



02.05.2016

**National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex Bandra (E)
Mumbai - 400 051**

**BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001**

Dear Sir,

Sub: Disclosure under Regulation 44(3) of SEBI (LODR) Regulations, 2015

Ref: Scrip Code: 532646/UNIPLY

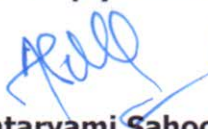
In terms of Disclosure under Regulation 44(3) of SEBI (LODR) Regulations, 2015, please find the attached outcome of Postal Ballot Notice dated 25.03.2016.

We are also submitting Scrutinizer Report certifying the results on 4 resolutions passed through Postal Ballot under section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014.

Thanking you,

Yours faithfully

For Uniply Industries Limited


**Antaryami Sahoo
Company Secretary
M No.30241**



Encl: Outcome of Postal Ballot Notice dated 25.03.2016 and Scrutinizer Report on Postal Ballot.

UNIPLY INDUSTRIES LIMITED
OUTCOME OF POSTAL BALLOT NOTICE DATED 25.03.2016

Date of announcement of Postal Ballot Result : 02.05.2016
No of Share Holders As on Record Date (25.03.2016) : 6093
No of Share Holders Cast their Vote through
E-voting 20
Physical Ballot received 10
Physical Ballot rejected 3
Total valid Physical Ballots 7
No of Votes Cast by
Promoters and 1
Promoters Group 26
Public

Resolution No.1 : ORDINARY RESOLUTION

To Increase Authorized Capital of the Company.

Whether promoter/promoter Group are interested in the Agenda/Resolution: No promoter is interested in this resolution.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares $(2)/(1) \times 100$	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled $(6) = [(4)/(2)] \times 100$	% of Votes against on votes polled $(7) = [(5)/(2)] \times 100$
Promoter and Promoter Group	E-voting	6929555	6929555	100.00	6929555	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	6929555	6929555	100.00	6929555	0	100.00	0.00
Public Institutions	E-voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public Non Institutions	E-voting	13052188	1169314	8.96	1169309	5	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		1771	0.01	1771	5	100.00	0.28
	Total	13052188	1171085	8.97	1171080	10	100.000	0.001
Total		19981743	8100640	40.54	8100635	10	100.000	0.000

Resolution No.2 : SPECIAL RESOLUTION

To alter Memorandum of Association of the Company.

Whether promoter/promoter Group are interested in the Agenda/Resolution: No promoter is interested in this resolution.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares $(2)/(1) \times 100$	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled $(6) = [(4)/(2)] \times 100$	% of Votes against on votes polled $(7) = [(5)/(2)] \times 100$
Promoter and Promoter Group	E-voting	6929555	6929555	100.00	6929555	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	6929555	6929555	100.00	6929555	0	100.00	0.00
Public Institutions	E-voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public Non Institutions	E-voting	13052188	1169314	8.96	1169309	5	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00



	Postal Ballot (if applicable)	1771	0.01	1771	0	100.00	0.00
Total		13052188	8.97	1171080	5	100.000	0.000
		19981743	40.54	8100635	5	100.000	0.000

Resolution No.3 SPECIAL RESOLUTION

Shifting of Registered office of the company.

Whether promoter/promoter Group are interested in the Agenda/Resolution: No promoter is interested in this resolution.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares $\frac{(2)}{(2)+[(1)/(11)*4]}$	No. of Votes in favour (4)	% of Votes in favour on votes polled $(6)=[(4)/(2)]*10$	% of Votes against on votes polled $(7)=[(5)/(2)]*10$
Promoter and Promoter Group	E-voting		6929555	100.00	6929555	0	0.00
	Poll	6929555	0	0.00	0	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00
	Total	6929555	6929555	100.00	6929555	0	0.00
Public Institutions	E-voting	0	0	0.00	0	0	0.00
	Poll		0	0.00	0	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00
	Total	0	0	0.00	0	0	0.00
Public Non Institutions	E-voting		1169314	8.96	1169074	0	0.00
	Poll	13052188	0	0.00	0	240	99.98
	Postal Ballot (if applicable)		1771	0.01	1771	0	0.00
	Total	13052188	1171085	8.97	1170845	240	99.980
Total		19981743	8100640	40.54	8100400	240	99.997
							0.003

Resolution No.4: SPECIAL RESOLUTION

Approval for issue and allotment of upto 10,00,000 equity shares to non-promoters on preferential basis.

Whether promoter/promoter Group are interested in the Agenda/Resolution: No promoter is interested in this resolution.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares $\frac{(2)}{(2)+[(1)/(11)*4]}$	No. of Votes in favour (4)	% of Votes in favour on votes polled $(6)=[(4)/(2)]*10$	% of Votes against on votes polled $(7)=[(5)/(2)]*10$
Promoter and Promoter Group	E-voting		6929555	100.00	6929555	0	0.00
	Poll	6929555	0	0.00	0	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00
	Total	6929555	6929555	100.00	6929555	0	0.00
Public Institutions	E-voting	0	0	0.00	0	0	0.00
	Poll		0	0.00	0	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00
	Total	0	0	0.00	0	0	0.00
Public Non Institutions	E-voting		1169314	8.96	1169089	0	0.00
	Poll	13052188	0	0.00	0	225	99.98
	Postal Ballot (if applicable)		1771	0.01	1771	0	0.00
	Total	13052188	1171085	8.97	1170860	225	99.981
Total		19981743	8100640	40.54	8100415	225	99.997
							0.003

As per the Scrutinizer's Report, the voting conducted through Postal Ballot (Postal Ballot and Remote e-voting) on Item No.1 to Item No.4 of the Postal Ballot Notice dated 25.03.2016; All Resolutions are passed with requisite majority.



Report of Scrutinizer

[Pursuant to sections 108 and 110 of the Companies Act, 2013 and rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended up to date]

Date: 02.05.2016

To,
The Chairman,
Uniply Industries Limited
69, Nelveli Village, Uthiramerur Block,
Kancheepuram Tamil Nadu 603107 India

Dear Sir,

Sub: Passing of Resolutions through Postal Ballot.

We, M/s. P.K.Panda & Co., Practicing Company Secretaries, having office at Old No.6, New No. 15, 7TH West Cross Street, Shenoy Nagar, Chennai-600030, Tamil Nadu, appointed as Scrutinizer for the purpose of scrutinizing the Postal Ballot Voting Process (comprising of electronic mode and physical ballot papers) under the provisions of section 108 and section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies(Management and Administration) Rules, 2014 together with the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the below mentioned resolutions contained in the notice for postal ballot and e-voting dated 25th March 2016.

We Submit our report as under:

1. As on the Cut off date, i.e, Friday, 25th March 2016, there were 6093 shareholders of the Company. The postal ballot Notice in electronic mode was sent through email to 3728 shareholders. The Shareholders holding the shares as on the "cut off" date were entitled to vote on the proposed resolutions.
2. The postal ballot notice for postal ballot and e-voting dated 25th March 2016 contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.
3. The dispatch of postal ballot notice through electronic means was completed on 01st April 2016.
4. The above notice was also placed on the website of the company (www.uniply.in) forthwith after it was sent to the members.
5. As prescribed in the aforesaid Rules, the Company had released advertisements which were published in Financial Express (English Version), Chennai Edition newspaper and Maalai Tamizhyagam (Tamil version), whole Tamil Nadu edition newspapers on 05th April 2016, respectively and it carried the required information as specified in the said rules.
6. The e-voting process commenced on Friday, 01st April 2016 (11.00 A.M.) and ended on Saturday, 30th April, 2016 (5.00 P.M.)
7. At the end of the voting period on Saturday the, 30th April, 2016 (5.00 P.M.), the voting portal of the service provider was blocked forthwith. On 30th April 2016 (5.00 P.M.) the votes cast through e-voting facility were duly unblocked by us as scrutinizer in the presence of two witnesses who

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- are not in employment of the company.
8. Particulars of all votes cast by electronic mode have been entered in the register separately maintained for the purpose in the electronic mode.
 9. Postal Ballot notice in physical form was sent to 2365 Shareholders along with Postal Ballot Forms and self-addressed postage prepaid business reply envelopes to those members whose name(s) appeared on the register of members/ list of Beneficiaries as on 25th March 2016. The Shareholders holding the shares as on the "cut off" date i.e., Friday 25th March 2016 were entitled to vote on the proposed resolution.
 10. The Dispatch of Postal Ballot through Post was completed on 01st April 2016.
 11. A corrigendum dated 13th April 2016 was released by the company in relation to the postal ballot notice, which was published in Financial Express (English Version), Chennai Edition newspaper and Maalai Tamizhyagam (Tamil version), whole Tamil Nadu edition newspapers on 16th April 2016, respectively. The corrigendum in English was also placed on the website of the company (www.uniply.in).
 12. Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
 13. All Postal Ballot forms received up to the close of working hours on 30th April 2016 the last date and time fixed by the company for receipt of the forms were considered for our scrutiny. Envelopes containing postal ballot forms received after 30th April 2016 were not considered for our scrutiny.
 14. The postal ballot were opened on 02nd May, 2016 in our presence and the postal ballot forms were duly scrutinized and the shareholding was matched/ confirmed with the register of members of the company / list of beneficiaries as on 25th March 2016 being the cut off date.
 15. I didn't find any defaced or mutilated ballot papers.
 16. No Shareholder has voted through postal ballot as well as e-voting..
 17. 2 (Two) shareholder votes were considered as invalid as the details mentioned in the postal ballot forms were not matching with the List of Shareholders as on 25th March 2016.
 18. One shareholder vote was considered as invalid due to non-affixation of signature.

As a scrutinizer, we have compiled the consolidated report of the remote e-voting carried out by the shareholders and physical postal ballots received from shareholders, and the details thereof are given below :

1. The resolutions for which this Postal Ballot was placed before the shareholders is as given below:-

Sl. No.	Resolutions	Nature of resolutions
1.	To increase the Authorised Share Capital	Ordinary
2.	To amend the Memorandum of Association	Special
3.	Shifting Registered Office of the company	Special
4.	To issue and allot up to 10,00,000 equity shares to non-promoters on preferential basis.	Special

2. On the conclusion of the postal ballot, the votes cast through remote e-voting was unblocked and were available for viewing by the under signed. The votes cast through postal ballot, were duly considered after ignoring duplicate votes cast, if any, pursuant to the extant rules.

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3. A register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights did not arise.

4. The results of the remote e-voting by electronic means and postal ballot voting are as follows:

The details of the number of members voted in respect of each of the resolutions are given below.

Resolutions Sl. No.	Number of members who cast their votes either by e- voting/ Postal ballot paper		Number of valid Votes.	Number of invalid votes (not considered for calculation of votes)
	Assent	Dissent		
1.	26	1	8100640	104
2.	26	1	8100640	104
3.	25	2	8100640	104
4.	25	2	8100640	104

The vote cast by postal ballot paper by 2 voters having 103 votes on the resolution no. 1, 2, 3 and 4 are invalid as the data of share holders does not match with the list of shareholders as on cut off date. And one voter having 1 vote on the resolution no. 1, 2, 3 and 4 is treated as invalid as the same was not signed by the shareholder on the postal ballot paper.

The summary of the results in terms of the Number of votes cast for and against out of the total valid votes is given below.

Resolutions Sl. No.	E voting & Poll					Passed/Not Passed
	No of Votes Cast In Favour	No of Votes Cast In Against	Total Number of valid Votes.	Assent (%)	Dissent (%)	
1	8100635	5	8100640	99.9999	0.0001	Passed as Ordinary Resolution
2	8100635	5	8100640	99.9999	0.0001	Passed as Special Resolution
3	8100400	240	8100640	99.9970	0.0030	Passed as Special Resolution
4	8100415	225	8100640	99.9972	0.0028	Passed as Special Resolution

Since the requisite no. of votes cast in favour exceeded the no. of votes cast against in respect of resolution in S. No 1, we hereby report that the above resolution was passed with requisite majority as required for an ordinary resolution

Since the requisite no. of votes cast in favour exceeded the no. of votes cast against by more than 3/4th of majority in respect of resolutions in S. No 2 to 4, we hereby report that the above resolutions were passed with requisite majority as required for a special resolution.

5. The postal ballot papers and all other relevant records were sealed and handed over to the Company Secretary/Directors authorized by the Board for safe keeping.



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P.K. Panda & Co.,

Company Secretaries

Old No. 6, New No.15, 7th West Cross Street,
Shenoy Nagar, Chennai - 600 030. India
Phone No. : 91-44-26212287
Fax No. : 91-44-4218 3313
E-mail : mca@deltalegal.in

6. The data sheet relating to e-voting and other related papers/registers, records are in the safe custody of the undersigned, and that they will be handed over to the Chairman of the company, once the Minutes are approved and signed.

Thanking You,

Yours faithfully,

For M/s. P.K.PANDA & CO.
Practicing Company Secretaries



Mr. R. Kuppu Rao
Membership No.:-ACS 1883
CP NO.15070

