

NOTICE

Notice is hereby given that the 30th Annual General Meeting of the members of Uniply Decor Limited will be held on Wednesday, the September 26, 2018 at 9.30 AM at The Music Academy (Kasturi Srinivasan Hall) # Old No. 306, New No. 168 T.T.K. Road, Royapettah, Chennai 600 014 to transact the following business:

ORDINARY BUSINESS

1. To Receive, Consider and Adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Mr. Sethuraman Srinivasan (DIN: 03175616), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s. Lily & Geetha Associates, Chartered Accountants, Statutory Auditors of the Company:

To ratify the appointment of Auditors and in this regard to consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of sections 139, 142 and other applicable provisions of the Companies Act, 2013, the rules made thereunder, the resolution earlier passed by the members of the Company in their meeting held on September 27, 2017, appointing M/s. Lily & Geetha Associates, Chartered Accountant (Firm Registration No.006982S) as Statutory Auditors of the Company for a term of five years and to hold office till conclusion of the 34th Annual General Meeting to be held in the year 2022, subject to ratification by the members in the every Annual General Meeting, be and is hereby ratified to the extent it is required/ applicable under the provision of the Companies Act 2013, on such remuneration as may be determined by the Board of Directors."

SPECIAL BUSINESS

4. **Approval of Revised Remuneration of Mr. Keshav Narayan Kantamneni (DIN: 06378064), as the Executive Chairman of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company, upon recommendation of the Board of Directors, Nomination and Remuneration Committee and Audit Committee the consolidated remuneration of Mr. Keshav Narayan Kantamneni be and is hereby revised from ₹12,00,000/- (Rupees Twelve Lakhs) per annum to ₹48,00,000/- (Rupees Forty Eight Lakhs) per annum for the remaining period of his tenure as Chairman w.e.f. 01.02.2018.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year(s), during the tenure of Mr. Keshav Narayan Kantamneni as Executive Chairman of the Company, the above mentioned remuneration be paid to Mr. Keshav Narayan Kantamneni, as minimum remuneration, subject to the approval of Central Government, if necessary.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to alter or vary the remuneration within the provisions of Schedule V of the Companies Act, 2013 to the extent the Board or Committee thereof may consider appropriate, as may be permitted or authorized in accordance with any provisions under Companies Act, 2013 or schedule appended thereto and settle any question or difficulty in connection therewith and incidental thereto.

RESOLVED FURTHER THAT any of the Director, Company Secretary and Compliance Officer of the Company be and are hereby, jointly/ severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. **Approval of Revised Remuneration of Mr. Sethuraman Srinivasan (DIN: 03175616), Managing Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company, upon recommendation of the Board of Directors, Nomination and

Remuneration Committee and Audit Committee the consolidated remuneration of Mr. Srinivasan Sethuraman, Managing Director be and is hereby revised from ₹1,68,00,000/- (Rupees One Crore Sixty-Eight Lakhs) per annum to ₹78,00,000/- (Rupees Seventy-Eight Lakhs) per annum for the remaining period of his tenure as Managing Director w.e.f. 01.02.2018.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year(s), during the tenure of Mr. Sethuraman Srinivasan as Managing Director of the Company, the above mentioned remuneration be paid to Mr. Sethuraman Srinivasan, as minimum remuneration, subject to the approval of Central Government, if necessary.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to alter or vary the remuneration within the provisions of Schedule V of the Companies Act, 2013 to the extent the Board or Committee thereof may consider appropriate, as may be permitted or authorized in accordance with any provisions under Companies Act, 2013 or schedule appended thereto and settle any question or difficulty in connection therewith and incidental thereto.

RESOLVED FURTHER THAT any of the Director, Company Secretary and Compliance Officer of the Company be and are hereby, jointly/ severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To Re-appoint Subrahmaniya Shivam R (DIN: 02393209) as an Independent Director

To consider and if though fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Including any statutory modifications or re-enactments thereof, for the time being in force), Mr. Subrahmaniya Shivam R (DIN: 02393209), who was appointed as an Independent Director and who holds office as an Independent Director upto March 31, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold the office of the Independent Director for the Second term for

a period of 5 (Five) consecutive years i.e. from April 01, 2019 to March 31, 2024.

RESOLVED FURTHER THAT any of the Director, Company Secretary and Compliance Officer of the Company be and are hereby, jointly/ severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. Approval of Material Related Party transactions with Uniply Industries Limited & Vector Projects (India) Pvt Ltd.

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time ("the Act"), read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Regulations"), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, 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 any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), to ratify / approve all existing contracts / arrangements / agreements / transactions and to enter into new/ further contracts / arrangements / agreements / transactions (including any modifications, alterations or amendments thereto), in the ordinary course of business and on arm's length basis with Uniply Industries Limited & Vector Projects (India) Pvt Ltd 'Related Parties' within the meaning of the Act and the Regulations, as more particularly enumerated in the explanatory statement to the Notice and on such terms and conditions as may be agreed between the Company and Uniply Industries Limited & Vector Projects (India) Pvt Ltd.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

8. TO AUTHORIZE BOARD OF DIRECTORS TO MAKE LOAN(S) AND/ OR GIVE ANY GUARANTEE(S)/PROVIDE ANY SECURITY(IES) UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

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

"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) authorized 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 ₹750.00 Crores (Rupees Seven Hundred Fifty Crores Only).

RESOLVED FURTHER THAT any of the Director, Company Secretary and Compliance Officer of the Company be and are hereby, jointly/ severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. AUTHORISATION TO BORROW FUNDS IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 180(1)(c) OF COMPANIES ACT, 2013.

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

"RESOLVED THAT pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of

the shareholders be and is hereby given to the Board of Directors to borrow any sums of money from time to time from any one or more persons, firms, bodies corporate, Banks or financial institutions whether by way of cash credit, advance or deposits, loans or bill discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether, movable or stock-in trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress or all or any of the undertakings of the Company notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of ₹750.00 Crores (Rupees Seven Hundred Fifty Crores Only).

RESOLVED FURTHER THAT any of the Director, Company Secretary and Compliance Officer of the Company be and are hereby, jointly/ severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

10. AUTHORISATION TO CREATE CHARGE/ MORTGAGE IN THE ASSETS OF THE COMPANY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 180(1)(a) OF COMPANIES ACT, 2013.

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

"RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company, to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or rupee/ foreign currency convertible bonds and/or bonds with share warrants attached (hereinafter collectively referred to

as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not, at any time exceed ₹750.00 Crores (Rupees Seven Hundred Fifty Crores Only).

RESOLVED FURTHER THAT any of the Director, Company Secretary and Compliance Officer of the Company be and are hereby, jointly/

severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Place: Chennai
Date: 14.08.2018

By order of the Board
For Uniply Decor Limited
Mr. Sunil Kumar Deo
Company Secretary
ACS: 34281

NOTES

1. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. Proxies, in order to be effective should be lodged with the Company at the Registered Office not less than 48 hours before the meeting.
 2. A person can act as a proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
 3. Corporate members are requested to send to the Company's rights. A Member holding more than ten percent of the total share capital of the Company carrying registered office a duly certified copy of the Board resolution, pursuant to section 113 of the Companies Act, 2013, authorizing their representative(s) to attend and vote at the Annual General Meeting.
 4. The relative explanatory Statement as required under Sec. 102 of the Companies Act, 2013, in respect of the Business under Item Nos. 4 to 10 the accompanying Notice are annexed hereto.
 5. Members are requested to bring their admission slips along with copy of the Annual Report to the Annual General Meeting.
 6. Members holding shares in the physical form are requested to notify / send the following to Company to facilitate better servicing:
 - a) Any change in their address / mandate / bank details,
 - ii) Particulars of their bank account, in case the same have not been furnished earlier, and
 - iii) Share certificates held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such share holdings into a single account.
- b) We draw your attention to the circular issued by Securities and Exchange Board of India (SEBI) No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20/04/2018. SEBI, in point no. 12 (ii) of the Annexure to its circular had directed all the listed companies to send a communication to all its shareholders through their Registrars and Transfer agents (RTA), who are holding shares in physical form and obtain copy of the PAN of all the holders and Bank account details of the first / sole shareholder of the Company.
- These guidelines are issued by SEBI to streamline and strengthen the procedures and processes with regard to handling and maintenance of records, transfer of securities and payment of dividend/interest/redemption by the RTAs, Issuer Companies and Bankers to Issue.
- To enable us to update the PAN and Bank account details, we request you to kindly submit the following documents within 21 days:
- Copy of self-attested PAN card of the shareholders including joint holders, if any in the format attached

- Bank A/c details of the first/sole shareholder, as per the Bank Mandate format attached
- Original cancelled cheque leaf with the name of the first/sole shareholder printed on it or copy of bank passbook showing name & account details of the account holder attested by the bank manager

On receipt of the above documents, we will update the same in our records.

Kindly note that in case of dividend declaration by the Company, all dividends including past unpaid dividends, if any, will be directly credited to the bank account furnished by you. It is not out of place to mention here that under section 124 (6) of the Companies Act 2013, if dividends remain unpaid / unclaimed for a period of seven consecutive years then the underlying shares are also liable to be transferred to the A/c of IEPF authority.

We also request you to kindly arrange to send us the first/sole shareholders email Id for sending future communications as per the format attached.

7. The Register of Members and Transfer Registers will remain closed from 20.09.2018 to 26.09.2018 (both days inclusive).
8. Members are requested to:
 - i) Write to the Company at least seven days before the date of the Meeting, in case they desire any information as regards the Audited Accounts for the financial year ended 31.03.2018, so as to enable the Company to keep the information ready.
 - ii) Quote registered folio number or Client ID in all the correspondence.
 - iii) Send all share transfer lodgments (physical mode) / correspondence to the Registrar and Share Transfer Agents of the Company.
9. Pursuant to Section 101 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can the notice of General Meeting and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same by coordinating RTA of the Company i.e. Cameo Corporate Services Limited. Members of the Company,

who have registered their e-mail address, are entitled to receive such communication in physical form upon request.

10. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners at the close of business hours of Wednesday, September 19, 2018. The e-voting period will commence at 9.00 a.m. on Sunday, September 23, 2018 and will end at 5.00 p.m. on Tuesday, September 25, 2018. The Company has appointed Lakshmi Subramanian & Associates, Practicing Company Secretaries, to act as the Scrutinizer, for conducting the scrutiny of the votes casted through Remote E-voting and Ballot at the Venue of the Annual General Meeting. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.
11. 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 Remote 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 Remote e-voting is optional.
12. Kindly note that the Members can opt for only one mode of voting i.e., either by Remote e-voting or by Ballot at the Venue of the Annual General Meeting. If the Members opt for Remote e-voting, then they should not vote by Ballot at the Venue of the Annual General Meeting. However, in case Members cast their vote by Remote e-voting and by Ballot at the Venue of the Annual General Meeting, then voting done through Remote e-voting shall prevail and voting done by Ballot at the Venue of the Annual General Meeting will be treated as invalid.
13. 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 24.08.2018.
14. Members can vote using e-voting facility provided by www.evotingindia.com, (please read the instructions given in the notice for details), whose names appear in the Register of Members / list of Beneficial Owners at the close of business hours of Wednesday,

September 19, 2018. The e-voting period will commence at 9.00 a.m. on Sunday, September 23, 2018 and will end at 5.00 p.m. on Tuesday, September 25, 2018. The e-voting module shall be disabled by CDSL for voting thereafter.

PROCEDURE FOR REMOTE E-VOTING

The Company has entered into an arrangement with Central Depository Services (India) Limited ("CDSL") for facilitating remote e-voting for Postal Ballot Notice. The instructions for remote e-voting are as under:

(a) In case of Members receiving an e-mail from CDSL:

The instructions for shareholders voting electronically are as under:

- i. The shareholders should log on to the e-voting website www.evotingindia.com.
- ii. Click on Shareholders.
- iii. 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.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. 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.
- vi. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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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> <p>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.</p> <ul style="list-style-type: none"> 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.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If 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).
	<p>vii. After entering these details appropriately, click on "SUBMIT" tab.</p> <p>viii. 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.</p> <p>ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.</p> <p>x. Click on the EVSN for UNIPLY DECOR LIMITED to vote.</p>

- xi. 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.
 - xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - xiii. 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.
 - xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - xvi. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - xvii. 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 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.
- xviii. 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.
- In case of members receiving the physical copy:
- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) Above to cast vote.
 - (B) The voting period will commence at 9.00 a.m. on Sunday, September 23, 2018 and will end at 5.00 p.m. on Tuesday, September 25, 2018. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (C) The e-voting module shall be disabled by CDSL for voting thereafter.

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the business mentioned at Item Nos. 4 to 10 of the accompanying Notice dated 14.08.2018.

Item No. 4

Mr. Keshav Narayan Kantamneni, was appointed as Executive Chairman of the Company on June 26, 2017 for a period of three years and the same was ratified by the members of the Company at the 29th Annual General Meeting of the Company held on September 27, 2017. Further the Members at their 29th Annual General Meeting approved gross remuneration of ₹12,00,000/- (Rupees Twelve Lakhs) per annum for Mr. Keshav Narayan Kantamneni, Executive Chairman w.e.f. October 1, 2017. The Chairman has extended dedicated and meritorious services and significant contribution to the overall growth of the Company. Therefore, the Board is of the view that the remuneration of the Chairman should be revised to ₹48,00,000/- (Rupees Forty-Eight Lakhs) per annum with effect from February 1, 2018 for the remaining period of his appointment, in case of inadequacy or absence of profits, subject to the approval of the Central Government, if required.

In view of this, it is proposed to seek approval of the members by means of a special resolution.

Except, Mr. Keshav Narayan Kantamneni, no other Directors or Key Managerial Personnel or their relatives are in any way concerned/ interested in the above resolution except to their position and shareholding, if any.

Item No. 5

Mr. Sethuraman Srinivasan, was appointed as Managing Director of the Company on June 26, 2017 for a period of three years and the same was ratified by the members of the Company at the 29th Annual General Meeting of the Company held on September 27, 2017. Further the Members at their 29th Annual General Meeting approved gross remuneration of ₹1,68,00,000/- (Rupees One Crore Sixty Eight Lakhs) per annum for Mr. Sethuraman Srinivasan, Managing Director w.e.f. October 1, 2017. Now the Board is of the view that the remuneration of the Managing Director should be revised to ₹78,00,000/- (Rupees Seventy-Eight Lakhs) per annum with effect from February 1, 2018 for the remaining period of his appointment, in case of inadequacy or

absence of profits, subject to the approval of the Central Government, if required.

In view of this, it is proposed to seek approval of the members by means of a special resolution.

Except, Mr. Srinivasan Sethuraman, no other Directors or Key Managerial Personnel or their relatives are in any way concerned/ interested in the above resolution except to their position and shareholding, if any.

Item No. 6

Mr. Subrahmaniya Shivam R (DIN: 02393209) was appointed as an Independent Director of the Company, not liable to retire by rotation at the 26th Annual General Meeting of the Company held on September 11, 2014 for a term of five consecutive years commencing from April 01, 2014 which is due to expire on March 31, 2019.

As per Section 149(10) of the Companies Act, 2013 ("the Act"), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

In accordance with the aforesaid provisions the Nomination and Remuneration Committee and the Board of Directors reviewed, considered his rich experience, continued valuable guidance to the management and strong Board performance and recommended the re-appointment of Mr. Subrahmaniya Shivam R, for the second term as an Independent Director on the Board of the Company for a period of 5 years upto March 31, 2024.

Mr. Subrahmaniya Shivam R, has confirmed that he is not disqualified in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director of the Company. The necessary declarations as required under the Companies Act, 2013 have been received. The copy of the draft letter of appointment of the Independent Director setting out the terms and conditions are available for inspection by members at the registered office of the Company.

The Board of Directors further confirms that in its opinion, the Independent Director possesses the relevant skills, rich experience and fulfills the conditions specified in the Act for such reappointment and is independent of the management of the Company.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Subrahmaniya Shivam R and his relatives concerned or interested in the proposed resolution except to the extent of their shareholding in the Company.

Name of the Director	Subrahmaniya Shivam R
DIN	02393209
Date of birth	15/12/1958
Date of appointment	31/10/2008
Expertise in specific functional area	Over 30 years of experience in the field of accounts, finance, audit and taxation.
Qualification	He is a Follow Chartered Accountant, Company Secretary & Cost Accountant
Board Membership of other Companies as on 31.07.2018	Otco International Limited
Member of Committees of the Board	Chairman Audit Committee & Member of SRC, NRC of Uniply Decor Limited
Chairman / member of the Committee of Directors of the other Companies in which he is a Director as on 31.07.2018	Nil
No. of Shares held in the Company as on 31.07.2018	NIL

Item No. 7

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of ordinary resolution, in case certain transactions with related parties exceeds such sum as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the Ordinary course of business and on arm's length basis.

However, pursuant to Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), approval of the members through ordinary resolution is required for all material related party transactions, even if they are entered into in the ordinary course of business and on arm's

length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a Financial Year exceed 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

All the Related Party Transactions entered into by the Company are on arm's length basis and in the ordinary course of business and approval of the Audit Committee / Board is obtained, wherever required.

The transaction(s) entered into by the Company, together with the transactions already entered with Uniply Industries Limited ("UIL"), the promoter Company and Vector Projects (I) Pvt Ltd ("VPIPL") the wholly owned subsidiary company of the promoter Company, qualifies to be a Material Related Party transaction under Listing Regulations.

The Company has existing arrangements with UIL & VPIPL, which is in the ordinary course of business. However, the value of transactions with UIL & VPIPL in respect of Financial Year 2017-18 and estimated value of transaction from next financial year onwards is likely to exceed 10% of the annual consolidated turnover of the Company, based on the audited financial statements for year ended March 31, 2018. UIL & VPIPL being the Promoter Company and Wholly Subsidiary Company of the Promoter Company respectively are the 'Related Parties' as per definition under Section 2(76) of the Companies Act, 2013.

UIL & VPIPL is currently having the following transactions with the Company:

The particulars of the contract / arrangement with UIL & VPIPL are as under:

Particulars	Information	
Name of the Related Party	Uniply Industries Ltd	Vector Project (I) Pvt Ltd
Nature of Relationship	Promoter	Group
Nature of Contract	Sales/Purchase/ Service/Advance/ Guarantee/Security	Sales/Purchase/ Service/Advance/ Guarantee/Security
Duration of Contract Arrangement	1 year	1 year
Salient features of Contract	Normal trade under ordinary course of business	Normal trade under ordinary course of business

Date of Approval of the Board / Audit Committee	29.05.2018	29.05.2018
Value of Transaction for the year ended March 31, 2018	291,45,30,487	60,38,49,838
Estimated Value of Transactions for the FY 2018-19	200,00,00,000	100,00,00,000

Based on past trend, the transactions as described above are likely to exceed 10% of the Annual Consolidated Turnover as per last audited financial statements of the Company and may exceed the materiality threshold as prescribed under Regulation 23 of the Listing Regulations. Thus, these transactions would require the approval of the Members by way of an ordinary resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Directors recommend the resolution for approval by the members.

Item No. 8

Under the provisions of Section 186 of the Companies Act, 2013 the power to make loan(s) and/or give any guarantee(s)/provide any security (ies) in connection with loan(s) made to and to make investments in shares, debentures and/or any other securities of other body corporates, in excess of the limits prescribed, can be exercised by the Board only with the consent of the shareholders obtained by means of a Special Resolution.

In order to support its business activities, the Company may i) giving loans to any person or other body corporate; ii) giving of guarantee or providing security in connection with a loan to any other body corporate or person; and / or iii) for acquiring whether by way of subscription, purchase or otherwise, the securities including shares, debentures etc. of any other body corporate. As such, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution for the authorizing the Board to exercise aforesaid powers, 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, up to

maximum limit of ₹750.00 Crores (Rupees Seven Hundred Fifty Crores Only) over and above the limits prescribed under the said section.

In view of this, it is proposed to seek approval of the members by means of a special resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned/ interested in the above resolution except to their position and shareholding, if any.

ITEM NO.9 & 10

Under the provisions of Section 180(1)(c) of the Companies Act, 2013, it is necessary to obtain approval of the shareholders by means of Special Resolution(s) to enable the Board of Directors of the Company to make borrowings, exceeding the aggregate of the paid up capital and free reserves of the Company but up to ₹750.00 crores at any point of time.

Under the provisions of Section 180(1)(a) of the Companies Act, 2013, it is necessary to obtain approval of the shareholders by means of Special Resolution(s) to enable the Board of Directors of the Company for the creation of a mortgage or charge for the said borrowings, as security by way of mortgage /hypothecation on the Company's assets in favour of lending agencies and trustees for the amounts to be borrowed to the extent of ₹750.00 crores.

The approval of the Members for the said borrowings and creation of a mortgage or charge for the said borrowing is therefore now being sought, by way of a Special Resolutions, pursuant to Section 180(1)(c) and 180(1)(a) of the Act respectively.

In view of this, it is proposed to seek approval of the members by means of a special resolution.

The Board recommends the Resolution as set out at Item no.9 & 10 of the Notice as a Special Resolution, for approval of the Members.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned/ interested in the above resolution except to their position and shareholding, if any.

By order of the Board

For Uniply Decor Limited

Mr. Sunil Kumar Deo

Company Secretary

ACS: 34281

Place: Chennai
Date: 14.08.2018

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT/ WHOSE REMUNERATION IS PROPOSED TO BE REVISED (ORDINARY/ SPECIAL BUSINESS IN THE NOTICE)

Name of the Director	Keshav Narayan Kantamneni	Srinivasan Sethuraman
DIN	06378064	03175616
Date of birth	04.09.1983	21.02.1971
Date of appointment/ reappointment	26.06.2017	26.06.2017
Expertise in specific functional area	About 15 Years of experience in General Management, Finance & Banking and Management Consulting.	Chartered Accountant, over 20 years of rich experience in the field of project finance, Merger & Acquisition, Audit, accounts, taxation and management consultancy
Qualification	BE, PGDM, MBA	Chartered Accountant
Board Membership of other Companies as on 31.07.2018	<ol style="list-style-type: none"> 1. Uniply Industries Limited 2. Foundation Outsourcing India Private Limited 3. Artmatrix Furnitures Private Limited 4. Fourshore Advanced Metal Forgings Private Limited 5. Vector Cyber Parks Private Limited 6. Vector Infrastructure Project Solutions Limited 7. Fourshore BPO Private Limited 8. KKN Advisors LLP 	<ol style="list-style-type: none"> 1. Uniply Industries Limited 2. Foundation Outsourcing India Private Limited 3. Artmatrix Furnitures Private Limited 4. Uniply Blaze Private Limited 5. Fourshore Advanced Metal Forgings Private Limited 6. Vector Cyber Parks Private Limited 7. Vector Projects (India) Private Limited 8. Forge Point Limited 9. Fourshore BPO Private Limited 10. KASG Finnaissance Consulting Private Limited
Member of Committees of the Board	Nil	Nil
Chairman / member of the Committee of Directors of the other Companies in which he is a Director as on 31.07.2018	Uniply Industries Limited	Nil
No. of Shares held in the Company as on 14.08.2018	-	-

STATEMENT PURSUANT TO CLAUSE (B) OF SECTION II OF PART-II OF SCHEDULE V OF THE COMPANIES ACT, 2013 for the item No. 4 & 5.

I		GENERAL INFORMATION
01	Nature of Industry.	Manufacturing of Plywood and allied products.
02	Date of Commencement of Commercial Production.	December 14, 1988
03	In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	NA
04	Financial performance based on given indicators.	The details of financial performance of the Company for the years 2016-17 and 2017-18 are provided in the Annual Report 2018 which accompanies this Notice
05	Foreign Investments or Collaborators, if any.	The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company. Foreign investors, mainly comprising NRIs, FIIs and Foreign Nationals are investors in the Company on account of past issuances of securities/ secondary market purchases. The Company has no foreign Subsidiary

II		INFORMATION ABOUT THE APPOINTEE	
		Keshav Narayan Kantamneni	Sethuraman Srinivasan
01	Background Details	Mr. Keshav Narayan Kantamneni completed his engineering degree in computer science from Anna University in Chennai, and his MBA from the Kellogg School of Management, USA. He has over 15 years of experience in General Management, Finance, Banking, Mergers & Acquisitions and Management Consultancy.	Mr. Sethuraman Srinivasan is a Graduate in Physics and also a Chartered Accountant. He headed the Investment Banking and Corporate Finance business for a Private Family conglomerate, and has led M&A deals in USA, Europe and Asia Pacific Regions. He has over 2 decades of experience.
02	Past Remuneration	Details of past remuneration are presented above in the explanatory statement	Details of past remuneration are presented above in the explanatory statement
03	Recognition or awards	Under the leadership of Mr. Keshav Narayan Kantamneni, your Company's financial performance has increased significantly. The Company now has a PAN-India presence and is well poised for the future growth.	Under the leadership of Mr. Srinivasan Sethuraman, your Company's financial performance has increased significantly. The Company now has a PAN-India presence and is well poised for the future growth.
04	Job profile and his suitability	Taking into consideration his background and the Company's performance. The Board has full confidence in his leadership abilities.	Taking into consideration his background and the Company's performance. The Board has full confidence in his leadership abilities.
05	Remuneration proposed	Details of proposed remuneration are presented in the resolution and also in the statement under Section 102 of the Companies Act, 2013	Details of proposed remuneration are presented in the resolution and also in the statement under Section 102 of the Companies Act, 2013

II		INFORMATION ABOUT THE APPOINTEE	
		Keshav Narayan Kantamneni	Sethuraman Srinivasan
06	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the size of Company's operations, the proposed remuneration is commensurate with the industry	Considering the size of Company's operations, the proposed remuneration is commensurate with the industry
07	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Promoter of the Promoter Company	None
III		OTHER INFORMATION	
01	Reasons of loss or inadequate profits	The Company is in the process of consolidating its activities. The Company continues to invest in infrastructure, people and systems.	
02	Steps taken or proposed to be taken for Improvement	The Company has opted to raise funds by way of equity restricting borrowing costs. The Company has invested in its leadership team who are contributing significantly to better the performance of the Company	
03	Expected increase in productivity and profits in measurable terms.	The aforesaid steps taken / to be taken by the Company are expected to improve the Company's performance and profitability in the coming period.	



UNIPLY DECOR LIMITED

CIN: L65910TN1988PLC016616, Mail id: uvboards@yahoo.com
Regd. Office: #572, Anna Salai, Teynampet, Chennai – 600 018

MGT-11 Proxy form

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies
(Management and Administration) Rules, 2014]

Name of the member (s) :	
Registered address :	
E-mail Id:	
Folio No/ Client Id :	
DP ID :	

I/We, being the member (s) of shares of the above named company, hereby appoint

- Name: Address:
.....
E-mail Id: Signature:....., or failing him
- Name: Address:
.....
E-mail Id: Signature:....., or failing him
- Name: Address:
.....
E-mail Id: Signature:.....



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on Wednesday, the 26th Day of September 2018 at 9.30 A.M. at Music Academy (Kasturi Srinivasan Hall) # Old No. 306, New No. 168, T.T.K. Road, Royapettah, Chennai, Tamil Nadu-600014 and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolutions	I assent to the resolution	I dissent from the resolution
1	To Receive, Consider and Adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and Auditors' thereon.		
2	To appoint a Director in place of Mr. Sethuraman Srinivasan (DIN: 03175616), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.		
3	To ratify the appointment of M/s. Lily & Geetha Associates, Chartered Accountants, Statutory Auditors of the Company		
4	Approval of Revised Remuneration of Mr. Keshav Narayan Kantamneni as the Executive Chairman of the Company		
5	Approval of Revised Remuneration of Mr. Sethuraman Srinivasan Managing Director of the Company		
6	To re-appoint Mr. Subramaniya Sivam R as an Independent Director.		
7	Approval of Material Related Party transactions with Uniply Industries Limited & Vector Projects (India) Pvt Ltd		
8	To authorize board of directors to make loan(s) and/or give any guarantee(s)/provide any security(ies) under section 186 of the companies act, 2013		
9	Authorisation to borrow funds in excess of limits specified under section 180(1)(c) of companies act, 2013		
10	Authorisation to create charge/ mortgage in the assets of the company in excess of limits specified under section 180(1)(a) of companies act, 2013		

Signed this..... day of..... 2018

Signature of shareholder

Signature of Proxy holder(s)

AFFIX
REVENUE
STAMP

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



UNIPLY DECOR LIMITED

CIN: L65910TN1988PLC016616, Mail id: uvboards@yahoo.com
Regd. Office: #572, Anna Salai, Teynampet, Chennai – 600 018

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Name of Attending Member

Folio No.....No. of Shares.....DP ID.....

Client ID.....

I do hereby register my presence at the Annual General Meeting of the Company.

Venue:	Music Academy (Kasturi Srinivasan Hall) # Old No. 306, New No. 168, T.T.K. Road, Royapettah, Chennai, Tamil Nadu-600014
Date:	26.09.2018
Time:	9.30 A.M

Signature of Member / Proxy

REQUEST TO MEMBERS

1. Members and their proxies/ Body Corporate should bring their attendance slip duly filed in for attending the meeting.
2. Members are requested to bring their copies of Notice to the meeting.



IMPORTANT & URGENT FOR IMMEDIATE ACTION BY THE SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM

Dear Shareholder,

14th August 2018

Sub: To Update PAN, Email ID & Bank Details

This has reference to the shares held by you in the company, we draw your attention to the Circular issued by Securities and Exchange Board of India (SEBI) No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20/04/2018. SEBI, had directed all the listed companies to send a Communication to all its shareholders who are holding shares in physical form through their Registrars and Transfer agents (RTA), to obtain copy of the Permanent Account Number Card of all the holders, Email Id of the first / sole shareholder and Bank account details of the first / sole shareholder of the company.

These guidelines have been issued by SEBI to streamline and strengthen the procedures and processes with regard to with regard to handling and maintenance of records, transfer of securities and payment of dividend/interest/redemption by the RTAs, Issuer Companies and Bankers to Issue.

To enable us to update the PAN, Email Id and Bank account details, therefore requested to return the duly filled in and signed form provided along with requisite documents within 21 days from the date of receipt of this letter.

Kindly, note that in case of dividend declaration by the company, all dividends including past unpaid dividends, if any, will be directly credited to the bank account furnished by you. It is not out of place to mention here that under section 124 (6) of the Companies Act 2013, if dividends remain unpaid / unclaimed for a period of seven consecutive years then the underlying shares are also liable to be transferred to the A/c of IEPF authority. Hence, we request you to kindly submit the documents sought immediately.

Further, we draw your attention to the notification issued by SEBI dated 08.06.2018 amending Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Pursuant to this any request for effecting transfer of securities in physical form shall not be processed except in case of transmission or transposition of securities

unless the securities are held in Demat form. Hence, the company / RTA would not be in a position to accept / process the requests for transfer of shares held in physical form with effect from 04.12.2018. We therefore request you to take immediate steps for dematerializing your shareholding in the company. As you may be aware holding shares in dematerialized form offers host of benefits like enhanced security, ease of handling, faster transfers, exemption from stamp duty and eliminating bad deliveries. In view of the above and in order to ensure that you are able to deal in the securities hassle-free, kindly take steps for dematerializing the shares at the earliest.

In case if you have any queries or need any assistance in this regard, please contact our RTA:

Cameo Corporate Services Limited

Subramanian Building, No.1
Club House Road, Near Spencers Signal on Anna Salai
Chennai, Tamil Nadu 600002
Ph: 044-28460390 (5 Lines)
Email: investor@cameoindia.com
www.cameoindia.com

Thanking you,

Yours sincerely,

For Uniply Decor Limited

Sd/-

Sunil Kumar Deo
Company Secretary
M No. 34281

Encl : As above

BANK DETAILS, EMAIL ID & PAN ETC. REGISTRATION FORM

To,
Cameo Corporate Services Limited
Subramanian Building, No.1
Club House Road
Near Spencers Signal on Anna Salai
Chennai, Tamil Nadu 600002

Dear Sir

I/ We furnish below our folio details along with PAN, email, Mobile No. and Bank mandate details for updation and confirmation of doing the needful. I/we are enclosing the self-attested copies of PAN cards of all the holders, original cancelled cheque leaf, Bank pass book and address proof viz., Aadhaar card, as required for updation of the details:

Name of the Company	Uniply Décor Limited
Folio No	

PAN MANDATE FORM

First/ Sole Shareholder Name		PAN1																	
First Jt. holder Name		PAN2																	
Second Jt. holder Name		PAN3																	
Third Jt. holder Name		PAN4																	

(SELF-ATTESTED COPIES OF PAN CARD ENCLOSED HEREWITH)

BANK MANDATE FORM

Name of the Bank	
Branch Name and Address	
Bank A/c Type (SB/ Current)	
Bank A/c No.	
Bankers MICR ECS Code No.	
Bankers IFSC Code	

(ORIGINAL CANCELLED CHEQUE LEAF WITH THE NAME OF SHAREHOLDER PRINTED ATTACHED HEREWITH)

EMAIL REGISTRATION FORM

Email Id	
Mobile No.	

I hereby state that :

- a. The Particulars of PAN, E-mail, Mobile No. & Bank Account details are correct and complete.
- b. authorise the Company/RTA to credit my dividend on the shares held by me directly to my above bank account mentioned herein above, whenever declared.
- c. convey my consent to receive all communications, Annual Report / Notice of the Meetings and such other communications from the company through e-mail instead of a hard copy.

.....
SIGNATURE OF THE FIRST/SOLE SHAREHOLDER:



ROUTE MAP TO THE VENUE OF THE MEETING

