



Uniply

UNIPLY INDUSTRIES LIMITED

EXTRAORDINARY GENERAL MEETING

Saturday the 26th November, 2016 at 9.00 a.m.

at

BEVERLY HOTEL (San Francisco Hall)

No :17,Rajarathinam Road, Kilpauk,

Chennai - 600010

Notice

NOTICE is hereby given that an Extraordinary General Meeting of the Members of M/s. Uniply Industries Limited will be held on Saturday the 26th day of November, 2016 at 9.00 a.m. at BEVERLY HOTEL (San Francisco Hall)No :17,Rajarathinam Road, Kilpauk, Chennai - 600010 to transact the following business:

Disclosure of Pre shareholding as on the Relevant Date, Post shareholding, Ultimate Beneficial Owners and other relevant and related particulars in respect of the certain allottees with respect to Item No.8 'To Issue and allotment of upto 31,40,000 equity shares of Rs.10/- each to Promoters/Non Promoters on preferential basis in the notice calling the 20th Annual General Meeting (held on 29.09.2016) of the company dated 31.08.2016 read with newspaper corrigendum thereto dated 21st and 23rd September, 2016

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

“RESOLVED THAT in furtherance to the special resolution passed by the shareholders of Uniply Industries Limited at the 20th Annual General Meeting held on 29.09.2016 in respect of issue and allotment of upto 31,40,000 equity shares of Rs.10/- each at a share premium of Rs.194.62/- (Rupees One hundred and ninety four and paise sixty two only) ie., at a total price of Rs.204.62/- (Rupees Two hundred and four and paise sixty two only) per share to Promoter/Non Promoters on Preferential basis, the following disclosures in respect of certain allottees be and is hereby given for the approval of the members of the company and the same is hereby accorded/ratified.

Names of the proposed allottees	Ultimate beneficial owner	Category	Pre- Preferential Holding		No. of Equity shares to be allotted	Post Preferential Holding	
			No. of shares	%		No. of shares	%
Umesh P Rao	Umesh P Rao	Non Promoter	12500	0.059	341595	354095	1.47
Sivasubramanian T	Sivasubramanian T	Non Promoter	1000	0.005	17105	18105	0.08
M.B. Athreya (Mrityunjay Balasundaram Athreya)	M.B. Athreya (Mrityunjay Balasundaram Athreya)	Non Promoter	80461	0.384	21993	102454	0.42
Kotak Mahindra Trusteeship Services Limited	a) Manan Patel & b) Janaki Darshanbhai Patel	Non Promoter	Nil	Nil	36653	36653	0.15
Kotak Mahindra Trusteeship Services Limited	a) Janaki Darshanbhai Patel & b) Aarti Babubhai Patel	Non Promoter	Nil	Nil	36653	36653	0.15

RESOLVED FURTHER THAT Mr. Deepak Narayan Jadhav one of the proposed allottee to the preferential issue, holding 39718 shares as on relevant date had sold certain shares of his prior holding post relevant date and hence pursuant to SEBI (ICDR) Regulations 2009, as amended from time to time, proposed allotment of 109960 equity shares to him under this preferential issue is hereby withdrawn.

RESOLVED FURTHER THAT the allottee, MB Athreya & Mrityunjay Balasundaram Athreya, is the same/single person.

RESOLVED FURTHER THAT the names of the proposed allottees and their pre shareholding as on the Relevant date (Relevant date being 30-08-2016), post shareholding and its % of holding in the company and the details of the ultimate beneficiaries of above allottees be and are hereby ratified and approved, to enable Uniply Industries Limited or its Board Of Directors to take requisite further action for seeking listing/trading approval from BSE/NSE, for the Equity Shares to be allotted on preferential basis.

RESOLVED FURTHER THAT all terms and conditions of the preferential allotment as approved by the shareholders of the Company Vide Special Resolution dated 29th September, 2016 shall remain the same.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, and any further ratification there to as sought by the exchanges be provided by way of corrigendum, the Board of Directors of the company be and is hereby authorized to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper and to settle any question or difficulty that may arise with regard to the above or any other matter incidental or consequential thereto without being required to seek any further approval and or consent of the members of the Company and it is deemed that the members have given their approval for the purpose of these acts”.

By Order of the Board of Directors
For UNIPLY INDUSTRIES LIMITED

Place: Chennai
Date: October 31, 2016

S.S.DEEPTHI
COMPANY SECRETARY
M.NO. 43814

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 should 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 in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding 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 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 Extra Ordinary General Meeting.
4. The relative explanatory Statement as required under Sec. 102 of the Companies Act 2013, in respect of the Business under Item No.1 of Special Business the accompanying Notice are annexed hereto.
5. Members are requested to bring their admission slips along with copy of the Notice to the Extra Ordinary General Meeting.
6. Members holding shares in the physical form are requested to notify / send the following to Company to facilitate better servicing:-
 - i) 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.
7. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve 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.

8. 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 18.11.2016. The e-voting period will commence at 9.00 a.m. on Wednesday, 23.11.2016 and will end at 5.00 p.m. on Friday, 25.11.2016. The Company has appointed Mr. P.K Panda & Co, Practicing Company Secretaries, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

PROCEDURE FOR EVOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on at 9.00 a.m. on Wednesday, 23.11.2016 and will end at 5.00 p.m. on Friday, 25.11.2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 18.11.2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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. 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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) 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 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.
- (xx) 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

1. The members of the company had in terms of Special Resolutions passed through at the 20th Annual General Meeting of the company held on 29-09-2016 approved the preferential allotment of up to 31,40,000 equity shares of Rs.10/- each to 52 Non promoter and 1 Promoter Group allottees. Subsequently, the Company made application to BSE and NSE for seeking its in-principle approval for issue and allotment of the Equity Shares to be allotted on Preferential basis. The Relevant date for the pricing of shares and other particulars and others is 30-08-2016.
2. BSE and NSE while perusing the application of the company, has advised the company to disclose the details pre share holding as on the Relevant date (30-08-2016), post share holding in the Format as prescribed in respect of Mr. Sivasubramanian T, Mr. M.B. Athreya, Umesh P Rao, Deepak Narayan Jadhav and also to disclose the identity of ultimate beneficiary of allottees in respect of Arati Babubhai Patel Pvt Trust and Bhavna Darshanbhai Patel Pvt Trust and to replace their name with the name of M/s Kotak Mahindra Trusteeship Services Limited and its ultimate beneficiary of the allottees to the shareholders and get it ratified by the shareholders before seeking listing approval for the shares so allotted so as to be in compliance with Regulation 73(1) (e) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. Further it is duly disclosed that M.B. Athreya and Mrityunjay Balasundaram Athreya are one and the same and the allotment of shares shall be to the same allottees.

3. The details and other disclosures which are required in respect of the allotment of up to 4,53,999 (Out of 31,40,000) Equity shares of Rs.10/- each on Preferential Allotment basis to the following allottees, whose preholding of equity share as on the Relevant date (30-08-2016), post share holding and their ultimate beneficiary details and other relevant particulars and details which are provided herein below:

Names of the proposed allottees	Ultimate beneficial owner	Category	Pre-Preferential Holding		No. of Equity shares to be allotted	Post Preferential Holding	
			No. of shares	%		No. of shares	%
Umesh P Rao	Umesh P Rao	Non Promoter	12500	0.059	341595	354095	1.47
Sivasubramanian T	Sivasubramanian T	Non Promoter	1000	0.005	17105	18105	0.08
M.B. Athreya (Mrityunjay Balasundaram Athreya)	M.B. Athreya (Mrityunjay Balasundaram Athreya)	Non Promoter	80461	0.384	21993	102454	0.42
Kotak Mahindra Trusteeship Services Limited	a) Manan Patel & b) Janaki Darshanbhai Patel	Non Promoter	Nil	Nil	36653	36653	0.15
Kotak Mahindra Trusteeship Services Limited	a) Janaki Darshanbhai Patel & b) AartiBabubhai Patel	Non Promoter	Nil	Nil	36653	36653	0.15

4. Mr. Deepak Narayan Jadhav one of the proposed allottee to the preferential issue, holding 39718 shares as on relevant date had sold certain shares of his prior holding post relevant date and hence pursuant to SEBI (ICDR) Regulations 2009, as amended from time to time, proposed allotment of 109960 equity shares to him under this preferential issue is hereby withdrawn. He shall not be allotted any shares.
5. Post shareholding % of the proposed allottees have been calculated considering the full allotment of 3140000 equity shares as approved by the shareholders at their 20th Annual General Meeting held on 29.09.2016.
6. Further all the terms and conditions including the pricing and lock in shall remain the same as per the special resolution as approved by the shareholders at their 20th annual general meeting held on 29.09.2016.

Accordingly in order to disclose the details of the name of the allottees and about the pre holding of shares held by the proposed allottees as on Relevant date, post share holding and about the details of the ultimate beneficiaries of allottees and to ratify the allotment of EquityShares allotted to the said allottees in terms of special resolution dated 29th September, 2016, the Board of Directors of the Company recommended the Resolution for approval of shareholders by way of a Special Resolution.

None of the directors except Keshav Kantamneni & Mr. Srinivasan Sethuraman, Key Managerial Personnel (KMPs) of the Company or any relatives of such Director(s) or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution, except to the extent of their equity holdings in the company.

By Order of the Board of Directors
For UNIPLY INDUSTRIES LIMITED

S.S.DEEPTHI
COMPANY SECRETARY
M.NO. 43814

Place: Chennai
Date: October 31, 2016



MGT-11
Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L20293TN1996PLC036484

Name of the company: Uniply Industries Limited

Registered office: #5, Branson Garden Street, Kilpauk, Chennai – 600 010

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 Extra-Ordinary General Meeting of the company, to be held on the Saturday, 26th November, 2016 At 9.00 a.m. at BEVERLY HOTEL (San Francisco Hall)No: 17, Rajarathinam Road, Kilpauk, Chennai - 600010 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
01	Disclosure of Pre shareholding as on the Relevant Date, post share holding, Ultimate Beneficial Owners and other relevant and related particulars in respect of the certain allottees with respect to Item No.8 To Issue and allotment of upto 31,40,000 equity shares of Rs.10/- each to Promoters/Non Promoters on preferential basis in the notice calling the 20th Annual General Meeting (held on 29.09.2016) of the company dated 31.08.2016 read with newspaper corrigendum thereto dated 21st and 23rd September, 2016		

Signed this..... day of..... 2016

AFFIX
REVNUUE
STAMP

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 INDUSTRIES LIMITED.
CIN: L20293TN1996PLC036484, Mail id:info@uniply.in
#5, Branson Garden Street, Kilpauk, Chennai – 600 010

ATTENDANCE SLIP

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

Name of Attending Member.....

Folio No.....No. of Shares.....DPID.....

Client ID.....

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

Venue: BEVERLY HOTEL(San Francisco Hall)No :17,Rajarathinam Road, Kilpauk, Chennai - 600010

Date: 26.11.2016

Time: 9.00 A.M

REQUEST TO MEMBERS	SIGNATURE OF MEMBER / PROXY
- Members and their proxies/ Body Corporate should bring their attendance slip duly filed in for attending the meeting. - Members are requested to bring their copies of annual report to the meeting.	

Venue of Extra Ordinary General Meeting



To

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If Undelivered please return to :-

UNIPLY INDUSTRIES LIMITED
#5, Branson Garden Street,
Kilpauk,
Chennai - 600 010