Uniply

Date: 16.12.2017

Bombay Stock Exchange Limited, 25th Floor, Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai – 400 001 **Scrip Code: 532646**	**The National Stock Exchange Limited,** Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 **Scrip Code: UNIPLY**

Dear Sir/Madam,

SUB: INTIMATION UNDER REGULATION 30 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Please note that the Board of Directors of the Company at its meeting held today i.e. December 16, 2017 has approved the Scheme of Arrangement/Amalgamation under Section 230-232 of the Companies Act, 2013 of **Vector Projects (India) Private Limited (The Wholly Owned Subsidiary)** with **Uniply Industries Limited (The Parent Company)** and with their respective shareholders and Creditors.

The Scheme is subject to the requisite statutory/regulatory approvals including the approval of National Company Law Tribunal.

We enclose herewith the details required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 in Annexure for the above mentioned Scheme.

The meeting commenced at 2.30 pm and ended at 3.30 pm.

Thanking you,

Yours Sincerely,

FOR UNIPLY INDUSTRIES LIMITED

Chief Compliance Officer

Encl: As above

UNIPLY INDUSTRIES LIMITED CHENNAI

Uniply Industries Limited
Registered Office : #572, Anna Salai, Teynampet, Chennai - 600 018, India. T +91 44 24362019 F +91 44 24362018 W www.uniply.in
E-mail : info@uniply.in PAN : AAACU1411A CIN : L20293TN1996PLC036484 GST : 33AAACU1411A1ZC

Scheme of Arrangement/Amalgamation of Vector Projects (India) Private Limited with Uniply Industries Limited:

Sr. No.	Details of Events that need to be provided	Information of such Events
1.	Name of the Entity forming part of amalgamation/merger, details in brief such as size, turnover etc.	Vector Projects (India) Private Limited ("hereinafter referred ad VPIPL") is a wholly owned subsidiary of Uniply Industries Limited (UIL). The annual turnover and Paid Up Equity Share Capital of VPIPL as at March 31, 2017 is Rs.252.10 crores and Rs. 5.00 crores respectively.
2.	Whether the transaction would fall within related party transaction(s)? If yes, whether the same is done at arm's length	Yes, the transaction would fall within related party transactions and the same is done at arm's length. However the Scheme Arrangement/Amalgamation is between the wholly owned subsidiary and its parent holding company and no shares would be issued to discharge the consideration pursuant to the Scheme. Hence, no valuation report is required from an Independent Chartered Accountant under SEBI Circular dated March 10, 2017.
3.	Area of business of the entities	UIL is a well-established Company engaged in the Business of ply wood manufacturing and the business of architects, designers, builders and interior designers. The Equity Shares of the Company are listed on BSE Limited and NSE Limited. VPIPL is the Wholly Owned Subsidiary Company of UIL and engaged in the business of architects, designers, builders and interior designers.
4.	Rationale for the merger	The Rationale of Scheme of Arrangement/Amalgamation of UIL with VPIPL is as mentioned below: 1. Greater efficiency in overall combined business including economies of scale, efficiency of operations, cash flow management 2. More productive and optimum utilization of various resources by pooling of the managerial, technical and financial resources 3. Reduction in the multiplicity of legal and regulatory compliances 4. Intend to achieve larger product portfolio, economies of scale, efficiency, optimization of logistic and distribution network
5.	In case of Cash Consideration – amount or otherwise share exchange ratio	Not Applicable
6.	Brief details of change in shareholding pattern (if any) of listed entity	Not Applicable

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