Dated: 27.03.2023

To,
The General Manager (Listing)
Department of Corporate Services
BSE Limited
Floor 25,
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbal-400 001

Sub: Outcome of the Board Meeting Ref: Scrip Code 512595 and Scrip Id: UNIMOVR

Dear Sir/ Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 this is to intimate you that the Board of Directors of the Company in their meeting duly held today i.e., Monday, 27th March, 2023, at 4:00 P.M. at the registered of the Company at 304A/10178, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi- 110005, has approved the following: -

- 1. Appointment of Mr. Haldher Gupta (DIN: 08168505) as an Executive Director;
- Appointment of Mr. Kanhiya Gupta (DIN: 07262275) as an Executive Director;
- 3. Appointment of Mr. Rajiv Gupta (DIN: 01236018) as an Executive Director;
- 4. Resignation of Mr. Vikas Mujat (DIN: 01886826) from the post of Executive Director;
- 5. Resignation of Mr. Ashish Goel (DIN: 00367103) from the post of Executive Director;
- Change in Registered office of the Company;
- Took note of transfer of promoters shareholding pursuant to SPA and Change of Management and Control;
- Resignation of M/s. S. Goyal &Co, Chartered Accountants as Internal Auditor;
- 9. Appointment of V.K. Associates, Chartered Accountants, Delhi as Internal Auditor;
- 10. Change in authorised person in GST and address change in GST
- 11. Change in Signatory for existing Bank Accounts and authorisation for opening of new bank accounts.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirement Regulations), 2015, we are enclosing the Copy of resolution passed in the board meeting.

The meeting of the Board Commenced at 4:00 P.M. and concluded at 5:00 P.M.

This is for your information and record.

Thanking You Yours Faithfully

For Unimode Overseas Limited

For Unimode O.C. seas Limited

ASHISH KUMAR GORGED Signatory/Director

(Director) DIN: 00317457 Encl: As Above

#### UNIMODE OVERSEAS LIMITED

Regd: 304A/10178, Bird Floor, Revinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi DL 110005 Email ID: <u>unknodepverseaslimited@gmail.com</u> | Wabsite: www.unkmodeovarseas.in CIN No: L519090L1992PLC048444 | Tel no: 011-43685156

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF M/S UNIMODE OVERSEAS LIMITED HELD ON MONDAY, THE 27<sup>TM</sup> DAY OF MARCH, 2023 AT 04:00 P.M AT REGISTERED OFFICE AT 304A/10178, III FLOOR, RAVINDER PLAZA, ABDUL AZIZ ROAD, KAROL BAGH, NEW DELHI-110005.

#### 1. APPOINTMENT OF MR. HALDHER GUPTA (DIN: 08168505) AS AN EXECUTIVE ADDITIONAL DIRECTOR

**\*RESOLVED THAT** pursuant to the provisions of section 161(1) of the Companies Act, 2013 and in terms of the Articles of Association of the Company, **Mr. Haldher Gupta** who has signified his consent in the Form DiR-2, be and is hereby appointed as an Additional Executive Director of the Company with immediate effect.

**RESOLVED FURTHER THAT Mr. Haldher Gupta** shall hold office up to the date of the Annual General Meeting (AGM) or the last date of AGM should have been held, whichever is earlier.

**RESOLVED FURTHER THAT** any Director of the company be and is hereby authorized to perform all such acts, things and deeds which are required to give effect to the aforesaid resolution."

#### 2. APPOINTMENT OF MR. KANHIYA GUPTA (DIN: 07262275) AS AN EXECUTIVE ADDITIONAL DIRECTOR

**"RESOLVED THAT** pursuant to the provisions of section 161(1) of the Companies Act, 2013 and in terms of the Articles of Association of the Company, **Mr. Kanhiya Gupta** who has signified his consent in the Form DIR-2, be and is hereby appointed as an Additional Executive Director of the Company with Immediate effect.

**RESOLVED FURTHER THAT Mr. Kanhiya Gupta** shall hold office up to the date of the Annual General Meeting (AGM) or the last date of AGM should have been held, whichever is earlier.

**RESOLVED FURTHER THAT** any Director of the company be and is hereby authorized to perform all such acts, things and deeds which are required to give effect to the aforesaid resolution."

#### 3. APPOINTMENT OF MR. RAJIV GUPTA (DIN: 01236018) AS AN EXECUTIVE ADDITIONAL DIRECTOR

**\*RESOLVED THAT** pursuant to the provisions of section 161(1) of the Companies Act, 2013 and in terms of the Articles of Association of the Company, Mr. Rajiv Gupta who has signified his consent in the Form DIR-2, be and is hereby appointed as an Additional Executive Director of the Company with immediate effect.

**RESOLVED FURTHER THAT Mr. Rajiv Gupta** shall hold office up to the date of the Annual General Meeting (AGM) or the last date of AGM should have been held, whichever is earlier.

#### UNIMODE OVERSEAS LIMITED

Regd.: 304A/10178, III Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi DL 110005 Email ID: <u>unimodeoverseaslimited@gmail.com</u>]Website: www.unimodeoverseaslimited.in CIN No: LS1909Dl.1992PLC048444] Tel no: 011-43685156

**RESOLVED FURTHER THAT** any Director of the company be and is hereby authorized to perform all such acts, things and deeds which are required to give effect to the aforesaid resolution."

#### 4. ACCEPTANCE OF RESIGNATION OF MR. VIKAS MUNIAL (DIN: 01886826) FROM THE POST OF EXECUTIVE DIRECTOR OF THE COMPANY.

**\*RESOLVED THAT** the resignation of Mr. Vikas Munjal (DIN: 01886826) from the directorship of the Company be and is hereby accepted with effect from Le. 27th March, 2023.

**RESOLVED FURTHER THAT** the Board placed on record his appreciation for the assistance and guidance provided during her tenure as Independent Director of the Company.

**RESOLVED FURTHER THAT** the board, be and is hereby authorized to do all the acts, deeds and things which are necessary for the resignation of aforesaid person from the directorship of the Company.

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary for the time being be and are hereby severally authorised to sign the certified true copy of the resolution of the resolution to be given as and when required."

#### 5. ACCEPTANCE OF RESIGNATION OF MR. ASHISH GOEL (DIN: 00367103) FROM THE POST OF EXECUTIVE DIRECTOR OF THE COMPANY.

"RESOLVED THAT the resignation of Mr. Ashish Goel (DIN: 00367103) from the directorship of the Company be and is hereby accepted with effect from i.e. 27th March, 2023.

**RESOLVED FURTHER THAT** the Board placed on record his appreciation for the assistance and guidance provided during her tenure as independent Director of the Company.

**RESOLVED FURTHER THAT** the board, be and is hereby authorized to do all the acts, deeds and things which are necessary for the resignation of aforesaid person from the directorship of the Company.

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary for the time being be and are hereby severally authorised to sign the certified true copy of the resolution of the resolution to be given as and when required."

-//Certified true copy//-

For UNIMODE OVERSEAS LIMITED

ASHISH KUMARSHARGIgnatory/Director

DIRECTOR

DIN: 00317457

#### UNIMODE OVERSEAS LIMITED

Regd.: 304A/10178, III Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi DL 110005 Rmall ID: unimodeoverseasiimited@gmail.com|Website: www.unimodeoverseasiimited.in CIN No: L51909DL1992PLC048444| Tel no: 011-43685156

To.

MR. HALDHER GUPTA C-73, SHIVAJI PARK, PUNJABI BAGH, WEST DELHI-110026

#### Appointment as an Additional Executive Director

Dear Mr. Haldher Gupta,

This has reference to your Professional synopsis and the subsequent discussions; we are pleased to confirm your appointment as an Additional Executive Director to the Board of M/s UNIMODE OVERSEAS LIMITED, the terms and conditions governing your appointment are summarised below:

#### Term of appointment

You will hold the office from the day of  $27^{th}$  March, 2023 as an additional Director until the forthcoming annual general meeting of **M/s UNIMODE OVERSEAS LIMITED**, and subject to the Companies Act, 2013 and any other applicable provisions (if any).

#### **Time Commitment Envisaged**

As an Additional Director you will be involved in a number of board and committee meetings each year. The Company will provide you with adequate notice of the proposed board meeting dates.

#### Role

- You shall help in bringing judgment to bear on the Board's deliberations especially on issue of strategy, performance, risk management, resources, key appointment and standards of conduct.
- 2. You shall scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance
- 3. You shall safeguard the interest of all stakeholders, particularly the minority shareholders
- 4. You shall balance the conflicting interest of the stakeholders
- You shall moderate and arbitrate in the interest of the company as whole, in situation of conflict between management and shareholder's interest.

#### **Dutles**

- You shall undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company.
- You shall seek appropriate clarification or amplification of information and where necessary, take
  and follow appropriate professional advice and opinion of outside experts at the expenses of the
  Company
- 8. You shall strive to attend all meeting of the Board of Directors and of the Board committees of which you are a member.
- You shall strive to attend the general meetings of the Company.

#### **UNIMODE OVERSEAS LIMITED**

- 10. You shall not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board.
- 11. You shall pay sufficient attention and ensure that adequate deliberations are held before approving related party transaction and assure themselves that the same are in the interest of the Company.
- 12. You shall at all times, devote your full attention and skill to the affairs of the Company and will endeavor to your utmost ability to promote and advance the interests of the Company.

#### Expenses

13. You shall be reimbursed all reasonable out of pocket expenses necessarily incurred in carrying out your duties in accordance with the Company's expenses policy as amended from time to time.

#### Code of Conduct

- 14. During the Appointment you are required to comply with provisions of Companies Act, 2013 and such other requirements as the Board of Directors may from time to time specify.
- 15. During the period of service with the Company, you shall not include and/or take part in any activity of formation of council and/or association or become a member being part of management staff which are found to be detrimental in the interest of the company in any way. Such an action shall be deemed as infringement to service conditions of the company and amount to causing damage to its interest and shall call for disciplinary action being taken against you, as it may deem fit and appropriate.
- 16. You shall be liable to pay Income Tax, Professional Tax and any other statutory dues that are applicable and such taxes/ dues shall be deducted from your fees at sources as per applicable law. Accordingly, you are required to submit all required proof of permitted savings / investments and other details from time to time to enable the company to comply with the provisions of law. In the event of noncompliance by you as aforesaid if the company is required to pay any interest or payment under Income Tax Act, it shall deduct the amount as may be paid or payable from your fees or other payments and you shall allow the company to comply with these requirements without objection.

#### Confidentiality

- 17. You shall not at any time during the continuance or after the termination of your services with the Company irrespective of any reason for such termination, make use or disclose to any party either for your own benefit or for the benefit of any party (individual, firm, company, any trade or business), the affairs and confidential information of the Company or any of its related companies of which you have knowledge or become aware during the course of your service with the Company.
- 18. You shall under no circumstances make available your services to any undertaking, or have any interest directly or indirectly in any other undertaking or activity which might interfere with the proper performance of your duties without first obtaining the written permission of the Company;

#### Termination

- 19. Notwithstanding the aforementioned, the Company shall be entitled to terminate your employment without notice, indemnities and compensation in any of the following events:
- i) if you are, in the opinion of the Company, guilty of dishonesty, misconduct or negligence in the performance of your duties;
- ii) if you have been found to have committed a serious breach or continual material breach of any of your duties or obligations;
- (iii) if you are found to have made illegal monetary profit or received any gratuities or other rewards, in cash or in kind, out of any of the Company's affairs or any of its subsidiaries or related companies.
- 20. Upon termination or upon your resignation for any reason, you will not be entitled to any damages for loss of office and no fee will be payable to you in respect of any unexpired portion of the term of the Appointment.

#### For UNIMODE OVERSEAS LIMITED

For Unimode Over least Limited

Ashish Kumal Cargo Signatory/Director

DIRECTOR

I have read and agree to the above terms regarding my appointment as an Additional Executive Director of M/s UNIMODE OVERSEAS LIMITED

HALDHER GUPTA

#### FORM DIR-8

#### Intimation by Director

#### [Pursuant to Section 164(2) and rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014]

Registration No. of Company: L51909DL1992PLC048444

Authorised capital: Rs. 5,25,00,000 Paid-up Capital: Rs. 50,10,500

Name of Company: Unimode Overseas Limited

Address of its Registered Office: 304A/10178, III Floor, Ravinder Plaza, Abdul Aziz Road,

Karol Bagh, New Delhi North Delhi - 110005.

To,

The Board of Directors of Unimode Overseas Limited.

I, Haldher Gupta (DIN: 08168505) Son of Mr. Rajiv Gupta, resident of C-73, Shivaji Park, Punjabi Bagh, West Delhi-110026, being a Director in the Company hereby give notice that I am/was a director in the following Companies during the last three years:-

Sr. No.	Name of the Company	Date of Appointment	Date of Cessation
1.	Raaka Techpro Chem Private Limited	20/09/2021	
2.	Blovivid Labs Pharmaceuticals Private Limited	10/11/2022	· ·
3.	Manbro Polymers Limited	02/09/2019	02/02/2021
4.	Balaji Medware Private Limited	07/07/2021	28/03/2022

I further confirm that I have not incurred disqualification under section 164(2) of the Companies Act, 2013 in any of the above companies, in the previous financial year, and that I, at present, stand free from any disqualification from being a director.

(Haldber Gupta)
DIN: 08168505

Date: 22/03/2023

Place: Delhi

#### Form DIR-2

#### Consent to act as a Director of a Company

[Pursuant to section 152(5) and rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014]

To,

#### **UNIMODE OVERSEAS LIMITED**

304A/10178, III Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi DL 110005

#### Subject: Consent to act as Additional Executive Director

I, **Haldher Gupta**, hereby give my consent to act as an Additional Executive Director of **UNIMODE OVERSEAS LIMITED**, pursuant to sub-section (5) of Section 152 of the Companies Act, 2013 and certify that I am not disqualified to become a Director under the Companies Act, 2013.

1. Director Identification Number: 08168505

(DIN)

2. Name (in full) : Haldher Gupta3. Fathers' Name (in full) : Sh. Rajiv Gupta

4. Address : C-73, Shivaji Park, Punjabi Bagh, West

Delhi-110026.

5. E-mail id : guptahaidher123@gmail.com

6. Mobile no. : +91 9999797355
7. Income-tax PAN : CPKPG2713M

8. Occupation : Business
9. Date of birth : 12/04/2000

10. Nationality : Indian 11. No. of companies in which I am : 2 (Two)

already a director and out of such companies the names of the companies in which I am a Managing Director, Chief Executive Officer, Whole time Director, Secretary, Chief Financial Officer, Manager

12. Particulars of membership no. and : Not Applicable Certificate of practice no. if the applicant is a member of any

professional institute.

#### Declaration

I declare that I have not been convicted of any offence in connection with the promotion, formation or management of any company or LLP and have not been found guilty of any fraud or misfeasance or of any breach of duty to any company under this Act or any previous company law in the last five years. I further declare that if appointed my total Directorship in all the companies shall not exceed the prescribed number of companies in which a person can be appointed as a Director.

I further declare that - I am not required to obtain the security clearance from the Ministry of Home Affairs, Government of India before seeking appointment as director of the company.

Date: 22.03.2023 Place: New Delhi

Haldher Gupta DIN: 08168505

#### Attachments:

- Proof of Identity
- Proof of Residence

# FORM B

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

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

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

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Persons	Date of appointment of	Securities held at the time of becoming promoter/appointment of Director/KMP		% of Shareholding
	(Promoters/ KMP/ Directors/ Immediate relatives/ others etc)	Director /KMP OR Date of becoming Promoter	Type of security (For eg Shares, Warrants, Convertible Debentures etc.)	Number	
1	2	£	4	5	<b>5</b> 1
Name: Haldher Gupta PAN: CPKPG2713M DIN: 08168505 Address: C-73, Shivaji Park, Punjabi Bagh, West Delhi-110026 Contact No. 9999797355	Additional Executive Director	27/03/2023	Equity	90018	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).

	2000 (COUNTY )		2000 200		
Notional value in Rupee terms	(contracts   lot size)		in Kupee terms	(contracts * jot size) in Kupee termi	specincations
	Number of units	Contract specifications	Notional value	Number of units	Contract
					THE RESERVE AND ADDRESS OF THE PERSON NAMED IN COLUMN TWO IS NOT THE OWNER.
	Director/KMP	Promoter/appointment of Director/KN	Ctor/KMP	becoming Promoter/appointment of Director/KMF	becoming Promo
becoming	Contracts held at the time of becomin	Open Interest of the Option Contracts	at the time of	Open Interest of the Future contracts held at the time of	Open Interest of

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

Date: 22/03/2023 Place: New Delhi



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

Please find the Brief profile of Mr. Haldher Gupta, appointed by the Board of the company as on  $27^{\rm th}$  March, 2023 as follows: -

Reason for Change	Appointment
Name of the Director	Mr. Haldher Gupta
DIN	08168505
Date of Birth	12/04/2000
Date of Appointment	27/03/2023
Educational Qualification	Intermediate
Experience & expertise in specific functional area	9 <b>-</b> 0
Shareholding in Company (Number & %)	37,700/- Equity Shares & 7.52%
Relationship between Directors	Relative

For Unimode Cucrons Limited

Authorisau Signalory/Director

To,

MR. KANHIYA GUPTA C-73, SHIVAJI PARK, PUNJABI BAGH, WEST DELHI-110026

#### Appointment as an Additional Executive Director

Dear Mr. Kanhiya Gupta,

This has reference to your Professional synopsis and the subsequent discussions; we are pleased to confirm your appointment as an Additional Executive Director to the Board of M/s UNIMODE OVERSEAS LIMITED, the terms and conditions governing your appointment are summarised below:

#### Term of appointment

You will hold the office from the day of 27th March, 2023 as an additional Director until the forthcoming annual general meeting of **M/s UNIMODE OVERSEAS LIMITED**, and subject to the Companies Act, 2013 and any other applicable provisions (if any).

#### Time Commitment Envisaged

As an Additional Director you will be involved in a number of board and committee meetings each year. The Company will provide you with adequate notice of the proposed board meeting dates.

#### Role

- 1. You shall help in bringing judgment to bear on the Board's deliberations especially on issue of strategy, performance, risk management, resources, key appointment and standards of conduct.
- 2. You shall scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance
- 3. You shall safeguard the interest of all stakeholders, particularly the minority shareholders
- 4. You shall balance the conflicting interest of the stakeholders
- 5. You shall moderate and arbitrate in the interest of the company as whole, in situation of conflict between management and shareholder's interest.

#### Duties

- You shall undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company.
- 7. You shall seek appropriate clarification or amplification of information and where necessary, take and follow appropriate professional advice and opinion of outside experts at the expenses of the Company
- B. You shall strive to attend all meeting of the Board of Directors and of the Board committees of which you are a member.
- 9. You shall strive to attend the general meetings of the Company.

- 10. You shall not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board.
- 11. You shall pay sufficient attention and ensure that adequate deliberations are held before approving related party transaction and assure themselves that the same are in the interest of the Company.
- 12. You shall at all times, devote your full attention and skill to the affairs of the Company and will endeavor to your utmost ability to promote and advance the interests of the Company.

#### Expenses

13. You shall be reimbursed all reasonable out of pocket expenses necessarily incurred in carrying out your duties in accordance with the Company's expenses policy as amended from time to time.

#### Code of Conduct

- 14. During the Appointment you are required to comply with provisions of Companies Act, 2013 and such other requirements as the Board of Directors may from time to time specify.
- 15. During the period of service with the Company, you shall not indulge and/or take part in any activity of formation of council and/or association or become a member being part of management staff which are found to be detrimental in the interest of the company in any way. Such an action shall be deemed as infringement to service conditions of the company and amount to causing damage to its interest and shall call for disciplinary action being taken against you, as it may deem fit and appropriate.
- 16. You shall be liable to pay Income Tax, Professional Tax and any other statutory dues that are applicable and such taxes / dues shall be deducted from your fees at sources as per applicable law. Accordingly, you are required to submit all required proof of permitted savings / investments and other details from time to time to enable the company to comply with the provisions of law. In the event of noncompliance by you as aforesaid if the company is required to pay any interest or payment under income Tax Act, it shall deduct the amount as may be paid or payable from your fees or other payments and you shall allow the company to comply with these requirements without objection.

#### Confidentiality

- 17. You shall not at any time during the continuance or after the termination of your services with the Company irrespective of any reason for such termination, make use or disclose to any party either for your own benefit or for the benefit of any party (individual, firm, company, any trade or business), the affairs and confidential information of the Company or any of its related companies of which you have knowledge or become aware during the course of your service with the Company.
- 18. You shall under no circumstances make available your services to any undertaking, or have any interest directly or indirectly in any other undertaking or activity which might interfere with the proper performance of your duties without first obtaining the written permission of the Company;

#### Termination

- 19. Notwithstanding the aforementioned, the Company shall be entitled to terminate your employment without notice, indemnities and compensation in any of the following events:
- i) if you are, in the opinion of the Company, guilty of dishonesty, misconduct or negligence in the performance of your duties;
- ii) if you have been found to have committed a serious breach or continual material breach of any of your duties or obligations;
- iii) if you are found to have made illegal monetary profit or received any gratuities or other rewards, in cash or in kind, out of any of the Company's affairs or any of its subsidiaries or related companies.
- 20. Upon termination or upon your resignation for any reason, you will not be entitled to any damages for loss of office and no fee will be payable to you in respect of any unexpired portion of the term of the Appointment.

#### For UNIMODE OVERSEAS LIMITED

For Unimode Overseas Limited

Authorised Signatory/Director

DIRECTOR

I have read and agree to the above terms regarding my appointment as an Additional Director of M/s UNIMODE OVERSEAS LIMITED

KAMPAYA GUPTA

#### Form DIR-2

#### Consent to act as a Director of a Company

[Pursuant to section 152(5) and rule 8 of Companies (Appointment and Qualification of Directors) Rules, 20141

To.

#### UNIMODE OVERSEAS LIMITED

304A/10178, III Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi DL 110005

#### Subject: Consent to act as Additional Executive Director

I, Kanhiya Gupta, hereby give my consent to act as an Additional Executive Director of UNIMODE OVERSEAS LIMITED, pursuant to sub-section (5) of Section 152 of the Companies Act, 2013 and certify that I am not disqualified to become a Director under the Companies Act, 2013.

1. Director Identification Number: 07262275

(DIN)

2. Name (in full) : Kanhiya Gupta Fathers' Name (in full) 3. : Sh. Rajiv Gupta

4\_ Address : C-73, Shivaji Park, Punjabi Bagh, West

Delhi-110026.

5. E-mail id : kanhaiyagupta7@yahoo.com

Mobile no. 6. : +91 9654631299 7. Income-tax PAN : BORPG7120H

Occupation B. : Business Date of birth : 18/03/1997

10. Nationality : Indian 11. No. of companies in which I am : 2 (Two)

already a director and out of such companies the names of the companies in which I am a Managing Director, Chief Executive Officer, Whole time Director, Secretary, Chief Financial Officer, Manager

12. Particulars of membership no. and : Not Applicable Certificate of practice no. if the applicant is a member of any professional institute.

#### Declaration

I declare that I have not been convicted of any offence in connection with the promotion, formation or management of any company or LLP and have not been found guilty of any fraud or misfeasance or of any breach of duty to any company under this Act or any previous company law in the last five years. I further declare that if appointed my total Directorship in all the companies shall not exceed the prescribed number of companies in which a person can be appointed as a Director.

I further declare that - I am not required to obtain the security clearance from the Ministry of Home Affairs, Government of India before seeking appointment as director of the company.

Date: 22/03/2023 Place: New Delhi Kanjaiya Gupta bili 07262275

#### Attachments:

- Proof of Identity
- Proof of Residence

#### FORM DIR-8

#### Intimation by Director

### [Pursuant to Section 164(2) and rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014]

Registration No. of Company: L51909DL1992PLC048444

Authorised capital: Rs. 5,25,00,000 Paid-up Capital: Rs. 50,10,500

Name of Company: Unimode Overseas Limited

Address of its Registered Office: 304A/10178, III Floor, Ravinder Plaza, Abdul Aziz Road,

Karol Bagh, New Delhi North Delhi - 110005.

To.

The Board of Directors of Unimode Overseas Limited.

I, Kanhiya Gupta (DIN: 07262275) Son of Mr. Rajiv Gupta, resident of C-73, Shivaji Park, Punjabi Bagh, West Delhi-110026, being a Director in the Company hereby give notice that I am/was a director in the following Companies during the last three years: -

No.	Name of the Company	Date of Appointment	Date of Cessation
1.	Raaka Techpro Chem Private Limited	25/10/2018	
2.	Biovivid Labs Pharmaceuticals Private Limited	02/11/2021	
3.	Manbro Polymers Limited	15/03/2018	01/11/2021
4.	Shubham Retreats Private Limited	14/08/2015	23/01/2021

I further confirm that I have not incurred disqualification under section 164(2) of the Companies Act, 2013 in any of the above companies, in the previous financial year, and that I, at present, stand free from any disqualification from being a director.

Date: 22/03/2023

Place: Delhi

# FORM B

# [Regulation 7 (1) (b) read with Regulation 6(2) — Disciosure on becoming a director/KMP/Promoter] SEB! (Prohibition of Insider Trading) Regulations, 2015

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

Details of Securities held on appointment of Kay 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	Date of appointment of	Securities held at the time of becoming promoter/appointment of Director/KMP		% of Shareholding
	(Promoters/ KMP/ Directors/ immediate relatives/ others etc)	Director /KAMP OR Date of becoming Promoter	Type of security (For e.g Shares, Warrants, Convertible Debentures etc.)	Number	ny.
1	2	m	4	Ι'n	9
Name: Kanhiya Gupta PAN: BQRPG7120H DIN: 07262275 Address: C-73, Shivaji Park, Punjabi Bagh, West Delhi-110026 Contact No. 9654631299	Additional Executive Director	27/03/2023	Equity	45822	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 til	Open Interest of the Future contracts held at the timpecoming Promoter/appointment of Director/KMP	d at the time of	Open Interest of the Option Contracts hel	Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP	becoming
Contract	Number of units Notional (contracts 1 lot size) in Rupee	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value to Rubee terms
7	<b>8</b> 1	6	10	11	12
•	1	331	4		

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

Date: 22/03/2023

Place: New Delhi



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

Please find the Brief profile of Mr. Kanhiya Gupta, appointed by the Board of the company as on  $27^{th}$  March, 2023 as follows: -

Reason for Change	Appointment
Name of the Director	Mr. Kanhiya Gupta
DIN	07262275
Date of Birth	18/03/1997
Date of Appointment	27/03/2023
Educational Qualification	Intermediate
Experience & expertise in specific functional area	
Shareholding in Company (Number & %)	45,822/- Equity Shares & 9.15%
Relationship between Directors	Relative

For Unimode Oversets Limited

Authorised Signatory/Director

To.

.

MR. RAJIV GUPTA C-73, SHIVAJI PARK, PUNJABI BAGH, WEST DELHI-110026

#### Appointment as an Additional Executive Director

Dear Rajiv Gupta,

This has reference to your Professional synopsis and the subsequent discussions; we are pleased to confirm your appointment as an Additional Executive Director to the Board of M/s UNIMODE OVERSEAS LIMITED, the terms and conditions governing your appointment are summarised below:

#### Term of appointment

You will hold the office from the day of 27th March, 2023 as an additional Director until the forthcoming annual general meeting of M/s UNIMODE OVERSEAS LIMITED, and subject to the Companies Act, 2013 and any other applicable provisions (if any).

#### Time Commitment Envisaged

As an Additional Director you will be involved in a number of board and committee meetings each year. The Company will provide you with adequate notice of the proposed board meeting dates.

#### Role

- You shall help in bringing judgment to bear on the Board's deliberations especially on issue of strategy, performance, risk management, resources, key appointment and standards of conduct.
- 2. You shall scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance
- 3. You shall safeguard the interest of all stakeholders, particularly the minority shareholders
- 4. You shall balance the conflicting interest of the stakeholders
- You shall moderate and arbitrate in the interest of the company as whole, in situation of conflict between management and shareholder's interest.

#### **Duties**

- 6. You shall undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company.
- You shall seek appropriate clarification or amplification of information and where necessary, take
  and follow appropriate professional advice and opinion of outside experts at the expenses of the
  Company
- 8. You shall strive to attend all meeting of the Board of Directors and of the Board committees of which you are a member.
- 9. You shall strive to attend the general meetings of the Company.

- 10. You shall not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board.
- 11. You shall pay sufficient attention and ensure that adequate deliberations are held before approving related party transaction and assure themselves that the same are in the interest of the Company.
- 12. You shall at all times, devote your full attention and skill to the affairs of the Company and will endeavor to your utmost ability to promote and advance the interests of the Company.

#### **Expenses**

13. You shall be reimbursed all reasonable out of pocket expenses necessarily incurred in carrying out your duties in accordance with the Company's expenses policy as amended from time to time.

#### Code of Conduct

- 14. During the Appointment you are required to comply with provisions of Companies Act, 2013 and such other requirements as the Board of Directors may from time to time specify.
- 15. During the period of service with the Company, you shall not indulge and/or take part in any activity of formation of council and/or association or become a member being part of management staff which are found to be detrimental in the interest of the company in any way. Such an action shall be deemed as infringement to service conditions of the company and amount to causing damage to its interest and shall call for disciplinary action being taken against you, as it may deem fit and appropriate.
- 16. You shall be liable to pay Income Tax, Professional Tax and any other statutory dues that are applicable and such taxes / dues shall be deducted from your fees at sources as per applicable law. Accordingly, you are required to submit all required proof of permitted savings / investments and other details from time to time to enable the company to comply with the provisions of law. In the event of noncompliance by you as aforesaid if the company is required to pay any interest or payment under Income Tax Act, it shall deduct the amount as may be paid or payable from your fees or other payments and you shall allow the company to comply with these requirements without objection.

#### Confidentiality

- 17. You shall not at any time during the continuance or after the termination of your services with the Company irrespective of any reason for such termination, make use or disclose to any party either for your own benefit or for the benefit of any party (individual, firm, company, any trade or business), the affairs and confidential information of the Company or any of its related companies of which you have knowledge or become aware during the course of your service with the Company.
- 18. You shall under no circumstances make available your services to any undertaking, or have any interest directly or indirectly in any other undertaking or activity which might interfere with the proper performance of your duties without first obtaining the written permission of the Company;

#### Termination

- 19. Notwithstanding the aforementioned, the Company shall be entitled to terminate your employment without notice, indemnities and compensation in any of the following events:
- i) if you are, in the opinion of the Company, guilty of dishonesty, misconduct or negligence in the performance of your duties;
- ii) if you have been found to have committed a serious breach or continual material breach of any of your duties or obligations;
- (ii) if you are found to have made illegal monetary profit or received any gratuities or other rewards, in cash or in kind, out of any of the Company's affairs or any of its subsidiaries or related companies.
- 20. Upon termination or upon your resignation for any reason, you will not be entitled to any damages for loss of office and no fee will be payable to you in respect of any unexpired portion of the term of the Appointment.

For UNIMODE OVERSEAS LIMITED

For Unimode . I imited

shish Kumar Gorg

DIRECTOR

I have read and agree to the above terms regarding my appointment as an Additional Director of M/s UNIMODE OVERSEAS LIMITED

RAJIV GUPTA

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

Please find the Brief profile of Mr. Rajiv Gupta, appointed by the Board of the company as on  $27^{th}$  March, 2023 as follows:-

Reason for Change	Appointment
Name of the Director	Mr. Rajiv Gupta
DIN	01236018
Date of Birth	23/01/1971
Date of Appointment	27/03/2023
Educational Qualification	Intermediate
Experience & expertise in specific functional area	<del>-</del>
Shareholding in Company (Number & %)	50,020/- Equity Shares & 9.98%
Relationship between Directors	Relative



#### FORM DIR-8

#### Intimation by Director

## [Pursuant to Section 164(2) and rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014]

Registration No. of Company: L51909DL1992PLC048444

Authorised capital: Rs. 5,25,00,000 Paid-up Capital: Rs. 50,10,500

Name of Company: Unimode Overseas Limited

Address of its Registered Office: 304A/10178, III Floor, Ravinder Plaza, Abdul Aziz Road,

Karol Bagh, New Delhi North Delhi - 110005.

To.

The Board of Directors of Unimode Overseas Limited.

I, Rajiv Gupta (DIN: 01236018) Son of Mr. Rajinder Kumar Gupta, resident of C-73, Shivaji Park, Punjabi Bagh, West Delhi-110026, being a Director in the Company hereby give notice that I am/was a director in the following Companies during the last three years: -

Sr. No.	Name of the Company	Date of Appointment	Date of Cessation
1.	Manbro Polymers Limited	26/09/2005	Transfer
2.	Luthra Nursing Home Pvt Ltd	03/09/2010	04/06/2022

I further confirm that I have not incurred disqualification under section 164(2) of the Companies Act, 2013 in any of the above companies, in the previous financial year, and that I, at present, stand free from any disqualification from being a director.

(Rajiv Gupta) DIN: 01236018

Date: 22/03/2023 Place: Delhi

#### Form DIR-2

#### Consent to act as a Director of a Company

[Pursuant to section 152(5) and rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014]

To.

#### UNIMODE OVERSEAS LIMITED

304A/10178, III Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi DL 110005

#### Subject: Consent to act as Director

I, Rajiv Gupta, hereby give my consent to act as an Additional Director of UNIMODE OVERSEAS LIMITED, pursuant to sub-section (5) of Section 152 of the Companies Act, 2013 and certify that I am not disqualified to become a Director under the Companies Act, 2013.

Number : 01236018 Identification 1. Director

(DIN)

: Rajiv Gupta Name (in full) 2.

: Sh. Rajinder Kumar Gupta Fathers' Name (in full) 3.

: C-73, Shivaji Park, Punjabi Bagh, West Address

Delhi-110026.

: kimimpex12@yahoo.com 5. E-mail id

: +91 9312837347 Mobile no. 6.

: AAAPG7171Q Income-tax PAN : Business Occupation

: 23/01/1971 Date of birth 9. : Indian

10. Nationality 11. No. of companies in which I am : 1 (One)

already a director and out of such companies the names of the companies in which I am a Managing Director, Chief Executive Officer, Whole time Director, Secretary,

Chief Financial Officer, Manager

12. Particulars of membership no. and : Not Applicable Certificate of practice no. if the applicant is a member of any professional institute.

#### Declaration

I declare that I have not been convicted of any offence in connection with the promotion, formation or management of any company or LLP and have not been found guilty of any fraud or misfeasance or of any breach of duty to any company under this Act or any previous company law in the last five years. I further declare that if appointed my total Directorship in all the companies shall not exceed the prescribed number of companies in which a person can be appointed as a Director.

I further declare that – I am not required to obtain the security clearance from the Ministry of Home Affairs, Government of India before seeking appointment as director of the company.

Date: 22/03/2023 Place: New Delhi Rajiv Gupta DIN: 01236018

#### Attachments:

- Proof of Identity
- Proof of Residence

# 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]

ISIN of the company: INE348N01034 Name of the company: Unimode Overseas ⊔mited

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

with contact nos.	(Promoters/ KMP/		Securities held at the time of becoming promoter/appointment of Director/KMP	
	Directors/ Directors/ immediate relatives/ others etc.)	Date of becoming Promoter	Type of security (For e.g Shares, Warrants, Convertible Debentures etc.)	Number
	2	3	4	1
Name: Rajiv Gupta PAN: AAAPG7171Q DIN: 01236018 Address: C-73, Shivaji Park, Punjabi Bagh, West Delhi-110026 Contact No. 9312837347	Additional Executive Director	27/03/2023	Name: Rajiv Gupta Additional PAN: AAAPG7171Q DIN: 01236018 Address: C-73, Shivaji Park, Punjabi Bagh, West Delhi-110026 Contact No. 9312837347 Additional 27/03/2023 Equity 500	50020

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 5(2).

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12	11	10	ي	c	
Sullet and in Minde telling	Catherine con market		2	10	
Noolban	Number of units	Contract specifications	in Rupee terms	(contracts * lot size) in Rupee terms	specifications
	The state of the s			All and how of suple-	Contract
if becoming	Contracts held at the time of becoming	Open Interest of the Option Contracts Promoter/appointment of Director/KN	d at the time of ctor/KIMP	becoming Promoter/appointment of Director/KMP	becoming Promo

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

Date: 22/03/2023 Place: New Delhi

(Rajiv Gupta)

#### Resignation Letter

To,

The Board of Directors,

#### UNIMODE OVERSEAS LIMITED

304A/10178, Ilird Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi-110005.

Sub: Resignation from the position of Executive Director.

Dear Sir/Madam,

I Vikas Munjal, (DIN: 01886826) R/o, QD-14, First Floor, Pitampura Delhi-110034, due to personal and unavoidable circumstances, I hereby tender my resignation from the Directorship of the Company with immediate effect. Kindly accept this letter as my resignation with immediate effect from the post of Executive Director of UNIMODE OVERSEAS LIMITED and relieve me of my duties.

Kindly acknowledge the receipt of this resignation letter and arrange to submit necessary forms with the office of the Registrar of Companies, to that effect.

Thanking You,

Yours sincerely,

(Vikas Munjal) (DIN: 01886826)

Date: 27.03.2023

#### Sub: Brief Detail of Mr. Vikas Munial Ref: Unimode Overseas Limited (Scrip Code: 512595)

Please find the Brief detail of Mr. Vikas Munjal, resigned from the Board of the company on 27th March, 2023 as follows: -

Reason for Change	Resignation
Name of the Director	
300000 30	Mr. Vikas Munjal
DIN	
Date of Birth	01886826
	11/11/1979
Date of Resignation	
	27/03/2023

For Unimode Overning Limited

Authorised Signatory/Director

To,

The Board of Directors
Unimode Overseas Limited
304A/10178, 3rd Floor, Ravinder Plaza,
Abdul Aziz Road, Karol Bagh,
New Delhi-110005

## Sub: - Resignation from the Post of Directorship.

Sir,

Due to some unavoidable circumstances, I hereby tender my resignation from the post of directorship of the Board of Directors of your company.

I give my felicitation to all the members of the Board for the unstinted faith and cooperation that I have received during the tenure of my directorship.

You are requested to please arrange for filing of e-form DIR - 12 with the Registrar of Companies to that effect and give intimation to all the concerned departments.

Thanking You,

Ashish Goel

55-A, AD Block, Shalimar Bagh

New Delhi-110088.

DIN: 00367103

#### Sub: Brief Detail of Mr. Ashish Goel Ref: Unimode Overseas Limited (Scrip Code: 512595)

Please find the Brief detail of Mr. Ashish Goel, resigned from the Board of the company on 27th March, 2023 as follows:

Reason for Change	Resignation
Name of the Director	
	Mr. Ashish Goel
DIN	
Date of Birth	00367103
	20/10/1976
Date of Resignation	,,,
	27/03/2023

For Unimode Original Limited

Authorised Synalory/Director

CERTIFIED TRUE COPY OF RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF M/S UNIMODE OVERSEAS LIMITED HELD ON MONDAY, THE 27<sup>TH</sup> DAY OF MARCH, 2023 AT 04:00 P.M AT ITS REGISTERED OFFICE AT 304A/10178, IIIRD FLOOR, RAVINDER PLAZA, ABDUL AZIZ ROAD, KAROL BAGH, NEW DELHI-110005.

# CONSIDRATION AND APPROVAL OF THE SHIFTING OF REGISTERED OFFICE OF THE

"RESOLVED THAT pursuant to provision of section 12 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Consent of the board of director of the Company be and hereby accorded to the shift the Registered Office of the Company from 304A/10178, IIIRO Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi-110005 to new Address C 73 Shivaji Park Punjabi Bagh New Delhi- 110026 with effect from 27.03.2023.

RESOLVED FURTHER THAT, any Director of the Company, be and hereby authorized to sign and file e-form INC 22 and other documents with the Ministry to Corporate Affairs, registrar of Companies and so all such acts, deeds, matter and things and execute and other documents as may be necessary for the purpose of giving effects to the resolutions".

-//Certified True Copy//-

For UNIMODE OVERSEAS LIMITED

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ASHISH KUMAROGAR Bignatory/Director

DIRECTOR

DIN: 00317457

#### UNIMODE OVERSEAS LIMITED

Regd: 304A/10178, III Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Deihi DL 110005 Email ID: unimodeoversealimited@gmail.com|Website: www.unimodeoverseas.in CIN No: L51909DL1992PLC048444| Tel no: 011-43685156

#### No Objection Certificate

I, Shipra Gupta wife of Shri Kanhaiya Gupta R/O C 73 Shivaji Park Punjabi Bagh New Delhi, do hereby soiemnly affirmed declare that, I am Legal owner of the property situated at C-73 Shivaji Park, Punjabi Bagh, New Delhi-110026.

I hereby grant permission and I have no objection to use the property mention above as the registered office for Company "UNIMODE OVERSEAS LIMITED (CIN No: L51909DL1992PLC048444) and for operating its business.

(Shipra Gupta)

Date: 23.03.2023 Place: New Delhi

CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF M/S UNIMODE OVERSEAS LIMITED HELD ON MONDAY, THE 27<sup>TH</sup> DAY OF MARCH, 2023 AT ITS REGISTERED OFFICE AT 304A/10178, III FLOOR, RAVINDER PLAZA, ABDUL AZIZ ROAD, KAROL BAGH, NEW DELHI-110005.

# APPOINTMENT OF M/S V. K. ASSOCIATES AS AN INTERNAL AUDITOR

"RESOLVED THAT pursuant to the provisions of Section 138 of Companies Act 2013 read with rule 13 of the Companies (Accounts) Rules, 2014 and section 179 of the said Act read with rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, M/s V. K. Associates (a Practising Chartered Accountants Firm) be and is hereby appointed as an Internal Auditors of the company on the terms contained in the draft appointment letter containing scope, functioning, periodicity, and methodology of the audit placed before the Board.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to take such steps and to do all such acts, deeds and things as may be necessary in this regard and to negotiate and fix the terms and conditions including the remuneration, to convey the acceptance of the terms, to sign the appointment letter and digitally signing and filing the necessary forms and returns, and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

# ACCEPT THE RESIGNATION OF M/S S. GOYAL & ASSOCIATES AS INTERNAL AUDITOR OF THE

\*RESOLVED THAT the resignation of M/s S. Goyal & Associates, from the office of Internal Auditor of the Company be and is hereby accepted with effect from 27th March, 2023.

RESOLVED FURTHER THAT the Board places on record its appreciation for the assistance and guidance provided during his tenure as Internal Auditor of the Company.

RESOLVED FURTHER THAT the board, be and is hereby authorized to do all the acts, deeds and things which are necessary to the resignation of aforesaid firm from the office of internal Auditor

-//Certified true copy//-For UNIMODE OVERSEAS LIMITED

For Unimode the Completed

ASHISH KUMAR CARROTISEd Signatory/Director

DIN: 00317457

UNIMODE OVERSEAS LIMITED

Regd.: 304A/10178, III Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi Di, 110005 Email ID: unimodeoverseaslimited@gmail.com|Website: www.unimodeoverseaslimited.in CIN No: L51909DL1992PLC048444| Tel no: 011-43685156