



September 20, 2017

Bombay Stock Exchange Limited,
25th Floor, Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai – 400 001
Scrip Code: 532646

National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra East,
Mumbai – 400 051
Scrip Code: UNIPLY

Dear Sir,

Sub: Postal Ballot – Declaration of Result

This is further to our Postal Ballot Notice dated 11.08.2017 seeking approval of the members by way of Ordinary/Special Resolutions on various businesses.

The resolutions contained in the Notice of Postal Ballot were 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 Sincerely,
For Uniply Industries Limited

Keshav Kantamneni
Chairman & Managing Director
DIN: 06378064



Uniply Industries Limited

#572, Anna Salai, Teynampet, Chennai - 600 018, India.

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

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🌐 www.uniply.in

VOTING RESULT OF POSTAL BALLOT

[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)	20.09.2017
Total number of shareholders on Record Date ie, 4 th August, 2017	7467
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
1.Special Business– To Approve and ratify related party transactions and in this regard, to consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution: “RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions and Rules made thereon, if any, of the Companies Act, 2013 (the ‘Act’) read with The Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment, modification, variation or re-enactment to any of the forgoing) and subject to such approvals as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into Material Related Party Transactions (including any modifications, alterations thereto), in the ordinary course of Business and on arm’s length basis with such a ‘Related Parties’ within the meaning of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the starting from Financial Year starting from 1 April 2017 and onwards as enumerated in the explanatory statement to this Notice and on such terms and conditions as may be agreed upon between them. RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”	
Resolution required: (Ordinary/ Special)	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes



Categor y	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
Promot er and Promot er Group	E-voting	7942772	7942772	100	7942772	0	100	0
	-	0	0	0	0	0	0	0
	-	0	0	0	0	0	0	0
	Total (A)	7942772	7942772	100	7942772	0	100	0
Public- Institut ions	-	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 Institut ions	E-voting	15964427	2146560	13.45	2146518	42	99.999	0.001
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	550	0.001	550	0	100	0
	Total (C)	15964427	2147110	13.46	2147068	42	99.999	0.001
Total	Total(A)+(B)+ (C)	23907199	10089882	42.21	10089840	42	99.999	0.001

2. Special Business– 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. 500.00 Crores (Rupees 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.”

Resolution required: (Ordinary/ Special)				Special Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
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	7942772	7942772	100	7942772	0	100	0
	-	0	0	0	0	0	0	0
	-	0	0	0	0	0	0	0
	Total (A)	7942772	7942772	100	7942772	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	15964427	2146660	13.45	2146558	102	99.999	0.001
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	450	0.001	450	0	100	0
	Total (C)	15964427	2147110	13.46	2147008	102	99.999	0.001
Total	Total(A)+(B)+(C)	23907199	10089882	42.21	10089780	102	99.999	0.001

3.Special Business– to Sale/Transfer of plywood business of the Company and in this regard, to consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT, pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, any other law for the time being in force and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any duly constituted Committee of the Board), to sell, transfer or dispose of its Plywood Business together with all specified tangible and intangible assets, contracts, permission and consents, rights, registrations, personnel & employees, other assets and liabilities as may be agreed between the parties in relation to the Plywood and its allied products business.



RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded to the Board to sell, transfer or dispose of Plywood Business as a going concern on a "Slump Sale" basis to UV Boards Ltd (Buyer), a related party within the meaning of section 2 (76) of the Companies Act, 2013, in one or more stages, in such manner as the Board may deem fit in the interests of the Company with effect from such date and on such terms and conditions, and with such modifications as may be required, as the Board may deem fit and appropriate in the interest of the Company for a lump sum consideration of Rs. 147.00 crores (Rupees One Hundred Forty Seven Crores only) (determined by an Independent valuer) subject to closing adjustments and debt, if any, to be transferred; whereat the said lump sum consideration shall be discharged in part by the Buyer, by the issue and allotment to the company of 4,44,00,000 equity shares of the Buyer at face value of Rs. 2/- each credited as fully paid up to be allotted at an offer price of Rs. 25/- per share aggregating to Rs.111.00 crores and the balance amount of Rs.36.00 crores in cash.

RESOLVED FURTHER THAT the valuation Report From M/s. Balmurugan Associates, Chartered Accountants, FRN:007194S (hereinafter referred to as "Independent Valuer") dated 08.08.2017 for the sale, transfer or disposal of the Plywood Business referred herein above be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive agreements, deeds of assignment, business transfer agreement, conveyance deed, undertakings, deeds, transition services agreements, requisite applications, representations, and execute all such other ancillary documents and to do all such other acts, deeds, matters and things as may be deemed necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and/or transfer of the Plywood Business as they may in their absolute discretion deem fit without further referring to the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company and to delegate such powers to any Officers of the Company as it may consider necessary or expedient or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved ratified and confirmed in all respects."

Resolution required: (Ordinary/ Special)				Special Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
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 Promo	E-voting	7942772	7942772	100	7942772	0	100	0
	-	0	0	0	0	0	0	0



ter Group	-	0	0	0	0	0	0	0
	Total (A)	7942772	7942772	100	7942772	0	100	0
Public-Institu tions	-	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 Institu tions	E-voting	15964427	2146660	13.45	2141468	5192	99.758	0.05
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	450	0.001	450	0	100	0
	Total (C)	15964427	2147110	13.46	2141918	5192	99.758	0.05
Total	Total(A)+(B)+(C)	23907199	10089882	42.21	10084690	5192	99.949	0.05

4.Special Business- To alter Object Clause of the company in the Memorandum Of Association of the Company 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 Section 13 (9) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and subject to such amendments as may be made therein, the Main object clause of the Memorandum of Association of the Company be and is hereby altered by inserting the following Clause after existing Clause 10

11. To carry on business of Civil Construction along with Mechanical / Electrical / Plumbing (MEP) and interior/exterior works for Residential and Commercial complexes and real Estate Developers and contractors.

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. “

Resolution required: (Ordinary/ Special)				Special Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
Catego ry	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
Promo ter and Promo ter Group	E-voting	7942772	7942772	100	7942772	0	100	0
	-	0	0	0	0	0	0	0
	-	0	0	0	0	0	0	0
	Total (A)	7942772	7942772	100	7942772	0	100	0
Public-Institu	-	0	0	0	0	0	0	0
	-	0	0	0	0	0	0	0



tions	-	0	0	0	0	0	0	0
	Total (B)	0	0	0	0	0	0	0
Public- Non Institu tions	E-voting	15964427	2146660	13.45	2146628	32	99.999	0.001
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	450	0.001	450	0	100	0
	Total (C)	15964427	2147110	13.46	2147078	32	99.999	0.001
Total	Total(A)+(B)+(C)	23907199	10089882	42.21	10089850	32	99.999	0.001

Date: 20.09.2017

Place: Chennai



for Uniply Industries Limited

Keshav Kantamneni
Chairman & Managing Director
DIN: 06378064-

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: 20.09.2017

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) 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 11th August 2017, submit our report as under:

1. The company had sent postal ballot 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, 04th August 2017.
2. The notice was sent by the company in physical mode to 1949 shareholders and through e-mail to 5518 shareholders whose email id are registered with the company/Depository participant on 4th August, 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 19.08.2017 and the dispatch of postal ballot notice through email was completed on 19.08.2017.
5. The notice for postal ballot and e-voting dated 11th August 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 Tamizhagam (Tamil version), whole Tamil Nadu edition newspapers on 23.08.2017 respectively and it carried the required information as specified in the said rules.
8. The e-voting process commenced on Monday, 21st August 2017 (9.00 A.M.) and ended on Tuesday, 19th September 2017 (5.00 P.M.)
9. At the end of the voting period on Tuesday, 19th September 2017 (5.00 P.M.) the voting portal of the service provider was blocked forthwith. On 19th September, 2017 (5.15P.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 4 physical ballot forms were received from members. The physical ballot papers were scrutinized.
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 19th September 2017 (5.00 P.M.), the last date fixed by the company; and
 - b. Votes cast up to 5:00 P.M. on 19th September 2017, the closing time and last date fixed by the company.
12. No postal ballots were received after 19th September 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 both through E-Voting as well as Postal Ballot.
15. Consolidated result of voting through E-Voting and Postal Ballot are as under:

Item No. 1

TO APPROVE AND RATIFY RELATED PARTY TRANSACTIONS- Passed as an Ordinary Resolution

(i) Voted in favour of the resolution:

Particulars	Number of members voted	Number of votes cast (In proportion to shareholding)	% of total number of valid votes cast
E-voting	73	10089290	99.994
Ballot Paper	4	550	0.005
Total	77	10089840	99.999



(ii) Voted against the resolution:

Particulars	Number of members voted	Number of votes cast (In proportion to shareholding)	% of total number of valid votes cast
E-voting	2	42	0.001
Ballot Paper	0	0	0
Total	2	42	0.001

(iii) Invalid Votes:

Particulars	Number of members voted	Number of votes (In proportion to shareholding)
E-voting	1	100
Ballot Paper	0	0
Total	1	100

Item No.2

TO AUTHORIZE BOARD OF DIRECTORS TO PROVIDE LOAN AND INVESTMENT UNDER SECTION 186 OF THE COMPANIES ACT, 2013- Passed as a Special resolution

(i) Voted in favour of the resolution:

Particulars	Number of members voted	Number of votes cast (In proportion to shareholding)	% of total number of valid votes cast
E-voting	73	10089330	99.995
Ballot Paper	2	450	0.004
Total	75	10089780	99.999



(ii) Voted against the Resolution

Particulars	Number of members voted	Number of votes cast (In proportion to shareholding)	% of total number of valid votes cast
E-voting	3	102	0.001
Ballot Paper	0	0	0
Total	3	102	0.001

(iii) Invalid Votes:

Particulars	Number of members voted	Number of votes (In proportion to shareholding)
E-voting	0	0
Ballot Paper	2	100
Total	2	100

Item No.3

SALE/TRANSFER OF PLYWOOD BUSINESS-Passed as a Special Resolution

(i) Voted in favour of the resolution:

Particulars	Number of members voted	Number of votes cast (In proportion to shareholding)	% of total number of valid votes cast
E-voting	73	10084240	99.944
Ballot Paper	2	450	0.004
Total	75	10084690	99.948



(ii) Voted against the Resolution:

Particulars	Number of members voted	Number of votes cast (In proportion to shareholding)	% of total number of valid votes cast
E-voting	3	5192	0.052
Ballot Paper	0	0	0
Total	3	5192	0.052

(iii) Invalid Votes:

Particulars	Number of members voted	Number of votes (In proportion to shareholding)
E-voting	0	0
Ballot Paper	2	100
Total	2	100

Item No. 4

TO ALTER THE OBJECT CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY-Passed as a Special Resolution

(i) Voted in favour of the resolution:

Particulars	Number of members voted	Number of votes cast (In proportion to shareholding)	% of total number of valid votes cast
E-voting	75	10089400	99.995
Ballot Paper	2	450	0.004
Total	77	10089850	99.999



(ii) Voted against the Resolution:

Particulars	Number of members voted	Number of votes cast (In proportion to shareholding)	% of total number of valid votes cast
E-voting	1	32	0.001
Ballot Paper	0	0	0
Total	1	32	0.001

(iii) Invalid Votes:

Particulars	Number of members voted	Number of votes (In proportion to shareholding)
E-voting	0	0
Ballot Paper	2	100
Total	2	100

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 sincerely,

For M/s. P.K.PANDA & CO.

Practicing Company Secretaries


Surendra Kumar Sahoo

ACS 19368

CP NO.18385

