PUBLIC ANNOUNCEMENT TO THE EQUITY SHAREHOLDERS OF

UNNO INDUSTRIES LIMITED (UIL)

(Formerly "Patni Foods & Beverages Limited")

Regd. Office : 607, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (West), Mumbai - 400 053
Tel : (022) 66989400, (022) 65659994, E Mail: unnoindustries@gmail.com

This Public Announcement is being issued by Fedex Securities Limited, on behalf of Conventional Traders Private Limited., Shri Narendra Kumar Gangwal and Shri Pradeep Patni (hereinafter referred to as "the Acquirers") pursuant to and in compliance with Regulations 11(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 1997 [hereinafter referred to as "Regulations"] and subsequent amendments thereto.

1. The Offer

1.1 This Public Announcement and the Offer are in compliance with Reg. 11(1) of SEBI (SAST) Regulations 1997 and subsequent amendments thereof (hereinafter referred to as the "Regulations").

1.2 This Public Announcement should have been made on or before Tuesday, December 16, 2003 in compliance with the now repealed SEBI (SAST) Regulations 1997. In terms of Regulation 35(2) (b) of SEBI(Substantial Acquisition of Shares and Takeovers) Regulations 2011, the previous operation of the repealed regulations or anything duly done or suffered thereunder, any right, privilege, obligation or liability acquired, accrued or incurred under the repealed regulations, any penalty, forfeiture or punishment incurred in respect of any offence committed against the repealed regulations, or any investigation, legal proceeding or remedy in respect of any such right, privilege, obligation, liability, penalty, forfeiture or punishment as aforesaid, shall remain unaffected as if the repealed regulations has never been repealed. The obligations of the Acquirers under Reg. 11 (1) of the SEBI (SAST) Regulations 1997 to make an Open Offer is being complied with now.

1.3 Conventional Traders Private Limited., a Company incorporated under the Companies Act, 1956 and having its Registered Office at 462, Street No: 17, DDA Flats, Madangir, New Delhi - 110 062 (Tel No: 011- 3190 8282, Email Id : conventional.traders@gmail.com), Shri. Narendra Kumar Gangwal residing at Kasturi Bhavan, Dewas Road, Ujjain, Madhya Pradesh, (Cell No. 094017407999, Email Id: narendrakg1@gmail.com) and Shri Pradeep Patni, A-3, Megh Building, 13/2 M G Road, Indore, Madhya Pradesh, (Cell No. 09826033301, Email Id: pradeep1939@gmail.com (hereinafter referred to as "the Acquirers") are making an Open Offer to the Public Shareholders (i.e. Shareholders other than the Acquirers and Promoter Group Shareholders of UIL) of UNNO INDUSTRIES LIMITED("UIL", "the Target Company") to acquire 13,00,000 Equity Shares of Rs. 10/- each representing 20% of paid up & voting Capital of UIL ("the Offer") at a price of Rs. 23/- each (the Offer Price of Rs.10/- per share plus Interest @10% p.a. of Rs. 12.64/- per Share and rounded upwards). This Offer is being made with a delay after the preferential allotment of 13,00,000 Equity Shares made to Shri Narendra Kumar Gangwal, Shri Pradeep Patni and their family members, being the promoters and promoter group shareholders of UIL at a price of Rs.10/- each (Rupees Ten Only) on December 22nd 2003. There are no partly paid Shares.

1.4 There are no Persons acting in Concert (PAC) with the Acquirers.

1.5 As on date of this PA, S/Shri Narendra Kumar Gangwal and Shri. Pradeep Patni (Acquirers) so also their family members do not hold any Equity Shares of UIL. Conventional Traders Private Limited., the other Acquirer also does not hold any Equity Share in UIL. The Board of Directors of the Target Company, after complying with the provisions of the Companies Act, the listing agreement with the Stock Exchanges and SEBI (Disclosure and Investor Protection) Guidelines, had on December 22, 2003 allotted 13,00,000 Equity Shares of Rs.10/- each constituting 20% of the Post Issue Preferential Capital of UIL to promoters of the 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. This Preferential Allotment had necessitated the Open Offer in terms of Regulation 11(1) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations 1997. The Public Announcement in respect of the same should have been made on Tuesday, December 16, 2003 and the consideration for the Equity Shares accepted should have been paid on or before Thursday, April 15, 2004. However, the Open Offer was not made, which is now being made with a delay, under the provisions of the SEBI (SAST) Regulations, 1997. The Offer is subject to the provisions of the Companies Act 1956, SEBI (SAST) Regulations, 1997 and listing agreement of the Target Company with the Stock Exchanges and other applicable Laws and Regulations in force.

1.6 The consideration shall be paid in cash.

1.7 The Offer is not conditional on any minimum level of acceptance.

1.8 This is not a competitive bid.

1.9 Fedex Securities Limited, Manager to the Offer does not hold any Equity Shares in the Target Company. They declare and undertake that they shall not deal in the Shares of the Target Company during the period commencing from the date of their appointment as Manager to the Offer till the expiry of fifteen days from the date of closure of the offer.

1.10 There is no agreement by the Acquirers with any other person/entity in connection with the Offer. The entire Shares proposed to be acquired under this Offer will be acquired by Conventional Traders Private Limited, one of the Acquirers and no other person/entity proposes to take part in the acquisition.

1.11 The Equity Shares of the Target Company are listed at Bombay Stock Exchange Ltd, Mumbai (BSE) and The Madhya Pradesh Stock Exchange Ltd (MPSE). The Shares are not admitted as permitted Security in any other Stock Exchange.

1.12 As on date of this Public Announcement, the Acquirers along with their family members and relatives do not hold any Equity Shares of UIL.

2. Justification of Offer Price

2.1 The Acquirers have not been allotted any Equity Shares of UIL by way of allotment in a Public or Rights issue or preferential allotment in the 26 weeks preceding this Public announcement. In the 26 weeks preceding this Public Announcement, the Acquirers have not acquired any Equity Shares of UIL in any manner. Further, the Acquirers have not acquired any Equity Share of UIL by way of allotment in a Public Issue or Rights Issue or Preferential Allotment in the 26 weeks preceding the Preferential Allotment on December 22, 2003. The Equity Shares of UIL were infrequently traded in terms of Explanation (i) to Regulation 20 (5) of SEBI (SAST) Regulations 1997 during the 6 months preceding the month in which the preferential allotment was made (i.e. during the months May 2003 to November 2003) at The Bombay Stock Exchange Ltd (BSE). There was no trading at MPSE. The Offer Price has been determined taking into account the parameters as set out under Regulations 20 (5) and the Offer price of Rs. 23/- (Rupees Twenty Three only, which includes the Offer Price of Rs.10/- plus the interest @10% p.a., -compounded annually- of Rs 12.64 per Share and rounded upwards) 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 till the date of payment as per the Schedule of activity in this Offer, and is higher than 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 2002, date of immediately previous audit. The Net Profit and return on Net Worth for the year ended March 2002 were negative.

2.2 In the opinion of the Acquirers and Manager to the Offer, the Offer price of Rs. 23/- per fully paid Equity Share is justified.

2.3 There is no agreement for payment of non-compete fee to any person.

2.4 The Offer price is justified in terms of Regulation 20 (11) of the Regulations.

2.5 In the event of any further acquisition of Equity Shares by the Acquirers up to 7 working days prior to the closure of the Offer at a price higher than the Offer Price, then the Offer price will be revised upwards to be equal to or more than the highest price paid for such acquisition. However, the Acquirers shall not be acquiring any Equity Shares of UIL during the period of 7 working days, prior to the date of closure of the Offer.

3. Information about the Acquirers

3.1 CONVENTIONAL TRADERS PRIVATE LIMITED

3.1.1 Conventional Traders Private Ltd, a Company incorporated under the Companies Act, 1956 on December 21, 2011 and having its registered office at 462, Street NO:17, DDA Flats, Madangir, New Delhi - 110 062 (Tel No. 011-3190 8282, E Mail Id : conventional.traders@gmail.com) acts as an export house in connection with the businesses referred to in the Objects Clause of its Memorandum of Association and also carries on the business of acting as advisors and consultants of all kinds of consumable goods.

3.1.2 Conventional Traders Private Limited has, as its main objects, "To carry on all or any of the business as buyers, sellers, traders, importers, exporters, distributors, agents, shipping clearing and cargo agents, high seas indentors, brokers, factors, stockists, domestic trading, international trading, marketing, representing, liasoning activities and dealers of goods stores, articles, products, services of all kinds and description which inlcudes, flowers, agricultural produce, seeds, oil seeds, oils and cakes, edible oils and lubricants, computer hardware, software, computer spare parts, computer stationery and other computer ancillaries, accessories, manures, alcohol, beverages, tea and coffee, sugar and molasses, tobacco (raw and manufactured) steel, stainless steel and iron products, iron ore and scraps, metallurgical residues, metals, alloys, iron and steel, metal scraps, brass scrap, copper scrap, aluminum and aluminum scrap, industrial and engineering goods and spares including machine tools, hand tools, small tools, machinery stamping foils, nuts and bolts, bicycles and accessories, thereof, automobiles, automobile batteries and its parts and accessories, hides, skins, bones, crushed and uncrushed, training substances, leather goods, furs, bristles, hemp, coal and charcoal, glue gums, resins, ivory, lac, shellac, timber, wood and wood products and forest products of all kinds, pulp, rags, rubber and rubber goods, wax quartz, crystal, chemicals and chemical preparations, chemical alkalies and reagents, industrial diamonds, precious and semi precious stones, ornaments, jewelleries and pearls, drugs and medicines and surgical goods and accessories, soaps, detergents, cosmetics, toiletries, building materials, paints, plastic and linoleum articles, glass and glassware, handicrafts, handlooms toys, sports goods, textiles including hand and machine made, ready made garments, wig and belts, linen all kinds of carpets, rugs, PVC flooring, doormats, artificial silk fabric, cotton woolen cloth and apparels, dress materials, linings and other fabrics, button, thread, carpets, rugs, druggets, cutlery, linen, household goods, cinematograph films (exposed or blank) telecommunication equipments an devices, gramophone records, audio an video cassette tapes (blank or recorded) televisions and sound equipments, musical instruments, marble and hardware items, paper and stationery, books and manuscripts, electric and electronic products, gadgets and appliances, invertors and convertors, uninterrupted power supplies, all types of batteries emergency lights, mosquito repellants, kitchen and sanitary wares and fittings, cellulosic products, nylon, synthetic and polyester fibre and yarns and polyester films, hosiery and mixed fabrics, natural silk fabrics and garments, fish and fish products, gases, gas appliances, gas geyser, gas heaters, gas accessories and industrial chemicals, scents and aggarbattis, fertilizers, pesticides and herbicides, men's women's and children clothing and wearing apparel of all kinds and materials including shoes, made of leather an d/ or other material, wet-blue-skin-zip, brass goods computers, software, polypropylenes, PVC Plastic and plastic goods including films and pouches, galvanized sheets, tine plates and other legal permissible articles. Conventional Traders Private Ltd does not belong to any group. The Equity Shares of Conventional are not listed at any Stock Exchanges. Conventional has no Subsidiaries.

3.1.3 The Directors of the Company are Shri. Shri Surendra Yadav (DIN 05140335) and Shri Dinesh Kumar Premi (DIN 05140887).

3.1.4 Conventional Traders Private Ltd has no overdue liabilities to Banks/FIs /Deposit holders. There was no default in the past.

3.1.5 In the year 2011-12 the Company had a Gross Income of Rs. Nil and Net Loss of Rs.0.36 Lacs. The Paid up Equity Share Capital as on 31-03-2012 is Rs. 19.00 Lacs and Reserves and Surplus excluding Revaluation Reserves is Rs. 1498.14 Lacs. The EPS per each fully paid up Share of FV Rs. 10/- for the year 2011-12 is Nil.

3.2.1 **SHRI NARENDRA KUMAR GANGWAL,** aged 73 years, S/o.Shri. Mohan Lal Gangwal M A, L.L.B, residing at Kasturi Bhavan, Dewas Road, Ujjain - 456 001, Madhya Pradesh (Cell No. 094017407999, Email Id: narendrakg1@gmail.com) has more than 50 years of experience in trade and Industry. His expertise and special functional area includes Administration and Finance. He does not hold Directorship in any other Company.

3.3.1 **SHRI PRADEEP PATNI** aged 52 years S/o Shri Late Manoharlal Patni, M Com, has been associated with the Patni Carbide Private Limited and has been instrumental in the installation and commissioning of the Plant. His special area of expertise is Investments and Finance and does not hold directorship in any other company. He currently resides at A-3, Megh Building, 13/ 2 M G Road, Indore Madhya Pradesh. (Cell No. 09826033301, Email Id: pradeep1939@gmail.com).

3.4 Shri. Pradeep Patni is Son in Law of Shri. Narendra Kumar Gangwal and as such, are related to each other

3.5 There is no person acting in concert with the Acquirers.

3.6 Shri Narendra Kumar Gangwal is the Managing Director of the Target Company and Shri Pradeep Patni is the Whole Time Director of the Target Company.

3.7 There are no pending litigations against the Acquirers or promoters/Directors of Acquirers.

3.8 None of the Acquirers are associated with the Capital markets and are not registered with SEBI in any capacity.

3.9 No action has been taken by SEBI or Stock Exchanges against the Acquirers or ventures promoted by the Acquirers/its promoters.

4 Information about the Target Company

4.1 UIL was originally incorporated on August 04, 1992 at Pithampur District, Dhar, Madhya Pradesh under the Companies Act, 1956, in the name and style of "Patni Foods and Beverages Limited.". The Company made its maiden public issue of Equity Shares in the year 1993 and got its Equity Shares listed at the Bombay Stock Exchange Ltd, Mumbai (BSE), Ahmedabad Stock Exchange and the Madhya Pradesh Stock Exchange (MPSE). The shares of the company were compulsorily delisted from the Ahmedabad Stock Exchange with effect from April 01, 1996 for nonpayment of listing fees. At present the Equity Shares are listed at BSE & MPSE. The name of the Company was thereafter changed to " Unno Industries Limited", vide fresh certificate of Incorporation issued by Registrar of Companies, Madhya Pradesh, Gwalior, dated April 30, 1996. The registered office of the Company was also shifted from Madhya Pradesh to the state of Maharashtra with effect from March 12, 2010.

4.2 The Registered Office is presently 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.)

4.3 UIL is in the business of finance and investment.

4.4 UIL is registered with the Bhopal Regional Office of the Reserve bank of India as a Non deposit taking Non Banking Finance Company(NBFC), vide registration no. 03.00033 dated 26th February 1998.

4.5 UIL has been promoted by Shri Narendra Kumar Gangwal, Shri Pradeep Patni and their family members.

4.6 The Fixed Assets held by UIL as on 31-03-2011 are Furniture, Fixtures, Computers and vehicles.

4.7 The Directors of UIL are Shri Narendra Kumar Gangwal (Managing Director) (DIN 00472837), Shri. Pradeep Patni (Whole Time Director) (DIN 00472932) Shri Rakesh Kumar Mishra (Non Executive, Independent)(DIN 00558379) Shri. Manoj Kumar Pandit (Non Executive, Independent) (DIN 01630651, Shri Pawan Dalmia, (Non Executive, Independent) (DIN 01541707) and Shri Alok Todi, (Non Executive, Independent) (DIN: 03275588).

4.8 Shri Narendra Kumar Gangwal and Shri Pradeep Patni represent the Acquirers and they shall recuse themselves and not participate in any matter(s) concerning or 'relating' to the Offer including any preparatory steps leading to the Offer. There is no other person on the Board of the Target Company, representing the Acquirers.

4.9 The Authorized Capital of UIL is Rs.650.00 Lacs, divided into 65,00,000 Equity Shares of Rs 10/- each. The issued, subscribed, paid up and voting Equity Share Capital is 65,00,000 Equity Shares of Rs. 10/- each, aggregating to Rs. 650.00 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. 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 are yet to be listed at MPSE.

4.10 As on date of this Public Announcement, the promoters/person in control do not hold any Equity Shares, of the subscribed, paid up & voting Capital.

4.11 UIL has entered into agreement with Central Depository Services (India) Ltd (CDSL) and National Securities Depository Ltd (NSDL) for offering Equity Shares in dematerialized form. The ISIN Number is INE142N01015.

4.12 UIL has, as its main objects, (1) To carry on the business of Finance Company and Investment Company and to act as financial advisers and to advice and assist in formulating long term financial policies and control of their execution and to carry on financing operation and perform financing service including factoring making loans, both short term and long term. UIL has no Subsidiaries.

4.13 UIL is not a Sick Company and does not have any overdue liabilities to Banks/FIs.

4.14 There has not been any merger or demerger or spin-off of activity in the preceding 3 years. However UIL has 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, has 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.

4.15 There are no pending litigations against UIL.

4.16 The Equity Shares of UIL are at present listed at BSE & MPSE. The Equity Shares are not admitted as a permitted security at any other Stock Exchange. All the outstanding issued Equity Shares of UIL are listed and admitted for trading at BSE and only 52,00,000 Equity Shares are listed at MPSE. There are no partly paid Equity Shares. No Shares of the Company are under lock-in.

4.17 UIL has no arrears of listing fee to BSE or MPSE. UIL /its promoters have not faced action by Stock Exchanges or SEBI in the past.

4.18 The provisions of Clause 49 of the Listing Agreement are being complied with by UIL at present.

4.19 The filing under Regulations 6(2) & 6(4) for 1997 & 8(3) for the years 1998 to 2011 has been filed late by UIL. For violation of the provisions under Chapter II of the Regulations for the years 1997 to 2011, SEBI may initiate suitable measures against UIL. The promoters have complied with the provisions of Regulation 30 (1) and 30(2) of the SEBI (SAST) Regulations, 2011 on time.

4.20 As per the Audited results as on 31.03.2011, UIL had Gross Income of Rs. 70.82 Lacs, comprising of income from operations Rs. 69.10 Lacs and other income of Rs.1.72 Lacs. The total expenditure was Rs 60.78 Lacs, comprising of administrative and other expenses of Rs.31.094 Lacs, Loss on F&O Transaction of Rs.30.98 Lacs, Long Term Capital Loss of Rs.32.50 Lacs and Provision for NPA Written Back (34.63) Lacs. The Net Loss for the year was Rs 10.92 Lacs. The EPS for the year is Rs. -0.176 The Reserves and surpluses as on 31.3.2011 is Rs 20.04 Lacs (excluding debit balance of Profit and Loss Account) . The Net Worth (net of miscellaneous expenses not written off) as on 31.03.2011 is Rs. 511.77 Lacs giving the equity Shares a Book value of Rs. 7.87 The Return on Net Worth for the year ended 31st March, 2011 is (-) 2.13.%. As per the Provisional results for the year ended March 31 2012, , UIL had Gross Income of Rs. 69.85 Lacs, comprising of income from operations Rs. 67.98 Lacs and other income of Rs1.87 Lacs. The total expenditure is Rs 59.37 Lacs, comprising of administrative and other expenses. The Net Profit for the year is Rs 9.58 Lacs. The EPS for the year is Rs 0.02 The Reserves and surpluses as on 31.3.2012 is (-) 71.13 Lacs. The Net Worth (net of miscellaneous expenses not written off) as on 31.03.2012 is Rs. 578.87 Lacs giving the Equity Shares a Book value of Rs. 8.90.The Return on Net Worth for the year ended 31st March, 2012 is 1.65%.

4.21 The Market lot for the purpose of this Offer shall be 1(one) only.

4.22 The Compliance Officer of UIL is Shri. Pawan Dalmia, Director who will be available at the Registered Office address of UIL and shall attend to all investor grievances.

5. Reasons for the Acquisition and Offer and future plans with respect to the Target Company

5.1 UIL had made a preferential allotment of 13,00,000 Equity Shares of Rs.10/- each, at a price of Rs. 10/-, constituting 20% of the post preferential paid up Equity Share Capital of the Target Company on December 22, 2003 to the Acquirers, Shri Narendra Kumar Gangwal, Shri Pradeep Patni and their family members (totaling 10 in number). This allotment attracted the provisions of Regulation 11(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, which required them to give a Public Announcement and an Open Offer. The Acquirers had failed to do so and are now making this offer with a delay under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997. The other Acquirer, Conventional Traders 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 Conventional Traders Private Limited.

5.2 The Offer will not result in change in control of UIL. No changes are proposed to be made in Board of Directors of UIL consequent to this Offer.

5.3 The Acquirers do not have any plans to dispose off or otherwise encumber any assets of UIL in the succeeding two years from the date of closure of the Offer, except in the ordinary course of business as may be permissible. They undertake that they will not sell, dispose of or otherwise encumber any substantial assets of the Target Company except with the prior approval of the shareholders.

5.4 There is no potential conflict of interest between the Acquirers/other Companies/ventures promoted by the Acquirers and the Target Company.

6. Statutory Approvals/ other approvals required for the Offer

6.1 As on the date of this Public Announcement, no approvals are required to acquire the Equity Shares that are tendered pursuant to the Offer. However, the Offer would be subject to all statutory approvals that may become applicable at a later date.

6.2 Barring unforeseen circumstances, the Acquirers would endeavor to obtain all approvals within 15 days from the date of closure of the Offer. In terms of Regulation 22(12) of the Regulations, in the case of non-receipt of statutory approvals, SEBI has the power to grant extension of time for the purpose of making payment subject to, the Acquirers agreeing to pay interest to the Shareholders for delay beyond 15 days from the date of closure of Offer. In case the Acquirers fail to obtain requisite statutory approvals in time, on account of any willful default or neglect or inaction or no-action, then action in terms of Regulation 22(13) will be initiated by SEBI.

6.3 No approval is required to be obtained from Banks/Financial Institutions for the Offer.

7. Option to the Acquirers in terms of Regulation 21(2)/Compliance with Clause 40A of the Listing Agreement

7.1 The acquisition of 20 % of the voting capital of UIL under this Offer will not result in public Shareholding falling below the level required for continued Listing. Assuming full acceptance under this Offer, the post offer holding of the Public shall be more than 25 %, the level required for continued listing. If consequent to the Shares being acquired this Offer and any further acquisitions by the Acquirers till 7 days prior to closure of the Offer, the public holding falls below the level required for continued listing, then the Acquirers/Target Company will comply with the relevant provisions of Clause 40A of the listing agreement in this regard, within the time limits stipulated therein. The Acquirers undertake and declare that they do not have any intention to delist the Equity Shares of Target Company after this Open Offer.

8. Financial Arrangements

8.1 The Acquirers have adequate resources to meet the financial requirements of the Offer. The funds requirements will be met from own sources/Net Worth and no borrowings from Banks/FIs or Foreign sources such as NRIs is envisaged

8.2 Assuming full acceptance, the total funds requirements to meet this Offer is Rs. 2,99,00,000/- (Rupees Two Crores Ninety Nine Lacs only). 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 74,75,000/- (Rupees Seventy Four Lacs Seventy Five Thousand only), with The Federal Bank Ltd, 93,94 & 95 EMP-17, Venus CHS, Thakur Village, Kandivli East, Mumbai 400 101 on 09.08.2012 which is more than 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.

8.3 The Acquirers have authorized Fedex Securities Ltd., Managers to the Offer to realize the value of the Escrow Account in terms of the Regulations.

8.4 As per Certificate from Shri. Ishant Agarwal, (Membership No. 518876), Ishant Agarwal & Associates, Chartered Accountants, B-2/18, Krishna Nagar, Near Raghunath Mandir, Delhi - 110 051 (Tel. No. 91- 9555035652), Email ID: caishant87.agarwal@gmail.com the Net worth of Conventional Traders Private Limited as on 31-03-2012 is Rs.15,16,99,904.75.

8.5 Shri. Ishant Agarwal, (Membership No. 518876), Ishant Agarwal & Associates, Chartered Accountants, B-2/18, Krishna Nagar, Near Raghunath Mandir, Delhi - 110 051 (Tel. No. 91- 9555035652), Email ID: caishant87.agarwal@gmail.com has, vide his Certificate dated 07-08-2012, 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. 3,97,24173./- comprising of Short Term Loans given and balance in Current Account with Banks.. This will be adequate to meet the funds requirements of the Offer.

8.6 Based on the above, Fedex Securities Limited, Manager to the Offer certifies and confirms that firm arrangements for funds and money for payment through verifiable means are in place to fulfill the Offer obligations.

9. Other terms of the Offer

9.1 This is not a conditional Offer and there is no stipulation as to the minimum level of acceptance.

9.2 The Letter of Offer shall be mailed to all shareholders/ beneficial owners holding Shares in dematerialized form (except the Acquirers & promoter group Shareholders of UIL) whose name appear in the Register of Target Company as on Friday, September 07, 2012 the Specified Date.

9.3 All shareholders/ beneficial owners holding Shares in dematerialized form (except the Acquirers & promoter group Shareholders of UIL) who own Shares of Target Company anytime before the closure of the Offer are eligible to participate in the Offer.

9.4 Shareholders holding Shares in physical form and wishing to tender their Equity Shares will be required to send their form of acceptance, original Share certificates and transfer deeds to the Registrar to the Offer: M/s. Purva Sharegistry India Private Limited, Unit No. 9, Shiv Shakti Ind. Estt,, J.R.Boricha marg, Opp. Kasturba Hospital Lane, Lower Parel (E) , Mumbai - 400 011 (Tel: 022-2301 6761, 022- 2301 8261 Fax: 022-2301 2517 Email: busicomp@vsnl.com Website: http://www.purvashare.com **(Contact person: Shri. V B Shah)** either by hand delivery or by Registered Post, to reach them on or before the closure of the Offer, i.e. Monday, October 22, 2012 in accordance with the instructions specified in the Letter of Offer and in the Form of Acceptance. In case the Share Certificate(s) and Transfer Deeds are lodged with UIL /its Share Transfer Agent for transfer and have not been received back, then the acceptance shall be accompanied by (i) The Share Transfer Deed(s) and (ii) The acknowledgement of the lodgment with, or receipt issued by UIL its transfer agents for the Share Certificate(s) so lodged. Where the Transfer Deeds are signed by a constituted Attorney, a certified copy of the Power of Attorney shall also be lodged. In the case of body corporate/limited Companies, certified copy of the Memorandum & Articles of Association and copy of the Board Resolution authorizing the signatory, shall also be sent.

9.5 Beneficial owners (holders of shares in Dematerialized Form) who wish to tender their shares will be required to send their Form of Acceptance-cum-acknowledgement along with a photocopy of the delivery instructions in "Off -market" mode or counterfoil of the delivery instruction in "Off -market" mode, duly acknowledged by the Depository Participant (DP) in favor of a Special Depository account to be opened by the Registrar to the Offer, in accordance with instructions to be specified in the Letter of Offer and in the Form of Acceptance-cum-acknowledgement.

9.6 Accidental omission to despatch the Letter of Offer to any person will not invalidate the Offer in any way. In case of non-receipt of the letter of Offer, the eligible person(s), holding Equity Shares of UIL in physical form, may send his/her/their consent on plain paper stating the name, address, number of Shares held, distinctive numbers, certificate numbers and the number of Equity Shares Offered along with the Share certificates, duly signed transfer forms and other required documents to the Registrar to the Offer before the closure of the Offer.

9.7 In case of non receipt of the Letter of Offer, beneficial owners holding Equity Shares in dematerialized form, may send their applications in writing to The Registrar to the Offer, on a plain paper stating the name, address, number of shares held, number of shares offered, DP name, DP ID, beneficiary account number and photocopy of the delivery instruction in "Off-market", or counterfoil of the delivery instruction in Off-market" mode, duly acknowledged by the DP, in favor of the special depository account, so as to reach the Registrar to the Offer on or before the closure of the Offer.

9.8 Persons who hold Equity Shares of UIL on the Specified Date but who are not registered as Shareholders/ beneficial owners, on the Specified Date are also eligible to participate in the Offer. All such persons should send their applications in writing to the Registrar to the Offer along with necessary proof of ownership and other documents as specified above. All eligible Shareholders, including unregistered Shareholders have the option of applying in plain paper and they shall furnish the details listed above.

9.9 The Form of acceptance and other documents required to be submitted herewith, will be accepted by Registrar to the Offer, M/s. Purva Sharegistry India Private Limited, Unit No. 9, Shiv Shakti Ind. Estt,, J.R.Boricha marg, Opp. Kasturba Hospital Lane, Lower Parel (E) , Mumbai - 400 011 (Tel: 022-2301 6761,022- 2301 8261 Fax: 022-2301 2517 Email: busicomp@vsnl.com Website: http://www.purvashare.com (**Contact person: Shri. V B Shah**) between 10 a.m. to 4 p.m. on working days and between 10. a.m. to 2 p.m. on Saturdays, during the period, the Offer is open.

9.9 The Public Announcement, Letter of Offer, the Form of Acceptance and Form of Withdrawal will also be available on the SEBI website: www.sebi.gov.in. In case of non-receipt of the Letter of Offer, all Shareholders including unregistered Shareholders, if they so desire, may download the Letter of Offer, the Form of Acceptance or Form of Withdrawal from the SEBI website for applying in the Offer or to withdraw from the Offer.

9.10 Unregistered owners and those who hold Shares in Street Name can send their application in writing to the Registrar to the Offer on a plain paper stating the name, address, number of shares held, number of shares offered, distinctive numbers, folio numbers together with the original share certificate(s) valid transfer deeds and the original contract notes issued by the SEBI Registered Broker through whom they acquired their shares. No indemnity is required from the unregistered owners.

9.11 The Shares to be acquired should be free from all liens, charges and encumbrances, and will be acquired together with all rights attached thereto.

9.12 The acceptance of this Offer by the Shareholders of UIL must be absolute and unqualified. Any acceptance to this Offer which is conditional or incomplete in any respect will be rejected without assigning any reason whatsoever.

9.13 The Acquirers shall accept all valid Shares tendered (except those, which are withdrawn, within the date specified for withdrawal). If the number of Equity Shares Offered by the Shareholders is more than the Offer size, then the acquisition from each Shareholder will be as per Regulation 21 (6) of the SEBI (SAST) Regulations, on proportionate basis.

9.14 In case of acceptance on proportionate basis, the unaccepted Share Certificates, Transfer deeds and other documents, if any, will be returned by Registered Post at the Share holder's / unregistered holder's sole risk as per the details furnished in the form of acceptance-cum-acknowledgement. Shares held in demat form to the extent not accepted will be returned to the beneficial owner to the credit of the beneficial owner's DP Account with the respective DP as per the details furnished by the beneficial owner in the form of acceptance cum acknowledgement.

9.15 **Consideration for Equity Shares accepted will be paid as given hereinafter :** Acceptors of this Offer, having their Bank accounts at any of the Centres where Clearing Houses are managed by the Reserve Bank of India (RBI) will get payment of consideration through Electronic Credit Service (**ECS**), except where the acceptor is otherwise eligible to get payments through Direct Credit (**"DC"**), National Electronic Funds Transfer (**"NEFT"**) or Real Time Gross Settlement (**"RTGS"**). In case of other applicants, the consideration of value up to Rs. 1,500/- will be despatched "Under Certificate of Posting" and those of Rs. 1,500 and above by Registered Post or Speed Post, by Demand Drafts/Banker's Pay Order. Applicants to whom payments are made through Electronic transfer of funds will be sent a letter (Payment advice) "Under Certificate of Posting" intimating them about the mode of credit/payment within 15 days from the date of closure of the Offer. The Registrars to the Offer shall ensure despatch of Consideration/payment advice, if any, "Under Certificate of Posting" or Registered Post or Speed Post or Electronic Clearing Service or Direct Credit or RTGS, only in the name of the Sole or First shareholder and all communication will be addressed to the person whose name appears on Acceptance Form within 15 days of the date of Closure of the Offer and adequate funds for making payments as per the mode(s) disclosed above shall be made available to the Registrar by the Acquirer. Tax at applicable rate(s) will be deducted, in those cases where Tax Deduction at Source (TDS) is applicable.

9.16 The Equity Shares Certificate(s) and the transfer form(s) or Shares transferred to the Special Depository Account together with the Acceptance Form submitted by the acceptors of the Offer, will be held by the Registrars in trust for the acceptors of the Offer until the Acquirers pay the Offer Price.

9.17 Shareholders who are desirous of withdrawing their acceptances tendered in the Offer can do so upto three working days prior to the date of closure of the Offer, in terms of Regulation 22(5A). The Withdrawal option can be exercised by submitting the Form of Withdrawal attached to the Letter of Offer duly filled in, with relevant particulars, so as to reach the Registrar to the Offer on or before Wednesday, October 17, 2012.

9.18 The Withdrawal option can be exercised by making an application on plain paper along with the following details:

a. Name, Address, Distinctive numbers, Folio nos., No. of Shares tendered/ withdrawn, if held in physical form

b. Name, Address, DP Name, DP ID, Client ID No. of the Account from where Shares were tendered and number of Shares tendered/withdrawn, if held in electronic form (dematerialized form)

9.19 The Shares withdrawn by Shareholders, which are in physical form will be returned by Registered Post. Shares tendered in dematerialized form and withdrawn will be returned by credit to the beneficial owner's DP Account with the respective DP as per the details furnished by the beneficial owner in the form of acceptance cum acknowledgement.

9.20 **The schedule of the activities pertaining to the Offer are given below: -**

Activity	Date
Public Announcement (PA)	Friday, August 10, 2012
Specified date	Friday, September 07, 2012
Last date for a competitive bid	Friday, August 31, 2012
Letter of Offer to be posted to shareholders	Monday, September 24, 2012
Date of opening of the Offer	Wednesday, October 03, 2012
Last date for revising the Offer price/ number of shares.	Friday, October 12, 2012
Last date for withdrawing acceptance from the Offer	Wednesday, October 17, 2012
Date of closing of the Offer	Monday, October 22, 2012
Last date of communicating rejection / acceptance and payment of consideration for applications accepted / return of unaccepted Share Certificates / credit of unaccepted Shares to demat account	Tuesday, November 06, 2012

Specified date is only for the purpose of determining the names of the Shareholders as on such date, to whom the Letter of Offer would be sent and all owners (registered or unregistered) of Shares of UNNO INDUSTRIES LIMITED anytime before the closure of the Offer, are eligible to participate in the Offer

10. **General**

10.1 Shareholders who have accepted the Offer by tendering the requisite documents, in terms of the Public announcement/Letter of Offer, can withdraw the same, upto 3 working days prior to the date of closure of the Offer i.e. on or before Wednesday, October 17, 2012

10.2 The Acquirers can revise the number of Shares and price offered under this Offer upto 7 working days prior to closure of the Offer and revision, if any, in the number of Shares or Offer price would appear in the same newspapers where this Public Announcement appeared and the same price would be paid to all shareholders who tender their shares in the Offer. The last date for such revision is Friday, October 12, 2012.

10.3 If there is competitive bid, the public Offers under all the subsisting bids shall close on the same date.

10.4 As the Offer price cannot be revised during 7 working days prior to the closing date of the Offers/bids, it would, therefore, be in the interest of shareholders to wait till the commencement of that period to know the final Offer price of each bid and tender their acceptance accordingly.

10.5 Pursuant to Regulation 13 of the Takeover Regulations, the Acquirers have appointed Fedex Securities Ltd., 3rd Floor, Jay Chambers, Service Road, Adj. Western Express Highway Vile Parle (East), Mumbai 400 057 as Manager to the Offer. The contact person at the office of the Manager to the Offer is Mr. R. Ramakrishnan. (Telephone Nos. (022) 26136460/61, Fax No. (022) 2618 6966, E mail Id : fedex@vsnl.com)

10.6 The Acquirers have appointed M/s. Purva Sharegistry India Private Limited, Unit No. 9, Shiv Shakti Ind. Estt,, J.R.Boricha marg, Opp. Kasturba Hospital Lane, Lower Parel (E) , Mumbai - 400 011 (Tel: 022-2301 6761,022-2301 8261 Fax: 022-2301 2517 Email: busicomp@vsnl.com Website: http://www.purvashare.com (**Contact person: Shri. V B Shah**) as Registrar to the Offer.

10.7 The Acquirers, the Target Company, its promoters and/or Directors have not been prohibited by SEBI, from dealing in securities, in terms of direction issued u/s 11B of SEBI Act or under any of the Regulations made under the SEBI Act.

10.8 **Conventional Traders Private Limited, each of its Directors, Shri Narendra Kumar Gangwal and Shri Pradeep Patni** jointly and severally accept full responsibility for the information contained in this Public Announcement and also for the obligations of the Acquirers, laid down in SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 1997 and subsequent amendments thereof.

ISSUED BY THE MANAGER TO THE OFFER

FEDEX SECURITIES LIMITED

FEDEX SECURITIES LIMITED
SEBI Regn. No. INM 000010163
3rd Floor, Jay Chambers, Service Road, Adj. Western
Express Highway, Vile Parle (East), Mumbai 400 057
Tel. Nos. (022) 26136460/61, Fax No. (022) 2618 6966,
E Mail ID: fedex@vsnl.com
Contact Person : Shri. R. Ramakrishnan

On behalf of the Acquirers
Conventional Traders Private Limited, Shri Narendra Kumar Gangwal and Shri Pradeep Patni

Place : Mumbai
Date : August 10, 2012