

Public Announcement under Regulation 15 (1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

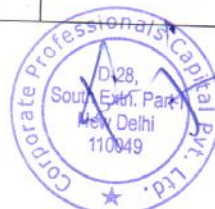
Open Offer for acquisition of 13,02,732 Equity Shares from the shareholders of M/s. Unimode Overseas Limited (hereinafter referred to as "**Target Company**"), a company incorporated and registered under the Companies Act, 1956 and having its registered office at 304A/10178, Third Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi – 110 005; Tel: 011-45548551 by Mr. Satish Kumar Gupta, Mr. Vikas Munjal, Mr. Ashish Goel (hereinafter collectively referred to as "**Acquirers**") along with Mrs. Madhu Goyal (hereinafter referred to as "**PAC**") pursuant to and in accordance with Regulation 4 of SEBI (SAST) Regulations, 2011.

1. Offer details

- **Size:** 13,02,732 Equity Shares constituting 26% of the present issued, subscribed and paid-up capital of the Target Company.
- **Price/ consideration:** Rs. 5/- (Rupees Five Only) for each Equity Share of the Target Company.
- **Mode of payment (cash/ security):** Cash
- **Type of offer (Triggered offer, voluntary offer/ competing offer etc):** Triggered Offer

2. Transaction which has triggered the open offer obligations (Underlying Transaction)

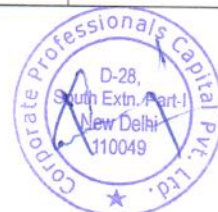
Details of underlying transaction						
Type of Transaction (Direct/ Indirect)	Mode of Transaction (Agreement/ Allotment/ market purchase)	Shares / Voting rights acquired/ proposed to be acquired		Total Consideration for shares /VRs acquired (Rs.)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% vis a vis total Equity / voting capital			
Direct	Share Purchase Agreement dated May 22, 2015 to acquire 1,17,647 Equity Shares	1,17,647	2.35	1,17,647	Cash	Regulation 4 of SEBI (SAST) Regulations, 2011



	representing 2.35% of present paid-up equity share capital and voting rights from the persons belonging to promoter group of Target Company along with acquisition of joint Control over the Target Company.					
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3. Acquirers along with PAC

Details	Acquirer 1	Acquirer 2	Acquirer 3	PAC	Total
Name of Acquirers/PAC	Mr. Satish Kumar Gupta	Mr. Vikas Munjal	Mr. Ashish Goel	Mrs. Madhu Goyal	NA
Address	48, Ritu Apartment, A-4, Paschim Vihar, New Delhi – 110063	676, Ground Floor, Mukherjee Nagar, New Delhi – 110009	55A/AD Block, Shalimar Bagh, New Delhi – 110088	109-B, Pocket-F, Mayur Vihar, Phase-II, New Delhi – 110091	NA
Name(s) of persons in control /promoters of acquirers	NA	NA	NA	NA	NA
Name of the Group, if any, to which the Acquirer belongs to	NA	NA	NA	Promoter Group	NA
Pre Transaction shareholding • Number	1,40,150 Equity Shares representing 2.80% of the	Nil	92,580 Equity Shares representing 1.85% of the	2,43,700 Equity Shares representing 4.86% of the	4,76,430 Equity Shares representing



• % of total share capital	paid-up share capital of Target Company		paid-up share capital of Target Company	paid-up share capital of Target Company	9.51% of the paid-up share capital of Target Company
Proposed shareholding after the acquisition of shares which triggered the Open Offer	3,50,377 Equity Shares representing 7.00% of paid-up equity share capital along with the acquisition of joint Control over the Target Company		2,43,700 Equity Shares representing 4.86% of the paid-up share capital of Target Company	5,94,077 Equity Shares representing 11.86% of paid-up equity share capital of the Target Company	
Any other interest in the TC	NA	NA	NA	Existing Promoter	NA

4. Details of selling shareholders

Name	Part of Promoter/ Promoter Group(Yes/ No)	Details of shares/ voting rights held by the selling shareholders			
		Pre Transaction		Post Transaction	
		Number	%	Number	%
Mr. Sandeep Gupta	Yes	1,17,647	2.35%	NIL	N.A.
Total		1,17,647	2.35%	NIL	N.A

5. Target Company

- **Name:** Unimode Overseas Limited having its registered office at 304A/10178, Third Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi – 110 005
- **CIN:** L51909DL1992PLC048444
- **Exchanges where listed:** BSE Limited (BSE), Madras Stock Exchange Limited (MSE)(*), Delhi Stock Exchange Limited (DSE)** and Jaipur Stock Exchange Limited (JSE)(#).

*Recognition withdrawn vide SEBI order dated May 14, 2015.

**Recognition withdrawn vide SEBI order dated November 19, 2014.

#Recognition withdrawn vide SEBI order dated March 23, 2015.



6. Other details

- The Detailed Public Statement pursuant to this Public Announcement and which carries all such other information of the offer including the detailed information on the offer price, detailed information on the Acquirers along with PAC, detailed information on the Target Company, detailed reasons for the offer, statutory approvals for the offer, details of financial arrangement, other terms of the offer, conditions to the offer etc. shall be published in all editions of any one English national daily newspaper with wide circulation, any one Hindi national daily newspaper with wide circulation and one Marathi language daily newspaper. Since the registered office of the Target Company is situated in the National Capital Territory of Delhi and Hindi being the regional language of the state, publication in a regional language daily is not required. The Detailed Public Statement shall be published on or before May 29, 2015.
- The Acquirers along with PAC undertakes that they are aware of and shall comply with all obligations under the SEBI (SAST) Regulations, 2011.
- The Acquirers along with PAC have adequate resources and have made firm financial arrangements for financing the acquisition of the Equity Shares under the Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations.

Issued by

MANAGER TO THE OFFER



CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED

CIN: U74899DL2000PTC104508

D-28, South Extn. Part 1, New Delhi – 110049

Contact Person: Mr. Manoj Kumar

Ph.: 91-11-40622228; **Fax:** 91-11-40622201

Email: manoj@indiacp.com

SEBI Regn. No: INM000011435

On behalf of Acquirers and PAC

Sd/-

(Satish Kumar Gupta)

Sd/-

(Vikas Munjal)

Sd/-

(Ashish Goel)

Sd/-

(Madhu Goyal)

Place: New Delhi

Date: May 22, 2015

