



Date: 22.03.2017

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,
BandraKurla Complex, Bandra (E),
Mumbai - 400 051
Scrip Code: UNIPLY

Dear Sir/Madam,

SUB: SUBMISSION OF COPY OF POSTAL BALLOT NOTICE DATED 16.03.2017

Please find attached the copy of Postal Ballot Notice dated 16.03.2017. The dispatch of the same has been completed on today i.e., 22.03.2017 to the shareholders holding shares as on 17.03.2017 i.e. cut off date.

This is for your information and record.

Yours faithfully,
FOR UNIPLY INDUSTRIES LIMITED

S. S. Deepthi
S.S. DEEPTHI
COMPANY SECRETARY
M NO.ACS-43814



Encl: As above



UNIPLY INDUSTRIES LIMITED

CIN : L20293TN1996PLC036484

Registered Office : # 5, Branson Garden Street, Kilpauk, Chennai - 600 010.

Phone : 044 - 26605995 Email : cs@uniply.in Website : www.uniply.in

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014

Dear Member(s),

NOTICE is hereby given to the shareholders of M/s. Uniply Industries Limited (hereinafter referred to as "the Company") pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and any other applicable provisions and amendments if any, to seek their approval by way of postal ballot and/or e-voting in respect of resolution contained in Special Business given hereinafter. The explanatory statement, pursuant to section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 setting out all material facts pertaining to the proposals and the reasons thereof, along with Postal Ballot Form are annexed herewith.

The Board of Directors have appointed M/s. P.K Panda & Co, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. Members are requested to read the instructions carefully before filling the Form and return the Form duly completed in the attached self-addressed, pre-paid postage envelope so as to reach the Scrutinizer by not later than the close of working hours at 5.00 pm on 21st April, 2017 the last date for the receipt of the completed Postal Ballot Forms. Please note that the Postal Ballot Form(s) received after the said date will be treated as if reply from the member has not been received in terms of the Rule. The Company is providing e-voting facility for the Postal Ballot as an alternate, which would enable the members to cast their votes electronically, instead of casting their votes and dispatching Postal Ballot forms physically. The result of the Postal Ballots shall be declared at the registered office of the Company and shall also be placed, along with the scrutinizer report, on the Company's website at www.uniply.in besides communicated to the BSE/NSE where the equity shares of the Company are listed. The resolution, if approved, will be taken as passed effectively on the date of declaration of the result i.e. on 24th April 2017.

Special Business

To approve the offer or invitation to subscribe to Bonds/Non-Convertible Debentures (NCDs)/other Debt Securities on private placement basis 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 Sections 42 and 71 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, the approval of the Company be and is hereby accorded to the Board of Directors of the Company (which term shall be deemed to include Committee of Directors or any other Committee of the Board), for making one or more offer(s) or invitation(s) to subscribe to secured or unsecured Bonds/Non-Convertible Debentures (NCDs)/other Debt Securities of upto Rs. 500.00 crores (Rupees Five Hundred Crores), on private placement basis, in one or more tranches, on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company, including as to when the said Bonds/Debentures/other Debt Securities be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto, during a period of one year from the date of passing of Special Resolution, within the overall borrowing limits of the Company, as approved by the Members, from time to time."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorised to do all such acts, deeds and things and execute all such documents, deeds, applications and writings as may be required in this regard and generally do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

Place : Chennai
Date : 16th March, 2017

By Order of the Board
For **UNIPLY INDUSTRIES LIMITED**

S.S.Deepthi
Company Secretary
M.No. 43814

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 (✓) 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 offering 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 e-voting to enable the Members to cast their votes electronically. Please note that e-voting is optional.
6. Kindly note that the Members can opt for only one mode of voting i.e., either by post or e-voting. If the Members opt for 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 17.03.2017
8. Members can vote using e-voting facility provided by www.evotingindia.com, (please read the instructions given in the notice for details). E-voting period begins on 11.00 a.m. on Wednesday, 22nd March, 2017 and will end at 5.00 p.m. on Friday, 21st April, 2017. The e-voting module shall be disabled by CDSL for voting thereafter.

PROCEDURE FOR EVOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on at 11.00 a.m. on Wednesday, 22.03.2017 and will end at 5.00 p.m. on Friday, 21.04.2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 17.03.2017 may cast their vote electronically. The 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> · 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)	<p>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.</p> <ul style="list-style-type: none"> · 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 the relevant <Company Name> on which you choose 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: 16th March, 2017

By order of the Board
For UNIPLY INDUSTRIES LIMITED

S.S.Deepthi
Company Secretary
M. No. 43814

ANNEXURE TO NOTICE

Explanatory Statement

[Explanatory Statement under Section 102(1) of the Companies Act, 2013]

As per the provisions of Section 42 read with Section 71 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital & Debentures) Rules, 2014 a Company offering or making an invitation to subscribe to Bonds/Non Convertible Debentures (NCDs)/other Debt Securities on private placement basis, is required to obtain the prior approval of the Shareholders by way of a Special Resolution, which is valid for a period of one year for all the offers and invitations for such Bonds/NCDs/other Debt Securities issued during the year.

To expand the operation and to increase the manufacturing capacity, the Company is consistently exploring various opportunities including various acquisitions. Significant capital /operational expenditure will have to be incurred on fructification of such project/acquisition. Therefore, it would be necessary for the Company to raise funds in one or more tranches.

In order to provide necessary flexibility regarding borrowings of the Company in an optimal manner depending on the market conditions, it is proposed to borrow and raise by issue of unsecured/secured Bonds/Non-Convertible Debentures (NCDs)/other Debt Securities on private placement basis, as may be appropriate from time to time.

The approval of the Members is being sought by way of a Special Resolution under Section 42, 71 and other applicable provisions, if any, of the Act read with the Rules made thereunder, to enable the Company to make one or more offers or invitations to subscribe to the Bonds/NCDs/other Debt Securities on a private placement basis, in one or more tranches, during the period of one year from the date of passing of Special Resolution, within the overall borrowing limits of the Company, as approved by the Members from time to time, with authority to the Board of Directors including the Committee of Directors or any other Committee of the Board, to determine the terms and conditions, including the issue price of the Bonds/NCDs/other Debt Securities.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise except to their shareholding if any, in the passing of the Special Resolution of the accompanying Notice.

The Directors commend the Special Resolution of the accompanying Notice, for the approval of the Members of the Company.

Place : Chennai
Date : 16th March, 2017

By Order of the Board
For **UNIPLY INDUSTRIES LIMITED**

S.S.Deepthi
Company Secretary
M. No. 43814



UNIPLY INDUSTRIES LIMITED

CIN : L20293TN1996PLC036484

Registered Office : # 5, Branson Garden Street, Kilpauk, Chennai - 600 010.

Phone : 044 - 26605995 Email : cs@uniply.in Website : www.uniply.in

POSTAL BALLOT FORM

1. Name and Registered address of :
sole/first named Shareholder
2. Name or name(s) of the joint holder(s) :
(if any)
3. Registered Folio No./DP & Client ID No.* :
(*Applicable to investors holding
shares in Dematerialised form)
4. Number of share(s) held :
5. I/We hereby exercise my/our votes in respect of the following Special Resolution to be passed through Postal Ballot for the business stated in the Notice dated 16th March , 2017 of the Company by sending my/our assent or dissent to the said Special Resolution by placing the tick (✓) mark in the appropriate box below :

Item No.	Description	No of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution under Sections 42, 71 and all other applicable provisions of the Companies Act, 2013, if any, read with Rules made thereunder and other applicable laws or regulations for making one or more offer(s) or invitation(s) to subscribe to Secured or Unsecured Bonds/Non-Convertible Debentures (NCDs)/other Debt Securities of upto Rs. 500.00 crores on private placement basis, in one or more tranches on such terms and conditions as the Board of Directors of the Company including the Committee of Directors or any other Committee of the Board, may from time to time determine or consider proper, within the overall borrowing limits of the Company, as approved by the members, from time to time.			

Place :

Date :

Signature(s) of the shareholder(s)/
Authorised Representative

E-voting:

EVEN (E-Voting Event Number)	LOGIN ID	PASSWORD

Last date for receipt of Postal Ballot form : April 21, 2017

Note : Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer 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 (✓) 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 21st April, 2017 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 17th March, 2017.
10. The result of the Postal Ballot will be declared on 24th April, 2017 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.