

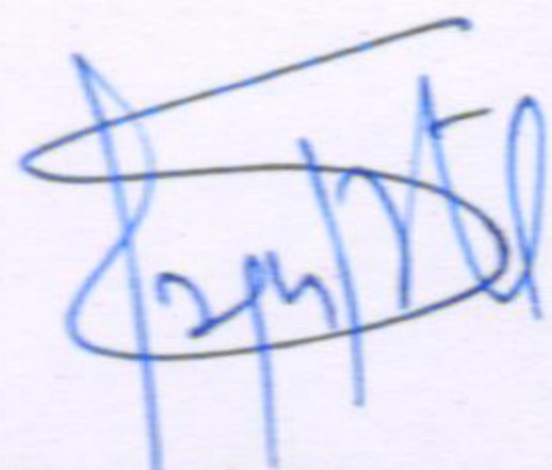
TO WHOMSOEVER CONCERN

Subject: Non- applicability of Postal Ballot and e-voting for obtaining approval of Shareholders and Reduction of Equity Share Capital of Unimode Overseas Limited.

This is to certify that:

- The process of Postal Ballot and e-voting for obtaining the consent of the shareholders of Unimode Overseas Limited ('Company') shall not be applicable on the company as none of the conditions as specified in provision of Clause 5.16 of SEBI Circular no. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013 is applicable on the Company;
- the purpose of the proposed petition for reduction of share capital is only to reduce the share capital in order to wipe out the accumulated losses of the Company;
- there will be no change in the post reduction shareholding pattern of the company;
- no additional shares post reduction of capital are proposed to be allotted by the Company.

FOR SUNIL KUMAR GUPTA & CO.
CHARTERED ACCOUNTANTS



Sunil Kumar Gupta
Partner
M.No. 082486



Place:- New Delhi
Date:- 29-09-2015