

Date: June 22, 2023

To,
BSE Limited
Phiroze Jeebhoy Towers, Dalal Street,
Mumbai – 400 001
Scrip Code: 541503

Dear Sir/Madam,

Sub: Outcome of the meeting of the Board of Directors of Unick Fix-A-Form and Printers Limited (“Company”) held on Thursday, June 22, 2023

Ref. Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”)

In accordance with provisions of Regulation 30 read with Schedule III of the SEBI LODR Regulations, we would like to inform you that the Board of Directors of the Company at its meeting held today *i.e.*, **Thursday, June 22, 2023**, has *inter-alia* considered and approved the following matter:

1. Execution of the share purchase agreement (“SPA”)

The Board has approved the execution of the share purchase agreement (“SPA”) dated June 22, 2023 amongst Kamini Bhupen Vasa (“Acquirer -1”), Nicky Hemen Vasa (“Acquirer -2”) and Priyank Hemen Vasa (“Acquirer -3”) (together referred as “Acquirers”), Fix-A-Form International Limited (“Seller”) and Company, in terms of which the Seller has agreed to sell 19,70,400 (Nineteen Lakhs Seventy Thousand Four Hundred) fully paid equity shares of Rs. 10/- constituting 35.92% of the total issued, subscribed, paid up and voting equity share capital (“Equity Share Capital”) to the Acquirers at a price of Rs. 20/- per equity share (“Proposed Transaction”), subject to the terms and conditions as set out in SPA. The transaction contemplated under the SPA has triggered an obligation on the Acquirers to make an open offer to the public shareholders of the Company in terms of Regulation 3(2) and 3(3) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Open Offer”).

The information in connection with the SPA, pursuant to Regulation 30 of the SEBI LODR Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, is enclosed as **Annexure A**.

The Disclosures along with the enclosures shall be made available on the Company's website *i.e.*, www.unickfix-a-form.com.

The meeting of the Board of Directors of the Company commenced at 6:00 p.m. (IST) and concluded at 8:45 p.m. (IST).

Kindly take the same on your record and disseminate it on your website.

Thanking you,
Yours faithfully,
For, Unick Fix-A-Form and Printers Limited

Ashth



Ashtha Pandey
Company Secretary and Compliance Officer
Encl.: As above

Annexure A

DISCLOSURE PURSUANT TO PARAGRAPH 2 OF PART A, SCHEDULE III OF THE SEBI LODR REGULATIONS READ WITH THE SEBI CIRCULAR CIR/CFD/CMD/4/2015 DATED SEPTEMBER 9, 2015.

Sr. No.	Particulars	Details																																																				
1	Name(s) of parties with whom the agreement is entered.	<p>The parties to the share purchase agreement (“SPA”) dated June 22, 2023 are as follows:</p> <p>(i) (“Acquirers”)</p> <ol style="list-style-type: none"> Kamini Bhupen Vasa – (Acquirer – 1) Nicky Hemen Vasa – (Acquirer – 2) Priyank Hemen Vasa – (Acquirer – 3) <p>(ii) (“Seller”)</p> <p>Fix-A-Form International Limited</p> <p>(iii) Unick Fix-A-Form and Printers Limited (“Company”);</p>																																																				
2	Purpose of entering into the agreement.	<p>The SPA has been entered into by the Parties pursuant to the following transaction:</p> <p>(i) Seller has agreed to sell 19,70,400 (Nineteen Lakhs Seventy Thousand Four Hundred) equity shares (“Sale Shares”) representing 35.92% to the Acquirers, subject to the terms and conditions as set out in SPA.</p>																																																				
3	Shareholding, if any, in the entity with whom the agreement is executed.	<p>Shareholding of the Seller prior to the Transaction</p> <table border="1"> <thead> <tr> <th rowspan="3">Name</th> <th rowspan="3">Promoter or Promoter Group</th> <th colspan="4">Details of the shares/ voting rights held by the Seller</th> </tr> <tr> <th colspan="2">Pre-SPA Transaction</th> <th colspan="2">Post SPA Transaction</th> </tr> <tr> <th>No. of Shares</th> <th>%</th> <th>No. of Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Fix-A-Form International Limited</td> <td>No (Public Shareholder)</td> <td>19,70,400</td> <td>35.92</td> <td>Nil</td> <td>N.A</td> </tr> </tbody> </table> <p>Shareholding of the Acquirers (Pre and Post Transaction)</p> <table border="1"> <thead> <tr> <th rowspan="3">Name</th> <th rowspan="3">Promoter or Promoter Group</th> <th colspan="4">Details of the shares/ voting rights held by the Seller</th> </tr> <tr> <th colspan="2">Pre-SPA Transaction</th> <th colspan="2">Post SPA Transaction</th> </tr> <tr> <th>No. of Shares</th> <th>%</th> <th>No. of Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Kamini Bhupen Vasa</td> <td>Yes</td> <td>5,04,750</td> <td>9.20</td> <td>14,89,950</td> <td>27.16</td> </tr> <tr> <td>Nicky Hemen Vasa</td> <td>Yes</td> <td>6,76,990</td> <td>12.34</td> <td>13,82,190</td> <td>25.20</td> </tr> <tr> <td>Priyank* Hemen Vasa</td> <td>*</td> <td>Nil</td> <td>Nil</td> <td>2,80,000</td> <td>5.10</td> </tr> </tbody> </table> <p>*Priyank Hemen Vasa is a son of Nicky Hemen Vasa</p>	Name	Promoter or Promoter Group	Details of the shares/ voting rights held by the Seller				Pre-SPA Transaction		Post SPA Transaction		No. of Shares	%	No. of Shares	%	Fix-A-Form International Limited	No (Public Shareholder)	19,70,400	35.92	Nil	N.A	Name	Promoter or Promoter Group	Details of the shares/ voting rights held by the Seller				Pre-SPA Transaction		Post SPA Transaction		No. of Shares	%	No. of Shares	%	Kamini Bhupen Vasa	Yes	5,04,750	9.20	14,89,950	27.16	Nicky Hemen Vasa	Yes	6,76,990	12.34	13,82,190	25.20	Priyank* Hemen Vasa	*	Nil	Nil	2,80,000	5.10
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4	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	<p>The Acquirers shall acquire 19,70,400 (Nineteen Lakhs Seventy Thousand Four Hundred) equity shares representing 35.92% from the Seller.</p> <p>In terms of the SPA, the Acquirer-3 shall be classified as one of the Promoters of the Company in accordance with applicable laws along with the existing members of the Promoters and Promoters group of the Company.</p>																																																				

5	Whether the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	Yes a. Kamini Bhupen Vasa (Acquirer-1) is the existing Promoter and is the wife of Bhupen Navnit Vasa, Promoter of the Company. b. Nicky Hemen Vasa (Acquirer-2) is the existing Promoter and is the wife of Hemen Navnit Vasa, Promoter of the Company. c. Priyank Hemen Vasa (Acquirer-3) is the son of Hemen Navnit Vasa and Acquirer 2. d. The Seller is not related to the Promoter/ Promoter Group/ Group Companies in any manner.
6	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”?	This transaction is not a related party transaction.
8	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Not Applicable
9	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): (a) name of parties to the agreement (b) nature of the agreement (c) date of execution of the agreement (d) details of amendment and impact thereof or reasons of termination and impact thereof.	Not Applicable

For, Unick Fix-A-Form and Printers Limited

Ashtha ..



Ashtha Pandey
Company Secretary and Compliance Officer

Date: June 22, 2023
Place: Ahmedabad