



UV BOARDS LIMITED

Regd Office & Factory : 1/138, Ellamman Koil Street,
Athipedu Village, Azhinjivakkam PO, Chennai - 600 067.
INDIA. Phone : +91 44 2798 4127, +91 44 2798 4678
Email : uvboards@vsnl.net, Web : www.uvboards.in

Unit II : No.2, Uthiramerur Road, Melapalayam PO,
Karunkuzhi, Madhuranthakam Taluk, Kanchipuram Dist,
Tamilnadu - 603 303. INDIA. Phone : +91 44 2756 7155
CIN : L65910TN1988PLCO16616 PAN : AAACP1839P

Date: 24.04.2017

Bombay Stock Exchange Limited
25th Floor, Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai-400001

Dear Sir/Madam,

SUB: SUBMISSION OF COPY OF POSTAL BALLOT NOTICE DATED 18.04.2017

REF: SCRIP CODE: 526957

Please find attached the copy of Postal Ballot Notice dated 18.04.2017. The dispatch of the same has been completed on today i.e., 24.04.2017 to the shareholders holding shares as on 14.04.2017 i.e. cutoff date.

This is for your information and record.

Yours faithfully,

For UV BOARDS LIMITED

Authorised Signatory

Encl: As above



The Mark of
Responsible Forestry





UV BOARDS LIMITED

1/138, Ellamman Kovil Street, Athipedu Village, Azhinjivakkam, P.O. Sholavaram, Chennai - 600 067.

CIN : L65910TN1988PLC016616

Email : uvboards@vsnl.net Website : www.uvboards.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. UV Boards 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 25th May, 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.uvboards.in besides communicated to the BSE 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 28th May 2017.

SPECIAL BUSINESS– RECLASSIFICATION OF SHAREHOLDING PATTERN SUBSEQUENT TO OPEN OFFER

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, the approval of the members of the Company be and is hereby accorded for reclassifying the existing shareholding pattern by inducting M/s. Uniply Industries Limited as promoter of the company and removing the name of M/s. Dugar Mercandise Pvt Ltd from the promoter category, as per clause 35 of listing agreement entered with BSE within the meaning and definition of "promoter" as defined in SEBI (SAST) Regulations, 2011 as amended consequent upon acquisition of 13,38,984 equity shares by M/s. Uniply Industries Limited from the existing promoter M/s. Dugar Mercandise Pvt Ltd and 214 shares from market through open offer and have control over the management affairs of the company in terms of Open Offer under regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011 as amended and all other applicable provisions and further M/s. Dugar Mercandise Pvt Ltd will not have any control over the affairs of the company except as a public shareholder to the extent of their shareholding.

RESOLVED FURTHER THAT the Board and/or the Company Secretary be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution. "

Place : Chennai
Date : 18th April, 2017

By Order of the Board
For **UV BOARDS LIMITED**

Company Secretary

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 14.04.2017
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 9.00 a.m. on Wednesday, 26th April, 2017 and will end at 5.00 p.m. on Thursday, 25th May, 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 9.00 a.m. on Wednesday, 26th April, 2017 and will end at 5.00 p.m. on Thursday, 25th May, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 14.04.2017 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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)	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. <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: 18th April, 2017

By order of the Board
For **UV BOARDS LIMITED**

Company Secretary

ANNEXURE TO NOTICE

Explanatory Statement

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

RECLASSIFICATION OF SHAREHOLDING PATTERN SUBSEQUENT TO OPEN OFFER:

The Shareholders are aware that M/s. Dugar Mercandise Pvt Ltd and M/s. Uniply Industries Limited have entered into a share purchase agreement dated 20.05.2016. As per the said agreement M/s. Uniply Industries Limited will acquired 13,38,984 Equity shares and taken over management control over the company from M/s. Dugar Mercandise Pvt Ltd. Accordingly M/s. Uniply Industries Limited had given an open offer to the shareholders of M/s UV Boards Ltd to acquire 26% equity shares of the company and to have control over management of the company vide Letter Of Offer dated 06.12.2016. The said open offer was opened on 16.12.2016 and was closed on 29.12.2016. In the open offer only 214 shares were tendered and the same was accepted by M/s. Uniply Industries Limited. Post open offer M/s. Uniply Industries holding is 13,39,198 equity shares i.e 8.78% of the paid up share capital of the company and has also taken control over the management affairs of company. Accordingly M/s. Uniply Industries Ltd is desirous of classifying them as the sole promoter of the company removing M/s. Dugar Mercandise Pvt Ltd from the promoter as per clause 35 of listing agreement entered with BSE and within the meaning and definition of “promoter” as defined in SEBI (SAST) Regulations, 2011 as amended.

As per Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, reclassification of promoter pursuant to open offer may be permitted subject to the approval of shareholders. Accordingly a resolution has been brought in the notice seeking member’s approval for change/reclassifying promoter of the company. M/s. Uniply Industries Limited shall be the sole promoter and shall have management control over the affairs of the company. M/s. Dugar Mercandise Pvt Ltd shall be reclassified as public shareholder and shall not have any direct/indirect control over the company financially or otherwise except to their shareholding, if any.

None of the Directors, Key Managerial personnel and their relatives are interested in the above resolution except to their shareholding if any.

The Board recommends the resolution for approval of the members.

Place : Chennai
Date : 18th April, 2017

By Order of the Board
For **UV BOARDS LIMITED**

Company Secretary



UV BOARDS LIMITED

1/138, Ellamman Kovil Street, Athipedu Village, Azhinjivakkam, P.O. Sholavaram, Chennai - 600 067.
CIN : L65910TN1988PLC016616

Email : uvboards@vsnl.net Website : www.uvboards.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 18th April , 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.	RECLASSIFICATION OF SHAREHOLDING PATTERN SUBSEQUENT TO OPEN OFFER: M/s. Uniply Industries Limited shall be classified as promoter with control over the management affairs of the company and M/s. Dugar Mercandise Pvt Ltd shall be reclassified as a public shareholder without any control over the management affairs of the company.			

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 : 25th May, 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 25th May, 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 14thApril, 2017.
10. The result of the Postal Ballot will be declared on 28thMay, 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.
16. E-voting: The Company is pleased to provide e-voting facility as an alternate method of voting to all the shareholders of the Company to enable them to cast their votes electronically instead of through physical Postal Ballot Form. E-voting is optional.

Detailed e-voting instructions are given in the Postal Ballot Notice dated 18thApril, 2017. The e-voting window is open from 9.00 a.m. on 26th April, 2017 till 5.00 p.m. on 25th May, 2017. In case a member has voted through E-voting facility, he does not need to send the physical Postal Ballot Form. In case a member casts his vote through E-voting facility, as well as, sends his vote through physical postal ballot, the vote cast through physical postal ballot will NOT be considered and the voting through e-voting shall only be considered by the Scrutiniser. Members are requested to refer to the Postal Ballot Notice and notes and instructions thereto, for detailed instructions with respect to electronic voting.