



D & A FINANCIAL SERVICES (P) LIMITED

Merchant Banking & Corporate Advisory Services

Date: 2nd December, 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 (4) of the Securities and Exchange Board of India (SAST) Regulations, 2011 are enclosing herewith Newspaper Cuttings of Detailed Public Statement published today in all editions of Financial Express (English), Jansatta (Hindi) and Mumbai edition of Mumbai Lakshadweep (Marathi) in respect of proposed acquisition of shares of Unimode Overseas Limited by the 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



H.O. & Regd. Office: 13, Community Centre, 2nd Floor, East of Kailash, New Delhi-110065 (India)
Phone: +91 11 41326121, 40167038

E-mail: investors@dnafinserv.com, compliance@dnafinserv.com, valuation@dnafinserv.com, contact@dnafinserv.com
Website: www.dnafinserv.com, Branch Office : Mumbai

CIN : U74899DL1981PTC012709

DETAILED PUBLIC STATEMENT TO THE PUBLIC SHAREHOLDERS OF UNIMODE OVERSEAS LIMITED IN TERMS OF REGULATION 15(2) READ WITH REGULATION 13(4) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED FROM TIME TO TIME

Open offer for acquisition of up to 1,30,273 (One Lakh Thirty Thousand Two Hundred and Seventy Three Only) equity shares, representing 26% of the total paid-up/voting share capital of Unimode Overseas Limited, ("UOL" or "Target Company") from the Public Shareholders (as defined below) by Mr. Rajiv Gupta resident of C-73, Shivaji Park Delhi, Punjabi Bagh Delhi-110026 ("Acquirer-1") Mr. Kanihya Gupta resident of C-73, Shivaji Park Delhi, Punjabi Bagh Delhi-110026 ("Acquirer-2") and Mr. Haldher Gupta resident of C-73, Shivaji Park Delhi, Punjabi Bagh Delhi-110026 ("Acquirer-3") (Hereinafter Collectively referred to as "Acquirers").

This Detailed Public Statement ("DPS") is being issued by the Manager to the Offer i.e., D & A Financial Services (P) Limited ("Manager"), on behalf of the Acquirers, namely Mr. Rajiv Gupta citizen of India, currently residing at C-73, Shivaji Park Delhi, Punjabi Bagh Delhi-110026 ("Acquirer-1") Mr. Kanihya Gupta citizen of India, currently residing at C-73, Shivaji Park Delhi, Punjabi Bagh Delhi-110026 ("Acquirer-2") and Mr. Haldher Gupta citizen of India, currently residing at C-73, Shivaji Park Delhi, Punjabi Bagh Delhi-110026 ("Acquirer-3") pursuant to Regulation 13(4) as required under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (SAST) Regulations") pursuant to Public Announcement dated November 25, 2022 ("PA"), in terms of Regulations 3(1) and 4 of the SEBI (SAST) Regulation filed on November 25, 2022 with the BSE Limited ("BSE") and with the Securities and Exchange Board of India ("SEBI") and the Target Company at its registered office, in terms of Regulation 14(2) of the SEBI (SAST) Regulations and subsequent amendments thereto.

ACQUIRERS, TARGET COMPANY AND OFFER

(A) Information about the Acquirers

Acquirer 1: Mr. Rajiv Gupta

- Mr. Rajiv Gupta, S/o Shri Rajinder Kumar Gupta, aged about 51 years, is residing at C-73, Shivaji Park Delhi, Punjabi Bagh Delhi-110026. He is a under graduate and having experience of more than 30 years in the Import and Export business.
- Mr. Gaurav Kumar, (Membership No. 432472) partner of M/s Umesh Amita & Co., Chartered Accountants (Firm Registration No. 007238C), having office at 10C, 3rd Floor, AD Block, Pitampura, New Delhi-110034 Phone Number: +91 9782197969 Email Id: umeshamita.co@gmail.com, has certified vide his certificate dated November 25, 2022 that the Net worth of Mr. Rajiv Gupta as on November 25, 2022 is Rs 77.68 Lakhs and further the letter also confirms that he has sufficient liquid funds to fulfill his part of obligations under this offer.
- He holds directorship in Manbro Polymers Limited, which is an unlisted company.
- He has not been prohibited by SEBI from dealing in securities, in terms of Section 11B of the Securities and Exchange Board of India Act, 1992, as amended, ("SEBI Act").
- He is Father of Acquirer 2 and Acquirer 3.

Acquirer 2: Mr. Kanihya Gupta

- Mr. Kanihya Gupta, S/o Shri Rajiv Gupta, aged about 25 years, is residing at C-73, Shivaji Park Delhi, Punjabi Bagh Delhi-110026. He is a under graduate and having experience of 7 years in import and export business.
- Mr. Gaurav Kumar, (Membership No. 432472) partner of M/s Umesh Amita & Co., Chartered Accountants (Firm Registration No. 007238C), having office at 10C, 3rd Floor, AD Block, Pitampura, New Delhi-110034 Phone Number: +91 9782197969 Email Id: umeshamita.co@gmail.com, has certified vide his certificate dated November 25, 2022 that the Net worth of Mr. Kanihya Gupta as on November 25, 2022 is Rs 15.63 Lakhs and further the letter also confirms that he has sufficient liquid funds to fulfill his part of obligations under this offer.
- He holds directorship in Biovivid Labs Pharmaceuticals Private Limited and Raaka Techpro Chem Private Limited, which are an unlisted companies.
- He has not been prohibited by SEBI from dealing in securities, in terms of Section 11B of the Securities and Exchange Board of India Act, 1992, as amended, ("SEBI Act").
- He is son of Acquirer 1 and elder brother of Acquirer 3.

Acquirer 3: Mr. Haldher Gupta

- Mr. Haldher Gupta, S/o Shri Rajiv Gupta, aged about 22 years, is residing at C-73, Shivaji Park Delhi, Punjabi Bagh Delhi-110026. He is a under graduate and having experience of 2 years in chemical business.
- Mr. Gaurav Kumar, (Membership No. 432472) partner of M/s Umesh Amita & Co., Chartered Accountants (Firm Registration No. 007238C), having office at 10C, 3rd Floor, AD Block, Pitampura, New Delhi-110034 Phone Number: +91 9782197969 Email Id: umeshamita.co@gmail.com, has certified vide his certificate dated November 25, 2022 that the Net worth of Mr. Haldher Gupta as on November 25, 2022 is Rs 103.86 Lakhs and further the letter also confirms that he has sufficient liquid funds to fulfill his part of obligations under this offer.
- He holds directorship in Raaka Techpro Chem Private Limited, which is an unlisted company.
- He has not been prohibited by SEBI from dealing in securities, in terms of Section 11B of the Securities and Exchange Board of India Act, 1992, as amended, ("SEBI Act").
- He is a son of Acquirer 1 and younger brother of Acquirer 2.

(B) Details of Sellers

Seller 1: Mr. Ashish Goel

- Mr. Ashish Goel S/o Shri Tej Ram Goel residing at AD-55A, Shalimar Bagh North West Delhi-110088. He belongs to promoter group of the Target Company.
- As on the date of DPS, he holds 87,700 equity shares / voting rights in the Target Company representing 17.50% of the issued and paid-up equity share capital / voting capital of the Target Company.
- Mr. Ashish Goel has not been prohibited by SEBI from dealing in securities, in terms of Section 11B of the SEBI Act.
- After closure of the Offer, Mr. Ashish Goel will not hold any equity shares in the Target Company.

Seller 2: Mr. Vikas Munjal

- Mr. Vikas Munjal S/o Mr. Jagdish Chander Munjal residing at Block H, House No. 76, 4th Floor, South City II, Gurgaon, Haryana-122018. He belongs to promoter group of the Target Company.
- As on the date of DPS, he holds 45,822 equity shares / voting rights in the Target Company representing 9.15% of the issued and paid-up equity share capital / voting capital of the Target Company.
- Mr. Vikas Munjal has not been prohibited by SEBI from dealing in securities, in terms of Section 11B of the SEBI Act.
- After closure of the Offer, Mr. Vikas Munjal will not hold any equity shares in the Target Company.

(C) Details of Target Company

UNIMODE OVERSEAS LIMITED

- M/s. Unimode Overseas Limited (Hereinafter referred to as "Target Company"/ "UOL"), was originally incorporated as a limited company under the name as M/s. Unimode Overseas Limited under the provisions of the Companies Act, 1956, vide original certificate of incorporation dated 24th April, 1992. The Registered Office of the company is situated at 304A/10178, 11rd Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi 110005, having corporate identification number: CIN No. L51909DL1992PLC048444. The Company does not belong to any group.
- The authorized share capital of UOL as on 31st March, 2022 is Rupees 5,25,00,000 comprising of 52,50,000 equity shares of Rs 10/- (Rupee Ten only) each. The issued, subscribed and paid-up equity share capital of UOL as on 31st March, 2022, stood at Rs. 5010500 comprising of 5,01,050 fully paid-up equity share of Rs 10/- each.
- There are no partly paid-up shares in the Target Company.
- The main object of the target company is to carrying the business of manufacture, process, reprocess, buy, sell, import, export, trade, supply and deal in all kinds of leather garments, garments, and other type of readymade garments, shoes, shoe uppers, leather bags and all other kinds of leather products and accessories. Presently, the Target Company is engaged in the business of providing consultancy services.
- The shares of UOL are listed on the BSE Limited (Scrip Code: 512595).
- The Brief financials of the UOL are as under:

Particulars	(Rs. In Lakh)			
	Year ended March 31, 2020 (Audited)	Year ended March 31, 2021 (Audited)	Year ended March 31, 2022 (Audited)	For the Quarter and Half year ended September 30, 2022 (Unaudited)
Total Income/Net Income	12.61	8.89	4.96	0.40
Profit After Tax	(1.74)	(1.18)	(4.37)	(8.40)
Earnings Per Share (EPS)	(0.35)	(0.24)	(0.87)	(0.17)
Net worth	(21.16)	(22.35)	(26.71)	(35.10)

*Source: As Certified by statutory auditor of the Target Company, M/s Sunil Kumar Gupta & Co., Chartered Accountants (Firm Registration Number: 003645N), as certified by Rahul Goyal, Partner (Membership Number: 540880), having its office at B-10, Magnum House-I, Karam Pura Commercial Complex, Shivaji Marg, New Delhi-110015 vide his certificate dated 14th November, 2022, Phone Number: +91 9953999077, Email id: caskg82@gmail.com.

(D) Details of the Offer

- This Offer is made to all the Public Shareholders of the Target Company, who own the equity shares at any time prior to the closure of tendering period, including the beneficial owners of the equity shares held in dematerialized form and physical form except the Acquirers and Sellers, including persons deemed to be acting in concert with them in terms of Regulation 7(6) of SEBI (SAST) Regulations ("Public Shareholders") to acquire up to 1,30,273 equity shares of face value of Rs. 10/- each at an offer price of Rs. 25.00/- per equity shares ("Offer Price"), payable in cash, aggregating to Rs. 32,56,825 (Thirty Two Lakhs Fifty Six Thousand Eight Hundred twenty five only) ("Offer Size").
- The offer shares represent 26% of the paid-up equity share capital of the Target Company as on the 10th Working Day, as defined under the SEBI (SAST) Regulations ("Working Day") after the closure of the tendering period under the open offer ("Emerging Voting Capital").
- The Emerging Voting Capital has been computed as follows:

Particulars	Issued and Paid-up Capital and Voting Rights	% of Emerging Voting Capital
Fully paid-up equity share as on the date of PA	501050	100
Partly paid-up equity share as on the date of PA	Nil	Nil
Convertible instrument outstanding	Nil	Nil
Employee stock options outstanding	Nil	Nil
Emerging Voting Capital	501050	100

- The Offer is subjected to the following statutory approvals namely:
 - As on the date of PA, to the best of the knowledge of the Acquirers, no approval will be required from any bank/ financial institutions for the purpose of this offer.
 - As on the date of PA, to the best of the Acquirer's knowledge, no other statutory approvals are required to be obtained for the purpose of this offer.

- The offer would be subject to all other statutory approvals if any that may become applicable at a later date before the completion of this offer.
- In case of a delay in the receipt of any statutory approvals that become applicable to the offer, SEBI may, if satisfied that such delay in the receipt of the requisite statutory approval was not attributable to any willful default, failure or neglect on the part of the Acquirers to diligently pursue such approval, and subject to such terms and conditions as may be specified by SEBI, including payment of interest in accordance with Regulation 18(1) of the SEBI (SAST) Regulations, permit the Acquirer to delay commencement of the tendering period for the offer pending receipt of such statutory approvals or grant extension of time to the Acquirer to make payment of the consideration to the Public Shareholders whose equity shares have been accepted in this offer.

- The offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations and is not a competitive bid in terms of Regulation 20 of the SEBI (SAST) Regulations.
- The Acquirers at present have no intention to sell, dispose of or otherwise encumber any significant assets of UOL in the succeeding 2 (Two) years, except in the ordinary course of business of UOL. However, UOL's future policy for disposal of its assets, if any, will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders by way of special resolution through postal ballot in terms of Regulation 25(2) of the SEBI (SAST) Regulations.
- The acquisition of 26% of the paid-up equity share capital of Target Company under this offer together with the equity shares being acquired in terms of the SPA (defined herein below) will not result in public shareholding in UOL being reduced below the minimum level of 25% as required to be maintained for the purpose of continuous listing under Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Rule 19A of the Securities Contract (Regulation) Rules, 1957 ("SCRR"). Assuming full acceptance under this offer, the post offer holdings of the Acquirers shall not go beyond the maximum permissible non-public shareholding under SCRR and in case the holding of the Acquirers goes beyond the limit due to further acquisitions, the Acquirers hereby undertakes to reduce their shareholding to the level stipulated in the SCRR and within the time specified therein and through permitted routes available under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any other such routes as may be approved by SEBI from time to time.

II. BACKGROUND TO THE OFFER

- This offer is made in accordance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations pursuant to the entering in to share purchase agreement, dated 25th November, 2022 ("SPA"), with the Sellers.
- Pursuant to the execution of the SPA, however, subject to the satisfaction or waiver, if applicable, of the conditions contained therein, the sellers have agreed to sell, and the acquirers have agreed to purchase for cash 1,33,522 equity shares of the target company at a price of Rs. 25.00 per equity shares representing approximately 26.65% of the total paid-up equity share capital of the Target Company ("Sale Shares") from the Sellers.
- Mode of Payment: The Offer Price is payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.
- The Acquirers are interested in taking over the management and control of UOL. Thus, substantial acquisition of shares and voting rights accompanied with change in control and management is the reason and rationale for this offer. At present, the Acquirers have no intention to change the business activity as defined under main objects of the Target Company.

III SHAREHOLDING AND ACQUISITION DETAILS

The Current and Proposed Shareholding of the acquirers in Target Company and the details of their acquisitions are as under:

Details	Acquirers	
	Number of Equity Shares	%
Shareholding as of the date of PA	Nil	Nil
Shares acquired between the PA date and the DPS date	Nil	Nil
Post Offer Shareholding*	2,63,795	52.65

- *1) Computed on the diluted basis of the Emerging Voting Capital.
- *2) Assuming full acceptance in the Offer.

IV OFFER PRICE

- The equity shares of the Target Company are listed on the BSE. The equity shares on BSE are infrequently traded, in terms of the SEBI (SAST) Regulations. The trading turnover in the equity shares based on the trading volumes on the BSE for the period from November, 2021 to October, 2022 i.e., 12 (Twelve) calendar month preceding November, 2022, the month in which the Public Announcement was issued as given below:

Name of the Stock Exchange	Total number of equity shares traded during the 12 (Twelve) calendar months prior to the month of PA i.e., November 2021 to October, 2022	Total Number of Listed Shares	Annualized Trading Turnover (as % of total weighted number of equity shares listed)
BSE	3139	501050	0.63

Source: www.bseindia.com

- The Offer Price of Rupees 25.00/- per Offer Share is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations, being the highest of the following parameters:

	Details	Rupees
a.	The Negotiated Price	25.00
b.	The volume weighted average price paid or payable for acquisition, by the Acquirer or PACs during the 52 (Fifty-Two) weeks immediately preceding the date of PA	Not Applicable
c.	The highest price paid or payable for any acquisition by the Acquirer or PACs during the 26 (Twenty-Six) weeks immediately preceding the date of the PA	Not Applicable
d.	The volume weighted average market price of equity shares of the Target Company for a period of 60 (Sixty) trading days immediately preceding the date of the PA as traded on BSE	Not Applicable
e.	The price determined by taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies	22.52*

Note: The Offer Price would be revised in the event of any corporate action like bonus, splits etc: where the record date for effecting such corporate action falls within 3 (Three) Working Days prior to the commencement of the tendering period in the offer.

*Mr. Ankit Chhabra, Chartered Accountant (Membership No. 523505) Registered Valuer (IBBI Registration No. IBBI/RV/11/2020/13204) having office at 5E-12, B.P., NIT Faridabad Phone No- +91 9811287524 Email id: can.associates@gmail.com has valued the equity shares of target company and the fair value per share calculated as Rupees 22.52 per share.

Therefore, in view of above, the Offer Price of Rupees 25.00 per share is justified.

- The Acquirers may revise the Offer Price at its discretion or pursuant to any acquisition by the Acquirer at a price which is higher than the Offer Price at any time prior to 3 (Three) Working Days prior to the commencement of the tendering period under the offer. In the event of such a revision, the Acquirer shall, (i) make a corresponding increase to the escrow amounts, as more particular set out in Part V (Financial Arrangements) of this DPS, (ii) make a public announcement in the same newspapers in which the DPS is to be published, and (iii) simultaneously with such announcement, inform SEBI, the stock exchanges and the Target Company at its registered office of such a revision.

V. FINANCIAL ARRANGEMENTS

- The Acquirers have adequate resources to meet the financial requirements of the offer. The Acquirers have made firm arrangement for the resources required to complete the offer in accordance with the SEBI (SAST) Regulations. The acquisition will be financed through internal / personal resources and no borrowings from banks / financial institutions etc., is being made.
- Assuming full acceptance, the total requirement of funds for this offer would be Rupees. 32,56,825/- (Rupees Thirty Two Lakh Lakh Fifty Six Thousand and Eight Hundred Twenty Five Only). In accordance with Regulation 17(1) read with Regulation 17(3) of the SEBI (SAST) Regulations, the Acquirers have entered into an escrow agreement ("Escrow Agreement") with Axis Bank Limited ("Escrow Agent"), having its branch at C-75, Shivalik Road, Malviya Nagar, New Delhi-110017 and have deposited an amount of Rs. 10,00,000/- in escrow account, being more than 25% of the total consideration payable to the shareholders under this open offer.
- Mr. Gaurav Kumar, (Membership No. 432472) partner of M/s Umesh Amita & Co., Chartered Accountants (Firm Registration No. 007238C), having office at 10C, 3rd Floor, AD Block, Pitampura, New Delhi-110034 Phone Number: +91 9782197969 Email Id: umeshamita.co@gmail.com, have vide his certificate(s) dated 25th November, 2022, based on the information available, certified that the Acquirers have adequate resources and capability to meet their financial obligations under the offer.
- The Acquirers have duly empowered the Manager, to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.
- The Manager, hereby confirms that firm arrangements for funds and money for payment through verifiable means are in place to fulfill the offer obligations.

VI STATUTORY APPROVALS / OTHER APPROVALS REQUIRED FOR THE OFFER

- As on the date of PA, no approval will be required from any bank / financial institutions for the purpose of this offer, to the best of the knowledge of the Acquirer.
- As on the date of PA, to the best of the Acquirer's knowledge, no other statutory approvals are required to be obtained for the purpose of this offer.
- The offer would be subject to all other statutory approvals, if any that may become applicable at a later date before the completion of the offer.
- In case of a delay in receipt of any statutory approvals that become applicable to the offer, SEBI may if satisfied that such delay in the receipt of the requisite statutory approval was not attributable to any willful default, failure or neglect on the part of the Acquirers to diligently pursue such approval, and subject to such

terms and conditions as may be specified by SEBI, including payment of interest in accordance with Regulation 18(1) of the SEBI (SAST) Regulations, permit the Acquirers to delay commencement of the tendering period for the offer pending receipt of such statutory approvals or grant extension of the time to the Acquirers to make payment of the consideration to the Public Shareholders whose shares have been accepted in this offer.

- In terms of Regulation 23(1) of the SEBI (SAST) Regulations, in the event that the approvals that become applicable after the date of DPS, the Acquirers shall have the right to withdraw the offer. In the event of such a withdrawal of the offer, the Acquirers (through the manager) within 2 (Two) Working Days of a such withdrawal make a PA of such withdrawal stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.

VII TENTATIVE SCHEDULE OF OFFER

S.No	Activity	Days & Dates
1.	Date of Public Announcement	Friday, November 25, 2022
2.	Date of Publication of Detailed Public Statement	Friday, December 02, 2022
3.	Filing of the Draft letter of Offer to SEBI	Friday, December 09, 2022
4.	Last Date for a Competitive Offer(s)	Friday, December 23, 2022
5.	Identified Date*	Tuesday, January 03, 2023
6.	Date by which Final Letter of Offer will be dispatched to the shareholders	Tuesday, January 10, 2023
7.	Last Date for revising the Offer Price / number of shares	Thursday, January 12, 2023
8.	Date by which the committee of the independent directors of the Target Company shall give its recommendations.	Friday, January 13, 2023
9.	Date of Publication of Offer Opening Public Announcement	Monday, January 16, 2023
10.	Date of Commencement of Tendering Period (Offer Opening date)	Tuesday, January 17, 2023
11.	Date of Expiry of Tendering Period (Offer Closing date)	Tuesday, January 31, 2023
12.	Last Date of communicating rejection / acceptance and payment of consideration for applications accepted / return of unaccepted share certificates / credit of unaccepted equity shares to demat account.	Tuesday February 14, 2023

*The Identified Date is only for the purpose of determining the Public Shareholders as on such date to whom the letter of offer would be mailed. It is clarified that all the Public Shareholders (registered or unregistered) are eligible to participate in this offer at any time prior to the closure of tendering period.

VIII PROCEDURE FOR TENDERING OF SHARES IN THE CASE OF NON-RECEIPT OF LETTER OF OFFER

- All the shareholders, whether holding the equity shares in physical form or dematerialized form or holding lock in equity shares are eligible to participate in this offer at any time during the tendering period for this offer.
- Persons who have acquired equity shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired equity shares after the Identified Date, or those who have not received the letter of offer, may also participate in this offer.
- The open offer will be implemented by the Acquirer through a stock exchange mechanism made available by stock exchanges in the form of separate window ("Acquisition Window"), as provided under the SEBI (SAST) Regulations and SEBI Circular number CIR/CFD/POLICYCELL/1/2015 dated 13th April, 2015 read with SEBI Circular number CFD/DCR2/CIR/P/2016/131 dated 9th December, 2016 as may be amended from time to time, issued by SEBI.
- BSE shall be the designated stock exchange for the purpose of tendering equity shares in the open offer.
- The Acquirer has appointed M/s Mansukh Stock Brokers Limited as the registered broker ("Acquirer's Broker") through whom the purchases and settlements on account of open-offer would be made by the Acquirers.

The Contact details of the Acquirer's Broker are as follows:

Mansukh Stock Brokers Limited,
Address: Mansukh House, 6, Pandav Nagar, Delhi-110092
Contact Person: Mr. Virender Mansukhani
Tel No.: +91-011-30211800/47617800
Email Id: admin@mansukh.net

- All shareholders who desire to tender their equity shares under the open offer would have to intimate their respective stock brokers ("Selling Broker") within the normal trading hours of the secondary market, during the tendering period.
- Such equity shares would be transferred to the respective Selling Broker's pool accounts prior to placing the bid.
- A separate acquisition window will be provided by the stock exchange to facilitate placing of sell orders. The Selling Broker can enter orders for dematerialized as well as physical equity shares.
- The detailed procedure for tendering the equity shares in this offer will be available in the letter of offer.
- In accordance with the Frequently Asked Questions issued by SEBI, "FAQs" -Tendering of Physical Shares in Buy Back Offer/Open Offer/Exit Offer/Delisting" dated 20th February, 2020, SEBI Circular No. SEBI/HO/CFD/CMD1/CIRP/2020/144 dated 31st July, 2020 and BSE Notice No. 20200528-32 dated 28th May, 2020, shareholders holding securities in physical forms are allowed to tender shares in open offer. However, such tendering shall be as per provisions of SEBI (SAST) Regulations, 2011.

IX Other Information

- The Acquirers accept full responsibility for the information contained in the PA and this DPS (other than such information that has been sourced from public sources or provided and confirmed by the Target Company and shall be jointly or severally responsible for the fulfillment of the obligations under the offer and as laid down in SEBI (SAST) Regulations.
- The Acquirers has appointed M/s Beetal Financial & Computer Services Private Limited, as a Registrar to the Offer having its office at Beetal House, 3rd Floor, 99, Madangir, Behind LSC, New Delhi-110062 ("Registrar to the Offer") Tel nos: +91 11 29961281-283, 26051061, 26051064, Email: beetalra@gmail.com, Contact Person: Mr. Punit Mittal.
- This DPS and the PA would also be available on SEBI's Website (www.sebi.gov.in).
- The Acquirers reserves the right to withdraw the offer pursuant to Regulation 23(1) of the SEBI (SAST) Regulations. Any such withdrawal will be notified in the form of a public announcement in the same newspapers in which this DPS appears.
- The withdrawal of shares will be available only for the share certificates / shares that have been received by the Registrar to the Offer or credited to the special depository escrow account.
- The intimation of returned shares to the shareholders will be sent at the address as per the records of the depository.
- The Acquirers may make upward revisions to the Offer Price, subject to the provisions of the SEBI (SAST) Regulations or any other regulations as may be applicable, to the number of shares sought to be acquired in the open offer, at any time prior to the commencement of the last 3 (Three) Working Days before the commencement of the tendering period.

Manager to the Offer	Registrar to the Offer
	
D & A FINANCIAL SERVICES (P) LIMITED 13, Community Centre, East of Kailash, New Delhi - 110065. Tel nos: +91 11 41326121, 40167308; Email: investors@dnafinserve.com Contact Person: Mr. Priyaranjan SEBI Regn No.: INM000011484	BEETAL FINANCIAL & COMPUTER SERVICES PVT. LIMITED Beetal House, 3rd Floor, 99, Madangir, Near Dada Harsukh Das Mandir, New Delhi-110062 E. Mail: beetalra@gmail.com Tel. Nos.: 29961281-82, Fax No.: 29961284 Contact Person: Mr. Punit Mittal SEBI Regd. No. INR00000262

Place: New Delhi
Date: 01.12.2022
Issued on behalf of the Acquirers by Manager to the Offer