

UNIPLY INDUSTRIES LIMITED



19th ANNUAL REPORT - 2015

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COMPANY INFORMATION

Keshav Kantamneni	Chairman & Managing Director (w.e.f. 10.06.2015)
B.L. Bengani	Chairman & Managing Director (Upto 10.06.2015)
Sudhir Kumar Jena	Director
Ramakanta Panda	Director
M.S Shaine	Director
K. Rajeswari	Director (w.e.f 08.09.2014)
Ramgopal Lakshmi Ratan	Director (w.e.f 13.03.2015)
Raghuram Nath	Chief Financial Officer
Antaryami Sahoo	Company Secretary
Bankers	State Bank of India Commercial Branch, No. 232, N.S.C. Bose Road, Chennai - 600 001.
Auditors	C. Ramasamy & B. Srinivasan Chartered Accountants, Chennai
Registered Office & Factory	#69, Nelveli Viallage, 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 Subbaiyaanapalya, Bangalore-560 043.
Maharashtra	102, 1 st Floor, Kali Mandir Co-operative Housing Society Limited, Chitrakar Kether Road Vile Parle East, Mumbai-400 057.
New Delhi	Khasra No.15/2, Madanpur Road Sahid Bhagat Singh Nagar, Near Water Tank, Karala, New Delhi-110 081.

NOTICE

NOTICE is hereby given that the 19th Annual General Meeting of the members of M/s. Uniply industries Limited will be held on Wednesday the 26th Day of August 2015 at 11.30 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. Adoption of Financial Statements.**

To receive, consider and adopt the accounts of the Company for the financial year ended 31st March 2015, the Balance Sheet as at that date and the reports of the Directors and Auditors thereon.

2. Ratification of Appointment of Auditor.

To ratify the appointment of Auditor of the company and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof:

“RESOLVED THAT, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and rules made there under, pursuant to the recommendation of Audit Committee of the Board of Directors, and pursuant to the resolutions passed by the members at the AGM held on 8th Day of September, 2014, the appointment of M/s. C. Ramasamy & B. Srinivasan, Chartered Accountants, Chennai (FRN: 002957S) as Auditors of the Company to hold office till the Conclusion of 21st Annual General Meeting of the company, be and is hereby ratified.

RESOLVED FURTHER THAT Board of Directors of the company be and are hereby authorized to fix the remuneration payable to them for the Financial year ending on March 31, 2016 along with other terms & conditions of appointment of the Auditor.”

Special Business**3. Regularization of appointment of K. Rajeswari as Director of the Company.**

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

“RESOLVED THAT Mrs. K. Rajeswari (DIN-06949264), who was appointed as an Additional Director with effect from 08.09.2014 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing her candidature for the office of a Director, be and is hereby appointed as a director of the company whose period of office will be liable to determination by retirement of directors by rotation.”

4. Appointment of Mr. Ramgopal Lakshmi Ratan as Independent Director.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ramgopal Lakshmi Ratan (DIN: 00400605), a Non-executive additional Director of the Company whose term expires at the ensuing Annual General Meeting of the company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment in respect of whom a notice in writing has been received by the Company proposing his candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as an independent director (Non Executive) of the company, not liable to retire by rotation and to hold office for 5 (Five) consecutive years for a term up to March 12, 2020.”

“RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to

sign the certified true copy of the resolution and also to do all the acts, deeds and things which are necessary to the appointment of aforesaid person as an Independent director of the Company.”

5. Regularization of appointment of Mr. Keshav Kantamneni as Director of the Company.

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

“**RESOLVED THAT** Mr. Keshav Kantamneni (DIN-06378064), who was appointed as an Additional Director with effect from 10.06.2015 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the company.”

6. Approval of appointment of Mr. Keshav Kantamneni as Chairman and Managing Director of the company for a period of three years w.e.f 10.06.2015

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

“**RESOLVED** 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 for the appointment of Mr. Keshav Kantamneni as Chairman and Managing Director of the Company at a Gross Remuneration of Rs. 5,00,000/- (Rupees Five Lakhs only) per month for a period of three years with effect from 10.06.2015.

RESOLVED FURTHER THAT the aggregate of the remuneration paid / payable to Mr. Keshav Kantamneni 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 appointment, Mr. Keshav Kantamneni, Chairman and 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 are hereby authorized to vary, increase or enhance the scope of remuneration in accordance with provisions regarding payment of managerial remuneration under the Companies Act, 2013.”

7. Adoption of new sets of AOA of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of section 14 of the Companies Act, 2013 (as amended or re-enacted from time to time) and existing AOA, new set of Articles of Association as laid before the shareholders, duly initialed by the Chairman for the purpose of identification be and is here adopted as the Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** pursuant to section 117 of the Companies Act 2013 (as amended or re-enacted from time to time) read with rule no 24 of the Companies (Management and Administration) Rules 2014, Mrs. K. Rajeswari, Director of the Company be and is hereby authorized to do all such acts, deeds and things to give effect to this resolution.”

8. To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with the provisions of Chapter VII of the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009, (hereinafter referred to as “SEBI (ICDR) Regulations”) (including any statutory amendment, modification, variation or re-enactment thereof, and the provisions of any rules/regulations / guidelines issued / framed by

the Central Government, for the time being in force), relevant enabling provisions of the memorandum and Articles of Association of the Company, and in accordance with the Listing Agreement entered into by the Company with the Stock Exchanges where the securities (Equity shares) of the Company are listed and subject to all such approvals, consents, permissions and / or sanctions as may be required by law from Government of India, Securities and Exchange Board of India, Stock Exchanges and any other appropriate, regulatory, concerned authorities, institutions or body (hereinafter singly or collectively referred to as "the appropriate authorities") and subject to such terms, conditions, alterations, changes, variations and / or modifications as may be prescribed or imposed by any or more or all of them while granting any such consents, permissions, approvals and / or sanctions (hereinafter singly or collectively referred to as "the requisite approvals") which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee (s), which the Board may have constituted or hereafter constitute in this behalf to exercise the powers conferred on the Board by this Resolution), the Board be and is hereby authorized to create, offer issue and allot upto 26,68,000 (Twenty Six Lacs Sixty Eight Thousands) Equity Shares of Rs.10/- (Rs. Ten) each to promoter and other prospective investors at a price determined as per Regulation 76 of Chapter VII of SEBI (ICDR) Regulations, 2009, on a preferential basis."

"RESOLVED FURTHER THAT the "Relevant Date" in relation to issue of Equity shares pursuant to this resolution in accordance with the provisions of Regulation 71 of Chapter VII of SEBI (ICDR) Regulations shall be the date, thirty (30) days prior to the date of this Annual General Meeting of the shareholders of the Company i.e. 26th August 2015 or such other date as may be prescribed in accordance with the SEBI (ICDR) Regulations.

"RESOLVED FURTHER THAT subject to the terms stated hereinabove.

- a) The Equity Shares offered and issued shall be allotted within a period of Fifteen (15) days from the date of passing of this resolution, provided that if any requisite approvals from the appropriate authorities for allotment of Equity Shares are pending, the period of Fifteen (15) days shall be counted from the date of such requisite approvals.
- b) The Equity Shares offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- c) The Equity Shares offered, issued and allotted pursuant to this resolution shall rank pari passu inter-se with the existing Equity Shares of the Company in all respects, including dividend.
- d) The Equity Shares offered, issued and allotted shall remain locked-in from such date and for such periods as specified under the SEBI (ICDR) Regulations.
- e) The Equity Shares offered, issued and allotted to the investor shall be in dematerialized form.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director(s)/Committee of Director(s) or any other Officer or Officers of the Company to give effect to the aforesaid resolution including to execute any document on behalf of the Company and to represent the Company before any appropriate authorities."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper including without limitation to enter into arrangements/agreements and to settle any question, difficulties or doubts that may arise in this regard at any stage including at the time of listing of the Equity Shares with the Stock Exchanges, without requiring the Board to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Place: Chennai
Date: 25.07.2015

By order of Board
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. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
3. Corporate members are requested to send to the Company's registered office a duly certified copy of the Board resolution, pursuant to section 113 of the Companies Act, 2013, authorizing their representative(s) to attend and vote at the Annual General Meeting.
4. The relative explanatory Statement as required under Sec. 102 of the Companies Act 2013, in respect of the Business under item no.3 to item no.8 the accompanying Notice are annexed hereto.
5. Members are requested to bring their admission slips along with copy of the Annual Report to the Annual General Meeting.
6. 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.
7. The Register of Members and Transfer Registers will remain closed from 20.08.2015 to 26.08.2015 (both days inclusive).
8. The unclaimed dividend for the year 2006-2007 has been transferred to Investor Education and Protection Fund (IEPF) established by the Central Government.
9. Members are requested to
 - i) Write to the Company at least seven days before the date of the Meeting, in case they desire any information as regards the Audited Accounts for the financial year ended 31.03.2015, so as to enable the Company to keep the information ready.
 - ii) Quote registered folio number or Client ID in all the correspondence.
 - iii) Send all share transfer lodgments (physical mode) / correspondence to the Registrar and Share Transfer Agents of the Company.
10. 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 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.

11. As required under clause 49IV G of the Listing agreements with stock exchanges, given below the details of director who are proposed to be reappointed/reappointed.

Name of the Director	K. RAJESWARI	RAMGOPAL LAKSHMI RATAN	KESHAV KANTAMNENI
DIN	06949264	00400605	06378064
Date of birth	21.02.1963	02.04.1983	04.09.1983
Date of appointment	08.09.2014	13.03.2015	10.06.2015
Expertise in specific functional area	About 23 years of Experience in the field of General Administration & Logistic Handling.	About 10 years of experience in the field of Legal matters.	About 12 Years of experience in General Management, Finance & Banking and Management Consulting.
Qualification	B.Com	LLB	BE, PGDM, MBA
Board Membership of other companies as on March 31, 2015	NIL	Ragam Credit and Leasing Company Private Limited	1-Foundation Outsourcing India Pvt Ltd. 2-Globality Partners Pvt Ltd. 3-Madras Electronics Solutions Pvt Ltd. 4- Fourshore IT Outsourcing India Pvt Ltd.
Chairman / member of the Committee of Directors of the other Companies in which he is a Director as on March 31, 2015.	NIL	NIL	NIL
No. of Shares held in the Company as on March 31, 2015.	NIL	NIL	NIL

12. 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 Wednesday, 19.08.2015 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 Sunday, 23.08.2015 and will end at 5.00 p.m. on Tuesday, 25.08.2015. 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 shareholders voting electronically are as under:
 - I. The voting period begins on 23.08.2015 and ends on 25.08.2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (19.08.2015) of may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - II. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - III. The shareholders should log on to the e-voting website www.evotingindia.com.
 - IV. Click on Shareholders.
 - V. Now Enter your User ID
 - A. For CDSL: 16 digits beneficiary ID,
 - B. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - C. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - VI. Next enter the Image Verification as displayed and Click on Login.
 - VII. 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.

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)·</p> <ul style="list-style-type: none"> • 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 8 digits of 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 in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (V).</p>

- VIII. If you are a first time user follow the steps given below:
- IX. After entering these details appropriately, click on "SUBMIT" tab.
- X. Members holding shares in physical form will then directly reach 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.

- XI. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XII. Click on the EVSN for Uniply Industries Limited on which you choose to vote.
- XIII. 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.
- XIV. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XV. 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.
- XVI. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XVII. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- XVIII. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XIX. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and
 - Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- XX. 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Place: Chennai
Date: 25.07.2015

By order of Board
ANTARYAMI SAHOO
COMPANY SECRETARY