



UNIPRODUCTS (INDIA) LIMITED

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Offer Letter is sent to you as a shareholder(s) of Uniproducts (India) Limited ("UIL" or the "Company"). In case you have recently sold your Equity Shares in the Company, please hand over this Offer Letter and the accompanying Application Form to the member of the Stock Exchange through whom the said sale was affected.

If you require any clarification in connection with this Offer Letter, you should consult the Manager to the Offer, Almondz Global Securities Limited, 3 Scindia House, 2nd Floor, Janpath, New Delhi-110001, Tel: (011) 41514666-9; Fax: (011) 41514665; E-mail: uil@almondz.com; Website: www.almondzglobal.com, or the Registrar to the Offer, 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 Website: www.masserv.com

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 ("Equity Shares") of face value of Rs.10/- each at the Offer Price of Rs. 40/- per Equity Share, being the Offer 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

In connection with the proposed acquisition of the Equity Shares of the Company in accordance with Clause 17(1) & (2) of the Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2003, if you wish to tender your Equity Shares to the Acquirer, you should:

- Read this Offer Letter and the instructions herein;
- **Complete and sign the accompanying Application Form in accordance with the instructions in this Offer Letter;**
- Ensure that you have credited your Equity Shares to the correct Special Depository Account (details of which are set out in the Offer Letter) and obtained a copy of your Delivery Instruction Slip(DRS) from your Depository Participant duly acknowledged and stamped (the Depository Participant Instruction) in relation thereto.
- In case you hold Equity Shares in physical form, please follow instructions set out in this Offer Letter.

The Shareholders are requested to forward by hand delivery to the Registrars to the offer (between 10.00 a.m. to 3.00 p.m on all working days) or to send by post (at their own cost and risk by Registered Post) in an envelope marked as "Uniproducts (India) Limited- Delisting Offer" to the Registrar to the Offer so as to reach them on or before the last date of Closure of Offer i.e March 30, 2009.

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 Almondz Global Securities Limited 3, Scindia House, 2nd Floor, Janpath, New Delhi - 110001, India Tel: (011) 41514666-69 Fax: (011) 41514665 Email: uil@almondz.com Contact person: Ms. Ritu Madan Arora Website: www.almondzglobal.com	 MAS Services Limited T-34, 2nd Floor, Okhla Industrial Area, Phase II, New Delhi - 110020 Tel: (011) 26387281-83 Fax: (011) 26387384 E-mail: info@masserv.com Contact person: Mr. S K Mangla Website: www.masserv.com
OFFER OPENS ON: Monday, March 16, 2009	OFFER CLOSSES ON: Monday, March 30, 2009

SCHEDULE OF THE MAJOR ACTIVITIES OF THE OFFER

ACTIVITY	DATE
Extraordinary General Meeting of the Company to approve the Delisting Proposal	June 15, 2007
Issue of Public Announcement	March 2, 2009
Offer 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 approvals, as may be applicable. Changes to the proposed time table if any will be notified to the Public Shareholders by way of Public Announcement in the same newspapers where the corresponding Public Announcement has been issued.

DEFINITIONS

Acquirer	Dr. Ashwan Kapur
Application Form	The Application Form enclosed with this Offer Letter for use by Shareholders (as defined hereinafter) in order to submit their acceptances.
BSE	Bombay Stock Exchange Limited.
CDSL	Central Depository Services (India) Limited.
Company or UIL	Uniproducts (India) Limited
FII	Foreign Institutional Investors as registered with SEBI under applicable laws in India
Guidelines/Delisting Guidelines	Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2003, as amended from time to time
IT Act	Income Tax Act, 1961.
Manager to the Delisting Offer	Almondz Global Securities Limited having their Registered Office at 3 Scindia House, 2nd Floor, Janpath, New Delhi-110001
Non-Resident Shareholders	Shareholders who are non-resident Indians, person resident outside of India, overseas corporate bodies, FIIs etc.
NRI	Non-resident Indian.
NSDL	National Securities Depository Limited.
OCB	Overseas Corporate Body.
Offer/Delisting Offer	Offer made by the Acquirer to acquire the Offered Shares from the Public Shareholders (as defined hereinafter) in accordance with Guidelines, the PA and this Offer Letter.
Offer Opening Date	March 16, 2009
Offer Closing Date	March 30, 2009
Offer Shares	The whole or part of the Equity Shares currently not held by the promoters being 13,68,022 Equity shares comprising of 15.65% of the fully paid-up equity shares of the Company.
PA or Public Announcement	Public Announcement of the Offer made by the Acquirer on March 2, 2009
Physical Shareholders	Public Shareholders who hold equity shares in physical form and not in Dematerialized form.
Public Shareholders	All shareholders of equity shares other than the promoters and promoters' group, whether holding shares in Physical or in Dematerialized Form.
RBI	Reserve Bank of India.
Registrar to the Delisting Offer	MAS Services Limited having their Registered Office at T-34, 2nd Floor, Okhla Industrial Area, Phase II, New Delhi-110020
SEBI	Securities and Exchange Board of India.
Shareholders	The equity shareholders of the Company.
Special Depository Account	The account of the depository opened by the Acquirer wherein the Public Shareholders transfer their Equity Shares for the purpose of acceptance of the Delisting Offer.

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Dear Shareholders,

This is an invitation to tender your Equity Shares in Uniproducts (India) Limited (“UIL” or “the Company”) to Dr. Ashwan Kapur (the Acquirer) at a price of Rs. 40/-per Equity Share (Offer Price) subject to the terms and conditions set out below.

Dr. Ashwan Kapur, one of the promoters of UIL within the meaning of Regulation 3 (1) (g) of the SEBI (Delisting of Securities) Guidelines, 2003 (“**Delisting Guidelines**”) is pleased to make an Offer, on the terms and subject to the conditions set out below, to acquire the fully paid-up Equity Shares held by the Public Shareholders of the Company (being all shareholders other than the Acquirer and Promoter/Promoter Group of the Company in accordance with Clause 17(1) & (2) of the Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2003.

By Public Announcement dated March 2, 2009 (“**Public Announcement**” or “**PA**”) the Acquirer made an Offer in accordance with the Delisting Guidelines to the public shareholders (**Shareholders**) of the Company to de-list their Equity Shares from the Bombay Stock Exchange Limited (**BSE**).

1. BACKGROUND TO THE OFFER

The Acquirer, Dr. Ashwan Kapur, resident of 15 Ring Road, Lajpat Nagar-IV, New Delhi is one of the Promoters of the Company and together with other Promoter and Promoter Group currently holds 73,75,158 Equity Shares representing 84.35% of the paid up Equity Share Capital of the Company.

The Company came out with its rights issue in February 2007(Rights Issue), pursuant to which the Public Shareholding of the Company fell below the minimum permissible level as per the listing agreement of the Company (Listing Agreement). In the Letter of Offer for Rights Issue dated the February 16, 2007, the Promoters had provided the following undertaking :

“We hereby further undertake that, in case the Issue of Uniproducts (India) Limited is completed with us subscribing to Equity Shares over and above our Rights Entitlement and as a result, if the public shareholding in the Uniproducts (India) Limited after the Issue falls below the ‘permissible minimum level’ as specified in the listing condition or Listing Agreement, we will either individually or jointly with the Promoter group make an offer for sale of our holdings so that the public shareholding is raised to the ‘permissible minimum level’

within a period of three months from the date of allotment in the proposed Issue, as per the requirements of Clause 17(1) and 17(2) of SEBI (Delisting of Securities) Guidelines, 2003 or as per any amendment thereto or buy out the remaining Equity Shares at the price of offer and shall take appropriate steps in accordance with SEBI(Delisting of Securities) Guidelines, 2003 or any amendment thereto, to get the Company delisted."

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 went up 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 Equity 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 Delisting Guidelines and not at the price at which the Equity Shares are offered in the Rights Issue. The Company appealed against the communication 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 proceed to de-list at the Offer Price of Rs. 40/- per Equity Share.

The Promoters and Promoter Group as on the date of Public Announcement hold 73,75,158 Equity Shares representing 84.35% of the paid up capital of the Company. The Acquirer now invites the Public Shareholders holding 13,68,022 Equity Shares of the Company representing 15.65% of the paid up Equity Share Capital of the Company to tender their Equity Shares in his favor and offers to buy out the Equity Shares at the offer Price i.e. Rs. 40/- per Share ("Delisting Proposal"/ "Offer"). This Offer is subject to the terms and conditions mentioned in the Public Announcement made on March 2, 2009 and also those detailed in this Offer Letter. This Offer Letter is being mailed to all the Shareholders whose name appear in the Register of Members of the Company as on March 2, 2009 ("Specified Date") and to those Shareholders who are beneficial owners of the Equity Shares whose names appear as beneficiaries on the records of the respective Depositories namely the National Securities Depository Limited and Central Depository Services Limited as on the close of business on March 2, 2009.

The Public Announcement has been issued in the following newspapers as required under the Delisting Guidelines:

Newspaper	Language	Editions
Financial Express	English	All
Jansatta	Hindi	All
Dainik Tribune	Hindi	All

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

2. 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. In addition to the reasons explained in Para 1 (Background of the Offer) there are no other reasons for delisting. For details, please refer to Para 1 above.

3. BRIEF PROFILE OF 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 Equity Share Capital of the Company.

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 December 2, 1985, the name of the Company was changed to "Uniproducts (India) Limited".

In the year 1986, the Company in order to raise funds to set up manufacturing unit came out with its Initial Public Offering of Equity Shares and established its first plant at Rewari in Haryana to manufacture needle-punched carpets and chemical bond interlinings with installed capacity of 4,92,000 pieces annually for non woven blankets, 91000 Kgs for auto floor covering, auto-trunk linings, industrial filters and 6,50,000 Kgs of nonwoven light weights in collaboration with Uniproducts UK Inc.

During 1988-89, the Company came out with rights issue of 2,50,000 Equity Shares and entered into automobile sector with supply of moulded carpets and trims, the commercial production of which started in 1992.

During 1995, the Company diversified into the production of NVH parts (Noise, Vibration, and Harshness parts) for acoustic and thermal insulation of automobiles, based on firm orders from car manufacturers. During this year, the Company was also awarded the ISO 9002 certification, in recognition of its quality programme.

The Company continued its efforts towards installing quality systems and procedures, and as a result, in the year 1997, it was awarded the QS 9000 certification for its Quality procedures.

In the year 1998, the Company diversified into manufacturing of thermobond non-woven fabrics, which are used both in the automobile sector and the garments sector to cater to the increasing demand of these products.

In the year 2002-03, the Company made an acquisition by taking over H. P. Pelzer India Private Limited, a company from the Pelzer Group of Germany, which has a significant presence in the automobile sector. With this acquisition, the Company entered the new business line of PU foam and resin felt based products for the automobile Industry.

The Company has a registered brand name for its products viz. "Unitex" and "Sheerwood". "Unitex" brand is used for marketing of wall to wall carpets and imported carpets and "Sheerwood" brand is used for marketing of imported laminated wooden floorings.

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.

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.

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

The summary of Audited Financial Results is as given below:

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. PRESENT CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

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 as on December 31, 2008 was as follows:

Category	Total No. of Equity Shares	Total Shareholding as a % of total No. of Equity Shares	
		As a % of A+B	As a % of A+B+C
(A) Shareholding of Promoter and Promoter Group			
(1) Indian			
(a) Individual/HUF	951233	10.88	10.88
(b) Bodies Corporate	10000	0.11	0.11
Sub Total of (A) (1)	961233	10.99	10.99
(2) Foreign			
(a) Bodies Corporate	6419325	73.36	73.36
Sub Total of (A) (2)	6419325	73.36	73.36
Total Shareholding of Promoter and Promoter Group A=A(1)+(A)(2)	7375158	84.35	84.35
(B) Public Shareholding			
(1) Institutions			
(a) Financial Institutions/Banks	62942	0.72	0.72
Sub Total of B(1)	62942	0.72	0.72
(2) Non-Institutions			
a Bodies Corporate	157552	1.80	1.80
b (i) Individual holding nominal capital up to Rs. 1 lakh	596094	6.82	6.82
(ii) Individual holding nominal capital in excess of Rs. 1 lakh	167842	1.92	1.92
c (i) Any other=Non Resident Indian	2013	0.02	0.02
(ii) Any Other-clearing member	1579	0.02	0.02
(iii) Uniproducts India Employees Welfare Trust	380000	4.35	4.35
Sub Total of B(2)	1305080	14.93	14.93
Total Public Shareholding B=(B)(1)+(B)(2)	1368022	15.65	15.65
Total of (A)+(B)	8743180	100.00	100.00
(C) Share held by Custodians against which Depository Receipts have been issued	0	0.00	0.00
Grand Total (A)+(B)+(C)	8743180	100.00	100.00

6. LIKELY POST DELISTING SHAREHOLDING PATTERN

Assuming that all the Offer Equity Shares are acquired by the Acquirer pursuant to this Offer, the Equity Share Capital Structure of the Company, subsequent to delisting, would be as follows:

Category	No. of Equity Shares	% of Total
(a) Promoters		
Dr Ashwan Kapur*	2244105	25.67
Uniproducts (Mauritius) Ltd	6413925	73.36
Sub-total (a)	8658030	99.03
(b) Relatives		
Chander Mohini Kapur	27900	0.32
Mitter Seth	3000	0.03
Ashima Kapur	4200	0.05
Ankit Kapur	900	0.01
Narmata Kapur	4100	0.04
Palka Kapur	18300	0.21
Rajinder Mehra	4000	0.05
Santosh Khosla	2200	0.03
Saroj Sawhney	2200	0.03
Niran Khattar	8150	0.09
J.N. Mehra	200	0.002
Sub-total (b)	75150	0.86
(c) Companies forming part of Promoter Group		
Unicel Impex Private Limited	10000	0.11
Sub-total (c)	10000	0.11
Total Promoter and Promoter Group Holding (A)= (a+b+c)	8743180	100.00
Public Shareholding (B)	0	0
Total (A+B)	8743180	100.00

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

7. STOCK MARKET DATA

The Equity Shares of the Company are listed on Bombay Stock Exchange Limited.

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 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 high and low prices and volume of Equity Shares traded on the respective dates during the last six months is 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)

8. DETERMINATION OF OFFER 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.

9. APPROVALS FOR THE OFFER

The acquisition of the Offer Shares by the Acquirer pursuant to the Offer is conditional upon the following except in cases where such permissions have already been received

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 Equity Shares, other than those indicated above. If any other statutory or regulatory approvals become or are found to be applicable, the acquisition of Offer Shares by the Acquirer and the Delisting Proposal will be subject to such statutory or regulatory approvals.
2. In the event that receipts of requisite approvals (if any) are delayed, the Acquirer may request SEBI to grant an extension of time to the Acquirer for payment of consideration to the shareholders beyond the Final Settlement Date as directed by SEBI.
3. This Offer and its proposed schedule is also subject to any modifications / orders, terms and conditions imposed or directions issued by SEBI, the stock exchanges or any other regulatory or judicial authorities. In accordance with the Delisting Guidelines, the Acquirer is making this Offer at the Rights Issue Price and is not obliged to acquire any Equity Shares tendered at a higher price.
4. 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.

10. 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 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 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 or the Company or the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of such advice.

11. OFFER PERIOD

The Offer Period shall commence on Monday, March 16, 2009 (the Offer Opening Date) and will remain open until Monday, March 30, 2009 (the Offer Closing Date), both days inclusive, during the working hours mentioned herein.

12. PROCEDURE FOR SUBMITTING EQUITY SHARES

The Public Shareholders are requested to forward by hand delivery to the Registrars to the Offer (between 10.00 a.m to 3.00 p.m on all working days) or to send by post (at their own cost and risk by Registered Post) in an envelope marked as "Uniproducts (India) Limited- Delisting Offer" to the Registrar to the Offer so as to reach them on or before the last date of Closure of Offer i.e March 30, 2009.

- ◆ Application Form duly filled in and signed, whether Equity Shares are held in physical mode or are in demat form.
- ◆ Original share certificates if Equity Shares are in physical mode.
- ◆ Valid share transfer form if Equity Shares are in physical form (signed by all the Shareholders in the same order in which the Equity Shares are held as per the Register of members of the Company-as is in the case of joint Shareholders) as per the specimen signatures lodged with the Company and duly witnessed. [One blank Share transfer form overprinted with the name of Dr. Ashwan Kapur as the transferee, is enclosed along with the Offer Letter for use by the Shareholders.]
- ◆ In the case of demat Equity Shares, the Beneficial Owners are advised, to submit their inter depository delivery instruction or Instructions in off market mode duly signed to their own Depository Participant's (DP) to ensure that their Equity Shares are credited in favour of the below mentioned depository account before the closure of the offer i.e. on or before March 30, 2009 and to forward to the Registrar to the offer the photocopy of the delivery instruction to DP in off market mode or of counterfoil of the delivery instruction in off market mode duly acknowledged by the DP.

All Public Shareholders of the Company (registered and unregistered) are eligible to participate in the Offer. If you wish to submit your Equity Shares, you should complete and return the accompanying Application Form, with all the relevant documents, in accordance with the instructions below. However, the Acquirer will not accept any Equity Shares tendered in the Offer in case of any court or judicial authority (including the Company Law Board) restraints on transfer / sale of such Equity Shares. The Public Shareholders by tendering the Equity Shares in this Offer undertake that the Equity Shares are free from all lien, charges or encumbrances. A mere receipt of this Offer Letter by such Public Shareholders who are holding Equity Shares under dispute / Equity Shares under lien, charges or encumbrances does not entitle them to participate in this Offer. Any Equity Shares that are the subject matter of litigation wherein the Public Shareholder(s) may be precluded from transferring the Equity Shares during the pendency of the said litigation are liable to be rejected in case directions/orders regarding these Equity Shares are not received together with the Equity Shares tendered under the Offer.

Public Shareholders who have tendered their shares may withdraw the Offer before the closing date by filling the appropriate form enclosed herewith.

Public Shareholders whose Equity Shares are held in beneficiary account with Central Depository Services Limited should use an inter depository delivery instruction to transfer the Equity Shares to the Special Depository Account of National Securities Depository Limited (NSDL) as mentioned below:

The details of the Special Depository Account are as follows:

Account Name : MAS Service Limited-Uniproducts Delisting Escrow Account.
DP ID Number : IN300724
DP Name : Integrated Master Services Pvt. Limited
Client ID Number : 101401300
Depository : NSDL

The Public Shareholders should also provide all relevant documents in addition to the above documents. Such may include but not limited to the following documents:

- a) Duly attested Power of Attorney if any person other than the Shareholder has signed the relevant Application Form on behalf of such shareholder.
- b) Duly attested death certificate and succession certificate / legal heirship / probate certificate in case any shareholder has expired.
- c) Necessary corporate authorizations, such as Board Resolutions etc. in case of Companies.

Unregistered Shareholders can send their application in writing to the Registrar to the Offer at any time before the closure of the Offer. The application should be on a plain paper and should state the name, the address, number of Equity Shares held, number of Equity Shares offered, distinctive numbers, folio numbers, together with the original Share Certificate(s), valid transfer deeds as received from the 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 original contract notes issued by the broker through whom they have acquired their Equity Shares and the documents mentioned above.

In case of non-receipt of the Offer Letter, Public Shareholders may send their consent to the Registrar to the Offer, on a plain paper and should state the name, the address, number of Equity Shares held, number of Equity Shares offered, distinctive numbers, folio numbers, together with the relevant documents mentioned above as to reach the Registrars on or before the closure of the Offer i.e Monday, March 30, 2009 or in case of beneficial owners, they may send their application in writing to the Registrars to the Offer, on a plain paper stating the name, address, number of Equity Shares held, number of Equity Shares offered, DP name, DP ID, beneficiary account number, together with the relevant documents mentioned above and a photocopy of the delivery instruction in " Off-Market" mode or counterfoil of the delivery instructions in " Off-Market" mode, duly acknowledged by the Depository Participant in favor of the Special Depository Account with NSDL, either by hand or by registered post to MAS Services Limited, the Registrar at the address set out therein, between Monday, March 16, 2009 and Monday, March 30, 2009, both days inclusive, during the working hours mentioned herein.

In case any person has tendered his physical Equity Shares of the Company for dematerialization and such dematerialization has not yet been effected the concerned shareholder may apply in the Offer as per instructions mentioned above for plain paper applications together with the photocopy of the completed dematerialization request form acknowledged by Shareholder's DP. Such Shareholders should ensure the credit of the Equity Shares to the Special Depository Account on or before the Offer Closing Date. A copy of delivery instructions acknowledged by the DP in favor of the Special Depository Account should be forwarded to the Registrar where the Application Form and other documents were tendered, before the close of the Offer i.e. not later than March 30, 2009.

In case any person has lodged Equity Shares for transfer and such transfer has not yet been effected, the concerned person may apply as per instruction mentioned above together with the acknowledgement of the lodgment of Equity Shares for transfer. Such persons should also instruct the Company and its Registrar & Transfer Agents to send the transferred Share Certificate (s) directly to the Registrar located at New Delhi. The applicant should ensure that the Certificate (s) reach the Registrar on or before the Offer closing date.

The minimum lot for the purposes of acceptance, for both physical and demat Equity Shares, would be one Equity Share.

The Registrar will hold in trust the Equity Shares (including the physical Share certificates and the Equity Shares lying in credit of the Special Depository Account, Application Form, and the transfer form (s), if any), on behalf of the Public Shareholders of the Company who have tendered their Equity Shares, till the cheques / drafts for the consideration is dispatched.

While tendering the Equity Shares under the Offer, NRIs/OCBs/foreign Shareholders will be required to submit the previous RBI approvals (specific or general) that they would have obtained for acquiring the Equity Shares of the Company. In case the Equity 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 Equity 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. In case the non-resident shareholder is not in a position to produce the

said certificate, the Equity 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 Equity Shares accepted under the Offer. If any of the above stated documents (as applicable) are not enclosed along with the Application Form, the Equity Shares tendered under the Offer will be considered invalid and are liable to be rejected. While tendering the Equity Shares under the Offer, NRI's/OCBs/foreign Shareholders will be required to submit Tax Clearance Certificate from the Income Tax Authorities, indicating the amount of tax to be deducted by the Acquirer under the Income Tax Act, 1961 before remitting the consideration. In case the aforesaid Tax Clearance Certificate is not submitted, the Acquirer will deduct tax at the rate as may be applicable to the category of the shareholder under the Income Tax Act, 1961 on the entire consideration amount payable to such shareholder.

It is mandatory for Shareholders to indicate the bank account details at the appropriate place in the Application Form and the consideration would be made to the bank account of the sole/first shareholder. The payment would be made simultaneously to all the Shareholders.

The non-receipt of the Offer Letter by or accidental omission to dispatch the Offer Letter to any person who is eligible to receive this Offer, shall not invalidate the Offer in any way.

The Share certificate (s), share transfer form, Application Form and the other documents, if any should be sent only to the Registrar to the Offer. They should not be sent to the Manager to the Offer or the Acquirer or the Company. The above-mentioned documents can be sent to the Registrar by hand delivery on all days except Sundays and public holidays or to send by post (at their own cost and risk by Registered Post) in an envelope marked as "Uniproducts (India) Limited-Delisting Offer" to the Registrar to the Offer so as to reach them on or before the last date of Closure of Offer i.e March 30, 2009.

The share certificates and the transfer documents so received shall be scrutinized and payment shall be arranged (dispatched by registered post) in respect of all valid instruments by account payee cheques/demand drafts / any other payment warrant in the name of the first/sole shareholder at their own risk. Documents found defective are liable to be rejected and shall be returned in due course or may be sent back for removing the defects. It is advised that Shareholders provide their bank details in the Application Form so that the same can be incorporated in the cheque /demand draft/any other payment warrant.

All documents / remittances sent by or to Shareholders will be at their own risk. Shareholders of the Company are advised to adequately safeguard their interests in this regard. Equity Shares held in demat form to the extent not accepted will be credited back to the beneficial owner's depository account with the respective depository participant as per the details furnished by the beneficial owner in the Application Form.

13. SCHEDULE OF ACTIVITIES

The Offer will open on March 16, 2009 and will close on March 30, 2009, both days inclusive, during the working hours mentioned herein.

ACTIVITY	DATE
Extraordinary General Meeting of the Company to approve the Delisting Proposal	June 15, 2007
Issue of Public Announcement	March 2, 2009
Offer 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

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 within 48 hours of the closure of the Offer.

14. ELIGIBLE SHAREHOLDERS

The Public Shareholders, other than the Acquirer and Promoter/Promoter Group are eligible to tender their shares to the Acquirer during the Offer Period.

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 T- 34 , 2nd Floor, Okhla Industrial Area, Phase II, New Delhi- 110 020 **Tel:** (011) 2638 7281-83, **Fax:** (011) 2638 7384 **Email:** info@masserv.com **Contact Person:** Mr. SK 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 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, the details of which are given on Page No. 10 of this Offer Letter.

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 on the Offer Closing Date.

15. REJECTION OF EQUITY SHARES

If the Equity Shares are rejected for any of the following reasons, such Equity Shares will be returned to the Shareholder(s) along with all the documents received from them at the time of submission. Please note that the following list is not exhaustive:

- a) The signature (s) of the Shareholder(s) on the transfer deed do not match with specimen signature (s) as per the records of the Company,
- b) The transfer deed is not complete.
- c) The number of Equity Shares mentioned in the Application Form does not tally with the actual physical share certificate(s) submitted or in case of dematerialized Equity Shares, the Equity Shares in the Application Form do not tally with the instruction to the depository participant.
- d) The relevant documents, as applicable, mentioned above for non-resident Shareholders are not submitted with the Application Form.

The Acquirer, the Manager to the Offer, the Registrar to the Offer or the Company shall not be liable for any delay / loss in transit resulting in delayed receipt / non-receipt by the Registrar of your Application Form or failure on your part to deposit your Equity Shares to the Special Depository Account or submission of Original physical share certificates due to inaccurate / incomplete particulars / instructions on your part, or for any other reason.

16. OUTSTANDING SHAREHOLDERS

Once the Equity Shares have been delisted, any outstanding Shareholders whose Equity Shares have not been acquired by the Acquirer may offer their Equity Shares for sale to the Acquirer/Registrar/Company at the Offer Price of Rs. 40/- per Share within a period of 6 months following the date of the delisting.

17. THE MANAGER TO THE DELISTING OFFER

The Acquirer has appointed **Almondz Global Securities Limited**, having its registered office at 2nd Floor, 3 Scindia House, Janpath, New Delhi-110001 as the Manager to the Delisting Offer. **Tel.** (011)41514666-69, **Fax:** (011) 41514665, **E-mail:** uil@almondz.com **Contact Person:** Ms.Ritu Madan Arora **Website:** www.almondzglobal.com.

18. REGISTRAR TO THE DELISTING OFFER

The Acquirer has appointed **MAS Services Limited**, having its registered office at T- 34 , 2nd Floor, Okhla Industrial Area, Phase II, New Delhi- 110 020 as Registrar to the Offer. **Tel:** (011) 2638 7281- 83, **Fax:** (011) 2638 7384 **E-mail:** info@masserv.com **Contact Person:** Mr. S K Mangla **Website:** www.masserv.com.

19. FINANCIAL ARRANGEMENTS

In accordance with the provisions of the Delisting Guidelines, Axis Bank having its registered office at Trishul', 3rd Floor, opposite Samarshwar 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), 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 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 the Schedule above.

20. ACQUIRER'S ABSOLUTE RESPONSIBILITY

The Acquirer, having made all reasonable inquiries, accepts responsibility for and confirms that this Offer Letter contains all information, which is material in the context of the Offer. Acquirer confirms that the information contained in this Offer Letter (except that which pertains to UIL and has been compiled from publicly available sources) is true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no facts, the omission of which makes this document as a whole or any information or the expression of any such opinions or intentions contained in this Offer Letter misleading in any material respects. Acquirer accepts responsibility to fulfill its obligations under the Delisting Guidelines.

21. WITHDRAWAL

In accordance with Paragraph 4 of Schedule II to the Delisting Guidelines, the Shareholders who have tendered their Equity Shares by submitting Application Form pursuant to the terms of this Offer Letter may have the option to withdraw their Offer prior to the prescribed time on the Offer Closing Date in the format enclosed herewith alongwith this Offer Letter.

22. GENERAL

Every person who desires to avail of the exit opportunity may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Acquirer, the Manager to the Offer or the Company whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such offer and tender of securities.

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

23. COMPLIANCE OFFICER

The Compliance Officer of the Company is:

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

Yours faithfully

Dr. Ashwan Kapur

Place : New Delhi

Date : March 2, 2009

Encl :

1. Application Form
2. Withdrawal Application Form

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

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: 1. First Name : _____ Surname : _____ Address : _____ _____ _____ Tel. No. : _____	Other Holder(s) 2. First Name : _____ Surname : _____ 3. First Name : _____ Surname : _____ 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"/> FIs	
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")		
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"):		
	In Figures	In Words
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

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

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

WITHDRAWAL APPLICATION FORM

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)

Action to be taken

- To submit a Withdrawal Application Form pursuant to paragraph 21 of the Offer letter complete this Withdrawal Application Form by submitting the instructions herein.
- You must submit this Withdrawal Application Form to the Registrar. Please ensure that you bring a copy of the acknowledgement slip relating to your previous Application.
- Please note that the following information contained in your original Application Form will remain valid and apply to your Application.
(a) Shareholder's details (b) Depository Participant's details (c) Bank account details and (d) Your acknowledgements and authorizations

Acknowledgement & Authorization

- By signing Box 1, you will be deemed to have made each of the following additional acknowledgements and authorizations,
- That any offer you have made in any Application Form submitted prior to the date of this Application Form is hereby revoked.
- That the authorizations and acknowledgements contained in your original Application Form will remain valid mutatis mutandis.
- That the particulars given in the Withdrawal Application Form are true and correct.

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

**ACKNOWLEDGEMENT SLIP
UNIPRODUCTS (INDIA) LIMITED-DELISTING OFFER
(WITHDRAWAL APPLICATION FORM)**

Application No.

Received from Mr./Ms./M/s. _____ a Withdrawal Application Form offering _____ Equity Shares of Uniproducts (India) Limited at a Offer Price of Rs. 40/--per share to the acquirer together with photocopy/ counterfoil of the Depository Participant Instruction for the transfer of such Equity Shares from account bearing:

Folio No. : _____
 Depository Participant Name : _____
 Depository Participant ID : _____
 Beneficiary ID/Client ID : _____
 Signature of Official : _____
 Date of Receipt : _____

Stamp of Registrar

HOW TO COMPLETE THIS WITHDRAWAL APPLICATION FORM

Box 1: Signatures

I/ We hereby revoke any offer that I/ we had previously made in any Application Form submitted prior to the date of this Withdrawal Application Form in respect of my / our Equity Shares.

PLEASE SIGN IN THE SPACE PROVIDED BELOW

Name of the First/ Sole Holder	Signature
Name of The Other Holder	Signature
Name of The Other Holder	Signature
Name of The Other Holder	Signature

Box 2: Details of Previous Application

The details of my/ our previous Application in force prior to the date of this Withdrawal Application Form are specified below:

	(In Figures)	(In Words)
Number of Equity Shares		
Offer Price per Equity Share	Rs. 40/-	Rupees Forty Only

Checklist

Have you:

- Provided a copy of the acknowledgement slip relating to your previous Offer.
- Completed Boxes 1 to 2 wherever applicable.
- Ensured that if you have withdrawn the number of Equity Shares tendered in your previous Offer, you have attached a copy of your duly acknowledged delivery instructions to your depository participant in respect of those Equity Shares.

If so, you may submit your Withdrawal Application Form to the Registrar at his address mentioned herein above.

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