

NOTICE

NOTICE is hereby given that the 19th Annual General Meeting of the members of M/s. Uniply industries Limited will be held on Wednesday the 26th Day of August 2015 at 11.30 a.m. at its Registered Office at # 69, Nelveli Village, Uthiramerur Block, Kancheepuram Dist., Tamilnadu – 603 107, to transact the following business:

ORDINARY BUSINESS**1. Adoption of Financial Statements.**

To receive, consider and adopt the accounts of the Company for the financial year ended 31st March 2015, the Balance Sheet as at that date and the reports of the Directors and Auditors thereon.

2. Ratification of Appointment of Auditor.

To ratify the appointment of Auditor of the company and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof:

“RESOLVED THAT, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and rules made there under, pursuant to the recommendation of Audit Committee of the Board of Directors, and pursuant to the resolutions passed by the members at the AGM held on 8th Day of September, 2014, the appointment of M/s. C. Ramasamy & B. Srinivasan, Chartered Accountants, Chennai (FRN: 002957S) as Auditors of the Company to hold office till the Conclusion of 21st Annual General Meeting of the company, be and is hereby ratified.

RESOLVED FURTHER THAT Board of Directors of the company be and are hereby authorized to fix the remuneration payable to them for the Financial year ending on March 31, 2016 along with other terms & conditions of appointment of the Auditor.”

Special Business**3. Regularization of appointment of K. Rajeswari as Director of the Company.**

To Consider and, if thought fit, to pass without modification(s), the following as an Ordinary Resolution:

“RESOLVED THAT Mrs. K. Rajeswari (DIN-06949264), who was appointed as an Additional Director with effect from 08.09.2014 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing her candidature for the office of a Director, be and is hereby appointed as a director of the company whose period of office will be liable to determination by retirement of directors by rotation.”

4. Appointment of Mr. Ramgopal Lakshmi Ratan as Independent Director.

To Consider and, if thought fit, to pass without modification(s), the following as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ramgopal Lakshmi Ratan (DIN: 00400605), a Non-executive additional Director of the Company whose term expires at the ensuing Annual General Meeting of the company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment in respect of whom a notice in writing has been received by the Company proposing his candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as an independent director (Non Executive) of the company, not liable to retire by rotation and to hold office for 5 (Five) consecutive years for a term up to March 12, 2020.”

“RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to



sign the certified true copy of the resolution and also to do all the acts, deeds and things which are necessary to the appointment of aforesaid person as an Independent director of the Company."

5. Regularization of appointment of Mr. Keshav Kantamneni as Director of the Company.

To Consider and, if thought fit, to pass without modification(s), the following as an Ordinary Resolution:

"RESOLVED THAT Mr. Keshav Kantamneni (DIN-06378064), who was appointed as an Additional Director with effect from 10.06.2015 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the company."

6. Approval of appointment of Mr. Keshav Kantamneni as Chairman and Managing Director of the company for a period of three years w.e.f 10.06.2015

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

"RESOLVED pursuant to provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions if any of the companies Act, 2013 (including any statutory modifications, enactments, or re-enactments, thereof for the time being in force), consent of the Company be and is hereby accorded for the appointment of Mr. Keshav Kantamneni as Chairman and Managing Director of the Company at a Gross Remuneration of Rs. 5,00,000/- (Rupees Five Lakhs only) per month for a period of three years with effect from 10.06.2015.

RESOLVED FURTHER THAT the aggregate of the remuneration paid / payable to Mr. Keshav Kantamneni as above shall be subject to overall ceilings laid down under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT during the tenure of his appointment, Mr. Keshav Kantamneni, Chairman and Managing Director shall not be liable to retire by rotation and shall perform all such duties as are entrusted to him from time to time by the Board of Directors and as may be required to be performed by him from time to time, subject to the supervision and control of the Board of Directors".

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to vary, increase or enhance the scope of remuneration in accordance with provisions regarding payment of managerial remuneration under the Companies Act, 2013."

7. Adoption of new sets of AOA of the Company.

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

"RESOLVED THAT pursuant to the provisions of section 14 of the Companies Act, 2013 (as amended or re-enacted from time to time) and existing AOA, new set of Articles of Association as laid before the shareholders, duly initialed by the Chairman for the purpose of identification be and is here adopted as the Articles of Association of the Company."

"RESOLVED FURTHER THAT pursuant to section 117 of the Companies Act 2013 (as amended or re-enacted from time to time) read with rule no 24 of the Companies (Management and Administration) Rules 2014, Mrs. K. Rajeswari, Director of the Company be and is hereby authorized to do all such acts, deeds and things to give effect to this resolution."

8. To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

"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



