

June 22, 2023

To,

BSE Limited

Phiroze Jeebhoy Towers,

Dalal Street,

Mumbai – 400 001

Scrip Code: 541503

Sub: Open Offer for the acquisition of Equity Shares from the Public Shareholders of Unick Fix-A-Form and Printers Limited (“Target Company”) by Kamini Bhupen Vasa (“Acquirer-1”), Nicky Hemen Vasa (“Acquirer-2”) and Priyank Hemen Vasa (“Acquirer-3”) (collectively referred to as “Acquirers”) (“Open Offer”)

Dear Sir / Madam,

We wish to inform you that in accordance with Regulation 12(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (**the “SEBI (SAST) Regulations”**) we, Vivro Financial Services Private Limited, have been appointed as Manager to the Open Offer by the Acquirers.

In compliance with Regulation 15(1) of the SEBI (SAST) Regulations, please find enclosed herewith a copy of the Public Announcement for the Open Offer by the Acquirer and PACs for the acquisition of Equity Shares from the Public Shareholders of the Target Company pursuant to Regulation 3(2) and 3(3) of the SEBI (SAST) Regulations.

Capitalized terms used in this letter unless defined herein shall have the same meanings as ascribed to them in the enclosed Public Announcement.

Request you to kindly take the same on record and upload it on your website.

Thanking you

Yours faithfully,

For, Vivro Financial Services Private Limited



Jayesh Vithlani
Sr. Vice President



Encl.: Public Announcement

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF UNICK FIX-A-FORM AND PRINTERS LIMITED (“TARGET COMPANY”, “UNICK”, OR “TC”) UNDER REGULATIONS 3(2) and 3(3) READ WITH REGULATION 15(1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THEREOF (“SEBI (SAST) REGULATIONS”).

Open Offer for acquisition of up to 14,26,100 (Fourteen Lakhs Twenty-Six Thousand One Hundred) fully paid-up equity shares of face value of ₹10/- each (“Equity Shares”) representing 26.00 % of total issued, subscribed, paid up and voting equity share capital (“Equity Share Capital”) of the Target Company from the Public Shareholders of Unick Fix-A-Form and Printers Limited by Kamini Bhupen Vasa (“Acquirer-1”); Nicky Hemen Vasa (“Acquirer-2”) and Priyank Hemen Vasa (“Acquirer-3”) (collectively referred to as “Acquirers”) pursuant to and in compliance with the requirements of the SEBI (SAST) Regulations (the “Open Offer” or “Offer”).

This Public Announcement (“PA”) is being issued by **Vivro Financial Services Private Limited (“Manager to the Offer”)** for and on behalf of the Acquirers to the Public Shareholders of the Target Company pursuant to and in compliance with, Regulations 3(2) and 3(3) read with Regulation 13, 14, 15(1) and other applicable provisions of the SEBI (SAST) Regulations.

For the purpose of this Public Announcement “**Public Shareholders**” shall mean all the public shareholders of the Target Company who are eligible to tender their Equity Shares in the Offer, except the Acquirers, Seller, existing members of the promoter and promoter group of the Target Company and persons deemed to be acting in concert with such parties to the SPA, pursuant to and in compliance with the SEBI (SAST) Regulations.

1. Offer Details

- 1.1. **Offer Size (No. of Equity shares):** The Open Offer is being made by the Acquirers for acquisition of up to 14,26,100 (Fourteen Lakhs Twenty-Six Thousand One Hundred) Equity Shares constituting 26.00% of the Equity Share Capital of the Target Company at a price of ₹ 36/- per Offer Shares aggregating to a total consideration of ₹ 5,13,39,600 (Rupees Five Crore Thirteen lakh Thirty-Nine Thousand Six Hundred Only) (assuming full acceptance) (the “**Offer Size**”) subject to the terms and conditions mentioned in this Public Announcement and to be set out in the detailed public statement (“**DPS**”) and the letter of offer (“**LOF**”) that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
- 1.2. **Offer Price / Consideration:** The Open Offer is made at a price of ₹ 36/- (Rupees Thirty-Six Only) per Equity Shares determined in accordance with Regulation 8(1) and 8(2) of the SEBI (SAST) Regulations. Assuming full acceptance, the total consideration payable by the Acquirers under the Open Offer will be ₹ 5,13,39,600 (Rupees Five Crore Thirteen Lakh Thirty-Nine Thousand Six Hundred Only).
- 1.3. **Mode of payment (cash/ security):** The Offer Price is payable in cash, in accordance with the provision of Regulation 9(1) (a) of the SEBI (SAST) Regulations.
- 1.4. **Type of offer (Triggered offer, voluntary offer/ competing offer etc.):** Triggered Offer, this Open Offer is mandatory offer pursuant to triggering of Regulations 3(2) and 3(3) of the SEBI (SAST) Regulations. This Open Offer is not subject to any minimum level of acceptance.

2. Transaction which has triggered the Open Offer obligations (Underlying Transaction)

Details of underlying transaction						
Type of Transaction (direct/ indirect)	Mode of Transaction (Agreement/ Allotment/ market purchase)	Shares / Voting rights acquired/ proposed to be acquired		Total Consideration for shares / Voting Rights acquired (In ₹)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% of total equity / voting capital			
Direct	A Share Purchase Agreement dated June 22, 2023 entered into between the Acquirers, Target Company and Fix-A-Form International Limited (referred to as "Seller").	19,70,400	35.92	₹ 3,94,08,000/-	Cash	Regulations 3(2) and 3(3) of SEBI (SAST) Regulations.

3. Acquirers and PACs:

Details		Acquirer 1 ⁽¹⁾	Acquirer 2 ⁽¹⁾	Acquirer 3 ⁽¹⁾	Total
Name of Acquirers		Kamini Bhupen Vasa	Nicky Hemen Vasa	Priyank Hemen Vasa ⁽³⁾	3
Address		243, Satyagrah Chhavani, Lane-12, Sector-6, Satellite Road, Ahmedabad, Gujarat – 380015.			-
Name(s) of persons in control/promoters of Acquirer control/ PAC where Acquirer/PAC are companies		Not Applicable			
Name of the Group, if any, to which the Acquirers belong to		The Acquirers do not belong to any group.			
Pre-transaction shareholding	No. of Equity Shares	5,04,750	6,76,990	Nil	11,81,740
	% of total equity / voting capital	9.20%	12.34%	Nil	21.54%
Proposed shareholding after acquisition of shares which Triggered the Open Offer	No. of Equity Shares	14,89,950	13,82,190	2,80,000	31,52,140
	% of total equity / voting capital	27.16%	25.20%	5.10%	57.47%
Any other interest in the Target Company		Acquirer 1 and Acquirer 2 are the member of the promoter of the Target Company. Acquirer 3 is a son of Acquirer 2 and whole-time director in the Target Company.			

1. While Hemen Navnit Vasa and Bhupen Navnit Vasa being promoters may be deemed to be acting in concert with the Acquirers in terms of Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations ("Deemed PACs"), however, such Deemed PACs are not acting in concert with the Acquirers for the purpose of this Open Offer, within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations.
2. Details of Deemed PACs who are members of the Promoter Group along with the Acquirers are as given below:

Name	Relationship / Association	Shareholding in Target Company	
		No. of Shares	%
Hemen Navnit Vasa	Promoter	3,00,510	5.48
Bhupen Navnit Vasa	Promoter	4,72,750	8.62
Total		7,73,260	14.10

3. Acquirer-3 will be classified as a promoter of the Target Company along with the existing promoters and promoter group of the Target Company, on the consummation of the SPA and in accordance with the SEBI (SAST) Regulations and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018.

4. Details of selling shareholder ('Seller');

The Acquirers have entered into the Share Purchase Agreement ("SPA") with the Seller and the Target Company, on June 22, 2023, for acquisition of 19,70,400 Equity Shares ("Sale Shares") of ₹ 10/- each representing 35.92 % of the Equity Share Capital of Target Company at a price of ₹ 20/- (Rupees Twenty Only) per Equity Share aggregating to ₹ 3,94,08,000/- (Rupees Three Crore Ninety-Four Lakh Eight Thousand Only), subject to the terms and conditions as mentioned in the SPA. The details of the Seller is as stated hereunder:

Sr. No	Name of Selling Shareholders	Part of Promoter Group (Yes/No)	Details of Shares/ Voting Rights held by the Selling Shareholder			
			Pre-Transaction		Post Transaction	
			No. of Shares	% ⁽¹⁾	No. of Shares	%
1	Fix-A-Form International Limited	No	19,70,400	35.92	Nil	Nil
	Total		19,70,400	35.92	Nil	Nil

5. Target Company:

Name of the Company:	Unick Fix-A-Form and Printers Limited
Registered Office:	Block No. 472, Tajpur Road, Changodar, Tal. Sanand, Dist. Ahmedabad, Gujarat – 382213, India.
CIN:	L25200GJ1993PLC019158
Exchange where Listed:	BSE Limited

The Equity Shares of the Target Company are currently listed and traded on BSE Limited ("BSE") with Scrip ID as "UNICK" and Scrip code as "541503".

6. Other Details:

- 6.1. The DPS will be published on or before June 30, 2023 in accordance with Regulation 13(4), 14(3) and 15(2) of SEBI SAST Regulations. The DPS shall, inter alia, contain details of the Open Offer including the reasons and the background of the Offer, detailed information on the Offer Price, details of the SPA, the Acquirers and the Target Company, relevant statutory and regulatory approvals subject to the time period under the SEBI (SAST) Regulations for the Open Offer, relevant conditions (including the conditions precedent) as specified under the SPA and details of financial arrangements, other terms of the Open Offer and the conditions to the Open Offer.
- 6.2. The Acquirers intend to retain the listing status of the Target Company and no delisting offer is proposed to be made.
- 6.3. The Acquirers accept full responsibility for the information contained in this PA. The Acquirers undertake that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations. The Acquirers

have adequate financial resources to meet the obligations under the Open Offer and have made firm financial arrangements for financing the acquisition of Equity Shares under the Open Offer.

- 6.4. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations and is not a competitive bid in terms of Regulation 20 of the SEBI (SAST) Regulations.
- 6.5. All the information pertaining to the Target Company in this Public Announcement has been obtained from publicly available sources or provided by the Target Company. All the information pertaining to the Seller contained in this PA has been obtained from them and the accuracy thereof related to all has not been independently verified by the Manager.
- 6.6. In this PA, all references to ₹ are references to the Indian Rupees.

Issued by Manager to the Offer



Vivro Financial Services Private Limited

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Tel No.: 079-4040 4242

Email: investors@vivro.net,

Website: www.vivro.net

SEBI Reg. No. MB/INM000010122,

CIN: U67120GJ1996PTC029182

Contact Person: Shivam Patel / Hardik Vanpariya

For & on behalf of:

Sd/-

Kamini Bhupen Vasa

Acquirer - 1

Sd/-

Nicky Hemen Vasa

Acquirer - 2

Sd/-

Priyank Hemen Vasa

Acquirer - 3

Place: Ahmedabad

Date: June 22, 2023.