

# UNIMODE OVERSEAS LIMITED

Registered Office: 304A/10178, Ilird Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi 110005  
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## Advertisement under Regulation 18(7) in terms of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

This Advertisement is being issued by D & A Financial Services (P) Limited ("Manager to the Offer"), for and on behalf of the Acquirers namely Mr. Rajiv Gupta resident of C-73, Shivaji Park Delhi, Punjabi Bagh Delhi-110026 Mr. Kanhiya Gupta resident of C-73, Shivaji Park Delhi, Punjabi Bagh Delhi-110026 and Mr. Halder Gupta resident of C-73, Shivaji Park Delhi, Punjabi Bagh Delhi-110026 (hereinafter collectively referred to as the "Acquirers"), pursuant to Regulation 18 (7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, in respect of the open offer to acquire shares of Unimode overseas Limited ("**UOL**" / "**Target Company**"). The Detailed Public Statement ("**DPS**") with respect to the aforementioned offer was published on Friday, 25th November, 2022, in Financial Express (English-All Editions), Jansatta (Hindi-All Editions), Lakshadweep (Marathi) Mumbai edition.

1. Offer Price is Rupees 25.00 (Rupees Twenty Five Only) per equity share.
2. Committee of Independent Directors (Hereinafter referred to as "**IDCs**") of the Target Company recommends that the open offer price of Rupees 25/- per fully paid up equity shares is fair and reasonable based on the following reasons:
  - a. The Offer Price is higher than the price as arrived by taking into account valuation parameters and such other parameters as are customary for valuation of shares of such companies, which comes to Rupees 25.00 per share.The IDC's recommendation was published on 10th February, 2023 (Friday) in the same newspapers where Detailed Public Statement was published.
3. This Offer is not a Competing Offer.
4. The Letter of Offer dated 3rd February, 2023 has been dispatched to the shareholders on or before Tuesday, 7th February, 2023.
5. A Copy of the Letter of Offer (including Form of Acceptance cum acknowledgement) will also be available on SEBI's website ([www.sebi.gov.in](http://www.sebi.gov.in)) during the offer period and shareholders can also apply by downloading such forms from the website. Further, in case of non-receipt/ non-availability of the form of acceptance, the application can be made on plain paper along with the following details:  
Name(s) & Address(es) of Joint Holder(s) (if any), Number of Shares held, Number of Shares tendered, Distinctive Numbers, Folio Number, Original share Certificate(s) and duly signed share transfer form(s).
6. In terms of Regulation 16(1) of the SEBI (SAST) Regulations, 2011, the Draft Letter of Offer was submitted to SEBI on 8th December, 2022. All the observations made by SEBI vide letter no. SEBI/HO/CFD/DCR-2/P/OW/2023/3643/1 dated 27th January, 2023 has been incorporated in the Letter of Offer.
7. There have been no material changes in relation to the Open Offer since the date of the PA, save as otherwise disclosed in the DPS, Corrigendum to DPS and the Letter of Offer.
8. Details regarding the status of Statutory & Other Approvals: No statutory approvals required for the purpose of this offer.
9. **Schedule of Activities:**

S. No	Activity	Original Schedule (Days & Dates)	Revised Schedule (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.

The Acquirers accept full responsibility for the information contained in this Pre Offer Advertisement and also shall be jointly or severally responsible for the fulfillment of the obligations under the Offer and as laid down in SEBI (SAST) Regulations, 2011 and subsequent amendments thereto.

This Pre Issue Advertisement will also be available on SEBI's website at [www.sebi.gov.in](http://www.sebi.gov.in).

**Issued by Manager to the Offer on behalf of the Acquirers**



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Contact Person: **Mr. Priyaranjan**

Date : 11.02.2023

Place: New Delhi