



13.05.2016

**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: Proceedings of Announcement of Results of the resolutions passed through Postal Ballot/E-Voting.

Ref: Scrip Code: 532646/UNIPLY

In terms of Para-A of PART-A of Schedule III of SEBI (LODR) Regulations, 2015, please find the attached proceedings of announcement of Postal Ballot /E-Voting Results on 02.05.2016. This is for your Information and record.

Thanking you,

Yours faithfully

For Uniply Industries Limited


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



Encl: Proceedings of announcement of Postal Ballot /E-Voting Results.

MINUTES OF THE ANNOUNCEMENT OF RESULTS OF THE RESOLUTIONS PASSED THROUGH POSTAL BALLOT/E-VOTING BY M/s. UNIPLY INDUSTRIES LIMITED HELD ON MONDAY, 2ND MAY 2016 AT THE CORPORATE OFFICE OF THE COMPANY AT 5, BRANSON GARDEN STREET, KILPAUK, CHENNAI-600010.

MINUTES BOOK

BACKGROUND:

Pursuant to provisions of Section 110 of the Companies Act, 2013 read with Rule-22 of Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company had issued a Postal Ballot Notice dated 25.03.2016 to obtain approval from Shareholders through Postal Ballot/E-Voting on the following Ordinary/Special Resolutions:

- 1- To Increase Authorized Capital of the Company.
- 2- To alter Memorandum of Association of the Company.
- 3- Approval for Shifting of Registered office of the company.
- 4- Approval for issue and allotment of upto 10,00,000 equity shares to promoters and non promoters on preferential basis.

The Board of Directors in their meeting held on 25.03.2016 has made the following appointments:

Mr. R. Kuppu Rao of P.K Panda & Co., Chennai as Scrutinizer for Conducting Postal Ballot and E-Voting Process in fair and transparent manner.

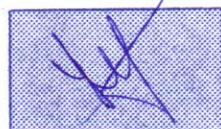
Mr. Antaryami Sahoo, Company Secretary of the Company was authorized to sign and submit requisite documents with Central Depository Services (India) Limited for providing E-Voting facility to members of the Company.

Mr. Keshav Kantamneni, Chairman and Managing Director of the Company was authorized to announce the results of the Postal Ballot.

The Company had appointed Central Depository Services (India) Limited to conduct voting through Electronic mode.

The Notice of Postal Ballot and Corrigendum thereto containing Ordinary/special Resolution(s), Explanatory Statements, Postal Ballot Forms, E-voting Steps and self addressed postage prepaid envelope (as applicable) were sent to members and other concerned including statutory Auditors, Directors, Stock Exchanges etc through Postal Ballot/E-Voting was also placed on the website of the company.

The intimation about completion of dispatch of the Postal Ballot form/E-Voting and the last date for receipt of reply from shareholders was also intimated to the shareholders by way of publication of Advertisement in Financial Express and Maalai Tamizhyagam on 05.04.2016.



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Members were advised to carefully read the instructions before casting their votes and were also advised to complete the E-Voting process/return the duly completed forms in the attached self addressed envelope, so as to reach the Scrutinizer not later than 17.00 Hours IST on 30.04.2016 to being eligible for being considered, failing which it will be strictly considered that no reply has been received from the member.

As intimated to the Members through Postal Ballot Notice:

- i. The Postal Ballot forms /e-voting received after 5.00 P.M on 30.04.2016 have been treated as "Responses not received from the Shareholders."
- ii. Voting Rights have been reckoned on the paid up value of shares registered in the name of the Shareholders as on 25.03.2016.

After due scrutiny of Postal Ballot forms/E-Voting received up to 5.00 P.M on 30.04.2016(Being the last date for receipt duly filled postal ballot forms) the scrutinizer submitted his final report on or before 02.05.2016.

On the Basis of the Report of the Scrutinizer, Mr. Keshav Kantamneni, Chairman and Managing Director of the Company authorized by Board to declare the Result of the Postal Ballot/E-Voting.

On the basis of the report of the Scrutinizer all the resolutions as mentioned in the Postal Ballot Notice dated 25.03.2016 have been passed as Ordinary/Special Resolutions as per the following details:

Texts of the Ordinary/Special Resolutions approved by members through postal Ballot are as under.

Resolution No.1: To Increase the Authorized Share Capital.

"RESOLVED THAT pursuant to provision of Section 61(1)(a) of the Companies Act, 2013, and any other applicable provisions and the relevant rules framed there under and in accordance with the provisions of the Articles of Association of the Company, the authorized share capital of the Company be and is hereby increased from Rs. 20,00,00,000 (Rupees Twenty Crores) comprising 2,00,00,000 Equity Shares of Rs.10/- each to Rs. 25,00,00,000 (Rupees Twenty Five Crores) comprising 2,50,00,000 Equity Shares of Rs.10/- each.

RESOLVED FURTHER THAT the new equity shares shall rank paripassu with the existing equity shares."



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Results:

Postal Ballot Voting	Number of votes cast	Number of votes in favour	Number of votes in against	% of Votes In favour	% of votes in against
Physical	8098869	8098864	5	99.9999	0.0001
E-Voting	1771	1771	0	100	0.0000
Total	8100640	8100635	5	99.9999	0.0001

MINUTES BOOK

The Number of Votes polled in favour of the Ordinary Resolution is 8100635(99.9999%). Thus the "Ordinary Resolution" has been approved by the Shareholders with requisite majority.

Resolution No.2: To amend the Memorandum of Association of the Company.

"RESOLVED THAT pursuant to the provisions of section 13 of the Companies Act, 2013, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V:

Clause V:

'V. The Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty Five Crores) divided into 2,50,00,000 Equity Shares of Rs.10/- each, with power to increase or reduce the capital of the Company and/or the nominal value of the shares and to divide the shares in the capital for the time being into several classes.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate."

Results:

Postal Ballot Voting	Number of votes cast	Number of votes in favour	Number of votes in against	% of Votes In favour	% of votes in against
Physical	8098869	8098864	5	99.9999	0.0001
E-Voting	1771	1771	0	100	0.0000
Total	8100640	8100635	5	99.9999	0.0001

The Number of Votes polled in favour of the Special Resolution is 8100635(99.9999%). Thus the "Special Resolution" has been approved by the Shareholders with requisite majority.

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Resolution No.3: Shifting the Registered Office of the Company.

"RESOLVED THAT pursuant to the provisions of Section 12 and all other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules there under, the Registered Office of the Company be shifted from "69, Nelveli Village, Uthiramerur Block, Kancheepuram Dist, Tamil Nadu-603107" to "5, Branson Garden Street, Kilpauk, Chennai-600010" within the State of Tamil Nadu.

RESOLVED FURTHER THAT any Director/ Company Secretary of the Company, be and is hereby authorized to file the e-forms with the Registrar of Companies, Tamil Nadu, Chennai, being the notice for change in situation of the Registered Office of the Company from Kancheepuram to Chennai and to take all such actions and do all such things as may be deemed prudent in this regard from time to time."

Results:

Postal Ballot Voting	Number of votes cast	Number of votes in favour	Number of votes in against	% of Votes In favour	% of votes in against
Physical	8098869	8098629	240	99.997	0.003
E-Voting	1771	1771	0	100	0.000
Total	8100640	8100400	240	99.997	0.003

The Number of Votes polled in favour of the Special Resolution is 8100400(99.997%). Thus the "Special Resolution" has been approved by the Shareholders with requisite majority.

Resolution No.4: Approval for issue and allotment of upto 10,00,000 equity shares to Non-Promoters on preferential basis.

"RESOLVED THAT pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with the provisions of Chapter VII of the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009, (hereinafter referred to as "SEBI (ICDR) Regulations") (including any statutory amendment, modification, variation or re-enactment thereof, and the provisions of any rules/regulations / guidelines issued / framed by the Central Government, for the time being in force), relevant enabling provisions of the memorandum and Articles of Association of the Company, and in accordance with the Listing Agreement entered into by the Company with the Stock Exchanges where the securities (Equity shares) of the Company are listed and subject to all such approvals, consents, permissions and / or sanctions as may be required by law from Government of India, Securities and Exchange Board of India, Stock Exchanges and any other appropriate, regulatory, concerned authorities, institutions or body (hereinafter singly or collectively referred to as "the appropriate authorities") and subject to such terms, conditions, alterations, changes, variations and /



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or modifications as may be prescribed or imposed by any or more or all of them while granting any such consents, permissions, approvals and / or sanctions (hereinafter singly or collectively referred to as "the requisite approvals") which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee (s), which the Board may have constituted or hereafter constitute in this behalf to exercise the powers conferred on the Board by this Resolution), the Board be and is hereby authorized to create, offer issue and allot upto 10,00,000 (Ten Lacs) Equity Shares of Rs.10/- (Rs. Ten) each to prospective investors (non-promoters) on a preferential basis at a price determined as per Regulation 76 of Chapter VII of SEBI (ICDR) Regulations, 2009."

RESOLVED FURTHER THAT the "Relevant Date" in relation to issue of Equity shares pursuant to this resolution in accordance with the provisions of Regulation 71 of Chapter VII of SEBI (ICDR) Regulations shall be the date thirty (30) days prior to the date when the results of this postal ballot are announced i.e. 01.04.2016 or such other date as may be prescribed in accordance with the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT subject to the terms stated hereinabove.

a) The Equity Shares offered and issued shall be allotted within a period of Fifteen (15) days from the date of passing of this resolution, provided that if any requisite approvals from the appropriate authorities for allotment of Equity Shares are pending, the period of Fifteen (15) days shall be counted from the date of such requisite approvals.

b) The Equity Shares offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

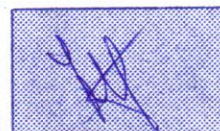
c) The Equity Shares offered, issued and allotted pursuant to this resolution shall rank paripassu inter-se with the existing Equity Shares of the Company in all respects, including dividend.

d) The Equity Shares offered, issued and allotted shall remain locked-in from such date and for such periods as specified under the SEBI (ICDR) Regulations.

e) The Equity Shares offered, issued and allotted to the investor shall be in dematerialized form.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director(s)/Committee of Director(s) or any other Officer or Officers of the Company to give effect to the aforesaid resolution including to execute any document on behalf of the Company and to represent the Company before any appropriate authorities."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper including without limitation to enter into arrangements/agreements and to settle any question, difficulties or doubts



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that may arise in this regard at any stage including at the time of listing of the Equity Shares with the Stock Exchanges, without requiring the Board to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Results:

Postal Ballot Voting	Number of votes cast	Number of votes in favour	Number of votes in against	% of Votes In favour	% of votes in against
Physical	8098869	8098644	225	99.998	0.002
E-Voting	1771	1771	0	100	0.000
Total	8100640	8100415	225	99.997	0.003

The Number of Votes polled in favour of the Special Resolution is 8100415(99.997%). Thus the "Special Resolution" has been approved by the Shareholders with requisite majority.

Place: Chennai
Date: 02.05.2016


Chairman



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