Corrigendum to the Public Announcement (PA) made on Friday, August 10, 2012, to the Equity Shareholders of

UNNO INDUSTRIES LIMITED

("UIL"/"Target Company")

(Formerly **"PATNI FOODS AND BEVERAGES LIMITED"**)

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This Corrigendum to the Public Announcement is being issued by Fedex Securities Limited, on behalf of Touchwin Commercial Private Limited, Shri Narendra Kumar Gangwal and Shri Pradeep Patni (hereinafter referred to as "the Acquirers")

Attention of Shareholders/beneficial owners holding Shares in dematerialized form, is invited to the Public Announcement (PA) made on Friday, August 10, 2012. The following changes relating to the Open Offer may kindly be noted

1. **Acquirers:**
   a. In the Public Announcement, M/s. Conventional Traders Private Limited., Shri. Narendra Kumar Gangwal and Shri Pradeep Patni were named as the Acquirers. However, in view of certain circumstances beyond the control of the Acquirers, Conventional Traders Pvt. Ltd, is removed as an Acquirer and hence shall not be one of the Acquirers.
   b. M/s. Touchwin Commercial Private Limited, has joining as Acquirer in place of Conventional Traders Pvt. Ltd. As such, the Acquirers in the Open Offer would be Touchwin Commercial Private Limited having its Registered Office at 29, R.N.Mukherjee Road, 2nd Floor, Room No. 12, Kolkata - 700001 (Tel No 033- 3262 3304, Email Id : touchwincomm@gmail.com) Shri. Narendra Kumar Gangwal, residing at Kasturi Bhavan, Dewas Road, Ujjain, Madhya Pradesh, (Cell No. 094017407999, Email Id: narendrakg1@gmail.com) & Shri. Pradeep Patni, Residing at A-3, Megh Building, 13/2 M G Road, Indore, Madhya Pradesh, (Cell No. 09826033301, Email Id: pradeep1939@gmail.com).
   c. **The brief background of Touchwin Commercial Private Limited, the new Acquirer is as under:**
      i. Touchwin Commercial Private Limited (TCPL), (CIN U52190WB2012PTC177591), is a closely held, private limited Company incorporated under the Companies Act, 1956, incorporated on March 26, 2013 with its registered office at 29, R.N.Mukherjee Road, 2nd Floor, Room No. 12, Kolkata - 700001. (Tel No 033- 3262 3304, Email Id : touchwincomm@gmail.com). TCPL does not have any other office and is yet to commence any commercial operations. The promoters of the Company are Shri. Jagdish Agarwal and Shri. Mahendra Singh. TCPL proposes to act as an agent and carry on the business mentioned in the object clause of its Memorandum and to carry on the business as an agent and to carry on the business as exhibitors of various goods.
      ii. The Equity Shares of TCPL are not listed at any Stock Exchange. TCPL has no subsidiaries. There are no group companies or associate companies for TCPL.
      iii. TCPL has no overdue liabilities to Banks/FIs /Deposit holders as at March 31, 2013. There was no default in the past by TCPL.
      iv. As on date, TCPL has an Authorized Capital of Rs.51,00,000 divided into 51,00,000 Equity Shares of the Face Value of Rs.1/- each. The Paid up Capital of TCPL is Rs. 51,00,000/-, divided into 51,00,000 Equity Shares of Rs 1/- each. There are no partly paid up Equity Shares.
      v. The Directors of TCPL as on the date are Shri. Jagdish Agarwal (DIN : 00536130) and Shri. Mahendra Singh (DIN: 05155735).
      vi. TCPL does not have any of its nominees on the Board of Directors of UIL.
      vii. TCPL does not hold any Equity Shares in UIL
      viii. As per audited financials as on 31.03.2013, TCPL had a Gross Income of Rs. 0.52 Lacs and Net Loss of Rs. 0.01 Lacs. The Paid Up Capital as on 31.03.2013 is Rs. 51 Lacs, The Reserves and surplus Rs. 4995.03 Lacs. The EPS as on 31.03.2013 is negative . The Equity Shares of F V Rs. 1/- each have a Book Value of Rs. 98.93 as on 31.03.2013.
      ix. As per Certificate dated 07-05-2013,from Shri. Pravin Poddar, (Membership No. 300906), Chartered Accountants, HD/35, S.L.Sarani, Baguipara, Baguihati, Kolkata - 700059 (Tel. No. 91- 9883760030), Email ID: poddar.pravin@gmail.com) the Net worth of Touchwin Commercial Private Limited is as on 31-03-2013 is Rs. 50,45,34,582.64
      x. Shri. Pravin Poddar, (Membership No. 300906), Chartered Accountants, HD/35, S.L.Sarani, Baguipara, Baguihati, Kolkata - 700059 (Tel. No. 91- 9883760030), Email ID: poddar.pravin@gmail.com) has, vide his Certificate dated 07-05-2013, has certified that the Acquirers have adequate liquid resources to meet the obligations under this Offer. As per the certificate, the aggregate liquid resources with the Acquirers is Rs. 50,00,17,235/- comprising of current investment and balance in Current Account with Banks.. This will be adequate to meet the funds requirements of the Offer.
      xi. The provisions of Chapter II of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and Chapter V of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 are not applicable to TCPL.
2. **Information about the Target Company: There are certain material changes after the date of PA, with respect to the Target Company which are given hereunder:**
   a. UIL had filed a Scheme of Arrangement before the Hon'ble High Court of Bombay between Unno Industries Limited, Pinnacle Vintrade Limited, Basukinath Realestate Limited and Baviscon Vincom Limited under Section 393 of the Companies Act, 1956. The Hon'ble High Court, had vide Order dated July 13, 2012 directed that a meeting of the Equity Shareholders of UIL be convened on Monday, August 13, 2012, to consider and approve the proposed Scheme of Arrangement. Accordingly a meeting of the Equity Shareholders of UIL was convened and the meeting approved the Scheme of Arrangement. The Scheme of Arrangement has also been approved by the Hon'ble High Court of Judicature at Bombay (Bombay High court) on 18th January 2013. The significant implementations as per the Scheme of arrangement are (a) M/s. Pinnacle Vintrade Ltd (PVL), Basukinath Realestate Limited (BREL) and Baviscon Vincom Limited (BVL) have been merged with Unno Industries Limited, the Target Company.(b) Allotment of 7,45,00,000 Equity Shares on preferential basis to select group of Investors as envisaged in the Scheme (c) Change in management and control of Unno Industries Ltd, as per the Scheme.(d) The Target Company has implemented the Scheme of Arrangement and the Board of Directors, in their meeting held on February 12, 2013, allotted Equity Shares as follows: (i) 11,19,30,000 Equity Shares of Rs. 1/- each to Shareholders of Pinnacle Vintrade Limited, one of the transferor Companies as per the Scheme approved by the Hon' ble Bombay High Court. (ii)14,29,98,750 Equity Shares of Rs. 1/- each to Shareholders of Basukinath Realestate Limited, one of the transferor Companies as per the Scheme approved by the Hon' ble Bombay High Court(iii)4,10,00,000 Equity Shares of Rs. 1/- each to Shareholders of Baviscon Vincom Limited, one of the transferor Companies as per the Scheme approved by the Hon' ble Bombay High Court. The aggregate number of Equity Shares allotted to the Shareholders of the transferor Companies is thus 29,59,28,750 Equity Shares of F.V. Rs. 1/- each. The Scheme of Arrangement approved by the Bombay High Court also envisaged allotment of 7,45,00,000 Equity Shares of F V Rs. 1/- each to select investors as a preferential allotment. The allotment is made at a price of Rs. 1/- per Equity Share. Out of this, Payment was received by the Company for only 5,80,00,000 Equity Shares from the proposed allottees. The Board, allotted 5,80,00,000 Equity Shares in the same meeting i.e. on February 12, 2013. Further, upon receipt of application money, a further allotment (as per Scheme) of 75,00,000 Equity Shares was made on 19th Feb 2013. All the preferential allotments have been made at a price of Re 1/- per Share. In view of these allotments, detailed above, the total number of new Equity Shares allotted is 36,14,28,750 Equity Shares of Rs. 1/- each and consequently the paid up and voting Capital of the Target Company stands increased to 42,64,28,750 Equity Shares of Re. 1/- each. Following approval of the Scheme by the Hon'ble Bombay High Court, the erstwhile Promoters cease to be promoters of the Company and promoters of M/s. Pinnacle Vintrade Ltd (PVL) and Basukinath Realestate Limited(BREL) are identified as promoter group shareholders of the Company. PVL and BREL are promoted by Infrastil Trading Private Limited and Line-One Trading Pvt. Ltd. The ultimate natural persons who are in control of these Companies are Shri. Pawan Dalmia and Shri. Alok Todi. They are already on the Board of Directors of the Target Company.
   b. The promoters/persons in control of UIL as on date of PA were Shri. Narendra Kumar Gangwal, Shri. Pradeep Patni (2 of the three Acquirers in this Open Offer) and their family members. Consequent of a Scheme of Arrangement between the Target Company and a few other Companies, approved by the Hon'ble Bombay High Court on January 18, 2013 (i.e. after the date of PA under this Offer), they cease to be Promoters and promoters of M/s. Pinnacle Vintrade Ltd (PVL) and Basukinath Realestate Limited (BREL) which were the transferor Companies under a Scheme of arrangement approved by the Bombay High Court became promoters and are hence identified as promoter group shareholders of the Company. PVL and BREL are promoted by Infrastil Trading Private Limited and Line-One Trading Pvt. Ltd. The ultimate natural persons who are in control of these Companies are Shri. Pawan Dalmia and Shri. Alok Todi. They are already on the Board of Directors of the Target Company.
   c. Following the approval of the Scheme of Arrangement and consequent change in promoters, there is no change in the Board of Directors but Shri. Alok Todi and Shri. Pawan Dalmia ceased to be Independent Directors, since they have become the promoters, consequent to the Scheme of Arrangement. Shri. Rakesk Kumar Mishra and Shri. Manoj Kumar Pandit cased to be Directors and Shri. Jaiprakash Gupta (DIN:03533895) (non Executive, Independent) has been appointed as Director. As such, as on date of this Letter of Offer, Shri. Narendra Kumar Gangwal (Managing Director) (DIN 00472837), Shri. Pradeep Patni (Non Executive , Independent) (DIN 00472932), Shri. Pawan Dalmia, (Whole time Director- Executive, non Independent(promoter)) (DIN 01541707) Shri. Alok Todi, (Whole Time Director - Executive, Non Independent- promoter) (DIN: 03275588) and Shri. Jaiprakash Gupta (DIN:03533895) (Non Executive, Independent) are the Directors.
   d. The Authorized Capital of UIL as on date is Rs.4370 Lacs, divided into 4370 Lacs Equity Shares of Re 1/- each. The issued, subscribed, paid up and voting Equity Share Capital as on date of this Letter of Offer is 42,64,28,750 Equity Shares of Re. 1/- each, aggregating to Rs.4264.29 Lacs. All the outstanding Equity Shares are fully paid up, listed and admitted for trading at BSE. There was a delay in listing of 13,00,000 Equity Shares allotted on a preferential basis to promoter group on December 22, 2003 at BSE. Only 52,00,000 Equity Shares are listed at MPSE. The 13,00,000 Equity Shares allotted on a preferential basis to promoter group on December 22, 2003 and the 36,14,28,750 Equity Shares allotted under the Scheme of arrangement are yet to be listed at MPSE.
   e. As on date, the new promoters/persons in control, being Infrastil Trading Private Limited and Line-One Trading Pvt. Ltd (New promoters, as per the Scheme of arrangement), hold 9,14,80,000 Equity Shares, constituting 21.45% of the present Paid Up and voting Capital.
   f. UIL had no Subsidiaries as on date of PA. However, post the implementation of Scheme of arrangement, Richway Enterprises Pvt. Ltd and Livin Dragons Entertainment Pvt. Ltd, have become subsidiaries of UIL. These Companies are engaged in trading and exhibition business of all types of sarees and dress materials, fabrics etc.
   g. UIL has appointed a new Compliance Officer. The present Compliance Officer is Shri. Praveen Sharma, who will be available at the Registered Office situated at Laxmi Plaza, 6th Floor, Room No: 607, Off New Link Road, Andheri (West), Mumbai - 400 053 (Tel: (022) 666989400, (022) 65659994, Fax No. (022) 6698 9400 E Mail: unnoindustries@gmail.com) and shall attend to all investor grievances.
   h. The erstwhile promoter group who are the transferees under the inter se transfers and allottees under the preferential allotment and who had failed to make Open Offer and are now making the Open offer with delay under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997. The other Acquirer, Touchwin Commercial Private Limited., is providing financial support to the Promoters by joining in making this Open Offer. The Shares accepted in this Open Offer will be acquired by Touchwin Commercial Private Limited.
3. **Changes in Offer Size and Price :**
   a. As per the PA, the Offer size was 13, 00,000 Equity Shares of F V Rs. 10/- each and the Offer price was Rs. 23/- for each Equity Share of F.V. Rs.10/-.
   b. Subsequent to the PA, the Target Company has split each Equity Share of F V Rs. 10/- to 10 Equity Share of F V Re.1/- and all consequential changes in Offer Price and number of Shares have been made to give effect to this change.
   c. Further, there were several inter se transfers among the erstwhile promoters/promoter group in the Financial Year 2000-01 which were not eligible for exemption under the SEBI (SAST) Regulations 1997 as all conditions thereof were not satisfied. As such, an Open Offer should have been made at that time which also was not done. The actual dates of these inter se transfers are not available now and hence, to arrive at the Offer price, the inter se transfers in 2000-01 are deemed to have taken place on 1st day of the year i.e. 01.04.2000 and accordingly the Public Announcement should have been made on Thursday, April 6, 2000 i.e. within 4 working days. Further, there were a few more ineligible inter se transfers in the financial year 2002-03. As given in the PA, there was also a preferential allotment, made on December 22, 2003 , allotting 13,00,000 Equity Shares of Rs.10/- each constituting 20% of the Post Preferential allotment Capital, to the Promoters of the Target Company (i.e. S/Shri. Narendra Kumar Gangwal, Pradeep Patni, and their family members, totaling 10 in all) at a price of Rs.10/- per Equity Share. These inter se transfers and the Preferential Allotment had also necessitated an Open Offer in terms of Regulation 11(1) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations 1997.
   d. The Offer price as per PA was Rs. 23/- for each fully paid Equity Share of Face Value Rs. 10/- each. Considering the ineligible inter se transfers made in 2000-01, the Offer price is revised to Rs.3/25 (Rupees Three Paise Twenty five Only, comprising Re.1/- being the offer price plus interest @10% p.a. of Rs.2.25) per each fully paid up Equity Share of F. V. Re. 1/- , by considering interest @ 10% p.a. from April 6, 2000 till date of PA under this Offer. The Offer price has been adjusted for the split of Equity Shares to F V Re 1/-.
   e. The Paid up Equity Share Capital of the Target Company as on date of PA was 65,00,000 Equity Shares of Rs. 10/- each. Post split, the number of Shares have increased to 6,50,00,000 Equity Shares of F VC Re 1/-. Upon implementation of the Scheme of arrangement, the paid up Equity Share Capital stands increased to 42,64,28,750 Equity Shares of Re. 1/- each, aggregating to Rs.4264.29 Lacs. Consequently, the Acquirers have revised upwards, the number of equity Shares being acquired under this Offer to 8,52,85,750 Equity Shares of Re. 1/- each, representing 20 % of the present Paid up and Voting Equity Share Capital of the Target Company.
   f. In the opinion of the Manager to the Offer and the Acquirers, the Offer price is justified. The Offer Price has been determined taking into account the parameters as set out under Regulations 20 (5) and the Offer price of Rs. 3/25 (Rupees Three paise twenty five only, which includes the Offer Price of Re.1/- plus the interest @10% p.a., - compounded annually- of Rs 2.25 per Share) is equal to the price at which the preferential allotment was made to the promoters on December 22, 2003 and interest thereon from date of payment of consideration had an open offer made at that time and also considering the inter se transfers which were ineligible and after assuming that the earliest of the inter se transfers were made on the 1st day of the year in which the Inter se transfers were made and adding thereon, interest @ 10% , compounded annually. The Target Company had returned net losses in the years 2000 to 2002. The offer price is the price determined taking into account the parameters set out under Reg. 20(5)(c) of the SEBI (SAST) Regulations, 1997. The Offer price is higher than the Book Value of the Equity Shares as on 31st March 2000, 2001, 20002 i.e. immediately preceding the dates of inter se transfers /preferential allotment. The same is also higher than the Book Value as on 31-03-2012. The return on Net Worth for the years ended March 2000, 2001, 2002 were also negative. There are no partly paid Shares.
4. **Financial Arrangements**
   a. Consequent to the change in size of the Offer and Offer Price, the total funds requirements for the Offer stands Rs. 27,71,78,687.50 (Rupees Twenty seven Crores seventy one Lacs seventy eight thousand six hundred and eighty seven and paise fifty only).
   b. In accordance with Regulation 28 of the SEBI (SAST) Regulations, 1997 the Acquirers have created an Escrow Account in the form of cash deposit for Rs. 693 Lacs (Rupees Six hundred and ninety three Lacs only), with The Federal Bank Ltd, 93,94 & 95 EMP-17, Venus CHS, Thakur Village, Kandivli East, Mumbai 400 101 on 11.06.2013 which is 25% of the consideration payable, and a lien has been marked on the said account in favor of Fedex Securities Ltd., Manager to the Offer.
   c. The Acquirers have authorized Fedex Securities Ltd., Managers to the Offer to realize the value of the Escrow Account in terms of the Regulations
5. **Schedule of activities :** The Schedule of activities of the Offer will undergo change. The revised Schedule of activity will be finalized and announced in the same newspapers and editions which carry this Corrigendum.

ISSUED BY THE MANAGER TO THE OFFER

FEDEX SECURITIES LIMITED

FEDEX SECURITIES LIMITED

SEBI Regn. No. INM 000010163

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Contact Person : Mr. R. Ramakrishnan

On behalf of the Acquirers
Touchwin Commercial Private Ltd, Shri. Narendra Kumar Gangwal & Shri. Pradeep Patni

Place : Mumbai
Date : June 12, 2013