

UNIMODE OVERSEAS LIMITED

Registered Office: - 304A/10178, IIIrd Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi 110005

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Recommendations of the Committee of Independent Directors (IDC) on the Open Offer to the Shareholders of Unimode Overseas Limited under Regulation 26(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (SEBI SAST Regulations), as amended till date

Date	09.02.2023
Name of the Target Company (TC)	Unimode Overseas Limited
Details of the Offer pertaining to TC	Open Offer made by Acquirers namely Mr. Rajiv Gupta resident of C-73, Shivaji Park Delhi, Punjabi Bagh Delhi-110026 Mr. Kanhiya Gupta resident of C-73, Shivaji Park Delhi, Punjabi Bagh Delhi-110026 and Mr. Haldher Gupta resident of C-73, Shivaji Park Delhi, Punjabi Bagh Delhi-110026 to acquire up to 1,30,273 equity shares ("Offer Shares"), representing 26.00% of the paid up share capital of Unimode Overseas Limited. (Target Company). Offer Price: Rupees 25/- (Rupees Twenty Five Only) per equity share as mentioned in the Letter of Offer filed with SEBI.
Name of the Acquirers	Mr. Rajiv Gupta, Mr. Kanhiya Gupta and Mr. Haldher Gupta.
Name of the Manager to the Offer	D & A Financial Services (P) Ltd SEBI Registration No.: INM000011484
Members of the Committee of Independent Directors	(a) Ms. Shriya (b) Mr. Rakesh Wadhawan
IDC Member's relationship with the TC (Director, Equity shares owned, any other contract/ relationship), if any	Members of the Committee do not have any relationship or interest in the Company except to the extent of the sitting fees paid and the reimbursement of expenses by the company in their capacity as Directors.
Trading in Equity Shares/other securities of the TC by IDC Members	Members of the Committee do not hold any shares or securities in the Target Company.
IDC Member's relationship with the Acquirers/PAG	No relationship exists between the members of the IDC and the Acquirers.
Trading in equity shares/other securities of the Acquirer/PAC by IDC Members	Not Applicable
Recommendation on the Open Offer, as to whether the offer is fair and reasonable	IDC members believe that the Open Offer made to the shareholders of Unimode Overseas Limited is fair and reasonable.
Summary of reasons for recommendation	In forming the aforesaid opinion/recommendations the IDC has considered the following: 1. Offer Price is higher than the price as arrived by taking into account valuation parameters and such other parameters as are customary for valuation of shares of such companies, which comes to Rupees 22.52/- per share. The Open Offer by the Acquirer (s) are being made at the highest price amongst the selective criteria and is in line with the Regulations prescribed under the SEBI (SAST) Regulations, and hence appear to be fair and reasonable.
Details of Independent Advisors, if any	NIL
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 respects, 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 Committee of Independent Directors of Unimode Overseas Limited under the SEBI (SAST) Regulations, 2011."

For UNIMODE OVERSEAS LIMITED

Sd/-
(Rakesh Wadhawan)
Chairman of Committee

Sd/-
(Shriya)
Member

Date : 09.02.2023

Place : New Delhi