Uniply®

Date: 05.09.2019

Bombay Stock Exchange Limited 25th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001 Scrip Code: 532646	The National Stock Exchange of (I) Ltd Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Scrip Code: UNIPLY

Subject: Notice of 23rd Annual General Meeting (AGM) and Annual Report for the Financial Year 2018-19 of the Company.

Dear Sir(s),

Pursuant to Regulation 30 and 34 read with Para A of Part A of Schedule III to the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015, please find enclosed herewith the Notice of 23rd Annual General Meeting ("AGM") of the Company scheduled to be held on Monday, the 30th September, 2019 at 02.30 PM at the Music Academy (Kasturi Srinivasan Hall) # Old No. 306, New No. 168 T.T.K. Road, Royapettah, Chennai-600014 along with the Annual Report of the Company for the Financial Year 2018-19.

The Annual Report for the Financial Year 2018-19 along with the Notice of the AGM, Attendance Slip and Proxy Form is also made available on the website of the Company, viz., www.uniply.in.

Kindly take the above on your record.

Thanking you,

Yours sincerely,

For Uniply Industries Limited

Raghuram Nath
Company Secretary
M No.: A18635

UNIPLY INDUSTRIES LIMITED CHENNAI

Encl: As above.

Uniply Industries Limited
Annual Report 2018-19

Uniply®

Game-changer

CONTENTS

Forward-looking statement

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make, contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

The Uniply game-changer

When Keshav Kantamneni acquired management control in 2015, the management of Uniply Industries was driven by three priorities.

Question every established sectoral practice.

Reinvent the Company through scale, scope and skill.

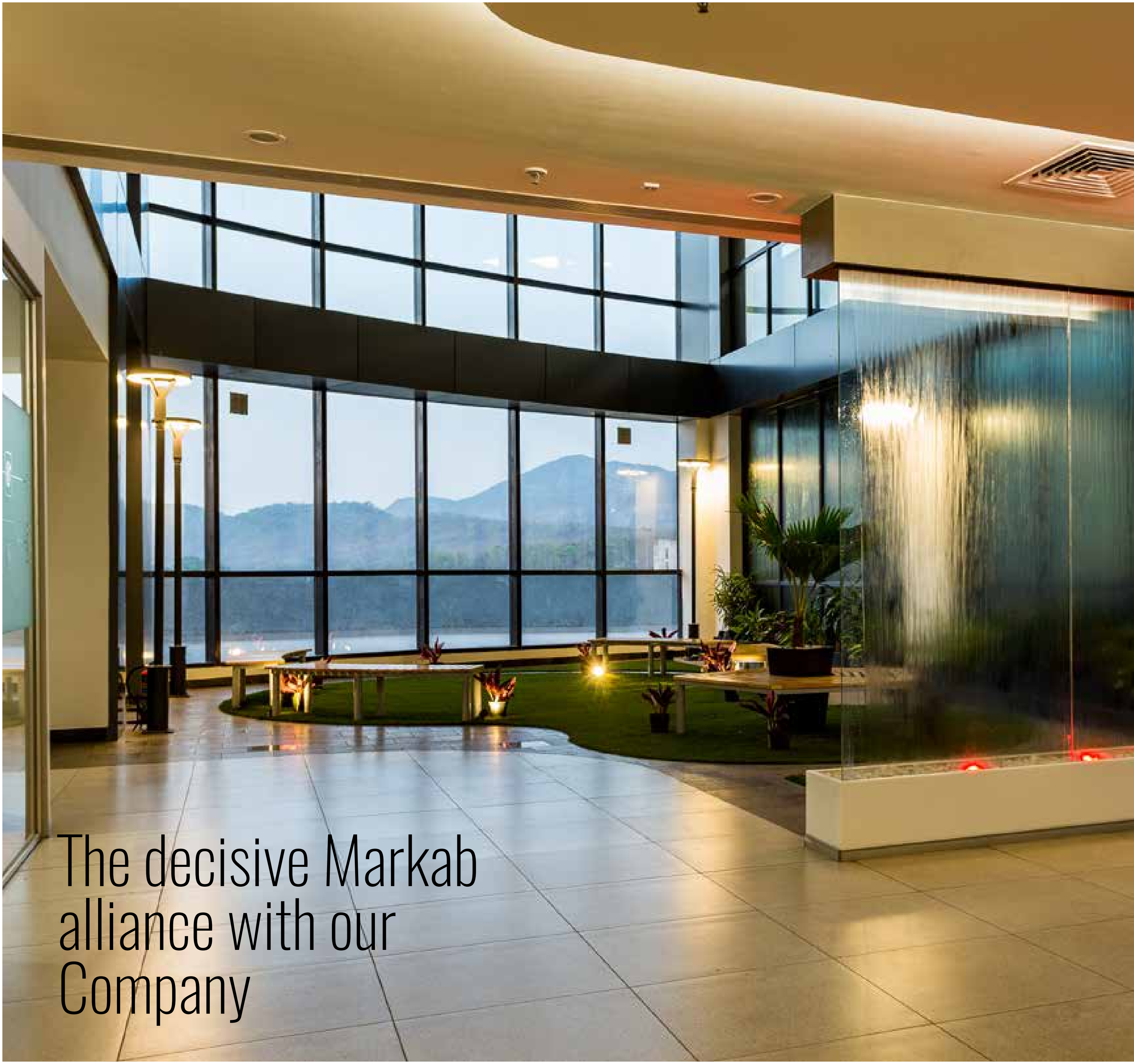
Substantially enhance shareholder value.

Four years later, we believe that we have substantially grown the Uniply brand, built a multi-business organisation and enriched our shareholders.

Most companies would have advised caution and consolidation at this juncture.

At Uniply, we are advocating the opposite: through the most decisive initiative in our existence.

Alliance.



The decisive Markab alliance with our Company

Kuwait's Markab Capital decided to acquire a controlling stake in our Company starting 2019-20.

Markab Capital signed a deal to acquire 20.7% from the incumbent promoters of Uniply.

The share purchase agreement valued the Company upwards of ₹1550 crore.

The acquisition valued shares at ₹82 a piece, a substantial premium over the traded equity price.

The divestment of operational control and equity shareholding by the management in favour of Markab represents a decisive initiative to enhance organisation value in a sustainable way.

The management's report card: How we transformed in just four years

We were a small single-product company.

We are a multi-product mid-sized organisation.

We were a standalone business (plywood).

We are an integrated business today (business materials and solutions).

We were focused on India.

We are graduating into a progressively global organisation.

We were driven by organic growth until 2015.

We have grown businesses through acquisitions thereafter.

We suffered low liquidity when we acquired the Company.

We possess adequate cash on the books today.

We were a cash flow-negative business.

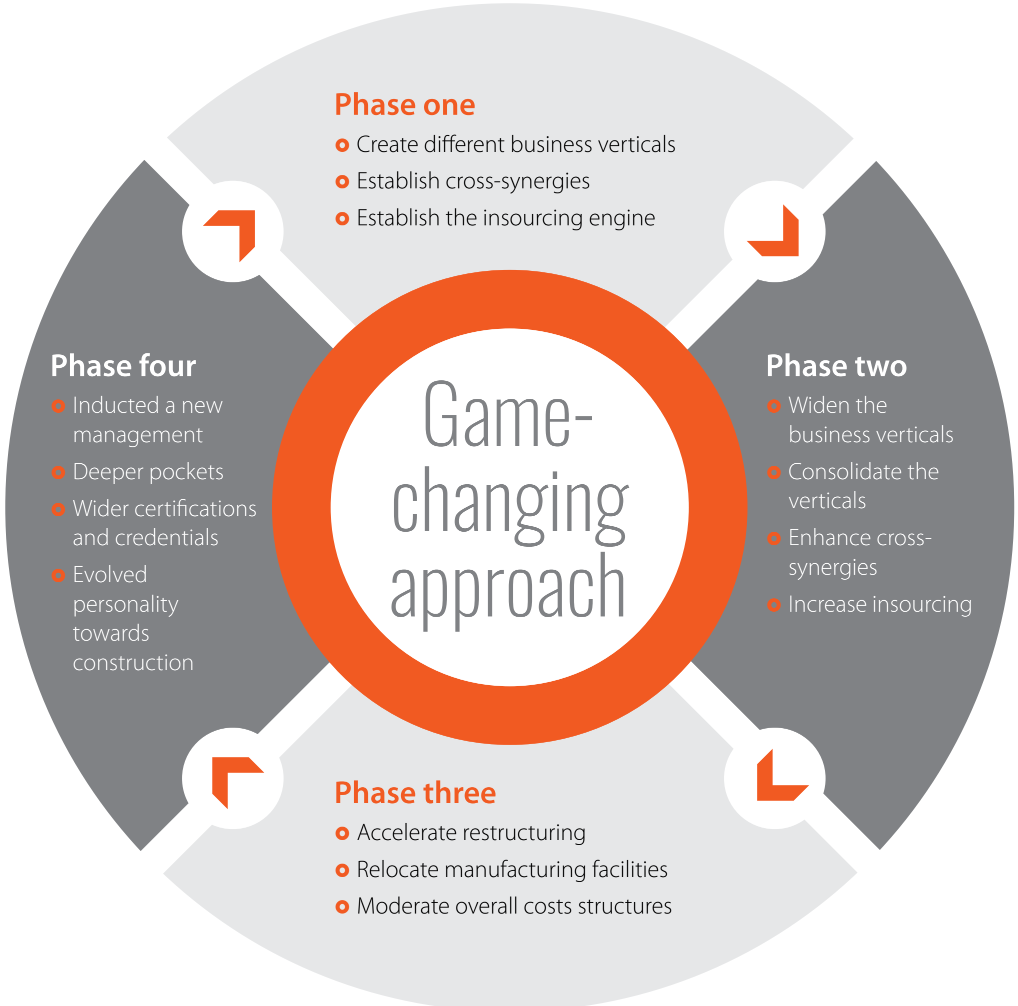
We are a cash flow-positive company today.

We were a debt-centred organisation.

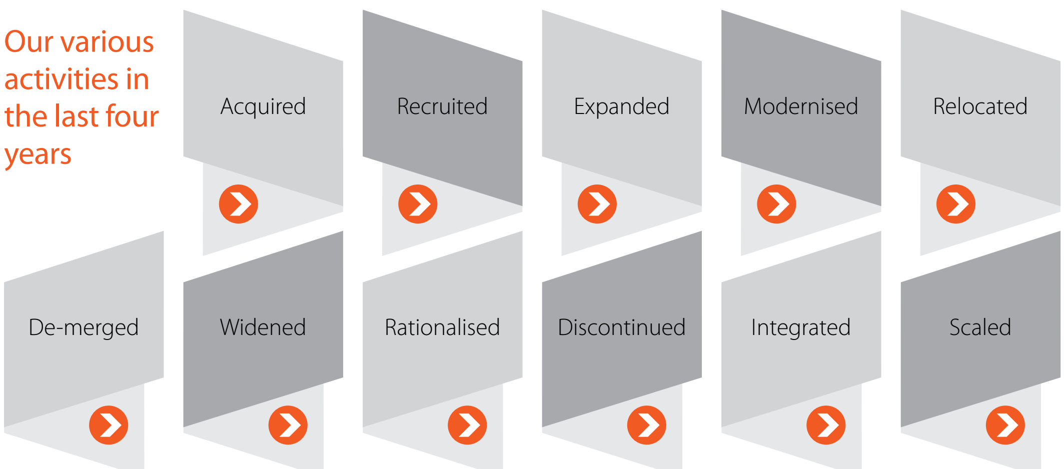
We are a net worth-driven organisation today.

We were a product-driven company.

We are a material cum solutions organisation today.



Our various activities in the last four years



How our continuous restructuring has enhanced value

62.59

₹ crore, market capitalisation when this management assumed control in 2015

656.06

₹ crore, market capitalisation as on 31 March 2019

1550

₹ crore, estimated organisational valuation on fully diluted basis at which the strategic partner has agreed to enter the Company, 2019-20

Why the promoters divested their majority stake

1. Making the business model construction-ready.
2. Greater demand than availability of sound construction companies.
3. Larger global opportunity for Indian construction companies.
4. Greater need for specialised construction capabilities.
5. Greater need for larger liquid Balance Sheets of construction companies.

Chairman's overview

"I am even more convinced that our combination of manufacturing and services excellence will now be equipped to capitalise on an even larger addressable market."

Chairman **Keshav Kantamneni** explains why the Company is at an inflection point

Overview

At Uniply Industries, we have been driven singularly by the need to enhance organisational value.

When we entered the business by assuming management control in 2015, we were convinced of the following: that the plywood business would get increasingly competitive; that India represented one of the largest building solution opportunities in the world; that the conventional standalone business structure would need to be evolve; that the business needed forward and backward linkages to widen the value chain; that the businesses needed to be perceived not as much with a new pair of glasses as much as with a fresh pair of eyes.

We were fortunate; we did not possess sectoral baggage. There was no elder of the family saying 'This cannot be done!' There were no greybeard in the management saying 'Not since 1932…'

The result is that Uniply entered the business of interior infrastructure products not as much to play the game by established rules as much to grow the business through innovation, common sense and daring.

A differentiated outcome

Within just four years, when most companies would have selected to play within a strategic corridor, we widened our presence across a field. We commissioned new factories, we closed old ones, we acquired new businesses, we integrated separate business lines into one company, we increased capacities, we widened our value chain and we modernised our operating facilities.

The result has been remarkable: even as the country's plywood sector has grown in the single-digit annual percentage growth numbers in the last four years ending 2018-19, Uniply has grown revenues at a compounded 25%. Even as the overall organised industry structure is still dominated by two large brands, Uniply has emerged as the dynamic 'other'. Even as most things in the sector are still being done in the way they used to in the past, Uniply has succeeded in introducing a new mindset.

A new Uniply mindset

So what is this new mindset that Uniply has brought to the sector?

The Company has demonstrated that it is possible to dream considerably bigger than the secular sectoral growth.

The Company has demonstrated that 'value chain' need not only refer to a range of products within an existing portfolio; it could refer to a sequence of contiguous businesses as well.

The Company has demonstrated that unless one possesses industry-leading market share, it would be more effective for mid-sized players to interlink their business (building products and building solutions), capture value and build scale.

During 2018-19, when it would have been reasonable for the Company to consolidate all that it had implemented in the last few years, the Company embarked on the most decisive initiative: the promoter group (led by me) selected to divest its holding in the Company in favour of Markab Capital. Following the transaction, the promoter group holding will have declined to single-digits while that of Markab would have increased to in excess of 20%.

The divestment rationale

There were a number of reasons for this divestment.

One, we believe that substantial value can be created on the construction side of the business, making it imperative for the business model to be construction-ready.

Two, the construction side of the business, the demand for organised and well-funded service providers is considerably larger than supply – at a time when projects are getting larger and more frequent.

Three, there is a growing need for Indian construction companies to geographically de-risk their businesses – not as much through a wider footprint within India as much as a wider global coverage.

Four, to succeed at the apex of this pyramid, there is a greater need for specialised capabilities than ever before, resulting in getting it right the first time, delivering on schedule and growing sustainably.

Five, there is a greater premium on liquid Balance Sheets as pre-qualification credentials become increasingly demanding.

The restructured and reinvented Uniply (two business verticals) was faced with these challenges. The management came to the conclusion that much as it would have liked to grow faster and enhance organisational value, most of these challenges would remain unaddressed.

The only long-term solution lay in inducting a strategic partner possessing capabilities to tick each of these boxes, in the process helping create a foundation for the Company's secure and sustainable growth. This approach would make it possible to shrink the time that would have conventionally taken the Company to scale its business.

The Markab value

The aggregate value that Markab brings to the Company's table comprises the following realities.

What attracted Markab to India

1

The Group has been present for long in the area of building solutions.

2

It had been seeking a presence in India, arguably the world's fastest growing major economy.

3

It is convinced that the India story will attract larger government expenditure (public and social infrastructure).

4

It had been seeking Indian companies with established capabilities in integrated building solutions (raw material, EPC and fit-outs).

5

It needed to invest in an under-borrowed Company with no financial liabilities or auditor qualifications.

What value Markab will bring to Uniply's table

1. Graduate Uniply into a regional multi-national construction corporation.
2. Rich multi-decade contracting experience (eight businesses).
3. Specialist in large projects (US$ 1 billion revenues).
4. Responsive like a private equity fund than as just a financier.
5. Employs technical professionals with international experience.
6. Deep financial pockets.
7. Extend global best practices to Uniply.
8. Reinforce Uniply's credit rating.

The Group will make it possible for Uniply to position itself like a regional multi-national construction corporation, enhancing its respect.

The Group comprises a deep multi-decade contracting experience across around eight businesses.

The Group specialises in projects with scale, comprising around US$ 1 billion in annual contracting revenues.

The Group is structured like a private equity fund that plays the role of an engaged growth capital provider (as opposed to a sleeping partner).

The Group's operations are spread across Europe, Middle East and US, providing a wide terrain experience.

The Group is a mass employer, largely comprising individuals with specialised technical competencies.

The Group possesses deep pockets, enhancing our overall financial pre-qualification credentials when seeking a new contract. Besides, Markab will effectively play the captive banker's role, making it possible for the Company to match aspirations with available resources.

The Group would be able to extend its vast pool of globally-validated best practices to Uniply, strengthening respect and competitiveness.

The presence of Markab will make it possible for Uniply to mobilise funds at a lower cost and attract specialised talent.

The synergies between Markab and Uniply translated into a large global order pipeline for Uniply Industries Limited. This pipeline of orders, backed by working capital from a mezzanine fund of Markab, is expected to add value for Uniply.

The Uniply value

The value that Uniply brings to the Markab table is also distinctive.

Uniply provides Markab with an attractive listed gateway for growing its India operations (where it is presently not present).

Uniply represents the aggregate experience of its overall stakeholder family (trade partners, employees, vendors and capital providers), which is now available to Markab.

Uniply's Balance Sheet (standalone) is net zero-debt with no hidden liabilities.

Uniply has demonstrated that it is possible to integrate three businesses and generate consolidated value.

The integrated game-changer

The Markab integration into Uniply is expected to enhance value across the foreseeable future in various ways.

One, we believe that Markab's management control will send out a clear multi-year message of the Company's direction to customers, employees and potential partners.

Two, Markab will help graduate Uniply into a progressively global company with a large Indian presence through increased global revenues and international best practices.

Three, Markab could increasingly outsource products and services, where it is not present at the moment from Uniply in India, transforming the latter into a global player.

Four, the Markab landscape could generate for Uniply larger revenues and higher margins, enhancing organisational value.

Performance review, 2018-19

The challenges that we faced during the year under review highlighted the utility of a strong financial partner.

As state elections in Telangana, Karnataka and India resulted in a slowdown in orders and project implementation schedules (and revenue inflows in turn), one of our learnings was that orders do not always immediately translate into revenues. Not having a sales presence in North India prevented us from capitalising on the robust demand coming out of that region. The absence of banking limits meant that we could not fully utilise our brand potential.

Uniply countered these challenges through an extension of its project schedules (resulting in a waiver of penal charges), deeper engagement with customers, innovative response to customers managing offshore development centres (facilitating their operations even as we renovated their premises) and enhancing the financial efficiency of our interior building solutions business.

Besides, we closed our high cost Chennai plywood manufacturing facility, shifted equipment to the larger and more modern Gujarat plant, relocated the Mumbai furniture plant operations to Gujarat. The upsides of these initiatives will be increasingly visible in the coming months.

On the overall, the Company reported a 25% growth in revenues and a 29% increase in EBITDA and a 20% increase in profit after tax. These numbers were better than the sectoral average, validating our overall competitiveness.

Being an India-optimist

The question that I have been repeatedly asked following this proposed management buyout is related to my own role. What is my future at the Company? Why have I selected to retain a 7% share in the Company's equity?

The answers are quite in line with what I had indicated in my overview during the first annual report a few years ago. I continue to remain an India-optimist. I believe that the building materials and building solutions businesses are relatively under-penetrated in India. What these spaces need are companies that are prepared to disrupt with the objective of presenting their customers with a wider value proposition. With the induction of Markab, I am convinced that Uniply will continue to disrupt, delight and deliver. My role will be that of a chairman with strategic responsibilities while the hands-on management control will now be vested with new senior management hires that have global contracting backgrounds. I believe that this respective focus will strengthen Uniply's responsiveness to emerging opportunities on the one hand and rigorous business discipline on the other. Besides, my continued presence will serve as a continuing thread to all stakeholders that we inherited or grew in the last few years, an assuring sign of continuity within an environment of change.

At Uniply, we prided in the fact that we brought a different kind of play to the Indian building materials and solution spaces. I am even more convinced that our combination of manufacturing and services excellence will now be equipped to capitalise on an even larger addressable market (India and abroad) where the combination of higher revenues, lower costs and increased margins should enhance value in a more substantial way than we have done in the last few years.

I believe that Uniply has developed a foundation on which it will be possible to scale revenues to between ₹5000 crore and ₹10000 crore in about five years.

Our time starts now!

Keshav Kantamneni
Chairman

What attracted Markab to Uniply

1. Uniply is under-borrowed with no meaningful debt on its books.
2. Uniply is integrated from raw material to construction, capturing value across the business chain.
3. Uniply invested in a professional management, driven by systems and processes.
4. Uniply demonstrated the capability to strengthen revenues and profits during sectoral downtrends.
5. Uniply demonstrated strategic responsiveness through timely business diversifications.
6. Uniply possessed adequate manning and ramp-up capabilities.
7. Uniply demonstrated asset-lightness and timely scalability.
8. Uniply demonstrated room and willingness to engage in financial partnerships for business growth.

Uniply Industries Limited.

Among the most exciting and fastest growing companies in India's architectural and design solutions sector.

Reinventing the Company.
Re-defining the sector.

Background
The Company was started in 1996 and now possesses more than two decades of sector experience. The Company was initially engaged in the manufacture of plywood. Following the acquisition of Vector Projects (India) Private Limited, the Company extended to interior turnkey construction solutions (commercial and residential). In 2017, the Company extended into the business of affordable housing construction. In 2019, Markab Capital proposed to acquire a controlling stake (20.7%) in the Company.

Footprint
The Company is headquartered in Chennai with operational manufacturing plants in Gujarat. The Company's interior products are marketed pan-India. Uniply's housing construction business is present in Telangana and Karnataka; the interior fit-outs business is spread pan-India. The plywood segment of the business (part of Uniply Decor Limited) is based out of Gujarat (following the closure of the Chennai plant).

Management
The Company is led by Mr. Keshav Kantamneni (Chairman) supported by a capable senior management team comprising business heads of the three businesses (affordable housing construction, interior turnkey solutions and plywood).

Manufacturing facilities

The Company closed its furniture manufacturing facility in Pen (Maharashtra) and a 13-acre facility plywood manufacturing in Chennai in 2018-19. The Group's furniture and plywood manufacturing facilities are located in Gujarat.

Diversified portfolio

The Company's diversified product portfolio comprises plywood, block boards, doors, decorative veneers, laminates, liners, floorings, adhesives, furniture and furnishing products. Uniply offers an array of services (architecture, design, civil development, interior fit-outs, furnishings and home construction). Over the years, the Company has emerged as a architectural and design solutions provider.

Certifications

The Company strives to service customers with best-in-class products and services. The Company has been accredited with ISO 9001:2008 certification, which validates the quality management system it has in place. Further, the Company has also been awarded the ISO 14001 certification and OHSAS 18001 certification which speaks volumes about Uniply's compliance with environmental norms and health and safety norms respectively.

Listing

The Company is listed on National Stock Exchange (NSE) and Bombay Stock Exchange (BSE). It enjoyed a market capitalisation of ₹656.06 crore as on 31 March, 2019.

26.32

Promoters' holding, March 31, 2019 (%)

8.76

Institutional holding, March 31, 2019 (%)

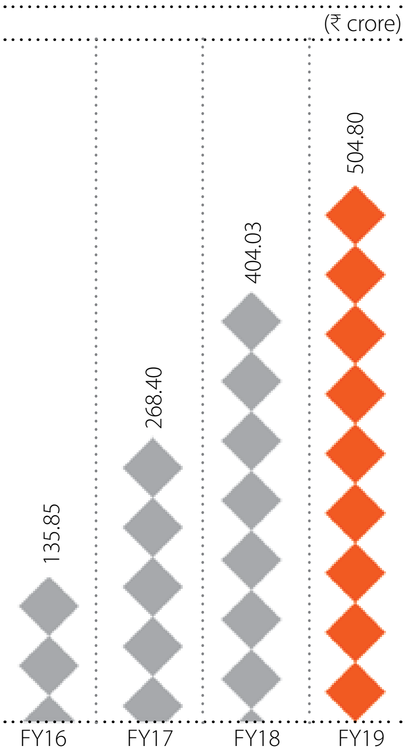
656.06

Market capitalisation, March 31, 2019 (₹ crore)

1500

Team size, March 31, 2019

How we have enhanced value



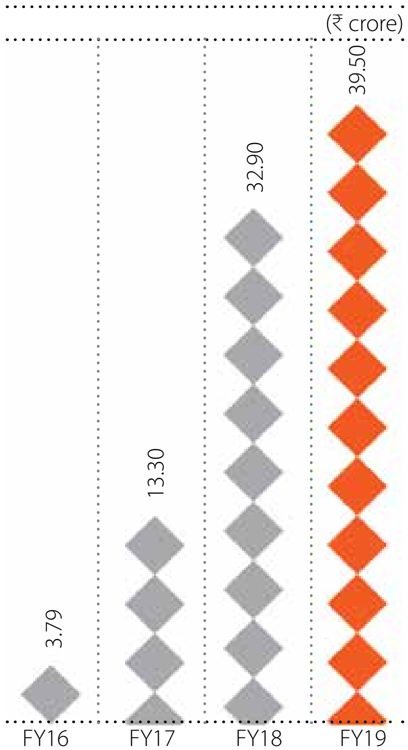
Revenues

Definition
Sales net of taxes.

Why is this measured?
It highlights the Company's service and product acceptance.

Performance
Aggregate revenues increased 25% to ₹504.80 crore in 2018-19 due to stronger marketing and widened sales footprint.

Value impact
Creates a robust growth engine on which to build profits.



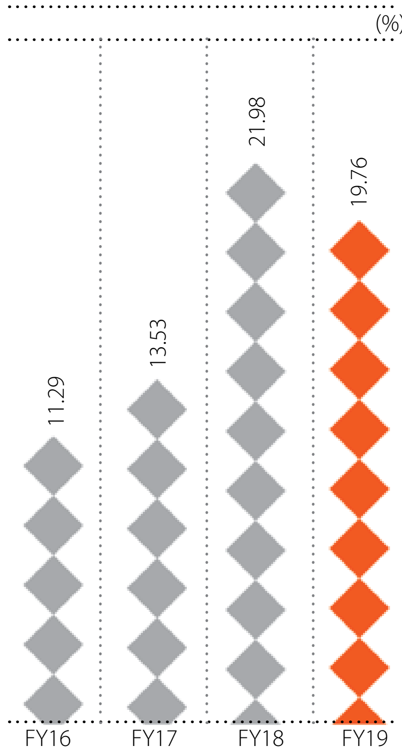
Profit after tax

Definition
Profit earned during the year after deducting expenses and provisions.

Why is this measured?
It highlights the strength of the business model in enhancing shareholder value.

Performance
The Company reported a 20.6% increase in its profit after tax in 2018-19, reflecting the robustness of the business model in growing shareholder value.

Value impact
Ensures that adequate cash is available for reinvestment and allows the Company's growth engine to sustain.



EBITDA margin

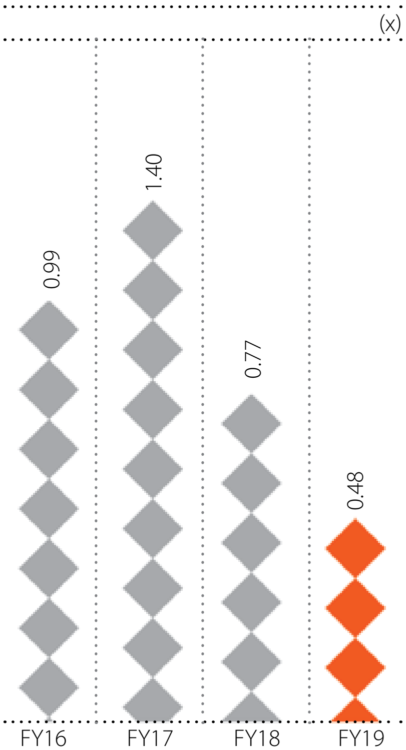
Definition
EBITDA margin is a profitability ratio used to measure a company's pricing strategy and operating efficiency.

Why is this measured?
The EBITDA margin provides an idea of how much a company earns (before accounting for interest and taxes) on each rupee of sale.

Performance
The Company reported a 222 bps decrease in EBITDA margin in 2018-19 compared to 2017-18.

Value impact
Demonstrates adequate buffer in the business, which, when multiplied by scale, enhances surpluses.

across the years



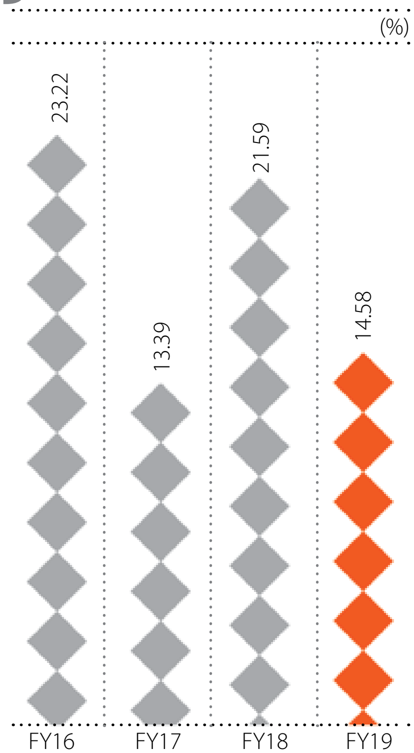
Debt-equity ratio

Definition
This is derived through the ratio of debt to net worth.

Why is this measured?
A measure of a company's financial solvency, indicating its ability to remunerate shareholders over debt providers.

Performance
The Company's gearing moderated from 0.99 in FY16 to 0.48 in 2018-19.

Value impact
Enhanced shareholder value by moderating debt, reducing the Company's indebtedness on the one hand and increasing flexibility to access debt (when needed).



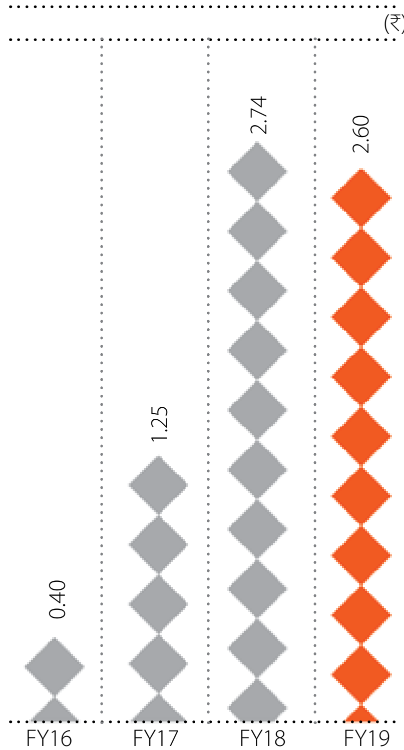
RoCE

Definition
It is a financial ratio that measures a company's profitability and the efficiency with which its capital is employed in the business.

Why is this measured?
RoCE is a useful metric for comparing profitability across companies based on the amount of capital they use – especially in capital-intensive sectors.

Performance
A showcase of prudently investing every rupee in profitable spaces that generate higher returns for shareholders.

Value impact
Enhanced RoCE can potentially strengthen valuations.



Earnings per share

Definition
It is the portion of a company's profit allocated to each outstanding share of common stock.

Why is this measured?
This figure depicts the actual value the Company has created for its shareholders.

Performance
The Company's EPS has progressively increased from a ₹0.40 in FY16 to ₹2.60 in 2018-19.

Value impact
Adds value in the hands of the shareholders through enhanced earnings per share.

Disclaimer: The FY16 figures reflect performance derived from the plywood business (standalone). The FY17, FY18 and FY19 figures are derived from the consolidation of the two business segments, namely interior wood products and construction.

"We are optimistic that the Company is at the cusp of a new beginning that should translate into enhanced value for all stakeholders across the foreseeable future."

Managing Director **Srinivasan Sethuraman** reviews the Company's performance of 2018-19

Q Were you pleased with the performance of the Company during the year under review?

At the outset, let me state that the year under review was perhaps the most challenging in our existence. Sales turned sluggish and receivables became slower, making the business challenging from cost amortisation and cash flow perspectives. The Company could not mobilise the working capital necessary to grow the business following a liquidity paralysis in the NBFC sector. The combined result of these factors was that whereas the Company had targeted ₹1000 crore of revenues during the year, it finished with ₹504.80 crore.

Q This must have been disappointing for the management.

On the face of it, the divergence between targeted and achieved revenues should have been disappointing. However, when you appraise things from a holistic perspective, there were some positives that we drew from this challenging period. During the year, the Company reported a cash profit of ₹43.70 crore, manageable receivables and no debt on the books. The principal message that one wishes to send out is that the Company protected its Balance Sheet and its ability to compete aggressively across the foreseeable future.

Q At a time when most companies focused on sales maximisation, how different was the Company's strategy?

This is a critical point that showcases the management's strategic clarity. We had two alternatives during the course of the year: demonstrate revenue growth in line with our commitment to grow the business irrespective of the prevailing business environment or focus on business quality instead where we prioritised cash flows over cash profits. The first alternative would have required the Company to dump products on dealers, extend credit tenures and discount realisations. The Uniply Industries management was clear that this approach would have kick-started a series of challenges that would have taken years to correct. For instance, longer credit lines to our trade partners would have resulted in their providing corresponding credit to their buyers and potentially increased prospects of payment defaults or staggered receivables. In turn, this reality would have made it imperative for our Company to mobilise short-term debt, increase our costs, moderate margins and compromise our profits. On the other hand, the Company kept a strict check on receivables and was willing to lose business temporarily than make sub-quality sales. The result is that the Company's trade partners began to speak the same language through the course of the year and recognised the long-term challenge of living with potential defaults. The result was a conscious and prudent slowing down of the Company's business engine and I am pleased to report that our total outstandings at the close of the year under review were ₹147.60 crore with negligible defaults. The Company's receivables cycle increased to 220 days of turnover equivalent during the course of the year but declined thereafter as the Company aligned itself with the percentage completion accounting method. The responsiveness with which the Company protected its Balance Sheet in 2018-19 was the biggest highlight of the Company's working during the year under review.

The responsiveness with which the Company protected its Balance Sheet in 2018-19 was the biggest highlight of the Company's working during the year under review.

The proof of our success was that we repaid ₹11 crore on the books of our interior wood products business in 2018-19, enhancing our financial stability.

Q What was the other message that you wish to communicate?

The other message can be concised in one word – 'deferment'. A large portion of the Company's revenues were deferred from 2018-19 to the current financial year for various reasons: due to the Telangana State elections in December 2018, the Company was constrained from proceeding with contracted construction projects in the State that , in turn, prevented it from billing and recording revenues in its books. A few months later, the Company's operations were affected by the general elections across the country, which resulted in construction being carried out but no corresponding revenues being booked.

Q How did the Company address the growing need for external funding, given that ~45% of revenues were derived from construction projects?

This was indeed a challenging area for the Company. Most bankers were averse to lending to construction business; this was particularly marked in our case where the Company did not possess an extensive multi-year track record of being engaged in construction. The result was that the Company was compelled to grow the business through net worth, necessitating increased fiscal discipline, cash flow management focus and a preference to draw debt down wherever possible. The proof of our success was that we repaid ₹11 crore on the books of our interior wood products business in 2018-19, enhancing our financial stability. The fact that the Company repaid debt in this challenging period represents a validation of its operating discipline.

Q How did the Company's building solutions business perform?

The Company was hesitant in enlarging its construction order book as it entailed the mobilisation of 1.25-1.5x of debt from promoters as project collateral. The result is that the Company focused on growing its order book through profitable project accretions around a pre-determined EBITDA margin benchmark as opposed to loading the order book with sub-optimal projects.

The overall interior fit-outs market turned cautious during the course of the year with spending declining and price-based competition increasing. The Company walked away from projects that left virtually no spread on the table, preferring to focus on select projects for marquee customers. This business grew revenues 25% during the year under review, which was higher than the sectoral average.

Q How did the Company deepen its commitment to enhance corporate value?

Two of the principal initiatives strengthened by the Company in 2018-19 were in the areas of strategic holistic alignment and cost rationalisation. Let me address the first: the fact that there is a Group value-addition from plywood to interior fit-outs to construction makes it possible for the management to take a holistic pricing decision at the time of bidding, strengthening our bidding effectiveness. We focused more on integrated solutions delivery over standalone product sales. We also shifted our furniture manufacturing facility to Gujarat with the objective to integrate operations deeper with our proximate plywood capacity. We also embarked on a rationalisation of the senior management through a deeper understanding of responsibilities and deliverables.

Q The promoter announced a stake sale following the end of the financial year. How will this transform the Company's long-term positioning and competitiveness?

The construction business represents our arrow head: a construction project generates revenues for interior-fit outs and this, in turn, generates plywood demand. However, growth of the construction business warrants a strong and liquid Balance Sheet. We recognised that given our present Balance Sheet structure, we would keep growing at a reasonable pace but would be constrained from graduating to the next league. In view of this, the Company proposed to induct a strategic financial partner into the business effective from 2019-20. We believe that this induction will strengthen our pre-qualification credentials that should translate into a larger number of projects and the financial resources to complete them.

Q What is the outlook for 2019-20?

There are a number of positives that should transpire during the current financial year.

One, we expect that the statutory compliances related to the induction of a new partner would be soon completed leading to their management control starting the second half of 2019-20.

Two, the open offer to be made by the incoming management will be completed, resulting in superior value creation for the Company's shareholders.

Three, the new management – the existing promoter playing a strategic role and the new promoters playing a hands-on business expansion role – is expected to take charge by the second half of 2019-20.

Four, the Company possessed an order book of ₹700 crore at the close of 2018-19, which should translate into revenues in the current year, in addition to order book growth.

Five, the Company is strengthening its cost management through business integration, solutions orientation, value-addition and receivables control, resulting in a desired post-tax net margin of 8-9%.

Six, we have raised bills for project segments completed (and expensed) in 2018-19, strengthening revenues.

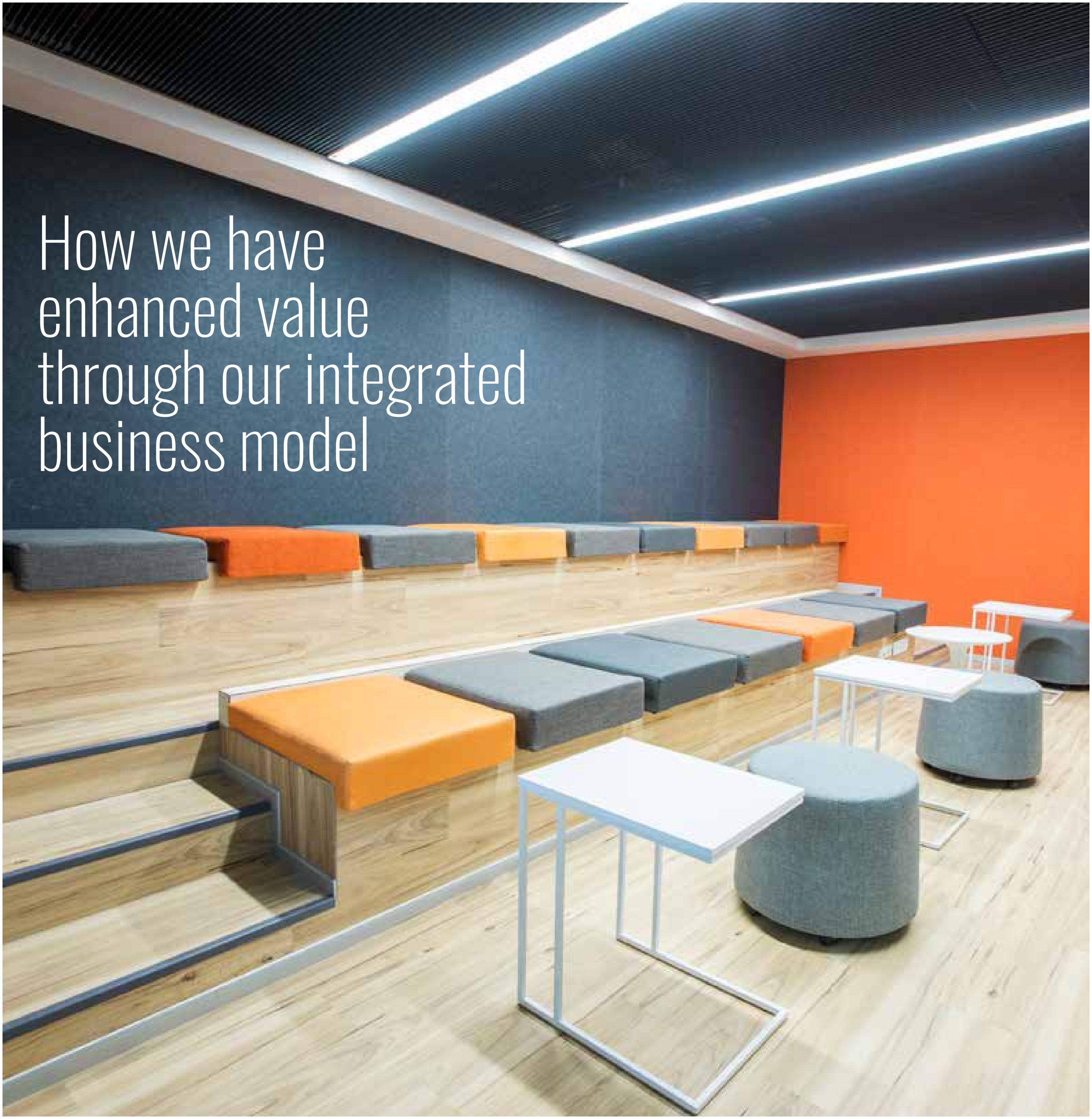
Seven, the benefits of the relocation of the Chennai plywood factory to Gujarat should become visible starting from the current year.

Eight, we believe that the network of the strategic partner will make it possible for us to generate global revenues, bringing a new dimension to our business.

In view of these realities, we are optimistic that the Company is at the cusp of a new beginning that should translate into enhanced value for all stakeholders across the foreseeable future.

We are optimistic that the Company is at the cusp of a new beginning that should translate into enhanced value for all stakeholders across the foreseeable future.

How we have enhanced value through our integrated business model



Our key resources

Manufacturing capital
- Raw materials
- Equipment

Financial capital
- Equity
- Internal accruals

Human capital
- Management team
- Personnel
- Contractors and sub-contractors

Intellectual capital
- Innovation
- Process excellence
- Proprietary knowledge

Social and relationship capital
- Community
- Business partners including vendors

Key business activities

Value created

Financial capital
- Revenue: ₹504.80 crore
- EPS: ₹2.60
- Contribution to the exchequer: ₹19 crore

Manufactured capital
- Projects delivered: 1550+
- Number of affordable housing projects: 3 (8860 houses under construction)

Human capital
- Employee count: 1500

Intellectual capital
- Cumulative management experience: 200 person years+

Social and relationship capital
- Total CSR spend: ₹21 lakh
- Number of dealers: 500

Value shared with

Investors
Consistent focus on cost reduction, maximised capacity utilisation and a derisked business model resulted in stronger financial performance that improved shareholder return. We enriched investors through superior market capitalisation since assuming management control (market capitalisation of ₹656.06 crore as on 31 March 2019)

Vendors
We source from multiple vendors from across the country. We share longstanding and strong relationships with them.

Employees
We periodically train our team to bring a fresh perspective to our operations. We groom our team members to assume leadership positions. We provide one of the safest work environments for our employees. We provided remuneration worth ₹29.20 crore in 2018-19.

Customers
Superior quality resulted in long-standing relationships with clients. We graduated from mere vendors to partners. We service customers with top-of-the-line products and service mix starting from interior fit-outs to affordable homes.

Communities
We believe in growing with the communities in the periphery of our manufacturing presence. We enrich local communities through downstream opportunities.

The Uniply business model

UNIPLY'S FLEXIBLE AND ADAPTIVE BUSINESS MODEL HAS ENHANCED ITS RESPONSIVENESS TO MARKET OPPORTUNITIES AND TRENDS, MAKING IT POSSIBLE TO OUTPERFORM SECTORAL BENCHMARKS ON THE ONE HAND AND EXTEND FROM ONE BUSINESS TO ANOTHER.

Sectoral relevance

Growing incomes
Rising per-capita income in real terms (at 2011-12 prices) during 2018-19 is likely to attain a level of ₹91,921 compared to ₹86,668 in the previous fiscal, which translates into a higher consumption story for the country.

Interiors catalyst
A gradual decline in the average household size and higher disposable incomes are expected to drive the spending on home interiors.

Urbanisation
India is the fastest urbanising major nation; 40% of the Indian population could be urban by 2030.

Focus
The country's focus on affordable housing is expected to drive demand for interior infrastructure products in India.

Investment
Enhanced ease of doing business is expected to attract foreign direct investment and global players, driving the demand for commercial real estate (and hence interior products).

Sectors
India could emerge among five largest global markets; global hotel chains are expected to account for ~47% share of the tourism and hospitality sector by 2020 (50% estimated by 2022).

Capitalising on the sectoral opportunities

Clarity
At Uniply, our principal focus is to help people work and live better. We believe we are helping make this a reality through better products and solutions – a one-stop turnkey offering as well as standalone product sales.

Business quality
The Company will continue to focus on quality businesses marked by profitable revenues (as opposed to business with long and doubtful receivables).

Identities
The Company is engaged in the B2C business through its stake in Uniply Decor; it is a B2B business through its presence in the interior fit-pouts business; it is a B2B company through its affordable home construction business.

Capable
Uniply possesses professional-managed capabilities in a systems-driven environment.

Trust
Uniply's domain knowledge, product quality and superior service have made it a trusted partner for customers.

Integrated
Uniply is a complete solutions provider - from the sale of plywood to office fit-outs to home construction.

Cost leadership

The Company focused on leveraging synergies between Uniply Decor and its interior wood products business on the one hand and between its interior wood products business and the affordable home construction business on the other, strengthening overall competitiveness.

Solutions

The Company is a solution provider, extending from the basic sale of plywood to home construction to the value-added delivery of complete interior infrastructure solutions, addressing the apex of the value chain.

Strategic difference

Instead of business consolidation, the Company trebled plywood manufacturing capacity, acquired two businesses and created a third.

Instead of focusing only on forward integration, the Company integrated backwards into research.

Instead of staying within its core focus, the Company entered adjacent business spaces (interior fit-outs, furniture manufacture and affordable homes construction).

Instead of being content with the extension of its business model from log to furniture and fit-outs, the Company extended to affordable homes construction.

Instead of addressing the scope of offline markets, the Company is readying to address online demand as well.

Instead of the fit-outs business focusing on the large commercial office space, the Company selected to address the residential market as well.

Instead of selecting to focus singularly on revenue growth, the Company prioritised secure and sustainable working capital health.

Instead of mobilising debt, the Company stayed virtually debt-free.

Instead of being content with the extension of its business model from log to furniture and fit-outs, the Company extended to affordable homes construction.

Creating a business moat

Enduring relationships
Uniply has focused on building stakeholder relationships; more than 75% of the Company's revenues were derived from repeat customers.

Strong Balance Sheet
Uniply possesses a deleveraged Balance Sheet with a debt-equity ratio of 0.48 in 2018-19 and a total debt which stood at ₹311.79 crore in the Company's books.

Competitive
Uniply has emerged among the most competitive players, largely derived from its business integration (growing proportion of plywood sales within the Group).

Austere
Uniply maintains low overheads to remain profitable across market cycles.

Structure
The Company's vertical-driven structure enhances focus and accountability.

Synergy
The Company's various businesses will feed on respective competencies that enhance organisational synergy.

Capital allocation
The affordable home construction business (the largest within the Company) can be grown with minimal working capital - a cash cow with annuity growth possibilities.

Resource-light
The affordable home construction business is resource-light and would not need corresponding investments in land parcels.

Knowledge-driven
The Company's various businesses are managed by senior professionals possessing rich experience and the vision of turning fledgling businesses into large / profitable businesses across the long-term.

Holding company
The approach of Uniply Industries would lie in positioning itself as a holding company, empowering professionals to grow downstream businesses.

Value chain
The Company will strengthen its value chain: from the manufacture of interior infrastructure products to turnkey interior design cum construction as well as affordable home construction - enhancing competitiveness, customer engagement and multi-year relationships.

Quality of business
The Company focuses on business quality over quantity – with possibilities of growing business volume, value, repeat engagement and referral possibilities, strengthening overall sustainability.

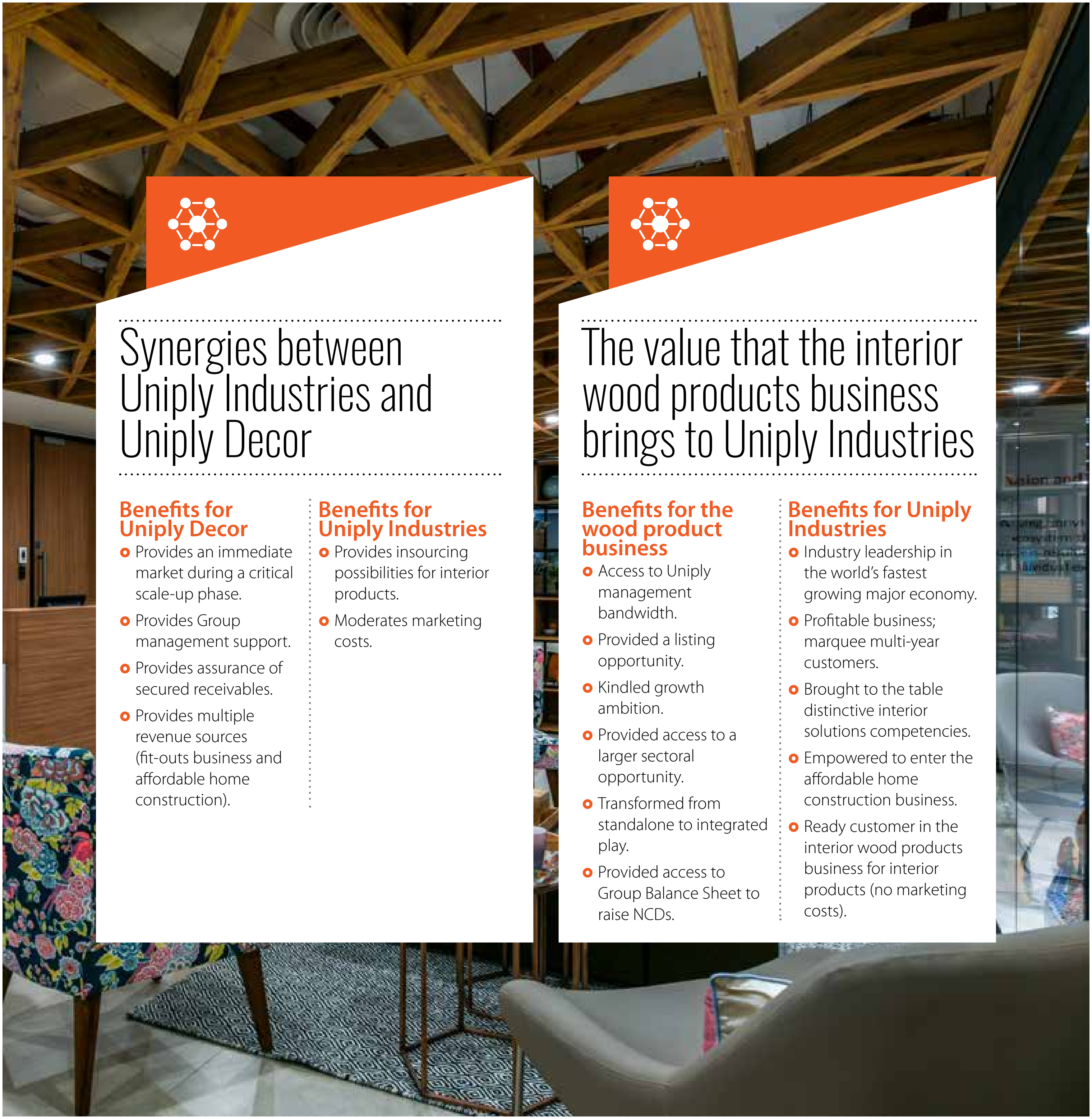
Competence
The Company will continue to strengthen its unique combination - structural, high side MEP, architectural and civil competencies - in relatively under-populated business spaces.

Working capital
The interior wood products business maintained working capital outlay at virtually the same level for four years despite growing revenues from ₹135.85 crore in 2015-16 to ₹504.80 crore in 2018-19.

Business building strategies

Focused acquisition
The Company engaged in focused acquisitions with the objective to synergically extend its business furthest - from log to furniture.

Relocation
The Company closed two high-cost manufacturing facilities in 2018-19 and relocated them to Gujarat to capitalise on locational economies.



Synergies between Uniply Industries and Uniply Decor

Benefits for Uniply Decor

- Provides an immediate market during a critical scale-up phase.
- Provides Group management support.
- Provides assurance of secured receivables.
- Provides multiple revenue sources (fit-outs business and affordable home construction).

Benefits for Uniply Industries

- Provides insourcing possibilities for interior products.
- Moderates marketing costs.

The value that the interior wood products business brings to Uniply Industries

Benefits for the wood product business

- Access to Uniply management bandwidth.
- Provided a listing opportunity.
- Kindled growth ambition.
- Provided access to a larger sectoral opportunity.
- Transformed from standalone to integrated play.
- Provided access to Group Balance Sheet to raise NCDs.

Benefits for Uniply Industries

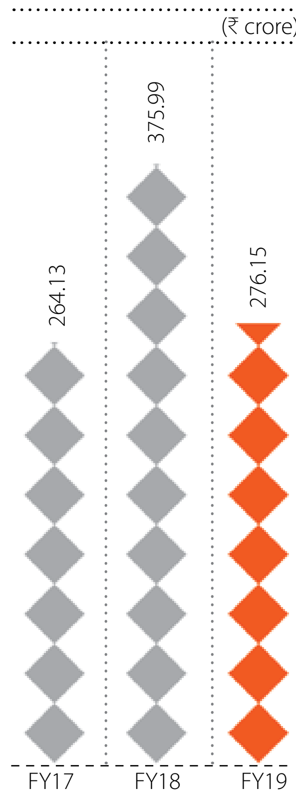
- Industry leadership in the world's fastest growing major economy.
- Profitable business; marquee multi-year customers.
- Brought to the table distinctive interior solutions competencies.
- Empowered to enter the affordable home construction business.
- Ready customer in the interior wood products business for interior products (no marketing costs).

01 Business segment review

Wood-related products business (interiors / furniture)

"Uniply's interior wood products business is expected to report 10-15% secure and sustainable growth each year from this point onwards"

A management review of how this business performed in 2018-19



Revenues from interior wood products business

Q Was the management pleased with the performance of the interior wood products business of the Company during the year under review?

The business reported ₹276.15 crore revenues in 2018-19 from the interior wood products business in the year under review. This performance was recorded on the backdrop of a slowdown in the economy with the GDP growth declining quarter-on-quarter coupled with the tendency of customers postponing capex. Further, the increasing competition in the interior wood products business. coupled with a slowdown in the realty sector, owing to fewer offices being handed over for fit-outs made it challenging for the Company to sustain profits. The performance validated the strength of the business, responsiveness and sustainability.

Q What were the big take-homes from the Company's performance?

The principal focus of the management was not merely to grow revenues. We believed that this singular focus would have proved limiting. We could have grown the business at the expense of margins, receivables and our brand, but this short-term decision would have had long-term implications of a staggered recovery. So if there is a big message that we need to send out, it would be that the management protected the overall integrity of the business. The leadership position of the business was maintained, the Company's working capital management was validated, the brand was protected and financial growth was sustained.

Q How did the Company reconcile these requirements?

The Company continued to operate around an established discipline – across customers, implementation tenures, project sizes and desired margins. The result is that we continued to strengthen our recall in the minds of our customers during a challenging phase.

For instance, we largely focused on BFSI, IT and corporate offices; we focused on project sizes of ₹20 crore or more, generating attractive economies; we resisted playing the volume game where we would be exposed to a large number of projects generating 3-5% net margins because we felt it would compromise our brand; we focused on projects that could be turned around in three to six months, strengthening our respect for the ability to get our customers into business faster than competing service providers.

Q What were the other competitive advantages of the business?

One of the other advantages is the Group synergy that the interior wood products business enjoys. In the last couple of years, a substantial proportion of wood products are sourced from within the Group. This proportion makes it possible to capture value from within the Group, enhance our overall bidding competitiveness, strengthen working capital management and moderate marketing expenditure.

Q How did these initiatives translate into the big numbers?

The business generated a good mix of repeat and fresh orders. During the year under review, 60% of revenues were derived from repeat contracts, indicating the trust of existing customers. The Company ended the year under review with a sizable order book. The management wishes to communicate that this represented a quality order book marked by attractive margins, liquid clients and the prospect of secure cash flows.

Q How did the Company strengthen the business in a sustainable way during the year under review?

The Company relocated its furniture manufacturing factory from Pen (Maharashtra) to Gujarat with the objective to enhance labour availability and moderate labour costs. Besides, this facility will be proximate to the factory manufacturing wood products for the Company, strengthening our logistics competitiveness. The facility should be commissioned in the second half of 2019-20, reducing our break-even cost and helping the Company shift its overall EBITDA margin needle by about 200 bps towards 15%. Besides, our business is expected to sustain 15% revenue growth across the foreseeable future.

In view of these realities, the Company is attractively placed to enhance volume and value over the coming years.

Q What drives the optimism for the Company's business?

The business is being driven by a change in customer perspective: from superior fit-outs being viewed as an unnecessary expense to being perceived as a profit driver. There is also a conviction that knowledge workers who spend half their waking hours in offices deserve better workspaces as a fundamental right.

In the last few years, there has been a closer correlation between workplace seating and interiors with superior productivity. There is a growing trend away from conventional factory-like workstations and towards collaborative team-based working. The result is that office interiors are being re-imagined and re-designed faster than ever.

An increasing number of companies with superior informal and modular interiors are reporting stronger people recruitment and retention. Following investment in superior fit-outs, workplace productivity has increased, boredom has declined, fatigue has dropped, there has been a positive impact on financials and the investment payback period has declined. There is also a growing perception that the room for cutting costs in one-time interior fit-outs is limited compared with the vast and perpetual upside that can be generated from superior workplace productivity.

As a result, a number of companies are selecting to refurbish their interiors every eight years, creating a large pool of existing offices going through renewal in addition to a growing number of new offices that require world-class interiors from the time they get into business.

Our business makes it possible to enhance the value of interiors on the one hand and refurbish existing interiors with minimal workspace disruption, strengthening a client's productivity.

**Also referred to as the wood-related products business*

Uniply (through its interior wood products business) provides complete interior solutions for commercial workspaces.

Business overview

The interior wood products business possesses deep credentials. The acquired Vector Projects, became India's first turnkey interior infrastructure solutions provider when it went into business (2001) and the first Indian end-to-end interior solutions company to be listed on the stock exchanges (following acquisition by Uniply).

The Uniply subsidiary is the largest turnkey interior infrastructure solution provider in India. It addresses a growing business rationale.

- A growing need for responding with speed to market dynamics by companies is generating a trickle-down urgency in completing interior fit-outs and ramping up operations with speed.
- This has necessitated a number of players to complete fit-outs around shorter project completion tenures.
- There is also a greater need for attractive interiors that potentially enhance workplace productivity, the incremental investment being recovered faster through higher people retention and knowledge accretion.

Competitiveness

Uniply (through its interior wood products business) provides complete interior solutions for commercial workspaces. These comprise electrical networks, air-conditioning, tiling and workstations, empowering clients to move into completed facilities.

The interior wood products business is an organised player in a sector marked by unorganised practices. This makes it possible for the Company to embrace and provide professional services for large marquee clients.

The subsidiary was founded by technocrats as opposed to most players being contractors. The result is a growing emphasis on IT systems, checks and balances.

The business comprises state-of-the-art factories with a high degree of automation, enhancing efficiency and customisation.

The business possesses the capability to fabricate a range of mass-produced products located near raw material (wood) sources.

Nearly 60% of revenues are derived from clients with whom the subsidiary has been working with for five years or more.

The business comprises more than 350 knowledge workers (architects, engineers, interior designers and project managers), possibly the largest such proprietary knowledge pool in the Indian sector.

The business deploys more than 3000 employees across execution sites, resulting in project control, quality and completion.

The business enjoys a track record of more than 1550 completed projects (15.5 million sq ft+).

Value-addition

The interior wood products business enhances the overall value for Uniply in various ways.

The corresponding furniture realisations enhance project value in excess of standalone plywood and laminate realisations. The business helps insulate the Company from a demand slowdown for plywood through committed insourcing and stable interior project revenues. The business has over the years emerged as a large customer (plywood, laminates and flooring), widening value-addition. The acquisition has fast-tracked Uniply's presence in the business as organic growth would otherwise have taken years to otherwise replicate. Besides, a foundation of engineering design capabilities has empowered Uniply to bid for affordable home construction projects.

During the last few years, the Company focused on growing its presence in the country's residential segment as opposed to its longstanding focus on commercial spaces, the residential niche relatively untouched by organised interior fit-out players. The subsidiary accelerated its transformation from a 100% service providing company to a service-cum-products company (growing proportion of products being insourced). The subsidiary graduated from manually-crafted products to products manufactured through automation. The business absorbed architecture design capabilities and construction technologies (pre-cast) that accelerated construction.

To address these transformative opportunities, the Company mobilised ₹70 crore of non-convertible debentures for working capital management, reduced its receivables cycle, bid for larger projects, strengthened EBITDA margin from 14% (pre-acquisition) to 17% during the year under review and reduced the raw material intensiveness in the business.

Optimism

The subsidiary is optimistic of prospects for various reasons.

The core design of India's offices has not altered for long; most spaces are larger replicas of the same design; most offices are a sequential extension of the same idea; much interior aesthetic fit-out creativity stops at providing a large floor plate coupled with air-conditioning. Most offices are designed around functional comfort and not business agility. Most designers respond with a 'make do' approach, resulting in a widening gap between what was needed and what was provided.

The reality with Indian residences is no different. Even as disposable incomes of most Indians increased, their residential standards did not. Most lived largely the same way. The result is that most Indian homes fell short of keeping up with growing standards of hygiene and environment consciousness.

Uniply stands to transform the game by raising India's interior aesthetic standards. The Company is attractively placed on account of a growing sectoral shift from the use of unorganised to organised players marked by ethical and professional practices. The business is leveraging its engineering insight to extend from interior fit-outs to external construction, where revenues are 3x interior wood product revenues. The business enjoyed one of the largest order books in its existence as on June 2019, indicating improving prospects.

Evolution in the transformation of office spaces

The Taylorist Office, 1900s
Evenly-spaced along rows of desks inside an open room.

The Streamlined Office, 1930s
Art Deco architecture, bringing modernity to the workplace.

The Open-Plan Office, 1950s
Desks were grouped together with large ferns and screens for some privacy.

The Action Office I & II, 1960s
Differences included lighter interlocking walls made from disposable materials, and efficient storage space. Enabled modification without extra cost, promoting flexibility and individual work spaces.

The Cubicle Farm Office, 1980s
As workers had only a blank wall or a computer screen to stare at, productivity went up.

The Virtual Office, 1990s
Internet influenced office design, with offices spread over more rooms, cities and even countries.

Open-Plan Take II, 2010s
Range of workspaces; high window benches to squashy armchairs. Focus on productivity and focus.

Importance of interiors in an office space

175 Usable square feet per seat, 2012

80 % of staff sitting in open plan, 2012

162 Usable square feet per seat, post-2016

80 % of staff sitting in open plan, post-2016

Source: Workplace Report

142 Usable square feet per seat, 2016

89 % of staff sitting in open plan, 2016

19 % improvement in employee performance due to better workplace environment

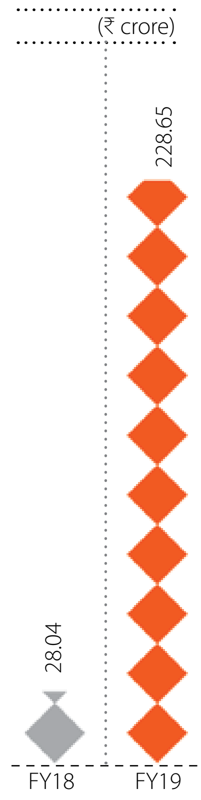
90 % of participants who express that better office interior design positively affects employee productivity

Source: Gensler

Our Affordable Housing Construction Business

"Uniply's construction business is expected to perform considerably better in 2019-20 when projects and billings are completed."

A management review of how this business performed in 2018-19



Revenues from this business segment

Q How did the business perform in 2018-19?

The performance of the business was relatively muted during the year under review compared with what it could have achieved. The management selected to focus on the liquidation of all its open construction projects that had been received in 2017-18. As a result, there was a lower emphasis on getting new projects, while there was a sustained focus on embarking on them and maximising revenues during the year under review.

Q What was the reason for the Company deciding not to bid for new tenders during the last financial year?

The Company had two priorities during the last financial year: successfully complete all the projects on its books, which we believe would have represented a good beginning in a new business, validating the Company's seriousness and competence. Besides, the construction business is working capital-intensive and from the second half of the last financial year, the Company encountered a decline in bank credit that affected its ability complete projects and attract new ones. In view of these realities, the management felt that it was prudent to focus only on projects on hand and manage the business without seeking recourse to high-cost debt.

Q Was there a delay in the completion of projects on hand?

There was a negotiated delay related to projects on hand. The Company sought the permission of its customers to delay project progress without corresponding penal implications. In view of this, the Company worked on only three of four projects on hand and these projects are likely to be completed during the current financial year. The result is that even as the Company reported ₹228.65 crore of revenues from this business during the last financial year, revenues are likely to be ₹385 crore during the current year around protected margins based on existing projects.

Q How does the Company perceive sectoral prospects?

Even as the country's economy slowed during the last financial year, the quantum of projects available for the infrastructure construction sector remained buoyant. There was virtually every size of order available for the taking; however, the only dearth was related to working capital funds to sustain these projects.

For instance, the construction business warrants liquid resources equivalent to 25-40% of total project value. This challenging requirement means that only companies with strong Balance Sheets and excellent relationships with capital providers can address the large available opportunity.

For a company with a strong financial discipline like Uniply, it was imperative to reinforce the net worth on its Balance Sheet or desist from growing its business – as opposed to the alternative strategy of growing the business with a high debt infusion that could endanger long-term competitiveness.

Q What else made it imperative to seek net worth over debt?

Most bankers in the country took a conservative perspective of the country's infrastructure sector, as a result of which working capital debt was available at 10.5%, which made it imperative for borrowers to earn a high enough return to service this debt and also generate a surplus.

There is another point that needs to be considered: when construction companies borrow to grow, there is an automatic premium on timely project completion and working capital management, any mismatch in which can affect project and organisational viability. In a business influenced by a large number of external variables, we believe that the role of available net worth can prove to be a positive differentiator.

Q What did the Company do in this regard?

The Company made a decisive change in its business model where it selected to become its own banker. The promoters proposed to divest their majority ownership stake in favour of Kuwait-based Markab. This can prove business-strengthening: Markab possesses deep pockets, multi-terrain and multi-vertical infrastructure experience and a hunger to grow its presence in India. By the virtue of strong promoter backing, the Company will possess a bidding headstart. The ability to fund the Company with net worth (as opposed to debt) will help conserve financial resources and capture a wider business value. The Company's access to international certifications (through its promoter company) is expected to widen its access to a larger sweep of national and international projects. This could empower the Company to cherry-pick projects, combining volume with value. In view of this reality, we believe that the Company's construction business is at a take-off point, which should translate into sustainable revenue and profit growth across the foreseeable future.

Q When does the Company get back to order book-accretion?

As a matter of discipline, the management will focus on liquidating its existing order book through the year and return to active bidding by the fourth quarter of the current financial year. This should translate into revenue visibility and profit contribution from the next year onwards. For a new sectoral entrant like us, this strategy will help establish an identity comprising increased domain capability, prudent policies, standardised safety and environment protocols, best-in-class equipment investments and modern-day construction techniques. In short, we believe that the coming of the new management can prove to be a game-changer.

> Affordable homes represent an attractive opportunity, relatively small for large construction companies but large for small construction companies like Uniply.

Overview

India's construction sector is one of the most attractive sectoral opportunities in the country, marked by a large number of projects, population growth and urbanisation.

The industry regained growth momentum in 2018, with output expanding 8.8% in real terms from 1.9% in 2017. This was driven by positive developments in economic conditions, improvement in investor confidence and investments in transport infrastructure, energy and housing projects. In the 2018-19 Union Budget, the government increased expenditure allocation on infrastructure development by 20.9% - from ₹4.9 trillion in 2017-18 to ₹6 trillion in 2018-19.

Consequently, the country's construction industry's output value, measured at constant 2017 US dollar exchange rates, rose from US$ 464.9 billion in 2017 to US$ 505.7 billion in 2018. The total construction project pipeline, including all mega projects with a value above US$ 25 million, was ₹82.5 trillion.

The pipeline, which includes all projects from pre-planning to execution, is skewed towards early-stage projects, with 60.7% of the pipeline value being in projects at the pre-planning and planning stages as of March 2019.

The government aims to invest ₹3.4 trillion through budgetary allocations between 2019-20 and 2022-23, while ₹2.1 trillion could be raised through market borrowings.

The industry's output value in real terms is expected to rise at a CAGR of 6.44% over the forecast period, compared to 4.31% during the review period (2014-2018). The industry is consequently expected to grow from US$ 505.7 billion in 2018 to US$ 690.9 billion in 2023 (measured at constant 2017 US dollar exchange rates).

Accounting for 30.6% of the industry's total value in 2018, residential construction was the largest market in the Indian construction industry during the review period. The market is expected to remain the largest over the forecast period, accounting for 30.1% of the industry's total value in 2023. Energy and utilities construction accounted for 27.1% of the industry's total output in 2018, followed by infrastructure construction with 23.3%, industrial construction with 7.8%, commercial construction with 7.6% and institutional construction with 3.6%. Over the forecast period, the market will be supported by the government's vision to provide houses under the Housing for All by 2022. Under the Pradhan Mantri Awas Yojana (PMAY), the government built 15.3 billion houses during the period of 2014-2018. *[Source: Research and market]*

Sectoral context and addressing opportunities

India is passing through a phase of sustained growth in incomes, urbanisation, urban housing shortage and growing mortgage penetration (even as it is still lower than most developed countries), creating a case for the sustainable growth of its construction sector.

Affordable homes represent an attractive opportunity, relatively small for large construction companies but large for small construction companies like Uniply. In view of this, the Company intends to establish itself as an integrated building solution provider extending from interior fit-outs towards affordable housing spaces.

The Company selected to focus on Telangana and Karnataka, each state holding out considerable multi-year prospects in the area of affordable home construction.

The Company invested in more than 200 person-years of senior managerial competence in addition to employing a full-size team of 1500 members coupled with investments in cutting-edge automation.

As a prudent measure, the Company invested ₹10 crore in capex plus leasing options that moderated capital dependence and maintained working capital requirements at around 16-20% of project value. The Company sourced land from

government agencies and building materials from unorganised players, increasing asset-lightness.

Strengths of this business

On the back of an experienced and strong management team, Uniply has inculcated in itself the knowledge to execute large projects.

The Telangana government introduced a scheme to construct 100,000 affordable homes in the previous fiscal, of which, Uniply accounted for ~8,860 homes in the year under review.

The Company emerged as a Category-A vendor in Hyderabad accredited by the Greater Hyderabad Municipal Council.

The Company fortified its position among the largest organised players in Telangana's affordable housing segment, generating economies of scale.

Optimism for this business

The Company's early-mover advantage is expected to translate into an attractive order book growth over the next five years.

The Company's credentials comprise deep professional capabilities of its knowledge workers. Besides, it integrated the acquired Vector's credentials and achieved attractive status - Grade A, Class 1 contractor (PWD) – within a short time of entering the affordable construction business, which helped scale revenues from scratch to ₹28.04 crore in 2017-18 and ₹228.65 crore in 2018-19.

The affordable home construction business could create attractive modular product opportunities (kitchens) that could become an ideal building block for interior components (plywood, doors and floors).

Flagship government housing initiative

Project name

Pradhan Mantri Awas Yojana

Government investment

₹26,405 crore in 2018

Objective

Provide affordable housing price to the weaker sections, lower income group, urban / rural poor.

Start year and end year

2015-16 to 2021-22

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Keshav Narayan Kantamneni	*Chairman*
Mr. Srinivasan Sethuraman	*Managing Director (till 14.08.2019)*
Mr. Nazeer Azam Sulthan	*Additional Director (from 14.08.2019 & Managing Director from 16.09.2019)*
Mr. Umesh Prabhakar Rao	*Joint Managing Director*
Mr. Boggaram Sarma Venkatamarkandeya	*Joint Managing Director (till 14.08.2019)*
Mr. Sudhir Kumar Jena	*Independent Director*
Mr. Ramgopal Lakshmi Ratan	*Independent Director*
Mrs. Reena Bathwal	*Independent Director*
Mrs. Parul Satyan Bhatt	*Independent Director*

CHIEF FINANCIAL OFFICER

Mr. Narendra Kumar Jain

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Raghuram Nath

STATUTORY AUDITORS

M/s. Lily & Geetha Associates
Chartered Accountants, Chennai (till 14.08.2019)

M/s. N D Kapur & Co.,
Chartered Accountants, New Delhi (From 14.08.2019)

REGISTERED OFFICE

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Ph No.: 044 24362019
Email: info@uniply.in; cs@uniply.in
Website: www.uniply.in

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Cameo Corporate Services Limited
Subramanian Building, No.1, Club House Road,
Near Spencers Signal on Anna Salai,
Chennai, Tamil Nadu – 600002
Ph No.: 044 2846 039
Email: Investors@cameoindia.com

Notice

Notice is hereby given that the 23rd Annual General Meeting of the members of Uniply Industries Limited will be held on 30th September, 2019 at 2.30 pm at The Music Academy (Kasturi Srinivasan Hall) #Old No. 306, New No. 168 T.T.K Road, Royapettah, Chennai - 600 014 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt;

    a. the audited standalone financial statements of the Company for the financial year ended March 31, 2019, along with the reports of the Board of Directors and Independent Auditors thereon;

    b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2019, along with the reports of the Independent Auditors thereon.

2. To consider & approve Final Dividend of Re. 0.24 per equity share of face value of ₹2 each, for the financial year 2018-19.

3. To appoint a Director in place of Mr. Keshav Narayan Kantamneni (DIN: 06378064), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

4. Appointment of Statutory Auditors

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

    a) To fill the casual vacancy:

    "RESOLVED THAT pursuant to the provisions of Section 139 (8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) and upon recommendation of the Audit Committee & Board of Directors, M/s. N D Kapur & Co., Chartered Accountants, New Delhi, having FRN.: 001196N, be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s. Lily & Geetha Associates, Chartered Accountants, Chennai, having FRN.: 006982S.

    RESOLVED FURTHER THAT M/s. N D Kapur & Co., Chartered Accountants, New Delhi, having FRN.: 001196N, be and are hereby appointed as Statutory Auditors of the Company to hold the office from 14th August, 2019, until the conclusion of the ensuing 23rd Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be mutually agreed with the Board of Directors."

    b) For a period of five years:

    "RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and upon recommendation of the Audit Committee and Board of Directors, consent of the members of the Company be and is hereby accorded to appoint M/s. N D Kapur & Co., Chartered Accountants, New Delhi, having FRN.: 001196N, as the Statutory Auditors of the Company to conduct the statutory audit for a period of five years commencing from the conclusion of this 23rd Annual General Meeting till the conclusion of 28th Annual General Meeting of the Company at such remuneration and out-of-pocket expenses, as may be mutually agreed with the Board of Directors."

5. **To appoint Mr. Nazeer Azam Sulthan (DIN: 08072833) as Director of the Company.**

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

    "RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Nazeer Azam Sulthan (DIN: 08072833), who was appointed by the board of Directors as an Additional Director under the category of Non-Executive Director of the Company with effect from August 14, 2019 and who holds office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 ("Act") and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member signifying his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

6. **To appoint Mr. Nazeer Azam Sulthan (DIN: 08072833) as the Managing Director of the Company.**

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

    "RESOLVED THAT pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to appoint Mr. Nazeer Azam Sulthan

(DIN: 08072833), as the Managing Director of the Company for a Period of 3 years commencing from 16th September, 2019 to 15th September, 2022, with a consolidated remuneration of ₹1,14,00,000/- (Rupees One Corers Fourteen Lakhs Only) per annum along with a leased car for his local transportation and a Company paid accommodation."

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year(s), during the tenure of Mr. Nazeer Azam Sulthan, as Managing Director of the Company, the above mentioned remuneration be paid to Mr. Nazeer Azam Sulthan, as minimum remuneration, subject to the necessary approvals.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to alter or vary the remuneration within the provisions of Schedule V of the Companies Act, 2013 to the extent the Board or Committee thereof may consider appropriate, as may be permitted or authorized in accordance with any provisions under Companies Act, 2013 or schedule appended thereto and settle any question or difficulty in connection therewith and incidental thereto.

RESOLVED FURTHER THAT any of the Director and the Company Secretary & Compliance Officer of the Company be and are hereby, jointly/severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS:

7. To Appoint Mrs. Parul Satyan Bhatt (DIN: 07143186) as an Independent Director

   To consider and if though fit, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Parul Satyan Bhatt (DIN: 07143186), who was appointed as an Additional Director of the Company by the Board of Directors with effect from November 14, 2018 and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act, 2013 and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, that is, up to November 13, 2023."

8. To Re-appoint Mr. Ramgopal Lakshmi Ratan (DIN: 00400605) as an Independent Director

   To consider and if though fit, to pass the following resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Including any statutory modifications or re-enactments thereof, for the time being in force), Mr. Ramgopal Lakshmi Ratan (DIN: 00400605), who was appointed as an Independent Director and who holds office as an Independent Director upto March 12, 2020 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold the office of the Independent Director for the Second term for a period of 5 (Five) consecutive years i.e. from March 13, 2020 to March 12, 2025.

9. Approval of Material Related Party transactions with Uniply Decor Limited, Vector Projects (India) Pvt Ltd, KKN Holdings Pvt Ltd & Bayline Infocity Limited.

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

   RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time ("the Act"), read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Regulations"), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), to ratify / approve all existing contracts / arrangements / agreements / transactions and to enter into new/further contracts / arrangements / agreements / transactions (including any modifications, alterations or amendments thereto), in the ordinary course of business and on arm's length basis with Uniply Decor Limited, Vector Projects (India) Pvt Ltd, KKN Holdings Pvt Ltd & Bayline Infocity Limited 'Related Parties' within the meaning of the Act and the Regulations, as more particularly enumerated in the explanatory statement to the Notice and on such terms and conditions as may be agreed between the Company and Uniply Decor Limited, Vector Projects (India) Pvt Ltd, KKN Holdings Pvt Ltd & Bayline Infocity Limited.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

10. **Shifting of Registered Office from Chennai, State of Tamil Nadu to National Capital Territory (NCT) of Delhi & Alteration of Clause No. 2 of the Memorandum of Association:**

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

"**RESOLVED THAT** pursuant to the provisions of Section 12 & 13 of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rule 2014, including any amendment thereto and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and subject to the approval of the Regional Director, Southern Region or any other Competent Statutory Authority(ies), the consent of the members of the Company be and is hereby accorded to shift the registered office of the Company from Chennai, State of Tamil Nadu to New Delhi, National Capital Territory (NCT) of Delhi.

RESOLVED FURTHER THAT Clause No. 2nd of the Memorandum of Association of the Company be and is hereby substituted by the following:

'2nd. The Registered Office of the Company will be situated in the National Capital Territory (NCT) of Delhi.'.

RESOLVED FURTHER THAT any of the Directors/ Managing Director/ Company Secretary be and are hereby authorized severally and/ or jointly on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval, consent as may be considered necessary and to appoint counsels/consultant and advisors, file applications/petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the authorities concerned and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

By order of the Board

For **Uniply Industries Limited**

Place: Chennai
Date: 14.08.2019

Raghuram Nath
Company Secretary
M No.: A18635

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 required to be lodged with the Company at the Registered Office not less than 48 hours before the meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty in number and holding taken together not more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
3. Corporate members are requested to send to the Company's rights. A Member holding more than ten percent of the total share capital of the Company carrying registered office a duly certified copy of the Board resolution, pursuant to section 113 of the Companies Act, 2013, authorizing their representative(s) to attend and vote at the Annual General Meeting.
4. The relative explanatory Statement as required under Sec. 102 of the Companies Act, 2013, in respect of the Business under Item Nos. 4 to Item Nos. 10 the accompanying Notice is annexed hereto.

5. Members are requested to bring their admission slips along with copy of the Annual Report to the Annual General Meeting.

6. Members holding shares in the physical form are requested to notify / send the following to Company to facilitate better servicing: -

   a) 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 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.

   iv) Shareholders holding shares in the certificate form are requested to send copies of their PAN Cards to RTA to facilitate better servicing

7. The Register of Members and Transfer Registers will remain closed from 24.09.2019 to 30.09.2019 (both days inclusive).

8. Members are requested to:

   i) Write to the Company at least seven days before the date of the Meeting, in case they desire any information as regards the Audited Accounts for the financial year ended 31.03.2019, so as to enable the Company to keep the information ready.

   ii) Quote registered folio number or Client ID in all the correspondence.

   iii) Send all share transfer lodgements (physical mode) / correspondence to the Registrar and Share Transfer Agents of the Company.

9. Pursuant to Section 101 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can the notice of General Meeting and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same by coordinating RTA of the Company i.e. Cameo Corporate Services Limited. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.

10. 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 23.09.2019. The e-voting period will commence at 9.00 a.m. on 27.09.2019 and will end at 5.00 p.m. on 29.09.2019. The Company has appointed Mr. P.K Panda & Co, Practicing Company Secretaries, to act as the Scrutinizer, for conducting the scrutiny of the votes casted through Remote E-voting and Ballot at the Venue of the E General Meeting. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

11. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering Remote e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered in to an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically. Please note that Remote e-voting is optional.

12. Kindly note that the Members can opt for only one mode of voting i.e., either by Remote e-voting or by Ballot at the Venue of the Annual General Meeting. If the Members opt for Remote e-voting, then they should not vote by Ballot at the Venue of the Annual General Meeting. However, in case Members cast their vote by Remote e-voting and by Ballot at the Venue of the Annual General General Meeting, then voting done through Remote e-voting shall prevail and voting done by Ballot at the Venue of the Annual General General Meeting will be treated as invalid.

13. The Notice is being sent to all the Members, whose names appear in the Register of Members or Register of Beneficial owners as provided by NSDL and CDSL as on 30.08.2019.

14. Members can vote using e-voting facility provided by www.evotingindia.com, (please read the instructions given in the notice for details), whose names appear in the Register of Members / list of Beneficial Owners as on 23.09.2019. The e-voting period will commence at 9.00 a.m. on 27.09.2019 and will end at 5.00 p.m. on 29.09.2019. The e-voting module shall be disabled by CDSL for voting thereafter.

PROCEDURE FOR REMOTE E-VOTING

The Company has entered into an arrangement with Central Depository Services (India) Limited ("CDSL") for facilitating remote e-voting for Postal Ballot Notice. The instructions for remote e-voting are as under:

(a) In case of Members receiving an e-mail from CDSL:

The instructions for shareholders voting electronically are as under:

i. The shareholders should log on to the e-voting website www.evotingindia.com.

ii. Click on Shareholders.

iii. Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

iv. Next enter the Image Verification as displayed and Click on Login.

v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

vi. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and 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) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
	In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB Dividend Bank Details	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.
	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.
	Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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

viii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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 UNIPLY INDUSTRIES LIMITED 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 Resolution details.

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 same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvii. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.comand register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xviii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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 will commence at 9.00 a.m. on 27.09.2019 and will end at 5.00 p.m. on 29.09.2019. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) The e-voting module shall be disabled by CDSL for voting thereafter.

By order of the Board

For **Uniply Industries Limited**

Place: Chennai
Date: 14.08.2019

Raghuram Nath
Company Secretary
M No.: A18635

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. 4 to 10 of the accompanying Notice dated 14.08.2019.

Item No. 4

The members of the Company at the 21st Annual General Meeting held on 28th September, 2017 has approved the appointment of M/s. Lily & Geetha Associates, Chartered Accountants, Chennai, having FRN.: 006982S as the Statutory Auditors of the Company for a term of five years till the conclusion of 26th Annual General Meeting.

M/s. Lily & Geetha Associates, Chartered Accountants, Chennai has tender their resignation as the Statutory Auditors of the Company, expressing their inability due to constraint of manpower for the Audit, resulting in a casual vacancy in the office of the Auditors of the Company w.e.f. 14th August, 2019, as per section 139(8) of the Companies, Act, 2013.

In accordance with aforesaid provisions of the Act, the casual vacancy caused by the resignation of the Statutory Auditors shall be filed by the Board within a period of thirty days and such appointment shall also be approved by the members of the Company within three months of the recommendation of the Board.

Accordingly, based on the recommendation of the Audit Committee and conformation received from M/s. N D Kapur & Co., Chartered Accountants, New Delhi, having FRN.: 001196N on their eligibility, the Board recommends to the members for the appointment of M/s. N D Kapur & Co., Chartered Accountants, New Delhi, as the Statutory Auditors of the Company:

a) to fill the casual vacancy caused by the resignation of M/s. Lily & Geetha Associates, Chartered Accountants, Chennai and to hold the office of the Statutory Auditors upto the conclusion of this Annual General Meeting: and

b) for a period of five years, from the conclusion of the 23rd Annual General Meeting till the conclusion of 28th Annual General Meeting of the Company to be held in the year 2024.

In regards to appointment of Statutory Auditors referred to in item no. 4 of the Notice, the brief profile of the Auditors is as under:

N D Kapur & Co. known as NDK in the fraternity. N D Kapur & Co. is a New Delhi based leading Chartered Accountants firm, having its own offices at New Delhi and Mumbai and associate offices across the country. One of the oldest Chartered Accountant firm in India. Registered with ICAI for more than 50 years. Established way back in 1933 and has seen more than 80 glorious years. Provides services in the areas of Audit and Assurance, Taxation, Accounting and Back Office, Corporate Strategy and Advisory and Market and Business Research

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice. The Directors recommend the resolution for approval by the members.

Item No. 5 & 6

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, the Board of Directors of the Company appointed Mr. Nazeer Azam Sulthan (DIN: 08072833) as an Additional Director of the Company with effect from 14th August, 2019. Mr. Nazeer Azam Sulthan, would hold office up to the date of this Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Nazeer Azam Sulthan for the office of Director of the Company.

Further in the same Board Meeting held on 14th August, 2019, the Board of Directors has appointed Mr. Nazeer Azam Sulthan (DIN: 08072833) as the Managing Director of the Company for a period of 3 years commencing from 16th September, 2019 to 15th September, 2022, with a consolidated remuneration of ₹1,14,00,000/- (Rupees One Corers Fourteen Lakhs Only) per annum along with a leased car for his local transportation and a Company paid accommodation..

Mr. Nazeer Azam is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Mr. Nazeer Azam joins the Company with a wealth of experience in handling both domestic and international organisations. He started his career in and had a 21 years stint with a Japanese Automation Major, Yakogawa. He was heading the Middle East and African operations of a large MARKAB associate contracting company.

Mr. Nazeer Azam may be deemed to be concerned or interested, financially or otherwise, to the extent of his shareholding, if any in respect of his appointment as a Director. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.5 & 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders and special resolution set out at Item No.6 of the Notice for approval by the shareholders.

Mr. Nazeer Azam does not hold any shares of the Company.

Item No. 7:

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, the Articles of Association of the Company and Based on the recommendation of the Nomination and Remuneration Committee the Board of Directors of the Company appointed Mrs. Parul Satyan Bhatt (DIN: 07143186) as an Additional Director (Independent) of the Company with effect from 14th November, 2018. In terms of the provisions of Section 161(1) of the Act, Mrs. Parul Satyan Bhatt would hold office up to the date of this Annual General Meeting. Further, in accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members by way of Ordinary Resolution.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Parul Satyan Bhatt for the office of Director of the Company. Mrs. Parul Satyan Bhatt is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has received a declaration from Mrs. Parul Satyan Bhatt that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mrs. Parul Satyan Bhatt fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations. Mrs. Parul Satyan Bhatt is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Mrs. Parul Satyan Bhatt is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft letter of appointment of Mrs. Parul Satyan Bhatt setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

This statement may also regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 8:

Mr. Ramgopal Lakshmi Ratan was appointed as an Independent Director of the Company, not liable to retire by rotation at the Annual General Meeting of the Company held on August 26, 2015 for a term of five consecutive years commencing from March 13, 2015 which is due to expire on March 12, 2020. As per Section 149(10) of the Companies Act, 2013 ("the Act"), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. In accordance with the aforesaid provisions the Nomination and Remuneration Committee and the Board of Directors reviewed, considered his rich experience, continued valuable guidance to the management and strong Board performance and recommended the re-appointment of Mr. Ramgopal Lakshmi Ratan, for the second term as an Independent Director on the Board of the Company for a period of 5 years upto March 12, 2025.

Mr. Ramgopal Lakshmi Ratan, has confirmed that he is not disqualified in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director of the Company. Further, the Company has received a declaration from Mr. Ramgopal Lakshmi Ratan that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Ramgopal Lakshmi Ratan fulfills the conditions for his re-appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Ramgopal Lakshmi Ratan is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Mr. Ramgopal Lakshmi Ratan is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The copy of the draft letter of appointment of the Independent Director setting out the terms and conditions are available for inspection by members at the registered office of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

This statement may also regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

Item No. 9:

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of ordinary resolution, in case certain transactions with related parties exceeds such sum as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the Ordinary course of business and on arm's length basis.

However, pursuant to Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), approval of the members through ordinary resolution is required for all material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a Financial Year exceed 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

All the Related Party Transactions entered into by the Company are on arm's length basis and in the ordinary course of business and approval of the Audit Committee / Board is obtained, wherever required.

The transaction(s) entered into by the Company, together with the transactions already entered with Uniply Decor Limited ("UDL"), an Associate Company, Vector (India) Projects Pvt Ltd ("VIPPL") the wholly owned subsidiary company, KKN Holdings Pvt Ltd ("KKNHPL"), the Promoter Company & Bayline Infocity Limited (BIL), the Subsidiary of the Promoter Company KKN Holdings Pvt Ltd qualifies to be a Material Related Party transaction under Listing Regulations.

The Company has existing arrangements with UDL, VIPPL, KKNHPL & BIL, which is in the ordinary course of business. However, the value of transactions with UDL, VIPPL, KKNHPL & BIL in respect of Financial Year 2019-20 and estimated value of transaction from next financial year onwards is likely to exceed 10% of the annual consolidated turnover of the Company, based on the audited financial statements for year ended March 31, 2019. UDL, VIPPL, KKNHPL & BIL being the 'Related Parties' as per definition under Section 2(76) of the Companies Act, 2013.

UDL, VIPPL, KKNHPL & BIL is currently having the following transactions with the Company:

The particulars of the contract / arrangement with UDL, VIPPL, KKNHPL & BIL are as under:

Particulars	Information	
Name of the Related Party	(1) Uniply Decor Ltd	(2) Vector Project (I) Pvt Ltd
Nature of Relationship	Associate	Wholly Owned Subsidiary
Nature of Contract	Sales/Purchase / Service/Advance / Guarantee/ Security	Sales/Purchase / Service/Advance / Guarantee/Security
Duration of Contract	1 year	1 year
Salient features of Contract	Normal trade under ordinary course of business	Normal trade under ordinary course of business
Date of Approval of the Board / Audit/Shareholders	26.09.2018	26.09.2018
Value of Transaction for the year ended March 31, 2019 (including C/F transaction of previous year)	₹230.78 crs	₹125.70 crs
Estimated Value of Transactions for the FY 2019-20	₹500.00 crs	₹500.00 crs
Name of the Related Party	(3) KKN Holdings Pvt Ltd	(4) Bayline Infocity Ltd
Nature of Relationship	Promoter Group	Wholly Owned Subsidiary of Promoter M/s. KKN Holdings Pvt Ltd

Particulars	Information	
Nature of Contract	Sales / Purchase / Service / Advance / Guarantee / Security	Sales / Purchase / Service / Advance / Guarantee / Security
Duration of Contract	1 year	1 year
Salient features of Contract	Normal trade under ordinary course of business	Normal trade under ordinary course of business
Date of Approval of the Board / Audit/Shareholders	26.09.2018	26.09.2018
Value of Transaction for the year ended March 31, 2019 (including C/F transaction of previous year)	₹289.20 crs	₹67.00 crs
Estimated Value of Transactions for the FY 2019-20	₹500.00 crs	₹500.00 crs

Based on past trend, the transactions as described above are likely to exceed 10% of the Annual Consolidated Turnover as per last audited financial statements of the Company and may exceed the materiality threshold as prescribed under Regulation 23 of the Listing Regulations. Thus, these transactions would require the approval of the Members by way of an ordinary resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice

The Directors recommend the resolution for approval by the members.

Item No. 10:

The Company was incorporated under the provisions of the Companies Act, 1956 in the State of Tamil Nadu. As per Clause 2nd of the Memorandum of Association, presently, the Registered Office of the Company is situated in Chennai, Tamil Nadu. It is proposed to relocate the Registered Office of the Company to New Delhi.

The Company after selling its manufacturing unit at Chennai has concentrated on Construction, Interior and Exterior fit out business in pan India. Now the Company is in the process of arranging its financial facilities at New Delhi. Moreover, the new Managing Director appointed recently, is going to reside at New Delhi. Keeping in mind all the factors, it is proposed to shift the Registered Office from Chennai to New Delhi. The proposed shifting would also enable the Company Management to monitor its business more economically, viably and efficiently and to streamline its various corporate functions at reduced cost with better administrative control, supervision and convenience which would facilitate enlarging its business operations. The shifting of the Registered Office as aforesaid is in the best interest of the Company, shareholders and all concerned parties and will not be detrimental to the interest of members of the public, shareholders, creditors or employees, in any manner whatsoever.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, the shifting of registered office of a company from one State to another and consequent alteration of the clause of Memorandum of Association pertaining to place of registered office of the Company requires approval of shareholders by Special Resolution. Further, the alteration of Memorandum of Association relating to the place of registered office from one State to another shall not have effect unless approved by the Central Government.

Approval of the shareholders is, therefore, sought for shifting of registered office from the State of Tamil Nadu to the National Capital Territory (NCT) of Delhi and consequential amendment to Memorandum of Association. Since the aforementioned amendment comes within the ambit of Section 13 of the Companies Act, 2013, your approval is sought by way of a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of the Notice.

The Directors recommend the resolution for approval by the members.

By order of the Board

For **Uniply Industries Limited**

Place: Chennai
Date: 14.08.2019

Raghuram Nath
Company Secretary
M No.: A18635

Details of Director seeking re-appointment (ordinary / special business in the notice)

Name of the Director	Keshav Narayan Kantamneni	Nazeer Azam Sulthan
DIN	06378064	08072833
Date of birth	04.09.1983	04.05.1967
Date of appointment/ reappointment	14.02.2018	14.08.2019
Expertise in specific functional area	Mr. Kantamneni is an engineering graduate from Anna university. He has also done his MBA from the Kellogg School of Management, USA. He has over 16 years of experience in he field of Finance, Banking, Management Consultancy and General Management.	Mr. Azam joins the Company with a wealth of experience in handling both domestic and international organizations. He started his career in and had a 21 years stint with a Japanese Automation Major, Yakogawa. He was heading the Middle East and African operations of a large MARKAB associate contracting company.
Qualification	BE, PGDM, MBA	Bsc, B.Tech, MBA
Board Membership of other Companies as on 31.07.2018	1. Uniply Decor Limited 2. KKN Holdings Private Limited 3. Nxtwater Private Limited 4. Vector Cyber Parks Private Limited 5. Vector Infrastructure Project Solutions Limited 6. Fourshore BPO Private Limited 7. Bayline Infocity Limited 8. Panther Capital LLP	1. Nice Projects Limited 2. Markab India SPV Pvt Ltd 3. Uniply Decor Limited
Member of Committees of the Board	Nil	Nil
Chairman / member of the Committee of Directors of the other Companies in which he is a Director as on 14.08.2019	1. Uniply Decor Limited 2. Bayline Infocity Limited	Nil
No. of Shares held in the Company as on 14.08.2019	1,95,59,466	Nil

Name of the Director	Ramgopal Lakshmi Ratan	Parul Satyan Bhatt
DIN	00400605	07143186
Date of birth	02.04.1983	08.07.1962
Date of appointment/ reappointment	13.03.2015	14.11.2018
Expertise in specific functional area	Ramgopal Lakshmi Ratan helms RLR & Co., a legal firm of repute, which specializes in Litigation, Arbitration, Mergers & Acquisitions. Ramgopal has advised Investment Banks, Venture Capitalists, PE funds, start-ups and has vast experience in contracts, arbitration and PPP & captive projects.	Parul Satyan Bhatt is a Microbiologist by qualification and has over 25 years of experience in the business of Corporate Communications. She has handled several challenging and interesting assignments from various Corporate houses.
Qualification	LLB	Master in Microbiology
Board Membership of other Companies as on 31.07.2019	1. Uniply Decor Limited 2. Vector Projects (India) Private Limited 3. Outside Capital Private Limited 4. RLR & CO Legal Private Limited	1. Uniply Decor Limited
Member of Committees of the Board	1. Audit Committee 2. Nomination & Remuneration Committee 3. Stakeholders Relationship Committee 4. Risk Management Committee 5. Corporate Social Responsibility Committee	Nil
Chairman / member of the Committee of Directors of the other Companies in which he is a Director as on 14.08.2019	Uniply Decor Limited 1. Audit Committee- Member 2. Nomination & Remuneration Committee- Chairperson 3. Stakeholders Relationship Committee- Chairperson 4. Risk Management Committee-Chairperson	Uniply Decor Limited 1. Stakeholders Relationship Committee- Member 2. Risk Management Committee-Member
No. of Shares held in the Company as on 14.08.2019	1,20,000	4,100

Directors' **Report**

TO ALL MEMBERS,

Your Directors are pleased to present the report of the business and operations of your Company along with the Audited Financial Statements for the year ended March 31, 2019. The consolidated performance of the Company and its Subsidiary has been referred to wherever required.

FINANCIAL RESULTS AND STATE OF AFFAIRS

₹ in Lakhs except to per share data

Particulars	Consolidated		Standalone	
	31.03.2019	31.03.2018	31.03.2019	31.03.2018
Revenue from Operations	46857.54	38793.19	17193.18	13412.96
Other Income	3622.79	1609.85	345.545	624.39
Total Income	50480.33	40403.03	20648.63	14037.35
Operating Profit	9984.48	7748.53	3890.42	1889.88
Profit before Exceptional items and Taxation	5587.02	4160.60	2723.18	1399.78
Exceptional item (For consolidated results, it is inclusive of profit share of Associate M/S Uniply Decor Ltd.)	332.82	1280.42	-2.01	1140.5
Taxation	-1969.44	-2151.03	-890.01	-1048.89
Profit after Tax	3950.40	3289.99	1831.16	1491.41
Total Comprehensive Income for the year	3943.01	3279.82	1836.14	1490.31
Earnings per share				
- Basic (in ₹)	2.60	13.72	1.21	6.23
- Diluted (in ₹)	2.12	13.72	0.99	6.23

Note: The above figures are extracted from the audited Standalone and Consolidated financial statements prepared as per Indian Accounting Standard (Ind AS).

DIVIDEND

Your Directors recommend a final dividend of Re 0.24 per equity share on the Company's 16,52,13,420 equity shares of ₹2/- each for the year 2018-19. The final dividend on the equity shares, if declared as above, would entail an outflow of ₹478.04 lakhs towards dividend and tax thereon.

The dividend payment is subject to approval of members at the ensuing Annual General Meeting

TRANSFER TO RESERVE:

No profit has been transferred to General Reserve.

CHANGE IN NATURE OF BUSINESS, IF ANY

There has been no change in the nature of business of the Company.

SUBSIDIARIES & ASSOCIATES

As on March 31, 2019 your Company has a wholly Owned Subsidiary viz. Vector Projects India Pvt Ltd. is India's largest integrated turnkey interior solutions provider. M/s. Uniply Decor Ltd (Formerly known as UV Boards Ltd) is an associate company is in the business of Manufacturing and trading in plywood and its allied products.

The Company has disinvested its stake in other wholly owned subsidiary viz Uniply Blaze Pvt Ltd w.e.f. 09.10.2018.

The detail with respect to Subsidiaries and Associate is stated in Form AOC-1 in Annexure A.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website. The Web link for the same is http://www.uniply.in/pdf-excel/RELATED_PARTY_TRANSACTIONS_POLICY.pdf.

The detail with respect to Related Party Transactions is stated in form AOC-2 in Annexure B.

CONSOLIDATED FINANCIAL STATEMENTS

As per the prescribed provisions of the Companies Act, 2013, Rule thereon and Accounting Standard the Consolidated Financial Statements of the Company prepared forms part of this Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

In compliance with section 134(3) (c) of the Companies Act, 2013, 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 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, 2013 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.

e. That proper internal financial control is in place, that the financial controls were adequate and were operating effectively, that systems to ensure compliance with the provisions of all applicable laws.

f. Proper systems to ensure compliance with the provisions of all applicable laws were in place and there adequate and operating efficiently.

SHARE CAPITAL & CONVERTIBLE SHARE WARRANTS

The authorized share capital and paid up Share Capital of the Company as on 31.03.2019 is ₹65,00,00,000/- (32,50,00,000 Equity shares of ₹2/- each) & 33,04,26,840/- (16,52,13,420 Equity shares of ₹2/- each) respectively. On 12th June, 2018 resolution through postal ballot , the face value of the equity shares of the Company sub-divided from ₹10/- each to ₹2/- each. Subsequently, the Company fixed record date i.e. 26th June, 2018 for the purpose of entitlement of split of face value of equity shares from ₹10/- each to ₹2/- each to the shareholders of the Company.

During the year under review the Company has allotted 45,14,798 equity shares of ₹10/- each and 96,28,824 number of share warrants of ₹10/- each at a premium of ₹400.85 each on 25.04.2018. Further 46,20,687 {(45,50,101 on 09.10.2018) + (70586 on 14.02.2019)} number of warrants of ₹10/- each got converted into 2,31,03,435 {(2,27,50,505 shares on 09.10.2018) +(3,52,930 shares on 14.02.2019)} equity shares of ₹2/- each. Balance share warrants were also split into 5 each consequent to the split in equity face value from ₹10/- to ₹2/- each. As on 31.03.2019 the number of outstanding share warrants are 2,50,40,685 of ₹2/- each at a premium of ₹80.17, out of which 25% of the issue price including premium has been received from the share warrant holders. These share warrants are required to be exercised by the warrant holders on or before 24.10.2019.

RISK MANAGEMENT POLICY

Risk Assessment and minimization procedures have been framed by the Company named as "Risk Management Charter" and are reviewed by the Committee from time to time. The Committee has overall responsibility for monitoring and approving the risk policies and associated practices of the Company. The Duties and Responsibilities of the Committee are as follows:

- Annually review and approve the Risk Management Policy and associated frameworks, processes and practices of the Company.
- Ensure that the Company is taking the appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities.
- Evaluate significant risk exposures of the Company and access management's actions to mitigate the exposures in a timely manner.
- Co-ordinate its activities with Audit Committee in stances where there is any overlap with Audit activities.

Within its overall scope as aforesaid, the Committee shall review risks trends, exposure and potential impact analysis and mitigation plan.

CORPORATE SOCIAL RESPONSIBILITY

Corporate Social Responsibility, encompassing much more than social outreach, continuous to be an integral part of the Company's activity. The detailed CSR report is annexed as per Annexure C.

STATUTORY AUDITORS & THEIR REPORT

In accordance with the provisions of Section 139 of the Companies, Act, 2013 and the Rules made there under, M/s. Lily & Geetha Associates, Chartered Accountants, Chennai, having FRN.: 006982S was appointed as the Statutory Auditors of the Company at the 21st Annual General Meeting held on 28th September, 2017 for a term of five years till the conclusion of 26th Annual General Meeting. However, M/s. Lily & Geetha Associates, Chartered Accountants, Chennai has tender their resignation as the Statutory Auditors of the Company, expressing their inability due to constraint of manpower for the Audit, resulting in a casual vacancy in the office of the Auditors of the Company w.e.f. 14th August, 2019 as per section 139(8) of the Companies, Act, 2013.

In accordance with aforesaid provisions of the Act, the Board has recommended to the members for the appointment of M/s. N D Kapur & Co., Chartered Accountants, New Delhi, as the Statutory Auditors of the Company:

a) to fill the casual vacancy caused by the resignation of M/s. Lily & Geetha Associates, Chartered Accountants, Chennai and to hold the office of the Statutory Auditors upto the conclusion of this Annual General Meeting: and

b) for a period of five years from the conclusion of the 23rd Annual General Meeting till the conclusion of 28th Annual General Meeting of the Company to be held in the year 2024.

M/s. N D Kapur & Co., Chartered Accountants, New Delhi, has confirmed their eligibility to act as the Statutory Auditors of the Company.

M/s. Lily & Geetha Associates, Chartered Accountants, 16 (Old No. 37) Akbarabad 2nd Street, Kodambakkam, Chennai – 600024 have completed the Statutory Audit for period 2018-19 and submitted their Auditors Report to the Shareholder, which does not contain any, Qualification or adverse remark. The observation made in the Auditors Report read together with relevant notes thereon are self-explanatory and hence do not call for any further comments under Section 134 of the Companies Act, 2013.

COST AUDIT/MAINTENANCE OF COST RECORDS

The Company was not falling under criteria given for maintenance of Cost Record/Cost Audit as per the Companies (Cost Records and Audit) Rules, 2014. Hence cost audit/Maintenance of cost record was not conducted.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. P.K Panda & Co., Practicing Company Secretaries, Chennai to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith as "Annexure D". The Secretarial Audit Report of the Secretarial Auditor and their remark, observation is self-explanatory.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined by the Audit Committee and delegated to Internal Auditor to maintain its objectivity and independence. The Internal Auditor reports to the Chairman of the Audit Committee of the Board and to the Chairman of the Board.

The Internal Auditor M/s. C. Ramasamy & B Srinivasan, Chartered Accountants monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and promptly informed the management on the lacking as and when required.

PUBLIC DEPOSITS

During the period under review, the Company did not invite or accept any deposits from the public in terms of Chapter V of the Companies Act, 2013.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

DIRECTORS, KMP & CHANGES THEREIN

Based on the confirmations received from Directors, none of the Directors are disqualified from appointment under Section 164 of the Companies Act 2013.

Mr. BVM Sarma has been appointed as Joint Managing Director & KMP of the Company w.e.f. 29.05.2018. Mrs Parul Satyan Bhatt has also been appointed as an Independent Director of the Company w.e.f. 14.11.2018.

There are no other changes in Directors & KMP during the period under review.

However, Mr. Srinivasan Sethuraman has resigned from the position of Managing Director as well as from the Board of the Company on14th August, 2019 and Mr. BVM Sarma has also resigned from the position of Joint Managing Director as well as from the Board of the Company on14th August, 2019. Further Mr. Nazeer Azam Sulthan (DIN: 08072833) was appointed as an Additional Director (Non-Executive) on the Board of the Company w.e.f 14th August, 2019 and he will be designated as the Managing Director of the Company w.e.f 15th September, 2019.

MEETING OF THE BOARD

During the year under review Six (6) Board Meetings were held. The details of the Board Meetings with regard to their dates and attendance of each of the Directors thereat have been provided in the Corporate Governance Report.

MEETING OF THE COMMITTEE

The Board has various Committees such as Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Risk Management Committee and CSR Committee. The details of each committee and their respective meetings have been provided in the Corporate Governance Report.

MEETINGS OF INDEPENDENT DIRECTORS

In terms of Schedule IV of the Companies Act, 2013 and the Listing Regulations, a separate meeting of the Independent Directors of the Company was held on

February 14, 2019 without the presence of Executive Directors and members of the management wherein they inter alia discussed:

- The performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- the performance of Non-Independent Directors and the Board as a whole;
- the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he / she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

BOARD EVALUATION

Pursuant to the provisions of The Companies Act, 2013 and the SEBI (LODR) 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and other Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

NOMINATION & REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Nomination & Remuneration Policy is stated in Annexure E.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company has framed Familiarization Programme for Independent Directors pursuant to SEBI (LODR) 2015 and uploaded the same in the website of the Company. The web link to access the aforesaid programme is http://www.uniply.in/pdfexcel/INDEPEDENT_DIRECTORS_FAMILARISATION_PROGRAMME.pdf.

MEETINGS AS PER THE PROVISIONS OF THE ACT

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year under review Six Board Meetings, four Audit Committee Meetings and other Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gaps between the Meetings were within the period prescribed under the Companies Act, 2013.

PARTICULARS OF EMPLOYEES

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as per Annexure F.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a vigil mechanism/Whistle Blower Policy to deal with instance of fraud and mismanagement, if any. The details of the vigil mechanism/Whistle Blower Policy is posted on the website of the Company and available in this web link: http://www.uniply.in/pdf-excel/WHISTLE_BLOWER_POLICY.pdf

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as "Annexure G".

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of The Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as "Annexure H".

DISCLOSURE REGARDING COMPLIANCE OF APPLICABLE SECRETARIAL STANDARDS

The Company has complied with all the mandatorily applicable secretarial standards issued by The Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013.

REPORTING OF FRAUDS BY AUDITORS

During the year under review, neither the statutory auditors nor the secretarial auditor has reported to the audit committee, under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's report.

FOREX TRANSACTION

During the year under review the foreign exchange earned by the Company was Nil and outgo amounted to ₹42,11,489/- on account of import of materials.

LISTING ON STOCK EXCHANGES

The Equity shares of the Company are listed on Bombay Stock Exchange Ltd. (BSE) & National Stock exchange of India Limited (NSE) and necessary listing fees have been paid upto date.

INVESTORS RELATIONS (IR)

Your Company continuously strives for excellence in its IR engagement with its investors at all level.

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

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder, the Company has constituted an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee. During the year under review, the committee has not received or disposed any complaint relating to sexual harassment at work place from any women employee. The policy on the same can be viewed in the website of the Company. The web link to access the aforesaid programme is https://www.uniply.in/pdf-excel/UIL-POSH-Policy.pdf.

HUMAN RESOURCES

Your Company treats its "human resources" as one of its most important assets. Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programmes that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

INDUSTRIAL RELATIONS

During the Year under review, Your Company enjoyed cordial relationship with workers and employees at all levels.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS.

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, are set out as separate Annexures, together with the Certificate from the auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in SEBI (LODR) Regulations, 2015.

SIGNIFICANT AND MATERIAL ORDERS

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

CEO & CFO CERTIFICATION

Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the CEO and CFO certification as specified in Part B of Schedule II thereof is annexed to the Corporate Governance Report.

MATERIAL CHANGE / OPEN OFFER

After the end of the financial year the following material events have occurred:

a. On 03.07.2019 M/s. Markab Capital WLL, Kuwait & M/s. Markab Capital India SPV Pvt Ltd jointly have signed a share purchase agreement with the Promoter group of the Company to acquire 3,42,23,835 existing equity shares of ₹2/- each (20.71%) and 32,32,954 convertible share warrants of ₹10/- each upon full conversion into 1,61,64,770 equity shares of ₹2/- each (8.50%) along with complete control and management of the Company.

   In view of the above the acquirers have given an public announcement to acquire 4,94,66,068 equity shares of ₹2/- each representing 26% of emerging voting share capital of the Company and the open offer is under process.

   The Board was updated on the status of the ongoing transaction between the promoters of M/s Uniply Industries Limited and M/s Markab Capital WLL, Kuwait as follows:

   Markab stands committed to the acquisition of majority stake in Uniply and is currently in the process of securing a line of Credit with a Scheduled Commercial Indian Bank for bank guarantee to the open offer, as against their original plan to establish a guarantee from an International Bank.

   The synergies from the ongoing Markab transaction are already visible with a large global order pipeline being developed by Markab for Uniply Industries Limited. This pipeline of orders, backed by working capital from a mezzanine fund of theirs, is expected to start post closure of the open offer and get executed over various timelines, extending up to 27 months from their start date.

b. The Board has approved the shifting of the Registered Office of the Company from Chennai, Tamil Nadu to New Delhi, subject to the approval of the Shareholders and other Regulatory Authority (ies) as per the applicable law.

c. Mr. Srinivasan Sethuraman has resigned from the position of Managing Director as well as from the Board of the Company on14th August, 2019 and Mr. BVM Sarma has also resigned from the position of Joint Managing Director as well as from the Board of the Company on14th August, 2019.

d. Mr. Nazeer Azam Sulthan (DIN: 08072833) appointed as an Additional Director (Non-Executive) on the Board of the Company w.e.f 14th August, 2019 and he will be designated as the Managing Director of the Company w.e.f. 16th September, 2019.

e. M/s. Lily & Geetha Associates, Chartered Accountants, Chennai resigned from the Office of the Statutory Auditors w.e.f. 14th August, 2019 and to fill such casual vacancy in the office of the statutory Auditor the Board has appointed M/s. N D Kapur & Co., Chartered Accountants, New Delhi as the Statutory Auditors of the Company, their appointment is subject to the approval of the Shareholders in their ensuing General Meeting and in compliance with the applicable laws.

Except this there were no other changes.

ACKNOWLEDGEMENT

Your Directors place on record their appreciation of the invaluable contribution made by the Company's employees which made it possible for the Company to achieve these results. They would also like to take this opportunity to thank customers, dealers, suppliers, bankers, financial institutions, business associates and valued shareholders for their continued support and encouragement.

For and on behalf of the Board of Directors

Place: Chennai
Date: August 14, 2019

Keshav Narayan Kantamneni
Chairman

Annexure - A

Form AOC-1

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures Part "A": Subsidiaries
(Information in respect of each subsidiary to be presented with amounts in ₹)

PART-A: SUBSIDIARIES

Sl. No.	Particulars	As on March 31, 2019	
1	No. of Subsidiaries	02	
2	Name of the Subsidiary	Vector Projects (I) Pvt Ltd	Uniply Blaze Pvt Ltd (*)
3	Reporting period for the Subsidiary	31.03.2019	31.03.2019
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable	Not Applicable
5	Share Capital (in ₹)	50,00,000 Equity Shares of ₹10/- each aggregating to ₹500,00,000 (Rupees Five Crore only)	10,000 Equity Shares of ₹10/- each aggregating to ₹1,00,000 (Rupees One Lakh only)
6	Reserves & Surplus (in ₹)	97,39,24,280.00	-
7	Total Liabilities (in ₹) (Excluding Equity)	310,23,11,082.00	-
8	Investments (in ₹) (non-current)	26,60,919.00	-
9	Turnover (in ₹)	3,58,39,78,510.00	-
10	Profit Before Taxation (in ₹)	28,58,21,801.00	-
11	Provision for Taxation (in ₹)	10,79,42,714.00	-
12	Profit after Taxation (in ₹)	17,78,79,087.00	-
13	Proposed Dividend (in ₹)	0	-
14	% of Shareholding	100	-

(*) Disinvested w.e.f. 09.10.2018

PART-B: ASSOCIATES

Sl. No.	Name of Associate	Uniply Decor Limited
1	Latest Audited Balance Sheet data	31.03.2019
2	Shares of Associate held and percentage	4,65,58,249 (38.06%)
	Amount of Investment	₹1,15,54,22,555/-
3	Description of how significant influence	Promoter
4	Reason why the Associates not consolidated	Stake holding is <50%
5	Net worth attributable to shareholding	₹1,09,40,70,100/-
6	Profit and loss for the year	
	- Considered in Consolidation	₹3,40,02,312/-
	- Not considered in Consolidation	NA

Annexure - B

Form AOC-2

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

1 Details of contracts or arrangements or transactions not at arm's length basis: Nil

2 Details of material contracts or arrangement or transactions at arm's length basis are given below:

₹ In crore

Sl. No	Name(s) of the related party and nature of relationship	Nature of contracts / arrangements / transaction	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
1	Vector Projects (I) Pvt Ltd	Sales and purchase of business, goods, services/Loan/Guarantee / Investment and other transactions in ordinary course of business	2018-19	255.00	Board approval on 14.08.2018 and Shareholders Approval on 26.09.2018	Nil
2	Uniply Blaze Pvt Ltd	-	-	-	-	Disinvested w.e.f. 09.10.2018
3	Uniply Decor Ltd	Sales and purchase of business, goods, services/Loan/Guarantee / Investment and other transactions in ordinary course of business	2018-19	250.00	Board approval on 14.08.2018 and Shareholders Approval on 26.09.2018	Nil
4	KKN Holdings (P) Ltd (Formerly Foundation Outsourcing (I) Pvt Ltd)	Sales and purchase of business, goods, services/Loan/Guarantee/ Investment and other transactions in ordinary course of business	2018-19	200.00	Board approval on 11.08.2017 and Shareholders Approval on 12.09.2017	₹67.00 crs towards purchase of properties and ₹12.00 crs towards investments.
5	Bayline Infocity Ltd (Formerly ETA Tehnopark Ltd)	sale, purchase or supply of any goods or materials of any kind, or rendering of any services like Project management, project finance, Technical & Manpower related services and other transaction	2018-19	100.00	Board approval on 14.08.2018	-

Annexure - C

Report on CSR Activities / Initiatives

[Pursuant to Section 135 of the Act & Rules made thereunder]

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web link to the CSR policy and projects or programs

   This CSR Policy encompasses Uniply's philosophy for social responsibilities and lays down the guidelines and mechanism for undertaking projects, programs and activities towards such responsibilities.

   Your Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 which is accessible from the Company's website (www.uniply.in).

2. The Composition of the CSR Committee.

   a. Ramagopal Lakshmi Ratan - Chairman
   b. Srinivasan Sethuraman - Member
   c. Keshav Kantamneni – Member

3. Average net profit of the Company for last three financial years: ₹14,13,27,715/-

4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above): ₹28,26,555/-

5. Details of CSR spent during the financial year.

   (a) Total amount to be spent for the financial year: 39,90,127/-
   (b) Amount unspent, if any: ₹18,75,693/-
   (c) Manner in which the amount spent during the financial year is detailed below:

1	2	3	4	5	6	7	8
Sl. No.	CSR projector activity identified	Sector in which the Project discovered	Projects or Programs (1) Local area or other (2) Specify the State And district where projects or programs were undertaken	Amount Outlay (budget) project or programs wise	Amount spent on the projects or programs Subheads: (1) Direct expenditure on projects or programs. (2) Overheads:	Cumulative Expenditure upto the reporting period.	Amount spent: Direct or through implementing agency
1	Road Safety/Security	Road Safety	Chennai, Tamilnadu	5,24,434/-	5,24,434/-	5,24,434/-	Direct
2	Promotion of art & Culture	Promotion of art & Culture	Chennai, Tamilnadu	15,90,000/-	15,90,000/-	15,90,000/-	Direct

6. In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report. The Balance unspent amount shall be spending during 2019-20 along with current year budget expenditure. The management is in the verge of finalising the Project in which unspent amount can be spent.

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company. The Company is committed for the implementation and monitoring of CSR Policy in compliance with CSR objectives and policy of the Company.

Form No. MR-3
Secretarial Audit Report

FOR THE FINANCIAL YEAR ENDED 31st March, 2019

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

To,
The Members,
UNIPLY INDUSTRIES LIMITED
CIN: L20293TN1996PLC036484
No. 572, Anna Salai, Teynampet
Chennai, Tamil Nadu-600018

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by UNIPLY INDUSTRIES LIMITED (hereinafter called the Company) for the financial year ended 31st March, 2019. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper broad-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;(Applicable only to the extent of Foreign Direct Investment and Overseas Direct Investment)

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

(a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

(Not applicable to the Company during the Audit Period)

(f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(Not applicable to the Company during the Audit Period)

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

(Not applicable to the Company during the Audit Period).

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

(Not applicable to the Company during the Audit Period)

(i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.

(vi) The Management has identified and confirmed the following laws as specifically applicable to the Company:

a. Tamil Nadu Regulation of Wood Based Industries, Rules, 2010.

b. Tamil Nadu Shop and Establishment Act, 1947.

c. Environment Protection Act, 1986

d. The Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008.

e. The Water (Prevention & Control of Pollution) Act, 1974 and Rules made there under)

f. The Air (Prevention & Control of Pollution) Act, 1981

g. The Legal Metrology Act, 2009

h. Intellectual Property Acts

i. Foreign Trade Development and Regulation Act, 1992

j. Customs Act, 1962

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI).

(ii) The Uniform Listing Agreements entered into by the Company with the National Stock Exchange of India Limited and BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above except as mentioned below:

(i) The Company has sold its 100% stake of M/s. Uniply Blaze Private Limited on 09/10/2018. Consequent to this sale M/s. Uniply Blaze Private Limited was no more wholly owned subsidiary company of M/s Uniply Industries Limited. The Company hasn't intimated such disinvestment to the Exchanges as required under SEBI (LODR) Regulations, 2015.

WE FURTHER REPORT THAT

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including at least one woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act, except for the period 29.05.2018 to 13.11.2018, for which the Company had received notices from the Exchanges and the Company had complied the same w.e.f. 14.11.2018.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the Meeting.

We are of opinion that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

WE FURTHER REPORT THAT

1. During the period under audit, the Company has altered its main objects clause and in this connection has complied the same.

2. During the period under audit, the Company has sub-divided face value of its equity share from ₹10/- per share to ₹2/- per shares w.e.f. 26th June, 2018

3. During the period under audit, the Company has withdrawn the scheme of Arrangement / Amalgamation between the Company and its wholly owned subsidiary M/s. Vector projects (i) Private Limited (Transferor Company).

4. During the period under audit, the companies Subscribed / paid up capital has been increased from ₹23,90,71,990 to ₹33,04,26,840.

5. During the period under audit, the Company has responded appropriately to notice received from various statutory / regulatory authorities including initiating action for corrective measures, whenever found necessary.

For **P. K. Panda & Co.**
Company Secretaries

Place: Chennai
Date: 30.05.2019

Surendra Kumar Sahoo
Membership No.:19368
C P No.: 18385

(This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report)

Annexure - I

To,
The Members,
UNIPLY INDUSTRIES LIMITED
CIN: L20293TN1996PLC036484
No. 572, Anna Salai, Teynampet
Chennai, Tamil Nadu-600018

Our Secretarial Audit Report (Form MR-3) of even date for the financial year ended 31st March 2019 is to read along with this letter.

1. Maintenance of secretarial records and compliance with the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management of the Company. Our responsibility is to express an opinion on the secretarial records produced for our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records.
3. While forming an opinion on compliance and issuing this report, we have also taken into consideration the compliance related action taken by the Company after 31st March 2019 but before the issue of this report.
4. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company. The Responsibility of the same lies with the management of the Company.
5. We have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
6. Our Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For P. K. Panda & Co.
Company Secretaries

Place: Chennai
Date: 30.05.2019

Surendra Kumar Sahoo
Membership No.:19368
CP No.: 18385

Nomination & Remuneration Policy

I. PREAMBLE

Pursuant to Section 178 of the Companies Act, 2013 and SEBI (LODR) 2015, the Board of Directors of every listed Company shall constitute the Nomination and Remuneration Committee. The Company already constituted Remuneration Committee comprising of three non-executive Independent Directors as required under SEBI (LODR) 2015.

This Committee and the Policy is formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and SEBI (LODR) 2015.

II. OBJECTIVE

The Key Objectives of the Committee would be:

a) To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.

b) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation.

c) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

III. DEFINITIONS

- "Board" means Board of Directors of the Company.
- "Company" means "Uniply Industries Limited".
- "Employees' Stock Option" means the option given to the directors, officers or employees of a company or of its holding company or subsidiary company or companies, if any, which gives such directors, officers or employees, the benefit or right to purchase, or to subscribe for, the shares of the Company at a future date at a pre-determined price.
- "Independent Director" means a director referred to in Section 149 (6) of the Companies Act, 2013.
- "Key Managerial Personnel" (KMP) means

(i) Chief Executive Officer or the Managing Director or the Manager,

(ii) Company Secretary,

(iii) Whole-time Director,

(iv) Chief Financial Officer and

(v) Such other officer as may be prescribed.

- "Nomination and Remuneration Committee" shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and the SEBI (LODR) 2015.
- "Policy or This Policy" means, "Nomination and Remuneration Policy."
- "Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.
- "Senior Management" mean personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the executive directors, including all the functional heads.

IV. INTERPRETATION

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013, and/or any other SEBI Regulation(s) as amended from time to time.

V. GUIDING PRINCIPLES

The Policy ensures that

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and
- Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

VI. ROLE OF THE COMMITTEE

The role of the Committee inter alia will be the following:

a) To formulate a criteria for determining qualifications, positive attributes and independence of a Director.

b) Formulate criteria for evaluation of Independent Directors and the Board.

c) Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.

d) To carry out evaluation of every Director's performance.

e) To recommend to the Board the appointment and removal of Directors and Senior Management.

f) To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.

g) Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

h) To devise a policy on Board diversity.

i) To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

j) To perform such other functions as may be necessary or appropriate for the performance of its duties.

VII. MEMBERSHIP

a) The Committee shall comprise at least three (3) Directors, all of whom shall be non-executive Directors and at least half shall be Independent.

b) The Board shall reconstitute the Committee as and when required to comply with the provisions of the Companies Act, 2013 and applicable statutory requirement.

c) Minimum two (2) members shall constitute a quorum for the Committee meeting.

d) Membership of the Committee shall be disclosed in the Annual Report.

e) Term of the Committee shall be continued unless terminated by the Board of Directors.

VIII. CHAIRMAN

a) Chairman of the Committee shall be an Independent Director.

b) Chairperson of the Company may be appointed as a member of the Committee but shall not Chair the Committee.

c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.

d) Chairman of the Nomination and Remuneration Committee could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

IX. FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required.

X. COMMITTEE MEMBERS' INTERESTS

a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

XI. VOTING

a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

XII. APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

Appointment criteria and qualifications:

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.

2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

3. The Company shall not appoint or continue the employment of any person as Managing Director/Whole-time Director/Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

Term / Tenure:

1. Managing Director/Whole-time Director/Manager (Managerial Person):

   - The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

2. Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for reappointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on 1 October, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he / she shall be eligible for appointment for one more term of 5 years only.

- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director Serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

Evaluation:

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular interval (yearly).

Removal:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made there under or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the said Act, rules and regulations.

Retirement:

The Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

XIII. PROVISIONS RELATING TO REMUNERATION OF MANAGERIAL PERSON, KMP AND SENIOR MANAGEMENT

General:

1. The remuneration/compensation/commission etc. to Managerial Person, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation /commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

2. The remuneration and commission to be paid to Managerial Person shall be as per the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force.

3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Person. Increments will be effective from the date of reappointment in respect of Managerial Person and 1st April in respect of other employees of the Company.

4. Where any insurance is taken by the Company on behalf of its Managerial Person, KMP and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

Remuneration to Managerial Person, KMP and Senior Management:

1. Fixed pay: Managerial Person, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

2. Minimum Remuneration: If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule

V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

3. Provisions for excess remuneration: If any Managerial Person draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

Remuneration to Non-Executive / Independent Director:

1. Remuneration / Commission: The remuneration / commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force.

2. Sitting Fees: The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

3. Limit of Remuneration /Commission: Remuneration /Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

5. Stock Options: An Independent Director shall not be entitled to any stock option of the Company.

XIV. MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be minuted and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting. Minutes of the Committee meeting will be tabled at the subsequent Board and Committee meeting.

XV. DEVIATIONS FROM THIS POLICY

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.

Annexure - F

Disclosure pursuant to section 197(12) of The Companies Act, 2013 read with rule 5 of companies (appointment and remuneration of managerial personnel) rules, 2014.

The Information required under section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is as below:

I. The percentage increase in remuneration of each director, Chief Financial Officer, Company Secretary or Manager, if any, in the financial Year 2018-2019, the ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2018-2019 and Comparison of the remuneration of the Key Managerial Personnel against the Performance of the Company are as under:

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for FY 2018-2019 (₹ in lakhs)	% Increase in Remuneration of Director/ KMP in FY 2018-2019	Ratio of Remuneration of each Director to median of remuneration of employee	Comparison of the remuneration of the KMP against the performance of the Company
1	Keshav Kantamneni, Chairman	120.00	71.00%	12.40 : 01	The Company has posted net revenue of ₹504.80 crs on a consolidated basis which is 24.94% higher than the FY 2017-18. The PAT also increased from ₹32.90 crs to ₹39.50 crs an increase of 20.06%. Keeping in mind the Company's performance, upcoming operation and industry standard, the remuneration of Directors & KMP is justifiable
2	Srinivasan Sethuraman, Managing Director	67.50	Nil	6.97 : 01	
3	B V M Sarma Joint Managing Director	99.87	Not applicable since he is appointed during the year	15.49 : 01	
4	Umesh P Rao, Joint Managing Director	150.00	Nil	15.49 : 01	
5	Narendra Kumar Jain, Chief Financial Officer	66.00	Nil	6.82 : 01	
6	Raghuram Nath, Company Secretary	39.70	5.77%	4.10 : 01	

Mr. Muraarie Rajan, finance professional, was appointed as Director Strategy Non-Board, who draws a salary more than ₹8.5 lakhs per month and his appointment was upto 31st December 2018.

#The Non-Executive & Independent Directors are paid by way of sitting fee as per the Nomination and Remuneration Policy. Therefore, the ratio of Remuneration and percentage of increase in remuneration is not considered for the above purpose.

II. The percentage increase in the median remuneration of employees for the financial year 2018-19 is not ascertainable since employees' number has been reduced from 30 to 12 and there is various resignation/appointment/re-appointment were made during the year. The median of remuneration is ₹80,655/- pm.

III. The number of permanent employees on the rolls of company as on 31.03.2019 is 12.

IV. The explanation on the relationship between average increase in remuneration and company performance: Not applicable

V. Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies:

Particulars	As at 31st Mar 19	As at 31st Mar 18*	Variation %
Closing rate of share at BSE (In ₹)	39.40	376.80	-47.72
EPS (In ₹)	1.21	6.23	-2.89
Market Capitalization (₹ in Lakhs)	65,606.00	900,82.33	-27.17
Price Earnings Ratio	32.57	60.48	-46.07

*The figures are based on face value of shares of ₹10/- each

VI. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: The average increase in salaries of employees other than managerial personnel in 2018-19 is not ascertainable since employees' number has been reduced from 30 to 12 and there is various resignation/appointment/re-appointment were made during the year.

VII. The key parameters for any variable component of remuneration availed by the directors: Not applicable.

VIII. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: Not applicable

IX. Affirmation that the remuneration is as per the remuneration policy of the Company: The Company affirms that remuneration is as per the Nomination and Remuneration policy of the Company.

Annexure - G

Form No. MGT 9
Extract of Annual Return

As on financial year ended on 31.03.2019

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014]

I. REGISTRATION & OTHER DETAILS:

1	CIN	L20293TN1996PLC036484
2	Registration Date	04/09/1996
3	Name of the Company	**Uniply Industries Limited**
4	Category/Sub-category of the Company	Company Limited by Shares/Indian Non-Government Company
5	Address of the Registered office & contact details	#572, Anna Salai, Teynampet, Chennai - 600018 Phone No.: 044-2436 2015 Email: cs@uniply.in
6	Whether listed company	Listed in BSE & NSE
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Cameo Corporate Services Limited "Subramanian Building" No.1, Club House Road, Chennai - 600 002 Phone No.: 044-2846 0390 Email: investor@cameoindia.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (ALL THE BUSINESS ACTIVITIES CONTRIBUTING 10% OR MORE OF THE TOTAL TURNOVER OF THE COMPANY SHALL BE STATED)

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1	Construction contract/Project	45201	85.09
2	Plywood, Veneer & Timber	20211	14.91

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
1	Vector Projects (India) Private Limited	U202299MH2001PTC134091	Wholly Owned Subsidiary	100%	Sec.2(87)
2	Uniply Blaze Private Limited (Upto 09.10.2018)	U64204TN2018PTC120825	Wholly Owned Subsidiary	100%	Sec.2(87)
3	Uniply Decor Limited	L65910TN1988PLC016616	Associate	38.03%	Sec.2(6)

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

A) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	69,50,240	-	69,50,240	29.07	19495062	-	19495062	11.80	-17.27
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	10,40,032	-	10,40,032	4.35	23931497	-	23931497	14.49	10.14
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	**79,90,272**	**-**	**79,90,272**	**33.42**	**43426559**	**-**	**43426559**	**26.29**	**-7.13**
B. Public Shareholding	-	-	-	-	-	-	-	-	-
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	41008	-	41008	0.17	299248		299248	0.18	0.01
c)Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance									
Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Portfolio Investors	500087	-	500087	2.09	10635785	-	10635785	6.44	4.35
i) Others (specify)	-	-	-	-	2171925	-	2171925	1.68	1.68
Sub-total (B)(1):	**541095**	**-**	**541095**	**2.26**	**13706958**	**-**	**13706958**	**8.30**	**6.04**
2. Non-Institutions						-			
a) Bodies Corp.									
i) Indian	2285607	-	2285607	9.56	21730267	-	21730267	13.15	3.59
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹2 lakh	4024346	8021	4032367	16.87	24669474	3855	24673329	14.93	-1.94
ii) Individual shareholders holding nominal share capital in excess of ₹2 lakh	7780337	-	7780337	32.54	48394728	-	48394728	29.29	-3.25
c) Others (specify)	-	-	-	-		-			-
Non Resident Indians	564361	-	564361	2.36	5629637	-	5629637	3.07	0.71

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	62990	-	62990	0.26	2207936		2207936	1.34	1.08
Trusts	11125	-	11125	0.05	625		625	0.00	-0.05
Foreign Bodies - D R	-	-	-	-					-
HUF	639045	-	639045	2.67	5443381		5443381	3.29	0.62
Sub-total (B)(2):	**15367811**	**8021**	**15375832**	**64.31**	**108076048**		**108079903**	**65.42**	**1.11**
Total Public Shareholding (B)=(B)(1)+ (B)(2)	**15908906**	**8021**	**15916927**	**66.57**	**121783006**		**121786861**	**73.71**	**7.14**
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-					-
Grand Total (A+B+C)	**23899178**	**8021**	**23907199**	**100.00**	**165209565**	**3855**	**165213420**	**100.00**	**0.00**

Note: 1. Face value of Equity share as on 31st March 2019 is ₹2/- each (₹10/- each as on 31st March 2018)
2. As per SEBI SAST & PIT disclosures by promoters/PAC their total shareholding as on 31st March 2019 are as below. The difference quantity of shares is lying in their respective Brokers pool account
Keshav Kantamneni – 2,01,85,797
KKN Holdings Pvt Ltd - 1,84,92,661

B) Shareholding of Promoter / PAC

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year [As on 01-April-2018]			Shareholding at the end of the year [As on 31- March-2019]			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Keshav Narayan Kantamneni	6950240	29.07	44.16	19495062	11.80	44.55	-17.27
2	KKN Holdings Pvt Ltd (Formerly Foundation Outsourcing India Pvt Ltd)	1040032	4.35	0.00	16781687	10.16	0.08	5.81
3	Madras Electronics Solutions Pvt Ltd	-	-	-	7149810	4.33	16.46	4.33

Note: 1. Madras Electronics Solutions Pvt Ltd became PAC on 30th May 2018
2. Face value of Equity share as on 31st March 2019 is ₹2/- each (₹10/- each as on 31st March 2018)

C) Change in Promoters' / PAC Shareholding (as per SEBI SAST/PIT Disclosures)

KESHAV KANTAMNENI (PROMOTER)

Date	Shareholding		Addition during the year		Disposal during the year		Cumulative Shareholding		Reason for increase/ decrease
	No of shares	%	No of shares	%	No of shares	%	No of shares	%	
01-Apr-18	6950240	29.07	-	-	-	-	-	-	-
19-Apr-18					2450000	10.25	4500240	18.82	Sale
26-Jun -18			-	-	-	-	22501200	15.83	Split from ₹10/- per share to ₹2/- per share
29-Jun-18					2562465	1.80	19938735	14.03	Sale
19-Jul-18			200000	0.14			20138735	14.17	Purchase
26-Jul-18			144473	0.10			20283208	14.27	Purchase
23-Aug-18			1226848	0.86			21510056	15.13	Purchase
19-Nov-18					1536109	0.93	19973947	12.12	Sale
19-Feb-19			111850	0.07			20085797	12.16	Purchase
26-Mar-19			100000	0.06			20185797	12.22	Purchase
31-Mar-19	-	-	-	-	-	-	20185797	12.22	-

KKN HOLDINGS PVT LTD(FOUNDATION OUTSOURCING INDIA PRIVATE LIMITED) (PROMOTER GROUP)

Date	Shareholding		Addition during the year		Disposal during the year		Cumulative Shareholding		Reason for increase/ decrease
	No of shares	%	No of shares	%	No of shares	%	No of shares	%	
01-Apr-18	1040032	4.35	-	-	-	-	-	-	-
26-Jun -18	5200160	3.66	-	-	-	-	-	-	Split from ₹10/- per share to ₹2/- per share
29-Jun-18			2324707	1.64	-	-	7524867	5.30	Purchase
20-Aug-18			150000	0.11	-	-	7674867	5.41	Purchase
09-Oct-18			11545820	7.00	-	-	19220687	11.66	Conversion of warrants into equity
06-Nov-18					1550000	0.94	17670687	10.72	Sale
19-Nov-18					400000	0.24	17270687	10.48	Sale
21-Nov-18					339000	0.21	16931687	10.27	Sale
03-Dec-18					150000	0.09	16781687	10.18	Sale
28-Mar-19			1710974	1.04			18492661	11.19	Purchase
31-Mar-19							18492661	11.19	

MADRAS ELECTRONICS SOLUTIONS PVT LTD (PAC) w.e.f 30.05.2018.

Date	Shareholding		Addition during the year		Disposal during the year		Cumulative Shareholding		Reason for increase/ decrease
	No of shares	%	No of shares	%	No of shares	%	No of shares	%	
01-Apr-18	-	-	-	-	-	-	-	-	-
30-May -18	-	-	1429962	5.03	-	-	-	-	-
26-Jun -18	-	-	7149810	5.03	-	-	-	-	Split from ₹10/- per share to ₹2/- per share
04-Oct-18			300000	0.21	-	-	7449810	5.24	Purchase
19-0ct-18			1471974	0.89			8921784	5.41	Purchase
21-Oct-18					61000	0.04	8860784	5.37	Sale
28-Mar-19					1710974	1.04	7149810	4.33	Sale
31-Mar-19							7149810	4.33	

D) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Malabar India Fund Limited	-	-	10591590	6.41
2	Tarbir Shahpuri	1352500	5.66	4600000	2.78
3	Arvind Khattar	247809	1.04	3656980	2.21
4	Ravuri Mohana Chandra Vara Prasada Rao	600000	2.51	3000000	1.82
5	Malabar Value Fund	-	-	2771925	1.68
6	Koteswara Rao Potineni	185804	0.78	2286170	1.38
7	K. Satish	400000	1.67	2000000	1.21
8	Vinay K Viswanathan	238759	0.99	1193795	0.72
9	IL and FS Securities Services Limited	223734	0.93	685080	0.41
10	Vindhya Rani Potineni	212265	0.89	1061325	0.64

E) Shareholding of Directors and Key Managerial Personnel:

KESHAV NARAYAN KANTAMNENI (CHAIRMAN)

Date	Shareholding		Addition during the year		Disposal during the year		Cumulative Shareholding		Reason for increase/ decrease
	No of shares	%	No of shares	%	No of shares	%	No of shares	%	
01-Apr-18	6950240	29.07	-	-	-	-	-	-	-
19-Apr-18					2450000	10.25	4500240	18.82	Sale
26-Jun -18			-	-	-	-	22501200	15.83	Split from ₹10/- per share to ₹2/- per share
29-Jun-18					2562465	1.80	19938735	14.03	Sale
19-Jul-18			200000	0.14			20138735	14.17	Purchase
26-Jul-18			144473	0.10			20283208	14.27	Purchase
23-Aug-18			1226848	0.86			21510056	15.13	Purchase
19-Nov-18					1536109	0.93	19973947	12.12	Sale

Date	Shareholding		Addition during the year		Disposal during the year		Cumulative Shareholding		Reason for increase/ decrease
	No of shares	%	No of shares	%	No of shares	%	No of shares	%	
19-Feb-19			111850	0.07			20085797	12.16	Purchase
26-Mar-19			100000	0.06			20185797	12.22	Purchase
31-Mar-19	-	-	-	-	-	-	20185797	12.22	-

SRINIVASAN SETHURAMAN (MANAGING DIRECTOR)

Date	Shareholding		Addition during the year		Disposal during the year		Cumulative Shareholding		Reason for increase/ decrease
	No of shares	%	No of shares	%	No of shares	%	No of shares	%	
1-Apr-18	0	0.00	-	-	-	-	0	0.00	-
31-Mar-19	-	-	-	-	-	-	0	0.00	-

UMESH PRABHAKAR RAO (JOINT MANAGING DIRECTOR)

Date	Shareholding		Addition during the year		Disposal during the year		Cumulative Shareholding		Reason for increase/ decrease
	No of shares	%	No of shares	%	No of shares	%	No of shares	%	
01-Apr-18	359595	1.50	-	-	-	-	-	-	-
01-Apr-18									
			9000	0.03	-	-	368595	1.53	Purchase
26-Jun -18			-	-	-	-	1842975	1.30	Split from ₹10/- per share to ₹2/- per share
26-Nov-18					82975	0.05	1760000	1.07	Sale
14-Jan-19					77305	0.05	1682695	1.02	Sale
15-Jan-19									
					27695	0.01	1655000	1.01	Sale
26-Mar-19					225000	0.14	1430000	0.87	Sale
31-Mar-19							1430000	0.87	Sale

B V M SARMA (JOINT MANAGING DIRECTOR)

Date	Shareholding		Addition during the year		Disposal during the year		Cumulative Shareholding		Reason for increase/ decrease
	No of shares	%	No of shares	%	No of shares	%	No of shares	%	
1-Apr-18	0	0.00	-	-	-	-	0	0.00	-
31-Mar-19	-	-	-	-	-	-	0	0.00	-

SUDHIR KUMAR JENA (DIRECTOR)

Date	Shareholding		Addition during the year		Disposal during the year		Cumulative Shareholding		Reason for increase/ decrease
	No of shares	%	No of shares	%	No of shares	%	No of shares	%	
1-Apr-18	0	0	0	0	0	0	0	0	-
31-Mar-19	0	0	0	0	0	0	0	0	-

RAMGOPAL LAKSHMI RATAN (DIRECTOR)

Date	Shareholding		Addition during the year		Disposal during the year		Cumulative Shareholding		Reason for increase/ decrease
	No of shares	%	No of shares	%	No of shares	%	No of shares	%	
01-Apr-18*	24000	0.10	-	-	-	-	-	-	-
26-Jun -18			-	-	-	-	120000	0.07	Split from ₹10/- per share to ₹2/- per share
31-Mar-19	-	-	-	-	-	-	120000	0.07	-

* In last annual report the Director's HUF (Ramgopal Lakshmiratan HUF) holding was disclosed wrongly instead of his personal holding which was 24000 shares.

REENA BATHWAL (DIRECTOR)

Date	Shareholding		Addition during the year		Disposal during the year		Cumulative Shareholding		Reason for increase/ decrease
	No of shares	%	No of shares	%	No of shares	%	No of shares	%	
01-Apr-18	200	0.0008	-	-	-	-	-	-	-
26-Jun -18			-	-	-	-	1000	0.00	Split from ₹10/- per share to ₹2/- per share
09-Oct-18			48675	0.03	-	-	49675	0.03	Conversion of warrants into equity
31-Mar-19			-	-	-	-	49675	0.03	-

PARUL SATYAN BHATT (DIRECTOR)

Date	Shareholding		Addition during the year		Disposal during the year		Cumulative Shareholding		Reason for increase/ decrease
	No of shares	%	No of shares	%	No of shares	%	No of shares	%	
01-Apr-18	500	0.002	-	-	-	-	-	-	-
26-Jun -18			-	-	-	-	2500	0.001	Split from ₹10/- per share to ₹2/- per share
			1600	0.001	-	-	4100	0.02	Purchase
31-Mar-19			-	-	-	-	4100	0.002	-

N.K. JAIN (CFO)

Date	Shareholding		Addition during the year		Disposal during the year		Cumulative Shareholding		Reason for increase/ decrease
	No of shares	%	No of shares	%	No of shares	%	No of shares	%	
01-Apr-18	0	0	0	0	0	0	0	0	-
31-Mar-19	0	0	0	0	0	0	0	0	-

RAGHURAM NATH (COMPANY SECRETARY)

Date	Shareholding		Addition during the year		Disposal during the year		Cumulative Shareholding		Reason for increase/ decrease
	No of shares	%	No of shares	%	No of shares	%	No of shares	%	
01-Apr-18	0	0	0	0	0	0	0	0	-
31-Mar-19	0	0	75	0	0	0	75	0.00	-

V) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	43,38,780	97,00,00,000	0	97,43,38,780
ii) Interest due but not paid	0	0	0	
iii) Interest accrued but not due	0	0	0	
Total (i+ii+iii)	**43,38,780**	**97,00,00,000**	**0**	**97,43,38,780**
Change in Indebtedness during the financial year				
* Addition	0	22,00,00,000	0	22,00,00,000
* Reduction	16,48,635	0	0	16,48,635
Net Change	(16,48,635)	22,00,00,000	0	11,83,51,365
Indebtedness at the end of the financial year				
i) Principal Amount	26,90,145	119,00,00,000	0	119,26,90,145
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	**26,90,145**	**119,00,00,000**	**0**	**119,26,90,145**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of Chairman / MD JMD /WTD/ Manager				Total Amount
		Keshav Narayan Kantamneni	Srinivasan Sethuraman	B V M Sarma	Umesh P Rao	
1	Gross salary	₹	₹	₹	₹	₹
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	120,00,000	67,50,000	99,96,752	15000000	434,76,752
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
	- as % of profit					
	- others, specify					
5	Others, please specify	-	-	-	-	-
	Total (A)	120,00,000	67,50,000	99,96,752	15000000	434,76,752
	Ceiling as per the Act	Remuneration has been paid in compliance with Schedule-V of the Companies Act, 2013 and with approval of shareholders.				

B. Remuneration to other directors

Sl. No.	Particulars of Remuneration	Name of Chairman / MD JMD /WTD/ Manager				Total Amount
		Ramgopal Lakshmi Ratan	Reena Bathwal	S.K. Jena	Parul Satyan Bhatt	
1	Independent Directors	₹	₹	₹	₹	₹
	Fee for attending board & committee meetings	2,25,000	2,75,000	2,75,000	1,00,000	8,75,000
	Commission	-	-	-		-
	Others, please specify	-	-	-		-
	Total (1)	2,25,000	2,75,000	2,75,000	1,00,000	8,75,000
2	Other Non-Executive Director	-	-	-		-
	Fee for attending board committee meetings	-	-	-		-
	Commission	-	-	-		-
	Others, please specify	-	-	-		-
	Total (2)	-	-	-		-
	Total (B)=(1+2)	2,25,000	2,75,000	2,75,000	1,00,000	8,75,000
	Total Managerial Remuneration					8,75,000
	Overall Ceiling as per the Act	Directors other than the executive directors have paid a sitting fee of ₹50,000/- for attending each board meeting w.e.f. 29.05.2018 (Earlier siting fee was ₹25,000/- for each meeting). No other remuneration has been paid to them.				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Narendra Kumar Jain (CFO)	Raghuram Nath (CS)#	Total
1	Gross salary	₹	₹	₹
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	66,00,000	39,69,738	105,69,738
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	others, specify…	-	-	-
5	Others, please specify	-	-	-
	Total	66,00,000	39,69,738	105,69,738

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment			None		
Compounding					
B. DIRECTORS					
Penalty					
Punishment			None		
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment			None		
Compounding					

Annexure - H

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo:

Pursuant to Section 134(3) (m) of the Companies Act, 2013 read with Rule, 8 of the Companies (Accounts) Rules, 2014

A. CONSERVATION OF ENERGY

(i) The Company along with its subsidiary continuously improving its construction activities, manufacturing process and efficiency at its all project places, plant and offices and continues in its endeavor to improve energy conservation and utilization. Some of the measures taken are as follows:

a) Regulators were installed to reduce pressure of compressed air

b) Installation of Energy Efficient Drive

c) Human factor management

d) Fuel selection

e) Fuel handling and storage

f) Fuel combustion

g) Time to time maintenance of machine

h) Renovation / replacement of existing plants and etc.

Your Company will continue to monitor and control overall energy expenses, in relation to the growth in the scale of operations.

(ii) Capital Investment on energy conservation equipment: NIL

(iii) Impact of energy conservation measures:

Energy conservation measures undertaken by the Company have resulted in savings in power cost which ultimately resulted into overall cost savings of the Company.

B. TECHNOLOGY ABSORPTION

(i) The efforts made by the Company towards technology absorption:

a) Company on continuous basis modifies and upgrades the construction/manufacturing / parameters which resulted into cost effectiveness, better productivity in terms of quantity without compromising quality of the products.

b) Development of new process, products, design, concept and processes at regular intervals.

c) Company has undertaken in house R&D activities to improve the quantity and quality of products.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution:

The Company has derived various benefits from new and improved technology and R&D activities i.e. Product (quality) improvement, reduced cost of final products, Reduction in process time, Conservation of energy, Smooth processing, conservation of environment, Increase in customer base, Increase in the brand value of Company etc.

(iii) Imported Technology (imported during the last 3 years reckoned from the beginning of the financial year):

The Company has not imported any technology during the last three years

(iv) Expenditure on R & D: Nil

C. FOREIGN EXCHANGE EARNING & OUTGO:

Earning Nil and outflow is ₹42,11,489/-.

For and on behalf of the Board of Directors

Place: Chennai
Date: August 14, 2019

Keshav Kantamneni
Chairman

Management
discussion and analysis

INDIAN ECONOMIC OVERVIEW

India retained its position as the sixth-largest economy and the fastest-growing trillion-dollar economy through a major part of the year under review (except in the last quarter of 2018-19). After growing 7.2% in 2017-18, the Indian economy is estimated to have grown 6.8% in 2018-19 as per the Central Statistics Office release, May 2019.

The principal developments during the year under review comprised a sustained increase in per capita income, decline in national inflation, steadying interest rates and weakened consumer sentiment from the second half of the financial year. The weaker sentiment was on account of a large non-banking financial institution announcing its inability to address liabilities. This affected credit expansion, financial markets and consumer sentiment, which in turn resulted in slower GDP growth that declined to 5.8% by the fourth quarter of 2018-19, the slowest growth in a single quarter in years.

In 2018, the country attracted ~US$ 42 billion in FDI inflows as per the World Investment Report, 2019. Driven by strong policy reforms, India witnessed a 23-notch jump to a record 77th position in the World Bank's latest report on the 'Ease of Doing Business' that captured the performance of 190 countries.

The commencement of the US-China trade war opened new opportunities for India, particularly in the agro sector. Inflation (including food and energy prices) was estimated at 2.6% on an annual basis, one of the lowest in years and well below the Reserve Bank of India's medium-term target of 4%. The rupee rebounded after touching a low of ₹74.45 to a dollar to close the financial year at ₹69.44. During the fiscal under review, the Indian Government continued to invest deeper in digitisation, renewable energy capacity generation and infrastructure building.

(Source: CSO, Economic Times, PIB, World Bank, Times Now)

Outlook

The Indian economy appears to be headed for sustained sluggishness in 2019-20. Even as a new government is expected to remain pro-investment and pro-business resulting in a larger spending on infrastructure build-out, an economic revival appears some quarters away. The long-term outlook of the country appears to be positive on account of the various economic reforms, increasing aspirations, sustained consumption momentum and a national under-consumption across a range of products appearing to correct itself.

(Source: CSO, Fitch, Economic Times, Business Standard, IBEF, Business Today, India Today, Money control)

INDIAN BUILDING SOLUTIONS AND INTERIOR FIT-OUTS MARKET OVERVIEW

Spurred on by a gradual growth in demand for commercial real estate, the interior turnkey solutions market has seen substantial growth over the years. Interior turnkey solution is the go-to choice for offices which give the customer an upper hand owing to cost-efficiency and time efficiency. The year 2018 was a landmark for Indian office space absorption standing at an all-time high of 45 million sq. ft., clocking a growth of 5% y-o-y across nine leading cities. This growth in the office space sector has translated into greater demand for turnkey solutions across the country. The modern-day furniture is specially designed to address the needs of today's employees, invoking collaboration, flexibility, and mobility. Nowadays, workspaces are implementing flexible seating, open collaborative spaces, standing workstations, and privacy pods and lounges, among others. The dynamism and growth momentum in the Indian office realty segment provides ample headroom for growth of office interior fit-out segment across the country. Buoyed by this optimism, the office fit-out market in India is expected to reach US$ 2.6 billion by 2020, clocking a CAGR of 10% between 2015 and 2020.

On the other hand, the residential sector has also started adopting the concept of turnkey solutions. The size of the Indian furniture market was pegged at US$ 21 billion in 2018 and is projected to grow to more than US$ 31 billion by 2024, clocking a CAGR of around 7% between 2019-2024, enabled by the growing real estate and hospitality industry. Increasing government investments directed towards infrastructure development coupled with rising demand for premium furniture from certain consumer sections, will also boost the furniture market. Furthermore, rising disposable income is influencing expenditure on a comfortable lifestyle, a part of should provide growth opportunities for furniture market players over the foreseeable future.

The office furniture market in India is fragmented with the unorganised sector dominating the market with a control over more than 75% of the market. The organised sector has to make do with the rest ~25%. However, even the organised sector, which was earlier under the control of Indian companies, of late has seen the entry of many foreign players who are flooding the market with innovative designs, giving a push to the demand for modular offices. The market for furniture, especially office furniture, also depends on the supply and absorption of commercial real estate and vacancy levels of existing spaces. The market for office facilities in India exhibits huge potential drawing in foreign players planning to venture into this industry. Currently, office space occupies ~65% of the Indian facility management services market, the high share reflecting increased commercial activities in the metropolitan areas such as Delhi-NCR, Mumbai, Chennai, and Bengaluru. The home decor market is expected to garner US$ 664 billion by 2020, registering a five-year CAGR of 4.2%.

(Source: Allied Market Research, AB News Wire)

DEMAND DRIVERS

Real estate revival: During 2018-19, the real estate sector of India revived on the back of increasing growth in the residential segment. The biggest impetus for the sector came from the government project of 'Housing for All' by 2022 and the development of 100 Smart Cities which is expected to boost the demand for furniture industry. The rise in demand for residential realty is as substantial as 20% and the home furniture market is expected to witness the fastest growth over the next five years, followed by the office and institutional segments.

Absorption of office spaces: During 2018, India recorded an all-time high office space absorption of 45 million sq. ft., registering a growth of 5% y-o-y across nine leading cities, providing the interior fit-out and furniture market a much needed boost.

Favourable demographics: With a population of 1.35 billion people whose median age was 27 years in 2018, India is expected to become the youngest country by 2020. The demand for interior fit-outs being higher among the young populace, India has huge headroom of growth in this sector.

Tourism boost: An anticipated increase in the tourism and hospitality sector is also expected to catalyse demand for interior fit-outs. Foreign Tourist Arrivals (FTAs) in the country grew 14% to 10.4 million with a consequent growth in Foreign Exchange Earnings at 20.6% to US$ 28.7 billion in 2017-18. However, the sector witnessed a slowdown in 2018-19 and though the FTA in 2018-19 stood at 10.6 million, the growth rate of FTAs declined temporarily to 2.1% in 2018-19.

EMERGING FURNITURE TRENDS

Cost-effective: Space-saving furnishing solutions are extremely cost-effective, using bare minimum, yet essential, raw material to make robust products. This reduces the overall production cost and makes it more affordable for people living in cities.

Practical: Space-saving furniture options often have more practical utility than traditional furniture. For instance, a traditional dining table may have a wooden or a glass top which becomes extremely hard to move and requires higher maintenance costs. However, space-saving options such as a foldable bed or wall dining table create extra utility as they can be used for more than one purpose.

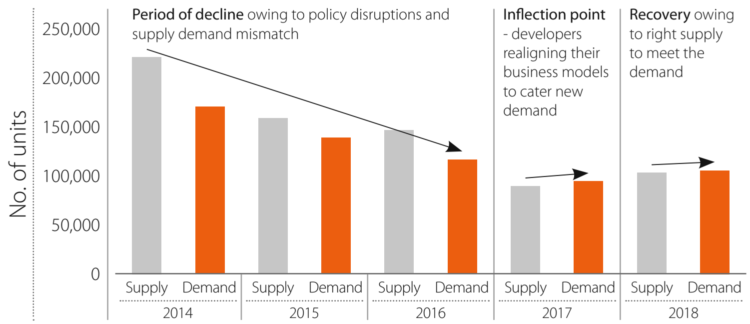
More volume in less space: The whole point of space-saving furniture is to be able to do more in less space. Hostels and hospitals have started opting for bunk-beds which not only saves space but also accommodates more people, generating more revenue. Similarly, educational institutions have started opting for foldable benches, chairs or tables to create space whenever needed.

Mobility: Shifting of traditional furniture while changing houses or offices is challenging. Space-saving furniture is often put together with nuts and bolts that can be assembled or de-assembled, as and when needed. It has the added advantage of saving the furniture from damage and increasing its durability, thus generating a better return on investment in relation to traditional furniture.

INDIAN HOUSING SECTOR REVIEW

The Indian residential market was going through a bearish phase in 2017 owing to the adverse impact of demonetisation, Real Estate (Regulation and Development) Act (RERA) and implementation of the Goods and Service Tax (GST), the combined effect of which translated into a decline in residential sales and launches across the country in 2017. Happily enough, with the impact of these policy initiatives subsiding in 2018, new launches and sales saw a growth of 15% and 13% y-o-y respectively. Though a meltdown in the NBFC sector in the second half of 2018 resulted in a fund crunch for the developer community, the Government of India took some proactive steps to ring-fence the NBFC liquidity crisis coupled with the GST rate cuts on housing units to spur on demand in the housing segment.

In terms of segments, mid-end projects are estimated to garner the major chunk of supply in 2019, followed by the affordable segment (owing to government incentives and increase in end-user demand). Furthermore, an uptick in launches is expected to be witnessed in Bangalore, Mumbai, Hyderabad and Chennai, whereas launches in Kolkata and Pune are expected to be stable.



(Source: CBRE)

DEMAND DRIVERS

Increasing population: The population of India is around 1.35 billion people and India is expected to become the most populous country in the world by 2025, catalysing housing demand across the country.

Rising income levels: The per capita income in real terms (at 2011-12 prices) during 2018-19 is estimated to attain a level of ₹91,921 compared to ₹86,668 in 2017-18, creating an expectation of driving the country's consumption.

Increasing urbanisation: India is the second largest urban community in the world after China. The estimation is that by 2019-20 35% of India's population will be living in urban centres contributing 70% to 75% of India's GDP. The process of urbanisation is expected to continue to bring in half of India's total population in the urban areas by 2049-50.

Credible players to enter affordable housing: An increasing number of large-scale developers are entering the affordable housing sector owing to government incentives, increased funding availability on account of this sector enjoying the status of 'infrastructure', and rising demand from buyers. Most of the launches in this segment are expected to be concentrated in the peripheral locations of Tier I, Tier II and Tier III cities, where the sizes of the units are comparatively bigger.

Increasing investment in land: Another reason for expecting a substantial growth in demand in the housing sector in the near future is increasing land transactions by developers in 2018, accounting for 34% of overall investments in 2018 compared to 28% in 2017. The expectation for an increase in demand for housing is buttressed by the fact that more than half of the land deals witnessed in 2018 were for residential projects in cities like Bangalore, Mumbai and Chennai.

Online platforms to enhance sales: Internet penetration in urban India is observed to be more than 60% today and the number of mobile internet users is estimated to touch 627 million by the end of 2019, leading to a rapid increase in channel partners tapping this online platform for sales.

Credit Linked Subsidy Scheme (CLSS): The CLSS for the Middle Income Group (MIG) was announced on December 31, 2016 and has been extended till March 2020 for first time urban home buyers who have an annual income between ₹6 lakh and ₹18 lakh. For the MIG I category (consists of individuals with an annual income of ₹6-12 lakh) an interest subsidy of 4% is provided on a loan of upto ₹9 lakh. For the MIG II category (consists of individuals with an annual income of ₹12-18 lakh) an interest subsidy of 3% is given on a loan of upto ₹12 lakh.

Encouraging policies: The National Urban Housing Fund was kickstarted with an outlay of ₹60,000 crore. The Indian Government's vision is to provide 'Housing for All' by 2022 is expected to give the housing segment the much needed boost.

AFFORDABLE HOUSING BOOST

- The Union Budget 2019 is optimistic for the sector as it contains ample opportunities for the home buyers to invest. Raising the exemption limit for the general category of individual taxpayers, should increase the buying capacity of the potential home buyer making the goal of 'Housing for All' by 2020 a more likely possibility.

- Extending the benefits under Sec 80 (I) BA for one more year for all housing projects approved till the end of 2019-20 is expected to further boost demand in real estate industry. Sectors related to and dependent on real estate, such as paints, cement and ceramics, steel among others, will also stand to gain.
- People earning up to ₹5 lakh will get a full tax rebate. However, if one invests in specified government saving schemes, the tax exemption extends to ₹6.5 lakh. This can have good implications for affordable housing, but not really for the mid-income housing. The Central Government has also extended the benefit of tax exemption for developers by one more year up to 2020, which too is expected to give a push to the affordable housing segment.
- The infrastructure and the construction industry received notable sops during the Interim Budget. These benefits should indirectly benefit the real estate sector. Significant boost was also provided for rural development by sanctioning ₹19,000 crore for 2018-19.
- The GST rate payable on affordable homes, with effect from April 2019, came down from 8% to 1%, and all other residential properties outside the affordable segment attracted 5% GST instead of the 12%, earlier levied.
- 1.53 crore houses were constructed under Pradhan Mantri Awas Yojana (PMAY) in the last five years. The Central Government is focused on boosting ease of living. It aims to build next-gen physical as well as social infrastructure for US$ 10 trillion economy. This is expected to boost quality of living in Indian cities and towns. The Interim Budget has continued the thrust on improving and enhancing infrastructure, which is the backbone of any developing country. This includes outlays for railways and roads among others, to boost connectivity across the country, especially that between the Tier II and Tier III cities, and the big cities.
- In February 2019, the government relaxed the upper limit for the area of affordable housing. Following the revision, affordable housing could include units upto 60 sq. m. in metropolitan cities with a value up to ₹4.5 million. For non-metropolitan cities, this was revised to 90 sq. m. per unit with value up to ₹4.5 million under the affordable housing category.

(Source: The Hindu, Provident Housing, Fortune, LiasesForas, DNA, CBRE)

RISK MANAGEMENT

Industry risk

Slowdown in the downstream sector could impact offtake of the Company.

Mitigation: On the back of a recovering real estate sector, the demand for panel products is expected to grow. 'Housing for All' is also receiving traction and is expected to drive demand for panel products. Further, increasing office space consumption is expected to drive demand for office furniture in the country.

Competition risk

Growing competition could have an adverse bearing on the Company's profitability.

Mitigation: Headquartered in Mumbai with core markets in Delhi, Pune, Bangalore, Chennai, Hyderabad and Kolkata, the Company has robust presence spread across the entire country. On the back of strong quality coupled with consistent performance, the Company has fortified its position in the market. With Markab acquiring a majority stake in the Company, Uniply is expected to foray into the global market as well.

Funding risk

The Company may not be able to fund its capex requirements in a cost-effective manner.

Mitigation: The Company significantly de-leveraged its debt-equity ratio to 0.48 during 2018-19 from 0.77 during 2017-18, while the Company's interest cover stood at a robust 2.51x as on 31st March 2019.

Trend risk

An inability to stay abreast of the latest styles can result in lowered sales.

Mitigation: The Company has a design and build team in play that is constantly observing market trends and developing products as per ever-changing market trends. This also gives the Company an upper hand over sectoral peers.

ABOUT THE COMPANY

In 2016, Uniply is headquartered in Mumbai with a presence across India in major cities such as Delhi, Pune, Bangalore, Chennai, Hyderabad and Kolkata.

The Company comprises two business – interior wood products and construction.

The interior wood products business enjoys an international presence with offices in Dubai and Kuala Lumpur with extensive certifications (ISO 9001:2008, ISO 14001 and OHSAS 18001). The Company is driven by a vision of creating innovative interiors and robust construction. The interior wood products business comprises 470 architects and interior designers and a strong in-house engineering team.

Uniply reported project wins worth ₹638 crore in the affordable housing segment. The Company's construction business is executing two turnkey projects each in Telangana and Karnataka (design-to-build). As these projects are still in a nascent stage, revenues for the year ended 31st March 2019 stood at ₹228.65 crore but are expected to grow in the current financial year.

FINANCIAL REVIEW, 2018-19

- Consolidated income for the year increased to ₹504.80 crore compared to ₹404.03 crore in the previous fiscal.
- Consolidated profit before tax for the year was ₹59.20 crore compared to ₹54.41 crore in the previous fiscal.
- Consolidated profit after tax for the year was ₹39.43 crore compared to ₹32.80 crore in the previous fiscal.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has implemented proper and adequate system of internal control commensurate with the size and nature of its operations to provide reasonable assurance that all assets are safeguarded, transactions are authorised, recorded and reported properly, applicable statutes and corporate policies are duly complied with.

HUMAN RESOURCES

The Company recognises people as the primary source of its competitiveness and continues to focus on people- development by leveraging technology and promoting a continuously learning human resource base to unleash their potential and fulfill their aspirations. The Company recruits judiciously through industry contacts, newspaper advertisements and consultancies.

QUALITY MANAGEMENT SYSTEM

The Company continues to lay a keen emphasis on qualitative excellence to ensure total customer satisfaction. The Company's mission is to provide customers with products that match international standards and surpass their expectations.

CAUTIONARY NOTE

The above statements are as perceived by the Directors based on the current scenario and the input available. Any extraneous developments and force majeure conditions may have an impact on the above perceptions.

ACKNOWLEDGEMENTS

The Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment. The enthusiasm and unstinting efforts of the employees have enabled the Company to emerge as a leading sectoral player. The Board places on record its appreciation for the support and co-operation your Company has been receiving from its suppliers, redistribution stockists, retailers, business partners and others associated with the Company as its trading partners. The Company looks upon them as partners in its progress and has shared with them the rewards of growth. It will be the Company's endeavour to build and nurture strong links with other associates in the trade based on mutuality of benefits, respect for and co-operation with each other, keeping in mind that it is ultimately consistent with consumer interests. The Directors also take this opportunity to thank all investors, clients, vendors, banks, governmental agencies and regulatory authorities and stock exchanges for their continued support.

For and on behalf of the Board of Directors

Place: Chennai
Date: August 14, 2019

Keshav Narayan Kantamneni
Chairman

Report on
Corporate Governance

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company is committed to high standards of corporate governance and believes in conducting business lawfully, with integrity and in an ethical manner. The Company is determined to provide in time, correct and complete information, as required, to all its stakeholders. The Company regularly interacts with all the stakeholders The Company firmly believes that good Corporate Governance can be achieved by promoting corporate fairness, transparency and accountability. To achieve Corporate Governance of the highest standards, the Company has adopted a comprehensive Corporate Governance policy.

UNIPLY is in compliance with the Corporate Governance guidelines as stipulated under the Corporate Governance Policy and various clauses of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). A report on this is detailed below.

2. BOARD OF DIRECTORS

The Board, as defined in the Corporate Governance principles of UNIPLY, has the responsibility of ensuring concord among shareholders' expectations, the Company's plans and the management's performance. The Board is also responsible for developing and approving the mission of the Company's business, its objectives and goals and the strategy for achieving these. 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 balanced Board, comprising 4 executives and 4 non-executive directors. The non-executive directors are independent professional directors. 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	DIN	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. Keshav Narayan Kantamneni	06378064	Promoter-Executive	2	None	None
Mr. Srinivasan Sethuraman	03175616	Executive	3	None	None
Mr. Umesh Prabhakar Rao	00080552	Executive	None	None	None
Mr. B V M Sarma(*)	08011546	Executive	1	None	None
Mrs Parul Satyan Bhatt (**)	07143186	Non-Executive Independent	1	None	2
Mr. Sudhir Kumar Jena	00374925	Non-Executive Independent	None	None	None
Mr. Ramgopal Lakshmi Ratan	00400605	Non-Executive Independent	1	3	1
Mrs. Reena Bathwal	07364532	Non-Executive Independent	3	None	4

* Mr. B.V.M Sarma appointed as a Director w.e.f. 29.05.2018
** Mrs. Parul Satyan Bhatt appointed as a Director w.e.f. 14.11.2018
Note: There are no inter-se relationship between our Board members. The Company doesn't have any pecuniary relationships with any of the non-executive directors.

During the financial year ended 31st March 2019, 6 Board Meeting were held, which are as follows

Sl. No.	Date	Board strength	No. of Directors present
1	25-Apr-2018	06	05
2	29-May-2018	06	04
3	14-Aug-2018	07	05
4	09-Oct-2018	07	06
5	14-Nov-2018	08	07
6	14-Feb-2019	08	06

Attendance at Board Meeting and Annual General Meeting during the financial year

Director	No. of Board Meetings attended	Attendance at last AGM
Mr. Keshav Narayan Kantamneni	04	Yes
Mr. Srinivasan Sethuraman	06	No
Mr. B V M Sarma	03	Yes
Mr. Umesh Prabhakar Rao	01	Yes
Mr. Sudhir Kumar jena	06	Yes
Mrs. Reena Bathwal	06	Yes
Mr. Ramgopal Lakshmi Ratan	05	Yes
Mrs. Parul Satyan Bhatt	02	NA

KEY BOARD SKILLS, EXPERTISE AND COMPETENCIES:

The Board has identified the following core skills, expertise, competencies as required in the context of the business operation of the Company and the sector in which the Company is operating:

Sl. No.	Skills/expertise/competence of the Board of Directors		Position with the Board
1	Business understanding	Understanding the construction/interior & exterior business	Yes
2	Financial Understanding	Ability to understand the key financial statements, ratios, financial indicators and financial viability of project(s) and efficient use of resources	Yes
3	Strategy and strategic planning	Skill to think strategically and strategic planning and implement ideas and opportunities	Yes
4	Critical and innovative thoughts	The ability to critically analyse the information and develop innovative approaches and solutions	Yes
5	Risk and compliance oversight	Understanding risks involved in the business and compliance of various regulatory aspects.	Yes
6	HR & Other policies of the Company	Have knowledge and understanding of various policies of the Company	Yes

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.
5. Review and approve Related Party Transactions

COMPOSITION OF THE AUDIT COMMITTEE:

THE AUDIT COMMITTEE CONSISTS OF THE FOLLOWING MEMBERS:

Sl. No.	Name of the Member	Chairman/member
1	Mr. Sudhir Kumar Jena	Chairman
2	Mr. Ramgopal Lakshmi Ratan	Member
3	Mrs. Reena Bathwal	Member

MEETING AND ATTENDANCE

DETAILS OF AUDIT COMMITTEE MEETING DURING THE FINANCIAL YEAR

During the financial year ended 31st March 2019, four (04) meetings of Audit Committee were held, which are as follows

Sl. No.	Date	Committee strength	No. of members present
1	29-May-2018	03	02
2	14-Aug-2018	03	03
3	14-Nov-2018	03	03
4	14-Feb-2019	03	03

ATTENDANCE OF AUDIT COMMITTEE MEETING DURING THE FINANCIAL YEAR

Sl. No.	Name of the Member	No. of Meetings attended
1	Mr. Sudhir Kumar Jena	04
2	Mr. Ramgopal Lakshmi Ratan	03
3	Mrs. Reena Bathwal	04

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

4. NOMINATION & REMUNERATION COMMITTEE

In compliance with Section 178 of the Companies Act, 2013, the Board has renamed the existing "Remuneration Committee" as the "Nomination and Remuneration Committee." The Committee is governed through Nomination & Remuneration Policy and to access the same, the web link is: http://www.uniply.in/pdf-excel/NOMINATION___REMUNERATION_POLICY.pdf. The brief terms of reference of the Committee inter alia, include the following:

- Succession planning of the Board of Directors and Senior Management Employees;
- Identifying and selection of candidates for appointment as Directors/ Independent Directors based on certain laid down criteria;
- Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board.

COMPOSITION OF THE NOMINATION & REMUNERATION COMMITTEE:

The Nomination & Remuneration Committee consists of the following members:

Sl. No.	Name of the Member	Chairman/member
1	Mr. Sudhir Kumar Jena	Chairman
2	Mr. Ramgopal Lakshmi Ratan	Member
3	Mrs. Reena Bathwal	Member

DETAILS OF NOMINATION & REMUNERATION COMMITTEE MEETING DURING THE YEAR:

During the financial year ended 31st March 2019, Four (4) meetings of Nomination & Remuneration Committee were held, which are as follows:

Sl. No.	Date	Committee strength	No. of members present
1	29-May-2018	03	02
2	14-Aug-2018	03	03
3	14-Nov-2018	03	03
4	14-Feb-2019	03	03

ATTENDANCE OF COMMITTEE MEETING DURING THE FINANCIAL YEAR

Sl. No.	Name of the Member	No. of Meetings attended
1	Mr. Sudhir Kumar Jena	04
2	Mr. Ramgopal Lakshmi Ratan	03
3	Mrs. Reena Bathwal	04

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

REMUNERATION TO DIRECTORS:

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 within the limits approved by the members and as permitted under Schedule V of the Companies Act, 2013.

MANNER OF BOARD EVALUATIONS:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 27 of SEBI(LODR) Regulations,2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board' functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee met time to time whenever requires to approve share transfers, transmissions, issue of duplicate share certificates, re-materialization of shares and all other issues pertaining to shares and also to redress investor grievances like non receipt of dividend warrants, non-receipt of share certificates, etc. The committee regularly reviews the movement in shareholding and ownership structure. The committee also reviews the performance of the Registrar and Share Transfer Agents.

COMPOSITION OF THE COMMITTEE:

THE COMMITTEE CONSISTS OF THE FOLLOWING MEMBERS:

Sl. No.	Name of the Member	Chairman/member
1	Mr. Ramgopal Lakshmi Ratan	Chairman
2	Mrs. Reena Bathwal	Member
3	Mr. Sudhir Kumar Jena	Member

During the financial year ended 31st March 2019, Two (2) meetings of Stakeholders Relationship Committee were held, which are as follows:

Sl. No.	Date	Committee strength	No. of members present
1	14-Nov-2018	03	03
2	14-Feb-2019	03	03

ATTENDANCE OF COMMITTEE MEETING DURING THE FINANCIAL YEAR

Sl. No.	Name of the Member	No. of Meetings attended
1	Mr. Sudhir Kumar Jena	02
2	Mr. Ramgopal Lakshmi Ratan	02
3	Mrs. Reena Bathwal	02

The Company Secretary of the Company acted as secretary to the Committee. The Board has appointed Company Secretary as the Compliance Officer, as required under SEBI (LODR) Regulations, 2015. The Board has also appointed the Company Secretary as the Nodal Officer to ensure complaince with IEPF Rules.

The followings are details about the grievances that solved/to be solved by the committee.

Total number of Complaints received during the year	: Nil
Number of Complaints solved	: Nil
Number of complaints remaining unattended as on 31.03.209	: Nil
Number of pending share transfer as on 31.03.2019	: Nil
Number of pending demat cases as on 31.03.2019	: Nil

6. RISK MANAGEMENT COMMITTEE

Risk Assessment and minimization procedures have been framed by the Company named as "Risk Management Charter" and are reviewed by the Committee from time to time. The Committee has overall responsibility for monitoring and approving the risk policies and associated practices of the Company. The Duties and Responsibilities of the Committee are as follows:

- Annually review and approve the Risk Management Policy and associated frameworks, processes and practices of the Company.
- Ensure that the Company is taking the appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities.
- Evaluate significant risk exposures of the Company and access management's actions to mitigate the exposures in a timely manner.
- Co-ordinate its activities with Audit Committee in stances where there is any overlap with Audit activities.

Within its overall scope as aforesaid, the Committee shall review risks trends, exposure, potential impact analysis and mitigation plan.

The composition of the Risk Management Committee as at March 31, 2019 are as under: The Committee meets from time to time.

Sl. No.	Name of the Member	Chairman/member
1	Mr. Keshav Kantamneni	Chairman
2	Mr. Ramgopal Lakshmi Ratan	Member
3	Mr. Srinivasan Sethuraman	Member

7. INDEPENDENT DIRECTORS MEETING:

During the year under review, the Independent Directors Meeting was held on February, 14, 2019, wherein all four Independent Directors were present and Mr. Sudhir Kumar Jena appointed as Chairman for the Meeting. Meeting was convened inter alia, to discuss:

1. Review of the performance of Non- Independent Directors and the Board as a whole.
2. Review of the performance of the Chairperson of the Company.
3. Assessment of the quality, quantity and timeliness of the flow of information between the Company's management and the Board.

8. FINANCIAL CALENDER TENTATIVE

(Compliance of Regulation 33 of the SEBI (LODR)Regulation, 2015

Period ended	Financial Reporting On or before
30th June, 2019	14th August, 2019
30th September, 2019	14th November, 2019
31st December, 2019	14th February, 2020
31st March, 2020	30th May, 2020

9. INTERNAL COMMITTEE UNDER THE SEXUAL HARASSMENT OF WOMAN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL ACT, 2013)

The composition of the Committee as at March 31, 2019 as under. The Committee meets from time to time.

Sl No.	Name of the Member	Chairman / member
1	Mrs. Parul Sathyan Bhatt	Chairman
2	Mr. Srinivasan Sethuraman	Member
3	Mrs. Anju Gandhi	External Member
4	Mrs. Subhashree A	Member

10. GENERAL BODY MEETINGS

Date, location and time where our Annual General Meetings (AGM) has been held:

Annual General Meeting	Date of Annual General Meeting	Location	Time
20th	29th September, 2016	Music Academy (Kasturi Srinivasan Hall) # Old No. 306, New No. 168, T.T. Krishnamachari Road, Royapettah, Chennai, Tamil Nadu - 600014	2.30 p.m.
21st	28th September,2017	Music Academy (Kasturi Srinivasan Hall) # Old No. 306, New No. 168, T.T. Krishnamachari Road, Royapettah, Chennai, Tamil Nadu - 600014	04.00 p.m.
22nd	26th September, 2018	Music Academy (Kasturi Srinivasan Hall) # Old No. 306, New No. 168, T.T. Krishnamachari Road, Royapettah, Chennai, Tamil Nadu - 600014	03.00 p.m

Postal Ballot:

1. On 12.06.2019 the Shareholder have passed the following special resolutions through Postal ballot:
   a) To authorize board of directors to provide loan and investment under section 186 of the companies Act, 2013 - % of votes in favour of votes polled was 99.9794%
   b) To alter the main object clause in the memorandum of association of the Company - % of votes in favour of votes polled was 99.9794%
   c) To consider and approve the proposal of sub-dividing/ splitting of face value of equity shares from ₹10/. Each to ₹2/- each of the Company as per section 61(1)(d) of the companies Act, 2013 - % of votes in favour of votes polled was 99.9794%
   d) To consider and approve alteration of 'capital clause' of memorandum of association as per the sections 13, 61 and all other applicable provisions, if any, of the companies Act, 2013 - % of votes in favour of votes polled was 99.9794%.

2. M/s. P.K. Panda & Co, Practicing Company Secretary has conducted the Postal Ballot Exercise.

Detailed procedure of Postal Ballot has been narrated in the Notice to the Postal Ballot and its executed pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations.

11. DISCLOSURES

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

(Appropriate approvals have been taken for related party transactions. The committee reviewed and approved transactions of the Company with related parties and recommended the Board for approval as and when necessary. The details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standard.)

- Details of non-compliances, penalties, and strictures by stock exchange/ SEBI/Statutory Authorities on any matter related to Capital Markets, during the last year: The Stock Exchanges have penalised the Company for the non-compliance of Regulation 17(1) of SEBI (LODR) 2015 for the period 29.05.2018 to 13.11.2018 and the same was complied with by the Company w.e.f. 14.11.2018. The Company has paid the penalties to the respective stock exchange.
- Pecuniary relationships or transaction with Non-Executive Directors: None
- The Company has a vigil mechanism/Whistle Blower Policy in line with Companies Act, 2013 and SEBI (LODR) 2015. The Board is hereby affirmed that no personnel have been denied access to the audit committee.

12. UNIPLY CODE OF CONDUCT

The Uniply Code of conduct, as adopted by the Board of Directors, is applicable to all directors and senior management 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. As provided under the listing regulations with the stock exchanges, the Chairman of the Company had given a declaration on behalf of the Board and senior management for affirmation of compliance with the code of conduct for the financial year 2018-19.

13. 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. These results are simultaneously posted on the Company's website.
Which newspapers normally published in	Financial Express– English newspaper Malai Tamizhagam/Malai Sudar – Tamil Newspaper
Any Website where displayed	Yes, 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.

14. GENERAL SHAREHOLDER INFORMATION

23rd Annual General Meeting

Date	30.09.2019
Time	2.30 pm
Venue	Kasturi Srinivasan Hall (Mini Hall) Music Academy T.T. Krishnamachari Road, Chennai, 600014

15. BOOK CLOSURE

The Register of members and share transfer book of the Company shall remain closed from September 24, 2019 to September 30, 2019 (both days inclusive) for the purpose of Annual General Meeting and Dividend.

16. 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

17. ISIN NO. FOR THE COMPANY'S EQUITY SHARES IN DEMAT FORM:

INE950G01023 effective post-split of shares from ₹10/- each to ₹2/- each (INE950G01015 of ₹10/- each share)

18. DEPOSITORY CONNECTIVITY:

NSDL & CDSL

19. STOCK MARKET DATA:

The monthly high and low quotations at the BSE and NSE during each month in the last financial year are provided as follows:

Month	Bombay Stock Exchange Limited (BSE)		National Stock Exchange of India Limited (NSE)	
	High	Low	High	Low
April, 2018(*)	486.00	376.70	485.90	380.10
May, 2018(*)	468.10	398.80	470.00	399.20
June, 2018	98.30	72.01	85.70	74.00
July, 2018	83.00	60.35	83.80	58.80
August, 2018	78.95	65.95	79.15	65.60
September, 2018	72.45	53.90	70.50	53.00
October, 2018	66.40	49.55	66.50	49.50
November, 2018	67.40	54.95	65.50	54.20
December, 2018	72.90	56.50	64.80	55.20
January, 2019	63.00	44.00	59.50	45.00
February, 2019	59.90	40.35	53.50	40.70
March, 2019	50.95	38.10	50.95	38.10

* Market price per share is of face value of ₹10/- each and ₹2/- each in subsequent months

20. REGISTRAR & TRANSFER AGENT (RTA):

M/s. Cameo Corporate Services Ltd.
Subramaniam Building, V-Floor, No. 1, Club House Road, Chennai – 600 002.
Ph. No.: 044-28460390
Contact Person: Mrs Kanthimathi J

21. SHARE TRANSFER SYSTEM:

In accordance with the requirements of Regulation 40(3) of the SEBI (LODR) Regulations 2015, the Company, on receipt of proper documentation, registers transfers of its securities in the name of the transferee(s) and issue certificates or receipts or advices, as applicable, of transfers; or issue any valid objection or intimation to the transferee or transferor, as the case may be, within a period of fifteen days from the date of such receipt of request for transfer.

The Board has delegated the authority for approving transfer, transmission, etc. of the Company's Stakeholders Relationship/ Grievance Committee. The Committee meets at regular intervals for approving share transfers, etc. A summary of the transfer, transmissions, dematerialization, etc. is placed before the Committee at every meeting. There are no legal cases relating to transfer of shares. The Company obtains half-yearly certificate from a Company Secretary in Practice under Regulation 40(9) on compliance regarding share transfer formalities and submits a copy thereof to the Stock Exchange.

As noticed by SEBI, effective from 1st April, 2019, except in case of transmission or transposition of securities, request for effecting transfer of securities of listed companies shall not be processes unless the securities are held in dematerialized form with a depository.

22. DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2019:

(a) According to category of holding:

Category	No. of Shareholders	% of Shareholders	No. of shares	% of shares
Promoters/PAC	3	0.02	43426559	26.29
FPI	3	0.02	10635785	6.44
Financial Institutions/ Banks	2	0.01	299248	0.18
Clearing Member	50	0.37	2207936	1.34
Bodies Corporate	415	3.05	27730267	16.78
HUF	368	2.71	5443381	3.29
NRI	271	1.99	5629637	3.41
Trusts	1	0.01	625	0.00
Resident	12478	91.82	69839982	42.27
Total	13591	100.00	165213420	100.00

(b) According to number of equity shares held:

Category	No. of Shareholders	% of Shareholders	No. of shares	% of shares
1 - 100	4167	30.61	185087	0.11
101 - 500	4190	30.85	1299579	0.79
501 - 1000	1510	11.12	1247419	0.76
1001 - 2000	1224	9.00	1802299	1.09
2001 - 3000	639	4.71	1625403	0.98
3001 - 4000	261	1.92	927667	0.56
4001 - 5000	331	2.44	1598549	0.97
5001 - 10000	453	3.34	3372060	2.04
10001 - And Above	816	6.01	153155357	92.70
Total	13591	100.00	165213420	100.00

23. DEMATERIALIZATION OF SHARES AND LIQUIDITY:

16,52,09,565 no's of equity shares are in dematerialized form as on 31.03.2019.

24. ADDRESS FOR CORRESPONDENCE:

Uniply Industries Limited,
No. 572, Anna Salai, Teynampet, Chennai – 600 018

Tel. No. 044 – 2436 2019, Fax No. 044 – 2436 2018
E-mail: cs@uniply.in | investorservices@uniply.in

25. FINANCIAL YEAR:

The Financial year of the Company is 1st April to 31st March of every year

26. DIVIDEND PAYMENT DATE:

Within statutory period from date of passing of resolution at the Annual General Meeting.

27. OUTSTANDING GDRS/ADRS/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS:

As on date the Company has 2,50,40,685 number of outstanding share warrants of ₹2/- each and these share warrants are required to be exercised by the warrant holders on or before 24.10.2019.

There were no other outstanding GDRs/ADRs or any other Convertible Instruments as on 31.03.2019.

28. DETAILS OF UTILIZATION OF FUND RAISED THROUGH PREFERENTIAL ALLOTMENT:

The fund raised through preferential allotment during the year under review are used for the purpose for with the same was raised.

29. PAYMENT TO THE AUDITORS FOR THE YEAR 2018-19

At Uniply Industries Limited – ₹8,00,000/-

At Vector Projects (I) Pvt Ltd - ₹15,25,000/-

Uniply Decor Limited – ₹5,55,000/-

30. CERTIFICATE FROM PCS THAT NONE OF THE DIRECTORS OF THE BOARD OF THE COMPANY HAVE BEEN DEBARRED OR DISQUALIFIED FROM BEING APPOINTED OR CONTINUING AS DIRECTORS BY MCA OR OTHER AUTHORITY.

M/s. P.K. Panda & Co has issued certificate on the captioned subject and as per them none of the Directors are debarred or disqualified from being appointed or continuing as Directors by MCA or other authority. The certificate issued by them is annexed to the report.

For and on behalf of the Board of Directors

Place: Chennai
Date: August 14, 2019

Keshav Narayan Kantamneni
Chairman

Certificate on Corporate Governance Report of Uniply Industries Limited

To
The Members,
Uniply Industries Limited

We have examined the compliance of conditions of Corporate Governance by Uniply Industries Limited ("the Company") for the year ended on 31st March, 2019, as stipulated in Chapter IV and Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management of the Company. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Clause and/or Regulations. 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 knowledge, information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Chapter IV and Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

For **Lily & Geetha Associates,**
Chartered Accountants
FRN:006982S

Mathy Sam
Partner
M. No. 206624

Date: August 1, 2019

Declaration on Code of Conduct as envisaged under SEBI (LODR), 2015

To
The Members
Uniply Industries Limited

I, Srinivasan Sethuraman, Managing Director of M/s. Uniply Industries Limited hereby declare that to the best of my knowledge and information, all the Board Members and the Senior Management Personnel have affirmed compliance with the code of conduct for the year ended March 31, 2019.

Place: Chennai
Date: May 30, 2019

Srinivasan Sethuraman
Managing Director

CEO and CFO Certification

To
The Board Of Directors
Uniply Industries Ltd

We, Managing Director & CFO responsible for the finance function, certify that:

a) We have reviewed the financial statements and cash flow statement for the year ended 31st March 2019 and to the best of our 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 our knowledge and belief, no transactions entered into by the Company during the year ended 31st March 2019 are fraudulent, illegal or violative of the Company's code of conduct.

c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems pertaining to financial reporting. Deficiency in the design or operation of such internal controls, if any, of which We are 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. We are 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: May 30, 2019

Srinivasan Sethuraman
Managing Director

Narendra Kumar Jain
Chief Financial Officer

Certificate of Non-Disqualification of Directors

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

To,
The Members of
Uniply Industries Limited
Anna Salai, Teynampet
Chennai – 600018

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of UNIPLY INDUSTRIES LIMITED having CIN L20293TN1996PLC036484 and having registered office at 572, Anna Salai, Teynampet, Chennai, Tamil Nadu, 600018 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority .

Sr No.	Name of Directors	DIN	Date of Appointment
1.	Keshav Narayan Kantamneni	06378064	10.06.2015
2.	Srinivasan Sethuraman	03175616	13.11.2015
3.	Umesh Prabhakar Rao	00080552	14.11.2017
4.	Boggaram Sarma Venkatamarkandeya	08011546	29.05.2018
5.	Sudhir Kumar Jena	00374925	09.03.2004
6.	Ramgopal Lakshmi Ratan	00400605	13.03.2015
7.	Reena Bathwal	07364532	11.12.2015
8.	Parul Satyan Bhatt	07143186	14.11.2018

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

For **P K Panda & Co.**
Company Secretaries

Place: Chennai
Date: May 30, 2019

Surendra Kumar Sahoo
Practicing Company Secretary
M.No: A19368
C.P. No: 18385

Independent Auditors' Report

To the Members of Uniply Industries Limited

Report on the Standalone Financial Statements

OPINION

We have audited the accompanying standalone financial statements of UNIPLY INDUSTRIES LIMITED ('the Company'), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the [Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis For Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial

statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, for example, Corporate Overview, Key Highlights, Board's Report, Report on Corporate Governance, Management Discussion & Analysis Report, Business Responsibility Report, etc., but does not include the standalone financial statements and our auditor's report thereon.
- Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditors' Responsibility for the Audit of the Standalone Financial Statements

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

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

Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

Conclude on the appropriateness of the management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit, we report that :

    a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b. in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c. the Balance Sheet, the Statement of Profit and Loss including other comprehensive income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

d. in our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.

e. on the basis of the written representations received from the directors of the Company as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164(2) of the Act.

f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure A'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/ provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us :

   i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.

   ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

   iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government in terms of Section 143(11) of the Act, we give in 'Annexure B' a statement on the matters specified in paragraphs 3 and 4 of the Order.

for Lily & Geetha Associates
Chartered Accountants
Firm's Registration Number: 006982S
Mathy Sam
Chennai
Partner
Membership Number: 206624

Chennai
May 30, 2019

Annexure A to the Independent Auditors' Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Uniply Industries Limited of even date)

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

We have audited the internal financial controls over financial reporting of UNIPLY INDUSTRIES LIMITED ('the Company') as of March 31, 2019 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

for Lily & Geetha Associates
Chartered Accountants
Firm's Registration Number: 006982S
Mathy Sam
Chennai
Partner
Membership Number: 206624

Chennai
May 30, 2019

Annexure B to the Independent Auditors' Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Uniply Industries Limited of even date)

1. In respect of the Company's fixed assets :

    a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

    b. The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

    c. According to the information and explanations given to us, the records examined by us and based on the examination, Company does not own any Immovable property.

2. In our opinion and according to the information and explanations given to us, the inventories have been physically verified by the management at reasonable intervals during the year and no material discrepancies were noticed on physical verification.

3. According to the information and explanations given to us, the Company has granted unsecured loans to body's corporate, firms, Limited Liability Partnership or Other Parties covered in the register maintained under Section 189 of the Companies Act, 2013.

    a. The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company's interest.

    b. There is no specific repayment schedule

    c. There is no overdue amount remaining outstanding as at the year-end.

4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable

5. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2019 and therefore, the provisions of Sections 73 to 76 or any other provision of the Companies Act, 2013 are not applicable to the Company.

6. The maintenance of cost records has not been specified by the Central Government under Section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under Clause 3(vi) of the order is not applicable to the Company.

7. According to the information and explanations given to us, in respect of statutory dues :

    a. According to Information & Explanation given to us and on the basis of our examination of the records of the Company, there is delay in depositing undisputed statutory dues, including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Customs Duty, and any other statutory dues applicable to it with the appropriate authorities.

    b. There were undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty and other material statutory dues in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.

Nature of Statutory Dues	Amounts due for more than 6 months from the date they became payable as on 31/03/2019 (in ₹)
Tax Deducted at Source	198,63,421/-
VAT	22,03,573/-
Income Tax	9,98,72,986/-

    c. According to Information & Explanation given to us there are no dues of Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Excise Duty and Value Added Tax which have not been deposited as at March 31, 2019 on account of dispute.

8. The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under Clause 3 (viii) of the Order is not applicable to the Company.

9. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under Clause 3 (ix) of the Order is not applicable to the Company.

10. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.

11. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

12. The Company is not a nidhi company and hence, reporting under Clause 3 (xii) of the Order is not applicable to the Company.

13. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

14. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has received application money for preferential allotment/private placement of shares during the year to Promoter & Non Promoter and has complied with the provisions of section 42 of the Act.

15. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.

16. The Company is not required to be registered under Section 45-I of the Reserve Bank of India Act, 1934.

for Lily & Geetha Associates
Chartered Accountants
Firm's Registration Number: 006982S
Mathy Sam
Chennai
Partner
Membership Number: 206624

Chennai
May 30, 2019

Balance Sheet As at 31st March 2019

In ₹

Particulars	Note	As at 31-Mar-19	As at 31-Mar-18
ASSETS			
Non Current Assets			
(a) Property, Plant and Equipment	5	4,24,43,524	2,87,19,900
(b) Intangible assets		-	-
(d) Financial Assets			
(i) Investments	6	2,70,32,14,555	1,70,01,19,641
(ii) Other financial Assets	7	50,98,50,052	48,69,23,480
(e) Deferred tax assets (net)	8	95,51,000	5,52,000
(f) Other non-current assets	9	79,13,05,816	2,60,25,62,898
Total Non Current Assets (I)		**4,05,63,64,947**	**4,81,88,77,919**
Current assets			
(a) Inventories	10	34,74,86,841	-
(b) Financial Assets			
(i) Trade receivables	11	52,78,78,204	3,37,47,811
(ii) Cash and cash equivalents	12.1	43,60,58,621	1,10,27,514
(iii) Bank balances other than (ii) above	12.2	2,30,068	2,30,068
(iv) Other financial Assets	7	2,00,86,90,567	1,50,000
(c) Other current assets	9	39,02,42,683	32,64,81,720
Total Current Assets (II)		**3,71,05,86,984**	**37,16,37,113**
Total Assets (I+II)		**7,76,69,51,931**	**5,19,05,15,032**
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	13	33,04,26,840	23,90,71,990
(b) Other Equity	14	5,13,84,07,235	1,32,70,99,622
(c) Share Application Money		-	2,32,32,55,250
(d) Share Warrants	14.7	51,43,98,668	-
Total Equity (I)		**5,98,32,32,743**	**3,88,94,26,862**
Liabilities			
Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	1,09,12,82,248	28,48,853
(b) Provisions	16	20,61,647	10,85,320
Total Non Current Liabilities (II)		**1,09,33,43,895**	**39,34,173**
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	10,14,07,897	97,14,89,927
(ii) Trade payables			
- Dues to Micro and Small Enterprises		-	-
- Dues other than to Micro and Small Enterprises	17	35,86,23,940	12,24,77,788
(iii) Other financial liabilities	18	1,61,061	3,54,65,779
(b) Other current liabilities	19	11,94,49,548	8,35,72,562
(c) Provisions	16	11,07,32,847	8,41,47,942
Total Current Liabilities (III)		**69,03,75,293**	**1,29,71,53,997**
Total Equity and Liabilities (I)+(II)+(III)		**7,76,69,51,931**	**5,19,05,15,032**

See accompanying notes forming part of the financial statements

As per our report attached

For **Lily & Geetha Associates**
Chartered Accountants
FRN:006982S

For and on behalf of the Board of Directors

Mathy Sam
Partner
Membership No: 206624

Keshav Kantamneni
Chairman

Sethuraman Srinivasan
Managing Director

Sudhir Kumar Jena
Independent Director

Chennai
May 30, 2019

Reena Bathwal
Independent Director

Ramgopal Lakshmi Ratan
Independent Director

Narendra Kumar Jain
Chief Financial Officer

Raghuram Nath
Company Secretary

Statement of Profit & Loss for the year ended 31st March, 2019

In ₹

	Particulars	Note	31-Mar-19	31-Mar-18
I)	Revenue from Operations	20	1,71,93,17,778	1,34,12,96,014
II)	Other Income	21	34,55,45,111	6,24,38,834
III)	**Total Revenue (I + II)**		**2,06,48,62,889**	**1,40,37,34,848**
IV)	**Expenses**			
	Cost of Materials Consumed	22	-	34,02,90,730
	Purchases of Stock in Trade	23	59,17,37,640	37,32,73,668
	Construction/Contract and Project Expenses	24	1,20,35,15,448	22,00,29,812
	Changes in inventories of finished goods, work in progress and Stock-in- trade	25	(34,74,86,841)	6,19,11,917
	Employee benefits expenses	26	8,38,21,604	13,13,09,830
	Finance Costs	27	11,08,71,759	4,14,40,073
	Depreciation and amortization expenses	5	58,52,604	75,70,056
	Other expenses	28	14,42,32,531	8,79,29,697
	Total Expenses (IV)		**1,79,25,44,745**	**1,26,37,55,783**
V)	**Profit Before Exceptional Item & Tax (III-IV)**		27,23,18,144	13,99,79,065
	Exceptional Item	29	(2,00,786)	11,40,50,430
VI)	**Profit Before Tax**		**27,21,17,358**	**25,40,29,495**
VII)	**Tax Expense:**	30		
	(1) Current tax		9,80,00,000	11,00,00,000
	(2) Deferred tax		(89,99,000)	(51,11,000)
	Total Tax Expense		**8,90,01,000**	**10,48,89,000**
VIII)	**Profit/(Loss) for the period (VI-VII)**		**18,31,16,358**	**14,91,40,495**
IX)	**Other Comprehensive Income**			
	(i) Items that will not be reclassified to statement of profit or loss			
	(a) Remeasurement of defined benefit liabilities/(asset)		4,97,286	(1,07,870)
	Total Comprehensive Income		**18,36,13,644**	**14,90,32,625**
	Earnings per equity of ₹2 each (31.03.18 ₹10 each) on Profit for the year (IX)	31		
	-Basic		1.21	6.23
	-Diluted		0.99	6.23
	Weighted average equity shares used in computing earnings per equity share			
	-Basic		15,15,77,923	2,39,07,199
	-Diluted		18,56,04,147	2,39,07,199
	See accompanying notes forming part of the financial statements			

See accompanying notes forming part of the financial statements

As per our report attached

For **Lily & Geetha Associates**
Chartered Accountants
FRN:006982S

For and on behalf of the Board of Directors

Mathy Sam
Partner
Membership No: 206624

Keshav Kantamneni
Chairman

Sethuraman Srinivasan
Managing Director

Sudhir Kumar Jena
Independent Director

Chennai
May 30, 2019

Reena Bathwal
Independent Director

Ramgopal Lakshmi Ratan
Independent Director

Narendra Kumar Jain
Chief Financial Officer

Raghuram Nath
Company Secretary

Cash Flow Statement for the year ended 31st March, 2019

In ₹

Particulars		Note	31-Mar-19	31-Mar-18
A.	Cash Flow From Operating Activities:			
	Net profit before tax		27,21,17,358	25,40,29,495
	Adjustments for:			
	Depreciation		58,52,603	75,70,056
	(Profit)/Loss on sale of fixed assets		(99,231)	-
	(Profit)/Loss on slump sale		-	(1,40,50,430)
	(Profit)/Loss on sale of Investments		2,00,786	(10,00,00,000)
	Remeasurement of Equity classified as FVTPL		-	(1,76,420)
	Remeasurement of defined benefit liabilities/(asset)		4,97,286	(1,07,870)
	Interest Expenses		10,62,61,494	3,06,17,511
	Interest Received		(27,05,45,111)	(2,33,19,405)
	Rental Income		-	(13,05,000)
	Operating profit before working capital changes		**11,42,85,185**	**15,32,57,937**
	Movements in working capital:			
	Adjustments for			
	(Increase)/Decrease in Sundry Debtors and Other Receivable		3,01,49,265	55,05,83,305
	(Increase)/Decrease in Inventories		(34,74,86,841)	52,12,94,850
	Increase/(Decrease) in Current Liabilites		23,74,70,268	(78,59,478)
	Cash generated from operations		**3,44,17,877**	**1,21,72,76,615**
	Direct taxes paid (net of refunds)		(7,11,90,615)	(5,29,57,511)
	Cash flow before Exceptional Item		**(3,67,72,738)**	**1,16,43,19,104**
	Exceptional Item		-	1,40,50,430
	Net cash from operating activities		**(3,67,72,738)**	**1,17,83,69,534**
B.	**Cash Flow From Investing Activities**			
	Purchase of fixed assets		(2,53,76,997)	(3,31,14,817)
	Sale of fixed assets		59,00,000	23,19,78,690
	Sale of investments		5,26,808	10,00,00,000
	Advance Paid for Purchase of Land & Building		(67,00,00,000)	-
	Advance Paid for Purchase of Investment		(12,00,00,000)	(2,60,00,00,000)
	Purchase of Investment		(1,00,38,22,509)	(1,11,10,14,025)
	Inter Corporate Deposits/Loans		(1,82,50,678)	(44,07,37,334)
	Interest received		27,05,45,111	2,33,19,405
	Rental Income		-	13,05,000
	Net cash used in investing acitivities		**(1,56,04,78,265)**	**(3,82,82,63,080)**

Cash Flow Statement for the year ended 31st March, 2019

In ₹

Particulars	Note	31-Mar-19	31-Mar-18
C. Cash Flows From Financing Activities			
Proceeds of Capital		1,94,44,57,434	2,32,32,55,250
Proceeds of long term borrowings		21,83,51,366	17,58,002
Proceeds of short term borrowings		-	32,96,00,065
Interest paid		(10,62,61,494)	(3,06,17,511)
Dividend Paid		(3,42,65,196)	-
Net cash from financing activities		**2,02,22,82,110**	**2,62,39,95,806**
Net Increase In Cash And Cash Equivalents (A+B+C)		42,50,31,107	(2,58,97,741)
Cash and cash equivalents at the beginning of the year		1,12,57,581	3,71,55,322
Cash and cash equivalents at the end of the year		43,62,88,688	1,12,57,581

See accompanying notes forming part of the financial statements

As per our report attached

For **Lily & Geetha Associates**
Chartered Accountants
FRN:006982S

For and on behalf of the Board of Directors

Mathy Sam
Partner
Membership No: 206624

Keshav Kantamneni
Chairman

Sethuraman Srinivasan
Managing Director

Sudhir Kumar Jena
Independent Director

Chennai
May 30, 2019

Reena Bathwal
Independent Director

Ramgopal Lakshmi Ratan
Independent Director

Narendra Kumar Jain
Chief Financial Officer

Raghuram Nath
Company Secretary

Statement of changes in Equity for the year ended 31st March, 2019

a) Equity Share Capital

In ₹

Equity Shares of ₹10/- each issued, subscribed and fully paid	No. of Shares	Value
Balance as at April 1, 2017	2,39,07,199	23,90,71,990
Changes in equity share capital during the year, 2017-18	-	-
Balance as at March 31, 2018	2,39,07,199	23,90,71,990
Changes in equity share capital during the year, 2018-19	91,35,485	9,13,54,850
Additions due to Split in face value from ₹10/- to ₹2/-	13,21,70,736	-
Balance as at March 31, 2019 - Equity Shares of ₹2 each issued, subscribed and fully paidup.	**16,52,13,420**	**33,04,26,840**

b) Other Equity

In ₹

Particulars	Securities Premium Reserves	General Reserve	Capital Reserve	Revaluation Reserve	Retained Earnings	Other Comprehensive income	Total
(a) Balance as at April 1, 2017	1,03,07,87,065	-	17,16,000	12,85,30,000	1,70,33,931	-	1,17,80,66,996
(b) Profit for the year/Additions during the year	-				14,91,40,495	-	14,91,40,495
(c) Other Comprehensive income for the year, net of income tax						(1,07,870)	(1,07,870)
(d) Total Comprehensive income for the year (b)+(c)	-	-	-	-	14,91,40,495	(1,07,870)	14,90,32,625
(e) Transfers		13,02,46,000	(17,16,000)	(12,85,30,000)			-
(f) Balance as at March 31, 2018 (a)+(d)-(e)	**1,03,07,87,065**	**13,02,46,000**	**-**	**-**	**16,61,74,426**	**(1,07,870)**	**1,32,70,99,621**
(g) Profit for the year/Additions during the year	3,66,19,59,166				18,31,16,358		3,84,50,75,524
(h) Other Comprehensive income for the year,net of income tax						4,97,286	4,97,286
(i) Total Comprehensive income for the year (g)+(h)	3,66,19,59,166	-	-	-	18,31,16,358	4,97,286	3,84,55,72,810
(j) Dividends (including Dividend Distribution Tax)					(3,42,65,196)		(3,42,65,196)
(k) Balance as at March 31, 2019 (f)+(i)-(j)	**4,69,27,46,231**	**13,02,46,000**	**-**	**-**	**31,50,25,588**	**3,89,416**	**5,13,84,07,235**

See accompanying notes forming part of the financial statements

As per our report attached

For **Lily & Geetha Associates**
Chartered Accountants
FRN:006982S

For and on behalf of the Board of Directors

Mathy Sam
Partner
Membership No: 206624

Keshav Kantamneni
Chairman

Sethuraman Srinivasan
Managing Director

Sudhir Kumar Jena
Independent Director

Chennai
May 30, 2019

Reena Bathwal
Independent Director

Ramgopal Lakshmi Ratan
Independent Director

Narendra Kumar Jain
Chief Financial Officer

Raghuram Nath
Company Secretary

Notes to the Financial statement for the year ended 31st March, 2019

1. Corporate Information

Uniply Industries Limited (the 'Company') is a public limited company domiciled in India incorporated under the provisions of the Companies Act. Its shares are listed on two recognised stock exchanges in India. The registered office of the Company is located at No.572, Anna Salai, Chennai – 600018, Tamil Nadu, India.

Company is engaged in the business of trading in plywood and allied products, medium density fibre boards and allied products, Interior and Furniture products through its subsidiary. The goods are sold in domestic markets.

The Company is also engaged in the business of development of infrastructure facilities on Engineering Procurement and Construction basis (EPC) and undertakes contract from various Government and other parties.

The financial statements were authorised for issue by the Company's board of directors on 30th May 2019.

2. Basis of Preparation

Statement of Compliance and basis for preparation of financial statements

The Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015. The financial statements have been prepared under the historical cost basis, except for the following assets and liabilities which has been measured at fair value, (i) Quoted Investments in Equity Shares, (ii) Net book value of fixed assets as on 01st April 2016 is considered as deemed cost. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The Company's management evaluates all recently issued or revised accounting standards on an on-going basis. The financial statements are presented in Indian Rupees ('INR') and all values are rounded to the nearest rupee, except otherwise indicated. Where changes are made in presentation, the comparative figures of the previous year are regrouped and re-arranged accordingly.

3. Accounting Estimates and Assumptions:

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

4.1. Property, Plant and Equipment

Property, Plant and Equipment are stated at deemed cost (net of tax/ duty credit availed) less accumulated depreciation and impairment losses except freehold land which is carried at cost. Cost includes cost of acquisition, construction and installation, taxes, duties, freight, other incidental expenses related to the acquisition, trial run expenses (net of revenue) and pre-operative expenses including attributable borrowing costs incurred during pre-operational period.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred.

Assets which are not ready for their intended use on reporting date are carried as capital work-in-progress at cost, comprising direct cost and related incidental expenses

Property, Plant and Equipments are depreciated and/or amortised on the basis of their useful lives as notified in Schedule II to the Companies Act, 2013. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. Depreciation in respect of additions to assets has been charged on pro-rata basis with reference to the period when the assets are ready for use. Where the historical cost of a depreciable asset undergoes a change due to increase or decrease in long term liability on account of exchange fluctuations, the depreciation on the revised unamortised depreciable amount is provided prospectively over the residual useful life of the asset.

An asset's carrying amount is written down immediately on discontinuation to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Profit/ Loss on Sale and Discard of Fixed Assets.

Useful lives of the Property, Plant and Equipment as notified in Schedule II to the Companies Act, 2013 are as follows:

Buildings	30 years
Interiors	5 years
Plant and Equipments	10 years
Furniture and Fixtures	10 years
Electrical fittings	10 years
Vehicles	8 years
Office Equipments	5 years
Computers	3 years

At each balance sheet date, the Company reviews the carrying amount of property, plant and equipment to determine whether there is any indication of impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. The recoverable amount is higher of the net selling price and the value in use, determined by discounting the estimated future cash flows expected from the continuing use of the asset to their present value.

4.2. Intangible Assets

Company doesn't possess any intangible assets.

4.3. Inventories

Inventories are valued after providing for obsolescence, as under:

a) Stock-in-trade (in respect of goods acquired for trading) at lower of weighted average cost or net realisable value. Cost includes related overheads paid/ payable on such goods.

b) Completed property/work-in-progress (including land) in respect of property development activity at lower of specifically identifiable cost or net realisable value.

Assessment of net realisable value is made in each subsequent period and when the circumstances that previously caused inventories to be written-down below cost no longer exist or when there is clear evidence of an increase in net realisable value because of changed economic circumstances, the write-down, if any, in the past period is reversed to the extent of the original amount written-down so that the resultant carrying amount is the lower of the cost and the revised net realisable value.

4.4. Cash Flow Statement

Cash flows are reported using indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from regular revenue generating, financing and investing activities of the Company is segregated.

Cash and cash equivalents in the balance sheet comprise cash at bank, cash/cheques in hand and short term investments (excluding pledged term deposits) with an original maturity of three months or less.

4.5. Financial Assets

The Company classifies its financial assets as those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and those to be measured at amortised cost.

The Company measures all equity instruments in subsidiaries at cost initially and also on subsequent recognition.

The Company measures all quoted equity instruments other than in subsidiaries and associates at fair value on initial and subsequent recognition. Changes in fair value of quoted investments in equity shares are shown as profit/loss on fair valuation of investments in Statement of Profit and Loss.

Notes to the Financial statement for the year ended 31st March, 2019

Trade receivables represent receivables for goods sold by the Company upto to the end of the financial year. The amounts are generally unsecured and are usually received as per the terms of payment agreed with the customers. The amounts are presented as current assets where receivable is due within 12 months from the reporting date. They are recognised initially and subsequently measured at amortised cost.

The Company assesses the expected credit losses associated with its assets carried at amortised cost. Trade receivables are impaired using the lifetime expected credit loss model under simplified approach. The Company uses a provision matrix to determine the impairment loss allowance based on its historically observed default rates over expected life of trade receivables and is adjusted for forward looking estimates. At every reporting date, the provision for such impairment loss allowance is determined and updated and the same is deducted from Trade Receivables with corresponding charge/credit to Profit and Loss.

A financial asset is derecognised only when the Company has transferred the rights to receive cash flows from the financial asset, or when it has transferred substantially all the risks and rewards of the asset, or when it has transferred the control of the asset.

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

4.6. Financial Liabilities

Borrowings are initially recognised and subsequently measured at amortised cost, net of transaction costs incurred.

Borrowings are removed from balance sheet when the obligation specified in the contract is discharged, cancelled or expired.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

Trade Payables represent liabilities for goods and services provided to the Company upto to the end of the financial year. The amounts are unsecured and are usually paid as per the terms of payment agreed with the vendors. The amounts are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially and subsequently measured at amortised cost.

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

4.7. Equity

Equity Shares are classified as equity. Provision is made for the amount of any dividend declared and dividend distribution tax thereon, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

4.8. Revenue Recognition

Revenue comprises of all economic benefits that arise in the ordinary course of activities of the Company which result in increase in Equity, other than increases relating to contributions from equity participants. Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable.

Sale of Goods: Revenue from sales of goods is recognised on transfer of significant risks and rewards of ownership to the customers. Revenue shown in the Statement of Profit and Loss includes the value of self-consumption, but excludes inter-transfers, returns, trade discounts, cash discounts, other benefits passed to customers in kind, Goods and Service tax.

The Company collects Goods and Service Tax on behalf of the government and therefore, it is not an economic benefit flowing to the Company and hence excluded from Revenue.

Revenue from construction/project related activity and contracts: Revenue from construction contracts is recognised by reference to the stage of completion of the contract activity. The stage of completion is determined by survey of work performed and/or on completion of a physical proportion of the contract work, as the case may be, and acknowledged by the contractee.

The estimated outcome of a contract is considered reliable when all the following conditions are satisfied:

i. the amount of revenue can be measured reliably;

ii. it is probable that the economic benefits associated with the contract will flow to the Company;

iii. the stage of completion of the contract at the end of the reporting period can be measured reliably; and

iv. the costs incurred or to be incurred in respect of the contract can be measured reliably.

Expected loss, if any, on a contract is recognised as expense in the period in which it is foreseen, irrespective of the stage of completion of the contract.

For contracts where progress billing exceeds the aggregate of contract costs incurred to-date and recognised profits (or recognised losses, as the case may be), the surplus is shown as the amount due to customers. Amounts received before the related work is performed are disclosed in the Balance Sheet as a liability towards advance received. Amounts billed for work performed but yet to be paid by the customer are disclosed in the Balance Sheet as trade receivables. The amount of retention money held by the customers is disclosed as part of other current assets and is reclassified as trade receivables when it becomes due for payment. Where work has progressed and billing is yet to be done, the billable portion is shown as unbilled receivable in the balance sheet as "Other Financial Assets".

Interest: Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

Dividends: Dividend from investment is recognized when the Company in which they are held declares the dividend and when the right to receive the same is established.

Insurance Claims: Insurance Claims are accounted for on acceptance and when there is a reasonable certainty of receiving the same, on grounds of prudence.

4.9 Exceptional items

An item of income or expense which by its size, type or incidence requires disclosure in order to improve an understanding of the performance of the Company is treated as an exceptional item and the same is disclosed in the notes to accounts.

4.10. Foreign Currency Transaction

The Company's financial statements are presented in Indian Rupees ('INR'), which is also the Company's functional currency.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognised as income or expenses in the period in which they arise.

Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rate at the date when the fair value is determined.

4.11. Employee Benefits

Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.

Post Employment and Retirement benefits in the form of Gratuity and Leave Encashment are considered as defined benefit obligations and are provided for on the basis of third party actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet. Every Employee who has completed five years or more of service is entitled to Gratuity on terms not less favourable than the provisions of The Payment of Gratuity Act, 1972.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation. This cost is included in employee benefit

Notes to the Financial statement for the year ended 31st March, 2019

expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions of the defined benefit obligation are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Employee benefits in the form of Provident Fund is considered as defined contribution plan and the contributions to Employees' Provident Fund Organisation established under The Employees' Provident Fund and Miscellaneous Provisions Act 1952 is charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due. The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid.

4.12. Borrowing Costs

Borrowing costs are interest and other costs incurred in connection with the borrowing of funds. Ancillary costs incurred in connection with the arrangement of borrowings are amortised over the period of borrowings.

General and specific borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets during the period of time that is required to complete and prepare the asset for its intended use. A qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use.

All other borrowing costs are expensed in the period in which they are incurred.

4.13. Related Party Transactions

A related party is a person or entity that is related to the reporting entity preparing its financial statements

a) A person or a close member of that person's family is related to a reporting entity if that person; (i) has control or joint control of the reporting entity; (ii) has significant influence over the reporting entity; or (iii) is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.

b) An entity is related to a reporting entity if any of the following conditions applies; (i) the entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others); (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member); (iii) Both entities are joint ventures of the same third party; (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity; (v) The entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity; (vi) The entity is controlled or jointly controlled by a person identified in (a); (vii) A person identified in (a) (i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

c) A related party transaction is a transfer of resources, services or obligations between a reporting entity and a related party, regardless of whether a price is charged. Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity. Compensation includes all employee benefits i.e. all forms of consideration paid, payable or provided by the entity, or on behalf of the entity, in exchange for services rendered to the entity. It also includes such consideration paid on behalf of a parent of the entity in respect of the entity. Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

d) Disclosure of related party transactions as required by the accounting standard is furnished in the Notes on Financial Statements.

4.14. Earnings per Share

Basic earnings (loss) per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

4.15. Accounting for Taxes on Income

Tax expenses comprise of current tax and deferred tax including applicable surcharge and cess.

Current Income tax is computed using the tax effect accounting method, where taxes are accrued in the same period in which the related revenue and expenses arise. A provision is made for income tax annually, based on the tax liability computed, after considering tax allowances and exemptions. Provisions are recorded when it is estimated that a liability due to disallowances or other matters is probable.

Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profits against which the deductible temporary differences, and the carry forward unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it is become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on the tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred tax is recognised in the statement of profit and loss, except to the extent that it relates to items recognised in other comprehensive income. As such, deferred tax is also recognised in other comprehensive income.

Deferred Tax Assets and Deferred Tax Liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the Deferred Tax Assets and Deferred Tax Liabilities related to taxes on income levied by same governing taxation laws

MAT (Minimum Alternate Tax) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

4.16. Provisions, Contingent Liabilities and Contingent Assets

Provisions are made when (a) the Company has a present legal or constructive obligation as a result of past events; (b) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and (c) a reliable estimate is made of the amount of the obligation.

Contingent liabilities are not provided for but are disclosed by way of Notes on Accounts. Contingent liabilities is disclosed in case of a present obligation from past events (a) when it is not probable that an outflow of resources will be required to settle the obligation; (b) when no reliable estimate is possible;

Contingent assets are not accounted but disclosed by way of Notes on Accounts where the inflow of economic benefits is probable.

4.17. Current and Non Current

Classification:-

The Normal Operating Cycle for the Company has been assumed to be of twelve months for classification of its various assets and liabilities into "Current" and "Non-Current".

The Company presents assets and liabilities in the balance sheet based on current and non-current classification.

An asset is current when it is (a) expected to be realised or intended to be sold or consumed in normal operating cycle; (b) held primarily for the purpose of

Notes to the Financial statement for the year ended 31st March, 2019

trading; (c) expected to be realised within twelve months after the reporting period; (d) Cash and cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current

A liability is current when (a) it is expected to be settled in normal operating cycle; (b) it is held primarily for the purpose of trading; (c) it is due to be discharged within twelve months after the reporting period; (d) there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. All other liabilities are classified as non-current.

4.18. Fair Value Measurement

The Company measures financial instruments such as certain investments, at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

The assets and liabilities which has been measured at fair value are, (i) Quoted Investments in Equity Shares other than associate company.

4.19. Commitments

Commitments are future liabilities for contractual expenditure, classified and disclosed as follows:

a) estimated amount of contracts remaining to be executed on capital account and not provided for;

b) uncalled liability on shares and other investments partly paid;

c) funding related commitment to subsidiary and associate companies; and

d) other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of management.

Other commitments related to sales/procurements made in the normal course of business are not disclosed to avoid excessive details.

4.20 Segment Reporting

The accounting policies adopted for Segment reporting are in line with the accounting policies of the Company with the following additional policies:

• Inter-segment revenue is accounted on the basis of transactions which are primarily determined based on market/fair value factors.

• Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the Segment. Revenue and expenses, which relate to the enterprise as a whole and are not allocable to Segments on a reasonable basis have been included under "Un-allocated Corporate expenses".

Notes to the Financial statement for the year ended 31st March, 2019

Note 5. Property, Plant and Equipment

In ₹

Particulars	Gross Block				Accumulated Depreciaiton				Net Block	
	Balance as at 01-Apr-18	Additions	Deletions	Balance as at 31-Mar-19	Balance as at 01-Apr-18	Depreciation charge for the year	On Disposals	Balance as at 31-Mar-19	Balance as at 31-Mar-19	Balance as at 31-Mar-18
Tangible Assets										
Interiors	-	88,98,188	-	88,98,188	-	8,04,540		8,04,540	80,93,648	-
Furniture & Fixtures	1,29,13,019	32,61,085	-	1,61,74,104	6,13,368	14,38,880		20,52,248	1,41,21,856	1,22,99,651
Vehicles	78,55,463	33,26,646	(60,46,531)	51,35,578	4,87,394	10,19,993	(5,39,452)	9,67,935	41,67,643	73,68,069
Office Equipment	46,42,286	78,44,619	-	1,24,86,905	4,41,018	17,36,667		21,77,685	1,03,09,220	42,01,268
Computers	11,27,994	4,14,459	(4,35,021)	11,07,432	1,78,601	3,69,239	(1,41,331)	4,06,509	7,00,923	9,49,393
Electrical & Fittings	40,96,083	16,32,000	-	57,28,083	1,94,564	4,83,285		6,77,849	50,50,234	39,01,519
Total	**3,06,34,845**	**2,53,76,997**	**(64,81,552)**	**4,95,30,290**	**19,14,945**	**58,52,604**	**(6,80,783)**	**70,86,766**	**4,24,43,524**	**2,87,19,900**

In ₹

Particulars	Gross Block				Accumulated Depreciaiton				Net Block	
	Balance as at 01-Apr-17	Additions	Deletions	Balance as at 31-Mar-18	Balance as at 01-Apr-17	Depreciation charge for the year	On Disposals	Balance as at 31-Mar-18	Balance as at 31-Mar-18	Balance as at 31-Mar-17
Tangible Assets										
Land - Free Hold	13,22,97,378	-	(13,22,97,378)	-	-	-	-	-	-	13,22,97,378
Building	6,83,00,304	-	(6,83,00,304)	-	30,21,750	15,10,875	(45,32,625)	-	-	6,52,78,554
Plant & Machinery	2,77,68,275	5,05,114	(2,82,73,389)	-	54,06,655	27,03,327	(81,09,982)	-	-	2,23,61,620
Furniture & Fixtures	71,34,663	1,29,13,019	(71,34,663)	1,29,13,019	11,82,267	10,54,501	(16,23,400)	6,13,368	1,22,99,651	59,52,396
Vehicles	37,91,511	91,18,788	(50,54,836)	78,55,463	6,50,621	7,12,704	(8,75,931)	4,87,394	73,68,069	31,40,890
Office Equipment	22,78,361	48,44,920	(24,80,995)	46,42,286	8,09,137	7,45,586	(11,13,705)	4,41,018	42,01,268	14,69,224
Computers	9,61,490	16,16,444	(14,49,940)	11,27,994	3,55,482	3,56,342	(5,33,223)	1,78,601	9,49,393	6,06,008
Electrical & Fittings	49,34,642	41,16,533	(49,55,092)	40,96,083	8,86,884	4,86,721	(11,79,041)	1,94,564	39,01,519	40,47,758
Total	**24,74,66,624**	**3,31,14,818**	**(24,99,46,597)**	**3,06,34,845**	**1,23,12,796**	**75,70,056**	**(1,79,67,907)**	**19,14,945**	**2,87,19,900**	**23,51,53,828**

Notes to the Financial statement for the year ended 31st March, 2019

Note 6 Non Current Investment

In ₹

Name of the Body Corporate	Subsidiary/Associate/ JV/ Controlled Entity/ Others	Face Value (₹)	No. of Shares as at 31-Mar-19	No. of Shares as at 31-Mar-18	Quoted/ Unquoted	Full/Partly Paid	Amount as at 31-Mar-19	Amount as at 31-Mar-18
Investment in Equity Shares- Instruments at Cost								
Vector Projects India Private Limited	Subsidiary	10	50,00,000	50,00,000	Unquoted	Fully Paid	57,25,00,000	57,25,00,000
Uniply Blaze P Ltd	Subsidiary	10	-	10,000	Unquoted	Fully Paid	-	1,00,000
Uniply Decor Limited (Formely known as UV Boards Limited)	Associate	2	4,65,58,249	4,57,71,359	Quoted	Fully Paid	1,15,54,22,555	1,12,66,00,046
	Others		-	-	Unquoted	Fully Paid	97,50,00,000	-
Shalivahan Wind Energy Limited	Others	10	29,200	29,200	Unquoted	Fully Paid	2,92,000	2,92,000
							2,70,32,14,555	1,69,94,92,046
Investment in Equity Instruments -Fair Value through Profit or Loss (FVTPL)								
Balaji Hotels & Enterprise Limited	Others	10	-	2,900	Quoted	Fully Paid	-	2,900
Chambal Fertilizer & Chem Limited	Others	10	-	495	Quoted	Fully Paid	-	80,215
Greenply Industries Limited	Others	1	-	1000	Quoted	Fully Paid	-	3,11,650
Green Lam Industries Limited	Others	5	-	200	Quoted	Fully Paid	-	2,32,830
Total							-	6,27,595
Grand Total							2,70,32,14,555	1,70,01,19,641
Note:								
Aggregate value of Quoted Investment							1,15,54,22,555	1,12,72,27,641
Market value of Quoted Investment							1,00,33,30,266	2,39,67,58,239

Note 7 Other Financial Assets

In ₹

Particulars	As at 31-Mar-19		As at 31-Mar-18	
	Non Current	Current	Non Current	Current
Security Deposits	1,22,39,940	-	84,41,425	-
Other Advances	3,85,97,100	1,64,26,52,683	3,75,69,721	1,50,000
Advances to Staff and Others	25,000	-	1,75,000	-
Inter Corporate Deposits	45,89,88,012	36,60,37,884	44,07,37,334	-
Total	**50,98,50,052**	**2,00,86,90,567**	**48,69,23,480**	**1,50,000**
Dues from Related Parties		1,64,26,52,683		
Dues from Wholly Owned Subsidiary Company		36,60,37,884		

Notes to the Financial statement for the year ended 31st March, 2019

Note 8 Deferred Tax Assets/(Liabilities) (net)

In ₹

Particulars	As at 31-Mar-19	As at 31-Mar-18
Tax Assets		
Employee Benefits	6,86,000	5,55,000
Share Issue Expenses u/s 35D	89,23,000	-
Total Tax Assets (i)	**96,09,000**	**5,55,000**
Tax Liabilities		
Fixed Assets: Impact of difference between tax depreciation and depreciation charged for the financial reporting	(58,000)	3,000
Total Tax Liabilities (ii)	**(58,000)**	**3,000**
Total (i)-(ii)	**95,51,000**	**5,52,000**

DTA/(DTL) are the amounts of Income Tax recoverable/Payable in future periods in respect of taxable temporary difference

Note 9 Other Assets

In ₹

Particulars	As at 31-Mar-19		As at 31-Mar-18	
	Non Current	Current	Non Current	Current
Capital Advances	-	-	10,00,000	-
Prepaid Expenses	-	5,22,682	-	22,60,210
Balance with Statutory Authorities	-	23,79,66,483	-	4,22,96,948
Advances for Investments	12,00,00,000	-	2,60,00,00,000	-
Advances for Land & Building	67,00,00,000	-	-	-
Advances to Suppliers	-	15,52,829	-	7,81,266
Advances to Capital creditors	-	-	-	7,37,296
Interest Receivable	-	-	2,57,082	-
Unbilled Debtors		15,02,00,689		28,04,06,000
Income Tax	13,05,816	-	13,05,816	-
Total	**79,13,05,816**	**39,02,42,683**	**2,60,25,62,898**	**32,64,81,720**

During the year the Company has assigned ₹91.48 crores of unbilled debtors to S. Viswanathan Printers & Publishers Pvt Ltd.

Notes to the Financial statement for the year ended 31st March, 2019

Note 10 Inventories

In ₹

Particulars	As at 31-Mar-19	As at 31-Mar-18
Inventories (lower of cost or net realisable value)		
As Certified by the Management		
Stock-in-Trade	34,74,86,841	-
Total	**34,74,86,841**	**-**

Note 11 Trade Receivables

In ₹

Particulars	As at 31-Mar-19		As at 31-Mar-18	
	Non Current	Current	Non Current	Current
Considered Doubtful	-	-	-	-
Considered Good	-	52,78,78,204	-	3,37,47,811
Total	**-**	**52,78,78,204**	**-**	**3,37,47,811**
Dues from Related Parties	-	27,00,00,000	-	-
Dues from Wholly Owned Subsidiary Company	-	25,78,63,894	-	3,18,54,307

Trade receivables are generally due between 60 to 90 days.

The credit limit and credit period are fixed for each customer after evaluating their financial position, past performance, business opportunities, credit references etc. The credit limit and the credit period are reviewed regularly at periodical intervals.

Note 12 Cash and Cash Equivalents

In ₹

Particulars	As at 31-Mar-19	As at 31-Mar-18
12.1 Balances with Banks		
In Current Accounts	(1,74,94,320)	1,10,20,055
Cash on hand	10,000	7,459
Cheques on Hand	45,35,42,941	-
Total (i)	**43,60,58,621**	**1,10,27,514**
12.2 Other Bank Balance other than above		
Margin Money Deposits	-	-
Fixed Deposits	-	-
Escrow Account	2,30,068	2,30,068
Total (ii)	**2,30,068**	**2,30,068**
Total (i)+(ii)	**43,62,88,689**	**1,12,57,582**

During the year, the Company has not entered into any non-cash transactions on investing and financing activities.

Notes to the Financial statement for the year ended 31st March, 2019

Note 13 Equity Share Capital

In ₹

Particulars	As at 31-Mar-19	As at 31-Mar-18
Authorised Share Capital		
32,50,00,000 Equity Shares of ₹2/- each	65,00,00,000	
(6,50,00,000 Equity Shares of ₹10/- each - 31.03.2018)		65,00,00,000
Issued, Subscribed and Paid up		
16,52,13,420 Equity Shares of ₹2/- each	33,04,26,840	
(2,39,07,199 Equity shares of ₹10/- each - 31.03.2018)		23,90,71,990
Total	**33,04,26,840**	**23,90,71,990**

13.1 Reconciliation of Shares outstanding at the beginning and at the end of reporting period

In ₹

Particulars	As at 31-Mar-19	As at 31-Mar-18
At the beginning of the year	2,39,07,199	2,39,07,199
Add: Share issued during the year	91,35,485	-
Add: Additions due to Split in face value from ₹10/- to ₹2/-	**13,21,70,736**	
At the end of the year	**16,52,13,420**	**2,39,07,199**

13.2 Details of Shareholders holding more than 5% shares in the Company

Particulars	As at 31-Mar-19		As at 31-Mar-18	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Mr.Keshav Kantamneni *	1,94,95,062	11.80%	69,50,240	29.08%
M/s. KKN Holdings Pvt. Ltd **	1,67,81,687	10.16%	-	0.00%
M/s. Malabar India Fund Limited	1,05,91,590	6.41%	-	0.00%
Mr.Tarbir Shahpuri			**13,52,500**	**5.66%**

* As per Registrar & Transfer Agent's record, the shareholding of Mr. Keshav Narayan Kantamneni, promoter as on 31st March 2019 is 1,94,95,062 shares. Out of the same, 1,93,48,000 shares were pledged with Beacon Trusteeship Ltd and SBICAP Trustee Co Ltd.

** As per Registrar & Transfer Agent's record, the shareholding of KKN Holdings Pvt. Ltd as on 31st March 2019 is 1,67,81,687 shares. Out of the same, 35,212 shares were pledged with LK Securities Private Limited.

Terms/Rights attached to the Equity Shares:-

The Company has issued only one class of equity shares having a face value of ₹2/- per share. Each holder of equity share is entitled to one vote per share. Repayment of Capital will be in proportion to the number of equity shares held by the shareholders.

Notes to the Financial statement for the year ended 31st March, 2019

Note 14 Other Equity

In ₹

Particulars	As at 31-Mar-19	As at 31-Mar-18
Share Premium	4,69,27,46,231	1,03,07,87,065
General Reserve	13,02,46,000	13,02,46,000
Retained Earnings	31,50,25,588	16,61,74,426
Other Comprehensive Income	3,89,416	(1,07,870)
Total	**5,13,84,07,235**	**1,32,70,99,621**

14.1 Share Premium

In ₹

Particulars	As at 31-Mar-19	As at 31-Mar-18
Balance at the beginning of the year	1,03,07,87,065	1,03,07,87,065
Add: Received against share issued	3,66,19,59,166	-
Balance at the end of the year	**4,69,27,46,231**	**1,03,07,87,065**

14.2 Capital Reserve

In ₹

Particulars	As at 31-Mar-19	As at 31-Mar-18
Balance at the beginning of the year	-	17,16,000
Less: Transfer to General Reserve	-	17,16,000
Balance at the end of the year	**-**	**-**

14.3 Revaluation Reserve

In ₹

Particulars	As at 31-Mar-19	As at 31-Mar-18
Balance at the beginning of the year	-	12,85,30,000
Less: Transfer to General Reserve	-	12,85,30,000
Balance at the end of the year	**-**	**-**

14.4 General Reserve

In ₹

Particulars	As at 31-Mar-19	As at 31-Mar-18
Balance at the beginning of the year	13,02,46,000	-
Add: Transfered From Revaluation Reserve		12,85,30,000
Add: Transfered From Capital Reserve		17,16,000
Balance at the end of the year	**13,02,46,000**	**13,02,46,000**

14.5 Retained Earnings

In ₹

Particulars	As at 31-Mar-19	As at 31-Mar-18
Balance at the beginning of the year	16,61,74,426	1,70,33,931
Add: Profit for the year	18,31,16,358	14,91,40,495
Less: Final Dividend including Distribution Tax	(3,42,65,196)	-
Balance at the end of the year	**31,50,25,588**	**16,61,74,426**

14.6 Other Comprehensive Income

In ₹

Particulars	As at 31-Mar-19	As at 31-Mar-18
Balance at the beginning of the year	(1,07,870)	-
Add: Other Comprehensive Income arising from remeasurement of defined benefit obligation net of tax	4,97,286	(1,07,870)
Balance at the end of the year	**3,89,416**	**(1,07,870)**

14.7 Share Warrants

In ₹

Particulars	As at 31-Mar-19	As at 31-Mar-18
Balance at the beginning of the year	-	-
Add: Received during the year	51,43,98,668	-
Balance at the end of the year	**51,43,98,668**	**-**

The Company has allotted 96,28,824 number of share warrants of ₹10/- each at a premium of ₹400.85 per warrant on 25.04.2018. During the current financial year 46,20,687 {(45,50,101 on 09.10.2018) + (70586 on 14.02.2019)} number of warrants of ₹10/- each got converted into 2,31,03,435 {(22750505 on 09.10.2018)+(352930 on 14.02.2019)} number of equity shares of ₹2/- each. Balance warrants was also split into 5 each consequent to the split in equity face value from ₹10/- to ₹2/-. As on 31.03.2019 the number of outstanding warrants are 2,50,40,685 of ₹2/- each at a premium of ₹80.17 per warrant, out of which 25% of the issue price including premium has been received from the warrant holders. These warrants are required to be exercised by the warrant holders on or before 24.10.2019.

Note 15 Borrowings

In ₹

Particulars	As at 31-Mar-19		As at 31-Mar-18	
	Non Current	Current	Non Current	Current
Secured				
Long term Deferred Liabilities				
Financial Lease obligations from Bank (Secured)				
- Kotak Mahindra Prime Ltd - Car Loan	9,91,477	10,03,932	21,54,117	11,21,561
- HDFC Bank Ltd - Car Loan	2,90,771	4,03,965	6,94,736	3,68,366
Total Secured (i)	**12,82,248**	**14,07,897**	**28,48,853**	**14,89,927**
Unsecured				
Inter Corporate Loans	1,09,00,00,000	10,00,00,000	-	97,00,00,000
Total Unsecured (ii)	**1,09,00,00,000**	**10,00,00,000**	**-**	**97,00,00,000**
Total	**1,09,12,82,248**	**10,14,07,897**	**28,48,853**	**97,14,89,927**

Notes to the Financial statement for the year ended 31st March, 2019

a) Hire Purchase Loan from Kotak Mahindra Prime Ltd - The Loan is secured by hypothecation of respective asset. The loan is repayable in 36 to 60 EMI

i) ₹5,985/- ending on May 2022.

ii) ₹32,546/- ending on October 2020.

iii) ₹31,181/- ending on March 2021.

iv) ₹25,254/- ending on January 2021.

b) Hire Purchase Loan from HDFC Bank Ltd - The Loan is secured by hypothecation of respective asset. The loan is repayable in 36 EMI, ₹37620 ending on November 2020.

c) Intercorporate Loan ₹119,00,00,000/- is from associate concern Uniply Decor Limited and carries interest @ 10% p.a.

Note 16 Provisions

In ₹

Particulars	As at 31-Mar-19		As at 31-Mar-18	
	Non Current	Current	Non Current	Current
Employee Benefits - Gratuity payable	20,61,647	2,93,403	10,85,320	5,17,883
Provision for Taxation		11,04,39,444		8,36,30,059
Total	**20,61,647**	**11,07,32,847**	**10,85,320**	**8,41,47,942**

Note 17 Trade Payables

In ₹

Particulars	As at 31-Mar-19	As at 31-Mar-18
Trade Payables - For Goods	33,20,55,467	11,88,23,950
Trade Payables - For Expenses	2,65,68,473	36,53,837
Total	**35,86,23,940**	**12,24,77,788**

a) Trade payables are non-interest bearing and are normally settled as per due dates generally ranging from 30 to 60 days.

Note 18 Other financial liabilities

In ₹

Particulars	As at 31-Mar-19	As at 31-Mar-18
UIL Unpaid Dividend A/c 2017-18	1,61,061	-
Other Payables	-	3,54,65,779
Total	**1,61,061**	**3,54,65,779**

Note 19 Other current liabilities

In ₹

Particulars	As at 31-Mar-19	As at 31-Mar-18
Expenses Payables	63,32,871	75,54,508
Statutory Dues	11,31,16,677	7,60,18,054
Total	**11,94,49,548**	**8,35,72,562**

Notes to the Financial statement for the year ended 31st March, 2019

Note 20 Revenue from Operations

In ₹

Particulars	As at 31-Mar-19	As at 31-Mar-18
Sales of Manufactured/Traded Goods (Net)		
Sale of Products	25,63,21,593	1,06,08,90,014
Contract / Project Income	1,34,29,96,185	28,04,06,000
Management Fee	12,00,00,000	
	1,71,93,17,778	**1,34,12,96,014**
Details of Products Sold		
Manufactured Goods/Traded Goods:-		
Plywood,Veneer & Timber	25,63,21,593	1,05,71,99,151
Others Goods	-	36,90,863
	25,63,21,593	**1,06,08,90,014**

Note 21 Other Income

In ₹

Particulars	As at 31-Mar-19	As at 31-Mar-18
Interest Income	27,05,45,111	2,33,19,405
Rental Income	-	13,05,000
Foreign Exchange Rate Difference	-	1,38,009
Royalty Income	7,50,00,000	3,75,00,000
Net Gain/(Loss) arising on Equity Instruments Measured at fair value through profit or loss (FVTPL)	-	1,76,420
Total	**34,55,45,111**	**6,24,38,834**

Note 22 Cost of Materials Consumed

In ₹

Particulars	31-Mar-19	31-Mar-18
A) Consumption of Raw Materials		
Inventories at the beginning of the year	-	15,82,56,113
Add : Purchase of Raw Materials	-	16,38,92,563
Add: Freight and Octroi on Purchases	-	1,46,67,108
	-	**33,68,15,784**
Less : Inventories at the end of the year/Transfer on Slump Sale	-	80,042
Total (i)	-	33,67,35,742
Details of Material Purchased		
Wood Related Products	-	13,16,83,484
Resin	-	-
Others Manufactured Goods	-	3,22,09,079
	-	**16,38,92,563**

Notes to the Financial statement for the year ended 31st March, 2019

Note 22 Cost of Materials Consumed

In ₹

Particulars	31-Mar-19	31-Mar-18
B) Consumption of Consumables		
Inventories at the beginning of the year	-	1,15,07,295
Add : Purchase of Consumables	-	64,12,668
	-	1,79,19,963
Less : Inventories at the end of the year/Transfer on Slump Sale	-	1,43,64,975
Total (ii)	**-**	**35,54,988**
Total (i)+(ii)	**-**	**34,02,90,730**

Note 23 Purchases of Stock in Trade

In ₹

Particulars	31-Mar-19	31-Mar-18
Wood Related Products - Trading	59,17,37,640	37,27,83,668
Others	-	4,90,000
Total	**59,17,37,640**	**37,32,73,668**

Note 24 Construction/Contract Expenses

In ₹

Particulars	31-Mar-19	31-Mar-18
Civil Work / Project Expenses	1,20,35,15,448	22,00,29,812
Total	**1,20,35,15,448**	**22,00,29,812**

Note 25 Changes in Inventories of Finished Goods, Work-in-Progress And Stock-in-Trade

In ₹

Particulars	31-Mar-19	31-Mar-18
Inventories at the beginning of the year		
Work-in Process	-	31,16,45,799
Finished Goods	-	2,67,44,313
Traded Goods	-	1,31,41,330
	-	**35,15,31,442**
Inventories at the end of the year/Transfer on Slump Sale		
Work-in Process*	-	28,65,58,150
Finished Goods *	-	30,61,375
Traded Goods	34,74,86,841	-
	34,74,86,841	**28,96,19,525**
Total	**(34,74,86,841)**	**6,19,11,917**

* During the Year 17-18, Stock held has been transferred under slump sale.

Notes to the Financial statement for the year ended 31st March, 2019

Note 26 Employee Benefits Expense

In ₹

Particulars	31-Mar-19	31-Mar-18
Salaries, Wages, Bonus, Exgratia etc	3,81,31,782	8,58,26,083
Contract Labour Charges	-	1,87,92,390
Director's Remuneration	4,37,36,752	1,94,01,328
Contribution to P.F, E.S.I and Other Statutory Funds	4,62,465	32,51,650
Gratuity	12,49,133	14,95,333
Employees Welfare Expenses	2,41,472	25,43,046
Total	**8,38,21,604**	**13,13,09,830**

Note 27 Finance Cost

In ₹

Particulars	31-Mar-19	31-Mar-18
Interest Costs	10,62,61,494	3,06,17,511
Discounting Charges	45,75,000	-
Other Borrowing Costs	35,265	1,08,22,562
Total	**11,08,71,759**	**4,14,40,073**

Note 28 Other Expenses

In ₹

Particulars	31-Mar-19	31-Mar-18
Power and Fuels	-	34,96,277
(Increase) / decrease of excise duty on inventory	-	5,60,913
Books & Periodicals	1,32,772	8,206
Consultancy/Professional Fees	1,62,38,367	1,15,98,700
Electricity Expenses	10,92,649	40,14,547
Donations	2,60,000	5,10,000
Contributions towards Corporate Social Responsibility	21,14,434	-
General Expenses	28,70,211	20,16,974
Insurance	12,96,029	25,60,408
Petrol Expenses	67,000	11,04,954
Postage & Telegram	2,61,341	6,34,124
Printing & Stationery	3,68,772	6,77,074
Rates & Taxes	3,18,24,542	49,38,393
Rent	2,21,77,794	1,63,53,334
Repairs & Maintainance		
- Plant & Machinery	45,534	32,07,557
- Building	-	7,55,210
- Others	98,25,148	22,83,074

Notes to the Financial statement for the year ended 31st March, 2019

Note 28 Other Expenses

In ₹

Particulars	31-Mar-19	31-Mar-18
Security Services	13,92,966	42,96,869
Share Issue Expenses	3,83,02,500	-
Telephone Expenses	14,23,129	18,52,611
Travelling & Conveyance Expenses	55,11,424	1,01,60,489
Subscription	12,32,443	10,61,750
Vehicle Expenses	3,92,773	6,95,694
Director's Sitting Fees	8,66,000	5,70,000
Auditors Remuneration	8,00,000	5,00,000
Sales Promotion Expenses	4,78,853	34,58,660
Product Promotion Expenses	-	5,81,396
Transportation & Forwarding Charges	9,82,751	89,16,586
Advertisement	37,95,750	5,58,785
Service Tax	-	1,46,717
Registrar Expenses & Demat Charges	3,13,610	1,93,069
Data Connectivity Charges	2,64,970	2,17,327
Profit/Loss on Sale of Asset	(99,231)	-
Total	**14,42,32,531**	**8,79,29,697**
Payment to Auditors		
As Auditor		
For Audit Fee	5,00,000	5,00,000
For Certification	3,00,000	-
Total	**8,00,000**	**5,00,000**

Note 29 Exceptional Item

In ₹

Particulars	31-Mar-19	31-Mar-18
Profit on Slump Sale	-	1,40,50,430
Profit/Loss on Sale of Investment	(2,00,786)	10,00,00,000
Total	**(2,00,786)**	**11,40,50,430**

(Refer Note 32 for Explanation)

Notes to the Financial statement for the year ended 31st March, 2019

Note 30 Income tax relating to continuing operations

In ₹

Particulars	31-Mar-19	31-Mar-18
Profit before tax	27,21,17,358	25,40,29,495
Enacted tax rates in India	29.120%	34.608%
Income tax expenses calculated	7,92,40,575	8,79,14,528
Donation/CSR not eligible for deduction	6,53,579	1,73,000
Tax Impact on Disallowance on account of late payment of Statutory Dues	64,32,597	9,99,800
Disallowances u/s 43B	3,63,748	-
Tax Impact on Slump Sale	-	1,47,63,432
Expenses not allowed on Income Tax (Capital Expenses)	-	10,38,240
Others	23,10,501	
Income tax expenses Recognised in Statement of Profit & Loss A/c	**8,90,01,000**	**10,48,89,000**

Note 31 Earnings Per Share

In terms of Ind AS-33 on " Earning Per Share" the calculation of EPS is given below:-

In ₹

Particulars	31-Mar-19	31-Mar-18
Profit as per the Statement of Profit & Loss	18,36,13,644	14,90,32,625
Profit Available for Equity Shareholders	18,36,13,644	14,90,32,625
Weighted Average number of Equity Shares outstanding during the year		
- Basic	15,15,77,923	2,39,07,199
- Diluted	18,56,04,147	2,39,07,199
Nominal Value of Equity Shares (₹)	2/-	10/-
Basic Earnings per Share (EPS)	1.21	6.23
Diluted Earnings per Share (DEPS)	**0.99**	**6.23**

Note 32 Explanation to Exceptional Item

a) Sale of Investments in Shares with a net loss of ₹2,00,786/-

Note 33 Segement Reporting

The Company's reportable segments are organised based on the nature of products and services offered by these segments.

- Construction (w.e.f. 01st Oct 2017)
- Interior or Furniture related Products
- Manufacturing & Trading of Plywood & Allied Products

The Business Group Management Committee headed by Managing Director consisting of Chief financial officer, Leaders of Strategic Business Units and Human resources have identified the above three reportable business segments. It reviews and monitors the operating results of the business segments for the purpose of making decisions about resource allocation and performance assessment using profit or loss and return on capital employed.

Notes to the Financial statement for the year ended 31st March, 2019

Note 33 Segement Reporting

In ₹

Particulars	Construction/ Project Income		Interior or Furniture related Products		Manufacturing & Trading of Plywood & Allied Products		Total	
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
Sales								
Sales / Income from Contracts / Other Income	1,46,29,96,185	28,04,06,000	27,05,45,111	2,33,19,405	33,13,21,593	1,10,00,09,443	2,06,48,62,889	1,40,37,34,848
Inter segment sales	-	-			-	-	-	-
Total Sales	**1,46,29,96,185**	**28,04,06,000**	**27,05,45,111**	**2,33,19,405**	**33,13,21,593**	**1,10,00,09,443**	**2,06,48,62,889**	**1,40,37,34,848**
Results								
Segment result - EBITDA	17,56,59,133	2,87,36,000	19,54,59,759	-	1,79,23,614	16,02,53,194	38,90,42,506	18,89,89,194
Depreciation/amortisation	-	-	-	-	(58,52,604)	(75,70,056)	(58,52,604)	(75,70,056)
Interest expense	-	-	(11,08,71,759)	-	-	(4,14,40,073)	(11,08,71,759)	(4,14,40,073)
Exceptional Item	-	-	-	-	-	-	(2,00,786)	11,40,50,430
Profit before tax	**17,56,59,133**	**2,87,36,000**	**8,45,88,000**	**-**	**1,20,71,011**	**11,12,43,065**	**27,21,17,358**	**25,40,29,495**
Income taxes	-	-	-	-	-	-	8,90,01,000	10,48,89,000
Net profit after taxes	-	-	-	-	-	-	18,31,16,358	14,91,40,495
Other information:								
Segment Assets	1,13,70,09,712	37,42,25,827	4,31,40,54,461	3,17,25,00,000	1,55,58,12,862	1,20,02,36,393	7,00,68,77,035	4,74,69,62,220
Unallocated Corporate Assets	-	-			-	-	76,00,74,896	44,35,52,813
Total Assets	**1,13,70,09,712**	**37,42,25,827**	**4,31,40,54,461**	**3,17,25,00,000**	**1,55,58,12,862**	**1,20,02,36,393**	**7,76,69,51,931**	**5,19,05,15,032**
Segment Liabilities	14,52,20,017	10,91,50,364	1,19,00,00,000	1,00,54,65,778	33,20,55,467	10,28,42,968	1,66,72,75,484	1,21,74,59,111
Unallocated Corporate Liabilities	-	-			-	-	11,64,43,704	8,36,29,059
Total Liabilities	**14,52,20,017**	**10,91,50,364**	**1,19,00,00,000**	**1,00,54,65,778**	**33,20,55,467**	**10,28,42,968**	**1,78,37,19,188**	**1,30,10,88,170**

Sales between operating segments are carried out at arm's length basis and are eliminated at entity level consolidation.

The accounting policies of the reportable segments are the same as that of Company's accounting policies described in Note: 4.20; Segment profit represents the profit before

tax earned by each segment . This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

Segment wise Revenue, Results, Assets & Liabilities figures relate to the respective amount directly identifiable to each of the segments. Items which are not identifiable are shown

under unallocated Corporate Assets/Liabilities.

Information about major customers:

Customer contributed 10% or more to the Company's revenue during the years 2018-19:-

a) Construction Revenue - Two Customers for ₹1,30,88,96,185/- (31.03.18 - One Customer for ₹28,04,06,000/-)

b) Manufacturing & Trading of Plywood & Allied Products - One Customer for ₹2,3,01,12,423/- (31.03.18 - One Customer for ₹55,59,27,712/-)

Notes to the Financial statement for the year ended 31st March, 2019

Note 34 Contingent Liabilities and Commitments

In ₹

Particulars	As at 31-Mar-19	As at 31-Mar-18
A. Contingent Liabilities		
a) No provision is considered necessary for disputed income tax, sales tax, service tax, excise duty and customs duty demands which are under various stages of appeal proceedings as given below		
i. Income Tax Act, 1961	-	-
ii. Central Sales Tax Act,1956 & Local Sales Tax laws of various states	53,94,578	53,94,578
iii. Central Excise Act,1944	-	-
iv. Service Tax, 1994	-	-
In respect of the above demands disputed by the Company, the appellate authorities have set aside the Order in Feb 2019. Outflows, if any that may arise will depend on the outcome of the decision of the Assessing Officer and the Company has rights for future appeals. No reimbursements are expected.		
B. Commitments:		
Estimated amount of contracts remaining to be executed (net of advances):		
i. Towards capital account	-	-
C. The Company did not have any long term contracts and there were no losses on derivative contracts	-	-

Note 35 Expenditure in Foreign Currency

In ₹

Particulars	31-Mar-19	31-Mar-18
Value of Imports (CIF Value Basis)	42,11,489	5,02,60,641
Foregin Travel Expenses	-	3,16,757
Total	**42,11,489**	**5,05,77,398**

Note 36 Employee Benefits

i. Defined contribution plans:

Employee benefits in the form of Provident Fund is considered as defined contribution plan and the contributions to Employees' Provident Fund Organisation established under The Employees' Provident Fund and Miscellaneous Provisions Act 1952 is charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due.

ii. Defined Benefit Plan:

Retirement benefits in the form of Gratuity and Leave Encashment are considered as defined benefit obligations and is provided for on the basis of third party actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet. Every Employee who has completed five years or more of service is entitled to Gratuity on terms not less favourable than the provisions of The Payment of Gratuity Act, 1972.

As the Company has not funded its liability, it has nothing to disclose regarding plan assets and its reconciliation.

Notes to the Financial statement for the year ended 31st March, 2019

iii. Acturial Valuation of Gratuity Liability :

In ₹

Particulars	31-Mar-19	31-Mar-18
a) Defined Benefit Cost		
Current Service Cost	11,04,821.00	7,51,660.00
Interest Expense on Defined Benefit Obligation (DBO)	1,49,632.00	2,14,624.00
Less: Return on Plan Assets	(5,319.00)	(10,063.00)
Defined Benefit Cost included in Profit and Loss	**12,49,134.00**	**9,56,221.00**
Remeasurements - Due to Financial Assumptions	(35,949.00)	(1,10,177.00)
Remeasurements - Due to Acturial Valuation on Plan assets	1,452.00	-
Remeasurements - Due to Experience Adjustments	(5,08,281.00)	7,57,159.00
Remeasurements - Due to Demographic adjustments	45,492.00	-
Defined Benefit Cost included in Other Comprehensive Income	**(4,97,286.00)**	**6,46,982.00**
Total Defined Benefit Cost in Profit and Loss and OCI	**7,51,848.00**	**16,03,203.00**
b) Movement in Defined benefit liability:		
Opening Defined Benefit Obligation	16,74,031.00	61,71,032.00
Interest Expense on Defined Benefit Obligation (DBO)	1,49,632.00	4,43,427.00
Current Service Cost	11,04,821.00	21,62,135.00
Acturial Gain/(Loss) Remeasurement of plan assets	(1,451.00)	
Total Remeasurements included in OCI	(4,97,286.00)	(6,46,982.00)
Less: Benefits paid	-	(64,55,581.00)
Closing benefit obligation	**24,29,747.00**	**16,74,031.00**
Less: Fair Value of Plan Assets at the end	(74,697.00)	(70,828.00)
Net Obligation	**23,55,050.00**	**16,03,203.00**
Current Liabilities of Closing benefit obligation	2,93,403.00	5,17,883.00
Non-Current Liabilities of Closing benefit obligation	20,61,647.00	10,85,320.00
c) Actuarial assumptions:		
Mortality Table	IAC Mortality (2006-08)	IAC Mortality (2006-08)
Discount Rate (per annum)	7.75%	7.52%
Rate of escalation in salary (per annum)	10%	10%
Withdrawal rate	5%	5%

Note 37 Related Party Disclosures

Listed of Related Parties

Related party relationships are as identified by the Management and relied upon by the Auditors

a) Names of related parties and description of relationship

Sl. No	Relationship		Name
	List of related parties where control exists		
i)	Subsidary Company	1	M/S. Vector Projects (India) Private Limited
		2	M/S. Uniply Blaze Private Limited (Ceased W.E.F. 09/10/2018)
ii)	Associate Company	1	M/S. Uniply Decor Limited (Formely Uv Boards Limited)
iii)	Enterprise where key managerial personnel along with their relatives exercise significant influence	1	Vector Projects (India) Private Limited
		2	Protocol 7 Network Private Limited
		3	Vector Estates Private Limited
		4	Vector Properties (India) Private Limited
		5	Vector Infrastructure Project Solutions Limited
		6	Vector Lifespace LLP
		7	Chitter Chatter Educare LLP
		8	Guru Properties LLP
		9	MI Lifespace LLP
		10	MI Workspace LLP
		11	MI Officespace LLP
		12	Guru Workspace LLP
		13	KASG Finnaissance Consulting Private Limited
		14	Bayline Infocity Limited
		15	KKN Holdings Private Limited
		16	Forge Point Limited
		17	Vector Cyber Parks Private Limited
		18	Nxtwater Private Limited
		19	Panther Capital LLP

Notes to the Financial statement for the year ended 31st March, 2019

Sl. No	Relationship		Name
iv)	Key Managerial Personnel (KMP)	1	Mr. Keshav Narayan Kantamneni - Chairman
		2	Mr. Sethuraman Srinivasan - Managing Director
		3	Mr. Umesh Prabhakar Rao - Joint Managing Director
		4	Mr. Boggaram Sarma Venkatamarkandeya - Joint Managing Director
		5	Mr. Narendra Kumar Jain - Chief Financial Officer
		6	Mr. Raghuram Nath - Company Secretary
v)	Relatives Of Key Managerial Personnel (KMP)	1	Mrs. Meenu Jain
		2	Mrs. Padma M Jhunjhunwala
vi)	Non-executive directors	1	Mr. Sudhir Kumar Jena
		2	Mrs. Reena Bhatwal
		3	Mr. Ramgopal Lakshmi Ratan
		4	Ms. Parul Satyan Bhatt

b) Transactions with related parties

In ₹

S.No	Name of the Related Parties	Nature of Transaction	31-Mar-19	31-Mar-18
1	M/s. Uniply Decor Limited (formerly UV Boards Limited)	Sales	2,62,09,167	4,43,98,804
		Sale on Slump Sale Basis	-	1,47,00,00,000
		Royalty Income	7,50,00,000	3,75,00,000
		Rental Income	34,19,400	26,81,400
		Purchases/Project Expenses	58,74,27,266	26,36,75,620
		Rent Expenses	9,00,000	-
		Interest Expenses	9,26,25,000	2,42,50,000
		Rent - Deposit	1,50,000	-
		Payable at the end	33,20,55,467	10,20,24,663
		Inter Corporate Loan Payable	1,19,00,00,000	97,00,00,000
2	M/s. Uniply Blaze Private Ltd	Receivable at end	-	27,000
3	M/s Vector Projects India Private Limited	Sales	23,01,12,423	55,59,27,712
		Construction Expenses	38,15,65,425	20,02,91,853
		Purchase of Fixed Assets / Interior Products	2,13,75,656	8,36,89,102
		Receivable at End	62,39,01,778	3,18,54,306
4	M/s. Bayline Infocity Ltd (Formerly ETA Technopark Ltd)	Management Fee Income	40,00,00,000	
		Receivable at end	27,00,00,000	
5	M/s Jalaram Veneers & Floors Private Limited	Sales		56,903

Notes to the Financial statement for the year ended 31st March, 2019

b) Transactions with related parties

In ₹

S.No	Name of the Related Parties	Nature of Transaction	31-Mar-19	31-Mar-18
6	M/s KKN Holdings Private Limited	Management Fee Income	12,00,00,000	-
		Sales - Assets	59,00,000	-
		Project Expenses	10,54,00,000	
		Interest Income	22,80,01,823	
		Inter Corporate Loan Payable	-	3,07,25,347
		Advance for Purchase of Property	67,00,00,000	-
		Advance for Investments	12,00,00,000	-
		Receivable at end	1,64,26,52,683	-
		Capital Advance	-	2,60,00,00,000
7	Mr. Keshav Kantamneni	Director Remuneration	1,20,00,000	70,00,000
8	Mr. Srinivasan Sethuram	Director Remuneration	67,50,000	99,00,000
9	Mr. MR Jhunjhunwala	Director Remuneration		20,31,594
10	Mr. Umesh Prabhakar Rao	Director Remuneration	1,50,00,000	57,03,833
11	Mr. BVM Sharma	Director Remuneration	99,86,752	-
12	Mr. Narendra Kumar Jain	Salary	66,00,000	66,00,000
13	Mr. Raghuram Nath	Salary	39,69,738	20,74,221
14	Ms. Meenu Jain	Salary	10,00,000	10,00,000
		Professional Fee	20,00,000	-
15	Ms. S.S.Deepti	Salary		28,000
16	Mr. Sudhir Kumar Jena	Sitting Fees	2,75,000	1,70,000
17	Mrs. Reena Bathwal	Sitting Fees	2,75,000	1,95,000
18	Mrs. Ramgopal Lakshmi Ratan	Sitting Fees	2,25,000	2,05,000
19	Mr. Mr. Parulsatyan Bhatt	Sitting Fees	1,00,000	
20	Mr. Keshav Kantamneni	Rent	18,00,000	9,00,000
21	Ms. Padma M Jhunjhunwala	Rent		3,00,000

Terms and conditions of transactions with related parties:

All transactions with these related parties are priced on an arm's length basis and resulting outstanding balances are to be settled in due course. None of the balance is secured.

Notes to the Financial statement for the year ended 31st March, 2019

Note 38 Financial Instruments

(i) Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's

Capital management is to maximise the shareholder value

The Company's objective when managing capital are to

• Safeguard their ability to continue as a going concern, so that they can continue to provide return for shareholders and benefits for other stakeholders and • Maintain an optimal capital structure to reduce the weighted average cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividend paid to shareholders, return capital to shareholders, issue new shares, or sell non-core assets to reduce the debt.

Debt to Equity ratio

In ₹

Particulars	As at	
	31-Mar-19	31-Mar-18
Debt	1,19,26,90,145	97,43,38,780
Equity	5,98,32,32,743	3,88,94,26,862
Debt to Equity ratio	**0.20**	**0.25**

ii) Categories of financial instruments

In ₹

Particulars	As at	
	31-Mar-19	31-Mar-18
A. Financial assets		
Measured at fair value through Profit or Loss FVTPL) - Mandatorily measured:		
- Equity and other investments	-	6,27,595
Measured at Amortised cost		
- Cash and bank balances	43,62,88,689	1,12,57,582
- Other financial assets	2,51,85,40,619	48,70,73,480
Measured at fair value through Other Comprehensive Income (FVTOCI)		
- Investments in equity instruments designated upon initial recognition	-	-
Measured at cost		
- Investments in Equity instruments in subsidiaries, joint ventures and associate	2,70,32,14,555	1,69,94,92,046
B. Financial liabilities		
Measured at amortised cost (including trade payable balances)	1,67,09,24,694	1,21,58,54,908

iii) Dividends

In ₹

Particulars	As at	
	31-Mar-19	31-Mar-18
Final dividend for the year ended 31.03.2018	2,84,21,997	-
(₹1 per share of ₹10 each)		
Dividend distribution tax	58,43,199	-
Total dividend and dividend tax paid on equity shares	3,42,65,196	-
Proposed dividend for the year ending 31.03.2019	3,96,51,221	2,84,21,997
(₹0.24 per share of ₹2 each)		
Dividend distribution tax	81,52,291	58,43,199
Total Proposed dividend and dividend tax payable on Equity Shares	4,78,03,512	3,42,65,196

Note 39 Risk Management Framework

The management of the Company has implemented a risk management system that is monitored by the Board of Directors. The general conditions for compliance with the requirements for proper and future-oriented risk management within the Company are set out in the risk management policies. These policies aim at encouraging all members of staff to responsibly deal with risks as well as supporting a sustained process to improve risk awareness. The guidelines on risk management specify risk management processes, compulsory limitations, and the application of financial instruments. The risk management system aims at identifying, analyzing, managing, controlling and communicating risks promptly throughout the Company. Risk management reporting is a continuous process and part of regular Group reporting. In addition, our Corporate Function Internal Auditing regularly checks whether Company complies with risk management system requirements.

The Company is exposed to credit, liquidity and market risks (foreign currency risk and interest risk) during the course of ordinary activities. The aim of risk management is to limit the risks arising from operating activities and associated financing requirements by applying selected derivative and non-derivative hedging instruments. In order to minimise any adverse effects on the financial performance of the Company, it has taken various measures. This note explains the source of risk which the entity is exposed to and how the entity manages the risk and impact of the same in the financial statements.

Risk	Exposure arising from	Measurement	Management
Credit Risk	Cash and cash equivalents, other bank balances, trade receivables, loans, other financial assets measured at amortised cost.	Ageing analysis, external credit rating (wherever available)	Diversification of bank deposits, credit limits and letters of credit
Liquidity Risk	Borrowings, trade payables and other financial liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market Risk	Recognised financial assets and liabilities not denominated in Indian rupee (INR)	Sensitivity analysis	Management follows established risk management policies
(a) Foreign Currency Risk	Financial assets and financial liabilities	Sensitivity analysis	Management follows established risk management policies
(b) Interest Rate Risk	Long term borrowings at variable rates	Sensitivity analysis Interest rate movements	Interest rate swaps

Notes to the Financial statement for the year ended 31st March, 2019

(i) Credit Risk

Credit risk refers to the risk that the counterparty will default on its contractual obligations resulting in financial loss to the Company. Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis to mitigate impairment loss on receivables. Credit evaluations are performed on all customers requiring credit over a certain amount before the Company's standard payment and delivery terms and conditions are offered. The Company does not secure its financial assets with collaterals.

Trade receivable

Trade receivables are primarily unsecured and are derived from revenue earned from customers. As per simplified approach, the Company makes provision of expected credit loss on trade receivables using a provision matrix to mitigate the risk of default payments and makes appropriate provisions at each reporting date whenever is for longer period and involves higher risk. Details of balances of trade receivables as on reporting date are stated below :

In ₹

Particulars	31-Mar-19	31-Mar-18
Trade and other receivables		
- from others	52,78,78,204	3,37,47,811

Cash and cash equivalents are neither past due nor impaired.

In case of other financial assets, there are no indicators as at March 31, 2019 that defaults in payment obligations will occur.

Note 40. Events after the reporting period

No significant event is to be reported between the closing date and that of the meeting of Board of Directors.

Note 41. Approval of Financial Statements

The financial statements were reviewed and recommended by the Audit Committee and has been approved by the Board of Directors in their meeting held on May 30, 2019.

See accompanying notes forming part of the financial statements

As per our report attached

For **Lily & Geetha Associates**
Chartered Accountants
FRN:006982S

Mathy Sam
Partner
Membership No: 206624

Chennai
May 30, 2019

For and on behalf of the Board of Directors

Keshav Kantamneni
Chairman

Sethuraman Srinivasan
Managing Director

Sudhir Kumar Jena
Independent Director

Reena Bathwal
Independent Director

Ramgopal Lakshmi Ratan
Independent Director

Narendra Kumar Jain
Chief Financial Officer

Raghuram Nath
Company Secretary

Consolidated
Financial Statements

Independent Auditors' Report

To the Members of Uniply Industries Limited

Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying consolidated Ind AS financial statements of UNIPLY INDUSTRIES LIMITED (hereinafter referred to as 'the Parent Company') and its subsidiaries (the Parent Company and its subsidiaries together referred to as 'the Group') and its associates, comprising the Consolidated Balance Sheet as at March 31, 2019, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity, the Consolidated Statement of Cash Flows for the year then ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the [Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2019, and its consolidated profit, consolidated total comprehensive income, its consolidated cash flows and their consolidated changes in equity for the year ended on that date.

BASIS FOR OPINION

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information Other than the Financial Statements and Auditor's Report Thereon

- The Parent's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, for example, Corporate Overview, Key Highlights, Board's Report, Report on Corporate Governance, Management Discussion & Analysis Report, Business Responsibility Report, etc., but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.
- Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiaries is traced from their financial statements audited by the other auditors.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Ind AS Financial Statements

The Parent's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent, as aforesaid

In preparing the consolidated financial statements, the respective the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate or cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditors' Responsibility

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

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

Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Group has adequate internal financial controls system in place and the operating effectiveness of such controls.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

Conclude on the appropriateness of the management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the consolidated financial statements of which we are the independent auditors. For the other entities or business activities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

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

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

Other Matters

a) We did not audit the financial statements / financial information of one subsidiary, whose financial statements / financial information reflect total assets of ₹41,253.78 Lakhs as at March 31, 2019, total revenues of ₹35,948.05 Lakhs and net cash flows amounting to ₹222.48 Lakhs for the year ended on that date, as considered in the consolidated Ind AS financial statements. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion above on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit, we report that :

   a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

   b. in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.

   c. the consolidated Balance Sheet, the consolidated Statement of Profit and Loss including other comprehensive income, consolidated Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

   d. in our opinion, the aforesaid Consolidated financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.

   e. on the basis of the written representations received from the directors of the Parent as on March 31, 2019 taken on record by the Board of Directors of the Parent, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164(2) of the Act.

   f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure A', which is based on the auditors' report of the Parent. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of the Parent.

   g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/ provided by the Parent to its directors during the year is in accordance with the provisions of section 197 of the Act

   h. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the companies (Audit and Auditors) Rules, 2014 , as amended, in our opinion and to the best of our information and according to the explanations given to us:

      i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.

      ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Parent.

for Lily & Geetha Associates
Chartered Accountants
Firm's Registration Number: 006982S

Mathy Sam
Partner
Membership Number: 206624

Chennai
May 30, 2019

Annexure A to the Independent Auditors' Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Uniply Industries Limited of even date)

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

We have audited the internal financial controls over financial reporting of UNIPLY INDUSTRIES LIMITED ('the Parent Company') as of March 31, 2019 in conjunction with our audit of the Consolidated Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Parent's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing, prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion to the best of our information and according to the explanations given to us, the Parent which is incorporated in India, has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Parent considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

for Lily & Geetha Associates
Chartered Accountants
Firm's Registration Number: 006982S

Mathy Sam
Partner
Membership Number: 206624

Chennai
May 30, 2019

Consolidated Balance Sheet As at 31st March 2019

In ₹

Particulars	Note	As at 31-Mar-19	As at 31-Mar-18
ASSETS			
Non Current Assets			
(a) Property, Plant and Equipment	5	64,84,98,877	63,20,34,983
(b) Intangible assets	5.1	1,08,666	1,97,486
(c) Investment in Property	5.2	5,31,955	5,41,790
(d) Capital Work in Progress		-	1,35,36,075
(e) Financial Assets			
(i) Investments	6	2,18,21,27,301	1,14,49,30,075
(ii) Other financial Assets	7	51,54,76,888	49,29,24,356
(e) Other non-current assets	9	79,94,09,660	2,87,28,37,838
Total Non Current Assets (I)		4,14,61,53,347	5,15,70,02,603
Current assets			
(a) Inventories	10	74,71,53,074	86,78,72,386
(b) Financial Assets			
(i) Trade receivables	11	1,47,59,78,809	91,06,97,876
(ii) Cash and cash equivalents	12.1	43,96,41,765	12,37,53,888
(iii) Bank balances other than (ii) above	12.2	26,22,11,088	13,09,19,514
(iv) Other financial Assets	7	1,70,15,75,042	7,20,92,230
(c) Other current assets	9	1,96,25,91,614	1,16,12,73,802
Total Current Assets (II)		6,58,91,51,392	3,26,66,09,696
Total Assets (I+II)		10,73,53,04,739	8,42,36,12,299
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	13	33,04,26,840	23,90,71,990
(b) Other Equity	14	5,63,79,01,737	1,61,59,06,491
(c) Share Application Money		-	2,32,32,55,250
(d) Share Warrants	14.8	51,43,98,668	-
Total Equity (I)		6,48,27,27,245	4,17,82,33,731
Liabilities			
Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	1,76,07,60,587	1,04,81,54,691
(b) Provisions	16	42,65,495	10,85,320
(c) Deferred tax liabilities (Net)	8	5,37,89,205	4,73,68,918
Total Non Current Liabilities (II)		1,81,88,15,287	1,09,66,08,929
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	1,35,72,03,541	2,18,40,62,464
(ii) Trade payables			
- Dues to Micro and Small Enterprises	17	-	-
- Dues other than to Micro and Small Enterprises	17	80,36,08,388	65,43,10,228
(iii) Other financial liabilities	18	1,61,061	3,54,65,778
(b) Other current liabilities	19	13,50,86,447	15,92,12,772
(c) Provisions	16	13,77,02,770	11,57,18,397
Total Current Liabilities (III)		2,43,37,62,207	3,14,87,69,639
Total Equity and Liabilities (I)+(II)+(III)		10,73,53,04,739	8,42,36,12,299

See accompanying notes forming part of the financial statements

As per our report attached

For **Lily & Geetha Associates**
Chartered Accountants
FRN:006982S

Mathy Sam
Partner
Membership No: 206624

Chennai
May 30, 2019

For and on behalf of the Board of Directors

Keshav Kantamneni
Chairman

Sethuraman Srinivasan
Managing Director

Sudhir Kumar Jena
Independent Director

Reena Bathwal
Independent Director

Ramgopal Lakshmi Ratan
Independent Director

Narendra Kumar Jain
Chief Financial Officer

Raghuram Nath
Company Secretary

Consolidated Statement of Profit & Loss for the Year ended 31st March 2019

In ₹

Particulars	Note	31-Mar-19	31-Mar-18
I) Revenue from Operations	20	4,68,57,54,185	3,87,93,18,795
II) Other Income	21	36,22,79,091	16,09,84,579
III) Total Revenue (I + II)		**5,04,80,33,276**	**4,04,03,03,374**
IV) Expenses			
Cost of Materials Consumed	22	1,34,55,92,965	2,24,51,59,802
Purchases of Stock in Trade	23	59,17,37,641	40,33,37,889
Construction/Contract and Project Expenses	24	1,34,37,38,272	22,00,29,812
Changes in inventories of finished goods, work in progress and Stock-in- trade	25	12,07,19,312	(25,24,57,982)
Employee benefits expenses	26	29,19,93,070	33,87,75,099
Finance Costs	27	39,78,00,452	31,70,49,477
Depreciation and amortization expenses	5	4,19,45,981	4,17,43,990
Other expenses	28	35,58,03,565	31,06,04,377
Total Expenses (IV)		**4,48,93,31,258**	**3,62,42,42,464**
V) Profit Before Exceptional Item & Tax (III-IV)		55,87,02,018	41,60,60,910
Exceptional Item	29	(7,20,061)	11,31,16,867
VI) Profit from operations before share of profit of equity accounted investees & Income Tax		**55,79,81,957**	**52,91,77,777**
Share of Profit from Associates (Net of Tax)		3,40,02,312	1,49,25,094
VII) Profit Before Tax		**59,19,84,269**	**54,41,02,871**
VIII) Tax Expense:	30		
(1) Current tax		19,05,23,427	20,36,61,130
Less: MAT credit entitlement		-	-
(2) Deferred tax		64,20,287	1,14,41,956
Total Tax Expense		**19,69,43,714**	**21,51,03,086**
IX) Profit/(Loss) for the period (VI-VII)		**39,50,40,555**	**32,89,99,785**
X) Other Comprehensive Income			
(i) Items that will not be reclassified to statement of profit or loss			
(a) Remeasurement of defined benefit liabilities/(asset)		(14,11,650)	(15,07,790)
(b) Taxes on Above		6,60,683	4,84,512
(c) Gain on Translation of Transaction with Foreign Operations		11,688	6,653
Total Other Comprehensive Income		(7,39,279)	(10,16,625)
Total Comprehensive Income		**39,43,01,276**	**32,79,83,160**
Earnings per equity of ₹2 each (31.03.18 ₹10 each) on Profit for the year			
-Basic		2.60	13.72
-Diluted		2.12	13.72
Weighted average equity shares used in computing earnings per equity share			
-Basic		15,15,77,923	2,39,07,199
-Diluted		18,56,04,147	2,39,07,199

See accompanying notes forming part of the financial statements

As per our report attached

For **Lily & Geetha Associates**
Chartered Accountants
FRN:006982S

Mathy Sam
Partner
Membership No: 206624

Chennai
May 30, 2019

For and on behalf of the Board of Directors

Keshav Kantamneni
Chairman

Sethuraman Srinivasan
Managing Director

Sudhir Kumar Jena
Independent Director

Reena Bathwal
Independent Director

Ramgopal Lakshmi Ratan
Independent Director

Narendra Kumar Jain
Chief Financial Officer

Raghuram Nath
Company Secretary

Cash Flow Statement for the year ended 31st March 2019

In ₹

Particulars	31-Mar-19	31-Mar-18
A. Cash Flow From Operating Activities:		
Net profit before tax	59,19,84,269	54,41,02,871
Adjustments for:		
Depreciation	4,19,45,981	4,17,43,990
(Profit)/Loss on sale of fixed assets	(17,28,856)	25,29,043
(Profit)/Loss on slump sale	-	(1,40,50,430)
(Profit)/Loss on sale of Investments	2,00,786	(10,34,93,702)
Total other Comprehensive income	(7,39,279)	(10,16,625)
Interest Expenses	34,72,21,279	29,13,32,287
Dividend received	(1,39,675)	(1,42,800)
Interest Received	(28,12,32,366)	(2,33,19,405)
Rental Income	(58,64,250)	(13,05,000)
Operating profit before working capital changes	**69,16,47,889**	**73,63,80,229**
Movements in working capital:		
Adjustments for		
(Increase)/Decrease in Sundry Debtors and Other Receivable	(2,99,60,81,557)	(6,68,50,004)
(Increase)/Decrease in Inventories	12,07,19,312	20,69,24,951
Increase/(Decrease) in Current Liabilites	9,14,71,360	11,51,99,817
Cash generated from operations	**(2,09,22,42,997)**	**99,16,54,993**
Direct taxes paid (net of refunds)	(16,69,63,121)	(14,72,92,578)
Cash flow before Exceptional Item	**(2,25,92,06,118)**	**84,43,62,415**
Exceptional Item	-	1,40,50,430
Net cash from operating activities	**(2,25,92,06,118)**	**85,84,12,845**
B. Cash Flow From Investing Activities		
Purchase of fixed assets	(6,91,62,426)	(16,28,94,038)
Sale of fixed assets	1,25,80,063	23,49,19,202
Sale/(Purchase) of investments	(1,03,73,98,012)	(1,02,25,21,837)
(Increase)/Decrease in CWIP	1,35,36,075	1,08,13,936
Deposits/Loans (given) - subsidiaries,third parties,others	2,05,08,75,646	(3,03,82,37,346)
Interest received	28,12,32,366	2,33,19,405
Dividend received	1,39,675	1,42,800
Rental Income	58,64,250	13,05,000
Net cash used in investing activities	**1,25,76,67,637**	**(3,95,31,52,878)**

Cash Flow Statement for the year ended 31st March 2019

In ₹

Particulars	31-Mar-19	31-Mar-18
C. Cash Flows From Financing Activities		
Proceeds of Capital	1,94,44,57,434	2,32,32,55,250
Proceeds of long term borrowings	(15,73,94,104)	(8,74,00,521)
Proceeds of short term borrowings	4,31,41,078	55,91,39,762
Interest paid	(34,72,21,279)	(29,13,32,287)
Dividend Paid	(3,42,65,196)	-
Net cash from financing activities	**1,44,87,17,933**	**2,50,36,62,204**
Net Increase In Cash And Cash Equivalents (A+B+C)	44,71,79,451	(59,10,77,829)
Cash and cash equivalents at the beginning of the year	25,46,73,402	84,57,51,231
Cash and cash equivalents at the end of the year	70,18,52,853	25,46,73,402

As per our report attached

For **Lily & Geetha Associates**
Chartered Accountants
FRN:006982S

For and on behalf of the Board of Directors

Mathy Sam
Partner
Membership No: 206624

Keshav Kantamneni
Chairman

Sethuraman Srinivasan
Managing Director

Sudhir Kumar Jena
Independent Director

Chennai
May 30, 2019

Reena Bathwal
Independent Director

Ramgopal Lakshmi Ratan
Independent Director

Narendra Kumar Jain
Chief Financial Officer

Raghuram Nath
Company Secretary

Statement of changes in Equity for the year ended 31st March, 2019

a) Equity Share Capital

In ₹

Equity Shares of ₹10/- each issued, subscribed and fully paid	No. of Shares	Value
Balance as at April 1, 2017	2,39,07,199	**23,90,71,990**
Changes in equity share capital during the year, 2017-18	-	-
Balance as at March 31, 2018	2,39,07,199	**23,90,71,990**
Changes in equity share capital during the year, 2018-19	91,35,485	**9,13,54,850**
Additions due to Split in face value from ₹10/- to ₹2/-	13,21,70,736	-
Balance as at March 31, 2019 - Equity Shares of ₹2 each issued, subscribed and fully paidup	**16,52,13,420**	**33,04,26,840**

b) Other Equity

In ₹

Particulars	Securities Premium Reserves	General Reserve	Capital Reserve	Revaluation Reserve	Debenture Redemption Reserve	Retained Earnings	Other Comprehensive income	Total
(a) Balance as at April 1, 2017	1,03,07,87,065	-	5,23,08,663	12,85,30,000	-	7,70,02,303	(7,04,700)	1,28,79,23,331
(b) Profit for the year/Additions during the year	-				-	32,89,99,785	-	32,89,99,785
(c) Other Comprehensive income for the year, net of income tax							(10,16,625)	(10,16,625)
(d) Total Comprehensive income for the year (b)+(c)	-	-	-	-	-	32,89,99,785	(10,16,625)	32,79,83,160
(e) Transfers		13,02,46,000	(17,16,000)	(12,85,30,000)	10,70,829	(10,70,829)		-
(f) Balance as at March 31, 2018 (a)+(d)-(e)	**1,03,07,87,065**	**13,02,46,000**	**5,05,92,663**	**-**	**10,70,829**	**40,49,31,260**	**(17,21,325)**	**1,61,59,06,492**
(g) Profit for the year/Additions during the year	3,66,19,59,166					39,50,40,555		4,05,69,99,721
(h) Other Comprehensive income for the year,net of income tax							(7,39,279)	(7,39,279)
(i) Total Comprehensive income for the year (g)+(h)	3,66,19,59,166	-	-	-	-	39,50,40,555	(7,39,279)	4,05,62,60,442
(j) Dividends (including Dividend Distribution Tax)						(3,42,65,196)		(3,42,65,196)
(k) Transfers					10,62,03,001	(10,62,03,001)		
(l) Balance as at March 31, 2019 (f)+(i)-(j)+(k)	**4,69,27,46,231**	**13,02,46,000**	**5,05,92,663**	**-**	**10,72,73,830**	**65,95,03,618**	**(24,60,604)**	**5,63,79,01,738**

As per our report attached

For **Lily & Geetha Associates**
Chartered Accountants
FRN:006982S

For and on behalf of the Board of Directors

Mathy Sam
Partner
Membership No: 206624

Keshav Kantamneni
Chairman

Sethuraman Srinivasan
Managing Director

Sudhir Kumar Jena
Independent Director

Chennai
May 30, 2019

Reena Bathwal
Independent Director

Ramgopal Lakshmi Ratan
Independent Director

Narendra Kumar Jain
Chief Financial Officer

Raghuram Nath
Company Secretary

Notes to the Consolidated Financial statements for the year ended 31st March, 2019

1. Corporate Information

Uniply Industries Limited (the 'Company' or the "Parent Company" or the "Holding Company") is a public limited company domiciled in India incorporated under the provisions of the Companies Act. Its shares are listed on two recognised stock exchanges in India. The registered office of the company is located at No.572, Anna Salai, Chennai – 600018, Tamil Nadu, India. The consolidated financial statements comprises of the Company (Uniply Industries Limited - Parent company) and its subsidiaries (referred to collectively as the 'Group') and the Group's interest in associates.

The Company and its subsidiaries ('the Group') is engaged in the business of

a) manufacturing plywood and allied products

b) development of infrastructure facilities on Engineering Procurement and Construction basis (EPC) and undertakes contract from various Government and other parties

c) Turnkey Contracts and total Interior/ Furniture Solutions

The financial statements were authorised for issue by the Company's board of directors on 30th May 2019.

2. Basis of Preparation

Statement of Compliance and basis for preparation of financial statements

The Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015. The consolidated financial statements have been prepared under the historical cost basis, except for the following assets and liabilities which has been measured at fair value, (i) Quoted Investments in Equity Shares, (ii) Net book value of fixed assets as on 01st April 2016 is considered as deemed cost. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The Company's management evaluates all recently issued or revised accounting standards on an on-going basis. The consolidated financial statements are presented in Indian Rupees ('INR') and all values are rounded to the nearest rupee, except otherwise indicated. Where changes are made in presentation, the comparative figures of the previous year are regrouped and re-arranged accordingly.

3.1. Basis of Consolidation

Subsidiaries

The consolidated financial statements comprises of the financial statements of the Group as at 31 March 2019. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has ability to affect those returns through its power over the investee. The consolidated financial statements of the parent and its subsidiaries are combined on a line by line basis by adding together like items of assets, liabilities, income and expenses. Intragroup balances and intragroup transactions and resulting unrealized profits (losses) are eliminated in full. Consolidated financial statements are prepared using uniform accounting policies for the like transactions and other events in similar circumstances.

Associate

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The considerations made in determining whether significant influence is similar to those necessary to determine control over the subsidiaries.

The Group's investments in its associate are accounted for using the equity method. Under the equity method, the investment in an associate is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate or joint venture since the acquisition date. Goodwill relating to the associate is included in the carrying amount of the investment and is not tested for impairment individually.

The statement of profit and loss reflects the Group's share of the results of operations of the associate or joint venture. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate.

The aggregate of the Group's share of profit or loss of an associate is shown on the face of the statement of profit and loss.

3.2. Companies Included In Consolidation

The Group's Consolidated Financial Statements includes financial statements of two wholly owned subsidiary companies and associate viz. (a) Vector Projects India Private Limited (WOS) (b) Vector Projects International Ltd (WOS of Vector Projects India Private Limited) and (c) Uniply Decor Limited (Associate)

3.3 Accounting Estimates and Assumptions:

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

4.1. Property, Plant and Equipment

Property, Plant and Equipment are stated at deemed cost (net of tax/ duty credit availed) less accumulated depreciation and impairment losses except freehold land which is carried at cost. Cost includes cost of acquisition, construction and installation, taxes, duties, freight, other incidental expenses related to the acquisition, trial run expenses (net of revenue) and pre-operative expenses including attributable borrowing costs incurred during pre-operational period.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred.

Assets which are not ready for their intended use on reporting date are carried as capital work-in-progress at cost, comprising direct cost and related incidental expenses

Property, Plant and Equipments are depreciated and/or amortised on the basis of their useful lives as notified in Schedule II to the Companies Act, 2013. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Depreciation in respect of additions to assets has been charged on pro-rata basis with reference to the period when the assets are ready for use. Where the historical cost of a depreciable asset undergoes a change due to increase or decrease in long term liability on account of exchange fluctuations, the depreciation on the revised unamortised depreciable amount is provided prospectively over the residual useful life of the asset.

An asset's carrying amount is written down immediately on discontinuation to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Profit/ Loss on Sale and Discard of Fixed Assets.

Useful lives of the Property, Plant and Equipment as notified in Schedule II to the Companies Act, 2013 are as follows:

Buildings	30 years
Interiors	5 years
Plant and Equipments	10 years
Furniture and Fixtures	10 years
Electrical fittings	10 years
Vehicles	8 years
Office Equipments	5 years
Computers	3 years

At each balance sheet date, the Company reviews the carrying amount of property, plant and equipment to determine whether there is any indication of impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. The recoverable amount is higher of the net selling price and the value in use, determined by discounting the estimated future cash flows expected from the continuing use of the asset to their present value.

Notes to the Consolidated Financial statements for the year ended 31st March, 2019

4.2. Intangible Assets and Amortisation

i. Recognition and Measurement

Intangible Assets are recognized when it is probable that future economic benefits that are attributable to assets will flow to the Group and the cost of assets can be measured reliably. Gain or loss arising from de-recognition of an intangible asset is recognised in the consolidated statement of Profit and Loss.

ii. Depreciation

Intangible assets are amortised over the estimated useful life on straight line method based on technical advice, taking into account the nature of asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technology changes, manufacturers warranties and maintenance support, etc.

The estimated useful life of the intangible asset and the amortisation period are reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.

4.3. Investment in Property

i) Recognition and measurement

Investment Property comprise of Freehold Land and Building. Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any. Investment properties are derecognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in the Statement of Profit and Loss in the period of derecognition.

ii) Depreciation

Depreciation on Investment Property is provided, under the Straight Line Method, pro rata to the period of use, based on useful lives specified in Schedule II to the Companies Act, 2013.

4.4. Inventories

Inventories are valued after providing for obsolescence, as under:

a) Stock-in-trade (in respect of goods acquired for trading) at lower of weighted average cost or net realisable value. Cost includes related overheads paid/ payable on such goods.

b) Construction/work-in-progress/interior works in respect of contract activity at lower of specifically identifiable cost or net realisable value.

Assessment of net realisable value is made in each subsequent period and when the circumstances that previously caused inventories to be written-down below cost no longer exist or when there is clear evidence of an increase in net realisable value because of changed economic circumstances, the write-down, if any, in the past period is reversed to the extent of the original amount written-down so that the resultant carrying amount is the lower of the cost and the revised net realisable value.

4.5. Cash Flow Statement

Cash flows are reported using indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from regular revenue generating, financing and investing activities of the Company is segregated.

Cash and cash equivalents in the consolidated balance sheet comprise cash at bank, cash/cheques in hand and short term investments (excluding pledged term deposits) with an original maturity of three months or less.

4.6. Financial Assets

The Company classifies its financial assets as those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and those to be measured at amortised cost.

The Company measures all equity instruments in subsidiaries at cost initially and also on subsequent recognition.

The Company measures all quoted equity instruments other than in subsidiaries and associates at fair value on initial and subsequent recognition. Changes in fair value of quoted investments in equity shares are shown as profit/loss on fair valuation of investments in Statement of Profit and Loss.

Trade receivables represent receivables for goods sold by the Company upto to the end of the financial year. The amounts are generally unsecured and are usually received as per the terms of payment agreed with the customers. The amounts are presented as current assets where receivable is due within 12 months from the reporting date. They are recognised initially and subsequently measured at amortised cost.

The Company assesses the expected credit losses associated with its assets carried at amortised cost. Trade receivables are impaired using the lifetime expected credit loss model under simplified approach. The Company uses a provision matrix to determine the impairment loss allowance based on its historically observed default rates over expected life of trade receivables and is adjusted for forward looking estimates. At every reporting date, the provision for such impairment loss allowance is determined and updated and the same is deducted from Trade Receivables with corresponding charge/credit to Profit and Loss.

A financial asset is derecognised only when the Company has transferred the rights to receive cash flows from the financial asset, or when it has transferred substantially all the risks and rewards of the asset, or when it has transferred the control of the asset.

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

4.7. Financial Liabilities

Borrowings are initially recognised and subsequently measured at amortised cost, net of transaction costs incurred.

Borrowings are removed from balance sheet when the obligation specified in the contract is discharged, cancelled or expired.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

Trade Payables represent liabilities for goods and services provided to the Company upto to the end of the financial year. The amounts are unsecured and are usually paid as per the terms of payment agreed with the vendors. The amounts are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially and subsequently measured at amortised cost.

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

4.8. Equity

Equity Shares are classified as equity. Provision is made for the amount of any dividend declared and dividend distribution tax thereon, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

4.9. Revenue Recognition

Revenue comprises of all economic benefits that arise in the ordinary course of activities of the Company which result in increase in Equity, other than increases relating to contributions from equity participants. Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable.

Sale of Goods: Revenue from sales of goods is recognised on transfer of significant risks and rewards of ownership to the customers. Revenue shown in the Statement of Profit and Loss includes the value of self-consumption, but excludes inter-transfers, returns, trade discounts, cash discounts, other benefits passed to customers in kind, Goods and Service tax.

The Company collects Goods and Service Tax on behalf of the government and therefore, it is not an economic benefit flowing to the Company and hence excluded from Revenue.

Notes to the Consolidated Financial statements for the year ended 31st March, 2019

Revenue from construction/project related activity and contracts: Revenue from construction contracts is recognised by reference to the stage of completion of the contract activity. The stage of completion is determined by survey of work performed and/or on completion of a physical proportion of the contract work, as the case may be, and acknowledged by the contractee.

The estimated outcome of a contract is considered reliable when all the following conditions are satisfied:

i. the amount of revenue can be measured reliably;

ii. it is probable that the economic benefits associated with the contract will flow to the Company;

iii. the stage of completion of the contract at the end of the reporting period can be measured reliably; and

iv. the costs incurred or to be incurred in respect of the contract can be measured reliably.

Expected loss, if any, on a contract is recognised as expense in the period in which it is foreseen, irrespective of the stage of completion of the contract.

For contracts where progress billing exceeds the aggregate of contract costs incurred to-date and recognised profits (or recognised losses, as the case may be), the surplus is shown as the amount due to customers. Amounts received before the related work is performed are disclosed in the Balance Sheet as a liability towards advance received. Amounts billed for work performed but yet to be paid by the customer are disclosed in the Balance Sheet as trade receivables. The amount of retention money held by the customers is disclosed as part of other current assets and is reclassified as trade receivables when it becomes due for payment. Where work has progressed and billing is yet to be done, the billable portion is shown as unbilled receivable in the balance sheet as "Other Financial Assets".

Interest: Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

Dividends: Dividend from investment is recognized when the Company in which they are held declares the dividend and when the right to receive the same is established.

Insurance Claims: Insurance Claims are accounted for on acceptance and when there is a reasonable certainty of receiving the same, on grounds of prudence.

4.10 Exceptional items

An item of income or expense which by its size, type or incidence requires disclosure in order to improve an understanding of the performance of the Company is treated as an exceptional item and the same is disclosed in the notes to accounts.

4.11. Leases

i) Where the Group is the Lessee

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

ii) Where The Group is the Lessor

Assets subject to operating leases form parts of fixed assets. Lease income is recognized in the Statement of Profit and Loss on a straight-line basis over the lease term. Costs are recognized as an expense in the Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the Statement of Profit and Loss.

4.12. Foreign Currency Transaction

The Company's financial statements are presented in Indian Rupees ('INR'), which is also the Company's functional currency.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognised as income or expenses in the period in which they arise.

Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rate at the date when the fair value is determined.

4.13. Employee Benefits

Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.

Post-Employment and Retirement benefits in the form of Gratuity and Leave Encashment are considered as defined benefit obligations and are provided for on the basis of third party actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet. Every Employee who has completed five years or more of service is entitled to Gratuity on terms not less favourable than the provisions of The Payment of Gratuity Act, 1972.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions of the defined benefit obligation are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Employee benefits in the form of Provident Fund is considered as defined contribution plan and the contributions to Employees' Provident Fund Organisation established under The Employees' Provident Fund and Miscellaneous Provisions Act 1952 is charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due. The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid.

4.14. Borrowing Costs

Borrowing costs are interest and other costs incurred in connection with the borrowing of funds. Ancillary costs incurred in connection with the arrangement of borrowings are amortised over the period of borrowings.

General and specific borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets during the period of time that is required to complete and prepare the asset for its intended use. A qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use.

All other borrowing costs are expensed in the period in which they are incurred.

4.15. Related Party Transactions

A related party is a person or entity that is related to the reporting entity preparing its consolidated financial statements

a) A person or a close member of that person's family is related to a reporting entity if that person; (i) has control or joint control of the reporting entity; (ii) has significant influence over the reporting entity; or (iii) is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.

b) An entity is related to a reporting entity if any of the following conditions applies; (i) the entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others); (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member); (iii) Both entities are joint ventures of the same third party; (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity; (v) The entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity; (vi) The entity is controlled or jointly controlled by a person identified in (a); (vii) A person identified in (a) (i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

Notes to the Consolidated Financial statements for the year ended 31st March, 2019

c) A related party transaction is a transfer of resources, services or obligations between a reporting entity and a related party, regardless of whether a price is charged. Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity. Compensation includes all employee benefits i.e. all forms of consideration paid, payable or provided by the entity, or on behalf of the entity, in exchange for services rendered to the entity. It also includes such consideration paid on behalf of a parent of the entity in respect of the entity. Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

d) Disclosure of related party transactions as required by the accounting standard is furnished in the Notes on Financial Statements.

4.16. Earnings per Share

Basic earnings (loss) per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

4.17. Accounting for Taxes on Income

Tax expenses comprise of current tax and deferred tax including applicable surcharge and cess.

Current Income tax is computed using the tax effect accounting method, where taxes are accrued in the same period in which the related revenue and expenses arise. A provision is made for income tax annually, based on the tax liability computed, after considering tax allowances and exemptions. Provisions are recorded when it is estimated that a liability due to disallowances or other matters is probable.

Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profits against which the deductible temporary differences, and the carry forward unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it is become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on the tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred tax is recognised in the statement of profit and loss, except to the extent that it relates to items recognised in other comprehensive income. As such, deferred tax is also recognised in other comprehensive income.

Deferred Tax Assets and Deferred Tax Liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the Deferred Tax Assets and Deferred Tax Liabilities related to taxes on income levied by same governing taxation laws

MAT (Minimum Alternate Tax) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

4.18. Provisions, Contingent Liabilities and Contingent Assets

Provisions are made when (a) the Company has a present legal or constructive obligation as a result of past events; (b) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and (c) a reliable estimate is made of the amount of the obligation.

Contingent liabilities are not provided for but are disclosed by way of Notes on Accounts. Contingent liabilities is disclosed in case of a present obligation from past events (a) when it is not probable that an outflow of resources will be required to settle the obligation; (b) when no reliable estimate is possible;

Contingent assets are not accounted but disclosed by way of Notes on Accounts where the inflow of economic benefits is probable.

4.19. Current and Non Current

Classification:-

The Normal Operating Cycle for the Company has been assumed to be of twelve months for classification of its various assets and liabilities into "Current" and "Non-Current".

The Company presents assets and liabilities in the balance sheet based on current and non-current classification.

An asset is current when it is (a) expected to be realised or intended to be sold or consumed in normal operating cycle; (b) held primarily for the purpose of trading; (c) expected to be realised within twelve months after the reporting period; (d) Cash and cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current

A liability is current when (a) it is expected to be settled in normal operating cycle; (b) it is held primarily for the purpose of trading; (c) it is due to be discharged within twelve months after the reporting period; (d) there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. All other liabilities are classified as non-current.

4.20. Fair Value Measurement

The Company measures financial instruments such as certain investments, at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

The assets and liabilities which has been measured at fair value are, (i) Quoted Investments in Equity Shares other than associate company.

Notes to the Consolidated Financial statements for the year ended 31st March, 2019

4.21. Commitments

Commitments are future liabilities for contractual expenditure, classified and disclosed as follows:

a) estimated amount of contracts remaining to be executed on capital account and not provided for;

b) uncalled liability on shares and other investments partly paid;

c) funding related commitment to subsidiary and associate companies; and

d) other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of management.

Other commitments related to sales/procurements made in the normal course of business are not disclosed to avoid excessive details.

4.22. Segment Reporting

The accounting policies adopted for Segment reporting are in line with the accounting policies of the Group with the following additional policies:

The Group currently has the following segments:

- Interiors/Furniture Related Products
- Wood and Wood related Products
- Construction
    - Inter-segment revenue is accounted on the basis of transactions which are primarily determined based on market/fair value factors.
    - Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the Segment. Revenue and expenses, which relate to the enterprise as a whole and are not allocable to Segments on a reasonable basis, have been included under Un-allocated Corporate expenses

Note 5. Property, Plant and Equipment

In ₹

Particulars	Gross Block				Accumulated Depreciaiton				Net Block	
	Balance as at 01-Apr-18	Additions	Deletions	Balance as at 31-Mar-19	Balance as at 01-Apr-18	Depreciation charge for the year	On Disposals	Balance as at 31-Mar-19	Balance as at 31-Mar-19	Balance as at 31-Mar-18
Tangible Assets										
Land - Free Hold	7,26,31,830			7,26,31,830	-			-	7,26,31,830	7,26,31,830
Building	39,70,84,746	4,21,66,034	(35,07,523)	43,57,43,257	1,42,06,053	1,29,41,300	(20,69,203)	2,50,78,150	41,06,65,107	38,28,78,693
Plant & Machinery	3,29,88,712			3,29,88,712	46,81,159	30,20,827		77,01,986	2,52,86,726	2,83,07,553
Interiors	-	88,98,188	-	88,98,188	-	8,04,540		8,04,540	80,93,648	-
Furniture & Fixtures	3,51,23,600	32,61,085	-	3,83,84,685	58,53,976	47,32,845		1,05,86,821	2,77,97,864	2,92,69,624
Vehicles	5,49,55,264	47,00,587	(1,45,61,185)	4,50,94,666	51,86,835	78,11,645	(54,41,989)	75,56,491	3,75,38,175	4,97,68,429
Office Equipment	76,93,778	79,23,073		1,56,16,851	19,66,441	20,21,072		39,87,513	1,16,29,338	57,27,337
Computers	1,13,50,204	5,81,459	(4,35,021)	1,14,96,642	32,70,810	28,92,597	(1,41,331)	60,22,076	54,74,566	80,79,394
Electrical & Fittings	1,76,35,265	16,32,000	-	1,92,67,265	33,84,039	24,08,967		57,93,006	1,34,74,259	1,42,51,226
Lease Hold Improvements	4,86,84,374			4,86,84,374	75,63,477	52,13,533		1,27,77,010	3,59,07,364	4,11,20,897
Total	**67,81,47,773**	**6,91,62,426**	**(1,85,03,729)**	**72,88,06,470**	**4,61,12,790**	**4,18,47,326**	**(76,52,523)**	**8,03,07,593**	**64,84,98,877**	**63,20,34,983**

Property, Plant and Equipment

In ₹

Particulars	Gross Block				Accumulated Depreciaiton				Net Block	
	Balance as at 01-Apr-17	Additions	Deletions	Balance as at 31-Mar-18	Balance as at 01-Apr-17	Depreciation charge for the year	On Disposals	Balance as at 31-Mar-18	Balance as at 31-Mar-18	Balance as at 31-Mar-17
Tangible Assets										
Land - Free Hold	20,49,29,208	-	(13,22,97,378)	7,26,31,830	-	-	-	-	7,26,31,830	20,49,29,208
Building	35,04,09,973	11,57,08,371	(6,90,33,598)	39,70,84,746	70,74,135	1,17,91,539	(46,59,621)	1,42,06,053	38,28,78,693	34,33,35,838
Plant & Machinery	5,78,93,959	40,18,770	(2,89,24,017)	3,29,88,712	72,70,838	55,20,303	(81,09,982)	46,81,159	2,83,07,553	5,06,23,121
Furniture & Fixtures	2,93,45,244	1,29,13,019	(71,34,663)	3,51,23,600	31,27,244	43,50,132	(16,23,400)	58,53,976	2,92,69,624	2,62,18,000
Vehicles	5,39,36,817	1,51,13,855	(1,40,95,408)	5,49,55,264	30,55,452	78,35,258	(57,03,875)	51,86,835	4,97,68,429	5,08,81,365
Office Equipment	49,04,227	52,70,546	(24,80,995)	76,93,778	20,69,713	10,10,433	(11,13,705)	19,66,441	57,27,337	28,34,514
Computers	70,47,200	57,52,944	(14,49,940)	1,13,50,204	14,42,154	23,61,879	(5,33,223)	32,70,810	80,79,394	56,05,046
Electrical & Fittings	1,84,73,824	41,16,533	(49,55,092)	1,76,35,265	20,39,127	25,23,953	(11,79,041)	33,84,039	1,42,51,226	1,64,34,697
Lease Hold Improvements	4,86,84,374	-	-	4,86,84,374	13,45,230	62,18,247	-	75,63,477	4,11,20,897	4,73,39,144
Total	**77,56,24,826**	**16,28,94,038**	**(26,03,71,091)**	**67,81,47,773**	**2,74,23,893**	**4,16,11,744**	**(2,29,22,847)**	**4,61,12,790**	**63,20,34,983**	**74,82,00,933**

Note 5.1 Other Intangible Assets

In ₹

Particulars	Gross Block				Accumulated Depreciaiton				Net Block	
	Balance as at 01-Apr-18	Additions	Deletions	Balance as at 31-Mar-19	Balance as at 01-Apr-18	Depreciation charge for the year	On Disposals	Balance as at 31-Mar-19	Balance as at 31-Mar-19	Balance as at 31-Mar-18
Intangible Assets										
Website Development	3,43,167	-	-	3,43,167	1,45,681	88,820	-	2,34,501	1,08,666	1,97,486
Total	**3,43,167**	**-**	**-**	**3,43,167**	**1,45,681**	**88,820**	**-**	**2,34,501**	**1,08,666**	**1,97,486**

Notes to the Consolidated Financial statements for the year ended 31st March, 2019

Other Intangible Assets

In ₹

Particulars	Gross Block				Accumulated Depreciaiton				Net Block	
	Balance as at 01-Apr-17	Additions	Deletions	Balance as at 31-Mar-18	Balance as at 01-Apr-17	Depreciation charge for the year	On Disposals	Balance as at 31-Mar-18	Balance as at 31-Mar-18	Balance as at 31-Mar-17
Intangible Assets										
Goodwill	3,43,167	-	-	3,43,167	23,314	1,22,367	-	1,45,681	1,97,486	3,19,853
Total	**3,43,167**	**-**	**-**	**3,43,167**	**23,314**	**1,22,367**	**-**	**1,45,681**	**1,97,486**	**3,19,853**

Note 5.2 Investment Property

In ₹

Particulars	Gross Block				Accumulated Depreciaiton				Net Block	
	Balance as at 01-Apr-18	Additions	Deletions	Balance as at 31-Mar-19	Balance as at 01-Apr-18	Depreciation charge for the year	On Disposals	Balance as at 31-Mar-19	Balance as at 31-Mar-19	Balance as at 31-Mar-18
Property	5,45,002	-	-	5,45,002	3,212	9,835	-	13,047	5,31,955	5,41,790
Total	**5,45,002**	**-**	**-**	**5,45,002**	**3,212**	**9,835**	**-**	**13,047**	**5,31,955**	**5,41,790**

Investment Property

In ₹

Particulars	Gross Block				Accumulated Depreciaiton				Net Block	
	Balance as at 01-Apr-17	Additions	Deletions	Balance as at 31-Mar-18	Balance as at 01-Apr-17	Depreciation charge for the year	On Disposals	Balance as at 31-Mar-18	Balance as at 31-Mar-18	Balance as at 31-Mar-17
Property	5,45,002	-	-	5,45,002	(6,667)	9,879	-	3,212	5,41,790	5,51,669
Total	**5,45,002**	**-**	**-**	**5,45,002**	**(6,667)**	**9,879**	**-**	**3,212**	**5,41,790**	**5,51,669**

Note 6 Non Current Investment

In ₹

Name of the Body Corporate	Subsidiary/Associate/ JV/ Controlled Entity/ Others	Face Value (₹)	No. of Shares as at 31-Mar-19	No. of Shares as at 31-Mar-18	Quoted/ Unquoted	Full/Partly Paid	Amount as at 31-Mar-19	Amount as at 31-Mar-18
Investment in Equity Shares- Instruments at Cost								
Uniply Decor Limited (Formely known as UV Boards Limited)	Associate	2	4,65,58,249	4,57,71,359	Quoted	Fully Paid	1,20,43,49,961	1,14,15,25,140
Shalivahan Wind Energy Limited	Others	10	29,200	29,200	Unquoted	Fully Paid	2,92,000	2,92,000
Thane Janata Sahakari Bank	Others	50	10,000	10,000	Unquoted	Fully Paid	5,00,000	5,00,000
The Saraswat Co -operative Bank	Others	10	2,500	2,500	Unquoted	Fully Paid	25,000	25,000
The Shamrao Vithal Co-operative Bank	Others	10	50,000	50,000	Unquoted	Fully Paid	5,00,000	5,00,000
	Others		-	-	Unquoted	Fully Paid	97,50,00,000	-
							2,18,06,66,961	1,14,28,42,140
Investment in Equity Instruments -Fair Value through Profit or Loss (FVTPL)								
Balaji Hotels & Enterprise Limited	Others	10	-	2,900	Quoted	Fully Paid	-	2,900
Chambal Fertilizer & Chem Limited	Others	10	-	495	Quoted	Fully Paid	-	80,215
Greenply Industries Limited	Others	1	-	1000	Quoted	Fully Paid	-	3,11,650
Green Lam Industries Limited	Others	5	-	200	Quoted	Fully Paid	-	2,32,830
Total							-	6,27,595
Other Investments								
Investment in Painting & IDOL							4,99,000	4,99,000
Investment in Gold Coins							9,61,340	9,61,340
Total							14,60,340	14,60,340
Grand Total							2,18,21,27,301	1,14,49,30,075

Note		
1. Carrying Value of Investments in Associate concern Uniply Decor Limited includes a Goodwill of ₹11,02,79,860/- (31.03.2018 ₹9,95,79,423/-) being the excess value of investment over and above the proportionate Net worth of the associate		
2. Aggregate value of Quoted Investment	1,20,43,49,961	1,14,21,52,735
Market Value of Quoted Investments	1,00,33,30,266	2,39,67,58,239
3. Summarised financial Information of Associate Uniply Decor Limited		
Non-current Assets	2,82,17,75,509	2,46,60,14,852
Current Assets	80,57,15,199	78,00,28,589
Non-current Liabilities	9,06,31,505	1,16,01,572
Current Liabilities	66,22,66,190	44,92,35,430
For The Period	2018-19	2017-18
Revenue	1,64,84,26,896	85,15,56,000
Profit for the period	8,93,38,745	3,99,51,000
Other Comprehensive Income	47,829	(55,000)
Total Comprehensive Income	8,93,86,574	3,98,96,000
Reconciliation of the above summarised financial information to the carrying amount of the Interest in Uniply Decor Limited recognised in consolidated financial statements given below:		
Net Assets of Uniply Decor Limited	2,87,45,93,013	2,78,52,06,407
Proportion of the Companies Interest in Uniply Decor Limited	38.06%	37.41%
Value of Companies interest in Uniply Decor Limited	1,09,40,70,101	1,04,19,45,717
Add: Goodwill	11,02,79,860	9,95,79,423
Carrying Amount of Companies interest in Uniply Decor Limited	1,20,43,49,961	1,14,15,25,140

Note 7 Other Financial Assets

In ₹

Particulars	As at 31-Mar-19		As at 31-Mar-18	
	Non Current	Current	Non Current	Current
Security Deposits	1,78,66,776	3,87,11,905	1,44,42,301	4,66,44,987
Other Advances	3,85,97,100	1,64,30,89,265	3,75,69,721	4,54,367
Advances to Staff and Others	25,000	1,97,73,872	1,75,000	2,49,92,876
Inter Corporate Deposits	45,89,88,012	-	44,07,37,334	-
Total	**51,54,76,888**	**1,70,15,75,042**	**49,29,24,356**	**7,20,92,230**

Notes to the Consolidated Financial statements for the year ended 31st March, 2019

Note 8 Deferred Tax Assets/(Liabilities) (net)

In ₹

Particulars	As at 31-Mar-19	As at 31-Mar-18
Tax Assets		
Employee Benefits	14,56,113	8,08,024
Share Issue Expenses u/s 35D	57,20,217	-
Provision for Doubtful Debts	62,61,927	-
Others	-	1,11,668
Total Tax Assets (i)	**1,34,38,257**	**9,19,692**
Tax Liabilities		
Fixed Assets: Impact of difference between tax depreciation and depreciation charged for the financial reporting	5,26,93,840	4,82,88,610
Related to deviation in under section 145A	1,45,33,622	-
Total Tax Liabilities (ii)	**6,72,27,462**	**4,82,88,610**
Total (i)-(ii)	**(5,37,89,205)**	**(4,73,68,918)**

DTA/(DTL) are the amounts of Income Tax recoverable/Payable in future periods in respect of taxable temporary difference

Note 9 Other Assets

In ₹

Particulars	As at 31-Mar-19		As at 31-Mar-18	
	Non Current	Current	Non Current	Current
Capital Advances	18,71,740	-	25,81,48,518	-
MAT Credit Entitlement	-	-		
Prepaid Expenses	-	1,05,45,317		98,79,122
Unamorised Debenture Issue Expenses	16,83,444	74,82,031	39,60,947	14,28,20,908
Balance with Statutory Authorities	45,48,660	34,48,38,948	91,65,475	74,82,031
Advances for Investments	12,00,00,000	-	2,60,00,00,000	-
Advances for Land & Building	67,00,00,000	-		
Advances to Suppliers	-	15,52,829	-	7,81,265
Advances to Capital creditors	-	-	-	7,37,296
Deferment of Bank Charges and Interest	-	44,65,943		
Unbilled Debtors	-	1,58,37,70,608	-	99,31,92,333
Amount receivable against sale of Assets	-	35,55,000		
Interest Receivable	-	-	2,57,082	
Income Tax	13,05,816	63,80,938	13,05,816	63,80,847
Total	**79,94,09,660**	**1,96,25,91,614**	**2,87,28,37,838**	**1,16,12,73,802**

During the year the Company has assigned ₹91.48 crores of unbilled debtors to S.Viswanathan Printers & Publishers Pvt Ltd.

Note 10 Inventories

In ₹

Particulars	As at 31-Mar-19	As at 31-Mar-18
Inventories (lower of cost or net realisable value)		
As Certified by the Management		
Work In Process	24,54,11,412	14,37,34,020
Stock-in-Trade	50,17,41,662	72,41,38,366
Total	**74,71,53,074**	**86,78,72,386**

Note 11 Trade Receivables

In ₹

Particulars	As at 31-Mar-19		As at 31-Mar-18	
	Non Current	Current	Non Current	Current
Considered Doubtful	-	-	-	-
Considered Good	-	1,47,59,78,809	-	91,06,97,876
Others	-	**1,79,19,893**	-	-
	-	1,49,38,98,702	-	91,06,97,876
Less: Allowance for Credit Losses		(1,79,19,893)		-
Total	-	**1,47,59,78,809**	-	**91,06,97,876**

Trade receivables are generally due between 60 to 90 days.

The credit limit and credit period are fixed for each customer after evaluating their financial position, past performance, business opportunities, credit references etc. The credit limit and the credit period are reviewed regularly at periodical intervals.past performance, business opportunities, credit references etc. The credit limit and the credit period are reviewed regularly at periodical intervals.

Note 12 Cash and Cash Equivalents

In ₹

Particulars	As at 31-Mar-19	As at 31-Mar-18
12.1 Balances with Banks		
In Current Accounts	(1,44,27,149)	12,28,39,692
Cash on hand	5,25,973	8,14,196
Cheques on Hand	45,35,42,941	1,00,000
Total (i)	**43,96,41,765**	**12,37,53,888**
12.2 Other Bank Balance other than above		
Margin Money Deposits	26,19,81,020	13,06,89,446
Fixed Deposits	-	-
Escrow Account	2,30,068	2,30,068
Total (ii)	**26,22,11,088**	**13,09,19,514**
Total (i)+(ii)	**70,18,52,853**	**25,46,73,402**

During the year, the Company has not entered into any non-cash transactions on investing and financing activities.

Notes to the Consolidated Financial statements for the year ended 31st March, 2019

Note 13 Equity Share Capital

In ₹

Particulars	As at 31-Mar-19	As at 31-Mar-18
Authorised Share Capital		
32,50,00,000 Equity Shares of ₹2/- each	65,00,00,000	
(6,50,00,000 Equity Shares of ₹10/- each - 31.03.2018)		65,00,00,000
Issued, Subscribed and Paid up		
16,52,13,420 Equity Shares of ₹2/- each	33,04,26,840	
(2,39,07,199 Equity shares of ₹10/- each - 31.03.2018)		23,90,71,990
Total	33,04,26,840	23,90,71,990

13.1 Reconciliation of Shares outstanding at the beginning and at the end of reporting period

In ₹

Particulars	As at 31-Mar-19	As at 31-Mar-18
At the beginning of the year	2,39,07,199	2,39,07,199
Add: Share issued during the year	91,35,485	-
Add: Additions due to Split in face value from ₹10/- to ₹2/-	**13,21,70,736**	
At the end of the year	**16,52,13,420**	**2,39,07,199**

13.2 Details of Shareholders holding more than 5% shares in the Company

Particulars	As at 31-Mar-19		As at 31-Mar-18	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Mr. Keshav Kantamneni *	1,94,95,062	11.80%	69,50,240	29.08%
M/s. KKN Holdings Pvt. Ltd **	1,67,81,687	10.16%	-	0.00%
M/s. Malabar India Fund Limited	1,05,91,590	6.41%	-	0.00%
Mr. Tarbir Shahpuri			13,52,500	5.66%

* As per Registrar & Transfer Agent's record, the shareholding of Mr. Keshav Narayan Kantamneni, promoter as on 31st March 2019 is 1,94,95,062 shares. Out of the same, 1,93,48,000 shares were pledged with Beacon Trusteeship Ltd and SBICAP Trustee Co Ltd.

** As per Registrar & Transfer Agent's record, the shareholding of KKN Holdings Pvt. Ltd as on 31st March 2019 is 1,67,81,687 shares. Out of the same, 35,212 shares were pledged with LK Securities Private Limited.

Terms/Rights attached to the Equity Shares:-

The Company has issued only one class of equity shares having a par value of ₹2/- per share. Each holder of equity share is entitled to one vote per share. Repayment of Capital will be in proportion to the number of equity shares held by the shareholders.

Note 14 Other Equity

In ₹

Particulars	As at 31-Mar-19	As at 31-Mar-18
Share Premium	4,69,27,46,231	1,03,07,87,065
Capital Reserve	5,05,92,663	5,05,92,663
Debenture Redemption Reserve	10,72,73,830	10,70,829
General Reserve	13,02,46,000	13,02,46,000
Retained Earnings	65,95,03,617	40,49,31,259
Other Comprehensive Income	(24,60,604)	(17,21,325)
Total	**5,63,79,01,737**	**1,61,59,06,491**

14.1 Share Premium

In ₹

Particulars	As at 31-Mar-19	As at 31-Mar-18
Balance at the beginning of the year	1,03,07,87,065	1,03,07,87,065
Add: Received against share issued	3,66,19,59,166	-
Balance at the end of the year	**4,69,27,46,231**	**1,03,07,87,065**

14.2 Capital Reserve

In ₹

Particulars	As at 31-Mar-19	As at 31-Mar-18
Balance at the beginning of the year	5,05,92,663	5,23,08,663
Less: Transfer to General Reserve	-	17,16,000
Add: Capital Reserve on Consolidation	-	-
Balance at the end of the year	**5,05,92,663**	**5,05,92,663**

14.3 Revaluation Reserve

In ₹

Particulars	As at 31-Mar-19	As at 31-Mar-18
Balance at the beginning of the year	-	12,85,30,000
Less: Transfer to General Reserve	-	12,85,30,000
Balance at the end of the year	**-**	**-**

14.4 Debenture Redemption Reserve

In ₹

Particulars	As at 31-Mar-19	As at 31-Mar-18
Balance at the beginning of the year	10,70,829	-
Less: Transfer to General Reserve	10,62,03,001	10,70,829
Balance at the end of the year	**10,72,73,830**	**10,70,829**

Notes to the Consolidated Financial statements for the year ended 31st March, 2019

14.5 General Reserve

In ₹

Particulars	As at 31-Mar-19	As at 31-Mar-18
Balance at the beginning of the year	13,02,46,000	-
Add: Transfered From Revaluation Reserve		12,85,30,000
Add: Transfered From Capital Reserve		17,16,000
Balance at the end of the year	**13,02,46,000**	**13,02,46,000**

14.6 Retained Earnings

In ₹

Particulars	As at 31-Mar-19	As at 31-Mar-18
Balance at the beginning of the year	40,49,31,259	7,70,02,303
Add: Profit for the year	39,50,40,555	32,89,99,785
Less: Transfer to Debenture Redemption Reserve	(10,62,03,001)	(10,70,829)
Less: Final Dividend including Distribution Tax	(3,42,65,196)	-
Balance at the end of the year	**65,95,03,617**	**40,49,31,259**

14.7 Other Comprehensive Income

In ₹

Particulars	As at 31-Mar-19	As at 31-Mar-18
Balance at the beginning of the year	(17,21,325)	(7,04,700)
Add: Other Comprehensive Income arising from remeasurement of defined benefit obligation net of tax	(7,50,967)	(10,23,278)
Add: Other Comprehensive Income arising from Gain on Translation of Transaction with Foreign Operations	11,688	6,653
Balance at the end of the year	**(24,60,604)**	**(17,21,325)**

14.8 Share Warrants

In ₹

Particulars	As at 31-Mar-19	As at 31-Mar-18
Balance at the beginning of the year	-	-
Add: Received during the year	51,43,98,668	-
Balance at the end of the year	**51,43,98,668**	**-**

The Company has allotted 96,28,824 number of share warrants of ₹10/- each at a premium of ₹400.85 each on 25.04.2018. During the current financial year 46,20,687 {(45,50,101 on 09.10.2018) + (70586 on 14.02.2019)} number of warrants of ₹10/- each got converted into 2,31,03,435 {(22750505 on 09.10.2018)+(352930 on 14.02.2019)} number of equity shares of ₹2/- each. Balance warrants was also split into 5 each consequent to the split in equity face value from ₹10/- to ₹2/-. As on 31.03.2019 the number of outstanding warrants are 2,50,40,685 of ₹2/- each at a premium of ₹80.17 each, out of which 25% of the issue price including premium has been received from the warrant holders. These warrant are required to be exercised by the warrant holders on or before 24.10.2019.

Note 15 Borrowings

In ₹

Particulars	As at 31-Mar-19		As at 31-Mar-18	
	Non Current	Current	Non Current	Current
I . Secured Borrowings				
a) Debentures				
As at 31st March 2018:- 7000, 11.8% Non-convertible Debentures of the face value of ₹1,00,000 each (Current Liability :- As at 31st March 2019 - 25,00,00,000/-; As at 31st March 2018 - NIL)				
	45,00,00,000	25,00,00,000	70,00,00,000	
b) Term Loan-Bank				
i) From Banks (Current Liability :- As at 31st March 2019- ₹9,04,87,795/-; As at 31st March 2018 - ₹25,52,00,179/-)	15,51,77,653	9,04,87,795	28,22,90,351	25,52,00,179
c) Long term Deferred Liabilities				
Financial Lease obligations from Bank (Secured)				
- Kotak Mahindra Prime Ltd - Car Loan	9,91,477	10,03,932	21,54,117	11,21,561
- HDFC Bank Ltd - Car Loan	2,90,771	4,03,965	6,94,735	3,68,367
-Other Banks (Current Liability:- As at 31st March 2019- ₹15,27,59,353/-; As at 31st March 2018 - ₹28,99,896/-)	30,91,981	15,27,59,353	58,51,329	28,99,896
- From Financial Institutions (Current Liability :- As at 31st March 2019- ₹26,13,981/-; As at 31st March 2018 - ₹31,55,529/-)	1,00,16,495	26,13,981	1,35,59,624	31,55,529
d) Working Capital from Bank	-	75,99,34,516	-	92,53,45,832
Total Secured (i)	**61,95,68,377**	**1,25,72,03,541**	**1,00,45,50,156**	**1,18,80,91,364**
II . Unsecured Borrowings				
Inter Corporate Loans	1,09,00,00,000	10,00,00,000		97,00,00,000
Loan From Related Parties	40,09,172	-	60,55,035	2,59,71,100
Temporary Overdraft with Indusind Bank				
Loan From Others	4,71,83,038		3,75,49,500	
Total Unsecured (ii)	**1,14,11,92,210**	**10,00,00,000**	**4,36,04,535**	**99,59,71,100**
Total (i)+(ii)	**1,76,07,60,587**	**1,35,72,03,541**	**1,04,81,54,691**	**2,18,40,62,464**

a) Hire Purchase Loan from Kotak Mahindra Prime Ltd - The Loan is secured by hypothecation of respective asset. The loan is repayable in 36 to 60 EMI

i) ₹5,985/- ending on May 2022.

ii) ₹32,546/- ending on October 2020.

iii) ₹31,181/- ending on March 2021.

iv) ₹25,254/- ending on January 2021.

b) Hire Purchase Loan from HDFC Bank Ltd - The Loan is secured by hypothecation of respective asset. The loan is repayable in 36 EMI of ₹37620/- ending on November 2020.

c) Intercorporate Loan ₹119,00,00,000/- is from associate concern Uniply Decor Limited and carries interest @ 10% p.a.

d) Term Loan includes, Property Loan and other Fixed Assets loan taken from The Shamrao Vithal Co-Op.Bank Ltd., which are repayable in 72 to 84 Equated Monthly Installment with moratorium period of 12 months , comprising Principal and Interest. These Loans are secured by mortgage of Land and Building siutated at Survey No.419, Dhabode Village, Taluka- Pen and Hypothecation of Plant and Machinery siuated at Survey No.419, Dhabode Village, Taluka Pen

Notes to the Consolidated Financial statements for the year ended 31st March, 2019

and personal guarantee of Directors of Company, One Director of Holding Company and one KMP of the Company.

e) Long Term Maturities of Financial Lease Obligations includes Vehicle Loans and loans against properties taken from NBFCs and Banks, which are repayable in 60 Equated Monthly Installment, comprising Principal and Interest. The said loans are secured by way of hypothecation of Vehicles acquired out of the said loan.

f) Term Loan includes, loan taken from Kotak Mahindra Bank Ltd., which are repayable in 60 Equated Monthly Installment with moratorium period of 12 months , comprising Principal and Interest. These loans are secured by way of First exclusive charge by way of mortgage of Land and Building situated at Bunglow at New No.78/1 & 78/2, Old No.78, Ranaganathapuram Road, Chetpet,Chennai-600 031 which is owned by S. Viswanathan Printers and Publishers Pvt Ltd and personal guarantee of Mr. Keshav Kantamneni, Director of Holding Company along with undated cheques together with necessary mandates."

g) Loan from Related Parties are repayable within 12 months from the date of Balance Sheet.

h) The Companies Act, 2013 requires Companies that issue debentures to create Debenture Redemption Reserve from Annual Profit. Companies are required to maintain 25% as a reserve of outstanding redeemable debentures. Accordingly, during the year Company has transferred an amount of ₹107675261/- to Debenture Redemption Reserve in accordance with provisions of section 71(4) of Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014.

i) During the preceeding financial year, Vector Projects (I) Pvt. Ltd has issued 7,000 (Previous Year: - 7000), 11.80% secured Redeemable Non-convertible Debentures of ₹1,00,000 (₹ One Lakh) each aggregating to ₹70,00,00,000/- (₹ Seventy Crores). 36% of the face value of the said debentures shall be redeemed on or before March 27, 2020; another 32% of the face value of the said debenture shall be redeemed on June 27, 2020 and remaining 32% of the face value of the said debentures shall be redeemed on September 27, 2020. These debentures are secured by exclusive charge by way of collateral security by way of equitable mortgage of immovable properties being Unit No.001,101,201,301,401 and 501 of Vector house, LBS Marg , Bhandup-West owned by Company's related party, KKN Holdings Pvt.Ltd. and residential property situated at 78, R.S. No.405/ Aranganthapuram Road (MC Nichols Road), Chetpet Chennai owned by S. Viswanathan Printers and Publishers Pvt Ltd or collateral by way of pledge of 42,78,574 Equity Shares of Uniply Industries Ltd held by a Director of Holding Company and personal guarantee of a Director of Holding Company."

j) Working Capital Loans from The Shamrao Vithal Co-Op Bank Ltd. and RBL Bank Ltd.are repayable on demand.

k) Working Capital Loans from The Shamrao Vithal Co-Op Bank Ltd. are secured by hypothecation of present and future Stock-in-trade, Stores and Spares, Plant and Machinery & Book Debts, and Other Current Assets of Company together with first charge as Collateral security of immovable properties being Land and Building siutated at Survey No.419, Dhabode Village, Taluka- Pen and Hypothecation of Plant and Machinery siuated at Survey No.419, Dhabode Village, Taluka- Pen and and personal guarantee of Directors of Company, One Director of Holding Company and one KMP of the Company together with necessary mandates. Charges on Current Assets rank pari passu inter-se for all intents and purposes.

l) Working Capital Loans from RBL Bank Ltd. are secured by hypothecation of present and future Stock-in-trade, Stores and Spares, Plant and Machinery & Book Debts, and Other Current Assets of Company together with first charge as Collateral security of immovable properties of the Group Company's of Holding Company located at 1st, 2nd and 5th Floor, Vector House, LBS Marg, Bhandup (West) and Personal Guarantee of Mr. Keshav Kantamneni (Director of Holding Company) along with undated Cheques together with necessary mandates. Charges on Current Assets rank pari passu inter-se for all intents and purposes.

m) Sales Invoice Financing from SVC Bank is repayable within 90 days from the date of disbursement. The same is secured by way of PDCs of ₹10,00,00,000/- (₹ Ten Crores), personal guarantee of Directors of Company, One Director of Holding Company and one KMP of the Company and accepted invoice of customers.

Note 16 Provisions

In ₹

Particulars	As at 31-Mar-19		As at 31-Mar-18	
	Non Current	Current	Non Current	Current
Employee Benefits - Gratuity payable	42,65,495	2,93,403	10,85,320	18,69,336
Provision for Taxation		13,74,09,367		11,38,49,061
Total	**42,65,495**	**13,77,02,770**	**10,85,320**	**11,57,18,397**

Note 17 Trade Payables

In ₹

Particulars	As at 31-Mar-19	As at 31-Mar-18
Trade Payables - For Goods	75,28,72,974	65,06,44,591
Trade Payables - For Expenses	5,07,35,414	36,65,637
Total	**80,36,08,388**	**65,43,10,228**

a) Trade payables are non-interest bearing and are normally settled as per due dates generally ranging from 30 to 60 days.

b) 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 in respect of its subsidiary, no effect of such disclosure have been made in the consolidated statements . 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.

Note 18 Other financial liabilities

In ₹

Particulars	As at 31-Mar-19	As at 31-Mar-18
UIL Unpaid Dividend A/c 2017-18	1,61,061	-
Other Payables	-	3,54,65,778
Total	**1,61,061**	**3,54,65,778**

Note 19 Other current liabilities

In ₹

Particulars	As at 31-Mar-19	As at 31-Mar-18
Expenses Payables	63,32,871	3,26,31,952
Statutory Dues	12,51,84,267	12,22,61,511
Advances from Customer	-	-
Advance Received against Sale of Property & Others	35,69,309	43,19,309
Total	**13,50,86,447**	**15,92,12,772**

Notes to the Consolidated Financial statements for the year ended 31st March, 2019

Note 20 Revenue from Operations

In ₹

Particulars	As at 31-Mar-19	As at 31-Mar-18
Sales of Manufactured/Traded Goods (Net)		
Sale of Products	73,46,80,930	1,61,09,89,617
Interior project	1,66,45,32,663	1,97,78,34,813
Construction Project	2,16,65,40,592	28,04,06,000
Management Fee	12,00,00,000	-
Other Operating Revenue	-	1,00,88,365
	4,68,57,54,185	**3,87,93,18,795**
Details of Products Sold		
Manufactured Goods/Traded Goods:-		
Plywood,Veneer & Timber	2,62,09,166	50,12,71,439
Sale of Interior Products/Furniture	70,84,71,764	1,10,60,27,315
Others Goods	-	36,90,863
	73,46,80,930	**1,61,09,89,617**

Note 21 Other Income

In ₹

Particulars	As at 31-Mar-19	As at 31-Mar-18
Interest Income	28,12,32,366	2,33,19,405
Rental Income	58,64,250	13,05,000
Dividend Income	1,39,675	1,42,800
Profit on sale of investments	42,800	-
Foreign Exchange Rate Difference	-	1,38,009
Royalty Income	7,50,00,000	3,75,00,000
Net Gain/(Loss) arising on Equity Instruments Measured at fair value through profit or loss(FVTPL)	-	1,76,420
Others	-	9,84,02,945
Total	**36,22,79,091**	**16,09,84,579**

Notes to the Consolidated Financial statements for the year ended 31st March, 2019

Note 22 Cost of Materials Consumed

In ₹

Particulars	31-Mar-19	31-Mar-18
A) Consumption of Raw Materials		
Inventories at the beginning of the year	-	15,82,56,113
Add : Purchase of Raw Materials	1,34,55,92,965	2,06,87,61,635
Add: Freight and Octroi on Purchases	-	1,46,67,108
	1,34,55,92,965	2,24,16,84,856
Less : Inventories at the end of the year/Transfer on Slump Sale	-	80,042
Total (i)	**1,34,55,92,965**	**2,24,16,04,814**
Details of Material Purchased		
Wood Related Products	-	13,16,83,484
Interior Product	1,34,55,92,965	1,93,04,47,535
Others Manufactured Goods	-	66,30,616
	1,34,55,92,965	**2,06,87,61,635**
B) Consumption of Consumables		
Inventories at the beginning of the year	-	1,15,07,295
Add : Purchase of Consumables	-	64,12,668
	-	1,79,19,963
Less : Inventories at the end of the year/Transfer on Slump Sale	-	1,43,64,975
Total (ii)	**-**	**35,54,988**
Total (i)+(ii)	**1,34,55,92,965**	**2,24,51,59,802**

Note 23 Purchases of Stock in Trade

In ₹

Particulars	31-Mar-19	31-Mar-18
Wood Related Products - Trading	59,17,37,641	39,83,62,131
Purchase of Interior Product	-	44,85,758
Others	-	4,90,000
Total	**59,17,37,641**	**40,33,37,889**

Note 24 Construction/Contract Expenses

In ₹

Particulars	31-Mar-19	31-Mar-18
Civil Work / Project Expenses	1,34,37,38,272	22,00,29,812
Total	**1,34,37,38,272**	**22,00,29,812**

Notes to the Consolidated Financial statements for the year ended 31st March, 2019

Note 25 Changes in Inventories of Finished Goods, Work-in-Progress And Stock-in-Trade

In ₹

Particulars	31-Mar-19	31-Mar-18
Inventories at the beginning of the year		
Work-in Process*	14,37,34,020	42,67,42,209
Finished Goods *	-	2,67,44,313
Traded Goods	72,41,38,366	45,15,47,407
	86,78,72,386	**90,50,33,929**
Inventories at the end of the year/Transfer on Slump Sale		
Work-in Process*	24,54,11,412	43,02,92,170
Finished Goods *	-	30,61,375
Traded Goods	50,17,41,662	72,41,38,366
	74,71,53,074	**1,15,74,91,911**
Total	**12,07,19,312**	**(25,24,57,982)**

* During the Year 17-18, Stock held has been transferred under slump sale.

Note 26 Employee Benefits Expense

In ₹

Particulars	31-Mar-19	31-Mar-18
Salaries, Wages, Bonus, Exgratia etc	23,82,18,347	28,61,19,853
Contract Labour Charges	-	1,87,92,390
Director's Remuneration	4,37,36,752	1,94,01,328
Contribution to P.F, E.S.I and Other Statutory Funds	48,30,428	70,55,336
Gratuity	12,49,133	14,95,333
Employees Welfare Expenses	39,58,410	59,10,859
Total	**29,19,93,070**	**33,87,75,099**

Note 27 Finance Cost

In ₹

Particulars	31-Mar-19	31-Mar-18
Interest Costs	34,72,21,279	29,13,32,287
Discounting Charges	45,75,000	-
Other Borrowing Costs	4,60,04,173	2,57,17,190
Total	**39,78,00,452**	**31,70,49,477**

Note 28 Other Expenses

In ₹

Particulars	31-Mar-19	31-Mar-18
Power and Fuels	-	34,96,277
(Increase) / decrease of excise duty on inventory	-	5,60,913
Books & Periodicals	1,32,772	8,206
Sundry Balance Written Off (net)	14,78,331	-
Consultancy/Professional Fees	7,55,29,697	7,73,07,297
Electricity Expenses	74,17,340	1,09,73,532
Donations	8,12,000	7,92,303
Contributions towards Corporate Social Responsibility	21,14,434	-
General Expenses	72,21,029	20,47,974
Insurance	74,00,575	98,70,401
Petrol Expenses	67,000	11,04,954
Postage & Telegram	12,60,588	16,45,453
Printing & Stationery	27,24,504	47,73,252
Foreign Exchange Rate Difference	5,47,218	-
Rates & Taxes	3,55,12,850	76,62,029
Rent	6,54,84,232	4,24,01,441
Hire Charges & Site Expenses	2,17,88,383	2,76,70,559
Retainership Fee	1,41,522	7,38,883
Repairs & Maintainance	-	-
- Plant & Machinery	54,56,942	84,41,743
- Building	-	7,55,210
- Others	1,15,19,291	1,05,99,157
Security Services	13,92,966	42,96,869
Provision for Doubtful Debts	1,79,19,893	-
Share Issue Expenses	3,83,02,500	-
Telephone Expenses	43,68,244	65,59,382
Travelling & Conveyance Expenses	2,09,05,910	3,68,89,010
Subscription	12,32,443	11,79,750
Vehicle Expenses	59,05,947	83,59,454
Conference & Meeting Expenses	-	16,47,164
Tender Expenses	48,998	1,44,939
Director's Sitting Fees	8,66,000	5,70,000
Warranty Charges	22,33,581	15,12,650
Auditors Remuneration	8,00,000	10,11,800

Notes to the Consolidated Financial statements for the year ended 31st March, 2019

Note 28 Other Expenses

In ₹

Particulars	31-Mar-19	31-Mar-18
Sales Promotion Expenses	47,92,122	1,18,82,568
Product Promotion Expenses	-	**5,81,396**
Commission and Brokerage Expenses	45,38,403	-
Transportation & Forwarding Charges	9,82,751	2,28,85,915
Advertisement	44,25,750	16,76,785
Service Tax	-	1,46,717
Registrar Expenses & Demat Charges	3,13,610	1,93,069
Data Connectivity Charges	2,64,970	2,17,327
Profit/Loss on Sale of Asset	(99,231)	-
Total	**35,58,03,565**	**31,06,04,377**
Payment to Auditors		
As Auditor		
For Audit Fee	5,00,000	9,11,800
For Taxation Matters	-	1,00,000
For Certification	3,00,000	-
Total	**8,00,000**	**10,11,800**

Note 29 Exceptional Item

In ₹

Particulars	31-Mar-19	31-Mar-18
Profit on Slump Sale	-	1,40,50,430
Profit/Loss on Sale of Investment	(2,00,786)	10,34,93,702
Loss on Sale of Fixed Assets (Net)	16,29,625	(25,29,043)
Education Expenses	(21,48,900)	(18,98,222)
Total	**(7,20,061)**	**11,31,16,867**

(Refer Note 32 for Explanation)

Notes to the Consolidated Financial statements for the year ended 31st March, 2019

Note 30 Income tax relating to continuing operations

In ₹

Particulars	31-Mar-19	31-Mar-18
Profit before tax	55,79,81,957	52,91,77,777
Enacted tax rates in India	29.120%	34.608%
Income tax expenses calculated	16,24,84,346	18,31,37,845
Donation/CSR not eligible for deduction	6,53,579	1,73,000
Tax Impact on Disallowance on account of late payment of Statutory Dues	64,32,597	9,99,800
Disallowances u/s 43B	3,63,748	-
Tax Impact on Slump Sale	-	1,47,63,432
Expenses allowed under Income Tax Act	(1,50,67,849)	
Expenses not allowed on Income Tax (Capital Expenses)	1,20,69,683	47,94,420
Income not subject to tax	(10,53,299)	(16,55,482)
Difference in WDV	(33,08,551)	1,17,84,121
Others	3,43,69,460	11,05,950
Income tax expenses Recognised in Statement of Profit & Loss A/c	19,69,43,714	21,51,03,086

Note 31 Earnings Per Share

In terms of Ind AS-33 on " Earning Per Share" the calculation of EPS is given below:-

In ₹

Particulars	31-Mar-19	31-Mar-18
Profit as per the Statement of Profit & Loss	39,43,01,276	32,79,83,160
Profit Available for Equity Shareholders	39,43,01,276	32,79,83,160
Weighted Average number of Equity Shares outstanding during the year		
- Basic	15,15,77,923	2,39,07,199
- Diluted	18,56,04,147	2,39,07,199
Nominal Value of Equity Shares (₹)	2/-	10/-
Basic Earnings per Share (EPS)	2.60	13.72
Diluted Earnings per Share (DEPS)	**2.12**	**13.72**

Note 32 Explanation to Exceptional Item

a) Sale of Investments in Shares with a net loss of ₹2,00,786/- (31.03.18 - Gain on sale of the 26% of Company's stake in ETA Technopark Limited is ₹10,00,00,000/-)

b) During the year subsidiary had sold its Vehicles and Office Premises at a profit of ₹16,29,625/- (31.03.18 - Sale of Vehicles at a loss of ₹25,29,043/-)

c) Company has sponsored Educational Expenses for Son of the Director/Employee amounting to ₹21,48,900/-

Note 33 Segement Reporting

The Company's reportable segments are organised based on the nature of products and services offered by these segments.

- Construction (w.e.f. 01st Oct 2017)
- Interiors/Furniture Related Products
- Manufacturing & Trading of Plywood & Allied Products

The Business Group Management Committee headed by Managing Director consisting of Chief financial officer, Leaders of Strategic Business Units and Human resources have identified the above three reportable business segments. It reviews and monitors the operating results of the business segments for the purpose of making decisions about resource allocation and performance assessment using profit or loss and return on capital employed.

Notes to the Consolidated Financial statements for the year ended 31st March, 2019

Note 33 Segement Reporting

In ₹

Particulars	Construction/ Project Income		Interior or Furniture related Products		Manufacturing & Trading of Plywood & Allied Products		Total	
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
Sales								
Sales / Income from Contracts / Other Income	2,66,81,07,128	28,04,06,000	2,66,02,82,407	3,21,58,15,643	33,13,21,593	1,10,00,09,443	5,65,97,11,128	4,59,62,31,086
Inter segment sales	-	-	(38,15,65,425)	-	(23,01,12,427)	(55,59,27,712)	(61,16,77,852)	(55,59,27,712)
Total Sales	**2,66,81,07,128**	**28,04,06,000**	**2,27,87,16,982**	**3,21,58,15,643**	**10,12,09,166**	**54,40,81,731**	**5,04,80,33,276**	**4,04,03,03,374**
Results								
Segment result - EBITDA	27,17,66,277	2,87,36,000	70,87,58,559	62,73,05,256	1,79,23,615	16,02,53,194	99,84,48,450	81,62,94,450
Depreciation/amortisation	-	-	(3,60,93,377)	(3,41,73,934)	(58,52,604)	(75,70,056)	(4,19,45,981)	(4,17,43,990)
Interest expense	-	-	(39,78,00,452)	(31,70,49,477)	-	(4,14,40,073)	(39,78,00,452)	(35,84,89,550)
Exceptional Item	-	-	-	-	-	-	(7,20,061)	11,31,16,867
Profit before tax	**27,17,66,277**	**2,87,36,000**	**27,48,64,730**	**27,60,81,845**	**1,20,71,011**	**11,12,43,065**	**55,79,81,957**	**52,91,77,777**
Share of Profit from Associates (Net of Tax)							3,40,02,312	1,49,25,094
Income taxes	-	-	-	-	-	-	(19,69,43,714)	(21,51,03,086)
Net profit after taxes	-	-	-	-	-	-	39,50,40,555	32,89,99,785
Other information:								
Segment Assets	2,18,13,74,326	52,51,91,000	6,22,91,76,551	6,24,57,76,000	1,55,58,12,862	1,20,02,36,393	9,96,63,63,739	7,97,12,03,393
Unallocated Corporate Assets	-	-	-	-	-	-	76,89,41,000	45,24,08,906
Total Assets	**2,18,13,74,326**	**52,51,91,000**	**6,22,91,76,551**	**6,24,57,76,000**	**1,55,58,12,862**	**1,20,02,36,393**	**10,73,53,04,739**	**8,42,36,12,299**
Segment Liabilities	43,05,88,000	10,91,50,000	3,28,31,80,000	3,87,16,16,000	33,20,54,967	10,28,42,968	4,04,58,22,967	4,08,36,08,968
Unallocated Corporate Liabilities	-	-	-	-	-	-	20,67,54,527	16,17,69,601
Total Liabilities	**43,05,88,000**	**10,91,50,000**	**3,28,31,80,000**	**3,87,16,16,000**	**33,20,54,967**	**10,28,42,968**	**4,25,25,77,494**	**4,24,53,78,569**

Sales between operating segments are carried out at arm's length basis and are eliminated at entity level consolidation.

The accounting policies of the reportable segments are the same as that of Company's accounting policies described in Note: 4.22; Segment profit represents the profit before tax earned by each segment . This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

Segment wise Revenue, Results, Assets & Liabilities figures relate to the respective amount directly identifiable to each of the segments. Items which are not identifiable are shown under unallocated Corporate Assets/Liabilities.

Information about major customers:

Customer contributed 10% or more to the Company's revenue during the years 2018-19:-

a) Construction Revenue - Two Customers for ₹1,30,88,96,185/- (31.03.18 - One Customer for ₹28,04,06,000/-)

b) Manufacturing & Trading of Plywood & Allied Products - One Customer for ₹2,3,01,12,423/- (31.03.18 - One Customer for ₹55,59,27,712/-)

Note 34 Contingent Liabilities and Commitments

In ₹

Particulars	As at 31-Mar-19	As at 31-Mar-18
A. Contingent Liabilities		
a) No provision is considered necessary for disputed income tax, sales tax, service tax, excise duty and customs duty demands which are under various stages of appeal proceedings as given below		
i. Income Tax Act, 1961	1,28,055	9,94,922
ii. Central Sales Tax Act,1956 & Local Sales Tax laws of various states	4,92,68,898	3,42,38,209
iii. Central Excise Act,1944		-
iv. Service Tax, 1994		-
b) Guarantees excluding Financial Guarantees:	7,07,36,624	15,40,45,007
In respect of the above demands disputed by the Company, the appellate authorities have set aside the Order in Feb 2019. Outflows, if any that may arise will depend on the outcome of the decision of the Assessing Officer and the Company has rights for future appeals. No reimbursements are expected.		
B. Commitments:		
Estimated amount of contracts remaining to be executed (net of advances):		
i. Towards Construction of Shed	-	3,00,00,000
ii. Towards Purchase of Property, Plant & Equipments		3,00,00,000
C. The Company did not have any long term contracts and there were no losses on derivative contracts	-	-

Note 35 Expenditure in Foreign Currency

In ₹

Particulars	31-Mar-19	31-Mar-18
Import Purchases (CIF Value of Imports)	9,01,80,878	9,74,14,738
Education Expenses	21,48,900	18,98,222
Foreign Travel Expenses	6,69,831	21,40,416
Professional fees	10,15,443	9,12,542
Total	**9,40,15,052**	**10,23,65,918**

Note 36 Earnings in Foreign Currency

In ₹

Particulars	31-Mar-19	31-Mar-18
Service Charges	-	9,50,815
Dividend Income	-	-
Sale of Capital Goods	-	-
Export Sales	-	-
Total	**-**	**9,50,815**

Notes to the Consolidated Financial statements for the year ended 31st March, 2019

Note 37 Finance Lease

Assets acquired on finance lease comprises of Properties, Motor Cars & Motor Vehicles. The minimum lease payments and the present value there of as at March 31, 2019 in respect of assets acquired under finance leases are as follows.

Particulars	Minimum lease Payment	Net Present Value of Minimum Lease Payment	Interest Expenses
Due not later than one year	11,69,90,468	9,58,61,129	2,11,29,340
	(14,64,12,426)	(11,12,55,649)	(3,51,56,776)
Due later than one year but not later than 5 years from the balance sheet date	18,39,17,518	16,82,86,124	1,56,31,394
	(34,23,71,012)	(30,17,00,942)	(4,06,70,071)
Due later than five years	-	-	-

Note 38 Employee Benefits

i. Defined contribution plans:

Employee benefits in the form of Provident Fund is considered as defined contribution plan and the contributions to Employees' Provident Fund Organisation established under The Employees' Provident Fund and Miscellaneous Provisions Act 1952 is charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due.

ii. Defined Benefit Plan:

Retirement benefits in the form of Gratuity and Leave Encashment are considered as defined benefit obligations and is provided for on the basis of third party actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet. Every Employee who has completed five years or more of service is entitled to Gratuity on terms not less favourable than the provisions of The Payment of Gratuity Act, 1972.

As the Company has not funded its liability, it has nothing to disclose regarding plan assets and its reconciliation.

iii. Acturial Valuation of Gratuity Liability :

In ₹

Particulars	31-Mar-19	31-Mar-18
a) Defined Benefit Cost		
Current Service Cost	38,15,815.00	31,83,627.00
Interest Expense on Defined Benefit Obligation (DBO)	11,11,450.00	2,99,000.00
Less: Return on Plan Assets	(5,319.00)	1,19,028.00
Defined Benefit Cost included in Profit and Loss	**49,21,946.00**	**36,01,655.00**
Remeasurements - Due to Financial Assumptions	(92,596.00)	(7,01,451.00)
Remeasurements - Due to Acturial Valuation on Plan assets	1,452.00	-
Remeasurements - Due to Experience Adjustments	9,57,473.00	26,19,262.00
Remeasurements - Due to Demographic adjustments	2,51,216.00	-
Actual Interest on Plan Assets	2,94,105.00	-
Defined Benefit Cost included in Other Comprehensive Income	**14,11,650.00**	**19,17,811.00**
Total Defined Benefit Cost in Profit and Loss and OCI	**63,33,596.00**	**55,19,466.00**

iii. Acturial Valuation of Gratuity Liability :

In ₹

Particulars	31-Mar-19	31-Mar-18
b) Movement in Defined benefit liability:		
Opening Defined Benefit Obligation	1,91,43,305.00	1,95,11,223.00
Interest Expense on Defined Benefit Obligation (DBO)	11,11,450.00	13,54,646.00
Current Service Cost	38,15,815.00	45,94,102.00
Acturial Gain/(Loss) Remeasurement of plan assets	(1,451.00)	
Total Remeasurements included in OCI	**14,11,650.00**	**6,23,847.00**
Less: Benefits paid	(52,42,047.00)	(69,40,513.00)
Closing benefit obligation	**2,02,38,722.00**	**1,91,43,305.00**
Less: Fair Value of Plan Assets at the end	(1,56,79,824.00)	(1,61,88,649.00)
Net Obligation	45,58,898.00	29,54,656.00
Current Liabilities of Closing benefit obligation	2,93,403.00	18,69,336.00
Non-Current Liabilities of Closing benefit obligation	42,65,495.00	10,85,320.00
c) Actuarial assumptions:		
Mortality Table	IAC Mortality (2006-08)	IAC Mortality (2006-08)
Discount Rate (per annum)	7.75%	7.52%
Rate of escalation in salary (per annum)	10%	10%
Withdrawal rate	5%	5%

Notes to the Consolidated Financial statements for the year ended 31st March, 2019

Note 39 Related Party Disclosures

Listed of Related Parties

Related party relationships are as identified by the Management and relied upon by the Auditors

a) Names of related parties and description of relationship

Sl. No	Relationship	Name
	List of related parties where control exists	
i)	Subsidary Company	1 Vector Projects (India) Private Limited
		2 Uniply Blaze Private Limited (Ceased W.E.F. 09/10/2018)
ii)	Step Down Subsidiary Company	1 Vector Projects International Ltd
iii)	Associate Company	1 Uniply Decor Limited (Formerly Uv Boards Limited)
iv)	Enterprise where key managerial personnel along with their relatives exercise significant influence	1 Vector Projects (India) Private Limited
		2 Protocol 7 Network Private Limited
		3 Vector Estates Private Limited
		4 Vector Properties (India) Private Limited
		5 Vector Infrastructure Project Solutions Limited
		6 Vector Lifespace LLP
		7 Chitter Chatter Educare LLP
		8 Guru Properties LLP
		9 MI Lifespace LLP
		10 MI Workspace LLP
		11 MI Officespace LLP
		12 Guru Workspace LLP
		13 KASG Finnaissance Consulting Private Limited
		14 Bayline Infocity Limited
		15 KKN Holdings Private Limited (Formerly Foundation Outsourcing (I) Pvt. Ltd.)
		16 Forge Point Limited
		17 Vector Cyber Parks Private Limited
		18 Nxtwater Private Limited

Sl. No	Relationship	Name
		19 Panther Capital LLP
		20 Aura Properties (India) Pvt Ltd
		21 Chisel Studio LLP
		22 Enorme Properties (India) Pvt Ltd
		23 Guru Consultants Pvt Ltd
		24 Valour Office Systems (India) Pvt Ltd
		25 Vector Design International (I) Pvt Ltd
v)	Key Managerial Personnel (KMP)	1 Mr. Keshav Narayan Kantamneni - Chairman
		2 Mr. Sethuraman Srinivasan - Managing Director
		3 Mr. Umesh Prabhakar Rao - Joint Managing Director
		4 Mr. Boggaram Sarma Venkatamarkandeya - Joint Managing Director
		5 Mr. Narendra Kumar Jain - Chief Financial Officer
		6 Mr. Rajesh Lad – Whole Time Director
		7 Mr. K Shrikanth – Director
		8 Mr. Raghuram Nath - Company Secretary
vi)	Relatives Of Key Managerial Personnel (KMP)	1 Mrs. Meenu Jain
		2 Mrs. Padma M Jhunjhunwala
		3 Mrs. Varsha Rao
		4 Mrs. Sunita Lad
		5 Ms. Mayuree Rao
vii)	Non-executive directors	1 Mr. Sudhir Kumar Jena
		2 Mrs. Reena Bhatwal
		3 Mr. Ramgopal Lakshmi Ratan
		4 Ms. Parul Satyan Bhatt

Notes to the Consolidated Financial statements for the year ended 31st March, 2019

b) Transactions with related parties

In ₹

S.No	Name of the Related Parties	Nature of Transaction	31-Mar-19	31-Mar-18
1	M/s. Uniply Decor Limited (formely UV Boards Limited)	Sales	25,69,02,535	4,43,98,804
		Royalty Income	7,50,00,000	3,75,00,000
		Rental Income	34,19,400	26,81,400
		Purchases/Project Expenses	60,67,68,643	38,31,55,902
		Rent Expenses	18,65,000	-
		Interest Expenses	9,26,25,000	2,42,50,000
		Rent - Deposit	1,50,000	-
		Payable at the end	33,76,91,258	24,43,54,235
		Sale under Slump sale	-	1,47,00,00,000
		Inter Corporate Loan Payable	1,19,00,00,000	97,00,00,000
2	M/s. Uniply Blaze Private Ltd	Receivable at end	-	27,000
3	M/s. Bayline Infocity Ltd (Formerly ETA Technopark Ltd)	Management Fee Income	40,00,00,000	
		Receivable at end	27,00,00,000	
4	M/s Jalaram Veneers & Floors Private Limited	Sales	-	56,903
5	M/s KKN Holdings Private Limited (Formerly Foundation Outsourcing Private Limited)	Management Fee Income	12,00,00,000	-
		Sales - Assets	59,00,000	-
		Project Expenses	10,54,00,000	
		Interest Income	22,80,01,823	
		Inter Corporate Loan Payable	-	3,07,25,347
		Advance for Purchase of Property	67,00,00,000	
		Advance for Investments	12,00,00,000	
		Receivable at end	1,64,26,52,683	
		Capital Advance	24,87,19,944	2,84,86,70,391
		Rent Expenses	2,40,00,000	-
		Sales/Reimbursements	3,62,373	-
		Rent Deposit	2,50,00,000	-
6	M/s. Vector Design International (India) Private Limited	Other Advances	21,754	16,564
		Receivable at the end	1,53,458	1,31,704
7	M/s. Vector Properties (India) Private Limited	Rent Paid	-	12,26,160
		Loan Repaid	6,61,250	63,60,750
		Payable at the end	-	1,52,075
		Long term Borrowings	-	6,61,250

b) Transactions with related parties

In ₹

S.No	Name of the Related Parties	Nature of Transaction	31-Mar-19	31-Mar-18
8	M/s. Vector Estate Private Limited	Other Advances	7,878	-
		Payable at the end	23,15,317	23,23,195
9	M/s. Vector Lifespace LLP	Capital Advance	24,12,235	24,12,235
10	M/s. Enorme Properties (India) Private Limited	Other Advances	26,688	21,098
		Receivable at end	57,765	31,077
11	M/s. Valour Office Systems (India) Private Limited	Other Advances	-	16,564
		Receivable at the end	40,020	16,564
12	M/s. Aura Properties (India) Private Limited	Loan Repaid	-	10,31,822
13	M/s. Guru Consultants Private Limited	Hire Charges / Service Charges	2,35,500	2,89,000
		Purchases	3,54,200	1,80,199
		Sales/Reimbursements	30,294	-
		Payable at the end	3,04,428	4,85,563
14	Mr. Umesh Prabhakar Rao	Director Remuneration and Salary advance	2,81,50,000	1,97,03,833
		Rent Paid	-	3,33,000
		Reimbursement of Expenses	1,34,388	-
		Repayment of Rent Deposit	-	2,22,000
		Payable at the end	-	-
		Loan given	1,54,90,434	2,00,00,000
		Loan Repaid	96,89,999	1,00,00,000
		Receivable at end	1,58,00,435	
15	Mr.K.Shrikanth	Director Remuneration	72,05,000	81,00,000
		Loan given	-	1,00,00,000
16	Mr.Rajesh Lad	Director Remuneration	72,05,000	81,00,000
		Sale of Fixed Assets	55,000	-
		Loan Repaid	-	92,638
		Receivable at end	55,000	-
17	Mrs.Varsha Rao	Consultancy fees	21,03,000	23,58,000
		Rent Paid	-	13,29,390
		Interest Paid	6,74,929	9,34,401
		Repayment of Rent Deposit	-	10,72,225
		Payable at the end	-	2,17,320

Notes to the Consolidated Financial statements for the year ended 31st March, 2019

b) Transactions with related parties

In ₹

S.No	Name of the Related Parties	Nature of Transaction	31-Mar-19	31-Mar-18
		Long term Borrowings	-	2,53,09,850
		Loan received	7,50,00,000	7,31,34,850
		Loan Repaid	10,03,09,850	4,78,25,000
		Receivable at end	9,92,523	22,30,434
18	Mrs.Mayuree Rao	Consultancy fees	18,00,000	-
		Rent Paid	-	6,30,000
		Salaries, Wages and Bonus	6,00,000	24,45,000
		Payable at the end	1,80,000	1,52,531
		Repayment of Rent Deposit	-	4,20,000
19	Mrs. Sunita Lad	Interest Paid	2,38,024	7,19,994
		Loan Repaid	20,45,863	-
		Long term Borrowings	40,09,172	60,55,035
20	Mr. Keshav Kantamneni	Director Remuneration	1,20,00,000	70,00,000
21	Mr. Srinivasan Sethuram	Director Remuneration	67,50,000	99,00,000
22	Mr. MR Jhunjhunwala	Director Remuneration		20,31,594
23	Mr. BVM Sharma	Director Remuneration	99,86,752	-
24	Mr. Narendra Kumar Jain	Salary	66,00,000	66,00,000
25	Mr. Raghuram Nath	Salary	39,69,738	20,74,221
26	Ms. S.S Deepthi	Salary	-	28,000
27	Ms. Meenu Jain	Salary	10,00,000	10,00,000
		Professional Fee	20,00,000	-
28	Mr. Sudhir Kumar Jena	Sitting Fees	2,75,000	1,70,000
29	Mrs. Reena Bathwal	Sitting Fees	2,75,000	1,95,000
30	Mrs. Ramgopal Lakshmi Ratan	Sitting Fees	2,25,000	2,05,000
31	Mr. Parulsatyan Bhatt	Sitting Fees	1,00,000	-
32	Mr. Keshav Kantamneni	Rent	18,00,000	9,00,000
33	Ms. Padma M Jhunjhunwala	Rent	-	3,00,000

Terms and conditions of transactions with related parties:

All transactions with these related parties are priced on an arm's length basis and resulting outstanding balances are to be settled in due course. None of the balance is secured.

Note 40 Risk Management Framework

TThe management of the Company has implemented a risk management system that is monitored by the Board of Directors. The general conditions for compliance with the requirements for proper and future-oriented risk management within the Company are set out in the risk management principles. These principles aim at encouraging all members of staff to responsibly deal with risks as well as supporting a sustained process to improve risk awareness. The guidelines on risk management specify risk management processes, compulsory limitations, and the application of financial instruments. The risk management system aims at identifying, analyzing, managing, controlling and communicating risks promptly throughout the Company. Risk management reporting is a continuous process and part of regular Group reporting. In addition, our Corporate Function Internal Auditing regularly checks whether Company complies with risk management system requirements.

The Company is exposed to credit, liquidity and market risks (foreign currency risk and interest risk) during the course of ordinary activities. The aim of risk management is to limit the risks arising from operating activities and associated financing requirements by applying selected derivative and non-derivative hedging instruments. In order to minimise any adverse effects on the financial performance of the Company, it has taken various measures. This note explains the source of risk which the entity is exposed to and how the entity manages the risk and impact of the same in the financial statements.

Risk	Exposure arising from	Measurement	Management
Credit Risk	Cash and cash equivalents, other bank balances, trade receivables, loans, other financial assets measured at amortised cost.	Ageing analysis, external credit rating (wherever available)	Diversification of bank deposits, credit limits and letters of credit
Liquidity Risk	Borrowings, trade payables and other financial liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market Risk	Recognised financial assets and liabilities not denominated in Indian Rupee (INR)	Sensitivity analysis	Management follows established risk management policies
(a) Foreign Currency Risk	Financial assets and financial liabilities	Sensitivity analysis	Management follows established risk management policies
(b) Interest Rate Risk	Long term borrowings at variable rates	Sensitivity analysis Interest rate movements	Interest rate swaps

Credit Risk

Credit risk refers to the risk that the counterparty will default on its contractual obligations resulting in financial loss to the Company. Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis to mitigate impairment loss on receivables. Credit evaluations are performed on all customers requiring credit over a certain amount before the Company's standard payment and delivery terms and conditions are offered. The Company does not secure its financial assets with collaterals.

Trade receivable

Trade receivables are primarily unsecured and are derived from revenue earned from customers. As per simplified approach, the Company makes provision of expected credit loss on trade receivables using a provision matrix to mitigate the risk of default payments and makes appropriate provisions at each reporting date whenever is for longer period and involves higher risk. Details of balances of trade receivables as on reporting date are stated below :

Notes to the Consolidated Financial statements for the year ended 31st March, 2019

In ₹

Particulars	31-Mar-19	31-Mar-18
Trade and other receivables		
- from others	**1,47,59,78,809**	**91,06,97,876**

Cash and cash equivalents are neither past due nor impaired.
In case of other financial assets, there are no indicators as at March 31, 2019 that defaults in payment obligations will occur.

Note 41 Financial Instruments

(i) Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's

Capital management is to maximise the shareholder value

The Company's objective when managing capital are to

• Safeguard their ability to continue as a going concern, so that they can continue to provide return for shareholders and benefits for other stakeholders and

• Maintain an optimal capital structure to reduce the weighted average cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividend paid to shareholders, return capital to shareholders, issue new shares, or sell non-core assets to reduce the debt.

Debt to Equity ratio

In ₹

Particulars	As at	
	31-Mar-19	31-Mar-18
Debt	3,11,79,64,128	3,23,22,17,155
Equity	6,48,27,27,245	4,17,82,33,731
Debt to Equity ratio	**0.48**	**0.77**

ii) Categories of financial instruments

In ₹

Particulars	As at	
	31-Mar-19	31-Mar-18
A. Financial assets		
Measured at fair value through Profit or Loss FVTPL) - Mandatorily measured:		
- Equity and other investments	-	6,27,595
Measured at Amortised cost		
- Cash and bank balances	43,96,41,765	12,37,53,888
- Other financial assets	2,21,70,51,930	56,50,16,586
Measured at fair value through Other Comprehensive Income (FVTOCI)		
- Investments in equity instruments designated upon initial recognition	2,18,06,66,961	1,14,28,42,140
Measured at cost		
- Investments in Equity instruments in subsidiaries, joint ventures and associate	-	-
B. Financial liabilities		
Measured at amortised cost (including trade payable balances)	3,25,32,11,636	3,42,68,95,704

(iii) Distribution made of Dividends

In ₹

Particulars	As at	
	31-Mar-19	31-Mar-18
Final dividend for the year ending 31.03.2018	2,84,21,997	-
(₹1 per share of ₹10 each)		
Dividend distribution tax	58,43,199	-
Total dividend paid and dividend tax on equity shares	3,42,65,196	-
Proposed dividend for the year ending 31.03.2019	3,96,51,221	2,84,21,997
(₹0.24 per share of ₹2 each)		
Dividend distribution tax	81,52,291	58,43,199
Total Proposed dividend and dividend tax payable on Equity Shares	4,78,03,512	3,42,65,196

Note 42 Events after the reporting period

No significant event is to be reported between the closing date and that of the meeting of Board of Directors.

Note 43 Approval of financial statements

The financial statements were reviewed and recommended by the Audit Committee and has been approved by the Board of Directors in their meeting held on May 30th, 2019.

See accompanying notes forming part of the financial statements

As per our report attached

For **Lily & Geetha Associates**
Chartered Accountants
FRN:006982S

Mathy Sam
Partner
Membership No: 206624

Chennai
May 30, 2019

For and on behalf of the Board of Directors

Keshav Kantamneni
Chairman

Sethuraman Srinivasan
Managing Director

Sudhir Kumar Jena
Independent Director

Reena Bathwal
Independent Director

Ramgopal Lakshmi Ratan
Independent Director

Narendra Kumar Jain
Chief Financial Officer

Raghuram Nath
Company Secretary

Uniply®

Uniply Industries Limited

CIN: L20293TN1996PLC036484, Mail id:cs@uniply.in
Registered Office: 572, Anna Salai, Teynampet, Chennai - 600 018

Form No. MGT-11
Proxy form

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: UNIPLY INDUSTRIES LIMITED
CIN: L20293TN1996PLC036484
Registered Office: 572, ANNA SALAI, TEYNAMPET, CHENNAI – 600018

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

1. Name: …………………………………………….. Address: ..………………………………………………………………………………
………
E-mail Id: ………………………………………… Signature:.………………………………………………………, or failing him

2. Name: …………………………………………… Address: ..………………………………………………………………………………
………
E-mail Id: ………………………………………… Signature:..………………………………………………………, or failing him

3. Name: …………………………………………… Address: ..………………………………………………………………………………
………
E-mail Id: ………………………………………… Signature: ..……………………………………………………………

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on the on 30th September, 2019 at 2.30 pm at The Music Academy (Kasturi Srinivasan Hall) #Old No. 306, New No. 168 T.T.K Road, Royapettah, Chennai - 600 014 and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Item No.	I assent to the resolution	I dissent from the resolution
1	To receive, consider and adopt; a. the audited standalone financial statements of the Company for the financial year ended March 31, 2019, along with the reports of the Board of Directors and Independent Auditors thereon; b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2019, along with the reports of the Independent Auditors thereon.		
2.	To consider & approve Final Dividend of Re. 0.24 per equity share of face value of Rs. 2/- each, for the financial year 2018-19.		
3.	To appoint a Director in place of Mr. Keshav Narayan Kantamneni (DIN: 06378064), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.		
4.	Appointment Of Statutory Auditors: a. To fill the Casual Vacancy. b. For a Period of Five Years		
5.	To appoint Mr. Nazeer Azam Sulthan (DIN: 08072833) as Director of the Company.		
6.	To appoint Mr. Nazeer Azam Sulthan (DIN: 08072833) as the Managing Director of the Company.		
7.	To Appoint Mrs. Parul Satyan Bhatt (DIN: 07143186) as an Independent Director		
8.	To Re-appoint Mr. Ramgopal Lakshmi Ratan (DIN: 00400605) as an Independent Director.		
9.	Approval of Material Related Party transactions with Uniply Decor Limited, Vector Projects (India) Pvt Ltd, KKN Holdings Pvt Ltd & Bayline Infocity Limited.		
10.	Shifting of Registered Office from Chennai, State of Tamil Nadu to National Capital Territory (NCT) of Delhi & Alteration of Clause No. 2 of the Memorandum of Association:		

Signed this…...................................… day of……........................… 2019

AFFIX
₹1/-
REVENUE
STAMP

....
Signature of shareholder

....
Signature of Proxy holder(s)

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®

Uniply Industries Limited

CIN: L20293TN1996PLC036484, Mail id:cs@uniply.in
Registered Office: 572, Anna Salai, Teynampet, Chennai - 600 018

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 ....DP ID ....

Client ID...

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

Venue: Music Academy (Kasturi Srinivasan Hall) # Old No. 306, New No. 168, T.T. Krishnamachari Road, Royapettah, Chennai, Tamil Nadu-600014

Date: 30.09.2019

Time: 2.30 PM

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 Notice to the meeting.

____

Signature of Member / Proxy

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ROUTE MAP TO THE VENUE OF THE MEETING

VENUE OF THE MEETING

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