Pre-Offer Advertisement under Regulation 18(7) in terms of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

UNIPLY INDUSTRIES LIMITED

(THE "TARGET COMPANY")

Registered Office: 69, Nelveli Village, Uthiramerur Block, Kancheepuram, Tamil Nadu 603107,
Tel No : 044-3720 4142; **Fax No :** 044-2660 2273

This Advertisement ("**Pre Offer Advertisement**") is being issued by D&A Financial Services (P) Ltd. ("**Manager to the Offer**"), on behalf of Mr. Keshav Kantamneni ("**Acquirer**") pursuant to and in compliance to Regulation 18(7) of the SEBI (SAST) Regulations 2011 and subsequent amendments thereto (SEBI SAST Regulations,2011) in respect of the Open Offer to acquire up to 45,01,574 (Forty Five Lakhs One Thousand Five Hundred Seventy Four) fully paid up equity shares of face value of ₹ 10 each, constituting 26% of the voting share capital of Uniply Industries Limited (hereinafter referred to as "Target Company"). The Detailed Public Statement ("DPS") with respect to the aforementioned Offer was made on Wednesday, February 25, 2015 and was published in the following newspapers:

Publication	Editions
Financial Express (English)	All Editions
Jansatta (Hindi)	All Editions
Mumbai Lakshadweep (Marathi)	Mumbai Edition
Makkal Kural (Tamil)	Chennai Edition

Subsequently, the corrigendum to DPS/DLOO was published on May 6, 2015 in the same newspapers in which the DPS was published.

1. The Offer price is ₹ 13.50 (Rupees Thirteen and Fifty Paisa only) per fully paid up Equity Share of Face Value of ₹ 10.00 (Rupees Ten Each Only) of the Target Company. There has been no revision in the Offer Price.
2. The Committee of Independent Directors of the Target Company (the "IDC") has recommended that the Offer Price of ₹ 13.50 (Rupees Thirteen and Fifty Paisa Only) per Share is fair and reasonable and is in line with SEBI SAST Regulations 2011. The recommendations of the IDC were published on 11 May, 2015 in the same newspapers in which the DPS was published.
3. This Offer is not a competing Offer in terms of Regulations 20 of the SEBI (SAST) Regulations, 2011.
4. The Letter of Offer dated April 30, 2015 has been dispatched to the eligible shareholders of the Target Company on May 5, 2015 (Tuesday)
5. The Letter of Offer along with Form of Acceptance –cum- Acknowledgement ('Form of Acceptance') would also be available at SEBI website (http://www.sebi.gov.in). Further, in case of non-receipt/non-availability of the form of acceptance, the application can be made on plain paper along with the following details:
   a) **In case of physical shares:** Name, address, distinctive numbers, folio nos. number of shares tendered/withdrawn.
   b) **In case of dematerialized shares:** Name, address, number of shares tendered/withdrawn, DP name, DP ID, Beneficiary account no. and a photocopy of delivery instruction in "off market" mode or counterfoil of the delivery instruction in "off market" mode, duly acknowledged by the DP in favour of the Depository Escrow Account, details of which are given below:

Depository Participant Name	HDFC Bank Ltd
DP ID	IN301549
Client ID	51414051
Account Name	BSPL-Escrow A/c- UIL Open Offer
Depository	NSDL

6. In terms of Regulation 16(1) of the SEBI (SAST) Regulations, 2011, the Draft Letter of Offer was submitted to SEBI on Wednesday, March 04, 2015. All observations received from SEBI by way of their letter no. CFD/DCR-2/SKS/11550/2015 dated April 24, 2015 in terms of Regulation 16(4) of the SEBI (SAST) Regulations has been incorporated in the LOF and a Corrigendum to DPS/DLOO was published on May 6, 2015 in the same newspapers in which the DPS was published.
7. There have been no material changes in relation to the Open Offer since the date of the Public Announcement ("**PA**"), save as otherwise disclosed in the DPS, Letter of Offer and Corrigendum/(s).
8. As on date,
   a) In terms of a loan sanction letter no RM-III/291 dated February 7, 2014 issued by State Bank of India, Chennai to the Company, an NoC from SBI was required for change in management of the Company. On a specific request of the Company, guarantors and the Acquirer, SBI vide its letter number RM-III/22 dated May 12, 2015 has accorded its NoC for change in management of the Company.
   The NoC is subject to compliance of certain conditions, which shall be complied by the Company, guarantors and the Acquirer at the relevant point of time in due course.
   b) To the best knowledge and belief of the Acquirer, as of the date of this Pre Offer Advertisement, there are no other statutory approvals required to implement this Offer. If any other statutory approvals are required or become applicable prior to the completion of the Offer, the Offer shall also be subject to the receipt of such other statutory approvals.
9. The Schedule of activities under this Offer is as follows:

Sr. No.	Activities	Date
1	Date of Issuance of Public Announcement ("PA")	February 16, 2015 (Monday)
2	Date of Publication of Detailed Public Statement ("DPS") in the newspaper	February 25, 2015 (Wednesday)
3	Date of Filing of the Draft Letter of Offer to SEBI	March 04, 2015 (Wednesday)
4	Last Date for the Public Announcement of a Competing Offer(s) being made	March 19, 2015 (Thursday)
5	Identified Date*	April 28, 2015 (Tuesday)
6	Last Date by which this Letter of Offer is required to be dispatched to the public shareholders	May 07, 2015 (Thursday)
7	Last Date for upward revision of the Offer Price/ offer size.	May 11, 2015 (Monday)
8	Last Date by which the committee of the independent directors of the Target Company (the "Board of Directors") shall give its recommendations.	May 12, 2015 (Tuesday)
9	Date of Issue opening Advertisement to be published	May 13, 2015 (Wednesday)
10	Date of Commencement of Tendering Period (Offer Opening date)	May 14, 2015 (Thursday)
11	Date of Expiry of Tendering Period (Offer Closing date)	May 27, 2015 (Wednesday)
12	Date by which all requirements including payment of consideration would be completed	June 10, 2015 (Wednesday)

*The Identified Date is only for the purpose of determining the Equity Shareholders as on such date to whom the Letter of Offer would be mailed. It is clarified that all the equity shareholders of the Target Company (registered or unregistered) of the Equity Shares (except the Acquirer, Sellers and promoter group shareholders of the Target Company) are eligible to participate in this Offer at any time prior to the Offer Closing Date.

10. Capitalized terms used but not defined in this Advertisement shall have the same meanings assigned to terms in the Public Announcement and/or DPS and/or DLOO and/or LOF and/or Corrigendum to DPS and DLOO.
11. The Acquirer accepts full responsibility for the information contained in this Pre Offer Advertisement and also will be responsible for the fulfillment of the obligations under the Offer and as laid down in SEBI (SAST) Regulations and subsequent amendments thereto.
12. This Pre Offer Advertisement will also be available on SEBI's website at www.sebi.gov.in.

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

D & A FINANCIAL SERVICES (P) LIMITED
A – 304, Dalamal Tower, Free Press Journal Marg,
Nariman Point, Mumbai – 400021.
Tel: 022-67478998; **Fax:** 022-67478995
Contact Person: Mr. Balakrishnan Iyer
E-mail: balakrishnan.iyer@dnafinserv.com

Place: Mumbai
Date: May 12, 2015

Raka

Size: 12x26 cm.