

UNIPLY INDUSTRIES LIMITED

CIN: L20293TN1996PLC036484

Registered Office : 69, Nelveli Village, Uthiramerur Block, Kancheepuram Dist
Tamil Nadu-603107, India.

Phone: 044 2660 5995, Fax: 044 2660 2273

Email: cs@uniply.in, Website: www.uniply.in

POSTAL BALLOT NOTICE

Dear Member(s),

NOTICE is hereby given to the shareholders of Unply Industries Limited (hereinafter referred to as "the Company") pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 to seek their approval by way of postal ballot and/or e-voting in respect of resolutions contained in Special Business given hereinafter. The explanatory statement, pursuant to section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 setting out all material facts pertaining to the proposals and the reasons thereof, along with Postal Ballot Form are annexed herewith.

The Board of Directors have appointed M/s. P.K Panda & Co, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. Members are requested to read the instructions carefully before filling the Form and return the Form duly completed in the attached self-addressed, pre-paid postage envelope so as to reach the Scrutinizer by not later than the close of working hours at 5.00 pm on 30.04.2016, the last date for the receipt of the completed Postal Ballot Forms. Please note that the Postal Ballot Form(s) received after the said date will be treated as if reply from the member has not been received in terms of the Rule. The Company is providing e-voting facility for the Postal Ballot as an alternate, which would enable the members to cast their votes electronically, instead of casting their votes and dispatching Postal Ballot forms physically. The result of the Postal Ballots shall be declared at the registered office of the Company and shall also be placed, along with the scrutinizer report, on the Company's website at www.uniply.in besides communicated to the BSE/NSE where the equity shares of the Company are listed. The resolution(s), if approved, will be taken as passed effectively on the date of declaration of the result i.e. on or before 02.05.2016.

SPECIAL BUSINESS

1. TO INCREASE THE AUTHORISED SHARE CAPITAL

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to provision of Section 61(1)(a) of the Companies Act, 2013, and any other applicable provisions and the relevant rules framed there under and in accordance with the provisions of the Articles of Association of the Company, the authorized share capital of the Company be and is hereby increased from Rs. 20,00,00,000 (Rupees Twenty Crores) comprising 2,00,00,000 Equity Shares of Rs.10/- each to Rs. 25,00,00,000 (Rupees Twenty Five Crores) comprising 2,50,00,000 Equity Shares of Rs.10/- each.

RESOLVED FURTHER THAT the new equity shares shall rank paripassu with the existing equity shares.”

2. TO AMEND THE MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of section 13 of the Companies Act, 2013, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V:

Clause V:

‘V. The Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty Five Crores) divided into 2,50,00,000 Equity Shares of Rs.10/- each, with power to increase or reduce the capital of the Company and/or the nominal value of the shares and to divide the shares in the capital for the time being into several classes.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate.

3. SHIFTING REGISTERED OFFICE OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 12 and all other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules thereunder, the Registered Office of the Company be shifted from “69, Nelveli Village, Uthiramerur Block, Kancheepuram Dist, Tamil Nadu-603107” to “5, Branson Garden Street, Kilpauk, Chennai-600010” within the State of Tamil Nadu.

RESOLVED FURTHER THAT any Director/ Company Secretary of the Company, be and is hereby authorized to file the e-forms with the Registrar of Companies, Tamil Nadu, Chennai, being the notice for change in situation of the Registered Office of the Company from Kancheepuram to Chennai and to take all such actions and do all such things as may be deemed prudent in this regard from time to time.”

4. TO ISSUE AND ALLOTMENT OF UPTO 10,00,000 EQUITY SHARES TO NON PROMOTERS ON PREFERENTIAL BASIS.

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

“RESOLVED THAT pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with the provisions of Chapter VII of the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009, (hereinafter referred to as “SEBI (ICDR) Regulations”) (including any statutory amendment, modification, variation or re-enactment thereof, and the provisions of any rules/regulations / guidelines issued / framed by the Central Government, for the time being in force), relevant enabling provisions of the memorandum and Articles of Association of the Company, and in accordance with the Listing Agreement entered into by the Company with the Stock Exchanges where the securities (Equity shares) of the Company are listed and subject to all such approvals, consents, permissions and / or sanctions as may be required by law from Government of India, Securities and Exchange Board of India, Stock Exchanges and any other appropriate, regulatory, concerned authorities, institutions or body (hereinafter singly or collectively referred to as “the appropriate authorities”) and subject to such terms, conditions, alterations, changes, variations and / or modifications as may be prescribed or imposed by any or more or all of them while granting any such consents, permissions, approvals and / or sanctions (hereinafter singly or collectively referred to as “the requisite approvals”) which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any committee (s), which the Board may have constituted or hereafter constitute in this behalf to exercise the powers conferred on the Board by this Resolution), the Board be and is hereby authorized to create, offer issue and allot upto 10,00,000 (Ten Lacs) Equity Shares of Rs.10/- (Rs. Ten) each to prospective investors (non-promoters) on a preferential basis at a price determined as per Regulation 76 of Chapter VII of SEBI (ICDR) Regulations, 2009.

RESOLVED FURTHER THAT the “Relevant Date” in relation to issue of Equity shares pursuant to this resolution in accordance with the provisions of Regulation 71 of Chapter VII of SEBI (ICDR) Regulations shall be the date thirty (30) days prior to the date when the results of this postal ballot are announced i.e. 1ST April, 2016 or such other date as may be prescribed in accordance with the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT subject to the terms stated hereinabove.

a) The Equity Shares offered and issued shall be allotted within a period of Fifteen (15) days from the date of passing of this resolution, provided that if any requisite approvals from the appropriate authorities for allotment of Equity Shares are pending, the period of Fifteen (15) days shall be counted from the date of such requisite approvals.

- b) The Equity Shares offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- c) The Equity Shares offered, issued and allotted pursuant to this resolution shall rank paripassu inter-se with the existing Equity Shares of the Company in all respects, including dividend.
- d) The Equity Shares offered, issued and allotted shall remain locked-in from such date and for such periods as specified under the SEBI (ICDR) Regulations.
- e) The Equity Shares offered, issued and allotted to the investor shall be in dematerialized form.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director(s)/Committee of Director(s) or any other Officer or Officers of the Company to give effect to the aforesaid resolution including to execute any document on behalf of the Company and to represent the Company before any appropriate authorities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper including without limitation to enter into arrangements/agreements and to settle any question, difficulties or doubts that may arise in this regard at any stage including at the time of listing of the Equity Shares with the Stock Exchanges, without requiring the Board to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By order of the Board
For UNIPLY INDUSTRIES LIMITED

Place: Chennai

Antaryami Sahoo

Date: 25.03.2016

Company Secretary

Notes:

1. Statement and reasons for the proposed resolutions stated hereinabove, pursuant to Section 102 and 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 is annexed hereto and forms part of the notice.
2. The company has appointed M/s. P.K Panda & Co, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
3. The votes should be cast either in favour of or against by putting the tick mark ("") in the column provided for assent or dissent. Postal Ballot Forms bearing tick mark in both the columns will render the form invalid.

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 offering 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 e-voting to enable the Members to cast their votes electronically. Please note that e-voting is optional.
6. Kindly note that the Members can opt for only one mode of voting i.e., either by post or e-voting. If the Members opt for 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 25.03.2016.
8. The proposed Memorandum of Association is available on the website of the company at www.uniply.in.
9. M/s. C. Ramasamy & B. Srinivasan, Chartered Accountants, the Statutory Auditors of the Company, have certified that the said preferential issue is in accordance with the requirements contained in the Guidelines and the said Certificate along with Memorandum & Articles of Association of the Company and other documents referred to in the proposed resolutions and in the Explanatory Statements are open for inspection at the Registered Office of the Company on any working day except Public Holidays, Saturdays and Sundays between 3.00 p.m. and 5.00 p.m. upto the date of the passing of resolutions through postal ballot.
10. Members can vote using e-voting facility provided by www.evotingindia.com, (please read the instructions given in the notice for details). E-voting period begins on 9.00 a.m. on Friday, 1st April, 2016 and will end at 5.00 p.m. on Saturday, 30th April, 2016. The e-voting module shall be disabled by CDSL for voting thereafter.

PROCEDURE FOR REMOTE E-VOTING

The Company has entered into an arrangement with Central Depository Services (India) Limited ("CDSL") for facilitating remote e-voting for passing of resolution through postal ballot. The instructions for remote e-voting are as under:

(a) In case of Members receiving an e-mail from CDSL:

The instructions for shareholders voting electronically are as under:

- i. The shareholders should log on to the e-voting website www.evotingindia.com.
- ii. Click on Shareholders.
- iii. 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.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. 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.
- vi. 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 8 digits 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 RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for UNIPLY INDUSTRIES LIMITED to vote.
- xi. 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.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. 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 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.
- xviii. 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.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) Above to cast vote.
- (B) The voting period begins on 9.00 a.m. on Friday, the 1st April, 2016 and will end at 5.00 p.m. on Saturday, the 30th April, 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on Friday, the 25th March, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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

Antaryami Sahoo

Company Secretary

Place: Chennai

Date: 25.03.2016

EXPLANATORY STATEMENT**(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

Item No. 1 and 2

The present Authorized Share Capital of the Company is Rs.20,00,00,000/- divided into 2,00,00,000 Equity Shares of Rs.10/- each. In order to meet eventualities such as augmenting resources, it is necessary to increase Authorized Share Capital of the Company from Rs.20,00,00,000/- to Rs.25,00,00,000/- by creation of 50,00,000 Equity Shares of Rs.10/- each.

To increase the authorized share capital and the Amendment in the Capital Clause of the Memorandum of Association can be made by way of passing an Ordinary and Special Resolution respectively. The Resolutions as set out in the Postal Ballot Notice are to be considered and Members are requested to approve the Resolution proposed.

None of the Directors is interested in the above resolutions except to their shareholdings.

Item No. 3:

As per provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Chapter VII relating to the Procedure to be followed for conducting business through postal ballot, shifting of registered office of a company outside the local limits of any city or town requires approval of the Members by way of Special Resolution.

The Registered Office of the Company is presently situated at 69, Nelveli Village, Uthiramerur Block, Kancheepuram Dist, TamilNadu-603107 where the manufacturing unit is situated. With a view to easy accessing and to improve the operational efficiency, the Board of Directors considered and approved the proposal for shifting the registered office to present corporate office at 5, Branson Garden Street, Kilpauk, Chennai-600010. Since the Shifting is from Kancheepuram to Chennai and therefore requires approval of the Members by way of special resolution. If approved, the registered office will be moved to corporate office of the company at 5, Branson Garden Street, Kilpauk, Chennai-600010 with immediate effect. The Directors recommend the approval of the special resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3 except to their shareholding if any.

Item No. 4:**1. Object of the Preferential Issue:-**

To augment resources of the company, to raise funds in the form of equity capital so as to reduce the borrowing cost and also to enhance debt / capital raising capacity in order to respond to various opportunities for the further growth of the business of the company so as to coverage such structure to advise higher growth in terms of revenue and profit and for general corporate purpose.

2. Intention of the Non Promoters to subscribe to the Equity Shares

The investors intend to support the company in achieving the growth of the business of the company and accordingly desirous to invest in equity share capital of the company.

3. Change in control:

The allotment would not result in any change in control over the company or the management of affairs of the company.

4. Pricing of Equity Shares:-

The Equity Shares will be issued and allotted at a price not lesser than the higher of the following in terms of the SEBI (ICDR) Regulations, 2009:-

(a) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognized stock exchange during twenty six weeks preceding the relevant date; or

(b) The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date.

The average price per share calculated in accordance with the Regulations

The company's shares are listed with both BSE & NSE. The offer price shall be calculated based on trading price at stock exchanges where the trading volume is more during last 6 months prior to the relevant date as per chapter VII of SEBI (ICDR) Regulations, 2009.

5. Lock – in - period:-

The equity shares to be allotted to the proposed allottees under the proposed offering shall be subject to lock-in for a period of 1 year from the date of trading approval of Equity shares as prescribed under the SEBI (ICDR) Regulations. Further, the entire pre-allotment shareholding of proposed allottees, if any, shall be lock-in upto a period of six months from the date of trading approval.

6. Identity of proposed allottees and their pre & post issue shareholdings:-

The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees are as follows:

Names of the Proposed Allottees	Ultimate Beneficial owner	Category	Pre-Issue Share Holding		No. of Shares to be allotted	Post Issue Share holding	
			No. of shares	%		No. of shares	%
Aaditya Tikmani	Aaditya Tikmani	Non Promoter	257663	1.29	37568	295231	1.41
A. Muralidharan	A. Muralidharan	Non Promoter	0	0	17077	17077	0.08
B. Bharathan Kanthimathinathan	B. Bharathan Kanthimathinathan	Non Promoter	300000	1.50	17077	317077	1.51
A. Muruga Laxman	A. Muruga Laxman	Non Promoter	500	0	17077	17077	0.08
D. Ramakrishnan	D. Ramakrishnan	Non Promoter	0	0	16393	16393	0.08
Ushadevi Bhuvania	Ushadevi Bhuvania	Non Promoter	0	0	13661	13661	0.07
Neeraj Kararuka (HUF)	Nimisha Kararuka, Darsha Kararuka, Rishika Kararuka, Aarav Kararuka Neeraj Kararuka	Non Promoter	0	0	6831	6831	0.03
Shashank Arya	Shashank Arya	Non Promoter	17000	0.09	20492	37492	0.18
Sivakumar Hema Pillai	Sivakumar Hema Pillai	Non Promoter	0	0	34153	34153	0.16
S. Thillai Nayaki	S. Thillai Nayaki	Non Promoter	100000	0.50	34153	134153	0.64
K. Sivakumar	K. Sivakumar	Non Promoter	0	0	239071	239071	1.14
Shankar Kumaraswamy	Shankar Kumaraswamy	Non Promoter	0	0	34153	34153	0.16
Vinay K Viswanathan	Vinay K Viswanathan	Non Promoter	0	0	204918	204918	0.98
V. Dhanlaxmi	V. Dhanlaxmi	Non Promoter	0	0	34153	34153	0.16
P. Pranav Kumaraswamy	P. Pranav Kumaraswamy	Non Promoter	0	0	34153	34153	0.16
K. Mahesh	K. Mahesh	Non Promoter	0	0	68306	68306	0.33
N. Viswanath	N. Viswanath	Non Promoter	0	0	68306	68306	0.33
N. Manickavasagam	N. Manickavasagam	Non Promoter	0	0	68306	68306	0.33
N. Narayanan	N. Narayanan	Non Promoter	0	0	17077	17077	0.08
Padma Priya .N	Padma Priya .N	Non Promoter	500	0	17077	17577	0.08

7. Proposed time within which the allotment shall be completed:-

The Company shall complete the allotment in terms of the Resolution set out in the accompanying notice within 15 days from the date of announcement of the result or where the allotment on preferential basis requires any approval by any regulatory authority or Central Government, the allotment of shares shall be completed within 15 days from the date of such approval.

A copy of the Auditors' Certificate certifying that the issue of the equity shares is being made in accordance with the requirements contained in the SEBI (Issue of Capital & Disclosure Requirements) Regulations 2009 will be available for inspection by the members of the Company at its Registered Office between 3.00 p.m. and 5.00 p.m on any working day except Public Holidays, Saturdays and Sundays up to the date of the announcement of the result.

8. Shareholding Pattern:-

The Shareholding pattern of the company before and after the proposed issue of equity shares is given below:

Category of Shareholder	Pre-Issue		Post-Issue	
	No. of Shares	%	No. of Shares	%
(A) Shareholding of Promoter & Promoters Group:				
(1) Indian				
Individuals / HUF	6929555	34.68	6929555	33.02
Body Corporate	-	-	-	-
Sub Total	6929555	34.68	6929555	33.02
(2) Foreign				
Sub Total	-	-	-	-
Total Shareholding of Promoter & Promoters Group	6929555	34.68	6929555	33.03
(B) Public Shareholding:				
(1) Institutions				
Mutual funds/Foreign portfolio investors/FII	63245	0.32	63245	0.30
Sub Total	63245	0.32	63245	0.30

Category of Shareholder	Pre-Issue		Post-Issue	
	No. of Shares	%	No. of Shares	%
(2) Non-Institutions				
Bodies Corporate	1080119	5.40	1080119	5.15
Individuals	9713275	48.61	1070644	51.03
Non Resident Indians	241960	1.21	241960	1.15
Hindu Undivided Families	1414074	7.08	1420905	6.77
Any Others	539515	2.70	539515	2.57
Sub Total	12988943	65.00	13988943	66.67
Total Public Shareholding (B)	13052188	65.32	14052188	66.97
Total (A+B)	19981743	100	20981743	100
(C) Shares held by Custodians & against which Depository Receipts have been issued	-	-	-	-
TOTAL (A+B+C)	19981743	100	20981743	100

Memorandum of interest:-

None of the Directors / KMP and their relatives are interested in the above resolutions except to the extent of their shareholdings.

Your Directors recommend the resolution for your approval.

By order of the Board

For UNIPLY INDUSTRIES LIMITED

Antaryami Sahoo

Company Secretary

Place: Chennai

Date: 25.03.2016

UNIPLY INDUSTRIES LIMITED

CIN: L20293TN1996PLC036484

Registered Office : 69, Nelveli Village, Uthiramerur Block, Kancheepuram Dist
Tamil Nadu-603107, India.

Phone: 044 2660 5995, Fax: 044 2660 2273

Email: cs@uniply.in, Website: www.uniply.in

Sl. No.**POSTAL BALLOT FORM****(Please read the instructions printed at the end of the accompanying Postal Ballot Notice before completing this form)**

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 Shares held :
6. I/ We hereby exercise my / our vote in respect of the 'Ordinary / Special Resolution' to be passed through postal ballot for the special business stated in the notice dated 25.03.2016 of the Company by sending my/ our assent (FOR) or dissent (AGAINST) to the said 'Ordinary /Special resolution' by placing the tick mark (✓) in the appropriate box below:

Resolution No.	Description	No. of Shares	I/We Assent to the Resolution (For)	I/ We Dissent to the Resolution (Against)
1.	To Increase Authorized Capital of the Company.			
2	To alter Memorandum of Association of the Company.			
3	Shifting of Registered office of the company.			
4	Approval for issue and allotment of upto 10,00,000 equity shares to non promoters on preferential basis.			

EVEN (Electronic Voting Sequence Number)	PAN No./ SEQ.No.	USER ID	PASSWORD
			Refer Postal Ballot Notice for Instructions

Note: Please read carefully the instructions for voting (including e-voting), which is printed at the end of the accompanying Postal Ballot Notice, before exercising your vote.

INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed and pre-paid postage envelope. The envelopes containing the Postal Ballots should reach the Scrutinizer not later than the close of working hours at 5.00 pm on 30.04.2016. All forms received after this date will be treated as if reply from the shareholders has not been received.

- 2.** The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the company as on 25.03.2016.
- 3.** The self-addressed pre-paid envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
- 4.** This Form should be completed and signed by the Sole / First named Shareholder. In the absence of the First named Shareholder in a joint holding, the Form may be completed and signed by the next named shareholder. (However, where the Form is sent separately by the First named Shareholder and Joint Holder(s), the vote of First named Shareholder would be valid).
- 5.** There will be One Postal Ballot Form for every Folio irrespective of the number of joint shareholder(s).
- 6.** In case of shares held by companies, trusts etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority, with signatures of Authorized Signatories.
- 7.** Members are requested not to send any other matter along with Postal Ballot Form in the enclosed self addressed postage prepaid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
- 8.** Incomplete, unsigned or incorrectly filled Postal Ballot Forms are subject to rejection by the Scrutinizer.
- 9.** The votes should be cast either in favour of or against by putting the tick mark (") in the column provided for assent or dissent. Postal Ballot Forms bearing tick mark in both columns will render the Form incorrect and votes contained therein invalid.
- 10.** Members can vote using e-voting facility provided by www.evotingindia.com, (please read the instructions given in the notice for details). E-voting period begins on 9.00 a.m. on Friday, 1st April, 2016 and will end at 5.00 p.m. on Saturday, 30th April, 2016. The e-voting module shall be disabled by CDSL for voting thereafter.