

# UNIPLY INDUSTRIES LIMITED



*for all reasons & seasons*

18<sup>th</sup> ANNUAL REPORT - 2014

**CONTENTS**

<b>S. No.</b>	<b>Particulars</b>	<b>Page No.</b>
1.	Company Information	1
2.	Notice	2 - 9
3.	Directors Report & Management Discussion and Analysis	10 - 17
4.	Report on Corporate Governance & Certificates thereof	18 - 28
5.	Auditors Report	29 - 31
6.	Accounts	
	Balance Sheet	32
	Statement of Profit & Loss Account	33
	Cash Flow Statement	34
	Significant Accounting Policies	35 -36
	Notes on Accounts	37 - 50
7.	Proxy Form	51
8.	Attendance Slip	52

**COMPANY INFORMATION**

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

## Uniply Industries Limited

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.

<b>Name of the Director</b>	<b>B.L. Bengani</b>	<b>Sudhir Kumar Jena</b>	<b>Ramakanta Panda</b>	<b>Shaine Sunny Mundaplakkal</b>
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](http://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](http://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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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.

Even though approval of the Shareholders would not be required under the provisions of the Companies Act, 2013 for transactions which are in the ordinary course of the Company's business and are at arm's length, Still Board has taken initiative for better governance purposes and wants to have shareholder informative decision.

Therefore the Board recommend to the shareholders to pass the resolution as a special resolution as slated in the Notice to maintain smooth business relationship for betterment of both companies.

Except Mr. B.L Bengani and Mr. Raghuram Nath, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

**Item No. 8 and 9**

The Ministry of Corporate Affairs ("MCA") has vide its General Circular No 4/2014 dated March 25, 2014 clarified that the Ordinary Resolutions passed under Sections 293(1)(a) and 293(1)(d) of the Companies Act, 1956 would be sufficient compliance of Section 180 of the Act until September 11, 2014.

To renew the fresh borrowing limit of Rs. 500 Corers (Rupees Five Hundred Corers) under section 180(1) (c) and 180(1)(a) of the Companies Act,2013 the Board recommends shareholders for their approval.

The approval of the Members for the said borrowings and creation of a mortgage or charge for the said borrowing is therefore now being sought, by way of a Special Resolutions, pursuant to Section 180(1)(c) and 180(1)(a) of the Act respectively.

The Directors commend the Resolutions at Item Nos. 8 and 9 of the accompanying Notice for the approval of the Members of the Company by special Resolutions.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of these Resolutions.

By order of Board

Place: Chennai  
Date: 28.07.2014

ANTARYAMI SAHOO  
COMPANY SECRETARY

**DIRECTORS' REPORT**

To All members,

Your Directors have pleasure in presenting the 18th Annual Report of the company along with the Audited Statement of Accounts for the year ended 31st March, 2014.

**FINANCIAL RESULTS**

The highlights of the financial results of the company for the year ended 31.03.2014 as compared with the previous year are as follows:

Rs. In Lacs

<b>PARTICULARS</b>	<b>For the year ended 31.03.2014</b>	<b>For the year ended 31.03.2013</b>
Gross Turnover	17109.20	14605.54
Less: Excise Duty and Sales Tax	2505.88	2384.15
Net Turn Over	14603.32	12221.39
Operating Profit	431.83	188.77
Less: Finance costs	698.28	631.31
Profit/(Loss) before Depreciation & Tax	(266.45)	(442.54)
Less: Depreciation & Amortization expenses	160.30	149.42
Profit/(Loss) before Taxation	(426.75)	(591.96)
Less: Provision for Taxation		
Wealth Tax	0.00	0.10
Deferred Tax	(131.87)	(182.35)
Profit/(Loss) after Tax	(294.88)	(409.71)
Balance brought forward	(661.70)	(251.99)
Provision for Dividend and Dividend tax	-	-
Transfer from General Reserve	-	-
Balance carried forward to next year	(956.58)	(661.70)

**PERFORMANCE REVIEW**

During the year of operation, your company has achieved a net turnover of Rs. 14603.32 lacs, as against the previous year net turnover of Rs. 12243.67 lacs with a growth of 19.27%. However, The management is enduring its hard work to accomplish improved results in the years to come on all fronts like minimising operational costs, brand building and etc.

**DIVIDEND**

Keeping in view of the accumulated losses, your Directors regret their inability to declare any dividend.

**DIRECTORS' RESPONSIBILITY STATEMENT**

In compliance with Section 217(2AA) of the Companies Act, 1956, as amended by the Companies (amendment) Act, 2000, your Directors confirm:

- a. That in the preparation of Annual Accounts, the applicable accounting standards have been followed and that no material departures have been made from the same.
- b. That they 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 at the end of the financial year and of the profit or loss of the company for that period.
- c. That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of your company and for preventing and detecting fraud and other irregularities;
- d. That they have prepared the annual accounts on a going concern basis.

**SHARE CAPITAL**

During the year under review the Authorised share capital of the Company has been increased from Rs. 1500,00,000 to Rs. 2000,00,000 vide shareholders resolution passed on EGM dated 19.03.2014. Paid up share capital has also been increased from Rs. 14,36,37,430 to Rs. 17,31,37,430 from same date.

**PREFERENTIAL ISSUE**

During the year under review, the Company has allotted 29,50,000 Equity Shares of Rs. 10/- each as fully paid up to a group of non promoters on preferential basis in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. The above said Equity Shares rank pari-passu with the existing equity shares of the Company and are subject to lock-in-period of one year from the date of trading approval.

**CORPORATE GOVERNANCE**

Your Company is committed to business integrity, high ethical values and professionalism in all its activities. As an essential part of this commitment, the Board of Directors supports high standards in corporate governance. It is the endeavor of the Board and the executive management of your Company to ensure that their actions are always based on principles of responsible corporate management. In your company, corporate governance is seen as an ongoing process. Your Company's Board will therefore closely follow future developments in the governance norms and will take lead in ensuring compliance with the same. A separate report on Corporate Governance along with the certificate of the Auditors, confirming compliance of the conditions of corporate governance, as stipulated under Clause 49 of the Listing Agreement entered into with the Stock Exchanges is annexed.

The Ministry of Corporate Affairs has made majority of the provisions of the Companies Act, 2013 effective from 1st April, 2014. The new act is a positive step towards strengthening corporate governance regime in the country. Your Company is already in substantial compliance of most of the governance requirements provided under the new law. Your Company has proactively adopted provisions related to formation of Nomination and Remuneration Committee and Stakeholders relationship Committee, ahead of implementation of the new law. Your Company is committed to embrace the new law in letter and spirit.

**BOARD COMMITTEES**

During the period under review, The Board of Directors have reconstituted and renamed all the committees to comply the provisions of the Companies Act, 2013 and Listing Agreement. Accordingly the company has now Audit Committee, Stakeholder Relationship & Grievance committee and Nomination &

Remuneration Committee. All the members of these committees are independent & non executives. The details of members of these Committees are slated in Corporate Governance Report annexed to this.

#### **CORPORATE SOCIAL RESPONSIBILITY**

Corporate Social Responsibility continues to assume an important role in the activities of the Company. It encompasses much more than social outreach programs and is an integral part of the way the Company conducts its business.

#### **STATUTORY AUDITORS**

M/s. C. Ramasamy & B. Srinivasan, Chartered Accountants FRN 002957S, Statutory Auditors of the company until conclusion of 18th Annual General Meeting and recommended for reappointment upto the conclusion of 21st Annual General Meeting. The Company has received a certificate from them to effect that the reappointment, if appointed, would be within the limits prescribed under Companies Act, 2013.

#### **COST AUDIT & COST AUDITOR**

Mr. R. Shankaraman, practicing Cost Accountants was appointed as Cost Auditors of the company for the year 2013-14. As per various notifications issued by MCA from time to time and opinion sought from Cost Auditor the cost audit is not applicable to our company for the year 2013-14 and hence cost audit was not conducted.

However Company has obtained Cost Audit Compliance Certificate for the period ended 31.03.2014 issued by Mr. R. Shankaraman, Cost Accountant and the same shall be filed with MCA accordingly.

#### **SECRETARIAL AUDITOR**

The Board has appointed M/s. P.K. Panda & Co., Practicing Company Secretaries, Chennai as Secretarial Auditor of the Company as per Section 204 of the Companies Act, 2013 to issue Secretarial Audit Report for the financial year 2014-2015.

#### **INTERNAL AUDITOR**

The Board has appointed M/s. Prasanna Rath & Associates Cost Accountants, Chennai as Internal Auditor of the Company for the financial year 2014-2015.

#### **DIRECTORS**

The tenure of Managing Director is going to end on 31.03.2015 and Board reappointed him for a further period of 3 years w.e.f 01.04.2015 that is subject to approval of shareholders in the ensuing AGM.

Mr. R. Kuppu Rao has resigned from the Board w.e.f. 20.07.2014

Mr. Sudhir Kumar Jena, Mr. Ramakanta Panda and Mr. Shaine Sunny Mundaplakkal are going to be reappointed as Independent Directors of the Company for a term of 5 years with effect from 01.04.2014, not liable to retire by rotation in the ensuing AGM as per respective provisions and Schedule-IV of Companies Act, 2013.

#### **FIXED DEPOSITS**

The Company has neither accepted nor renewed any Fixed Deposits from the public during the year under review.

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

The statement containing the necessary information as required under Companies (Disclosure of Particulars in Report of Board of Directors) Rules 1988, relating to conservation of energy, technology absorption, foreign exchange earnings and outgo are annexed hereto and forms an integral part of this report.

**ENVIRONMENT & GREEN INITIATIVE**

The Company is committed to the environment. The Company continues to upkeep effluent and chemical treatment plant besides green belt inside the factory premises. Continuous check of air and water pollution at manufacturing unit is made and monitored. Your company is certified with FSC (Forest Stewardship Council) besides an existing member of IGBC.

**PARTICULARS OF EMPLOYEES PURSUANT TO THE COMPANIES ACT, 2013**

None of the employees is drawing remuneration in excess of limit prescribed the companies Act, 2013 and rule thereto for which disclosures to be made.

**LISTING WITH STOCK EXCHANGES**

The Equity shares of the Company were listed with Bombay Stock Exchange Ltd. (BSE) & National Stock exchange of India Limited (NSE).

**FOREIGN EXCHANGE MANAGEMENT**

During the year under review, the Company has incurred a forex loss of Rs. 128.80 lacs against a loss of Rs. 70.00 lacs in the previous year. The management has adopted required foreign currency hedging mechanism from time to time to protect from exchange loss.

**E-VOTING FACILITY:**

The Company has entered into a tripartite agreement with CDSL and Cameo Corporate Services Limited, RTA of the company for providing eVoting facility to the shareholders for promoting better shareholders participation on the proposed resolutions to be passed on the ensuing AGM to be held on Monday, 8th September 2014. M/s. P.K. Panda & Co, practicing Company Secretaries were appointed as the Scrutinizers for conducting the eVoting in a fair and transparent manner.

The shareholders are requested to participate in the eVoting System and helps management for taking shareholders informative decision for the betterment of the company. The eVoting facility will open for voting on 02.09.2014 at 9.00 a.m and closed at 5.00 p.m on 03.09.2014.

Place: Chennai  
Date: 28.07.2014

For and on behalf of the Board  
B.L. Bengani  
Chairman & Managing Director

**ANNEXURE TO THE DIRECTOR'S REPORT**

Under The Companies (Disclosure of particulars in the report of the Board of Directors) Rules 1988

**A. Conservation of Energy**

The Company through continuously improving its manufacturing process and efficiency at its all plants and offices continues its endeavor to improve energy conservation and utilization. Energy conservation programs adopted by the Company are:

- (i) Strict watch is kept on idle running of machine and to work the machine at full capacity
- (ii) Installed frequency drivers in machines to save power
- (iii) Machineries are frequently overhauled to work smoothly;
- (iv) Monitoring of power factor is frequently done and we have installed automatic power control systems in the circuit.
- (v) Energy consumption versus production is monitored at regular intervals to check over usage of energy.
- (vi) Continuous monitoring of energy consumption.
- (vii) Voltage is controlled with the installation of automatic voltage controller on transformer.

**B. Research and Development (R & D)**

- 1. Specific areas in which R & D carried out by the Company.

R&D portfolio consists of product improvement and process optimization with a view to reduce cost and introduction of new environmental friendly products and processes.

- 2. Benefit derived as a result of the above R & D:

The new products and process cater the needs of variety of customer segments and aim to reduce cost. Development of eco-friendly processes result in less quantity of effluent and emission. Also designing of 'safe' i.e. non toxic products conform to Euro I Standards

- 3. Future Plan of action:

R&D will focus on projects leading to further cost reduction and reduced load on environment.

- 4. Expenditure on R & D

No capital expenditure is done towards the R&D. The Company continuously incurs expenses for improving the processes, product quality, etc they cannot be specifically identified as research & development expenses. Thus, the same has not been shown separately.

**TECHNOLOGY, ABSORPTION, ADAPTATION AND INNOVATION.**

**1. Efforts in brief, made towards technology absorption, adaptation and innovation.**

The Company absorbs the knowledge of plywood technology from various sources, such as the existing know-how, their own data bank, published literature etc. and thereafter adopts the same to the Company infrastructure, effects improvement to the products and processes of the Company including containment of pollution and control of effluents. Quality assurance managers are placed at factory and are made independent. With this the complaints have reduced and consumers are feeling satisfied with our products.

**2. Benefits derived as a result of the above efforts.**

Benefits derived from these efforts include process rationalization, product quality improvement, and environmental friendly product. With this our Product has got eco mark from BIS and has been referred for Green Building due to low formaldehyde emission products.

**3. Foreign Exchange Earning & Outgo**

During the year under review the foreign exchange earned by the company was Rs. Nil and outgo amounted to Rs. 2416.30 lacs.

For and on behalf of the Board

Place: Chennai  
Date: 28.07.2014

B.L. Bengani  
Chairman & Managing Director



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### 1. Macroeconomic Overview and Plywood industry

Fiscal 2014 was a difficult year for the Indian economy with the GDP growth rate falling to its lowest in the decade. A receding economy, rising inflation combined with heightened interest rates, High risk weight-age for loans, volatility in exchange markets had an adverse impact on the savings ability of the population leading to a decline in demand for housing and real estate which had a direct impact on the demand for plywood and panel products. The slowdown has also resulted in slippage of productivity growth in the past few years.

The plywood industry had been under severe stress where small and medium sizes Industry have suffered heavily. High cost of production, low volume, expensive brand promotion, tight monetary situation, high finance cost, timber export ban from Myanmar and maintenance of quality have been the key issues.

Despite unfavorable Government Regulations, stringent market conditions and severe global impacts, our consumers have been our support system throughout. To fill the import gap of timber from Myanmar your Company has switched over to other species of logs imported from Malaysia, Africa and other countries to continue to maintain the quality and constitutions of plywood by using tropical hardwood. Companies have adopted the much needed changes in selection of raw materials - tropical hardwood, which are moderate in weight and colour. At the same time, your company has maintained the quality parameters as in the past, as required to keep the Trust of the consumers buoyant. In overall, your company is well placed to tackle all the adverse situations and hurdles.

### 2. Opportunities

The following are the growth drivers for the Company which will result in growing demand for Plywood, Laminates and Interior products:

- Government Initiative for reviving the infrastructure & Housing Industry by way of increasing the government spending in infrastructure products.
- Government announcement on Tax benefits and investment opportunities for Infrastructure companies.
- Rising per capita income and young population
- Rising urbanization
- Increase in demand for premium housing and commercial space
- More satellite cities
- Tax benefits on housing loans

Your company is well positioned to take advantage of the opportunities in the market and post a better performance in the current year.

### 3. Threats

- Timber export ban by Myanmar Government
- Real Estate Slump
- Volatility in currency market
- Cheaper imports from China
- Dominance of unorganized sectors

- Acute shortage of labour
- Increase in labour costs and Automation
- Increasing competition from other Asian countries
- Stringent regulatory norms on protection of environment

#### 4. Outlook

In view of the Governments thrust towards infrastructure and real estate growth your company is hopeful to achieve better results and growth. With buoyant demand and marketing strength of “UNIPLY & ELEMENTZ” brands, products of your company positioned to fully exploit emerging opportunities. Your company has also focused more on Decorative segment and added up more than 150 varieties of engineered veneers to its fold. The Marketing infrastructure has also been ramped to achieve the higher turnover by opening stock points for decorative plywood.

Further, the Company’s goal is to become a well-diversified Company in the long run by diversifying in other areas of activities related to interior decoration and building products

#### 5. Risks and Concerns

The company is exposed to fluctuating interest rates, unpredictable economy, volatile business environment, credit risk, labour factors are the various identifiable risks along with uncontrollable external factors. The Company manages these risks by maintaining a conservative financial profile, and by following prudent business and risk management practices.

#### 6. Internal Control Systems and their adequacy

The Company has adequate Internal Control systems in all areas of operations commensurating with the size of the operation. The Company has well defined roles, responsibilities and authorities for employees at all levels. Your company has appointed a fulltime In house internal auditor to streamline the system and has adequate internal control systems to maintain accuracy in accounting and financial transactions and comply with rules and regulations.

#### 7. Human Resources

Industrial Relations at all the levels remained cordial throughout the year. Your Company has created a friendly atmosphere that helps retaining talented professionals and nurturing their career growth along with the growth of the Organization. During the year under review your company has invested more towards appointing and retaining peoples. Your Company is confident of reaping the best from its human assets in the years to come.

#### 8. Quality Management System

The company continues to lay emphasis on excellence in quality and services and is committed to total customer satisfaction. The company continues to be on a mission to provide customer with products that can match with international standards and will surpass their expectations. That only explains why Uniply is today one of the most respected plywood brands in the country. The company vigorously follows the BIS quality standards besides quality and cost management policy and procedure certified by ISO 9001, ISO 14001 and OHSAS 18001. Moreover, company is also following the norms of FSC & IGBC.

#### 9. Cautionary Note

Certain statements in this section may be forward looking and are stated as required by applicable laws and regulations. Many factors may affect the actual results, which could be different from what the Directors envisage in terms of the future performance and outlook

**10. Acknowledgement**

Your Directors express their sincere gratitude to the Government Depts., the Promoters and M/s. State Bank of India for the assistance, co-operation and support extended to the Company. The Directors thank the shareholders customers and suppliers for their continued support.

The Directors also place on record their appreciation of the consistent good work put in by all cadres of employees.

For and on behalf of the Board

Place: Chennai  
Date: 28.07.2014

B.L. Bengani  
Chairman & Managing Director

**REPORT ON CORPORATE GOVERNANCE**

**A. Compliance on Mandatory Requirements**

**1. Company's Philosophy on Corporate Governance**

Uniply continues to uphold its commitment to adhere to high standards of Corporate Governance. The Company strives to ensure transparency in all its operations, make disclosures and comply with various laws and regulations. Emphasis therefore, is on adding value to its shareholders, investors, employees, suppliers, customers and the community.

**2. Board of Directors**

In terms of Company's Corporate Governance policy, all statutory and other significant and material information are placed before the Board to enable it to discharge its responsibility of strategic supervision of the Company as trustees of the shareholders.

**Composition**

Your Company has a balance Board, comprising executive and non-executive directors. The non-executive directors include independent professionals. Executive directors, includes the Chairman cum Managing Director and one non-executive Non independent Director. No director is related to any other director on the Board in terms of definition of 'relative' given under the companies Act, 2013

Name of the Director	Status, i.e. Executive Non-Executive and Independent	Members in the Board of other public Companies	No. of membership / chairmanship of Board Committees of other Companies	
			As a Chairman	As a member
Mr. B.L. Bengani	Executive	None	None	None
Mr. S.K. Jena	Non-Executive Independent	None	None	None
Mr. Ramakanta Panda	Non-Executive Independent	None	None	None
Mr. R. Kuppu Rao	Non-Executive Independent	None	None	None
Mr. Shaine Sunny Mundaplakkal	Non-Executive Independent	None	None	None

During the financial year ended 31st March 2014, 6 Board Meeting were held, which are as follows

Sl. No.	Date	Board strength	No. of directors present
1	18.05.2013	4	4
2	27.07.2013	4	3
3	06.09.2013	4	4
4	06.11.2013	5	5
5	14.02.2014	5	5
6	25.03.2014	5	5

During the financial year ended 31st March 2014, 6 Board Meeting were held, which are as follows

<b>Director</b>	<b>No. of Board Meetings attended</b>	<b>Attendance at last AGM</b>
Mr. B.L. Bengani	6	Yes
Mr. S.K. Jena	6	Yes
Mr. Satya Prathaap Bhatara*	1	No
Mr. R. Kuppu Rao	5	No
Mr. Ramakanta Panda	4	Yes
Mr. M.S Shaine	4	Yes

\* Resigned on 27.07.2013

### **3. Audit Committee**

Terms of reference:

The broad terms of reference of the Audit Committee are to interact with the internal and Statutory Auditors, overseeing the Company's financial reporting process and review with the management the annual financial statements before submitting to the Board and includes:

1. Appointment and fixation of remuneration payable to Auditors.
  2. Review Quarterly, half yearly and annual financial results before submission to the Board
  3. Review accounting policies followed by the Company
  4. The adequacy and effectiveness of internal control system and procedures in the Company
- Composition of the Audit Committee:

The Audit Committee consists of the following members:

<b>Sl. No.</b>	<b>Name of the Member</b>	<b>Chairman/member</b>
1	Mr. S.K. Jena	Chairman
2	Mr. R. Kuppu Rao	Member
3	Mr. Ramakanta Panda	Member
4	Mr. M.S Shaine	Member

### **Meeting and attendance**

Details of Audit Committee Meeting during the financial Year

During the financial year ended 31st March 2014 Four meetings of Audit Committee were held, which are as follows

<b>Sl. No.</b>	<b>Date</b>	<b>Committee strength</b>	<b>No. of members present</b>
1	18.05.2013	3	3
2	27.07.2013	3	2
3	06.11.2013	4	4
4	14.02.2014	4	4

## Uniply Industries Limited

Attendance of Audit Committee Meeting during the financial year

SI. No.	Name of the Member	No. of Meetings attended
1	Mr. S.K. Jena	4
2	Mr. Satya Prathaap Bhatera	1
3	Mr. R. Kuppu Rao	4
4	Mr. Ramakanta Panda	2
5	Mr. M.S. Shaine	2

The Company Secretary of the Company acted as secretary to the Committee

#### 4. Nomination & Remuneration Committee

The Board terms of reference of the Nomination & Remuneration Committee is to fix remuneration payable to the Executive Directors / Their relatives / KMP in terms of the Companies Act, 2013 and refer the same to the Board.

Composition of the Nomination & Remuneration Committee:

The Nomination & Remuneration Committee consists of the following members:

SI. No.	Name of the Member	Chairman/member
1	Mr. S.K. Jena	Chairman
2	Mr. R. Kuppu Rao	Member
3	Mr. Ramakanta Panda	Member
4	Mr. M.S. Shaine	Member

Details of Nomination & Remuneration Committee Meeting during the year

During the financial year ended 31st March 2014 there was a meeting of the above committee held on 14.02.2014.

Remuneration Policy:

Non-Executive directors are remunerated by way of sitting fees only. The Company pays remuneration by way of salary, perquisites and allowances to the Executive Directors / Relatives / KMP within the limits approved by the members and as permitted under Companies Act, 2013.

Name of the Director	Sitting Fees		Remuneration
	Board Meeting	Committee Meeting	
Mr. B.L. Bengani – CMD	Nil	Nil	30,00,000.00
Mr. S.K. Jena - ID	Nil	Nil	Nil
Mr. Satya Prathaap Bhatera - ID	10000.00	Nil	Nil
Mr. R. Kuppu Rao – ID	50000.00	Nil	Nil
Mr. Ramakanta Panda– ID	40000.00	Nil	Nil
Mr. M.S Shaine– ID	40000.00	Nil	Nil

Note: CMD stands for Chairman and Managing Director

ID stands for Independent Director

The appointment of Managing Director is upto 31.03.2015.

**5. Stakeholders Relationship/Grievance Committee**

Composition of the Committee:

The Committee consists of the following members:

Sl. No.	Name of the Member	Chairman/member
1	Mr. S.K. Jena	Chairman
2	Mr. R. Kuppu Rao	Member
3	Mr. Ramakanta Panda	Member
4	Mr. M.S Shaine	Member

The Committee met time to time whenever required. The Committee supervises the matters relating to share transfers / redressal of Shareholders / Investors complaints.

Total number of Complaints received during the year : Nil

Number of Complaints solved : Nil

Number of complaints remaining unattended as on 31.03.2014 : Nil

Number of pending share transfer as on 31.03.2014 : Nil

Number of pending demat cases as on 31.03.2014 : Nil

The Company Secretary of the Company acted as secretary to the Committee.

**6. General Body Meetings**

Details of Annual General Meetings (AGMs):

AGMs	Date of AGMs	Location	Time
15th	2nd August 2011	# 69, Nelveli Village, Uthiramerur Block, Kancheepuram Dist., Tamilnadu – 603 107	10.00 a.m.
16th	28th September 2012	# 69, Nelveli Village, Uthiramerur Block, Kancheepuram Dist., Tamilnadu – 603 107	11.00 a.m.
17th	06th September 2013	# 69, Nelveli Village, Uthiramerur Block, Kancheepuram Dist., Tamilnadu – 603 107	11.00 a.m.

The special resolutions and other resolutions were duly passed at the respective Annual General Meetings.

**7. Disclosures**

Materially significant related party transactions which may have potential conflict with the interests of the Company at large: None

(Confirmation has been placed before the Audit Committee and the Board that all related party transactions during the year under reference was in the ordinary course of business and on arm's length basis.)

• Details of non-compliances, penalties, and strictures by stock exchange/SEBI/Statutory Authorities on any matter related to Capital Markets, during the last year: None

- Pecuniary relationships or transaction with Non-Executive Directors: None

### **8. Risk Management**

Risk Assessment and minimisation procedures have been framed by the Company and are reviewed by the Board annually.

### **9. Uniply Code of Conduct**

The Uniply Code of conduct, as adopted by the Board of Directors, is applicable to all directors, senior management and employees of the Company. This code is derived from three interlinked fundamental principles, i.e. good corporate governance, good corporate citizenship and exemplary personal conduct. The written code of conducted can be viewed from the company's website.

### **10. Means Of Communication:**

- Quarterly Results : Quarterly results are approved and taken on record by the Board of Directors of the Company within 45 days of the close of the relevant quarter and approved results are forthwith sent to the Stock Exchange where the Company's shares are listed. The results are published in the proforma prescribed, in widely circulated newspapers both English and vernacular.
- Which newspapers normally published in : Financial Express –  
English newspaper,  
Malai Sudar –  
Tamil Newspaper  
Henceforth the Company shall be publishing in  
Financial Express and Malai Sudar for  
English and Tamil Newspaper respectively.
- Any Website where displayed : Yes, [www.uniply.in](http://www.uniply.in)
- Whether presentation made to  
Institutional Investors or to analysts : Yes, only on request.
- Whether Management Discussion and  
Analysis Report is a part of Annual  
Report or not : Yes, it is a part of this Year's Annual Report.

### **11. General Shareholder Information**

18th Annual General Meeting:

Date : 08.09.2014

Time : 11.00 a.m.

Venue : # 69, Nelveli Village, Uthiramerur Block,  
Kancheepuram Dist, Tamilnadu – 603 107



**12. The Profile of Directors Retiring By Rotation /Appointment/ Re-Appointment.**

<b>Name of the Director</b>	<b>B.L. Bengani</b>	<b>Sudhir Kumar Jena</b>	<b>Ramakanta Panda</b>	<b>Shaine Sunny Mundaplakkal</b>
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 and technology
Qualification	B.Com	Chartered Accountant Taxation	B.A., LLB	B.Tech (IT)
Membership of other companies as on March 31, 2014	Uniply International Private Ltd	1. Teamsec Consultancy Services Pvt. 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

**13. Financial Calendar (Tentative) for the year 2014-15**

(Compliance of Clause 41 of the Listing Agreement)

<b>Period ended</b>	<b>Financial Reporting</b>
30th June, 2014	28th July, 2014
30th September, 2014	15th November, 2014
31st December, 2014	15th February, 2014
31st March, 2014	30th May, 2015

Date of Book Closure: 02.09.2014 to 08.09.2014 (both days inclusive)

## Uniply Industries Limited

### 14. Listing on Stock Exchanges:

Name of the stock Exchange	Address	Scrip Code / Stock symbol
Bombay Stock Exchange Limited	Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001	532646
National Stock Exchange of India Limited	Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051.	UNIPLY

### 15. ISIN No. For The Company's Equity

Shares in Demat Form : INE950G01015

### 16. Depository Connectivity

: NSDL & CDSL

### 17. Stock Market Price Data:

Month	Bombay Stock Exchange Limited (BSE)		National Stock Exchange of India Ltd (NSE)	
	High	Low	High	Low
April, 2012	7.00	5.06	6.75	5.10
May, 2012	7.69	5.01	7.75	5.00
June, 2012	6.54	4.70	6.65	5.65
July, 2012	5.50	4.15	5.90	3.90
August, 2012	4.47	3.72	4.05	3.45
September, 2012	4.78	3.87	4.90	3.05
October, 2012	5.42	3.85	5.40	5.00
November, 2012	4.41	3.63	5.05	5.05
December, 2012	4.10	3.34	5.20	4.90
January, 2013	4.90	3.93	5.10	4.50
February, 2013	5.58	4.43	5.10	3.80
March, 2013	5.80	4.95	6.70	4.70

### 18. Registrar & Transfer Agent (RTA) :

M/s. Cameo Corporate Services Ltd.

Subramaniam Building, V-Floor, No. 1,

Club House Road, Chennai – 600 002.

**19. Share Transfer System:**

Share transfers were registered within a period of 15 days from the date of receipt in case of documents that are complete in all respects. Share transfers and registration are approved by the share transfer committee and/or the Board. The transfers of shares are mostly in electronic form, Transfer and registration are confirmed to depositories on receipt of demat request within 21 days.

**20. Distribution of Shareholding as on 31st March, 2014:**

(a) According to category of holding: require to be changed

Category	No. of Shareholders	% of Shareholders	No. of shares	% of shares
Promoters	2	0.03	6245189	36.07
Director	-	-	-	-
Corporate	171	2.74	4835977	27.93
Banks/Financial institutions	1	0.02	14000	0.08
Resident Individuals	5818	93.27	5806434	33.54
NRIs	31	0.50	39199	0.23
Clearing members	10	0.16	5443	0.03
Hindu Undivided Families	205	3.28	367501	2.12
Total	6238	100.00	17313743	100.00

(b) According to Number of Equity Shares held:

From	Category To	No. of Shareholders	% of Shareholders	No. of shares	% of shares
001	– 100	1929	30.9234	117800	0.6803
101	– 500	2652	42.5136	810522	4.6814
501	– 1000	749	12.0070	641634	3.7059
1001	– 2000	413	6.6208	659805	3.8109
2001	– 3000	154	2.4688	394857	2.2806
3001	– 4000	81	1.2984	287322	1.6596
4001	– 5000	73	1.1702	347049	2.0045
5001	– 10000	96	1.5389	708376	4.0914
10001	– Above (*)	91	1.4589	13346378	77.0854
Total		6238	100.0000	17313743	100.0000

**21. Dematerialization of shares and liquidity :**

14351537 shares have been dematerialized as on 31.03.2014

**22. Plant Location:** # 69, Nelveli Village, Uthiramerur Taluk,  
Kancheepuram Dist. Tamil Nadu – 603 107

**23. Address for Correspondence : Uniply Industries Limited,**

No. 5, Branson Garden Street, Kilpauk,  
Chennai – 600 010  
Tel. No. 044 – 2660 5995  
Fax No. 044 – 2660 2273  
E-mail: cs@uniply.in  
E-mail. investorservices@uniply.in

24. Shareholders Queries: M/s. Cameo Corporate Services Ltd.  
Subramaniam Building, V-Floor, No. 1,  
Club House Road, Chennai – 600 002

The Registrars can be contacted between 10.00 a.m. and 4.00 p.m. on working days (Monday to Friday).

**24. Share Transfer System:**

Shares in physical form, for transfer, should be lodged at the office of the Company's Registrar and share transfer agent, Cameo Corporate Services Ltd, Chennai at the address given above. The transfers are processed if technically found to be in order and complete in all respects. As per directives issued by SEBI, it is compulsory to trade in the Company's equity shares in dematerialization form.

**Compliance of Non Mandatory Requirements**

1) Chairman of the Board:

Mr. B.L. Bengani is the chairman of the Board

2) Board Procedure:

Members of the Board are provided with the requisite information mentioned in the Listing Agreement well before the meeting and same are considered and decisions are taken.

All the directors who are on various committees are within the permissible limits of the Listing Agreement. These directors have intimated from time to time about their membership in the various committees in other companies.

For and on behalf of the Board

Place: Chennai  
Date: 28.07.2014

B.L. Bengani  
Chairman & Managing Director

**CEO / CFO CERTIFICATION**

I, B.L. Bengani, Chairman and Managing Director responsible for the finance function, certify that:

- a) I have reviewed the financial statements and cash flow statement for the year ended 31st March 2014 and to the best of my knowledge and belief:
  - i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii) 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. To the best of my knowledge and belief, no transactions entered into by the Company during the year ended 31st March 2014 are fraudulent, illegal or violative of the Company's code of conduct.
- c. I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of internal control systems pertaining to financial reporting. Deficiency in the design or operation of such internal controls, if any, of which I am aware have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d.
  - i) There has not been any significant change in internal control over financial reporting during the year under reference;
  - ii) There has not been any significant change in accounting policies during the year requiring disclosure in the notes of the financial statements; and
  - iii) I am not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Place: Chennai  
Date: 20.05.2014

B.L. Bengani  
Chairman & Managing Director

**CERTIFICATE OF COMPLIANCE FROM AUDITORS AS STIPULATED UNDER CLAUSE 49 OF THE LISTING AGREEMENT OF THE STOCK EXCHANGE IN INDIA**

**CERTIFICATE**

TO

THE SHAREHOLDERS,

UNIPLY INDUSTRIES LIMITED

We have examined the compliance conditions of Corporate Governance by Uniply Industries Limited for the year ended on 31st March, 2014, as stipulated in clause 49 of the Listing Agreement of the said Company with Bombay stock exchange Limited and National stock exchange of India Limited.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of corporate governance as stipulated in the above mentioned listing agreement.

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

**For C. Ramasamy & B. Srinivasan**  
Chartered Accountants  
FRN: 002957S

Place: Chennai  
Date: 20.05.2014

**C. Ramasamy**  
Partner  
Mmembership No: 23714

**INDEPENDENT AUDITOR'S REPORT**

To,  
The Members of,  
**M/s. UNIPLY INDUSTRIES LIMITED**

**Report on the Financial Statements**

We have audited the accompanying financial statements of Uniply Industries Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers the internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the management, as well as evaluating the overall presentation of the financial statements.

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

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014;
- (b) in the case of the Statement of Profit and Loss, of the Loss for the year ended on that date, and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the order.
2. As required by section 227 (3) of the Act, we report that:
  - (a) We have 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, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards notified under the Companies Act, 1956 read with the General Circular 15/2013 dated 13 September 2013 of Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013; and
  - (e) On the basis of the written representations received from the directors as on 31st March, 2014 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2014 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

**For C. Ramasamy & B. Srinivasan**  
Chartered Accountants  
FRN: 002957S

**C. Ramasamy**  
Partner  
Mmembershhip No: 23714

Place: Chennai  
Date: 20.05.2014

**ANNEXURE REFERRED TO IN PARA 1 UNDER THE HEADING OF “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF OUR REPORT OF EVEN DATE:**

In the terms of the information and explanations given to us and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- 1) a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.  
b) All the assets have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on verification made during the year.  
c) The Company has not disposed off its substantial part of the fixed assets during the year and as such has not affected the going concern of the company.
- 2) a) The management has conducted physical verification of inventory at reasonable intervals.  
b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.  
c) The company is maintaining proper records of inventory. No material discrepancies in inventory were noticed during the physical verification as compared to the books and records.
- 3) According to the information & explanations given to us, the company has neither taken nor granted any secured or unsecured loans to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956.
- 4) In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. Accordingly the issue of continuing failure to correct major weakness in internal control system does not arise.
- 5) a) In our opinion and according to information and explanation given to us, there are no contracts or arrangements that need to be entered in the register maintained under section 301 of the Companies Act, 1956.  
b) In our opinion and according to information and explanation given to us, as there are no contracts or arrangements that need to be entered under section 301 of Companies Act, 1956, paragraph (v) (b) of the order is not applicable.
- 6) The company has not accepted any deposits from the public.
- 7) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- 8) We have broadly reviewed the books of accounts maintained by the company pursuant to the rules made by the Central Government for the maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 and we are of the opinion that prima facie the prescribed accounts and records have been maintained.
- 9) a) The company is generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other statutory dues applicable to it with appropriate authorities and there are no arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable.  
b) According to the records of the Company there are no dues outstanding of Income Tax, Value Added Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess on account of any dispute, except the following :-



S.No	Name of Statute	Nature of Dues	Amount	Period to which the amount relates	Forum Where dispute is pending
1	Tamil Nadu Value Added Tax, 2006	VAT – On SEZ Sales	54,21,138	2007-2008	Appellate Commissioner Commercial Tax Dept
2	Tamil Nadu Value Added Tax, 2006	VAT – Penalty on ITC	70,233	2006-2007	Appellate Commissioner Commercial Tax Dept
	<b>TOTAL</b>		<b>54,91,371</b>		

- 10) The company has accumulated losses at the end of the financial year and has incurred cash loss during the financial year and has also incurred cash loss during the immediately preceding financial year.
- 11) Based on the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to banks and financial institutions. The company has no outstanding dues to debenture holders.
- 12) According to the information and explanations given to us, the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- 13) In our opinion, and according to the information and explanations given to us, the nature of activities of the company does not attract the provisions of any special statute applicable to chit fund and nidhi or mutual benefit fund or societies.
- 14) In our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4 (xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- 15) According to information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or other financial institutions.
- 16) The term loans availed have been used for the purpose for which it has been availed.
- 17) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the company, we report that no funds raised on short term basis have been used for long term investments.
- 18) The company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act 1956 during the year.
- 19) The company has not issued any debentures and as such the creation of security or charge does not arise.
- 20) The company has not raised any money through public issue during the year.
- 21) During the course of our examination of 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 by the management, we have neither come across any instances of fraud report on or by the company, noticed or reported during the year nor have we been informed of such case by the management.

**For C. Ramasamy & B. Srinivasan**  
Chartered Accountants  
FRN: 002957S

**C. Ramasamy**  
Partner  
Mmembership No: 23714

Place: Chennai  
Date: 20.05.2014

**UNIPLY INDUSTRIES LIMITED**

Regd. Office: No 69, Nelveli Village, Uthiramerur Block, Kancheepuram Dist., Tamil Nadu - 603107

**BALANCE SHEET AS ON 31.03.2014**

PARTICULARS	Note No.	As on 31.03.2014		As on 31.03.2013	
		Rs.	Rs.	Rs.	Rs.
<b>I. EQUITY AND LIABILITIES</b>					
<b>1 Shareholders' funds</b>					
(a) Share Capital	2.1	173,137,430		143,637,430	
(b) Reserves and Surplus	2.2	<u>106,053,357</u>		<u>135,541,411</u>	
			279,190,787		279,178,841
<b>2 Non-current liabilities</b>					
(a) Long-term borrowings	2.3	28,427,898		27,237,434	
(b) Long-term Provisions	2.4	<u>781,399</u>		<u>999,870</u>	
			29,209,297		28,237,304
<b>3 Current Liabilities</b>					
(a) Short term borrowings	2.5	520,498,882		383,795,406	
(b) Trade payables	2.6	310,875,958		438,726,483	
(c) Other current liabilities	2.7	12,584,917		28,279,483	
(d) Short term provisions	2.8	<u>10,000</u>		<u>10,000</u>	
			843,969,757		850,811,372
<b>TOTAL</b>			<u><b>1,152,369,841</b></u>		<u><b>1,158,227,517</b></u>
<b>II ASSETS</b>					
<b>1. Non-current assets</b>					
(a) Fixed assets	2.9				
(i) Tangible assets		272,364,907		287,188,631	
(ii) Intangible assets		68,982		79,542	
(iii) Capital work-in-progress		391,368		66,559	
(b) Non-current investments	2.10	454,876		986,126	
(c) Deferred tax assets (net)	2.11	39,214,000		26,027,000	
(d) Long-term loans and advances	2.12	7,474,738		8,549,210	
(e) Other non-current assets	2.13	<u>5,835,000</u>		<u>5,835,000</u>	
			325,803,871		328,732,068
<b>2. Current assets</b>					
(a) Inventories	2.14	593,484,646		558,886,250	
(b) Trade receivables	2.15	205,821,596		226,146,541	
(c) Cash and Bank Balances	2.16	15,034,639		25,931,600	
(d) Short-term loans and advances	2.17	5,381,215		11,824,119	
(e) Other current assets	2.18	<u>6,843,874</u>		<u>6,706,939</u>	
			826,565,970		829,495,449
<b>TOTAL</b>			<u><b>1,152,369,841</b></u>		<u><b>1,158,227,517</b></u>

See accompanying notes to the financial statements 1 & 2

For and on behalf of the Board

B.L. Bengani  
MANAGING DIRECTOR

Place : Chennai  
Date: 20.05.2014

S.K. Jena  
R. Kuppu Rao  
Ramakanta Panda  
M.S. Shaine  
DIRECTORS

As per our report of even date.  
**For C.Ramasamy & B.Srinivasan**  
Chartered Accountants  
FRN:002957S  
**(C.Ramasamy)**  
Partner  
Membership No :023714

## UNIPLY INDUSTRIES LIMITED

Regd. Office: No 69, Nelveli Village, Uthiramerur Block, Kancheepuram Dist., Tamil Nadu - 603107

## STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2014

PARTICULARS	Note No.	31.03.2014		31.03.2013	
		Rs.	Rs.	Rs.	Rs.
<b>I Revenue from operations:</b>					
Sale of Products	2.19	1,608,498,163		1,358,131,776	
Less: Excise Duty		<u>148,165,924</u>	1,460,332,239	<u>135,992,519</u>	1,222,139,257
<b>II Other Income</b>	2.20		<u>1,211,992</u>		<u>2,228,062</u>
<b>III Total Revenue (I + II)</b>			<u>1,461,544,231</u>		<u>1,224,367,319</u>
<b>IV Expenses</b>					
Cost of Materials Consumed	2.21	1,271,680,067		949,920,033	
Purchases of Stock in Trade	2.21	95,465,900		83,189,052	
Changes in inventories of finished goods, work in progress and Stock-in- trade	2.21	(170,293,715)		8,399,130	
Employee benefits expenses	2.22	102,089,160		77,034,195	
Finance Costs	2.23	69,827,999		63,130,720	
Depreciation and amortization expense	2.9	16,030,111		14,941,638	
Other expense	2.24	<u>119,419,763</u>		<u>86,948,058</u>	
<b>Total Expense</b>			<u>1,504,219,285</u>		<u>1,283,562,826</u>
<b>V Profit before exceptional and extraordinary items and tax (III-IV)</b>			(42,675,054)		(59,195,507)
<b>VI Exceptional Items</b>			-		-
<b>VII Profit before extraordinary items and tax (V-VI)</b>			(42,675,054)		(59,195,507)
<b>VIII Extraordinary items</b>			-		-
<b>IX Profit before tax (VII-VIII)</b>			(42,675,054)		(59,195,507)
<b>X Tax expense:</b>					
(1) Current tax				10,000	
Less: MAT credit entitlement		-		-	
		-		10,000	
(2) Deferred tax		<u>(13,187,000)</u>		<u>(18,235,000)</u>	
			<u>(13,187,000)</u>		<u>(18,225,000)</u>
<b>XI Profit/(Loss) for the period from continuing operations (IX - X)</b>			<u>(29,488,054)</u>		<u>(40,970,507)</u>
<b>XII Profit/(Loss) for the period from discontinuing operations</b>			-		-
<b>XIII Tax expense of discontinuing operations</b>			-		-
<b>XIV Profit/(Loss) from discontinuing operations (after tax) (XII-XIII)</b>			-		-
<b>XV Profit/(Loss) for the period (XI + XIV)</b>			<u>(29,488,054)</u>		<u>(40,970,507)</u>
<b>XVI Earnings per equity share: (FV Rs.10/- per share)</b>					
(1) Basic			(1.70)		(2.85)
(2) Diluted			(1.70)		(2.85)

See accompanying notes to the financial statements 1 &amp; 2

For and on behalf of the Board

B.L. Bengani  
MANAGING DIRECTORS.K. Jena  
R. Kuppu Rao  
Ramakanta Panda  
M.S. Shaine  
DIRECTORSPlace : Chennai  
Date: 20.05.2014As per our report of even date.  
**For C.Ramasamy & B.Srinivasan**  
Chartered Accountants  
FRN:002957S  
**(C.Ramasamy)**  
Partner  
Membership No :023714

**UNIPLY INDUSTRIES LIMITED**

Regd. Office: No 69, Nelveli Village, Uthiramerur Block, Kancheepuram Dist., Tamil Nadu - 603107

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2014**

PARTICULARS	2013-14 Rs.	2012-13 Rs.
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
<b>Net profit before taxation and Extraordinary items</b>	(42,675,054)	(59,195,507)
Adjustments for:		
Depreciation	16,030,111	14,941,638
(Profit)/Loss on sale of fixed assets	63,989	252,997
Interest Expenses	64,498,224	56,147,938
Interest Received	(1,130,456)	(2,186,722)
Dividend income on long term investments	(600)	(1,341)
<b>Operating profit before working capital changes</b>	<u>36,786,214</u>	<u>9,959,003</u>
Movements in working capital:		
Adjustments for		
(Increase)/Decrease in Sundry Debtors and other receivable	27,705,385	(11,609,291)
(Increase)/Decrease in Inventories	(34,598,396)	(90,098,663)
Increase/(Decrease) in Current Liabilities	<u>(125,046,105)</u>	<u>144,783,631</u>
<b>Cash generated from operations</b>	<u>(95,152,902)</u>	<u>53,034,680</u>
Direct taxes paid (net of refunds)	-	-
<b>Cash flow before extraordinary items</b>	<u>-</u>	<u>-</u>
Extraordinary item	-	-
<b>Net cash from operating activities</b>	<u>(95,152,902)</u>	<u>53,034,680</u>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets	(1,650,127)	(35,022,465)
Sale of fixed assets	65,502	423,809
Sale of investments	531,250	-
Interest received	1,130,456	2,186,722
Dividend received	600	1,341
<b>Net cash used in investing activities</b>	<u>77,681</u>	<u>(32,410,593)</u>
<b>C. CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds of Capital	29,500,000	-
Repayment of long term borrowings	(17,526,992)	(18,246,828)
Proceeds of long term borrowings	-	-
Proceeds of short term borrowings	136,703,477	46,706,345
Interest paid	(64,498,224)	(56,147,938)
<b>Net cash from financing activities</b>	<u>84,178,260</u>	<u>(27,688,421)</u>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<u>(10,896,961)</u>	<u>(7,064,334)</u>
Cash and cash equivalents at the beginning of the year	25,931,600	32,995,934
Cash and cash equivalents at the end of the year	15,034,639	25,931,600

For and on behalf of the Board

B.L. Bengani  
MANAGING DIRECTOR

S.K. Jena  
R. Kuppu Rao  
Ramakanta Panda  
M.S. Shaine  
DIRECTORS

Place : Chennai  
Date: 20.05.2014

As per our report of even date.  
**For C.Ramasamy & B.Srinivasan**  
Chartered Accountants  
FRN:002957S  
**(C.Ramasamy)**  
Partner  
Membership No :023714

**NOTE - 1: SIGNIFICANT ACCOUNTING POLICIES****1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

1.1 The Financial Statements are prepared under historical cost convention in accordance with the mandatory accounting standards notified by the Central Government Company (Accounting Standard) Rules, 2006 and Relevant Provision of Companies Act, 1956.

1.2 The preparation of financial statements requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of the financial statements. Management believes that these estimate and assumptions are reasonable and prudent. However, actual results could differ from estimate.

**2. FIXED ASSETS**

2.1 Fixed Assets are stated at cost of construction or acquisition less accumulated depreciation. All other expenses including taxes, duties, freight incurred to bring the fixed assets to a working condition is also treated as the cost of the fixed assets. However cenvat credit availed in respect of the fixed assets is deducted from the cost of the fixed asset.

2.1 Fixed Assets are stated at acquisition cost less accumulated depreciation or amortization and cumulative impairment.

**3. INVESTMENTS**

Investments are made in long term basis and valued at cost of acquisition to the company. Provision, if any, for diminution in value, thereof is made, wherever such diminution is other than temporary.

**4. INVENTORIES**

Inventories are valued at cost or net realisable value, whichever is lower. Cost for the purpose of valuation of stocks purchased is determined by using the FIFO method, net of Cenvat credit (if any)

- a) Raw Materials: Raw materials are valued at cost or net realisable value, whichever is lower.
- b) Work-in-progress: Work in progress is valued at cost of raw materials and overheads up to the stage of completion.
- c) Finished Goods: Finished goods are valued at the lower of the cost or net realisable value.

**5. RETIREMENT BENEFITS TO EMPLOYEES****Defined Contribution Plans**

The Company's contribution to Provident Fund is deposited with Regional Provident Fund Commissioner and is charged to the Profit & Loss Account every year.

**Defined Benefit Plan**

The Net Present Value of the Company's obligation towards Gratuity to employees is actuarially determined based on the projected unit credit method. Actuarial gains & losses are recognized in the Profit & Loss account.

**6. DEPRECIATION**

Depreciation on Fixed assets is provided on straight line method at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956.

**7. GOVERNMENT GRANTS**

Government grants in the nature of promoters' contribution are credited to Capital Reserve and treated as part of Shareholder's Fund.

## **8. FOREIGN CURRENCY TRANSACTIONS**

8.1 Transactions in foreign currency are accounted for at the exchange rate prevailing on the date of transactions.

8.2 Monetary items denominated in foreign currencies (such as cash, receivable, payable etc.) outstanding at the end of reporting period, are translated at exchange rate prevailing as at the end of reporting period.

8.3 Non-monetary items denominated in foreign currency, (such as Investment, Fixed Assets etc.) are valued at exchange rate prevailing on the date of transaction. Any gains or losses arising due to differences in exchange rates at the date of translation or settlement are accounted for in the statement of Profit & Loss under the Exchange Gain/ Loss account.

## **9. REVENUE RECOGNITION**

9.1 Revenue from sale of goods is recognized when sufficient risks and rewards are transferred to customers, which is generally on despatch of goods and sales are stated net of returns and discounts.

9.2 Dividend income is recognized when the company's right to receive dividend is established.

9.3 Interest Income is recognized on time proportion basis.

## **10. PRIOR PERIOD ITEMS**

Significant items of income and expenditure which relate to prior accounting periods (if any) are shown as appropriation of the Profit under the head "Prior Period Items", other than those occasioned by events occurring during or after the close of the year and which are treated as relatable to the current year.

## **11. TAXES ON INCOME**

11.1 Provision for current tax made as per the provisions of the Income Tax Act, 1961.

11.2 Deferred Tax Liability or Asset resulting from "timing difference" between book and taxable profit is accounted for considering the tax rate and laws that have been enacted or substantively enacted as on the balance sheet date.

11.3 Deferred Tax Asset is recognized and carried forward only to the extent that there is virtual certainty with convincing evidence that sufficient future income will be available against which deferred tax assets can be realized.

11.4 The carrying amount of deferred tax assets are reviewed at each reporting date and are adjusted for its appropriateness.

**NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2014**

## Note No 2.1 - SHARE CAPITAL

Particulars	31.03.2014	31.03.2013
	Rs.	Rs.
Authorised Share Capital		
2,00,00,000 Equity Shares of Rs. 10/- each	200,000,000	150,000,000
1,50,00,000 Equity Shares of Rs. 10/- each - 31.03.2013		
Issued, Subscribed and Paid up		
1,73,13,743 Equity Shares of Rs. 10/- each fully paid-up.	173,137,430	143,637,430
(1,43,63,743 Equity Shares of Rs.10/- each fully paid-up 31-03-2013)		
<b>TOTAL</b>	<b>173,137,430</b>	<b>143,637,430</b>

## Sub Note 2.1.1 :- Reconciliation of Shares

Particulars	31.03.2014	31.03.2013
	No. of Shares	No. of Shares
Opening Share Capital	14,363,743	14,363,743
Add: Shares issued during the year	2,950,000	-
Add: Rights / Bonus Shares Issued	-	-
<b>Total</b>	<b>17,313,743</b>	<b>14,363,743</b>
Less: Buy back of Shares	-	-
Less Reduction in Capital	-	-
Closing Share Capital	17,313,743	14,363,743

- a) The company has issued only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity share is entitled to one vote per share.
- b) During the year company has issued 29,50,000 equity shares of Rs.10/- each fully paid and allotted on 25.03.2014.

**Note No: 2.1.2 - List of Share holders having 5% or more Shares (In Nos) :-**

Name of Shareholders	31.03.2014		31.03.2013	
	In Nos	In %	In Nos	In %
B L Bengani	4,472,693	25.83	744,780	5.19
B L Bengani - HUF	-	-	2,307,974	16.07
Dugar Merchandise Pvt Ltd	1,772,496	10.24	1,772,496	12.34
Raimcom Sales Pvt Ltd	-	-	1,419,019	9.88
Deeksha Marketing Pvt Ltd	924,977	5.34	-	-

As per records of the company, including its register of shareholders or members.

**Note No 2.2 - RESERVES AND SURPLUS**

Particulars	31.03.2014		31.03.2013	
	Rs	Rs	Rs	Rs
a) Share Premium		71,464,941		71,464,941
b) Capital Reserve		1,716,000		1,716,000
c) Revaluation Reserve		128,530,000		128,530,000
d) Surplus / (Deficit) in the statement of Profit and Loss				
Balance as per last Financial Statement	(66,169,530)		(25,199,023)	
Add: Profit / (Loss) during the year	(29,488,054)		(40,970,507)	
Less: Appropriations	-		-	
Closing Balance		(95,657,584)		(66,169,530)
<b>TOTAL</b>		<b>106,053,357</b>		<b>135,541,411</b>

**Note No 2.3 - LONG TERM BORROWINGS**

Particulars	31.03.2014		31.03.2013	
	Non- Current Maturities	Current Maturities	Non- Current Maturities	Current Maturities
a) Term Loans				
(i) From Bank				
Indian Rupee Loan from Banks - (Secured)				
- State Bank of India - Term Loan - II	125,713	8,000,000	9,683,261	3,000,000
- State Bank of India - Working Capital Loan - I	-	-	-	379,101
- State Bank of India - Working Capital Loan - II	-	-	675,792	9,396,000
(ii) From Others	-	-	-	-
b) Long term Deferred Liabilities				
Hire Purchase Loan - (Secured)				
- HDFC Bank - Crane Loan	536,500	643,800	1,180,300	643,800
- HDFC Bank - Car Loan	73,265	175,836	249,101	175,836
- Kotak Mahindra Prime Ltd - Car Loan	192,420	256,560	448,980	256,560
c) Loans and Advances from Others				
Deferred Sales Tax Loan - (Secured)	-	-	-	13,942,355
Inter Corporate Loans - (Unsecured)	27,500,000	-	15,000,000	-
	<b>28,427,898</b>	<b>9,076,196</b>	<b>27,237,434</b>	<b>27,793,652</b>
<b>The above amount includes:-</b>				
Secured Borrowings	927,898	9,076,196	12,237,434	27,793,652
Unsecured Borrowings	27,500,000	-	15,000,000	-
Amount disclosed under the head "Other Current Liabilities" - Note no: 2.7	-	(9,076,196)	-	(27,793,652)
<b>NET AMOUNT</b>	<b>28,427,898</b>	<b>-</b>	<b>27,237,434</b>	<b>-</b>



- a) State Bank of India - Term Loan - II from bank carries interest @ 16.10% p.a. The balance outstanding is repayable in 4 Principal Quarterly Installment of Rs. 20 lacs in the next year. The loan is secured by hypothecation of fixed assets of the company. Further, the loan has been guaranteed by Managing Director of the company.
- b) Hire Purchase loan from HDFC Bank - Crane Loan is secured by hypothecation of respective asset, hire purchase loan is repayable in 22 EMI of Rs.53,650/-.
- c) Hire Purchase loan from HDFC Bank - Car Loan is secured by hypothecation of respective asset, hire purchase loan is repayable in 17 EMI of Rs.14,653/-.
- d) Hire Purchase Loan from Kotak Mahindra Prime Ltd - Car Loan is secured by hypothecation of respective asset, hire purchase loan is repayable in 21 EMI of Rs.21,380/-
- e) Inter corporate loan carries interest rate of 15% p.a. and repayable after 12 months from balance sheet date.

**Note No 2.4 - LONG TERM PROVISIONS**

Particulars	31.03.2014	31.03.2013
	Rs	Rs
Provision for Employee Benefits	781,399	999,870
<b>TOTAL</b>	<b>781,399</b>	<b>999,870</b>

**Note No 2.5 - SHORT TERM BORROWINGS**

Particulars	31.03.2014	31.03.2013
	Rs	Rs
<b>a) Loans repayable on demand</b>		
(i) From Bank (Secured)		
Cash Credit from Bank - State Bank India	497,998,882	318,143,003
(ii) From Others (Unsecured)		
Inter Corporate Loans	22,500,000	25,000,000
<b>b) Other loans and advances (Unsecured)</b>		
Short Term Credit from Bank - Buyers Credit - SBI	-	40,652,403
<b>TOTAL</b>	<b>520,498,882</b>	<b>383,795,406</b>
<b>The above amount includes:-</b>		
Secured Borrowings	497,998,882	358,795,406
Unsecured Borrowings	22,500,000	25,000,000
<b>TOTAL</b>	<b>520,498,882</b>	<b>383,795,406</b>

Cash Credit from State Bank of India is secured by hypothecation of stock, receivables and other current assets of the company, hypothecation of fixed assets of the company excluding vehicles & goodwill. Further secured by personal guarantee of the managing director of company. The cash credit is repayable on demand and carries interest @ 16.00% p.a.

**Note No 2.6 - TRADE PAYABLES**

Particulars	31.03.2014		31.03.2013	
	Rs	Rs	Rs	Rs
<b>Trade Payables</b>				
For Goods	271,090,090		401,388,491	
For Capital Goods and Capital Expenses	1,536,230		2,368,006	
For Expenses	7,531,533		15,076,889	
( MSM Enterprise disclosure Refere Note No. 2.25.g )		280,157,853		418,833,386
<b>Others</b>				
For Statutory Dues	30,718,105		17,417,089	
For Advances from Customers	-	30,718,105	2,476,008	19,893,097
<b>TOTAL</b>		<b>310,875,958</b>		<b>438,726,483</b>

**Note No 2.7 - OTHER CURRENT LIABILITIES**

Particulars	31.03.2014	31.03.2013
	Rs	Rs
Current maturities of long term debt	9,076,196	27,793,652
Other Payables		
- Expenses Payable	3,508,721	485,831
<b>TOTAL</b>	<b>12,584,917</b>	<b>28,279,483</b>

**Note No 2.8 - SHORT TERM PROVISIONS**

Particulars	31.03.2014	31.03.2013
	Rs	Rs
Provision for Taxation	10,000	10,000
<b>TOTAL</b>	<b>10,000</b>	<b>10,000</b>

## Note No. 2.9. FIXED ASSETS

S.No	DESCRIPTION OF ASSETS	GROSS BLOCK			DEPRECIATION			NET BLOCK			
		COST AS ON 01.04.2013 Rs.	ADDITION DURING THE YEAR Rs.	DELETION DURING THE YEAR Rs.	TOTAL COST AS AT 31.03.2014 Rs.	DEPRECIATION AS AT 01.04.2013 Rs.	ADDITION DURING THE YEAR Rs.	DEPR. ADJ. Rs.	TOTAL DEPRE. AS AT 31.03.2014 Rs.	AS AT 31.03.2014 Rs.	AS AT 31.03.2013 Rs.
	<b>Tangible Assets:</b>										
1	Land - Free Hold	132,297,378	-	-	132,297,378	-	-	-	-	132,297,378	132,297,378
2	Building	96,470,872	-	-	96,470,872	19,311,017	3,222,127	-	22,533,144	73,937,728	77,159,855
3	Plant & Machinery	107,512,056	465,299	-	107,977,355	60,804,698	8,003,363	-	68,808,061	39,169,294	46,707,358
4	Furniture & Fixtures	16,139,471	16,000	-	16,155,471	5,043,119	1,023,379	-	6,066,498	10,088,973	11,096,352
5	Vehicles	11,486,652	-	(516,585)	10,970,067	5,438,563	1,088,544	(387,094)	6,140,013	4,830,054	6,048,089
6	Office Equipment	4,704,708	736,810	-	5,441,518	1,075,761	256,746	-	1,332,507	4,109,011	3,628,947
	<b>Others</b>										
7	Computers	7,705,160	107,209	-	7,812,369	6,149,320	1,216,295	-	7,365,615	446,754	1,555,840
8	Electrical & Fittings	17,232,729	-	-	17,232,729	8,537,917	1,209,097	-	9,747,014	7,485,715	8,694,812
	<b>Tangible Assets:</b>	393,549,026	1,325,318	(516,585)	394,357,759	106,360,395	16,019,551	(387,094)	121,992,852	272,364,907	287,188,631
	<b>Intangible Assets:</b>										
9	Goodwill	200,000	-	-	200,000	120,458	10,560	-	131,018	68,982	79,542
	<b>TOTAL</b>	393,749,026	1,325,318	(516,585)	394,557,759	106,480,853	16,030,111	(387,094)	122,123,870	272,433,869	287,268,173
	<b>PREVIOUS YEAR</b>	360,138,094	34,955,908	(1,344,976)	393,749,026	92,207,383	14,941,640	(668,170)	106,480,853	287,268,173	267,930,711

**Note No 2.10 - NON-CURRENT INVESTMENTS**

Particulars	31.03.2014		31.03.2013	
	Rs	Rs	Rs	Rs
<b>Trade Investment (Long term)</b>				
<b>A) Non - Quoted - Equity Shares</b>				
Surge Trading Ltd - Hong Kong (1,00,000 Equity Shares of HK\$ 1.00/- each)		-		520,250
Shalivahan Wind Energy Limited (34,700 Equity Shares of Rs. 10/- each)	347,000		358,000	
		347,000		878,250
<b>Non Trade Investment</b>				
<b>B) Quoted</b>				
Balaji Hotels & Enterprises Ltd (2,900 shares of Rs.10/- each)	101,615		101,615	
Chambal Fertilizer & Chem Ltd (495 shares of Rs.10/- each)	4,050		4,050	
Greenply Industries Ltd (100 shares of Rs.5/- each)	2,211	107,876	2,211	107,876
<b>Total Non- Current Investment</b>		<b>454,876</b>		<b>986,126</b>
Aggregate amount of Quoted Investment				
- Cost		107,876		107,876
- Market Value		66,095		68,625
<b>Aggregate amount of Unquoted Investment</b>		<b>347,000</b>		<b>878,250</b>

**Note No 2.11 - DEFERRED TAX ASSETS (Net)**

Particulars	31.03.2014		31.03.2013	
	Rs	Rs	Rs	Rs
<b>Deferred Tax Assets</b>				
Employee Benefits	1,007,000		1,212,000	
Carried forward loss	51,357,000		38,716,000	
	52,364,000		39,928,000	
<b>Deferred Tax Liabilities</b>				
Fixed Assets: Impact of difference between tax depreciation and depreciation charged for the financial reporting	(13,150,000)		(13,901,000)	
Deferred Tax Assets ( Net )		39,214,000		26,027,000
<b>TOTAL</b>		<b>39,214,000</b>		<b>26,027,000</b>

**Note No 2.12 - LONG TERM LOANS & ADVANCES**

Particulars	31.03.2014	31.03.2013
	Rs	Rs
Unsecured Considered Good:		
Security Deposits	7,298,401	8,128,710
Others	176,337	420,500
<b>TOTAL</b>	<b>7,474,738</b>	<b>8,549,210</b>

**Note No 2.13 - OTHER NON CURRENT ASSETS**

Particulars	31.03.2014	31.03.2013
	Rs	Rs
MAT Credit Entitlement	5,835,000	5,835,000
TOTAL	5,835,000	5,835,000

**Note No 2.14 - INVENTORIES**

Particulars	31.03.2014	31.03.2013
	Rs	Rs
<b>(As Certified by the Management)</b>		
Raw Material	263,310,743	403,295,619
Work In Process	191,172,501	73,662,528
Finished Goods	118,105,623	64,968,259
Stock-in-Trade	6,560,973	6,914,595
Consumables	14,334,806	10,045,249
TOTAL	593,484,646	558,886,250

**Note No 2.15 - TRADE RECEIVABLES**

Particulars	31.03.2014	31.03.2013
	Rs	Rs
<b>Over Six Months- From due date:-</b>		
Unsecured Considered Good	5,357,077	2,804,318
Doubtful	-	-
<b>Below Six Months - From Due date:-</b>		
Unsecured Considered Good	200,464,519	223,342,223
Doubtful	-	-
<b>Less:</b>		
Provision for Doubtful Debts	-	-
TOTAL	205,821,596	226,146,541

**Note No 2.16 - CASH AND BANK BALANCES**

Particulars	31.03.2014	31.03.2013
	Rs	Rs
<b>Cash and Cash Equivalents</b>		
Cash on Hand	1,446,773	669,685
Balance with Banks		
-In Current Accounts	4,440,866	712,892
<b>-Other Bank Balance</b>		
- As Margin Money	9,147,000	24,549,023
TOTAL	15,034,639	25,931,600

Deposit account with more than 12 months maturity

-

Balances with bank held as margin money deposits against Letter of Credit

9,147,000 24,549,023

## Uniply Industries Limited

**Sub Note No:- 2.16.1 Details of balance with banks in Current Accounts as on Balance sheet date as follows:-**

Particulars	31.03.2014	31.03.2013
	Rs	Rs
State Bank of India	4,440,566	712,620
State Bank of India - EEFC A/c	300	272
	<b>4,440,866</b>	<b>712,892</b>

**Note No 2.17 - SHORT TERM LOANS & ADVANCES**

Particulars	31.03.2014	31.03.2013
	Rs	Rs
Prepaid Expenses	1,159,498	2,219,318
Advances Staff and Others	1,839,488	845,000
Balance with Statutory Authorities	2,012,208	1,187,605
Others	370,021	7,572,196
<b>TOTAL</b>	<b>5,381,215</b>	<b>11,824,119</b>

**Note No 2.18 - OTHER CURRENT ASSETS**

Particulars	31.03.2014	31.03.2013
	Rs	Rs
Income Tax	6,843,874	6,706,939
<b>TOTAL</b>	<b>6,843,874</b>	<b>6,706,939</b>

**Note No 2.19 - REVENUE FROM OPERATION - SALE OF PRODUCTS**

Particulars	31.03.2014		31.03.2013	
	Rs	Rs	Rs	Rs
<b>Sales</b>				
Manufactured Goods	1,339,484,519		1,134,517,678	
Traded Goods	120,847,720	1,460,332,239	87,621,579	1,222,139,257
<b>TOTAL</b>		<b>1,460,332,239</b>		<b>1,222,139,257</b>
<b>Details of Manufactured &amp; Traded Goods :-</b>				
<b>Manufactured Goods:-</b>				
Plywood		810,493,899		778,752,869
Veneer		481,330,903		313,715,541
Resin		27,123,857		19,483,090
Others		20,535,860		22,566,178
		<b>1,339,484,519</b>		<b>1,134,517,678</b>
<b>Traded Goods:-</b>				
Veneers		64,589,850		44,459,987
Logs		-		21,272,881
Plywood		56,257,870		21,735,614
		<b>120,847,720</b>		<b>87,468,482</b>

**Note No 2.20 - OTHER INCOME**

Particulars	31.03.2014	31.03.2013
	Rs	Rs
Interest	1,130,456	2,186,721
Recovery of Bad debts	80,936	40,000
Dividends	600	1,341
<b>TOTAL</b>	<b>1,211,992</b>	<b>2,228,062</b>

**Note No 2.21 - COST OF MATERIAL CONSUMED**

Particulars	31.03.2014		31.03.2013	
	Rs	Rs	Rs	Rs
<b>A) Raw Materials' Consumption</b>				
Stock at Commencement		403,295,619		304,485,565
Add: Purchases		1,099,359,830		1,017,689,427
Freight and Octroi on Purchases		14,422,033		9,971,241
		1,517,077,482		1,332,146,233
Less : Stock at Close		263,310,743		403,295,619
<b>TOTAL (A)</b>		<b>1,253,766,739</b>		<b>928,850,614</b>
Details of Rawmaterial Purchased:				
Logs	621,500,085		549,551,432	
Veneers	114,962,437		178,312,713	
Semi Finished Plywood	275,466,789		214,428,190	
Resin	78,456,510		63,740,789	
Others	8,974,009		11,656,303	
	<b>1,099,359,830</b>		<b>1,017,689,427</b>	
<b>B) Consumption of Consumables</b>				
Stock at Commencement		10,045,249		10,357,510
Add: Purchases		22,202,885		20,757,158
		32,248,134		31,114,668
Less : Stock at Close		14,334,806		10,045,249
<b>TOTAL (B)</b>		<b>17,913,328</b>		<b>21,069,419</b>
<b>TOTAL( A+B)</b>		<b>1,271,680,067</b>		<b>949,920,033</b>
<b>C) Details of Trading Goods Purchased:</b>				
Veneers		62,068,373		48,853,654
Logs		-		20,259,886
Plywood		33,397,527		14,075,512
<b>TOTAL (C)</b>		<b>95,465,900</b>		<b>83,189,052</b>
<b>D) Change in Stocks</b>				
<b>Stock at Commencement</b>				
Work-in Process	73,662,528		91,261,604	
Finished Goods	64,968,259		58,902,593	
Traded Goods	6,914,595	145,545,382	3,780,315	153,944,512
<b>Less: Stock at Close</b>				
Work-in-Process	191,172,501		73,662,528	
Finished Goods	118,105,623		64,968,259	
Traded Goods	6,560,973	315,839,097	6,914,595	145,545,382
<b>Stock Decreased /( Increased ) by</b>		<b>(170,293,715)</b>		<b>8,399,130</b>

## Uniply Industries Limited

### Note No 2.22 - EMPLOYEE BENEFITS EXPENSES

Particulars	31.03.2014	31.03.2013
	Rs	Rs
Salaries, Wages, Bonus, Exgratia etc	51,680,150	44,426,409
Contract Labour Charges	42,521,324	25,195,919
Director's Remuneration	3,300,000	4,200,000
Contribution to P.F, E.S.I and Other Statutory Funds	3,642,739	2,672,463
Gratuity	(218,471)	(1,200,846)
Workmen & Staff Welfare Expenses	1,163,418	1,740,250
<b>TOTAL</b>	<b>102,089,160</b>	<b>77,034,195</b>

### Note No 2.23 - FINANCE COSTS

Particulars	31.03.2014	31.03.2013
	Rs	Rs
Interest Expense	64,498,224	56,147,938
Other Borrowing Costs	5,329,775	6,982,782
<b>TOTAL</b>	<b>69,827,999</b>	<b>63,130,720</b>

### Note No 2.24 - OTHER EXPENSES

Particulars	31.03.2014	31.03.2013
	Rs	Rs
Power and Fuels	25,594,128	25,723,764
Excise Duty Paid	13,079,332	(1,997,145)
Books & Periodicals	11,313	29,371
Consultancy/Professional Fees	1,038,819	1,526,187
Conveyance Expenses	583,336	550,093
Electricity Expenses	967,185	1,153,951
General Expenses	236,918	418,167
Insurance	3,890,520	2,095,584
Loss on sale of asset	63,989	252,997
Petrol Expenses	2,806,810	1,932,251
Postage & Telegram	578,130	341,090
Printing & Stationery	1,088,601	858,625
Rates & Taxes	9,400,121	7,152,832
Rent	7,039,977	5,592,262
Repairs & Maintainance		
- Plant & Machinery	5,876,937	6,382,312
- Building	146,263	67,643
- Others	2,346,924	2,308,661
Security Services	2,699,103	2,709,508
Telephone Expenses	2,032,613	2,039,611
Travelling Expenses	3,771,651	4,400,592
Subscription	172,847	160,512
Vehicle Expenses	754,012	1,069,106
Director's Sitting Fees	200,000	77,000
Foreign Exchange Rate Difference	12,880,036	7,011,162
Auditors Remuneration	340,000	100,000
Sales Promotion Expenses	388,700	1,513,358
Product Promotion Expenses	3,525,587	2,203,824
Transportation & Forwarding Charges	14,563,150	8,291,466
Advertisement	2,103,698	1,903,098
Service Tax	930,839	613,853
Registrar Expenses & Demat Charges	139,306	137,208
Data Connectivity Charges	168,918	329,116
<b>TOTAL</b>	<b>119,419,763</b>	<b>86,948,058</b>



**Note No 2.24 - OTHER EXPENSES (Contd.)**

Particulars	31.03.2014	31.03.2013
	Rs	Rs
<b>Payment to Auditor</b>		
<b>a) As Auditor</b>		
Audit Fee	60,000	60,000
Tax Audit & Vat Audit Fee	60,000	20,000
Limited Review	20,000	20,000
<b>b) In other Capacity</b>		
Taxation Matters	200,000	-
	<b>340,000</b>	<b>100,000</b>

**Note No: 2.25 - ADDITIONAL INFORMATION TO FINANCIAL STATEMENT**

a) Contingent Liability:-

- i) Value Added Tax demand for the financial year 2006-07 & 2007-08 is Rs.54,91,371/- against which the company has filed an appeal with Appellate Commissioner Commercial Tax department Tamil Nadu. (31.03.2013 - Rs.58,58,070/-)
- ii) Capital Commitments - Nil (31.03.2013 - Nil)

b) Value of Import on CIF basis is Rs.24,13,51,049/- ( 31.03.2013 - Rs.35,86,02,986/-)

c) Details of Value of Raw Materials, Consumable & Stores consumed:-

Particulars	31.03.2014		31.03.2013	
	% of Consumption	Amount Rs.	% of Consumption	Amount Rs.
Raw Materials Imported	54.70%	685,810,406	63.11%	586,197,622
Raw Materials Indigenous	39.09%	490,097,418	29.48%	273,825,161
Chemicals & Others - Indigenous	6.21%	77,858,915	7.41%	68,827,830
Consumables - Indigenous	100%	17,913,328	100%	21,069,419

d) FOB value of Exports is Nil. (31.03.2013- Nil)

e) Expenditure in Foreign Currency - Rs.2,78,993/- ( 31.03.2013 - Rs.2,32,469/-)

f) Amounted remitted during the year in foreign exchange on account of dividend for the previous year - Nil

g) Under Micro, Small & Medium Enterprises Development Act 2006, certain disclosures are required to be made relating to such enterprises.

In view of the insufficient information from suppliers regarding their coverage under the said Act, no disclosure have been made in the accounts.

However, in view of the management, the impact of interest if any, that may be payable in accordance with the provisions of the Act is not expected to be material.

h) Related Party disclosures for the year ended 31.03.2014

**List of Related Parties:-**

- I. Subsidiary Company : Surge Trading Ltd., Hong Kong upto 31.03.2013
- II. Associate Concerns : Uniply International (P) Limited

**II. Key Management Personnel (KMP)**

1. Mr. B.L. Bengani
2. Mr. M.L. Promod Kumar- upto 30.06.2013

**III. Relatives of Key Management Personnel**

1. Suman Bengani - Wife of B.L. Bengani
2. K.C. Bengani - Father of B.L. Bengani
3. Varun Bengani - Son of B.L. Bengani

**Related Party transactions:-**

Name of Related Party	Amount in Rs.		Nature of Payment
	31.03.2014	31.03.2013	
Mr. B.L.Bengani	3,000,000	3,000,000	Directors Remuneration
Mr. M.L. Pramod Kumar	300,000	1,200,000	Directors Remuneration
Mr. S.P. Bhatara	10,000	21,000	Sitting Fees
Mr. S.K. Jena	60,000	28,000	Sitting Fees
Mr. R. Kuppu Rao	50,000	28,000	Sitting Fees
Mr. Ramakanta Panda	40,000	-	Sitting Fees
Mr. M.S. Shaine	40,000	-	Sitting Fees
Mr. Varun Bengani	606,277	576,000	Salary
Surge Trading Ltd.,	-	16,872,043	Purchases
Uniply International (P) Ltd	-	7,189,737	Purchases
Uniply International (P) Ltd	-	8,591,691	Sales

- (i) Consequent to the adoption of Accounting Standard 15 on Employee Benefits as notified by the companies (Accounting Standard-Rule 2006), the following disclosures have been made as required by the standard. The Company has recognised the following disclosures as required by the standard. The Company has recognised the following amounts in the profit & loss account towards contribution to defined contribution plans, which are included under contribution to Provident Fund and other funds.

Particulars	31.03.2014	31.03.2013
	(Rs.)	(Rs.)
Provident Fund	2,765,878	2,672,463

The details of post retirement benefit plans for Gratuity are given below which is certified by SBI Life Insurance Co. Ltd, and relied upon by the auditors:

Particulars	31.03.2014	31.03.2013
	(Rs.)	(Rs.)
<b>Amount Recognised In the Profit and Loss Account</b>		
Current Service Cost	777,133	827,806
Interest Cost	225,874	-
Past Service Cost	-	-
Expected Return of Plan Assets	<b>(116,452)</b>	-
Curtailment Cost (Credit)	-	-
Settlement Cost (Credit)	-	-
Net Actuarial (Gain) / Loss	(1,105,026)	(2,042,345)
Net Expenses recognized in P&L A/c	<b>(218,471)</b>	<b>(1,214,539)</b>

Amount Recognised In the Balance Sheet	31.03.2014	31.03.2013
Present Value of obligations	2,375,057	2,499,870
Fair Value of plan assets	1,593,658	1,500,000
Liability recognized in Balance Sheet	781,399	999,870

Particulars	31.03.2014	31.03.2013
	(Rs.)	(Rs.)
<b>A) Change in Obligation over the period ending on 31.03.2014</b>		
Present value of Defined Benefits Obligation at beginning	24,99,870	3,777,142
Current Service Cost	777,133	827,806
Interest Cost	225,874	-
Plan Amendments		-
Prior Service Costs		-
Curtailment Cost	-	-
Settlement Cost	-	-
Actuarial (Gain) / Loss	(1,038,376)	(2,042,345)
Benefits Paid	(89,444)	(63,733)
Acquisition/Divestures		
Present value of Defined Benefits Obligation at end of the year	<b>2,375,057</b>	<b>2,499,870</b>

Particulars	31.03.2014	31.03.2013
	(Rs.)	(Rs.)
<b>B) Reconciliation Of Opening &amp; Closing Values Of Plan Assets</b>		
<b>AS 15 para 120(e) (i) to (viii)</b>		
Fair Value of Plan Assets at the beginning (opening)	1,500,000	-
Expected return on Assets	116,452	-
Employer's Contribution	-	<b>1,562,733</b>
Plan Participants Contributions	-	-
<b>Settlement By Fund Manager</b>		
Benefits Payouts	(89,444)	(62,733)
Actuarial (Gain) / Loss	66,650	-
Fair Value of Plan Assets at the End	1,593,658	1,500,000
Actual Return on Plan Assets	<b>183,102</b>	-

Principal Actuarial Assumption	31.03.2014	31.03.2013
Discount rate (para 78 of AS-15 revised)	9.20%	8.00%
Expected return on assets (para 107-109 AS-15 revised)	8.00%	8.00%
Salary Escalation Rate (para 83-91 and 120(I) AS-15 revised)	7.00%	7.00%
Resignation Rate per Annum	3.00%	2.00%
Mortality Table	IAL 06-08 Ultimate	IAL 94-96 Ultimate

- j) Previous year figures have been regrouped & reclassified wherever necessary to make comparable with the figures of current period.
- k) In the opinion of the Board of Directors Current Assets, Loans & Advances have a value on realisation in the ordinary course of business atleast equal to the amount stated.
- l) The notes referred to in the Profit & Loss Account and Balance Sheet form an integral part of accounts.

For and on behalf of the Board

B.L. Bengani  
MANAGING DIRECTOR

Place : Chennai  
Date: 20.05.2014

S.K. Jena  
R. Kuppu Rao  
Ramakanta Panda  
M.S. Shaine  
DIRECTORS

As per our report of even date.  
**For C.Ramasamy & B.Srinivasan**  
Chartered Accountants  
FRN:002957S  
**(C.Ramasamy)**  
Partner  
Membership No :023714

**UNIPLY INDUSTRIES LIMITED**

CIN: L20293TN1996PLC036484, Mail id: info@uniply.in  
# 69, NELVELI VILLAGE, UTHIRAMERUR BLOCK, KANCHEEPURAM, CHENNAI, TAMILNADU-603107

**MGT-11**

**Proxy form**

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

CIN: L20293TN1996PLC036484

Name of the company: UNIPLY INDUSTRIES LIMITED

Registered office: # 69, NELVELI VILLAGE, UTHIRAMERUR BLOCK, KANCHEEPURAM, CHENNAI, TAMILNADU-603107

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

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

- Name : ..... E-mail Id : .....  
Address : ..... Signature : ..... or failing him
- Name : ..... E-mail Id : .....  
Address : ..... Signature : ..... or failing him
- Name : ..... E-mail Id : .....  
Address : ..... 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 18th Annual general meeting of the company, to be held on the 8th day of September 2014 At 11.00 a.m. at 69, NELVELI VILLAGE, UTHIRAMERUR BLOCK, KANCHEEPURAM, CHENNAI, TAMILNADU-603107 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
<b>Ordinary Business</b>			
1	Adoption of Financial Statements for the year ended 31st March, 2014.		
2	To appoint Auditors and to fix their remuneration		
<b>Special Business</b>			
3	Appointment of Mr. S.K Jena as an Independent Director for a period of 5 years w.e.f 01.04.2014.		
4	Appointment of Mr. Ramakanta Panda as an Independent Director for a period of 5 years w.e.f 01.04.2014.		
5	Appointment of Mr. M.S Shaine as an Independent Director for a period of 5 years w.e.f 01.04.2014.		
6	Reappointment of Mr. B.L Bengani as Managing Director for further period of 3 years w.e.f 01.04.2015.		
7	Approval of Related party transaction with UV Boards Limited.		
8	Special Resolution under Section 180(1) (c) of the Companies Act, 2013 to consent for borrowing funds up to Rs. 500 crore.		
9	Special Resolution under Section 180(1) (a) of the Companies Act, 2013 to consent for borrowing funds up to Rs. 500 crore.		

Signed this..... day of..... 2014

Signature of shareholder

Signature of Proxy holder(s)

**AFFIX  
REVNUE  
STAMP**

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

**UNIPLY INDUSTRIES LIMITED**

CIN: L20293TN1996PLC036484, Mail id: info@uniply.in  
# 69, NELVELI VILLAGE, UTHIRAMERUR BLOCK, KANCHEEPURAM,  
CHENNAI, TAMILNADU-603107

**ATTENDANCE SLIP**

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Name of Attending Member .....

Folio No ..... No. of Shares..... DPID.....

Client ID .....

I do hereby register my presence at the 18th Annual General Meeting of the Company.

Venue: # 69, NELVELI VILLAGE, UTHIRAMERUR BLOCK, KANCHEEPURAM, CHENNAI,  
TAMILNADU-603107

Date: 08.09.2012, Monday

Time: 11 A.M.

**REQUEST TO MEMBERS**

1. Members and their proxies/ Body Corporate should bring their attendance slip duly filed in for attending the meeting.
2. Members are requested to bring their copies of annual report to the meeting.

**SIGNATURE OF MEMBER / PROXY**



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**To**

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**Uniply Industries Ltd.**

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Chennai - 600 010, India

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