

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

This Exit Offer Letter ("Offer Letter") is being sent to you as a Public Shareholder of Unique Intercontinental Limited ("UIL"). In case you have recently sold your Shares in the Company, please handover the Offer Letter and the accompanying documents to the person to whom the sale was effected.

**EXIT OFFER TO THE PUBLIC SHAREHOLDERS OF  
M/s UNIQUE INTERCONTINENTAL LIMITED**

CIN: L52110DL1984PLC019636

Registered Office: 407, Sethi Bhawan, Rajendra Place, New Delhi -110008

Tel. No.: +91 9814974277; Email: uniqueintld@yahoo.com

**Jointly By**

**M/s. International Concast Private Limited having its registered office at 407, Sethi Bhawan, Rajendra Place, New Delhi -110008 ("Offering Promoter 1") and Mr. Pawan Kumar Goyal, an Indian inhabitant aged about 63 years and having his residential address at # 358, Sector- 5B, Goyal Colony, Shastri Nagar Mandi, Gobindgarh- 147301, Punjab ("Offering Promoter 2")**  
(Offering Promoter 1 and Offering Promoter 2 shall hereinafter collectively be referred to as "Offering Promoters")

**Inviting you to tender your fully paid-up equity shares of face value of Rs. 10/- each of Unique Intercontinental Limited ("UIL" or the "Company" or the "ELC"), at an offer price of Rs. 15.00 (Rupees Fifteen only) per Equity Share, in cash, pursuant to the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/MRD/DSA/CIR/P/2016/110 dated October 10, 2016 ("Exit Circular").**

If you wish to tender your Equity Shares to the Offering Promoter, you should:

- Read this Offer Letter and the instructions herein;
- Complete and sign the accompanying 'Form of Acceptance' in accordance with the instructions therein and in this Offer Letter;
- Submit your 'Form of Acceptance' along with duly executed Transfer deed(s) accompanied with relevant Share certificate(s)/ photocopy of the Delivery Instruction Slip in "Off market" mode, duly acknowledged by the Depository Participant ("DP") clearly marking the Envelope "**UNIQUE INTERCONTINENTAL LIMITED - EXIT OFFER**" either by Registered Post/Speed Post/Courier, at your own risk or by hand delivery to our appointed Registrar to the Exit Offer ("RTA") at **Skyline Financial Services Private Limited, (Unit: Unique Intercontinental Limited-Exit Offer) at D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi - 110020, Tel No: +91-11-64732681-88, E-mail: [viren@skylinerta.com](mailto:viren@skylinerta.com) on or before the closure of business hours on Monday, October 09, 2017.**

**Offer Price**

**Rs. 15.00 (Rupees Fifteen only) per Equity Share**

**SCHEDULE OF THE ACTIVITIES PERTAINING TO THE OFFER**

| <b>Nature of Activity</b>  | <b>Day and Date</b>          |
|--|------------------------------|
| Specified Date#  | Friday, September 15, 2017   |
| Opening of Exit Offer Period   | Tuesday, October 03, 2017    |
| Closing of Exit Offer Period   | Monday, October 09, 2017     |
| Last Date of Payment to the Public Shareholders who will validly tender their Equity Shares during the Exit Offer Period | Wednesday, November 01, 2017 |

*#Specified Date is only for the purpose of determining the names of the Public Shareholders to whom the Offer Letter will be sent. However, all Public Shareholders (registered or unregistered) of the Equity Shares are eligible to participate in the Exit Offer any time before and on the Offer Closing Date.*

## DEFINITIONS

|   |   |
|---|---|
| Unique Intercontinental Limited/ Company/UII/ ELC | A public limited company incorporated on December 21, 1984 under the provisions of the Companies Act, 1956 and having its registered office at 407, Sethi Bhawan, Rajendra Place, New Delhi -110008.                                    |
| Exit Circular                                     | SEBI Circular No. SEBI/HO/MRD/DSA/CIR/P/2016/110 dated October 10, 2016 under which the Offer Letter is being sent to the Public Shareholders.  |
| Exit Offer  | Exit Offer means an offer by the Offering Promoters to the Public Shareholders of the ELC for acquisition of their 100% shareholding in the ELC in terms of the Exit Circular.  |
| Exit Offer Period                                 | Means a period of 5 working days commencing from the date of opening of Exit Offer Period on Tuesday, October 03, 2017 to closing of Exit Offer Period on Monday, October 09, 2017.   |
| Exit Window Period                                | Means a period of 1 year between Tuesday, October 10, 2017 to Tuesday, October 09, 2018 during which Public Shareholders who could not tender their Equity Shares during Exit Offer Period may tender their shares at same Offer Price. |
| Independent Valuer/ TCA                           | M/s Turnaround Corporate Advisors Private Limited, a SEBI Registered Category-I Merchant Banker and empanelled as an Expert Valuer on the panel of the National Stock Exchange of India Limited and the BSE Limited.                    |
| Offer Price                                       | Rs. 15.00 (Rupees Fifteen only) per Equity Share (which is more than the fair value per Equity Share of Rs. 14.50 per Equity Share as determined by the Independent Valuer).  |
| Offering Promoter 1                               | M/s. International Concast Private Limited having its registered office at 407, Sethi Bhawan, Rajendra Place, New Delhi -110008.  |
| Offering Promoter 2                               | Mr. Pawan Kumar Goyal, an Indian inhabitant aged about 63 years having his residential address at # 358, Sector- 5B, Goyal Colony, Shastri Nagar Mandi, Gobindgarh- 147301, Punjab.   |
| Offering Promoters                                | Offering Promoter 1 and Offering Promoter 2.  |
| Promoters/ Promoter Group                         | Means all Promoters of the ELC collectively holding 481,730 Equity Shares representing 74.69% of paid up Equity share capital of the ELC.   |
| Public Shareholders                               | All Shareholders of the ELC other than its Promoters.   |
| Registrar/ Registrar to the Offer/ RTA            | Skyline Financial Services Private Limited, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi - 110020.         |

Dear Public Shareholder(s),

### Invitation to tender Equity Shares held by you in the ELC

Offering Promoters, on behalf of Promoters of the ELC, is pleased to invite you to tender, subject to the terms and conditions set out below, Equity Shares held by you in the Company pursuant to the Exit Offer made in accordance with relevant provisions of the Exit Circular.

#### 1. BACKGROUND OF THE EXIT OFFER

1.1. The ELC was listed on the Delhi Stock Exchange Limited (“DSE”). Post the de-recognition/exit of DSE by SEBI, the ELC was shifted to the Dissemination Board (“DB”) of BSE Limited (“BSE”).

- 1.2. In terms of Exit Circular, the ELC is under an obligation to secure listing on a Nationwide Stock Exchange(s); alternatively, the Promoters of such ELC have the option of providing exit to its public investors.
- 1.3. The Promoters of the ELC have decided to exercise the option of providing exit to the public shareholders of the ELC in terms of the Exit Circular and Offering Promoters are jointly giving the exit option on behalf of the Promoters.
- 1.4. In view of the above, Offering Promoters have decided to offer exit to the Public Shareholders of the ELC at a price of Rs. 15.00 (Rupees Fifteen only) per Equity Share (which is more than the fair value per Equity Share of Rs. 14.50 per Equity Share as determined by the Independent Valuer) and Public Shareholders are being invited to tender their fully paid up Equity Shares of Rs.10 each.
- 1.5. In terms of the Exit Circular, the Exit Offer Public Announcement (“Exit Offer PA”) was published on September 14, 2017 in the following newspapers:

| <b>Name of the Newspaper</b> | <b>Language</b> | <b>Edition</b> |
|------------------------------|-----------------|----------------|
| Business Standard            | English         | All Editions   |
| Business Standard            | Hindi           | All Editions   |

## **2. BACKGROUND OF THE ELC**

- 2.1. The ELC was originally incorporated as a Public Limited Company under the name and style of Gemeni Industrials Limited with the Registrar of Companies, NCT of Delhi and Haryana, vide Certificate of Incorporation dated December 21, 1984. The certificate for commencement of business was issued to the ELC on January 02, 1985 by the Registrar of Companies, NCT of Delhi and Haryana. The name of the ELC was changed from Gemeni Industrials Limited to its present name Unique Intercontinental Limited vide fresh Certificate of Incorporation dated March 30, 1994 issued by the Registrar of Companies, NCT of Delhi and Haryana.
- 2.2. The ELC is presently engaged in the business of dealing in Iron and steel goods.
- 2.3. As on the date of this Offer Letter, the Authorized Share Capital of the ELC is Rs. 7,000,000 (Rupees Seventy Lakh only) consisting of 700,000 (Seven Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each. The Issued, Subscribed and Paid-up Capital of the ELC is Rs. 6,450,000 (Rupees Sixty Four Lakh Fifty Thousand only) consisting of 645,000 (Six Lakh Forty Five Hundred) Equity Shares of Rs. 10 each.
- 2.4. As on the date of this Offer Letter, the Board of Directors of the ELC comprises of 5 (Five) Directors. The Details of Board of Directors are as below:

| <b>Sr. No</b> | <b>Name</b>      | <b>DIN</b> | <b>Designation</b> | <b>Residential Address</b>   |
|---------------|------------------|------------|--------------------|--|
| 1.            | Pawan Kuma Goyal | 0000205298 | Director           | # 358, Sector- 5B, Goyal Colony, Shastri Nagar Mandi, Gobindgarh- 147301, Punjab |
| 2.            | Vinod Kumar      | 0001067540 | Director           | H No 318, Sector 4C, Shastri Nagar, Mandi Gobindgarh -147301, Punjab             |
| 3.            | Darshan Singh    | 0007049816 | Director           | # 255, Ward No. 13, Shastri Nagar, Mandi Gobindgarh -147301, Punjab              |

|    |                    |            |          |  |
|----|--------------------|------------|----------|--|
| 4. | Jawahar Lal Pathak | 0007049716 | Director | 202, Sector-4-B, Ward No. 3, Shastri Nagar Mandi Gobindgarh- 147301, Punjab      |
| 5. | Sudhanshu Goyal    | 0001096541 | Director | # 358, Sector- 5B, Goyal Colony, Shastri Nagar Mandi, Gobindgarh- 147301, Punjab |

2.5. As on date of this Exit Offer Letter, the Shareholding pattern of the ELC is as under:

| S. No. | Category   | No. of Shareholders | No. of Shares held | % holding      |
|--------|--|---------------------|--------------------|----------------|
| A      | Promoters' Holding   | 09                  | 481,730            | 74.69%         |
| B.     | Non- Promoters' Holding (Shareholdings of Public Shareholders) | 114                 | 163,270            | 25.31%         |
|        | <b>Total (A+B)</b>   | <b>123</b>          | <b>645,000</b>     | <b>100.00%</b> |

2.6. The statement of select financial information based on standalone audited financial statements of the ELC for the financial years ended March 31, 2017, March 31, 2016 and March 31, 2015, is set out below.

*(Rs. In Lakhs except where specifically stated)*

| Particulars                                  | 31-Mar-17    | 31-Mar-16     | 31-Mar-15     |
|--|--------------|---------------|---------------|
| Revenue from Operations                      | 21.59        | 42.72         | 911.33        |
| Other Income                                 | 55.48        | 21.31         | 27.53         |
| <b>Total Income</b>                          | <b>77.07</b> | <b>64.03</b>  | <b>938.85</b> |
| Profit/(Loss) After Tax (PAT)                | (62.55)      | 11.39         | (59.64)       |
| Earning per Share (Basic & Diluted) (in Rs.) | (0.97)       | 0.18          | (0.92)        |
| Paid Up Capital                              | 64.50        | 64.50         | 64.50         |
| Reserve & Surplus                            | 29.04        | 136.43        | 125.05        |
| <b>Net Worth</b>                             | <b>93.54</b> | <b>200.93</b> | <b>189.55</b> |

### 3. BACKGROUND OF THE OFFERING PROMOTERS

#### 3.1 M/s. International Concast Private Limited (“Offering Promoter 1”)

3.1.1. M/s International Concast Private Limited is a private limited company incorporated under the provisions of the Companies Act, 1956 on December 10, 1992. The present registered office of Offering Promoter is situated at 407, Sethi Bhawan, Rajendra Place, New Delhi -110008.

3.1.2. Offering Promoter 1 holds 200,000 Equity Shares representing 31.01% of paid up equity share capital of the ELC.

#### 3.2 Mr. Pawan Kumar Goyal (“Offering Promoter 2”)

3.2.1. Mr. Pawan Kumar Goyal aged about 63 years, son of Shri Gaja Nand Goyal residing at # 358, Sector-5B, Goyal Colony, Shastri Nagar Mandi, Gobindgarh- 147301, Punjab.

3.2.2. Offering Promoter 2 holds 44000 Equity Shares representing 6.82% of paid up equity share capital of the ELC.

3.3 Collective shareholdings of the Promoters of the ELC is 481,730 Equity Shares representing 74.69% of the Paid up Equity Share Capital of the ELC.

#### 4. OFFER PRICE

4.1 In case of Exit Offer to the Public Shareholders, Exit Circular prescribes that the Promoters of the ELC, in consultation with the Designated Stock Exchange (in the present case BSE), shall appoint an Independent Valuer from the panel of expert valuers of the designated stock exchange.

4.2 In view of the above, Offering Promoters have engaged M/s Turnaround Corporate Advisors Private Limited, a SEBI Registered Category-I Merchant Banker and empanelled as an Expert Valuer on the panel of BSE and NSE to determine the fair value of Equity Shares of the ELC.

4.3 The Independent Valuer, after taking into account the applicable valuation methodologies, has issued its valuation report dated August 21, 2017 and determined the fair value of One Equity Share of UIL as Rs. 14.50 (Rupees Fourteen and Paise Fifty only).

4.4 In view of the above, the Offering Promoters have decided to offer exit to the Public Shareholders of the ELC at a price of Rs. 15.00 per Equity Share (Rupees Fifteen only) (which is more than the fair value per Equity Share as determined by the Independent Valuer) [**“Offer Price”**].

4.5 Offering Promoters now seek to acquire 163,270 Equity Shares of Rs.10/-each representing 100% of Public Shareholdings of the ELC at the Offer Price Rs. 15.00/- (Rupees Fifteen only) per Equity Share from the Public Shareholders of the ELC.

#### 5. REGISTRAR TO THE OFFER

5.1 Offering Promoters have appointed **Skyline Financial Services Private Limited having its registered office at D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi – 110020, Tel No: +91-11-64732681-88, E-mail: [virenr@skylinerta.com](mailto:virenr@skylinerta.com), Contact Person- Mr. Virender Kumar Rana**, as the Registrar to the Exit Offer.

#### 6. FINANCIAL ARRANGEMENTS:

6.1 In accordance with the Exit Circular, Offering Promoters and the Independent Valuer have entered into an Escrow Agreement dated August 25, 2017 with the Kotak Mahindra Bank Limited, having its registered office at 27 BKC, C27, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 (“Escrow Bank”) in terms of which the Offering Promoters have opened an Escrow Account in the name and style of **“UIL EXIT OFFER ESCROW ACCOUNT”** bearing number 3212052027 (**“Escrow Account”**) with the Escrow Bank. Further, State Bank of India through its branch at Amlah Road, Mandi Gobindgarh- 147310, Punjab, has issued a bank guarantee, pursuant to bank guarantee letter dated August 30, 2017 (“Bank Guarantee”) in favour of the Independent Valuer for an aggregate amount of Rs. 25,00,000/- (Rupees Twenty Five Lakh only), being more than 100% of the Total Consideration (Offer Price\* Number of Equity Shares held by Public Shareholders) payable under the Exit Offer. The Bank Guarantee is valid from August 30, 2017 to November 29, 2018 and

shall be extended, if required, in such a manner that it is at least valid for a period of 07 days from the later of (a) date of closing of Exit Offer Period, or (b) Exit Window Period.

## **7. PROCEDURE FOR TENDERING THE EQUITY SHARES UNDER THE EXIT OFFER**

- 7.1 As per information made available by the ELC, it has not taken Demat connectivity from either Depositories and therefore, 100% of the Shareholdings of the ELC is in Physical mode.
- 7.2 The Public Shareholders who hold Equity Shares of the ELC in physical form and wish to tender their Equity Shares pursuant to the Exit Offer will be required to submit the duly completed Form of Acceptance cum acknowledgement, Original Share Certificate(s), Transfer Deed (s) duly signed and witnessed, self -attested copy of PAN and other documents as may be specified in the Offer Letter, to the RTA (**at address of the RTA mentioned under point no. 5**) either by Registered Post/Speed Post/Courier, at their own risk or by hand delivery so as to reach on or before the date of closing of the business hours on the date of closing of the Exit Offer Period i.e. Monday, October 09, 2017. The envelope should be superscribed as **“UNIQUE INTERCONTINENTAL LIMITED EXIT OFFER”**.
- 7.3 Unregistered owners or shareholders who have not received the Offer Letter may send their consent, to the RTA, on a plain paper stating the name, address, folio number, distinctive numbers, number of shares held, number of shares offered, along with the documents as mentioned above, so as to reach the RTA on or before the date of closing of Exit Offer Period. The copy of the Offer Letter (including Form of Acceptance cum acknowledgment and blank transfer deed) is expected to be available at the website of Independent Valuer at [www.tcagroup.in](http://www.tcagroup.in) during the period the Exit Offer is open and may also be downloaded from the said website. Public Shareholders can also obtain the Offer Letter from the RTA by giving an application in writing.
- 7.4 Share Certificates for any invalid application will be dispatched to the Public Shareholders by Registered Post/Courier at their own risk.

## **8. ACCEPTANCE OF OFFER & PAYMENT OF CONSIDERATION:**

- 8.1 Upon receipt of the 'Form of Acceptance', duly executed Transfer deeds and original share certificate(s) by the RTA & after proper verification of Signature and other particulars, the Offering Promoter shall acquire all the equity shares validly tendered at the Offer Price of Rs.15.00 per Equity Share.
- 8.2 Post verification of 'Form of Acceptance' and other supporting documents, consideration shall be paid by the Offering Promoter to those Public Shareholders whose Equity Shares have been validly accepted under the Exit Offer by Wednesday, November 01, 2017.
- 8.3 The consideration to the Public Shareholders whose shares have been validly accepted will be paid by crossed account payee cheques/demand drafts/Electronic Clearance Service (ECS) wherever applicable. Payments through account payee cheques/demand drafts, will be made by registered post/courier at the registered shareholders'/unregistered owners' sole risk.

## **9. PROCEDURE FOR TENDERING THE EQUITY SHARES POST THE EXIT OFFER UPTO A PERIOD OF ONE YEAR**



9.1 The Public Shareholders may note that, those who could not tender their Equity Shares during Exit Offer Period may do so during the Exit Window Period between Tuesday, October 10, 2017 to Tuesday, October 09, 2018, being a period of one year from the closure of Exit Offer Period at the same price of Rs. 15.00 per Equity Share. The procedure for tendering the shares during Exit Window Period shall be same except the payment of consideration, which shall be released on a monthly basis i.e. within maximum 15 working days of the end of the relevant calendar month in which Shares have been validly tendered by the Public Shareholders (“**Monthly Payment Cycle**”).

## **10. TAX DEDUCTED AT SOURCE**

Tax withholding requirement is based on tax residency of the public shareholders. In case of public shareholders who are tax resident in India, no tax will be deducted. In case of non-resident, requisite tax will be deducted in terms of the relevant provisions of Income Tax Act, 1961. Public Shareholders are requested to specify requisite details in the Form of Acceptance cum acknowledgement regarding their residential status.

## **11. GENERAL DISCLAIMER**

**Every Public Shareholder who desires to avail of the Exit Offer may do so pursuant to an independent inquiry, investigation and analysis and shall not have any claim against the Offering Promoters, the ELC, the Promoters, Independent Valuer of whatsoever nature by reason of any loss which may be suffered by such person consequent to or in connection with such Exit Offer and tender of Equity Shares through this Exit Offer whether by reason of any thing stated or omitted to be stated here in or any other reasons whatsoever.**

**For International Concast Private Limited  
[Offering Promoter 1]**

Sd/-  
**(PAWAN KUMAR GOYAL)**  
**Director**  
**DIN: 00205298**

Sd/-  
**(PAWAN KUMAR GOYAL)**  
**[Offering Promoter 2]**

**For and on behalf of Promoter Group of Unique Intercontinental Limited**

Date: September 14, 2017  
Place: New Delhi

- 1) Form of Acceptance-cum-Acknowledgement
- 2) Blank Transfer Deed

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**FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT**

(All terms and expressions used herein shall have the same meaning as described thereto in the Offer Letter)

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

(Please send this Form of Acceptance with enclosures to the RTA, Skyline Financial Services Private Limited, at their address given in the Offer Letter as per the mode of delivery mentioned in the Offer Letter)

|  |   |                           |
|--|---|---------------------------|
| Opening of Exit Offer Period   | : | Tuesday, October 03, 2017 |
| Closing of Exit Offer Period   | : | Monday, October 09, 2017  |
| <b>Please read the Instructions overleaf before filling-in this Form of Acceptance</b> |   |                           |
| <b>FOR OFFICE USE ONLY</b>   |   |                           |
| Acceptance Number  |   |                           |
| Number of equity shares Offered  |   |                           |
| Number of equity shares accepted   |   |                           |
| Purchase consideration (Rs.)   |   |                           |
| Cheque/Demand Draft/Pay Order No./ECS No.  |   |                           |

|  |                       |                                  |
|--|-----------------------|----------------------------------|
| <b>Status: Please tick appropriate box</b> |                       |                                  |
|  | Resident Individual   | Non Resident Indian              |
|  | Indian Body Corporate | Foreign National/Foreign Company |
|  | HUF                   | Others (Specify)                 |

**From:**

**Name:**

**Address:**

Tel. No.:

Fax No.:

Email:

To,

**SKYLINE FINANCIAL SERVICES PRIVATE LIMITED**

(Unit: Unique Intercontinental Limited Exit Offer)

D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi - 110020

Dear Sir,

**Subject: Exit Offer to the public shareholders of M/s Unique Intercontinental Limited ("ELC") and consequent removal of name of ELC from the Dissemination Board of BSE Limited, in terms of SEBI Circular No.: SEBI/HO/MRD/DSA/CIR/P/2016/110 dated October 10, 2016**

I / we, refer to the Offer Letter dated September 14, 2017 for acquiring the Equity Shares held by me / us in Unique Intercontinental Limited. I / we, the undersigned have read the Offer Letter and understood its contents including the terms and conditions as mentioned therein. I / We, unconditionally Offer to sell to the Offering Promoter the following equity shares in the ELC held by me/ us at a price of Rs. 15.00/- (Rupees Fifteen only) per fully paid-up equity share.

**FOR EQUITY SHARES HELD IN PHYSICAL FORM**

I/We enclose the original share certificate(s), duly signed valid Transfer Deed(s) and self -attested copy of PAN in respect of my / our equity shares as detailed below (please enclose additional sheet(s), if required).

|   |                       |  |  |                                 |  |                      |  |
|---|-----------------------|--|--|---------------------------------|--|----------------------|--|
| Ledger Folio No.....                    |                       | Number of share certificates attached..... |  | Representing .....              |  | Equity Shares        |  |
| Number of Equity Shares held in the ELC |                       |  |  | Number of Equity Shares Offered |  |                      |  |
| In figures                              |                       | In words                                   |  | In figures                      |  | In words             |  |
|   |                       |  |  |                                 |  |                      |  |
| Sr. No.                                 | Share Certificate No. | Distinctive Nos.                           |  |                                 |  | No. of Equity Shares |  |
|   |                       | From                                       |  | To                              |  |                      |  |
| 1                                       |                       |  |  |                                 |  |                      |  |
| 2                                       |                       |  |  |                                 |  |                      |  |
| 3                                       |                       |  |  |                                 |  |                      |  |
| <b>Total No. of Equity Shares</b>       |                       |  |  |                                 |  |                      |  |

(In case the space provided is inadequate, please attach a separate sheet with above details and authenticate the same. Public Shareholders holding shares in physical mode should ensure that necessary documents as mentioned in the Offer Letter for accepting Shares in physical mode shall be provided along with this Form of Acceptance. Public Shareholders of the ELC holding physical shares should note that Physical Shares will not be accepted unless the complete sets of documents are submitted.)

Tear along with line-----

**ACKNOWLEDGEMENT SLIP**

Received from Mr./Ms----- residing at ----- Acceptance cum acknowledgement for ----- Equity Shares under Share Certificates No. ----- under folio no. ----- in terms of Offer Letter dated September 14, 2017

|  |  |                 |  |
|--|--|-----------------|--|
| Signature of Official along with Stamp |  | Date of Receipt |  |
|--|--|-----------------|--|

TEAR HERE

**GENERAL:**

1. I/We confirm that the Equity Shares of the ELC which are being tendered by me / us under the Offer are free from liens, charges and encumbrances of any kind whatsoever and are being tendered together with all rights attached thereto, including all rights to dividends, bonuses and rights offers, if any, declared hereafter and that I/We have obtained all necessary consents, wherever applicable, to sell the equity shares on the foregoing basis.
2. I/We also note and understand that the obligation on the Offering Promoter to pay the offer price arises only after verification of the certificates, documents and signatures submitted along with this Form of Acceptance-cum- Acknowledgment.
3. I/We confirm that there are no taxes or other claims pending against me/us which may affect the legality of the transfer of equity shares under the Income Tax Act, 1961. I/We are not debarred from dealing in equity shares.
4. I/We note and understand that the shares/original share certificate(s) and transfer deed(s) will be held by the RTA in trust for me/us till the date the Offering Promoter makes payment of consideration as mentioned in the Offer Letter or the date by which original share certificate(s), transfer deed(s) and other documents are dispatched to me/us in the event my/our application is found as invalid.
5. I/We confirm that in the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided/to be provided by me/us, I/we will indemnify the Offering Promoter for such income tax demand (including interest, penalty, etc.) and provide the Offering Promoter with all information/documents that may be necessary and co-operate in any proceedings before any income tax/appellate authority.
6. So as to avoid fraudulent encashment in transit, and also to enable payment through ECS/RTGS etc, the applicants are requested to provide details of Bank account of the sole/first Shareholder.

|   |  |
|---|--|
| <b>Name of the Bank</b>                       |  |
| <b>Branch</b>                                 |  |
| <b>Account Number</b>                         |  |
| <b>IFSC Code</b>                              |  |
| <b>MICR Code</b>                              |  |
| <b>Saving/Current/Others (Please specify)</b> |  |

7. In case of change in address, Public Shareholders are requested to provide the updated address in the following table along with self-attested copy of address proof like voter id/driving license/ Aadhaar Card etc. If Public Shareholders provide updated address along with proof, all further communication with the Public Shareholders will be through updated address including dispatch of consideration in case of same is being made through crossed account payee cheques/demand drafts (in case of details required for payment through ECS/RTGS etc. have not been provided in point no. 6 above).

|   |  |
|---|--|
| <b>Current/ updated Residential Address</b> |  |
|---|--|

**Yours faithfully, Signed & Delivered:**

|                           | <b>Full Name</b> | <b>PAN</b> | <b>Signature</b> |
|---------------------------|------------------|------------|------------------|
| <b>First/ Sole Holder</b> |                  |            |                  |
| <b>Joint Holder 1</b>     |                  |            |                  |
| <b>Joint Holder 2</b>     |                  |            |                  |
| <b>Joint Holder 3</b>     |                  |            |                  |

**Note:** In case of joint holdings all the holders must sign. In case of body corporate, stamp of the Company should be affixed and necessary Board Resolution should be attached.

**Place:**

**Date**

**Note:** All future correspondence/ queries with respect to Exit Offer to be addressed to the RTA at the following address quoting your reference Folio No

**Skyline Financial Services Private Limited**  
**(Unit: Unique Intercontinental Limited Exit Offer)**  
D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi - 110020,

Tel No: +91-11-64732681-88  
**E-mail: viren@skylinerta.com**  
**Contact person: Mr. Virender Kumar Rana**  
**Form No. SH-4**

**Securities Transfer Form**

**[Pursuant to section 56 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Share Capital and Debentures) Rules 2014]**

**Date of execution:**

**FOR THE CONSIDERATION** stated below the "Transferor(s)" named do hereby transfer to the "Transferee(s)" named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN: L52110DL1984PLC019636

Name of the company (in full): **Unique Intercontinental Limited**

Name of the Stock Exchange where the company is listed, if any: Unique Intercontinental Limited was listed on the Delhi Stock Exchange Limited ("DSE") However, post the de-recognition of DSE by Securities and Exchange Board of India ("SEBI"), Unique Intercontinental Limited was shifted to the Dissemination Board ("DB") of BSE Limited ("**BSE**").

**DESCRIPTION OF SECURITIES:**

| Kind/ Class of securities<br>(1) | Nominal value of each unit<br>of security<br>(2) | Amount called up per unit<br>of security<br>(3) | Amount paid up per unit of<br>security<br>(4) |
|----------------------------------|--|---|---|
|                                  |  |   |   |

| No. of securities being transferred |          | Consideration received (Rs.) |            |
|-------------------------------------|----------|------------------------------|------------|
| In figures                          | In words | In words                     | In figures |
|                                     |          |                              |            |

| Distinctive<br>number              | From |  |  |  |
|------------------------------------|------|--|--|--|
|                                    | To   |  |  |  |
|                                    |      |  |  |  |
| Corresponding<br>Certificates Nos. |      |  |  |  |

**Transferor's Particulars-**

| Registered Folio Number:                                    | Name (s) in full | Signature(s) |
|---|------------------|--------------|
| 1.  |                  |              |
| 2.  |                  |              |
| 3.  |                  |              |
| I, hereby confirm that the transferor has signed before me. |                  |              |
| Signature of witness name and address                       |                  |              |

TEAR HERE

**Transferee's Particulars**

| Name in full | Father's/Mother's/ Spouse name | Address & E-mail id | Occupation | Existing folio No., if any | Signature |
|--------------|--------------------------------|---------------------|------------|----------------------------|-----------|
| (1)          | (2)                            | (3)                 | (4)        | (5)                        | (6)       |
|              |                                |                     |            |                            |           |

Folio No. of Transferee Specimen Signature of Transferee

.....

Value of stamp affixed: ..... (Rs.)

Enclosures:

- (1) Certificate of shares or debentures or other securities
- (2) If no certificate is issued, letter of allotment.
- (3) Others, specify.....

**Stamps:**

|  |
|--|
| <p><b>For office use only</b></p> <p>Checked by.....</p> <p>Signature tallied by.....</p> <p>Entered in the Register of Transfer on ..... vide Transfer No.....</p> <p>Approval Date.....</p> <p>Power of attorney/Probate/Death Certificate/Letter of Administration Registered on ..... at No.....</p> |
|--|