

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

October 27, 2015

To
BSE Limited
P.J. Towers, Dalal Street,
Fort, Mumbai – 400001

Sub.: No objection under Clause 24(f) of the Listing Agreement for the petition for reduction of share capital to be filed under Section 100 of the Companies Act, 1956

Ref. Scrip ID – UNIMOVR, Scrip Code – 512595

Dear Sir,

With reference to the above captioned subject, the Board of Directors of M/s Unimode Overseas Limited ('Company') in its meeting held on September 29, 2015 has considered and approved the draft petition for reduction of Issued, Subscribed and Paid up equity share capital of the company under Section 100-104 of the Companies Act, 1956.

The Company was incorporated with the Registrar of Companies, NCT of Delhi & Haryana vide certificate of incorporation dated April 24th, 1992. The Corporate Identification Number (CIN) of the Company is L51909DL1992PLC048444. Before proceeding to submit the requisite documents with your good office, we would like to give a brief of chain of events which led the company to reshuffle its capital structure.

The company was carrying on the business of manufacturing, trading, importing, exporting, supplying and dealing in all kinds of leather garments. In the past years except the year 2014 - 2015 the company incurred huge losses which were not reflecting the true financial position of the company.

In view of this, the management of the company has come to a decision to reorganize the capital structure by way of reduction of share capital of the company under section 100 to 104 of the Companies Act, 1956. Under the process of re-organization of capital structure by reduction of share capital, the accumulated losses shall be written off to the maximum possible extent i.e. 90% of the existing issued, subscribed and paid up share capital of the company in the following manner:



The existing issued, subscribed and paid up capital of the company of Rs. 50,105,070 (Rupees Five Crores, One Lac, Five Thousands, and Seventy) consisting of 50,10,507 (Fifty Lacs, Ten Thousands and Five Hundred Seven) Equity Shares of Rs. 10 (Rupees Ten Each) each be reduced to Rs. 5,010,507 (Rupees Fifty Lacs Ten Thousand and Five Hundred Seven) consisting of 5,010,507 (Fifty Lacs Ten Thousand and Five Hundred Seven) Equity shares of Rs. 1/- (Rupees One) each.

As per clause 24 (f) of the Listing Agreement, the Company shall file the petition proposed to be filed before any Court or Tribunal under Section 101- 104 of the Companies Act, 1956, with the stock exchange, for approval, at least a month before it is presented to the Court or Tribunal.

In pursuance of the aforesaid clause, we hereby apply to seek your Exchange's '**No Objection**' to the proposed Scheme of reduction of share capital under Section 101-104 of the Companies Act, 1956.

In this regard, please find enclosed the below mentioned documents/information as sought by your good self for granting '**No Objection**':

S. No.	Particulars	Annexure/ Declaration
1.	Certified true copy of the Resolution passed by the Board of Directors of Company in its Board meeting held on September 29, 2015	I.
2.	Certified true copy of the Petition for reduction in issued, subscribed and paid up share capital proposed to be filed before the Hon'ble High Court of Delhi at New Delhi.	II.
3.	Report from the Audit Committee of Company recommending the draft petition for reduction in share capital.	III.
4.	Fairness Opinion by the Merchant Banker	IV.
5.	Pre and post shareholding pattern of the Company as per Clause 35 of the Listing Agreement.	V.
6.	Audited financials of the Company for the last 3 financial years. Certified Copy of Un-audited financial Results for the quarter ended June 30, 2015 along with the limited review report.	VI. VI a.
7.	Corporate Governance Report as per clause 49 of the Listing Agreement.	Not Applicable
8.	Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013.	VII.



9.	Certified true copy of the resolution passed by the Board of Directors of Company designating "BSE Limited" as a Designated Stock Exchange.	Same as Annexure I.
10.	Brief details of the Company as per prescribed format.	VIII.
11.	Net worth certificate (excluding Revaluation Reserve) together with related workings pre and post reduction of share capital of the Company.	IX.
12.	Capital Evolution details as per prescribed format	X.
13.	Confirmation from the Director as per the format prescribed	XI.
14.	Annual Report of the Company for the Financial Year ended March 31, 2015	XII.
15.	Pursuant to Clause 5.16(b) of SEBI Circular CIR/CFD/DIL/8/2013 dated May 21, 2013, a certificate from Auditors confirming non-applicability of conducting Postal Ballot and e-voting for obtaining approval for the proposed reduction of Share Capital Certified Copy of Board Resolution for taking on record the certificate issued by auditors with regard to non-applicability of postal ballot and e-voting requirements.	XIII. XIII (a)
16.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment as specified in the Clause 24(i) of the listing agreement, as per the format given in SEBI circular CIR/CFD/DIL/1/2014 dated March 25, 2014	XIV.
17.	Valuation Report from an Independent Chartered Accountant.	In this regard, we wish to submit to your good office that this requirement is not applicable on the company. However, we are submitting a Auditors certificate confirming the same along with a statement of Assets & liabilities as per the latest audited financials of the company as Annexure XV.
18.	Name & Designation of the Contact person: Ms. Preeti Sharma, Company Secretary Telephone No.: 011-43685156 E-Mail: Unimodeoverseaslimited@gmail.com	



Also, please find attached a Cheque amounting to Rs. 1,04,000/- (inclusive of Service tax of Rs. 14,000/- and after deducting tax at source of Rs. 10,000/-) bearing no.000221 dated 27.10.2015 towards the processing fees.

You are requested to kindly take the above documents on your record and provide us the approval for the scheme of reduction of capital for its onward submission to the Court.

Thanking You,

Yours faithfully,

For Unimode Overseas Limited
UNIMODE OVERSEAS LTD.


Preeti Sharma
Company Secretary
(Company Secretary)
ACS34417

Encl.: As above