

Date: 30.09.2019

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


Dear Sir/Madam,

**Sub: Proceedings of 23<sup>rd</sup> Annual General Meeting (AGM) of the Company held on 30.09.2019.**

As per the requirement of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the summary of proceedings of 23<sup>rd</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2019.

The above is for your information and record.

Thanking you,  
Yours faithfully,  
For Uniply Industries Limited

  
Raghuram Nath  
Company Secretary  
M No.: A18635



Encl: As Above

## SUMMARY OF PROCEEDINGS OF 23<sup>rd</sup> ANNUAL GENERAL MEETING OF UNIPLY INDUSTRIES LIMITED

23<sup>rd</sup> Annual General Meeting (AGM) of the Company was held on Monday, the 30<sup>th</sup> 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.

In terms of Regulation 30 read with Schedule-III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proceedings of 23<sup>rd</sup> AGM were as follows:

1. At the outset, Company Secretary welcomed all the members to the 23<sup>rd</sup> AGM and confirmed that requisite quorum was present for the meeting. The Company Secretary introduced all the dignitaries on the dais.
2. All the Directors were present at the meeting, except Mr. Umesh Prabhakar Rao, Joint Managing Director of the Company.
3. The shareholders present at the meeting appointed Mr. Keshav Narayan Kantamneni, Executive Chairman of the Company as the Chairman of the Meeting. The requisite quorum being present, the Chairman called the Meeting to order. The Chairman directed the Company Secretary to conduct the meeting.
4. Thereafter the Company Secretary informed that the registers and documents, as statutorily required, were available for inspection during the meeting. With the consent of all the Members present, the notice of 23<sup>rd</sup> AGM, the Directors' Report & Auditors report were taken as read.
5. Company Secretary stated that in compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facility to the shareholders of the Company to enable them to cast their votes electronically from 09.00 a.m on Friday the 27<sup>th</sup> September, 2019 till 05.00 p.m. on Sunday, the 29<sup>th</sup> September, 2019. Further, it was informed that the Company had fixed 23<sup>rd</sup> September, 2019 as the cut-off date for determining the eligibility to vote by electronic means. Further, the facility for voting through Ballot Paper at the meeting was made available to the members who were present at the meeting and had not cast their votes by remote e-voting.
6. Thereafter, Company Secretary read out the items of the ordinary business and special business to be transacted at the 23<sup>rd</sup> AGM as detailed below:

Item No	Subject Matter of the Resolution	Type of Resolution
<b>ORDINARY BUSINESS</b>		
01	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.	Ordinary Resolution



02	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.	Ordinary Resolution
03	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	Ordinary Resolution
04	Appointment of Statutory Auditors: a) To ratify the appointment of M/s. N D Kapur & Co, Chartered Accountants as Statutory Auditors of the Company to fill the casual vacancy. b) To appoint M/s. N D Kapur & Co, Chartered Accountants as Statutory Auditors of the Company for a period of 5 years till the conclusion of 36th AGM.	Ordinary Resolution
<b>SPECIAL BUSINESS</b>		
05	To Appoint Mr. Nazeer Azam Sulthan (DIN: 08072833) as Director of the Company.	Ordinary Resolution
06	To Appoint Mr. Nazeer Azam Sulthan (DIN: 08072833) as Managing Director of the Company.	Special Resolution
07	To Appoint Mrs. Parul Satyan Bhatt (DIN: 07143186) as an Independent Director.	Ordinary Resolution
08	To re-appoint Mr. Ramgopal Lakshmi Ratan (DIN: 00400605) as an Independent Director.	Special Resolution
09	Approval of Material Related Party transactions with Uniply Decor Limited, Vector Projects (India) Pvt Ltd, KKN Holdings Pvt Ltd & Bayline Infocity Ltd.	Special Resolution
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.	Special Resolution

7. Company Secretary informed the members that P.K. Panda & Co., Practicing Company Secretaries was appointed as the Scrutinizer to scrutinize the e-voting process as well as voting through Ballot Paper at the AGM. It was informed that the result of the Ballot Paper along with the result of remote e-voting would be hosted on website of the Company, CDSL and Stock Exchanges within the scheduled time.
8. It was informed that the above resolutions will be deemed to be passed on the date of 23rd AGM, i.e. 30th September, 2019 subject to receipt of the requisite number of votes in favour of the resolution.
9. Members present were given the opportunity to raise questions and the questions were answered by the Chairman of the meeting and other Executive Directors. Company Secretary proposed vote of thanks to the members.

The meeting concluded at 04.00 p.m.

Thanking you,  
Yours faithfully,  
For Uniply Industries Limited

Keshav Narayan Kantamneni  
Chairman  
DIN: 06378064

