

LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This LoF is sent to you as a shareholder(s) of Unimode Overseas Limited. If you require any clarifications about the action to be taken, you may consult your stock broker or investment consultant or Manager / Registrar to the offer. In case you have recently sold your shares in the Company, please hand over this LoF and the accompanying Form of Acceptance cum acknowledgement and Transfer Deed to the Member of Stock Exchange through whom the said sale was effected."

OPEN OFFER BY

Mr. Satish Kumar Gupta, R/o 48, Ritu Apartments, A-4 Paschim Vihar, Delhi – 110 063, Tel. No. +91-9811031058
("Acquirer 1"),

Mr. Vikas Munjal R/o 676, Ground Floor, Mukherjee Nagar, New Delhi – 110 009, Tel. No. +91-9873778111
("Acquirer 2"),

Mr. Ashish Goel R/o 55A, AD Block, Shalimar Bagh, New Delhi – 110 088, Tel. No. +91-9911105358 ("Acquirer 3")
(Hereinafter collectively referred to as "Acquirers") and

Mrs. Madhu Goyal R/o 109-B, Pocket-F, Mayur Vihar, Phase-II, Delhi – 110 091 Tel. No. 011-22777767 ("PAC")
To

Acquire upto 13,02,732 (Thirteen Lacs Two Thousand Seven Hundred and Thirty Two) Equity Shares of face value of Rs. 10/- each representing 26.00% of the present issued, subscribed and paid up capital of

UNIMODE OVERSEAS LIMITED

Registered Office: 304A/10178, Third Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi – 110 005;
Tel No.: 011-43685156; Fax No.: 011-43685156; Email Id: unimodeoverseaslimited@gmail.com

At a price of Rs. 5.00/- (Rupees Five only) per fully paid up equity share payable in cash, pursuant to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (SEBI (SAST) Regulations, 2011) and subsequent amendments thereof.

1. This offer is being made by the Acquirers along with PAC pursuant to Regulation 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (SEBI (SAST) Regulations, 2011) for substantial acquisition of shares and voting rights accompanied with change in control and management.
2. The Offer is not subject to any minimum level of acceptance.
3. **This Offer is not a Competing Offer.**
4. If there is any upward revision in the Offer Price by the Acquirers along with PAC upto three working days prior to the commencement of the tendering period i.e. upto August 10, 2015, Monday or in the case of withdrawal of offer, the same would be informed by way of the Issue Opening Public Announcement in the same newspapers where the original Detailed Public Statement has appeared. Such revision in the Offer Price would be payable by the acquirers for all the shares validly tendered anytime during the offer.
5. **If there is competing offer:**
The public offers under all the subsisting bids shall open and close on the same date.
6. A copy of Public Announcement, Detailed Public Statement, Letter of Offer (including Form of Acceptance cum Acknowledgement) is also available on SEBI's web-site: www.sebi.gov.in.

FOR PROCEDURE FOR ACCEPTANCE OF THIS OPEN OFFER PLEASE REFER SECTION 8 "PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER" (PAGE NO. 22 to 24). FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT IS ENCLOSED WITH THIS LETTER OF OFFER.

All future correspondence, if any, should be addressed to the Manager / Registrar to the Offer at the following addresses:

| MANAGER TO THE OFFER | REGISTRAR TO THE OFFER |
|---|--|
|  <p>Corporate Professionals WHERE EXCELLENCE IS LAW</p> <p>Corporate Professionals Capital Private Limited</p> <p>CIN: U74899DL2000PTC104508 D-28, South Extension, Part-I, New Delhi – 110 049</p> <p>Contact Person: Mr. Manoj Kumar Ph.: 91-11-40622228 Fax: 91-11-40622201 Email: manoj@indiacp.com SEBI Regn. No: INM000011435</p> | <p>BEETAL</p> <p>BEETAL Financial and Computer Services Private Limited CIN: U67120DL1993PTC052486 BEETAL House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, New Delhi – 110 062</p> <p>Contact Person: Mr. Punit Mittal Ph.: 011-29961281/82/83 Fax: 011-29961284 Email: beetalrta@gmail.com SEBI Regn. No.: INR 000000262</p> |
| Offer Opens On: August 14, 2015, Friday | Offer Closes On: August 28, 2015, Friday |

SCHEDULE OF ACTIVITIES OF THE OFFER

| ACTIVITY | ORIGINAL | REVISED |
|--|-----------------------------|-------------------------------|
| | DATE AND DAY | DATE AND DAY |
| Public Announcement (PA) Date | May 22, 2015, Friday | May 22, 2015, Friday |
| Detailed Public Statement (DPS) Date | May 29, 2015, Friday | May 29, 2015, Friday |
| Last date for a competing offer | June 19, 2015, Friday | June 19, 2015, Friday |
| Identified Date* | July 01, 2015, Wednesday | July 31, 2015, Friday |
| Date by which LoF will be despatched to the shareholders | July 07, 2015, Tuesday | August 10, 2015, Monday |
| Issue Opening PA Date | July 13, 2015, Monday | August 13, 2015, Thursday |
| Last date by which Board of TC shall give its recommendations | July 09, 2015, Thursday | August 11, 2015, Tuesday |
| Date of commencement of tendering period (Offer opening Date) | July 14, 2015, Tuesday | August 14, 2015, Friday |
| Date of expiry of tendering period (Offer closing Date) | July 27, 2015, Monday | August 28, 2015, Friday |
| Date by which all requirements including payment of consideration would be completed | August 10, 2015, Monday | September 11, 2015, Friday |

* Identified Date is only for the purpose of determining the names of the shareholders of the Target Company to whom the Letter of Offer would be sent.

RISK FACTORS

Given below are the risks related to the transaction, proposed Offer and those associated with the Acquirer:

(A) Relating to transaction

The Offer is subject to the compliance of terms and conditions as mentioned in the Share Purchase Agreement (SPA) dated May 22, 2015. In terms of Regulation 23 (1) of SEBI (SAST) Regulations, 2011, if such conditions are not satisfactorily complied with, the Offer would stand withdrawn. The Acquirers along with PAC make no assurance with respect to the market price of the Shares both during the Offer Period and upon the completion of the Offer and disclaim any responsibility with respect to any decision by any Shareholder on whether to participate or not to participate in the Offer.

(B) Relating to the Offer

- 1) In the event that either (a) the regulatory approvals are not received in a timely manner; (b) there is any litigation to stay the offer; or (c) SEBI instructs the Acquirers along with PAC not to proceed with

the Offer, then the Offer proceeds may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the Public Shareholders of UOL, whose shares have been accepted in the offer as well as the return of shares not accepted by the Acquirers along with PAC, may be delayed. In case of delay in receipt of any statutory approval, SEBI has the power to grant extension of time to Acquirers along with PAC for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to Acquirers along with PAC agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations, 2011.

- 2) In the event of over-subscription to the Offer, the acceptance will be on a proportionate basis.
- 3) The tendered shares and the documents would be held in trust by the Registrar to the Offer until the completion of Offer formalities. Accordingly, the Acquirers along with PAC make no assurance with respect to any decision by the shareholders on whether or not to participate in the offer.
- 4) The Acquirers along with PAC and the Manager to the Offer accept no responsibility for statements made otherwise than in the Letter of Offer (LOF)/ Detailed Public Statement (DPS)/Public Announcement (PA) and anyone placing reliance on any other sources of information (not released by the Acquirers along with PAC) would be doing so at his / her / its own risk.
- 5) Shareholders should note that those who have tendered shares in acceptance of the Open Offer shall not be entitled to withdraw such acceptance.

(C) Relating to Acquirers along with PAC

- 1) The Acquirers along with PAC make no assurance with respect to the financial performance of the Target Company and disclaims any responsibility with respect to any decision by the Shareholders on whether or not to participate in the Offer.
- 2) The Acquirers along with PAC make no assurance with respect to their investment/divestment decisions relating to their proposed shareholding in the Target Company.

The risk factors set forth above, pertain to the Offer and are not in relation to the present or future business or operations of the Target Company or any other related matters and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a shareholder in the Offer. Shareholders of UOL are advised to consult their stockbrokers or investment consultants, if any, for analysing all the risks with respect to their participation in the Offer.

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1. DEFINITIONS

| | | |
|-----|--|---|
| 1. | Acquirers or The Acquirers | Mr. Satish Kumar Gupta, Mr. Vikas Munjal and Mr. Ashish Goel |
| 2. | BSE | The BSE Limited |
| 3. | Board of Directors / Board | The Board of Directors of Unimode Overseas Limited |
| 4. | Book Value per share | Net worth / Number of equity shares issued |
| 5. | CDSL | Central Depository Services (India) Limited |
| 6. | Companies Act | The Companies Act, 2013, as amended from time to time |
| 7. | Depository Participant or DP | SMC Global Securities Limited |
| 8. | Detailed Public Statement or DPS | Detailed Public Statement which appeared in the newspapers on May 29, 2015 |
| 9. | DSE | Delhi Stock Exchange Limited |
| 10. | EPS | Profit after Tax / Number of Equity Shares issued |
| 11. | Escrow Agreement | Escrow Agreement dated May 23, 2015 between the Acquirers, Escrow Agent and Manager to the Offer |
| 12. | Escrow Bank/Escrow Agent | YES Bank Limited having its branch office at D-12, South Extn. Part – II, New Delhi – 110 049 |
| 13. | FEMA | The Foreign Exchange Management Act, 1999, as amended or modified from time to time |
| 14. | Form of Acceptance | Form of Acceptance cum Acknowledgement |
| 15. | JSE | Jaipur Stock Exchange Limited |
| 16. | LOO or Letter of Offer or LOF | This Letter of Offer |
| 17. | Manager to the Offer or, Merchant Banker | Corporate Professionals Capital Private Limited |
| 18. | MSE | Madras Stock Exchange Limited |
| 19. | N.A. | Not Available/Not Applicable |
| 20. | NRI | Non Resident Indian |
| 21. | NSDL | National Securities Depository Limited |
| 22. | Offer or The Offer or Open Offer | Open Offer for acquisition of upto 13,02,732 Equity Shares of face value of Rs. 10/- each being 26% of the present issued, subscribed and paid up capital of Target Company at a price of Rs. 5.00/- per Equity share payable in cash |
| 23. | Offer Period | Friday, May 22, 2015 to Friday, September 11, 2015 |
| 24. | Offer Price | Rs. 5.00/- (Rupees Five Only) per fully paid up Equity Share payable in cash |

| | | |
|-----|--|---|
| 25. | PAT | Profit After Tax |
| 26. | Persons eligible to participate in the Offer | Registered shareholders of Unimode Overseas Limited and unregistered shareholders who own the Equity Shares of Unimode Overseas Limited any time prior to the closure of Offer, including the beneficial owners of the shares held in dematerialised form, except the parties to Share Purchase Agreement (“SPA”) dated May 22, 2015. |
| 27. | Public Announcement or PA | Public Announcement submitted to BSE, DSE, JSE and MSE as well as to SEBI on May 22, 2015. |
| 28. | Registrar or Registrar to the Offer | Beetal Financial and Computer Services Private Limited, an entity registered with SEBI under the SEBI (Registrar to Issue and Share Transfer Agents) Regulations, 1993, as amended or modified from time to time. |
| 29. | RBI | The Reserve Bank of India |
| 30. | Return on Net Worth | (Profit After Tax/Net Worth) *100 |
| 31. | INR or Rs. | Indian Rupees |
| 32. | SEBI Act | Securities and Exchange Board of India Act, 1992 |
| 33. | SEBI | Securities and Exchange Board of India |
| 34. | SEBI (SAST) Regulations, 2011 | Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto |
| 35. | SEBI (SAST) Regulations, 1997 | Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto |
| 36. | Seller | Mr. Sandeep Gupta |
| 37. | Share Purchase Agreement or SPA | Share Purchase Agreement dated May 22, 2015 entered into amongst Acquirers along with PAC and Seller |
| 38. | Tendering Period | Friday, August 14, 2015 to Friday, August 28, 2015 |
| 39. | Target Company or UOL | Unimode Overseas Limited |

2. DISCLAIMER CLAUSE

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF LOF WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE LOF HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS

REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF UNIMODE OVERSEAS LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS, PAC OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER(S) IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER(S) DULY DISCHARGES ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER “CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED” HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED JUNE 04, 2015 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE LOF DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER(S) FROM THE REQUIREMENT OF OBTAINING SUCH A STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.”

3. DETAILS OF THE OFFER

3.1. Background of the Offer

3.1.1. The Offer is being made under Regulation 4 of SEBI (SAST) Regulations, 2011 for change in control and management of Target Company.

3.1.2. On May 22, 2015, Mr. Satish Kumar Gupta S/o Mr. Shivji Ram Gupta, R/o 48, Ritu Apartments, A-4 Paschim Vihar, Delhi – 110 063, Mr. Vikas Munjal S/o Mr. Jagdish Chand Munjal, R/o 676, Ground Floor, Mukherjee Nagar, New Delhi – 110 009, Mr. Ashish Goel S/o Mr. Tej Ram Goel, R/o 55A, AD Block, Shalimar Bagh, New Delhi – 110 088 (**Hereinafter collectively referred to as “Acquirers”**), have entered into a Share Purchase Agreement (“**SPA**”) with promoter of the Company naming Mr. Sandeep Gupta (“**Seller**”) of Unimode Overseas Limited (“**Target Company**”) for the acquisition of 1,17,647 (One Lac Seventeen Thousand Six Hundred Forty Seven Only) fully paid-up Equity Shares (“**Sale Shares**”) of face value of Rs.10 (Rupees Ten) each representing 2.35% of the paid up equity share capital of the Target Company at a price of Rs. 1.00/- (Rupee One Only) per fully paid-up equity shares aggregating to Rs. 1,17,647 (Rupees One Lac Seventeen Thousand Six Hundred Forty Seven Only) to be paid in cash. The SPA allows the Acquirers to become part of the Promoter Group along with Mrs. Madhu Goyal, Continuing Promoter (“**PAC**”).

The Offer is not as a result of Global Acquisition resulting in indirect acquisition of Target Company. As on the date of LoF, the Acquirers along with PAC do not hold any shares in the Target Company.

3.1.3. The important features of the SPA dated May 22, 2015 are laid down as under:

- SPA dated May 22, 2015 between the Acquirers and Seller is for the acquisition of control and 1,17,647 (One Lac Seventeen Thousand Six Hundred and Forty Seven Only) fully paid up Equity Shares representing 2.35% of the present issued, subscribed and paid up equity share capital of the Target Company at a price of Re. 1.00/- (Rupee One Only) per share and to enter into joint control over the Target Company with PAC.
- The total consideration for the sale shares is Rs. 1,17,647/- (Rupees One Lac Seventeen Thousand Six Hundred and Forty Seven Only).
- The Acquirers shall become part of the Promoter Group along with Mrs. Madhu Goyal, the (**“Continuing Promoter”**)
- The Acquirers along with PAC agree to take steps to comply with the Regulations and to comply with all laws that may be required to give effect to the sale shares.
- On compliance of the Regulations by the Acquirers along with PAC, the delivery of the shares would be deemed to have taken effect in pursuance of the SPA and that the payment made/to be made by the Acquirers along with PAC to the Sellers shall be appropriated by the Sellers towards the sale of Sale Shares.
- In the event of non-compliance of any provisions of the Regulations, the SPA for such sale shares shall not be acted upon by the Sellers or Acquirers along with PAC.

3.1.4. Mrs. Madhu Goyal (“Continuing Promoter”) is acting as Person Acting in Concert (**“PAC”**) with the Acquirers.

3.1.5. There is no separate arrangement for the proposed change in control of the Target Company except for the terms as mentioned in SPA.

3.1.6. None of the Acquirers along with PAC as mentioned above have been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B of the SEBI Act or under any of the Regulations made under the SEBI Act, 1992.

3.1.7. Subject to the satisfaction of the provisions under the Companies Act, 2013, SEBI (SAST) Regulations, 2011 and/or other Regulation(s), the Acquirers intend to make changes in the management of the Target Company.

3.1.8. The recommendation of the committee of Independent Directors as constituted by the Board of Directors of the Target Company on the Offer will be published at least two working days before the commencement of the tendering period, in the same newspapers where the DPS was published and a copy whereof shall be sent to SEBI, BSE, DSE, JSE, MSE and Manager to the Offer and in case of a competing offer/s to the manager/s to the open offer for every competing offer.

3.2. Details of the Proposed offer

3.2.1. In accordance with Regulation 13(1) and 14(3) of SEBI (SAST) Regulations, 2011, the Acquirers along with PAC have given a PA on May 22, 2015 to BSE, DSE, JSE, MSE and SEBI and DPS on May 29, 2015 which was published in the following newspapers.

| Publication | Editions |
|-----------------------------|-----------------|
| Business Standard (English) | All Editions |
| Business Standard (Hindi) | All Editions |
| Mahanayak (Marathi) | Mumbai |

The Detailed Public Statement is also available on the SEBI website at www.sebi.gov.in; BSE website at www.bseindia.com and the website of Manager to the Offer www.corporateprofessionals.com.

3.2.2. The Acquirers along with PAC intend to make an Open Offer in terms of SEBI (SAST) Regulations, 2011 to the shareholders of UOL to acquire upto 13,02,732 (Thirteen Lacs Two Thousand Seven Hundred and Thirty Two) fully paid up Equity Shares of Rs. 10/- each representing 26.00% of the present issued, subscribed and paid up capital of the Target Company at a price of Rs. 5.00/- (Rupees Five only) per fully paid up equity share ("**Offer Price**"), payable in cash subject to the terms and conditions set out in the PA, DPS and this Letter of Offer.

3.2.3. There are no partly paid up shares in the Target Company.

3.2.4. This is not a competitive Bid.

3.2.5. The Offer is not subject to any minimum level of acceptance from the shareholders. The Acquirers will accept the equity shares of UOL those are tendered in valid form in terms of this offer upto a maximum of 13,02,732 (Thirteen Lacs Two Thousand Seven Hundred and Thirty Two) Equity Shares representing 26.00% of the present issued, subscribed and paid up capital of the Target Company.

3.2.6. The Acquirers along with PAC have not acquired any shares of Target Company after the date of P.A. i.e. May 22, 2015 and upto the date of this LoF.

3.2.7. The Equity Shares of the Target Company will be acquired by the Acquirers free from all liens, charges and encumbrances together with all rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.

3.2.8. As on the date of LoF, the Acquirers along with PAC holds below mentioned shares in the Target Company:

| Name of the Acquirers or PAC | No. of Shares held | Percentage (%) |
|-------------------------------------|---------------------------|-----------------------|
| Mr. Satish Kumar Gupta | 140,150 | 2.80% |
| Mr. Vikas Munjal | Nil | N.A |
| Mr. Ashish Goel | 92,580 | 1.85% |
| Mr. Madhu Goyal | 2,43,700 | 4.86% |

- 3.2.9. Upon completion of the Offer, assuming full acceptances in the Offer and acquisition of Sale Shares in accordance with the SPA, the Acquirers along with PAC will hold 18,96,809 (Eighteen Lacs Ninety Six Thousand Eight Hundred and Nine Only) Equity Shares constituting 37.86% of the present issued, subscribed and paid up equity share capital of the Target Company.
- 3.2.10. Pursuant to this Open Offer, if the public shareholding in the Target Company reduces below the minimum public shareholding required as per the Securities Contracts (Regulation) Rules, 1957 as amended and the Listing Agreement, the Acquirers along with PAC undertake that they will take necessary steps to facilitate compliances of the Target Company with the relevant provisions of the Securities Contracts (Regulation) Rules, 1957 as amended, the Listing Agreement and the Regulations 7(4) and 7(5) of the SEBI (SAST) Regulations, 2011 and reduce the non-public shareholding within the time period mentioned therein.
- 3.2.11. The Manager to the Offer, Corporate Professionals Capital Private Limited does not hold any Equity Shares in the Target Company as at the date of DPS and this LoF. The Manager to the Offer further declares and undertakes that it will not deal on its own account in the Equity Shares of the Target Company during the Offer Period.

3.3. Object of the Acquisition/ Offer

- (A) The main object of this acquisition is to acquire control over the Target Company.
- (B) This Open Offer is for acquisition of 26.00% of the present issued, subscribed and paid up equity share capital of the Target Company. After the completion of this Open Offer and pursuant to the acquisition of shares under SPA, the Acquirers shall be in a position to exercise effective control over the management and affairs of Target Company.
- (C) Subject to satisfaction of the provisions under the Companies Act, 2013 and/or and other Regulation(s), the Acquirers along with PAC intend to make changes in the management of the Target Company.
- (D) Further, the Acquirer along with PACs do not have any plans to alienate any significant assets of the Target Company or any of its subsidiaries whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business of the Target Company. UOL's future policy for disposal of its assets, if any, for two years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot in terms of Regulation 25(2) of SEBI (SAST) Regulations, 2011. Further, the intention of the Acquirers along with PAC is to expand the existing line of business of the Target Company. The proposed acquisition and subsequent expansion plan would be in the interest of all stake holders”.

4. BACKGROUND OF THE ACQUIRERS ALONG WITH PAC

4.1. Mr. Satish Kumar Gupta (“Acquirer 1”), S/o Mr. Shivji Ram Gupta, R/o 48, Ritu Apartments, A-4, Paschim Vihar, Delhi – 110 063, holds experience of 37 years in the field of sales and service of varied kind of products. The net worth of Mr. Satish Kumar Gupta as on May 01, 2015 is Rs. 1,21,94,663/- (Rupees One Crore Twenty One Lacs Ninety Four Thousand Six Hundred and Sixty Three Only) as certified by Mr. Bharat Gupta, Partner of M/s. Hari & Associates, Chartered Accountants having office at B-2/8, Shivaji Apartment, Sec-14, Rohini, Delhi – 110 085, Tel No. 011-27551631 Fax No. 011- 23311766, email: bharatgupta07@rediffmail.com vide certificate dated May 07, 2015.

As on the date of PA, Acquirer 1, holds 140,150 Equity Shares representing 2.80% of present paid up equity share capital of the Target Company. His purpose with this acquisition of shares and control is to continue the same line of business of the Company and to apply his relevant skills and knowledge for furtherance of existing business of the Company. The entities in which Acquirer 1 holds the position of Director and list of Companies/ Firms promoted/ Controlled by Acquirer 1 are as under:

| Directorship of Acquirer 1 in Other Companies | | |
|---|-----------------------|-----------------------|
| Name of the Company/ Firm | Designation | CIN |
| Techno Planners Limited | Director | U74140DL1988PLC033384 |
| Mitushi Electronic Components Private Limited | Director | U74899DL1989PTC037122 |
| Efficacy Finance Services Private Limited | Director | U65910DL1990PTC041795 |
| Mitushi Food Private Limited | Director | U55209DL2011PTC227259 |
| Companies/ Firms Promoted/ Controlled by Acquirer 1 | | |
| Name of the Company/ Firm | CIN | |
| Techno Planners Limited | U74140DL1988PLC033384 | |
| Mitushi Electronic Components Private Limited | U74899DL1989PTC037122 | |
| Mitushi Food Private Limited | U55209DL2011PTC227259 | |
| Mitushi Healthcare Private Limited | U85110DL2008PTC184514 | |

4.2. Mr. Vikas Munjal (“Acquirer 2”), S/o Mr. Jagdish Chand Munjal, R/o 676, Ground Floor, Mukherjee Nagar, New Delhi – 110 009, holds experience of 5 years in managing travel agencies. The net worth of Mr. Vikas Munjal as on April 30, 2015 is Rs. 68,42,560/- (Rupees Sixty Eight Lacs Forty Two Thousand Five Hundred and Sixty Only) as certified by Mr. Anil Aggarwal, Partner of M/s. Anil Meenu & Co., Chartered Accountants having office at 202/10178, Abdul Aziz Road, Karol Bagh, New Delhi – 110005, Tel No. 9811027205, email: smartsp11@yahoo.co.in vide certificate dated May 07, 2015.

As on the date of PA, **Acquirer 2** doesn't hold any shares in the Target Company. His purpose with this acquisition of shares and control is to continue the same line of business of the Company and to apply relevant skills and knowledge for furtherance of existing business of the Company.

The entities in which Acquirer 2 holds the position of Director and list of Companies/ Firms promoted/ Controlled by Acquirer 2 are as under:

| Directorship of Acquirer 2 in Other Companies | | |
|---|-------------|-----------------------|
| Name of the Company/ Firm | Designation | CIN |
| Pranar Oils and Chemicals India Private Limited | Director | U02429TZ2005PTC011583 |

4.3. Mr. Ashish Goel (“Acquirer 3”), S/o Mr. Tej Ram Goel, R/o 55A, AD Block, Shalimar Bagh, New Delhi – 110 088, holds experience 12 years in the field of Marketing Strategies to boost up any business. The net worth of Mr. Ashish Goel as on April 30, 2015 is Rs. 41,63,633/- (Rupees Forty One Lacs Sixty Three Thousand Six Hundred Thirty Three Only) as certified by Mr. Anil Aggarwal, Partner of M/s. Anil Meenu & Co., Chartered Accountants having office at 202/10178, Abdul Aziz Road, Karol Bagh, New Delhi – 110005, Tel No. 9811027205, email: smartsp11@yahoo.co.in vide certificate dated May 07, 2015.

As on the date of PA, **Acquirer 3** holds 92,580 Equity Shares representing 1.85% of present paid up equity share capital of the Target Company. His purpose with this acquisition of shares and control is to continue the same line of business of the Company and to apply relevant skills and knowledge for furtherance of existing business of the Company. The entities in which Acquirer 3 holds the position of Director and list of Companies/ Firms promoted/ Controlled by Acquirer 3 are as under:

| Directorship of Acquirer 3 in Other Companies | | |
|---|---------------------|-----------------------|
| Name of the Company/ Firm | Designation | CIN |
| Mangal Tradex Private Limited | Additional Director | U74996DL2006PTC150416 |
| Companies/ Firms Promoted/ Controlled by Acquirer 3 | | |
| Name of the Firm | CIN | |
| A.V Investments | N.A | |

4.4. Mrs. Madhu Goyal (“PAC”), W/o Mr. Bhim Sain Goyal, R/o 109-B, Pocket-F, Mayur Vihar, Phase-II, Delhi – 110 091, holds adequate experience 15 years in the field of real estate sector and have done various investments in stock market in different sectors. The net worth of Mrs. Madhu Goyal as on February 10, 2015 is Rs. 1,01,75,725/- (Rupees One Crore One Lac Seventy Five Thousand Seven Hundred Twenty Five Only) as certified by Mr. Ganesh P Nayak, Partner of M/s. Nayak Saluja & Associates, Chartered Accountants having office at B-108, Basement, Kalkaji, New Delhi – 110 019, Tel No. 011-40518843, email: nayaksaluja@rediffmail.com vide certificate dated May 02, 2015.

As on the date of PA, PAC hold 2,43,700 Equity Shares representing 4.86% of present paid up equity share capital of the Target Company. Presently she is a promoter director of Target

Company. Besides the Target Company, the Companies where PAC holds the position of Director and list of Companies/ Firms promoted/ Controlled by PAC are as under:

| PAC's Directorship in Other Companies | | |
|---|-----------------------|-----------------------|
| Name of the Company/ Firm | Designation | CIN |
| Dayason Overseas Private Limited | Director | U51221PB1995PTC017417 |
| Mani CompuSoft Private Limited | Director | U72200DL2005PTC139289 |
| Companies/ Firms Promoted/ Controlled by PAC | | |
| Name of the Firm | CIN | |
| Dayason Overseas Private Limited | U51221PB1995PTC017417 | |

- 4.5.** The Acquirers along with PAC have duly complied with the provisions of SEBI (SAST) Regulations, 2011 as may be applicable except PAC who has not complied with the provisions of Regulation 12 of SEBI (SAST) Regulations, 1997.
- 4.6.** None of the Acquirers along with PAC as mentioned above have been prohibited by Securities and Exchange Board of India from dealing in securities, in terms of directions issued u/s 11B of the SEBI Act, 1992 or under any of the Regulations made under the SEBI Act, 1992.

5. BACKGROUND OF THE TARGET COMPANY – UNIMODE OVERSEAS LIMITED

5.1. Unimode Overseas Limited was incorporated on April 24, 1992, under the Companies Act, 1956 with the Registrar of Companies, Delhi & Haryana and obtained its certificate of commencement of business on April 28, 1992. The name of the Target Company has not changed since its incorporation. The registered office of UOL is situated at 304A/10178, Third Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi – 110 005.

5.2. Share capital structure of the Target Company as on the date of draft LoF is as follows-

| Paid up Equity Shares of Target Company | No. of Shares/voting rights* | % of shares/voting rights |
|--|--|----------------------------------|
| Fully paid up equity shares | 50,10,507 Equity Shares of Rs. 10 each | 100.00 |
| Partly paid up equity shares | Nil | Nil |
| Total paid up equity shares | 50,10,507 Equity Shares of Rs. 10 each | 100.00 |
| Total voting rights in TC | 50,10,507 Equity Shares of Rs. 10 each | 100.00 |

5.3. The shares of the Target Company are presently listed on BSE Limited (“BSE”), Delhi Stock Exchange Limited (“DSE”), Jaipur Stock Exchange Limited (“JSE”) and Madras Stock Exchange Limited (“MSE”). SEBI has withdrawn the recognition of DSE, JSE and MSE. The equity shares of Target Company are traded on BSE Limited. The equity shares of the Target Company are frequently traded within the meaning of definition of “frequently traded shares” under clause (j) of Sub-Regulation (1) of Regulation 2 of the SEBI (SAST) Regulations.

- 5.4. The authorised share capital of the Target Company as on the date is Rs. 5,25,00,000 (Rupees Five Crores Twenty Five lacs Only) consisting of 52,50,000 (Fifty Two Lacs Fifty Thousand) Equity Shares of Rs. 10 each. The issued and paid up share capital of the Target Company as on the date is Rs. 5,01,05,070 (Rupees Five Crores One Lac Five Thousand Seventy Only) divided into 50,10,507 (Fifty Lacs Ten Thousand Five Hundred Seven) Equity Shares of Rs.10 each out of which all the shares are listed on stock exchange.
- 5.5. There are currently no outstanding partly paid up shares or any other instruments convertible into Equity Shares of the Target Company at a future date.
- 5.6. As on the date of draft LoF, the composition of the Board of Directors of UOL is as under:

| S.No. | Name and Address of Director | Designation | Date of Appointment |
|-------|--|---------------------|---------------------|
| 1. | Mr. Rakesh Jain Address: 95, Ankur Apartment, 7, I. P. Extension, Patpar Ganj, Delhi – 110 092 | Director | 01/09/2009 |
| 2. | Mrs. Madhu Goyal Address: 109-B, Pocket-F, Madhu Vihar, Phase-II, Delhi – 110 091 | Director | 31/07/2009 |
| 3. | Mr. Jatinder Kumar Nangia Address: 199, SF, Block-DP, Pitampura, New Delhi – 110 034 | Director | 21/10/2013 |
| 4. | Mr. Jitendra Singh Address: CA-29, Nilothi Extension, Chandan Vihar, Block-C, Nangloi, New Delhi – 110 041 | Additional Director | 10/12/2014 |

Note: Mrs. Madhu Goyal is acting as Person Acting in Concert in the Takeover Open Offer.

- 5.7. There has been no merger/de-merger, spin off during last 3 years involving the Target Company.
- 5.8. The financial information of Target Company based on the audited standalone financial statements for the financial year ended March 31, 2013, March 31 2014 and March 31 2015 are as follows:

(Rs. In Lacs)

| Profit & Loss Statement | Year Ended 31.03.2013 (Audited) | Year Ended 31.03.2014 (Audited) | Year Ended 31.03.2015 (Audited) |
|--|---------------------------------------|---------------------------------------|---------------------------------------|
| Income from Operations | 0.00 | 0.00 | 12.26 |
| Other Income | 2.65 | 2.27 | 1.84 |
| Increase/ (Decrease) in Stock | 0.00 | 0.00 | 0.00 |
| Total Income | 2.65 | 2.27 | 14.10 |
| Total Expenditure (Excluding Depreciation and Interest) | 4.94 | 4.00 | 13.89 |

| | | | |
|--|---------------|---------------|-------------|
| Profit Before Depreciation Interest and Tax | (2.29) | (1.73) | 0.21 |
| Depreciation | 0.00 | 0.00 | 0.00 |
| Interest | 0.00 | 0.00 | 0.00 |
| Profit/ (Loss) Before Tax | (2.29) | (1.73) | 0.21 |
| Provision for Tax | 0.00 | 0.00 | 0.00 |
| Profit/ (Loss) After Tax | (2.29) | (1.73) | 0.21 |

| Balance Sheet Statement | Year Ended 31.03.2013 (Audited) | Year Ended 31.03.2014 (Audited) | Year Ended 31.03.2015 (Audited) |
|--|--|--|--|
| Sources of funds | | | |
| Paid up share capital | 501.05 | 501.05 | 501.05 |
| Reserves and Surplus (Excl. Revaluation Reserves) | (484.62) | (486.35) | (486.14) |
| Secured loans | 0.00 | 0.00 | 0.00 |
| Unsecured loans | 0.00 | 0.00 | 0.00 |
| Deferred Tax Liability (Net) | 0.00 | 0.00 | 0.00 |
| Total | 16.43 | 14.70 | 14.91 |
| Uses of funds | 0.00 | 0.00 | 0.00 |
| Net fixed assets | 0.00 | 0.00 | 0.00 |
| Investments | 0.00 | 0.00 | 0.00 |
| Net current assets | 16.43 | 14.70 | 14.91 |
| Total miscellaneous expenditure not written off | 0.00 | 0.00 | 0.00 |
| Total | 16.43 | 14.70 | 14.91 |

| Other Financial Data | Year Ended 31.03.2013 (Audited) | Year Ended 31.03.2014 (Audited) | Year Ended 31.03.2015 (Audited) |
|-----------------------------|--|--|--|
| Dividend (%) | - | - | - |
| Earning Per Share (Rs.) | (0.046) | (0.035) | 0.004 |
| Networth (Rs. In Lacs) | 16.43 | 14.70 | 14.91 |
| Return on Networth (%) | - | - | 1.41% |
| Book Value Per Share (Rs.) | 10 | 10 | 10 |

Source- As certified by Mr. Anil Aggarwal (Membership No. 0952P8), Partner of Anil Meenu & Co. Chartered Accountant having office at 202/10178, Abdul Aziz Road, Karol Bagh, New Delhi – 110 005; Tel No. 9811027205, email: smarts11@yahoo.co.in, vide certificate dated April 30, 2015.

5.9. Pre and Post- Offer shareholding pattern of the Target Company as on the date of draft LoF is as follows:

| Sr. No. | Shareholder Category | Shareholding & Voting rights prior to the Agreement/ acquisition and Offer (A) | | Shares/voting rights agreed to be acquired Which triggered off the Regulations (B) | | Shares/Voting rights to be acquired in the Open Offer (assuming full acceptance) (C) | | Shareholding/ voting rights after the acquisition and Offer i.e. (A+B+C) | |
|----------|--|--|-------------|--|---------------|--|--------------|--|--------------|
| | | No. | % | No. | % | No. | % | No. | % |
| 1 | Promoter Group | | | | | | | | |
| | a. Parties to agreement, if any | 1,17,647 | 2.35 | (1,17,647) | (2.35) | Nil | NA | Nil | NA |
| | b. Promoters other than (a) above (Mrs. Madhu Goyal acting as PAC in the Takeover Open Offer)(*) | 2,43,700 | 4.86 | Nil | NA | Nil | NA | 2,43,700 | 4.86 |
| | Total 1 (a+b) | 3,61,347 | 7.21 | (1,17,647) | (2.35) | Nil | NA | 2,43,700 | 4.86 |
| 2 | Acquirers | | | | | | | | |
| | Satish Kumar Gupta | 140,150 | 2.80 | 1,17,647 | 2.35 | 1,302,732 | 26.00 | 16,53,109 | 32.99 |
| | Vikas Munjal | Nil | NA | | | | | | |
| | Ashish Goel | 92,580 | 1.85 | | | | | | |
| | Total 2 | 2,32,730 | 4.65 | 1,17,647 | 2.35 | 1,302,732 | 26.00 | 16,53,109 | 32.99 |
| 3 | Parties to the agreement other than 1(a) & 2 | Nil | NA | Nil | NA | Nil | NA | Nil | NA |
| | Shareholding of Promoters | - | - | - | - | 1,302,732 | 26.00 | 18,96,809 | 37.86 |

| | | | | | | | | | |
|----------|---|------------------|---------------|------------|-----------|--------------------|----------------|------------------|--------------|
| | in Aggregate subsequent to completion of Takeover Open Offer Total (1+2+3) | | | | | | | | |
| 4 | Public | | | | | | | | |
| a. | FIs / MFs / FIIIs / Banks, SFIs (1 Shareholder) | 500 | 0.01 | Nil | NA | (13,02,732) | (26.00) | 31,13,698 | 62.14 |
| b. | Others (635 Shareholders) | 44,15,930 | 88.13 | Nil | NA | | | | |
| | Total (4)(a+b) | 44,16,430 | 88.14 | Nil | NA | (13,02,732) | (26.00) | 31,13,698 | 62.14 |
| | Total (1+2+3+4) | 50,10,507 | 100.00 | | | | | 5,010,507 | 100 |

Notes: The data within bracket indicates sale of equity shares.

(*)Shareholding of Mrs. Madhu Goyal, Continuing Promoter of Target Company, though part of the SPA as PAC of Acquirer, is shown in the row of Promoter Group only.

5.10. There are certain non-compliances with regard to SEBI (SAST) Regulations, 1997/2011 against the Target Company and/or its promoters for which Securities and Exchange Board of India may initiate appropriate action, if any required.

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1. Justification of Offer Price

- 6.1.1. The Offer is made pursuant to the direct acquisition of shares and control over the Target Company by the Acquirers. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of shares of the Target Company.
- 6.1.2. The Equity Shares of the Target Company are listed on BSE Limited, DSE, JSE and MSE (together referred to as "Stock Exchanges"). SEBI has withdrawn the recognition of DSE, JSE and MSE.
- 6.1.3. The annualized trading turnover in the Equity Shares of the Target Company based on trading volume during the twelve calendar months prior to the month of PA (May, 2014 to April, 2015) is as given below:

| Stock Exchange | Total No. of equity shares traded during the Twelve calendar months prior to | Total No. of Equity Shares | Annualised Trading Turnover (as % of Total Equity |
|-----------------------|---|-----------------------------------|--|
|-----------------------|---|-----------------------------------|--|

| | the month of PA | | Shares) |
|-----|-----------------|-----------|---------|
| BSE | 5,91,529 | 50,10,507 | 11.81% |
| DSE | Nil | Nil | Nil |
| JSE | Nil | Nil | Nil |
| MSE | Nil | Nil | Nil |

(Source: www.bseindia.com)

6.1.4. The equity shares of the Target Company are listed on BSE, DSE, JSE and MSE and the shares traded are frequently traded within the meaning of definition of “frequently traded shares” under clause (j) of Sub-Regulation (1) of Regulation 2 of the SEBI (SAST) Regulations.

6.1.5. The Offer Price of Rs. 5.00/- (Rupees Five only) is justified, in terms of Regulation 8(2) of the SEBI (SAST) Regulations, being the highest of the following:

| | | |
|-----|--|----------------------|
| (a) | Negotiated Price | Rs. 1.00/- per share |
| (b) | The volume-weighted average price paid or payable for acquisition whether by the Acquirer or by any person acting in concert with him, during 52 weeks immediately preceding the date of PA | Rs. 1.00/- per share |
| (c) | The highest price paid or payable for any acquisition, whether by the acquirer or by any person acting in concert with him, during 26 weeks immediately preceding the date of the PA | Rs. 1.00/- per share |
| (d) | The volume-weighted average market price of shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period. | Rs. 4.71/- per share |

Source- As certified by Mr. Anil Aggarwal (Membership No. 0952P8), Partner of Anil Meenu & Co, Chartered Accountant having office at having office at 202/10178, Abdul Aziz Road, Karol Bagh, New Delhi – 110 005, Tel No. 9811027205, email: smarts11@yahoo.co.in, vide certificate dated April 30, 2015.

In view of the parameters considered and presented in table above, in the opinion of the Acquirers along with PAC and Manager to the Offer, the Offer Price of Rs. 5.00/- (Rupees Five only) per share is justified in terms of Regulation 8 of the SEBI (SAST) Regulations.

6.1.6. There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters.

6.1.7. In the event of further acquisition of Equity Shares of the Target Company by the Acquirers along with PAC during the offer period, whether by subscription or purchase, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to or more than

the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. However, it shall not be acquiring any equity shares of the Target Company after the third working day prior to the commencement of the tendering period and until the expiry of the tendering period.

- 6.1.8. If the Acquirers along with PAC acquire equity shares of the Target Company during the period of twenty-six weeks after the tendering period at a price higher than the Offer Price, then the Acquirers along with PAC shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under an open offer under the SEBI (SAST) Regulations, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2009, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of shares of the Target Company in any form.
- 6.1.9. As on date, there is no revision in Open Offer Price or Open Offer Size. In case of any revision in the Open Offer Price or Open Offer Size, the Acquirers along with PAC shall comply with Regulation 18 of SEBI (SAST) Regulations and all the provisions of SEBI (SAST) Regulations which are required to be fulfilled for the said revision in the Open Offer Price or Open Offer Size.
- 6.1.10. The Acquirers along with PAC are permitted to revise the Offer Price upward at any time up to 3 working days prior to the commencement of the Tendering Period. If there is any such upward revision in the Offer Price by the Acquirers along with PAC or on account of future purchases/competing offers, the same would be informed by way of the Issue Opening Public Announcement in the same newspapers where the original Detailed Public Statement has appeared. Such revision in the Offer Price would be payable by the Acquirers for all the shares validly tendered anytime during the Offer.

6.2. Financial Arrangement

- 6.2.1. The total fund requirement for the Offer (assuming full acceptances) i.e. for the acquisition upto 13,02,732 Equity Shares from the public shareholders of the Target Company at an Offer Price of Rs. 5.00/- (Rupees Five only) per fully paid up equity share is Rs. 65,13,659/- (Rupees Sixty Five Lacs Thirteen Thousand Six Hundred Fifty Nine Only) (the “**Maximum Consideration**”).
- 6.2.2. The Acquirers along with PAC have adequate resources and have made firm financial arrangements for financing the acquisition of the Equity Shares under the Offer in terms of Regulation 25(1) of the SEBI (SAST) Regulations. The acquisition will be financed through internal resources.
- 6.2.3. The Acquirers, the Manager to the Offer and YES Bank Limited, a company incorporated under the Companies Act, 1956, and carrying on business as a banking company under

Banking Regulations Act, 1949 having one of its branch offices at D-12, South Extension Part – II, New Delhi – 110 049, have entered into an Escrow Agreement dated May 23, 2015 for the purpose of the Offer (the "**Offer Escrow Agreement**") in accordance with Regulation 17 of the SEBI (SAST) Regulations. In terms of the Escrow Agreement, the Acquirers have opened an Escrow Account bearing name and style as "**CPCPL-UOL- Open Offer Escrow Account**", (the "**Escrow Account**") and deposited cash of Rs. 18,00,000/- (Rupees Eighteen Lacs Only) being more than 25% of the Maximum Consideration.

- 6.2.4. The Acquirers along with PAC has authorized the Manager to the Offer to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.
- 6.2.5. Mr. Bharat Gupta, Partner of M/s. Hari & Associates, Chartered Accountants having office at B-2/8, Shivaji Apartment, Sec-14, Rohini, Delhi – 110 085, Tel No. 011-27551631 Fax No. 011- 23311766, email: bharatgupta07@rediffmail.com vide certificate dated May 07, 2015 certified that the **Acquirer 1** have sufficient resources to meet the fund requirement for the takeover of Target Company. Mr. Anil Aggarwal, Partner of M/s. Anil Meenu & Co., Chartered Accountants having office at 202/10178, Abdul Aziz Road, Karol Bagh, New Delhi – 110005, Tel No. 9811027205, email: smarts11@yahoo.co.in vide certificate dated May 07, 2015 certified that the **Acquirer 2 and Acquirer 3** have sufficient resources to meet the fund requirement for the takeover of Target Company and Mr. Ganesh P Nayak, Partner of M/s. Nayak Saluja & Associates, Chartered Accountants having office at B-108, Basement, Kalkaji, New Delhi – 110 019, Tel No. 011-40518843, email: nayaksaluja@rediffmail.com vide certificate dated May 02, 2015 certified that the **PAC** have sufficient resources to meet the fund requirement for the takeover of Target Company.
- 6.2.6. Based on the above and in the light of the escrow arrangement, the Manager to the Offer is satisfied that firm arrangements have been put in place by the Acquirers along with PAC to fulfil the Acquirers' obligations through verifiable means in relation to the Offer in accordance with the Regulations.

7. TERMS AND CONDITIONS OF THE OFFER

7.1. Operational terms and conditions

- 7.1.1. The Offer is not subject to any minimum level of acceptances from shareholders.
- 7.1.2. LoF will be dispatched to all the equity shareholders of UOL, whose names appear in its Register of Members on July 31, 2015, Friday, the Identified Date.
- 7.1.3. The Offer is subject to the terms and conditions set out in this Letter of Offer, the Form of Acceptance, the PA, the DPS and any other Public Announcements that may be issued with respect to the Offer.
- 7.1.4. The LoF alongwith the Form of Acceptance cum acknowledgement would also be available at SEBI's website, www.sebi.gov.in, and shareholders can also apply by downloading such forms from the website.

- 7.1.5. This Offer is subject to the receipt of the statutory and other approvals as mentioned in paragraph 7.4 of this draft LOF. In terms of Regulation 23(1) of the Regulations, if the statutory approvals are refused, the Offer would stand withdrawn.
- 7.1.6. Accidental omission to dispatch this Letter of Offer to any member entitled to this Open Offer or non-receipt of this Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.
- 7.1.7. The acceptance of the Offer must be unconditional and should be on the enclosed Form of Acceptance and sent along with the other documents duly filled in and signed by the applicant shareholder(s).
- 7.1.8. Any equity shares that are subject matter of litigation or are held in abeyance due to pending court cases/attachment orders/ restriction from other statutory authorities wherein the shareholder may be precluded from transferring the equity shares during pendency of the said litigation are liable to be rejected if directions/orders regarding these equity shares are not received together with the equity shares tendered under the Offer.

7.2. Locked in shares: There are no locked in shares in the Target Company.

7.3. Persons eligible to participate in the Offer

Registered shareholders of UOL and unregistered shareholders who own the Equity Shares of UOL any time prior to the Closure of Offer, including the beneficial owners of the shares held in dematerialised form, except the parties to Share Purchase Agreement (SPA) dated May 22, 2015.

7.4. Statutory and other Approvals:

- 7.4.1. Shareholder of the Target Company who are either Non-Resident Indians ("NRIs") or Overseas Corporate Bodies (OCBs) and wish to tender their Equity Shares in this Open Offer shall be required to submit all the applicable approvals, if required (specific and general) from the Reserve Bank of India (RBI) that they have obtained at the time of their acquisition of the Equity Shares of the Target Company. In the event such approvals from the RBI are not submitted, the Acquirers along with PAC reserve the sole right to reject the Equity Shares tendered by such shareholders in the Open Offer. This Open Offer is subject to receipt of the requisite RBI approvals, if any, for acquisition of Equity Shares by the Acquirers along with PAC from NRIs and OCBs
- 7.4.2. As of the date of this LOO, there are no other statutory approvals required to acquire the equity shares tendered pursuant to this Open Offer. If any other statutory approvals required or become applicable, the Open Offer would be subject to the receipt of such other statutory approvals. The Acquirers along with PAC will not proceed with the Open Offer in the event such statutory approvals that are required are refused in terms of Regulation 23 of SEBI (SAST) Regulations. This Open Offer is subject to all other statutory approvals that may become applicable at a later date before the completion of the Open Offer.
- 7.4.3. No approval from any bank or financial institutions is required for the purpose of this Offer.

7.4.4. In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirers along with PAC for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to the Acquirers along with PAC agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations.

7.4.5. The Acquirers shall complete all procedures relating to the Open Offer including payment of consideration to the shareholders whose shares are accepted in the open offer within 10 working days from the last date of the tendering period.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

8.1. The following collection centre would be accepting the documents by Hand Delivery /Regd. Post/Courier as specified above, both in case of shares in physical and dematerialized form:

| Name and Address of the Collection Centre | Working days and timings | Mode of delivery |
|---|---|-------------------------------------|
| M/s Beetal Financial & Computer Services Pvt. Ltd. BEETAL House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, New Delhi-110062, Contact Person: Mr. Punit Mittal Ph.: 011-29961281/82/83 Fax: 011-29961284 Email: beetalrta@gmail.com | During the Business Hours from Monday to Saturday | Regd. Post/ Courier/ Hand Delivery/ |

8.2. Shareholders who hold equity shares of the Target Company in physical form and wish to tender their equity share pursuant to the Offer will be required to submit the duly completed Form of Acceptance cum acknowledgement, original Share Certificate(s), valid Transfer Deed(s) duly signed and witnessed and other documents as may be specified in the LoF, to the Registrar to the Offer either by Registered Post/Courier, at their own risk or by hand delivery so as to reach on or before the date of closing of the business hours on the date of closure of the Offer i.e. August 28, 2015, Friday.

8.3. The Registrar to the Offer, M/s Beetal Financial & Computer Services Private Limited has opened a special depository account with National Securities Depository Limited (“NSDL”) for receiving equity shares during the offer from eligible shareholders who hold equity shares in demat form.

8.4. For shareholders holding equity shares in dematerialized form will be required to send their Form of Acceptance cum Acknowledgement and other documents as may be specified in the LoF to the Registrar to the Offer either by Registered Post/Courier or by hand delivery so as to reach on or before the date of closing of the business hours on the date of closure of the Offer i.e. August 28, 2015, Friday. along with a photocopy of the delivery instructions in “Off market” mode or counterfoil of the delivery instructions in “**Off-market**” mode, duly acknowledged by the

Depository Participant (“DP”), in favour of “**Unimode Overseas Limited- Open offer Escrow A/c**” (“**Depository Escrow Account**”) filled in as per the instructions given below:

| | |
|--------------------|--|
| DP Name : | SMC Global Securities Limited- New Delhi |
| DP ID : | IN303655 |
| Client ID : | 10005346 |
| Depository: | National Securities Depository Limited (“NSDL”) |

Shareholders having their beneficiary account in **Central Depository Services (India) Limited (“CDSL”)** shall use the inter-depository delivery instruction slip for the purpose of crediting their shares in favor of the Special Depository Account with NSDL.

- 8.5.** The shares and other relevant documents should not be sent to the Acquirers or PAC/ Target Company.
- 8.6. In case of (a) shareholders who have not received the Letter of Offer, (b) unregistered shareholders, (c) owner of the shares who have sent the shares to the Target Company for transfer,** may send their consent to the Registrar to the Offer on plain paper, stating the name, addresses, number of shares held, distinctive numbers, folio numbers, number of shares offered along with the documents to prove their title to such shares such as broker note, succession certificate, original share certificate / original letter of allotment and valid share transfer deeds (one per folio), duly signed by such shareholders (in case of joint holdings in the same order as per the specimen signatures lodged with UOL), and witnessed (if possible) by the notary public or a bank manager or the member of the stock exchange with membership number, as the case may be, shall need to be provided so as to reach the Registrar to the Offer on or before the date of closing of the business hours on the date of closure of the Offer i.e. August 28, 2015, Friday. Such shareholders can also obtain the Letter of Offer from the Registrar to the Open Offer by giving an application in writing to that effect.
- 8.7.** In case of shareholders who have not received the LOO and holding equity shares in the dematerialized form may send their consent to the Registrar to the Offer on plain paper, stating the name, addresses, number of shares held, Depository name, Depository I.D., Client name, Client I.D., number of equity shares offered along with a photocopy of the original delivery instructions in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the Depository Participant as specified in Para VIII (E) above, so as to reach the Registrar to the Offer on or before the date of closing of the business hours on the date of closure of the Offer i.e. August 28, 2015, Friday. Such equity shareholders can also obtain the LOO from the Registrar to the Offer by giving an application in writing.
- 8.8.** Shareholders who have sent their equity shares for dematerialization need to ensure that the process of getting shares dematerialized is completed well in time so that the credit in the Depository Escrow Account should be received on or before the date of closing of the business

hours on the date of closure of the Offer i.e. August 28, 2015, Friday, else the application would be rejected.

- 8.9.** No indemnity is needed from unregistered shareholders.
- 8.10.** Where the number of equity shares offered for sale by the shareholders are more than the equity shares agreed to be acquired by Acquirers, the Acquirers will accept the offers received from the shareholders on a proportionate basis, in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of equity shares from a shareholder shall not be less than the minimum marketable lot or the entire holding if it is less than the marketable lot. The marketable lot of UOL is 1 {One} Equity Shares.
- 8.11.** In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirers along with PAC for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to Acquirers along with PAC agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations, 2011.
- 8.12.** The consideration to the shareholders whose shares have been accepted will be paid by crossed account payee cheques/ demand drafts/Electronic Clearance Service (ECS) where applicable. Such payments through account payee cheques/demand drafts will be returned by registered post, at the shareholders' registered / unregistered owners' sole risk to the sole/ first shareholder/ unregistered owner.
- 8.13.** Unaccepted share certificate(s), transfer deed(s) and other documents, if any, will be returned by registered post, at the shareholders' registered / unregistered owners' sole risk to the sole/ first shareholder/ unregistered owner. Equity shares held in dematerialized form, to the extent not accepted, will be credited back to the beneficial owners' depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance or otherwise. It will be the responsibility of the shareholders to ensure that the unaccepted shares are accepted by their respective DPs when transferred by the Registrar to the Offer.
- 8.14.** The Registrars to the Offer will hold in trust the equity shares and share certificate(s), equity shares lying in credit of the Special Depository Account, Form of Acceptance, and the transfer deed(s) on behalf of the shareholders of Target Company who have accepted the Offer, until the cheques/ drafts for the consideration and/ or the unaccepted equity shares/ share certificates are dispatched/ returned.

9. DOCUMENTS FOR INSPECTION

The following documents are regarded as material documents and are available for inspection at the office of the Manager to the Offer at D-28, South Extn. Part-I, New Delhi – 110 049 from 10.30

A.M. to 1.00 P.M. on any working day, except Saturdays, Sundays and Holidays until the Closure of the Offer:

- 9.1. Certificate of Incorporation, Memorandum & Articles of Association of UOL.
- 9.2. Certificate dated May 07, 2015 issued by Mr. Bharat Gupta, Partner of M/s. Hari & Associates, Chartered Accountants certifies the adequacy of financial resources with Acquirer 1 and Certificate dated May 07, 2015 issued by Mr. Anil Aggarwal, Partner of M/s. Anil Meenu & Co., Chartered Accountants certifying the adequacy of financial resources with Acquirer 2 and Acquirer 3 and Certificate dated May 02, 2015 issued Mr. Ganesh P Nayak, Partner of M/s. Nayak Saluja & Associates, Chartered Accountants certifies the adequacy of financial resources with PAC to meet the fund requirement for the takeover of Target Company. The copy of all certificates is available for inspection.
- 9.3. Annual Reports of UOL for the years ended March 31, 2013, 2014 and 2015.
- 9.4. Copy of Escrow Agreement between the Acquirers, YES Bank Limited and Manager to the Offer.
- 9.5. Certificate from YES Bank Limited confirming the amount kept in Escrow Account opened as per SEBI (SAST) Regulation 2011.
- 9.6. Copy of the Share Purchase Agreement dated May 22, 2015.
- 9.7. Copy of Public Announcement, Published copy of the Detailed Public Statement which appeared in the Newspapers on May 22, 2015, Issue Opening PA and any corrigendum to these.
- 9.8. A copy of the recommendation made by the Board of UOL.
- 9.9. A copy of the observation letter from SEBI.
- 9.10. Copy of agreement between the Acquirers along with PAC and the Registrar to the offer.
- 9.11. Copy of confirmation received for opening of Special Depository account with Depository Participant.

10. DECLARATION BY THE ACQUIRERS ALONG WITH PAC

The Acquirers along with PAC accepts full responsibility for the information contained in this draft LoF and also for the obligations of the Acquirers along with PAC as laid down in the SEBI (SAST) Regulations, 2011 and subsequent amendments made thereof. The Acquirers along with PAC would be responsible for ensuring compliance with the concerned Regulations.

Sd/-

(Satish Kumar Gupta)

Sd/-

(Vikas Munjal)

Sd/-

(Ashish Goel)

Sd/-

(Madhu Goyal)

Place: New Delhi

Date: August 01, 2015

11. ENCLOSURES

- 11.1. Form of Acceptance cum Acknowledgement
- 11.2. Blank Share Transfer Deed(s)

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

(All terms and expressions used herein shall have the same meaning as described thereto in the Letter of Offer)

| | | |
|---|---|--------------------------------|
| THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION (Please send this Form of Acceptance with enclosures to the Registrar to the Offer) | | |
| OFFER OPENS ON | : | AUGUST 14, 2015, FRIDAY |
| OFFER CLOSES ON | : | AUGUST 28, 2015, FRIDAY |
| Please read the Instructions overleaf before filling-in this Form of Acceptance | | |

| FOR OFFICE USE ONLY | |
|-----------------------------------|--|
| Acceptance Number | |
| Number of equity shares Offered | |
| Number of equity shares accepted | |
| Purchase consideration (Rs.) | |
| Cheque/Demand Draft/Pay Order No. | |

From:

Tel. No.:

Fax No.:

E-mail:

To,

The Acquirers along with PAC

C/o Beetal Financial and Computer Services Pvt. Limited

Beetal House, 3rd Floor, 99, Madangir,
Behind Local Shopping Centre, New Delhi-110062

Dear Sir/s,

REG.: OPEN OFFER TO THE SHAREHOLDERS OF M/S. UNIMODE OVERSEAS LIMITED (UOL/ TARGET COMPANY) BY MR. SATISH KUMAR GUPTA, MR. VIKAS MUNJAL, MR. ASHISH GOEL (ACQUIRERS) ALONG WITH MRS. MADHU GOYAL (PAC) PURSUANT TO SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011.

I / we, refer to the Letter of Offer dated _____ for acquiring the equity shares held by me / us in **M/s Unimode Overseas Limited**.

I / we, the undersigned have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.

I / We, unconditionally Offer to sell to the Acquirers along with PAC the following equity shares in UOL held by me/ us at a price of Rs. 5.00/- (Rupees Five Only) per fully paid-up equity share.

For shares held in physical form

1. I/We enclose the original share certificate(s) and duly signed valid Transfer Deed(s) in respect of my / our equity shares as detailed below (please enclose additional sheet(s), if required).

| | | | |
|---|-----------------|--|-----------------|
| Ledger Folio No.....Number of share certificates attached..... | | | |
| Representing equity shares | | | |
| Number of equity shares held in UOL | | Number of equity shares Offered | |
| In figures | In words | In figures | In words |
| | | | |

| Sr. No. | Share Certificate No. | Distinctive Nos. | | No. of equity shares |
|-----------------------------------|-----------------------|------------------|----|----------------------|
| | | From | To | |
| 1 | | | | |
| 2 | | | | |
| 3 | | | | |
| Total No. of Equity Shares | | | | |

For shares held in Demat form:

2. I / We, holding equity shares in the dematerialized form, accept the Offer and enclose the photocopy of the Delivery Instruction in "Off-market" mode, duly acknowledged by the Depository Participant ("DP") in respect of my shares as detailed below:

| DP Name | DP ID | Client ID | Beneficiary Name | No. of equity shares |
|---------|-------|-----------|------------------|----------------------|
| | | | | |
| | | | | |

| | |
|---------------------------|--|
| DP Name | : SMC Global Securities Limited – New Delhi |
| ID | : IN303655 |
| Client ID | : 10005346 |
| Depository | : National Securities Depository Limited ("NSDL") |
| Depository Escrow Account | : "UNIMODE OVERSEAS LIMITED-OPEN OFFER ESCROW A/C" |

3. I / We confirm that the Equity Shares of UOL which are being tendered herewith by me / us under the Offer are free from liens, charges and encumbrances of any kind whatsoever.

4. I / We authorize the Acquirers along with PAC to accept the Equity Shares so offered or such lesser number of equity shares that the Acquirers along with PAC may decide to accept in consultation with the Manager to the Offer and in terms of the said Letter of Offer and I / we further authorise the Acquirers to apply and obtain on our behalf split of share certificate(s) as may be deemed necessary by them for the said purpose. I further authorize the Acquirers along with PAC to return to me / us, equity share certificate(s) in respect of which the Offer is not found / not accepted, specifying the reason thereof.
5. My / Our execution of this Form of Acceptance shall constitute my / our warranty that the equity shares comprised in this application are owned by me / us and are transferred by me / us free from all liens, charges, claims of third parties and encumbrances. If any claim is made by any third party in respect of the said equity shares, I / we will hold the Acquirers along with PAC, harmless and indemnified against any loss they or either of them may suffer in the event of the Acquirers along with PAC acquiring these equity shares. I / We agree that the Acquirers along with PAC may pay the Offer Price only after due verification of the document(s) and signature(s) and on obtaining the necessary approvals as mentioned in the said Letter of Offer.
6. I / We also note and understand that the shares/ Original Share Certificate(s) and Transfer Deed(s) will be held by the Registrar to the Offer in trust for me / us till the date the Acquirers along with PAC makes payment of consideration or the date by which Shares/ Original Share Certificate(s), Transfer Deed(s) and other documents are dispatched to the shareholders, as the case may be.
7. I/We note and understand that the Shares would held in trust by the Registrar until the time the Acquirers along with PAC makes payment of purchase consideration as mentioned in the Letter of Offer.
8. I/We undertake to execute such further document(s) and give such further assurance(s) as may be required or expedient to give effect to my / our agreeing to sell the said equity shares.
9. I / We irrevocably authorise the Acquirers along with PAC to send by Registered Post at my / our risk, the Cheque(s) / Demand Draft(s) / Pay Order(s) in settlement of consideration payable and excess share certificate(s), if any, to the Sole / First holder at the address given hereunder and if full address is not given below the same will be forwarded at the address registered with UOL:

Name and complete address of the Sole/ First holder (in case of member(s), address as registered with UOL):

Place: ----- **Date:** -----

Tel. No(s) : ----- **Fax No.:** -----

So as to avoid fraudulent encashment in transit, the shareholder(s) have an option to receive the sale consideration through RTGS/ECS mode and requested to kindly provide following information compulsorily in order to received payment through RTGS/ECS

Bank Account No.: ----- Type of Account: -----
 (Savings /Current /Other (please specify))
 Name of the Bank: -----
 Name of the Branch and Address: -----

MICR Code of Bank-----
 IFCS Code of Bank-----

The Permanent Account Number (PAN / GIR No.) allotted under the Income Tax Act, 1961 is as under:

| | | | |
|---------------|-----------------------------|-----------------------------|-----------------------------|
| | 1 st Shareholder | 2 nd Shareholder | 3 rd Shareholder |
| PAN / GIR No. | | | |

Yours faithfully,
 Signed and Delivered:

| | FULL NAME (S) OF THE HOLDERS | SIGNATURE (S) |
|------------------------|------------------------------|---------------|
| First/Sole Shareholder | | |
| Joint Holder 1 | | |
| Joint Holder 2 | | |

Note: In case of joint holdings all the holders must sign. In case of body corporate, stamp of the Company should be affixed and necessary Board Resolution should be attached.

INSTRUCTIONS

- 1 Please read the enclosed Letter of Offer carefully before filling-up this Form of Acceptance.
- 2 The Form of Acceptance should be filled-up in English only.
- 3 Signature(s) other than in English, Hindi, and thumb impressions must be attested by a Notary Public under his Official Seal.
- 4 **Mode of tendering the Equity Shares Pursuant to the Offer:**
 - I. The acceptance of the Offer made by the Acquirers is entirely at the discretion of the equity shareholder of UOL.
 - II. Shareholders of UOL to whom this Offer is being made, are free to Offer his / her / their shareholding in UOL for sale to the Acquirers, in whole or part, while tendering his / her / their equity shares in the Offer.

ACKNOWLEDGEMENT SLIP

SHARES IN PHYSICAL FORM

**OPEN OFFER TO THE SHAREHOLDERS OF M/S UNIMODE OVERSEAS LIMITED (UOL/
TARGET COMPANY) BY MR. SATISH KUMAR GUPTA, MR. VIKAS MUNJAL, MR. ASHISH
GOEL (ACQUIRERS) ALONG WITH MRS. MADHU GOYAL (PAC) PURSUANT TO SEBI
(SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011.**

Received from Mr. / Ms.....

Ledger Folio No/ -----Number of certificates enclosed..... under the Letter of Offer dated _____, Form of Acceptance, Transfer Deeds(s) and Original Share Certificate(s) as detailed hereunder:

| Sr. No. | Share Certificate No. | Distinctive Nos. | | No. of equity shares |
|-----------------------------------|-----------------------|------------------|----|----------------------|
| | | From | To | |
| 1. | | | | |
| 2. | | | | |
| 3. | | | | |
| Total no. of Equity Shares | | | | |

Stamp

Authorised Signatory

Date

Note: All future correspondence, if any, should be addressed to **Registrar to the Offer**

Beetal Financial and Computer Services Pvt. Limited

Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, New Delhi-110062

Contact Person: Mr. Punit Mittal

Ph.: 011-29961281/82/83

Fax: 011-29961284

Email: beetalrta@gmail.com

SEBI Regn. No.: INR 000000262

ACKNOWLEDGEMENT SLIP

SHARES IN DEMATERIALISED FORM

**OPEN OFFER TO THE SHAREHOLDERS OF M/S UNIMODE OVERSEAS LIMITED (UOL/
TARGET COMPANY) BY MR. SATISH KUMAR GUPTA, MR. VIKAS MUNJAL, MR. ASHISH
GOEL (ACQUIRERS) ALONG WITH MRS. MADHU GOYAL (PAC) PURSUANT TO SEBI
(SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011.**

Received from Mr. / Ms.

I / We, holding equity shares in the dematerialized form, accept the Offer and enclose the photocopy of the Delivery Instruction in "Off-market" mode, duly acknowledged by the Depository Participant ("DP") in respect of my shares as detailed below:

| DP Name | DP ID | Client ID | Beneficiary Name | No. of equity shares |
|---------|-------|-----------|------------------|----------------------|
| | | | | |
| | | | | |

| | |
|---------------------------|--|
| DP Name | : SMC Global Securities Limited – New Delhi |
| ID | : IN303655 |
| Client ID | : 10005346 |
| Depository | : National Securities Depository Limited ("NSDL") |
| Depository Escrow Account | : "UNIMODE OVERSEAS LIMITED-OPEN OFFER ESCROW A/C" |

Stamp

Authorised Signatory

Date:

Note: All future correspondence, if any, should be addressed to **Registrar to the Offer**

Beetal Financial and Computer Services Pvt. Limited

Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, New Delhi-110062

Contact Person: Mr. Punit Mittal

Ph.: 011-29961281/82/83

Fax: 011-29961284

Email: beetalrta@gmail.com

SEBI Regn. No.: INR 000000262