Uniply

Manager - Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
BandraKurla Complex, Bandra (E),
Mumbai - 400 051

Date: 06.02.2018

Kind Attn: Mr. Sailee Pawaskar

Dear Sir,

We refer to your queries dated 05.02.2018 on our Board Meeting Outcome dated 31.01.2018.

Our pointwise reply is as below:

1. Brief details of change in shareholding pattern (if any) of listed entity - **Upon merger of Forge Point Limited with the Company, the shareholding pattern of the company shall be changed to the extent of shares to be allotted to the shareholders of Transferor entity and same shall be shared in due course. However, in any case, the composition of promoters/non-promoters in the transferee company shall be within the ambit of law.**

2. In case of cash consideration amount or otherwise share entitlement/exchange ratio; - **The valuation and share swap ratio shall be based on SEBI, RBI and other applicable laws which shall be shared with you in due course.**

3. Rationale for amalgamation/ merger; - **To bolster our building solution and interior infrastructure business we are merging Forge Point Ltd which is in metal product business**

4. Area of business of the entity (ies); - **The main business of entity is into metal products**

5. Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"; - **Yes, the merger transaction shall fall under related party transaction and shall be done at "arm length".**

6. Brief profile (in case of appointment); **Mr. Raghuram Nath a qualified Company Secretary from the Institute of Companies Secretaries of India bearing membership No. ACS18635. He is also holding Law Degree from Utkal Univeristy and MBA (Finance) from the Institute of Madras. He is having overall 15 years plus handful experience in Secretarial, Legal and other corporate matters. He has been appointed as Company Secretary & Compliance Officer of the Company w.e.f.31.01.2018.**

UNIPLY INDUSTRIES LIMITED CHENNAI

Uniply Decor Limited (formerly UV Boards Ltd.)
Registered Office : #572, Anna Salai, Teynampet, Chennai - 600 018, India. T +91 44 24340025 / 24362019 F +91 44 24362018 W www.uniply.in
E-mail : info@uniply.in PAN : AAACP1839P CIN : L65910TN1988PLCO16616 GST : 33AAACP1839P1Z6

7. Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief) – **M/s. Artmatrix is a Malaysian company incorporated in the year 2006. The Company is in the business of Designing and manufacture of office and institutional furniture and have Global presence. The Gross Revenue of the Company is MR 51.48 million, MR 51.98 million & MR 60.01 million for the year 2015, 2016 & 2017 respectively. More information about the company can be viewed from the website http://www.artmatrix.com.my.**

8. Percentage of shareholding / control acquired and / or number of shares acquired; - **At present Uniply Industries Limited doesn't hold any shares in Artmatrix. The Board has given in principal approval to merge Artmatrix with Uniply Industries Limited. The Merger shall be in compliance with the applicable laws. Necessary details of such merger shall be shared with the Exchanges in due course.**

9. Nature of consideration - whether cash consideration or share swap and details of the same; - **Merger shall be under share exchange swap and the shall be arrived at as per applicable laws.**

10. Cost of acquisition or the price at which the shares are acquired – **The valuation and share swap ratio shall be based on SEBI, RBI and other applicable laws which shall be shared with you in due course.**

11. Indicative time period for completion of the acquisition; -**The Board has considered the acquisition proposal which is in in-principle stage and expected to complete the process within a period of 1 year.**

12. Brief details of any governmental or regulatory approvals required for the acquisition; - **Yes, the company will comply FEMA overseas Investment Regulations, if any.**

13. Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity); - **To bolster our building solution and interior infrastructure business we are merging Artmatrix which is in the business of manufacturing of furniture and interior fit out.**

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14. Industry to which the entity being acquired belongs; - **Building Solution**

15. Whether the acquisition would fall within related party transactions and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"; - **Yes, the promoter(s) shall have shareholding interest and transaction shall fall under related party transaction and shall be done at "arm length"**

16. Name of the target entity, details in brief such as size, turnover etc - **The Board has considered the acquisition proposal which is in in-principle stage, the complete details shall be shared in due course**

Please note the Board has considered the proposal of Merger & Acquisition which are in in-principle stage and necessary Scheme with other particulars shall be shared with the Exchanges in due course.

Thanking you,

Yours Sincerely.
For Uniply Industries Limited

Raghuram Nath
Company Secretary & Compliance Officer

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