

Date: 21.08.2017

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

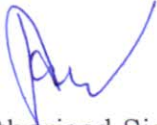
**SUB: SUBMISSION OF COPY OF POSTAL BALLOT NOTICE DATED 11.08.2017**

Please find attached the copy of Postal Ballot Notice dated 11.08.2017 and the same has been dispatched to the Shareholders.

This is for your information and record.

Yours faithfully,

FOR UNIPLY INDUSTRIES LIMITED



Authorised Signatory

Encl: As above

# Uniply Industries Limited

## NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the “**Act**”) if any, read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, the resolutions appended below is proposed to be passed by way of postal ballot/e-voting. The explanatory statement pertaining to the said resolution setting out the material facts concerning the item and the reasons thereof, as required in terms of Section 102 of the Act, is annexed hereto along with a postal ballot form (the “**Form**”) for your consideration.

The Board of Directors, at its meeting held on 11.08.2017, has appointed M/s.P.K.Panda & Co, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

In compliance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility for its Members. For this purpose, the Company has made an arrangement with Central Depository Services (India) Ltd (CDSL) for facilitating e-voting as an alternate for the Members to enable them to cast their votes electronically.

Members are requested to read the instructions printed on the Form for voting via physical ballot/ electronic mode. The Members who opt for voting via physical ballot are requested to return the Form in original duly completed and signed in the attached self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Company not later than the close of working hours i.e. 5.00 pm on 19.09.2017.

The Notice of the Postal Ballot has also been uploaded on the Company’s website [www.uniply.in](http://www.uniply.in) under ‘Investors Relations’.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman / Managing Director. The result of the voting conducted through postal ballot would be announced by Chairman / Managing Director or the Company Secretary of the Company on or before 20.09.2017 at the Registered Office of the Company.

The said result would be displayed at the Registered Office of the Company, intimated to BSE / NSE, where the securities of the Company are listed and displayed on the Company’s website viz., [www.uniply.in](http://www.uniply.in), along with the Scrutinizer’s report.

In the event the Resolution is approved by requisite majority of Members, the date of declaration of the result shall be deemed to be the date of passing of the said Resolutions.

### **1. To approve and ratify Related Party Transactions**

**To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions and Rules made thereon, if any, of the Companies Act, 2013 (the ‘Act’) read with The Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment, modification, variation or re-enactment to any of the forgoing) and subject to such applicable provisions approvals as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into Material Related Party Transactions (including any modifications, alterations thereto), in the ordinary course of Business and on arm's length basis with such a 'Related Parties' within the meaning of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the starting from Financial Year starting from 1 April 2017 and onwards as enumerated in the explanatory statement to this Notice and on such terms and conditions as may be agreed upon between them.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.

**2. To authorize Board of Directors to provide loan and investment under section 186 of the Companies Act, 2013**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT in supersession of earlier Resolutions passed in this regard and pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and such other provisions as may be applicable, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made and / or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate as they may in their absolute discretion deem beneficial and in the interest of the Company in excess of 60% of the paid up Share Capital, Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, as prescribed under Section 186 of the Companies Act, 2013 from time to time, in one or more tranches, upto maximum amount of Rs. 500.00 Crores (Rupees Five Hundred Crores Only).

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.”

### 3. SALE/TRANSFER OF PLYWOOD BUSINESS

**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 the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, any other law for the time being in force and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “**Board**” which term shall be deemed to include any duly constituted Committee of the Board), to sell, transfer or dispose of its Plywood Business together with all specified tangible and intangible assets, contracts, permission and consents, rights, registrations, personnel & employees, other assets and liabilities as may be agreed between the parties in relation to the Plywood and its allied products business.

**RESOLVED FURTHER THAT** the consent of the Members be and is hereby accorded to the Board to sell, transfer or dispose of Plywood Business as a going concern on a “Slump Sale” basis to UV Boards Ltd (Buyer), a related party within the meaning of section 2 (76) of the Companies Act, 2013, in one or more stages, in such manner as the Board may deem fit in the interests of the Company with effect from such date and on such terms and conditions, and with such modifications as may be required, as the Board may deem fit and appropriate in the interest of the Company for a lump sum consideration of Rs. 147.00 crores (Rupees One Hundred Forty Seven Crores only) (determined by an Independent valuer) subject to closing adjustments and debt, if any, to be transferred; whereat the said lump sum consideration shall be discharged in part by the Buyer, by the issue and allotment to the company of 4,44,00,000 equity shares of the Buyer at face value of Rs. 2/- each credited as fully paid up to be allotted at an offer price of Rs. 25/- per share aggregating to Rs. 111.00 crores and the balance amount of Rs. 36.00 crores in cash.

**RESOLVED FURTHER THAT** the valuation Report From M/s. Balmurugan Associates, Chartered Accountants, FRN:007194S (hereinafter referred to as “Independent Valuer”) dated 08.08.2017 for the sale, transfer or disposal of the Plywood Business referred here in above be and is hereby approved.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive agreements, deeds of assignment, business transfer agreement, conveyance deed, undertakings, deeds, transition services agreements, requisite applications, representations, and execute all such other ancillary documents and to do all such other acts, deeds, matters and things

as may be deemed necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and/or transfer of the Plywood Business as they may in their absolute discretion deem fit without further referring to the members of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company and to delegate such powers to any Officers of the Company as it may consider necessary or expedient or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved ratified and confirmed in all respects.”

**4. TO ALTER THE 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 the provisions of Section 13 (9) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and subject to such amendments as may be made therein, the Main object clause of the Memorandum of Association of the Company be and is hereby altered by inserting the following Clause after existing Clause 10

11. To carry on business of Civil Construction along with Mechanical / Electrical / Plumbing (MEP) and interior/exterior works for Residential and Commercial complexes and real Estate Developers and contractors.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board (including its Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution. “

Place: Chennai

Date: 11.08.2017

By order of the Board  
For Uniply Industries Limited  
KeshavKantamneni  
Managing Director  
DIN : 06378064

**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 04.08.2017
8. Members can vote using e-voting facility provided by [www.evotingindia.com](http://www.evotingindia.com), (please read the instructions given in the notice for details). E-voting period begins on 9.00 a.m. on Monday 21<sup>st</sup> August 2017 and will end at 5.00 p.m. on 19<sup>th</sup> September, 2017. 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 Extraordinary General Meeting. 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](http://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](http://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)
DOB	<ul style="list-style-type: none"> <li>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.</li> <li>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.</li> </ul> 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. <ul style="list-style-type: none"> <li>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).</li> </ul>

- 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 Monday 21<sup>st</sup> August 2017 and will end at 5.00 p.m. on 19<sup>th</sup> September, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on Friday, the 4<sup>th</sup> August, 2017, 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

Place: Chennai

Date: 11.08.2017

By order of the Board  
For Uniply Industries Limited  
Keshav Kantamneni  
Managing Director  
DIN : 06378064



**ANNEXURE TO THE NOTICE****STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No.1**

Pursuant to Section 188 of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of ordinary resolution, in case certain transactions with related parties exceeds such sum as is specified in the Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

However, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), approval of the members through ordinary resolution is required for all Material Related Party Transactions, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year exceed 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

All the Related Party Transactions entered into by the Company are at arm's length basis and in the ordinary course of business and approval of the Audit Committee and Board is obtained, wherever required. However, the estimated transaction value with the below mentioned Companies in respect of financial year 2017-18 and onwards may likely exceed 10% of the Annual Turnover of the Company as per the last audited financial statements of the Company.

The transactions going to be made with such parties as sated below are 'Related Parties' of the Company as per Section 2(76) of the Companies Act, 2013.

The particulars required to be provided under Clause 3 of the Explanation to Rule 15 Sub-Rule 3 of the Companies (Meetings of Board and its Power) Rules, 2014 are given below:

SI No.	Name of the Related Party	Nature of Relationship	Amount in Rs.	Nature of Transactions
1	UV Boards Ltd	Associate	Upto Rs. 500.00 crs	Sales and purchase of business, goods, services/Loan/Guarantee/ Investment and other transactions in ordinary course of business
2	Vector Projects (I) Pvt Ltd	Wholly Owned Subsidiary	Upto Rs. 1000.00 crs	Sales and purchase of business, goods, services/Loan/Guarantee/ Investment and other transactions in ordinary course of business
3	Foundation Outsourcing (I) Pvt Ltd	Promoter group	Upto Rs. 200.00 crs	Extending/Availing loan, Guarantee & Others

The above contracts/ arrangements/ transactions are approved by the Audit Committee and the Board of the Company.

Moreover, in view of the compliance with statutory requirements as per Section 188 of The Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members for entering into Material Related Party Transactions is being sought by way of Ordinary Resolution via Postal Ballot and/or remote e-voting.

The proposal outlined above is in the interest of the Company and the Board recommends the resolution set out in Item No.1 to the accompanying Notice as an ordinary resolution.

None of Director, key managerial personnel (KMP) and their relatives, is concerned or interested in the said resolution except to the extent of their directorship and shareholding in Company.

**Item No. 2**

As per Section 186 of the Companies Act, 2013, a Company that proposes to give loan(s), and/or guarantee(s) or provide any security(ies) in connection with loan(s) made and / or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate in excess of 60% of the paid up Share Capital and Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, is required to obtain the approval of the shareholders by way of Special Resolution.

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, a Company giving loans or extending guarantee or providing security in excess of the limits as specified under sub-section (3) of section 186 has to obtain approval of shareholders' by passing resolution by way of postal ballot also. Therefore, the Board proposed to pass the resolution by postal ballot to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made and/or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate as they may in their absolute discretion deem beneficial and in the interest of the Company in excess of 60% of the paid up Share Capital, Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities premium under Section 186 of the Companies Act, 2013 from time to time, in one or more tranches, upto maximum amount of Rs. 500.00 Crores (Rupees Five Hundred Crores Only).

None of Director, key managerial personnel (KMP) and their relatives, is concerned or interested in the said resolution except to the extent of their directorship and shareholding in Company

The Board commends the Special Resolutions set out at item no. 2 of the Notice for approval by the shareholders

**Item No. 3**

The Company owns one Plywood Manufacturing Plant at Tamil Nadu and operates another at Gujarat under lease via a Memorandum Of Understanding with M/s Euro Decors Private Limited. The Company Management and Board has extensively reviewed its existing portfolio of businesses and has come to the conclusion that the Plywood business is no longer a direct strategic fit with the long term vision of Company for growth & expansion and as such it is necessary and prudent as part of such corporate restructuring process to partially monetise this business in a manner that optimizes value towards the long term strategy of the Company to be a leading provider of Building Solutions.

Accordingly, the Audit Committee and the Board of Directors of the Company ("Board") at their respective meetings held on 11.08.2017, decided to sell / transfer its Plywood and allied products business. Under the current economic situation and industry outlook, the Board deemed a Slump Sale as the most appropriate method for transfer and has accordingly granted its approval to the Company to sell, transfer or dispose of its Plywood and allied products business under slump sale to UV Boards Ltd, related party subject to execution of definitive documents, fulfillment of various conditions precedent, including but not limited to obtaining of various government and other approvals (Proposed Transaction). The Buyer has evinced its interest in acquiring the business of the Company which shall synergize with its existing operations subject to such approvals as may be required.

The Buyer being under the Management Control of the Company is a related party to the transaction. Uniply Industries Limited is the sole promoter and holding 8.79% equity in UV Boards Limited.

The Company has signed definitive agreement for transfer of its plywood and allied products Business. The Proposed Transaction may be completed in one or more stages and the entire transaction is expected to be completed by end of October, 2017.

In accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013 (Act) any sale, lease or otherwise disposal of whole or substantially the whole of the undertaking of the Company requires the approval of members of the company accorded by way of a Special Resolution and as per the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules 2014, such a permission by way of Special Resolution needs to be accorded by way of Postal Ballot. An undertaking for the purpose of Section 180 (1) (a) of the Act means an undertaking in which the investment of the Company exceeds 20 % of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the Company during the previous financial year.

The proposed transaction between the Company and Buyer being a related party transaction shall be in compliance with the provisions of the Act, Companies (Meetings of Board and its Power) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, as the consideration of the transaction exceeds 10% of the turnover of the Company, it shall be deemed to be a material related party transaction as defined under Regulation 23 of the Listing Obligations.

The Members are hence requested to authorise sale, disposal or transfer of the Plywood and allied products Business of the Company, for a lump sum consideration of Rs. 147.00 Crores (Rupees One hundred forty seven crores Only) subject to closing adjustments and debt, if any, to be transferred and on such other terms and conditions and to such person or persons as the Board of Directors of the company in their absolute discretion, may deem fit in the best interest of the Company.

None of Director, key managerial personnel (KMP) and their relatives, is concerned or interested in the said resolution except to the extent of their directorship and shareholding in Company

The Board recommends the Special Resolution set out in the Notice in the interests of the Company.

**Item No. 4**

The Members are hereby informed that the main Object Clause of the Memorandum of Association of the Company (MoA) covers all the activities carried on by the Company but in order to diversify into certain new business ventures, your directors are considering various proposals for diversifying the company's activities into other activities as mentioned in the resolution.

The alteration in the Objects Clause of the memorandum of association as set out in the resolution is to facilitate diversification. This will enable the company to carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the company. This will also enlarge the area of operations of the company.

Pursuant to section 13 of the Act, the above said proposal requires consent of the members by way of special resolution.

None of Director, key managerial personnel (KMP) and their relatives, is concerned or interested in the said resolution except to the extent of their directorship and shareholding in Company

The Board recommends the Special Resolution set out in the Notice in the interests of the Company.

Place: Chennai

Date: 11.08.2017

By order of the Board  
For Uniply Industries Limited  
Keshav Kantamneni  
Managing Director  
DIN : 06378064

**POSTAL BALLOT FORM**

1. Name and Registered address of :  
sole/first named Shareholder
2. Name or name(s) of the joint holder(s) :  
(if any)
3. Registered Folio No./DP & Client ID No.\* :  
(\*Applicable to investors holding shares  
in Dematerialised form)
4. Number of share(s) held :
5. I/We hereby exercise my/our votes in respect of the following Special Resolution to be passed through Postal Ballot for the business stated in the Notice dated 11.08, 2017 of the Company by sending my/our assent or dissent to the said Special Resolution by placing the tick (✓) mark in the appropriate box below :

Item No.	Description	No of Shares	I/We assent to the resolution for	I/We dissent to the resolution Against
1	To approve and ratify Related Party Transactions under section 188 of the Companies Act 2013			
2	To approve loan and investment under section 186 of the Companies Act, 2013			
3	Special Resolution under section 180(1)(a) to sale or dispose off plywood business of the company			
4	Special Resolution under section 13(9) to alter main object in the Memorandum of Association of the Company			

Place :

Date :

Signature(s) of the shareholder(s)/  
Authorised Representative

**E-voting:**

EVEN	LOGIN ID	PASS WORD
(E-Voting Event Number)		

Last date for receipt of Postal Ballot form : 19.09.2017

Note : Please read the instructions printed overleaf carefully before exercising your vote.

**INSTRUCTIONS**

1. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage pre-paid self addressed envelope. Postage will be borne and paid by Uniply Industries Limited (the "Company"). Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
2. This Postal Ballot Form should be completed and signed by the member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through a delegate, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every folio/client ID irrespective of the number of joint holders.
3. In case the equity shares are held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution/authority letter.
4. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark ( ) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
5. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutiniser's decision on the validity of the Postal Ballot Form shall be final and binding.
6. Duly completed Postal Ballot Form should reach the Scrutiniser not later than 30 days from the date of despatch of the notice. Postal Ballot Form received after 5.00 p.m. on 19.09.2017 will be strictly treated as if the reply from such Member(s) has not been received.
7. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filing it by using erasable writing medium(s) like pencil.
8. Notwithstanding anything mentioned elsewhere under these instructions, a Postal Ballot Form shall be considered invalid if :
  - (a) It has not been signed by or on behalf of the shareholder;
  - (b) Signature on the Postal Ballot Form doesn't match with the specimen signatures with the Company;
  - (c) It is not possible to determine without any doubt the assent or dissent of the shareholder;
  - (d) Neither assent nor dissent is mentioned;
  - (e) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the shareholder;
  - (f) The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
  - (g) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and
  - (h) Shareholder has made any amendment to the resolution or imposed any condition while exercising his vote.
9. Voting rights shall be reckoned on the paid up equity shares held and registered in the name of the Members whose name appears in the Register of Members/Record of Depositories as on 04.08.2017.
10. The result of the Postal Ballot will be declared on 20.09.2017 at the Registered Office of the Company.
11. The Postal Ballot shall not be exercised by a Proxy.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutiniser.
13. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.6 above.
14. The Company is also offering e-voting facility as an alternate, for all the Members to enable them to cast their vote electronically instead of through Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.
15. A Member need not use all his votes nor cast all his votes in the same way.
16. E-voting: The Company is pleased to provide e-voting facility as an alternate method of voting to all the shareholders of the Company to enable them to cast their votes electronically instead of through physical Postal Ballot Form. E-voting is optional. Detailed e-voting instructions are given in the Postal Ballot Notice dated 11.08.2017. The e-voting window is open from 9.00 a.m. on 21.08.2017 till 5.00 p.m. on 19.09.2017. In case a member has voted through E-voting facility, he does not need to send the physical Postal Ballot Form. In case a member casts his vote through E-voting facility, as well as, sends his vote through physical postal ballot, the vote cast through physical postal ballot will NOT be considered and the voting through e-voting shall only be considered by the Scrutiniser. Members are requested to refer to the Postal Ballot Notice and notes and instructions thereto, for detailed instructions with respect to electronic voting.