

Date: 28.07.2020

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

Dear Madam/ Sir,

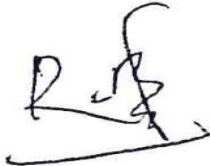
Sub: Annual Secretarial Compliance Report for the period ended March 31, 2020.

We are submitting herewith the Annual Secretarial Compliance Report for the period ended March 31, 2020 issued by the Practicing Company Secretary pursuant to Regulation 24A of SEBI (LODR), 2015.

This is for your information and record.

Thanking You,

For Uniply Industries Limited



Authorised Signatory

Encl: As above

**SECRETARIAL COMPLIANCE REPORT OF  
M/s UNIPLY INDUSTRIES LIMITED FOR THE YEAR  
ENDED 31ST MARCH, 2020**

To,

The Board of Directors  
UNIPLY INDUSTRIES LIMITED  
(CIN: L20293TN1996PLC036484)  
No. 572, Anna Salai, Teynampet  
Chennai – 600018

We, M/s P.K.Panda & Co, have examined:

- a) all the documents and records made available to us and explanation provided by UNIPLY INDUSTRIES LIMITED (“the listed entity”),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2020 (“Review Period”) in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;  
**Not applicable as the company has not bought back any of its securities during the period under review.**

- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not applicable as the company has not granted any options to its employees during the period under review.**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not applicable as the company has not issued any debt securities during the period under review.**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not applicable as the company has not issued any debt securities during the period under review.**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Depositories And Participants) Regulations, 2018;

and circulars /guidelines issued thereunder, and based on the above examination, We hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 29(2) and 29 (3)	Delay in furnishing of Prior intimation about the Board Meeting held on 30.05.2019	Company received a notice dated 11.06.2019 from NSE and BSE and Rs.10,000 fine was imposed by each Stock exchange.
2.	Non-Compliance of Schedule XIX - Para (2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2018	Delay in filling of application for listing of further issue of shares within 20 days of allotment.	Company received a notice from NSE and BSE alongwith penalty for non compliance.
3	Regulation 31	a) Failure to comply shareholding pattern for the quarter ending	a) Company received a mail communication

		30.09.2019 b) The company was not filed the Shareholding pattern for the quarter ended 31.12.2019 within the time period as per Listing Regulation.	dated 26.11..2019 from BSE and Rs.35,400 fine was imposed and received a notice dated 07.11.2019 from NSE and Rs.37,760 fine was imposed. b) The company has filed the Shareholding pattern on 22.01.2020.
4	Regulation 33	Failure to comply pertaining to quarterly results for the quarter ending 31.12.2019	Company received a notice/mail communication dated 20.03.2020 from NSE a penalty of Rs. 1,65,000 was imposed and dated 19.03.2020 from BSE and a penalty of Rs.94,400 was imposed.
5	Regulation 44(3)	The company was not filed the voting Results (XBRL) Mode within the stipulated time as per Listing Regulations.	The company filed the same on 04.10.2019.
6	Regulation 23(9)	The company was not filed the related party transactions on a consolidated basis within the time period as per Listing Regulations.	The company filed the same on 16.12.2019.
7	Regulation 17 (1) (c)	The company was covered under the top 1000 listed entities w.e.f 01.04.2019. There must be six directors on Board.	The Company received a notice dated 17.01.2020 from NSE seeking clarification of provision of corporate

			governance for the quarter ending 31.12.2019 and the Company has clarified and confirmed to comply at the earliest..
8	Regulation 25 (3)	A separate meeting of Independent Directors was not held during the year.	The Company has complied the same.
9	Regulation 17 (10)	No evaluation of performance of independent directors was carried out by the Board.	The Company has complied the same.

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	Stock Exchange (BSE & NSE)	Delay in furnishing of Prior intimation about the Board Meeting held on 30.05.2019	Rs. 10,000 penalty was imposed by each stock exchange	The company has paid the prescribed fine as demanded by stock exchanges.
2	Stock Exchange (BSE & NSE)	Delay in filling of application for listing of further issue of shares within 20 days of allotment.	Company received a notice from NSE and BSE alongwith penalty for non compliance.	Company has received penalty waiver letter from NSE. Company is yet to receive waiver letter from BSE.

3	Stock Exchange (BSE & NSE)	Failure to comply shareholding pattern for the quarter ending 30.09.2019	Rs.35,400 fine was imposed by BSE and Rs.37,760 fine was imposed by NSE .	The company has paid the prescribed fine as demanded by stock exchanges.
4	Stock Exchange (BSE & NSE)	Failure to comply pertaining to quarterly results for the quarter ending 31.12.2019	A penalty of Rs. 1,65,000 (Rs 80,000 paid as on 20.3.2020) was imposed and Rs.94,400 was imposed by BSE.	The company has paid the prescribed fine as demanded by stock exchanges.
5	Stock Exchange (BSE & NSE)	Non Compliance of composition of Board.	Company received a notice dated 17.01.2020 from NSE seeking clarification of provision of corporate governance for the quarter ending 31.12.2019.	Company is yet to receive any penalty for non-compliance so far. No fine is imposed by the exchanges

d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	Stock Exchange (NSE)	Non-compliance with the provisions of Regulation 17(1), 18(1), 19(1)/(2), 20(2), 21(2) and 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 30 <sup>th</sup> September, 2018.	Fine was imposed by the National Stock Exchange of India Ltd. Rs. 5,42,800/- each (Including GST) calculated upto September 30, 2018.	The company has paid the prescribed fine as demanded by stock exchanges.
2	Stock Exchange (BSE)	Non-compliance with the provisions of Regulation 17(1), 18(1), 19(1)/(2), 20(2), 21(2) and 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 31 <sup>st</sup> December, 2018	Fine was imposed by the BSE Ltd. Rs. 2,59,600/- (Including GST) Calculated upto December 31st, 2018.	The company has paid the prescribed fine as demanded by stock exchanges.

Date : 28-07-2020  
Place: Chennai

UDIN: A019368B000514665

For P.K.Panda & Co.  
Practicing Company secretaries

SURENDRA  
KUMAR  
SAHOO

CS Surendra Kumar Sahoo  
Partner  
M. No: - A19368  
C.P. No. 18385