

## LETTER OF OFFER

### THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as Public Shareholder(s) of **Unimode Overseas Limited** (hereinafter referred to as "**Target Company**" or "**UOL**"). If you require any clarification about the action to be taken, you may please consult your stockbroker or investment consultant or the Manager to the offer or the Registrar to the Offer. In case you have recently sold your equity shares in Unimode Overseas Limited, please hand over this Letter of Offer and the accompanying Form of Acceptance cum acknowledgement, and Transfer Deed(s) to the Member of Stock Exchange through whom the said sale was effected.

#### OPEN OFFER BY

##### Mr. Rajiv Gupta ("Acquirer 1")

Address: C-73, Shivaji Park Delhi, Punjabi Bagh Delhi-110026

##### Mr. Kanhiya Gupta ("Acquirer 2")

Address: C-73, Shivaji Park Delhi, Punjabi Bagh Delhi-110026

##### Mr. Haldher Gupta ("Acquirer 3")

Address: C-73, Shivaji Park Delhi, Punjabi Bagh Delhi-110026

to the Public Shareholders of

#### UNIMODE OVERSEAS LIMITED

Registered Office: 304A/10178, IIIrd Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh,  
New Delhi 110005

Tel No: +91-11-43685156, Email id: [unimodeoverseaslimited@gmail.com](mailto:unimodeoverseaslimited@gmail.com)

#### TO ACQUIRE

Up to 1,30,273 equity shares of face value of Rs. 10/- each, representing 26% of the total equity/voting share capital of the Target Company at a price of Rs 25.00/- per fully paid equity share payable in Cash.

#### Notes:

1. The Offer is being made by the Acquirer (s) pursuant to the Regulations 3(1) and 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("**SEBI (SAST) Regulations**").
2. This Offer is not conditional to any minimum level of acceptance.
3. This is not a competing offer.
4. The Acquirer (s) may revise the Offer Price at any time up to 3 (Three) Working Days prior to the opening of the Tendering Period of the Offer i.e., **Thursday, February 09, 2023**. Any upward revision or withdrawal, if any, of the Offer would be informed by way of the issue opening public announcement in the same newspapers and editions in which the original detailed public statement had appeared. Consideration at the same rate will be paid by the Acquirer(s) for all equity shares tendered anytime during the Offer.
5. **There is no Competing Offer.**
6. A copy of the Public Announcement, DPS and the Letter of Offer (including Form of Acceptance) are also available on Securities and Exchange Board of India website: [www.sebi.gov.in](http://www.sebi.gov.in).

Manager to the Offer	Registrar to the Offer
 <b>D &amp; A FINANCIAL SERVICES (P) LIMITED</b> 13, Community Centre, East of Kailash New Delhi - 110065. Tel nos.: +91 11 41326121, 40167308; Email: <a href="mailto:investors@dnafinserv.com">investors@dnafinserv.com</a> <b>Contact Person: Mr. Priyaranjan</b> <b>SEBI Regn. No.: INM000011484</b>	 <b>BEETAL FINANCIAL &amp; COMPUTER SERVICES PVT. LTD.</b> Beetal House, 3rd Floor, 99, Madangir, Near Dada Harsukh Das Mandir, New Delhi-110062 E. Mail: <a href="mailto:beetalrta@gmail.com">beetalrta@gmail.com</a> Tel. Nos.: 29961281-82, Fax No.: 29961284 <b>Contact Person: Mr. Punit Mittal</b> <b>SEBI Reg. No.: INR000000262</b>
<b>OFFER OPENS ON: Tuesday, February 14, 2023</b>	<b>OFFER CLOSES ON: Monday, February 27, 2023</b>

## SCHEDULE OF THE MAJOR ACTIVITIES OF THE OFFER

S. No.	Activity	Original Days & Dates	Revised Days & Dates
1.	<b>Date of Public Announcement</b>	<b>Friday, November 25, 2022</b>	<b>Friday, November 25, 2022</b>
2.	Date of Publication of Detailed Public Statement	Friday, December 02, 2022	Friday, December 02, 2022
3.	Filing of the Draft letter of Offer to SEBI	Friday, December 09, 2022	Friday, December 09, 2022
4.	Last Date for a Competitive Offer(s)	Friday, December 23, 2022	Friday, December 23, 2022
5.	<b>Identified Date*</b>	<b>Tuesday, January 03, 2023</b>	<b>Tuesday, 31 January 2023</b>
6.	Date by which Final Letter of Offer will be dispatched to the shareholders	Tuesday, January 10, 2023	Tuesday, February 07, 2023
7.	<b>Last Date for revising the Offer Price / number of shares.</b>	<b>Thursday, January 12, 2023</b>	<b>Thursday, 09 February, 2023</b>
8.	Date by which the committee of the independent directors of the Target Company shall give its recommendations.	Friday, January 13, 2023	Friday, 10 February, 2023
9.	<b>Date of Publication of Offer Opening Public Announcement</b>	<b>Monday, January 16, 2023</b>	<b>Monday, 13 February, 2023</b>
10.	<b>Date of Commencement of Tendering Period (Offer Opening date)</b>	<b>Tuesday, January 17, 2023</b>	<b>Tuesday, February 14, 2023</b>
11.	<b>Date of Expiry of Tendering Period (Offer Closing date)</b>	<b>Tuesday, January 31, 2023</b>	<b>Monday, February 27, 2023</b>
12.	Last Date of communicating rejection / acceptance and payment of consideration for applications accepted / return of unaccepted share certificates / credit of unaccepted equity shares to demat account.	Tuesday February 14, 2023	Tuesday, March 14, 2023

*\*The Identified Date is only for the purpose of determining the Public Shareholders as on such date to whom the letter of offer would be mailed. It is clarified that all the Public Shareholders (registered or unregistered) are eligible to participate in this offer at any time prior to the closure of tendering period.*

### RISK FACTORS

#### Risk Factors relating to the transaction

- In the event that (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 Acquirer(s) 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 Acquirer (s) may be delayed. The tendered equity Shares and documents will be held until such time as the process of acceptance of such equity Shares and the payment of consideration thereto is completed.
- In case of delay in receipt of any statutory approval, SEBI has the power to grant extension of time to Acquirer (s) for payment of consideration to the Public Shareholders of the Target Company who have accepted the Offer within such period, subject to Acquirer (s) agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations.
- The equity shares once tendered in the open offer cannot be withdrawn by the Public Shareholders, even in the event of a delay in the acceptance of equity shares under the Open Offer and/or the payment of consideration. The tendered Equity Shares and documents will be held in trust for the benefit of the Public Shareholders, who have tendered Equity Shares in the Open Offer, by the Clearing Corporation /Registrar to the Offer until such time the process of acceptance of tenders of Equity Shares under the Open Offer and the payment of consideration is completed. Once tendered, the Public Shareholders will not be able to trade in such Equity Shares. During such period, there may be fluctuations in the market price of the equity shares of the Target Company that may adversely impact the Public Shareholders who have tendered their Equity Shares in this Open Offer. The Public Shareholders will be solely responsible for their decisions regarding participation in this Open Offer.
- Public Shareholders should note that the Public Shareholders who tender the equity Shares in acceptance of the Offer shall not be entitled to withdraw such acceptances during the Tendering Period.
- In the event of over-subscription to the Offer, the acceptance will be on a proportionate basis and hence there is no certainty that all the shares tendered by the Public Shareholders in the Offer will be accepted.
- The Acquirer (s) and the Manager to the Offer accept no responsibility for statements made otherwise than in the Public Announcement, DPS or this Letter of Offer or in the advertisements or other materials issued by, or at the instance of the Acquirer(s) and the Manager to the Offer, and anyone placing reliance on any other source of information, would be doing so at his/her/their own risk.
- This Offer is subject to completion risks as would be applicable to similar transactions.

**Risk Factors relating to the proposed Offer.**

1. In the event that either (a) there is any litigation to stay the Offer, or (b) SEBI instructs the Acquirer (s) to comply with certain conditions before proceeding with the Offer, then the Offer procedure may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the Public Shareholders of the Target Company, whose shares have been accepted in the Offer as well as the return of shares not accepted by the Acquirer (s) may be delayed. In case of delay in receipt of any statutory approval, SEBI has the power to grant extension of time to the Acquirer (s) for payment of consideration to the Public Shareholders of the Target Company who have accepted the Offer within such period, subject to the Acquirer (s) agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations.
2. As per Regulation 18(9) of SEBI (SAST) Regulations, Public Shareholders who have tendered shares in acceptance of the open offer shall not be entitled to withdraw such acceptance during the tendering period, even if the acceptance of shares under the Offer and dispatch of consideration gets delayed.
3. In the event of over-subscription to the Offer, the acceptance will be on a proportionate basis.
4. The tendered shares and the documents would be held in trust by the Registrar to the Offer until the completion of Offer formalities and during this period, Public Shareholders who have tendered their shares in the Offer will not be able to trade in the shares on the stock exchanges or take advantage of upward movement in the share price, if any. Accordingly, the Acquirer (s) makes no assurance with respect to any decision by the Public Shareholders on whether or not to participate in the Offer.
5. The Acquirer (s) and the Manager to the Offer accept no responsibility for statements made otherwise than in the Letter of Offer / DPS / Public Announcement and anyone placing reliance on any other sources of information (not released by the Acquirer (s)) would be doing so at his / her / its own risk.

**Probable risks involved in associating with the Acquirer(s)**

1. The Acquirer (s) makes no assurance with respect to the financial performance of the Target Company and disclaims any responsibility with respect to any decision by the Public Shareholders on whether or not to participate in the Offer.
2. The Acquirer (s) makes no assurance with respect to their investment/divestment decisions relating to their proposed shareholding in the Target Company.
3. The Acquirer (s) does not provide any assurance with respect to the market price of the equity Shares of the Target Company before, during or after the Offer.

The risk factors set forth above, pertain to the Offer and associating with the Acquirer (s), 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 Public Shareholder in the Offer. Public Shareholders of the Target Company are advised to consult their stockbrokers or investment consultants, if any, for analyzing all the risks with respect to their participation in the Offer.

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## 1. DEFINITIONS/ ABBREVIATIONS

1.	Acquirer (s)	Mr. Rajiv Gupta, Mr. Kanhiya Gupta and Mr. Haldher Gupta
2.	Book Value per share	Net worth / Number of equity shares issued
3.	BSE	BSE Limited
4.	DPS	Detailed Public Statement, as per Regulation 14 (3) of the SEBI (SAST) Regulations
5.	Eligible Persons or Eligible Public Shareholders (to participate in this Offer)	Registered shareholders of Unimode Overseas Limited, and unregistered shareholders who own the equity shares of Unimode Overseas Limited any time prior to the Offer Closure other than the Acquirer (s) and Parties to the Agreement.
6.	EPS	Profit after tax / Number of equity shares issued
7.	Form of Acceptance	Form of Acceptance cum Acknowledgement
8.	LoF or Letter of Offer	Offer Document
9.	Manager to the Offer or, Merchant Banker	D & A Financial Services (P) Limited
10.	N.A.	Not Available
11.	Negotiated Price	Rupees 25.00 per fully paid-up equity share/ voting share capital of face value of Rs. 10.00/- each.
12.	Offer or The Offer	Open offer for acquisition of up to 1,30,273 equity shares ("Offer Shares") of Rs 10/- each representing 26% of the total paid up equity share capital of Target Company at a price of Rs 25.00 per fully paid equity share, payable in Cash.
13.	Offer Price	Rs 25.00 per share for fully paid equity shares of face value of Rs 10/- each, payable in Cash.
14.	PAC(s)	Persons acting in concert
15.	Public Announcement or PA	Public announcement submitted to stock exchange(s) where the Target Company is listed as well as to SEBI on November 25, 2022.
16.	Public Shareholders	The shareholders of the Target Company who own equity shares at any time prior to the closure of Tendering Period, including the beneficial owners of the equity shares held in dematerialized form and physical form except the Acquirer (s), PACs if any and the Sellers, including persons deemed to be acting in concert with them in terms of Regulation 7(6) of SEBI (SAST) Regulations
17.	Registrar or Registrar to the Offer	Beetal Financial & Computer Services Private Limited
18.	Return on Net Worth	(Profit After Tax/Net Worth) *100
19.	SEBI	Securities and Exchange Board of India
20.	Regulations or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto.
21.	SEBI Act	Securities and Exchange Board of India Act, 1992
22.	Seller	1. Mr. Ashish Goel 2. Mr. Vikas Munjal
23.	SPA	Share purchase agreement entered into between Mr. Rajiv Gupta, Mr. Kanhiya Gupta and Mr. Haldher Gupta (" <b>Acquirers</b> ") AND Mr. Ashish Goel, and Mr. Vikas Munjal (" <b>Sellers</b> ") dated November 25, 2022.
24.	Share(s)	Fully paid up equity shares of face value of Rs. 10/- (Rupee Ten only) each of the Target Company
25.	Target Company or Company or <b>UOL</b>	Company whose equity shares are proposed to be acquired viz. Unimode Overseas Limited.
26.	Total paid-up Capital or Equity Capital of the Target Company	Consisting of 5,01,050 fully paid-up equity shares of Rs.10/- each of the Target Company as on the date of this Letter of Offer
27.	Tendering Period	Period within which Public Shareholders may tender their shares in acceptance of this open Offer i.e. from <b>Tuesday, February 14, 2023</b> , to <b>Monday, February 27, 2023</b> .
28.	Working Day	Working Day of the SEBI

## 2. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER 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 ACQUIRER (S) 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 DISCHARGE ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, D & A FINANCIAL SERVICES (P) LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED 08TH DECEMBER, 2022 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER (S) FROM THE REQUIREMENT OF OBTAINING SUCH 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 Regulations 3(1) and 4 of SEBI (SAST) Regulations and as a result of this Offer, the Acquirer (s) will have substantial acquisition of shares or voting rights accompanied with complete change in control and management of UOL.
- 3.1.2 The Acquirer (s) does not hold any equity Shares in the Target Company as on date.
- 3.1.3 The Acquirer (s) and the Seller have entered into the share purchase agreement on November 25, 2022, pursuant to which and subjected to the satisfaction or waiver, if applicable, of the conditions contained in the SPA, the Seller has agreed to sell, and the Acquirer(s) have agreed to purchase in cash 1,33,522 equity Shares representing 26.65% of the total issued and paid up Equity Capital of the Target Company at a price of Rupees 25.00 per equity Shares ("**Sale Shares**") from the Seller. The Sellers are Promoters / Promoter Group of the Target Company and are in management and control of the Target Company. The completion of acquisition of shares under the SPA shall be done in compliance with Regulation 22(1) of the SEBI (SAST) Regulations.

(a) The Details of the Seller is as under:

Sr. No	Name of Shareholders/ Sellers	Address & Phone No.	No. of shares	% to the Paid up Capital	Sale price per equity shares (In Rs.)	Sale Consideration (In Rs)
1	Mr. Ashish Goel	AD-55A, Shalimar Bagh, North West Delhi-110088	87,700	17.50	25.00	21,92,500.00
2	Mr. Vikas Munjal	Block H, House No. 76, 4th Floor, South City II, Gurgaon, Haryana-122018	45,822	9.15	25.00	11,45,550.00
<b>Total</b>			<b>1,33,522</b>	<b>26.65</b>		<b>33,38,050.00</b>

- 3.1.4 The important features of the SPA are laid down as under:
- In consideration of the purchase of the sale shares, the Acquirer (s) shall pay total cash consideration of Rupees 33,38,050.00/- (Rupees Thirty Three Lakh Thirty Eight Thousand and Fifty Only).
  - Against payment of the sale consideration, the Seller as the legal and beneficial owners of the shares, shall sell, transfer, convey and deliver to the Acquirer (s) and the Acquirer (s) shall purchase and acquire from the Seller, the Sale Shares free from all encumbrances, all rights, title and interests of the Seller in the Sale Shares together with all accrued benefits, rights and obligations attaching thereto.
  - The Acquirer (s) undertakes and covenants to take all steps and actions as may be necessary for compliance with the provisions of the SEBI (SAST) Regulations. The seller agrees to provide the Acquirer (s) with all necessary support, for complying with the provisions of the SEBI (SAST) Regulations relating to public offer as are applicable to the transaction envisaged herein.
  - In the event the Acquirer (s) fails to comply with the applicable provisions of the SEBI (SAST) Regulations relating to the public offer, the SPA shall stand terminated and shall be null and void.
- 3.1.5 Neither the Acquirer(s), Seller nor the Target Company have been prohibited by SEBI from dealing in securities, in terms of direction under Section 11B of the SEBI Act or under any of the regulations made under the SEBI Act.
- 3.1.6 There are no directions subsisting or proceedings pending against target company, promoter and promoter group of target company, acquirers and Manager to the offer under SEBI Act, 1992 or any law made thereunder and also by any other regulator.

- 3.1.7 The Acquirers, target company, promoter and promoter group of target company as well as acquirers and their related parties have not connected or involved in price rise of target company since date of public announcement and confirm that it is totally market driven and not connected to them in any manner.
- 3.1.8 The Board of the Target Company shall, in accordance with Regulation 26(6) of the SEBI (SAST) Regulations, constitute a committee of independent directors who would provide its written reasoned recommendation on the Offer to the Public Shareholders of the Target Company. In accordance with Regulation 26(7) of the SEBI (SAST) Regulations, the committee of independent directors of the Target Company shall provide their reasoned recommendations on this open Offer to its Public Shareholders and the Target Company shall in accordance with Regulation 26(6) of the SEBI (SAST) Regulations, cause to publish such recommendation at least two working days before the commencement of the tendering period i.e., on or before , Friday, February 10, 2023 in the same newspapers where the DPS of the Offer was published.

### 3.2 Details of the proposed offer

- 3.2.1 A detailed public statement, as per Regulation 14 (3) of the SEBI (SAST) Regulations, was made in the following newspapers, on December 02, 2022:

Publication	Editions
Financial Express (English)	All Editions
Jansatta (Hindi)	All Editions
Mumbai Lakshadweep (Marathi)	Mumbai Edition

**Copy of the DPS is also available on the SEBI website at [www.sebi.gov.in](http://www.sebi.gov.in).**

- 3.2.2 The Acquirer (s) are making an Offer in terms of Regulations 3(1) and 4 of the SEBI (SAST) Regulations to acquire 130,273 equity shares of Rs 10/- each, fully paid, up representing 26% of the share/voting capital of UOL at a price of Rs 25.00/- per fully paid up equity share ("**Offer Price**"), payable in cash, from the Public Shareholders of Target Company other than the acquirer (s), persons acting in concert with them and the parties to the share purchase agreement including persons deemed to be acting in concert with such parties, and subject to the terms and conditions set out in the Public Announcement, DPS and this Letter of Offer.
- 3.2.3 The Offer Price is Rs 25.00 (Rupees Twenty Five Only) per share of face value of Rs 10/- each. As on date of this letter of offer, all the equity Shares of the Target Company are fully paid up and there are no partly paid-up equity shares in the Target Company. There are no outstanding convertible instruments (debentures/warrants/FCDs/PCDs) etc.
- 3.2.4 There is no differential pricing for the shares proposed to be acquired under the Offer.
- 3.2.5 This is not a competing offer.
- 3.2.6 All the shares tendered shall be free from lien, charges and encumbrances of any kind, whatsoever.
- 3.2.7 The Offer is not subject to any minimum level of acceptance from the shareholders i.e. **it is not a conditional offer** and the Acquirer (s) shall be obliged to acquire all the equity shares tendered in response to the Offer, subject to a maximum of 1,30,273 equity Shares that are tendered in the valid form in terms of the Offer subject to the terms and conditions mentioned in the DPS and the Letter of Offer to be mailed to the Public Shareholders of the Target Company.
- 3.2.8 The Acquirer (s) have not acquired any equity shares of the Target Company from the date of Public Announcement up to the date of this Letter of Offer.
- 3.2.9 The Acquirers does not hold any equity Shares in the Target Company.
- 3.2.10 The Acquirer (s), at present has no intention to sell, dispose of or otherwise encumber any significant assets of UOL in the succeeding 2 (Two) years, except in the ordinary course of business of UOL. However, UOL's future policy for disposal of its assets, if any, will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders at a general body meeting of UOL in terms of Regulation 25(2) of the SEBI (SAST) Regulations.
- 3.2.11 The acquisition of 26% of the paid-up equity share capital of Target Company under this offer together with the equity shares being acquired in terms of the SPA (defined herein below) will not result in public shareholding in UOL being reduced below the minimum level of 25% as required to be maintained for the purpose of continuous listing under Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Rule 19A of the Securities Contract (Regulation) Rules, 1957 ("**SCRR**"). Assuming full acceptance under this offer, the post offer holdings of the Acquirers shall not go beyond the maximum permissible non-public shareholding under SCRR and in case the holding of the Acquirers goes beyond the limit due to further acquisitions, the Acquirers hereby undertakes to reduce their shareholding to the level stipulated in the SCRR and within the time specified therein and through permitted routes available under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any other such routes as may be approved by SEBI from time to time.

### 3.3 Object of the Acquisition / Offer

- 3.3.1 The Acquirer (s) are interested in taking over the management and control of UOL. Thus, substantial acquisition of shares and voting rights accompanied with change in control and management is the reason and rationale for the Offer.
- 3.3.2 The Acquirer (s) shall continue the existing line of business of the Target Company and at present, the Acquirers have no intention to change the business activity as defined under main objects of the Target Company.

## **4. BACKGROUND OF THE ACQUIRERS**

### **4.1 ACQUIRER 1- MR. RAJIV GUPTA**

- 4.1.1 Mr. Rajiv Gupta, S/o Shri Rajinder Kumar Gupta, aged about 51 years, is residing at C-73, Shivaji Park Delhi, Punjabi Bagh Delhi-110026. He is a under graduate and having experience of more than 30 years in the Import and Export business.
- 4.1.2 Mr. Gaurav Kumar, (Membership No. 432472) partner of M/s Umesh Amita & Co., Chartered Accountants (Firm Registration No. 007238C), having office at 10C, 3rd Floor, AD Block, Pitampura, New Delhi-110034 Phone Number: +91 9782197969 Email Id: [umeshamita.co@gmail.com](mailto:umeshamita.co@gmail.com), has certified vide his certificate dated November 25, 2022 that the Net worth of Mr. Rajiv Gupta as on November 25, 2022 is Rs 77.68 Lakh and further the letter also confirms that he has sufficient liquid funds to fulfill his part of obligations under this offer.
- 4.1.3 As on the date of DPS, he holds directorship in Manbro Polymers Limited, which is an unlisted company.
- 4.1.4 As on the date of DPS, he has not been prohibited by SEBI from dealing in securities, in terms of Section 11B of the Securities and Exchange Board of India Act, 1992, as amended, ("**SEBI Act**").
- 4.1.5 As on the date of DPS, he does not hold equity shares in the target company and have not acquired any equity shares of the Target Company during preceding 12 (Twelve) months from the date of PA.
- 4.1.6 The Acquirer does not hold any equity Shares in the Target Company. The provision of Chapter II of the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 1997 as well as provisions of Chapter V of the SEBI (SAST) Regulations are not applicable to the Acquirer as he is not holding any equity Shares of the Target Company. The acquirer has also not acquired earlier any shares of target company through open offer.
- 4.1.7 The acquirer is not declared as wilful defaulter by the Reserve Bank of India and also not declared as fugitive economic offender.
- 4.1.8 He is Father of Acquirer 2 and Acquirer 3.
- 4.1.9 There are no directions subsisting or proceedings pending against acquirer 1 under SEBI Act, 1992 or any law made thereunder and also by any other regulator.

### **4.2 ACQUIRER 2- MR. KANHIYA GUPTA**

- 4.2.1 Mr. Kanhiya Gupta, S/o Shri Rajiv Gupta, aged about 25 years, is residing at C-73, Shivaji Park Delhi, Punjabi Bagh Delhi-110026. He is a under graduate and joined his father's business of import and export at his early age since then he is having experience of 7 years in the Import and Export business.
- 4.2.2 Mr. Gaurav Kumar, (Membership No. 432472) partner of M/s Umesh Amita & Co., Chartered Accountants (Firm Registration No. 007238C), having office at 10C, 3rd Floor, AD Block, Pitampura, New Delhi-110034 Phone Number: +91 9782197969 Email Id: [umeshamita.co@gmail.com](mailto:umeshamita.co@gmail.com), has certified vide his certificate dated November 25, 2022 that the Net worth of Mr. Kanhiya Gupta as on November 25, 2022 is Rs 15.63 Lakh and further the letter also confirms that he has sufficient liquid funds to fulfill his part of obligations under this offer
- 4.2.3 As on the date of DPS, He holds directorship in Biovid Labs Pharmaceuticals Private Limited and Raaka Techpro Chem Private Limited.
- 4.2.4 As on the date of DPS he has not been prohibited by SEBI from dealing in securities, in terms of Section 11B of the Securities and Exchange Board of India Act, 1992, as amended, ("**SEBI Act**").
- 4.2.5 As on the date of DPS, he does not hold equity shares in the target company and have not acquired any equity shares of the Target Company during preceding 12 (Twelve) months from the date of PA.
- 4.2.6 The Acquirer does not hold any equity Shares in the Target Company. The provision of Chapter II of the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 1997 as well as provisions of Chapter V of the SEBI (SAST) Regulations are not applicable to the Acquirer as he is not holding any equity Shares of the Target Company. The acquirer has also not acquired earlier any shares of target company through open offer.
- 4.2.7 The acquirer is not declared as wilful defaulter by the Reserve Bank of India and also not declared as fugitive economic offender.
- 4.2.8 He is son of Acquirer 1 and elder brother of Acquirer 3.
- 4.2.9 There are no directions subsisting or proceedings pending against acquirer 2 under SEBI Act, 1992 or any law made thereunder and also by any other regulator.

### **4.3 ACQUIRER 3- MR. HALDHER GUPTA**

- 4.3.1 Mr. Haldher Gupta, S/o Shri Rajiv Gupta, aged about 22 years, is residing at C-73, Shivaji Park Delhi, Punjabi Bagh Delhi-110026. He is a under graduate and he is having experience of 2 years in the Chemical business.
- 4.3.2 Mr. Gaurav Kumar, (Membership No. 432472) partner of M/s Umesh Amita & Co., Chartered Accountants (Firm Registration No. 007238C), having office at 10C, 3rd Floor, AD Block, Pitampura, New Delhi-110034 Phone Number: +91 9782197969 Email Id: [umeshamita.co@gmail.com](mailto:umeshamita.co@gmail.com), has certified vide his certificate dated November 25, 2022 that the Net worth of Mr. Haldher Gupta as on November 25, 2022 is Rs 103.86 Lakh and further the letter also confirms that he has sufficient liquid funds to fulfill his part of obligations under this offer."
- 4.3.3 As on the date of DPS, He holds directorship in Raaka Techpro Chem Private Limited and Biovid Labs Pharmaceuticals Private Limited.
- 4.3.4 As on the date of DPS he has not been prohibited by SEBI from dealing in securities, in terms of Section 11B of the Securities and Exchange Board of India Act, 1992, as amended, ("**SEBI Act**").

- 4.3.5 As on the date of DPS, he does not hold equity shares in the target company and have not acquired any equity shares of the Target Company during preceding 12 (Twelve) months from the date of PA.
- 4.3.6 The Acquirer does not hold any equity Shares in the Target Company. The provision of Chapter II of the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 1997 as well as provisions of Chapter V of the SEBI (SAST) Regulations are not applicable to the Acquirer as he is not holding any equity Shares of the Target Company. The acquirer has also not acquired earlier any shares of target company through open offer.
- 4.3.7 The acquirer is not declared as wilful defaulter by the Reserve Bank of India and also not declared as fugitive economic offender.
- 4.3.8 He is son of Acquirer 1 and younger brother of Acquirer 2.
- 4.3.9 There are no directions subsisting or proceedings pending against acquirer 3 under SEBI Act, 1992 or any law made thereunder and also by any other regulator.

## BACKGROUND OF THE TARGET COMPANY

### UNIMODE OVERSEAS LIMITED

- 5.1 M/s. Unimode Overseas Limited (Hereinafter referred to as "Target Company"/ "UOL"), was originally incorporated as a public limited company under the name and style as M/s. Unimode Overseas Limited under the provisions of the Companies Act, 1956, vide original certificate of incorporation dated 24th April, 1992. The Registered Office of the company is situated at 304A/10178, IIIrd Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi North Delhi 110005 and having corporate identification number: CIN No. L51909DL1992PLC048444. The Company does not belong to any group.

Share Capital Structure of the Target Company as on date is as under:

Paid up equity shares	No. of shares/ voting rights	% of Shares / voting rights
Fully paid-up equity shares	501050	100.00
Partly paid-up equity shares	Nil	Nil
Total paid-up equity shares	501050	100.00
Total voting rights in the Target Company	501050	100.00

- 5.2 All the shares of the Target Company are listed and permitted for trading on the BSE Limited (Scrip Code: 512595).
- 5.3 There are no outstanding convertible instruments / partly-paid up equity shares in the target company. Target Company has not issued any depository receipts of shares in foreign countries till date.
- 5.4 The Composition of the Board of Directors of the Target Company is as under.

Sr No	Name	DIN No	Date of Original Appointment	Residential Address	Designation
1.	Vikas Munjal	01886826	29/09/2015	Block H, House No. 76, 4th Floor, South City II, Gurgaon, Haryana-122018	Director
2.	Ashish Goel	00367103	29/09/2015	AD-55A, Shalimar Bagh North West Delhi-110088	Director
3.	Ashish Kumar Garg	00317457	03/09/2021	97-A LIG Flat, Rampura Onkar Nagar, Delhi-110035	Director
4.	Shriya	09451142	26/05/2022	H.No. 201, Greater Kailash, Near C.T Public School, Maqsudan, Jalandhar, Punjab-144008	Independent Director
5.	Rakesh Wadhawan	07079353	20/10/2016	102, Jaipuria Building, Kohlapur Road, Kamla Nagar, Malka Ganj, Delhi-110007	Independent Director

- 5.6 There have been no merger / de-merger / spin-off during the last 3 (Three) years involving the Target Company.
- 5.7 As per declaration received from the Target Company, presently there are no material litigations pending against the Target Company.
- 5.8 Financial Highlights of the Target Company  
The brief audited financial details of the Target Company for the preceding three financial years are as under:

(Rs. in Lakhs)

Profit & Loss Statement	Year Ended March 31, 2020	Year Ended March 31, 2021	Year Ended March 31, 2022	For the Quarter and Half Year ended September 30, 2022
	Audited	Audited	Audited	Un-Audited
Revenue from Operations	-	-	-	-
<b>Other Income</b>	<b>12.61</b>	<b>8.89</b>	<b>4.96</b>	<b>0.40</b>
<b>Total Income</b>	<b>12.61</b>	<b>8.89</b>	<b>4.96</b>	<b>0.40</b>
Total Expenditure	14.34	10.07	9.33	8.80
<b>Profit before Depreciation, Interest and Tax</b>	<b>(1.74)</b>	<b>(1.18)</b>	<b>(4.37)</b>	<b>(8.40)</b>
Depreciation	-	-	-	-
Interest	-	-	-	-
<b>Profit/(Loss) before Tax</b>	<b>(1.74)</b>	<b>(1.18)</b>	<b>(4.37)</b>	<b>(8.40)</b>
Provision for Tax	-	-	-	-
<b>Profit/(Loss) after Tax</b>	<b>(1.74)</b>	<b>(1.18)</b>	<b>(4.37)</b>	<b>(8.40)</b>
Balance Sheet Statement	Year Ended March 31, 2020	Year Ended March 31, 2021	Year Ended March 31, 2022	For the Quarter and Half Year ended September 30, 2022
	Audited	Audited	Audited	Un-Audited
<b>Equity And Liabilities</b>				
<b>EQUITY</b>				
Paid up Equity Share Capital	50.11	50.11	50.11	50.11
Other equity	-	-	-	-
Reserve & Surplus (Excluding Revaluation Reserve)	(71.27)	(72.45)	(76.82)	(85.21)
<b>Non-Current Liabilities</b>				
Long Term Borrowings	-	-	-	-
Deferred Tax Liabilities (Net)	-	-	-	-
Other Long Term Liabilities	-	-	-	-
Long Term Provisions	-	-	-	-
<b>Non-Current Liabilities</b>				
Short Term Borrowings	-	-	-	-
Trade Payables	-	-	-	-
Other Current Liabilities	25.97	30.02	34.07	39.10
Short Term Provisions	-	-	-	-
<b>Total</b>	<b>4.81</b>	<b>7.68</b>	<b>7.36</b>	<b>4.00</b>
<b>ASSETS</b>				
<b>Non-Current Assets</b>				
<b>Fixed Assets</b>				
Tangible Assets	-	-	-	-
Intangible Assets	-	-	-	-
Capital Work in Progress	-	-	-	-
Non Current Investments	-	-	-	-
Long Term Loans and Advances	-	-	-	-
Other Non-Current Financial Assets	1.82	1.82	-	-
<b>Current Assets</b>				
Inventories	-	-	-	-
Trade Receivable	-	-	5.08	0.80
Cash and Cash Equivalents	1.93	5.42	1.63	1.90
Short Term Loans and Advances	-	-	-	-
Other Current Assets	1.06	0.44	0.65	1.30
<b>Total</b>	<b>4.81</b>	<b>7.68</b>	<b>7.36</b>	<b>4.00</b>

Other Financial Data	Year Ended March 31, 2020	Year Ended March 31, 2021	Year Ended March 31, 2022	Half Year Ended and Half Year Ended September 30, 2022
	(Audited)	(Audited)	(Audited)	(Un-Audited)
Dividend (%)	-	-	-	-
Earnings Per Share (In Rs.)	(0.35)	(0.24)	(0.87)	(0.17)
Book Value Per Share	10	10	10	10
Return on Net worth (%)	(0.42)	(0.45)	(0.53)	(0.70)
Net worth (Rs in Lakh)	(21.16)	(22.35)	(26.71)	(35.10)

Source: As Certified by statutory auditor of the Target Company, M/s Sunil Kumar Gupta & Co., Chartered Accountants (Firm Registration Number: 003645N), as certified by Rahul Goyal, Partner (Membership Number: 540880), having its office at B-10, Magnum House-I, Karam Pura Commercial Complex, Shivaji Marg, New Delhi-110015 vide his certificate dated 14th November, 2022, Phone Number: +91 9953999077, Email id: [caskg82@gmail.com](mailto:caskg82@gmail.com).

5.8 The shares of the target company are not suspended at any of the stock exchange, where the shares of the company are listed.

5.9 The target company has complied with applicable provisions of listing agreement and following penalties were imposed by the stock exchange during past years.

Penalty from Companies-SOP of Rs. 2,360 for Late submission Reg 31 for the quarter ended March 2021, fine invoice dated 22-Jun-2021 was paid by company.

- Under Regulation 29(2)/29(3) Delay in furnishing prior intimation about the meeting of the board of directors fine of Rs. 11,800/- dated however BSE has later waived off the fine via mail dated Feb 4, 2021 after company representation.
- Under Reg. 31 - Shareholding Pattern, Late submission of Shareholding Pattern for the Quarter ended June 2020, imposed of fine Rs. 23600, however BSE has later waived off the fine via mail dated Feb 4, 2021 after company representation.
- Under regulation 13 (3) Late-Submission of Statement on Investor Complaints for the Quarter ended June 2020, dated Aug 21, 2020, BSE imposed a penalty of Rs. 3540 for that company prayed for waiver off.

5.11 Pre and Post - Offer share holding pattern of the Target Company shall be as follows:

Sr. No	Shareholder Category	Shareholding & voting rights prior to the acquisition and Offer		Shares/voting rights agreed to be acquired which triggered off the Regulations		Shares/voting rights to be acquired in the open Offer (assuming full acceptance)		Shareholding/voting rights after the acquisition and Offer i.e.	
		(A)		(B)		(C)		(A+B+C)	
		No.	%	No.	%	No.	%	No.	%
1	<b>a. Parties to SPA</b>								
	Mr. Ashish Goel	87700	17.50	(87,700)	(17.50)	Nil	NA	Nil	NA
	Mr. Vikas Munjal	45822	9.15	(45,822)	(9.15)	Nil	NA	Nil	NA
	<b>Total 1(a) Promoter Group</b>	<b>1,33,522</b>	<b>26.65</b>	<b>(133,522)</b>	<b>(26.65)</b>	<b>Nil</b>	<b>NA</b>	<b>Nil</b>	<b>NA</b>
2.	<b>(a) Acquirer</b>								
	Mr. Rajiv Gupta	Nil	NA	50,000	9.98	1,30,273	26.00	1,80,273	35.98
	Mr. Kanhiya Gupta	Nil	NA	45,822	9.15	Nil	NA	45822	9.15
	Mr. Haldher Gupta	Nil	NA	37,700	7.52	Nil	NA	37700	7.52
	<b>Total 2(a)</b>	<b>Nil</b>	<b>NA</b>	<b>1,33,522</b>	<b>26.65</b>	<b>5618954</b>	<b>26.00</b>	<b>263795</b>	<b>52.65</b>
3	<b>Parties to the Agreement other than 1 2 &amp; 3</b>	<b>Nil</b>	<b>NA</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>NA</b>	<b>Nil</b>	<b>NA</b>
4.	<b>Public (other than 1 to 3)</b>								
	a. FIs/MFs/FIIs Banks/ SFIs etc	50	0.01						
	b. Bodies Corporate	6853	1.37	Nil	NA	(130273)	(26.00)	237255	47.35
	c. Indian Public	302150	60.30						
	d. NRI/OCB	56880	11.35						
	e. Any other	1595	0.32						
	f. IEPF Account								
	<b>Total 4</b>	<b>367528</b>	<b>73.35</b>					<b>237255</b>	<b>47.35</b>
	<b>Grand Total (1 to 4)</b>	<b>501050</b>	<b>100</b>	<b>Nil</b>	<b>NA</b>	<b>Nil</b>	<b>Nil</b>	<b>501050</b>	<b>100.00</b>

Notes:

- The data within bracket indicates sale of equity shares.

5.12 There is no direct or indirect linkage between the acquirers and promoters and target company and its public shareholders except among acquirers, Acquirer 1 is father of Acquirer 2 and Acquirer 3.

5.13 SEBI may initiate appropriate action against promoter group entities for non-compliance with provisions of chapter V of SEBI (SAST) Regulations, 2011, wherever required.

## 6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

### 6.1 Justification of Offer price

6.1.1 This Offer is pursuant to a direct acquisition.

- (a) The equity shares of the Target Company are listed on the BSE Limited ("BSE"). The equity shares on BSE are infrequently traded, in terms of the SEBI (SAST) Regulations. The trading turnover in the equity shares based on the trading volumes on the BSE for the period from November, 2021 to October, 2022 i.e., 12 (Twelve) calendar month preceding November, 2022, the month in which the Public Announcement was issued as given below:

Name of the Stock Exchange	Total number of equity shares traded during the 12 (Twelve) calendar months prior to the month of PA i.e., November 2021 to October, 2022.	Total Number of Listed Shares	Annualized Trading Turnover (as % of total weighted number of equity shares listed)
BSE	3139	501050	0.63

Source: [www.bseindia.com](http://www.bseindia.com)

## (2) Justification of Offer Price

1. The Offer Price of Rupees 25.00/- per offer share is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations, being the highest of the following parameters:

	Details	Rupees
a.	The Negotiated Price	25.00
b.	The volume weighted average price paid or payable for acquisition, by the Acquirer or PACs during the 52 (Fifty Two) weeks immediately preceding the date of PA	Not Applicable
c.	The highest price paid or payable for any acquisition by the Acquirer or PACs during the 26 (Twenty Six) weeks immediately preceding the date of the PA	Not Applicable
d.	The volume weighted average market price of equity shares of the Target Company for a period of 60 (Sixty) trading days immediately preceding the date of the PA as traded on BSE	Not Applicable
e.	The price determined by taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies	22.52*

Note: The Offer Price would be revised in the event of any corporate action like bonus, splits etc: where the record date for effecting such corporate action falls within 3 (Three) Working Days prior to the commencement of the tendering period in the offer.

- ✓ Mr. Ankit Chhabra, Chartered Accountant (Membership No. 523505) Registered Valuer (IBBI Registration No. IBBI/RV/11/2020/13204) having office at 5E-12, B.P., NIT Faridabad Phone No- +91 9811287524 Email id: [can.associates@gmail.com](mailto:can.associates@gmail.com) has valued the equity shares of target company and the fair value per share calculated as Rupees 22.52 per share.

The extracts of the report are as under.

- ✓ Net Asset Value (NAV): The Net Asset Value method is not considered since the company has negative net assets value as per the latest audited annual accounts for the period ended 31.03.2022.
- ✓ Profit Earning Capacity Value (PECV): The company has incurring losses from financial year 2018-19 onwards, hence profit earning capacity value has not been considered.
- ✓ Market based Value: For calculating per share value with reference to Market Value, volume weighted average price for last one year of the company's share as per the BSE trading data has been considered and it comes to Rs 22.52 per share. (Source: [www.bseindia.com](http://www.bseindia.com)).

As per the valuation method(s) as approaches above, the value per equity share to be considered as average of the values arrived/ determined on the basis of three methods mentioned above after giving them appropriate weights. Based on weights, the following weights have been assigned:

Method	Price per Share	Weight	Product
Net Asset Value	-	-	-
Profit Earning Capacity Value	-	-	-
Market Value	22.52	1	22.52
<b>Total</b>		<b>1</b>	<b>22.52</b>
<b>Fair Value Per Share (In Rs.)</b>			<b>22.52</b>

Therefore, in the case under reference, the fair value per share is Rs. 25.00 per share.

- (a) As per Regulation 8(2)(c) of the SEBI (SAST) Regulations, highest price paid for an acquisition by the Acquirers during the 26 (Twenty-Six) weeks immediately preceding the date of the PA is not applicable.
- (b) The Offer Price would be revised in the event of any corporate action like bonus, splits etc., where the record date for effecting such corporate action falls within 3 (Three) Working Days prior to the commencement of the Tendering Period in the Offer.
- (c) In case the Acquirers acquires or agrees to acquire whether by themselves or through PAC or with persons deemed to be acting in concert with them any shares or voting rights in the Target Company during the offer period, whether by subscription or purchase, at a price higher than the Offer Price, the Offer Price shall stand revised to the highest price paid or payable for any such acquisition and would be notified to the Public Shareholders by way of an announcement in all the newspapers in which the DPS was made. Provided that, no such acquisition shall be made after the third Working Day prior to the commencement of the Tendering Period and until the expiry of the Tendering Period.
- (d) An upward revision to the Offer Price or to the offer size, if any, on account of competing offers or otherwise, may be done at any time prior to the commencement of the last 3 (Three) Working Days before the commencement of the Tendering Period of this Offer in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirers shall (i) make further deposits into the escrow account and (ii) make a public announcement in the same newspapers in which the DPS has been published; and (iii) simultaneously with the issue of such announcement, inform BSE, SEBI and the Target Company at its registered office of such revision.

- 6.1.2 The Manager to the Offer, that is, D & A Financial Services (P) Ltd does not hold any equity shares in the Target Company on their own account as at the date of LoF. There is no directions subsisting or proceedings pending against Manager to the offer under SEBI Act, 1992 or any law made thereunder and also by any other regulator.
- 6.1.3 No investor complaint has been received till date by the target company and manager to the offer with respect to this offer.

## 6.2 Financial arrangements:

- 6.2.1 Assuming full acceptance, the total fund requirements to meet this Offer is Rs. 32,56,825/- (Rupees Thirty Two Lakh Fifty Six Thousand Eight Hundred and Twenty Five only).
- 6.2.2 In accordance with Regulation 17(1) read with Regulation 17(3) of the SEBI (SAST) Regulations, the Acquirers have entered into an escrow agreement ("**Escrow Agreement**") with Axis Bank Limited ("**Escrow Agent**"), having its branch at C-75, Shivalik Road, Malviya Nagar, New Delhi-110017 and have deposited an amount of Rs. 10,00,000/- in escrow account, being more than 25% of the total consideration payable to the shareholders under this open offer.
- 6.2.3 The Acquirer(s) have adequate resources to meet their respective financial obligations of the Offer. The Acquirers have made firm arrangement for the resources required to complete the Offer in accordance with the SEBI (SAST) Regulations. The acquisition will be financed through internal / personal resources and no borrowings from banks / financial institutions etc., is being made.

Total Requirements of Funds:

Share Purchase Agreement	:	Rs 33.38 Lakhs
Open Offer Obligations assuming full acceptance	:	Rs. 32.57 Lakhs
<b>TOTAL</b>		<b>Rs. 65.95 Lakhs</b>

As per Certificate of Net-worth provided by M/s Umesh Amita & Co., Chartered Accountant, the liquid funds available with acquirers are as under:

Mr. Rajiv Gupta	:	Rs 59.29 Lakhs
Mr. Haldher Gupta	:	Rs. 170.56 Lakhs
Mr. Kanhiya Gupta	:	Rs. 38.01 Lakhs
<b>Total</b>		<b>Rs. 267.86 Lakhs</b>

Therefore in view of the above, the acquirers have sufficient liquidity to fulfill their financial obligations in terms of SPA as well as Open Offer.

- 6.2.4 The Acquirers have duly empowered M/s D & A Financial Services (P) Limited, Manager to the Offer, to realize the value of the escrow account(s), fund as well as securities, in terms of the SEBI (SAST) Regulations. Further, if there is any deficit on realisation of value of securities as deposited in escrow account, the manager to the offer shall make good any such deficit.
- 6.2.5 In terms of Regulation 17(10)(e), in case of non-fulfilment of obligations by the Acquirer's, the Manager to the Offer shall ensure realization of escrow amount by way of foreclosure of deposit.
- 6.2.6 Mr. Gaurav Kumar, (Membership No. 432472) partner of M/s Umesh Amita & Co., Chartered Accountants (Firm Registration No. 007238C), having office at 10C, 3rd Floor, AD Block, Pitampura, New Delhi-110034 Phone Number: +91 9782197969 Email Id: umeshamita.co@gmail.com, have vide his certificate (s) dated 25th November, 2022, based on the information available, certified that the Acquirers have adequate resources and capability to meet their financial obligations under the offer.
- 6.2.7 The Manager to the Offer, M/s D & A Financial Services (P) Limited, hereby confirms that firm arrangements for funds and money for payment through verifiable means are in place to fulfil the Offer obligations.

## 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 the Public Shareholders.
- 7.1.2 The Letter of Offer specifying the detailed terms and conditions of this offer along with the form of acceptance-cum-acknowledgement ("**Form of Acceptance**") shall be dispatched to all the Public Shareholders whose name appeared on the register of members of the Target Company as at the close of business hours on **Tuesday, 31 January 2023 ("Identified Date")** through electronic mode in accordance with provision of Companies Act, 2013. Further, on receipt of request from any shareholder to receive a copy of the letter of Offer in physical format, the same shall be provided.
- The Letter of Offer shall be dispatched to the physical shareholders through Registered Post/Speed Post/Courier or any other mode having proof of delivery.
- 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 along with the Form of Acceptance cum acknowledgement would also be available at SEBI's website, that is, [www.sebi.gov.in](http://www.sebi.gov.in) and the Public Shareholders can also apply by downloading such forms from the SEBI's 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 LoF. In terms of Regulation 23(1) of the SEBI (SAST) 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 sent along with the other documents duly filled in and signed by the applicant Public 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 Public 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**

Person who have acquired equity shares but whose name do not appeared in the register of members of the Target Company as on Identified Date, or unregistered owners or those who have acquired equity Shares after the Identified date, or those who have not receive the Letter of Offer, may also participate in this offer by submitting an application on plain paper giving details regarding their Offer as set out in the PA, the DPS and this Letter of Offer, which may be obtained from the SEBI's Website, i.e ([www.sebi.gov.in](http://www.sebi.gov.in)) or from Beetal Financial & Computer Services Pvt. Limited, the Registrar to the offer. The Acquirers and the parties to the SPA including persons deemed to be acting in concert with such parties, for the sale of shares of the Target Company are not eligible to participate in the Offer.

**7.4 Statutory and Other Approvals**

- 7.4.1 As on the date of PA, no approval will be required from any bank / financial institutions for the purpose of this offer, to the best of the knowledge of the Acquirers.
- 7.4.2 As on the date of PA, to the best of the Acquirer's knowledge, no other statutory approvals are required to be obtained for the purpose of this offer.
- 7.4.3 The offer would be subject to all other statutory approvals, if any that may become applicable at a later date before the completion of the offer.
- 7.4.4 In case of a delay in receipt of any statutory approvals that become applicable to the offer, SEBI may if satisfied that such delay in the receipt of the requisite statutory approval was not attributable to any willful default, failure or neglect on the part of the Acquirers to diligently pursue such approval, and subject to such terms and conditions as may be specified by SEBI, including payment of interest in accordance with Regulation 18(11) of the SEBI (SAST) Regulations, permit the Acquirers to delay commencement of the tendering period for the offer pending receipt of such statutory approvals or grant extension of the time to the Acquirers to make payment of the consideration to the public shareholders whose shares have been accepted in this offer.
- 7.4.5 In terms of Regulation 23(1) of the SEBI (SAST) Regulations, in the event that the approvals that become applicable after the date of DPS are refused, the Acquirers shall have the right to withdraw the offer. In the event of such a withdrawal of the offer, the Acquirers (through the manager) within 2 (Two) Working Days of a such withdrawal make a PA of such withdrawal stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.

**8 PROCEDURE FOR ACCEPTANCE AND SETTLEMENT**

- 8.1 The open Offer will be implemented by the Acquirer's through stock exchange mechanism as provided under the SEBI (SAST) Regulations and the SEBI Circular number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI Circular number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, as may be amended from time to time.
- 8.2 BSE shall be the designated stock exchange for the purpose of tendering Equity Shares in the open Offer.
- 8.3 The facility for Acquisition of shares through stock exchange mechanism pursuant to an open Offer shall be available on the BSE in the form of separate window ("**Acquisition Window**").
- 8.4 The Acquirer (s) has appointed Mansukh Stock Brokers Limited ("**Buying Broker**") for the open Offer through whom the purchases and settlement of the Offer Shares tendered under the open Offer shall be made.

The contact details of the Buying Broker are as mentioned below:

Name : Mansukh Stock Brokers Limited (Member - Bombay Stock Exchange)  
 Address : Mansukh House, 6, Pandav Nagar Delhi-110092  
 Tel No. : 011-61287800, 011-4761 7800  
 Email Id: : [admin@mansukh.net](mailto:admin@mansukh.net)  
 Contact Person: : Mr. Virender Mansukhani  
 SEBI Registration Number : INB010985834

- 8.5 All the Public Shareholders who desire to tender their equity Shares under the open Offer will have to intimate their respective stock brokers ("**Selling Brokers**") within the normal trading hours of the secondary market, during the Tendering Period.

- 8.6 A separate Acquisition Window will be provided by the BSE to facilitate placing of sell orders. The Selling Broker can enter orders for dematerialized as well as physical equity Shares.
- 8.7 The cumulative quantity tendered shall be displayed on the BSE's website throughout the trading session at specific intervals by the stock exchange during the Tendering Period.
- 8.8 Public Shareholders can tender their shares only through a broker with whom the shareholder is registered as client.
- 8.9 In case any Seller Broker is not registered with the designated stock exchange and therefore the Public Shareholder is unable to tender equity Shares under the Offer, such Public Shareholder may approach the Buying Broker to facilitate tendering of equity Shares under the Offer.

**8.10 Procedure for tendering equity Shares held in dematerialized form:**

- a) The Equity shareholders who are holding the equity shares in demat form and who desire to tender their Equity shares in this offer shall approach their broker indicating to their broker the details of equity shares they intend to tender in Open Offer.
- b) Under the existing mechanism, the shares tendered by the shareholders are required to be directly transferred to the account maintained by the Clearing Corporation.
- c) As per SEBI circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, a lien shall be marked against the shares of the shareholders participating in the tender offers. Upon finalization of the entitlement, only accepted quantity of shares shall be debited from the demat account of the shareholders. The lien marked against unaccepted shares shall be released.
- d) The revised process, applicable to all the tender offers for which Public Announcement is made on or after October 15, 2021.
- e) There is no change in existing Early Pay-in process by investors and custodians.
- f) Shareholders should therefore ensure to give the instructions in the Depository systems well in advance to ensure all their DEMAT bids placed by the Trading Members are accepted before issue closure time.
- g) Custodian(s) should deposit shares/ Units through the Early Pay-in mechanism provided by Depositories system before confirmation of the bid orders placed by the Trading Members the bids/ orders.
- h) On the date of settlement all blocked equity shares will be transferred to the Clearing Corporation and the lien on the excess equity shares will be cancelled.
- i) The details of settlement number for early pay-in of Equity Shares shall be informed in the issue opening circular that will be issued by the Stock Exchanges/ Clearing Corporation, before the opening of the Offer.
- j) Upon placing the order, the Selling Broker(s) shall provide transaction registration slip ("TRS") generated by the Exchange bidding system to the shareholder. TRS will contain details of order submitted like Bid ID No., DP ID, Client ID, No. of equity shares tendered etc.
- k) The shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Open Offer.

**(a) The Public Shareholders holding equity Shares in demat mode are not required to fill any Form of Acceptance. The Public Shareholders are advised to retain the acknowledged copy of the DIS and the TRS till the completion of Offer period.**

**8.11. Procedure to be followed by registered Public Shareholders holding equity Shares in the physical form**

- a) Shareholders who are holding physical equity shares and intend to participate in the offer will be required to approach their respective Selling Broker along with the complete set of documents for verification procedures to be carried out including the:
  - i. The form of Acceptance-cum-Acknowledgement duly signed (by all equity Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares;
  - ii. Original Share Certificates;
  - iii. Valid shares transfer form(s) duly filled and signed by the transferors (i.e., by all registered Shareholders in same order and as per the specimen signatures registered with the Target Company and duly witnessed at the appropriate place authorizing the transfer in favour of the Acquirers;
  - iv. Self-attested copy of the Shareholder's PAN card;
  - v. Any other Relevant documents such as (but not limited to): " Duly attested power of attorney if any person other than the equity shareholder has signed the relevant Form of Acceptance-cum-Acknowledgement; " Notarized Copy of death Certificate/ succession certificate or probated will, if the original Shareholder has deceased; " Necessary corporate authorizations, such as Board Resolutions etc, in case of companies.
  - vi. In addition to the above, if the address of the Shareholders has undergone a change from the address registered in the register of members of the Target Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: Valid Aadhar Card, Voter Identity card or Passport.
- b) The Investor should approach the Seller Member (Trading Member of the Exchange) with his physical share certificate(s), transfer deed etc. as specified in the Letter of Offer/ Offer Documents/ Prospectus.

- c) The Seller Member(s) should place bids on the Exchange Platform with relevant details as mentioned on physical share certificate(s). The Seller Member(s) to print the Transaction Registration Slip (TRS) generated by the Exchange Bidding System. TRS will contain the details of order submitted like Folio No., Certificate No. Dist. Nos., No. of shares etc.
- d) The Seller Member/ Investor has to deliver the shares & documents along with TRS to the Registrar & Transfer Agent (RTA). Physical Share Certificates to reach RTA within 2 days of bidding by Seller Member.
- e) The holders of physical equity shares shall ensure that the bidding form, together with the share certificate and transfer deed, is received by the share transfer agent appointed for the purpose before the last date of bidding period. f) One copy of the TRS will be retained by RTA and RTA to provide acknowledgement of the same to the Seller Member/ Investor.
- g) The Seller Member's shall be able to view in his terminal such physical share bids as Provisional bids.
- h) The verification of physical certificates shall be completed on the day on which they are received by the RTA.
- i) The reasons for RTA rejection will be available as download to the Seller Member.
- j) As and when the RTA confirms the records, such bids will be treated as confirmed and displayed on Exchange Website.
- k) In the Seller Member's terminal such physical share bids will be moved from Provisional bids to confirmed bids.
- l) On acceptance of physical shares by the RTA, the funds received from Buyer Member(s) by the Clearing Corporation (ICCL) will be released to the Seller Member(s) as per secondary market pay out mechanism.
- m) Any excess physical shares pursuant to acceptance/ allotment or rejection will be returned back to the Investors directly by RTA.

8.12. Modification / cancellation of orders will not be allowed during the period the Offer is open..

The cumulative quantity tendered shall be made available on the website of the BSE throughout the trading session and will be updated at specific intervals during the Tendering Period.

**Procedure for tendering the shares in case of non-receipt of the Letter of Offer:**

- 8.13 Persons who have acquired equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer. A Public Shareholder may participate in the Offer by approaching their broker and tender equity Shares in the open Offer as per the procedure mentioned in the Letter of Offer or in the Form of Acceptance. The Letter of Offer along with Form of Acceptance will be dispatched to all the eligible Public Shareholders of the Target Company as on the Identified Date. In case of non-receipt of this Letter of Offer, such eligible Public Shareholders of the Target Company may download the same from the SEBI website ([www.sebi.gov.in](http://www.sebi.gov.in)) or BSE website ([www.bseindia.com](http://www.bseindia.com)) or Merchant Bankers' website ([www.dnafinserv.com](http://www.dnafinserv.com)) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the equity Shares of the Target Company. Alternatively, in case of non-receipt of the Letter of Offer, Public Shareholders holding shares may participate in the Offer by providing their application in plain paper in writing signed by all Public Shareholder, stating name, address, number of shares held, client Id number, DP name, DP ID number, number of shares tendered and other relevant documents such as physical share certificates and Form SH-4 in case of shares being held in physical form. Such Public Shareholders have to ensure that their order is entered in the electronic platform to be made available by the BSE before the closure of the Offer.
- 8.14 The acceptance of the Offer made by the Acquirer's is entirely at the discretion of the Public Shareholders of the Target Company. The Acquirer's does not accept any responsibility for the decision of any Public Shareholder to either participate or to not participate in this Offer. The Acquirer's will not be responsible in any manner for any loss of share certificate(s) and other documents during transit and the Public Shareholders are advised to adequately safeguard their interest in this regard.
- 8.15 The cumulative quantity tendered shall be made available on the website of the BSE throughout the trading session and will be updated at specific intervals during the Tendering Period.
- 8.16 Non-receipt of this Letter of Offer by, or accidental omission to dispatch this Letter of Offer to any Public Shareholder shall not invalidate the Offer in any way.

The acceptance of Offer made by the Acquirer's is entirely at the discretion of the shareholders of the target company. The Acquirer's does not accept any responsibility for the decision of any shareholder to either participate or to not participate in the Offer. The Acquirer's will not be responsible in any manner for any loss of share certificate(s) and other documents during transit and the shareholders are advised to adequately safeguard their interest in this regard.

**8.17 Acceptance of equity Shares**

Registrar to the Offer shall provide details of order acceptance to clearing corporation within specified timelines. In the event that the number of equity Shares (including demat equity Shares, physical equity Shares and locked-in equity Shares) validly tendered by the Public Shareholders under this Offer is more than the number of Offer Shares, the Acquirer's shall accept those equity Shares validly tendered by the Public Shareholders on a proportionate basis in consultation with the Manager, 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 Public Shareholder shall not be less than the minimum marketable lot.

#### **8.18 Settlement Process**

- a. On closure of the Offer, reconciliation for acceptances shall be conducted by the Manager to the Offer and the Registrar to the Offer and the final list shall be provided to the Stock Exchange to facilitate settlement on the basis of Shares transferred to the Clearing Corporation. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market. Selling Brokers should use the settlement number to be provided by the Clearing Corporation to transfer the shares in favor of Clearing Corporation.
- b. The shares shall be directly credited to the pool account of the Buying Broker. For the same, the existing facility of client direct pay-out in the capital market segment shall be available. Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of shares to the pool account of the Buying Broker. In case of partial or non-acceptance of orders or excess pay-in, demat Shares shall be released to the securities pool account of the Selling Broker / custodian, post which, the Selling Broker would then issue contract note for the shares accepted and return the balance shares to the Shareholders. Any excess physical Equity Shares, to the extent tendered but not accepted, will be returned to the Shareholder(s) directly by Registrar to the Offer.

#### **8.19 Settlement of funds / payment of consideration**

The settlement of fund obligation for demats and physical Equity Shares shall be effected through existing settlement accounts of Selling Broker. The payment will be made to the Buying Broker for settlement. For Equity Shares accepted under the Open Offer, the Selling Broker / Custodian Participant will receive funds payout in their settlement bank account. The Selling Brokers / Custodian participants would pay the consideration to their respective clients. The funds received from Buying Broker by the Clearing Corporation will be released to the Selling Broker(s) as per secondary market pay-out mechanism. Shareholders who intend to participate in the Offer should consult their respective Selling Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Selling Broker upon the selling Shareholders for tendering Equity Shares in the Offer (secondary market transaction). The consideration received by the selling Shareholders from their respective Selling Broker, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirers accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Shareholder. In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirers for payment of consideration to the shareholders of the Target Company who have accepted the Open Offer within such period, subject to Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18 (11) of the SEBI (SAST) Regulations.

#### **9. MATERIAL DOCUMENTS FOR INSPECTION**

Copies of the following documents are regarded as material documents and are available for inspection at 13, community Centre, East of Kailash, New Delhi - 110065, the corporate office of D & A Financial Services (P) Ltd, the Manager to the Offer.

The documents can be inspected during normal business hours (11.00 A.M. to 3.00 P.M.) on all working days (except Saturdays, Sundays and Public / Bank Holidays) from the date of opening of the Offer up till the date of closure of the Offer. Shareholders who wish to inspect "Material Documents" online can send an email request for the same to the Merchant Banker at email id investors@dnafinserv.com and Merchant Banker shall arrange to send electronically material documents as requested to the respective shareholder(s).

- 9.1 Copy of Certificate of incorporation of the Target Company issued pursuant to the Companies Act, 1956 and Memorandum & Article of Association of the Target Company.
- 9.2 Copy of Certificate issued by Gaurav Kumar, (Membership No. 432472) partner of Umesh Amita & Co., Chartered Accountants (Firm Registration No. 007238C), having office at 10C, 3rd Floor, AD Block, Pitampura, New Delhi-110034 Phone Number: +91 9782197969 Email Id: umeshamita.co@gmail.com certifying the Net Worth of the Acquirers.
- 9.3 Balance Sheet of the Target Company for the financial years 2019-2020, 2020-2021 and 2021-22.
- 9.4 Copy of Certificate given by statutory auditor of target Company certifying financials of target Company for last three year 2020, 2021 and 2022 as well as for the Half year ended 30th September, 2022.
- 9.5 Copy of letter from Axis Bank Limited confirming the amount kept in the escrow account.
- 9.6 A Copy of Public Announcement, published copy of Detailed Public Statement, Issue Opening Advertisement and Post Offer Advertisement.
- 9.7 Copy of Share Purchase Agreement dated 25th November, 2022.
- 9.8 A Copy of the recommendation made by the Committee of Independent Directors of the Target Company.
- 9.9 SEBI Observation Letter dated January 27, 2023 bearing reference number SEBI/HO/CFD/DCR-2/P/OW/2023/3643/1.

**10. DECLARATION BY THE ACQUIRER(S)**

In terms of Regulation 25(3) of the SEBI (SAST) Regulations, we have made all reasonable inquiries, accept responsibility for, and confirm that this Letter of Offer contains all information with regard to the Offer, which is material in the context of the issue. Further, we confirm that the information contained in the Public Announcement, Detailed Public Statement and this Letter of Offer is true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

The Acquirers are responsible for the information contained in this Letter of Offer and also for the obligations of the Acquirers as laid down in the SEBI (SAST) Regulations and subsequent amendments made thereof. The Acquirers would be responsible for ensuring compliance with the concerned Regulations. All information contained in this Letter of Offer is as on date of the Public Announcement, unless stated otherwise.

We hereby declare and confirm that all the relevant provisions of the Companies Act, 1956, the Companies Act, 2013 and all the provisions of SEBI (SAST) Regulations have been complied with and no statements in the Offer document is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013 and SEBI (SAST) Regulations.

**Signed by the Acquirer(s)**

**Sd/-  
(Rajiv Gupta)**

**Sd/-  
(Kanhya Gupta)**

**Sd/-  
(Haldher Gupta)**

Place: New Delhi

Date: 03.02.2023

**FORM OF ACCEPTANCE-CUM- ACKNOWLEDGEMENT (FOR EQUITY SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM)**

**OFFER OPENS ON:14.02.2023**

**OFFER CLOSES ON:27.02.2023**

For Registrar		
Inward No.	Date	Stamp

Date:

To,

Board of Directors  
Unimode Overseas Limited,  
304A/10178, IIIrd Floor, Ravindra  
Ravindra Plaza, Abdul Aziz Road  
Karol Bagh, New Delhi 110005

**Status: Please ✓ tick appropriate box**

<input type="checkbox"/> Individual	<input type="checkbox"/> Foreign Institutional Buyer	<input type="checkbox"/> Mutual Fund
<input type="checkbox"/> Insurance Companies	<input type="checkbox"/> Other NIBs	<input type="checkbox"/> Other QIBs
<input type="checkbox"/> Company	<input type="checkbox"/> Financial Institution	

Dear Sirs,

**Sub: Open Offer to Acquire 1,30,273 fully paid-up equity Shares of Rs 10/- each representing 26% of the total share/voting capital of Unimode Overseas Limited (UOL) at a price of Rs 25.00/- per fully paid equity share having face value of Rs 10/- each by Mr. Rajiv Gupta, Mr. Kanhiya Gupta and Mr. Haldher Gupta**

- 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.
- I / We authorize the Acquirer(s) to accept the equity shares so offered or such lesser number of equity shares that the Acquirer(s) 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 Acquirer (s) 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 Acquirer(s) to return to me / us, equity share certificate(s) in respect of which the Offer is not found / not accepted, specifying the reason thereof.
- 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 Acquirer(s), harmless and indemnified against any loss they or either of them may suffer in the event of the Acquirer(s) acquiring these equity shares. I / We agree that the Acquirer (s) 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.
- 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 Acquirer(s) 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.
- I/We note and understand that the shares would held in trust by the Registrar until the time the Acquirer(s) makes payment of purchase consideration as mentioned in the Letter of Offer.
- 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.

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

	1st Shareholder	2nd Shareholder	3rd 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.

**ACKNOWLEDGEMENT SLIP**  
**UNIMODE OVERSEAS LIMITED-OPEN OFFER**

Received from Mr./Ms./M/s. \_\_\_\_\_  
(to be filled by the Eligible Person) (subject to verification)

Ledger Folio No.: \_\_\_\_\_ No. of Share Certificate submitted: \_\_\_\_\_

No. of Equity Shares offered under open offer (In Figures) \_\_\_\_\_  
(In Words) \_\_\_\_\_

STAMP OF BROKER

Please quote Ledger Folio No. for all future correspondence.

7. Details of Share Certificate(s) enclosed: \_\_\_\_\_ Total No. of Share Certificates Submitted

Sr. No.	Folio No.	Share Certificate No.	Distinctive Nos.		No. of Shares
			From	To	
1					
2					
3					
4					
<b>Total</b>					

In case the number of folios and share certificates enclosed exceed 4 nos., Please attach a separate sheet giving details in the same format as above

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**ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS OPEN OFFER SHOULD BE ADDRESSED TO THE REGISTRAR TO THE OPEN OFFER AT THE FOLLOWING ADDRESS QUOTING YOUR FOLIO NO.**

**Name: BEETAL FINANCIAL & COMPUTER SERVICES PVT LTD**

Beetal House, 3rd Floor, 99, Madangir, Near Dada Harsukh Das Mandir, New Delhi- 110062

Email: beetalrta@gmail.com Tel. Nos.: +91 11 29961281-82

Contact Person: **Mr. Punit Mittal**

Details of other Documents (Please ✓ as appropriate, if applicable) enclosed:

Power of Attorney

Previous RBI approvals for acquiring the Equity Shares of UOL hereby tendered in the Open Offer

Corporate authorizations

Death Certificate

Succession Certificate

Self- attested copy of Permanent Account Number (PAN Card)

Mode of Payment  
(Please Tick)

Physical

Electronic

Others (please specify):

## **INSTRUCTIONS**

1. This Offer will open on February 14, 2023 and close on February 27, 2023.
2. This Form of Acceptance has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Form of Acceptance.
3. Eligible Persons who wish to tender their equity Shares in response to this open Offer should deliver the following documents so as to reach before the close of business hours to the Registrar (as mentioned in the Letter of Offer) on or before February 27, 2023 by 3.00 PM.
  - a) The relevant Tender Form duly signed (by all Public Shareholders in case shares are in joint names) in the same order in which they hold the shares.
  - b) Original share certificates.
  - c) Self- attested copy of the Permanent Account Number (PAN) Card.
  - d) Transfer deed (Form SH 4) duly signed (by all Public Shareholders in case shares are in joint names) in the same order in which they hold the shares .
4. Eligible Persons should also provide all relevant documents in addition to the above documents. Such may include (but not limited to):
  - a) Duly attested power of attorney registered with the Registrar if any person other than the Eligible Persons has signed the relevant Tender / Offer Form .
  - b) Duly attested death certificate / succession certificate in case any Eligible Persons has expired.
  - c) Necessary corporate authorizations, such as Board Resolutions etc., in case of companies .
5. Eligible Persons to whom the Open Offer is made are free to tender Equity Shares to the extent of their entitlement in whole or in part or in excess of their entitlement.
6. All documents / remittances sent by or to Eligible Persons will be at their own risk and the Eligible Persons are advised to adequately safeguard their interests in this regard.
7. All documents as mentioned above, shall be enclosed with the valid Form of Acceptance otherwise the shares will be liable for rejection. The shares shall be liable for rejection on the following grounds amongst others:
  - a. If there is any other company share certificate enclosed with the Tender Form instead of the share certificate of the Company;
  - b. If the transmission of shares is not completed, and the shares are not in the name of the Eligible Public Shareholder.
  - c. If the Eligible Public Shareholders bid the shares but the RTA does not receive the share certificate.
  - d. In case the signature in the Tender Form and Form SH 4 doesn't match as per the specimen signature recorded with Company/Registrar.
8. Eligible Public Shareholders have to fill up the in the column for settlement details the market type as "Open Offer", and ISIN, Quantity of shares and CM BP ID of broker and execution date in the Delivery Instruction Slips (DIS) so that shares can be tendered for open offer.