

Date: 09.05.2018

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, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Scrip Code: UNIPLY
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Dear Sir/Madam,

SUB: SUBMISSION OF COPY OF POSTAL BALLOT NOTICE DATED 25.04.2018.

In terms of Regulation 30 of SEBI (LODR) Regulations, 2015, we herewith enclose a copy of Postal Ballot Notice and Postal Ballot form.

The Postal Ballot Notice and Postal Ballot form are being sent to the shareholders whose name appear in the Registrar of Members / Beneficial Owners received from the Cameo Corporate Service Limited (RTA) as of 04th May, 2018 (Cut off date), seeking approval of members by way of special resolutions on the resolutions set out in the Postal Ballot Notice

Please find attached the copy of Postal Ballot Notice dated 25.04.2018. The dispatch of the same has been completed on today i.e., 09.05.2018 to the shareholders holding shares as on 04.05.2018 i.e. cutoff date.

The Company has engaged the Service of CDSL for the purpose of providing e-voting facility to all its members. The voting through postal Ballot and through e-voting will commence from 9.00 a.m. on, 13th May, 2018 and will end at 5.00 p.m. on 11th June, 2018.

The Notice of postal Ballot and postal Ballot form are also available on the website of the Company: www.uniply.in.

This is for your information and record.

Yours faithfully,

For UNIPLY INDUSTRIES LIMITED



Raghuram Nath

Company Secretary

ACS: 18635



Encl: As above



UNIPLY INDUSTRIES LIMITED

CIN: L20293TN1996PLC036484

Regd Office :No. 572, Anna Salai, Teynampet, Chennai - 600018

Phone: 044 2436 2019, Fax: 044 2436 2018

Email: cs@uniply.in, Website: www.uniply.in

NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act") if any, read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, the resolutions appended below is proposed to be passed by way of postal ballot and remote voting.

The explanatory statement pertaining to the said resolution setting out the material facts concerning the item and the reasons thereof, as required in terms of Section 102 of the Act, is annexed hereto along with a postal ballot form (the "Form") for your consideration.

The Board of Directors, at its meeting held on April 25, 2018, has appointed M/s.P.K.Panda & Co, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

In compliance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company has also extended remote e-voting facility for its Members. For this purpose, the Company has made an arrangement with Central Depository Services (India) Ltd (CDSL) for facilitating remote e-voting as an alternate for the Members to enable them to cast their votes electronically.

Members are requested to read the instructions printed on the Form for voting via physical ballot/ remote electronic mode. The Members who opt for voting via physical ballot are requested to return the Form in original duly completed and signed in the attached self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Company not later than the close of working hours i.e. 5.00 pm on 11th June, 2018.

The Notice of the Postal Ballot has also been uploaded on the Company's website www.uniply.in under 'Investors Relations'.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman / Managing Director. The result of the voting conducted through postal ballot would be announced by Chairman / Managing Director or the Company Secretary of the Company on or before 13th June, 2018 at the Registered Office of the Company.

The said result would be displayed at the Registered Office of the Company, intimated to BSE / NSE, where the securities of the Company are listed and displayed on the Company's website viz., www.uniply.in, along with the Scrutinizer's report.

In the event the Resolution is approved by requisite majority of Members, the date of declaration of the result shall be deemed to be the date of passing of the said Resolutions.

1. TO AUTHORIZE BOARD OF DIRECTORS TO PROVIDE LOAN AND INVESTMENT UNDER SECTION 186 OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT in supersession of earlier Resolutions passed in this regard and pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and such other provisions as may be applicable, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, 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, unless the context otherwise requires, any committee of the Board or any officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made and / or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate as they may in their absolute discretion deem beneficial and in the interest of the Company in excess of 60% of the paid up Share Capital, Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, as prescribed under Section 186 of the Companies Act, 2013 from time to time, in one or more tranches, upto maximum amount of Rs. 1500.00 Crores (Rupees One Thousand Five Hundred Crores Only).



RESOLVED FURTHER THAT the Board or any Committee thereof and / or Managing Director and / or any Director and / or any Officer(s) as may be authorised by the Board or any Committee thereof as per the applicable provisions of the Companies Act, 2013 be and are hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees and investments/ acquisitions including the timing, amount and other terms and conditions of such loans, guarantees and investments/ acquisitions and varying the same through transfer, sale, disinvestments or otherwise either in part or in full as it may deem appropriate, and to do and perform all such acts, deeds, matters and things, as may be necessary or expedient in this regard and to exercise all the rights and powers which would vest in the Company in pursuance of such loans, guarantees and investments/ acquisitions."

2. TO ALTER THE MAIN OBJECT CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to provisions of Section 13 of the Companies Act, 2013, (including any modification or re-enactment thereof) and other applicable provisions of the Act, the main object clause of the Memorandum of Association of the Company shall be altered by inserting the following Clause after existing Clause 11

12. To carry on the business as iron masters, iron founders, ironworkers, steel-makers, blast furnace proprietors, brass founders and metal makers, refiners and workers generally, shipbuilders and ship-wrights, dock and wharf proprietors, colliery proprietors, ore importers and workers, sand blast workers, mechanical engineers, electrical engineers, constructional engineers, marine engineers, civil engineers consulting manufacturers, wood and timber merchants, joiners, wood workers, manufacturing chemists, quarry owners, brick and tile manufacturers, galvanizers, machinists, japanners, annealers, welders, enamellers, electro and chromium platers, polishers, painters, warehousemen, storage contractors, garage proprietors oil merchants, and contractors generally and to act as manufacturers and repairers of and dealers in, forgings, castings, guns, projectiles, plates, boilers, engines, stoves, screws, nails, machinery, presses, implements, gears, motor cars, tools and engineering products and supplies of all kinds, motor lorries, omnibuses, coaches, tramcars, aeroplanes, seaplanes, airships and other aircrafts, ironmongery, hardware, and wireless goods. To carry on business as manufacturers and repairers and dealers in, dynamos, motors, armatures, magnetos, batteries, conductors, insulators, transformers, converters, switchboards, cookers, glass, pottery, rubber, insulating materials, and generally electrical plant, appliances and supplies of every description. To carry on business as colliery proprietors, and mine owners, smelters, steel makers and converters, makers and refiners of and workers in metals of all kinds oil, petrol and grease producers, manufacturers, refiners, preparers and dealers, boiler, engine and machine makers, engineers, wood and timber merchants, sawyers, carpenters, beltmakers, steel, iron, brass machinery and metal merchants.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including its Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution. "

3. TO CONSIDER AND APPROVE THE PROPOSAL OF SUB-DIVIDING/ SPLITTING OF FACE VALUE OF EQUITY SHARES FROM RS. 10/- EACH TO RS. 2/- EACH OF THE COMPANY AS PER SECTION 61(1)(D) OF THE COMPANIES ACT, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 61(1)(d) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions as may be required from concerned authorities and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, the consent of the Members be and is hereby accorded for sub-dividing the existing Authorised Share capital of the Company as follows:"

Class of Share Capital	From			To		
	No. of Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)
Authorised Share Capital	6,50,00,000	10	65,00,00,000	32,50,00,000	2	65,00,00,000



“RESOLVED FURTHER THAT pursuant to the sub-division of Face Value of Equity Shares of the Company, the existing fully paid-up 2,84,21,997 Equity Shares of the Company of the Face Value of Rs.10/- each (Rupees Ten Only) as existing on the Record Date (as and when be decided by the Board), shall stand sub-divided into fully paid-up 14,21,09,985 (After Split) Equity Shares of Face Value of Rs. 2/- each (Rupees Two Only) w.e.f. the Record Date (as and when be decided by the Board).”

The existing Paid Up Share Capital be sub-divided as follows:

Class of Share Capital	From			To		
	No. of Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)
Paid up Share Capital	2,84,21,997	10	28,42,19,970	14,21,09,985	2	28,42,19,970

“RESOLVED FURTHER THAT upon the sub-division of the Face Value of Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the Face Value of Rs. 10/- each held in physical form, if any, shall be deemed to have been automatically cancelled with effect from the Record Date (as and when be decided by the Board) and the Board be and is hereby authorised to recall the same from the shareholders, if necessary, and to issue new shares certificates in lieu thereof, with regard to sub-divided equity shares in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014 (as amended) and other applicable regulations and in the case of the Equity Shares held in the dematerialized form, the sub-divided Equity Shares shall be credited to the respective beneficiary accounts of the members with their Depository Participants and the Company shall take such corporate actions as may be necessary in relation to the existing Equity Shares.”

“RESOLVED FURTHER THAT any Director(s) of the Company be and is/are hereby Jointly/Severally authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and, to give effect to the aforesaid resolution including but not limited to fixing of the record date as per the requirements of the SEBI (LODR) Regulations, 2015 and subsequent amendments thereto and such other applicable provisions/ enactments and amendments from time to time, execution of all necessary documents with the Stock Exchanges and the Depositories and/or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the sub-division of the Equity Shares as aforesaid or for any matters connected herewith or incidental hereto.”

4. TO CONSIDER AND APPROVE ALTERATION OF 'CAPITAL CLAUSE' OF MEMORANDUM OF ASSOCIATION AS PER THE SECTIONS 13, 61 AND ALL OTHER APPLICABLE PROVISIONS, IF ANY, OF THE COMPANIES ACT, 2013.

The members are requested to consider and, if though fit, to pass, with or without modification(s), the following resolution, as a Special Resolution:

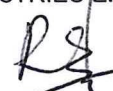
“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded for the alteration and substitution of the existing Clause V of the Memorandum of Association of the Company with the following new Clause V:

“V. The Authorised Share Capital of the Company is Rs. 65,00,00,000/- (Rupees Sixty Five Crores Only) divided into 32,50,00,000 (Thirty Two Crores Fifty Lakhs Only) Equity Shares of Rs. 2/- (Rupees Two Only) each.”

“RESOLVED FURTHER THAT any Director(s) of the Company be and is/are hereby Jointly/Severally authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and, to give effect to the aforesaid resolution.”

Place: Chennai
Date: 25th April, 2018

By order of the Board
For UNIPLY INDUSTRIES LIMITED


Sd/-
Raghuram Nath
Company Secretary

Notes:

1. Statement and reasons for the proposed resolutions stated hereinabove, pursuant to Section 102 and 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 is annexed hereto and forms part of the notice.
2. The company has appointed M/s. P.K Panda & Co, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
3. The votes should be cast either in favour of or against by putting the tick mark (P) in the column provided for assent or dissent. Postal Ballot Forms bearing tick mark in both the columns will render the form invalid.



4. This Postal Ballot Notice is sent in accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014.
5. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing remote e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered in to an agreement with CDSL for facilitating remote e-voting to enable the Members to cast their votes electronically. Please note that remote e-voting is optional.
6. Kindly note that the Members can opt for only one mode of voting i.e., either by post or remote e-voting. If the Members opt for remote e-voting, then they should not vote by post and vice versa. However, in case Members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.
7. The Notice is being sent to all the Members, whose names appear in the Register of Members or Register of Beneficial owners as provided by NSDL and CDSL as on 4th May, 2018.
8. Members can vote using remote e-voting facility provided by www.evotingindia.com, (please read the instructions given in the notice for details). The E-voting period begins at 9.00 a.m. on, 13th May, 2018 and will end at 5.00 p.m. on 11th June, 2018. The e-voting module shall be disabled by CDSL for voting thereafter.

PROCEDURE FOR EVOTING

The instructions for shareholders voting electronically are as under:

(the E-voting period begins at 9.00 a.m. on, 13th May, 2018 and will end at 5.00 p.m. on 11th June, 2018. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 4th May, 2018 may cast their vote electronically. The remote 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).

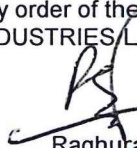
- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily 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 UNIPLY INDUSTRIES LIMITED 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.

Place: Chennai
Date: 25th April, 2018

By order of the Board
For UNIPLY INDUSTRIES LIMITED


Sd/-
Raghuram Nath
Company Secretary
ACS: 18635

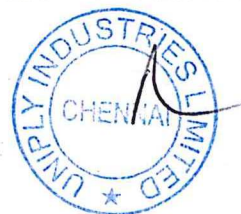
EXPLANATORY STATEMENT

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1:

As per Section 186 of the Companies Act, 2013, a Company that proposes to give loan(s), and/or guarantee(s) or provide any security(ies) in connection with loan(s) made and / or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate in excess of 60% of the paid up Share Capital and Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, is required to obtain the approval of the shareholders by way of Special Resolution.

However as per Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 and SS-2 issued by ICSI as per Section 118(10) of the Companies Act, 2013, a Company giving loans or extending guarantee or providing security in excess of the limits as specified under sub-section (3) of section 186 has to obtain approval of shareholders' by passing resolution by way of postal ballot also. Therefore, the Board proposed to pass the resolution by postal ballot to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made and/or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate as they may in their absolute discretion deem beneficial and in the interest of the Company in excess of 60% of the paid up Share Capital, Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities premium under Section 186 of the Companies Act, 2013 from time to time, in one or more tranches, upto maximum amount of Rs. 1,500.00 Crores (Rupees One Thousand Five Hundred Crores Only).



Accordingly, consent of the members is sought for passing a Special Resolution as set out in Item No. 1 of the Notice of Postal Ballot.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in anyway, concerned or interested, in the resolution set out in Item No. 1 of the Notice, except to the extent of their respective shareholding in the Company.

The Board recommends the Special Resolution set out in Item No. 1 of the Notice for approval by the members.

Item No. 2:

The Board has approved the proposal of merger with the company having forging business and at present our Company is not having such Business in the Object Clause of the Memorandum of Association. Merger of companies with similar line of business is easier, therefore it is required to add forging business in the object clause.

However as per Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies(Management & Administration) Rules, 2014 and SS-2 issued by ICSI as per Section 118(10) of the Companies Act, 2013, for change in object clause the consent of shareholders is required to be obtained by passing special resolution by way of postal ballot also.

Accordingly, consent of the members is sought for passing a Special Resolution as set out in Item No. 2 of the Notice of Postal Ballot.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in anyway, concerned or interested, in the resolution set out in Item No. 2 of the Notice, except to the extent of their respective shareholding in the Company.

The Board recommends the Special Resolution set out in Item No. 2 of the Notice for approval by the members.

Item No. 3:

In order to improve the liquidity of your Company's Equity Shares in the Stock Markets with higher floating stock in absolute numbers and to make them more affordable for the small retail investors to invest in the Company, the members are informed that it would be advantageous for the Company for sub-dividing the Face Value of the Equity Shares of the Company from Rs.10/- each to Rs.2/- each and consequent sub-division of Equity Shares thereof.

Accordingly, consent of the members is sought for passing a Special Resolution as set out in Item No. 3 of the Notice of Postal Ballot.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in anyway, concerned or interested, in the resolution set out in Item No. 3 of the Notice, except to the extent of their respective shareholding in the Company.

The Board recommends the Special Resolution set out in Item No. 3 of the Notice for approval by the members.

Item No. 4:

The proposed sub-division of face value of Equity Shares of the Company requires alteration to the Capital Clause (Clause V) of the Memorandum of Association of the Company. In view of this, Clause V of Memorandum of Association is proposed to be altered and substituted with the new Clause V to reflect the corresponding changes in the Authorised Share Capital consequent to the said sub-division of Face Value of Equity Shares of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in anyway, concerned or interested, in the resolution set out in Item No. 4 of the Notice, except to the extent of their respective shareholding in the Company.

The Board recommends the Special Resolution set out in Item No. 4 of the Notice for approval by the members.

Place: Chennai
Date: 25th April, 2018



By order of the Board
For UNIPLY INDUSTRIES LIMITED

Sd/-
Raghuram Nath
Company Secretary
ACS: 18635



UNIPLY INDUSTRIES LIMITED

CIN: L20293TN1996PLC036484

Regd Office :No. 572, Anna Salai, Teynampet, Chennai - 600018

Phone: 044 2436 2019, Fax: 044 2436 2018

Email: cs@uniply.in, Website: www.uniply.in

POSTAL BALLOT FORM

(Please read the instructions printed at the end of the accompanying Postal Ballot Notice before completing this form)

Serial No.

1. Name and Registered Address of the : Sole /
First named shareholder
(in block letters)



2. Name(s) of the Joint Holder(s), if any :
(in block letters)

3. Registered Folio No. * :
(* Applicable to the Shareholders holding
Shares in physical form)

4. Dp Id No. & Client Id No. ** :
(** Applicable to the Shareholders holding
Shares in dematerialized form)

5. Number of Share(s) held :

6. I/ We hereby exercise my/ our vote in respect of the 'Special Resolution' to be passed through postal ballot for the special business stated in the notice dated 12.03.2018 of the Company by sending my/ our assent (FOR) or dissent (AGAINST) to the said 'special resolution' by placing the tick mark (✓) in the appropriate box below:

Resolution No.	Description	No. of Shares Held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	To authorize Board of Directors to provide loan and investment under Section 186 of the Companies Act, 2013.			
2.	To Alter the Main Object Clause in the Memorandum of Association of the Company.			
3.	To consider and approve the proposal of sub-dividing/ splitting of face value of equity shares from Rs. 10/- each to Rs. 2/- each of the Company as per Section 61(1)(D) of the Companies Act, 2013.			
4.	To consider and approve Alteration of 'Capital Clause' of Memorandum of Association as per the Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013.			



Place:

Date:

(Signature of the shareholder)

EVEN (Electronic Voting Sequence Number)	PAN No./Seq.No.	User Id	Password
180507004			Refer Postal Ballot Notice for Instructions



INSTRUCTIONS

1. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutiniser in the attached postage pre-paid self-addressed envelope. Postage will be borne and paid by Uniply Industries Limited (the "Company"). Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
2. This Postal Ballot Form should be completed and signed by the member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through a delegate, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every folio/client ID irrespective of the number of joint holders.
3. In case the equity shares are held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution/authority letter.
4. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (ū) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
5. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutiniser's decision on the validity of the Postal Ballot Form shall be final and binding.
6. Duly completed Postal Ballot Form should reach the Scrutiniser not later than 30 days from the date of despatch of the notice. Postal Ballot Form received after 5.00 p.m. on 11th June, 2018 will be strictly treated as if the reply from such Member(s) has not been received.
7. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filing it by using erasable writing medium(s) like pencil.
8. Notwithstanding anything mentioned elsewhere under these instructions, a Postal Ballot Form shall be considered invalid if :
 - (a) It has not been signed by or on behalf of the shareholder;
 - (b) Signature on the Postal Ballot Form doesn't match with the specimen signatures with the Company;
 - (c) It is not possible to determine without any doubt the assent or dissent of the shareholder;
 - (d) Neither assent nor dissent is mentioned;
 - (e) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the shareholder;
 - (f) The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - (g) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and
 - (h) Shareholder has made any amendment to the resolution or imposed any condition while exercising his vote.
9. Voting rights shall be reckoned on the paid up equity shares held and registered in the name of the Members whose name appears in the Register of Members/Record of Depositories as on 04th May, 2018.
10. The result of the Postal Ballot will be declared on or before 13th June, 2018 at the Registered Office of the Company.
11. The Postal Ballot shall not be exercised by a Proxy.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutiniser.
13. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutiniser not later than the date specified under instruction No.6 above.
14. The Company is also offering e-voting facility as an alternate, for all the Members to enable them to cast their vote electronically instead of through Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.
15. A Member need not use all his votes nor cast all his votes in the same way.
16. E-voting: The Company is pleased to provide e-voting facility as an alternate method of voting to all the shareholders of the Company to enable them to cast their votes electronically instead of through physical Postal Ballot Form. E-voting is optional. Detailed e-voting instructions are given in the Postal Ballot Notice dated 25th April, 2018. The E-voting period begins at 9.00 a.m. on, 13th May, 2018 and will end at 5.00 p.m. on 11th June, 2018. In case a member has voted through E-voting facility, he does not need to send the physical Postal Ballot Form. In case a member casts his vote through E-voting facility, as well as, sends his vote through physical postal ballot, the vote cast through physical postal ballot will NOT be considered and the voting through e-voting shall only be considered by the Scrutiniser. Members are requested to refer to the Postal Ballot Notice and notes and instructions thereto, for detailed instructions with respect to electronic voting.

