

UNIMODE

Dated: 05.09.2023

To,
The Corporate Relationship Department
BSE Limited
PhirozeJeejeebhoy Towers
Dalal Street
Mumbai- 400001

BSE Scrip Code: 512595 and Scrip Id: UNIMOVR

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/ Madam,

With reference to the above subject and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the Members of Company have approved and taken on record the following businesses at Annual General Meeting held on 5th September, 2023:

1. Appointment of Mr. Rajiv Gupta (DIN: 01236018) as an Executive Director of Unimode Overseas Limited with effect from 5th September, 2023. Disclosure of information pursuant to regulation 30 is attached as **Annexure A**.
2. Appointment of Mr. Halder Gupta (DIN: 08168505) as an Executive Director of Unimode Overseas Limited with effect from 5th September, 2023. Disclosure of information pursuant to regulation 30 is attached as **Annexure B**.
3. Appointment of Mr. Kanhiya Gupta (DIN: 07262275) as an Executive Director of Unimode Overseas Limited with effect from 5th September, 2023. Disclosure of information pursuant to regulation 30 is attached as **Annexure C**.
4. Appointment of Ms. Nalini Gupta (DIN: 10241569) as a non- executive Non – Independent Director of Unimode Overseas Limited with effect from 5th September, 2023. Disclosure of information pursuant to regulation 30 is attached as **Annexure D**.
5. Appointment of Mr. Rajesh Kumar Raina (DIN: 09605917) as Non Executive Non- Independent Director of Unimode Overseas Limited with effect from 5th September, 2023. Disclosure of information pursuant to regulation 30 is attached as **Annexure E**.
6. Appointment of Mr. Rajiv Gupta (DIN: 01236018) as Managing Director of Unimode Overseas Limited with effect from 5th September, 2023. Disclosure of information pursuant to regulation 30 is attached as **Annexure F**.

The Annual General Meeting Commenced at 12:30 P.M. and Concluded at 3:00 P.M.

UNIMODE OVERSEAS LIMITED

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

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

CIN No: L51909DL1992PLC048444 | Tel no: 011-43685156

UNIMODE

This is for your information and record.

Thanking You

Yours Faithfully
For **Unimode Overseas Limited**

**RAJIV
GUPTA**

Digitally signed by RAJIV GUPTA
DN: c=IN, o=Personal, postalCode=110026,
st=Delhi,
2.5.4.20=b146e32377ecf495d86a47e791e89
ec0e08a72ea7270a583c08843bcc508c,
pseudoym=SC3E15ACCF02C830A2696C2
1F3BC728EAC52BAE,
serialNumber=5D228E48167A88A3E3059F2
FF31BC23FE0D0FDE5629496F2E4F0EAS5D
SD5180, cn=RAJIV GUPTA
Date: 2023.09.06 17:46:47 +05'30'

Rajiv Gupta
Director
DIN:01236018

UNIMODE OVERSEAS LIMITED

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Annexure A

Sub: Brief Detail of Mr. Rajiv Gupta
Ref: Unimode Overseas Limited
(Scrip Code: 512595)

Please find the Brief detail of Mr. Rajiv Gupta, appointed as an Executive Director of the company on 5th September, 2023 as follows: -

Reason for Change	Appointment
Name of the KMP/Director	Mr. Rajiv Gupta
DIN	01236018
Date of Birth	23-01-1971
Date of Appointment	05-09-2023
Educational Qualification	Intermediate
Experience & expertise in specific functional - area	Having more them 25 years Experience
Shareholding in Company (Number & %)	50,020/- Equity Shares & 9.98%
Relationship between Directors	Relative



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SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a director/KMP/Promoter]

Name of the company: Unimode Overseas Limited
 ISIN of the company: INE348N01034

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Persons (Promoters/ KMP/ Directors/ immediate relatives/ others etc)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming promoter/appointment of Director/KMP		% of Shareholding
			Type of security (For eg.- Shares, Warrants, Convertible Debentures etc.)	Number	
1	2	3	4	5	6
Name: Rajiv Gupta PAN: AAAPG7171Q DIN: 01236018 Address: C-73, Shivaji Park, Punjabi Bagh, West Delhi-110026 Contact No.9312837347	Executive Director and Managing Director	05.09.2023	Equity	50020	9.98

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP	Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP	
	Contract specifications	Contract specifications
Number of units (contracts * lot size)	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9
-	-	-
-	10	11
-	-	12

Note: In case of Options, notional value shall be calculated based on premium plus strike price of option

Date: 05.09.2023
 Place: New Delhi


 (Rajiv Gupta)

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CERTIFIED TRUE COPY OF THE ORDINARY RESOLUTION PASSED IN THE ANNUAL GENERAL MEETING OF THE UNIMODE OVERSEAS LIMITED HELD ON TUESDAY, 5TH SEPTEMBER 2023 AT C-18, SHIVAJI PARK, PUNJABI BAGH, NEW DELHI-110026 AT 12:30 P.M AND CONCLUDED AT 3:00 P.M.

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

“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.”

-//Certified True Copy//-

For & on behalf of the Board of Directors of
UNIMODE OVERSEAS LIMITED



Halder Gupta
Director
DIN: 08168505

UNIMODE OVERSEAS LIMITED

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

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

CIN No: L51909DL1992PLC048444 | Tel no: 011-43685156

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

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 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 (MANBRO POLYMERS LIMITED)
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

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Annexure B

Sub: Brief Detail of Mr. Halder Gupta
Ref: Unimode Overseas Limited
(Scrip Code: 512595)

Please find the Brief detail of Mr. Halder Gupta, appointed as an Executive Director of the company on 5thSeptember, 2023 as follows: -

Reason for Change	Appointment
Name of the KMP/Director	Mr. Halder Gupta
DIN	08168505
Date of Birth	12-04-2000
Date of Appointment	05-09-2023
Educational Qualification	Intermediate
Experience & expertise in specific functional - area	-
Shareholding in Company (Number & %)	37,700/- Equity Shares & 7.52%
Relationship between Directors	Relative

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FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a director/KMP/Promoter]

Name of the company: Unimode Overseas Limited
ISIN of the company: INE348N01034

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Persons (Promoters/ KMP/ Directors/ immediate relatives/ others etc)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming promoter/appointment of Director/KMP		% of Shareholding
			Type of security (For eg.- Shares, Warrants, Convertible Debentures etc.)	Number	
1 Name: Haldher Gupta PAN:CPKPG2713M DIN: 08168505 Address:C-73, Shivaji Park, Punjabi Bagh, West Delhi-110026 Contact No.9999797355	2 Executive Director	3 05/09/2023	4 Equity	5 37700	6 7.52

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP		Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP	
Contract specifications	Number of units (contracts * lot size)	Contract specifications	Number of units (contracts * lot size)
7	8	10	11
-	-	-	-
	9		12
	-		-
			Notional value in Rupee terms
			12

Note: In case of Options, notional value shall be calculated based on premium plus strike price of option

Date: 05/09/2023
Place: New Delhi



(Haldher Gupta)

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CERTIFIED TRUE COPY OF THE ORDINARY RESOLUTION PASSED IN THE ANNUAL GENERAL MEETING OF THE UNIMODE OVERSEAS LIMITED HELD ON TUESDAY, 5TH SEPTEMBER 2023 AT C-18, SHIVAJI PARK, PUNJABI BAGH, NEW DELHI-110026 AT 12:30 P.M AND CONCLUDED AT 3:00 P.M.

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

“**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.”

-//Certified True Copy//-

For & on behalf of the Board of Directors of
UNIMODE OVERSEAS LIMITED



Rajiv Gupta
Director
DIN: 01236018



UNIMODE OVERSEAS LIMITED

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

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CIN No: L51909DL1992PLC048444 | Tel no: 011-43685156

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

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 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 (BIOVIVID LABS PHARMACEUTICALS PRIVATE LIMITED & RAAKA TECHPRO CHEM PRIVATE LIMITED)
Committees positions held in other companies	NIL

UNIMODE OVERSEAS LIMITED

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CIN No: L51909DL1992PLC048444 | Tel no: 011-43685156

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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

Annexure C

Sub: Brief Detail of Mr. Kanhiya Gupta
Ref: Unimode Overseas Limited
(Scrip Code: 512595)

Please find the Brief detail of Mr. Kanhiya Gupta, appointed as an Executive Director of the company on 5th September, 2023 as follows: -

Reason for Change	Appointment
Name of the KMP/Director	Mr. Kanhiya Gupta
DIN	07262275
Date of Birth	18-03-1997
Date of Appointment	05-09-2023
Educational Qualification	Intermediate
Experience & expertise in specific functional - area	-
Shareholding in Company (Number & %)	45,882/- Equity Shares & 9.15%
Relationship between Directors	Relative



UNIMODE OVERSEAS LIMITED

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

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

CIN No: L51909DL1992PLC048444 | Tel no: 011-43685156

FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a director/KMP/Promoter]

Name of the company: Unimode Overseas Limited
ISIN of the company: INE348N01034

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Persons (Promoters/ KMP/ Directors/ immediate relatives/ others etc)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming promoter/appointment of Director/KMP		% of Shareholding
			Type of security (For e.g.- Shares, Warrants, Convertible Debentures etc.)	Number	
1 Name: Kanhiya Gupta PAN: BQRPG7120H DIN: 07262275 Address: C-73, Shivaji Park, Punjabi Bagh, West Delhi-110026 Contact No. 9654631299	2 Executive Director	3 05/09/2023	4 Equity	5 45822	6 9.15

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP		Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP	
Contract specifications	Notional value in Rupee terms	Contract specifications	Notional value in Rupee terms
7 Number of units (contracts * lot size) 8	9	Number of units (contracts * lot size) 10	11
-	-	-	12

Note: In case of Options, notional value shall be calculated based on premium plus strike price of option

Date: 05/09/2023
Place: New Delhi


(Kanhiya Gupta)

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CERTIFIED TRUE COPY OF THE ORDINARY RESOLUTION PASSED IN THE ANNUAL GENERAL MEETING OF THE UNIMODE OVERSEAS LIMITED HELD ON TUESDAY, 5TH SEPTEMBER 2023 AT C-18, SHIVAJI PARK, PUNJABI BAGH, NEW DELHI-110026 AT 12:30 P.M AND CONCLUDED AT 3:00 P.M.

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

"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."

-//Certified True Copy//-

For & on behalf of the Board of Directors of
UNIMODE OVERSEAS LIMITED


Rajiv Gupta
Director
DIN: 01236018



UNIMODE OVERSEAS LIMITED

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

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

CIN No: L51909DL1992PLC048444 | Tel no: 011-43685156

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

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 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-	1

UNIMODE OVERSEAS LIMITED

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

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

CIN No: L51909DL1992PLC048444 | Tel no: 011-43685156

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23	
Relationship between Director inter-se	Relative

Annexure D

Sub: Brief Detail of Ms. Nalini Gupta
Ref: Unimode Overseas Limited
(Scrip Code: 512595)

Please find the Brief detail of Ms. Nalini Gupta, appointed as a Non-Executive Non-Independent Director of the company on 5th September, 2023 as follows: -

Reason for Change	Appointment
Name of the KMP/Director	Ms. Nalini Gupta
DIN	10241569
Date of Birth	07-12-1975
Date of Appointment	05-09-2023
Educational Qualification	Graduated
Experience & expertise in specific functional - area	Nil
Shareholding in Company (Number & %)	Nil
Relationship between Directors	NA

Nalini

UNIMODE OVERSEAS LIMITED

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

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

CIN No: L51909DL1992PLC048444 | Tel no: 011-43685156

FORM B
SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a director/KMP/Promoter]

Name of the company: Unimode Overseas Limited
 ISIN of the company: INE348N01034

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Persons (Promoters/ KMP/ Directors/ immediate relatives/ others etc)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming promoter/appointment of Director/KMP		% of Shareholding
			Type of security (For eg.- Shares, Warrants, Convertible Debentures etc.)	Number	
1 Name: Nalini Gupta PAN:AKEPG4206C DIN: 10241569 Address:H-68,Second Floor Shivaji Park, WestPunjabi Bagh,Delhi-110026 Contact No.9999414709	2 Non-Executive Non-Independent Director	3 05/09/2023	4 -	5 -	6 -

Note: "Securities" shall have the meaning as defined under regulation 2(1)(f) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12
-	-	-	-	-	-

Note: In case of Options, notional value shall be calculated based on premium plus strike price of option

Date: 05.09.2023
 Place: New Delhi

Nalini
 (Nalini Gupta)

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Appointment of Ms. Nalini Gupta (DIN: 10241569) as a Non-Executive Non-Independent Director 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.”

-//Certified True Copy//-

For & on behalf of the Board of Directors of
UNIMODE OVERSEAS LIMITED



Rajiv Gupta
Director
DIN: 01236018



UNIMODE OVERSEAS LIMITED

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CIN No: L51909DL1992PLC048444 | Tel no: 011-43685156

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

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	Mg. Nalini Gupta
DIN	10241569

UNIMODE OVERSEAS LIMITED

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

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

CIN No: L51909DL1992PLC048444 | Tel no: 011-43685156

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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

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Annexure E

Sub: Brief Detail of Mr. Rajesh Kumar Raina
Ref: Unimode Overseas Limited
(Scrip Code: 512595)

Please find the Brief detail of MR. Rajesh Kumar Raina, appointed as Non-Executive Non-Independent Director of the company on 5th September, 2023 as follows: -

Reason for Change	Appointment
Name of the KMP/Director	Rajesh Kumar Raina
DIN	09605917
Date of Birth	20-04-1964
Date of Appointment	05-09-2023
Educational Qualification	M.Sc., Ph.D Organic Chemistry
Experience & expertise in specific functional - area	Having more then 25 years of Experience in R&D
Shareholding in Company (Number & %)	NIL
Relationship between Directors	NA



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FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a director/KMP/Promoter]

Name of the company: Unimode Overseas Limited
ISIN of the company: INE348N01034

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Persons (Promoters/ KMP/ Directors/ immediate relatives/ others etc)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming promoter/appointment of Director/KMP		% of Shareholding
			Type of security (For eg.- Shares, Warrants, Convertible Debentures etc.)	Number	
1 Name: Rajesh Kumar Raina PAN: ACEPR5166Q DIN: 09605917 Address: Flat No-207, Sangam Apartment, Pocket-24, Sector-24 Rohini, Rohini Sector 8, Delhi- 110085 Contact No.9313350406	2 Non-Executive Non-Independent Director	3 05.09.2023	4 -	5 -	6 -

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP		Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP	
Contract specifications	Number of units (contracts * lot size)	Contract specifications	Number of units (contracts * lot size)
7 -	8 -	10 -	11 -
			12 -

Note: In case of Options, notional value shall be calculated based on premium plus strike price of option

Date: 05.09.2023
Place: New Delhi


(Rajesh Kumar Raina)

UNIMODE

CERTIFIED TRUE COPY OF THE ORDINARY RESOLUTION PASSED IN THE ANNUAL GENERAL MEETING OF THE UNIMODE OVERSEAS LIMITED HELD ON TUESDAY, 5TH SEPTEMBER 2023 AT C-18, SHIVAJI PARK, PUNJABI BAGH, NEW DELHI-110026 AT 12:30 P.M AND CONCLUDED AT 3:00 P.M.

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

“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 **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.”

-//Certified True Copy//-

For & on behalf of the Board of Directors of
UNIMODE OVERSEAS LIMITED



Rajiv Gupta
Director
DIN: 01236018



UNIMODE OVERSEAS LIMITED

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CIN No: L51909DL1992PLC048444 | Tel no: 011-43685156

UNIMODE

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

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 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
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DIN	09605917
Father's Name	Mohan Lal Raina
Date of Birth	20.04.1964
Date of Appointment as additional director	Not Applicable
Educational Qualification	M.Sc., Ph.D Organic Chemistry
Experience & expertise in specific function area	Having more then 25 years of Experience in R&D
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

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Annexure F

Sub: Brief Detail of Mr. Rajiv Gupta
Ref: Unimode Overseas Limited
(Scrip Code: 512595)

Please find the Brief detail of Mr. Rajiv Gupta, appointed as a **Managing Director** of the company on 5th September, 2023 as follows: -

Reason for Change	Appointment
Name of the KMP/Director	Mr. Rajiv Gupta
DIN	01236018
Date of Birth	23-01-1971
Date of Appointment	05-09-2023
Educational Qualification	Intermediate
Experience & expertise in specific functional - area	-
Shareholding in Company (Number & %)	50,020/- Equity Shares & 9.98%
Relationship between Directors	Relative

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CERTIFIED TRUE COPY OF THE ORDINARY RESOLUTION PASSED IN THE ANNUAL GENERAL MEETING OF THE UNIMODE OVERSEAS LIMITED HELD ON TUESDAY, 5TH SEPTEMBER 2023 AT C-18, SHIVAJI PARK, PUNJABI BAGH, NEW DELHI-110026 AT 12:30 P.M AND CONCLUDED AT 3:00 P.M.

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

"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, deeds, matter and things, which may be necessary, proper and expedient to give effect to the above resolution."

-//Certified True Copy//-

For & on behalf of the Board of Directors of
UNIMODE OVERSEAS LIMITED



Halder Gupta
Director
DIN: 08168505

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

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 asunder:

Sr. No	Particulars	
1.	Age	52 years
2.	Educational Qualification	Intermediate

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3.	Date of first Appointment as additional director	<u>27/03/2023</u>
4.	Shareholding in Company	50,020/- Equity Shares & 9.95%
5.	Relationship with other Directors/ KMP	Relative
6.	Other Directorship/partnership	1 (MANBRO POLYMERS 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 except Mr. Haldher Gupta and Mr. Kanhiya Gupta, is concerned or interested in the proposed resolutions. The resolution accordingly recommended for members' approval by passing of Ordinary Resolution.

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