



**ANNUAL REPORT
THREE M PAPER BOARDS
LIMITED
2023-2024**



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For more additional information about the Company log on to www.threempaper.com

CORPORATE INFORMATION

Board of Directors:

Mr. Hitendra Dhanji Shah	DIN: 00448925	Chairman & Whole Time Director
Mr. Rushabh Hitendra Shah	DIN: 01874177	Managing Director
Mrs. Prafulla Hitendra Shah	DIN: 00457076	Whole Time Director
Mr. Ashok Kumar Bansal	DIN: 07325904	Non - Executive & Independent Director
Mrs. Jigna Ravilal Dedhia Shah	DIN: 10452692	Non - Executive & Independent Director
Mrs. Feni Shah	DIN: 10303831	Non - Executive & Independent Director

Chief Financial Officer:

Mr. Dhiren Chunilal Chheda
(Resigned w.e.f. June 28, 2024)

Mr. Krunal Pravin Waghela

PAN – ABCPW7215L
(Appointed w.e.f. June 28, 2024)

Company Secretary and Compliance Officer:

Ms. Sneha Shah
M.No - 43161
(Appointed w.e.f. January 11, 2024)
Email id: compliance@threempaper.com

Committees of Board of Directors:**Audit Committee:**

Ms. Feni Shah	Chairperson	Independent Director
Mr. Ashok Bansal	Member	Independent Director
Ms. Jigna Shah	Member	Independent Director

Stakeholders Relationship Committee:

Ms. Jigna Shah	Chairperson	Independent Director
Mr. Ashok Bansal	Member	Independent Director
Mr. Rushabh Shah	Member	Managing Director

Nomination and Remuneration Committee

Mr. Ashok Bansal	Chairperson	Independent Director
Mr. Feni Shah	Member	Independent Director
Mr. Jigna Shah	Member	Independent Director

Corporate Identity Number

U22219MH1989PLC052740

Registered Office:

A 33& 34 Floor 2, Royal Industrial Estate
 Naigaon Cross Road, Wadala,
 Mumbai – 400 031.
 Maharashtra, India.

Contact Details: 22-6812 5757

Website of the Company:

www.threempaper.com**Listed at:**

Bombay Stock Exchange Limited – SME Platform

ISIN: **INE0UK501010** Script Code: **544214****Auditors:****Statutory Auditors:**

Jain & Trivedi,
 Chartered Accountants
 Membership No.: 148097
 Firm Registration No: 113496W (Till August 2, 2023)

Piyush Kothari & Associates

Chartered Accountants
 Membership No.: 158407
 Firm Registration No.: 140711W
 (From September 30, 2023)

Secretarial Auditors:

Hiren Gor & Associates
 Practising Company Secretaries
 Membership No. A44457
 Certificate of Practice No. 17838

Cost Auditors:

Ms Ketki D. Visariya
Cost Accountants
Fellowship No. 16028
Firm Registration No. 102266

Bankers:

SVC Co-operative Bank Limited
State Bank of India
HDFC Bank Limited

Registrar and Transfer Agent:

Bigshare Services Private Limited
Office No. S6-2, 6th floor, Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East), Mumbai – 400093
Email id: investor@bigshareonline.com

The Annual Report copy will be available on Company's website address at <https://www.threempaper.com/investor/annualreports> download and for information purpose.

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respects of electronic holding with the Depository through their concerned Depository Participants.

VISION

Our vision at Three M Paper is to redefine the paper manufacturing industry through innovation, sustainability, and excellence. We aim to lead the way in creating eco-friendly and high-quality paper products that meet the evolving needs of our customers and the planet. By fostering a culture of research, development, and continuous improvement, we envision setting new benchmarks for quality and environmental responsibility in the paper industry, ensuring that we not only meet but exceed the expectations of our stakeholders and communities worldwide.

MISSION

The mission of Three M Paper is to uphold the legacy of quality, integrity, and innovation handed down by our founders, the Shah family, and their associates. Our commitment is to manufacture superior paper products through cutting-edge technologies and sustainable practices. We strive to empower our employees, support our communities, and contribute positively to the environment while maintaining profitability and growth. By doing so, we aim to build lasting relationships with our clients, delivering excellence and value in every sheet of paper we produce.

COMPANY PROFILE

Your Company was originally incorporated as a Private Limited Company under the name “Three-M-Paper Manufacturing Company Private Limited” on July 26, 1989 under the provisions of the Companies Act, 1956 with the Registrar of Companies Mumbai, Maharashtra. Pursuant to conversion of the company from private to public, under section 43A(1A) of the Companies Act 1956, the name of your Company was changed from “Three-M-Paper Manufacturing Company Private Limited” to “Three-M-Paper Manufacturing Company Limited” by deleting the word Private, and a fresh certificate of incorporation consequent to change of name was issued by the Registrar of Companies Mumbai,

Maharashtra on July 01, 1998. Subsequently pursuant to reconversion of the company from public to private, the name of our Company was changed from “Three-M-Paper Manufacturing Company Limited” to “Three-M-Paper Manufacturing Company Private Limited” and a fresh certificate of incorporation consequent to change of name was issued by the Registrar of Companies Mumbai, Maharashtra on October 05, 1999.

Subsequently, the name of your Company was changed from “Three-M-Paper Manufacturing Company Private Limited” to “Three M Paper Boards Private Limited” and a fresh certificate of incorporation issued by the Registrar of Companies Mumbai, Maharashtra recording the change in name was issued on January 11, 2024.

Subsequently pursuant to Special Resolution passed by the Shareholders at the Extraordinary General Meeting, held on January 16, 2024, your Company was converted into a Public Limited Company and consequently the name of the Company was changed from “Three M Paper Boards Private” to “Three M Paper Boards Limited” vide a fresh certificate of incorporation dated January 29, 2024 issued by the Registrar of Companies Mumbai, Maharashtra.

The CIN of our Company is U22219MH1989PLC052740.



BRIEF ABOUT BOARD OF DIRECTORS

Hitendra Dhanji Shah was appointed as a Director of the Company on July 26, 1989 and re-designated as Chairman and Whole Time Director on January 11, 2024. He has Passed (11th) Higher Secondary in Science and has more than three decades of experience in managing a paper business. Actively engaged in the Company since its inception, he has contributed to various aspects, including product development, marketing, finance, and administration. As the founder of the business, he acquired a distressed asset, a mill, in 1989 and successfully transformed it, playing a pivotal role in 155 shaping the Company into what it is today. His involvement extends to strategic planning and business development, contributing significantly to the Company's growth.

Prafulla Hitendra Shah was appointed on July 1, 1992 as a Director of the Company and re-designated as Whole Time Director on January 11, 2024. She holds a Bachelor's degree in Arts from Smt. Maniben M. P. Shah Women's College of Arts, Matunga Mumbai and has more than 20 years of experience in the field of Administration.

Rushabh Hitendra Shah was appointed on November 5, 2007 as a Director of the Company and re-appointed as Managing Director on August 01, 2022. He holds a graduate degree in mechanical engineering from Robert Gordon University, Aberdeen, Scotland, and a diploma holder in mechanical engineering from the Maharashtra State Board of Technical Education. He has more than 15 years of experience in the field of product and marketing. Since 2007, he has been overseeing the Company's production and marketing operations. Under his leadership, there has been a noteworthy enhancement in both marketing and production operations. His sophisticated skills in market research, target market identification, outstanding project management abilities, and robust IT knowledge play a pivotal role in propelling the Company to remarkable heights.

Ashok Kumar Bansal is the Non-Executive and Independent Director of our Company and was appointed on January 11, 2024. He is a Pulp and Paper Technologist, having graduated from the Institute of Paper Technology, Saharanpur under Roorkie University. He has served as an Executive Director on the Board of N. R. Agarwal Industries Ltd., our peer company, from November 2015 to July 2023. He is a life member of IPPTA and TAPPI (USA) with over 45 years of technical and administrative experience in various paper manufacturing companies. He has conceptualized new paper and board projects for different companies, introducing technological advancements to enhance quality and productivity in various paper plants.

Jigna Ravilal Dedhia Shah is the Non-Executive & Independent Director of our Company and was appointed on January 11, 2024. She is a registered practicing lawyer with the Bar Council of Maharashtra and Goa. She holds a degree in Commerce from Mumbai University and subsequently completed her Post Graduation in LLB (Law). As a legal professional, Jigna has been practicing law for the past 28 years. She operates in the Honourable High Court, Sessions Court, Family Court, and Metropolitan Magistrates Court, specializing in criminal and matrimonial laws.

Feni Jay Shah is the Non-Executive and Independent Director of our Company and was appointed on January 11, 2024. She is a Company Secretary, founder of Feni Shah & Associates, a company specializing in corporate laws and registered with the Institute of Company Secretaries of India (ICSI). With expertise in Corporate Laws, FEMA, IPR Registration, Listing Regulation Compliances, SEBI-related matters, Joint Ventures, Foreign Collaboration, and Company Secretarial Work, she also serves as an Independent Director at Naman In-Store (India) Limited, a furniture and fixture company. Feni holds a Bachelor's degree in Commerce from Mumbai University, became an Associate Member of ICSI in 2012 and later earned a Master's degree in Law from Mumbai University. Prior to founding her firm, she gained experience with the Hinduja Group, worked as a Senior Associate at Ratan Kapadia & Associates, and served as a Legal Consultant for Legal jini Law Services Private Limited. In addition to her legal career, Feni is a dedicated educator, serving as a visiting faculty member for Law

at prestigious colleges. She is also a regular speaker at training programs conducted by ICSI and other institutions.

Beyond her professional roles, Feni is actively involved in community service, advocating for Child Development and Social Welfare activities. She has been honoured with the "Being Women-2018" award for Best Women Entrepreneur by Islam Gymkhana, recognizing her contributions to education and social service.

PRODUCTS RANGE AND PRODUCTION

To market products around a superior value proposition across grades and geographies, the Company has devised its product strategy and marketing policy prudently in accordance with the evolving international standards customized closely to the needs of customers across India. The company is engaged in the business of manufacturing recycled paper-based Duplex Board products used in various packaging applications across industries such as food and beverage, pharmaceuticals, cosmetics, and consumer goods and supplies its high-quality duplex board paper products in both the domestic and international markets. Our products are made out of 100 percent recycled waste paper and are completely biodegradable. The company sets out to undertake various innovations in both the product-development side as well as in manufacturing processes on a consistent basis. The company is headquartered in Mumbai, with its manufacturing facility located in Chiplun, Dist. Ratnagiri, Maharashtra. Equipped with state-of-the-art machines and ultramodern technologies in its manufacturing facility, the company had a total manufacturing capacity of 72,000 TPA paper at the close of FY 2023–24 which includes variety of products including Royal Grey Back, Prima Grey Back and Royal White Back.

WHAT MAKES US DIFFERENT

- Diversified product portfolio
- Consistent financial performance
- Experienced promoters and a proven track record
- Proximity

LISTING

The Company has applied for the listing with the total issue size of 3,98,26,800 Equity Shares of face value of Rs. 10 (Rupees Ten). The lead manager to the issue was Comfort Securities limited and Registrar to the issue was Big Share Services Private Limited, issue opened on July 12, 2024 and closed on July 16, 2024.

In the process of listing on SME Platform of BSE Limited the Company has re-constituted and re-designated committees and the board with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Directors.

As per Reg. 15 of SEBI (LODR) Reg, 2015, the Company is listed in SME platform. Hence the provision of under Reg 27 of SEBI (LODR) Reg, 2015 with respect to corporate governance is not applicable to the company. Pursuant BSE Circular No. LIST/COMP/01/2019-20 dated 2nd April 2019 and as per the terms of the Company's Code of Conduct for Prohibition of Insider Trading in securities, framed pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.



MANAGEMENT DISCUSSION AND ANALYSIS

Forward-looking statements:

The Company has included forward-looking information in this Annual Report to help investors analyse its future goals and make educated investment decisions. This report, as well as other written statements issued by the Company regularly, includes forward looking statements that outline expected results based on management's plans and assumptions. The Company has sought to identify such statements wherever feasible by using terminology such as 'anticipate,' 'estimate,' 'intends,' 'plans,' 'believes,' and similar expressions in conjunction with any discussion of future performance. The Company cannot guarantee that any forward-looking statements will be fulfilled, but it believes that its assumptions were reasonable. Results are susceptible to risks, uncertainties and even incorrect assumptions. Actual results may differ considerably from those anticipated, estimated, or projected if known or unknown risks or uncertainties materialize, or underlying assumptions prove to be erroneous. Readers should keep this in mind. Except as required by applicable regulations or by law, the Company disclaims any responsibility to publicly update any forward-looking statements, whether as a result of new information, future events, or otherwise.

Global economy

The global economy is expected to report a moderate further to 3% GDP growth in CY 2023 and 2.9% in CY 2024. Global banks were carrying a historically high debt burden after COVID. Central banks took tight monetary measures to control inflation and spike in commodity prices. Russia's war with Ukraine further affected the global supply chains and inflated the prices of energy and other food items. These factors coupled with war-related economic sanctions impacted the economic activities in Europe.

While China was facing a crisis in the real estate sector and prices of properties were declining, with the reopening of the economy, consumer demand is picking up again. The Chinese authorities have taken a variety of measures, including additional monetary easing, tax relief for corporates, and new vaccination targets for the elderly. The government has also taken steps to help the real estate sector including cracking down on debt-ridden developers, announcing stimulus for the sector and measures to encourage the completion and delivery of unfinished real estate projects. The sector is now witnessing investments from developers and demand from buyers.

Global headline inflation is set to fall from 8.7 % in CY 2022 to 7.0 % in CY 2023, primarily on the back of softening commodity prices. Most of the central banks in the world has been increasing interest rates since CY 2021 to control inflation, and this is having an impact. With the sharp rise in policy rates, vulnerabilities in the banking sector have come into focus. Fears of contagion have risen across the broader financial sector, including non-banking financial institutions with regulators taking action to stabilize the banking system.

Global GDP Growth Scenario

Global economic activities experienced a sharper-than-expected slowdown in CY 2022. One of the highest inflations in decades forced most of the central banks to tighten their fiscal policies. Russia's invasion of Ukraine affected the global food supply resulting in a further increment in the cost of living. As a result, global growth declined from 6.1% in CY 2021 to 3.5% in CY 2022.

In the current scenario, global GDP growth is forecasted to record a moderate growth of 3% in CY 2023 as compared to 3.5 % growth in CY 2022. While high inflation and rising borrowing costs are affecting private consumption, on the other hand, fiscal consolidation is affecting government consumption.

Moderating growth in developed economies will affect the GDP growth in CY 2024 and global GDP is expected to record marginal growth of 2.9% in CY 2024. The current crisis in the housing sector,

bank lending, and industrial sectors are affecting the growth of global GDP. Inflation forced central banks to adopt tight monetary policies. After touching the peak, inflationary pressures are slowly easing out. This environment weighs against interest rate cuts by many monetary authorities. The expectation is therefore still for slowing growth in the second half of CY 2023 and the first half of CY 2024.

Outlook

Private consumption and growth in emerging markets, particularly in Asia, have played a crucial role in sustaining global economic growth throughout 2023. However, the surge in energy and food prices is a growing concern, and this is a trend that demands our vigilant attention. The global economy is now believed to be past the peak interest rates and it indeed at or near the end of the most stringent monetary tightening cycle in recent history. The European Central Bank (ECB) chose to deliver its last blow in the fight against inflation before growth concerns take precedence; the Bank of England (BoE), in a reversal of fortune, opted to pause its tightening cycle, primarily in response to a weak inflation print; and the U.S. Federal Reserve (Fed) held interest rates at current levels, in line with expectations, but maintained a still largely hawkish tone. Meanwhile, several other central banks, both in developed and emerging markets, are opting to either cut interest rates or maintain them at current levels. Moreover, the global economy has avoided the kind of derailment that the most pessimistic analysis suggested at the start of this tightening cycle.

Notably, supply-side shocks have once again emerged as the biggest risk to the global economic outlook. Recent developments in the food and energy markets threaten to undo the hard-earned gains from monetary tightening. Persistently tight global oil supplies, coupled with a recent strike in LNG facilities in Australia (now resolved), have propelled energy costs upward – oil above USD 100/barrel is no longer an anomaly. The recent escalations in the Middle East conflict between Israel and Hamas will only add to these upward pressures. Added to this is a recent surge in food prices, particularly the spike in prices of rice, a staple in many parts of Asia. Regardless of cause – policy choices or weather events – the consequence is backsliding on containing inflation. More importantly, these developments threaten to throw off-balance inflation expectations among consumers, who have been the backbone of economic resilience across markets in 2023 so far.

Among emerging markets, the discussion has long moved away from inflation; central banks across several economies have already begun delivering rate cuts. Generally, the pressure on currencies against the U.S. dollar is quite visible, partly because the Fed is still maintaining its hawkish posture. Region wise, the outlook for Asia Pacific is retained at 'deteriorating'. Economic growth in the region has been held up by domestic consumption and investments. However, sluggish performance of merchandise exports, which continue to exert downward pressure on economic prospects, remains a challenge. A recovery in the tourism sector has been a bright spot, although it is yet to fully regain pre-pandemic levels. Furthermore, most central banks in the region are now holding interest rates at elevated levels as inflation remains on a downward trajectory. This coincides with firming expectations of higher for longer interest rates in the U.S. Consequently, currencies in the region have generally weakened against the US dollar, reflecting both weakening growth prospects for regional economies and the greenback's strength. In addition to economic challenges, the Asia-Pacific region faces environmental vulnerabilities, with weather events contributing to rising prices, particularly for staples such as rice.

Indian economy

Despite a challenging global economy, India maintained its position as one of the world's fastest growing economies in FY 2023-24, with GDP growing by 8.2%. The Indian economy recorded an increase in disposable income, followed by a strong surge in private consumption. This enabled sustaining the demand for goods and services and augmenting the growth of the country further. Additionally, the strong domestic consumption cushioned the impact of the global headwinds on the Indian economy.

Strong domestic demand for consumption and investment, along with the Government's continued emphasis on capital expenditure were the key drivers of the GDP in FY 2023-24. On the supply side, industry and services sectors played an instrumental role to propel growth. The robust growth of the Indian economy can be largely attributed to the timely intervention of the Reserve Bank of India (RBI) and the Government of India (GOI). The Indian government is making consistent efforts to develop India as an attractive investment destination. With the aim to transform the business environment of the country by attracting foreign direct investment (FDI), India witnessed resilient growth in the gross FDI inflow, amounting to USD 70.95 billion in FY 2023-24. In addition to this, the total FDI equity inflows stands at USD 44.42 Bn³.

The Indian rupee emerged as the third most stable Asian currency against USD in FY 2023-24, reflecting the strength of the Indian economy. Furthermore, the GOI has allocated 3.3% of GDP to the development of infrastructure to bolster the growth of the economy⁵. In FY 2023-24 the Purchasing Managers' Index (PMI) displayed that the manufacturing sector grew by 9.9%⁶, marked by favourable demand conditions. This has significantly contributed to the manufacturing sector's emergence as a primary growth driver of the Indian economy.

India's Paper Industry

India is the world's 5th largest paper-producing country and the per capita paper consumption is around 15-16 kilograms in FY 2024. India's paper industry is highly fragmented and has a large number of companies with small capacities. The industry needs to have regular access to raw materials including waste paper, at a strategic price level to maintain its operational efficiency and profitability. The paper industry in India is divided into various categories including writing and printing (W&P), paperboard and newsprint. The paperboard accounted for the major share of the market in volume terms. In addition to this, the W&P dominated the market in terms of value.

Opportunities:

- Plastic ban leading to increased use of packing paper – The plastic ban, coupled with heightened environmental consciousness among the public, has spurred demand for environmentally friendly packing paper. This presents significant growth opportunities for the Company's products.
- High demand for the product in the western region – There is a notable demand for our products in the western region, driven by a high population, substantial FMCG and pharmaceutical usage, rapid industrialization, and the presence of numerous packaging-intensive industries. These factors provide us with significant opportunities to expand our market presence and increase sales.
- Growing export demand for the product due to restrictions in China – Major economies have reduced their reliance on China, boosting our export potential in international markets.
- Increased demand due to growth in FMCG – The fast-moving consumer goods (FMCG) sector's expansion drives demand for our packing paper products, aligning with broader industry growth trends.
- High cost of jute/cloth-based packaging bags – The relatively high cost of jute and cloth-based packaging bags makes the Company's paper-based alternatives more attractive and cost-effective for packaging solutions.
- Increasing awareness among people to reduce the usage of plastic-based bags and packaging material – Growing environmental awareness and consumer preferences for sustainable packaging solutions further increase the demand for the Company's products.

Threats:

- Stringent environmental norms – Compliance with increasingly stringent environmental regulations may necessitate additional investments and operational adjustments. The higher costs associated with adhering to these regulatory compliances can impact profitability.
- Large number of organized and unorganized players – The presence of numerous competitors, both organized and unorganized, intensifies market competition and pressure on margins.

- Thin margins – The paper industry is characterized by thin profit margins, which can be further squeezed by fluctuations in raw material prices and other operational costs.
- Fluctuation in raw material prices – With raw material expenses accounting for as high as 63.44% of total revenue in FY 2023, variability in raw material prices, particularly for imported materials, can significantly impact our cost structure and profit margins, as raw materials constitute a major portion of our costs.
- Fluctuation in foreign currency exchange – The Company derived 24.94% of its revenue from exports in FY23 and incurred 42.99% of its total expenses on imports in FY 2023. As a company engaged in international trade, they are exposed to risks associated with foreign currency exchange rate fluctuations, which can affect our import costs and export revenues.
- Limited availability of imported coal and other raw materials – Any disruptions in the supply of imported coal and other essential raw materials could hinder our production capabilities and business continuity.

Risks & Concerns:

Every business face risks and uncertainties, and it is crucial to recognise and address them proactively. In the context of the Company's operations, some concerns include higher waste paper and energy costs, changes in government regulations, and market risks. THREE M acknowledges and assesses these risks, taking appropriate measures to manage them effectively. Risk management is integrated into the Company's business planning and control process, ensuring a comprehensive approach to risk mitigation.

Internal Control System:

The Company has implemented robust internal control systems to safeguard its assets, enhance operational efficiencies, and ensure compliance with statutory requirements. These internal control systems undergo periodic reviews to ensure effective and efficient business conduct. The key objectives of the internal control system are as follows:

Accurate Recording of Transactions: Internal controls are in place to ensure the accurate recording of transactions, supported by internal checks and timely reporting.

Adherence to Accounting Standards: The internal control system ensures compliance with applicable accounting standards, promoting transparency and reliability in financial reporting.

Working Capital Management: Regular reviews of the internal control system are conducted to effectively manage working capital, optimising the Company's financial resources.

Capital Investments and Business Plans: The internal control system includes a review mechanism for capital investments and long-term business plans, ensuring prudent decision making and strategic alignment.

Compliance with Statutes and Regulations: The Company's internal control system is designed to ensure compliance with relevant statutes, policies, and listing regulations, minimising legal and regulatory risks.

Efficient Resource Utilisation and Asset Safety: The internal control system promotes the effective utilisation of resources while ensuring the safety and security of company assets.

Financial Highlights:

In FY 2023-24, revenue from operations stood at Rs.27,223.48 lakhs compared to Rs.32,725.21 lakhs in the previous year, reflecting a decline of 17% over FY 2022-23. EBITDA stood at Rs.2,706.88 lakhs compared to Rs.2,166.30 lakhs in FY 2022-23. Profit after tax increased to Rs.1,126.19 lakhs compared to Rs.652.94 lakhs in the previous year.

The annual outage along with the increase in the cost of raw materials such as waste paper, coal, chemicals and volatility in import materials coupled with low volume output and lower realisations would have been impacted the overall profitability of the Company, however, the managements decision to change the product-mix, reduction in cost and other measures helped for the increase in profitability.

For FY 2023-24, the CARE ratings reaffirmed the ratings of CARE BBB-; stable for long-term facilities and CARE AA; Stable/ CARE A3 for short-term facilities. The ratings took into consideration the Company's balanced capital structure and strong liquidity profile with the availability of surplus liquid investments amidst low debt levels and cushion in the fund-based working capital limits utilisation.

Future Outlook:

Amid various challenges and constraints, your company is committed to undertake suitable measures and adopt strategies to make efforts for achieving its growth momentum in the near future.



NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 35th Annual General Meeting of the Members of Three M Paper Boards Limited ("The Company") will be held on Monday, September 30, 2024 at 03.00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt Audited Financial Statements of the Company for the financial year ended March 31, 2024 and the Reports of Board of Directors and Auditors thereon.
2. To appoint Mr. Hitendra Dhanji Shah (DIN 00448925) as a Director of the Company who retires by rotation being eligible has offered himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 139, 141 and other applicable provisions if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time M/s. Piyush Kothari & Associates, Chartered Accountants, Ahmedabad (Firm Registration No. FRN: 140711W) be and is hereby re-appointed as the Statutory Auditors for the term of 5 years to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of Fortieth (40) AGM to be held in 2029 at such remuneration including applicable taxes and out of pocket expenses as may be mutually agreed between the board of Directors and the Auditors."

4. RATIFICATION OF REMUNERATION OF COST AUDITORS

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof, for the time being in force] the remuneration of Rs. 1.25 lakhs per annum plus applicable taxes and reimbursement of out-of-pocket expenses, as approved by the Board of Directors of the Company, to be paid to Ms. Ketki D. Visariya, Cost Accountants, Mumbai, Cost Auditors (Firm Registration No. 102266) to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2025 be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

By Order of the Board
For Three M Paper Boards Limited

Sd/-
CS Sneha Shah
Company Secretary and Compliance Officer
Membership No. 43161

Registered Office:

A 33& 34 Floor 2, Royal Industrial Estate
Naigaon Cross Road, Wadala,
Mumbai – 400 031. Maharashtra, India

Date: 5th September, 2024

Place:Mumbai

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF /HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN TERMS OF SECTION 105 OF THE COMPANIES ACT, 2013 READ WITH RULE 19 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT EXCEEDING FIFTY (50) MEMBERS IN AGGREGATE NOT MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER SHAREHOLDER. IN THIS NOTICE, THE TERMS MEMBER(S) OR SHAREHOLDER(S) ARE USED INTERCHANGEABLY.
2. The instrument appointing the proxy, duly completed, must be deposited at the Company's corporate office of the Company i.e., A33 & 34, FLOOR -2, ROYAL INDUSTRIAL ESTATE, 5-B NAIGAON CROSS ROAD, WADALA, MUMBAI, Maharashtra, India 400031 not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed in this notice.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
4. Documents referred to in the Notice and the statement shall be open for inspection by the members at the registered office/corporate office of the Company from Monday to Friday from 10.00 a.m. to 12.30 p.m., except holidays, up to the date of AGM.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The Register of Contracts or Arrangements, in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. At the ensuing Annual General Meeting, Mr. Hitendra Shah (DIN: 00448925) Whole-time Director retire by rotation and being eligible, offer themselves for re-appointment. Details of Directors seeking reappointment at the Annual General Meeting in pursuance of provisions of the Companies Act, 2013 read with Secretarial Standards issued by Institute of Company Secretaries of India & Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 or SEBI Listing Regulations are given as an Annexure to the Notice.

8. In compliance with the MCA Circulars and the SEBI Circulars, Notice of the AGM along with the Annual Report for the Financial Year 2023-24 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report for the Financial Year 2023-24 will also be available on the Company's website <https://www.threempaper.com/websites> of the Stock Exchange, i.e., Bombay Stock Exchange at <https://www.bseindia.com/>.
9. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. Corporate members are requested to send in advance, a duly certified copy of the Board Resolution/Power of Attorney authorising their representative to attend the AGM.
11. Members/Proxies are requested to bring the attendance slip/proxy form duly filled and signed for attending the Meeting. Proxies are requested to bring their identity proof at the meeting for the purpose of identification.
12. Route map for directions to the venue of the meeting is attached to this notice.
13. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-Voting, i.e., September, 20 2024, such person may obtain the User ID and Password from may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush. In case the e-mail ID is not registered, such Members are requested to register/update the same with the respective depository participants.
14. Members are requested to notify any correction /change in their name / address including Pin Code number immediately to the Companies Register/ Depository Participant. In the event of non - availability of Members latest address either in the Companies records or in Depository Participant's records, members are likely to miss notice and other valuable correspondence sent by the company.
15. The Board of Directors has appointed Mr. Hiren Gor & Associates, Practising Company Secretary (Membership number: A44457, COP: 17838) as scrutineer as the Scrutiniser to the e-voting process and voting at the AGM in a fair and transparent manner.
16. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated Scrutinisers' report of the total votes cast in favour or against, if any, within prescribed timelines and provide the same to the Chairman of the Company, who shall countersign the same and declare the result thereof.
17. The results declared along with the scrutiniser's report shall be placed on the Company's website <https://www.threempaper.com/> and the website of Bigshare <https://ivote.bigshareonline.com> and shall also be communicated to the stock exchange. The resolutions shall be deemed to be passed at the AGM.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at <https://www.threempaper.com>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

8. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
9. Members are encouraged to join the Meeting through Laptops for better experience.
10. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
11. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
12. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include Large Shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
13. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
14. Members who would like to express their views/ ask questions as a speaker at the Meeting may preregister themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at compliance@threempaper.com by Friday, September 20, 2024. Those Members who have pre-registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
15. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility.
16. Members who need assistance before or during the AGM may contact NSDL on 1800 1020 990 /1800 224 430 or contact Mr. Sagar S. Gudhate at evoting@nsdl.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on September 27, 2024 at 09:00 a.m. (IST) and ends on September 29, 2024 at 05:00 p.m.(IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of

Members / Beneficial Owners as on the record date (cut-off date) i.e. 20th September, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 20th September, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step I: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting

	<p>your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cDSLindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cDSLindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cDSLindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to gorhiren33@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Prajakta Pawle at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliance@threempaper.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance@threempaper.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step I (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

EXPLANATORY STATEMENT AS REQUIRED UNDER REGULATION 36(5) of SEBI LISTING REGULATIONS:

Item No. 3

To appoint M/s. Piyush Kothari & Associates, Chartered Accountants (FRN: 140711W) as **Statutory Auditor of the Company for a term of 5 (five) years**. It is informed that M/s. Piyush Kothari & Associates, Chartered Accountants (FRN: 140711W) was appointed as statutory auditor of the Company for a term of One year i.e. from the year 2023 to the year 2024. In view of the above, the Audit Committee and the Board at its meeting held on 5th September, 2024 had recommended the appointment of M/s. Piyush Kothari & Associates, Chartered Accountants (FRN: 140711W) as statutory auditors of the Company for the term of five years i.e., from the conclusion of Annual General Meeting to be held for the financial year 2024.

The Statutory Auditor have confirmed that their appointment, if made, will be within the limit specified under Section 144 of the Act. They have also confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014 and the Circular.

Information pursuant to Regulation 36(5) of SEBI Listing Regulations, the following details are mentioned below for the information of Members:

Proposed audit fee payable to auditors	The fees proposed to be paid to M/s Piyush Kothari & Associates towards statutory audit and limited review (excluding certifications, other audits if any, applicable taxes and reimbursements) for FY 2025 shall be Rs. Rs.4,25,000 (Rupees Four lakhs twenty five thousand only) with authority to Board to make changes as it may deem fit for the balance term.
Terms of appointment	M/s Piyush Kothari & Associates is proposed to be appointed as Statutory Auditors for one term of five years i.e., from the conclusion of this AGM till the conclusion of 40th AGM.
Material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change;	Not applicable

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 3 of the notice, except to the extent of their shareholding in the Company.

The Board recommends passing of the ordinary resolution set forth in Item No. 3 of the notice for approval of the members.

Item No. 4:

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Board of Directors at its Meeting held on July 11, 2024, subject to the ratification of the remuneration by the Members, approved the re-appointment of Ms. Ketki D. Visariya, Cost Accountants, Mumbai, Cost Auditors (Firm Registration No. 102266)/s. of the Company for the financial year ending March 31, 2025 and also payment of remuneration of Rs. 1.25 lakhs plus

applicable taxes and reimbursement of out-of-pocket expenses. None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the Resolution as set out at Item No. 4. The Board commends the Resolution as set out at item No. 4 of the Notice for approval by the Members.



ANNEXURE TO THE NOTICE

INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI LISTING REGULATIONS AND SECRETARIAL STANDARDS

Item No.2 : relating to the re-appointment of Mr. Hitendra Shah (DIN: 00448925), who retires by rotation:

The Information/Disclosure in compliance with the Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India along with Regulation 36(3) of the SEBI LISTING Regulations has been provided herein below:

Name of Director	Hitendra Dhanji Shah
DIN	00448925
Date of Birth (Age in Years)	64 Years
Category of Director	Whole-time Director
Expertise in specific functional areas	Product Development, Finance & Marketing
Date of First Appointment on the Board	26.7.1989
Brief Resume, Education Qualification, No. of Years of Experience and Expertise in specific functional areas	Hitendra Dhanji Shah was appointed as a Director of the Company on July 26, 1989 and re-designated as Chairman and Whole Time Director on January 11, 2024. He has Passed (11th) Higher Secondary in Science and has more than three decades of experience in managing a paper business. Actively engaged in the Company since its inception, he has contributed to various aspects, including product development, marketing, finance, and administration. As the founder of the business, he acquired a distressed asset, a mill, in 1989 and successfully transformed it, playing a pivotal role in shaping the Company into what it is today. His involvement extends to strategic planning and business development, contributing significantly to the Company's growth.
Terms and conditions of appointment/re-appointment	Same as per Original Terms of Appointment.
Directorships held in other Companies	NIL
Chairmanship/ Membership of Committees of the Company	NIL
Chairmanships/ Memberships of committees of other Companies	NIL

Number of Board Meetings attended during the year	14
Relationships between Directors inter-se	He is a relative of Mr Rushash Shah and Mrs Prafulla Shah the existing Directors.
Last Remuneration Drawn	Rs.10,00,000/- per month
Proposed Remuneration	Within the Original Limits approved by the Shareholders in the Extra-ordinary general meeting held on January 16, 2024.
Number of shares held in the Company	91,34,760 Equity Shares as on March 31, 2024
No. of Equity Shares held in Company	91,34,760 Equity Shares as on March 31, 2024
Disclosure of relationships between directors inter-se	Mr Rushabh Shah – Son Mrs. Prafulla Shah – Spouse
shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	NA
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	NA

He is not disqualified from being appointed as a director in terms of section 164 of the Act.



PROXY FORM
Form No. MGT-II

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

CIN: U22219MH1989PLC052740

Name of the Company: **THREE M PAPER BOARDS LIMITED**

Registered office: A33 & 34, FLOOR -2, ROYAL INDUSTRIAL ESTATE, 5-B NAIGAON CROSS ROAD, WADALA, MUMBAI, Maharashtra, India 400031

Name of the member (s)	
Registered address	
E-mail Id	
Folio No./ DP ID/Client ID	

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

1. Name:

Address:

E-mail Id:

Signature: , or failing him

2. Name:

Address:

E-mail Id:

Signature: , or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the members of **THREE M PAPER BOARDS LIMITED** held on Friday, 30th September, 2024 at 3.00 P.M **AT [•]**, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against
Ordinary Resolution			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March 2024, together with Cash flow statements, Board Report and Auditor's thereon.		
2.	To appoint Director in place of Mr. Hitendra Shah (DIN: 00448925) Whole-time Director, who is retiring by rotation and is eligible, offers herself for re-appointment		

3.	To appoint of M/s. Piyush Kothari & Associates, Chartered Accountants (FRN: 140711W) as statutory auditor of the Company for a term of 5 (five) years		
4.	Ratification of Remuneration of Cost Auditors		

Signature of shareholder

Signature of Proxy holder(s)



BOARD'S REPORT

Dear Members,

The Board of Directors has the pleasure in presenting its 35th Report along with the Audited Accounts for the year ended March 31, 2024.

SUMMARY OF FINANCIAL RESULTS

PARTICULARS	(IN LAKHS)	
	2023-2024	2022-2023
Revenue from Operations (Gross)	27,223.48	32,725.21
Earnings before interest, depreciation and taxation (EBITDA)	2,706.88	2,166.30
Finance Costs	746.40	964.05
Depreciation	661.91	604.69
Profit before Tax (PBT)	1,298.57	597.56
Tax expenses	172.38	(55.38)
Profit for the year	1,126.19	652.94

PERFORMANCE REVIEW

During the year under review, your Company has produced 70,182 MT of Duplex Board as compared to 64,970 MT in previous year against an installed capacity of 72,000 TPA. The Revenue of the Company in 2023-24 decreased to Rs. 27,223.48 Lakhs as against to Rs. 32,725.22 Lakhs in the previous year registering a decline of 17 % over last year. The Profit after Tax for the current year is increased to Rs. 1,126.19 Lakhs as compared to Rs.652.94 Lakhs in the previous year registering an increase of 72%. Your directors continue their endeavour to improve the operations as well as the profitability of the Company in the coming years.

TRANSFERS TO RESERVES

The Company does not propose to transfer any amount to reserves.

STATUS OF THE COMPANY

There is a significant change in the Status of Company. During the year under review, your Company has changed its name from "Three-M-Paper Manufacturing Company Private Limited" to "Three M Paper Boards Private Limited" and a fresh certificate of incorporation was obtained from ROC recording the change in name which was issued on January 11, 2024. Subsequently, your Company was converted to a public limited company and the name of your Company was changed to 'Three M Paper Boards Limited' and a fresh certificate of incorporation dated January 29, 2024 was issued by the Registrar of Company, Mumbai. The CIN of our Company is U22219MH1989PLC052740.

DIVIDEND DISTRIBUTION POLICY

In terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') the Board of Directors of the Company (the 'Board') formulated and adopted the Dividend Distribution Policy (the 'Policy'). The Policy is available on our website at <https://www.threempaper.com/company-policies.html>

DIVIDEND

To conserve the funds for operations of the Company, the Board does not recommend any dividend on equity shares for the financial year ending on March 31, 2024.

CASH FLOW ANALYSIS

In conformity with the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 2(40) of the Companies Act, 2013, the cash flow statement for the year ended 31st March, 2024 is included in the annual accounts.

PUBLIC DEPOSITS

The Company has not accepted any deposit from public falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

There were no unclaimed or unpaid deposits as on 31st March, 2024.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The company has not given any loans, provided any guarantees / securities or made investments that are covered under the provisions of Section 186 of the Companies Act, 2013 (the "Act"), during the financial year ended 31st March, 2024

ANNUAL-RETURN EXTRACTS

Pursuant to the provisions of Section 92 of the Companies Act, 2013 and rules framed thereunder a copy of the Annual Return has been placed on the Company's website at <https://www.threempaper.com/>

CHANGE IN NATURE OF BUSINESS

There is no change in the nature of business of the Company during the financial year ended March 31, 2024.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN MARCH 31, 2024 AND DATE OF THIS REPORT

The Company has successfully filed its Draft Red Hearing Prospectus on SME Board of BSE in the Month of March 2024 and has received the in principle approval for the SME IPO in the month of June 2024. The Company had issued Prospectus dated July 18, 2024 for raising funds through the Initial Public Offer (IPO)/Issue of equity shares. Accordingly, the Company had made the IPO through 100% Book building route and raised Rs. 3,982.68 Lakhs by issuing 57,72,000 Equity Shares of Rs. 10 each of the Company for cash at a price of Rs. 69 per Equity share(including Securities Premium of Rs. 59 per Equity share). The total proceeds of IPO were planned with certain objects ,as more particularly stated and described under section titled 'Objects of the Issue' on Page 76 of the Prospectus, as were considered appropriate and necessary by the management at that point of time.

Except as stated in this Report, there have been no material changes and commitments affecting the financial position of your Company which have occurred between March 31, 2024 and the date of this Report.

SHARE CAPITAL

Increase in Authorized Share Capital

The Authorised Share Capital of the Company was increased from 10,00,000 (Ten Lakhs) Equity Shares of Rs.100/- (Rupees Hundred Only) each to 25,00,000 (Twenty five Lakhs) Equity Shares of Rs. 100/- (Rupees Hundred Only) each vide resolution passed in Extra Ordinary General Meeting dated December 26, 2023.

Alteration of Memorandum of Association of the Company

The Company has altered the Clause V of the Memorandum of Association of the Company pursuant to increase in Authorised Share vide resolution passed in Extra Ordinary General Meeting dated December 26, 2023.

Subdivision of Share Capital and Alteration of Memorandum of Association of the Company

The Company has subdivided each equity share of the nominal value of Rs.100/- (Rupees One Hundred Only) each, into 10 (Ten) equity shares of Face Value of Rs.10/- (Rupees Ten Only) each fully paid and all the equity shares of Rs.100/- (Rupees One Hundred Only) each fully paid of the Company have subdivided accordingly vide special resolution passed in Extra Ordinary General Meeting dated December 26, 2023.

The Company has altered the Clause V of the Memorandum of Association of the Company pursuant to increase in Authorised Share vide resolution passed in Extra Ordinary General Meeting dated December 26, 2023.

The Company has adopted new set of Articles of Association in place of existing Articles of Association vide special resolution passed on March 23, 2024.

Changes in Issued, Subscribed and Paid-up Share Capital during year under review

Issue and Allotment of Equity Shares to Mr. Hitendra Shah, against the Conversion of Existing Loan.

The Company has issued and allotted 1,82,480 (One Lakh Eighty Two Thousand Four Hundred Eighty) Equity Shares of Rs. 10/- (Rupees Ten only) each at a price of Rs. 137/- (Rupees One Hundred Thirty Seven Only) per share aggregating to Rs. 2,49,99,760/- (Rupees Two Crore Forty Nine Lakhs Ninety Nine Thousand Seven Hundred Sixty Only) to Mr. Hitendra Shah, against the outstanding loan vide Board Meeting dated On December 27, 2024.

Bonus Issue

The Company has issued and allotted 67,32,680 (Sixty Seven Lakhs Thirty Two Thousand Six Hundred Eight) equity shares of Rs. 10/- (Rupees Ten only) each as bonus shares of an aggregate nominal value of Rs. 6,73,26,800/- (Rupees Six Crores Seventy Three Lakhs Twenty Six Thousand Eight Hundred Only), i.e. in the ratio of 1:1 i.e. One Bonus share for every One equity share held, by way of capitalization of free reserves of the Company vide special Resolution passed in Extra Ordinary General Meeting dated January 16, 2024 and allotted shares on February 3, 2024.

Public Issue (IPO)

On July 18, 2024, the Company has issued and allotted, 57,72,000 Equity Shares of face value of Rs. 10/- each fully paid ("Equity Shares") at Rs. 69/- (Rupees sixty-Nine only) per share (including securities premium of Rs.59/- (Rupees Fifty-Nine Only) under Initial Public Offer ("IPO") as approved by the regulatory authorities and the issue opened for subscription on July 12, 2024 and closed on July 16, 2024.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Companies profit for financial year ending on 31/03/2023 exceeded the limits prescribed under Section 135 of the Companies Act, 2013 for undertaking CSR activities, the said provisions have become applicable to the Company from current financial year i.e. 2023-24 and accordingly the Company has adopted a CSR policy in compliance with Section 135 of the Companies Act, 2013. Details of the CSR activities as required under Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, are provided in the Annual Report as Annexure The Company's Policy on Corporate Social Responsibility is available on the website of the Company at <https://www.threempaper.com/>.

The Company is not required to constitute a Corporate Social Responsibility Committee as the amount of expenditure towards CSR activities does not exceed Rs. 50 Lakhs.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board comprises of Six (6) directors of which Two (2) are Whole Time Directors; One (1) is Managing Director; Three (3) are Independent Directors as on March 31, 2024. During the financial year 2023-2024 under review the Company has received Form DIR-8 from all Directors as required under the provisions of Section 164(2) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 that none of the Directors of your Company is disqualified to hold office as director as per provision of Section 164(2) of the Companies Act, 2013 and debarred from holding the office of a Director pursuant to any order of the SEBI or any such authority in terms of SEBI's Circular No. LIST/COMP/14/2018-19 dated 20th June 2018 on the subject "Enforcement of SEBI orders regarding appointment of Directors by Listed Companies". The Directors of the Company have made necessary disclosures, as required under various provisions of the Companies Act, 2013 and SEBI LODR, 2015.

Composition of the Board as on 31 March 2024

DIN	Name of Director	Category of Directors
00448925	Mr Hitendra Dhanji Shah	Chairman and Whole Time Director
00457076	Mrs Prafulla Hitendra Shah	Whole Time Director
01874177	Mr. Rushabh Hitendra Shah	Managing Director
10452692	Mrs. Jigna Ravilal Dedhia Shah	Women Independent Director
07325904	Mr. Ashok Kumar Bansal	Independent Director
10303831	Mrs. Feni Jay Shah	Women Independent Director

During the year following changes took place in the Board of Directors/ KMP of the Company.

Sr. No	Name of Director/KMP	Designation	Appointment	Date of Change/Appointment	Date of Regularization
I.	Mr Hitendra D Shah	Chairman and Whole-time director	Change in designation	11.01.2024	11.01.2024

2.	Mrs. Prafulla H Shah	Whole time director	Change in designation	11.01.2024	11.04.2024
3.	Mr. Ashok Kumar Bansal	Non-Executive Independent Director	Appointment	11.01.2024	11.01.2024
4.	Ms. Feni Jay Shah	Non-Executive Independent Director	Appointment	11.01.2024	11.01.2024
5.	Ms. Jigna Ravilal Dedhia Shah	Non-Executive Independent Director	Appointment	11.01.2024	11.01.2024

Ms. Sneha Shah was appointed as Company Secretary and Compliance Officer of the Company with effect from January 11, 2024.

Mr Dhiren Chheda Chief Financial Officer of the Company has resigned with effect from June 28, 2024.

Mr. Krunal Waghela was appointed as Chief Financial Officer of the Company with effect from June 28, 2024.

Declaration from Independent Directors on an Annual Basis

The Company has received declarations from all Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and under Regulation 16(1) of Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company and the Board is satisfied with the integrity, expertise, and experience (including proficiency in terms of Section 150(1) of the Act and applicable rules thereunder) of all Independent Directors on the Board.

The names of all the Independent Directors of the Company have been included in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014 as per the Ministry of Corporate Affairs Notification dated October 22, 2019.

Retirement of Director by Rotation

Mr. Hitendra Shah, Whole Time Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting, as per the provisions of the Companies Act, 2013 and being eligible, offered himself for reappointment.

A detailed profile of Mr. Hitendra Shah, Whole Time Director along with additional information required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings is provided separately by way of an Annexure to the Notice of the AGM.

Board Evaluation

The Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and Directors, including the Chairman of the Board as per the requirements as specified in the guidance note issued by the Securities Exchange Board of India (SEBI) and the provisions of the Companies Act, 2013. The performance evaluation exercise was carried out through a structured evaluation process (by circulation of detailed evaluation matrix to all the Directors and was reviewed & confirmed by each Director) covering various aspects of the functioning of the Board and Committees such as their composition, experience & competencies, performance of specific duties & obligations, governance issues etc. NRC reviewed the performance of individual Directors on the basis of criteria as specified in the Guidance note and in a separate meeting of independent directors, performance of Non-Independent Directors and the Board as a whole was evaluated. The above evaluations were then discussed in the Board meeting and performance valuation of Independent directors was done by the entire Board, excluding the Independent Director being evaluated and the Board was satisfied with their performances, which reflected the overall engagement of the Board, Committees and the directors with the Company.

Number of Meetings of the Board of Director's

There were fourteen meetings of the Company's Board of Directors during the financial year 2023-24 such that the intervening gap between the Board Meetings was within the period prescribed under the Companies Act, 2013 (the Act) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations). Details of the meetings are given below:

Sr no	Date of meeting	No. of directors entitled to attend the meeting	No of directors present at the meeting
1.	05/05/2023	3	3
2.	24/06/2023	3	3
3.	22/07/2023	3	3
4.	08/08/2023	3	3
5.	07/09/2023	3	3
6.	30/09/2023	3	3
7.	07/11/2023	3	3
8.	01/12/2023	3	3
9.	27/12/2023	3	3
10.	11/01/2024	6	6
11.	03/02/2024	6	6
12.	26/02/2024	6	6
13.	01/03/2024	6	6
14.	29/03/2024	6	6

Attendance of Directors in the Meeting

Name	Category	No. of Board Meetings Attended during the Financial Year
Prafulla Hitendra Shah	Whole time director	14
Rushabh Hitendra Shah	Managing director	14
Hitendra Dhanji Shah	Whole time director	14

COMMITTEES OF OUR BOARD

In terms of the SEBI Listing Regulations and the provisions of the Companies Act, 2013, our Company has constituted the following committees of our Board:

(A) Audit Committee

The Company has constituted an Audit Committee (“Audit Committee”), vide Board Resolution dated January 11, 2024 as per the applicable provisions of the Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations. The composition of Audit Committee as on March 31, 2024 is as follows:

Name, Category and Designation

1. Ms. Feni Shah – Non-Executive Independent Director, Chairperson
2. Mr. Ashok Bansal - Non-Executive Independent Director, Member
3. Ms. Jigna Shah Non-Executive Independent Director, Member

The Company Secretary of our Company shall act as a Secretary to the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to answer shareholder queries.

The primary role of the Audit Committee includes overseeing the financial reporting process, ensuring the accuracy and credibility of financial statements, reviewing the appointment and remuneration of auditors, monitoring related party transactions, and assessing internal controls and risk management systems. The Committee also scrutinizes inter-corporate loans, evaluates internal audit functions, and ensures compliance with legal requirements related to financial statements. The Company Secretary of the Company is also the secretary of the Audit Committee.

The scope and terms of reference of the Audit Committee is in accordance with the Act and the SEBI (LOBR) Regulations, 2015.

(B) Stakeholders Relationship Committee

The Company has constituted the Stakeholders Relationship Committee as per the applicable provisions of the Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI Listing Regulation, 2015 vide Resolution dated January 11, 2024. The composition of Stakeholders Relationship Committee as on March 31, 2024 is as follows:

Name, Category and Designation

1. Ms. Jigna Shah - Non-Executive Independent Director, Chairperson
2. Mr. Ashok Bansal - Non-Executive Independent Director, Member
3. Mr. Rushabh Shah – Managing Director, Member

During the Financial Year, no stakeholder Relationship Committee meetings was held.

(C) Nomination and Remuneration Committee

The Company has constituted the Nomination and Remuneration Committee, vide Board Resolution dated January 11, 2024 as per the applicable provisions of the Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations. The composition of Nomination and Remuneration Committee as on March 31, 2024 is as follows:

Name, Category and Designation

1. Mr. Ashok Bansal - Non-Executive Independent Director, Chairman
2. Mr. Feni Shah - Non-Executive Independent Director, Member
3. Mr. Jigna Shah - Non-Executive Independent Director, Member

During the Financial Year, No Nomination and Remuneration Committee meetings was held.

CREDIT RATING

For FY 2023-24, the CARE ratings reaffirmed the ratings of CARE BBB-; stable for long-term facilities and CARE AA; Stable/ CARE A3 for short-term facilities. The ratings took into consideration the Company's balanced capital structure and strong liquidity profile with the availability of surplus liquid investments amidst low debt levels and cushion in the fund-based working capital limits utilisation.

REMUNERATION POLICY

The Company has adopted the Nomination and Remuneration Committee Charter which includes the Company's policy on Directors' appointment and remuneration besides the criteria for determining the qualifications, positive attributes, independence of a Director and other matters provided under Section 178(3) of the Companies Act, 2013 and SEBI Regulations. Pursuant to Section 178(4) of the Companies Act, 2013 and SEBI Regulations, the Company also adopted remuneration policy relating to remuneration for the Directors, Key Managerial Personnel and Senior Executives. The remuneration policy available on Company's website at <https://www.threempaper.com/>

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of Listing Regulations, the Board has carried out the annual performance evaluation of its own performance as well as the evaluation of the working of its Committees. The criteria for performance evaluation of the Board and Committees included aspects such as composition, structure, effectiveness of Board and Committee processes, etc. A separate exercise was carried out to evaluate individual Directors' performance including that of the Chairman & Managing Director and also the Whole Time Directors, who were evaluated on parameters such as engagement level, contribution, independence of judgment, safeguarding the Company interests and its minority shareholders etc.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

- (i) In the preparation of the annual accounts for the year ended March 31, 2022, the applicable accounting standards have been followed and no material departures have been made from the same;
- (ii) The Directors have 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 March 31, 2022 and of the profit and loss of the Company for that period;
- (iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- (iv) The Directors have prepared the annual accounts on a going concern basis;
- (v) The Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively, and
- (vi) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INTERNAL CONTROL OVER FINANCIAL REPORTING

The Board has adopted the policies and procedure for ensuring the orderly and efficient conduct of its Business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures. Internal audit is conducted by qualified financial personnel, which conducts periodic review to maintain a proper system of checks and control.

DETAILS OF SUBSIDIARIES/ JOINT VENTURES/ASSOCIATES

The Company does not have any subsidiary/Joint Ventures/Associates and hence comments and information as required under section 129 of the Companies Act, 2013 is not applicable and not required.

ANNUAL RETURN

Pursuant to the amendments to Section 134(3)(a) and Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return in Form MGT-7 for the Financial Year ended 31st March, 2024 is available on the Company's website and can be accessed <https://www.threempaper.com/>.

STATUTORY AUDITORS

During the year the existing Statutory Auditors M/s. Jain & Trivedi, Chartered Accountants, (Firm Registration No: 113496W) have expressed their inability to continue as Auditors of the Company and hence tendered their resignation. Accordingly, the Company has appointed M/s. Piyush Kothari & Associates, Chartered Accountants (Firm Registration No. 140711W), for one year to fill up the casual vacancy caused by resignation of existing auditors.

As M/s. Piyush Kothari & Associates, Chartered Accountants are appointed to fill up the causal vacancy, their term of appointment will expire at the forthcoming Annual General Meeting. Hence the members of the Board of Directors has proposed their appointment as Statutory Auditors of the Company as Statutory Auditors of the Company from the conclusion of 35th Annual General Meeting to the conclusion of 40th Annual General Meeting.

Statutory Auditor's comments on the Annual Financial Statements of the Company for the year ended 31st March, 2024, are self-explanatory and do not require any explanation as per provisions of Section 134(3)(f) of the Companies Act, 2013.

There were no qualifications, reservations or adverse remarks or disclaimer made by the Statutory Auditor in their reports on the Annual Financial Statement of the Company for the year under review.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204(1) of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s. Hiren Gor & Associates, a firm of Practising Company Secretaries to undertake the secretarial audit of the Company for the financial year 2023-24. Secretarial Audit Report under Section 204(1) of

the Act issued by Messrs Hiren Gor & Associates, Practicing Company Secretaries, in respect of financial year 2023-24 is attached as **Annexure – II** to this Report.

The Report of Secretarial Auditors does not have any qualifications, reservations or adverse remarks.

COST AUDITORS AND MAINTENANCE OF COST RECORDS

Your Company has maintained cost accounts and cost records to the extent provisions under Section 148 of the Companies Act, 2013, were applicable. Your Directors have re-appointed Ms. Ketiki D. Visariya, Cost Accountants as Cost Auditors of the Company for the financial year 2024-25. A resolution seeking approval of the shareholders for ratifying remuneration payable to the Cost Auditors for FY 2024-25 is provided in the Notice of the ensuing AGM. In this regard, your Directors recommend passing of Ordinary Resolution.

Cost accounting records for the financial year under review were maintained as per the Companies (Cost Records and Audit) Rules, 2014. Ms. Ketiki D. Visariya Cost Accountants were appointed as Cost Auditors of the Company to audit the Cost Records for the year ended March 31, 2024. The Cost Audit Report for the financial year ended March 31, 2023 was filed with the Ministry of Corporate Affairs in October 27, 2023. The Cost Audit Report for the year ended March 31, 2024 will be filed within the due date.

BOARD'S COMMENT ON THE AUDITORS' REPORT:

The observations of the Statutory Auditors, when read together with the relevant notes to accounts and other accounting policies are self-explanatory and do not call for any further comment.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS & OUTGO

Particulars of conservation of energy, technology absorption and foreign exchange earnings and outgo as required under Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are given below:

(A) CONSERVATION OF ENERGY:

- I. Energy Conservation Measures Taken and Steps taken by Company to use alternate source of energy, if any:
 - a. The Company is self-sufficient in terms of power. Co-generation plant is running good.
 - b. Training sessions of Shop Floor Workmen had been organized periodically.
 - c. The Company has revamped and re-aligned the existing facilities to optimize power consumption in various power consuming facilities.
 - d. The Company's management decided to install Plastic fired low pressure boiler for captive consumption of power and low pressure steam for production.
- II. Additional Investments and proposals, if any, being implemented for reduction of energy consumption:
 - a. Better power factor management across the unit.
 - b. Identifying and eliminating non-productive energy consumption areas
- III. Capital investment on energy conservation equipment's:
The Company's management decided to install Plastic fired low boiler and Turbine at a cost of Rs. 700 lakhs during the financial year 2024-25 to achieve optimum energy efficiency under variable load conditions.

(B) TECHNOLOGY ABSORPTION:

- I. The efforts made towards technology absorption:
The latest technology has been adopted in various sections for improving production and quality and suitable efforts has been taken by the engineers to reduce the consumption of chemicals and energy which has helped in price and quality maintenance.
- II. The benefits derived as a result of the above: Not applicable
- III. In case of imported technology (imported during the last three year reckoned from the beginning of the financial year) – Not Applicable
- IV. the expenditure incurred on Research and Development (R&D): **NIL**
The Company is a manufacturing organization and is not engaged in any major Research & Development activity. However, continuous efforts are made to improve the quality and efficiency and to develop new product/product mix.

(C) FOREIGN EXCHANGE EARNING AND OUTGO:

The foreign exchange earnings: Rs. 5,314.57 Lakhs
Foreign exchange outgo : Rs. 15,557.76 Lakhs

PARTICULARS OF EMPLOYEES & RELATED DISCLOSURES

Company has complied with the provisions relating 197 of the Act read with rule 5(2) and rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and with respect to the remuneration of Directors, Key Managerial Personnel and employees of the Company

PUBLIC DEPOSITS

During the year under review, the Company has not invited, accepted or renewed any deposits under chapter V of Companies act, 2013.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS

During the year under review, no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations.

PARTICULARS OF LOANS, GUARANTEES, SECURITIES OR INVESTMENTS

The company has not given any loans, provided any guarantees / securities or made investments that are covered under the provisions of Section 186 of the Companies Act, 2013 (the “Act”), during the financial year ended 31st March, 2024.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year under review were at arm's-length basis and also in the ordinary course of business. There were no material significant related party transactions entered into by the Company with the Promoters, Promoter group entities, Directors, Key Managerial Personnel which may have a potential conflict with the interests of the Company at large.

The disclosures on related party transactions are given in in Form AOC-2 and the same forms part of this report as Annexure III.

RISK MANAGEMENT

Pursuant to Section 134(3)(n) of the Companies Act, 2013 and relevant provisions of Listing Regulations, the Company has adopted Risk Management Policy for identification and implementation of Risk Mitigation Plan for the Company. The Company has laid down appropriate procedures to inform the Board about the risk assessment and minimization procedures. The Board periodically revisits and reviews the overall risk management plan for making desired changes in response to the dynamics of the business.

CORPORATE GOVERNANCE

As per regulation 15(2) of the SEBI(LODR) Regulations, 2015, the Compliance with respect to the Corporate Governance provisions shall not apply in respect of the following class of the Companies:

- a) Listed entity having paid up equity share capital not exceeding Rs.10 Crore and Net Worth not exceeding Rs.25 Crore, as on the last day of the previous Financial year;
- b) Listed entity which has listed its specified securities on the SME Exchange.

Since, our Company falls within the ambit of aforesaid exemption (b); hence compliance with the provision of Corporate Governance shall not apply to the Company and it does not form the part of the Annual Report for the Financial Year 2023-2024.

DISCLOSURES AS PER SCHEDULE V PARA A (2A) OF THE SEBI (LODR) REGULATIONS, 2015

In accordance with Regulation 34(3) read with Schedule V Para A (2A) of the SEBI LODR, 2015 the additional disclosure relating to disclosure of transactions of the listed entity with any person or entity belonging to the promoter/ promoter group which holds 10% or more shareholding in the Company are already provided in the financial statements of the Company.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. The Company has adopted a Whistle Blower Policy dealing with any instance of fraud or any unethical or improper practices. A copy of this policy prescribes adequate safeguards against the victimization of employees who avail the mechanism.

The policy is available on the Company's website. The Whistle Blower Policy (Vigil Mechanism) is uploaded on the Company's website at <https://www.threempaper.com/company-policies.html>

MANAGEMENT DISCUSSION & ANALYSIS

In terms of Regulation 34 of the Listing Regulations, the Management Discussion and Analysis Report for the year under review is presented in a separate section, forming an integral part of this Annual Report.

GENERAL SHAREHOLDER INFORMATION

Annual General Meeting ("AGM")	Monday, September 30, 2024 at 3.00(IST)
Financial Year	In accordance with the General Circular issued by the MCA on May 5, 2022 read with General Circular dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 the AGM will be held through VC/OAVM only
Listing on stock exchanges	July 22, 2024
Stock code	544214
Book Closure	Wednesday, September 25, 2024 to Friday, September 27, 2024 (both days inclusive)
Registrar and Share Transfer Agent (RTA)	Bigshare Services Private Limited Office No. S6-2, 6th floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093 Email id: investor@bigshareonline.com

Financial Year	April to March
Listing on stock exchanges	BSE Limited (BSE) Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001
Address for correspondence:	A 33& 34 Floor 2, Royal Industrial Estate Naigaon Cross Road, Wadala, Mumbai – 400 031. Maharashtra, India. Contact Details: 22-6812 5757

INSIDER TRADING REGULATIONS AND CODE OF DISCLOSURE

Pursuant to the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("SEBI PIT Regulations 2015") and amendments thereto, the Board has adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. The trading window is closed during the time of declaration of results and occurrence of any material events as per the code. Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015 which is available on our website at the <https://www.threempaper.com/>

Further, as per the provisions of Regulation 3 of SEBI PIT Regulations 2015 the structured digital database (SDD) is maintained by the Company in the Prohibition of Insider Trading Archive Compliance Software for the purpose of maintaining record of UPSI shared with various parties on need to know basis for legitimate purposes with date and time stamp containing all the requisite information that needs to be captured in SDD.

SECRETARIAL STANDARDS

During the year under review, the Company has complied with the applicable secretarial standards issued by the Institute of Company Secretaries of India ("ICSI").

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

It has been an endeavour of the Company to support women professionals through a safe, healthy and conducive working environment by creating and implementing proper policies to tackle issues relating to safe and proper working conditions for them.

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH Act) and rules made thereunder. All employees (permanent, contractual, temporary and trainees) are covered under this policy. The Company has not received any complaint of sexual harassment during the financial year 2023-24. The Company has complied with the provisions relating to constitution of Internal Complaints Committee under POSH Act.

The Policy is available on our website at <https://www.threempaper.com/company-policies.html>

WHOLE TIME DIRECTOR & CHIEF FINANCIAL OFFICER CERTIFICATION

In terms of Regulation 17(8) of Listing Regulations, the Company has obtained compliance certificate from the Whole -Time Director and Chief Financial Officer.

INSOLVENCY AND BANKRUPTCY

There was no application made or proceeding pending against the Company under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year under review.

THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF.

During the financial year under review, there has been no incident of one-time settlement for loan taken from the banks of financial institutions and hence not being commented upon.

ACKNOWLEDGEMENTS

The Board of Directors wish to place on record their gratitude for exemplary support and contribution of all the Stakeholders viz. employees, bankers, investors, dealers, suppliers and the Government Departments during the year 2023-24.

On behalf of the Board of Directors
of THREE-M-PAPER BOARDS LIMITED

Sd/-
HITENDRA DHANJI SHAH
00448925
WHOLE TIME DIRECTOR

Sd/-
RUSHABH HITENDRA SHAH
01874177
MANAGING DIRECTOR

PLACE: MUMBAI
DATE: September 5, 2023



COMPLIANCE CERTIFICATE

[Regulation 17(8) read with Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We, Rushabh Shah, Managing Director and Krunal Waghela, CFO certify that:

- A. We have reviewed financial statements and the cash flow statement for the year ended 31st March 2024 and to the best of our knowledge and information:
 - 1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- B. We also certify that based on our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposed to be taken to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit Committee:
 - 1) That there are no significant changes in the internal control over financial reporting during the year;
 - 2) There are no significant changes in the Accounting Policies during the year and financial statements; and
 - 3) There are no instances of significant fraud of which we have become aware. For Emami Paper Mills Limited

On behalf of the Board of Directors
of THREE-M-PAPER BOARDS LIMITED

Sd/-
RUSHABH SHAH
MANAGING DIRECTOR

Sd/-
KRUNAL WAGHELA
CFO

Date: June 28, 2024
Place: Mumbai



COMPLIANCE WITH CODE OF CONDUCT

[Regulation 34(3) read with Schedule V (Part D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

This is to declare that as of 31st March, 2024, all Board Members and the Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct as laid down in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

On behalf of the Board of Directors
of THREE-M-PAPER BOARDS LIMITED

Sd/-
RUSHABH SHAH
MANAGING DIRECTOR

Date: June 28, 2024

Place: Mumbai

ANNEXURE – I

Annual Report on Corporate Social Responsibility (CSR) activities

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

I. Brief outline on CSR Policy of the Company.

- a) The Company would spend not less than 2% of the average Net Profits of the Company, calculated in accordance with Section 198 of the Companies Act, 2013, made during the three immediately preceding financial years;
- b) CSR activities shall be undertaken by the Company, as projects/programs of activities (either new or ongoing) as prescribed under Schedule VII of the Companies Act, 2013 excluding the activities undertaken in pursuance of its normal course of business by the Company;
- c) The Board may decide to undertake the Activities either by itself or through a registered trust or a registered society or a company established by the Company under Section 8 of the Act or otherwise.

2. Composition of CSR Committee:

As the Section 135(9), CSR amount to be spent is not more than 50 lacs, Company need not to have separate CSR committee. The Company's Policy on Corporate Social Responsibility is available on the website of the Company at <https://www.threempaper.com/>

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: at <https://www.threempaper.com/>

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable: Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:

SR. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
1	2020-21	-	-
2	2021-22	-	-
3	2022-23	-	-
	Total	-	-

6. Average net profit of the company as per section 135(5): ₹ 4,27,10,595

**7. (a) Two percent of average net profit of the company as per section 135(5): ₹ 8,54,212
(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL**

(c) Amount required to be set off for the financial year, if any: NIL

(d) Total CSR obligation for the financial year (7a+7b-7c): ₹ 8,54,212

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
₹ 8,55,000	Nil	NA	Nil	NA	NA

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project	Project duration	Amount allocated for the project (in Rs.)	Amount spent in the current financial Year (in Rs.).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.)	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency
				State	District					Name CSR Registration number
Not Applicable										

(c) Details of CSR amount spent against other than ongoing projects for the financial year: 2023-24

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
				Local area (Yes/No)	Location of the project.			Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency.
Sr No	Name of the Project	Item from the list of activities in schedule VII to the Act.		State	District	Amount spent for the project (in Rs.).		Name	CSR registration number
I	Annakshetra Service	Eradicating hunger, poverty, and malnutrition	No	Gujarat	Valsad	₹ 8,55,000	Yes	International Society for Krishna Consciousness	CSR00005241

(d) Amount spent in Administrative Overheads: NIL

(e) Amount spent on Impact Assessment, if applicable: Not Applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ 8,55,000

(g) Excess amount for set off, if any

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	₹ 8,54,212
(ii)	Total amount spent for the Financial Year	₹ 8,55,000
(iii)	Excess amount spent for the financial year [(ii)-(i)]	₹ 788
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	₹ 788

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs.).	Date of transfer.	
1	2020-21	-	-	-	-	-	-
2	2021-22	-	-	-	-	-	-
3	2022-23	-	-	-	-	-	-

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details):
Not Applicable

- (a) Date of creation or acquisition of the capital asset(s).
- (b) Amount of CSR spent for creation or acquisition of capital asset.
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
- (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable

Note: CSR Applicable to the Company from the financial year 2023-24

**On behalf of the Board of Directors
of THREE-M-PAPER BOARDS LIMITED**

Sd/-
HITENDRA DHANJI SHAH
00448925
WHOLE TIME DIRECTOR

Sd/-
RUSHABH HITENDRA SHAH
01874177
MANAGING DIRECTOR

PLACE: MUMBAI
DATE: September 5, 2023

HIREN GOR & ASSOCIATES

Practicing Company Secretaries

FORM NO. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

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

To,

The Members,

**THREE M PAPER BOARDS LIMITED (Formerly known as “Three-M-Paper Manufacturing Company Private Limited” and “Three M Paper Boards Private Limited”)
(CIN: U22219MH1989PLC052740)**

**A33 & 34, Floor -2, Royal Industrial Estate,
5-B Naigaon Cross Road, Wadala, Mumbai-400031.**

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by THREE M PAPER BOARDS LIMITED (Formerly known as “Three-M-Paper Manufacturing Company Private Limited” and “Three M Paper Boards Private Limited”) (CIN – U22219MH1989PLC052740) (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the year ended on 31st March, 2024 according to the provisions of:

- a) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- b) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- c) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; (To the extent applicable)

HIREN GOR & ASSOCIATES

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- d) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during audit period)
- e) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (i) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not applicable to the Company during audit period)
 - (ii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; (Not applicable to the Company during audit period)
 - (iii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during audit period)
 - (iv) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable to the Company during audit period)
 - (v) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during audit period)
 - (vi) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during audit period)
 - (vii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during audit period)
 - (viii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during audit period) and
 - (ix) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments from time to time; (Not applicable to the Company during audit period).
- f) As informed and certified by the management of the company, the Other Laws which are specifically applicable to the company are as under:
 - I) The Income Tax Act, 1961
 - II) The Goods and Service Tax Act, 2017
 - III) The Maternity Benefit Act, 1961

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- IV) The Industrial Dispute Act, 1948
- V) The Contract Labour (Regulation and Abolition) Act, 1970
- VI) The Trade Union Act, 1926
- VII) The Equal Remuneration Act, 1976
- VIII) The Payment of Gratuity Act, 1972
- IX) The Workmen's Compensation Act, 1923
- X) The Employees Provident Funds and Miscellaneous Provisions Act, 1952
- XI) The Sexual Harassment of Women At Workplace (Prevention, Prohibition and Redressal) Act, 2013
- XII) Indian Electricity Act, 2003
- XIII) Motor Vehicle Act, 1988
- XIV) Central Motor Vehicle Act, 1989
- XV) Customs Act, 1962
- XVI) Environment Protection Act, 1986
- XVII) Competition Act, 2002
- XVIII) Intellectual Property Regulations

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

- a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- b) The Listing Agreement entered into by the Company with Stock Exchange(s) (Not applicable to the Company during audit period)

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

I further report that:

The Board of Directors of the Company is duly constituted. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Except in case of meetings convened at a shorter notice, adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings, the decisions of the Board were taken with requisite majority.

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

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I report further that, during the audit period, there were no specific events/actions in pursuance of the aforesaid laws, rules, regulations, etc. having a major bearing on the company's affairs except the following:

1. The Authorised Share Capital of the Company was increased from 10,00,000 (Ten Lakhs) Equity Shares of Rs.100/- (Rupees Hundred Only) each to 25,00,000 (Twenty five Lakhs) Equity Shares of Rs. 100/- (Rupees Hundred Only) each vide resolution passed in Extra Ordinary General Meeting held on December 26, 2023 and accordingly the Clause V of the Memorandum of Association of the Company and Clause 4 of the Articles of the Association of the Company was altered.
2. The Company had subdivided each equity share of the nominal value of Rs.100/- (Rupees One Hundred Only) each into 10 (Ten) equity shares of Face Value of Rs.10/- (Rupees Ten Only) each fully paid and all the equity shares of Rs.100/- (Rupees One Hundred Only) each fully paid of the Company were subdivided accordingly vide special resolution passed in Extra Ordinary General Meeting held on December 26, 2023 and consequently the Clause V of the Memorandum of Association of the Company was altered.
3. The Company had adopted new set of Memorandum of Association and Articles of Association as per the provisions of the Companies Act, 2013 vide special resolution passed in Extra Ordinary General Meeting held on December 26, 2023.
4. The name of the Company was changed from "Three-M-Paper Manufacturing Company Private Limited" to "Three M Paper Boards Private Limited" vide Special Resolution passed in Extra Ordinary General Meeting held on December 26, 2023 and accordingly the MOA and AOA of the Company were altered.
5. The Company had issued and allotted 1,82,480 (One Lakh Eighty Two Thousand Four Hundred Eighty) Equity Shares of Rs. 10/- (Rupees Ten only) each at a price of Rs. 137/- (Rupees One Hundred Thirty Seven Only) per share aggregating to Rs. 2,49,99,760/- (Rupees Two Crore Forty Nine Lakhs Ninety Nine Thousand Seven Hundred Sixty Only) to Mr. Hitendra Shah against the outstanding loan vide Board Resolution passed in the Board Meeting held on December 27, 2023.
6. The Company had issued and allotted 67,32,680 (Sixty Seven Lakhs Thirty Two Thousand Six Hundred Eight) equity shares of Rs. 10/- (Rupees Ten only) each as bonus shares of an aggregate nominal value of Rs. 6,73,26,800/- (Rupees Six Crores Seventy Three Lakhs Twenty Six Thousand Eight Hundred Only), i.e. in the ratio of 1:1 i.e. One Bonus share for every One equity share held, by way of capitalization of free reserves of the Company vide special Resolution passed in Extra Ordinary General Meeting held on January 16, 2024 and the shares were allotted on February 3, 2024.

HIREN GOR & ASSOCIATES

Practicing Company Secretaries

7. The Company was converted into a Public Limited Company and consequently the name of the Company was changed from “Three M Paper Boards Private Limited” to “Three M Paper Boards Limited” vide Special Resolution passed in Extra Ordinary General Meeting held on January 16, 2024 and accordingly the MOA and AOA of the Company were altered.

**For Hiren Gor & Associates,
Company Secretaries**

Sd/-

**Hiren Gor
Proprietor
ACS – 44457/COP – 17838
UDIN: A044457F000631879**

Date: 28/06/2024

Place: Mumbai

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

HIREN GOR & ASSOCIATES

Practicing Company Secretaries

Annexure A

To,

The Members,

THREE M PAPER BOARDS LIMITED (Formerly known as “Three-M-Paper Manufacturing Company Private Limited” and “Three M Paper Boards Private Limited”)

(CIN: U22219MH1989PLC052740)

A33 & 34, Floor -2, Royal Industrial Estate,

5-B Naigaon Cross Road, Wadala, Mumbai-400031.

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

a. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

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

c. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

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

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

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

**For Hiren Gor & Associates,
Company Secretaries**

Sd/-

Hiren Gor

Proprietor

ACS – 44457/COP – 17838

UDIN: A044457F000631879

Date: 28/06/2024

Place: Mumbai

HIREN GOR & ASSOCIATES

Practicing Company Secretaries

Certificate of Non-Disqualification of Directors

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI)
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of THREE M PAPER BOARDS LIMITED (Formerly known as "Three-M-Paper Manufacturing Company Private Limited" and "Three M Paper Boards Private Limited") (CIN – U22219MH1989PLC052740) (hereinafter called the Company), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers and considering the relaxations granted by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company*
1	RUSHABH HITENDRA SHAH	00457076	05/11/2007
2	PRAFULLA HITENDRA SHAH	01874177	01/07/1992
3	HITENDRA DHANJI SHAH	00448925	26/07/1989
4	ASHOK KUMAR BANSAL	07325904	11/01/2024
5	FENI JAY SHAH	10803831	11/01/2024
6	JIGNA RAVILAL DEDHIA SHAH	10452692	11/01/2024

*the date of appointment is as per the MCA Portal.

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Hiren Gor & Associates,
Company Secretaries

Sd/-
Hiren Gor
Proprietor
ACS – 44457/COP – 17838
PEER REVIEW NO: 5322/2023

Date: 28/06/2024

Place: Mumbai

12/187, Sukhmani Building, V. P. Road, Andheri West, Mumbai-400058
Ph No – 9029961080 Email Id – gorhiren33@gmail.com



ANNEXURE III

FORM NO. AOC-2

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

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

I. Details of contracts or arrangements or transactions not at Arm's Length basis: NIL

2. Details of material* contracts or arrangements or transactions at arm's length basis:

Sr. No.	Name (s) of the related party & nature of relationship	Nature of contracts/arrangements/transaction	Duration of the contracts/arrangements/transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board	Amount paid as advances, if any
1	HARSHA RUSHABH SHAH (Wife of Rushabh H Shah and Daughter-in-law of Hitendra D. Shah)	SALARY	2023-24	At arm's length basis and in the ordinary course of business. Aggregate value of Rs. 6,00,000/-	May 05 th , 2023	NIL
2	HITENDRA DHANJI SHAH (Executive Chairman)	INTEREST	2023-24	At arm's length basis and in the ordinary course of business. Aggregate value of Rs. 32,40,526/-	May 05 th , 2023	Nil
3	RUSHABH HITENDRA SHAH (Managing Director)	INTEREST	2023-24	At arm's length basis and in the ordinary course of business. Aggregate value of Rs. 1,35,723/-	May 05 th , 2023	Nil
4	PRAFULLA HITENDRA SHAH (Director)	INTEREST	2023-24	At arm's length basis and in the ordinary course of business. Aggregate value of Rs. 4,07,732/-	May 05 th , 2023	Nil

**On behalf of the Board of Directors
of THREE-M-PAPER BOARDS LIMITED**

Sd/-
HITENDRA DHANJI SHAH
00448925
WHOLE TIME DIRECTOR

Sd/-
RUSHABH HITENDRA SHAH
01874177
MANAGING DIRECTOR

INDEPENDENT AUDITOR'S REPORT

To The Members of Three M Paper Boards Limited
(Formerly Known As "Three M Paper Boards Private Limited" &
"Three-M-Paper Manufacturing Company Private Limited")

Report on the Audit of the financial statements

We have audited the accompanying financial statements of **Three M Paper Boards Limited (Formerly Known As "Three M Paper Boards Private limited" and "Three-M-Paper Manufacturing Company Private Limited")** ("the Company"), which comprise the Balance Sheet as at March 31, 2024, and the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and notes to the financial statements including a summary of significant accounting policies and other explanatory information.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2006, as amended ("Accounting Standards") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its profit and its cash flows for the Year ended on that date.

Basis for Opinion

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

Information Other than the financial statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis and Directors Report (the "Reports"), but does not include the financial statements and our auditor's report thereon.
- Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

- In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows in accordance with the Accounting Standards and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the financial statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also

responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit, we report that:
 - A. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - B. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - C. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account.

- D. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- E. On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
- F. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- G. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the period is in accordance with the provisions of section 197 of the Act.
- H. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- a) The Company does not have any pending litigations which would impact its financial position.
 - b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - d)
 - i. The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company.
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
 - ii. The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Party or
 - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
- iii. Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (d) (i) and (d) (ii) contain any material mis-statement.
- e) The Company has not paid any dividend during the year and hence, compliance with Section 123 of the Act is not applicable.
- f) As required by the Companies (Auditor’s Report) Order, 2020 (“the Order”) issued by the Central Government in terms of Section 143(11) of the Act, we give in “**Annexure B**” a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.

**For PIYUSH KOTHARI & ASSOCIATES
CHARTERED ACCOUNTANTS
(Firm’s Registration No. – 140711W)**

Sd/-
Piyush Kothari
(Partner)
(M. No. 158407)
(UDIN - 24158407BKBKM3211)

Place: Ahmedabad
Date: 28-06-2024

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub- section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **Three M Paper Boards Limited (Formerly Known As "Three M Paper Boards Private limited" and "Three-M-Paper Manufacturing Company Private Limited")** (“the Company”), as of March 31, 2024 in conjunction with our audit of the financial statements of the Company for the Year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company and its joint operations companies incorporated in India (retain as applicable) based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note.

**For PIYUSH KOTHARI & ASSOCIATES
CHARTERED ACCOUNTANTS
(Firm's Registration No. – 140711W)**

Sd/-
**Piyush Kothari
(Partner)
(M. No. 158407)
(UDIN - 24158407BKBKM3211)**

Place: Ahmedabad
Date: 28-06-2024

ANNEXURE – B: Report under the Companies (Auditor's Report) Order, 2020

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date on the accounts of **Three M Paper Boards Limited (Formerly Known As "Three M Paper Boards Private Limited" and "Three-M-Paper Manufacturing Company Private Limited")** ("the Company"), for the year ended March 31, 2024)

- i. According to the information & explanation given to us and on the basis of our examination of the records of the Company, in respect of property, plant & equipment and intangible assets:
 - a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of its property, plant & equipment.
(B) The Company has maintained proper records showing full particulars of Intangible assets.
 - b) The Property, Plant & Equipment were physically verified during the year by the management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information & explanation given to us, no material discrepancies were noticed on such verification.
 - c) The title deeds of all the immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company.
 - d) The Company has not revalued its property, plant & equipment (including right to use assets) or intangible assets or both during the year and hence, reporting under clause 3(i)(d) of the order is not applicable.
 - e) There are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder and hence, reporting under clause 3(i)(e) of the order is not applicable.
- ii. a) The physical verification of inventory has been conducted at reasonable intervals by the Management during the year and, in our opinion, the coverage and procedures of such verification by Management is appropriate. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.

b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has sanctioned working capital limits in excess of five crore rupees, in aggregate, from State bank of India, HDFC Bank and Shamrao Vithal Co Operative Bank on the basis of security of current assets. The quarterly returns or statements filed by the company with the banks are in agreement with the books of account of the Company other than those as set out below:-

Months	Name of Bank	Particulars of Securities Provided	Amount as per Books of Account (₹ in Crores)	Amount as reported in the monthly return/ statement (₹ in Crores)	Amount of difference (₹ in Crores)	Reason for discrepancies
Jun-23	HDFC Bank	Book debts	42.89	41.68	1.21	Few pending Entries were made in books of account after submission of stock statement.
Sep-23	HDFC Bank	Book debts	43.92	41.41	2.51	
Dec-23	HDFC Bank	Book debts	45.76	44.28	1.48	
Mar-24	HDFC Bank	Book debts	54.66	52.51	2.15	

Months	Name of Bank	Particulars of Securities Provided	Amount as per Books of Account (₹ in Crores)	Amount as reported in the monthly return/ statement (₹ in Crores)	Amount of difference (₹ in Crores)	Reason for discrepancies
Jun-23	SBI	Book debts	42.89	41.68	1.21	Few pending Entries were made in books of account after submission of stock statement.
Sep-23	SBI	Book debts	43.92	41.41	2.51	
Dec-23	SBI	Book debts	45.76	44.28	1.48	
Mar-24	SBI	Book debts	54.66	52.48	2.18	

Months	Name of Bank	Particulars of Securities Provided	Amount as per Books of Account (₹ in Crores)	Amount as reported in the monthly return/ statement (₹ in Crores)	Amount of difference (₹ in Crores)	Reason for discrepancies
Jun-23	SVC	Book debts	42.89	41.68	1.21	Few pending Entries were made in books of account after submission of stock statement.
Sep-23	SVC	Book debts	43.92	41.41	2.51	
Dec-23	SVC	Book debts	45.76	44.28	1.48	
Mar-24	SVC	Book debts	54.66	52.48	2.18	

- iii. In our opinion and according to the information and explanations given to us, the Company has not made investments in, provided any guarantee or security, or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships, or any other parties during the year, hence reporting under paragraph 3(a),(b),(c),(d),(e) and (f) of the Order is not applicable.
- iv. According to the information and explanations given to us and as per records examined by us, the Company has not granted any loans, not made any investments and has not provided guarantees and securities as applicable with the provisions of Section 185 and 186 of the Companies Act, 2013.

- v. The Company has not accepted any deposit or amounts which are deemed to be deposit within the meaning of Section 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Hence, reporting under clause 3 (v) of the Order is not applicable.
- vi. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under Section 148(1) of the Companies Act, 2013 and are of the opinion that, *prima facie* the prescribed cost records have been made and maintained
- vii. According to the information & explanation given to us, in respect of statutory dues:
 - 1. In our opinion, the Company has been generally been regular in depositing undisputed statutory dues including Goods & Service Tax, Provident Fund, Employees' State Insurance, Income-tax, Sales tax, Service Tax, Customs Duty, Value Added Tax, Goods and Services Tax, Cess and other material statutory dues applicable to it with the appropriate authorities during the year. There were no undisputed amounts payable in respect of Goods & Service Tax, Provident Fund, Employees' State Insurance, Income-tax, Sales tax, Service Tax, Customs Duty, Value Added Tax, Goods & Services Tax, Cess and other material statutory dues in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.
 - 2. Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2024 on account of disputes are given below:

Name of the Statute	Nature of the Dues	Amount Involved (Rs.)	Amount paid (Rs.)	Year to which the amount relates	Forum where dispute is ongoing
The Income Tax Act, 1961	Income Tax	16,10,975/-	NIL	AY 2010-11	High Court of Bombay
The Income Tax Act, 1961	Income Tax & Interest	2,77,24,170/-	20,00,000/-	AY 2012-13	Commissioner of Income Tax (A)-6

- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. Based on information and explanation provided by the management of Company and on the basis of our examination of the records of the Company,
 - 1. The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender. Hence reporting under clause (ix)(a) of the Order is not applicable.
 - 2. The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority

3. According to the information and explanation given to us and on the basis of our examination of the records of the company, the Company has utilized the loan amount taken during the year for intended purpose.
 4. On an overall examination of the financial statements of the Company, funds raised on short-term basis have, *prima facie*, not been used during the year for long-term purposes by the Company.
 5. On an overall examination of the financial statements of the Company, funds raised on short-term basis have, *prima facie*, not been used during the year for long-term purposes by the Company.
 6. The Company does not have any subsidiary, associate or joint venture. Hence, reporting under paragraph 3(ix) (e) and (f) of the Order is not applicable to the company.
- x. (a) The Company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause (x)(a) of the Order is not applicable.
- (b) The Company has issued 1,82,480 equity shares of Rs. 10/- each on preferential basis as conversion of existing loan at a premium of Rs. 127/- each vide Board meeting resolution passed on December 27, 2023 and allotted on December 27, 2023.
- (c) The Company has issued 67,32,680 equity shares of Rs. 10/- each as bonus shares in the ratio of 1:1 i.e. (1One) Fully paid Bonus shares of Rs. 10/- each will be allotted against the holding of 1 (One) equity shares of the Company) vide EGM resolution passed on January 16, 2024 and allotted on February 3, 2024.
- xi. (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.
- (C) Whistle-blower complaints have not been received during the year by the Company.
- xii. In our opinion and according to information and explanations given to us, clause (xii) of para 3 to Companies (Auditor's Report) Order, 2020 w.r.t. Nidhi Company is not applicable to company. Accordingly, the paragraph 3(xii) of the order is not applicable to the company and hence not commented upon.

- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) Internal audit is applicable to the Company as per the Provisions of section 138 of the Companies Act, 2013 read with rule 13 of the Companies (Accounts) Rules, 2014. Company has informed that they have appointed Mr. Rushabh Savla, Chartered Accountants, (Firm Reg. No. 0127426W & M.No. 154104) on 11th January, 2024 as internal auditor for the Financial Year 2023-24. However we were unable to obtain the Internal Audit Reports of the Company, hence the Internal Audit Reports have not been considered by us.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the company.
- xvi. In our opinion, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi) (a) (b) (c) and (d) of the Order is not applicable to the Company.
- xvii. The Company has not incurred cash losses during the financial year and the immediately preceding financial year. Hence reporting under paragraph 3(xvii) of the Order is not applicable to the Company.
- xviii. There has been resignation of the statutory auditors M/s Jain & Trivedi Chartered Accountants of the Company during the year. However, there are no issues, objections or concerns raised by the outgoing auditors which has to be considered.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. According to the information and explanations given to us and based on our examination of books and records of the company there are no unspent amount towards Corporate Social Responsibility (CSR) on either ongoing projects or other than ongoing projects under section 135 of the Act and accordingly, reporting under paragraph 3(xx)(a) and (b) of the order is not applicable to the Company;
- xxi. The company does not have any subsidiary company so consolidated financial statements are not required to prepare.

**For PIYUSH KOTHARI & ASSOCIATES
CHARTERED ACCOUNTANTS
(Firm's Registration No. – 140711W)**

Sd/-
Piyush Kothari
(Partner)
(M. No. 158407)
(UDIN -24158407BKBIKM3211)

Place: Ahmedabad
Date: 28-06-2024



THREE M PAPER BOARDS LTD.
(Formerly known as "Three M Paper Boards Private Limited" & "Three M Paper Manufacturing Company Private Limited")
CIN: U22219MH1989PLC052740
Balance Sheet as at March 31, 2024

Rs. In Lakhs

PARTICULARS	Notes	As at March 31, 2024	As at March 31, 2023
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share capital	4	1,346.54	655.02
(b) Reserves and surplus	5	4,738.57	4,053.90
		6,085.10	4,708.92
(2) Share Application Money pending Allotment			
(3) Non-current liabilities			
(a) Long-term borrowings	6	3,396.97	4,351.95
(b) Deferred tax liabilities (Net)	7	692.82	858.20
(c) Other Long term liabilities	8	-	9.00
(d) Long-term provisions	9	172.61	167.32
		4,262.40	5,386.47
(4) Current liabilities			
(a) Short-term borrowings	6	3,867.13	3,830.43
(b) Trade payables	10	135.42	692.37
(A) Total outstanding dues of micro enterprises and small enterprises		4,546.60	3,805.45
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises		378.28	394.07
(c) Other current liabilities	8	244.96	124.80
(d) Short-term provisions	9		
		9,172.39	8,847.12
TOTAL		19,519.89	18,942.51
II. ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment and Intangible assets			
(i) Property, Plant and Equipment	11	7,621.62	7,794.30
(ii) Intangible assets	11	1.01	1.47
(iii) Capital work-in-progress	11	183.16	-
		7,805.79	7,795.77
(b) Non-current investments	12	121.69	119.90
(c) Long-term loans and advances	13	92.40	290.69
		214.10	410.60
(2) Current assets			
(a) Current investments	12	-	5.00
(b) Inventories	14	2,939.37	3,417.39
(c) Trade receivables	15	5,420.21	4,255.80
(d) Cash and cash equivalents	16	12.52	542.66
(e) Short-term loans and advances	13	1,737.29	1,922.26
(f) Other current assets	17	1,390.63	593.03
		11,500.01	10,736.14
TOTAL		19,519.89	18,942.51

Significant Accounting Policies

2(3-25)

The accompanying notes are an integral part of the Financial Statements.

As per our attached report of even date

FOR PIYUSH KOTHARI & ASSOCIATES
Chartered Accountants
Firm Registration No. 140711W

For and on behalf of the Board of Directors of
THREE M PAPER BOARDS LTD.
CIN: U22219MH1989PLC052740

Sd/-
CA. PIYUSH KOTHARI
Partner
Membership No. 158407
UDIN: 24158407BKBIKM3211
Place : Mumbai
Date: 28th June, 2024

Sd/- RUSHABH SHAH Managing Director DIN-01874177	Sd/- HITENDRA SHAH Whole-Time Director DIN-00448925	Sd/- KRUNAL WAGHEDA (CFO) PAN - ABCPW7215L
		Sd/- SNEHA SHAH (Company Secretary) Mem no - 43161



THREE M PAPER BOARDS LTD.
(Formerly known as "Three M Paper Boards Private Limited" & "Three M Paper Manufacturing Company Private Limited")
CIN: U22219MH1989PLC052740

Statement of Profit and Loss for the Year ended March 31, 2024

PARTICULARS	Note	Rs. In Lakhs	
		Year ended March 31, 2024	Year ended March 31, 2023
INCOME			
I - Revenue from operations	18	27,223.48	32,725.22
II - Other income	19	378.08	249.71
III - Total (I+II)		27,601.56	32,974.92
IV - EXPENSES			
Cost of raw materials consumed	20	14,575.93	18,273.73
Direct expense	21	2,218.52	2,268.91
Changes in inventories of finished goods, work-in-progress and stock-in-trade	21	(159.07)	(607.61)
Employee benefits expense	22	1,400.73	1,436.12
Finance costs	23	746.40	964.05
Depreciation and amortization expense	11	661.91	604.69
Other expenses	24	6,858.56	9,437.48
TOTAL EXPENSES		26,302.99	32,377.36
V. Profit before exceptional and tax (III-IV)		1,298.57	597.56
VI. Exceptional items		-	-
VII. Profit before tax (V-VI)		1,298.57370	597.56
VIII. Tax Expenses			
(1) Current Tax	7	337.67	105.69
(2) Previous Year Tax		0.10	0.25
(3) MAT Credit Entitlement		-	(97.36)
(4) Deferred Tax	7	(165.39)	(63.97)
		172.38	(55.38)
PROFIT AFTER TAX (VII-VIII)		1,126.19	652.94

Earnings per equity share:

4

Basic 8.53 4.98
Diluted 8.53 4.98

Significant Accounting Policies 2(3-25)

The accompanying notes are an integral part of the Financial Statements.

As per our attached report of even date

FOR PIYUSH KOTHARI & ASSOCIATES

Chartered Accountants

Firm Registration No. 140711W

For and on behalf of the Board of Directors of

THREE M PAPERS BOARDS LTD.

CIN: U22219MH1989PLC052740

Sd/-

CA. PIYUSH KOTHARI

Partner

Membership No. 158407

UDIN: 24158407BKBIKM3211

Place : Mumbai

Date: 28th June, 2024

Sd/-

RUSHABH SHAH

Managing Director

DIN-01874177

Sd/-

HITENDRA SHAH

Whole-Time Director

DIN-00448925

Sd/-

KRUNAL WAGHEDA

(CFO)

PAN - ABCPW7215L

Sd/-

SNEHA SHAH

(Company Secretary)

Mem no - 43161



THREE M PAPER BOARDS LTD.

(Formerly known as "Three M Paper Boards Private Limited" & "Three M Paper

Manufacturing Company Private Limited")

CIN: U22219MH1989PLC052740

Cash Flow Statement for the year ended on 31st March, 2024

Particulars	Amt in Lakhs	
	As at	As at
	31st March, 2024	31st March 2023
Cash flows from Operating Activities:		
Net profit before taxation and extraordinary item	1,298.57	597.56
Adjustments for:		
(1) Depreciation	661.91	604.69
(2) Foreign Exchange Loss	(0.68)	(4.67)
(3) Interest Income	(157.66)	(6.32)
(4) Interest Expense	657.23	870.65
(5) Sundry Balance Write off	2.67	9.52
(6) Sundry Liability Write back	(83.72)	(37.74)
(7) Bad debts	0.49	1.38
(8) Provision for Gratuity	14.01	20.74
Operating Profit before Working Capital Changes	2,392.82	2,055.81
(Increase) / Decrease in Trade Receivable	(1,164.16)	359.01
(Increase) / Decrease in Inventories	478.03	(1,369.79)
(Increase) / Decrease in Short-term loans and Advances	299.66	192.76
(Increase) / Decrease in Trade Payable	184.28	(16.00)
(Increase) / Decrease in Other Current Liabilities	47.77	(163.34)
(Increase) / Decrease in Other Current Assets	(778.25)	1,380.71
Cash Generated from Operations	1,460.15	2,439.16
Income Taxes paid	(337.77)	(105.95)
Cash flow before extraordinary item	1,122.38	2,333.21
Net Cash from / to Operating Activities (A)	1,122.38	2,333.21
Cash Flows from Investing Activities		
Purchase of Fixed Assets	(712.70)	(1,392.49)
Sale of Fixed Assets	40.78	-
Purchase of Investments	3.21	(9.86)
Interest received	177.04	2.81
Net Cash from / to Investing Activities (B)	(491.66)	(1,399.54)
Cash Flows from Financing Activities		
Net Proceeds from long-term borrowings	(503.63)	317.65
Interest paid	(657.23)	(1,060.59)
Net Cash from / to Financing Activities (C)	(1,160.87)	(742.94)
Net Increase / (Decrease) in Cash and Cash Equivalents (A + B + C)	(530.15)	190.73
Cash and Cash Equivalents at the beginning of the period	542.66	351.94
Cash and Cash Equivalents at the end of the period	12.51	542.66



THREEM PAPER BOARDS LIMITED

(Formerly known as "Three M Paper Boards Private Limited" & "Three M Paper Manufacturing

Company Private Limited")

CIN-U22219MH1989PLC052740

COMPANY INFORMATION, BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

1 Company Information:

Three M Paper Boards Limited (Formerly known as Three M Paper Boards Private Limited and Three M Paper Manufacturing Company Private Limited) is a Public limited Company incorporated on 26th July, 1989 with its registered office at Royal Industrial Estate, Office No. A, 33/34 5B Naigaon Cross Road, Wadala, Mumbai -400031 Maharashtra. The Company has been changed from Private Limited Company to Limited Company on 29th January, 2024. The Company is primarily engaged in the manufacturing of recycled paper in India and the manufacturers of grey back and white back Duplex Boards for over 30 years. The Company is also engaged in the activity of generation of Wind Energy.

2 Basis of Preparation of Financial Statements:

a) Statements of Compliance:

The Financial Statements are prepared in accordance with Generally Accepted Accounting Principles under the Historical Cost Convention on an accrual basis and on principles of going concern. Accounting Standards notified under Section 133 of the Companies Act, 2013 and the relevant provisions thereof are consistently applied by the Company.

b) Rounding of amounts:

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

c) Use of Estimates and judgements:

The preparation of financial statements requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

3 Significant Accounting Policies:

3.1 Property, Plant and Equipment:

Property, Plant and Equipment (PPE) acquired are stated at cost, net of tax/duty credit availed and includes amounts added on revaluation, less accumulated depreciation and accumulated impairment losses, if any. Cost includes expenses directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Subsequent expenditures relating to PPE is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the costs to the item can be measured reliably. Repairs and maintenance costs are recognized in net profit in the statement of profit and loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gain or losses are recognized in the statement of profit and loss.

Capital work-in-progress includes cost of PPE under installation / under development as at the balance sheet date. Advances paid towards the acquisition of PPE outstanding at each balance sheet date is classified as capital advances under other noncurrent assets.

Intangible assets are recognized if it is probable that the future economic benefits that are attributable to the assets will flow to the Company and cost of the assets can be measured reliably. Intangible assets are stated at cost of acquisition less accumulated amortization. Intangible assets are amortized over their estimated useful economic life over a period of four years using Straight Line Method.

Leasehold land is amortized over the period of lease.

3.2 Depreciation and Amortization:

The Company depreciates its property, plant and equipment (PPE) over the useful life in the manner prescribed in Schedule II to the Act. Management believes that useful life of assets are same as those prescribed in Schedule II to the Act, except for plant and equipment's wherein based on technical evaluation, useful life has been estimated to be different from that prescribed in Schedule II of the Act.

An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal, any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the property, plant and equipment is de-recognized.

Depreciation on additions / deletions is calculated pro-rata from the month of such addition / deletion, as the case may be.

Useful life considered for calculation of depreciation for various assets class are as follows

Category of Assets	Useful Life (Years)
Building	30-60
Furniture & Fixture	10
Vehicles*	10
Windmill	19
Computers & Softwares	03
Plant & Machinery used in Mfg of Paper*	19
Plant & Machinery used in Power Generation*	19

*For these class of assets based on internal assessment and independent technical evaluation carried out by external valuers the company estimates the useful life as given above best represents the period over which Company expects to use these assets. Hence the useful life for these assets are different from the useful life as prescribed under Part C of Schedule of Companies Act, 2013

3.3 Revenue Recognition:

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The specific recognition criteria described below also be met before revenue is recognised.

Sale of Goods:

Revenue from the sale of goods is recognised, when control of goods being sold is transferred to customer and where there are no longer any unfulfilled obligations. The performance obligations in contracts are considered as fulfilled in accordance with the terms agreed with the respective customers. Revenue include transport charges, insurance and other incidental charges charged to customers.

Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates. Sales as disclosed, are exclusive of Goods and Services Tax.

Revenue arising from sale of Wind Energy is recognised in the succeeding month of generation, when such Wind Energy is invoiced to customer.

Export Incentives:

Income from export incentives and duty drawbacks is recognised on accrual basis when no significant uncertainties as to the amount of consideration that would be derived and as to its ultimate collection exist.

Interest Income:

Interest income is recognized on time proportion basis using the effective interest method.

Interest is recognized on delayed payment by trade receivables as and when debit notes are raised by company on such trade receivables .

Dividend Income:

Dividend income is recognized when the right to receive payment is established by the reporting date, which is generally when shareholders approve the same.

3.4 Inventory Valuation:

Inventories such as Raw Materials, Work-in-Progress, Finished Goods, Stock in Trade and Stores & Spares are valued at the lower of cost or net realisable value (except scrap/waste which are value at net realisable value) in line with Accounting Standard 2 ('AS-2') "Valuation of Inventory". The cost is computed on first in first out (FIFO) basis. Finished Goods and Process Stock include cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

3.5 Employee Benefits:

Defined Contribution plan:

The Company makes Provident Fund contributions to regulatory authorities for eligible employees. Under the schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions as specified under the law are paid to the provident fund authorities. The Company does not expect any shortfall in the foreseeable future.

Defined benefit plans:

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The plan is managed by a trust and the fund is invested with Life Insurance Corporation of India under its Group Gratuity Scheme. The Company makes annual contributions to gratuity fund and the Company recognizes the liability for gratuity benefits payable in future based on an independent actuarial valuation.

3.6 Current income tax:

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Deferred tax:

Deferred tax resulting from "timing difference" between book and taxable profit is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date as per Accounting Standard - 22 "Accounting for Taxes on Income" notified by The Ministry of Corporate Affairs. Deferred tax assets are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Minimum Alternate Tax:

Minimum Alternate Tax 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.

3.7 Operating Lease:

Lease rentals in respect of assets taken on operating lease are charged to the Profit and Loss Account on Straight line basis over the period of lease term. The accounting for the lease has been done in accordance with the Accounting Standard AS - 19 "Leases" notified by The Ministry of Corporate Affairs.

3.8 Provisions and Contingent Liabilities/Assets:

Provisions are recognised when the Company has a present probable obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. the amount of which can be reliably estimated which are reviewed at each Balance Sheet date. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. Contingent Liability is disclosed after careful evaluation of facts, uncertainties and possibility of reimbursement. Contingent liabilities are not recognised but are disclosed in notes.

Contingent Liability is disclosed after careful evaluation of facts, uncertainties and possibility of reimbursement. Contingent liabilities are not recognised but are disclosed in notes.

Contingent Assets are not recognised in financial statements but are disclosed, since the former treatment may result in the recognition of income that may or may not be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and its recognition is appropriate.

3.9 Purchases:

Purchase of goods is recognised on receipt into factory premises and purchases include non refundable Taxes and other incidental charges charged by suppliers and it is net of the purchase returns, discounts and quality rebates.

3.10 Foreign currency transactions and translations:

The functional currency of the Company is Indian Rupees (or INR) which is also the presentation currency for the financial statements.

a) Initial Recognition:

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss of the year.

b) Measurement of Foreign Currency Items at the Balance Sheet Date:

Foreign currency monetary items of the Company are restated at the closing exchange rates. Non monetary items are recorded at the exchange rate prevailing on the date of the transaction. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. The gain or loss arising on translation of non- monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in the fair value of the item. Exchange differences arising out of these transactions are charged to the Statement of Profit and Loss.

3.11 Borrowing Costs:

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

3.12 Segment information:

Information about primary segment:

The Company has one reportable business segment i.e. Paper and Board and two geographical reportable segments i.e. Operations within India and exports. The performance is reviewed by the Board of Directors.

THREE M PAPER BOARDS LTD.
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CIN: U22219MH1989PLC052740
Notes to financial statements for the Year ended March 31, 2024

4 SHARE CAPITAL

PARTICULARS	As at March 31, 2024	As at March 31, 2023	Rs. In Lakhs
Authorised shares 2,50,00,000 Equity Shares of Rs 10/- each (P.Y.10,00,000 Equity Shares of Rs. 100/- each)	2,500.00	1,000.00	
Issued, subscribed and fully paid-up shares 1,34,65,360 Equity Shares of Rs. 10/- each P.Y. 6,55,020 Equity Shares of Rs 100/- each	1,346.54	655.02	
TOTAL	1,346.54	655.02	

Reconciliation of the shares outstanding at the beginning and at the end of the year

PARTICULARS	As at March 31, 2024		As at March 31, 2023	
	Number	Rs. In Lakhs	Number	Rs. In Lakhs
Shares outstanding at the beginning of the year	6,55,020	655.02	6,55,020	655.02
Additional shares after splitting during the year	58,95,180	589.52	-	-
Bonus Shares Issued	67,32,680	673.27	-	-
Shares Issued during the year	1,82,480	18.25	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	1,34,65,360	1,936.05	6,55,020	655.02

a. The Authorised Share Capital of the company was increased from 10,00,000 Equity Shares of Rs. 100/- each to 2,50,00,000 Equity Shares of Rs. 10/- each vide resolution passed by the Members at the EGM held on December 26, 2023.

b. The Company has subdivided each Equity Share of the nominal value of Rs. 100/- each (Rupees One Hundred) each into 10 (Ten) Equity Shares of Face Value of Rs. 10/- (Rupees Ten) each fully paid up vide resolution passed by the Members at the EGM held on December 26, 2023.

c. The Company has issued 1,82,480 equity shares of Rs. 10/- each on preferential basis as conversion of existing loan at a premium of Rs. 127/- each vide Board meeting resolution passed on December 27, 2023 and allotted on December 27, 2023.

d. The Company has issued 67,32,680 equity shares of Rs. 10/- each as bonus shares in the ratio of 1:1 i.e. (1)One Fully paid Bonus shares of Rs. 10/- each will be allotted against the holding of 1 (One) equity shares of the Company) vide EGM resolution passed on January 16, 2024 and allotted on February 3, 2024.

Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Shares held by the Promoters at the end of the year

Promoter Name	As at March 31, 2024		
	No. of Shares	% of Total Shares	% Change during the Year
Hitendra Shah	91,34,760	67.84%	7.46%
Prafulla Shah	20,53,600	15.25%	1.10%
Rushabh Shah	14,35,000	10.66%	1.42%

Shares held by the Promoters Group at the end of the year

Promoter Group Name	As at March 31, 2024	
	No. of Shares	% of Total Shares
Hitendra Dhanji Shah (HUF)	6,80,000	5.05%
Harsha Rushabh Shah	50,000	0.37%
Jagdish Dhanji Gada	40,000	0.30%
Sarla Jagdish Gada	72,000	0.53%

Details of shareholder holding more than 5% shares in the Company

Name of Shareholder	As at March 31, 2024		As at March 31, 2023	
	No of Equity shares held	Percentage	No of Equity shares held	Percentage
Hitendra Shah	91,34,760	67.84%	3,95,490	60.38%
Prafulla Shah	20,53,600	15.25%	92,680	14.15%
Rushabh Shah	14,35,000	10.66%	60,500	9.24%
Hitendra Shah (HUF)	6,80,000	5.05%	34,000	5.19%

Earnings per Share

PARTICULARS	Indian Currency Rs.	
	As at 31st March 2024	As at 31st March 2023
Profit attributable to equity holders	1,126.19	652.94
Weighted average number equity shares Pre bonus and split	1,31,96,127	65,50,200
Weighted average number equity shares Post bonus and split	1,31,96,127	1,31,00,400
Number of Outstanding shares as at year end	1,34,65,360	6,55,020
Pre bonus		
Basic EPS	8.53	9.97
Diluted EPS	8.53	9.97
Post bonus		
Basic EPS	8.53	4.98
Diluted EPS	8.53	4.98

THREE M PAPER BOARDS LTD.

(Formerly known as "Three M Paper Boards Private Limited" & "Three M Paper Manufacturing Company Private Limited")

CIN: U22219MH1989PLC052740

Notes to financial statements for the Year ended March 31, 2024

5 RESERVES AND SURPLUS

PARTICULARS	Rs. In Lakhs			
	Securities Premium	General Reserve	Surplus	Total
As on 01 April 2022	225.00	529.00	2,646.96	3,400.96
Addition during the year				
Transfer from surplus	-	-	-	-
Profit for the Year	-	-	652.94	652.94
	225.00	529.00	3,299.90	4,053.90
Deductions during the year				
As on 31 March 2023	225.00	529.00	3,299.90	4,053.90
Addition during the year				
Premium on fresh issue of Equity shares	231.75	-		
Profit during the year	-	-	1,126.19	1,357.94
	456.75	529.00	4,426.09	5,411.84
Deductions during the year				
Bonus issue of share	(456.75)		(216.52)	(673.27)
As at March 31, 2024	-	529.00	4,209.57	4,738.57

6 BORROWINGS

PARTICULARS	Rs. In Lakhs			
	Long Term		Short Term	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
SECURED BORROWINGS				
(a) Term Loans				
(i) From Banks	2,185.15	2,469.09	-	-
(ii) From NBFC	-	-	-	-
(b) Loans Repayable on Demand	-	-	3,198.17	3,155.32
(c) Current maturity of long term borrowings	-	-	-	-
(i) From Banks			584.08	315.81
(ii) From NBFC			-	158.94
TOTAL SECURED BORROWINGS (A)	2,185.15	2,469.09	3,782.25	3,630.07
UNSECURED BORROWINGS				
(a) Term Loans				
(i) From Banks	-	40.96	-	-
(ii) From NBFC	-	43.92	-	-
(b) Current maturity of long term borrowings				
(i) From Banks			40.96	104.50
(ii) From NBFC			43.92	95.87
(c) Loans and Advances from Related Parties	1,176.82	1,762.99		
(d) Other Loans and Advances	35.00	35.00		
(i) Inter Corporate Loans				
TOTAL UNSECURED BORROWINGS (B)	1,211.82	1,882.87	84.88	200.36
TOTAL BORROWINGS (A + B)	3,396.97	4,351.95	3,867.13	3,830.43

Disclosure Required for Borrowings:			Rs. In Lakhs	
Bank Name	Terms of Repayment, Security, Rate of Interest & Guarantee		As at March 31, 2024	As at March 31, 2023
A. Term, GECL loans from Banks:				
HDFC Bank Ltd	Secured by way of second pari passu charge on entire current assets of the Company, moveable assets including plant and machinery at Chiplun plant and second pari passu charge on Land and Building situated at Chiplun, Dist. Ratnagiri by way of equitable mortgage.		41.90	99.18
	Personal Guarantees of Shri Hitendra Shah, Shri Rushabh Shah and Smt. Prafulla Shah.			
	Effective rate of interest - March 31, 2024 @ 9.25% p.a., March 31, 2023 @ 9.25% p.a.			
	Terms of Repayment : 50 Month (Moratorium period 12 Month) monthly installments of Rs. 5.35 lakhs			
HDFC Bank Ltd	Secured by way of second pari passu charge on entire current assets of the Company, moveable assets including plant and machinery at Chiplun plant and second pari passu charge on Land and Building situated at Chiplun, Dist. Ratnagiri by way of equitable mortgage.		101.74	101.74
	Personal Guarantees of Shri Hitendra Shah, Shri Rushabh Shah and Smt. Prafulla Shah.			
	Effective rate of interest - March 31, 2024 @ 9.25% p.a., March 31, 2023 @ 9.25% p.a.			
	Terms of Repayment : 61 Month (Moratorium period 24 Month) monthly installments of Rs. 3.20 lakhs			
SVC Co-operative Bank Ltd.	Secured by way of first pari passu charge on entire current assets of the Company, moveable assets including plant and machinery at Chiplun plant and first pari passu charge on Land and Building situated at Chiplun, Dist. Ratnagiri by way of equitable mortgage. Personal Guarantees of Shri Hitendra Shah, Shri Rushabh Shah and Smt. Prafulla Shah.		338.11	360.83
	Effective rate of interest - March 31, 2024 @ 9.25% p.a., March 31, 2023 @ 9.25% p.a.			
	Terms of Repayment : 60 Month (Moratorium period 24 Month) monthly installments of Rs. 9.94 lakhs			
SVC Co-operative Bank Ltd.	Secured by way of first pari passu charge on entire current assets of the Company, moveable assets including plant and machinery at Chiplun plant and first pari passu charge on Land and Building situated at Chiplun, Dist. Ratnagiri by way of equitable mortgage. Personal Guarantees of Shri Hitendra Shah, Shri Rushabh Shah and Smt. Prafulla Shah.		216.00	217.71
	Effective rate of interest - March 31, 2024 @ 9.25% p.a., March 31, 2023 @ 9.25% p.a.			
	Terms of Repayment : 60 Month (Moratorium period 24 Month) monthly installments of Rs. 9.02 lakhs			
SVC Co-operative Bank Ltd.	Secured by way of second pari passu charge on entire current assets of the Company, moveable assets including plant and machinery at Chiplun plant and second pari passu charge on Land and Building situated at Chiplun, Dist. Ratnagiri by way of equitable mortgage. Personal Guarantees of Shri Hitendra Shah, Shri Rushabh Shah and Smt. Prafulla Shah.		1,138.64	1,316.25
	Effective rate of interest - March 31, 2024 @ 10.50% p.a., March 31, 2023 @ 10.25% p.a.			
	Terms of Repayment : 84 Month & monthly installments of Rs. 25.51 lakhs			

Disclosure Required for Borrowings:			Rs. In Lakhs	
Bank Name	Terms of Repayment, Security, Rate of Interest & Guarantee		As at March 31, 2024	As at March 31, 2023
SVC Co-operative Bank Ltd.	Secured by way of second pari passu charge on entire current assets of the Company, moveable assets including plant and machinery at Chiplun plant and second pari passu charge on Land and Building situated at Chiplun, Dist. Ratnagiri by way of equitable mortgage. Personal Guarantees of Shri Hitendra Shah, Shri Rushabh Shah and Smt. Prafulla Shah.		268.63	-
	Effective rate of interest - March 31, 2024 @ 10.50% p.a., March 31, 2023 @ 10.25% p.a.			
	Terms of Repayment : 60 Month & monthly installments of Rs. 8.63 lakhs			
B. Term loans from NBFC:				
Tata Capital Financial Services Ltd	Secured by way of first pari passu charge on entire current assets of the Company, moveable assets including plant and machinery at Chiplun plant and first pari passu charge on Land and Building situated at Chiplun, Dist. Ratnagiri by way of equitable mortgage. Personal Guarantees of Shri Hitendra Shah, Shri Rushabh Shah and Smt. Prafulla Shah.		-	84.30
	Effective rate of interest - March 31, 2024 @ 14.80% p.a., March 31, 2023 @ 14.80% p.a.			
Tata Capital Financial Services Ltd	Secured by way of first pari passu charge on entire current assets of the Company, moveable assets including plant and machinery at Chiplun plant and first pari passu charge on Land and Building situated at Chiplun, Dist. Ratnagiri by way of equitable mortgage. Personal Guarantees of Shri Hitendra Shah, Shri Rushabh Shah and Smt. Prafulla Shah.		-	31.32
	Effective rate of interest - March 31, 2024 @ 14.80% p.a., March 31, 2023 @ 14.80% p.a.			
Tata Capital Financial Services Ltd	Secured by way of first pari passu charge on entire current assets of the Company, moveable assets including plant and machinery at Chiplun plant and first pari passu charge on Land and Building situated at Chiplun, Dist. Ratnagiri by way of equitable mortgage. Personal Guarantees of Shri Hitendra Shah, Shri Rushabh Shah and Smt. Prafulla Shah.		-	43.32
	Effective rate of interest - March 31, 2024 @ 14.80% p.a., March 31, 2023 @ 14.80% p.a.			
C. Loan Against Property from Bank:				
Kotak Mahindra Bank Ltd	Hypothecation of property		592.47	633.38
	Effective rate of interest - March 31, 2024 @ 8.75% p.a., March 31, 2023 @ 8.75% p.a.			
	Terms of Repayment : 120 monthly installments of Rs. 8.02 lakhs			
Kotak Mahindra Bank Ltd	Hypothecation of property		56.79	-
	Effective rate of interest - March 31, 2024 @ 8.75% p.a., March 31, 2023 @ 8.75% p.a.			
	Terms of Repayment : 120 monthly installments of Rs. 0.76 lakhs			
D. Vehicle loans from Bank and NBFC:				
HDFC Bank Ltd	Hypothecation of commercial equipment		2.60	4.10
	Effective rate of interest - March 31, 2024 @ 7.00% p.a., March 31, 2023 @ 7.00% p.a.			
	Terms of Repayment : 48 monthly installments of Rs. 0.14 lakhs			

Disclosure Required for Borrowings:			Rs. In Lakhs
Bank Name	Terms of Repayment, Security, Rate of Interest & Guarantee	As at March 31, 2024	As at March 31, 2023
HDFC Bank Ltd	Hypothecation of commercial equipment	4.06	6.40
	Effective rate of interest - March 31, 2024 @ 7.00% p.a., March 31, 2023 @ 7.00% p.a.		
	Terms of Repayment : 48 monthly installments of Rs. 0.23 lakhs		
HDFC Bank Ltd	Hypothecation of commercial equipment	8.29	13.32
	Effective rate of interest - March 31, 2024 @ 7.50% p.a., March 31, 2023 @ 7.50% p.a.		
	Terms of Repayment : 37 monthly installments of Rs. 0.49 lakhs		
Bank of Baroda	Hypothecation of motor car	-	32.00
	Effective rate of interest - March 31, 2024 @ 7.80% p.a., March 31, 2023 @ 7.80% p.a.		
E. Loans Repayable on Demand:			
HDFC Bank Ltd	Secured by way of second pari passu charge on entire current assets of the Company, moveable assets including plant and machinery at Chiplun plant and second pari passu charge on Land and Building situated at Chiplun, Dist. Ratnagiri by way of equitable mortgage. Personal Guarantees of Shri Hitendra Shah, Shri Rushabh Shah and Smt. Prafulla Shah.	399.38	397.86
	Effective rate of interest - March 31, 2024 @ 10.05% p.a., March 31, 2023 @ 10.10 % p.a.		
SBI Bank	Secured by way of first pari passu charge on entire current assets of the Company, moveable assets including plant and machinery at Chiplun plant and first pari passu charge on Land and Building situated at Chiplun, Dist. Ratnagiri by way of equitable mortgage. Personal Guarantees of Shri Hitendra Shah, Shri Rushabh Shah and Smt. Prafulla Shah.	1,098.90	1,070.36
	Effective rate of interest - March 31, 2024 @ 10.45% p.a., March 31, 2023 @ 10.90% p.a.		
SVC Co-op. Bank Ltd	Secured by way of first pari passu charge on entire current assets of the Company, moveable assets including plant and machinery at Chiplun plant and first pari passu charge on Land and Building situated at Chiplun, Dist. Ratnagiri by way of equitable mortgage. Personal Guarantees of Shri Hitendra Shah, Shri Rushabh Shah and Smt. Prafulla Shah.	1,699.90	1,687.10
	Effective rate of interest - March 31, 2024 @ 10.50% p.a., March 31, 2023 @ 10.25% p.a.		
		5,967.40	6,099.15

THREE M PAPER BOARDS LTD.
(Formerly known as "Three M Paper Boards Private Limited" & "Three M Paper Manufacturing Company Private Limited")
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7 TAXES ON INCOME AND ASSETS

Current Tax

The Company has made Income Tax provision of Rs.337.67 Lakhs (Previous year Rs.105.69 Lakhs)

Major Components of Deferred Tax:

PARTICULARS	Rs. In Lakhs	
	As at March 31, 2024	As at March 31, 2023
Deferred Tax Liability: Difference in value of Fixed Asset due to depreciation and other allowances	1,161.51	1,045.12
Total Deferred Tax Liability	1,161.51	1,045.12
Deferred Tax Assets: Unabsorbed Depreciation/Earlier Years Losses and Credits Unabsorbed Losses	415.64 53.05	136.00 50.91
Total Deferred Tax Assets	468.69	186.91
Deferred Tax Liability / (Asset) Net	692.82	858.20
Previous Year	858.20	922.17
Deferred Tax Expense / (Saving)	(165.39)	(63.97)

The above deferred tax is calculated on the basis of substantively enacted tax rate of

8 OTHER LIABILITIES

PARTICULARS	Rs. In Lakhs			
	Non-Current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
(a) Employee Benefit Payable (Refer Note No. 7 for Provision for Employee Benefits)	-	-	99.98	103.45
(b) Other payables				
1) Security Deposit	-	9.00	13.49	11.19
1) Advance Received from Customer	-	-	7.99	9.03
2) Statutory Payments	-	-	256.14	264.79
3) Accrued Expenses	-	-	0.68	5.61
TOTAL	-	9.00	378.28	394.07

THREE M PAPER BOARDS LTD.

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Notes to financial statements for the Year ended March 31, 2024

9 PROVISIONS

PARTICULARS	Rs. In Lakhs			
	Long Term		Short Term	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
(a) Provision for employee benefits (Refer Note no. 4) Gratuity Bonus (b) Others Provision for Income Tax	172.61	167.32	18.07 226.89	19.11 105.69
TOTAL	172.61	167.32	244.96	124.80

10 TRADE PAYABLES

Nature Wise Classification		Rs. In Lakhs	
PARTICULARS		As at March 31, 2024	As at March 31, 2023
Sundry Creditors for Capital Goods		88.75	130.49
Sundry Creditors for Goods		3,640.76	1,719.11
Sundry Creditors for Expenses		952.50	2,648.22
TOTAL		4,682.02	4,497.82

PARTICULARS		As at March 31, 2024	As at March 31, 2023
Trade Payables			
- total outstanding due to Micro Enterprises and Small Enterprises		135.42	692.37
- total outstanding due to creditors other than Micro Enterprises and Small Enterprises		4,546.60	3,805.45
TOTAL		4,682.02	4,497.82

As at March 31, 2024		Rs. In Lakhs				
PARTICULARS	Outstanding for following periods from due date of payment/ transaction date					Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years		
Due to MSME	135.42					135.42
Due to Others	4,527.38	19.22	-	-		4,546.60
Disputed dues to MSME	-	-	-	-		-
Disputed dues to Others	-	-	-	-		-
TOTAL	4,662.80	19.22	-	-		4,682.02

As at March 31, 2023		Rs. In Lakhs				
PARTICULARS	Outstanding for following periods from due date of payment/ transaction date					Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years		
Due to MSME	692.37	-	-	-		692.37
Due to Others	3,798.67	6.71	0.06	0.01		3,805.45
Disputed dues to MSME	-	-	-	-		-
Disputed dues to Others	-	-	-	-		-
TOTAL	4,491.03	6.71	0.06	0.01		4,497.82

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Notes to financial statements for the Year ended March 31, 2024

11 PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

PARTICULARS	TANGIBLE ASSETS								INTANGIBLE ASSETS	
	Land under Lease	Building	Plant and Equipments	Furniture and Fixtures	Office Equipments	Vehicles	Computers	TOTAL	Computer Software	TOTAL
Cost or Valuation										
As at 1st April, 2022	14.61	1,011.37	12,084.47	29.79	23.56	193.44	43.65	13,400.89	30.10	30.10
Addition	-	84.55	1,342.39	-	2.96	62.30	-	1,492.19	-	-
Other Adjustments	-	-	-	-	-	-	-	-	-	-
As at March 31, 2023	14.61	1,095.92	13,426.86	29.79	26.52	255.74	43.65	14,893.08	30.10	30.10
Addition	-	2.36	519.58	-	4.48	-	3.13	529.55	-	-
Other Adjustments	-	-	-	-	-	-	-	-	-	-
As at March 31, 2024	14.61	1,098.27	13,946.43	29.79	31.00	255.74	46.78	15,422.63	30.10	30.10
Depreciation										
As at 1st April, 2022	1.11	403.26	5,930.45	18.81	11.68	98.06	31.73	6,495.09	27.63	27.63
Charge for the Year	0.22	14.57	557.71	1.85	3.50	19.46	6.38	603.69	1.00	1.00
Disposals	-	-	-	-	-	-	-	-	-	-
As at March 31, 2023	1.33	417.83	6,488.15	20.66	15.18	117.52	38.11	7,098.78	28.63	28.63
Charge for the Year	0.22	16.59	616.91	1.32	3.68	19.57	3.15	661.44	0.46	0.46
Disposals	-	-	-	-	-	40.78	-	40.78	-	-
As at March 31, 2024	1.55	434.42	7,105.06	21.97	18.87	177.87	41.26	7,801.01	29.09	29.09
Net Block										
As at March 31, 2023	13.28	678.09	6,938.70	9.13	11.34	138.22	5.54	7,794.30	1.47	1.47
As at March 31, 2024	13.06	663.85	6,841.37	7.81	12.14	77.86	5.52	7,621.62	1.01	1.01

11 CAPITAL WORK IN PROGRESS

PARTICULARS	Rs. In Lakhs	
	As at March 31, 2024	As at March 31, 2023
Factory Bldg. - Road Construction.	37.09	-
Plant & Machinery	146.07	-
TOTAL	183.16	-

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12 INVESTMENTS

PARTICULARS	Nature of Control	No. of Securities	Partly Paid / Fully Paid	Basis of Valuation	Rs. In Lakhs				
					NON CURRENT		CURRENT		
					As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023	
(I) Trade Investments									
(a) <u>Investments in Equity Instruments</u>									
The Bassein Catholic Co-op.Bank Ltd.	Others	44	Fully Paidup	Cost	0.01	0.01			
The Kalupur Commercial Co-op.Bank Ltd.	Others	100	Fully Paidup	Cost	0.03	0.03			
Saraswat Co-Op Bank Ltd	Others	50	Fully Paidup	Cost	0.01	0.01			
SVC Co-Op Bank Ltd	Others	100	Fully Paidup	Cost	0.03	0.03			
(b) <u>Investments in Mutual Funds</u>									
State Bank of India	Others	50,000	Fully Paidup	Cost	-	-			
State Bank of India	Others	10,50,000	Fully Paidup	Cost	-	-			
(c) <u>Other Investments</u>									
Life Insurance Corporation									
Total Trade Investments (I)					0.07	0.07	-	5.00	
(II) Non-Trade Investments									
(a) <u>Other Non Trade Investments</u>									
Group Gratuity Fund Scheme with Life Insurance Corporation of India	Others			Cost	121.63	119.84	-	-	
Total Non-Trade Investments (II)					121.63	119.84	-	-	
TOTAL INVESTMENTS (I + II)					121.69	119.90	-	5.00	

AGGREGATE VALUE OF QUOTED INVESTMENTS

Particulars	Rs. In Lakhs			
	Non Current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Carrying Amount	-	-	-	5.00

AGGREGATE VALUE OF UNQUOTED INVESTMENTS

Particulars	Rs. In Lakhs			
	Non Current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Carrying Amount	121.69	119.90	-	-

THREE M PAPER BOARDS LTD.

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13 LOANS AND ADVANCES

PARTICULARS	Rs. In Lakhs			
	Long Term		Short Term	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
SECURED AND CONSIDERED GOOD				
TOTAL (A)	-	-	-	-
UNSECURED AND CONSIDERED GOOD				
(a) Capital Advances	-	-	189.35	2.55
(b) Other Loans and Advances				
Security Deposits	92.40	290.69	-	-
Advances to Trade payables	-	-	316.17	75.08
Employee Loans and Advances	-	-	37.37	41.55
Others Advances	-	-	2.16	2.16
Balance with Revenue Authorities	-	-	1,175.37	1,780.45
Prepaid expenses	-	-	16.86	20.48
TOTAL (B)	92.40	290.69	1,737.29	1,922.26
CONSIDERED DOUBTFUL				
TOTAL (C)	-	-	-	-
Less : Allowance for Bad & Doubtful Loans and Advances	-	-	-	-
TOTAL (D)	-	-	-	-
TOTAL (A + B + C - D)	92.40	290.69	1,737.29	1,922.26

There are no Amounts Outstanding in Loans and Advances which are pertaining to Loans and Advances due by directors or other officers of the company or any of them either severally or jointly with any other person or Loans and Advances due by firms or private companies respectively in which any director is a partner or a director or member.

14 INVENTORIES

PARTICULARS	Rs. in lacs	
	As at March 31, 2024	As at March 31, 2023
(a) Raw Materials	1,539.90	2,181.52
(b) Work-in-Progress	30.84	27.76
(c) Finished Goods	307.07	355.70
(d) Stores and Spares	261.70	274.36
(e) Others		
Coal	79.26	28.37
Semi Finished Goods	663.86	507.77
Packing Material	56.74	41.91
TOTAL	2,939.37	3,417.39

There are no Inventories in Transit as at the year End

Mode of Valuation of Inventories

Inventories	Mode of Valuation
(a) Raw Materials	At Cost
(b) Work-in-process	At Cost
(c) Finished Goods	At Cost or Net Realisable Value, whichever is lower
(d) Stores and Spares	At Cost
(e) Others (Coal, Semi Finished Goods, Packing Material)	At Cost

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Notes to financial statements for the Year ended March 31, 2024

15 TRADE RECEIVABLES

PARTICULARS	Rs. In Lakhs	
	As at March 31, 2024	As at March 31, 2023
SECURED	-	-
TOTAL SECURED (A)	-	-
UNSECURED		
Considered Good	5,405.65	4,292.40
Considered Doubtful	11.06	11.06
Less: Provision for Doubtful Trade Receivables	3.50	(47.66)
Others (Considered Good)	5,420.21	4,255.80
TOTAL UNSECURED (B)	5,420.21	4,255.80
TOTAL TRADE RECEIVABLES (A + B)	5,420.21	4,255.80

As at March 31, 2024

PARTICULARS	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed considered good	5,279.57	70.45	6.12	14.96	-	5,371.09
(ii) Undisputed considered doubtful	-	-	-	-	-	-
(iii) Disputed considered good	-	-	-	-	34.56	34.56
(iv) Disputed considered doubtful	-	-	-	-	11.06	11.06
Total Billed And Due (A)	5,279.57	70.45	6.12	14.96	45.62	5,416.71
Unbilled Dues (B)	-	-	-	-	-	-
Total Trade Receivables (A + B)	5,279.57	70.45	6.12	14.96	45.62	5,416.71

As at March 31, 2023

PARTICULARS	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed considered good	4,153.40	42.51	58.42	3.69	-	4,258.03
(ii) Undisputed considered doubtful	-	-	-	-	-	-
(iii) Disputed considered good	-	-	-	-	34.37	34.37
(iv) Disputed considered doubtful	-	-	-	-	11.06	11.06
Total Billed And Due (A)	4,153.40	42.51	58.42	3.69	45.43	4,303.46
Unbilled Dues (B)	-	-	-	-	-	-
Total Trade Receivables (A + B)	4,153.40	42.51	58.42	3.69	45.43	4,303.46

There are no Amounts Outstanding in Trade Receivables which are pertaining to Debts due by directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or member.

16 CASH AND CASH EQUIVALENTS

PARTICULARS	Rs. In Lakhs	
	As at March 31, 2024	As at March 31, 2023
(a) Balances with Banks		
In Current Account	0.10	0.10
In EEFC A/c	-	-
(b) Cash on Hand	8.92	9.06
(c) Balance held as Margin Money	3.50	3.50
(d) Short term Fixed Deposit with Banks with maturity less than Three Months	-	530.00
TOTAL	12.52	542.66

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17 OTHER ASSETS

PARTICULARS	Rs. in Lakhs			
	Non-Current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
(a) Long Term Trade Receivables (i) Secured and Considered Good (ii) Unsecured and Considered Good (iii) Considered doubtful	-	-	-	-
Total Long Term Trade Receivables	-	-	-	-
Less: Provision for Doubtful debts				
Long Term Trade Receivables	-	-	-	-
(a) Security Deposits	-	-		
(b) Deferred IPO Cost			37.59	
(c) Others				
Term Deposits with bank for Margin money against bank borrowings	-	-	-	-
Unamortised share issue expenses	-	-	-	-
Unamortised ancillary borrowing costs	-	-	-	-
Unearned revenue	-	-	-	-
Unamortised premium on forward contracts	-	-	-	-
Interest Income Accrued But Not Due				19.38
Claim Lodged with Insurance Co.	-	-	1,352.27	572.50
Other Receivables	-	-	0.77	1.15
TOTAL	-	-	1,390.63	593.03

There are no Debts due by directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member.

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18 REVENUE FROM OPERATIONS

PARTICULARS	Rs. In Lakhs	
As at March 31, 2024	As at March 31, 2023	
Revenue from operations		
Sale of products		
Finished goods	26,962.31	32,074.83
Wind Energy	27.69	23.82
Other operating revenue		
Export Incentive	233.48	626.56
Revenue from operations (net)	27,223.48	32,725.22

19 OTHER INCOME

PARTICULARS	Rs. In Lakhs	
As at March 31, 2024	As at March 31, 2023	
Foreign Exchange Fluctuation Gain	109.74	194.12
Insurance Claim Received	25.84	5.84
Interest Income	157.66	6.32
Other Misc. Income	1.12	5.69
Sundry Balances Written back	83.72	37.74
TOTAL	378.08	249.71

20 COST OF RAW MATERIAL AND COMPONENTS CONSUMED

PARTICULARS	Rs. In Lakhs	
As at March 31, 2024	As at March 31, 2023	
Inventory at the beginning of the year	2,181.52	1,274.71
Add: Purchases	5,932.59	6,580.68
Add: Import Purchases	8,044.07	12,130.50
Add: Purchase In Transit	-	678.98
Less: Sale of Raw Material	(17.51)	(209.62)
Less: Inventory at the end of the year	(1,539.90)	(2,181.52)
Less: Goods Lost due to Flood	(24.85)	-
Cost of raw material and components consumed	14,575.93	18,273.73

21 DIRECT EXPENSES

PARTICULARS	Rs. In Lakhs	
As at March 31, 2024	As at March 31, 2023	
Carriage Inward	205.39	197.51
Sorting Charges	0.68	0.12
Carriage Inward Imported	860.68	883.65
Clearing Forwarding Charges	897.02	814.10
Custom Duty	231.53	342.63
Other Charges	23.23	30.91
TOTAL	2,218.52	2,268.91

DETAILS OF RAW MATERIALS PURCHASED

PARTICULARS	Rs. In Lakhs	
As at March 31, 2024	As at March 31, 2023	
<u>Item Description</u>		
Waste Paper	10,640.92	15,764.14
Chemicals	3,335.74	3,626.02
TOTAL	13,976.66	19,390.16

DETAILS OF RAW MATERIALS INVENTORY

PARTICULARS	Rs. In Lakhs	
As at March 31, 2024	As at March 31, 2023	
<u>Item name</u>		
Waste Paper	1,336.54	1,932.78
Chemicals	203.36	248.74
TOTAL	1,539.90	2,181.52

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21

CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

Rs. In Lakhs

PARTICULARS	As at March 31, 2024	As at March 31, 2023
Opening Stock		
Finished Goods	355.70	165.77
Semi finished Goods	507.77	90.70
Work in Process	27.76	27.15
Stock-in-transit	-	-
TOTAL (A)	891.24	283.63
Closing Stock		
Finished Goods	307.07	355.70
Semi finished Goods	663.86	507.77
Work in Process	30.84	27.76
Stock-in-transit	-	-
TOTAL (B)	1,001.77	891.24
Less : Goods Lost due to Flood	48.54	-
Less : Goods destroyed due to Cyclone	-	-
TOTAL (C)	48.54	-
TOTAL (A-B-C)	(159.07)	(607.61)

DETAILS OF INVENTORIES

Rs. In Lakhs

PARTICULARS	As at March 31, 2024	As at March 31, 2023
Finished Goods	307.07	355.70
Semi Finished Goods	663.86	507.77
Work In Progress	30.84	27.76
TOTAL	1,001.77	891.24

22 EMPLOYEE BENEFIT EXPENSES

Rs. In Lakhs

PARTICULARS	As at March 31, 2024	As at March 31, 2023
(a) Salaries and incentives	1,287.49	1,296.66
(b) Leave Encashment	4.07	4.28
(c) Gratuity Paid	-	-
(d) Contributions to -		
Provident fund	31.63	32.00
Employees Development Linked Insurance Plan	1.27	1.27
Maharashtra Labour Welfare Fund	0.12	0.12
(e) Provision for -		
Gratuity	14.01	20.74
Bonus	16.89	26.53
(f) Staff welfare expenses	45.25	54.51
TOTAL	1,400.73	1,436.12

23 FINANCE COST

Rs. In Lakhs

PARTICULARS	As at March 31, 2024	As at March 31, 2023
Interests	657.23	870.65
Bank Charges	62.64	78.15
Interests under Various Laws	10.50	3.92
Other Borrowing Costs	16.03	11.32
TOTAL	746.40	964.05

THREE M PAPER BOARDS LTD.
**(Formerly known as "Three M Paper Boards Private Limited" & "Three M Paper
Manufacturing Company Private Limited")**
CIN: U22219MH1989PLC052740
Notes to financial statements for the Year ended March 31, 2024

24 OTHER EXPENSES

PARTICULARS	As at March 31, 2024	As at March 31, 2023	Rs. In Lakhs
Consumption of Stores and Spare parts	345.90	445.96	
Consumption of Packing Material	414.32	443.61	
Power and Fuel	3,618.72	5,355.44	
Other Factory Overheads	352.45	358.10	
Bad Debts	0.49	1.38	
Rates & Taxes	28.21	36.61	
Office Rent	28.54	27.00	
Lease Rentals of Plant & Machinery	31.84	103.54	
Loss on Sale of Car	8.03	-	
Insurance	66.66	104.98	
Legal and Professional	87.33	105.01	
Repairs & Maintenance	146.21	100.75	
Postage & Courier Charges	4.74	9.67	
Travelling & Conveyance Expenses	14.28	14.96	
Vehicle Expenses	7.36	7.93	
Printing and Stationery	11.89	9.55	
Auditor's Remuneration (Refer Note No 23.7)	4.03	8.20	
Selling & Distribution Expenses	1,561.71	2,177.39	
Sales Commission	89.27	74.64	
Telecommunication Charges	3.40	4.95	
Corporate Social Responsibility (CSR)	8.55	-	
Donation	2.24	0.78	
Windmill Expenses	1.13	11.12	
Sundry balances written off	2.67	9.52	
Miscellaneous Expenses	18.59	26.36	
TOTAL	6,858.56	9,437.48	



Ratio Analysis

Note- The Numerator and Denominator description given below is based on standard format only for understanding purpose. This need to be amended by each company based on specific items with reference to nomenclature used in its financial statement.

Sr. No.	Ratio	Numerator	Denominator	31st March, 2024	31st March 2023	% Variance
1	Current ratio	Current Assets	Current Liabilities	1.25	1.21	3.32%
2	Debt equity ratio	Total Debt	Shareholder's Equity	0.56	0.93	-39.72%
3	Debt service coverage ratio	Net Profit before taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc	Interest & Lease Payments + Principal Repayments	8.62	1.42	508.84%
4	Return on Equity	Net Profits after taxes – Preference Dividend (if any)	Average Shareholder's Equity	0.21	0.15	39.11%
5	Inventory turnover ratio	Cost of goods sold OR sales	Average Inventory (Opening + Closing balance / 2)	82.15	125.51	-34.55%
6	Trader receivable turnover ratio	Net Credit Sales (gross credit sales minus sales return)	Average Accounts Receivable (Opening + Closing balance / 2)	5.63	7.38	-23.75%
7	Trade payable turnover ratio	Net Credit Purchases (gross credit purchases minus purchase return)	Average Working Capital	4.39	6.30	-30.25%
8	Net capital turnover ratio	Net Sales (total sales minus sales returns)	Average Working Capital	8.57	10.75	-20.28%
9	Net profit ratio	Net Profit	Net Sales	0.04	0.02	106.84%
10	Return on capital employed	Earning before interest and taxes	Capital Employed (Tangible Net Worth + Total Debt + Deferred Tax Liability)	0.16	0.13	23.82%
11	Return on investment	Return	Investment	0.08	0.05	55.27%



THREEM PAPER BOARDS LIMITED

(Formerly known as "Three M Paper Boards Private Limited" & "Three M Paper Manufacturing Company Private Limited")

CIN-U22219MH1989PLC052740

COMPANY INFORMATION, BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

25 Further Notes to Financial Statements:

- 1 In the opinion of the Board and to the best of their knowledge and belief, the Current Assets, Loans and Advances payable or receivable are approximately of the value stated, if realised in the ordinary course of the business and the provisions for all known and determined liabilities is adequate and not in excess of the amount reasonably required.
- 2 Unsecured Loans, Loans and Advances, Sundry Debtors and Sundry Creditors are subject to confirmation and reconciliation. Hence the balances reflected in the annexed accounts are made up of only the ledger balances as appearing in the books of accounts of the Company.
- 3 In the absence of any intimation received from vendors regarding the status of their registration under "Micro, Small and Medium Enterprises Development Act, 2006", the company is unable to comply with the disclosures required to be made under the said Act.
- 4 In terms of the Circular No. 79/53/2018-GST dated December 31, 2018 issued by the Central Board of Indirect Taxes and Customs, New Delhi, the Company has filed refund application with the Revenue Authorities for refund of compensation cess paid on coal in proportion to the exports made for the period from July 2017 to March 2021 for a sum of Rs.90.92 Lakhs. The refund has been partially approved and for the remaining amount of Rs.79.83 Lakhs, the Company is in appeal with Jt. Commissioner (Appeals) and the same is pending disposal. The management is confident of receiving a favorable order in due course.

5 Disclosure pursuant to Accounting Standard – 15 'Employee Benefits':

a. General Description:

i. Contribution to Provident Fund (Defined Contribution):

The Company's provident fund scheme is a defined contribution plan. The expenses charged to the Statement of Profit and Loss under the head Contribution to Provident Fund is Rs.31.63 Lakhs (PY Rs. 32.00 Lakhs).

ii. Gratuity (Defined benefit plan):

The Company has a defined benefit gratuity plan. The Company during the year provided Rs. 14.01 Lakhs (P.Y. : Rs. 20.74 Lakhs) towards gratuity. The Employees Gratuity Fund scheme is managed by The Life Insurance Corporation of India and contribution made during the year is Rs. 11.02 Lakhs (P.Y : Rs. 14.00 Lakhs). Gratuity Obligation has been accounted as per Actuarial Valuation in Line with AS-15 Employee Benefits.

b. The following tables set out disclosures prescribed by AS 15 in respect of company's funded gratuity

i. Changes in the present value of defined benefit obligation representing reconciliation of opening and closing balances thereof:

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023	(Rs. In Lakhs)
Opening defined benefit obligation	167.32	150.72	
Interest Cost	11.58	10.32	
Current service cost	12.73	12.86	
(Benefits paid)	(16.94)	(10.83)	
Actuarial (gain) / loss	(2.07)	4.25	
Closing defined benefit obligation	172.61	167.32	

ii. Changes in the present value of Assets

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Fair Value of Plan Assets as at 1st April	119.84	109.98
Expected Return of Plan Assets	8.52	7.92
Employer Contribution	11.02	14.00
Less : Benefits paid	(16.94)	(10.83)
Actuarial Gain / (Loss) on plan Assets	(0.81)	(1.23)
Fair Value of Plan Assets as at 31st March	121.63	119.84

iii Expense recognised in the Statement of Profit and Loss:

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Current service cost	12.73	12.86
Interest cost on benefit obligation	11.58	10.32
Expected return on plan assets	(8.52)	(7.92)
Actuarial (gain)/loss	(1.26)	5.48
Net Cost	14.53	20.74

iv. Movements in the liability recognized in the Balance Sheet

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Opening Net Liability	47.48	40.74
Net Benefit Expense	14.53	20.74
Less : Contribution paid	(11.02)	(14.00)
Closing Liability / (Asset)	50.98	47.48

v. Actuarial assumption:

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Discount rate	7.09%	7.29%
Salary escalation	4.00%	4.00%
Expected Rate of Return on Plan Assets	7.09%	7.29%
Withdrawal Rate	2.00%	2.00%

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

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Company towards Provident Fund and Gratuity. The effective date from which the changes are applicable is yet to be notified and the final rules are yet to be framed. The Company will carry out an evaluation of the impact and record the same in the financial statements in the period in which the Code becomes effective and the related rules are published.

6 Minimum Lease Payments outstanding as of March 31, 2024 in respect of this asset are as under

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023	(Rs. In Lakhs)
A) Total of Future Minimum lease payment under non-cancellable operating			
Not later than one year	-	103.54	
Later than one year and not later than five years	-	239.69	
B) Lease payment recognised in Statement of Profit & Loss	-	103.54	

7 Contingent Liabilities and Commitments (To the extent not provided for):

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023	(Rs. In Lakhs)
i) Contingent Liabilities:			
(a) Claims against the Company not acknowledged as debt			
(i) Disputed income tax and penalty demands in respect of which the Company has filed an appeal before the Bombay High Court and the same is pending disposal.	16.11	16.11	
(ii) Disputed income tax and penalty demands in respect of which the Company has preferred an appeal before CIT(A) and the same is pending disposal.	257.24	257.24	
(iii) Disputed Custom Duty demands in respect of which the Company has filed an Appeal before Commissionerate, Pune.	-	8.21	
(iv) On account of Counter guarantees given to bankers	20.00	48.00	

(ii) Commitments:		
(i) Capital Commitments		
Estimated amount of contracts remaining to be executed on Capital Account and not provided for (net of advances)	254.97	-
(ii) EPCG Commitments		
Future export obligations / commitments under import of Capital Goods at Concessional rate of customs duty	29.46	29.46

8 Payment to Statutory Auditors:

(Rs. In Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Statutory and Tax Audit Fees	4.50	4.50
GST Audit Fees	1.25	1.25
Fees for Taxation matters	0.50	0.50
Fees for certificates and other services	1.25	1.25
Out of pocket expenses	-	-
Total	7.50	7.50

9 Additional information pursuant to the provision of Schedule III to the

I. Turnover, Opening and Closing Stock of Goods:

(Rs. In Lakhs)

Particulars	Year Ended March 31, 2024					
	Turnover		Closing Stock		Opening Stock	
Qty	Amount	Qty	Amount	Qty	Amount	
Paper and Paperboard (M.T)	70,355.85	26,962.31	927.98	307.07	889.26	355.70
Wind Energy (KWH)	7,48,277.00	27.69	-	-	-	-
Year Ended March 31, 2023						
Paper and Paperboard (M.T)	64,426.34	32,074.83	889.26	355.70	345.43	165.77
Wind Energy (KWH)	6,43,775.00	23.82	-	-	-	-

II. Consumption of Raw Materials:

(Rs. In Lakhs)

Particulars	Year Ended March 31, 2024		Year Ended March 31, 2023	
	Qty (M.T.)	Amount	Qty (M.T.)	Amount
Waste Paper	76,747.60	13,303.72	69,754.34	16,773.17
Chemicals	5,141.09	3,591.75	11,944.24	3,769.47
Total	81,888.69	16,895.47	81,698.58	20,542.64

III. Consumption of Imported and Indigenous Materials:

(Rs. In Lakhs)

Particulars	Year Ended March 31, 2024		Year Ended March 31, 2023	
	% of Total Consumption	Rupees	% of Total Consumption	Rupees
1. Raw Material	63.40%	10,648.43	67.63%	13,892.91
	36.60%	6,146.03	32.37%	6,649.73
	100.00%	16,794.45	100.00%	20,542.64
2. Stores & Spares Parts	3.39%	11.73	6.32%	28.17
	96.61%	334.17	93.68%	417.79
	100.00%	345.90	100.00%	445.96

IV. C.I.F. value of Imports:

(Rs. In Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Raw Material & Consumables	10,075.29	14,895.36

V. Earnings in Foreign Exchange:

(Rs. In Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
FOB Value of Exports	3,254.73	5,314.57

VI. Expenditure incurred in Foreign Currency:

(Rs. In Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Commission	87.96	66.31

10 Unhedged foreign currency exposure:

(Rs. In Lakhs)

Purpose	Currency	As at March 31, 2024		As at March 31, 2023	
		Amount in foreign currency	Amount in Lakhs	Amount in foreign currency	Amount in Lakhs
Receivables	US Dollar	7.62	627.00	8.35	684.47
Payables	US Dollar	0.16	13.48	0.69	57.56

Exports of the Company are higher in comparison to its imports. Foreign currency exchange rate exposure is covered by exports of goods.

11 Appointment of Company Secretary:

Ms. Sneha Shah was appointed as Company Secretary and Compliance Officer of the Company with effect from 11th January, 2024.

12 Segment Reporting:

The operations of the Company are limited to one segment viz. Paper and Paper Boards. The products being sold under this segment are of similar nature and comprises of paper products only.

Geographical revenues is allocated based on the location of the customer. Information regarding geographical revenue is as follows:

(Rs. In Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
India	23,567.53	23,850.45
Outside India	3,394.78	8,224.38
Total	26,962.31	32,074.83

The Company is not reliant on revenues from transactions with any single external customer and does not receive 10% or more of its revenues from transactions with any single external customer.

13 Disclosure as required by Accounting Standard 18 (AS-18) "Related Party Disclosures" issued**(a) Details of Related Parties****i) Key Management Personnel**

Name of the Party	Designation
Hitendra Dhanji Shah	Whole Time Director
Rushabh Hitendra Shah	Managing Director
Prafulla Hitendra Shah	Whole Time Director
Hitendra Dhanji Shah HUF	Entity of Director - Hitendra Dhanji Shah is Karta of this HUF
Dhiren Chunilal Chheda	Chief Financial Officer (w.e.f. 1st December, 2023)
Sneha Parth Shah	Company Secretary (w.e.f. 11th January 2024)

ii) Relatives of Key Management Personnel

Name of the Party	Designation
Harsha Rushabh Shah	Manager - Accounts

(b) Transactions during the year

i) Key Management Personnel

(Rs. In Lakhs)

Name of the Party	Nature of Transaction	Year Ended March 31, 2024	Year Ended March 31, 2023
Hitendra Dhanji Shah	Remuneration	120.00	120.00
Rushabh Hitendra Shah	Remuneration	72.00	72.00
Prafulla Hitendra Shah	Remuneration	24.00	24.00
Hitendra Dhanji Shah	Interest	32.41	167.32
Rushabh Hitendra Shah	Interest	1.36	24.39
Prafulla Hitendra Shah	Interest	4.08	16.43
Dhiren Chunilal Chheda	Salary	5.60	-
Sneha Parth Shah	Salary	0.40	-

ii) Relatives of Key Management Personnel

Name of the Party	Receivable/ Payable	Year Ended March 31, 2024	Year Ended March 31, 2023
Harsha Rushabh Shah	Salary	6.00	6.00

(c) Balances at the year end

(Rs. In Lakhs)

Particulars	Receivable/ Payable	Year Ended March 31, 2024	Year Ended March 31, 2023
Unsecured Borrowings from Key Management Personnel	Payable	1176.82	1762.99
Remuneration and Salary payable	Payable	9.80	8.20

14 CSR Responsibility

As per section 135 of the Companies Act, 2013, the areas of CSR activities are promoting health care, promoting education and rural development activities. The expenditure incurred during the year on these activities are as specified in schedule VII of the Companies Act, 2013.

(Rs. In lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Gross Obligation for the Financial Year	8.55	-
(a) Gross amount required to be spent by the Company during the year	8.55	-
(b) Amount spent during the year		
Healthcare	8.55	
(c) Short fass at the end of the year	-	-

The Company is liable to spend Rs.15.53 Lakhs on Corporate Social Responsibility during the financial year 2024-25, being 2% of the average net profit for the immediately preceding three financial years.

15 Reporting of Events

On account of flood at Chiplun on 22nd July, 2021, the Company had incurred loss of Rs.2205.12 lakhs during the financial year 2021-22 against which the Company has filed the claim with the Insurance Company. During the financial year 2022-23, the Company has received Rs.1378.61 lakhs and for the balance amount including financial changes of Rs.1352.27 lakhs, the Company has initiated Arbitration proceedings and the management is confident that the outcome would be decided in the Company's favour and hence, the necessary provision for the said amount has been made under "Other Current Assets" in the books of accounts.

16 Previous year's figures have been re-grouped/ re-arranged wherever necessary.

Signature to Notes 1 to 25

FOR PIYUSH KOTHARI & ASSOCIATES
Chartered Accountants
Firm Registration No. 140711W

For and on behalf of the Board of Directors of
THREE M PAPER BOARDS LIMITED
CIN: U22219MH1989PLC052740

Sd/-
CA. PIYUSH KOTHARI
Partner
Membership No. 158407
UDIN: 24158407BKBIKM3211
Place : Mumbai
Date: 28th June, 2024

Sd/-
RUSHABH SHAH
Managing Director
DIN-01874177

Sd/-
HITENDRA SHAH
Whole-Time Director
DIN-00448925

Sd/-
KRUNAL WAGHEDA
(CFO)
PAN - ABCPW7215L

Sd/-
SNEHA SHAH
(Company Secretary)
Mem no - 43161