

## Quarterly Compliance Report on Corporate Governance

**Name of the Company:** Uniply Industries Limited

**Quarter ending on:** 30.09.2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49 II	--	
(A) Composition of Board	49 (IIA)	Yes	Total Strength of the Board:6 No. of Independent Directors:4 No. of Non-Independent Directors:2
(B) Independent Directors	49 (IIB)	Yes	Total No. of Independent Directors in the Board:4
(C) Non-executive Director's compensation & disclosures	49 (IIC)	Yes	For the year 2014-2015, complied in the Annual Report 2014-2015 and for the year 2015-2016, will be complied in the Annual Report 2015-2016.
(D) Other provisions as to Board and Committees	49 (IID)	Yes	-
(E) Code of Conduct	49 (IIE)	Yes	-
(F) Whistle Blower Policy	49 (IIF)	Yes	Whistle Blower Policy is in place.
<b>III. Audit Committee</b>	49 (III)	Yes	Total Strength of Audit Committee is 3 and all are Independent.
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	All members of Audit Committee are Financially literate and one of them has financial management expertise.
(B) Meeting of Audit Committee	49 (IIIB)	Yes	Committee met once during the quarter.
(C) Powers of Audit Committee	49 (IIIC)	Yes	The Committee has adequate powers to investigate, seek information, obtain outside legal/professional advice and secure attendance of outsiders with

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			relevant expertise.
(D) Role of Audit Committee	49 (IIID)	Yes	In line with the stipulations mentioned.
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	Audit committee reviews all the information as per the Guidelines.
<b>IV. Nomination &amp; Remuneration Committee</b>	49 (IV)	Yes	Total Strength of the Committee is-3 and all members are independent.
<b>V. Subsidiary Companies</b>	49 (V)	NA	-
<b>VI. Risk Management</b>	49 (VI)	Yes	-
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	-
<b>VIII. Disclosures</b>	49 (VIII)		-
(A) Basis of related party transactions	49 (VIII A)	Yes	-
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Applicable accounting standards are being complied with on continual basis and due disclosure is made in Annual Report.
(C) Remuneration of Directors	49 (VIII C)	Yes	For the year 2014-2015, complied in the Annual Report 2014-2015 and for the year 2015-2016, will be complied in the Annual Report 2015-2016.
(D) Management	49 (VIII D)	Yes	For the year 2014-2015, complied in the Annual Report 2014-2015 and for the year 2015-2016, will be complied in the Annual Report 2015-2016.
(E) Shareholders	49 (VIII E)	Yes	For the year 2014-2015, complied in the Annual Report 2014-2015 and for the year 2015-2016, will be complied in the Annual Report 2015-2016.

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(I) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII)	Yes	The company has generated of Rs. 26,68,00,000/- by way of Preferential issue from the promoter and non – promoters of the company during the quarter ended on 30.09.2015.
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	For the year 2014-2015, complied in the Annual Report 2014-2015 and for the year 2015-2016, will be complied in the Annual Report 2015-2016.
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	For the year 2014-2015, complied in the Annual Report 2014-2015 and for the year 2015-2016, will be complied in the Annual Report 2015-2016.
<b>XI. Compliance</b>	49 (XI)	Yes	For the year 2014-2015, complied in the Annual Report 2014-2015 and for the year 2015-2016, will be complied in the Annual Report 2015-2016.

Antaryami Sahoo  
Company Secretary  
M. No.ACS-30241

09.10.2015