



24.04.2017

Bombay Stock Exchange Limited, 25th Floor, Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai – 400 001 Scrip Code: 532646	The National Stock Exchange of India Limited, Exchange Plaza, BandraKurla Complex, Bandra (E), Mumbai – 400 051 Scrip Code: UNIPLY
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Dear Sir,

Sub: Postal Ballot Result

This is further to our letter dated 22nd March 2017, enclosing Postal Ballot Notice of the Company seeking approval of the members by way of Special Resolution to issue Non-convertible debentures not exceeding Rs.500 Crores through Private Placement basis.

The resolution contained in the Notice of Postal Ballot was passed by the members, with requisite majority.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, please find enclosed detailed Voting Results of Postal Ballot including E-voting along with the Report submitted by the Scrutinizer.

Kindly take the same on your records.

Thanking You,

Yours faithfully

For Uniply Industries Limited

S.S. Deepthi
S.S. Deepthi
Company Secretary
ACS-43814





VOTING RESULT OF POSTAL BALOT

[REGULATION 44(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015]

Date of declaration of voting results of Postal Ballot (Including e-voting)	24.04.2017
Total number of shareholders on Record Date ie, 17 th March, 2017	6429
No. of shareholders present at the meeting either in person or through proxy:	Not Applicable
No. of Shareholders who attended the meeting through Video Conferencing	Not Applicable

To approve the offer or invitation to subscribe to Bonds/Non-Convertible Debentures (NCDs)/other Debt Securities on private placement basis and in this regard, to consider and, if thought fit, to pass the following Resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42 and 71 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, the approval of the Company be and is hereby accorded to the Board of Directors of the Company (which term shall be deemed to include Committee of Directors or any other Committee of the Board), for making one or more offer(s) or invitation(s) to subscribe to secured or unsecured Bonds/Non-Convertible Debentures (NCDs)/other Debt Securities of upto Rs. 500.00 crores (Rupees Five Hundred Crores), on private placement basis, in one or more tranches, on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company, including as to when the said Bonds/Debentures/other Debt Securities be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto, during a period of one year from the date of passing of Special Resolution, within the overall borrowing limits of the Company, as approved by the Members, from time to time.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorised to do all such acts, deeds and things and execute all such documents, deeds, applications and writings as may be required in this regard and generally do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”



Uniply Industries Limited

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F +91 44 2660 2273

W www.uniply.in

E-mail : info@uniply.in PAN : AAACU1411A, CIN : L20293TN1996PLC036484.

Resolution required: (Ordinary/ Special)				Special Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	7651007	7651007	100	7651007	0	100	0
	-	0	0	0	0	0	0	0
	-	0	0	0	0	0	0	0
	Total (A)	7651007	7651007	100	7651007	0	100	0
Public-Institutions	-	0	0	0	0	0	0	0
	-	0	0	0	0	0	0	0
	-	0	0	0	0	0	0	0
	Total (B)	0	0	0	0	0	0	0
Public- Non Institutions	E-voting	1467164	1467164	100	1467149	15	99.999	0.001
	Poll	602288	602288	100	602288	0	100	0
	-	0	0	0	0	0	0	0
	Total (C)	2069452	2069452	100	2069437	15	99.999	0.001
Total	Total(A) +(B)+ (C)	9720459	9720459	100	9720444	15	99.999	0.001

Date: 24.04.2017
Place: Chennai



For Uniply Industries Limited

S.S. Sreepati
Company Secretary

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 and Regulation 44 of the (Listing Obligation and Disclosure Requirement) Regulation, 2015 as amended up to date]

Date: 22.04.2017

To,
The Chairman,
Uniply Industries Limited
(CIN : L20293TN1996PLC036484)
No. 572, Anna Salai, Teynampet,
Chennai Tamil nadu 600018 India

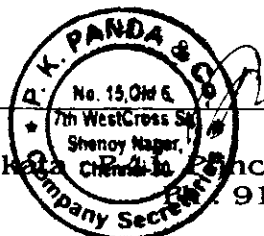
Dear Sir,

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) of Uniply Industries Limited (CIN : L20293TN1996PLC036484) in respect of business contained in notice dated 16th March 2017 issued by company to all its members.

In this connection, we submit our report as under:

1. The company had sent postal ballots forms along with notice pursuant to section 110 of the companies act 2013, read with rules, to the members of company whose names appeared in the Register of Members or Register of beneficial owners maintained by the depository participant as on the Cut off date, i.e, Friday, 17th March 2017.
2. The notice was sent by the company in physical mode to 6429 shareholders and through e-mail to 4423 shareholders whose email id are registered with the company/Depository participant on Friday, 17th March 2017.
3. The management of the company is responsible for the compliance with the requirements of the Companies Act 2013 and rules made thereunder, in the matter of voting on the business contained in the notice of postal ballot.
4. The Dispatch of Postal Ballot through Post was completed on 22nd March 2017 and the dispatch of postal ballot notice through email was completed on 21st March 2017.
5. The postal ballot notice for postal ballot and e-voting dated 16th March 2017 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.
6. The above notice was also placed on the website of the company (www.uniply.in) forthwith after it was sent to the members.
7. 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 23rd March 2017,



- respectively and it carried the required information as specified in the said rules.
8. The e-voting process commenced on Wednesday, 22nd March 2017 (11.00 A.M.) and ended on Friday, 21st April, 2017 (5.00 P.M.)
 9. At the end of the voting period on Friday, 21st April, 2017 (5.00 P.M.), the voting portal of the service provider was blocked forthwith. On 21st April, 2017 (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 are not in employment of the company.
 10. Total 21 physical ballot forms were received from members. The physical ballot papers were diligently scrutinized. Two postal envelopes received were not counted for voting purposes, and treated as invalid, as the envelopes did not contain any postal ballot inside them.
 11. For the purpose of issuing report, we have considered the votes as under:
 - a. Postal ballot forms received up to close of working hours on 21st April, 2017, the last date fixed by the company; and
 - b. Votes cast upto 5:00 P.M. on 21st April, 2017, the closing time and last date fixed by the company.
 12. No postal ballots were received after 21st April, 2017, last time and dated fixed by the company.
 13. Our responsibility as a scrutinizer is to scrutinize the physical ballot papers and e-voting process in a fair and transparent manner and prepare scrutinizer report based on the report generated from the voting system provided by the CDSL India.
 14. No Shareholder has voted through postal ballot as well as e-voting.
 15. Consolidated result of voting through ballot and remote e-voting is as under:

Special Business

To approve the offer or invitation to subscribe to Bonds/Non-Convertible Debentures (NCDs)/other Debt Securities on private placement basis and in this regard, to consider and, if thought fit, to pass the following Resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42 and 71 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, the approval of the Company be and is hereby accorded to the Board of Directors of the Company (which term shall be deemed to include Committee of Directors or any other Committee of the Board), for making one or more offer(s) or invitation(s) to subscribe to secured or unsecured Bonds/Non-Convertible Debentures (NCDs)/other Debt Securities of upto Rs.500.00 crores (Rupees Five Hundred Crores), on private placement basis, in one or more tranches, on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company, including as to when the said Bonds/Debentures/other Debt Securities be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto, during a period of one year from the date of passing of Special Resolution, within the overall borrowing limits of the Company, as approved by the Members, from time to time.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorised to do all such acts, deeds and things and execute all such documents, deeds, applications and writings as may be required



in this regard and generally do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

Details of voting are as under:-

(i) Voted **in favour** of the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	41	9118156	93.8038
Poll	19	602288	6.1961
Total	60	9720444	99.9998

(ii) Voted **against** the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	1	15	0.0002
Poll	0	0	0.0000
Total	1	15	0.0002

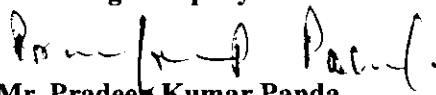
(iii) None of the votes are considered as invalid.

16. The register giving particulars of postal ballots received and votes cast by electronic means is enclosed for your perusal and record.
17. The ballot papers and all other relevant records are sealed and shall be handed over to the company secretary / Director authorised by the board for safe keeping.

Thanking You,

Yours faithfully,

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


Mr. Pradeep Kumar Panda
Membership No.:-FCS 5594
CP NO.4219

