

# NOTICE

NOTICE is hereby given that the 21st Annual General Meeting of the members of M/s. Uniply industries Limited will be held on Thursday the 28th Day of September 2017 at 4.00 P.M. at Music Academy (Kasturi Srinivasan Hall) # Old No. 306, New No. 168, T.T. Krishnamachari Road, Royapettah, Chennai, Tamil Nadu 600014, to transact the following business:

## ORDINARY BUSINESS

1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED ACCOUNTS (BOTH STANDALONE AND CONSOLIDATED) OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2017, THE BALANCE SHEET AS AT THAT DATE AND THE REPORTS OF THE AUDITORS AND DIRECTORS THEREON AND IN THIS REGARD PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

**"RESOLVED THAT** the audited accounts (both Standalone and Consolidated) of the Company containing the Balance Sheet and the Statement of Profit & Loss for the year ended 31st March, 2017 together with their annexure and the reports of the Auditors and Directors thereon be and are hereby received, considered, approved and adopted."

2. TO CONFIRM THE APPOINTMENT OF AUDITOR OF THE COMPANY AND TO FINALIZE AND DECIDE THE TERMS OF SAID APPOINTMENT OF STATUTORY AUDITORS AND IN THIS REGARD PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and any other Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the shareholders of the Company be and is hereby accorded for the appointment of M/s. Lily & Geetha Associates, Chartered Accountants, 16(Old No. 37) Akbarabad 2nd Street, Kodambakkam, Chennai – 600024, for a period of five years in the place of M/s. C.Ramasamy & B.Srinivasan, Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the 26th Annual General Meeting of the Company on such remuneration as may be determined by the Board of Directors."

## SPECIAL BUSINESS

3. RATIFICATION OF APPOINTMENT OF MR. SETHURAMAN SRINIVASAN AS JOINT MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF THREE YEARS W.E.F 01.04.2017

To Consider and, if thought fit, to pass without modification(s), the following as a **Special Resolution**:

**"RESOLVED THAT** pursuant to provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions if any of the companies Act, 2013 (including any statutory modifications, enactments, or re-enactments, thereof for the time being in force), consent of the Company be and is hereby accorded for the appointment of Mr. Sethuraman Srinivasan as Joint Managing Director of the Company at a Gross Remuneration of Rs. 1,68,00,000/- (Rupees One Crore Sixty Eight Lakhs only) per annum for a period of three years with effect from 01.04.2017.

**RESOLVED FURTHER THAT** the aggregate of the remuneration payable to Mr. Sethuraman Srinivasan as above shall be subject to overall ceilings laid down under Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** during the tenure of his appointment, Mr. Sethuraman Srinivasan, Joint Managing director shall not be liable to retire by rotation and shall perform all such duties as are entrusted to him from time to time by the Board of Directors and as may be required to be performed by him from time to time, subject to the supervision and control of the Board of Directors;

**RESOLVED FURTHER THAT** Mr. Sethuraman Srinivasan, Joint Managing Director, shall not be paid any sitting fee for attending the meetings of Board of Directors and Committees thereof;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to vary, increase or enhance the scope of remuneration in accordance with provisions regarding payment of managerial remuneration under the Companies Act, 2013."

**RESOLVED FURTHER THAT** the Board of Directors of the Company or Nomination & Remuneration Committee of the Board be and is hereby authorised to do all acts and take such steps expedient, proper or desirable to give effect to this Resolution."

**4. RE-APPOINTMENT OF MR. KESHAV NARAYAN KANTAMNENI AS CHAIRMAN & MANAGING DIRECTOR FOR FURTHER PERIOD OF 3 YEARS W.E.F. 11.06.2018**

To Consider and, if thought fit, to pass without modification(s), the following as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions if any (including any statutory modification, enactments, or re-enactments, thereof for the time being in force), consent of the Company be and is hereby accorded for the reappointment of Mr. Keshav Narayan Kantamneni (DIN:06378064) as Chairman and Managing Director of the Company at a gross remuneration of Rs. 5,00,000 (Rupees Five Lakhs Only) per month for a further period of three years with effect from 11.06.2018.

**"RESOLVED FURTHER THAT** the aggregate of the remuneration paid/payable to Mr. Keshav Kantamneni as above shall be subject to overall ceilings laid down under Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** during the tenure of his appointment, Mr. Keshav Kantamneni, Chairman and Managing Director shall

not be liable to retire by rotation and shall perform all such duties as are entrusted to him from time to time by the Board of Directors and as may be required to be performed by him from time to time, subject to the supervision and control of the Board of Directors".

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to vary, increase or enhance the scope of remuneration in accordance with provisions regarding payment of managerial remuneration under the Companies Act, 2013."

By order of the Board

**Keshav Narayan Kantamneni**  
Chairman & Managing Director  
DIN: 06378064

Place: Chennai  
Date: 14.08.2017

## 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 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. 3 to 4 the accompanying Notice are 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:-
  - 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. The Register of Members and Transfer Registers will remain closed from 19.09.2017 to 27.09.2017 (both days inclusive).
8. Members are requested to
- 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 31.03.2017, so as to enable the Company to keep the information ready.
  - Quote registered folio number or Client ID in all the correspondence.
9. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports 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. As required under the Listing Regulations with stock exchanges, given below the details of director who are proposed to be reappointed/reappointed.

|                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                    |
|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of the Director                                                                                                  | Keshav Narayan Kantamneni                                                                                                                                                                                                                                                                                                                          | Srinivasan Sethuraman                                                                                                                                                                                                                                                                                                              |
| DIN                                                                                                                   | 06378064                                                                                                                                                                                                                                                                                                                                           | 03175616                                                                                                                                                                                                                                                                                                                           |
| Date of birth                                                                                                         | 04.09.1983                                                                                                                                                                                                                                                                                                                                         | 21.02.1971                                                                                                                                                                                                                                                                                                                         |
| Date of appointment/reappointment                                                                                     | 11.06.2018                                                                                                                                                                                                                                                                                                                                         | 01.04.2017                                                                                                                                                                                                                                                                                                                         |
| Expertise in specific functional area                                                                                 | About 14 Years of experience in General Management, Finance & Banking and Management Consulting.                                                                                                                                                                                                                                                   | Chartered Accountant, over 19 years of rich experience in the field of project finance, Merger & Acquisition, Audit, accounts, taxation and management consultancy.                                                                                                                                                                |
| Qualification                                                                                                         | BE, PGDM, MBA                                                                                                                                                                                                                                                                                                                                      | Chartered Accountant                                                                                                                                                                                                                                                                                                               |
| Board Membership of other companies as on 11 August 2017                                                              | <ol style="list-style-type: none"> <li>Foundation Outsourcing India Private Limited</li> <li>Globality Partners Private Limited</li> <li>S. Vishwanathan (Printers &amp; Publishers) Private Limited</li> <li>Fourshore IT Outsourcing India Private Limited</li> <li>Vector Projects (India) Private Limited</li> <li>KKN Advisors LLP</li> </ol> | <ol style="list-style-type: none"> <li>Foundation Outsourcing India Pvt Ltd.</li> <li>Fourshore IT Outsourcing India Pvt Ltd</li> <li>Lozemclaro Solutions Pvt Ltd</li> <li>KASG Finnaissance Consulting Pvt Ltd</li> <li>Madras Electronics Solutions Private Limited</li> <li>Vector Projects (India) Private Limited</li> </ol> |
| Chairman / member of the Committee of Directors of the other Companies in which he is a Director as on 11 August 2017 | UV Boards Limited                                                                                                                                                                                                                                                                                                                                  | UV Boards Limited                                                                                                                                                                                                                                                                                                                  |
| No. of Shares held in the Company as on 11 August 2017                                                                | 6949740                                                                                                                                                                                                                                                                                                                                            | 39200                                                                                                                                                                                                                                                                                                                              |

11. 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 Thursday, 21.09.2017. The e-voting period will commence at 9.00 a.m. on Monday, 25.09.2017 and will end at 5.00 p.m. on Wednesday, 27.09.2017. 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 Monday, 25.09.2017 and will end at 5.00 p.m. on Wednesday, 27.09.2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21.09.2017 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](http://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](http://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                                          | <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"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul> |
| 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"> <li>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).</li> </ul>                                                                                                                                                                                                                                                                                        |

- (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 evoting 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](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

By order of the Board

**Keshav Narayan Kantamneni**  
Chairman & Managing Director  
DIN: 06378064

Place: Chennai  
Date: 14.08.2017

## 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 and 4 of the accompanying Notice dated 14.08.2017.

### Item No. 3

Mr. Srinivasan Sethuraman, was serving as an Independent Director and the Board at their meeting held on 14.02.2017 proposed his appointment as Joint Managing Director of the Company for a period of 3 years w.e.f 1st April, 2017 with a consolidated annual remuneration of Rs. 1,68,00,000/- and the same is subject to the approval of Shareholders. Mr. Sethuraman brings with him a wealth of managerial experience across multinational firms in a career spanning over two decades in India, Europe and the USA. The Board discussed the matter in length keeping in mind the current and future operation of the company, its growth, inadequacy of profit and recommendation received from the Remuneration & Nomination Committee the Board decided to come in consent with this position.

The Board recommends resolution under Item No. 3 to be passed as a Special Resolution.

Except Mr. Srinivasan Sethuraman, none of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in the said resolution except and to the extent of their directorship/membership of the Company.

### Item No.4

Mr. Keshav Narayanan Kantamneni was earlier appointed as Chairman & Managing Director of the company w.e.f. 10.06.2015 for a period of 3 years ending on 11.06.2018. Keeping in mind the business growth, overall turnaround of company and leadership/administrative capacity of said Mr. Kantamneni, now the Board proposed his reappointment for a further period of 3 years effective 10.06.2018 with a annual consolidated remuneration of Rs. 60,00,000/- per annum.

Further Mr. Keshav Kantamneni's appointment is not liable to retire by rotation.

Except Mr. Keshav Kantamneni, none of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in the said resolution except to the extent of their directorship/membership of the Company.

The Board recommends resolutions under Item No. 4 to be passed as a special resolution.

By order of the Board

**Keshav Narayan Kantamneni**  
Chairman & Managing Director  
DIN: 06378064

Place: Chennai  
Date: 14.08.2017