

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

Annexure VII

Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013

To
 BSE Limited
 P.J. Towers, Dalal Street,
 Fort, Mumbai – 400 001

Sub: Application under Clause 24(f) of the listing agreement for the proposed scheme of Reduction of Share Capital of M/s Unimode Overseas Limited ('Company')

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Complied, the Company has chosen "BSE Limited" as its designated stock exchange for the purpose of coordinating with SEBI.
Compliance as per Part A, Annexure I to the Circular		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/merger/reconstruction /reduction of capital, etc.	Complied, the certified draft copy of the Petition as approved by the Board of Directors in their meeting held on September 29, 2015 has been duly



		submitted alongwith the application.
2.b	Valuation Report from Independent Chartered Accountant.	Not Applicable
2.c	Report from the Audit Committee recommending the Draft Scheme.	Complied, the Audit Committee Report has been duly submitted.
2.d	Fairness opinion by Merchant Banker	Complied, for the proposed reduction, M/s Corporate Professionals Capital Pvt. Ltd has issued Fairness Opinion which has been duly filed.
2.e	Pre and post reduction of capital shareholding pattern of company	Complied, Certified Copy of Pre and post shareholding pattern is duly submitted along with the application.
2.f	Financial details of audited financials of last 3 years of the company;	The Company has duly filed Audited financials of last 3 years in the prescribed format. Further, since there is no unlisted company involved, therefore the requirement to submit Audited financials of last 3 years is not applicable.
2.g	Compliance with Clause 49 of Listing Agreement	Not Applicable
2.h	Complaints Report	Will be complied within 7 days of expiry of 21 days from the date of filling of the draft petition to the Stock Exchange.
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (resulting entity) to the holders of securities of a listed entity (demerged entity) pursuant to a scheme of arrangement (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956	Not Applicable
4.	At least 25% of the post scheme paid up share capital of the resulting entity shall comprise of shares allotted to the public holders in the demerged entity.	Not Applicable
5.	The resulting entity will not issue/reissue any shares, not covered under the Draft scheme.	Not Applicable



6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the resulting entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	As on the date, there are no outstanding warrants/instruments/agreements which gives right to any person to take the equity shares at a any future date.
7.	The shares of the resulting entity issued in lieu of the locked-in shares of the demerged entity are subjected to the lock-in for the remaining period.	Not Applicable.

For Unimode Overseas Limited



Preeti Sharma
Company Secretary
ACS 34417



Date: October 27, 2015
Place: New Delhi