



## D & A FINANCIAL SERVICES (P) LIMITED

Merchant Banking & Corporate Advisory Services

Date: 25<sup>th</sup> November, 2022

To  
The Head (Listing),  
Department of Corporate Services  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, MUMBAI-400001

**REG.: OPEN OFFER TO THE SHAREHOLDERS OF UNIMODE OVERSEAS LIMITED ("TARGET COMPANY") BY MR. RAJIV GUPTA, MR. KANHIYA GUPTA AND MR. HALDHER GUPTA (HEREINAFTER COLLECTIVELY REFERRED TO AS "ACQUIRERS") PURSUANT TO SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011.**


Dear Sir,

We, in the capacity of Manager to the captioned offer and in compliance with Reg.14 of the Securities and Exchange Board of India (SAST) Regulations, 2011 are enclosing herewith Copy of Public Announcement in respect of proposed acquisition of equity shares of Unimode Overseas Limited by Mr. Rajiv Gupta, Mr. Kanhiya Gupta and Mr. Haldher Gupta (Hereinafter collectively referred to as "Acquirers"), in compliance with applicable provisions of SEBI (SAST) Regulations, 2011 and subsequent amendments thereto.

Kindly take it on your record.

Thanking you,

Yours faithfully,  
For **D & A Financial Services (P) Limited.**

  
**(Priyaranjan)**  
**Vice President**  
Encl.: As Above



**PUBLIC ANNOUNCEMENT UNDER REGULATIONS 3 (1) AND 4, READ WITH REGULATION 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, ("TAKEOVER REGULATIONS")**

**FOR THE ATTENTION OF THE SHAREHOLDERS OF UNIMODE OVERSEAS LIMITED.**

**Open offer ("Open Offer") for acquisition of up to 1,30,273 (One Lakhs Thirty Thousand Two Hundred Seventy Three Only) equity shares, representing 26% (Twenty Six Percent) of the total paid-up/voting share capital of Unimode Overseas Limited (hereinafter referred to as the "Target Company") from its Public Shareholders (as defined below) by Mr. Rajiv Gupta resident of C-73, Shivaji Park Delhi, Punjabi Bagh Delhi-110026 Mr. Kanhiya Gupta resident of C-73, Shivaji Park Delhi, Punjabi Bagh Delhi-110026 and Mr. Haldher Gupta resident of C-73, Shivaji Park Delhi, Punjabi Bagh Delhi-110026 (hereinafter collectively referred to as the "Acquirers"), for the purpose of this Open Offer.**

On 25<sup>th</sup> November, 2022, the Acquirers have signed a share purchase agreement ("**SPA**") with the Sellers (as defined in paragraph 4 below) of the Target Company to acquire 133,522 equity shares (One Lakhs Thirty Three Thousand Five Hundred and Twenty Two Only) equity shares representing 26.65% of the fully paid up equity share capital of the Target Company along with complete control and management of the Target Company. Presently the acquirers do not hold any equity shares of the target company. Consequently, the Acquirers shall acquire substantial shares / voting rights along with complete control over the management and affairs of Target Company after the successful completion of Open Offer.

This public announcement ("**Public Announcement**" or "**PA**") is being issued by D & A Financial Services (P) Limited ("**Manager to the Offer**") for and on behalf of the Acquirers, to the equity shareholders of the Target Company excluding the parties to the SPA, persons acting in concert or deemed to be acting in concert with the parties to SPA ("**Public Shareholders**") pursuant to and in compliance with, amongst others, Regulations 3(1) and 4 of the Takeover Regulations.

## **1. Offer Details**

(a) **Size:** The Acquirers hereby makes this Open Offer to the Public Shareholders of the Target Company to acquire up to 1,30,273 (One Lakhs Thirty Thousand Two Hundred Seventy Three Only) fully paid up equity shares of face value of Rs 10/- (Rupee Ten Only) each, representing 26% (Twenty Six Percent) of the total paid-up/voting share capital of the Target Company ("**Offer Size**").

(b) **Price / Consideration:** The Offer Price is Rs. 25.00/- (Rupees Twenty Five Only) per equity share, calculated in accordance with Regulation 8(2) of the Takeover Regulations and subsequent amendments thereto.

(c) **Mode of Payment:** The Offer Price is payable in cash in accordance with Regulation 9(1)(a) of the Takeover Regulations and subsequent amendments thereto.

(d) **Type of Offer:** The Open Offer is a triggered offer, in compliance with Regulation 3(1) and 4 of the Takeover Regulations and subsequent amendments thereto.

## 2. Transaction which has triggered the Open Offer Obligations (Underlying Transaction)

Details of Underlying Transaction						
Types of Transaction (direct/indirect)	Mode of Transaction (Agreement/Allotment/market purchase)	Shares / Voting rights acquired /proposed to be acquired		Total Consideration for shares/ Voting Rights (VR) acquired (Rs. in Crores)	Mode of Payment (Cash /cheque/ securities)	Regulation which has triggered
		Number	% vis a vis total equity / voting capital			
Direct	Share Purchase Agreement	133522	26.65	0.33	Cash	Regulations 3(1) and 4 of the Takeover Regulations

## 3. Details of Acquirers

Details	Acquirer 1	Acquirer 2	Acquirer 3	Total
Name of Acquirers	Mr. Rajiv Gupta	Mr. Kanhiya Gupta	Mr. Haldher Gupta	3
Address	C-73, Shivaji Park Delhi, Punjabi Bagh Delhi-110026	C-73, Shivaji Park Delhi, Punjabi Bagh Delhi-110026	C-73, Shivaji Park Delhi, Punjabi Bagh Delhi-110026	-
Name(s) of persons in control/promoters of Acquirers/ PAC	Not Applicable	Not Applicable	Not Applicable	-

where Acquirer/PAC are companies				
Name of the Group, if any, to which the Acquirer/PAC belongs to	No Group	No Group	No Group	-
Pre-Transaction shareholding -Number -% of total share capital	Nil NA	Nil NA	Nil NA	-
Proposed shareholding after the acquisition of shares which triggered the Open Offer	50000 equity shares constituting - 9.98% of the total paid up equity share capital of the Target Company.	45822 equity shares constituting 9.14% of the total paid up equity share capital of the Target Company.	37700 equity shares constituting 7.52% of the total paid up equity share capital of the Target Company.	133522 equity shares constituting 26.65% of the total paid up equity share capital of the Target Company.
Any other interest in the Target Company	Nil	Nil	Nil	Nil

#### 4. Details of Selling Shareholder ("Seller")

Name of the Selling Shareholder	Part of promoter group (Yes/No)	Details of shares / voting rights held by the selling shareholder			
		Pre-Transaction		Post Transaction	
		Number of Shares	%	Number of Shares	%
Ashish Goel	Yes	87700	17.50	Nil	N.A
Vikas Munjal	Yes	45822	9.15	Nil	N.A
<b>TOTAL</b>		<b>133522</b>	<b>26.65</b>	Nil	N.A

## 5. Target Company

(a) **Name:** Unimode Overseas Limited (BSE Scrip Code: UNIMOVR|512595), (Corporate Identification No. L51909DL1992PLC048444).

(b) **Registered Office Address:** 304A/10178, Ravinder Plaza, IIIrd Floor, Abdul Aziz Road, Karol Bagh, New Delhi, Delhi, 110005.

(c) **Exchanges where listed:** The equity shares are listed on BSE Limited.

## 6. Other Details

(a) The Detailed Public Statement ("**DPS**") shall be issued in accordance with Regulations 13(4) and 14(3) of the Takeover Regulations and subsequent amendments thereto and shall be published by Friday, 2<sup>nd</sup> December, 2022. The DPS shall contain details of the Open Offer including the detailed information of the Offer Price, detailed information on the Acquirers and Target Company, detailed reasons for the Open Offer, statutory approvals required for the Open Offer, details of financial arrangements, other terms of the Open Offer and conditions to the Open Offer.

(b) The Acquirers undertakes that they are aware of and will comply with their obligation(s) under the Takeover Regulations and subsequent amendments thereto and that they have adequate financial resources to meet their respective obligation(s) under the Open Offer.

(c) The Open Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the Takeover Regulations and subsequent amendments thereto.

(d) This Public Announcement is not being issued pursuant to a competing offer in terms of Regulation 20 of the Takeover Regulations and subsequent amendments thereto.

### Issued by the Manager to the Offer



### **D & A FINANCIAL SERVICES (P) LIMITED**

13, Community Centre, East of Kailash,  
New Delhi – 110065.

Tel nos.: 011-41326121/40167038

Email: investors@dnafinserv.com

**Contact Person: Ms. Radhika Pushkarna**

**On behalf of the Acquirers**

**Sd/-  
(Rajiv Gupta)**

**Sd/-  
(Kanhiya Gupta)**

**Sd/-  
(Haldher Gupta)**

**Place: New Delhi**

**Date : 25<sup>th</sup> November, 2022**