



UNIPRODUCTS (INDIA) LIMITED

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

OFFER LETTER

From

Dr. ASHWAN KAPUR ("ACQUIRER")

R/o 15 Ring Road, Lajpat Nagar-IV, New Delhi-110024

Tel: 0120-2587176-77, 2585590-91, Fax: 0120-2585031,

E-mail: akapur@unitexindia.com

inviting you to tender your fully paid-up equity shares of the Company ("Shares") of face value of Rs.10/- each at the Exit Price of Rs. 40/- per Equity Share, being the Exit price, pursuant to Clause 17(1) & (2) of the Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2003 (the "Delisting Guidelines")

IN

UNIPRODUCTS (INDIA) LIMITED

having its Registered Office at

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

and its Corporate Office at

C- 15, Sector-57, Noida 201307, Uttar Pradesh

Tel: 0120-2587176-77, 2585590-91, Fax: 0120-2585031,

Website: www.unitexindia.com

EXIT PRICE	Rs.40/- per fully paid up Equity Share of Rs. 10/- each
EXIT PERIOD OPENS	July 1, 2009
EXIT PERIOD CLOSSES	December 31, 2009

Dear Shareholder,

This is an invitation to tender your equity shares in Uniproducts (India) Limited (the "Company") to the Acquirer at the Exit Price subject to the terms and conditions set out below ("Exit Offer").

By Public Announcement dated March 2, 2009 the Acquirer made an offer in accordance with the Delisting Guidelines to the public shareholders ("Shareholders") of the Company to acquire their fully paid-up equity shares ("Shares") in the Company and consequent delisting of the Shares of the Company from the Bombay Stock Exchange Limited ("BSE"). After acquisition of the Shares tendered by the Shareholders in the Delisting Offer, the equity shareholding of the Acquirer along with other Promoter and Promoter Group in the Company currently stands at 89.43%.

Thereafter, on April 8, 2009, the Company applied for the delisting of its equity shares from the BSE being the only stock exchange on which its Shares were listed. BSE vide its notice no. 20090618-24, dated June 18, 2009 informed its members about discontinuation of trading of the equity shares of the Company with effect from June 24, 2009 and its delisting with effect from July 1, 2009.

**Delisting of the equity shares of the Company from BSE implies that the equity shares of the Company cannot be traded on BSE and a liquid market for trading of the equity shares of the Company will no longer be available.**

We are writing to inform you that, in accordance with Clause 17(1) & (2) of the Delisting Guidelines and the undertaking given by the Acquirer to BSE on April 8, 2009, the Acquirer hereby provides a final exit opportunity to Shareholders holding Shares in the Company who did not or were unable to participate in the Delisting Offer or who unsuccessfully tendered their Shares in the Delisting Offer ("Residual Shareholders"), for a period of six months, to participate in the Exit Offer. You will be able to tender your Shares to the Acquirer at the Exit Price at any time from July 1, 2009 till December 31, 2009 (the "Exit Period"), on the terms and subject to the conditions set out in this Offer Letter ("Offer Letter") and the public announcement dated July 1, 2009 ("Public Announcement").

**1. PROCEDURE FOR TENDERING YOUR SHARES UNDER THE EXIT OFFER**

Please contact the Registrar to the Exit Offer, MAS Services Limited ("Registrar to the Exit Offer") (contact details furnished below), if you require any clarification regarding the procedure for tendering your Shares

**1.1 Procedure for Residual Shareholders holding Shares in dematerialized form**

1.1.1 All Residual Shareholders holding Shares in dematerialized form who wish to tender their Shares in the Exit Offer must submit (a) the enclosed application form ("Application Form") duly filled and signed and (b) a counterfoil / photocopy of their depository

participant instruction evidencing transfer of dematerialized Shares as detailed in paragraph 1.1.2 below, by hand delivery or by registered post or courier (at their own risk and cost) during working hours(10 a.m to 3 p.m) with the envelope marked “Uniproducts (India) Limited – Exit Offer” so as to reach the Registrar to the Exit Offer at the following address: 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. SK Mangla

1.1.2 The Residual Shareholders must transfer their dematerialized Shares from the depository account in which they are currently held, in off-market mode to the special depository account opened with National Securities Depository Limited, the details of which are as follows (“Special Depository Account”):

1.	Depository Account Name	MAS Services Limited – Uniproducts Delisting Escrow Account
2.	Name of the Depository	NSDL
3.	Name of the Depository Participant	Gogia International Securities Ltd.
4.	Depository Identification Number	IN300589
5.	Client Identification Number	10217494

1.1.3 Residual Shareholders who hold their Shares through Central Depository Services (India) Limited (“CDSL”) will have to execute an inter depository delivery instruction for the purpose of crediting their Shares in favour of the Special Depository Account. **All transfers will be in off-market mode.** It is the responsibility of the Residual Shareholders to ensure that their Shares are credited in favour of the Special Depository Account on or before the last date of the Exit Period, to validly tender their Shares in the Exit Offer.

1.1.4 The Shares will be held in the above Special Depository Account until the consideration payable has been dispatched to the eligible Residual Shareholders or the unaccepted Shares are credited back to the Residual Shareholders’ depository account.

1.1.5 If you are not resident in India, please also submit along with your Application Form all the documents set out in paragraph 2 and 6 below.

## 1.2 Procedure for Residual Shareholders holding Shares in physical form

1.2.1 All Residual Shareholders holding Shares in the form of physical share certificates (“Physical Shares”), who wish to tender their Physical Shares, should complete the Application Form in accordance with the instructions given below (as applicable) and submit the same along with the following documents by hand delivery or by registered post / courier (at their own cost and risk) with the envelope marked “Uniproducts (India) Limited – Exit Offer” so as to reach the Registrar to the Exit Offer during working hours (10 a.m to 3 p.m) at the following address: 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. SK Mangla

- the accompanying Application Form, duly completed and signed by the Residual Shareholder or all Residual Shareholders (in the case of joint holdings) whose name(s) appear on the share certificate(s), in the order in which such names appear on the share certificate(s);
- a valid share transfer deed, enclosed with this Offer Letter duly signed by the Residual Shareholder or all Residual Shareholders (in the case of joint holdings) as transferor(s), in accordance with the specimen signatures registered with the Company and duly witnessed;
- the original share certificate(s); and
- if the Residual Shareholder(s) are not resident in India, the relevant documents set out in paragraph 2 and 6 below.

1.2.2 The Registrar to the Exit Offer will hold in trust the share certificate(s) and the share transfer deed until the dispatch of the consideration payable or the unaccepted share certificates has/have been dispatched to the Residual Shareholder concerned.

1.3 The Shares to be acquired under this Exit Offer are to be acquired free from all liens, charges and encumbrances and together with all rights attached thereto.

1.4 The Offer Letter and the Application Form can also be downloaded from the websites of Registrar to the Exit Offer (www.masserv.com) or the Company (www.unitexindia.com).

## 2. NON RESIDENT SHAREHOLDERS

2.1 (a) Residual Shareholders who are non-resident Indians, persons resident outside India, overseas corporate bodies, FII’s etc. (“Non-Resident Residual Shareholders”) will also need to enclose a copy of the original permission received by them from the Reserve Bank of India (“RBI”) in relation to the acquisition of the Shares and should also enclose copies of any other statutory/legal/corporate approvals as may be applicable.

(b) In case the Shares are held on repatriation basis, the non-resident shareholder should obtain and enclose a letter from its authorized dealer / bank confirming that at the time of acquiring the said Shares, payment for the same was made by the non-resident shareholder from the appropriate account (e.g NRE a/c) as specified by RBI in its approval.

(c) In case the non-resident shareholder is not in a position to produce the said certificate, the Shares would be deemed to have been acquired on non-repatriation basis and in that case the holder shall submit a consent letter addressed to the Acquirer, allowing the Acquirer to make the payment on a non-repatriation basis in respect of the valid Shares accepted under the Exit Offer.

2.2 If any of the documents referred to in paragraph 2.1 above are not enclosed along with the Non- Resident Residual Shareholder's Application Form, such Non-Resident Residual Shareholder's tender of Shares under the Exit Offer may be treated as invalid.

### 3. SETTLEMENT

3.1 Following fulfillment of the terms and conditions mentioned in this Offer Letter, the applicable consideration will be paid by the Acquirer by way of cheque or demand draft or any other payment warrant and will be dispatched by the Registrar to the Exit Offer to the relevant Residual Shareholders, at their own risk, by way of registered post / UCP. The Registrar to the Exit Offer shall dispatch the payment to Residual Shareholders who have validly tendered their Shares in this Exit Offer, as soon as reasonably practicable and in any case, no later than 15 days from the date of receipt of duly filled valid Applications Forms (together with necessary enclosures, if any) and receipt of the Shares in the Special Depository Account mentioned hereinabove/receipt of physical share certificates by the Registrar to the Exit Offer and Residual Shareholder's details being verified by the Registrar to the Exit Offer.

3.2 The cheque/ demand draft/any other payment warrant will be drawn in the name of the sole or first named Residual Shareholder (in case of joint holdings) described in Box 1 of the Application Form along with the bank account number as provided in Box 5 of the Application Form. In case bank account details are not provided, then the consideration will be paid to the sole/ first named holder (at your own risk) without any such details.

### 4. PERIOD

The Residual Shareholders may tender their Application Form to the Registrar to the Exit Offer at the Exit Price at any time during the Exit Period. The Residual Shareholders are required to ensure that their Application Form, together with the necessary enclosures, is received by the Registrar to the Exit Offer on or before December 31, 2009.

### 5. STATUTORY AND OTHER APPROVALS

1. To the best of the Acquirer's knowledge, as on the date of this Offer Letter, there are no other statutory or regulatory approvals required, in India, to acquire the Shares. If any other statutory or regulatory approvals become or are found to be applicable, the acquisition of those Shares will be subject to such statutory or regulatory approvals.

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

### 6. TAX TO BE 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 Exit 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 Exit Price as may be applicable. Non- Resident Shareholders should enclose a copy of No- 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 Exit Price if the Shares are held by the FII on investment/ Capital Account. Tax will be deducted at full rate on Exit Price if the FII fails to certify in the Application Form that the Shares are held by it on Investment/ Capital Account.

The FII Shareholders should certify in the Application Form whether the 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.

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

**7. COMPLIANCE OFFICER**

Ms Preeti Gandhi  
Company Secretary  
Uniproducts (India) Limited  
C-15, Sector-57, Noida-201 307  
**Tel:** 0120-2587176-77, 2585590-91  
**Fax :** 0120-2585031  
**E-mail:** preeti@unitexindia.com  
**Website:** www.unitexindia.com

**8. GENERAL**

Every Residual Shareholder who desires to avail of the Exit Offer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Acquirer, the Registrar to the Exit Offer or the Company whatsoever by reason of any loss which may be suffered by such Residual Shareholder consequent to or in connection with this Offer Letter or the Exit Offer.

Yours faithfully,  
Acquirer

*Dr. Ashwan Kapur*

Date : July 1, 2009  
Place : New Delhi

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If you require any clarification in connection with this Offer Letter,  
you should consult the Registrar to the Exit Offer at:

**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. SK Mangla

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

<b>EXIT PERIOD OPENS</b>	<b>July 1, 2009</b>
<b>EXIT PERIOD CLOSES</b>	<b>December 31, 2009</b>

**APPLICATION FORM FOR EXIT OFFER**

Unless the context otherwise required, capitalized expressions in this Application Form have the same meanings as defined in the enclosed Offer Letter dated July 1, 2009 for acquiring Shares in Uniproducts (India) Limited by Dr. Ashwan Kapur ("Acquirer") by way of an Exit Offer.

In relation to the Exit Offer by the Acquirer to acquire Shares at the Exit Price of Rs. 40/- per Equity Share, this Application Form, duly filled and signed along with the applicable enclosures should be delivered by hand or sent by registered post / courier (at your own cost and risk) to the Registrar to the Exit Offer, at the address mentioned in this Application Form.

**1. Action to be taken**

- 1.1 To accept the Exit Offer pursuant to the Offer Letter, complete this Application Form by following the instructions herein.  
Please also read the acknowledgements and authorizations in paragraph 2 below carefully as they contain acknowledgements and authorizations that you will be deemed to have made by your signature on this Application Form.
- 1.2 If you hold shares in DEMATERIALIZED FORM you must have transferred Shares from your depository account to the Special Depository Account, prior to the submission of this Application Form. A photocopy of the delivery instruction or counterfoil of the delivery instruction submitted to your depository participant and duly acknowledged by such depository participant crediting your Shares to the Special Depository Account should be attached to the Application Form. All transfers should be in off-market mode.
- 1.3 If you hold Shares through Central Depository Services (India) Limited ("CDSL"), please execute an inter-depository delivery instruction for the purpose of crediting your Shares in favour of the Special Depository Account with National Securities Depository Limited ("NSDL").
- 1.4 If you hold Shares in PHYSICAL FORM you must enclose with this Application Form your original share certificate(s) and valid share transfer form(s) (in respect of those Shares set out in Box 4 duly signed by the Residual Shareholder (or, in the case of joint holdings, all Residual Shareholders) as transferor(s) in accordance with the specimen signatures registered with the Company.
- 1.5 If you are a Non-Resident Residual Shareholder, you should also enclose 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 with this Application Form, your 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. Non-Resident Residual Shareholders should also enclose a copy of 'no-objection' certificate/ tax clearance certificate from the income tax authorities under the IT Act, 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 Non-Resident Residual Shareholder, on the entire consideration amount payable.
- 1.6 Please send this Application Form with the necessary enclosures at your own risk and cost to the Registrar to the Exit Offer, so as to reach them by December 31, 2009 at the latest at:

**MAS Services Limited**  
T-34, 2nd Floor,  
Okhla Industrial Area,  
Phase II, New Delhi-110020

- 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.

**Physical Shareholders**

- 1.8 Residual Shareholders should enclose:  
Duly completed and signed Application Form in accordance with the instructions contained herein, by all Residual Shareholders whose names appear on the share certificates, original share certificate(s), valid share transfer deed / form(s) duly signed as transferors by all Residual Shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with Uniproducts (India) Limited 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 Exit Offer shall be deemed to be accepted.

**2. Acknowledgements and authorizations**

By signing in Box 2 herein, you are deemed to have made each of the following acknowledgements and authorizations:

- a) that the Shares 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 in respect of the Shares tendered in physical form, original share certificate(s) and signed transfer deed(s) will be held in trust for you by the Registrar to the Exit Offer, until such time as the consideration payable has been dispatched to you or if your offer to tender is not valid or not accepted for any reason, until such time as the Shares are returned back to you;
- d) that the Acquirer and Registrar to the Exit Offer shall not be liable for any delay / loss in transit resulting in delayed receipt, non-receipt by the Registrar to the Exit Offer of your Application Form along with relevant enclosures or for the failure to deposit your dematerialized Shares to the Special Depository Account due to inaccurate/incomplete particulars/instructions on your part, or for any other reason;
- 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 Exit Price of Rs. 40/- per Equity Share;
- f) that the Registrar to the Exit Offer will send by registered post, at your risk, the cheque/demand draft/ 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 herein;
- g) 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;
- h) that the Offer Letter and this Application Form are subject to the Delisting Guidelines and all applicable regulatory and government approvals, as detailed in the Offer Letter, and that the Acquirer reserves the right not to proceed with the acquisition in the event that such approvals, if any, are not obtained;
- i) that if you are a Non-Resident Residual Shareholder, you have enclosed with this Application Form a copy of the original permission which you received from the RBI and the additional consents and confirmations as referred to in paragraph 2 of the Offer Letter, and that if such permission is not enclosed with this Application Form, your 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;
- j) that if you are a Non-Resident Residual Shareholder, you have also enclosed with this Application Form the relevant certificate referred to in paragraph 6 of the Offer Letter, and that if such certificate is not enclosed with this Application Form, the Acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the relevant category of Non-Resident Residual Shareholders on the entire consideration amount payable to such Non-Resident Residual Shareholders;
- k) that the particulars given above are true and correct; and
- l) that you acknowledge having read and understood the contents of the Offer Letter and that you agree with the terms and conditions stated therein.

All queries in regard to the Offer Letter or this Application Form should be addressed to the Registrar to the Exit Offer 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. SK Mangla

**Box 1: Shareholder's details (Please use BLOCK CAPITALS)**

**Sole/First Holder/other Holders**  
 Name in full : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 Telephone : \_\_\_\_\_  
 E- mail ID : \_\_\_\_\_

**Full name of other holders**  
 2nd Holder : \_\_\_\_\_  
 3rd Holder : \_\_\_\_\_  
 4th Holder : \_\_\_\_\_

**Type of Investor (Tick as appropriate)**

Individuals                       Hindu Undivided Family                       Non Resident Indian (repatriable)                       Non Resident Indian (nonrepatriable)  
 Mutual funds                       Private Corporate Bodies                       Banks & Financial Institutions                       FIIs  
 Indian Venture Capital                       Foreign venture capital                       OCB/Non Domestic Company                       Others (Please specify)

**Box 2: Signatures**

In case of joint holdings, all holders must sign in the space given below in the same order and as per specimen signatures registered with the Company. By your signature in this Box 2, you will also be deemed to be making the acknowledgements and authorizations set out in Paragraph 2 hereinabove.

I/We hereby offer to tender the number of shares set out in Box 3A/ Box 4 below to the Acquirer on and subject to the terms and conditions contained in the Offer Letter and the Public Announcement.

**PLEASE SIGN IN THE SPACE PROVIDED BELOW**

Name	Signature
Sole/First holder	
2nd Holder	
3rd Holder	
4th Holder	

**Box 3A: Details of shares held in DEMATERIALIZED FORM (NOT applicable if shares are held in physical form)**

You should insert in the space given below the number of shares held in dematerialized form that you wish to tender to the Acquirer at the exit price. If the number of Shares entered below is inconsistent with the number of shares deposited into the Special Depository Account (detailed in Box 3B below), pursuant to your instruction to your depository participant, the number of Shares set out in your Depository Participant Instruction will be deemed to be the number of shares tendered by you.

I/ We hereby tender to the Acquirer, the number of shares specified below at the Exit Price.

	In Figures	In Words
Number of dematerialized shares		

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 participant are as follows:

Depository Participant's Name \_\_\_\_\_

Depository (NSDL/CDSL) \_\_\_\_\_

DPID	Client ID	Beneficiary Account

<b>Box 3B: Depository participant instruction (NOT applicable if shares are held in physical form)</b>	
You must have instructed the depository participant of the depository account in which your shares are presently held, to deposit your shares into the special depository account as detailed below. Failure to credit your shares into the correct depository account may result in rejection of your offer to tender 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 shares to the Special Depository Account detailed below.	
Registrar	MAS Services Limited
Depository	NSDL
Account Name	MAS Services Limited - Uniproducts Delisting Escrow Account
Name of the Depository Participant	Gogia International Securities Ltd.
Depository Identification Number	IN300589
Client Identification Number	10217494

Please note that the transfer should be in off market mode. For shares held through CDSL, please execute an inter depository delivery instruction.

<b>Box 4: Details of shares held in PHYSICAL FORM (NOT applicable if shares are held in dematerialized form)</b>					
You should insert in the space given below the details of your shares held in Physical Form, which you wish to tender to the Acquirer at the Exit Price. If the details given below are inconsistent with any of your original share certificates or your share transfer deed enclosed with this application form, your original share certificates and your share transfer deed will be deemed to state the correct details of the Shares which are tendered by you. I/we hereby tender to Dr. Ashwan Kapur ("Acquirer") the number of Equity Shares specified below at Exit Price of Rs. 40/- per Equity Shares:					
Sr. No.	Folio No.	Certificate No	Distinctive Nos		No. of shares
			From	To	
				Total	

(If the space provided is inadequate please attach a separate continuation sheet)

<b>Box 5: Bank account details</b>	
In order to avoid fraudulent encashment in transit, you may fill in the space below with details of the sole/ first holder's bank account and any consideration payable will accordingly be paid by cheque or demand draft or any other payment warrant, if such bank account details are not available from the depositories.	
Name of the First/Sole holder's bank	
Name of the Branch	
City	
Bank Account No.	
Saving/Current/Others (Please specify)	

<b>Box 6: Certification (NRIs/OCBs/FIIs/ Non-Resident Residual Shareholders only)</b>	
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 paragraph 6 in the Offer Letter regarding tax to be deducted at source. Residual Shareholders are also advised to consult their tax advisors for the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take.	
I/We certify that the Shares referred to in Box 3A/ Box 4 of this Application Form are held: <input type="checkbox"/> On Investment /Capital Account <input type="checkbox"/> On Trade Account	
I/ We certify that the tax deduction on the Shares referred to in Box 3A/ Box4 of this Application Form is to be deducted on account of: <input type="checkbox"/> Short Term Gains <input type="checkbox"/> Long Term Gain <input type="checkbox"/> Business Profits	
Order from Income-Tax authorities enclosed specifying: <input type="checkbox"/> Non-deduction of tax at source <input type="checkbox"/> Deduction at lower rate	
<b>Additional information required from NRI Residual Shareholders:</b> I/ We certify that the Shares referred to in Box3A/ Box 4 of this Application form have been acquired/ purchased with or subscribed to in convertible foreign exchange and have enclosed necessary evidence (such as copy of FIRC/RBI approval) to this effect: <input type="checkbox"/> I- We certify that I/We have not will not opt out of Chapter XII-A of the Income tax act, 1961: <input type="checkbox"/>	

## CHECKLIST FOR RESIDUAL SHAREHOLDERS

### Have you:

- (a) Completed Boxes 1 to 6 of this Application Form.
- (b) Ensured that, you have enclosed a certified true copy of relevant resolution of the board of the directors/ authorization (in case of a body corporate).
- (c) Ensured that, if you are a non-Resident Residual shareholder, you have enclosed copies of the documents mentioned in paragraph 2.1 and 6 of The Offer Letter.
- (d) For residual shareholders tendering shares in dematerialized form:
  - i. Ensured that your 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).
  - ii. 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.

If so, you may submit your Application Form along with the copy of the depository participant instruction duly acknowledged by the depository participant and other relevant documents to the registrar to the Exit Offer in accordance with the instructions given above.

- (e) For residual shareholders tendering shares in physical form:
  - i. Ensured that you have completed and enclosed your share transfer deed duly signed by the shareholder (or, in case of joint holdings, all shareholders ) as transferor(s) in accordance with the specimen signatures registered with the Company and the said signature(s) has/have been duly witnessed.
  - ii. Ensured that you have enclosed your original share certificate(s).
  - iii. Ensured that you have enclosed duly attested power of attorney, death and succession certificate/ legal heirship certificate as may be applicable (in case any shareholder has expired).

If so, you may submit your Application form along with the duly filled transfer deed, original share certificates and other relevant documents to the Registrar to the Exit Offer in accordance with the instruction given above.

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If you require any clarification in connection with the Offer Letter or The Application Form,  
you should consult the registrar to the Exit Offer at:

**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. SK Mangla

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