

Dated: 11.08.2023

To,

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

Sub: Outcome of the Board Meeting
Ref: Scrip Code 512595

Dear Sir/ Ma'am,

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. Friday, 11th August, 2023, at 2:00 P.M. at the registered of the Company at C-18, Shivaji Park, Punjabi Bagh, New Delhi, Delhi-110026, has approved the following:-

1. Copy of Un-Audited Financial Results along with Limited Review Report for the quarter ended 30th June, 2023.
2. Fixing the Record Date as Tuesday, 29th August, 2023, for determining the members who will be eligible for voting, if approved by the shareholders at the AGM.
3. Fixing the date of Book Closure from Wednesday, 30th August, 2023 to Tuesday, 5th September, 2023 (both days inclusive) for the purpose of the 31st Annual General Meeting of the Company.
4. Determining that the 31st Annual General Meeting (AGM) of the Company for the financial year ended 31st March, 2023 will be held on Tuesday, 5th September, 2023 at C-18, Shivaji Park, Punjabi Bagh, New Delhi, Delhi-110026.
5. Appointment of Ms. Divya Rani, Practicing Company Secretary as the Scrutinizer for AGM.
6. Appointment of Mr. Ashish Kumar Garg (DIN: 00317457), who retires by rotation and being eligible offers himself for re-appointment.
7. Regularization of Mr. Rajiv Gupta (DIN: 01236018), who was appointed as an Additional Director, as an Executive Director.
8. Regularization of Mr. Halder Gupta (DIN: 08168505), who was appointed as an Additional Director, as an Executive Director.
9. Regularization of Mr. Kanhiya Gupta (DIN: 07262275), who was appointed as an Additional Director, as an Executive Director.
10. Appointment of Ms. Nalini Gupta as Chief executive Officer(CFO) of the Company.
11. Resignation of Mr. Dinesh Kumar Mahawar as CEO of the Company.
12. Resignation of Ms. Diksha Sharma as CFO of the Company.

UNIMODE OVERSEAS LIMITED

Regd: C 18 Shivaji Park Punjabi Bagh New Delhi DL 110026 IN

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

CIN No: L51909DL1992PLC048444 | Tel no: 011-43685156

UNIMODE

13. Appointment of Rajesh Kumar Raina as a non- executive Non-Independent Director of the Company.
14. Appointment of Shalini Gupta as a non- executive Non-Independent Director of the Company.
14. Appointment of Mr. Rajiv Gupta as a Managing Director of the company.
15. Alteration in the Object Clause of MOA of the Company.
16. Adoption of New object clause of Memorandum of Association as per provisions of Companies Act, 2013.
17. Change in name of the company.
18. Alteration in the MOA and AOA of the Company.

Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirement Regulations), 2015, we are enclosing the Copy of Un- Audited Financial Results along with Limited Review Report for the quarter ended 30th June, 2023.

The meeting of the Board Commenced at 2:00 P.M. and concluded at 5:30 P.M.

This is for your information and record.

Thanking You

Yours Faithfully

For & on behalf of **Unimode Overseas Limited**

**RAJIV
GUPTA**

Digitally signed by RAJIV GUPTA
DN: c=IN, o=Personal, postalCode=110026,
st=Delhi,
2.5.4.20=b146e32377ecf495c86a47e791e8b9
ecd6a6a72ea7270a583c66fd43bcc508c,
pseudonym=5C3E152CFDFC2CB59AC869C2
1F8C728EAC528AE,
serialNumber=52238E48167A8BA2E3959F2
FF31BC23FE6DF0FDE5629499F2E4F0EA55D
SDS1B0, cn=RAJIV GUPTA
Date: 2023.08.11 17:50:47 +05'30'

**Rajiv Gupta
(Director)**

Encl: As Above

UNIMODE OVERSEAS LIMITED

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SUNIL KUMAR GUPTA & CO.

CHARTERED ACCOUNTANTS

B-10, MAGNUM HOUSE-1, KARAMPURA COMMERCIAL COMPLEX,

SHIVAJI MARG, NEW DELHI-110015

Mobile : 09953999077

• E-mail: caskg82@gmail.com

Independent Auditor's Review Report on Standalone Unaudited Quarterly Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (as amended)

**To The Board of Directors,
Unimode Overseas Limited**

- 1) We have reviewed the accompanying statement of unaudited standalone Ind AS financial results of **M/s Unimode Overseas Limited (the "Company")** for the quarter ended 30th June, 2023 ("the statement"), being submitted by Company to the stock exchange pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, as amended.
- 2) This statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "*Interim Financial Reporting*" (Ind AS 34), prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
- 3) We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, "*Review of Interim Financial Information performed by the Independent Auditor of the Entity*" issued by the Institute of Chartered Accountant of India. A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
- 4) Attention is drawn to the fact that the figures for the 3 months ended 31st March 2023 as reported in these financial results are the balancing figures between audited figures in respect of the full previous financial year and the published year to date figures up to the third quarter of the previous financial year. The figures up to the end of the third quarter of previous financial year had only been reviewed and not subjected to audit.



- 5) Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement, prepared in accordance with the applicable Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act, 2013 and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

For Sunil Kumar Gupta & Co.

Chartered Accountants

Firm Registration No: 003645N

Rahul

Rahul Goyal

Partner

Membership No. 540880



ICAI UDIN: 23540880BGXMU05978

Place : Delhi

Date : 11.08.2023

UNIMODE OVERSEAS LIMITED

CIN: L51909DL1992PLC048444

Regd. Office: C 18 ShivaJI Park Punjabi Bagh New Delhi Delhi-110026

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

Un-Audited Financial Results for the Quarter ended 30 June 2023

PARTICULARS	(Rs. in Million)			
	Quarter Ended		Year Ended	
	30-Jun-23	31-Mar-23	30-Jun-22	31-Mar-23
	Un-Audited	Audited	Un-Audited	Audited
1 Revenue from Operation	-	3.88	-	3.88
2 Other Income	-	-	0.04	0.04
3 Total Revenue (1+2)	-	3.88	0.04	3.92
4 EXPENSES				
a) Cost of Material Consumed	-	-	-	-
b) Purchase of Stock-in-trade	-	0.62	-	0.62
c) Changes in Inventories of finished goods, work-in-progress and Stock-in-trade	-	-	-	-
d) Employee benefits expense	-	-	0.21	0.42
e) Finance Costs	-	-	-	0.00
f) Depreciation and amortisation expense	-	-	-	-
g) Other Expenses	0.55	0.46	0.38	1.06
TOTAL EXPENSES	0.55	1.08	0.59	2.10
5 Profit/(Loss) Before Exceptional Items (3-4)				
6 Exceptional Items	(0.55)	2.80	(0.54)	1.83
7 Profit/(Loss) Before Tax (5-6)				
8 Tax Expense	(0.55)	2.80	(0.54)	1.83
(1) Current Tax	-	-	-	-
(2) Minimum Alternate Tax	-	-	-	-
9 Profit/(Loss) from continuing Operations (7-8)	(0.55)	2.80	(0.54)	1.83
10 Profit/(Loss) from discontinuing operations	-	-	-	-
11 Tax expense of discontinuing operations	-	-	-	-
12 Profit/(Loss) from discontinuing operations (after Tax)	-	-	-	-
13 Profit/(Loss) for the period (9+12)	(0.55)	2.80	(0.54)	1.83
14 Other comprehensive Income				
A. (i) Items that will not be reclassified to Profit or Loss	-	-	-	-
(ii) Income Tax relating to items that will not be reclassified to profit or loss	-	-	-	-
B. (i) Items that will be reclassified to Profit or Loss	-	-	-	-
(ii) Income Tax relating to items that will be reclassified to profit or loss	-	-	-	-
15 Total Comprehensive Income for the period (13+14) (Comprising profit/(Loss) and other Comprehensive Income for the period	(0.55)	2.80	(0.54)	1.83
16 Paid up Equity Share Capital (of Rs 10/- each)	5.01	5.01	5.01	5.01
17 Other Equity	-	-	-	(5.85)
18 Earning per equity share (for discontinued & continued operations) of face value of Rs. 10 each not annualised				
a) Basic	(1.09)	5.60	(1.09)	0.36
b) Diluted	(1.09)	5.60	(1.09)	0.36



FOR UNIMODE OVERSEAS LIMITED

Rajiv Gupta

RAJIV GUPTA

Director

DIN: 01236018

Notes:

1. The above results have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 11.08.2023
2. There was no Investor complaints pending during the Quarter ended 30.06.2023.
3. The Previous Quarter ended figures have been re-grouped/ re-arranged, whenever necessary.

Place: New Delhi
Date: 11/08/2023



FOR UNIMODE OVERSEAS LIMITED

RAJIV GUPTA
Director
DIN:01236018

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF M/S UNIMODE OVERSEAS LIMITED HELD ON FRIDAY, THE 11TH DAY OF AUGUST, 2023 AT REGISTERED OFFICE AT C-18 SHIVAJI PARK, PUNJABI BAGH, NEW DELHI-110026 AT 02:00 P.M AND CONCLUDED AT 4:30 P.M

APPROVAL FOR RESIGNATION OF MR. DINESH KUMAR MAHAWAR AS CEO OF THE COMPANY.

“RESOLVED THAT the Board do hereby accept the resignation of Mr. Dinesh Kumar Mahawar (PAN: COPPM8600H) as Chief Executive Officer of the Company with effect from 11-08-2023.

RESOLVED FURTHER THAT the Board places on record his appreciation for the assistance and guidance provided during his tenure Chief Executive Officer as of the Company.

FURTHER RESOLVED THAT any Director of the company be and is hereby authorized to file necessary e-forms and documents as may be required with the Registrar of Companies and to do all such acts, deeds, things etc. as may be required to implement the above resolution.”

Certified True Copy For
Unimode Overseas Limited


Rajiv Gupta
Director
DIN: 01236018



Date: 11-08-2023
Place: Delhi

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

UNIMODE

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF M/S UNIMODE OVERSEAS LIMITED HELD ON FRIDAY, THE 11TH DAY OF AUGUST, 2023 AT REGISTERED OFFICE AT C-18 SHIVAJI PARK, PUNJABI BAGH, NEW DELHI-110026 AT 02:00 P.M AND CONCLUDED AT 4:30 P.M


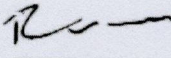
APPROVAL FOR RESIGNATION OF MS. DIKSHA SHARMA AS CFO OF THE COMPANY.

“RESOLVED THAT the Board do hereby accept the resignation of Ms. Diksha Sharma (PAN: FUZPS3666E) as Chief Financial Officer of the Company with effect from 11-08-2023.

RESOLVED FURTHER THAT the Board places on record his appreciation for the assistance and guidance provided during his tenure Chief Financial Officer as of the Company.

FURTHER RESOLVED THAT any Director of the company be and is hereby authorized to file necessary e-forms and documents as may be required with the Registrar of Companies and to do all such acts, deeds, things etc. as may be required to implement the above resolution.”

Certified True Copy For
Unimode Overseas Limited



Rajiv Gupta
Director
DIN: 01236018

Date: 11-08-2023
Place: Delhi

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF M/S UNIMODE OVERSEAS LIMITED HELD ON FRIDAY, THE 11TH DAY OF AUGUST, 2023 AT REGISTERED OFFICE AT C-18 SHIVAJI PARK, PUNJABI BAGH, NEW DELHI-110026 AT 02:00 P.M AND CONCLUDED AT 05.30 P.M

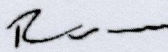
APPROVAL FOR APPOINTMENT OF MS. NALINI GUPTA AS CFO OF THE COMPANY:

"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, consent of the board be and hereby accorded to appoint Ms. Nalini Gupta, who has signified his consent to be appointed as an Chief Finance Officer of the Company, with effective from date 11-08-2023, on such terms and conditions and remuneration as set out in the appointment letter/agreement, to be entered into between the Company and Ms. Nalini Gupta 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 Ms. Nalini 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

Unimode Overseas Limited



Rajiv Gupta

Director

DIN: 01236018



Date: 11-08-2023

Place: Delhi

UNIMODE OVERSEAS LIMITED

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

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

CIN No: L51909DL1992PLC048444 | Tel no: 011-43685156

UNIMODE

CEO/ CFO Certification

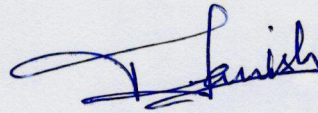
The Board of Directors,
M/s Unimode Overseas Limited
New Delhi

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

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

For Unimode Overseas Limited

Place: New Delhi
Date: 01.08.2023



D.K. Mahawar
C.E.O
PAN: COPPM8600H



Diksha Sharma
C.F.O
PAN: FUZPS3666

UNIMODE OVERSEAS LIMITED

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

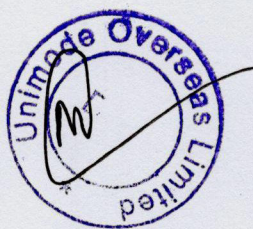
Email ID: unimodeoverseaslimited@gmail.com | Website: www.unimodeoverseas.in

CIN No: L51909DL1992PLC048444 | Tel no: 011-43685156

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 CFO of the company on 11th March, 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	11-08-2023
Educational Qualification	Graduated
Experience & expertise in specific functional - area	Nil
Shareholding in Company (Number & %)	Nil
Relationship between Directors	Relative



Resignation Letter

Date: 05-08-2023

To,
The Board of Directors
Unimode Overseas Limited
C-18, Shivaji Park, Punjabi Bagh
Delhi-110026

Sub: Resignation from the position of Chief Executive Officer (CEO)

Dear Sir/ Madam,

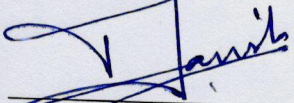
I hereby tender my resignation, due to personal reasons, from the position of Chief Executive Officer (CEO) of the company with effect from 11-08-2023. I agree that my name be removed as Chief Executive Officer (CEO), wherever required under Companies Act, 2013. I request you to arrange and file necessary forms with Registrar of Companies and Stock Exchange(s) in this regard.

I thank Board of Directors and other staff of the company for their support and showing confidence in me during my tenure with the company.

I hope that my contribution to the company has been constructive. I have tried to perform the best of my abilities. I consider the time spent in this organization to be most learning and rewarding.

I request you to kindly relieve me from my duties and responsibilities. Kindly acknowledge the receipt.

Thanking you

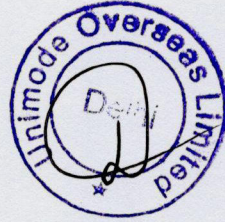


Dinesh Kumar Mahawar
Chief Executive Officer

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

Please find the Brief detail of Ms. Diksha Sharma, resigned from the Board of the company on 11th August, 2023 as follows: -

Reason for Change	Resignation
Name of the KMP	Ms. Diksha Sharma
PAN	FUZPS3666E
Date of Birth	11/09/1988
Date of Resignation	11/08/2023



Resignation Letter

Date: 05-08-2023

To,
The Board of Directors
Unimode Overseas Limited
C-18, Shivaji Park, Punjabi Bagh
Delhi-110026

Sub: Resignation from the position of Chief Financial Officer (CFO)

Dear Sir/ Madam,

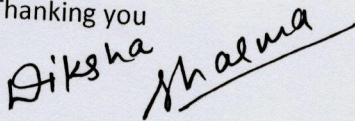
I hereby tender my resignation, due to personal reasons, from the position of Chief Financial Officer (CFO) of the company with effect from 11-08-2023. I agree that my name be removed as Chief Financial Officer (CFO), wherever required under Companies Act, 2013. I request you to arrange and file necessary forms with Registrar of Companies and Stock Exchange(s) in this regard.

I thank Board of Directors for giving me opportunity to work for this esteemed company and for the guidance received throughout the term.

I hope that my contribution to the company has been constructive. I have tried to perform the best of my abilities. I consider the time spent in this organization to be most learning and rewarding.

I request you to kindly relieve me from my duties and responsibilities. Kindly acknowledge the receipt.

Thanking you



Diksha Sharma
Chief Financial Officer

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

Please find the Brief detail of Mr. Dinesh Kumar Mahawar, resigned from the Board of the company on 11th August, 2023 as follows: -

Reason for Change	Resignation
Name of the KMP	Mr. Dinesh Kumar Mahawar
PAN	COPPM8600H
Date of Birth	18/01/1994
Date of Resignation	11/08/2023



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		Number	% of Shareholding
			Type of security (For eg- Shares, Warrants, Convertible Debentures etc.)			
1 Name: Nalini Gupta PAN: AKEPG4206C DIN: 10241569 Address: H-68, Second Floor Shivaji Park, West Punjabi Bagh, Delhi-110026 Contact No.9999414709	2 Chief Financial Officer	3 11/08/2023		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)	Notional value in Rupee terms	Contract specifications
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: 10.08.2023
 Place: New Delhi



Nalini
 (Nalini Gupta)