Uniply

Date: 09.05.2018

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

Dear Sir/Madam,

SUB: SUBMISSION OF COPY OF POSTAL BALLOT NOTICE DATED 25.04.2018.

In terms of Regulation 30 of SEBI (LODR) Regulations, 2015, we herewith enclose a copy of Postal Ballot Notice and Postal Ballot form.

The Postal Ballot Notice and Postal Ballot form are being sent to the shareholders whose name appear in the Registrar of Members / Beneficial Owners received from the Cameo Corporate Ser[illegible]

RESOLVED FURTHER THAT the Board or any Committee thereof and / or Managing Director and / or any Director and / or any Officer(s) as may be authorised by the Board or any Committee thereof as per the applicable provisions of the Companies Act, 2013 be and are hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees and investments/ acquisitions including the timing, amount and other terms and conditions of such loans, guarantees and investments/ acquisitions and varying the same through transfer, sale, disinvestments or otherwise either in part or in full as it may deem appropriate, and to do and perform all such acts, deeds, matters and things, as may be necessary or expedient in this regard and to exercise all the rights and powers which would vest in the Company in pursuance of such loans, guarantees and investments/ acquisitions."

2. TO ALTER THE MAIN OBJECT CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

"**RESOLVED THAT** pursuant to provisions of Section 13 of the Companies Act, 2013, (including any modification or re-enactment thereof) and other applicable provisions of the Act, the main object clause of the Memorandum of Association of the Company shall be altered by inserting the following Clause after existing Clause 11

Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 61 (1)(d) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals

Details of Share Capital	Pre			Post		
	No. of Shares	Face value (in Rs)	Total Share Capital (in Rs)	No. of Shares	Face Value (in Rs)	Total Share Capital (in Rs)
Equity Share Capital						

"RESOLVED FURTHER THAT pursuant to the sub-division of Face Value of Equity Shares of the Company, the existing fully paid-up 2,84,21,997 Equity Shares of the Company of the Face Value of Rs.10 /- each (Rupees Ten Only) as existing on the Record Date (as and when be decided by the Board), shall stand sub-divided into fully paid-up 14,21,09,985 (After Split) Equity Shares of Face Value of Rs. 2/- each (Rupees Two Only) w.e.f. the Record Date (as and when be decided by the Board)."

The existing Paid Up Share Capital be sub-divided as follows:

Class of Share Capital	From			To		
	No. of Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)
Paid up Share Capital	2,84,21,997	10	28,42,19,970	14,21,09,985	2	28,42,19,970

"RESOLVED FURTHER THAT upon the sub-division of the Face Value of Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the Face Value of Rs. 10/- each held in physical form, if any, shall be deemed to have been automatically cancelled with effect from the Record Date (as and when be decided by the Board) and the Board be and is hereby authorised to recall the same from the shareholders, if necessary, and to issue new shares certificates in lieu thereof, with regard to sub-divided equity shares in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014 (as amended) and other applicable regulations and in the case of the Equity Shares held in the dematerialized form, the sub-divided Equity Shares shall be credited to the respective beneficiary accounts of the members with their Depository Participants and the Company shall take such corporate actions as may be necessary in relation to the existing Equity Shares."

"RESOLVED FURTHER THAT any Director(s) of the Company be and is/are hereby Jointly/Severally authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and, to give effect to the aforesaid resolution including but not limited to fixing of the record date as per the requirements of the SEBI (LODR) Regulations, 2015 and subsequent amendments thereto and such other applicable provisions/ enactments and amendments from time to time, execution of all necessary documents with the Stock Exchanges and the Depositories and/or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the sub-div

ing Clause V of the Memorandum of Association of the Company with the following new Clause V:

"V. The Authorised Share Capital of the Company is Rs. 65,00,00,000/- (Rupees Sixty Five Crores Only) divided into 32,50,00,000 (Thirty Two Crores Fifty Lakhs Only) Equity Shares of Rs. 2/- (Rupees Two Only) each."

"RESOLVED FURTHER THAT any Director(s) of the Company be and is/are hereby Jointly/Severally authorized to do all such acts

2. The Company has appointed M/s. P.K Panda & Co, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot exercise in a fair and transparent manner.

4. This Postal Ballot Notice is sent in accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014.
5. 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 providing 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 remote e-voting to enable the Members to cast their votes electronically. Please note that remote e-voting is optional.
6. Kindly note that the Members can opt for only one mode of voting i.e., either by post or remote e-voting. If the Members opt for remote e-voting, then they should not vote by post and vice versa. However, in case Members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.
7. 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 4th May, 2018.
8. Members can vote using remote e-voting facility provided by www.evotingindia.com, (please read the instructions given in the notice for details). The E-voting period begins at 9.00 a.m. on, 13th May, 2018 and will end at 5.00 p.m. on 11th June, 2018. The e-voting module shall be disabled by CDSL for voting thereafter.

PROCEDURE FOR EVOTING

The instructions for shareholders voting electronically are as under:

(the E-voting period begins at 9.00 a.m. on, 13th May, 2018 and will end at 5.00 p.m. on 11th June, 2018. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 4th May, 2018 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.
(iii) Click on Shareholders.
(iv) 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.
(v) Next enter the Image Verification as displayed and Click on Login.
(vi) 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.
(vii) 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 8digits 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

(xi) Click on the EVSN for UNIPLY INDUSTRIES LIMITED to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) 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.com and 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 linked in the login 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.

(xx) 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.

By order of the Board
For UNIPLY INDUSTRIES LIMITED

Sd/-
Raghuram Nath
Company Secretary
ACS: 18635

Place: Chennai
Date: 25th April, 2018

EXPLANATORY STATEMENT

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMP

Accordingly, consent of the members is sought for passing a Special Resolution as set out in Item No. 1 of the Notice of Postal Ballot.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in anyway, concerned or interested, in the resolution set out in Item No. 1 of the Notice, except to the extent of their respective shareholding in the Company.

The Board recommends the Special Resolution set out in Item No. 1 of the Notice for approval by the members.

Item No. 2:

The Board has approved the proposal of merger with the company having forging business and at present our Company is not having such Business in the Object Clause of the Memorandum of Association. Merger of companies with similar line of business is easier, therefore it is required to add forging business in the object clause.

However as per Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies(Management & Administration) Rules, 2014 and SS-2 issued by ICSI as per Section 118(10) of the Companies Act, 2013, for change in object clause, the consent of shareholders is required to be obtained by passing special resolution by way of postal ballot only.

Accordingly, consent of the members is sought for passing a Special Resolution as set out in Item No. 2 of the Notice of Postal Ballot.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in anyway, concerned or interested, in the resolution set out in Item No. 2 of the Notice, except to the extent of their respective shareholding in the Company.

The Board recommends the Special Resolution set out in Item No. 2 of the Notice for approval by the members.

Item No. 3:

In order to improve the liquidity of your Company's Equity Shares in the Stock Markets with higher floating stock in absolute numbers and to make them more affordable for the small retail investors to invest in the Company, the members are informed that it would be advantageous for the Company for sub-dividing the Face Value of the Equity Shares of the Company from Rs.10/- each to Rs.2/- each and consequent sub-division of Equity Shares thereof.

Accordingly, consent of the members is sought for passing a Special Resolution as set out in Item No. 3 of the Notice of Postal Ballot.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in anyway, concerned or interested, in the resolution set out in Item No. 3 of the Notice, except to the extent of their respective shareholding in the Company.

The Board recommends the Special Resolution set out in Item No. 3 of the Notice for approval by the members.

Item No. 4:

The proposed sub-division of face value of Equity Shares of the Company requires alteration to the Capital Clause (Clause V) of the Memorandum of Association of the Company. In view of this, Clause V of Memorandum of Association is proposed to be altered and substituted with thea new Clause V to reflect the corresponding changes in the Authorised

UNIPLY INDUSTRIES LIMITED

CIN: L20293TN1996PLC036484
Regd Office :No. 572, Anna Salai, Teynampet, Chennai - 600018
Phone: 044 2436 2019, Fax: 044 2436 2018
Email: cs@uniply.in, Website: www.uniply.in

POSTAL BALLOT FORM

(Please read the instructions printed at the end of the accompanying Postal Ballot Notice before completing this form)

Serial No.

1. Name and Registered Address of the : Sole / First named shareholder (in block letters)

2. Name(s) of the Joint Holder(s), if any : (in block letters)

3. Registered Folio No. * : (* Applicable to the Shareholders holding Shares in physical form)

4. Dp Id No. & Client Id No. ** : (** Applicable to the Shareholders holding Shares in dematerialized form)

5. Number of Share(s) held :

6. I/ We hereby exercise my/ our vote in respect of the 'Special Resolution' to be passed through postal ballot for the special business stated in the notice dated 12.03.2018 of the Company by sending my/ our assent (FOR) or dissent (AGAINST) to the said 'special resolution' by placing the tick mark (✓) in the appropriate box below:

Resolution No.	Description	No. of Shares Held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	To authorize Board of Directors to provide loan and			

INSTRUCTIONS

1. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the

n E-voting facility, he does not need to send the physical Postal Ballot Form. In
ugh E-voting facility, as well as, sends his vote through physical postal ballot, the
case a member has voted through
case a member casts his vote thro