

# UNIMODE OVERSEAS LIMITED

Registered Off: 304A/10178, 111rd Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi-110005

Email ID: unimodeoverseaslimited@gmail.com

CIN No. L51909DL1992PLC048444

Tel. No. 011-43685156

**Annexure - XI**

To,

The General Manager,  
Department of Corporate Services,  
BSE Limited,  
P.J.Towers, Dalal Street,  
Mumbai – 400 001


Dear Sir,

**Sub: Application under Clause 24(f) of the listing agreement for the proposed scheme of Reduction of Share Capital of Unimode Overseas Limited**

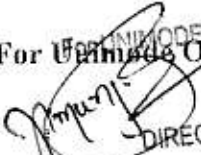
In connection with the above application, we hereby confirm that:

- a) The proposed scheme of reduction of share capital does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the rules, regulations and guidelines made under these Acts, and the provisions as explained in clause 24(g) of the Listing agreement or the requirements of BSE Limited.
- b) In the explanatory statement to be forwarded by the company to the shareholders u/s 393 or accompanying a proposed resolution to be passed u/s 101 of the Companies Act, it shall disclose:
  - i) the pre and post-reduction (expected) capital structure and shareholding pattern and
  - ii) the "fairness opinion" obtained from an Independent merchant banker on valuation of assets/shares done by the valuer for the company and unlisted-company.
  - iii) The Complaint report as per prescribed format for seeking approval under Clause 24(f).
  - iv) The observation letter issued by the designated stock exchange
- c) The draft petition of reduction of share capital together with all documents mentioned in Clause 5.16 (c) SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013, has been disseminated on company's website – [www.unimodeoverseas.in](http://www.unimodeoverseas.in)
- d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.

For UNIMODE OVERSEAS LTD.

  
DIRECTOR/AUTH. SIGN.

- c) The company shall obtain shareholders' approval by way of special resolution passed through postal ballot/ e-voting. Further, the company shall proceed with the draft scheme only if the vote cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it. **(Not applicable)**
- f) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
- g) There will be no alteration in the Share Capital of the unlisted transferor company from the one given in the draft scheme of amalgamation/ arrangement. **(Not applicable)**

For ~~Ummode Overseas Limited~~ UMMODE OVERSEAS LTD.  
  
DIRECTOR/AUTH. SIGN.

Vikas Munjal  
(Director)  
DIN: 01886826

Date: October 27, 2015  
Place: New Delhi