

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 Close : Monday, March 30, 2009

APPLICATION FORM FOR PHYSICAL 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)

This Form is to be used by only those Physical Shareholders who wish to tender their Equity Shares at the Offer Price during the Offer Period.

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 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.
- 1.3 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
- 1.4 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.
- 1.5 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 Physical Shareholder) (subject to verification)

Application No.

Received from Mr./Ms./M/s. _____
Application Form (relevant page meant for Physical Shareholders) along with:

Physical Equity Shares : No. of Equity Shares _____ No. of certificates enclosed _____

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 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;
- g) 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
- h) that the particulars given above are true and correct.

3. Checklist

Have you:

- Completed Boxes 1 to 5?
- 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.
- Bodies Corporate- (i) Certified true copy of the relevant Board resolution/authorization.

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.

I / We accept the Offer and enclose the original Share certificate(s) and duly signed transfer deed (s) in respect of my / our Equity Shares as detailed below.

4. How to complete this Application Form

Box 1: Holder's details. Please use BLOCK CAPITALS		
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		
Sole/first-named holder:	Other Holder(s)	
1. First Name : _____ Surname : _____ Address : _____ _____	2. First Name : _____ Surname : _____	3. First Name : _____ Surname : _____
Tel. No. : _____	4. First Name : _____ Surname : _____	
TYPE OF INVESTOR (Please tick as appropriate)		
<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"/> FIIs	
Box 2 : Signatures		
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		
S.No.	Name	Signature
1	Sole/1st Holder :	
2	2nd Holder	
3	3rd Holder	
4	4th Holder	
Box 3 : Details of Offer		
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")		
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"):		

Sr. No.	Folio No.	Certificate No.	Distinctive Nos.		No. of Equity Shares
			From	To	
				Total	

Box 4 : 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 4, 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 5 : 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

Necessary Instructions:

The following documents should be submitted to the Registrar to the Offer (during March 16, 2009 and March 30, 2009)

Registered Shareholders should enclose:

Application Form (this relevant page meant for Physical Shareholders) duly completed and signed in accordance with the instructions contained herein, by all Shareholders whose names appear on the Share certificate, Original Share certificate (s), valid share transfer deed / form(s) duly signed as transferors by all registered Shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with UPIL and duly witnessed at the appropriate place. Attestation, where required, (thumb impressions, signature difference, etc.) should be done by a Magistrate / Notary Public / Bank Manager under their Official Seal. In case of non receipt of the aforesaid documents, but receipt of the original Share certificate(s) and transfer deed(s) duly signed, the Offer shall be deemed to be accepted.

Unregistered owners should enclose:

Application Form (this relevant page meant for Physical Shareholders) duly completed and signed in accordance with the instructions contained herein, Original Share Certificate(s), Original broker contract note, valid share transfer deed(s) as received from market. The details of buyer should be left blank failing which, the same will be invalid under the Offer. Unregistered Shareholders should not sign the transfer deed. The transfer deed should be valid for transfer. No indemnity is required from unregistered Shareholders. The details of the buyer should be left blank failing which the same will be invalid under the Offer. The details of the buyer will be filled upon verification of the Application Form (this page meant for Physical Shareholders) and the same being found valid. Physical Shareholders can contact the Registrar to the Offer to obtain a blank share transfer deed. All other requirements for valid transfer will be preconditions for acceptance. Shareholders should also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of which the Application Form is being sent failing which the tender would be considered invalid and would be liable to be rejected. Such documents may include (but not be limited to):

1. Duly attested death certificate and succession certificate (in case of single shareholder) in case the original shareholder has expired.
2. Duly attested power of attorney if any person apart from the shareholder has signed Application Form or transfer deed (s).
3. No objection certificate from any lender, if the Equity Shares in respect which the Offer is sent, were under any charge, lien or encumbrance.
4. In case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).

Please post or courier this Application Form with the necessary enclosures at your own risk to the Registrar to the Offer-MAS Services Limited at 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 so as to arrive on or before March 30, 2009(Offer Closing Date)

Please attach additional sheets of paper and authenticate the same if the space is insufficient.

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 note and understand that the original Share certificate(s) and valid Share Transfer Deed (s) will be held in trust for me / us by the Registrar to the Offer until the time the purchase consideration calculated at the Offer Price and / or the unaccepted Equity Shares / Share certificates are dispatched.

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

