

UNIPLY INDUSTRIES LIMITED



18th ANNUAL REPORT - 2014

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COMPANY INFORMATION

| | |
|--|--|
| B.L. Bengani | Chairman & Managing Director |
| Sudhir Kumar Jena | Director |
| R. Kuppu Rao | Director (resigned w.e.f. 20.07.2014) |
| Ramakanta Panda | Director |
| Shaine Sunny Mundaplakkal | Director |
| Raghuram Nath | Chief Financial Officer |
| Antaryami Sahoo | Company Secretary |
| Bankers | State Bank of India |
| Auditors | C. Ramasamy & B. Srinivasan Chartered Accountants |
| Registered Office & Factory | #69, Nelveli Village, Uthiramerur Block, Kancheepuram, Tamilnadu – 603 107 |
| Corporate Office | #5, Branson Garden Street, Kilpauk, Chennai, Tamilnadu - 600 010. |
| Branch Network: | |
| Karnataka | Old No. 6, Ayyappa Temple Road, Subbaiyanapalya, Bangalore - 560 043. |
| Maharashtra | 102, 1st Floor, Kala Mandir Co-operative Housing Society Limited, Chitrakar Kether Road, Vile Parle East, Mumbai - 400 057 |
| New Delhi | A-2/61, Marble Market, WHS Kirti Nagar, New Delhi - 110 015. |

NOTICE

NOTICE is hereby given that the 18th Annual General Meeting of the members of M/s. Uniply industries Limited will be held on Monday the 08th day of September, 2014 at 11.00 a.m. at its Registered Office at # 69, Nelveli Village, Uthiramerur Block, Kancheepuram Dist., Tamilnadu – 603 107, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the accounts of the Company for the financial year ended 31st March 2014, the Balance Sheet as at that date and the reports of the Directors and Auditors thereon.
2. To appoint Auditors and to fix their remuneration. In this connection, to consider and, if thought fit, to pass the following resolution which will be proposed as an Ordinary Resolution:-

“RESOLVED THAT Subject to provisions of Section 139 and 140 of the Companies Act, 2013 and Pursuant to Companies (Audit and Auditors) Rule, 2014 and other applicable provisions if any M/s. C. Ramasamy & B. Srinivasan, Chartered Accountants, Chennai (FRN: 002957S) be and hereby reappointed as Statutory Auditors of the Company from the conclusion of this Annual General Meeting (18th AGM) until the conclusion of the 21st Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to fix the remuneration and other terms & conditions of appointment of the Auditors.”

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, read with Schedule IV to the said Act, Mr. Sudhir Kumar Jena (DIN: 00374925), Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years w.e.f. 01.04.2014, not liable to retire by rotation.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, read with Schedule IV to the said Act, Mr. Ramakanta Panda (DIN: 06641944), Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years w.e.f. 01.04.2014, not liable to retire by rotation.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, read with Schedule IV to the said Act, Mr. Shaine Sunny Mundaplakkal (DIN: 06429415), Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years w.e.f. 01.04.2014, not liable to retire by rotation.”

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

“RESOLVED THAT Pursuant to provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions if any of the Companies Act, 2013 (including any statutory modifications, enactments, or re-enactments, thereof for the time being in force) consent of the company be and is

hereby accorded to the Board for reappointment of Mr. B.L. Bengani, Managing Director with terms and conditions of the company as enumerated here in below for a period of 3 years w.e.f. 01.04.2015."

Remuneration (Consolidated): Rs 3,50,000/- (Rupees Three Lacs Fifty Thousands only) per month.

RESOLVED FURTHER THAT the aggregate of the remuneration payable to Mr. B.L. Bengani as above shall be subject to overall ceilings laid down under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT during the tenure of his re-appointment, Mr. B.L. Bengani, Managing Director shall not be liable to retire by rotation and shall perform all such duties as are entrusted to him from time to time by the Board of Directors and as may be required to be performed by him from time to time, subject to the supervision and control of the Board of Directors".

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to vary, increase or enhance the scope of remuneration in accordance with any provisions regarding payment of managerial remuneration under the Companies Act, 2013."

7. To Consider and, if thought fit, to pass with or without modification(s), the following as a Special Resolution:

"RESOLVED THAT subject to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, the Equity Listing Agreement (as amended from time to time by the Securities and Exchange Board of India and the Stock Exchanges), and the Memorandum and Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Company to enter into various transactions with M/s. UV Boards Limited for an aggregate value of Rs. 500 crores over a period of 36 months starting from 1st April, 2014, on such terms and conditions as may be agreed to by the Board, provided however that the transactions so carried out shall at all times be on arm's length basis and in the ordinary course of the Company's business.

RESOLVED FURTHER THAT the Board be and is here by authorized to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company."

8. To Consider and, if thought fit, to pass with or without modification(s), the following as a Special Resolution:

"RESOLVED THAT in supersession of the Resolution passed at the Annual General Meeting of the Company held on 15th September, 2006, the consent of the Company, under the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) for borrowing, from time to time, as it may consider fit, any sum or sums of monies, on such terms and conditions as the Board may deem fit notwithstanding that the money(ies) to be borrowed together with the money(ies) already borrowed by the Company (apart from temporary loan obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid-up Capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed Rs.500 Crores (Rupees Five Hundred Crores Only)."

9. To Consider and, if thought fit, to pass with or without modification(s), the following as a Special Resolution:

"RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of

Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/ bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non convertible and/or rupee/ foreign currency convertible bonds and/or bonds with share warrants attached (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not, at any time exceed Rs.500 crores (Five Hundred Crores Only).”

By order of Board

Place: Chennai

Date: 28.07.2014

ANTARYAMI SAHOO
COMPANY SECRETARY

NOTES

1. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the company. Proxies, in order to be effective should be lodged with the company at the Registered Office not less than 48 hours before the meeting.
2. Corporate members are requested to send to the Company’s registered office a duly certified copy of the Board resolution, pursuant to section 187 of the Companies Act, 1956, authorizing their representative(s) to attend and vote at the Annual General Meeting.
3. Members are requested to bring their admission slips along with copy of the Annual Report to the Annual General Meeting.
4. Members holding shares in the physical form are requested to notify / send the following to Company to facilitate better servicing:-
 - i) Any change in their address / mandate / bank details,
 - ii) Particulars of their bank account, in case the same have not been furnished earlier, and
 - iii) Share certificates held on in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such share holdings into a single account.
5. The Register of Members and Transfer Registers will remain closed from 02.09.2014 to 08.09.2014 (both days inclusive).
6. Unclaimed dividend for the year 2006-07, remains unpaid or unclaimed will be transferred to the Investor Education and Protection Fund. Members who have not encashed their dividend warrants for the above said years are requested to contact the Registrar & Share Transfer Agent at least 20days before the date of transfer for processing the same.

| Year of Dividend declared | % of Dividend | Date of Declaration | Due for Transfer on |
|---------------------------|---------------|---------------------|---------------------|
| 2006-07 | 7.5% | 26th September 2007 | 2nd November 2014 |

7. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same by coordinating with RTA of the Company i.e. Cameo Corporate Services Limited. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
8. As required under clause 49IV G of the Listing agreements with stock exchanges, given below are the details of directors who are proposed to be appointed/reappointed.

| Name of the Director | B.L. Bengani | Sudhir Kumar Jena | Ramakanta Panda | Shaine Sunny Mundaplakkal |
|--|---|--|--|--|
| Date of birth | 05/02/1960 | 17/04/1963 | 26/01/1976 | 03/07/1989 |
| Date of appointment | 04/09/1996 | 09/03/2004 | 27/07/2013 | 27/07/2013 |
| Expertise in specific functional area | Over 3 decades of overall corporate experience in the wood based industries | 24 years of rich experience in the field of project finance, accounts and taxation | 10 years corporate experience in the field of accounts and taxation. | Sound experience in the field of information technology |
| Qualification | B.Com | Chartered Accountant | B.A., LLB | B.Tech (IT) |
| Board Membership of other companies as on March 31, 2014 | Uniply International Private Ltd | 1. Teamsec Consultancy Services Private Ltd 2. Teamsec Insurance Broking Private Ltd 3. Reso Agro Products Private Ltd | NIL | 1.Otco International Ltd 2. Reva Software Systems Private Ltd |
| Chairman / member of the Committee of Directors of the other Companies in which he is a Director as on March 31, 2014. | NIL | NIL | NIL | NIL |
| No. of Shares held in the Company as on 31.03.2014 | 44,72,693 | NIL | NIL | NIL |

9. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 8th August, 2014, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. The e-voting period will commence at 9.00 a.m. on Tuesday, 2nd September, 2014 and will end at 5.00 p.m. on Wednesday, 3rd September, 2014. The Company has appointed Mr. P.K Panda & Co, Practicing Company Secretaries, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

PROCEDURE FOR EVOTING

1. The Company has entered into an arrangement with Central Depository Services (I) Limited (CDSL) for facilitating e-voting for AGM. The instructions for e-voting are as under.

The instructions for members for voting electronically are as under:-

(A) In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "UNIPLY INDUSTRIES LTD" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

| Particulars | For Members holding shares in Demat Form | For Members holding shares in Physical Form |
|-----------------------|--|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) | |
| DOB | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. | |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. | |

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. (Sl. No. mentioned in your address label can be used as sequence No. for this purpose)

Please enter any one of the details in order to login. Incase both the details are not recorded with the depository and company please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.

- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant UNIPLY INDUSTRIES LTD on which you choose to vote.
- (xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(B) In case of members receiving the physical copy:

- (a) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (b) The voting period begins on 9.00 a.m. on Tuesday, 2nd September, 2014 and will end at 5.00 p.m. on Wednesday, 3rd September, 2014. During this period shareholders' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 08.08.2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (c) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

By order of Board

Place: Chennai
Date: 28.07.2014

ANTARYAMI SAHOO
COMPANY SECRETARY

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the business mentioned at Item Nos. 3 to 9 of the accompanying Notice dated 28.07.2014.

Item Nos. 3, 4 & 5

In accordance with the relevant provisions of the Articles of Association of the Company and the erstwhile provisions of the Companies Act, 1956, Mr. Sudhir Kumar Jena, Mr. Rama Kanta Panda and Mr. Shaine Sunny Mundaplakkal, Independent Directors were appointed / re-appointed by the Members of the Company as Director retire by rotation. The provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into effect. As per the said provisions, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation at every AGM.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is in accordance with the Companies Act, 2013 and the amended Listing Agreement. Accordingly, the Independent Directors will serve for not more than two terms of five years each on the Board of the Company. In transition to the Companies Act, 2013, which is effective 1st April, 2014, those Independent Directors who have already served for ten or more years will serve for a maximum period of one term of five years. This is in accordance with the provisions of Companies Act, 2013.

In view of the above, the Board requested to the members to pass the above resolutions slated in point No. 3, 4 and 5 of the notice as ordinary resolutions for complying with respective provisions of the Companies Act, 2013 and rule made there under regarding appointment of Independent Directors.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Directors for their respective appointment, are concerned or interested, financially or otherwise, in these Resolutions.

Item No. 6

Mr. B.L Bengani is the founder promoter of the company and also serving the company at different capacities since the inception of the company. His tenure as Managing Director is going to end on 31.03.2015.

Mr. Bengani plays instrumental role for growth and Development of the company, hence the Board feel his desirability due to his healthy and rich experience in the field of procurement, marketing, Administration and overall management of the Company and recommends to the shareholders for their approval for reappointing him as Managing Director of the Company for further period of 3 years with effect from 01.04.2015.

Except Mr. B.L Bengani, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution.

Item No. 7

The Provisions of Section 188(1) of the Companies Act, 2013 govern the related party transactions require, Company to obtain prior approval of Board of Directors and in case the paid up capital of the company is Rs. 10 corers or more, prior approval of shareholder required by way of special resolution.