

UNIMODE

To,
Listing Compliance Monitoring Team
BSE Limited, Mumbai

Date: 08/09/2023

Sub: Addendum in respect to Annual Report filed dated 12.08.2023

Dear Sir/Ma'am,

With reference to Captioned subject, we would like to inform you that there due to clerical error in page no. 26 of Annual Report which was filed with BSE, we would like to submit the correct copy of the same for record. However, correct copy was sent to shareholders and available on website at that time.

Kindly take the same on record.

Thanks & Regards,

For & on behalf of the Company
Unimode Overseas Limited

**RAJIV
GUPTA**

Digitally signed by RAJIV GUPTA
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st=Delhi,
2.5.4.20=b146e32377ecf495c86a47e791ef89ecc
6a68a72ea7270a583c68fd43bcc508c,
pseudonym=5C3E152CFDFC2CB59AC869C21F38
C728EAC528AE,
serialNumber=5D238E48167A8BA2E3959F2FF31
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cn=RAJIV GUPTA
Date: 2023.09.08 20:26:29 +05'30'

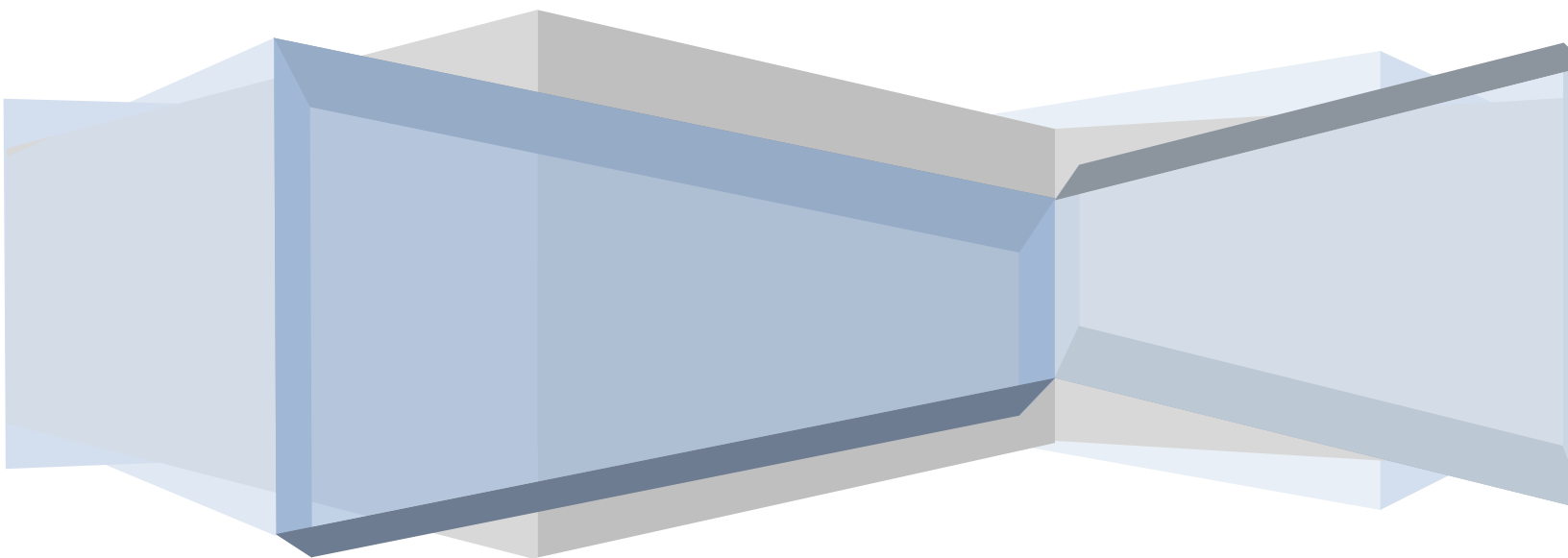
**Rajiv Gupta
Director
DIN: 01236018**

UNIMODE OVERSEAS LIMITED

Regd office: C-18, Shivaji Park, Punjabi Bagh, New Delhi-110026
Email ID: unimodeoversealimited@gmail.com | Website: www.unimodeoverseas.in
CIN No: L51909DL1992PLC048444 | Tel no: 011-43685156

UNIMODE OVERSEAS LIMITED

ANNUAL REPORT 2022-23



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Rajiv Gupta (Appointed w.e.f 27.03.2023)
Mr. Kanhiya Gupta (Appointed w.e.f 27.03.2023)
Mr. Haldher Gupta (Appointed w.e.f 27.03.2023)
Mr. Rakesh Wadhawan
Mr. Ashish Kumar Garg
Ms. Shriya

CHIEF EXECUTIVE OFFICER

Mr. Dinesh Kumar Mahawar (Resigned w.e.f 11.08.2023)

CHIEF FINANCIAL OFFICER

Ms. Nalini Gupta (Appointed w.e.f 11.08.2023)

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Bhuvan Singh Taragi

INTERNAL AUDITOR

M/s Sharma V K & Associates
(appointed w.e.f. 27.03.2023)
Chartered Accountants
D-4/339, Block D, Sultanpuri, Delhi, 110086

STATUTORY AUDITOR

Sunil Kumar Gupta & Co.
Chartered Accountants
B-10, Magnum House-I, Karam Pura, Commercial Complex,
Shivaji Marg, New Delhi- 110015

SECRETARIAL AUDITOR

Ms. Divya Rani
Practicing Company Secretary
S-191/C, 3rd Floor, Manak Complex,
School Block, Shakarpur, Delhi-110092.

BANKERS

Kotak Mahindra Bank
HDFC Bank

REGISTRAR & SHARE TRANSFER AGENT

M/s Beetal Financial and Computer Services(P) Ltd
Beetal house, IIIrd floor, 99 madangir
New Delhi- 110062.
Contact no: 91-11-2996 1281-83
E-mail: beetal@beetalfinancial.com; beetalrta@gmail.com

REGISTERED OFFICE

C 18, Shivaji Park, Punjabi Bagh, New Delhi-110026

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Notice

Notice is hereby given that the 31st Annual General Meeting of **UNIMODE OVERSEAS LIMITED** will be held on Tuesday, 05th September, 2023 at C-18 Shivaji Park, Punjabi Bagh, New Delhi-110026, at 12:30 P.M, to transact the following businesses: -

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2023 including the Audited Balance Sheet as at March 31, 2023, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Ashish Kumar Garg (DIN:00317457), who retires by rotation and being eligible offers himself for re-appointment.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013, Mr. Ashish Kumar Garg (DIN: 00317457), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS

3. **Appointment of Mr. Rajiv Gupta (DIN: 01236018) as an Executive Director.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **an ordinary Resolution**:

“RESOLVED THAT Mr. Rajiv Gupta (DIN: 01236018), who was appointed as an Additional Director w.e.f. 27/03/2023 pursuant to the provisions of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company whose period of office will be liable to determination by retirement of directors by rotation under the provisions of Section 152 of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director of the Company and/or any authorized representative of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution.”

4. **Appointment of Mr. Halder Gupta (DIN: 08168505) as an Executive Director.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **an ordinary Resolution**:

“RESOLVED THAT Mr. Halder Gupta (DIN: 08168505), who was appointed as an Additional Director w.e.f. 27/03/2023 pursuant to the provisions of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company whose period of office will be liable to determination by retirement of directors by rotation under the provisions of Section 152 of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director of the Company and/or any authorized representative of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution.”

5. Appointment of Mr. Kanhiya Gupta (DIN: 07262275) as an Executive Director.

To consider and if thought fit, to pass with or without modification(s), the following resolution as **an ordinary Resolution**:

“RESOLVED THAT Mr.Kanhiya Gupta (DIN: 07262275), who was appointed as an Additional Director w.e.f. 27/03/2023 pursuant to the provisions of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company whose period of office will be liable to determination by retirement of directors by rotation under the provisions of Section 152 of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director of the Company and/or any authorized representative of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution.”

6. Appointment of Ms. Nalini Gupta (DIN: 10241569) as non- executive Non – Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as **an ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the read with rules 8, 9, 14 of the Companies Appointment and Qualification of Directors) Rules, 2014and other applicable provisions of the Companies Act, 2013 read with rules made thereunderand **Ms. Nalini Gupta (DIN: 10241569)**, be and is hereby appointed as non- executive non- Independent Director of the Company whose period of office will be liable to determination by retirement of directors by rotation under the provisions of Section 152 of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director of the Company and/or any authorized representative of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution.”

7. Appointment of Mr. Rajesh Kumar Raina (DIN: 09605917)as Non Executive Non- Independent Director.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the read with rules 8, 9, 14 of the Companies Appointment and Qualification of Directors) Rules, 2014and other applicable provisions of the Companies Act, 2013 read with rules made thereunder and **Mr. Rajesh Kumar Raina (DIN: 09605917)**, be and is hereby appointed as non- executive non- Independent Director of the Company whose period of office will be liable to determination by retirement of directors by rotation under the provisions of Section 152 of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director of the Company and/or any authorized representative of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution.”

8. Appointment of **Mr. Rajiv Gupta (DIN: 01236018)** as **Managing Director** of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ordinary Resolution**:

"RESOLVED THAT pursuant to provision of Section 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013 (including any statutory amendment(s) or modification(s) or re-enactments thereof), from time being in force, read with Schedule V of the Companies Act, 2013, including rules framed thereunder (the "Act") Nomination and Remuneration Policy of the Company, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board, consent of the Company be and hereby accorded to appoint **Mr. Rajiv Gupta (DIN: 01236018)**, who has signified his consent to be appointed as an Chief Executive Officer of the Company, to hold the office for a period of 5 (Five) years effective from date of this AGM, on such terms and conditions and remuneration as set out in the appointment letter/agreement, to be entered into between the Company and Mr. Rajiv Gupta (DIN: 01236018), material terms of which are set out in the Explanatory Statement annexed hereto, with liberty to the Board to alter and vary the terms and conditions of the said appointment letter/agreement in such manner as may be agreed between the Board and Mr. Rajiv Gupta.

RESOLVED FURTHER THAT Board of the Directors of the Company be and is hereby authorise to sign and executed deeds, application, documents and writing that may be required on behalf of the Company and to do all necessary acts, matter and things, which may be necessary, proper and expedient to give effect to the above resolution."

9. Change in **Object Clause** of Memorandum of Association of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana, to alter the sub clause (1) of clause III (A) of the Memorandum of Association of Company:

B. The existing Main Objects of Clause III (A) be altered by replacing the same with the following new Clause I(A) as under:

"1. To carry on the business of importer, exporter, traders, distributor, agents, broker, buyers, seller, dealers, retail traders and manufacturer of all kind of Food and Beverages such as snacks, dairy products, beverages, bakery items, and canned food, packed food, squashes, aerated water, mineral water, syrups, soft drinks, fruit drinks, milk and milk products, food products inter alia includes all categories of whole grains and pulses, rice, spices, organic, spice mixes, spice blends, freeze dried, curry powders/mixtures, oleoresins, extracts, essential oils, spice in brine, pepper, cloves, turmeric, black pepper, cardamom, vegetables, herbs and other food items and carry on the business of canners, preservers, growers of fresh and/or preservable products of vegetables, fruits, herbs, flowers, medicines, drinks, mineral waters, fluids and other and generally to carry on the manufacturing of pickles, chutney, masalas, mixtures, spice powders including turmeric powder, chili powder, coriander powder, cumin etc., vinegars, ketchups, juices, custard powder, powder (edible) drinks, beverages, gelatins, essences, ice creams, milk preparations, table delicacies and other eatables. and beverages of every description. pharmaceuticals, antibiotics drugs, medicines, biological, neurological, healthcare ayurvedic and dietary food supplements products, organic and chemical products, dry salter, mineral waters, wines, cordials liquors, soups, broths and other restoratives or foods and also to deal in medicinal goods such as surgical instruments and contraceptives photographic goods, oils, perfumes cosmetics, patents medicines, soaps, artificial limbs, hospital requisites, proprietary medicines, veterinary medicines and to carry on business of vialling, bottling, repacking, processing of tablets, capsules syrups, injections, ointment etc"

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies, NCT of Delhi and Haryana.”

10. Adoption of New object clause of Memorandum of Associations per provisions of Companies Act, 2013

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for alteration in the Memorandum of Association of the Company, by **CHANGING ITS MAIN OBJECT** of the Memorandum of Association, mentioned under Clause III (A).

RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I of the Act, the Clause III (A) of the Memorandum of Association of the Company, be changed as under:

“1. To carry on the business of importer, exporter, traders, distributor, agents, broker, buyers, seller, dealers, retail traders and manufacturer of all kind of Food and Beverages such as snacks, dairy products, beverages, bakery items, and canned food, packed food, squashes, aerated water, mineral water, syrups, soft drinks, fruit drinks, milk and milk products, food products inter alia includes all categories of whole grains and pulses, rice, spices, organic, spice mixes, spice blends, freeze dried, curry powders/mixtures, oleoresins, extracts, essential oils, spice in brine, pepper, cloves, turmeric, black pepper, cardamom, vegetables, herbs and other food items and carry on the business of canners, preservers, growers of fresh and/or preservable products of vegetables, fruits, herbs, flowers, medicines, drinks, mineral waters, fluids and other and generally to carry on the manufacturing of pickles, chutney, masalas, mixtures, spice powders including turmeric powder, chili powder, coriander powder, cumin etc., vinegars, ketchups, juices, custard powder, powder (edible) drinks, beverages, gelatins, essences, ice creams, milk preparations, table delicacies and other eatables. and beverages of every description. pharmaceuticals, antibiotics drugs, medicines, biological, neurological, healthcare ayurvedic and dietary food supplements products, organic and chemical products, dry salter, mineral waters, wines, cordials liquors, soups, broths and other restoratives or foods and also to deal in medicinal goods such as surgical instruments and contraceptives photographic goods, oils, perfumes cosmetics, patents medicines, soaps, artificial limbs, hospital requisites, proprietary medicines, veterinary medicines and to carry on business of vialling, bottling, repacking, processing of tablets, capsules syrups, injections, ointment etc”

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

11. Change in name of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13, 14 and as per regulation 45 of SEBI (LODR) 2015 and other applicable provisions if any, of the Companies Act, 2013 and subject to such approvals and permissions from stock exchange as may be necessary, the consent of members by way of special resolution, be and is hereby given to changing the name of the Company from **UNIMODE OVERSEAS LIMITED** to **MANBRO INDUSTRIES LIMITED** as confirmed by the Registrar, CRC regarding availability of the said name for adoption vide name availability of the said name for adoption vide name availability letter dated 09.08.2023.

FURTHER RESOLVED THAT pursuant to section 13 and section 14 and rules thereunder, if any, of the Companies Act, 2013, the Name Clause being Clause I into the Memorandum of Association of the Company be and is hereby altered accordingly and substituted by the following clause:

The Name of the Company will be above **“MANBRO INDUSTRIES LIMITED”** In MOA.

RESOLVED FURTHER THAT the Board of Directors of the Business become and is hereby authorized, on do whole acts, feats, and execute how select like deem necessary, proper or desirable to to purpose of giving effect to the aforesaid resolution along with filing off necessary e-forms with the Registrar of Corporate, Delhi.”

12. Adoption of Altered Memorandum of Association and Altered Article of Association as per provisions of Companies Act, 2013:

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

RESOLVED THAT pursuant to the provisions of section 13, 14 of the Companies Act 2013 (the act) and any other applicable provisions of the act and applicable Regulations of LODR and rules frame their under including any modifications there to or enactments there of for the time being in force, the consent of the members of the company hereby according to alteration of existing article of association and memorandum of the company.

“RESOLVED FURTHER THAT Clause I of the Memorandum of Association of the Company be substituted by the following:

The Name of the company is **‘MANBRO INDUSTRIES LIMITED’**

RESOLVED FURTHER THAT Clause F of the Articles of Association of the company be substituted by the following:

"The Company" means **MANBRO INDUSTRIES LIMITED”**

**For & on order of the Board of Directors
M/s Unimode Overseas Limited
Sd/-
Bhuwan Singh Taragi
Company Secretary
ACS 62693**

Registered Office:

C-18 Shivaji Park, Punjabi Bagh,
New Delhi, 110026
CIN: L51909DL1992PLC048444

Place: New Delhi

Date: 11.08.2023

NOTES:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013("the Act"), in respect to the Special business under item no 3, 4 & 5 set above and the details are required under Regulation 36 of the SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015('SEBI Listing Regulations') entered with the Stock Exchange and Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking appointment at this Annual General Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.
3. Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting and also their copy of the Annual Report.
3. Corporate Members intending to send their Authorized Representatives are requested to send a duly certified copy of Board Resolution authorizing the representatives to attend and vote in the General Meeting.
4. Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting and also their copy of the Annual Report.
5. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, August 29, 2023 to Tuesday, September 05, 2023 (both days inclusive).
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
8. **Members are requested to notify any change in their address:**
 - (i) **to the Registrar & Share Transfer Agent of the company- M/s Beetal Financial and Computer Services Private Limited, Beetal House, III Floor, Madangir, New Delhi-110062 in respect of the Physical Shares, if any, quoting their Folio Number, and**
 - (ii) **to their Depository Participant in respect of the Shares held in Dematerialized form.**
9. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit, the Registrar & share Transfer Agent of the Company, the prescribed form (Form No. SH-13) of the Companies (Share Capital and Debentures) Rules, 2014. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participants.
10. **Electronic copy of the Annual Report** for 2022-23 is being sent to all Members whose email Ids are registered with the Depository Participants for communication purposes unless any member has requested for a hard

copy of the same. For members who have not registered their email address, are requested to please register your respective mail address with the registered transfer agent.

11. **Electronic copy of the Notice of the 31stAnnual General Meeting of the Company** inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email ids are registered with the Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email addresses, are requested to please register your respective mail address with the registered transfer agent.
12. Voting Option:

Voting through Electronic Means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 31st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:
Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
Step 2: Cast your vote electronically on NSDL e-Voting system.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 02nd September, 2023 at 09:00 A.M. and ends on 04th September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 29th August, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 29th August, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for

	<p>seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

P[Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is

	12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to companies@globaljurix.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to unimodeoverseaslimited@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to unimodeoverseaslimited@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Please note the following:

- A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

- The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutiner, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutiner's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

Other information:

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- VI. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e.29thAugust 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or unimodeoverseaslimited@gmail.com
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- VIII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- X. **Ms.Divya Rani, Practicing Company Secretary** has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XI. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutiner, by use of "remote e-voting" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutiner's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.unimodeoverseas.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
13. Members may also note that the Notice of the 31st Annual General Meeting and the Annual Report for 2022-23 will also be available on the Company's website www.unimodeoverseas.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.

14. Mr. Ashish Kumar Garg (DIN: 00317457) director is eligible for retire by rotation pursuant to section 152(6) of the Companies Act, 2013.
15. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the members may also send requests to the Company's email id: unimodeoverseaslimited@gmail.com.
16. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company on any working day between 10:00 Hrs. to 15:00 Hrs. up to the date of Annual General Meeting and also at the venue of Meeting.

**Explanatory Statement
(Pursuant to Section 102 of the Companies Act, 2013)**

The Following Explanatory Statement sets out all the material facts relating to the item No 3 to 13 of the accompanying Notice.

In respect of item No. 3

Mr. Rajiv Gupta was appointed as an Additional Director on the Board of Directors of the Company w.e.f. 27/03/2023 pursuant to Section 161(1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014. Accordingly, in terms of the provisions of Companies Act, 2013 approval of the members of the company is required for regularization of Mr. Rajiv Gupta as Director of the company.

None of the Directors, Key Managerial Personnel of the company and their relatives, except Mr. Haldher Gupta and Mr. Kanhiya Gupta, is concerned or interested in the resolution.

The Board recommends the resolution set forth in item no.3 for the approval of the members.

The Company has also received: -

- i. the consent in writing to act as Director and
- ii. Intimation that he is not disqualified under section 164(2) of the Companies Act, 2013
- iii. a declaration to the effect that she is not debarred from holding the office of Director pursuant to any directions issued by the Securities Exchange Board of India (SEBI)

A copy of the draft letter for the appointment of Mr. Rajiv Gupta as an Executive Director setting out the terms & condition would be available for inspection without any fees by the members at the registered office of the Company during normal working hours on any working days and the same has also been put up on the Company website www.unimodeoverseas.in

Details of Director Seeking Appointment

[In Pursuance of Secretarial Standard on General Meeting & Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015]

NAME OF THE DIRECTOR	Mr. Rajiv Gupta
DIN	01236018
Father's Name	Mr. Rajinder Gupta Kumar
Date of Birth	23/01/1971
Date of Appointment as additional director	27/03/2023
Educational Qualification	Intermediate
Experience & expertise in specific function area	-
Directorship held in other Companies (Excluding foreign companies)	1 (MANBROPOLYMERSLIMITED)
Committees positions held in other companies	NIL
Shareholding in Companies	50,020/- Equity Shares & 9.95%
No of Board Meeting attended during the FY 2022-23	1
Relationship between Director inter-se	Relative

In respect of item No. 4

Mr. Haldher Gupta was appointed as an Additional Director on the Board of Directors of the Company w.e.f. 27/03/2023 pursuant to Section 161(1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014. Accordingly, in terms of the provisions of Companies Act, 2013 approval of the members of the company is required for regularization of Mr. Haldher Gupta as Director of the company.

None of the Directors, Key Managerial Personnel of the company and their relatives, except Mr. Rajiv Gupta and Mr. Kanhiya Gupta, is concerned or interested in the resolution.

The Board recommends the resolution set forth in item no.4 for the approval of the members.

The Company has also received: -

- i. the consent in writing to act as Director and
- ii. Intimation that he is not disqualified under section 164(2) of the Companies Act, 2013
- iii. a declaration to the effect that she is not debarred from holding the office of Director pursuant to any directions issued by the Securities Exchange Board of India (SEBI)

A copy of the draft letter for the appointment of Mr. Haldher Gupta as an Executive Director setting out the terms & condition would be available for inspection without any fees by the members at the registered office of the Company during normal working hours on any working days and the same has also been put up on the Company website www.unimodeoverseas.in

Details of Director Seeking Appointment

[In Pursuance of Secretarial Standard on General Meeting & Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015]

NAME OF THE DIRECTOR	Mr. Haldher Gupta
DIN	08168505
Father's Name	Mr. RAJIV GUPTA

Date of Birth	12/04/2000
Date of Appointment as additional director	27/03/2023
Educational Qualification	Intermediate
Experience & expertise in specific function area	-
Directorship held in other Companies (Excluding foreign companies)	2 (BIOVIVIDLABSPHARMACEUTICALSPRIVATELIMITED&RAAKATECHPROCHEMPRIVATELIMITED)
Committees positions held in other companies	NIL
Shareholding in Company	37,700/- Equity Shares & 7.52%
No of Board Meeting attended during the FY 2022-23	1
Relationship between Director inter-se	Relative

In respect of item No. 5

Mr. Kanhiya Gupta was appointed as an Additional Director on the Board of Directors of the Company w.e.f. 27/03/2023 pursuant to Section 161(1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014. Accordingly, in terms of the provisions of Companies Act, 2013 approval of the members of the company is required for regularization of Mr. Kanhiya Gupta as Director of the company.

None of the Directors, Key Managerial Personnel of the company and their relatives, except Mr. Rajiv Gupta and Mr. Haldher Gupta, is concerned or interested in the resolution.

The Board recommends the resolution set forth in item no.5 for the approval of the members.

The Company has also received: -

- i. the consent in writing to act as Director and
- ii. Intimation that he is not disqualified under section 164(2) of the Companies Act, 2013
- iii. a declaration to the effect that she is not debarred from holding the office of Director pursuant to any directions issued by the Securities Exchange Board of India (SEBI)

A copy of the draft letter for the appointment of Mr. Kanhiya Gupta as an Executive Director setting out the terms & condition would be available for inspection without any fees by the members at the registered office of the Company during normal working hours on any working days and the same has also been put up on the Company website www.unimodeoverseas.in

Details of Director Seeking Appointment

[In Pursuance of Secretarial Standard on General Meeting & Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015]

NAME OF THE DIRECTOR	Mr. Kanhiya Gupta
DIN	07262275
Father's Name	Mr. RAJIV GUPTA
Date of Birth	18/03/1997
Date of Appointment as additional director	27/03/2023
Educational Qualification	Intermediate
Experience & expertise in specific function area	-
Directorship held in other Companies (Excluding foreign companies)	2 (BIOVIVID LABS PHARMACEUTICALS PRIVATE LIMITED & RAAKA TECHPRO CHEM PRIVATE LIMITED)
Committees positions held in other companies	NIL
Shareholding in Company	45,822/- Equity Shares & 9.15%
No of Board Meeting attended during the FY 2022-23	1
Relationship between Director inter-se	Relative

In respect of item No. 6

Ms. Nalini Gupta having DIN: 10241569 is proposed to be the non executive director of the Company with effect from the day of this AGM. pursuant to Section 152 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 apart from having existing designation of Chief Financial Officer which is designated to her. Accordingly, following resolution was place before the board and after due discussion, board has recommended the same to the members of the Company.

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the read with rules 8, 9, 14 of the Companies Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder and Ms. Nalini Gupta (DIN: 10241569), be and is hereby appointed as non- executive non- Independent Director of the Company whose period of office will be liable to determination by retirement of directors by rotation under the provisions of Section 152 of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director of the Company and/or any authorized representative of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution.”

None of the Directors, Key Managerial Personnel of the company and their relatives is concerned or interested in the resolution.

The Board recommends the resolution set forth in item no. 6 for the approval of the members.

The Company has also received: -

- i. the consent in writing to act as Director and
- ii. Intimation that she is not disqualified under section 164(2) of the Companies Act, 2013
- iii. a declaration to the effect that she is not debarred from holding the office of Director pursuant to any directions issued by the Securities Exchange Board of India (SEBI)

A copy of the draft letter for the appointment of Ms. Nalini Gupta as an Non-Executive Director setting out the terms & condition would be available for inspection without any fees by the members at the registered office of the Company during normal working hours on any working days and the same has also been put up on the Company website www.unimodeoverseas.in

Details of Director Seeking Appointment

[In Pursuance of Secretarial Standard on General Meeting & Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015]

NAME OF THE DIRECTOR	Mr. Nalini Gupta
DIN	10241569
Father's Name	Mr. Ramesh Dutt Sharma
Date of Birth	07/12/1975
Date of Appointment as additional director	NA
Educational Qualification	Graduation
Experience & expertise in specific function area	-
Directorship held in other Companies (Excluding foreign companies)	NA
Committees positions held in other companies	NIL
Shareholding in Company	NIL
No of Board Meeting attended during the FY 2022-23	NA
Relationship between Director inter-se	NA

In respect of item No. 7

Mr. Rajesh Kumar Raina having DIN: **09605917** is proposed to be the non executive director of the Company with effect from the day of this AGM. pursuant to Section 152 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014. Accordingly, following resolution was place before the board and after due discussion, board has recommended the same to the members of the Company.

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 read with rules 8, 9, 14 of the Companies Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder and **Mr. Rajesh Kumar Raina (DIN: 09605917)** be and is hereby appointed as non- executive non- Independent Director of the Company whose period of office will be liable to determination by retirement of directors by rotation under the provisions of Section 152 of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director of the Company and/or any authorized representative of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution.”

None of the Directors, Key Managerial Personnel of the company and their relatives is concerned or interested in the resolution.

The Board recommends the resolution set forth in item no. 7 for the approval of the members.

The Company has also received: -

- i. the consent in writing to act as Director and

- ii. Intimation that he is not disqualified under section 164(2) of the Companies Act, 2013
- iii. a declaration to the effect that he is not debarred from holding the office of Director pursuant to any directions issued by the Securities Exchange Board of India (SEBI)

A copy of the draft letter for the appointment of Mr. Rajesh Kumar Raina as Non-Executive Director setting out the terms & condition would be available for inspection without any fees by the members at the registered office of the Company during normal working hours on any working days and the same has also been put up on the Company website www.unimodeoverseas.in

Details of Director Seeking Appointment

[In Pursuance of Secretarial Standard on General Meeting & Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015]

NAME OF THE DIRECTOR	Mr. Rajesh Kumar Raina
DIN	09605917
Father's Name	Mohan Lal Raina
Date of Birth	20.04.1964
Date of Appointment as additional director	-
Educational Qualification	M.Sc., Ph.D Organic Chemistry
Experience & expertise in specific function area	-
Directorship held in other Companies (Excluding foreign companies)	NA
Committees positions held in other companies	NIL
Shareholding in Company	NIL
No of Board Meeting attended during the FY 2022-23	NA
Relationship between Director inter-se	NA

In respect of item No. 8

Based on the recommendation of the Nomination and Remuneration Committee, the Board considered and approved appointment of Mr. Rajiv Gupta in the meeting held on 11th August, 2023 with effect from 5th September, 2023. He was appointed as Managing Director for a period of 5 years, with effect from 5th September, 2023, subject to approval of the members.

The Nomination and Remuneration Committee had reviewed the proposed appointment and after evaluation of his eligibility, skills, experience, qualifications, etc., decided that he satisfied the fit and proper criteria in terms of the Companies Act, 2013 and recommended his appointment as Managing Director of the Company with effect from 5th September, 2023 for Five years.

The Company had received consent letter from Mr. Rajiv Gupta to act as a Managing Director of the Company.

His appointment shall be subject to following terms and condition:-

I. Powers and Duties

The Managing Director shall have the substantial powers of the management of the affairs of the Company, subject to superintendence, control and direction of the Board and shall be in the overall charge of the functioning of the Company, including, inter-alia, handling of the day-to-day business of the Company, appointment and termination of senior employees of the Company, acting on behalf of the Board and/or the Company and perform all the duties

delegated to him by the Board by way of a General Power of Attorney or otherwise and which can be delegated to him from time to time in the future.

II. Remuneration

Mr. Rajiv Gupta shall be entitled to the remuneration, as decided by the Nomination and Remuneration Committee from time to time and which shall not exceed five percent of the net profits calculated in the manner specified under the Companies Act, 2013 and rules specified thereunder, in any year. Further, if during the tenure of the Mr. Rajiv Gupta, the Company has no profits or its profits are inadequate in any year, he shall be entitled to minimum remuneration as per the provision of the Schedule V to the Companies Act, 2013. In case the remuneration to be paid to him for that year is more than the minimum remuneration as specified under the said Schedule V, the remuneration for that year will be subject to the approval of the shareholders.

Other relevant details of Mr. Rajiv Gupta as prescribed under the Companies Act, 2013 are as under:

Sr. No.	Particulars	
1.	Age	52 years
2.	Educational Qualification	Intermediate
3.	Date of first Appointment as additional director	27/03/2023
4.	Shareholding in Company	50,020/- Equity Shares & 9.95%
5.	Relationship with other Directors/ KMP	Relative
6.	Other Directorship/partnership	1 (MANBROPOLYMER LIMITED)
7.	Member/Chairmanship Of Committees of other Boards.	0*
8.	The number of Meetings of the Board attended during the year	1

*Only membership & chairmanship of Audit Committees & Stakeholders Relationship Committees have been included.

The Board recommends the appointment of Mr. Rajiv Gupta as a Managing Director, by the shareholders of the Company by passing the ordinary resolution.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Rajiv Gupta are, in any way, concerned or interested (financially or otherwise) in the proposed resolutions. The resolution as set out 8 of this Notice are accordingly recommended for your approval by passing of Ordinary Resolution.

In respect of item No.9.

The Members are hereby informed that the Company has to suitably modify/alter existing main object of memorandum of association in order to incorporate new activity of the company.

“1. To carry on the business of importer, exporter, traders, distributor, agents, broker, buyers, seller, dealers, retail traders and manufacturer of all kind of Food and Beverages such as snacks, dairy products, beverages, bakery items, and canned food, packed food, squashes, aerated water, mineral water, syrups, soft drinks, fruit drinks, milk and milk products, food products inter alia includes all categories of whole grains and pulses, rice, spices, organic, spice mixes, spice blends, freeze dried, curry powders/mixtures, oleoresins,

extracts, essential oils, spice in brine, pepper, cloves, turmeric, black pepper, cardamom, vegetables, herbs and other food items and carry on the business of canners, preservers, growers of fresh and/or preservable products of vegetables, fruits, herbs, flowers, medicines, drinks, mineral waters, fluids and other and generally to carry on the manufacturing of pickles, chutney, masalas, mixtures, spice powders including turmeric powder, chili powder, coriander powder, cumin etc., vinegars, ketchups, juices, custard powder, powder (edible) drinks, beverages, gelatins, essences, ice creams, milk preparations, table delicacies and other eatables. and beverages of every description. pharmaceuticals, antibiotics drugs, medicines, biological, neurological, healthcare ayurvedic and dietary food supplements products, organic and chemical products, dry salter, mineral waters, wines, cordials liquors, soups, broths and other restoratives or foods and also to deal in medicinal goods such as surgical instruments and contraceptives photographic goods, oils, perfumes cosmetics, patents medicines, soaps, artificial limbs, hospital requisites, proprietary medicines, veterinary medicines and to carry on business of vialling, bottling, repacking, processing of tablets, capsules syrups, injections, ointment etc”

The Board at its meeting has approved alteration of the MOA of the Company and the Board now seek Members’ approval for the same. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

A copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM. The aforesaid documents are also available for inspection at the AGM.

None of Directors of the Company are in any way, concerned or interested in the resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the Special Resolution set forth in Item No. 9 of the Notice for approval of the Members.

In respect of item No.10

Adoption of new object in the Memorandum of Association as per provisions of Companies Act, 2013

The Company has amended the Memorandum of Association (“MOA”) for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company under Clause III (A) –

“1. To carry on the business of importer, exporter, traders, distributor, agents, broker, buyers, seller, dealers, retail traders and manufacturer of all kind of Food and Beverages such as snacks, dairy products, beverages, bakery items, and canned food, packed food, squashes, aerated water, mineral water, syrups, soft drinks, fruit drinks, milk and milk products, food products inter alia includes all categories of whole grains and pulses, rice, spices, organic, spice mixes, spice blends, freeze dried, curry powders/mixtures, oleoresins, extracts, essential oils, spice in brine, pepper, cloves, turmeric, black pepper, cardamom, vegetables, herbs and other food items and carry on the business of canners, preservers, growers of fresh and/or preservable products of vegetables, fruits, herbs, flowers, medicines, drinks, mineral waters, fluids and other and generally to carry on the manufacturing of pickles, chutney, masalas, mixtures, spice powders including turmeric powder, chili powder, coriander powder, cumin etc., vinegars, ketchups, juices, custard powder, powder (edible) drinks, beverages, gelatins, essences, ice creams, milk preparations, table delicacies and other eatables. and beverages of every description. pharmaceuticals, antibiotics drugs, medicines, biological, neurological, healthcare ayurvedic and dietary food supplements products, organic and chemical products, dry salter, mineral waters, wines, cordials liquors, soups, broths and other restoratives or foods and also to deal in medicinal goods such as surgical instruments and contraceptives photographic goods, oils, perfumes cosmetics, patents medicines, soaps, artificial limbs, hospital requisites, proprietary medicines, veterinary medicines and to carry on business of vialling, bottling, repacking, processing of tablets, capsules syrups, injections, ointment etc”

The Board at its meeting held has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during Business Hours till the date of AGM. The Amendment shall be effective upon the registration of the Resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Special Resolution set forth in Item No.10 of the Notice for approval of the Members.

In respect of item No.11

Name Change of the Company

The Company is in the process of commencing new business activities and consequently the company is altering its main objects. The Board of Directors of the Company is in the view that the name of the Company should be in consonance to the new main objects of the Company. Therefore, the Board of Directors of the Company seeks your approval for proposed change of name.

"RESOLVED THAT pursuant to the provisions of Section 13, 14 and as per regulation 45 of SEBI (LODR) 2015 and other applicable provisions if any, of the Companies act, 2013 and subject to such approvals and permissions from stock exchange as may be necessary, the consent of members by way of special resolution, be and is hereby given to changing the name of the Company from **UNIMODE OVERSEAS LIMITED** to **MANBRO INDUSTRIES LIMITED** as confirmed by the Registrar, CRC regarding availability of the said name for adoption vide name availability of the said name for adoption vide name availability letter dated 09.08.2023.

FURTHER RESOLVED THAT pursuant to section 13 and section 14 and rules thereunder, if any, of the companies Act, 2013, the Name Clause being Clause I into the Memorandum of Association of the Company be and is hereby altered accordingly and substituted by the following clause:

The Name of the Company will be above **"MANBRO INDUSTRIES LIMITED"** In MOA.

RESOLVED FURTHER THAT the Board of Directors of the Business become and is hereby authorized, to do whole acts, deeds, and execute how select like deem necessary, proper or desirable to to purpose of giving effect to the aforesaid resolution along with filing off necessary e-forms with the Registrar of Corporate, Delhi."

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Special Resolution set forth in Item No.11 of the Notice for approval of the Members.

The certificate from Chartered accountant (FCA Preeti Gupta) has been attached along with this Notice in compliance with regulation 45(3) of SEBI (LODR) 2015.

In respect of item No.13

Adoption of Altered Memorandum of Association and Altered Article of Association as per provisions of Companies Act, 2013

With the effect of new object, the Company needs to change its name and such new shall be reflected in the association and memorandum of the company, to comply with this requirement, company requires members approval for alteration of existing article of association and memorandum of the company by way of Special resolution as below.

“RESOLVED THAT pursuant to the provisions of section 13, 14 of the Companies Act 2013 (the act) and any other applicable provisions of the act and applicable Regulations of LODR and rules frame their under including any modifications there to or enactments there of for the time being in force, the consent of the members of the company hereby according to alteration of existing article of association and memorandum of the company.

“RESOLVED FURTHER THAT Clause I of the Memorandum of Association of the Company be substituted by the following:

The Name of the company is **‘MANBRO INDUSTRIES LIMITED’**

RESOLVED FURTHER THAT Clause F of the Articles of Association of the company be substituted by the following:

"The Company" means **MANBRO INDUSTRIES LIMITED”**

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Special Resolution set forth in Item No.12 of the Notice for approval of the Members.



SMA & ASSOCIATES
Chartered Accountants

304/10178, Ravinder Plaza, Abdul Aziz Road
Karol Bagh, New Delhi-110005
Tel. :011 - 43685156
E-mail: smacpartners@gmail.com

To,
The Board of Directors
Unimode Overseas Limited ("the Company")
C 18 Shivaji Park Punjabi Bagh,
New Delhi-110026

Reference: Your engagement letter dated 7 August, 2023

Subject: Certificate certifying compliance with Regulation 45(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed change of the Company's name from "Unimode Overseas Limited" to "**Manbro Industries Limited**"

Dear Sir(s),

With reference to the proposed change of the Company's name from "Unimode Overseas Limited" to "Manbro Industries Limited" we have been engaged to issue a certificate in term of regulation 45(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on our examination and information/explanations provided to us in terms of regulation 45(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby confirm as under:

1. **A time period of at least one year has elapsed from the last name change-** Unimode Overseas Limited, having CIN- L51909DL1992PLC048444, was incorporated on 24th April, 1992 under the provisions of Companies Act, 1956. The Company has not changed its name since the incorporation.
2. **At least fifty percent. of the total revenue In the preceding one year period has been accounted for by the new activity suggested by the new name-** Not Applicable
3. **The amount invested in the new activity/project is at least fifty percent of the assets of the listed entity-**Not applicable, as there is no change in the objects and the business activities of the Company

For SMA & ASSOCIATES
Chartered Accountants

FCA PREETI GUPTA
(Partner)
Membership No.:- 515317
Firm Reg. No.:- 009912N
UDIN: 23515317BGYZXT1011
Date: - 11.08.2023
Place: - New Delhi

DIRECTORS' REPORT

TO,

THE MEMBERS OF UNIMODE OVERSEAS LIMITED

The Board of Directors are pleased to present the 31st Annual Report of the business and operations of your Company i.e. **M/s.Unimode Overseas Limited**, along with the audited financial statements for the year ended 31st March, 2023

1. FINANCIAL PERFORMANCE

(INR in '000)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Total Income	3923.94	496.28
Total Expenditure	2095.69	933.34
Profit/(Loss) Before Tax	1828.25	(437.06)
Current Tax Minimum Alternate Tax	-	-
Profit/(Loss) After Tax	1828.25	(437.06)
Opening balance of retained earnings	(7682.15)	(7245.09)
Closing balance of retained earnings	(5853.90)	(7682.15)
Balance Profit/Loss carry forward to the next year.	1828.25	(437.06)

2. FINANCIAL PERSPECTIVE OF THE YEAR

- During the year, your Company has earned profit amounting of Rs. 18,28,252.
- EPS for the year is Rs. 3.65 per share as compared to Rs. (0.87)per share in the previous year.

3. DIVIDENDS

In view of the brought forward and current year losses, your directors have been unable to recommend any dividend.

4. SHARE CAPITAL

The paid-up Equity Share Capital as on March 31, 2023 was Rs. 50,10,500/- During the year the company has not done any material changes in the Paid-up Share Capital of the Company.

5. RESERVE

The profit of Rs. 18,28,252 earned during the year has been transferred to the Reserves.

6. CHANGE IN NATURE OF BUSINESS, if any

There is no change in nature of business of the Company during the financial year 2022-23.

7. MATERIAL CHANGE AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENT RELATE AND THE DATE OF THIS REPORT

During the year, there are following material changes:

- I. The Promoter of the Company has changed during the year through share purchased agreement.
- II. The Company has changed its management and new directors who are also promoter of the Company has appointed in the board as *Executive Director w.e.f. 27/03/2023*.
 - *Mr. Rajiv Gupta (DIN: 01236018),*
 - *Mr. Haldher Gupta (DIN: 08168505) and*
 - *Mr. Kanhiya Gupta (DIN: 07262275)*
- III. The company has started business which result in profit during the year.

8. CORPORATE SOCIAL RESPONSIBILITY

Our Company does not attract the provisions of section 135 of the companies Act, 2013. So, the Company has not developed and implemented any Corporate Social Responsibility initiatives.

9. HUMAN RESOURCES

The well-disciplined workforce which has served the company for the very foundation of the company's major achievements and shall well continue for the years to come. The management has always carried out systematic appraisal of performance. The company has always recognized talent and has judiciously followed the principle of rewarding performance.

10. DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, Directors of your Company hereby state and confirm that:

- a) in the preparation of the annual accounts for the year ended 31st March, 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for the same period;
- c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis;
- e) they have laid down internal financial controls in the company that are adequate and were operating effectively.
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

11. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and nature of its operations. The scope and authority of the Internal Audit function is well defined and to maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board as well as directly to the Chairman & Managing Director. The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company.

Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

12. DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Act and the Articles of Association of the Company, **Mr. Ashish Kumar Garg**, Director of the Company retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment.

The terms and conditions of appointment of the Independent Directors are placed on the website of the Company. During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses (if any) incurred by them for the purpose of attending meetings of the Company.

During the financial year 2022-23, Pursuant to the provisions of Section 203 of the Act, these are the following Key Managerial Personnel/Directors of the Company:

S. No.	Name of the Director/KMP	Designation
1	Mr. Ashish Kumar Garg	Non-Executive Director
2	Mr. Ashish Goel	Executive Director
3	Mr. Vikas Munjal	Executive Director
4	Mr. Rakesh Wadhawan	Independent Director
5	Ms. Shriya	Independent Director
6	Mr. D.K. Mahawar	Chief Executive Officer
7	Ms. Diksha Sharma	Chief Financial Officer
8	Mr. Bhuwan Singh Taragi	Company Secretary and Compliance Officer

During the financial year, Mr. Ashish Goel(DIN: 00367103), Mr. Vikas Munjal(DIN:01886826)resigned from the directorship of the Company w.e.f. 27/03/2023and Mr.Rajiv Gupta (DIN: 01236018), Mr. Haldher Gupta(DIN:08168505) and Mr. Kanhiya Gupta (DIN:07262275)have appointed as Executive Director w.e.f. 27/03/2023.

13. BOARD AND COMMITTEE MEETING

Number of Board Meetings

The Board of Directors met 6 times during the financial year ended March 31, 2023 in accordance with the provisions of the Companies Act, 2013 and rules made thereunder. The intervening gap between two consecutive Board Meetings was within the period prescribed under Companies Act, 2013 and as per Secretarial Standard-1. The prescribed quorum was presented for all the Meetings and Directors of the Company actively participated in the meetings and contributed valuable inputs on the matters brought before the Board of Directors from time to time.

Six(6)Board meetings were held as under:

- ❖ 26th May, 2022
- ❖ 10thAugust, 2022
- ❖ 02nd September, 2022
- ❖ 14th November, 2022
- ❖ 13th February, 2023
- ❖ 27th March, 2023

Attendance of Directors in Board Meeting

Sr. No.	Name of Directors	No. of Board Meeting	
		Entitled	Attended
1	Ashish Goel	6	5
2	Vikas Munjal	6	5
3	Ashish Kumar Garg	6	6
4	Rakesh Wadhawan	6	6
5	Geetanjali Bansal	1	1
6	Sanjeev Kumar Pahwa	1	1
7	Shriya	5	5

Number of Committee Meeting

The Audit Committee met 4 Times during the financial Year ended March 31, 2023. The Stakeholders relationship Committee met 1 time during the financial year ended March 31, 2023. The Nomination and Remuneration Committee met 2 times during the Financial Year ended March 31, 2023. The Risk Management Committee met 2 times during the Financial Year ended March 31, 2023. Members of the committees discussed the matter placed and contributed their valuable inputs on the matters brought before the meetings.

Additionally, during the financial year ended March 31, 2023 the Independent Directors held a separate meeting on 13thDecember, 2022in compliance with the requirements of Schedule IV of the Companies Act, 2013 and Regulation 25 (3) of the SEBI (Listing Obligations andDisclosure Requirements).

14. COMMITTEES OF THE BOARD

The Company has four committees viz; Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee and Risk Management Committee which has been established as a part of the better corporate governance practices and is in compliance with the requirements of the relevant provisions of applicable laws and statutes.

I. AUDIT COMMITTEE:

During the year under review, meetings of Audit Committee were held on 26thMay, 2022, 10thAugust, 2022, 14th November, 2022 and 13th February, 2023 and the attendance records of the members of the Committee are as follows:

Sr. No.	Name	No. of Board Meeting	
		Entitled	Attended

1	Mr. Rakesh Wadhawan (Chairperson)	4	4
2	Ms. Shriya (Member)	4	4
3	Mr. Vikas Munjal (Member)	4	4

All the recommendations made by the Audit Committee in the Financial Year 2022-23 were approved by the Board.

II. NOMINATION AND REMUNERATION COMMITTEE:

During the year under review, meetings of Nomination & Remuneration Committee were held on 26th May, 2022 and 27th March, 2023 and the attendance records of the members of the Committee are as follows:

Sr. No.	Name	No. of Board Meeting	
		Entitled	Attended
1	Ms. Geetanjali Bansal (Chairperson)	1	1
2	Ms. Shriya (Chairperson)	1	1
3	Mr. Rakesh Wadhawan (Member)	2	2
4	Mr. Ashish Kumar Garg (Member)	2	2

The salient feature of the policy of Nomination & Remuneration Committee same has been disclosed under "Annexure 3".

III. STAKEHOLDER RELATIONSHIP COMMITTEE:

During the year under review, meeting of Stakeholder Relationship Committee was held on 3rd October, 2022 and the attendance records of the members of the Committee are as follows:

Sr. No.	Name	No. of Board Meeting	
		Entitled	Attended
1	Ms. Shriya (Chairperson)	1	1
2	Mr. Vikas Munjal (Member)	1	1
3	Mr. Rakesh Wadhawan (Member)	1	1

IV. RISK MANAGEMENT COMMITTEE

During the year under review, meetings of Risk Management Committee were held on 14th November, 2022 and 13th February, 2023 and the attendance records of the members of the Committee are as follows:

Sr. No.	Name	No. of Board Meeting	
		Held	Attended
1	Ms. Shriya (Chairperson)	2	2
2	Mr. Rakesh Wadhawan (Member)	2	2
3	Mr. Ashish Goel (Member)	2	2

15. PERFORMANCE EVALUATION OF BOARD

The Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as

prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 (“SEBI Listing Regulations”).

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc. The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings. In addition, the chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

17. AUDITORS

17.1 Statutory Auditors

Pursuant to Section 139 of the Companies Act, 2013, M/s Sunil Kumar Gupta & Co (Firm Registration No.003645N), Chartered Accountants have been re-appointed as statutory auditors of the company at 27nd Annual General Meeting held on 30.09.2019 for a period of five years till the conclusion of 32ndAGM.

The Observations of the Statutory Auditors in their report read together with the Notes on Accounts are self-explanatory and therefore, do not call for any further explanation and the said report does not contain any qualification, reservation, disclaimer or adverse remark and they has not reported any incident of fraud pursuant to the provision of Section 143(12) of the Act, accordingly, no such details are required to be reported under Section 134(3)(ca) of the Act.

17.2 Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed of Ms. Divya Jain, Practicing Company Secretary (Membership No. A26426), Company Secretaries to undertake the secretarial audit of the company. The Secretarial Audit Report is annexed herewith as ‘**Annexure 1**’.

17.3 Cost audit & records:

Section 148 of the Companies Act, 2013 is not applicable on the Company. Therefore, cost audit has not been conducted for the financial year 2022-23 and records are not maintained.

17.4 Internal Auditors

During the year, **M/s. Sharma V K & Associates**, appointed as internal Auditors in place of M/s. S Goyal and associates.

M/s.Sharma V K & Associates, Chartered Accountants performs the duties of internal auditors of the company and their report is reviewed by the audit committee from time to time.

The Internal Audited Report was submitted by the Internal Auditor for the purpose of Board consideration.

18. RISK MANAGEMENT FRAMEWORK

The Company recognizes Risk Management as an integrated, forward-looking and process-orientated approach. It has developed a Risk Framework that broadly encompasses: aligning risk appetite and strategy; enhancing risk response and reducing operational surprises. During the year, Risk Management Core Team comprising of representatives of various functions and business had carried out risk assessment exercise to identify the various significant risks

associated with the business operations and mitigation plans to address such risks. Material risks and mitigation plans were reviewed by the Risk Management Committee and then presented to the Board.

19. VIGIL MECHANISM / WHISTLE BLOWER POLICY

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior the company has adopted vigil mechanism policy. This policy is posted on the website of company.

20. RELATED PARTY TRANSACTIONS

In order to transactions with related parties falls under the scope of section 188(1) of the Act, the Information on transactions with related parties pursuant to section 134(3) (h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given as per are as per Form AOC-2.

21. DISCLOSURES OF ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL

During the year, no orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

22. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

The observations made in the Auditor's Report are self-explanatory and do not call for any further comments u/s 134(3) (f) of the Companies Act, 2013. The Auditors and Practicing Company Secretary have not made any qualifications in their respective report.

23. CORPORATE GOVERNANCE

Your Company practices a culture that is built on core values and ethical governance practices and is committed to transparency in all its dealings. However, the Company is listed on Bombay Stock exchange, by virtue of Regulation 15 of SEBI (Listing Obligation & Disclosure Requirements), Regulations, 2015, the compliance with the Corporate Governance provisions as specified in Regulation 17 to 27 and clause (b) to (i) of sub regulation (2) of regulations 46 and para-C, D and E of Schedule V are not applicable to the Company. Hence Corporate Governance Report does not form part of this Board Report.

24. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

During the period under review there was no energy conservation, technology absorption and foreign exchange earnings and outgo.

25. ANNUAL RETURN

The Annual Return of the Company in form MGT-7 as required under Section 92 and Section 134 of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014 will be available on the website of the Company at <https://www.unimodeoverseas.in>

26. AUDIT COMMITTEE RECOMMENDATIONS

During the financial year, all the recommendations of the Audit Committee were accepted by the Board.

27. PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975.

The Ratio of Remuneration of each Director, Chief Financial Officer, Company Secretary of the Company for the FY-2022-23 is annexed at “Annexure-2”.

28. CEO and CFO Certification

The certificate required under Regulation 17(8) of SEBI Listing Regulations, duly signed by the Chief Executive Officer and Chief Financial Officer of the Company was placed before the Board. The same is provided as “Annexure-5” to this report.

29. DEPOSITS

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

30. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The company has not given any loans, guarantees and investment covered under the provisions of section 186 of the Companies Act, 2013.

31. SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES AND THEIR PERFORMANCE

There is no Subsidiary company or Joint Venture or Associate Companies of the Company.

32. LISTING OF SHARES

The Securities of the Company are listed on Bombay Stock Exchange. The Listing fee for the Financial Year 2022-23 has paid to the Bombay Stock Exchanges.

33. PREVENTION OF SEXUAL HARASSMENT

As required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, the Company has formulated and implemented a policy on prevention of sexual harassment at workplace with a mechanism of lodging complaints. Its redressal is placed on the intranet for the benefit of its employees. During the year under review, no complaints were reported to the Board.

34.DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY’S OPERATIONS IN FUTURE.

During the year, no order was passed by the regulators or courts or tribunals impacting the going concern status and company’s operations in future.

35. INSOLVENCY & BANKRUPTCY CODE, 2016

There were no proceedings initiated/pending against your Company under the Insolvency and Bankruptcy Code, 2016 which impacts the business of the Company.

36. DIFFERENCE IN NUMBER OF VALUATIONS, IF ANY

There were no instances where your Company required the valuation for one time settlement or while taking any loan from the Banks or Financial Institutions.

37. NON-DISQUALIFICATION OF DIRECTORS

All the directors of the Company are non-disqualified and certificate for the same from the Practicing Company Secretary is annexed as “Annexure-4”.

38. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report has been separately furnished in the Annual report and forms a part of the Annual report.

39. POLICY OF PRESERVATION OF DOCUMENTS

Pursuant to Regulation 9 of SEBI (LODR), 2015 the company has maintained the policy of preservation of documents to keep the documents preserve as per Regulation 9 (a) & Regulation 9 (b) of SEBI (LODR), 2015 and the same has been uploaded on the website of the company on www.unimodeoverseas.in.

40. FRAUD REPORTING

There was no fraud disclosed during the Financial Year 2022-23.

41. CODE OF CONDUCT

The Board has laid down a Code of Conduct (“Code”) for Board Members, Managerial Personnel and for Senior Management Employees of the Company. The Code has been posted on the Company’s website at <http://unimodeoverseas.in/policies1.php>. All the Board Members and Senior Management Personnel has affirmed compliance with this Code.

The Board has also laid down a Code of Conduct for Independent Directors pursuant to Section 149(8) and Schedule IV of Companies Act, 2013 via terms and conditions for appointment of Independent Directors, which is guide to professional conduct for Independent directors and has been uploaded on the website of the company at following web link <http://unimodeoverseas.in/Policies/code-of-conduct-of-independent-directors.pdf>.

42. CAUTION STATEMENT

Statement in this Annual Report describing the Company’s objectives, expectations or predictions may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement.

43. ACKNOWLEDGEMENTS

Your directors would like to acknowledge and place on record their sincere appreciation to all stakeholders - Clients, Banks, Central and State Governments, the Company's valued investors and all other business partners for their continued co-operation and excellent support received during the year. Your directors recognize and appreciate the efforts and hard work of all the employees of the Company and their continued contribution to its growth.

For & On Behalf of The Board of Directors
M/S Unimode Overseas Limited

RegisteredOffice: C 18 Shivaji Park,
Punjabi Bagh, New Delhi-110026
CIN: L51909DL1992PLC048444

Place: New Delhi
Date: 11.08.2023

Rajiv Gupta
Director
DIN: 01236018

Haldher Gupta
Director
DIN: 08168505



CS DIVYA RANI ACS, B.COM, LLB
PRACTICING COMPANY SECRETARY

Address: S-191 C, 3rd floor, Manak Complex School Block, Shakarpur, New Delhi-110092
Mobile No: 09310321218 Email Id: csdivyasingh.25@gmail.com

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED **31stMARCH 2023**
*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]*

To,
The Members,
UNIMODE OVERSEAS LIMITED
C 18, Shivaji Park,
Punjabi Bagh, New Delhi-110026

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Unimode Overseas Limited** (Hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of **M/s. Unimode Overseas Limited** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2023, complied with the statutory provisions listed hereunder* except to the extent observation made hereto and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

- 1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Unimode Overseas Limited("The Company") for the financial year ended on 31st March 2023 according to the provisions of:**
 - i. The Companies Act, 2013 and the Rules made there under;
 - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
 - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
 - iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External

Commercial Borrowings: Not applicable to the extent of Overseas Direct Investment and External Commercial Borrowings as there were no reportable events during the financial year under review.

- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **Not applicable as the company has not delisted/ proposed to delist its equity shares during the under review**
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable as the company has not bought back/ proposed to buy-back any of its securities during the under review.**

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by the Institute of Company Secretaries of India.
- ii. The SEBI (LODR) Regulation 2015 entered into by the Company with Stock Exchanges.
- iii. During the period under review and as per explanations and clarifications given to us and the representations made by the Management, the company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

2. I further report that the Company has, in my opinion, complied with the provisions of the Companies Act, 2013 and the Rules made under that Act and the Memorandum and Articles of Association of the Company, with regard to:

- a. maintenance of various statutory registers and documents and making necessary entries therein;
- b. Closure of the Register of Members.
- c. forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;
- d. service of documents by the Company to its Members, Auditors and the Registrar of Companies and other stakeholders;

- e. notice of Board meetings and Committee meetings of Directors;
- f. the meetings of Directors and Committees of Directors including passing of resolutions by circulation;
- g. the 30th Annual General Meeting held on 30.09.2022;
- h. minutes of proceedings of General Meetings and of the Board and its Committee Meetings; approvals of the Members, the Board of Directors, the Committees of Directors and the Government Authorities, wherever required;
- i. constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement and reappointment of Directors including the Managing Director and Whole-time Directors;
- j. payment of remuneration to Directors including the Managing Director and Whole-time Directors,
- k. Appointment and remuneration of Auditors.
- l. transfers and transmissions of the Company's shares and issue and dispatch of duplicate certificates of shares;
- m. declaration and payment of dividends;
- n. transfer of certain amounts as required under the Act to the Investor Education and Protection Fund and uploading of details of unpaid and unclaimed dividends on the websites of the Company and the Ministry of Corporate Affairs;
- o. borrowings and registration, modification and satisfaction of charges wherever applicable;
- p. investment of the Company's funds including investments and loans to others;
- q. form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule VI to the Act;
- r. Directors' report;
- s. contracts, common seal, registered office and publication of name of the Company; and
- t. Generally, all other applicable provisions of the Act and the Rules made under the Act.

3. I further report that:

- a. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
 - b. Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent within prescribed timeframe, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.
4. The Company has complied with the provisions of the Securities Contracts (Regulation) Act, 1956 and the Rules made under that Act, with regard to maintenance of minimum public shareholding.
5. I further report that the Company has complied with the provisions of the Depositories Act, 1996 and the Byelaws framed there under by the Depositories with regard to dematerialization /rematerialisation of securities and reconciliation of records of dematerialized securities with all securities issued by the Company.

I further report that as per explanation given to me and the representations made by the Management and relied upon by me there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Date:09.08.2022
Place: New Delhi

Sd/-
Divya Rani
Company Secretary
M. No.: A64841
COP. No.: 26426
UDIN: A064841E000769041

* This report is to be read with our letter of even date which is annexed as Annexure A

To,
The Members,
UNIMODE OVERSEAS LIMITED
C 18 Shivaji Park Punjabi Bagh New Delhi 110026

Our report of even date is to be read along with this letter:

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required I have obtained the management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provision of Corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company not of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Date:09.08.2022
Place: New Delhi

Sd/-
Divya Jain
Company Secretary
M. No.: A64841
COP. No.: 26426
UDIN: A064841E000769041

DETAILS OF RATIO OF REMUNERATION OF DIRECTORS UNDER SECTION 197(12) OF THE COMPANIES ACT 2013 READ WITH RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL), RULES 2014

- a) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year

Name of the Directors	Ratio to Median Remuneration
Mr. Vikas Munjal, Executive Director	Nil
Mr. Ashish Goel, Executive Director	Nil
Mr. Ashish Kumar Garg, Director (NED)	Nil
Ms. Geetanjali Bansal, Non-Executive Independent Director	Nil
Ms. Shriya, Non-Executive Independent Director	Nil
Mr. Rakesh Wadhawan, Non-Executive Independent Director	Nil

- b) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

Name of the persons	% Increase in Remuneration
Mr. Vikas Munjal, Executive Director	Nil
Mr. Ashish Goel, Executive Director	Nil
Mr. Ashish Kumar Garg, Director (NED)	Nil
Ms. Geetanjali Bansal, Non-Executive Independent Director	Nil
Ms. Shriya, Non-Executive Independent Director	Nil
Mr. Rakesh Wadhawan, Non-Executive Independent Director	Nil
Mr. Bhuwan Singh Taragi, Company Secretary	Nil
Ms. Diksha Sharma, CFO	Nil
Mr. D.K. Mahawar, CEO	Nil

- c) The percentage increase in the median remuneration of employees in the financial year- Nil

- d) The number of permanent employees on the rolls of Company as on 31st March 2023-Four

- e) Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and Justification thereof and point out if there are any exceptional circumstances for increase in the managerial Remuneration. -Nil

(f) Affirmation that the remuneration is as per the remuneration policy of the Company

The Company's remuneration policy is driven by the success and performance of the individual employees and the Company. Through its compensation package, the Company endeavors to attract, retain, develop and motivate a high-performance staff. The Company follows a compensation mix of fixed pay, benefits and performance-based variable pays. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process. The Company affirms remuneration is as per the remuneration policy of the Company.

For & On Behalf of The Board of Directors
M/S Unimode Overseas Limited

RegisteredOffice:

C 18 Shivaji Park, Punjabi Bagh,
New Delhi-110026
CIN: L51909DL1992PLC048444

Sd/-

Rajiv Gupta
Director
DIN: 01236018

Sd/-

Haldher Gupta
Director
DIN: 08168505

GIST OF THE POLICY OF NOMINATION AND REMUNERATION COMMITTEE OF THE COMPANY

Pursuant to Regulation 19 of SEBI Listing Regulations and Section 178 of the Act, the Nomination and Remuneration Committee has adopted a Nomination and Remuneration Policy which provides guidance on:

a) **Selection Criteria for Directors:** The Company shall consider the following aspects while appointing a person as a Director on the Board of the Company:

- **Skills and Experience:** The candidate shall have appropriate skills and experience in one or more fields of finance, law, management, sales, marketing, administration, public administrative services, research, corporate governance, technical operations or any other discipline related to the Company’s business.
- **Age Limit:** The candidate should have completed the age of twenty-one (21) years and should not have attained the age of seventy (70) years.
- **Conflict of Interest:** The candidate should not hold Directorship in any competitor company, and should not have any conflict of interest with the Company.
- **Directorship:** The number of companies in which the candidate holds Directorship should not exceed the number prescribed under the Act or under the Listing Agreement requirements.
- **Independence:** The candidate proposed to be appointed as Independent Director, should not have any direct or indirect material pecuniary relationship with the Company and must satisfy the requirements imposed under the Act or under the Listing Agreement requirements.

b) **Selection Criteria for Senior Management:** As per policy, Senior Management for the purpose of this policy shall mean employees hired at the level of Divisional Heads and Corporate Functional Heads or equivalent positions. The policy provides that the candidate should have appropriate qualifications, skills and experience for discharging the role. The qualifications, skills and experience of each such position shall be defined in the job description, which will be maintained by the HR function.

- **Remuneration for Directors, KMP and other Employees:** The policy provides that the remuneration of Directors, KMP and other employees shall be based on the following key principles:
 - **Pay for performance:** Remuneration of Executive Directors, KMP and other employees is a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goal. The remuneration of Non-Executive Directors shall be decided by the Board based on the profits of the Company and industry benchmarks.
 - **Balanced rewards to create sustainable value:** The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the Directors and employees of the Company and encourage behaviour that is aligned to sustainable value creation.
 - **Business Ethics:** Strong governance processes and stringent risk management policies are adhered to, in order to safeguard our stakeholders’ interest.
- **Performance Evaluation:** The process approved by the Nomination and Remuneration Committee requires the Chairman to initiate the performance evaluation process in the month of April every year. The performance evaluation is conducted based on approved criteria in the evaluation forms. The process highlights are as under:

a) **Board:** Each Board member completes the self-evaluation form. Independent Directors discuss the self-evaluation forms in a separate meeting and share their feedback with the Chairman. The Chairman discusses the evaluation form analysis with the entire Board at the Board Meeting.

b) **Committees:** Each Committee member completes the self-evaluation form and shares feedback with the Chairman. The Chairman discusses the evaluation form analysis with the entire Board at the Board Meeting.

c) **Independent Directors:** Each Board member completes the peer evaluation and shares feedback with the Chairman. The Chairman conveys feedback individually to the concerned Directors.

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

**The Members of
UNIMODE OVERSEAS LIMITED**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directorsof Unimode Overseas LimitedhavingCIN L51909DL1992PLC048444 and having registered office at C 18 Shivaji Park, Punjabi Bagh,New Delhi-110026 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Vikas Munjal*	01886826	29/09/2015
2.	Ashish Goel*	00367103	29/09/2015
3.	Shriya	09451142	26/05/2022
4.	Rakesh Wadhawan	07079353	20/10/2016
5.	Ashish Kumar Garg	00317457	03/09/2021
6.	Rajiv Gupta*	01236018	27/03/2023
7.	Haldher Gupta*	08168505	27/03/2023
8.	Kanhiya Gupta*	07262275	27/03/2023

**Note: During the Financial Year, Mr. Ashish Goel (DIN: 00367103) and Mr. Vikas Munjal (DIN: 01886826) have resigned from the directorship of the Company w.e.f. 27/03/2023and Mr. Rajiv Gupta (DIN: 01236018), Mr. Haldher Gupta (DIN:08168505) & Mr. Kanhiya Gupta (DIN:07262275) have appointed as an additional Executive Director w.e.f. 27/03/2023.*

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Delhi
Date:09.08.2023

Sd/-
Name: CS Divya Rani
Membership No.:A64841
COP. No.: 26426
UDIN:A064841E000769041

CEO/ CFO Certification

The Board of Directors,
M/s Unimode Overseas Limited
New Delhi

We, D.K. Mahawar, CEO and Diksha Sharma, CFO of M/s Unimode Overseas Limited, responsible for the finance functions certify that:

- a) We have reviewed the Financial Statements and the Cash Flow Statement of the Company for the year 2022-23 and to the best of our knowledge and belief:
- I. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - II. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable Laws and Regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or in violation of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation such internal controls, if any, of which we are aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d)
- I. There have not been any significant changes in internal control over financial reporting during the year;
 - II. There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements.
 - III. We are not aware of any instances during the year of significant fraud with involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Unimode Overseas Limited

Place: New Delhi
Date: 01.08.2023

Sd/-
D.K. Mahawar
CEO
PAN: COPPM8600H

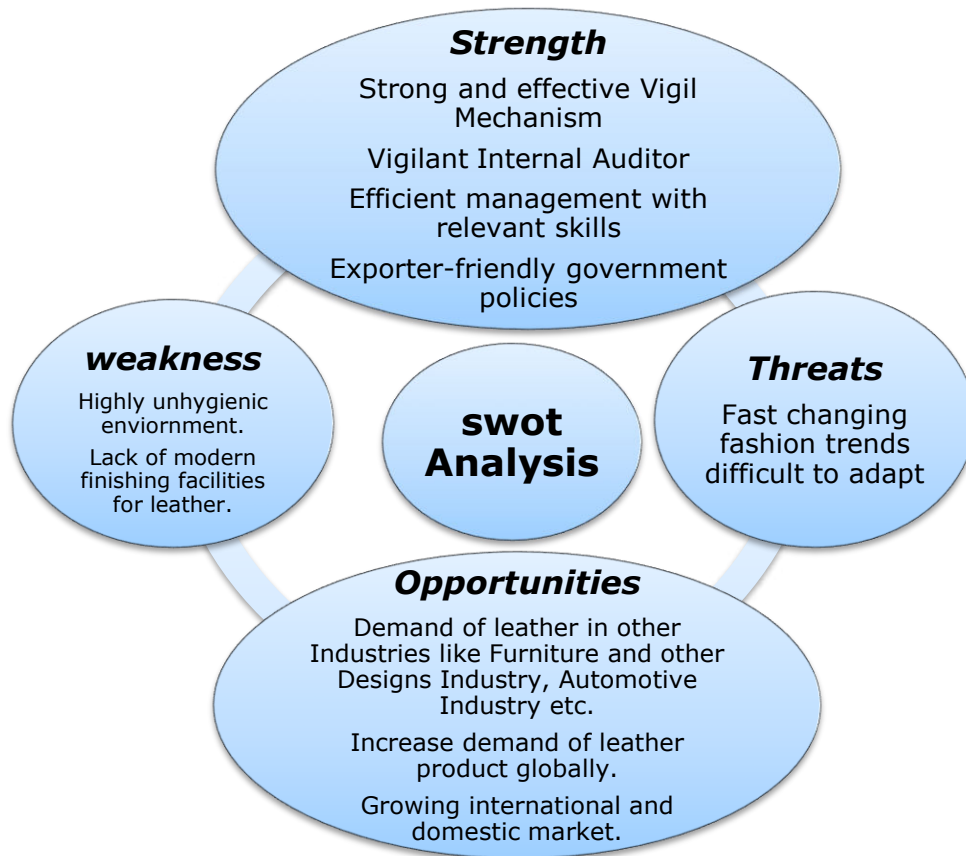
Sd/-
Diksha Sharma
CFO
PAN: FUZPS3666

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENTS

The leather industry occupies a place of prominence in the Indian economy in view of its massive potential for employment, growth and exports. There has been an increasing emphasis on its planned development, aimed at optimum utilization of available raw materials for maximizing the returns, particularly from exports.

India’s leather industry has grown drastically, transforming from a mere raw material supplier to a value-added product exporter. These sectors provide immense opportunities for creation of jobs for the weaker sections, especially for women, and can become vehicles for broader social transformation in the country, a government release stated. Although there were many fluctuations in the market during the period in review because of the recession all over the globe which causes decrease in the export. The Company has taken various steps to promote company's products all over the world and it is being done in line with global trends to enhance scale, global competitiveness and financial flexibility and also to contribute towards achievement of company's objective and to increase revenue, production volume, market shares and shareholder’s returns.



SEGMENT WISE OR PRODUCT- WISE PERFORMANCE

Your company mainly operates in single product segment, within domestic and global market. The management of your Company has continuously reviewed the performance and they found it quite satisfactory. The business is expected to grow in the coming years. However, highlights of the financial performance of the company are given below.

OUTLOOK& THREATS, RISK & CONCERNS:

The areas of operations of the Company are largely challenged by the players from the unorganized body having lesser stakes into the Business. Goods and Service Tax Act and other law reforms has little bit hampered the growth and confidence into the market. However, with the strong team in place of the Professionals, the Company is poised to meet all the challenges and the Board is confident to meet all the challenges to which the Company may be exposed. The Company is exposed to specific risks that are particular to its business, including interest rate volatility, economic cycle, market risk and credit risk. The management continuously assesses the risks and monitors the business and risk management policies to minimize the risk.

INTERNAL CONTROLS SYSTEMS AND THEIR ADEQUACY

The Company has a well-established and comprehensive internal control system. Documents, policies and authorization guidelines comply with the level of responsibility and standard operating procedures specific to the respective businesses. Observation made in internal audit reports on business processes, systems, procedures and internal control and implementation status of recommended remedial measures by Internal Auditors are regularly presented to and reviewed by the Audit Committee of the Board. The system of internal control is being improved to ensure that all assets are safe and protected against loss from unauthorized use or disposition, and that all transactions are authorized, recorded and reported correctly. The Company regularly conducts internal check, using external and internal resources to monitor the effectiveness of internal control in the organization. It strictly adheres to corporate policy with respect to financial reporting and budgeting functions. The Audit Committee of the Board of Directors deals with significant control issues and instructs further areas to be covered.

FINANCIAL PERFORMANCE

The table below gives an overview of the financial results for 2022-23 and 2021-22.:

PARTICULARS	(INR in '000')	
	2022-23	2021-22
Revenue from Operation	3,879.51	-
Other Income	44.43	496.28
Expenses	2,095.69	933.34
Profit before tax	1,828.25	(437.06)
Tax expense	-	-
Current Tax		
Minimum Alternate Tax		
Profit after tax	1,828.25	(437.06)
EPS	0.36	(0.87)

HUMAN RESOURCE DEVELOPMENT

Human resource remains a cornerstone of your company. The Company also recognizes the importance of providing training and development opportunities to its people to enhance their skills and experiences, which in turn enables the Company to achieve its business objectives. Personnel developmental initiatives including training, both technical and managerial, are regularly conducted to enhance human potential. The Company recognizes that its employees are its principal assets and that its continued growth is dependent upon the ability to attract and retain quality people.

CAUTIONARY STATEMENT

Certain statements in the Management Discussion and Analysis section may be forward-looking and are stated as required by applicable laws and regulations. Many factors may affect the actual results, which would be different from what the Directors envisage in terms of the future performance and outlook. Investors are cautioned that this discussion contains forward looking statement that involve risks and uncertainties including, but not limited to, risks inherent in the Company's growth strategy, dependence on certain businesses, dependence on availability of qualified and trained manpower and other factors discussed. The discussion and analysis should be read in conjunction with the Company's financial statements and notes on accounts.

INDEPENDENT AUDITOR’S REPORT

To the Members of UNIMODE OVERSEAS LIMITED

Report on Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **UNIMODE OVERSEAS LIMITED** (“the Company”), which comprise the Balance Sheet as at 31st March 2023, Statement of Profit and Loss (including other comprehensive income), statement of changes in equity and Cash Flow Statement for the year then ended and notes to the financial statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as ‘financial statements’).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2023, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor’s Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Management’s and Board of Directors’ Responsibilities for the standalone Financial Statements

The Company's management and Board of Directors are responsible for the matter stated in Section 134(5) of the Companies Act 2013 ("the Act") with respect to preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the Accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the Audit of the standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As Part of an audit in accordance with SA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and Board of Directors.
- Conclude on the appropriateness of management's and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements and, based on the

audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order 2020 ("the Order) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure 1**, a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. (A) As required by section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. The Standalone Balance Sheet, Standalone Statement of Profit and Loss (including other comprehensive income) and the Standalone Statement of Changes in Equity and the Standalone statement of cash flows dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards (Ind AS) specified under section 133 of the Act.

- e. On the basis of written representations received from the directors as on 31st March 2023, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2023, from being appointed as a director in terms of section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in “Annexure 2”; and
- (B) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a. The Company does not have any pending litigations which would impact its standalone Ind AS financial statements.
 - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - c. There are no items which required to be transferred, to the Investor Education and Protection Fund by the Company.
 - d.
 - (i) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - ii. The Management has represented that, to the best of its knowledge and belief, other than as disclosed in notes to the accounts, no funds have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - iii. Based on the audits procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material mis-statement.
 - e. The company has not declared or paid any dividend during the year.

(c) With respect to the matter to be included in the Auditors' Report under section 197(16) of the Act:

During the year the company has not paid any remuneration to its directors.

For Sunil Kumar Gupta & Co.

Chartered Accountants

Firm Regn No: 003645N

Rahul Goyal

Partner

Membership No.: 540880

Place: New Delhi

Date: 30.05.2023

ICAI UDIN: 23540880BGXMUG3530

Annexure – 1 TO INDEPENDENT AUDITORS' REPORT

(Annexure referred to in our report of even date to the members of Unimode Overseas Limited on the Standalone Financial Statements for the year ended 31st March 2023).

Based on the audit procedures performed for the purpose of reporting a true and fair view on the standalone financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

- (i) (a) The Company does not have any fixed assets during the year; accordingly clause 3(i) of the said order is not applicable.
- (ii) The Company does not have any inventory. Accordingly, the provisions of clause 3(ii) of the Order are not applicable.
- (iii) The Company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a) and 3(iii)(b) of the Order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, provisions of section 185 and 186 of the Companies Act 2013 in respect of loans and advances given, investments made and, guarantees and securities given, have been complied with by the company.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- (vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues have been subsumed into Goods and Services Tax ("GST")

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including GST, Provident fund, Employees' State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues have been regularly deposited by the Company with the appropriate authorities;

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of GST, Provident fund, Employees' State Insurance, Income-Tax, Duty of Customs, Cess and

other statutory dues were in arrears as at 31 March 2023 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no statutory dues relating to GST, Provident Fund, Employees State Insurance, Income-Tax, Sales Tax, Service Tax, Duty of Customs, Value Added Tax or Cess or other statutory dues which have not been deposited on account of any dispute.
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) The Company does not have any loans or borrowings from any financial institution, banks, government, or debenture holders during the year. Accordingly, Paragraph 3(ix) of the Order is not applicable
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) There is no whistle blower complaints received during the year hence this clause 3(xi)(c) is not applicable to the company.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clauses 3(xvi)(a) and 3(xvi)(b) of the Order are not applicable.
- (b) The Company has not conducted any Non- Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934;. Accordingly, clause 3(xvi)(b) is not applicable to the company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations provided to us during the course of audit, the Group does not have any CICs.
- (xvii) The Company has not incurred cash losses in the current year. The company has incurred cash losses in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For Sunil Kumar Gupta & Co.

Chartered Accountants

Firm Regn No: 003645N

Rahul Goyal

Partner

Membership No.: 540880

Place: New Delhi

Date: 30.05.2023

ICAI UDIN: 23540880BGXMUG3530

Annexure - 2

Report on the Internal Financial Controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

Opinion

We have audited the internal financial controls with reference to standalone financial statements of **UNIMODE OVERSEAS LIMITED** (“the Company”) as of 31st March 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the “Guidance Note”).

Management’s and Board of Directors’ Responsibility for Internal Financial Controls

The Company’s management and Board of Directors are responsible for establishing and maintaining internal financial controls based on the criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an

understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

Meaning of Internal Financial Controls with reference to standalone financial statements

A company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls with reference to standalone financial statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For Sunil Kumar Gupta & Co.

Chartered Accountants
Firm Regn No: 003645N

Rahul Goyal

Partner
Membership No.: 540880

Place: New Delhi

Date: 30.05.2023

ICAI UDIN: **23540880BGXMUG3530**

UNIMODE OVERSEAS LIMITED
CIN NO. L51909DL1992PLC048444
Regd office: C 18 Shivaji Park Punjabi Bagh New Delhi 110026
BALANCE SHEET AS AT MARCH 31, 2023

(All amounts in Thousand)

Particulars	Note	As At March 31, 2023	As At March 31, 2022
I. ASSETS			
1. Non Current Assets			
(a) Property, Plant and Equipment and Intangible assets		-	-
(i) Property, Plant and Equipment			
(ii) Intangible Assets			
(iii) Capital Work in Progress			
(iv) Intangible assets under development			
(b) Capital work in progress		-	-
(c) Financial Assets			
- Investments		-	-
- Other financial assets		-	-
(d) Deferred Tax Assets (net)		-	-
(e) Other Non-Current Assets		-	-
Total Non Current Assets (A)		-	-
2. Current Assets			
(a) Inventories		-	-
(b) Financial Assets			
- Trade Receivables	4	4,073.54	507.60
- Cash and Cash Equivalents	5	28.97	163.08
- Bank balances other than cash and cash equivalents		-	-
- Other Current Financial Assets	6	9.79	9.79
(c) Other Current Assets	7	0.43	54.92
Total Current Assets (B)		4,112.73	735.39
TOTAL ASSETS (A+ B)		4,112.73	735.39
II. EQUITY AND LIABILITIES			
1. Equity			
(a) Equity Share Capital	8	5,010.50	5,010.50
(b) Other Equity	9	(5,853.90)	(7,682.15)
Total Equity (A)		(843.40)	(2,671.65)
2. Non Current Liabilities			
(a) Financial Liabilities			
- Borrowings		-	-
(b) Provisions		-	-
(c) Deferred Tax Liabilities (net)		-	-
Total Non Current Liabilities (B)		-	-
3. Current Liabilities			
(a) Financial Liabilities			
- Borrowings	10	151.42	-
(b) Trade payables			
(i) Total, outstanding dues of micro enterprises and small enterprises; and			
(ii) Total outstanding dues of creditors others than micro enterprises and small enterprises.	11	655.19	-
(b) Other Current Liabilities	12	4,149.52	3,407.04
(c) Provisions	13	-	-
Total Current Liabilities (C)		4,956.13	3,407.04
TOTAL EQUITY AND LIABILITIES (A+B+C)		4,112.73	735.39

The accompanying notes are integral part of the financial statements

As per our report of even date

For and on behalf of Board of Directors
Unimode Overseas Limited

For Sunil Kumar Gupta & Co.
Chartered Accountants
Firm Registration number: 003645N

RAJIV GUPTA
Additional Executive Director
DIN:01236018

KANHIYA GUPTA
Additional Executive Director
DIN: 07262275

HALDHER GUPTA
Additional Executive Director
DIN: 08168505

CA Rahul Goyal
Partner
Membership No: 540880

DINESH KUMAR MAHAWAR
C.E.O

DIKSHA SHARMA
C.F.O

BHUWAN SINGH TARAGI
Company Secretary

Place: New Delhi
Date: 30.05.2023
UDIN: 23540880BGXMUG3530

UNIMODE OVERSEAS LIMITED

CIN NO. L51909DL1992PLC048444

Regd office: C 18 Shivaji Park Punjabi Bagh New Delhi 110026

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2023

<i>(All amounts in Thousand)</i>			
Particulars	Note	For the Year ended March 31, 2023	For the Year ended March 31, 2022
I Revenue from operations	14	3,879.51	-
II Other Income	15	44.43	496.28
III Total Income (I+II)		3,923.94	496.28
IV Expenses			
a) Purchases of stock in trade	16	623.99	-
b) Changes in inventories of finished goods , Work in progress and stock in trade		-	-
c) Excise Duty		-	-
d) Employee benefits expense	17	416.00	300.00
e) Finance costs	18	0.28	0.63
f) Depreciation and amortization expense		-	-
g) Other Expenses	19	1,055.41	632.71
Total Expenses (IV)		2,095.69	933.34
V Profit /(Loss) before exceptional items and tax		1,828.25	(437.06)
VI Exceptional Items		-	-
VII Profit / (Loss) before tax		1,828.25	(437.06)
VIII Tax Expense:			
a) Current Tax		-	-
b) Adjustment of tax relating to earlier periods		-	-
c) Deferred Tax		-	-
d) Mat Credit Entitlement		-	-
Total tax expenses (VIII)		-	-
IX Profit / (Loss) for the period		1,828.25	(437.06)
X Other comprehensive income			
Items that will not to be reclassified to profit or loss		-	-
Re-measurement (gains)/ losses on defined benefit plans		-	-
XI Total comprehensive loss for the period (IX + X)		1,828.25	(437.06)
Earnings per equity share(Nominal value of Rs. 10 /- per share)			
Basic	20	0.36	(0.09)
Diluted	20	0.36	(0.09)

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For and on behalf of the Board of directors
Unimode Overseas Limited

For Sunil Kumar Gupta & Co.
Chartered Accountants
Firm Registration number: 003645N

RAJIV GUPTA
Additional Executive Director
DIN:01236018

KANHIYA GUPTA
Additional Executive Director
DIN: 07262275

HALDHER GUPTA
Additional Executive Director
DIN: 08168505

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Partner
Membership No: 540880

DINESH KUMAR MAHAWAR
C.E.O

DIKSHA SHARMA
C.F.O

BHUWAN SINGH TARAGI
Company Secretary

Place: New Delhi
Date: 30.05.2023
UDIN: 23540880BGXMUG3530

UNIMODE OVERSEAS LIMITED

CIN NO. L51909DL1992PLC048444

Regd office: C 18 Shivaji Park Punjabi Bagh New Delhi 110026

STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2023*(All amounts in Thousand)*

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax as per statement of Profit & Loss	1,828.25	(437.06)
Adjustments for:		
- Depreciation and amortisation expense	-	-
- Retained earning Ind As	-	-
- Commission Income	-	-
- Interest Income	-	-
- Finance costs	0.28	0.63
Operating profit before working capital changes	1,828.53	(436.43)
Adjustments for :		
Increase/(Decrease) in Trade Payables	655.19	-
Increase/(Decrease) in Other Current Liabilities	742.48	403.83
Increase/(Decrease) in Other Financial Liabilities	-	-
Increase/(Decrease) in Provisions	-	-
Increase/(Decrease) in Short Term Provisions	-	-
(Increase) / Decrease in Trade Receivables	(3,565.94)	(507.60)
(Increase) / Decrease in Other Financial Assets	-	182.50
(Increase) / Decrease in Other Current Financial Assets	-	-
(Increase) / Decrease in other Non Current Assets	-	-
Increase / (Decrease) in Inventories	-	-
(Increase) / Decrease in Short Term Advances	-	-
(Increase) / Decrease in Other Current Assets	54.49	(21.05)
Cash generated from operations	(285.24)	(378.75)
Taxes paid	-	-
Net Cash from Operating Activities	(285.24)	(378.75)
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant & Equipment	-	-
Sale of Property, Plant & Equipment	-	-
Commission Income	-	-
Interest Income	-	-
Movement n Loan & Advances	-	-
Net Cash used in Investing Activities	-	-
C CASH FLOW FROM FINANCING ACTIVITIES		
Movemenet in Long term loans (Net)	-	-
Movement in Short term loans	151.42	-
Decrease in Reserve & Surplus	-	-
Increase in Share Capital & premium	-	-
Interest Paid	(0.28)	(0.63)
Net Cash from Financing Activities	151.13	(0.63)
Net Increase/(Decrease) in Cash and Cash Equivalents	(134.11)	(379.38)
Cash and Cash Equivalents at the beginning of the year	163.08	542.46
Cash and Cash Equivalents at the end of the year	28.97	163.08

Notes:

- 1.) The above Cash Flow Statement has been prepared under the indirect method set out in IND AS - 07 "Statement of Cash Flow".
- 2.) Figures in bracket indicates cash outflow

As per our report of even date

For and on behalf of the Board of Directors of Unimode overseas Limited

For Sunil Kumar Gupta & Co.
Chartered Accountants
Firm Registration number: 003645N

RAJIV GUPTA	KANHIYA GUPTA	HALDHER GUPTA
Additional Executive Director	Additional Executive Director	Additional Executive Director
DIN:01236018	DIN: 07262275	DIN: 08168505

CA Rahul Goyal
Partner
Membership No: 540880
Place: New Delhi
Date: 30.05.2023
UDIN: 23540880BGXMUG3530

DINESH KUMAR MAHAWAR	DIKSHA SHARMA	BHUWAN SINGH TARAGI
C.E.O	C.F.O	Company Secretary

UNIMODE OVERSEAS LIMITED

CIN NO. L51909DL1992PLC048444

Regd office: C 18 Shivaji Park Punjabi Bagh New Delhi 110026

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

Note No. 1: Notes To The Financial Statement

1 GENERAL INFORMATION

Unimode Overseas Limited and Reduced(" the Company ") a public company domiciled in India was incorporated on 24.04.1992 .

Note No. 2 : SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of Preparation of Financial Statements

These financial statements comply in all material aspects with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and other relevant provisions of the act.

2.3 Summary of Significant Accounting Policies

2.3.1 Current versus non - current classification

All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria set out in the schedule III to the Companies Act , 2013 . Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents , the Company has determined its operating cycle as twelve months for the purpose of current-non current classification of assets and liabilities.

2.3.4 Capital work-in-progress and intangible assets under development

Capital work-in-progress/intangible assets under development are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing cost.

2.3.2 Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

Cash flow statement

'Cash flows are reported using the indirect method, whereby net profit/ (loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated.

2.3.3 Financial Assets

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets. The Company has made an irrevocable election to present subsequent changes in the fair value of equity investments not held for trading in Other Comprehensive Income.

Financial assets at fair value through profit or loss (FVTPL)

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

Financial liabilities

Financial liabilities are measured at amortised cost using the effective interest method.

2.3.4 Impairment

Financial assets (other than at fair value)

The Company assesses on a forward-looking basis the expected credit losses associated with its assets carried at amortised cost and FVTOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

PPE and intangibles assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the Statement of Profit and Loss.

2.3.5 Inventories

Inventories are valued at lower of cost (First in First out) and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to their present location and condition, including all taxes and other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, excise duty. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

2.3.6 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment, net of taxes or duties collected on behalf of the government.

However, sales tax/ value added tax (VAT)/Goods and Service tax (GST) is not received by the company on its own account. Rather, it is tax collected on value added to the commodity/services by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognised.

Sale of goods

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- the Company has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Company; and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Interest Income

Interest income from financial assets is recognized when it is probable that economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to that asset's net carrying amount on initial recognition.

Dividend

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

Insurance claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

2.3.7 Employee benefit expenses

Employee benefits consist of contribution to provident fund, superannuation fund, gratuity fund and compensated absences.

(i) Post-employment benefit plans

Defined Contribution plans

Payments to defined contribution retirement benefit scheme for eligible employees in the form of superannuation fund are charged as an expense as they fall due. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made.

The Company also makes contribution towards provident fund, in substance a defined contribution retirement benefit plan for qualifying employees. The provident fund is deposited with the Provident Fund Commissioner which is recognized by the Income Tax authorities.

Defined benefit plans

The Company operates various defined benefit plans- gratuity fund and Compensated absence.

The liability or asset recognised in the balance sheet in respect of its defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the said obligation is determined by discounting the estimated future cash outflows, using market yields of government bonds that have tenure approximating the tenures of the related liability.

The interest income / (expense) are calculated by applying the discount rate to the net defined benefit liability or asset. The net interest income/ (expense) on the net defined benefit liability or as set is recognised in the Statement of Profit and loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the Statement of Changes in Equity and in the Balance Sheet. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Short term employee benefit

Compensated absences which accrue to employees and which can be carried to future periods but are expected to be encashed or availed in twelve months immediately following the year end are reported as expenses during the year in which the employees perform the services that the benefit covers and the liabilities are reported at the undiscounted amount of the benefits after deducting amounts already paid. Where there are restrictions on availment of encashment of such accrued benefit or where the availment or encashment is otherwise not expected to wholly occur in the next twelve months, the liability on account of the benefit is actuarially determined using the projected unit credit method.

2.3.8 Foreign currency translation

The functional currency of the Company is Indian rupee. On initial recognition, all foreign currency transactions are translated into the functional currency using the exchange rates prevailing on the date of the transaction. As at the reporting date, foreign currency monetary assets and liabilities are translated at the exchange rate prevailing on the Balance Sheet date and the exchange gains or losses are recognised in the Statement of Profit and Loss.

2.3.9 Borrowing cost

Borrowing costs are interest and ancillary costs incurred in connection with the arrangement of borrowings. General and specific borrowing costs attributable to acquisition and construction of any qualifying asset (one that takes a substantial period of time to get ready for its designated use or sale) are capitalised until such time as the assets are substantially ready for their intended use or sale, and included as part of the cost of that asset. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All the other borrowing costs are recognised in the Statement of Profit and Loss within Finance costs of the period in which they are incurred.

2.3.10 Income tax

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred taxes are recognised in Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

Current tax

Current tax is measured at the amount of tax expected to be payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Current tax assets and current tax liabilities are off set when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

Deferred tax

Deferred income tax is recognised using the Balance Sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax assets are recognised only to the extent that it is probable that either future taxable profits or reversal of deferred tax liabilities will be available, against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of a deferred tax asset shall be reviewed at the end of each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets and liabilities are off set when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

2.3.11 Accounting of provisions, contingent liabilities and contingent assets

Provisions are recognized, when there is a present legal or constructive obligation as a result of past events, where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. Where the effect is material, the provision is discounted to net present value using an appropriate current market-based pre-tax discount rate and the unwinding of the discount is included in finance costs.

Contingent liabilities are recognised only when there is a possible obligation arising from past events, due to occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Company, or where any present obligation cannot be measured in terms of future outflow of resources, or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for. Contingent assets are not disclosed in the financial statements unless an inflow of economic benefits is probable.

2.3.12 Earnings per share (EPS)

Basic EPS is computed by dividing the profit or loss attributable to the equity shareholders of the Company by the weighted average number of Ordinary shares outstanding during the year. Diluted EPS is computed by adjusting the profit or loss attributable to the ordinary equity shareholders and the weighted average number of ordinary equity shares, for the effects of all dilutive potential Ordinary shares.

2.3.13 The company does not have any financial transaction with any struck off companies as per Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.

2.3.14 No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

2.3.15 The company does not have borrowings from banks or financial institutions on the basis of security of current assets, and hence there is no default in repayment of the same.

2.3.16 There are no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.

2.3.17 The company is not covered under section 135 of the Companies Act, for the adherence to the provisions of CSR activities.

2.3.18 The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

2.3.19 Following Ratios to be disclosed:-

Ratio	Formulae
(a) Current Ratio,	Current Assets/ Current Liabilities
(b) Debt-Equity Ratio	Total Debt /Total Equity
(c) Debt Service Coverage Ratio	EBIT / Int. Expense+Principle Repayment Made during the
(d) Return on Equity Ratio	Net Income/ Total Shareholder Equity
(e) Inventory turnover ratio	Cost of Goods sold/ Average Inventories of process and Stock
(f) Trade Receivables turnover ratio	Value of sales & services / Average Trade Receiveable
(g) Trade payables turnover ratio,	Net Credit Purchases / Average Accounts Payable
(h) Net capital turnover ratio,	Total Sales/ Total Shareholder's Equity
(i) Net profit ratio,	PAT/ Value of Sales & Services
(j) Return on Capital employed,	EBIT / Capital Employed
(k) Return on investment.	Net Income /Cost Investment

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Note 2.3.19 : Significant Accounting Policies

Following Ratios to be disclosed:-

RATIO	NUMERATOR	DENOMINATOR	RATIO FOR 31.03.2023	RATIO FOR 31.03.2022	VARIANCE (+/-)	EXPLANATION FOR VARIANCE MORE THAN 25%
(a) Current Ratio.	Current Assets	Current Liabilities	82.98%	21.58%	-284.46%	Current Assets are increased during the year.
(b) Debt-Equity Ratio.	Total Debt	Shareholders equity	NA	NA	NA	NA
(c) Debt Service Coverage Ratio.	Earnings available for debt service	Debt service requirement (Interest cost)	NA	NA	NA	NA
(d) Return on Equity Ratio.	PAT (Minus dividend to preference shareholders if any)	Average shareholders equity	-216.77%	16.36%	1425.07%	The company has increased efforts for growth
(e) Inventory turnover ratio.	Cost of goods sold/sales	Average Inventory	NA	NA	NA	Closing Stock is nil at the end of the year
(f) Trade Receivables turnover ratio.	Net credit sales	Average accounts receivable	169.37%	0.00%	100.00%	No sales in the previous year.
(g) Trade payables turnover ratio.	Net credit purchases	Average trade payables	190.48%	0.00%	100.00%	No Purchase and Creditors in the Last year.
(h) Net capital turnover ratio.	Net sales	Average working capital	-220.74%	0.00%	100.00%	The company has negative Working capital
(i) Net profit ratio.	Net Profit	Net sales	47.13%	0.00%	100.00%	The company has increased efforts for growth
(j) Return on Capital employed.	Earnings before interest & taxes	Capital employed (Debts+equity)	44.45%	-59.43%	174.80%	The company has increased efforts for growth
(k) Return on investment.	Net profit	Investments	NA	NA	NA	NA

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NOTES TO THE FINANCIAL STATEMENT OF THE YEAR ENDED 31ST MARCH 2023
Statement of Changes in Equity
A. Equity Share Capital

(All amounts in Thousand)

(1) Current reporting period

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
5010.50	Nil	Nil	Nil	5010.50

(2) Previous reporting period

Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
5010.50	Nil	Nil	Nil	5010.50

B. Other Equity
(1) Current reporting period

	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus								Money received against share warrants	Total
			Capital Reserve	Securities Premium	Other Reserves (specify nature)	Retained Earnings	Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Exchange differences on translating the financial statements		
Balance at the beginning of the current reporting period	NIL	NIL	NIL	NIL	NIL	(7,682.15)	NIL	NIL	NIL	NIL	NIL	(7,682.15)
Changes in accounting policy/prior period errors	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Restated balance at the beginning of the previous reporting period	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total Comprehensive Income for the current year	NIL	NIL	NIL	NIL	NIL	1,828.25	NIL	NIL	NIL	NIL	NIL	1,828.25
Dividends	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Transfer to Retained Earnings	NIL	NIL	NIL	NIL	NIL	1,828.25	NIL	NIL	NIL	NIL	NIL	1,828.25
Any other Change (To be Specified)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Balance at the end of the current reporting period	NIL	NIL	NIL	NIL	NIL	(5,853.90)	NIL	NIL	NIL	NIL	NIL	(5,853.90)

(2) Previous reporting period

	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus								Money received against share warrants	Total
			Capital Reserve	Securities Premium	Other Reserves (specify nature)	Retained Earnings	Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Exchange differences on translating the financial statements		
Balance at the beginning of the previous reporting period	NIL	NIL	NIL	NIL	NIL	(7,245.09)	NIL	NIL	NIL	NIL	NIL	(7,245.09)
Changes in accounting policy/prior period errors	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Restated balance at the beginning of the previous reporting period	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total Comprehensive Income for the current year	NIL	NIL	NIL	NIL	NIL	(437.06)	NIL	NIL	NIL	NIL	NIL	(437.06)
Dividends	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Transfer to Retained Earnings	NIL	NIL	NIL	NIL	NIL	(437.06)	NIL	NIL	NIL	NIL	NIL	(437.06)
Any other Change (To be Specified)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Balance at the end of the current reporting period	NIL	NIL	NIL	NIL	NIL	(7,682.15)	NIL	NIL	NIL	NIL	NIL	(7,682.15)

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NOTES TO THE FINANCIAL STATEMENT OF THE YEAR ENDED 31ST MARCH 2023

Note 4: Trade Receivables Ageing Schedule

(All amounts in Thousand)

Particulars	Outstanding for following periods from due date of payment											
	Less than 6 months		6 months - 1 Year		1-2 Year		2-3 Year		More than 3 Year		Total	
	As on 31.03.2023	As on 31.03.2022	As on 31.03.2023	As on 31.03.2022	As on 31.03.2023	As on 31.03.2022	As on 31.03.2023	As on 31.03.2022	As on 31.03.2023	As on 31.03.2022	As on 31.03.2023	As on 31.03.2022
(i) Undisputed Trade receivables – considered good	4,073.54	507.60	-	-	-	-	-	-	-	-	4,073.54	507.60
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-	-	-	-	-

Financial assets

(All amounts in Thousands)

5 Cash and Cash Equivalents

Particulars	As At March 31, 2023	As At March 31, 2022
Balances with banks		
- in ICICI Bank	-	105.44
- in Kotak Mahindra Bank	25.16	54.00
Cash in Hand	3.81	3.64
Total	28.97	163.08

6 Other Current Financial Assets

Particulars	As At March 31, 2023	As At March 31, 2022
Mat Credit Entitlement	9.79	9.79
Total	9.79	9.79

7 Other Current Assets

Particulars	As At March 31, 2023	As At March 31, 2022
Unsecured , Considered good		
GST Credit	-	4.42
TDS Receivable	-	47.00
Other Assets	0.43	3.50
Total	0.43	54.92

8 Equity Share Capital

Particulars	As At March 31, 2023	As At March 31, 2022
Authorised		
52,50,000 (PY 52,50,000) Equity shares of Rs.10/- each	52,500.00	52,500.00
	52,500.00	52,500.00
Issued, subscribed and fully paid-up		
5,01,050 (PY 5,01,050) Equity shares of Rs.10/- each	5,010.50	5,010.50
Total	5,010.50	5,010.50

(a) Reconciliation of shares outstanding at the beginning and at the end of the period

Particulars	No of shares	Amount
Equity Shares		
At April 2022	5,010.50	5,010.50
Add: Issued during the period	-	-
Less: Reduction during the year	-	-
At March 31, 2023	5,010.50	5,010.50

(b) Term/right attached to equity shares:

The Company has only one class of equity share having a par value of INR 10 per share. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holder of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of

(c) Shareholders holdings more than 5% Share Capital

Share in the company held by each shareholder holding more than 5% share specifying no. of shares held are as below:

Particulars	As At	As At	As At	As At
	March 31, 2023	March 31, 2023	March 31, 2022	March 31, 2022
	Shares	% of holding	Shares	% of holding
Ashish Goel	-	0.00%	43,315.00	0.09
Vikas Munjal*	45,422	9.07%	45,822.00	0.09
Halder Gupta	37,700	7.52%	-	-
Rajiv Gupta	50,020	9.98%	-	-

(d) Disclosure of equity shares held by Promoters

Promoter Name	Share held by promoters as on 31.03.2023		Share held by promoters as on 31.03.2022		% change during the Year
	No. of shares	% of total shares	No. of shares	% of total shares	
Ashish Goel	-	-	43,315.00	8.64	(100)
Madhu Goyal	-	-	24,370.00	4.86	(100)
Satish Kumar Gupta	-	-	20,015.00	3.99	(100)
Vikas Munjal*	45,422	9.07	45,822.00	9.15	(0.87)
Halder Gupta	37,700	7.52	-	-	100
Rajiv Gupta	50,020	9.98	-	-	100
Kanhiya Gupta*	400	0.08	-	-	100
Total:	133,542	26.65	133,522	26.65	Nil

9 Other Equity

Particulars	As At March 31, 2023	As At March 31, 2022
(A) Retained Earnings		
Opening balance	(7,682.15)	(7,245.09)
Net Profit / (loss) for the year	1,828.25	(437.06)
Less: Adjustment	-	-
Add: Capital Reduction during the year	-	-
Closing balance(A)	(5,853.90)	(7,682.15)
(B) Securities Premium		
Opening Balance	-	-
Securities Premium during the year	-	-
Closing balance (B)	-	-
Total	(5,853.90)	(7,682.15)

10 Current Liabilities

Particulars	As At March 31, 2023	As At March 31, 2022
Unsecured Borrowings from Directors		
Reimbursement of Expenses	151.42	-
Total	151.42	-

12 Other Current Liabilities

Particulars	As At March 31, 2023	As At March 31, 2022
Advances from Customers for Sale		
Pankaj Kumar	1,000.00	-
Pranav Jain	1,200.00	-
SR Jewels Pvt. Ltd.	800.00	-
Ashish goel	-	265.00
A V Investments	-	270.00
Mangal Tradex Pvt. Ltd.	-	1,000.00
Expenses payable	-	-
Audit Fee Payable	41.30	37.80
GST Payable	23.52	-
TDS Payable	10.00	3.50
Salary payable	210.00	318.57
Rent payable	405.00	360.00
Other Expenses Payable	4.91	-
Grandprix Advisors Private Limited	121.84	73.11
Ramo Ad Creation	-	4.91
Beetal Financial & Computers Services Private Limited	17.95	70.39
Depository expense payable	-	23.76
Security Deposit	315.00	980.00
	4,149.52	3,407.04

13 Provisions

Particulars	As At March 31, 2023	As At March 31, 2022
Provision for Income Tax	-	-
Total	-	-

14 Revenue from Operations

(All amounts in Thousand)

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Sale of Textile goods	3,879.51	-
	3,879.51	-

15 Other Income

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Miscellaneous Income	42.55	5.04
Interest on Income Tax Refund	1.88	1.24
Other Operational Income	-	490.00
Total	44.43	496.28

16 Purchases of stock in trade

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Purchases		
Purchases of Textile goods	623.99	-
Total	623.99	-

17 Employee Benefits Expense

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Salaries and Incentive	416.00	300.00
Total	416.00	300.00

18 Finance Cost

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Bank Charges	0.28	0.63
Total	0.28	0.63

19 Other expenses

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Advertisement expenses	20.40	20.40
Audit fees	35.00	35.00
AGM & EGM Expenses	35.54	55.06
Bank Balance W/off	105.44	-
Board Meeting Expenses	-	1.10
Conveyance expenses	1.55	1.10
Depository Expenses	32.00	31.00
Interest on TDS	0.16	-
Listing fee	300.00	300.00
Postage and courier	1.40	1.86
Website Maintenance expenses	11.45	7.45
Legal & Professional Fees	88.00	43.00
Printing & Stationary Expenses	5.63	9.75
Rent	60.00	60.00
Miscellaneous Expenses	12.83	11.98
Maintenance Charges	-	46.42
Penalty on Legal Compliances/ROC/TDS	-	2.00
ROC Expenses	6.00	6.60
RTA Fees	75.01	-
Software Exp.	15.00	-
SEBI Fee	150.00	-
Tender Office Charges	100.00	-
Total	1,055.41	632.71

*Detail of Payment to Auditors

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Audit Fee (Statutory and Tax Audit Fees)	35.00	35.00
Total	35.00	35.00

20 Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the company by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the company by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

The following data reflects the inputs to calculation of basic and diluted EPS

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Net Profit after tax attributable to equity holders	1,828.25	(437.06)
Weighted average no of equity shares outstanding during the year- for Both Basic and Diluted EPS	5,010.50	5,010.50
Face value of Equity Share (INR)	0.01	0.01
Basic and Diluted	0.36	(0.09)

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NOTES TO THE FINANCIAL STATEMENT OF THE YEAR ENDED 31ST MARCH 2023

21 Current Tax and Deferred Tax

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Current Tax:		
Current income tax:	-	-
Adjustments in respect of current income tax of previous period	-	-
Deferred Tax:		
Relating to origination and reversal of temporary differences	-	-
Total	-	-

Income Tax on Other Comprehensive Income

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Current Tax		
	-	-
Deferred Tax		
Net loss/(gain) on remeasurements of defined benefit plans	-	-
Total	-	-

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

22 Related party transactions**a) Related party and nature of the related party relationship with whom transactions have taken place during the year****a) Key Management Personnel**

Mr. Rajiv Gupta (Executive Director)

Mr. Halder Gupta (Executive Director)

Mr. Kanhiya Gupta (Executive Director)

Mr. Dinesh Kumar Mahawer (CEO)

Ms. Diksha Sharma (CFO)

Mr. Bhuwan Singh Taragi (Company Secretary)

Nature of Transactions During the year	Related Party
	Referred in A Above
	FY 2022-23
Expenditure	
Rebursment of Expenses by Director	151.42

23 Fair values

(All amounts in Thousand)

The carrying value and fair value of financial instruments by category:

Assets and liabilities carried at amortised cost

Particulars	Carrying Value		Fair Value	
	As At March 31, 2023	As At March 31, 2022	As At March 31, 2023	As At March 31, 2022
Financial assets				
Other financial assets	-	-	-	-
Trade Receivables	4,073.54	507.60	4,073.54	507.60
Cash and cash equivalents	28.97	163.08	28.97	163.08
Other current financial assets	9.79	9.79	9.79	9.79
Total	4,112.30	680.47	4,112.30	680.47
Financial liabilities				
Borrowings	151.42	-	151.42	-
Trade Payables	-	-	-	-
Other Financial Liabilities	-	-	-	-
Total	151.42	-	151.42	-

There are no assets and liabilities which have been carried at fair value through the profit and loss account.

There are no assets and liabilities which have been carried at fair value through the other comprehensive income.

The management assessed that cash and cash equivalents, trade receivables, trade payables, and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair values of the unquoted equity shares have been estimated using a DCF model. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows, discount rate, credit risk and volatility. The probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted equity investments.

The fair values of the Group's interest-bearing borrowings and loans are determined by using DCF method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own nonperformance risk as at 31 March 2018 was assessed to be insignificant.

24 Capital Management

The company manages its capital to ensure that entities in the Company will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the capital deployment.

The company determines the amount of capital required on the basis of annual operating plans and long-term product and other strategic investment plans. The funding requirement are met through equity and long-term/ short-term borrowings.

The company monitors the capital structure on the basis of total debt to equity ratio and maturity of the overall debt portfolio of the Company.

Particulars	As At March 31, 2023	As At March 31, 2022
Debt	-	-
Less: cash and cash equivalents	(28.97)	(163.08)
Net Debt (A)	(28.97)	(163.08)
Equity (B)	5,010.50	5,010.50
Gearing ratio (A/B)	(0.01)	(0.03)

25 The amounts and disclosures included in the financial statements of the previous year have been reclassified and regrouped wherever necessary.

For Sunil Kumar Gupta & Co.
Chartered Accountants
Firm Registration number: 003645N

For and on behalf of Board of Directors
Unimode Overseas Limited

CA Rahul Goyal
Partner
Membership No: 540880

RAJIV GUPTA
Additional Executive Director
DIN:01236018

KANHIYA GUPTA
Additional Executive Director
DIN: 07262275

HALDHER GUPTA
Additional Executive Director
DIN: 08168505

Place: New Delhi
Date: 30.05.2023
UDIN:

DINESH KUMAR MAHAWAR
C.E.O

DIKSHA SHARMA
C.F.O

BHUWAN SINGH TARAGI
Company Secretary

UNIMODE

**31ST ANNUAL GENERAL MEETING
PROXY FORM
Form MGT- 11**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Shareholder (s) (In Block Letters)

Registered Address.....

E-mail Id.....

Registered Folio No. /DP ID & Client ID No.

I/We, being the Shareholder(s) holding.....shares of Unimode Overseas Limited hereby appoint: -

- 1) Name:
Address
E-mail ID:
Signature.....or falling him/her
- 2) Name:
Address
E-mail ID:
Signature.....or falling him/her
- 3) Name:
Address
E-mail ID:
Signature..... or falling him/her

as my / our proxy to attend and vote for me/us and on my/our behalf, if not already voted by me/us through remote e-voting, at the 31st Annual General Meeting of the Company to be held on Tuesday, 05th September, 2023 at 12:30 P.M. at C-18 Shivaji Park, Punjabi Bagh, New Delhi-110026 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Optional (✓)	
		For	Against
Ordinary Business			
1.	To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2023 including the Audited Balance Sheet as at March 31, 2023, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint a director in place of Mr. Ashish Kumar Garg (DIN: 00317457), who retires by rotation and being eligible offers himself for re-appointment.		
Special Business			
3.	Appointment of Mr. Rajiv Gupta (DIN: 01236018) as an Executive Director.		
4.	Appointment of Mr. Halder Gupta (DIN: 08168505) as an Executive Director.		
5.	Appointment of Mr. KANHIYA GUPTA (DIN: 07262275) as an Executive Director		
6.	Appointment of Ms. Nalini Gupta (DIN: 10241569) as non- executive Non – Independent Director of the Company.		
7.	Appointment of Mr. Rajesh Kumar Raina (DIN: 09605917) as Non Executive Non-Independent Director.		
8.	Appointment of Mr. Rajiv Gupta (DIN: 01236018) as Managing Director of the Company.		
9.	Change in Object Clause of Memorandum of Association of the Company		
10.	Adoption of New object clause of Memorandum of Association as per provisions of Companies Act, 2013		

11.	Change in name of the Company		
12.	Adoption of Altered Memorandum of Association and Altered Article of Association as per provisions of Companies Act, 2013:		

Signed this _____ day of _____ 2023.

Signature of Shareholder (s) _____

Signature of Proxy holder (s) _____

Affix Revenue Stamp

Note: This form of Proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company at C-18 Shivaji Park, Punjabi Bagh, New Delhi-110026 not less than 48 hours before the commencement of the AGM i.e. by 12:30 p.m. on Tuesday, 05th September, 2023.

UNIMODE OVERSEAS LIMITED

Regd: C-18 Shivaji Park, Punjabi Bagh, New Delhi-110026
Email ID: unimodeoversealimited@gmail.com | Website: www.unimodeoverseas.in
CIN No: L51909DL1992PLC048444 | Tel no: 011-43685156

UNIMODE

31st ANNUAL GENERAL MEETING

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE

Name of the Shareholder (s) (In Block Letters)

Registered Folio No./DP ID & Client ID No.

No. of Shares held

Name of the Proxy, if any (In Block Letters)

I hereby record my presence at the 31st Annual General Meeting (AGM) of the Company being held at C-18 Shivaji Park, Punjabi Bagh, New Delhi-110026 on Tuesday, 5th day of September, 2023 at 12:30 P.M.

Signature of the Shareholder or Proxy.....

Note: Shareholder/Proxy attending the Annual General meeting (AGM) must bring his/her Admission Slip which should be signed and deposited before entry to the Auditorium.

.....✂.....✂.....

ELECTRONIC VOTING PARTICULARS

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereafter, the Resolutions proposed at the 31st AGM will be transacted through remote E-Voting (facility to cast vote a place other than the venue of the AGM).

EVEN (E-voting Event Number)	User ID	Password

Please refer to Note No. 12 of Notice

.....✂.....✂.....

REGISTRATION OF E-MAIL ADDRESS FOR FUTURE COMMUNICATION

Name of the Shareholder (s) (In Block Letters)

Registered Address.....

E-mail Id.....

Registered Folio No/DP ID & Client ID No

Signature of the Shareholder (s)

UNIMODE OVERSEAS LIMITED

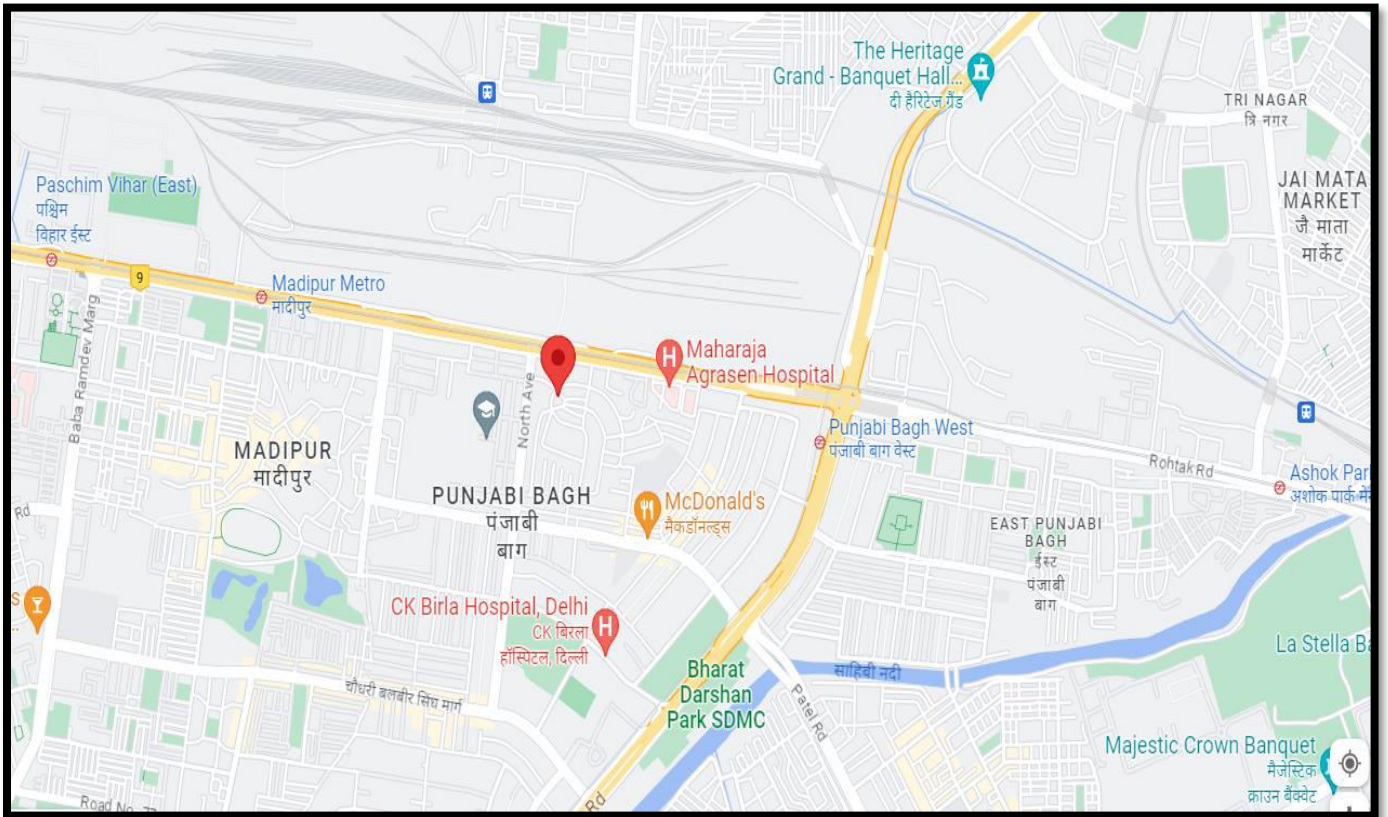
Regd: C-18 Shivaji Park, Punjabi Bagh, New Delhi, 110026

Email ID: unimodeoversealimited@gmail.com | Website: www.unimodeoverseas.in

CIN No: L51909DL1992PLC048444 | Tel no: 011-43685156

Notes

Route Map of AGM Venue:



Registered Office:

C-18 Shivaji Park, Punjabi Bagh, New Delhi-110026

Email: unimodeoverseaslimited@gmail.com

www.unimodeoverseas.in

CIN: **L51909DL1992PLC048444**

Contact: +91-8447976925