

Notice

Notice is hereby given that the 23rd Annual General Meeting of the members of Uniply Industries Limited will be held on 30th September, 2019 at 2.30 pm at The Music Academy (Kasturi Srinivasan Hall) #Old No. 306, New No. 168 T.T.K Road, Royapettah, Chennai - 600 014 to transact the following business:

ORDINARY BUSINESS:

1. 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.
2. To consider & approve Final Dividend of Re. 0.24 per equity share of face value of ₹2 each, for the financial year 2018-19.
3. 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.
4. **Appointment of Statutory Auditors**

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

a) To fill the casual vacancy:

“RESOLVED THAT pursuant to the provisions of Section 139 (8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) and upon recommendation of the Audit Committee & Board of Directors, M/s. N D Kapur & Co., Chartered Accountants, New Delhi, having FRN.: 001196N, be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s. Lily & Geetha Associates, Chartered Accountants, Chennai, having FRN.: 006982S.

RESOLVED FURTHER THAT M/s. N D Kapur & Co., Chartered Accountants, New Delhi, having FRN.: 001196N, be and are hereby appointed as Statutory Auditors of the Company to hold the office from 14th August, 2019, until the conclusion of the ensuing 23rd Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be mutually agreed with the Board of Directors.”

b) For a period of five years:

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and upon recommendation of the Audit Committee and Board of Directors, consent of the members of the Company be and is hereby accorded to appoint M/s. N D Kapur & Co., Chartered Accountants, New Delhi, having FRN.: 001196N, as the Statutory Auditors of the Company to conduct the statutory audit for a period of five years commencing from the conclusion of this 23rd Annual General Meeting till the conclusion of 28th Annual General Meeting of the Company at such remuneration and out-of-pocket expenses, as may be mutually agreed with the Board of Directors.”

5. **To appoint Mr. Nazeer Azam Sulthan (DIN: 08072833) as Director of the Company.**

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Nazeer Azam Sulthan (DIN: 08072833), who was appointed by the board of Directors as an Additional Director under the category of Non-Executive Director of the Company with effect from August 14, 2019 and who holds office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member signifying his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

6. **To appoint Mr. Nazeer Azam Sulthan (DIN: 08072833) as the Managing Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to appoint Mr. Nazeer Azam Sulthan

(DIN: 08072833), as the Managing Director of the Company for a Period of 3 years commencing from 16th September, 2019 to 15th September, 2022, with a consolidated remuneration of ₹1,14,00,000/- (Rupees One Corers Fourteen Lakhs Only) per annum along with a leased car for his local transportation and a Company paid accommodation.”

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year(s), during the tenure of Mr. Nazeer Azam Sulthan, as Managing Director of the Company, the above mentioned remuneration be paid to Mr. Nazeer Azam Sulthan, as minimum remuneration, subject to the necessary approvals.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to alter or vary the remuneration within the provisions of Schedule V of the Companies Act, 2013 to the extent the Board or Committee thereof may consider appropriate, as may be permitted or authorized in accordance with any provisions under Companies Act, 2013 or schedule appended thereto and settle any question or difficulty in connection therewith and incidental thereto.

RESOLVED FURTHER THAT any of the Director and the Company Secretary & Compliance Officer of the Company be and are hereby, jointly/severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS:

7. To Appoint Mrs. Parul Satyan Bhatt (DIN: 07143186) as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Parul Satyan Bhatt (DIN: 07143186), who was appointed as an Additional Director of the Company by the Board of Directors with effect from November 14, 2018 and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act, 2013 and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act

from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, that is, up to November 13, 2023.”

8. To Re-appoint Mr. Ramgopal Lakshmi Ratan (DIN: 00400605) as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Including any statutory modifications or re-enactments thereof, for the time being in force), Mr. Ramgopal Lakshmi Ratan (DIN: 00400605), who was appointed as an Independent Director and who holds office as an Independent Director upto March 12, 2020 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold the office of the Independent Director for the Second term for a period of 5 (Five) consecutive years i.e. from March 13, 2020 to March 12, 2025.

9. Approval of Material Related Party transactions with Uniply Decor Limited, Vector Projects (India) Pvt Ltd, KKN Holdings Pvt Ltd & Bayline Infocity Limited.

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

RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time (“the Act”), read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Regulations”), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, 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 any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), to ratify / approve all existing

contracts / arrangements / agreements / transactions and to enter into new/further contracts / arrangements / agreements / transactions (including any modifications, alterations or amendments thereto), in the ordinary course of business and on arm's length basis with Uniply Decor Limited, Vector Projects (India) Pvt Ltd, KKN Holdings Pvt Ltd & Bayline Infocity Limited 'Related Parties' within the meaning of the Act and the Regulations, as more particularly enumerated in the explanatory statement to the Notice and on such terms and conditions as may be agreed between the Company and Uniply Decor Limited, Vector Projects (India) Pvt Ltd, KKN Holdings Pvt Ltd & Bayline Infocity Limited.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

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:**

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

"RESOLVED THAT pursuant to the provisions of Section 12 & 13 of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rule 2014, including any amendment thereto and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and subject to the approval of the Regional Director, Southern Region or any other Competent Statutory Authority(ies), the consent of the members of the Company be and is hereby accorded to shift the registered office of the Company from Chennai, State of Tamil Nadu to New Delhi, National Capital Territory (NCT) of Delhi.

RESOLVED FURTHER THAT Clause No. 2nd of the Memorandum of Association of the Company be and is hereby substituted by the following:

'2nd. The Registered Office of the Company will be situated in the National Capital Territory (NCT) of Delhi.'

RESOLVED FURTHER THAT any of the Directors/ Managing Director/ Company Secretary be and are hereby authorized severally and/ or jointly on behalf of the Company to make any modifications, changes,

variations, alterations or revisions stipulated by any authority, while according approval, consent as may be considered necessary and to appoint counsels/consultant and advisors, file applications/petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the authorities concerned and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

By order of the Board

For Uniply Industries Limited

Place: Chennai

Date: 14.08.2019

Raghuram Nath

Company Secretary

M No.: A18635

NOTES:

1. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. Proxies, in order to be effective required to be lodged with the Company at the Registered Office not less than 48 hours before the meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty in number and holding taken together not more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
3. Corporate members are requested to send to the Company's rights. A Member holding more than ten percent of the total share capital of the Company carrying registered office a duly certified copy of the Board resolution, pursuant to section 113 of the Companies Act, 2013, authorizing their representative(s) to attend and vote at the Annual General Meeting.
4. The relative explanatory Statement as required under Sec. 102 of the Companies Act, 2013, in respect of the Business under Item Nos. 4 to Item Nos. 10 the accompanying Notice is annexed hereto.

5. Members are requested to bring their admission slips along with copy of the Annual Report to the Annual General Meeting.
6. Members holding shares in the physical form are requested to notify / send the following to Company to facilitate better servicing: -
 - a) Any change in their address / mandate / bank details,
 - ii) Particulars of their bank account, in case the same have not been furnished earlier, and
 - iii) Share certificates held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such share holdings into a single account.
 - iv) Shareholders holding shares in the certificate form are requested to send copies of their PAN Cards to RTA to facilitate better servicing
7. The Register of Members and Transfer Registers will remain closed from 24.09.2019 to 30.09.2019 (both days inclusive).
8. Members are requested to:
 - i) Write to the Company at least seven days before the date of the Meeting, in case they desire any information as regards the Audited Accounts for the financial year ended 31.03.2019, so as to enable the Company to keep the information ready.
 - ii) Quote registered folio number or Client ID in all the correspondence.
 - iii) Send all share transfer lodgements (physical mode)/ correspondence to the Registrar and Share Transfer Agents of the Company.
9. Pursuant to Section 101 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can the notice of General Meeting and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same by coordinating RTA of the Company i.e. Cameo Corporate Services Limited. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
10. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 23.09.2019. The e-voting period will commence

at 9.00 a.m. on 27.09.2019 and will end at 5.00 p.m. on 29.09.2019. The Company has appointed Mr. P.K Panda & Co, Practicing Company Secretaries, to act as the Scrutinizer, for conducting the scrutiny of the votes casted through Remote E-voting and Ballot at the Venue of the E General Meeting. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

11. 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 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 e-voting to enable the Members to cast their votes electronically. Please note that Remote e-voting is optional.
12. Kindly note that the Members can opt for only one mode of voting i.e., either by Remote e-voting or by Ballot at the Venue of the Annual General Meeting. If the Members opt for Remote e-voting, then they should not vote by Ballot at the Venue of the Annual General Meeting. However, in case Members cast their vote by Remote e-voting and by Ballot at the Venue of the Annual General Meeting, then voting done through Remote e-voting shall prevail and voting done by Ballot at the Venue of the Annual General Meeting will be treated as invalid.
13. 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 30.08.2019.
14. Members can vote using e-voting facility provided by www.evotingindia.com, (please read the instructions given in the notice for details), whose names appear in the Register of Members / list of Beneficial Owners as on 23.09.2019. The e-voting period will commence at 9.00 a.m. on 27.09.2019 and will end at 5.00 p.m. on 29.09.2019. 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 Postal Ballot Notice. 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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.</p> <p>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.</p>
DOB Dividend Bank Details	<p>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.</p> <p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <p>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).</p>

- 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 will commence at 9.00 a.m. on 27.09.2019 and will end at 5.00 p.m. on 29.09.2019. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) The e-voting module shall be disabled by CDSL for voting thereafter.

By order of the Board

For Uniply Industries Limited

Raghuram Nath
Company Secretary
M No.: A18635

Place: Chennai
Date: 14.08.2019

Explanatory Statement

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the business mentioned at Item Nos. 4 to 10 of the accompanying Notice dated 14.08.2019.

Item No. 4

The members of the Company at the 21st Annual General Meeting held on 28th September, 2017 has approved the appointment of M/s. Lily & Geetha Associates, Chartered Accountants, Chennai, having FRN.: 006982S as the Statutory Auditors of the Company for a term of five years till the conclusion of 26th Annual General Meeting.

M/s. Lily & Geetha Associates, Chartered Accountants, Chennai has tender their resignation as the Statutory Auditors of the Company, expressing their inability due to constraint of manpower for the Audit, resulting in a casual vacancy in the office of the Auditors of the Company w.e.f. 14th August, 2019, as per section 139(8) of the Companies, Act, 2013.

In accordance with aforesaid provisions of the Act, the casual vacancy caused by the resignation of the Statutory Auditors shall be filed by the Board within a period of thirty days and such appointment shall also be approved by the members of the Company within three months of the recommendation of the Board.

Accordingly, based on the recommendation of the Audit Committee and conformation received from M/s. N D Kapur & Co., Chartered Accountants, New Delhi, having FRN.: 001196N on their eligibility, the Board recommends to the members for the appointment of M/s. N D Kapur & Co., Chartered Accountants, New Delhi, as the Statutory Auditors of the Company:

- a) to fill the casual vacancy caused by the resignation of M/s. Lily & Geetha Associates, Chartered Accountants, Chennai and to hold the office of the Statutory Auditors upto the conclusion of this Annual General Meeting; and
- b) for a period of five years, from the conclusion of the 23rd Annual General Meeting till the conclusion of 28th Annual General Meeting of the Company to be held in the year 2024.

In regards to appointment of Statutory Auditors referred to in item no. 4 of the Notice, the brief profile of the Auditors is as under:

N D Kapur & Co. known as NDK in the fraternity. N D Kapur & Co. is a New Delhi based leading Chartered Accountants firm, having its own offices at New Delhi and Mumbai and associate offices across the country. One of the oldest Chartered Accountant firm in India. Registered with ICAI for more than 50 years. Established way back in 1933 and has seen more than 80 glorious years.

Provides services in the areas of Audit and Assurance, Taxation, Accounting and Back Office, Corporate Strategy and Advisory and Market and Business Research

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice. The Directors recommend the resolution for approval by the members.

Item No. 5 & 6

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, the Board of Directors of the Company appointed Mr. Nazeer Azam Sulthan (DIN: 08072833) as an Additional Director of the Company with effect from 14th August, 2019. Mr. Nazeer Azam Sulthan, would hold office up to the date of this Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Nazeer Azam Sulthan for the office of Director of the Company.

Further in the same Board Meeting held on 14th August, 2019, the Board of Directors has appointed Mr. Nazeer Azam Sulthan (DIN: 08072833) as the Managing Director of the Company for a period of 3 years commencing from 16th September, 2019 to 15th September, 2022, with a consolidated remuneration of ₹1,14,00,000/- (Rupees One Corers Fourteen Lakhs Only) per annum along with a leased car for his local transportation and a Company paid accommodation..

Mr. Nazeer Azam is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Mr. Nazeer Azam joins the Company with a wealth of experience in handling both domestic and international organisations. He started his career in and had a 21 years stint with a Japanese Automation Major, Yakogawa. He was heading the Middle East and African operations of a large MARKAB associate contracting company.

Mr. Nazeer Azam may be deemed to be concerned or interested, financially or otherwise, to the extent of his shareholding, if any in respect of his appointment as a Director. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.5 & 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders and special resolution set out at Item No.6 of the Notice for approval by the shareholders.

Mr. Nazeer Azam does not hold any shares of the Company.

Item No. 7:

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, the Articles of Association of the Company and Based on the recommendation of the Nomination and Remuneration Committee the Board of Directors of the Company appointed Mrs. Parul Satyan Bhatt (DIN: 07143186) as an Additional Director (Independent) of the Company with effect from 14th November, 2018. In terms of the provisions of Section 161(1) of the Act, Mrs. Parul Satyan Bhatt would hold office up to the date of this Annual General Meeting. Further, in accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members by way of Ordinary Resolution.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Parul Satyan Bhatt for the office of Director of the Company. Mrs. Parul Satyan Bhatt is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has received a declaration from Mrs. Parul Satyan Bhatt that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mrs. Parul Satyan Bhatt fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations. Mrs. Parul Satyan Bhatt is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Mrs. Parul Satyan Bhatt is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft letter of appointment of Mrs. Parul Satyan Bhatt setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

This statement may also regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 8:

Mr. Ramgopal Lakshmi Ratan was appointed as an Independent Director of the Company, not liable to retire by rotation at the Annual General Meeting of the Company held on August 26, 2015 for a term of five consecutive years commencing from March 13, 2015 which is due to expire on March 12, 2020. As per Section 149(10) of the Companies Act, 2013 ("the Act"), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. In accordance with the aforesaid provisions the Nomination and Remuneration Committee and the Board of Directors reviewed, considered his rich experience, continued valuable guidance to the management and strong Board performance and recommended the re-appointment of Mr. Ramgopal Lakshmi Ratan, for the second term as an Independent Director on the Board of the Company for a period of 5 years upto March 12, 2025.

Mr. Ramgopal Lakshmi Ratan, has confirmed that he is not disqualified in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director of the Company. Further, the Company has received a declaration from Mr. Ramgopal Lakshmi Ratan that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Ramgopal Lakshmi Ratan fulfills the conditions for his re-appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Ramgopal Lakshmi Ratan is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Mr. Ramgopal Lakshmi Ratan is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The copy of the draft letter of appointment of the Independent Director setting out the terms and conditions are available for inspection by members at the registered office of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

This statement may also regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

Item No. 9:

Pursuant to the provisions of 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 said 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 Securities Exchange Board of India (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 on arm’s length basis and in the ordinary course of business and approval of the Audit Committee / Board is obtained, wherever required.

The transaction(s) entered into by the Company, together with the transactions already entered with Uniply Decor Limited (“UDL”), an Associate Company, Vector (India) Projects Pvt Ltd (“VIPPL”) the wholly owned subsidiary company, KKN Holdings Pvt Ltd (“KKNHPL”), the Promoter Company & Bayline Infocity Limited (BIL), the Subsidiary of the Promoter Company KKN Holdings Pvt Ltd qualifies to be a Material Related Party transaction under Listing Regulations.

The Company has existing arrangements with UDL, VIPPL, KKNHPL & BIL, which is in the ordinary course of business. However, the value of transactions with UDL, VIPPL, KKNHPL & BIL in respect of Financial Year 2019-20 and estimated value of transaction from next financial year onwards is likely to

exceed 10% of the annual consolidated turnover of the Company, based on the audited financial statements for year ended March 31, 2019. UDL, VIPPL, KKNHPL & BIL being the ‘Related Parties’ as per definition under Section 2(76) of the Companies Act, 2013.

UDL, VIPPL, KKNHPL & BIL is currently having the following transactions with the Company:

The particulars of the contract / arrangement with UDL, VIPPL, KKNHPL & BIL are as under:

Particulars	Information	
Name of the Related Party	(1) Uniply Decor Ltd	(2) Vector Project (I) Pvt Ltd
Nature of Relationship	Associate	Wholly Owned Subsidiary
Nature of Contract	Sales/Purchase / Service/Advance / Guarantee/ Security	Sales/Purchase / Service/Advance / Guarantee/Security
Duration of Contract	1 year	1 year
Salient features of Contract	Normal trade under ordinary course of business	Normal trade under ordinary course of business
Date of Approval of the Board / Audit/Shareholders	26.09.2018	26.09.2018
Value of Transaction for the year ended March 31, 2019 (including C/F transaction of previous year)	₹230.78 crs	₹125.70 crs
Estimated Value of Transactions for the FY 2019-20	₹500.00 crs	₹500.00 crs
Name of the Related Party	(3) KKN Holdings Pvt Ltd	(4) Bayline Infocity Ltd
Nature of Relationship	Promoter Group	Wholly Owned Subsidiary of Promoter M/s. KKN Holdings Pvt Ltd

Particulars	Information	
Nature of Contract	Sales / Purchase / Service / Advance / Guarantee / Security	Sales / Purchase / Service / Advance / Guarantee / Security
Duration of Contract	1 year	1 year
Salient features of Contract	Normal trade under ordinary course of business	Normal trade under ordinary course of business
Date of Approval of the Board / Audit/Shareholders	26.09.2018	26.09.2018
Value of Transaction for the year ended March 31, 2019 (including C/F transaction of previous year)	₹289.20 crs	₹67.00 crs
Estimated Value of Transactions for the FY 2019-20	₹500.00 crs	₹500.00 crs

Based on past trend, the transactions as described above are likely to exceed 10% of the Annual Consolidated Turnover as per last audited financial statements of the Company and may exceed the materiality threshold as prescribed under Regulation 23 of the Listing Regulations. Thus, these transactions would require the approval of the Members by way of an ordinary resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice

The Directors recommend the resolution for approval by the members.

Item No. 10:

The Company was incorporated under the provisions of the Companies Act, 1956 in the State of Tamil Nadu. As per Clause 2nd of the Memorandum of Association, presently, the Registered Office of the Company is situated in Chennai, Tamil Nadu. It is proposed to relocate the Registered Office of the Company to New Delhi.

The Company after selling its manufacturing unit at Chennai has concentrated on Construction, Interior and Exterior fit out business in pan India. Now the

Company is in the process of arranging its financial facilities at New Delhi. Moreover, the new Managing Director appointed recently, is going to reside at New Delhi. Keeping in mind all the factors, it is proposed to shift the Registered Office from Chennai to New Delhi. The proposed shifting would also enable the Company Management to monitor its business more economically, viably and efficiently and to streamline its various corporate functions at reduced cost with better administrative control, supervision and convenience which would facilitate enlarging its business operations. The shifting of the Registered Office as aforesaid is in the best interest of the Company, shareholders and all concerned parties and will not be detrimental to the interest of members of the public, shareholders, creditors or employees, in any manner whatsoever.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, the shifting of registered office of a company from one State to another and consequent alteration of the clause of Memorandum of Association pertaining to place of registered office of the Company requires approval of shareholders by Special Resolution. Further, the alteration of Memorandum of Association relating to the place of registered office from one State to another shall not have effect unless approved by the Central Government.

Approval of the shareholders is, therefore, sought for shifting of registered office from the State of Tamil Nadu to the National Capital Territory (NCT) of Delhi and consequential amendment to Memorandum of Association. Since the aforementioned amendment comes within the ambit of Section 13 of the Companies Act, 2013, your approval is sought by way of a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of the Notice.

The Directors recommend the resolution for approval by the members.

By order of the Board

For **Uniply Industries Limited**

Place: Chennai
Date: 14.08.2019

Raghuram Nath
Company Secretary
M No.: A18635

Details of Director seeking re-appointment (ordinary / special business in the notice)

Name of the Director	Keshav Narayan Kantamneni	Nazeer Azam Sulthan
DIN	06378064	08072833
Date of birth	04.09.1983	04.05.1967
Date of appointment/ reappointment	14.02.2018	14.08.2019
Expertise in specific functional area	Mr. Kantamneni is an engineering graduate from Anna university. He has also done his MBA from the Kellogg School of Management, USA. He has over 16 years of experience in the field of Finance, Banking, Management Consultancy and General Management.	Mr. Azam joins the Company with a wealth of experience in handling both domestic and international organizations. He started his career in and had a 21 years stint with a Japanese Automation Major, Yakogawa. He was heading the Middle East and African operations of a large MARKAB associate contracting company.
Qualification	BE, PGDM, MBA	Bsc, B.Tech, MBA
Board Membership of other Companies as on 31.07.2018	<ol style="list-style-type: none"> 1. Uniply Decor Limited 2. KKN Holdings Private Limited 3. Nxtwater Private Limited 4. Vector Cyber Parks Private Limited 5. Vector Infrastructure Project Solutions Limited 6. Fourshore BPO Private Limited 7. Bayline Infocity Limited 8. Panther Capital LLP 	<ol style="list-style-type: none"> 1. Nice Projects Limited 2. Markab India SPV Pvt Ltd 3. Uniply Decor Limited
Member of Committees of the Board	Nil	Nil
Chairman / member of the Committee of Directors of the other Companies in which he is a Director as on 14.08.2019	<ol style="list-style-type: none"> 1. Uniply Decor Limited 2. Bayline Infocity Limited 	Nil
No. of Shares held in the Company as on 14.08.2019	1,95,59,466	Nil

Name of the Director	Ramgopal Lakshmi Ratan	Parul Satyan Bhatt
DIN	00400605	07143186
Date of birth	02.04.1983	08.07.1962
Date of appointment/ reappointment	13.03.2015	14.11.2018
Expertise in specific functional area	Ramgopal Lakshmi Ratan helms RLR & Co., a legal firm of repute, which specializes in Litigation, Arbitration, Mergers & Acquisitions. Ramgopal has advised Investment Banks, Venture Capitalists, PE funds, start-ups and has vast experience in contracts, arbitration and PPP & captive projects.	Parul Satyan Bhatt is a Microbiologist by qualification and has over 25 years of experience in the business of Corporate Communications. She has handled several challenging and interesting assignments from various Corporate houses.
Qualification	LLB	Master in Microbiology
Board Membership of other Companies as on 31.07.2019	<ol style="list-style-type: none"> 1. Uniply Decor Limited 2. Vector Projects (India) Private Limited 3. Outside Capital Private Limited 4. RLR & CO Legal Private Limited 	<ol style="list-style-type: none"> 1. Uniply Decor Limited
Member of Committees of the Board	<ol style="list-style-type: none"> 1. Audit Committee 2. Nomination & Remuneration Committee 3. Stakeholders Relationship Committee 4. Risk Management Committee 5. Corporate Social Responsibility Committee 	Nil
Chairman / member of the Committee of Directors of the other Companies in which he is a Director as on 14.08.2019	<p>Uniply Decor Limited</p> <ol style="list-style-type: none"> 1. Audit Committee- Member 2. Nomination & Remuneration Committee- Chairperson 3. Stakeholders Relationship Committee- Chairperson 4. Risk Management Committee-Chairperson 	<p>Uniply Decor Limited</p> <ol style="list-style-type: none"> 1. Stakeholders Relationship Committee- Member 2. Risk Management Committee-Member
No. of Shares held in the Company as on 14.08.2019	1,20,000	4,100



Uniply[®]
Uniply Industries Limited

CIN: L20293TN1996PLC036484, Mail id:cs@uniply.in
Registered Office: 572, Anna Salai, Teynampet, Chennai - 600 018

Form No. MGT-11
Proxy form

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: UNIPLY INDUSTRIES LIMITED

CIN: L20293TN1996PLC036484

Registered Office: 572, ANNA SALAI, TEYNAMPET, CHENNAI – 600018

Name of the member (s) :	
Registered address :	
E-mail Id:	
Folio No/ Client Id :	
DP ID :	

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name: Address:
.....
E-mail Id: Signature:....., or failing him
 2. Name: Address:
.....
E-mail Id: Signature:....., or failing him
 3. Name: Address:
.....
E-mail Id: Signature:.....
- 

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on the on 30th September, 2019 at 2.30 pm at The Music Academy (Kasturi Srinivasan Hall) #Old No. 306, New No. 168 T.T.K Road, Royapettah, Chennai - 600 014 and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Item No.	I assent to the resolution	I dissent from the resolution
1	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.		
2.	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.		
3.	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.		
4.	Appointment Of Statutory Auditors: a. To fill the Casual Vacancy. b. For a Period of Five Years		
5.	To appoint Mr. Nazeer Azam Sulthan (DIN: 08072833) as Director of the Company.		
6.	To appoint Mr. Nazeer Azam Sulthan (DIN: 08072833) as the Managing Director of the Company.		
7.	To Appoint Mrs. Parul Satyan Bhatt (DIN: 07143186) as an Independent Director		
8.	To Re-appoint Mr. Ramgopal Lakshmi Ratan (DIN: 00400605) as an Independent Director.		
9.	Approval of Material Related Party transactions with Uniply Decor Limited, Vector Projects (India) Pvt Ltd, KKN Holdings Pvt Ltd & Bayline Infocity Limited.		
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:		

Signed this day of 2019

.....
Signature of shareholder

.....
Signature of Proxy holder(s)



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



Uniply®

Uniply Industries Limited

CIN: L20293TN1996PLC036484, Mail id:cs@uniply.in
Registered Office: 572, Anna Salai, Teynampet, Chennai - 600 018

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Name of Attending Member

Folio NoNo. of SharesDP ID

Client ID.....

I do hereby register my presence at the Annual General Meeting of the Company.

Venue: Music Academy (Kasturi Srinivasan Hall) # Old No. 306, New No. 168, T.T. Krishnamachari Road, Royapettah, Chennai, Tamil Nadu-600014


Date: 30.09.2019

Time: 2.30 PM

REQUEST TO MEMBERS

1. Members and their proxies/ Body Corporate should bring their attendance slip duly filed in for attending the meeting.
2. Members are requested to bring their copies of Notice to the meeting.

Signature of Member / Proxy



ROUTE MAP TO THE VENUE OF THE MEETING



VENUE OF THE MEETING

