

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 VIII**Brief particulars of the Company**

Particulars	Details of the Company whose share capital is proposed to be reduced
Name of the company	Unimode Overseas Limited
Date of Incorporation & details of name changes, if any	24 th April, 1992 Change of Name of the Company:- Not Applicable
Registered Office of the company	304A/10178, IIIrd Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi – 110 005
Brief particulars of the scheme of reduction of share capital	As per the audited financials for the period ended March 31, 2015, the accumulated losses of the Company stands upto Rs. 48,614,358.91/-. Therefore, it is proposed to adjust the same against reserves of Rs. 450,945,63/- arising on cancellation of the issued, subscribed and paid up share capital of the company and balance of accumulated losses of Rs. 3,519,795.91/- shall be carried forward by passing necessary entries in the Books of Accounts in this regard.
Rationale for the Reduction of Share Capital of the Company	The rationale for the reduction of share capital of the company is as follows: <ul style="list-style-type: none"> - The company was carrying on the business of manufacturing, trading, importing, exporting, supplying and dealing in all kinds of leather garments. - However, the intense competition in the market, and increasing operational cost has resulted in incurring of heavy losses. Those losses got accumulated over a period



	<p>of time. Due to the accumulated losses, the actual financial position cannot be depicted.</p> <p>- In such circumstances, it is desired that the capital structure of the Company should be reorganized. Hence, the Board of Directors decided that accumulated losses should be written-off to maximum possible extent, i.e., 90% of the existing issued, subscribed and paid-up equity share capital of the Company. This will help to bring the value of its equity capital nearer to its real value.</p>
Date of resolution passed by the Board of Director of the company approving the scheme of reduction of share capital	That the proposal for reduction of Equity Share Capital of the Company was accordingly considered at the meeting of its Board of Directors held on September 29, 2015 and it was unanimously decided that the reduction would be subject to necessary approval, permissions and sanctions of concerned authorities and subject to the confirmation of the Hon'ble High Court of Delhi.
Date of meeting of the Audit Committee in which the draft scheme has been approved	September 29, 2015
Appointed Date	Not Applicable
Name of Exchanges where securities of the company are listed	<p>BSE Limited (BSE)</p> <p>Delhi Stock Exchange Limited (DSE)¹</p> <p>Jaipur Stock Exchange Limited (JSE)²</p> <p>Madras Stock Exchange Limited (MSE)³</p>
Nature of Business	Manufacturing, trading, importing, exporting, supplying and dealing in all kinds of leather garments.
Capital before the petition of Reduction of Share Capital	<p>Authorized Share Capital: - Rs. 52,500,000/-</p> <p>Paid-up Share Capital :- Rs. 50,105,070/-</p>
No. of shares to be issued	Not Applicable

¹ Recognition of DSE has been withdrawn w.e.f. 19.11.2014

² Recognition of JSE has been withdrawn w.e.f. 23.03.2015

³ Recognition of MSE has been withdrawn w.e.f. 14.05.2015



Cancellation of shares on account of cross holding, if any	Not Applicable			
Capital after the petition	Authorized Share Capital: - Rs. 52,500,000/- Paid-up Share Capital :-Rs. 5,010,507/-			
Net Worth	(in Rs.)			
Pre	(1,490,711.09)			
Post	(1,490,711.09)			
Valuation by independent Chartered Accountant -	Not Applicable			
Name of the valuer/valuer firm and Regn no.				
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Not Applicable			
Fair value per shares	Not Applicable			
Exchange ratio	Not Applicable			
Name of Merchant Banker giving fairness opinion	M/s Corporate Professionals Capital Private Limited (SEBI Registered Category I Merchant Bankers)			
Shareholding pattern	Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	594077	11.86	594077	11.86
Public	4416430	88.14	4416430	88.14
Custodian	-	-	-	-
TOTAL	5010507	100.00	5010507	100.00
No of shareholders	22,653			
Names of the	-			



Promoters	1) Mr. Madhu Goyal 2) Mr. Vikas Munjal 3) Mr. Ashish Goel 4) Mr. Satish Kumar Gupta
Names of the Board of Directors	1) Mr. Satish Kumar Gupta 2) Ms. Pooja Gupta 3) Mr. Vikas Munjal 4) Mr. Jatinder Kumar Nangia 5) Mr. Ashish Goel
Details regarding change in management control if any	There is no change in the Management control of the Company

For Unimode Overseas Limited



Preeti Sharma
Company Secretary



Date: October 27, 2015

Place: New Delhi