PUBLIC ANNOUNCEMENT UNDER REGULATIONS 3 (1) AND 4 READ WITH REGULATION 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, (THE "SEBI (SAST) REGULATIONS")

FOR THE ATTENTION OF THE SHAREHOLDERS OF UNIPLY INDUSTRIES LIMITED

Open Offer for acquisition of up to 4501574 Equity Shares, representing 26% of the total paid-up equity share capital of Uniply Industries Limited, ("Target Company") from the Public Shareholders (as defined below) of the Target Company by Mr. Keshav Kantamneni ("Hereinafter referred to as "Acquirer") for the purpose of this Open Offer.

On **16th of February 2015**, the Acquirer signed a Share Purchase Agreement (**"SPA"**) with the Sellers/Promoters (as mentioned in paragraph 4 below) of the Target Company to acquire 6245189 equity shares constituting 36.07% of the fully paid up Equity Share Capital of the Target Company along with complete control and management of the target company. Presently Acquirer does not hold any equity shares of Target Company. Consequently, the Acquirer shall acquire substantial shares/ voting rights along with control over the management and affairs of the Target Company after the successful completion of open offer.

This Public Announcement ("**Public Announcement**" or "**PA**") is being issued by D & A Financial Services (P) Limited ("**Manager to the Offer**") for and on behalf of the Acquirer to the equity shareholders of the Target Company excluding the parties to the SPA, persons acting in concert or deemed to be acting in concert with these parties ("**Public Shareholders**") pursuant to and in compliance with, amongst others, Regulation 3(1) and 4 of the SEBI (SAST) Regulations, 2011.

1. Offer Details

a) **Size:** The Acquirer hereby makes this Open Offer to the Public Shareholders of the Target Company to acquire up to **4501574** fully paid up Equity Shares of face value of Rs.10/- (Rupee Ten only) each of the Target Company ("**Equity Shares**") constituting 26% of the fully paid up equity share capital of the Target Company ("**Offer Size**").

b) **Price / Consideration:** The Offer Price of Rs 13.50 (Rupees Thirteen and Fifty Paisa Only) per equity share is calculated in accordance with Regulation 8(2) of the SAST Regulations ("**Offer Price**"), aggregating to a consideration of up to Rs.6,07,71,249/- (Rupees Six Crore Seven Lakhs Seventy One Thousand Two Hundred Fourty Nine) assuming full acceptance.

c) **Mode of Payment:** The Offer Price is payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.

d) **Type of Offer:** The Offer is in compliance with Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations.

2. Transaction which has triggered the open offer obligations (Underlying Transaction)

Details of Underlying Transaction						
Types of Transaction (Direct/ Indirect	Mode of Transaction (Agreement/Allotment/ Market Purchase)	Shares / Voting rights acquired/ proposed to be acquired		Total Consideration of shares/ Voting Rights (VR) acquired (Rs. In Lakhs)	Mode of Payment (Cash / Securities)	Regulation which has triggered
		Number	% vis a vis Total Equity / Voting Capital			
Direct	Mr. B L Bengani (Acquisition through SPA)	4472693*	25.83%	250.00	Cash	Regulations 3(1) & 4 of the SEBI (SAST) Regulations
	M/s Dugar Mercandise Private Limited (Acquisition through SPA)	1772496	10.24%			
	Total	**6245189**	**36.07%**			

***Out of 4472693 Equity Shares held by Mr. B L Bengani (Seller), 3590936 equity shares had been pledged to State Bank of India for the Loan facility provided by the bank to the Target Company. The balance of 881757 equity shares held by sellers is free from lien. Acquisition of pledged shares is subject to approval / consent of State Bank of India and is further subject to imposition of such conditions as may be stipulated by the lender Bank, while granting approval / consent based on the loan policy of the lender Bank.**

3. Acquirer

Details	Acquirer 1	Total
Name of Acquirer	Mr. Keshav Kantamneni (PAN: AMKPK0279R)	
Address	19, Lakshmi Talkies Road, Shenoy Nagar, Chennai, Tamil Nadu, India – 600030	-
Name(s) of persons in control/promoters of Acquirer where Acquirer are Companies	N.A	-
Name of the Group, if any, to which the Acquirer belongs to	Nil	-
Pre Transaction shareholding Number % of total share capital	 Nil N.A	 Nil N.A
Proposed shareholding after the acquisition of shares which triggered the Open Offer	6245189 equity shares constituting 36.07% of the total paid up share capital of the Target Company.	6245189 equity shares constituting 36.07% of the total paid up share capital of the Target Company.
Any other interest in the Target Company	Nil	No

4. Details of Selling Shareholders (Together the "Sellers")

Name of the Selling Shareholders	Part of promoter group (Yes/ No)	Details of shares / voting rights held by the selling shareholders			
		Pre Transaction		Post Transaction	
		Number of Shares	%	Number of Shares	%
Mr. B L Bengani	Yes	4472693	25.83	Nil	Not Applicable
Dugar Merchandise (P) Limited	Yes	1772496	10.24	Nil	Not Applicable

5. Target Company

(a) **Name:** Uniply Industries Limited

(b)**Registered Office Address:** 69, Nelveli Village, Uthiramerur Block, Kancheepuram, Tamil Nadu 603107

(c) **Exchanges where listed:** The Equity Shares are listed on the Bombay Stock Exchange Limited and The National Stock Exchange of India Limited.

6. Other Details

(a) The Detailed Public Statement ("**DPS**") to be issued in accordance with Regulation 13(4) of the SAST Regulations shall be published by February 25 2015. The DPS shall contain details of the Offer including the detailed information of the Offer Price, detailed information on the Acquirer / ~~PAC~~ and Target Company, detailed reasons for the Offer, statutory approvals required for the Offer, details of financial arrangements, other terms of the Offer, conditions to the Offer and conditions precedent to the SPA.

(b) The Acquirers undertake that they are aware of and will comply with their obligations under the SAST Regulations and that they have adequate financial resources to meet their obligations under the Offer.

(c) The Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SAST Regulations

(d) This PA is not being issued pursuant to a competing offer in terms of Regulation 20 of the SAST Regulations

(e) Completion of the Offer and the underlying transaction, as envisaged under the SPA, is subject to the satisfaction or waiver, if applicable, of the conditions precedent set out in the SPA, including receipt of required statutory approvals, if any.

Issued by the Manager to the Offer on behalf of the Acquirer

Manager to the Offer
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Contact Person: Mr. Balakrishnan Iyer
Place: Mumbai
Date: February 16, 2015