

UNIPLY INDUSTRIES LIMITED

Registered Office: # 37, T.T.K. Road, CIT Colony, Alwarpet, Chennai-600018,
Tamilnadu, India

Phone: +91-44-46945592, CIN: L20293TN1996PLC036484

Email: cs@uniply.in; website: www.uniply.in.

NOTICE

Notice is hereby given that the 24th Annual General Meeting of the members of Uniply Industries Limited for the financial year ended March 31, 2020 will be held on Monday, May 24, 2021 at 10.00 a.m. IST through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") in accordance with the applicable provisions of the Companies Act, 2013 ("Act, 2013") and Ministry of Corporate Affairs (MCA) & SEBI General Circulars from time to time to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt;
 - a. the audited standalone financial statements of the Company for the financial year ended March 31, 2020, 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, 2020, along with the reports of the Independent Auditors thereon.
2. 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.

SPECIAL BUSINESS

3. **To appoint Mr. Birendra Kumar Sahoo (DIN: 06737993) 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. Birendra Kumar Sahoo (DIN: 06737993), who was appointed by the board of Directors as an Additional Director under the category of Non-Executive Independent Director of the Company with effect from May 30, 2020 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."

4. To Appoint Mr. Birendra Kumar Sahoo (DIN: 06737993) as an Independent Director

To consider and if thought 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), Mr. Birendra Kumar Sahoo (DIN: 06737993), who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 30, 2020 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 his 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 May 29, 2025.”

5. To appoint Mr. Anil Kumar Kheecha (DIN: 06809141) 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. Anil Kumar Kheecha (DIN: 06809141), who was appointed by the board of Directors as an Additional Director under the category of Non-Executive Independent Director of the Company with effect from May 30, 2020 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. Anil Kumar Kheecha (DIN: 06809141) as an Independent Director

To consider and if thought 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), Mr. Anil Kumar Kheecha (DIN: 06809141), who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 30, 2020 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 his 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 May 29, 2025.”

7. Appointment of Mr. Keshav Narayan Kantamneni (DIN: 06378064) as the Managing Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 161, 196 and 197 of the Companies Act, 2013 and Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the company, if any, the appointment of Mr. Keshav Narayan Kantamneni be and is hereby , as the Managing Director of the Company w.e.f. 7th November, 2019, for a Period of 3 years commencing from 7th November, 2019 to 6th November, 2022, without any remuneration.

RESOLVED FURTHER THAT the Board of Directors is also authorized to vary the terms of appointment of Mr. Keshav Narayan Kantamneni from time to time subject to the approval of shareholders.

RESOLVED FURTHER THAT any Director/Company Secretary of the company be and are hereby authorized to digitally sign the e-form and also to do all the acts, deeds and things which are necessary for the appointment of aforesaid person as director of the Company.”

8. 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."

9. Approval of loans, guarantee or security under section 185 of Companies act, 2013:

To Consider and, if thought fit, to pass the following resolution, with or without Modifications as a "Special Resolution".

"RESOLVED THAT pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a group company or subsidiary or associate or joint venture of the Company, (in which any directors/ promoters are deemed to be interested) upto an aggregate sum of Rs. 750.00 Crores (This includes both earlier transactions for which approval not obtained and upcoming transactions) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the

Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

10. Rescinding the Special Resolution passed for 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 passed by the Shareholders at the AGM held on 30th September, 2019:

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

“RESOLVED THAT the Special Resolution passed by the shareholders at the AGM held on 30th September, 2019 for shifting the registered office of the Company from Chennai, State of Tamil Nadu to New Delhi, National Capital Territory (NCT) of Delhi and amendment in Clause No. 2nd of the Memorandum of Association of the Company be and is hereby rescinded.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to take all necessary actions and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

Place: Chennai
Date: 24/04/2021

By order of the Board
For Uniply Industries Limited
Keshav Narayan Kantamneni

Chairman & Managing Director
DIN: 06378064

NOTES:

1. The AGM will be held on Monday, May 24, 2021 at 10.00 a.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) in compliance with the applicable provisions of the Companies Act, 2013 read with guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and further Circulars on this from time to time.
2. In view of the massive outbreak of the Covid-19 pandemic, social distancing is a norm to be followed; the Ministry of Corporate Affairs (“MCA”) allowed conducting Annual General Meeting through Video Conferencing (VC)/Other Audio Visual Means (OAVM) and dispensed personal present of the members at the meeting. Accordingly, the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular

No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and further Circulars on this from time to time. In terms of the said Circulars, the 24th Annual General Meeting (AGM) of the members to be held through Video Conferencing (VC)/Other Audio Visual Means (OAVM). Therefore, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith and same available at the Company website www.uniply.in.

3. The Register of Members and the Share Transfer books of the Company will remain closed from Tuesday the 18th May, 2021 to Monday the, 24th May, 2021 (both days inclusive).

4. The AGM is being conducted through VC/OAVM; there is no provision for appointment of proxies. Appointment of proxies by the members will not be available and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC /OAVM, on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer M/s. P.K. Panda & Co., Company Secretaries by email through its registered email address to mca@deltalegal.in with a copy marked to cs@uniply.in & helpdesk.evoting@cdslindia.com.

6. Those Shareholders whose email IDs are not registered can get their Email ID registered as follows:

Members holding shares in demat form can get their E-mail ID registered by contacting their respective Depository Participant. Members holding shares in the physical form can get their E-mail ID registered by contacting our Registrar and Share Transfer Agent "Cameo Corporate Services Limited (R&TA)" on their email id kandhimathi@cameoindia.com or by sending the duly filled in E communication registration form available on the website of the Company www.uniply.in to Cameo Corporate Services Limited on their email id: kandhimathi@cameoindia.com.

7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice under Note No. 20.

8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of Quorum under Section 103 of the Companies Act, 2013.

9. Member can raise questions during the meeting or in advance at cs@uniply.in. However, it is requested to raise the queries in short at the time of meeting to enable to answer the same.

10. The information regarding the Director who is proposed to be appointed/re-appointed, as required to be provided under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings issued, is annexed hereto.

11. An explanatory Statement setting out details relating to the special business to be transacted at the Annual General meeting pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.
12. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Cameo Corporate Services Ltd, Subramaniam Building, V Floor, 1, Club House Road, Annasalai, Chennai-600002 and Email id: kandhimathi@cameoindia.com.
14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company / Cameo Corporate Service Ltd (R&TA), for consolidation into a single folio.
15. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 and Relevant documents referred to in this Notice of AGM and explanatory statement on the date of AGM in electronic mode can send an email to cs@uniply.in.
16. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means Instructions and other information relating to e-voting are given in this Notice under Note No. 20.
17. The Annual Report along with the Notice of AGM will be placed on the Company's website on www.uniply.in. The Annual Report 2019-20 of the Company circulated to the Members of the Company, will be made available on the Company's website at www.uniply.in in and also on the website of the BSE at www.bseindia.com & NSE at www.nseindia.com.
18. As per the MCA & SEBI General Circulars, the Annual Report will be sent through electronic mode to only those Members whose email IDs are registered with the Registrar and Share Transfer Agent of the Company/ Depository participant. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.uniply.in , websites of the BSE www.bseindia.com & NSE www.nseindia.com.
19. Members are requested to notify any changes in their address to the Company's Registrar & Share Transfer Agent, Cameo Corporate Services Ltd, Subramaniam Building, V Floor, 1, Club House Road, Annasalai, Chennai-600002 and Email id: kandhimathi@cameoindia.com.

20. PROCEDURE FOR REMOTE E-VOTING

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.uniply.in . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of

India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 21.05.2021 at 9.00 A.M. and ends on 23.05.2021 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18.05.2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Shareholders 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> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both 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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant UNIPLY INDUSTRIES LIMITED on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.

- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xx) Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer mail id mca@deltalegal.in and to the Company at the email address viz; cs@uniply.in , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Place: Chennai

Date: 24/04/2021

By order of the Board
For Uniply Industries Limited
Keshav Narayan Kantamneni

Chairman & Managing Director
DIN: 06378064

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. 3 to 10 of the accompanying Notice dated 24/04/2021.

Item No. 3 & 4

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. Birendra Kumar Sahoo (DIN: 06737993) as an Additional Director of the Company with effect from 30th May, 2020. Mr. Sahoo, would hold office up to the date of this Annual General Meeting. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Sahoo for the office of Director of the Company.

Further in the same Board Meeting held on 30th May, 2020, the Board of Directors has appointed Mr. Birendra Kumar Sahoo (DIN: 06737993) as the Independent Director of the Company for a period of 5 years commencing from 30th May 2020 to 29th May, 2025 subject to the approval of shareholders in the current AGM. Mr. Sahoo 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. Sahoo 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.3 & 4 of the Notice.

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. Anil Kumar Kheecha (DIN: 06809141) as an Additional Director of the Company with effect from 30th May, 2020. Mr. Kheecha, would hold office up to the date of this Annual General Meeting. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Kheecha for the office of Director of the Company.

Further in the same Board Meeting held on 30th May, 2020, the Board of Directors has appointed Mr. Anil Kumar Kheecha (DIN: 06809141) as the Independent Director of the Company for a period of 5 years commencing from 30th May 2020 to 29th May, 2025

subject to the approval of shareholders in the current AGM. Mr. Kheecha 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. Kheecha 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.

Item No. 7

Consequent to non-reporting to work by Mr. Nazeer Azam Sulthan as Managing Director, the Board had appointed Mr. Keshav Narayan Kantamneni, Chairman of the Company as Managing Director of the Company on 7th November 2019 re-designating him as Chairman & Managing Director of the Company for a period of three years with same terms and conditions of appointment as Chairman of the Company. However subsequently Mr. Kantamneni has forgo his remuneration from the Company w.e.f. 01.04.2019 until he rescinds his decision. The shareholders to ratify and approve the appointment of Mr. Keshav Kantamneni as Chairman and Managing Director of the Company.

Mr. Kantamneni is concerned or interested, financially or otherwise, to the extent of his shareholding, if any in respect of his appointment as a Managing 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. 7 of the Notice.

Item No. 8

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 Matial 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 2020-21 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, 2020.

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	Uniply Decor Ltd	Vector Project (I) Pvt Ltd	KKN Holding Pvt Ltd	Bayline Infocity Ltd
Nature of Relationship	Associate	Wholly Owned Subsidiary	Promoter Group	Subsidiary of Promoter M/s. KKN Holdings Pvt Ltd
Nature of Contract	Sales/Purchase / Service/Advance/ Guarantee/ Security	Sales/Purchase / Service/Advance/ Guarantee/ Security	Sales/Purchase / Service/Advance/ Guarantee/Security	Sales/Purchase / Service/Advance/ Guarantee/Security

Duration of Contract	1 year	1 year	1 year	1 year
Salient features of Contract	Normal trade under ordinary course of business	Normal trade under ordinary course of business	Normal trade under ordinary course of business	Normal trade under ordinary course of business
Date of Approval of the Board/Audit/Shareholders	14/08/2019	14/08/2019	14/08/2019	14/08/2019
Value of Transaction for the year ended March 31, 2020 (including C/F transaction of previous year)	500	500	500	500
Estimated Value of Transactions for the FY 2020-21	500	500	750	100

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. 8 of the Notice.

The Directors recommend the resolution for approval by the members

ITEM NO. 9

The Company is expected to render support for the business requirements of other companies in the group wherein the Promoters/Directors are interested, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to other entities in the Uniply Group. In the light of

amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities. The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities in the Uniply Group. Hence, in order to enable the company to advance loan to Group companies/Subsidiaries/ Joint Ventures /associates/ other Companies/ Firms in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution. The Board of Directors Recommend the Special Resolution for approval by the members. All the Directors except for the Independent Directors are concerned or interested in the aforesaid resolution, financially or otherwise

ITEM NO.10

The Board had proposed and shareholders had approved the special resolution for shifting of its Registered Office to Delhi keeping in mind the sale of Chennai Factory, Concentration on Northern India activities, Financial arrangements at Delhi and particularly the location of Mr. Nazeer Azam Sulthan who was appointed as Managing Director of the Company in the last AGM and effective administration.

However due to the unexpected reasons including non-reporting to work by Mr. Nazeer Azam Sulthan and fall on northern India activities the objectives of shifting the Registered Office to Delhi could not materialized.

Since the resolution was passed by the shareholders at their resolution the same need to be rescinded by them and hence The Directors recommend the resolution for approval by the members.

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

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

Name of the Director	Keshav Narayan Kantamneni	Birendra Kumar Sahoo	Anil Kumar Kheecha
DIN	06378064	06737993	06809141
Date of Birth	04/09/1983	29/12/1961	05/07/1965

Date of Appointment/Re-appointment	14/02/2018	30/05/2020	30/05/2020
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	Dr. Birendra Sahoo, is MD in Cardiology and medicine. He has handled administration of many big hospitals and is in board of some trusts and companies.	Mr. Anil Khicha ,FCA is senior member of ICAI , practising chartered accountant and IRP professional
Qualification	BE, PGDM, MBA		Chartered Accountant
Board Membership of other Companies as on 24.04.2021	<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. Madras Electronics Soutions Pvt Ltd 6. Fourshore BPO Private Limited 7. Bayline Infocity Limited 8. NXTWATER Pvt Ltd 9. Uniply Blaze Pvt Ltd 	<ol style="list-style-type: none"> 1. Skillel Excel Education Pvt Ltd 2. Anandram Developers Pvt Ltd 3. Manoharamma Hotel Investments Pvt Ltd 	Khicha & Prabu Kesavan Educators Private Limited

	10. Vector Projects (I) Pvt Ltd 11. S Viswanath Printers & Publishers Pvt Ltd 12. Panther Capital LLP		
Member of Committees of the Board	1. Corporate Social Responsibility Committee 2. Risk Management Committee	3. Corporate Social Responsibility Committee	1. Audit Committee 2. Nomination & Remuneration Committee 3. Stakeholders Relationship Committee 4. Risk Management Committee
Chairman / member of the Committee of Directors of the other Companies in which he is a Director as on 24/04/2021	1. Uniply Decor Ltd 2. Bayline Infocity Limited	Uniply Decor Ltd	Uniply Decor Ltd
No. of Shares held in the Company as on 24/04/2021(*)	2250190	-	-

(*) The shareholding as per ROM. However, his rest of shareholding was pledged and invoked by the Debenture Trustee during the year.