

**PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE SHAREHOLDERS OF
Uniproducts (India) Limited**

Registered Office: Jarthal Village Road, 84 Km. Stone, Delhi-Jaipur Road, P.O Sangwari, Distt. Rewari, Haryana- 123401
Tel: 01274-249348-50; Fax : 01274-249347

Email : uildelisting@unitexindia.com Website: www.unitexindia.com

This Public Announcement (this "PA") is being issued by Almondz Global Securities Limited ("Manager to the Offer" or "Almondz") for and on behalf of Dr. Ashwan Kapur, (hereinafter referred to as "Acquirer"), in respect of proposed acquisition and delisting of the fully paid Equity Shares of Uniproducts (India) Limited (the "Company" or "Uniproducts") pursuant to Clause 17(1) & 17(2) of the Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2003 (hereinafter referred to as the "Delisting Proposal"/ "Offer").

1. BACKGROUND OF THE TRANSACTION

1. The Acquirer, Dr. Ashwan Kapur, Resident of 15 Ring Road, Lajpat Nagar-IV, New Delhi is one of the Promoters of Uniproducts (India) Limited and currently holds 8,76,083 Equity Shares of the Company ("Equity Shares") representing 10.02% of the paid up Equity Share Capital of the Company.
2. The Company came out with its Rights Issue in February 2007 ("Rights Issue"), pursuant to which the shareholding of the public fell below the minimum permissible level as per the Listing Agreement. Accordingly in terms of Clause 17(1) & 17(2) of the Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2003 ("Delisting Guidelines") the Acquirer proposes to acquire the remaining shares at the price of the Rights Issue i.e Rs. 40/- per share and delist the shares from Bombay Stock Exchange Limited where the shares of the Company are listed.
3. The Promoters and Promoter group as on the date of this Public Announcement hold 73,75,158 Equity Shares representing 84.35% of the paid up capital of the Company.
4. On June 15, 2007, the shareholders of the Company by way of special resolution passed at its Extraordinary General Meeting approved the delisting of Equity Shares from Bombay Stock Exchange pursuant to the Delisting Guidelines.
5. The Acquirer invites the shareholders of the Company (being all shareholders other than Acquirer / Promoter and Promoter Group) (the shareholders) to tender 13,68,022 Equity Shares representing 15.65% of the paid up Equity Share Capital of the Company on terms and conditions set forth below.
6. This Public Announcement is being issued in the following newspapers as required under the Delisting Guidelines:

Newspape	Language	Editions
The Financial Express	English	All
Jansatta	Hindi	All
Dainik Tribune	Hindi	All

Any modifications to this Public Announcement will be notified by issuing a corrigendum in all of the aforementioned newspapers.

2. INFORMATION ON THE ACQUIRER

Dr. Ashwan Kapur, aged 53 years is the Managing Director of the Company. He completed his Ph.D in Textile Engineering from University of Leeds, United Kingdom and has an experience of 26 years in the field. After obtaining Doctorateship from Leeds (U.K), he returned to India where he jointly promoted Uniproducts (India) Limited and set up a non-woven plant to manufacture a range of needle punched and dry laid consumer durables and industrial products. He was instrumental in the development of needle punched jute carpets. He has also developed jute based NVH components used in cars. The Acquirer, Dr. Ashwan Kapur along with other promoter and promoter group holds 84.35% of the paid up share capital of the Company.

3. RATIONALE AND OBJECTIVE FOR DELISTING

The offer made herein is consequent to and as result of the Rights Issue of the Company which opened on February 27, 2007 and closed on March 28, 2007 and is in accordance with the applicable Delisting Guidelines in this regard. The Promoters gave an undertaking in the Letter of offer dated February 16, 2007 stating that in case the subscription by them to the unsubscribed portion of the Rights Issue resulted in the public shareholding falling below the permissible minimum level, then the Promoter & Promoter Group would either make an offer for sale of their holding so that the public shareholding is raised to the permissible minimum level within a period of three months from the date of allotment or buy out the remaining shares from the public at the price of the offer. This would be done in accordance with the provisions of Clause 17(1) & 17(2) of SEBI (Delisting of Securities) Guidelines, 2003. The Rights Issue of the Company was undersubscribed and consequently the promoters had to subscribe to the unsubscribed portion. As a result of this, the shareholding of the Promoters and Promoter Group went up to 84.35% and the public shareholding went down to 15.65% which is below the minimum permissible limit as per the Listing Agreement.

The Company in its Board Meeting held on April 28, 2007 decided to delist its shares from the Bombay Stock Exchange in terms of Delisting Guidelines. This was further ratified in the meeting of shareholders held on June 15, 2007.

The decision of the Company was conveyed to SEBI but SEBI vide their letter dated February 25, 2008 informed the Company that in case the promoters wish to delist the securities, the same may be done by following the procedure of Reverse Book Building laid down under the SEBI (Delisting of Securities) Guidelines, 2003 and not at the price at which the shares are offered in the Rights Issue. The Company appealed against this in Securities and Appellate Tribunal under Securities Appellate Tribunal Procedure (Rules), 2000.

As per the decision of Securities Appellate Tribunal dated August 20, 2008 it was upheld that the Company was not required to follow Reverse Book Building Process and could make the delisting offer at the Rights Issue Price of Rs. 40/- per Equity Share.

The Delisting Offer is now being made in accordance with Delisting Guidelines in this regard.

4. BACKGROUND OF THE COMPANY

The Company was incorporated on December 2, 1982 as "International Spinners Private Limited" under the Companies Act, 1956. Subsequently, it was converted into a public limited Company on April 23, 1984 and further on July 2, 1985, the name of the Company was changed to "Uniproducts (India) Limited".

It has its manufacturing facilities at Noida in the State of Uttar Pradesh, Rewari in the State of Haryana and Nashik in the State of Maharashtra.

Presently, the Company is operating in two main segments viz. nonwoven Products and Noise Vibration & Harshness (NVH) Parts. The Nonwoven segments include floor coverings, moulded carpets, chemical & thermo bond nonwoven and roof liners. The NVH segment includes the bonnet liner, outer dash, wheelhouse and heat shields. The Equity Shares of the Company are listed on Bombay Stock Exchange Limited.

The Company is promoted by Dr. Ashwan Kapur and Uniproducts (Mauritius) Limited.

Presently, the Authorized Share Capital of the Company is Rs. 1200.00 Lacs consisting of 1,20,00,000 Equity Shares of Rs. 10/- each. The Issued, Subscribed & Paid-Up Equity Share Capital of the Company is Rs. 874.318 Lacs divided into fully paid up 87,43,180 Equity Shares of Rs. 10/- each.

The shareholding Pattern of the Company for the quarter ended December 31, 2008 is as under:

Category	No. of Shares	% of Fully paid Equity Capital
Promoters		
Indian		
(1) Individuals*	951233	10.88
(2) Bodies Corporate	10000	0.11
Foreign		
Bodies Corporate	6413925	73.36
Promoter/Promoter Group Shareholding	7375158	84.35
Public Shareholding	1368022	15.65
Total	8743180	100.00

***5,90,833 Equity shares held by Ashwan Kapur Family Trust**

The brief summary of the financials of the Company are provided below:

(Rs. in Lakhs)

Period Ended	Unaudited Financials for nine Months ended December 31, 2008	March 31, 2008 (12 months audited)	March 31, 2007 (12 months audited)	March 31, 2006 (12 months audited)
Net Sales/ operating Income	8673.84	11968.07	10743.21	8995.69
Other Income	172.43	150.22	120.68	48.02
Increase / (decrease) in WIP & Finished Goods	88.77	185.21	3.18	(43.78)
Total Income	8935.04	12303.50	10867.07	8999.93
Expenditure	(7890.73)	(10832.95)	(9601.14)	(7837.99)
Profit before Depreciation, Interest & Tax	1044.31	1470.55	1265.93	1161.94
Depreciation	(508.15)	(588.22)	(474.78)	(397.02)
Interest	(353.37)	(348.43)	(263.28)	(294.88)
Profit Before Tax and prior period Expense	182.79	533.90	527.87	470.04
Prior period Expense	-	(2.88)	(6.48)	(3.34)
Profit before Tax	182.79	531.02	521.39	466.70
Tax	(93.27)	(139.90)	(181.87)	(166.08)
Profit After tax	89.52	391.12	339.52	300.62

5. Stock Exchange on which the shares are listed

The Equity Shares of the Company are listed on Bombay Stock Exchange Limited. The Acquirer is seeking delisting of the Equity shares from Bombay Stock Exchange Limited.

6. Information regarding Stock Market Data

The high and low closing prices recorded on the BSE for the preceding three years and the number of Equity Shares traded on the days the high and low prices were recorded are stated below:

Period	High (Rs.)	Date of High	Volume on date of High	Low (Rs.)	Date of Low	Volume on date of Low	Total volume in the year	Average Price in during the Period (Rs.)
2006	82.75	January 19, 2006	9905	42.00	June 9, 2006	2061	29478950	57.54
2007	67.20	December 31, 2007	38539	33.20	March 9, 2007	716	35993786	49.37
2008	87.00	January 2, 2008	37191	27.40	July 4, 2008	125	25181502	41.77

Source: www.bseindia.com

The monthly high and low closing prices of the Equity shares and the trading volume (number of Equity Shares) for the six months preceding the date of this Public Announcement were as follows:

Month	High	Low	Volume
September, 2008	42.50	34.00	82703
October, 2008	43.90	36.60	16811
November, 2008	49.50	35.00	22223
December, 2008	41.75	33.00	2700
January, 2009	41.80	38.00	25
February, 2009	47.25	41.85	4204

Source: www.bseindia.com

7. Shareholding of Promoter Group

The Acquirer along with Promoter Group are currently holding 73,75,158 fully paid up Equity Shares of the Company representing 84.35% of the fully paid up Equity Share Capital. The details of the Promoter /Promoter Group Shareholding as on date are as follows:

S.No.	Name of the member	Shares held	% of holding
1.	Dr. Ashwan Kapur*	8,76,083	10.02
2.	Uniproducts Mauritius Limited	64,13,925	73.36
3.	Chander Mohini Kapur	27,900	0.32
4.	Mitter Seth	3,000	0.03
5.	Ashima Kapur	4,200	0.05
6.	Ankit Kapur	900	0.01
7.	Narmata Kapur	4,100	0.05
8.	Palka Kapur	18300	0.21
9.	Rajinder Mehra	4,000	0.04
10.	Santosh Khosla	2,200	0.03
11.	Saroj Sawhney	2,200	0.03
12.	Niran Khattar	8,150	0.09
13.	J.N Mehra	200	0.002
14.	Unicel Impex Private Limited	10,000	0.11
	Total Promoter & Promoter Group Shareholding	7375158	84.35

***5,90,833 Equity shares held by Ashwan Kapur Family Trust**

8. Present Capital Structure and Shareholding Pattern

As on the date of the Public Announcement, Authorized Share Capital of the Company is Rs. 1200.00 Lacs consisting of 1,20,00,000 Equity Shares of Rs. 10/- each. The Issued, Subscribed & Paid-Up Equity Share Capital of the Company is Rs. 874.318 Lacs divided into fully paid up 87,43,180 Equity Shares of Rs. 10/- each. The present shareholding pattern for the quarter ended December 31, 2008 is as under:

Particulars	No. of Shares	% of shareholding
Promoter/Promoter Group	7375158	84.35
Public Shareholding	1368022	15.65
Total Shareholding	8743180	100%

9. Likely Post Delisting shareholding pattern

The likely post delisting shareholding pattern of the Company assuming all the shares are acquired by the Acquirer pursuant to the delisting proposal will be as follows:

Particulars	No. of Shares	% of Paid up Capital
Acquirer along with Promoter/ Promoter Group	87,43,180	100%

10. Determination of the Price

Since this delisting offer is made consequent to the Rights Issue, the Offer Price shall be the price at which the Rights Issue has been made i.e. at Rs. 40/- per Equity Share in compliance with Clause 17(1) and 17(2) of SEBI (Delisting of Securities) Guidelines, 2003.

11. Conditions to the Delisting Offer

The acquisition of shares by the Acquirer pursuant to the offer is conditional upon:
* The Acquirer obtaining all requisite regulatory approvals as listed in paragraph 18 of this Public Announcement.
* No amendments to the Delisting Guidelines or any applicable provisions which would prejudice the Acquirer from proceeding with the Delisting Proposal.

12. Dates of Opening and Closing of Offer period

The period during which the shareholders may tender their shares to the Acquirer shall commence on March 16, 2009 (the Offer opening Date) at 10.00 a.m and close on March 30, 2009 (the Offer Closing date) at 3.00 p.m [both days inclusive].

Application Forms received after March 30, 2009 on the Offer Closing Date shall not be acceptable for the purpose of delisting.

The Acquirer shall inform the shareholders by way of corrigendum to the Public Announcement in the newspapers as mentioned in paragraph 11 if there are any changes in the Offer Period.

13. Eligible Shareholders

All shareholders, other than the Acquirer and Promoter/Promoter Group are eligible to tender their shares to the Acquirer during the Offer Period.

Letters inviting shareholders to tender their shares to the Acquirer along with Application Form will be dispatched by the Registrar to all the shareholders who appear on the Register of members of the Company as on March 2, 2009 to reach them before the Offer Opening Date i.e. March 16, 2009 in the event that some shareholders do not receive the Offer letters or are misplaced by them, they may obtain a copy from the Registrars to the Offer 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

Further, shareholders may also download the offer letter from the websites of Manager to the Offer (www.almondzglobal.com); Registrars to the Offer (www.masserv.com); the Company (www.unitexindia.com); and BSE at (www.bseindia.com).

Shareholders who do not hold the shares in dematerialized form (the Physical Shareholders) and wish to tender their shares should submit their original share certificates with the share transfer form as per the specimen signatures lodged with the Company

The Shares to be acquired under this offer are to be acquired free from any liens, charges and encumbrances and together with all rights attached thereto including but not limited to the rights to all the dividends declared and to be declared. It shall be the responsibility of the shareholders offering shares to obtain all requisite approvals (including corporate, statutory or regulatory approvals) if any prior to the offer and the Acquirer shall take no responsibility for the same. It shall be the responsibility of the shareholders to ensure that their shares are credited to the Special Depository Account on or before 3:00 p.m of the Offer Closing Date.

14. Procedure for Delisting

The shareholders must submit their Application Form duly completed along with the requisite documents at the address of the Registrars to the Offer as mentioned below:

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

The Registrar shall open a Special Depository Account (the "Special Depository Account") with National Securities Depository Limited (NSDL). The details of the Special Depository Account are as follows

Special Depository Account Name	MAS SERVICES LIMITED- UNIPRODUCTS DELISTING ESCROW ACCOUNT
Name of the Depository Participant	INTEGRATED MASTER SERVICES PVT. LIMITED
Depository Identification Number	IN300724
Client Identification Number	101401300

Shareholders who hold their shares through NSDL should transfer their shares from their respective depository accounts to the Special Depository Account before the submission of their Application Form and enclose a photocopy of the Delivery Instruction to their Depository Participant (duly acknowledged by their Depository Participant). All transfers shall be made in off market mode only.

Shareholders who hold their shares through CDSL will have to execute an inter depository delivery instruction for the purpose of crediting their shares in favour of the Special Depository Account with NSDL.

Shareholders who do not hold the shares in dematerialized form (the Physical Shareholders) and wish to tender their shares should submit their original share certificates with duly signed share transfer form as per the specimen signatures lodged with the Company

15. Period for which the offer is valid

All Shareholders other than Acquirer and Promoter/Promoter Group may submit their Application Form during the Offer Period starting on March 16, 2009 and closing on March 30, 2009. Additionally, in case the shares are delisted, any outstanding shareholders whose shares have not been acquired by the Acquirer may offer their shares for sale to the Acquirer/Registrar/Company at the Offer Price for a period of 6 months following the date of delisting.

16. Proposed timetable for the Offer

The proposed time table for the Offer is as follows:

Activity	Date
Extraordinary General Meeting of the Company to approve the Delisting Proposal	June 15, 2007
Issue of Public Announcement	March 2, 2009
Offers Letters expected to be posted by	March 9, 2009
Offer Opening Date	March 16, 2009
Offer Closing Date	March 30, 2009
Final Settlement Date	April 1, 2009

*all dates are subject to change and are dependent on obtaining the requisite statutory and regulatory approvals, as may be applicable. Changes to the proposed timetable, if any, will be notified to shareholders by way of Public Announcement in the same newspapers where this Public Announcement is being issued. Subject to the Post Issue Public Announcement by the Acquirer, actual dispatch of payment instruments to shareholders whose shares have been accepted by the Acquirer would be made in 48 hours of the closure of the offer.

17. Details of Escrow Account and Settlement

In accordance with the provisions of the Delisting Guidelines, Axis Bank having its registered office at Trishul, 3rd Floor, opposite Samarsheshwar Temple, Law Garden, Ellis Bridge, Ahmedabad 380006 and Branch office at B-2, B-3, Sector 16, Noida - 201301 and (hereinafter referred to as Axis) has provided a bank guarantee dated February 26, 2009 in favour of Almondz Global Securities Limited having its registered office at 2nd Floor, 3 Scindia House, Janpath, New Delhi-110001 (Manager to the Offer), India whereby Axis has guaranteed the performance of the Acquirer for a sum of Rs. 5,47,20,880 (Rupees Five Crores Forty Seven Lakhs Twenty Thousand Eight Hundred And Eighty Only) being 100% of the estimated amount of consideration calculated on the basis of the Offer Price of Rs. 40/- . Further, Axis Bank, the Acquirer & Manager to the Offer have entered into an Escrow Agreement dated January 22, 2009 pursuant to which the Acquirer has deposited an amount of Rs. 5,47,209 (Rupees Five Lakhs Forty Seven Thousand Two Hundred and Nine Only), into the Escrow Account being 1% of the estimated amount of consideration payable under the delisting offer, calculated on the basis of the Offer Price.

Pursuant to the closure of Offer Period, the Acquirer will immediately make available to Axis the necessary funds required to settle the acceptance of the relevant Offer. The payment of consideration to the shareholders whose shares are acquired by the Acquirer will occur on the relevant Final Settlement Date as set out in Paragraph 16.

18. Statutory Approvals/other approvals required for the Offer

The Company has obtained the approval of its members by way of a Special Resolution passed at its Extraordinary General Meeting held on June 15, 2007 consenting to the delisting of Equity Shares of the Company from Bombay Stock Exchange in accordance with the Delisting Guidelines.

The acquisition of shares tendered by Non- Residents shareholders is subject to approval from RBI, wherever applicable, under the Foreign Exchange Management Act, 1999.

To the best of Acquirer's knowledge as on the date of this Public Announcement there are no other statutory or regulatory approvals required to acquire the shares other than those indicated above.

If any other statutory or regulatory approval becomes applicable, the Offer shall be subject to such statutory or regulatory approval.

It shall be the responsibility of the shareholders tendering in the Offer to obtain all requisite approvals (including corporate, statutory or regulatory Approvals) if any, prior to tendering their Equity Shares in the Offer. The Acquirer assumes no responsibility for the same. The shareholders should attach copies of such approvals, if any, to the Application Form.

In the event the receipt of requisite approvals (if any) is delayed, the Acquirer may request SEBI to grant an extension of time to the Acquirer for the payment of consideration to the shareholders beyond the Final Settlement Date as directed by SEBI.

Tax Deducted at Source

As per the provisions of Section 195(1) of the Income Tax Act, 1961, any person responsible for paying to a non resident any sum chargeable to tax is required to deduct tax at source (including surcharge and education cess as applicable). Since the consideration payable under the delisting offer would be chargeable as capital gains under Section 45 of the Act or as business profits, as the case may be, Acquirer will need to deduct tax at source (including surcharge and education cess) at the applicable tax rate on the gross consideration payable to the following categories of shareholders as stated below:

- * Non- resident Indians / Overseas Corporate Bodies/Non- Domestic Companies
The Acquirer will deduct tax at the applicable rate plus surcharge and education cess, if any on the Offer Price as may be applicable. Non- Resident Shareholders should enclose a copy of Non- Objection Certificate / Tax Clearance Certificate from the Income Tax Authorities under the Income Tax Act, 1961 indicating the amount of tax to be deducted by the Acquirer before remitting the consideration. In case the aforesaid No Objection Certificate is not submitted, the Acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the shareholder, on the entire consideration amount payable.
- * Foreign Institutional Investors (FII)
The Acquirer will not deduct tax at source on the Offer Price if the Equity Shares are held by the FII on investment/ Capital Account. Tax will be deducted at full rate on Offer Price if the FII fails to certify in the Application Form that the Equity Shares are held by it on Investment/ Capital Account.

The FII shareholders should certify in the Application Form whether the Equity Shares are held by them on Investment/Capital Account or on trade account.

In the event the aforementioned categories of Public shareholders require the Acquirer not to deduct tax or to deduct tax at lower rate or on a lower amount, they would need to obtain an order from the Income Tax Authorities under Section 197 of the Act and submit the same to the Acquirer while submitting the Application Form. On failure to produce such certificate from the Income Tax Authorities, the Acquirer will deduct tax as aforesaid and a certificate in the prescribed form shall be issued to that effect.

Resident Public Shareholders:

No tax will be deducted at source on payment of gross proceeds to Indian Shareholders.

Shareholders are advised to consult their tax advisors in this regard and the appropriate course of action that they should take the Acquirer and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of such advice.

19. General

In accordance with Paragraph 4 of Schedule II to the Delisting Guidelines, the shareholders who have tendered their shares by submitting Application Form pursuant to the terms of this Public Announcement and their Offer letter may withdraw their Application Form prior to the prescribed time on the Offer Closing Date.

The Acquirer will inform the shareholders by way of Public Announcement of any changes to the information set out in this Public Announcement.