

UNIMODE OVERSEAS LIMITED

Registered Off: 304A/10178, IIIrd Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi-110005
 Email ID: unimodeoverseaslimited@gmail.com
 CIN No. L51909DL1992PLC048444
 Tel. No. 011-43685156

EXTRACTS FROM THE MINUTES OF THE MEETING OF BOARD OF DIRECTORS OF M/s UNIMODE OVERSEAS LIMITED HELD ON TUESDAY, 29TH DAY OF SEPTEMBER, 2015 AT 11:30 AM AT THE REGISTERED OFFICE OF THE COMPANY

Approval for Reduction of Share Capital of the Company

"RESOLVED THAT pursuant to the provisions of Sections 100 to 104 and other applicable provisions of the Companies Act, 1956 including any amendment or reconstitution thereof ("hereinafter referred as the Act"), the relevant provisions of the Memorandum and Articles of Association of the Company and the other applicable laws, rules, regulations, bye-laws as the case may be; and subject to the requisite approvals of the shareholders of the Company and to the necessary consents, permissions and approvals of the Securities and Exchange Board of India (SEBI), Stock Exchanges where the securities of the Company are listed and any other statutory or regulatory authorities and subject to the sanction of the Hon'ble High Court of Delhi and subject to all such conditions and modifications as may be prescribed or imposed by any of the aforesaid authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Company, the consent of the Board be and is hereby accorded to the draft petition of Reduction of Share Capital ("the Petition") of the Company, whereby 90% of its present issued, subscribed and paid up Share Capital is proposed to be reduced to wipe of the substantial accumulated losses of the Company.

RESOLVED FURTHER THAT Audit Committee, at its meeting held on September 29, 2015, have considered and recommended the draft petition under Sections 100 to 104 involving Reduction of Share Capital to the extent of 90% of the existing issued, subscribed and paid up Share Capital of the Company.

RESOLVED FURTHER THAT in compliance with the SEBI Circular Number CIR/CFD/DIL/5/2013 dated February 04, 2013, for the purpose of dissemination information and coordinating with SEBI for seeking approval under clause 24(f) of Listing Agreement, the Board of Directors of the Company be and are hereby designate "BSE Limited" as the Designated Stock Exchange.

RESOLVED FURTHER THAT Mr. Vikas Munjal and Mr. Ashish Goel, Directors of the Company be and are hereby severally authorized to take all necessary steps for:



- a) Filing of application to the Stock Exchanges for seeking their No Objection to the draft petition and to do all such acts, deeds and things incidental thereto;
- b) Filing of applications with the High Court of Delhi for seeking directions for holding/dispensing meetings of the shareholders/creditors of the Company as may be required;
- c) Filing of petitions for seeking confirmation of the Hon'ble High Court of Delhi;
- d) Obtaining approval/consent from such other authorities and parties including but not limited to the shareholders, term loan lenders, financial institutions, as may be considered necessary, for the said reorganization;
- e) To make any alterations/changes to the draft petition as may be expedient or necessary for satisfying the requirements or conditions imposed by the Hon'ble High Court of Delhi which does not materially change the substance of the proposed reorganization;
- f) To sign all applications, petitions, documents, relating to the proposed reorganization or delegate such authority to another person by a way of execution of a Power of Attorney;
- g) To swear and depose affidavits;
- h) To engage advocates and if considered necessary, also engage services of counsel(s) declare and file all pleadings, reports, and sign and issue public advertisements, notices for the above purposes and to do all acts incidental and necessary thereto;
- i) To settle any question/issue or difficulty that may arise with regard to the implementation of the above reorganization, and to give effect to the above resolution;
- j) To do all acts and things as may be considered necessary and expedient in relation thereto including the necessary application to Registrar of Companies (ROC), Regional Director, SEBI and such other authorities as may be required"

Certified True Copy

For Unimode Overseas Limited


Preeti Sharma

Company Secretary

ACS 34417

Place: New Delhi

Date: October 27 2015

