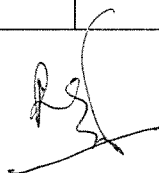
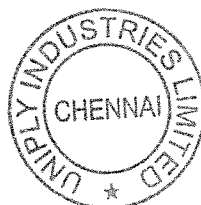


VOTING RESULTS OF EXTRA ORDINARY GENERAL MEETING

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

UNIPLY INDUSTRIES LIMITED	
Date of declaration of voting results of Extra Ordinary General Meeting (Including e-voting)	28.02.2018
Total number of shareholders on Record Date i.e. 21st February, 2018	9212
No. of shareholders present at the meeting either in person or through proxy:	
Promoters and Promoters Group	2
Public	43
No. of Shareholders who attended the meeting through Video Conferencing	
Promoters and Promoters Group	Not Applicable
Public	
No of Resolutions Passed in the Meeting	3

Resolution required: (Ordinary/ Special)				Special Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
Description of the Resolution Considered				TO INCREASE THE AUTHORISED SHARE CAPITAL AND TO AMEND THE CLAUSE V OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY				
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	7989772	5152153	64.4844	5152153	0	100.0000	0
	Postal Ballot		-	-	-	-	-	-
	Poll		2837619	35.5156	2837619	0	100.0000	0
	Total (A)		7989772	7989772	100.0000	7989772	0	100.0000
Public-Institutions	E-voting	0	0	0	0	0	0	0
	Postal Ballot		-	-	-	-	-	-
	Poll		0	0	0	0	0	0
	Total (B)		0					
Public-Non Institutions	E-voting	15917427	3448491	21.6649	3443341	5150	99.8507	0.1493
	Postal Ballot		-	-	-	-	-	-
	Poll		100058	0.6286	100058	0	100.0000	0
	Total (C)		15917427	3548549	22.2935	3543399	5150	99.8549
Total	Total(A)+(B)+(C)	23907199	11538321	48.2630	11533171	5150	99.9554	0.0446

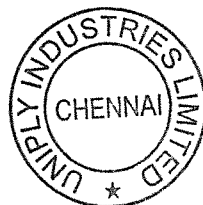



Resolution required: (Ordinary/ Special)				Special Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
Description of the Resolution Considered				TO ISSUE AND ALLOTMENT OF UPTO 48,43,630 EQUITY SHARES TO NON-PROMOTERS ON PREFERENTIAL BASIS.				
Category	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	7989772	5152153	64.4844	5152153	0	100.0000	0
	Postal Ballot		-	-	-	-	-	-
	Poll		2837619	35.5156	2837619	0	100.0000	0
	Total (A)	7989772	7989772	100.0000	7989772	0	100.0000	0
Public-Institutions	E-voting	0	0	0	0	0	0	0
	Postal Ballot		-	-	-	-	-	-
	Poll		0	0	0	0	0	0
	Total (B)	0						
Public-Non Institutions	E-voting	15917427	3448491	21.6649	3441818	6673	99.8065	0.1935
	Postal Ballot		-	-	-	-	-	-
	Poll		100058	0.6286	100058	0	100.000	0
	Total (C)	15917427	3548549	22.2935	3541876	6673	99.8120	0.1880
Total	Total(A)+(B)+(C)	23907199	11538321	48.2630	11531684	6673	99.9424	0.0446

Resolution required: (Ordinary/ Special)				Special Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
Description of the Resolution Considered				PREFERENTIAL ISSUE OF UPTO 97,35,920 CONVERTIBLE SHARE WARRANTS TO PROMOTERS AND NON-PROMOTERS.				
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	7989772	5152153	64.4844	5152153	0	100.0000	0
	Postal Ballot		-	-	-	-	-	-
	Poll		2837619	35.5156	2837619	0	100.0000	0
	Total (A)	7989772	7989772	100.0000	7989772	0	100.0000	0
Public-Institutions	E-voting	0	0	0	0	0	0	0
	Postal Ballot		-	-	-	-	-	-
	Poll		0	0	0	0	0	0
	Total (B)	0						
Public-Non Institutions	E-voting	15917427	3448491	21.6649	3443341	5150	99.8507	0.1493
	Postal Ballot		-	-	-	-	-	-
	Poll		100058	0.6286	100058	0	100.000	0
	Total (C)	15917427	3548549	22.2935	3543399	5150	99.8549	0.1451
Total	Total(A)+(B)+(C)	23907199	11538321	48.2630	11533171	5150	99.9554	0.0446

Date: 28.02.2018
Place: Chennai

For Uniply Industries Limited



[Handwritten Signature]

Raghuram Nath
Company Secretary
ACS: 18635

Report of Scrutinizer

[Pursuant to sections 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended up to date]

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

Date: 28.02.2018

Dear Sir,

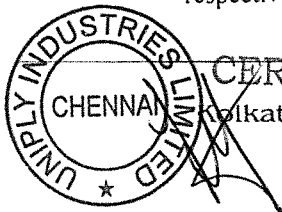
Sub: The Extra ordinary General Meeting of the Equity Shareholders of Uniply Industries Limited held on Wednesday, the 28th February, 2018 at 11.00 a.m.at Music academy (Kasturi Srinivasan Hall) # Old No. 306, New No. 168, T.T Krishnamachari road, Royapettah, Chennai, Tamilnadu - 600014

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 voting Process (comprising of electronic mode and physical ballot papers) at the Extra-ordinary General Meeting ("EGM") under the provisions of section 108 of the Companies Act, 2013 read with Rules 20 of the Companies (Management and Administration) Rules, 2014 together with the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the below mentioned resolutions contained in the notice of Extra-ordinary General Meeting dated 31st January, 2018, convening the aforesaid EGM of the company :

Our responsibility as a scrutinizer is to ensure that the voting process and for poll at the meeting is conducted in a fair and transparent manner and render scrutinizer report of the total votes cast in favour or against if any, to the chairman of the meeting on the resolutions, based on the reports generated from the remote voting and the polling at the EGM.

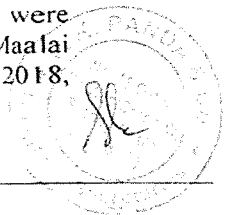
I submit my report as under:

1. The shareholders of the company holding shares as on the Cut-off date, i.e., Wednesday 21.02.2018, were entitled to vote on the proposed resolutions as set out in item nos. 1 to 3 in the notice of the EGM of Uniply Industries Limited.
2. The notice was sent by the company in physical mode to 2036 number of shareholders and through e-mail to 6933 number of shareholders whose email id are registered with the company/Depository participant on 02.02.2018.
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 through electronic means and on poll on the resolutions contained in the notice of EGM of the members of the company.
4. The e-voting process commenced on Sunday, 25th February 2018 (9.00 A.M.) and ended on Tuesday, 27th February, 2018 (5.00 P.M.).
5. As prescribed in the aforesaid Rules, the Company had released advertisements which were published in Financial Express (English Version), Chennai Edition newspaper and Maafai Tamizhyagam (Tamil version), whole Tamil Nadu edition newspapers on 16th February 2018, respectively and it carried the required information as specified in the said rules.



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6. The EGM notice for e-voting dated 31st January, 2018 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.
7. The above notice was also placed on the website of the company (www.uniply.in) forthwith after it was sent to the members.
8. The electronic votes cast were taken into account and at the end of this voting period, on 27th February, 2018 at 05:00 P.M, the CDSL portal was blocked for voting. The List of shareholders who cast their votes through remote e voting was unblocked at 12. 27 P. M. on the 28th February, 2018, after the completion of EGM, in the presence of two witnesses, Mr. B. Dash and Mr. L. K. Padhi who are not in the employment of the Company. They have signed below in Confirmation of the votes being unblocked in their presence.

Signatures B. Dash Signatures R. Dash
Name L. K Padhi Name L. K padhi

9. At the Extra-ordinary general meeting held at the scheduled time, date and venue, the Chairman announced a poll through ballot taking into account the provisions of law as well as the Companies (Management & Administration) Rules, 2014 as amended till date by the Ministry of Corporate Affairs.
10. The polling papers in Form MGT -12 as per Companies (Management & Administration) Rules, 2014 were distributed to the shareholders present. At the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked in our presence with due identification marks placed by us. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the company. 12 (Twelve) Ballot papers have received.
11. The result of voting through E-Voting and Postal Ballot are as under:

Item No.1: --

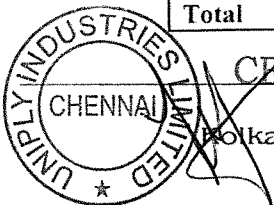
TO INCREASE THE AUTHORISED SHARE CAPITAL AND TO AMEND THE CLAUSE V OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY -

(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	52	8595494	99.94
Ballot Paper	12	2937677	100.00
Total	64	11533171	99.96

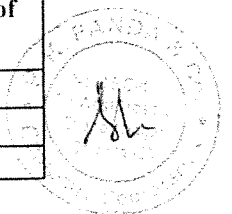
(ii) Voted against the Resolution

Particulars	Number of members voted	Number of votes cast (In proportion to shareholding)	% of total number of valid votes cast
E-voting	1	5150	0.06
Ballot Paper	0	0	0
Total	1	5150	0.04



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(iii) Invalid Votes:

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

Based on the above, the above Special Resolution has been passed with Requisite Majority.

Item No.2: --

TO ISSUE AND ALLOTMENT OF UPTO 48,43,630 EQUITY SHARES TO NON-PROMOTERS ON PREFERENTIAL BASIS -

(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	51	8593971	99.92%
Ballot Paper	12	2937677	100.00
Total	63	11531648	99.94

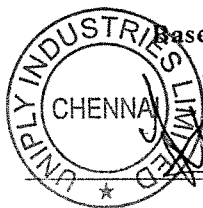
(ii) Voted against the Resolution:

Particulars	Number of members voted	Number of votes cast (In proportion to shareholding)	% of total number of valid votes cast
E-voting	2	6673	0.08
Ballot Paper	0	0	0
Total	2	6673	0.06

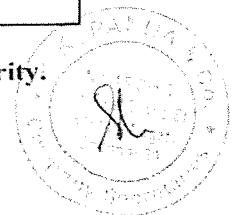
(iii) Invalid Votes:

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

Based on the above, the Special Resolution has been passed with Requisite Majority.



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Item No. 3: –

PREFERENTIAL ISSUE OF UPTO 97,35,920 CONVERTIBLE SHARE WARRANTS TO PROMOTER AND NON-PROMOTERS-

(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	52	8595494	99.94
Ballot Paper	12	2937677	100.00
Total	64	11533171	99.96

(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	5150	0.06
Ballot Paper	0	0	0
Total	1	5150	0.06

(iii) Invalid Votes:

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

Based on the above, the Special Resolution has been passed with Requisite Majority.

12. 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

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