008
1	Estimated amount of contracts remaining to be executed on Capital Account (net of advances) and not provided for	15182.68	7605.52
2	Contingent Liabilities not provided for in respect of :		
	(a) Demands / Claims by various Government Authorities and others not acknowledged as debts:		
	(i) Excise Duty	167.30	28.28
	(ii) Sales Tax / VAT	249.02	125.43
	(iii) Income Tax	835.81	298.73
	Total	1252.13	452.44
	(b) Unredeemed bank guarantees	869.80	438.51
	(c) Bills discounted with banks	453.59	563.99
	(d) Letters of credit issued by the banks	1625.38	2244.66
	(e) Custom Duty on import under EPCG Scheme against which Export obligation is to be fulfilled	91.16	314.20
	(f) Guarantee provided to a corporate body on behalf of contractor	243.27	15.93

Schedules forming part of the Consolidated Account

3. Excise Duty on stocks represents differential excise duty on opening and closing stock of finished goods.
4. In terms of Section 115-O of the Income Tax Act, 1961, proposed dividend on Equity/Preference shares in case of the company is not subject to Corporate Tax on dividend since the proposed dividend is less than the interim dividend subsequently received from a subsidiary company after the balance sheet date.
5. Preliminary expenses, share issue expenses and amalgamation expenses in respect of the company were written off over a period of ten/five years till last year. However, the same has been fully written off during the year.
6. The financial position as at the year end and the results for the period from 14th July, 2008 till 31st March, 2009 and from 1st October, 2008 to 31st March, 2009 in respect of Meghalaya Power Limited and Cent Ply Private Limited respectively which have become subsidiary of the Company during the year on the above respective dates, are as follows:

Liabilities	Rs. in lacs
Secured Loans	5654.38
Current Liabilities	574.19
Provisions	11.89
Assets	
Fixed Assets	8365.91
Inventories	1057.46
Cash and Bank Balances	125.48
Loans & Advances	527.62
Miscellaneous Expenditure	6.20
Income	
Sale of Products	0.08
Other Income	0.75
Expenses	
Manufacturing & Other Expenses	65.53
Depreciation	35.79
Interest	3.70
Loss for the period	104.19

The above is after eliminating intra group transactions and balances.

7. a) Details of Directors' Remuneration:

(Rs. in Lacs)

	2008-09	2007-08
Managing Director / Whole Time Directors' Remuneration		
- Salary*	346.25	114.67
Non Executive Chairman's Remuneration	9.00	-
Sitting fees	1.10	0.90
Total	356.35	115.57

* Including Rs 11.50 lacs (Rs 12.45 lacs) included in Pre-operative expenses.

- b) In view of the inadequacy of profit in the current year ended 31st March, 2009, the remuneration paid to the Directors has exceeded the limit specified under section 198(1) and 309(3) of the Companies Act, 1956, by Rs 22 lacs for which the company is in the process of seeking approval from the shareholders of the company at the forthcoming Annual General Meeting.
8. Minority interest adjustment of Rs 724.32 lacs represents adjustment towards dividend in respect of minority shareholders of the subsidiary company debited to Profit & Loss appropriation account instead of adjusting the same against minority interest in earlier years.

Schedules forming part of the Consolidated Account

9. The Break- up of Net Deferred Tax Liability as on 31st March, 2009 is as follows:

(Rs. in Lacs)

		As at 31st March, 2009	As at 31st March, 2008
(A)	Deferred Tax Liability Timing difference on depreciable assets	379.41	503.61
(B)	Deferred Tax Asset Carried forward unabsorbed depreciation Expenses allowable against taxable income in future years	210.79 145.28	- 83.44
		356.07	83.44
	Net Deferred Tax Liability (A – B)	23.34	420.17

10. (a) Sales Tax / VAT debited to Profit and loss account is Net of Subsidy Rs 91.18 lacs (Rs 44.67 Lacs).
(b) Raw Material consumption and Transport & Freight is Net of Subsidy Rs 2019 Lacs (Rs 1575 lacs) and Rs 3011 lacs (Rs 3696 lacs) respectively in respect of a subsidiary company.

11. Based on the information / documents available with the Company, no creditor is covered under The Micro, Small and Medium Enterprises Development Act, 2006. As a result, no interest provision / payments has been made by the Company towards such creditors, if any, and no disclosures thereof are made in this accounts.

12. The Company's financial results for the current year have been adversely affected due to significant depreciation in the value of Indian Rupee against various foreign currencies owing to abnormal financial conditions prevailing globally. Such differences aggregating to Rs 3266.61 Lacs, in relation to the operating balances, have been considered as exceptional items.

13. As per the accounting policy followed by the company, dividend income is recognised when right to receive the dividend is established. Accordingly, the proposed dividend of Rs 738.68 lacs by a subsidiary in their accounts for the year ended 31st March, 2008 was not considered as income last year by the company but has been accounted for during the year, since the right to receive the dividend is established in the current year. Accordingly, the said dividend income could not be eliminated as intra group balance and has been disclosed separately.

14. (a) Operating Lease:

Certain office premises, depots, etc. are obtained on operating lease. The lease term is for 1-3 years and renewable for further period either mutually or at the option of the Company. There is no escalation clause in the lease agreement. There are no restrictions imposed by lease arrangements. There are no subleases. The leases are cancelable.

(Rs. in Lacs)

Particulars	2008-09	2007-08
Lease payments made for the year*	336.80	234.01
Contingent rent recognized in Profit & Loss Account	Nil	Nil

* Excluding lease rent for use of Land Rs. 50.10 lacs (Rs 60.76 lacs).

(b) Fixed Assets include certain Vehicles obtained on finance lease. The year-wise break-up and future obligation towards lease payments of Rs 627.75 lacs (Rs Nil) consisting of present value of lease payments and finance charges of Rs 490.68 lacs (Rs Nil) and Rs 137.07 lacs (Rs Nil) respectively under the respective agreements as on 31st March, 2009 is given below:

(Rs. in Lacs)

Particulars	Not later than 1 year		Later than 1 year but not later than 5 years	
	Minimum lease payments	Present value as on 31.03.2009	Minimum lease payments	Present value as on 31.03.2009
Finance Lease	139.50	88.75	488.25	401.93

* Rate of Interest - 11.25 %

Schedules forming part of the Consolidated Account

15. The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service is entitled to Gratuity on terms not less favorable than the provisions of The Payment of Gratuity Act, 1972. The scheme is funded with an insurance company.

The following tables summarize the components of net benefit expenses recognized in the Profit & Loss Account and the funded status and amounts recognized in the balance sheet for the Gratuity.

(Rs. in Lacs)

Sl. No.		2008-2009	2007-2008
(i)	Net Employee Expense/(benefit)		
	Current service cost	80.74	45.01
	Interest cost on benefit obligation	25.66	15.96
	Expected return on plan assets	(17.24)	(12.29)
	Net Actuarial loss recognized in the year	106.45	1.79
	Total employer expense	195.61	50.47
(ii)	Actual return on plan assets	8%	8%
(iii)	Benefit Asset / (Liability)		
	Fair Value of Plan Assets	231.49	183.89
	Defined benefit obligation	413.57	228.88
	Benefit Asset / (Liability)	(182.08)	(44.99)
(iv)	Movement in benefit liability		
	Opening defined benefit obligation	228.88	168.88
	Interest cost	25.66	15.96
	Past Service Cost	-	2.10
	Current service cost	80.74	45.01
	Benefits paid	(28.38)	(4.44)
	Actuarial (gains) / losses	106.67	1.37
	Closing benefit obligation	413.57	228.88
(v)	Movement in fair value of plan assets		
	Opening fair value of plan assets	183.89	133.97
	Expected Return on plan assets	17.24	12.29
	Contribution by employer	58.53	42.49
	Benefits paid	(28.38)	(4.44)
	Actuarial gains / (losses) on obligation	0.21	(0.42)
	Closing fair value of plan assets	231.49	183.89
(vi)	The major categories of plan assets as a percentage of the fair value of total plan assets		
	Funded with insurer	100%	100%
(vii)	The Principal actuarial assumptions are as follows:		
	Discount rate	8%	7.5%
	Expected Return on plan assets	8%	8%
	Salary Increase	5%	5%
	Withdrawal rates (Varying between per annum depending upon the duration and age of the employees)	1% - 2%	1% - 2%

(viii) Amount incurred as expense for defined contribution to Provident Fund is Rs. 254.61 Lacs (Rs. 206.16 lacs).

(ix) The estimates of future salary increases considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Schedules forming part of the Consolidated Account

(x) The Company expects to contribute Rs. 180 lacs to Gratuity fund in 2009-2010.

(xi) The details for the current period are as follows:

(Rs. in Lacs)

	2008-09	2007-08
Defined Benefit Obligation	413.57	228.88
Plan Assets	231.49	183.89
Surplus / (Deficit)	(182.08)	(44.99)
Experience adjustments on plan liabilities*		
Experience adjustments on plan assets*		

* The management has relied on the overall actuarial valuation conducted by the actuary. However, experience adjustments on plan liabilities and assets are not readily available and hence not disclosed.

16. Details of Auditor's Remuneration:

(Rs. in Lacs)

	2008-09	2007-08
As Auditors *	17.53	9.77
For Limited Reviews	7.55	1.25
For Tax Audit *	1.11	0.99
For Company Law Matters and Others	2.02	1.69
Re-imburement of Expenses	0.40	0.24
Payment to Branch auditors – As Auditors	6.18	6.03
Total	34.79	19.97

* Including Auditor's remuneration amounting to Rs 0.19 lacs (Rs 0.11 lacs) included in pre-operative expenses.

17. Earning per Share (EPS):

In terms of Accounting Standard - 20, the calculation of EPS is given below:

(Rs. in Lacs)

	2008-09	2007-08
Profit as per Profit & Loss Account	5720.04	11167.25
Less: Preference dividend for the year	4.50	4.50
Profit available for Equity Shareholders	5715.54	11162.75
Weighted average number of Equity Shares outstanding during the year	222172990	222172990
Nominal value of equity shares (Re.)	1	1
Basic and Diluted earnings per share (EPS) (Rs)	2.57	5.02

18. Charity and Donations includes Rs. Nil (Previous Year Rs. 0.60 Lacs) paid to the Bhartiya Janata Party for political purposes.

19. The following foreign currency exposures are not hedged as on the balance sheet date:

(Rs. in Lacs)

Nature of Item	2008-09	2007-08
Loans	6607.24	5693.74
Buyer's credit	10492.88	1785.89
Debtors	102.63	197.42
Creditors	2576.92	5744.01

Schedules forming part of the Consolidated Account

20. Related Party Disclosures

a) Name of the related parties:

Key Management Personnel	Sri Sajjan Bhajanka (Managing Director)
	Sri Sanjay Agarwal (Joint Managing Director)
	Sri Prem Kumar Bhajanka (Joint Managing Director) (with effect from 1st August, 2008)
	Sri Vishnu Khemani (Joint Managing Director) (with effect from 1st August, 2008)
	Sri Hari Prasad Agarwal (Executive Director)
	Sri Ajay Baldawa (Executive Director)
	Sri Nag Raj Tater (Executive Director) (upto 16th April, 2008)
	Sri Arun Kumar Julasaria (Chief Financial Officer cum Company Secretary)
	Sri Brij Bhusan Agarwal (Vice Chairman)
	Sri S B Roongta (Managing Director)
	Sri Rajendra Chamaria (Vice Chairman & Managing Director)
	Sri Pankaj Kejriwal (Executive Director)
	Ms Payal Bhajanka (Executive Director)
	Sri Sanjay Kr. Gupta (Chief Financial Officer)
	Sri Narendra Pratap Singh
	Sri Rangbahduh Khonglh
	Sri Lamshwa Kyndoh
	Sri Shambhu Nath Choudhary
	Sri Anil Kumar Choudhary
	Sri Ashok Kumar Choudhary
Smt. Sunita Choudhary	
Enterprises Owned/ Influenced by Key Management Personnel or their relatives	Brijdham Merchants Private Limited
	Sriram Merchants Private Limited
	Sriram Vanijya Private Limited
	Sumangal Business Private Limited
	Sumangal International Private Limited
	Century Star Shipping Limited
	Meghalaya Power Limited (upto 13th July, 2008)
	Ara Suppliers Private Limited
	Apnapan Viniyog Private Limited
	Adonis Vyaper Private Limited
	Arham Sales Private Limited
	Skipper Steels Limited
	Cent Ply Private Limited (upto 30th Sept, 2008)
	Puri Ports Limited
	Riangdo Veneers Private Limited
	Shyam Sel & Power Limited
	Shyam Energy Limited
	Star India Cement Limited
	Shyam DRI Power Limited
	Shyam Century Cement Industries Limited
Star Cement Meghalaya Limited	
Relatives of Key Management Personnel	Smt. Santosh Bhajanka (Wife of Sri Sajjan Bhajanka)
	Smt. Divya Agarwal (Wife of Sri Sanjay Agarwal)
	Smt. Sumitra Devi Agarwal (Wife of Sri Hari Prasad Agarwal)
	Smt. Yash Bhajanka (Wife of Sri Prem Kumar Bhajanka)
	Smt. Mittu Agarwal (Wife of Sri Brij Bhushan Agarwal)
	Smt. Sudha Khemani (Wife of Sri Vishnu Prasad Khemani)

Schedules forming part of the Consolidated Account

b) Aggregate Related Party disclosure as at and for the year ended 31st March, 2009

(Rs. in Lacs)

Sl No.	Type of Transactions	Enterprises owned/Influenced by Key Management Personnel		Key Management Personnel		Relatives of Key Management Personnel		Total	
		2008-09	2007-08	2008-09	2007-08	2008-09	2007-08	2008-09	2007-08
1	Purchase of Trading Good								
	Riangdo Veneers Private Limited	140.37	210.82	-	-	-	-	140.37	210.82
	Shyam Sel & Power Limited	24.55	-	-	-	-	-	24.55	-
	Others	15.60	-	-	-	-	-	15.60	-
2	Sale of Trading Goods								
	Puri Ports Limited	-	3.56	-	-	-	-	-	3.56
3	Purchase of Fixed Assets								
	Shyam Century Cement Industries Limited	173.30	-	-	-	-	-	173.30	-
	Others	1.65	4.00	-	-	-	-	1.65	4.00
4	Sale of Fixed Assets								
	Cent Ply Private Limited	41.12	-	-	-	-	-	41.12	-
	Shyam Sel Limited	6.02	-	-	-	-	-	6.02	-
	Riangdo Veneers Private Limited	-	5.00	-	-	-	-	-	5.00
	Shyam DRI Power Limited	88.27	-	-	-	-	-	88.27	-
5	Loan taken								
	Sriram Vanijya Private Limited	709.50	724.87	-	-	-	-	709.50	724.87
	Sumangal International Private Limited	591.50	485.04	-	-	-	-	591.50	485.04
	Brijdham Merchants Private Limited	238.20	159.27	-	-	-	-	238.20	159.27
	Others	229.00	176.10	-	-	-	-	229.00	176.10
6	Loan repaid								
	Sriram Vanijya Private Limited	752.87	681.50	-	-	-	-	752.87	681.50
	Sumangal International Private Limited	690.84	385.70	-	-	-	-	690.84	385.70
	Brijdham Merchants Private Limited	320.98	76.50	-	-	-	-	320.98	76.50
	Others	229.00	176.10	-	-	-	-	229.00	176.10
7	Share Application Money								
	Meghalaya Power Limited	-	40.00	-	-	-	-	-	40.00
	Puri Ports Limited	10.00	168.20	-	-	-	-	10.00	168.20
	Others	-	9.75	-	-	-	-	-	9.75
8	Purchase of Investments								
	Santosh Bhajanka	-	-	-	-	13.80	-	13.80	-
	Others	-	-	0.10	2.00	-	-	0.10	2.00
9	Sale of Investments								
	Sumangal International Private Limited	35.53	-	-	-	-	-	35.53	-
	Sriram Vanijya Private Limited	35.54	-	-	-	-	-	35.54	-
10	Investment Made								
	Transcend Infrastructure Limited	-	2.00	-	-	-	-	-	2.00
11	Interest Paid								
	Sriram Vanijya Private Limited	24.05	13.96	-	-	-	-	24.05	13.96
	Sumangal International Private Limited	15.75	22.55	-	-	-	-	15.75	22.55
	Brijdham Merchants Private Limited	10.96	12.50	-	-	-	-	10.96	12.50
	Others	8.53	13.75	-	-	-	-	8.53	13.75
12	Interest Received								
	Shyam DRI Power Limited	-	20.06	-	-	-	-	-	20.06
13	Remuneration Paid								
	Sajjan Bhajanka	-	-	64.00	12.00	-	-	64.00	12.00
	Sanjay Agarwal	-	-	64.00	12.00	-	-	64.00	12.00
	Prem Kumar Bhajanka	-	-	60.00	-	-	-	60.00	-
	Others	-	-	185.65	105.70	-	-	185.65	105.70

Schedules forming part of the Consolidated Account

(Rs. in Lacs)

Sl No.	Type of Transactions	Enterprises owned/Influenced by Key Management Personnel		Key Management Personnel		Relatives of Key Management Personnel		Total	
		2008-09	2007-08	2008-09	2007-08	2008-09	2007-08	2008-09	2007-08
14	Dividend Paid								
	Sajjan Bhajanka	-	-	203.47	60.00	-	-	203.47	60.00
	Sriram Vanijya Private Limited	153.51	22.20	-	-	-	-	153.51	22.20
	Sriram Merchants Private Limited	127.07	18.67	-	-	-	-	127.07	18.67
	Others	112.73	-	270.94	-	225.49	-	609.16	-
15	Guarantees Obtained								
	Sajjan Bhajanka	-	-	45,117.73	39,442.48	-	-	45,117.73	39,442.48
	Sanjay Agarwal	-	-	36,855.67	35,176.22	-	-	36,855.67	35,176.22
	Brij Bhushan Agarwal	-	-	21,963.68	15,820.35	-	-	21,963.68	15,820.35
	Hari Prasad Agarwal	-	-	21,904.05	22,300.28	-	-	21,904.05	22,300.28
	Others	-	-	47,026.86	40,836.15	-	-	47,026.86	40,836.15
16	Balance Outstanding on account of								
A	Receivable/(Payable)								
	Riangdo Veneers Private Limited	(2.18)	-	-	-	-	-	(2.18)	-
	Share Application								
	Adonis Vyaper Private Limited	47.50	47.50	-	-	-	-	47.50	47.50
	Apnapan Viniyog Private Limited	47.50	47.50	-	-	-	-	47.50	47.50
	Ara Suppliers Private Limited	48.50	48.50	-	-	-	-	48.50	48.50
	Arham Sales Private Limited	47.50	47.50	-	-	-	-	47.50	47.50
	Loans								
	Brijdham Merchants Private Limited	-	82.78	-	-	-	-	-	82.78
	Sriram Vanijya Private Limited	-	43.37	-	-	-	-	-	43.37
	Sumangal International Private Limited	-	99.34	-	-	-	-	-	99.34
	Remuneration								
	Sri Prem Kumar Bhajanka	-	-	1.98	-	-	-	1.98	-
	Sri Arun Kumar Julasaria	-	-	1.23	-	-	-	1.23	-

21. The Company's segment information as at and for the Year ended 31st March, 2009 are as below:

(Rs. in Lacs)

Sl		Plywood	Laminate	Ferro Alloys	Power	Cement	Others	Total
A	Revenue(Gross)							
	External Sales	49031.07 (41816.83)	12757.76 (10624.17)	8849.71 (6915.89)	936.21 -	44220.30 (36,741.44)	1832.50 (4047.22)	117627.55 (100,145.55)
	Inter-segment Sales	- -	- -	- -	2541.57 (2,458.83)	- -	- -	2541.57 (2458.83)
	Total Revenue (Gross)	49031.07 (41816.83)	12757.76 (10624.17)	8849.71 (6915.89)	3477.78 (2458.83)	44220.30 (36741.44)	1832.50 (4047.22)	120169.12 (102604.38)
B	Result							
	Segment Results	320.33 (4037.05)	538.15 (746.63)	2074.27 (1440.50)	480.98 (26.48)	12634.85 (11123.48)	54.83 (247.42)	16103.41 (17621.56)
	Unallocated Income / (Expenses) (Net of unallocated expenses /income)							-4822.04 (848.02)

Schedules forming part of the Consolidated Account

(Rs. in Lacs)

Sl		Plywood	Laminate	Ferro Alloys	Power	Cement	Others	Total
	Operating Profit							11281.37 (18469.58)
	Interest Expense							2493.55 (2368.25)
	Prior Period Items							195.93 (70.71)
	Provison for Taxation							1,174.15 (2800.39)
	MAT Credit Entitlement							-901.13 (-1072.85)
	Fringe Benefit Tax							112.46 (103.26)
	Deferred Tax							-396.83 (31.11)
	Net Profit (before minority interest)							8,603.24 (14168.71)
	Other Information							
A	Total Assets							
	Segment Assets	22604.42 (19544.93)	7220.38 (8447.60)	2951.30 (3724.01)	10942.23 (3613.26)	46180.23 (43860.36)	4379.24 (3348.28)	94,277.80 (82538.44)
	Unallocated Corporate/ Other Assets							2632.34 (1402.59)
								96910.14 (83941.03)
B	Total Liabilities							
	Segment Liabilities	3143.66 (8570.04)	2033.64 (717.24)	108.26 (273.81)	425.23 (70.84)	3406.19 (3751.23)	282.21 (1451.87)	9399.19 (14835.03)
	Unallocated Corporate/ Other Liabilities							41315.51 (30146.60)
								50714.70 (44981.63)
C	Capital Expenditure	2041.64 (649.57)	140.07 (172.88)	5.74 (92.47)	4,700.49 (244.00)	2,677.59 (524.98)	2940.07 (828.25)	12,505.61 (2512.15)
D	Depreciation/Amortisation	787.98 (320.55)	362.46 (401.03)	130.65 (139.20)	397.41 (442.78)	2152.82 (2075.97)	101.16 (134.06)	3932.48 (3513.59)
E	Geographical Segment							
	i. Revenue (Gross)							
	India							115350.51 (98015.21)
	Overseas							2277.04 (2130.34)
	ii. Carrying amount of Segment Assets							
	India							94178.22 (82341.02)
	Overseas							99.58 (197.42)

Schedules forming part of the Consolidated Account

Notes:

- (a) Business Segments: The business segments have been identified on the basis of the products of the Company. Accordingly, the Company has identified following business segments:
- | | | |
|--------------|---|---|
| Plywood | - | Plywood, Block-Board, Veneer & Timber |
| Laminate | - | Decorative Laminates & Pre-laminated Boards |
| Ferro-Alloys | - | Ferro Silicon |
| Power | - | Generation of Power |
| Cement | - | Cement & Clinker |
| Others | - | Logistic, Adhesives & Chemicals |
- (b) Geographical Segments: The Company primarily operates in India and therefore the analysis of geographical segments is demarcated into India and overseas operations.
- (c) The company has common fixed assets for producing goods for domestic and overseas market. Hence separate figures for fixed assets/additions to fixed assets have not been furnished .
22. Foreign Exchange loss of Rs 2724.86 lacs (Net) towards creditors/Debtors pertaining to specific segments has been included as unallocable expenses/Income instead of the relevant segments results as the amount of such exchange loss for different segments is not ascertainable.
23. The Figures of previous year were audited by firms of Chartered Accountants other than S. R. Batliboi & Co. Figures given in brackets are for the previous year and the same have been regrouped and / or rearranged, wherever necessary.

Signatures to Schedules 'A' to 'W'

For **S.R. Batliboi & Co.**

Chartered Accountants

Per **R.K. Agrawal**

Partner

Membership No. 16667

Kolkata, 30th June, 2009

For and on behalf of the Board

Sajjan Bhajanka - *Managing Director*

Sanjay Agarwal - *Jt. Managing Director*

A.K. Julasaria - *CFO & Secretary*

