

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

Unless the context otherwise requires, capitalized expressions in this Application Form have the same meanings as defined in the Offer Letter dated March 2, 2009

**Offer Period Opens : Monday, March 16, 2009**

**Offer Period Closes : Monday, March 30, 2009**

**APPLICATION FORM FOR DEMAT SHAREHOLDERS**

for the tender of Equity Shares of Rs.10 each of Uniproducts (India) Limited (The "Company" or "UIL") at Rs. 40/- per Equity Share, being the Offer Price in connection with the proposed acquisition of the Equity Shares of Uniproducts (India) Limited in accordance with Clause 17(1) & (2) of the Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2003 by Dr.Ashwan Kapur ("the Acquirer")

Application No.: \_\_\_\_\_  
(Leave blank - to be filled by the Registrar)

**1. Action to be taken**

- 1.1 To submit Equity Shares pursuant to the Offer Letter, complete this Application Form by following the instruction herein. Please also read the Acknowledgements and Authorizations in paragraph 2 of this Application Form.
- 1.2 You must have instructed the Depository Participant of the depository account in which your Equity Shares of UIL are presently held to deposit your Equity Shares into the Special Depository Account in accordance with **Box 5** below before the Registrar will tender your Equity Shares pursuant to this Application Form. **Please note that all such transfers should be in off-market mode.** A photocopy or counterfoil of the delivery instruction slip to the Depository Participant of your depository account (duly acknowledged by such Depository Participant) crediting your Equity Shares to the said Special Depository Account ("**Depository Participant Instruction**") should be attached to your Application Form.
- 1.3 If you hold your Equity Shares through Central Depository Services (India) Ltd ("**CDSL**"), your delivery instruction slip will have to take the form of an Inter-Depository delivery instruction to CDSL for the purpose of crediting your Equity Shares in favour of the correct Special Depository Account with National Securities Depository Limited ("**NSDL**").
- 1.4 If you are a Non-Resident Shareholder, you should enclose along with your Application Form a copy of the original permission which you received from the Reserve Bank of India ("**RBI**") and the additional consents or confirmations as referred to in the Offer Letter, if such permission is not enclosed his or her Equity Shares will be deemed to have been acquired on a non-repatriation basis and in this case, the Non-Resident Shareholder must submit a consent letter addressed to the Acquirer, allowing the Acquirer to make the payment on a non-repatriation basis in respect of the Equity Shares acquired pursuant to the acquisition.
- 1.5 Deliver this Application Form with the necessary enclosures **by hand or by Registered post** (at your own risk and cost) with the necessary enclosures to the Registrar at:  
**MAS Services Limited**  
T-34, 2nd Floor,  
Okhla Industrial Area,  
Phase II, New Delhi-110020
- 1.6 Necessary documents as mentioned in the Offer Letter should be enclosed and the envelope should be marked "**Uniproducts (India) Limited-Delisting Offer**". If your Application Forms arrive before the Offer period opens on March 16, 2009, your Application Form will still be valid; however the Registrar will not submit your Application Form until the Offer period opens.
- 1.7 Please read the Offer Letter accompanying this Application Form, the terms of which are incorporated in and form part of this Application Form.

..... **TEAR ALONG THIS** .....

**ACKNOWLEDGEMENT SLIP**  
**UNIPRODUCTS (INDIA) LIMITED- DELISTING OFFER**  
(to be filled by the Public Shareholder)

**Application No.**

Received from Mr./Ms./M/s. \_\_\_\_\_  
**an Application Form offering \_\_\_\_\_ Equity Share(s) of Uniproducts (India) Limited at Offer Price of Rs. 40/- per Equity Share to the Acquirer, together with a photocopy counterfoil of the Depository Participant Instruction for the transfer of such Equity Shares from account bearing:**

Depository Participant Name \_\_\_\_\_

Depository Participant ID \_\_\_\_\_

Beneficiary ID \_\_\_\_\_

Signature of Official: \_\_\_\_\_ Date of Receipt: \_\_\_\_\_

**Stamp of Registrar**

## 2. Acknowledgements and Authorizations

### 2.1 By signing Box 2A, you will be deemed to have made each of the following acknowledgements and authorizations:

- a) that the Equity Shares which you are tendering herewith are free from liens, charges and encumbrances of any kind whatsoever;
- b) that the Registrar to whom you have sent your Application Form is authorized to tender your Equity Shares to the Acquirer on your behalf accordingly;
- c) that the Acquirer or Manager to the Offer or the Registrar to the Offer may send by Registered Post/UPC, at your risk, the draft/cheque, any other payment warrant, in full and final settlement of the amount due to you, and/or other documents or papers or correspondence to the sole/first holder at the relevant address mentioned in Box 1;
- d) that the Offer Letter is subject to Clause 17 of the Delisting Guidelines and all applicable regulatory and government approvals, as detailed in the Offer Letter and the PA;
- e) that the consideration payable to you will be paid by the Acquirer only if your Equity Shares are validly tendered in accordance with the Offer Letter and the Guidelines at the Offer Price of Rs. 40/- Equity Share and the required regulatory and statutory approvals are received;
- f) that by completing Box 5, you acknowledge and accept that your Equity Shares will remain in the Special Depository Account until the acquisition of your Equity Shares by the Acquirer in accordance with the terms of the Offer Letter or, if your offer for Equity Shares is not accepted for whatever reason, until the return of your Equity Shares following the Offer Closing Time;
- g) that if your Equity Shares offered by you are not accepted for whatever reason, your Equity Shares will be credited back to your depository account as set out in Box 4 and that necessary standing instructions have been or will be issued for this purpose;
- h) that your signature on your Depository Participant Instruction has been duly verified and attested by your depository participant as evidenced by your depository participant's stamp of acknowledgement;
- i) that the Acquirer, Manager to the Offer and Registrar to the Offer shall not be liable for any delay/ loss in transit resulting in delayed receipt/ non-receipt by the Registrar of your Application Form or for the failure to deposit your Equity Shares to the Special Depository Account due to inaccurate/ incomplete particulars/ instructions on your part, or for any other reason;
- j) that if you are a Non-Resident Shareholder you have enclosed a copy of the original permission which you have received from the Reserve Bank of India and the additional consents and confirmations as referred to in the Offer Letter, and that if such permission is not enclosed, his or her Equity Shares will be deemed to have been acquired on a non repatriation basis and in this case, the Non-Resident Shareholder must submit a consent letter addressed to the Acquirer, allowing the Acquirer to make the payment on a non-repatriation basis in respect of the Equity Shares acquired pursuant to the acquisition and
- k) that the particulars given above are true and correct.

## 3. Checklist

Have you:

- Completed Boxes 1 to 7?
- Ensured that your Equity Shares have been credited to the Special Depository Account of the Registrar and attached a copy of your duly acknowledged delivery instructions to your depository participant (Depository Participant Instruction)?
- If you hold your Equity Shares through CDSL, have you ensured that your Depository Participant Instruction referred to above takes the form of an inter-depository delivery instruction to CDSL for the purpose of crediting your Equity Shares in favour of the correct Special Depository Account with National Securities Depository Limited.**
- Warranted that the offer shares in respect of which you are accepting the Delisting Offer are free from all liens, interest, charges or other encumbrances of any kind whatsoever and that there are no restraints, injunctions or other orders which prevent in any manner the right to tender the shares in pursuance of the Delisting Guidelines.
- Agreed that you shall not hold the acquirer/ Registrar/ Manager to the Delisting Offer liable for any delay/ loss or non receipt of the tender form for any reason whatsoever.
- Ensured that you have included all requisite enclosures as detailed below with the duly filled up Application Form.
- Ensured that if you are a Non Resident Shareholder you have enclosed a copy of original permission which you received from the Reserve bank of India and the additional consents and confirmations referred in the Offer Letter.
- Individuals-duly acknowledged copy of Depository Participant Instruction.
- Bodies Corporate- (i) duly acknowledged copy of Depository Participant Instruction, and Certified true copy of the relevant Board resolution/ authorization.

**Please note that failure to credit the correct number of Equity Shares into the correct Special Depository Account may result in rejection of your Equity Shares tendered.**

To

Dr. Ashwan Kapur  
C/o MAS Services Limited  
T-34, 2nd Floor, Okhla Industrial Area,  
Phase II, New Delhi-110020

Dear Sir/Madam,

**Sub:** Delisting Offer of Uniproducts (India) Limited

I / We refer to Public Announcement dated March 2, 2009 for acquiring the Equity Shares held by me / us in **Uniproducts (India) Limited** and the Offer Letter regarding details of the Offer Price.

I / We, the undersigned, have read the Offer Letter, understood its contents and unconditionally accept the terms and conditions and procedures as mentioned therein.

**4. How to complete this Application Form**

<b>Box 1: Holder's details. Please use BLOCK CAPITALS</b>		
Complete this box with full name and address of the holder of the Equity Shares. In the case of joint holdings, details of the first-named holder should be provided along with the names of other joint holders		
<b>Sole/first-named holder:</b>		<b>Other Holder(s)</b>
1. First Name : _____		2. First Name : _____
Surname : _____		Surname : _____
Address : _____		3. First Name : _____
_____		Surname : _____
_____		4. First Name : _____
Tel. No. : _____		Surname : _____
<b>TYPE OF INVESTOR (Please tick as appropriate)</b>		
<input type="checkbox"/> Individual (s)	<input type="checkbox"/> Hindu Undivided Family	<input type="checkbox"/> Non-Resident Indian / OCB
<input type="checkbox"/> Mutual Funds	<input type="checkbox"/> Private Corporate Bodies	<input type="checkbox"/> FII (Trade Account)
<input type="checkbox"/> Indian Venture Capital	<input type="checkbox"/> Foreign Venture Capital	<input type="checkbox"/> Others (please specify) _____
<input type="checkbox"/> Banks & FIs	<input type="checkbox"/> FIs	
<b>Box 2 : Signatures</b>		
In case of joint holdings, all holders must sign this box in the same order and as per specimen signatures registered as per the registration details available with Uniproducts (India) Limited. By your signature in this Box 2, you will also be deemed to be making the acknowledgements and authorizations set out in paragraph 2 above.		
2A I/We hereby make an offer to tender the number of Equity Shares set out or deemed to be set out in Box 3 in accordance with, and on and subject to the terms and conditions herein, the Offer Letter and the Public Announcement.		
PLEASE SIGN THE SPACE PROVIDED BELOW		
<b>S.No.</b>	<b>Name</b>	<b>Signature</b>
1	Sole/1st Holder :	
2	2nd Holder	
3	3rd Holder	
4	4th Holder	
<b>Box 3 : Details of Offer</b>		
You should insert the number of Equity Shares you wish to tender pursuant to this Offer at the Offer Price of Rs. 40/- Equity Share ("Offer Price")		
If the number of Equity Shares inserted in this Box 3 is inconsistent with the number of Equity Shares deposited into (or pledged in favour of) the Special Depository Account pursuant to your instructions to your depository participant referred to in Box 5 below, the number of Equity Shares set out in your Depository Participant Instruction will be deemed to be the number of Equity Shares tendered by you.		
I/we hereby tender to Dr. Ashwan Kapur ("Acquirer") the number of Equity Shares specified below at Offer Price of Rs. 40/- Equity Shares ("Offer price"):		
	<b>In Figures</b>	<b>In Words</b>
Number of Equity Shares		

**Box 4 : Your Depository Participant's Details**

Please complete Box 4 with the details of the depository account in which your Equity Shares are presently held, as well as details of your depository participant.

**I/we confirm that I/we hold my/our Equity Shares in dematerialized form. The details of my/our depository account and my/our depository are as follows:**

Depository Participant's Name (DP Name)

Depository Participant's Identification Number (DP ID)

NSDL/CDSL (Please specify)

Client Identification Number (Client ID)

**Box 5 : Depository Participant Instruction**

You **must** have instructed the Depository Participant of the depository account in which your Equity Shares are presently held to deposit your Equity Shares you wish to tender into the Special Depository Account of the Registrar through whom Equity Shares are submitted. Ensure that your Equity Shares are credited into the account named "MAS Services Limited-Uniproducts - Delisting Escrow Account". Failure to credit your Equity Shares into the correct Special Depository Account may result in rejection of your tendering of Equity Shares.

**I/We confirm that I/we have enclosed a photocopy/counterfoil of my/our duly acknowledged delivery instructions to my/our Depository Participant, crediting my/our Equity Shares to the Special Depository Account of the following Registrar as detailed below:**

Registrar	MAS Services Limited
Special Depository Account Name	MAS Services Limited-Uniproducts Delisting Escrow Account
Name of Depository Participant	Integrated Master Services Pvt. Limited
Depository Identification No. (DP ID)	IN 300724
Client Identification No. (Client ID)	101401300

**Box 6 : Bank Account Details**

In order to avoid fraudulent encashment in transit, you may fill in space provided below with details of the sole shareholder's bank account (or, in the case of joint holders, the first holder's Bank account) and any consideration payable will be paid by cheque or demand draft or any other payment warrant with the said bank account details. If you do not fill in Box 6, any consideration payable will be sent in favour of the sole/first shareholder at the address provided in Box1 above.

Name of the sole/first Holder's Bank:

Name of the Branch:

City:

Bank Account No.

Savings/Current/Others (Please Specify)

**Box 7 : Tax Certification (NRIs/OCBS/FIIs/Non-Resident Shareholders only)**

If you are a NRI, OCB or an FII, please certify whether the shares are held on investment/ capital account or on trade account. Please refer to Para 18 of PA and Para 10 of the Offer Letter regarding tax to be deducted at source. Shareholders are also advised to consult their tax advisors for the treatment that may be given by their respective assessing officers and the appropriate course of action that they should take.

I/We certify that the shares are held:

On Investment/ Capital account

On Trade Account

I/We certify that the tax deduction on the shares referred is to be deducted on account of :

Short term capital gains

Long Term Capital Gains

Business Profits

Order From Income-Tax authorities enclosed specifying

Non Deduction of tax at source

Deduction at lower rate

Enclosures (Please tick as appropriate, if applicable)

- Power of Attorney
- Corporate authorization in case of companies along with Board Resolution and Specimen Signatures of Authorized Signatories
- No Objection Certificate & Tax Clearance Certificate under the Income Tax Act, 1961, For NRIs/OCBs/foreign and other non-resident Shareholders as applicable
- Others (please specify) \_\_\_\_\_
- Death Certificate / Succession Certificate

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

I / We confirm that there are no restraints, injunctions or other orders which prevent in any manner the right to tender the shares in pursuance of the Delisting Guidelines.

I / We also note and understand that the purchase consideration will be paid only after verification of the documents and signatures.

I / We authorize the Acquirer to send by registered post, the demand draft / cheque / any other payment warrant, in settlement of the amount to the sole / first holder at the address mentioned above.

I / We authorize the Acquirer to accept the Equity Shares so offered which it may decide to accept in consultation with the Manager to the Offer and in terms of the Offer Letter and I / We further authorize the Acquirer to return to me / us, Equity Share Certificate(s) in respect of which the Offer is not found valid / not accepted.

I / We agreed that I / we shall not hold the acquirer/ Registrar/ Manager to the Delisting Offer liable for any delay/ loss or non receipt of the tender form for any reason whatsoever.

Yours faithfully,  
Signed and Delivered

	FULL NAME (S) OF THE HOLDER	SIGNATURE(S)
First/Sole Holder		
Joint Holder 1		
Joint Holder 2		
Joint Holder 3		

Note: In case of joint holdings, all holders must sign. In case of body corporate, the company seal should be affixed

Place:

Date:

**Note:** All future correspondence, if any, should be addressed to the Registrar at the following address:

**MAS Services Limited**  
 T-34, 2nd Floor, Okhla Industrial Area,  
 Phase II, New Delhi-110 020  
**Tel :** (011) 2638 7281-83,  
**Fax :** (011) 2638 7384  
**E-mail:** info@masserv.com  
**Contact Person:** Mr. S K Mangla  
**Website:** www.masserv.com

