

Date: 16.10.2020

BSE Limited 25th Floor, Phiroze Towers Dalal Street, Fort, Mumbai – 400 001 Scrip Code: 532646	The National Stock Exchange of India Ltd Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Scrip Code: UNIPLY
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Dear Madam /Sir,

Sub: Outcome of the Board Meeting dated 16th October, 2020.

We wish to bring to your notice that the Board of Directors at their meeting held today i.e. 16th October, 2020 have considered and approved the followings:

1. The Un-Audited Financial Results (both Standalone and Consolidated) for the quarter/ nine months ended 31st December, 2019 in terms of Regulation 33 of SEBI (LODR), Regulations, 2015. Copies of the said financial results are enclosed.
2. The Limited Review Report of the Statutory Auditors on the Un-Audited Financial Results (both Standalone and Consolidated) for the quarter/ nine months ended 31st December, 2019. Copies of the said Limited Review Report are enclosed.
3. The resignation of Mr. N K Jain as CFO of the Company. Mr. Jain has served the company impeccably since the date of his appointment and the management has relied upon him heavily for cost management and steering the Company's profitability from the early days of the turnaround. He will continue in a key leadership role at the promoters' holding company, M/s KKN Holdings Pvt Ltd. We thank him for his services to the Company.

The meeting commenced at 5.30 pm and ended at ~~8.30~~ pm.

Thanking you,

Yours faithfully,
For Uniply Industries Limited



Keshav Narayan Kantamneni
Chairman & Managing Director
DIN: 06378064

Encl: As above

UNIPLY INDUSTRIES LIMITED



CIN:L20293TN1996PLC036484

Regd. Office:# 37, T.T.K. Road, C I T Colony, Chennai - 600018

UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER/NINE MONTHS ENDED 31st DECEMBER 2019

(₹. in Lakhs except per share data)

Particulars	Quarter Ended (Unaudited)			Nine Months Ended (UnAudited)		Year Ended (Audited)
	31 Dec'19	30 Sep'19	31 Dec'18	31 Dec'19	31 Dec'18	31 Mar'19
1. Income						
Revenue from Operations (Net)	953.13	13,246.35	11,256.75	30,094.97	37,073.77	46,857.54
Other Income	986.24	1,277.28	1,500.23	3,194.21	2,140.17	3,622.79
Total Income	1,939.36	14,523.63	12,756.98	33,289.17	39,213.94	50,480.33
2. Expenses						
Cost of Material Consumed	489.92	1,566.87	3,211.66	4,130.31	10,076.10	13,455.93
Purchase of Stock-in-Trade	(0.00)	-	12.25	1,466.80	1,501.93	5,917.38
Construction & Project Expenses	428.14	11,285.64	3,638.83	15,629.63	12,002.53	13,437.38
Changes in Inventories of Finished Goods, Work-in-progress and stock-in-Trade	(0.00)	(328.34)	1,302.81	4,889.42	3,694.66	1,207.19
Employees Benefit Expenses	76.47	424.96	757.56	1,044.23	2,214.76	2,919.93
Finance Cost	630.76	847.84	1,001.91	2,425.40	2,885.88	3,978.00
Depreciation and Amortisation Expenses	142.19	141.13	103.11	429.65	298.82	419.46
Other Expenses	340.44	851.31	813.20	1,696.79	2,130.99	3,558.04
Total Expenses	2,107.91	14,789.41	10,841.33	31,712.22	34,805.67	44,893.31
3. Profit Before Exceptional Item & Tax	(168.55)	(265.78)	1,915.65	1,576.95	4,408.27	5,587.02
Exceptional Item	(37.51)	(100.26)	(24.11)	(663.93)	(24.11)	(7.20)
4. Profit from operations before share of profit of equity accounted Investees & Income Tax	(206.06)	(366.04)	1,891.54	913.02	4,384.16	5,579.82
Share of Profit from Associates (Net of Tax)	3.38	(38.36)	77.06	-	294.39	340.02
5. Profit Before Tax	(202.68)	(404.40)	1,968.60	913.02	4,678.55	5,919.84
6. Tax Expenses						
Current Tax	(0.00)	64.29	582.99	471.60	1,392.66	1,905.23
Deferred Tax	-	27.08	53.99	13.59	47.76	64.20
7. Profit for the Period	(202.67)	(495.77)	1,331.62	427.84	3,238.13	3,950.41
8. Other Comprehensive Income (OCI)						
i) Items that will not be reclassified to profit or loss	-	-	-	-	-	(14.12)
ii) Income tax relating to Items that will be reclassified to profit or loss				-		6.61
iii) Gain on Translation of Transaction with Foreign Operations	0.12	0.06	(0.48)	0.12	0.46	0.12
iv) Total Other Comprehensive Income (Net of Tax)	0.12	0.06	(0.48)	0.12	0.46	(7.39)
9. Total Comprehensive Income for the period	(202.55)	(495.71)	1,331.14	427.96	3,238.59	3,943.02
10. Earnings per equity share (Face Value of Rs. 2/-) (Not Annualised)						
a) Basic	(0.12)	(0.29)	0.82	0.26	2.20	2.60
b) Diluted	(0.12)	(0.25)	0.70	0.26	1.76	2.12
11. Paid up Equity Share Capital, Equity Shares on Rs. 2/- each.	3,352.95	3,352.95	3,297.21	3,352.95	3,297.21	3,304.27
12. Other Equity excluding Revaluation Reserve	-	-	-	-	-	56,379.02

Notes

1. Certain shares of Promoters were pledged and have been invoked and taken over by lenders.

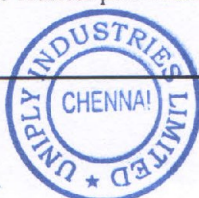
Details have been provided hereinbelow alongwith management's comments:

(a) 14000000 shares (8.35% of total shareholding of the company) held by M/s. KKN Holdings Pvt Ltd was pledged to and invoked by Beacon Trusteeship Ltd. on 21.03.2020 for default on Non convertible Debentures issued by KKN Holdings Pvt. Ltd.

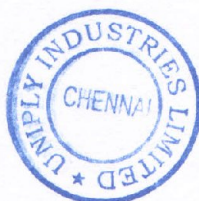
(b) 7149810 shares (4.26% of total shareholding of the company) held by M/s. Madras Electronics Solutions Pvt Ltd was pledged to and invoked by Beacon Trusteeship Ltd. on 21.03.2020 for default on Non convertible Debentures issued by KKN Holdings Pvt. Ltd.

(c) 17097810 shares (10.20% of total shareholding of the company) held by Mr. Keshav Narayan was pledged to and invoked by SBICAP Trustee Company Ltd. on 09.10.2020.

Regarding the above, management is of the view that both Trustee (Beacon Trusteeship and SBI Cap Trustee) are required to follow a certain procedure with respect to invocation of share pledge. The procedures have not been followed and have been contested by the company and promoters. The promoter is also in the process of reaching a settlement with both the Trustees post which the shares of the promoters will be returned to Promoters' account.



2. Looking at the slowdown in the interior fitout industry last year, the management had taken a call in June 2019 to complete all ongoing projects and manufacturing operations and not take on any new jobs. Post Covid - 19, operations have been started across projects. Post the transfer of the plywood business of the company to Uniply Decor Limited, several branches of the company that remained relevant for the plywood business have been retained by Uniply
3. The company has faced a significant delay in collection of receivables, compounded by a churn in operating team sentiments with a failed acquisition attempt by a global fund. This has caused a slowdown in operations followed by delays in statutory compliances. The same shall be rectified at the earliest.
4. Company has given unsecured advances to M/s. KKN Holdings Pvt. Ltd. (another company of promoter) amounting to Rs. 260 crore pertains to Advances towards purchase of 40% of shares of Artmatrix SDN BHD. That transaction has been delayed because the shares of Artmatrix SDN BHD are recognised by a Unique Identification Number (UIN) which is still currently in the name of Vector Projects India Pvt. Ltd. as per RBI. Hence we were advised to defer the physical transfer of shares until the UIN Number is transferred to KKN Holdings Pvt Ltd.
5. Value of Investments Rs. 172.79 Crore is subject to current valuation/current market price of quoted investment. No provision for diminution in value of these investment, if any, has been booked.
6. Trade Receivables and Trade Payables are subject to reconciliation and confirmation. The process could not be completed due to unprecedented Covid - 19 situation.
7. There has been a GST search and survey operation carried out in November 2019. No evidence of any wrongdoing was found and no adverse inference has been reported till date.
8. Term Loan from Banks Rs. 10.50 Crore relating to subsidiary company Vector Projects India Pvt. Ltd. include a majority amount pertaining to SVC Bank. The settlement details for the same are provided at Note No. 9.
9. Short Term Borrowings relating to subsidiary company Vector Projects India Pvt. Ltd. include Secured Loans Rs. 88.71 Crore, and Unsecured Loans Rs. 74.59 Crore. These are Working Capital limits from SVC & RBL. Accounts with SVC and RBL were classified as NPA in the months of March 2020 (RBL) and June 2020 (SVC). However, in view of RBI's guidelines, no company should have been classified an NPA post March 2020. The cases of the said NPA loans are before DRT. According to the Management, the company and the bankers have agreed to have both loan accounts closed and settled in entirety.
10. Other Current Assets relating to subsidiary company Vector Projects India Pvt. Ltd. Include Unbilled Revenue amounting to Rs. 171.22 Crore that is subject to reconciliation and confirmation.
11. The above Un-Audited standalone financial results have been reviewed by the Audit Committee and approved by the Board at their respective meeting held on 16th October, 2020.
12. The Company's Operations consists of two segments a) Interiors/Furniture related products & b) Construction.
13. The figures for the quarter ended 30th Sep 2019 are the balancing figures between the unaudited figures of half year ended 30th Sep 2019 and the unaudited figures for quarter ended 30th Jun 2019.
14. During the quarter ended 30th September 2019, the Company has made two times allotment of shares resulting in an increase in the number of equity shares by 24,33,980.
15. Effective 1st April 2019, the company has adopted Ind AS 116 "Leases" for all long term lease contracts existing as on 1st April 2019 using the modified retrospective method as a lessee, wherein the Right of Use of Asset was created with a corresponding lease liability. Accordingly, the comparatives and other periods presented have not been retrospectively adjusted. The effect of this adoption is not material on the profits for the period
16. The figures for the previous period have been regrouped/reclassified wherever necessary.



For and on behalf of the Board of Directors
Uniply Industries Limited

Keshav Narayan Kantamneni
Chairman & Managing Director
DIN: 06378064

Place : Chennai
16th October, 2020

UNIPLY INDUSTRIES LIMITED

CIN:L20293TN1996PLC036484

Regd. Office:# 37, T.T.K. Road, C I T Colony, Chennai - 600018

Uniply®
UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER/NINE MONTH ENDED 31st DECEMBER 2019

(₹. in Lakhs except per share data)

Particulars	Quarter Ended (Unaudited)			Nine Months Ended (UnAudited)		Year Ended (Audited)
	31 Dec'19	30 Sep'19	31 Dec'18	31 Dec'19	31 Dec'18	31 Mar'19
1. Income						
Revenue from Operations (Net)	(0.00)	12,137.11	3,073.97	22,822.22	13,052.63	17,193.18
Other Income	1,001.45	1,252.82	1,429.10	3,067.65	2,015.37	3,455.45
Total Income	1,001.44	13,389.93	4,503.07	25,889.86	15,068.00	20,648.63
2. Expenses						
Cost of Material Consumed	-	-	-	-	-	-
Purchase of Stock-in-Trade	(0.00)	-	12.25	1,466.80	2,246.91	5,917.38
Construction & Project Expenses	0.00	11,492.33	2,899.43	15,629.63	11,297.32	12,035.15
Changes in Inventories of Finished Goods, Work-in-progress and stock-in-Trade	(0.00)	-	(284.72)	3,474.87	(2,841.65)	(3,474.87)
Employees Benefit Expenses	(10.06)	125.95	259.96	259.45	705.64	838.22
Finance Cost	300.40	313.95	326.93	928.89	839.91	1,108.72
Depreciation and Amortisation Expenses	53.37	52.31	21.44	160.48	43.72	58.53
Other Expenses	338.04	606.71	224.75	1,251.25	731.26	1,442.32
Total Expenses	681.74	12,591.25	3,460.04	23,171.36	13,023.11	17,925.45
3. Profit Before Exceptional Item & Tax	319.70	798.68	1,043.03	2,718.50	2,044.89	2,723.18
Exceptional Item	-	-	-	(525.00)	-	(2.01)
4. Profit Before Tax	319.70	798.68	1,043.03	2,193.50	2,044.89	2,721.17
5. Tax Expenses						
Current Tax	(0.00)	158.53	307.73	471.60	600.00	980.00
Deferred Tax	-	8.43	1.88	13.59	(1.66)	(89.99)
6. Profit for the Period	319.71	631.72	733.42	1,708.32	1,446.55	1,831.16
7. Other Comprehensive Income (OCI)						
i) Items that will not be reclassified to profit or loss	-	-	-	-	-	4.97
ii) Total Other Comprehensive Income (Net of Tax)	-	-	-	-	-	4.97
8. Total Comprehensive Income for the period	319.71	631.72	733.42	1,708.32	1,446.55	1,836.13
9. Earnings per equity share (Face Value of Rs. 2/-) (Not Annualised)						
a) Basic	0.19	0.38	0.45	1.02	0.98	1.21
b) Diluted	0.19	0.33	0.39	1.02	0.79	0.99
10. Paid up Equity Share Capital, Equity Shares on Rs. 2/- each.	3,352.95	3,352.95	3,297.21	3,352.95	3,297.21	3,304.27
11. Other Equity excluding Revaluation Reserve	-	-	-	-	-	51,384.07

Notes

1. Certain shares of Promoters were pledged and have been invoked and taken over by lenders.

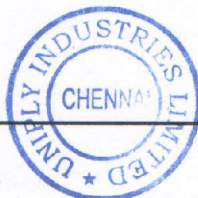
Details have been provided hereinbelow alongwith management's comments:

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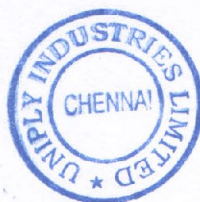
(b) 7149810 shares (4.26% of total shareholding of the company) held by M/s. Madras Electronics Solutions Pvt Ltd was pledged to and invoked by Beacon Trusteeship Ltd. on 21.03.2020 for default on Non convertible Debentures issued by KKN Holdings Pvt. Ltd.

(c) 17097810 shares (10.20% of total shareholding of the company) held by Mr. Keshav Narayan was pledged to and invoked by SBICAP Trustee Company Ltd. on 09.10.2020.

Regarding the above, management is of the view that both Trustee (Beacon Trusteeship and SBI Cap Trustee) are required to follow a certain procedure with respect to invocation of share pledge. The procedures have not been followed and have been contested by the company and promoters. The promoter is also in the process of reaching a settlement with both the Trustees post which the shares of the promoters will be returned to Promoters' account.



2. Looking at the slowdown in the interior fitout industry last year, the management had taken a call in June 2019 to complete all ongoing projects and manufacturing operations and not take on any new jobs. Post Covid - 19, operations have been started across projects. Post the transfer of the plywood business of the company to Uniply Decor Limited, several branches of the company that remained relevant for the plywood business have been retained by Uniply Decor as part of its operations.
3. The company has faced a significant delay in collection of receivables, compounded by a churn in operating team sentiments with a failed acquisition attempt by a global fund. This has caused a slowdown in operations followed by delays in statutory compliances. The same shall be rectified at the earliest.
4. Company has given unsecured advances to M/s. KKN Holdings Pvt. Ltd. (another company of promoter) amounting to Rs. 260 crore pertains to Advances towards purchase of 40% of shares of Artmatrix SDN BHD. That transaction has been delayed because the shares of Artmatrix SDN BHD are recognised by a Unique Identification Number (UIN) which is still currently in the name of Vector Projects India Pvt. Ltd. as per RBI. Hence we were advised to defer the physical transfer of shares until the UIN Number is transferred to KKN Holdings Pvt Ltd.
5. Value of Investments Rs. 172.79 Crore is subject to current valuation/current market price of quoted investment. No provision for diminution in value of these investment, if any, has been booked.
6. Trade Receivables and Trade Payables are subject to reconciliation and confirmation. The process could not be completed due to unprecedented Covid - 19 situation.
7. There has been a GST search and survey operation carried out in November 2019. No evidence of any wrongdoing was found and no adverse inference has been reported till date.
8. The above Un-Audited standalone financial results have been reviewed by the Audit Committee and approved by the Board at their respective meeting held on 16th October, 2020.
9. The Company's Operations consists of two segments a) Interiors/Furniture related products & b) Construction.
10. The figures for the quarter ended 30th Sep 2019 are the balancing figures between the unaudited figures of half year ended 30th Sep 2019 and the unaudited figures for quarter ended 30th Jun 2019.
11. During the quarter ended 30th September 2019, the Company has made two times allotment of shares resulting in an increase in the number of equity shares by 24,33,980.
12. Effective 1st April 2019, the company has adopted Ind AS 116 "Leases" for all long term lease contracts existing as on 1st April 2019 using the modified retrospective method as a lessee, wherein the Right of Use of Asset was created with a corresponding lease liability. Accordingly, the comparatives and other periods presented have not been retrospectively adjusted. The effect of this adoption is not material on the profits for the period.
13. The figures for the previous period have been regrouped/reclassified wherever necessary.
14. During this quarter Remuneration to Managing Director has been waived effective from 01.04.2019 hence the remuneration provided for earlier quarter reversed.



For and on behalf of the Board of Directors
Uniply Industries Limited

Keshav Narayan Kantamneni
Chairman & Managing Director
DIN: 06378064

Place : Chennai
16th October, 2020

UNIPLY INDUSTRIES LIMITED

CIN:L20293TN1996PLC036484

Regd. Office:# 37, T.T.K. Road, C I T Colony, Chennai - 600018

UNAUDITED STANDALONE SEGMENTWISE, REVENUE, ASSETS AND LIABILITES
Uniply®

(₹. in Lakhs)

Particulars	Quarter Ended (Unaudited)			Nine Months Ended (Unaudited)		Year Ended (Audited)
	31 Dec'19	30 Sep'19	31 Dec'18	31 Dec'19	31 Dec'18	31 Mar'19
1. SEGMENT REVENUE						
a) Interior or furniture related Products (*)	1,001.45	1,252.81	-	9,255.69	-	6,018.67
b) Construction	0.00	12,137.11	3,061.31	16,634.17	12,829.66	14,629.96
c) Wood and Wood Related Products			12.66		222.96	
Less : Intersegment Revenue	-	-	-			-
Income from continuing operation	1,001.45	13,389.92	3,073.97	25,889.86	13,052.62	20,648.63
2. SEGMENT RESULTS						
a) Interior or furniture related Products	338.20	172.60		1,769.85	-	966.59
b) Construction	(18.50)	626.08	386.77	948.65	1,378.63	1,756.59
c) Wood and Wood Related Products			0.23		10.23	
d) Other Income			656.03		656.03	
Profit before tax from continuing operation	319.70	798.68	1,043.03	2,718.50	2,044.89	2,723.18
3. SEGMENT ASSETS						
a) Interior or furniture related Products	18,147.23	74,034.99	-	18,147.22	-	58,698.67
b) Construction	4,852.55	21,204.09	15,197.86	4,852.54	15,197.86	11,370.10
c) Wood and Wood Related Products			2,034.49		2,034.49	
d) Others	6,162.52	4,177.28	64,784.22	6,162.52	64,784.22	7,600.75
Total Assets	29,162.29	99,416.36	82,016.57	29,162.28	82,016.57	77,669.52
4. SEGMENT LIABILITES						
a) Interior or furniture related Products	31,971.21	17,367.51	-	31,971.21	-	15,220.55
b) Construction	2,470.11	17,609.21	6,790.01	2,470.11	6,790.01	1,452.20
c) Wood and Wood Related Products			2,536.74		2,536.74	
d) Others	1,550.91	1,718.69	13,091.94	1,550.90	13,091.94	1,164.44
Total Liabilities	35,992.22	36,695.41	22,418.69	35,992.22	22,418.69	17,837.19
Particulars	Quarter Ended (Unaudited)			Nine Months Ended (Unaudited)		Year Ended (Audited)
	31 Dec'19	30 Sep'19	31 Dec'18	31 Dec'19	31 Dec'18	31 Mar'19
Segment Revenue	1,001.45	13,389.92	3,073.97	25,889.86	13,052.62	20,648.63
Segment Results	319.70	798.68	1,043.03	2,718.50	2,044.89	2,723.18
Segment Assets	29,162.29	99,416.36	82,016.57	29,162.28	82,016.57	77,669.52
Segment Liabilities	35,992.22	36,695.41	22,418.69	35,992.22	22,418.69	17,837.19

(*) Figures for the quarter Dec' 19 is the other income

For and on behalf of the Board of Directors
Uniply Industries Limited


Keshav Narayan Kantamneni
Chairman & Managing Director
DIN: 06378064

Place : Chennai
16th October 2020


N. D. Kapur & Co.

Chartered Accountants

LIMITED REVIEW REPORT ON CONSOLIDATED UN-AUDITED QUARTERLY FINANCIAL RESULTS OF UNIPLY INDUSTRIES LIMITED PURSUANT TO REGULATION 33 OF THE SEBI (LODR) REGULATIONS, 2015

Independent Auditor's Report

To the Board of Directors of Uniply Industries Limited

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results ("the Statement") of Uniply Industries Limited ("the Holding Company") and its subsidiaries (together referred to as the "Group") and its share of the profit/(Loss) and total comprehensive income/loss of its associate for the quarter ended December 31, 2019 being pursuant to the requirements of the Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by SEBI from time to time.
2. The Statement is the responsibility of the Holding Company's Management and has been approved by the Holding Company's Board of Directors and has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules and circulars issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on the review.
3. We conducted our review in accordance with Standards on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Basis of Qualified Conclusion:
 - (a) Internal Audit Reports of the company for the Financial Year 2019-20 have not been received.
 - (b) Value of Investments Rs. 172.79 Crore is subject to current valuation/current market price of quoted investment. No provision for diminution in value of these investment, if any, has been booked.
 - (c) Other Current Assets relating to subsidiary company Vector Projects India Pvt. Ltd. include Unbilled Revenue amounting to Rs. 171.22 Crore that is subject to reconciliation and confirmation.



Documents and information relevant for this purpose could not be provided to us in view of unprecedented Covid – 19 situation and consequently could not be reviewed by us.

- (d) We draw attention that during our limited review process, certain documentation and information relevant for the purpose of limited review could not be provided to us in view of unprecedented Covid – 19 situation and consequently, could not be reviewed by us.

5. Qualified Conclusion:

Based on our review conducted as above, except for the effects/possible effects of our observations stated in para 4 above, nothing has come to our attention that causes us to believe that the accompanying statement, prepared in accordance with recognition and measurement principles laid down in aforesaid Indian Accounting Standard as specified under section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, read with circular, included in the manner in which it is to be disclosed, or that it contains any material misstatement.

6. Emphasis of Matters:

Attention is drawn to following Notes to Financial Results:

- (a) As explained in Note No. 1 of accompanying results,

Promoters' following shares were pledged and have been invoked and taken over by lenders. Details have been provided herein below alongwith management's comments:

- i. 14000000 shares (8.35% of total shareholding of the company) held by M/s. KKN Holdings Pvt Ltd was pledged to and invoked by Beacon Trusteeship Ltd. on 21.03.2020 for default on Non convertible Debentures issued by KKN Holdings Pvt. Ltd.
- ii. 7149810 shares (4.26% of total shareholding of the company) held by M/s. Madras Electronics Solutions Pvt Ltd was pledged to and invoked by Beacon Trusteeship Ltd. on 21.03.2020 for default on Non convertible Debentures issued by KKN Holdings Pvt. Ltd.
- iii. 17097810 shares (10.20% of total shareholding of the company) held by Mr. Keshav Narayan was pledged to and invoked by SBICAP Trustee Company Ltd. on 09.10.2020.

Regarding the above, management is of the view that both Trustee (Beacon Trusteeship and SBI Cap Trustee) are required to follow a certain procedure with respect to invocation of share pledge. The procedures have not been followed and have been contested by the company and promoters. The promoter is also in the process of reaching a settlement with both the Trustees post which the shares of the promoters will be returned to his account.

- (b) As explained in Note No. 3 of accompanying results, The company has faced a significant delay in collection of receivables, compounded by a churn in operating team sentiments with a failed acquisition attempt by a global fund. This has caused a



slowdown in operations followed by delays in statutory compliances. The same shall be rectified at the earliest.

- (c) As explained in Note No. 4 of accompanying results, Company has given unsecured advances to M/s. KKN Holdings Pvt. Ltd. (another company of promoter) amounting to Rs 260 crore that pertains to Advances towards purchase of 40% of shares of Artmatrix SDN BHD. According to management, that transaction has been delayed because the shares of Artmatrix SDN BHD are recognised by a Unique Identification Number (UIN) which is still currently in the name of Vector Projects India Pvt. Ltd. as per RBI and hence they were advised to defer the physical transfer of shares until the UIN Number is transferred to KKN Holdings Pvt Ltd.
- (d) As explained in Note No. 7 of accompanying results, there has been a GST search and survey operation carried out in November 2019. As explained by the management, no evidence of any wrongdoing was found and no adverse inference has been reported till date.
- (e) As explained in Note No. 9 of accompanying results, Short Term Borrowings relating to subsidiary company Vector Projects India Pvt. Ltd. include Secured Loans Rs. 88.71 Crore, and Unsecured Loans Rs. 74.59 Crore. These are Working Capital limits from SVC & RBL. Accounts with SVC and RBL were classified as NPA in the months of March 2020 (RBL) and June 2020 (SVC). However, in view of RBI's guidelines, no company should have been classified an NPA post March 2020. The cases of the said NPA loans are before DRT. According to the Management, the company and the bankers have agreed to have both loan accounts closed and settled in entirety.

Documents / notices and information relevant for this purpose could not be provided to us in view of unprecedented Covid – 19 situation and consequently could not be reviewed by us.

For the purpose of Limited Review exercise, our conclusion is not modified in respect of the above stated matters in para 6(a) to 6(e).

For N. D. Kapur & Co.
Chartered Accountants
FRN: 001196N



CA. Mohit Kumar
Partner
M. No. 547715
UDIN:

Place: New Delhi
Date: 16.10.2020

N. D. Kapur & Co.

Chartered Accountants

LIMITED REVIEW REPORT ON STANDALONE UN-AUDITED QUARTERLY FINANCIAL RESULTS OF UNIPLY INDUSTRIES LIMITED PURSUANT TO REGULATION 33 OF THE SEBI (LODR) REGULATIONS, 2015

Independent Auditor's Report

To the Board of Directors of Uniply Industries Limited

1. We have reviewed the accompanying Statement of Unaudited Standalone Financial Results ("**the Statement**") of Uniply Industries Limited ("**the Company**") for the quarter ended December 31, 2019 being pursuant to the requirements of the Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by SEBI from time to time.
2. The Statement is the responsibility of the Company's Management and has been approved by the Company's Board of Directors and has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules and circulars issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on the review.
3. We conducted our review in accordance with Standards on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Basis of Qualified Conclusion:
 - (a) Internal Audit Reports of the company for the Financial Year 2019-20 have not been received.
 - (b) Value of Investments Rs. 172.79 Crore is subject to current valuation/current market price of quoted investment. No provision for diminution in value of these investment, if any, has been booked.



- (c) We draw attention that during our limited review process, certain documentation and information relevant for the purpose of limited review could not be provided to us in view of unprecedented Covid – 19 situation and consequently, could not be reviewed by us.

5. Qualified Conclusion:

Based on our review conducted as above, except for the effects/possible effects of our observations stated in para 4 above, nothing has come to our attention that causes us to believe that the accompanying statement, prepared in accordance with recognition and measurement principles laid down in aforesaid Indian Accounting Standard as specified under section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, read with circular, included in the manner in which it is to be disclosed, or that it contains any material misstatement.

6. Emphasis of Matters:

Attention is drawn to following Notes to Financial Results:

- (a) As explained in Note No. 1 of accompanying results,

Promoters' following shares were pledged and have been invoked and taken over by lenders. Details have been provided hereinbelow alongwith management's comments:

- i. 14000000 shares (8.35% of total shareholding of the company) held by M/s. KKN Holdings Pvt Ltd was pledged to and invoked by Beacon Trusteeship Ltd. on 21.03.2020 for default on Non convertible Debentures issued by KKN Holdings Pvt. Ltd.
- ii. 7149810 shares (4.26% of total shareholding of the company) held by M/s. Madras Electronics Solutions Pvt Ltd was pledged to and invoked by Beacon Trusteeship Ltd. on 21.03.2020 for default on Non convertible Debentures issued by KKN Holdings Pvt. Ltd.
- iii. 17097810 shares (10.20% of total shareholding of the company) held by Mr. Keshav Narayan was pledged to and invoked by SBICAP Trustee Company Ltd. on 09.10.2020.

Regarding the above, management is of the view that both Trustee (Beacon Trusteeship and SBI Cap Trustee) are required to follow a certain procedure with respect to invocation of share pledge. The procedures have not been followed and have been contested by the company and promoters. The promoter is also in the process of reaching a settlement with both the Trustees post which the shares of the promoters will be returned to his account.



- (b) As explained in Note No. 3 of accompanying results, The Company has faced a significant delay in collection of receivables, compounded by a churn in operating team sentiments with a failed acquisition attempt by a global fund. This has caused a slowdown in operations followed by delays in statutory compliances. The same shall be rectified at the earliest.
- (c) As explained in Note No. 4 Company has given unsecured advances to M/s. KKN Holdings Pvt. Ltd. (another company of promoter) amounting to Rs 260 crore that pertains to Advances towards purchase of 40% of shares of Artmatrix SDN BHD. According to management, that transaction has been delayed because the shares of Artmatrix SDN BHD are recognised by a Unique Identification Number (UIN) which is still currently in the name of Vector Projects India Pvt. Ltd. as per RBI and hence they were advised to defer the physical transfer of shares until the UIN Number is transferred to KKN Holdings Pvt Ltd.
- (d) As explained in Note No. 7 of accompanying results, there has been a GST search and survey operation carried out in November 2019. As explained by the management, no evidence of any wrongdoing was found and no adverse inference has been reported till date.

For the purpose of Limited Review exercise, our conclusion is not modified in respect of the above stated matters in para 6(a) to 6(d).

For N. D. Kapur & Co.
Chartered Accountants

FRN: 001196N



CA. Mohit Kumar

Partner

M. No. 547715

UDIN:

Place: New Delhi

Date: 16.10.2020