

## UNIMODE OVERSEAS LIMITED

Registered Office: 304A/10178, Third Floor, Ravinder Plaza, Abdul Aziz Road,  
Karol Bagh, New Delhi - 110 005

CIN: L51909DL1992PLC048444, Tel. No. 011- 43685156, Fax No., 43685156

E-mail Id: unimodeoverseaslimited@gmail.com, Website: www.unimodeoverseas.in

**Recommendations of the Committee of Independent Directors (IDC) on the Open Offer to the Shareholders of the Unimode Overseas Limited ("Target Company"/"UOL") by Mr. Satish Kumar Gupta, Mr. Vikas Munjal and Mr. Ashish Goel (Hereinafter collectively referred to as "Acquirers") along with Mrs. Madhu Goyal (Hereinafter referred to as "PAC") under Regulation 26(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**

Sr. No.	Particulars	Report
1.	Date	August 11, 2015
2.	Name of the Target Company (TC)	Unimode Overseas Limited
3.	Details of the Offer pertaining to TC	Open Offer to acquire 13,02,732 fully paid up equity shares representing 26% of the paid up share capital of the Target Company at a price of Rs. 5.00/- per share of face value of Rs. 10/- per share payable in cash.
4.	Name(s) of the Acquirers and PAC with the acquirer	Mr. Satish Kumar Gupta, Mr. Vikas Munjal and Mr. Ashish Goel (Hereinafter collectively referred to as "Acquirers") along with Mrs. Madhu Goyal (Hereinafter referred to as "PAC")
5.	Name of the Manager to the offer	Corporate Professionals Capital Private Limited
6.	Members of the Committee of Independent Directors (Please indicate the chairperson of the Committee separately)	Chairman: Mr. Rakesh Jain Member: Mr. Jatinder Kumar Nangia Member: Mr. Jitendra Singh
7.	IDC Member's relationship with the TC (Director, Equity shares owned, any other contract / relationship), if any	IDC Members are directors without any shareholding in the company.
8.	Trading in the Equity shares/other securities of the TC by IDC Members	None of the IDC Members have done any traded in Equity Shares/other securities of the TC since their appointment.
9.	IDC Member's relationship with the Acquirers or PAC (Director, Equity shares owned, any other contract / relationship), if any	None of the IDC Members have any relationship with the Acquirers or PAC.
10.	Trading in the Equity shares/other securities of the acquirer by IDC Members	None of the IDC Members have done any trading in Equity Shares/other securities of the Acquirers or PAC since their appointment.
11.	Recommendation on the Open offer, as to whether the offer is fair and reasonable	The IDC Members believes that the Open Offer is fair and reasonable.
12.	Summary of reasons for recommendation (IDC may also invite attention to any other place, e.g. company's website, where its detailed recommendations along with written advice of the independent adviser, if any can be seen by the shareholder)	The IDC Members considered the following facts: IDC recommends acceptance of Open Offer given by Acquirers along with PAC and believes that the Offer price of Rs. 5.00/- per share offered by the Acquirers along with PAC is fair and reasonable in the lights of following:- 1. The Open Offer is made pursuant to Share Purchase Agreement (SPA) entered into between the Acquirers along with PAC and promoter of Target Company. The price per share paid under the SPA is Rs. 1.00/- per Share. 2. The Equity Shares of the Target Company are frequently traded shares within the meaning of explanation provided in Regulation 2(j) of SEBI (SAST) Regulations, 2011 and the offer prices is calculated considering the parameters as specified under Regulation 8 of SEBI (SAST) Regulation, 2011.
1.	Details of Independent Advisors, if any.	Nil
2.	Any other matter(s) to be highlighted	Nil

"To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the TC under the Takeover Code."

**For Unimode Overseas Limited**  
Sd/-

**Rakesh Jain**  
Designation: Director  
DIN: 00224659

Place: New Delhi  
Date: August 11, 2015

Address: 95, Ankur Apartment, 7, I.P. Extension,  
Patpar Ganj, Delhi - 110092