

UNIMODE

To,

Date: 07.09.2021

The General Manager,
Listing Compliance & Legal Regulatory,
BSE Limited, PJ Towers, Dalal Street,
Mumbai – 400001

Dear Sir/Madam,

Sub: Submission of Annual Report under Regulation 34 of SEBI (LODR) Regulations, 2015

In compliance with Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the Annual Report of **Unimode Overseas Limited** for the financial year 2020-21

The copy of the Annual Report is also available on the website of the Company viz., [https://www.unimodeoverseas.in//under Investor Section](https://www.unimodeoverseas.in//under%20Investor%20Section).

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,
for Unimode overseas limited


Sohan Singh Dhakad
Company Secretary & Compliance officer

Encl: As above

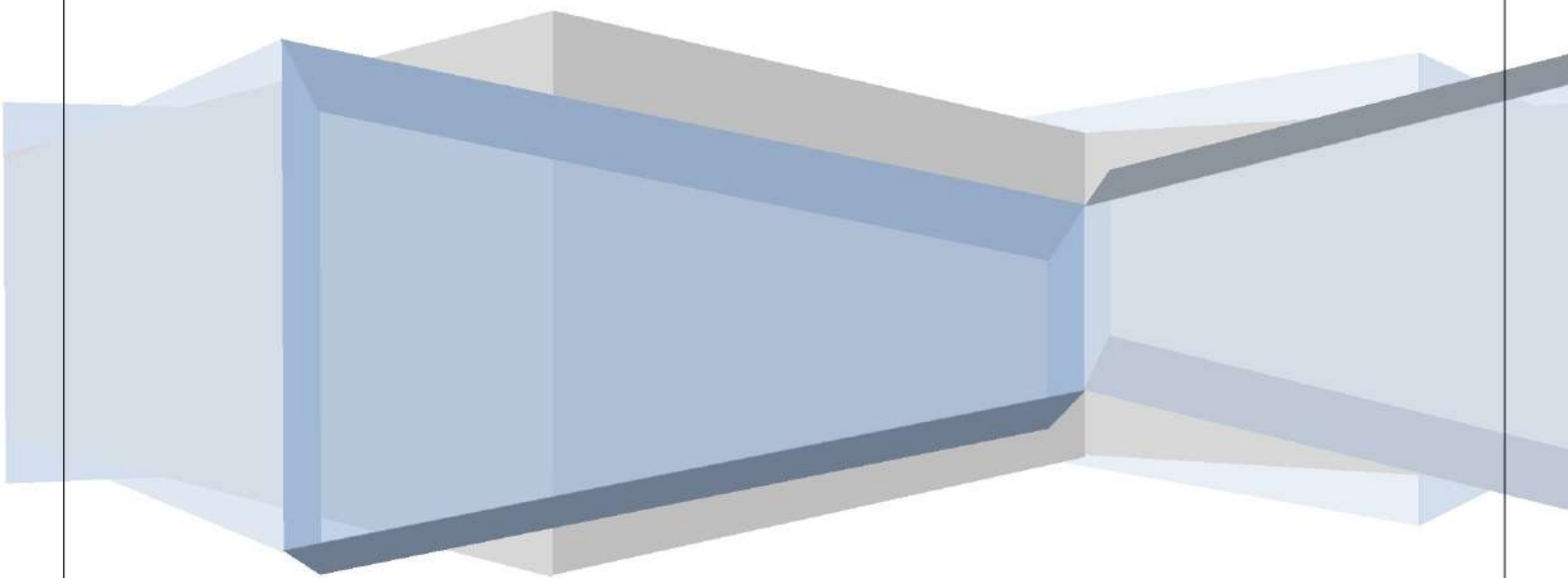


UNIMODE OVERSEAS LIMITED

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

Unimode Overseas Limited

Annual Report 2020-21



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Vikas Munjal
Mr. Satish Kumar Gupta
Mr. Ashish Goel
Mr. Sanjeev Pahwa
Mr. Rakesh Wadhawan
Mrs. Geetanjali Bansal

CHIEF EXECUTIVE OFFICER

Mr. D.K. Mahawar

CHIEF FINANCIAL OFFICER

Ms. Diksha Sharma

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Sohan Singh Dhakad

INTERNAL AUDITOR

M/s S Goyal & Co
Chartered Accountants
92, 2nd floor Vasundhara Appt Sector-9 Rohini -
110085

STATUTORY AUDITOR

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

SECRETARIAL AUDITOR

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

BANKERS

Kotak Mahindra Bank

REGISTRAR & SHARE TRANSFER AGENT

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

REGISTERED OFFICE

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

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Notice

Notice is hereby given that the 29th Annual General Meeting of *UNIMODE OVERSEAS LIMITED* will be held on Thursday, 30th September, 2021 at Ravinder Plaza, IVth Floor, Abdul Aziz Road, Karol Bagh, New Delhi-110005, at 03:00 P.M., to transact the following businesses:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2021 including the Audited Balance Sheet as at March 31, 2021 and the Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sanjeev Pahwa (DIN: 02876785), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. Re-appointment of Mrs. **GEETANJALI BANSAL (DIN: 07594879)** as an Independent Director

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

“RESOLVED THAT pursuant to the provision of sections 149,152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014, including any statutory amendment(s) thereto or re-enactment(s) thereof for the time in force and pursuant to the recommendation of the Nomination & Remuneration Committee and the board of Directors Mrs. **GEETANJALI BANSAL (DIN: 07594879)** who holds office of Independent Director of the Company up to 30th September 2021 who has submitted a declaration that meets the criteria of Independence under section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities Exchange Board of India(Listing Obligation and Disclosure Requirements) Regulations, 2015 who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder and in respect of whom the company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to section 160 of the Companies Act, 2013 be and is hereby re-appointment as an Independent Director of the Company, not liable to retire by rotation for a second term of five consecutive years commencing from with effect from 29th AGM i.e. 30th September, 2021 till the conclusion of the 34th AGM.

“RESOLVED FURTHER THAT the board of Director of the Company (including its Committee thereof) and /or Company Secretary of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

4. Re-appointment of **Mr. RAKESH WADHAWAN (DIN: 07079353)**, as an Independent Director

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

“RESOLVED THAT pursuant to the provision of sections 149,152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014, including any statutory amendment(s) thereto or re-enactment(s) thereof for the time in force and pursuant to the recommendation of the Nomination & Remuneration Committee and the board of Directors Mr. **RAKESH WADHAWAN (DIN: 07079353)**, who holds office of Independent Director of the

Company up to 30th September 2021 who has submitted a declaration that meets the criteria of Independence under section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities Exchange Board of India(Listing Obligation and Disclosure Requirements) Regulations, 2015 who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder and in respect of whom the company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to section 160 of the Companies Act, 2013 be and is hereby re-appointment as an Independent Director of the Company, not liable to retire by rotation for a second term of five consecutive years commencing from with effect from 29th AGM i.e. 30th September, 2021 till the conclusion of the 34th AGM.

5. **“RESOLVED THAT** pursuant to provision of Section 161 of the Companies Act, 2013, Mr. Ashish Kumar Garg,(DIN: [00317457](#)) who was appointed as an Additional Non-Executive Director with effect from 3rd September, 2021 on the board of the Company, be and is hereby appointed as the Director of the Company and regularized as Non-Executive director in the AGM.

“RESOLVED FURTHER THAT the board of Director of the Company (including its Committee thereof) and /or Company Secretary of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**For & on behalf of the Board of Directors
M/s Unimode Overseas Limited**

**Sd/-
Sohan Singh Dhakad
Company Secretary
ACS 63562**

Registered Office:

304A/10178, IIIrd Floor, Ravinder Plaza, Abdul Aziz Road,
Karol Bagh, New Delhi-110005
CIN: L51909DL1992PLC048444

Place: New Delhi

Date: 03.09.2021

NOTES:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013(“the Act”), in respect to the Special business under item no 3 & 4 set above and the details are required under Regulation 36 of the SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015(‘SEBI Listing Regulations’) entered with the Stock Exchange and Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking re-appointment at this Annual General Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.
3. Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting and also their copy of the Annual Report.

3. Corporate Members intending to send their Authorized Representatives are requested to send a duly certified copy of Board Resolution authorizing the representatives to attend and vote in the General Meeting.
4. Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting and also their copy of the Annual Report.
5. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, September 23, 2021 to Thursday, September 30, 2021 (both days inclusive).
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
8. As required by Regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements), 2015, Mr. Sanjeev Pahwa (DIN: **02876785**), Director, retiring by rotation and seeking re-appointment.
9. Members are requested to notify any change in their address:
 - (i) to the Registrar & Share Transfer Agent of the company- M/s Beetal Financial and Computer Services Private Limited, Beetal House, IIIrd Floor, Madangir, New Delhi-110062 in respect of the Physical Shares, if any, quoting their Folio Number, and
 - (ii) to their Depository Participant in respect of the Shares held in Dematerialized form.
10. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit the Registrar & share Transfer Agent of the Company the prescribed form (Form No. SH-13) of the Companies (Share Capital and Debentures) Rules, 2014. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participants.
11. Electronic copy of the Annual Report for 2020-21 is being sent to all Members whose email Ids are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, are requested to please register your respective mail address with the registered transfer agent.
12. Electronic copy of the Notice of the 29th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email ids are registered with the Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email addresses, are requested to please register your respective mail address with the registered transfer agent.
13. Voting Option:

Voting through Electronic Means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 29th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

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

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

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

The remote e-voting period begins on Monday, 27th September, 2021 (09:00 A.M.) and ends on Wednesday, 29th September, 2021 (05:00 P.M.) The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd September, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September 2021.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing

the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

- Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

- Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
- After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
- If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Up on logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43</p>

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

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

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period now you are ready for e-Voting as the Voting page opens.
3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to aswal1207@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or at evoting@nsdl.co.in

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

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

Please note the following:

- A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

Other information:

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.

- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

VI. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

VII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rdSeptember, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or unimodeoverseaslimited@gmail.com

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

VIII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

X. **Mrs. Anita Aswal, Practicing Company Secretary** has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XI. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XIII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.unimodeoverseas.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

14. Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report for 2020-21 will also be available on the Company's website www.unimodeoverseas.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.

15. Mr. Sanjeev Pahwa (DIN: **02876785**) director is eligible for retire by rotation pursuant to section 152(6) of the Companies Act, 2013.

16. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the members may also send requests to the Company's email id: unimodeoverseaslimited@gmail.com.

17. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company on any working day between 10:00 Hrs to 15:00 Hrs up to the date of Annual General Meeting and also at the venue of Meeting.

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

The Following Explanatory Statement sets out all the material facts relating to the item No 3 & 4 of the accompanying Notice dated 3rd September, 2021

In respect of item No 3 & 4.

Mrs Geetanjali bansal and Mr. Rakesh wadhawan were appointed as Independent director of the Company pursuant to Section 149 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014

In respect of item No 3.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the Candidature of **Mrs. Geetanjali bansal** for their appointment to the office of Independent Directors.

The director has given a declaration to the Board that she meets the criteria of independence as provided in section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI listing Regulations.

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 issued by the Securities Exchange Board of India(SEBI)

A copy of the draft letter for the appointment of Mrs. **Geetanjali bansal** as Independent 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.unimodeoverseaslimited.in

In respect of item No 4.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the Candidature of **Mr. Rakesh Wadhawan** for their appointment to the office of Independent Directors.

The director has given a declaration to the Board that he meets the criteria of independence as provided in section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI listing Regulations.

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 issued by the Securities Exchange Board of India(SEBI)

A copy of the draft letter for the appointment of Mr. **Rakesh Wadhawan** as Independent 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.unimodeoverseaslimited.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	MRS. GEETANJALI BANSAL	MR. RAKESH WADHAWAN
DIN	07594879	07079353
Father's/Husband Name	Mr. Suresh Gupta	Late Shri Des Raj Wadhawan
Date of Birth	07/06/1985	07/04/1968
Date of Appointment	19/08/2016	20/10/2016
Educational Qualification	Matric	Graduate
Experience & expertise in specific function area	She has 5 years' experience in corporate sector as a Manager	He has 25 years' experience in Business and having the expertise in marketing and event management
Directorship held in other Companies(Excluding foreign companies)	NIL	GOLDEN GRAND HOSPITALITY PRIVATE LIMITED ABSOLUTE PRISTINE SERVICES PRIVATE LIMITED
Committees positions held in other companies	NIL	NIL
Shareholding in Companies	NIL	NIL
No of Board Meeting attended during the FY 2020-21	Eight of Eight	Eight of Eight
Relationship between Director inter-se	None	None

DIRECTOR S' REPORT

TO THE MEMBERS OF UNIMODE OVERSEAS LIMITED

The Board of Directors is pleased to present the 29th Annual Report of the business and operations of your Company i.e. M/s Unimode Overseas Limited, along with the audited financial statements for the year ended 31st March, 2021.

1. FINANCIAL PERFORMANCE

(In Rs.)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Total Income	8,89,082.00	12,60,919.00
Total Expenditure	10,07,360.00	14,34,598.00
Profit/(Loss) Before Tax	(1,18,279.00)	(173,679.00)
Current Tax	-	-
Minimum Alternate Tax	-	-
Profit/(Loss) After Tax	(1,18,279.00)	(173,679.00)
Balance brought forward from previous year	-	-
Capital Reduction during the year	-	-
Balance Profit/Loss carry forward to the next year.	(1,18,279.00)	(173,679.00)

2. FINANCIAL PERSPECTIVE OF THE YEAR

During the year the Company incurred loss amount of Rs. 1,18,279. EPS for the year is Rs. (0.23) per share as compared to Rs. (0.3) per share in the previous year.

3. DIVIDENDS

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

4. SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2021 was Rs. 50,10,500/- During the year the company has not done any material changes in the Paid up Share Capital of the Company.

5. RESERVE

The loss of Rs (1,18,279.00) incurred during the year has been transferred to the Reserves.

6. CHANGE IN NATURE OF BUSINESS, if any

There is no change in nature of business of the Company during the financial year 2020-21.

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

There is no Material changes held during the said period.

8. MATERIAL CHANGES DURING THE YEAR

There are no Material changes held during the year.

9. CORPORATE SOCIAL RESPONSIBILITY

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

10. HUMAN RESOURCES

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

11. DIRECTORS RESPONSIBILITY STATEMENT :

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

- a) in the preparation of the annual accounts for the year ended 31st March, 2021, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for the same period;
- c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis;
- e) they have laid down internal financial controls in the company that are adequate and were operating effectively.
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

12. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

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

13. DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

The Independent Directors of the Company have submitted a declaration under Section 149(7) of the Companies Act, 2013 that each of them meets the criteria of independence as provided in Section 149(6) of the Act and there has been re-appointment of Independent Directors (Mrs. **Geetanjali Bnasal** and Mr. **Rakesh Wadhawan**) at the AGM for second term.

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

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company are Mr. D.K. Mahawar, Chief Executive Officer, Ms. Diksha Sharma, Chief Financial Officer and Mr. Sohan Singh Dhakad, Company Secretary.

Ms. Lalita, Company Secretary resigned from the post of Company Secretary w.e.f. 30th October, 2020 and Board of the company appointed Mr. Sohan Singh Dhakad as the Company Secretary of the Company w.e.f. 30th October, 2020.

14. BOARD AND COMMITTEE MEETING

Number of Board Meetings

The Board of Directors met 8 times during the financial year ended March 31, 2021 in accordance with the provisions of the Companies Act, 2013 and rules made there under. The intervening gap between two consecutive Board Meetings was within the period prescribed under Companies Act, 2013 and as per Secretarial Standard-1. The prescribed quorum was presented for all the Meetings and Directors of the Company actively participated in the meetings and contributed valuable inputs on the matters brought before the Board of Directors from time to time.

9 Board meetings were held as under:

- ❖ 1st April 2020
- ❖ 30th June, 2020
- ❖ 6th September, 2020
- ❖ 15th September, 2020
- ❖ 30th October, 2020
- ❖ 07th November, 2020
- ❖ 06th January, 2021
- ❖ 12th February, 2021

Attendance of Directors in Board Meeting

Sr. No.	Name of Directors	No. of Board Meeting	
		Entitled	Attended
1	Ashish Goel	8	6
2	Satish Kumar Gupta	7	6
3	Sanjeev Pahwa	8	7
4	Vikas Munjal	8	6
5	Rakesh Wadhawan	8	8
6	Geetanjali Bansal	8	8

Number of Committee Meeting

The Audit Committee met 4 Times during the financial Year ended March 31, 2021. The Stakeholders relationship Committee met 1 time during the financial year ended March 31, 2021. The Nomination and Remuneration committee met 1 times during the Financial Year ended March 31, 2021. Members of the committees discussed the matter placed and contributed their valuable inputs on the matters brought before the meetings.

Additionally, during the financial year ended March 31, 2021 the Independent Directors held a separate meeting on 06th January, 2021 in compliance with the requirements of Schedule IV of the Companies Act, 2013 and Regulation 25 (3) of the SEBI (Listing Obligations And disclosure Requirements).

15. COMMITTEES OF THE BOARD

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

I. AUDIT COMMITTEE:

During the year under review, meeting of Audit Committee were held on 30th June, 2020, 15th September, 2020, 7th November, 2020 and 12th February, 2021 and the attendance records of the members of the Committee are as follows:

Sr. No.	Name	No. of Board Meeting	
		Entitled	Attended
1	Geetanjali Bansal (Chairperson)	4	4
2	Rakesh Wadhawan (Member)	4	4
3	Vikas Munjal (Member)	4	4

All the recommendation made by the Audit Committee in the Financial Year 2020-21 were approved by the Board.

II. NOMINATION AND REMUNERATION COMMITTEE:

During the year under review, meeting of Nomination & Remuneration Committee was held on 15th September, 2020 and the attendance records of the members of the Committee are as follows:

Sr. No.	Name	No. of Board Meeting	
		Entitled	Attended
1	Geetanjali Bansal (Chairperson)	1	1
2	Rakesh Wadhawan (Member)	1	1

3	Satish kumar Gupta(Member)	1	1
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The salient feature of the policy of Nomination & Remuneration Committee same has been disclosed under Annexure 4.

III. STAKEHOLDER RELATIONSHIP COMMITTEE:

During the year under review, meeting of Stakeholder Relationship Committee was held on 15th September, 2020 and the attendance records of the members of the Committee are as follows:

Sr. No.	Name	No. of Board Meeting	
		Entitled	Attended
1	Satish kumar Gupta (Chairperson)	1	1
2	Vikas Munjal (Member)	1	1
3	Rakesh Wadhawan (Member)	1	1

IV. RISK MANAGEMENT COMMITTEE

During the year under review, meeting of RISK MANAGEMENT COMMITTEE was held on 15th September, 2020 and the attendance records of the members of the Committee are as follows:

Sr. No.	Name	No. of Board Meeting	
		Held	Attended
1	Satish Kumar Gupta (Chairperson)	1	1
2	Vikas Munjal (Member)	1	1
3	Ashish Goel (Member)	1	1

16. PERFORMANCE EVALUATION OF BOARD

The Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations").

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

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

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

AUDITORS

17.1 STATUTORY AUDITORS

M/s Sunil Kumar Gupta & Co (Firm Registration No.003645N), Chartered Accountants have been appointed as statutory auditors of the company at 22nd Annual General Meeting held on 29.09.2014 for a period of five years subject to ratification by members at every consequent Annual General Meeting. Pursuant to Section 139 of the Companies Act, 2013 an Auditor firm can be appointed for two consecutive terms of Five Years. In reference to this section the Audit Committee in its meeting held on 28th August, 2019 recommended the appointment of M/s Sunil Kumar & Co. for another term of Five years.

17.2 SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed of Mrs. Anita Aswal, Practicing Company Secretary (Membership No. A37019), Company Secretaries to undertake the secretarial audit of the company. The Secretarial Audit Report is annexed herewith as '**Annexure 1**'.

17.3 INTERNAL AUDITORS

M/s S Goyal & Co, Chartered Accountants performs the duties of internal auditors of the company and their report is reviewed by the audit committee from time to time.

17. RISK MANAGEMENT FRAMEWORK

The Company recognizes Risk Management as an integrated, forward-looking and process-orientated approach. It has developed a Risk Framework that broadly encompasses: aligning risk appetite and strategy; enhancing risk response and reducing operational surprises. During the year, Risk Management Core Team comprising of representatives of various functions and business had carried out risk assessment exercise to identify the various significant risks associated with the business operations and mitigation plans to address such risks. Material risks and mitigation plans were reviewed by the Risk Management Committee and then presented to the Board.

18. VIGIL MECHANISM / WHISTLE BLOWER POLICY

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

19. RELATED PARTY TRANSACTIONS

None of the transactions with related parties falls under the scope of section 188(1) of the Act. Information on transactions with related parties pursuant to section 134(3) (h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014.

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

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

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

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

22. CORPORATE GOVERNANCE

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

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

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

23. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure 2".

24. AUDIT COMMITTEE RECOMMENDATIONS

During the year all the recommendations of the Audit Committee were accepted by the Board. The Composition of the Audit Committee is as described in the Corporate Governance Report.

25. PARTICULARS OF EMPLOYEES

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

The Ratio of Remuneration of Each Director, Chief Financial Officer, Company Secretary of the Company for the FY-2020-21 is annexed at "Annexure-3".

26. DEPOSITS

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

27. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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

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

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

29. LISTING OF SHARES

The Securities of the Company are listed on Bombay Stock Exchange. The Listing fee for the Financial Year 2020-21 is yet to be paid to the Bombay Stock Exchanges.

30. PREVENTION OF SEXUAL HARRASMENT

As required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, the Company has formulated and implemented a policy on prevention of sexual harassment at

workplace with a mechanism of lodging complaints. Its redressal is placed on the intranet for the benefit of its employees. During the year under review, no complaints were reported to the Board.

31. NON-DISQUALIFICATION OF DIRECTORS

All the directors of the Company are non-disqualified and certificate for the same from the Practicing Company Secretary is annexed as **Annexure-8**.

32. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

33. POLICY OF PRESERVATION OF DOCUMENTS

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

34. FRAUD REPORTING

There was no fraud disclosed during the Financial Year 2020-21.

35. CODE OF CONDUCT

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

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

36. ACKNOWLEDGEMENTS

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

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

Registered Office:

304A/10178, IIIrd Floor, Ravinder Plaza, Abdul Aziz
Road, Karol Bagh, New Delhi-110005
CIN:L51909DL1992PLC048444

Place: New Delhi
Date: 30.06.2021

Sd/-
Sanjeev Kumar Pahwa
Director
DIN: 02876785

Sd/-
Vikas Munjal
Director
DIN: 01886826

'Annexure 1'



ANITA ASWAL

COMPANY SECRETARY

R/o: S-191 C, 3rd Floor, Manak Complex,
School Block, Shakarpur, Delhi 110092

M. No.: +91 – 9953390534

Email ID: aswal1207@gmail.com

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31stMARCH 2021

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

UNIMODE OVERSEAS LIMITED

304A/10178, IIIrd Floor,

Ravinder Plaza, Abdul Aziz Road,

Karol Bagh, Delhi-110005

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

Based on my verification of **M/s. Unimode Overseas Limited** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2021, complied with the statutory provisions listed hereunder* except to the extent observation made hereto and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Unimode Overseas Limited ("The Company") for the financial year ended on 31st March 2021 according to the provisions of:

- i. The Companies Act, 2013 and the Rules made there under;
- l. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings:
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **Not applicable as the company has not delisted/ proposed to delist its equity shares during the under review**
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable as the company has not bought back/ proposed to buy-back any of its securities during the under review.**

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

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

S. No.	Relevant Provision for Compliance Requirement	Observation
	Regulation 33 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015	Financial Result for the quarter ending on 31st march, 2020 was not submitted within the due date 30th June, 2020 and submitted on 31st July, 2020
	Foreign Liabilities and Assets Annual Return	Foreign Liabilities and Assets Annual Return for the financial year ending on 31 st march, 2020 was not submitted within the due date 14 th August, 2020 and submitted on 14 th September, 2020
	Regulation 30 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	Continual Disclosures for the financial year ending on 31 st march, 2020 was not submitted within the due date 15 th May, 2020 and submitted on 30 th May, 2020 by the. MADHU GOYAL Following Promoters failed to comply with the regulation 30:

		1. ASHISH GOEL 2. SATISH KUMAR GUPTA 3. VIKAS MUNJAL
	Regulation 27(2) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015	Corporate Governance Certificate for the quarter ending on 30 th June, 2020 was not submitted within the due date 15 th July, 2020 and submitted on 5 th August, 2020
	Regulation 13(3) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015	Statement Of Investor Complaints for the quarter ending on 30 th June, 2020 was not submitted within the due date 21 st July, 2020 and submitted on 24 th July, 2020
	Regulation 31 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015	Share holding Pattern for the quarter ending on 30 th June, 2020 was not submitted within the due date 21 st July, 2020 and submitted on 31 st July, 2020
	Regulation 33 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015	Financial Result for the quarter ending on 30 th June, 2020 was not submitted within the due date 14 th August, 2020 and submitted on 15 th September, 2020
	Regulation 76 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015	Reconciliation of share capital audit report for the quarter ending on 30 th June, 2020 was not submitted within the due date 30 th July, 2020 and submitted on 5 th August, 2020

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

- a. maintenance of various statutory registers and documents and making necessary entries therein;
- b. Closure of the Register of Members.
- c. forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;
- d. service of documents by the Company on its Members, Auditors and the Registrar of Companies and other stakeholders;
- e. notice of Board meetings and Committee meetings of Directors;
- f. the meetings of Directors and Committees of Directors including passing of resolutions by circulation;
- g. the 28th Annual General Meeting held on 30th September 2020;
- h. minutes of proceedings of General Meetings and of the Board and its Committee meetings; approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;
- i. constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement and reappointment of Directors including the Managing Director and Whole-time Directors;
- j. payment of remuneration to Directors including the Managing Director and Whole-time Directors,
- k. appointment and remuneration of Auditors.
- l. transfers and transmissions of the Company's shares and issue and dispatch of duplicate certificates of shares;
- m. declaration and payment of dividends;
- n. transfer of certain amounts as required under the Act to the Investor Education and Protection Fund and uploading of details of unpaid and unclaimed dividends on the websites of the Company and the Ministry of Corporate Affairs;
- o. borrowings and registration, modification and satisfaction of charges wherever applicable;
- p. investment of the Company's funds including investments and loans to others;
- q. form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule VI to the Act;
- r. Directors' report;

- s. contracts, common seal, registered office and publication of name of the Company; and
- t. Generally, all other applicable provisions of the Act and the Rules made under the Act.

3. I further report that:

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

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

Anita Aswal
Company Secretary
M. No.: A 37019
COP No.: 13883
UDIN: A037019C000888650

Date: 03.09.2021
Place: New Delhi

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

“Annexure – A”

To,
The Members,
UNIMODE OVERSEAS LIMITED
304A/10178, IIIrd Floor,
Ravinder Plaza, Abdul Aziz Road,
Karol Bagh, Delhi-110005

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required I have obtained the management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provision of Corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Date: 03.09.2021
Place: New Delhi

Anita Aswal
Company Secretary
M. No.: A 37019
COP. No.: 13883
UDIN: A037019C000888650

Form No. MGT-9

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31st March, 2021 of M/s Unimode Overseas Limited [Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	L51909DL1992PLC048444
Registration Date	24.04.1992
Name of the Company	Unimode Overseas Limited
Category / Sub-Category of the Company	Company having share capital
Address of the Registered office and contact details	304 A/10178, IIIrd Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi ,Delhi- 110005 Tel No. : 011-43685156
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Beetal house, IIIrd floor, 99 madangir New Delhi- 110062. Contact no: 91-11-2996 1281-83 E-mail: beetal@beetalfinancial.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ Service	% to total turnover of the company
1.	Trading in textiles	4641	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
None					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholder	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of the total	Demat	Physical	Total	% of the total	
A. Promoters									

1)Indian									
Individuals/ HUF	133522	-	133522	26.65	133522	-	133522	26.65	Nil
Central Govt/ State Govt									
Bodies Corp.									
FI/ Banks									
Any Other									
Sub Total(A)(1)	133522	-	133522	26.65	133522	-	133522	26.65	Nil
2)Foreign									
NRIs-Individuals									
Bodies Corp.									
Institutions									
Any Others									
Sub Total(A)(2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	133522	-	133522	26.65	133522	-	133522	26.65	Nil
B. Public Shareholding									
1. Institutions									
Mutual Funds									
FI / Banks	-	50	50	.01	-	50	50	.01	Nil
Central Govt/ State Govt									
Venture Capital Funds									
Insurance Companies									
FIs									
Foreign Venture Capital Investors									
Any Other									
Sub-Total (B)(1)	-	50	50	.01	-	50	50	.01	Nil
2. Non-institutions									
a) Bodies Corp.	2184	4700	6884	1.37	2183	4700	6883	1.37	-
b) Individuals									
i. Individual shareholders holding nominal share capital up to Rs 1 lakh	27293	274697	301990	60.27	27784	274257	302041	60.28	0.01
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	-	-	-	-	-	-	-	-	-
c) Others									
N.R.I.(REPT & NON-REPT)	610	56800	57010	11.36	580	56400	56980	11.37	0.01
HUF	1494	90	1584	0.31	1474	90	1564	0.31	-
Clearing Members	-	-	-	-	-	-	-	-	-

Public Trust	10	-	10	0.00	10	-	10	0.00	-
Sub-Total (B)(2)	31591	336757	367478	73.34	32031	335497	367528	73.35	0.01
Total Public Shareholding (B)= (B)(1)+(B)(2)	31591	335937	367528	73.35	32031	335497	367528	73.35	0.01
C. Shares held by Custodian for GDRs & ADRs									
GRAND TOTAL (A)+(B)+(C)	164243	336807	501050	100	165553	335497	501050	100	-

(ii) Shareholding of Promoters

Sr.No.	Shareholders' Name	Shareholding at the beginning of the Year			Shareholding at the end of the Year			% Change during the Year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledge/ Encumbered of Total Shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledge/ Encumbered of Total Shares	
1	Vikas Munjal	45822	9.15	-	45822	9.15	-	Nil*
2	Ashish Goel	43315	8.64	-	43315	8.64	-	Nil*
3	Satish Kumar Gupta	20015	3.99	-	20015	3.99	-	Nil*
4	Madhu Goyal	24370	4.86	-	24370	4.86	-	Nil*
	Total	133522	26.65	-	133522	26.65	-	Nil

*the changes occur in the number of shares due to the consolidation of shares

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total Shares of the company	No. of shares	% of total Shares of the company
	At the beginning of the year				
	1. Madhu Goyal	24370	4.86	24370	4.86
	2. Vikas Munjal	45822	9.15	45822	9.15
	3. Ashish Goel	43315	8.64	43315	8.64
	4. Satish Kumar Gupta	20015	3.99	20015	3.99
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the	The changes occur in the number of shares due to the			

	reasons for increase / decrease (e.g. allotment / transfer / bonus/ Sweat/ Equity etc:)	Consolidation of shares.			
	At the end of the year				
	1. Madhu Goyal	24370	4.86	24370	4.86
	2. Vikas Munjal	45822	9.15	45822	9.15
	3. Ashish Goel	43315	8.64	43315	8.64
	4. Satish Kumar Gupta	20015	3.99	20015	3.99

(iv) **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr No.		Shareholding at the beginning of the year		Shareholding at the end of the Year	
		No. of shares	% of total Shares of the company	No. of shares	% of total Shares of the company
1	Sandeep Tandon	3080	0.61	3080	0.61
2	Shirish Joshi	2890	0.58	2890	0.58
3	Manoj Kumar Sachdeva	1450	0.29	1450	0.29
4	Mahendra Singhvi	1230	0.25	1230	0.25
5	Viral Praful Jhaveri	1000	0.20	1000	0.20
6	Raj Kishore HUF	915	0.18	915	0.18
7	Anand Mohan	711	0.14	711	0.14
8	Satish Purushottam Paseband	685	0.14	685	0.14
9	Vijay Rasiklal Shah	685	0.14	685	0.14
10	Navneet Kantilal Ravani	680	0.14	680	0.14

Note: The change in the shareholding in the above shareholders was due to buying/ selling of shares by the shareholders on various dates and due to the consolidation of Shares. The Company has not allotted any shares, issued bonus/sweat equity during the year.

(v) **Shareholding of Directors and Key Managerial Personnel:**

Sr No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total Shares of the company	No. of shares	% of total Shares of the company
	At the beginning of the year				
	1. Vikas Munjal (Director)	45822	9.15	45822	9.15
	2. Ashish Goel (Director)	43315	8.64	43315	8.64

UNIMODE OVERSEAS LIMITED**ANNUAL REPORT 2020-2021**

	3. Satish Kumar Gupta (Director)	20015	3.99	20015	3.99
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ Sweat/ Equity etc:)	No changes occur in the number of shares.			
	At the end of the year				
	1. Vikas Munjal (Director)	45822	9.15	45822	9.15
	2. Ashish Goel (Director)	43315	8.64	43315	8.64
	3. Satish Kumar Gupta (Director)	20015	3.99	20015	3.99

V. INDEBTEDNESS**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial Year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total ((i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
• Addition	-	-	-	-
• Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sr. No	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961					
	(c) Profits in lieu of salary under section 17(3)					-
2	Stock Option	-	-	-	-	-

3	Sweat Equity	-	-	-	-	-
	Commission					
	- as % of profit					
	- others, specify					
5	Total (A)	-	-	-	-	-
	Ceiling as per the Act	-	-	-	-	-

B. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
	3. Independent Directors					
	• Fee for attending board / committee meetings	-	-	-	-	
	• Commission	-	-	-	-	
	• Others, please specify	-	-	-	-	
	Total (1)	-	-	-	-	
	4. Other Non-Executive Directors					
	• Fee for attending board committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration					
	Overall Ceiling as per the Act	-	-	-	-	-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sr. No.	Particulars of Remuneration	Mr. D.K. Mahawar (CEO)	Ms. Lalita Company Secretary)#	Ms. Diksha Sharma (CFO)	Mr. Sohan Dhakad (Company secretary) *	Total
1	Gross salary					
	(a) Salary as per Provisions (contained in section 17(1) of the Income tax Act,1961	-	180000	-	180,000	360,000
	(b) Value of perquisites u/s17(2) Income-tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary u/s17(3) Income-tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-

4	Commission - as % of Profit - others, specify	-	-	-	-	-
5	Others, please Specify	-	-	-	-	-
	Total	-	180000	-	180,000	360,000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of The Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. Director					
Penalty					
Punishment					
Compounding					
C. Other Officers in Default					
Penalty					
Punishment					
Compounding					

Registered Office:

304A/10178, IIIrd Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi-110005
CIN:L51909DL1992PLC048444

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

Place: New Delhi
Date: 30.06.2021

Sanjeev Kumar Pahwa
Director
DIN: 02876785

Vikas Munjal
Director
DIN: 01886826

"ANNEXURE 3"

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

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

Name of the Directors	Ratio to Median Remuneration
Mr. Vikas Munjal, Executive Director	Nil
Mr. Ashish Goel, Executive Director	Nil
Mr. Satish Kumar Gupta, Non- Executive Director	Nil
Mrs. Geetanjali Bansal, Non-Executive Independent Director	Nil
Mr. Rakesh Wadhawan, Non-Executive Independent Director	Nil

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

Name of the persons	% Increase in Remuneration
Mr. Vikas Munjal, Executive Director	Nil
Mr. Ashish Goel, Executive Director	Nil
Mr. Satish Kumar Gupta, Non- Executive Director	Nil
Mrs. Geetanjali Bansal, Non-Executive Independent Director	Nil
Mr. Rakesh Wadhawan, Non-Executive Independent Director	Nil
Mr. Sohan Dhakad, Company Secretary	Nil
Ms. Diksha Sharma, CFO	-
Mr. D.K. Mahawar, CEO	-

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

- d) The number of permanent employees on the rolls of company as on 31st March 2021 Nil

- e) The explanation on the relationship between average increase in remuneration and Company performance;

The increase in remuneration is in the line with the market trends in order to ensure that remuneration reflects company performance, the performance pay is linked to the organization performance.

- f) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company;

Particulars	Amount in Rs.
Remuneration of Key Managerial Personnel (KMP) during financial year 2020-21	3,60,000

Revenue from Operations	8,89,082
Remuneration (as % of revenue)	40.49
Remuneration (as % of PBT)	(304)

(g) Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the Company as at the close of the current financial year and previous financial year;

The Market Price of the Company on 31.03.2021 is Rs. 13.5 and on 31.03.2020 is Rs. 15

The Earning per share of the Company on 31.03.2021 is Rs. (0.24) and on 31.03.2020 was Rs. (0.35)

Hence, the Price earnings ratio of the Company was -56.25 at 31st March, 2021 and was -42.857 at 31st March, 2020.

The Market Capitalisation as on 31.03.2021 is Rs. 67,64,175 (Share Price Rs. 15 Per equity Share) while as on 31.03.2019 was Rs. 75,15,750 (Share Price Rs. 15 Per equity Share)

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

(i) Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company

Particulars	Company Secretary
Remuneration	4,86,134
Revenue	12,60,919
Remuneration (as % of Revenue)	38.55
Profit before tax (PBT)	(279)
Remuneration (as % of PBT)*	4,86,134

(j) The key parameters for any variable component of remuneration availed by the directors;

There are no variable components of salary paid in 2020-21 linked with the performance of the Company for the said managerial personnel.

(k) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;

There is no such employee being paid higher than the highest paid director.

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

The Company's remuneration policy is driven by the success and performance of the individual employees and the Company. Through its compensation package, the Company endeavors to attract, retain, develop and motivate a high performance staff. The Company follows a compensation mix of fixed pay, benefits and performance based variable pay. Individual

performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process. The Company affirms remuneration is as per the remuneration policy of the Company.

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

Registered Office:

304A/10178, IIIrd Floor, Ravinder Plaza, Abdul Aziz
Road, Karol Bagh, New Delhi-110005
CIN:L51909DL1992PLC048444

Place: New Delhi
Date: 30.06.2021

Sanjeev Kumar Pahwa
Director
DIN: 02876785

Vikas Munjal
Director
DIN: 01886826

“ANNEXURE 4”

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

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

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

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

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

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

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

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

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

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,

**The Members of
UNIMODE OVERSEAS LIMITED**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Unimode Overseas Limited having CIN L51909DL1992PLC048444 and having registered office at 304A/10178, IIIrd Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi-110005 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Vikas Munjal	01886826	29/09/2015
2.	Sanjeev Kumar Pahwa	02876785 (DIN is deactivated due to non-filing of DIR-3 KYC)	29/05/2018
3.	Ashish Goel	00367103	29/09/2015
4.	Geetanjali Bansal	07594879	19/08/2016
5.	Rakesh Wadhawan	07079353	20/10/2016

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

Place: Delhi
Date : 03.09.2021

Signature:
Name: Anita Aswal
Membership No.: 37019
COP. No.: 13883
UDIN : A037019B000677747

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 2020-21 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 has 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: 30.06.2021

D.K. Mahawar
CEO
PAN: COPPM8600H

Diksha Sharma
CFO
PAN: FUZPS3666

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**INDUSTRY STRUCTURE AND DEVELOPMENTS**

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

India's leather industry has grown drastically, transforming from a mere raw material supplier to a value-added product exporter. Total leather and leather goods exports from India stood at US\$ 4.64 billion during April 2019-March 2020. These sectors provide immense opportunities for creation of jobs for the weaker sections, especially for women, and can become vehicles for broader social transformation in the country, a government release stated. Although there were many fluctuations in the market during the period in review because of the recession all over the globe which causes decrease in the export. The Company has taken various steps to promote company's products all over the world and it is being done in line with global trends to enhance scale, global competitiveness and financial flexibility and also to contribute towards achievement of company's objective and to increase revenue, production volume, market shares and shareholder's returns.

**SEGMENT WISE OR PRODUCT- WISE PERFORMANCE**

Your company mainly operates in single product segment, within domestic and global market. The management of your

Company has continuously reviewed the performance and they found it quite satisfactory. The business is expected to grow in the coming years. However, highlights of the financial performance of the company are given below.

OUTLOOK& THREATS, RISK & CONCERNS:

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

INTERNAL CONTROLS SYSTEMS AND THEIR ADEQUACY

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

FINANCIAL PERFORMANCE

The table below gives an overview of the financial results for 2020-21 and 2019-20.:

PARTICULARS	(In Rs.)	
	2020-21	2019-20
Revenue from Operation	-	-
Other Income	889082.00	12,60,919.00
Expenses	1007360.00	14,34,598.00
Profit before tax	(118279.00)	(17,36,79)
Tax expense	-	-
Current Tax		
Minimum Alternate Tax		
Profit after tax	(118279.00)	(17,36,79)
EPS	0.23	(0.03)

HUMAN RESOURCE DEVELOPMENT

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

CAUTIONARY STATEMENT

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

INDEPENDENT AUDITOR'S REPORT**To****The Members of UNIMODE OVERSEAS LIMITED****Report on the Audit of the Ind-AS Financial Statements****Opinion**

We have audited the accompanying Ind AS financial statements of **UNIMODE OVERSEAS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March 2021, the Statement of Profit and Loss, including the Statement of Other Comprehensive Income, statement of Changes in Equity and statement of cash flows for the year then ended and notes to the Ind AS financial statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'Ind AS financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013, as amended ('the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs of the Company as at 31st March 2021, and its loss including other comprehensive Income, cash flows and change in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Ind As financial statements in accordance with the Standards on Auditing as specified under Section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Ind AS financial statements

Emphasis of Matter

We draw attention to note 25 to the Ind AS financial statements; the Company has accumulated losses, as a result its net worth has been substantially eroded. The Company has also incurred a net loss/ net cash loss during the year. However a financial statement has been prepared on a going concern basis for the reasons stated in note.

Our opinion is not modified in respect of these matters.

Other Information

The company's Board of Directors is responsible for the other information. The other information comprises the information included in company's annual report, but does not include the Ind AS financial statements and our auditor's report thereon.

Our opinion on the Ind As financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind As financial statements, our responsibility is to read the other information and, in doing so , consider whether the other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If based on the work we have performed, we conclude that there is material misstatement of this other information; we are required to report the fact. We have nothing to report in this regard.

Management's Responsibility for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matter stated in Section 134(5) of the Companies Act 2013 ("the Act") with respect to preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive loss, changes in equity and cash flows of the Company in accordance with the Accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement ,whether due to fraud or error.

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

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

Auditor's Responsibility for the Audit of the Ind AS Financial Statements

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

As Part of an audit in accordance with Standard on auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013 we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements for the financial year ended March 31, 2021 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure 1**, a statement on the matters specified in the paragraph 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, Statement of Profit and Loss including the Statement of Other Comprehensive Income, Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

e. On the basis of written representations received from the directors as on 31st March 2021, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2021, from being appointed as a director in terms of section 164(2) of the Act.

f. With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these standalone Ind AS financial statements and the operating effectiveness of such controls, refer to our separate report in “**Annexure 2**” to this report;

g. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company does not have any pending litigations which would impact its standalone Ind AS financial statements.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There are no items which required to be transferred, to the Investor Education and Protection Fund by the Company.

For Sunil Kumar Gupta & Co.
Chartered Accountants
Firm’s Registration No.: 003645N

Sd/-
Rahul Goyal
Partner
Membership No: 540880

Place: Delhi
Date: 30.06.2021

Annexure –1 TO INDEPENDENT AUDITORS' REPORT

(Annexure referred to in our report of even date to the members of Unimode Overseas Limited, on the Ind AS Financial Statements for the year ended 31st March 2021).

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

- (i) (a) The Company does not have any fixed assets during the year; accordingly clause 3(i) of the said order is not applicable.
- (ii) Company does not have any inventory. Accordingly, the provisions of clause 3(ii) of the Order are not applicable.
- (iii) Company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a) and 3(iii)(b) of the Order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, provisions of section 185 and 186 of the Companies Act 2013 in respect of loans and advances given, investments made and, guarantees, and securities given, have been complied with by the company.
- (v) According to the information given to us, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Companies Act, 2013 or any relevant provisions of the Companies Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended) from time to time. Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (v) To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- (vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally regularly deposited with the appropriate authorities as on 31st March, 2021 and no dues are outstanding for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no dues in respect of income tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess that have not been deposited with the appropriate authorities on account of any dispute.
- (viii) The Company does not have any loans or borrowings from any financial institution, banks, government, or debenture holders during the year. Accordingly, Paragraph 3(viii) of the Order is not applicable.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the order is not applicable.
- (x) According to the information and explanation given to us and as represented by the management and based of our examination of the books and records of the company and in accordance with the generally accepted auditing practices in India, we have been informed that no case of frauds has been committed on or by the company or by its officers or employees during the year.
- (xi) In our opinion and according to the information and explanations given to us, the company has paid managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Companies Act, 2013.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of the Act, and where applicable the details have been disclosed in the Ind AS financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and on an overall examination of the Balance Sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3(xiv) of the Order are not applicable to the Company and hence not commented upon.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him as covered under section 192 of the Companies Act, 2013. Accordingly, paragraph 3(xv) of the Order is not applicable.

- (xvi) According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable.

For Sunil Kumar Gupta & Co.

Chartered Accountants

Firm's Registration No.: 003645N

Rahul Goyal

Partner

Membership No: 540880

Place: Delhi

Date: 30th June, 2020

Annexure –2 TO INDEPENDENT AUDITORS' REPORT

(Annexure referred to in our report of even date to the members of **UNIMODE OVERSEAS LIMITED**, on the Ind AS Financial Statements for the year ended 31st March 2021).

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **UNIMODE OVERSEAS LIMITED** ("the Company") as of 31st March 2021 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial

reporting with reference to these Ind AS financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting with reference to these Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these Ind AS financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting with reference to these Ind AS financial statements

A company's internal financial control over financial reporting with reference to these Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these Ind AS financial statements includes those policies and procedures that

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting with reference to these Ind AS financial statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these Ind AS financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal

financial controls over financial reporting with reference to these Ind AS financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these Ind AS financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls over financial reporting with reference to these Ind AS financial statements and such internal financial controls over financial reporting with reference to these Ind AS financial statements were operating effectively as at 31 March 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India(ICAI).

For Sunil Kumar Gupta & Co.

Chartered Accountants

Firm's Registration No.: 003645N

Rahul Goyal

Partner

Membership No: 540880

Place: Delhi

Date: 30th June, 2020

(All amounts in INR)

Particulars	NOTE	As At	
		March 31, 2021	March 31, 2020
I. ASSETS			
1. Non-Current Assets			
(a) Property, Plant and Equipment		-	-
(b) Capital work in progress		-	-
(c) Financial Assets		-	-
- Investments		-	-
- Other financial assets	3	1,82,500	1,82,500
(d) Deferred Tax Assets (net)		-	-
(e) Other Non-Current Assets		-	-
Total Non-Current Assets (A)		1,82,500	1,82,500
2. Current Assets			
(a) Inventories		-	-
(b) Financial Assets		-	-
- Trade Receivables	4	-	-
-Cash and Cash Equivalents	5	5,42,462	1,93,483
-Bank balances other than cash and cash equivalents		-	-
-Other Current Financial Assets	6	9,787	9,787
(c) Other Current Assets	7	33,872	95,810
Total Current Assets (B)		5,86,121	2,99,080
TOTAL ASSETS (A+ B)		7,68,621	4,81,580
II. EQUITY AND LIABILITIES			
1. Equity			
(a) Equity Share Capital	8	50,10,500	50,10,500
(b) Other Equity	9	(72,45,087)	(71,26,808)
Total Equity (A)		(22,34,587)	(21,16,308)
2. Non-Current Liabilities			
(a) Financial Liabilities		-	-
- Borrowings		-	-
(b) Provisions		-	-
(c) Deferred Tax Liabilities (net)		-	-
Total Non-Current Liabilities (B)		-	-
3. Current Liabilities			
(a) Financial Liabilities		-	-
- Borrowings		-	-
-Trade Payables	10	-	-
Total outstanding dues of micro and small enterprises		-	-
Total outstanding dues of creditors other than micro and small enterprises		-	-
(b) Other Current Liabilities	11	30,03,208	25,97,888
(c) Provisions	12	-	-
Total Current Liabilities (C)		30,03,208	25,97,888
TOTAL EQUITY AND LIABILITIES (A+B+C)		7,68,621	4,81,580

The accompanying notes are integral part of the financial statements

As per our report of even date

For Sunil Kumar Gupta & Co.

Chartered Accountants

Firm Registration number: 003645N

Rahul Goyal

Partner

Membership No: 540880

Place: New Delhi

Date: 30.06.2021

UDIN:

For and on behalf of Board of Directors

Sanjeev Kr. Pahwa

Director
DIN 02876785

Vikas Munjal

Director
DIN 01886826Diksha Sharma
C.F.OSohan Dhakad
Company Secretary

UNIMODE OVERSEAS LIMITED

CIN NO. L51909DL1992PLC048444

304A/10178, 11rd Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi-110005

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2021

Particulars	Note	For the Year ended March 31, 2021	For the Year ended March 31, 2020
I Revenue from operations	13	-	-
II Other Income	14	8,89,082	12,60,919
III Total Income (I+II)		8,89,082	12,60,919
IV Expenses			
a) Purchases of stock in trade	15	-	-
b) Changes in inventories of finished goods , Work in progress and stock in trade		-	-
c) Excise Duty		-	-
d) Employee benefits expense	16	3,60,000	5,65,134
e) Finance costs	17	1,208	1,35,450
f) Depreciation and amortization expense		-	-
g) Other Expenses	18	6,46,152	7,34,014
Total Expenses (IV)		10,07,360	14,34,598
V Profit /(Loss) before exceptional items and tax		(1,18,279)	(1,73,679)
VI Exceptional Items		-	-
VII Profit / (Loss) before tax		(1,18,279)	(1,73,679)
VIII Tax Expense:			
a) Current Tax	20	-	-
b) Adjustment of tax relating to earlier periods		-	-
c) Deferred Tax		-	-
d) Mat Credit Entitlement		-	-
Total tax expenses (VIII)		-	-
IX Profit / (Loss) for the period		(1,18,279)	(1,73,679)
X Other comprehensive income			
Items that will not to be reclassified to profit or loss		-	-
Re-measurement (gains)/ losses on defined benefit plans		-	-
XI Total comprehensive loss for the period (IX + X)		(1,18,279)	(1,73,679)
Earnings per equity share(Nominal value of Rs. 10 /- per share)			
Basic	19	(0.24)	(0.35)
Diluted	19	(0.24)	(0.35)

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

As per our report of even date

For Sunil Kumar Gupta & Co.

Chartered Accountants

Firm Registration number: 003645N

Rahul Goyal

Partner

Membership No: 540880

Place: New Delhi

Date: 30.06.2021

UDIN:

For and on behalf of the Board of directors

Sanjeev Kr.Pahwa

Director

DIN 02876785

Vikas Munjal

Director

DIN 01886826

Diksha Sharma

C.F.O

Sohan Dhakad

Company Secretary

UNIMODE OVERSEAS LIMITED

CIN NO. L51909DL1992PLC048444

304A/10178, 11rd Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi-110005

STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2021*(Amount in Rs.)*

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax as per statement of Profit & Loss	(1,18,279)	(1,73,679)
Adjustments for:		
- Depreciation and amortization expense	-	-
- Retained earnings Ind As	-	-
- Commission Income	-	-
- Interest Income	-	(45,679)
- Finance costs	1,208	1,35,450
Operating profit before working capital changes	(1,17,070)	(83,908)
Adjustments for :		
Increase/(Decrease) in Trade Payables	-	-
Increase/(Decrease) in Other Current Liabilities	4,05,320	(18,31,122)
Increase/(Decrease) in Other Financial Liabilities	-	-
Increase/(Decrease) in Provisions	-	-
Increase/(Decrease) in Short Term Provisions	-	-
(Increase) / Decrease in Trade Receivables	-	-
(Increase) / Decrease in Other Financial Assets	-	20,000
(Increase) / Decrease in Other Current Financial Assets	0	13,76,905
(Increase) / Decrease in other Non-Current Assets	-	-
Increase / (Decrease) in Inventories	-	-
(Increase) / Decrease in Short Term Advances	-	-
(Increase) / Decrease in Other Current Assets	61,938	6,59,758
Cash generated from operations	3,50,188	1,41,634
Taxes paid	-	-
Net Cash from Operating Activities	3,50,188	1,41,634
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant & Equipment	-	-
Sale of Property, Plant & Equipment	-	-
Commission Income	-	-
Interest Income	-	45,679
Movement n Loan & Advances	-	-
Net Cash used in Investing Activities	-	45,679
C CASH FLOW FROM FINANCING ACTIVITIES		
Movement in Long term loans (Net)	-	-
Movement in Short term loans	-	-
Decrease in Reserve & Surplus	-	(2,022)
Increase in Share Capital & premium	-	-
Interest Paid	(1,208)	(1,35,450)
Net Cash from Financing Activities	(1,208)	(1,37,472)
Net Increase/(Decrease) in Cash and Cash Equivalents	3,48,979	49,841
Cash and Cash Equivalents at the beginning of the year	1,93,483	1,43,642
Cash and Cash Equivalents at the end of the year	5,42,462	1,93,483

Notes:

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

As per our report of even date

For and on behalf of the Board of Directors of

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

Rahul Goyal
Partner
Membership No: 540880
Place: New Delhi
Date: 30.06.2021
UDIN:

Sanjeev Kr.Pahwa
Director
DIN 02876785

Diksha Sharma
C.F.O

Vikas Munjal
Director
DIN 01886826

Sohan Dhakad
Company Secretary

UNIMODE OVERSEAS LIMITED

CIN NO. L51909DL1992PLC048444

304A/10178, 11th Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi-110005

STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED MARCH 31, 2021

A. Equity Share Capital

Particulars	Balance as on April 1, 2019	Changes during the year	Balance as on March 31, 2020	Balance as on April 1, 2020	Changes during the year	Balance as on 31st March 2021
a) Authorised Share Capital						
52,50,000 (PY 52,50,000) Equity shares of Rs.10/- each	5,25,00,000	-	5,25,00,000	5,25,00,000	-	5,25,00,000
	5,25,00,000	-	5,25,00,000	5,25,00,000	-	5,25,00,000
b) Issued, Subscribed And Fully Paid Up						
5,01,050 (PY 5,01,050) Equity shares of Rs.10/- each	50,10,500	-	50,10,500	50,10,500	-	50,10,500
	50,10,500	-	50,10,500	50,10,500	-	50,10,500

B. Other Equity

Particulars	Reserves and Surplus					Other comprehensive income		Total
	Equity component of compound financial instruments.	Securities premium	Capital Subsidy Reserve	Capital Redemption Reserve	Retained earnings	Actuarial Gain / (Loss)	Unrealised Gain	
Balance as at April 1, 2019								
Balance at the beginning of the reporting period	-	-	-	-	(69,51,107)	-	-	(69,51,107)
Profit for the Current year	-	-	-	-	(1,73,679)	-	-	(1,73,679)
Securities Premium	-	-	-	-	-	-	-	-
Capital reduction exp w/o during the year	-	-	-	-	-	-	-	-
Adjustment	-	-	-	-	(2,022)	-	-	-
Transfer from Other comprehensive income to retained earning	-	-	-	-	-	-	-	-
Balance as at March 31 , 2020	-	-	-	-	(71,26,808)	-	-	(71,24,786)
Balance as at April 1, 2020								
Balance at the beginning of the reporting period	-	-	-	-	(71,26,808)	-	-	(71,26,808)
Profit for the Current year	-	-	-	-	(1,18,279)	-	-	(1,18,279)
Retained earning	-	-	-	-	-	-	-	-
Adjustments	-	-	-	-	-	-	-	-
Transfer from Other comprehensive income to retained earning	-	-	-	-	-	-	-	-
Balance as at March 31 , 2021	-	-	-	-	(72,45,087)	-	-	(72,45,087)

Sanjeev Kr.Pahwa
Director
DIN 02876785

Vikas Munjal
Director
DIN 01886826

Diksha Sharma
C.F.O

Sohan Dhakad
Company Secretary

Note No. 1: Notes to the Financial Statement 1

GENERAL INFORMATION

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

Note No. 2: SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of Preparation of Financial Statements

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

2.3 Summary of Significant Accounting Policies

2.3.1 Current versus non - current classification

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

2.3.2 Cash and cash equivalents

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

Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

Cash flow statement

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

2.3.3 Financial Assets

Financial assets at amortized cost

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

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

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

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

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

Financial liabilities

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

2.3.4 Impairment

Financial assets (other than at fair value)

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

PPE and intangibles assets

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

2.3.5 Inventories

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

2.3.6 Revenue recognition

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

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

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

Sale of goods

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

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

Interest Income

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

Dividend

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

Insurance claims

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

2.3.7 Employee benefit expenses

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

(i) Post-employment benefit plans

Defined Contribution plans

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

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

Defined benefit plans

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

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

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

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

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

Short term employee benefit

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

2.3.8 Foreign currency translation

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

2.3.9 Borrowing cost

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

2.3.10 Income tax

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

Current tax

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

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

Deferred tax

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

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

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

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

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

2.3.11 Accounting of provisions, contingent liabilities and contingent assets

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

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

2.3.12 Earnings per share (EPS)

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

Financial assets

(All amounts in INR)

3 Other financial Assets

Particulars	As At March 31, 2021	As At March 31, 2020
Delhi Stock Exchange (Refundable)	1,82,500	1,82,500
Sales Tax Deposit-Noida	-	-
Total	1,82,500	1,82,500

4 Trade Receivables

Particulars	As At March 31, 2021	As At March 31, 2020
Outstanding for more than six months from the date they are due for payment		
Unsecured, Considered Good	-	-
Others		
Unsecured, Considered Good	-	-
Total	-	-

5 Cash and Cash Equivalents

Particulars	As At March 31, 2021	As At March 31, 2020
Balances with banks		
- in ICICI Bank	1,05,444	1,05,444
- in Kotak Mahindra Bank	4,24,472	72,323
Cash on Hand	12,545	15,718
Total	5,42,462	1,93,483

6 Other Current Financial Assets

Particulars	As At March 31, 2021	As At March 31, 2020
Mat Credit Entitlement	9,787	9,787
Total	9,787	9,787

7 Other Current Assets

Particulars	As At March 31, 2021	As At March 31, 2020
Unsecured, Considered good		
Accrued Interest on Advances	-	4,800
Income Tax Refund (AY 2018-19)	-	-
GST Credit	13,247	30,500
TDS Receivable	20,525	60,510
Total	33,872	95,810

8 Equity Share Capital

Particulars	As At March 31, 2021	As At March 31, 2020
Authorised		
52,50,000 (PY 52,50,000) Equity shares of Rs. 10/- each	5,25,00,000	5,25,00,000
	5,25,00,000	5,25,00,000
Issued, subscribed and fully paid-up		
5,01,050 (PY 5,01,050) Equity shares of Rs. 10/- each	50,10,500	50,10,500
Total	50,10,500	50,10,500

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

Particulars	No of shares	Amount
Equity Shares		
At April 2020	5,01,050	50,10,500
Add: Issued during the period	-	-
Less: Reduction during the year	-	-
At March 31, 2021	5,01,050	50,10,500

(b) Term/right attached to equity shares:

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

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

(c) Shareholders holdings more than 5% Share Capital

Out of the equity shares issued by the Company, shares held by its holding company, ultimate holding company and their subsidiaries/ associates are as below:

Particulars	As At	As At	As At	As At
	March 31, 2021	March 31, 2021	March 31, 2020	March 31, 2020
	Shares	% of holding	Shares	% of holding
Ashish Goel	43,315	8.64%	43,315	8.64%
Vikas Munjal	45,822	9.15%	45,822	9.15%

NOTES TO THE FINANCIAL STATEMENT OF THE YEAR ENDED 31ST MARCH 2021

9 Other Equity

Particulars	As At	As At
	March 31, 2021	March 31, 2020
(A) Retained Earnings		
Opening balance	(71,26,808)	(89,51,107)
Net Profit / (loss) for the year	(1,18,279)	(1,73,679)
Less: Adjustment	-	(2,022)
Add: Capital Reduction during the year	-	-
Closing balance(A)	(72,45,087)	(71,26,808)
(B) Securities Premium		
Opening Balance	-	-
Securities Premium during the year	-	-
Closing balance (B)	-	-
Total	(72,45,087)	(71,26,808)

Financial liabilities - current

10 Trade Payables

Particulars	As At March 31, 2021	As At March 31, 2020
Trade Payables		
Trade outstanding dues of micro enterprise and small enterprise	-	-
Trade outstanding dues of creditors other than micro enterprise and small enterprise	-	-
Total	-	-

11 Other Current Liabilities

Particulars	As At March 31, 2021	As At March 31, 2020
Advances from Others		
ARC Builders Limited	2,50,000	2,50,000
Shrikripa Finlease and Marketing Pvt. Ltd	-	1,63,008
Ashish goel	2,65,000	2,50,000
A V Investments	2,70,000	2,70,000
Mangal Tradex Pvt. Ltd.	5,00,000	2,00,000
Audit Fee Payable	33,040	29,500
Postage & Courier Expenses Payable	-	1,04,671
Printing & Stationary Expenses Payable	-	1,55,181
Salary payable	2,23,564	2,13,564
Rent payable	3,00,000	2,40,000
TDS Payable	-	13,386
Legal Fees Payable	-	75,600
Grandprix Advisors Private Limited	60,621	-
Ramo Ad Creation	5,922	6,678
Global Jurix	16,112	2,700
Beetal Financial & Computers Services Private Limited	63,980	23,900
Depository expense payable	35,068	-
Security Deposit from Directors	9,80,000	6,00,000
	30,03,208	25,97,888

12 Provisions

Particulars	As At March 31, 2021	As At March 31, 2020
Provision for Income Tax	-	-
Total	-	-

UNIMODE OVERSEAS LIMITED
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 304A/10178, IIIrd Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New
 Delhi-110005

NOTES TO THE FINANCIAL STATEMENT OF THE YEAR ENDED 31ST MARCH 2021

13 Revenue from Operations

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Sale of Services	-	-
Sale of Textile goods	-	-
	-	-

14 Other Income

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Interest on Advances	-	45,679
Miscellaneous Income	3,35,452	-
Interest on Income Tax Refund	3,630	5,040
Other Operational Income	5,50,000	12,10,200
Total	8,89,082	12,60,919

15 Purchases of stock in trade

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Purchases		
Purchases of Textile goods	-	-
Total	-	-

UNIMODE OVERSEAS LIMITED
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 Delhi-110005
 NOTES TO THE FINANCIAL STATEMENT OF THE YEAR ENDED 31ST MARCH 2021

16 Employee Benefits Expense

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Salaries and Incentive	3,60,000	5,65,134
Total	3,60,000	5,65,134

17 Finance Cost

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Interest on Loan	-	1,33,866
Bank Charges	1,208	1,584
Total	1,208	1,35,450

NOTES TO THE FINANCIAL STATEMENT OF THE YEAR ENDED 31ST MARCH 2021

18 Other expenses

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Advertisement expenses	20,880	48,720
Audit fees	33,040	29,500
AGM & EGM Expenses	38,252	27,480
Board Meeting Expenses	6,150	12,850
Conveyance expenses	1,427	3,920
Depository Expenses	40,940	30,939
BSE Listing fee	3,00,000	3,00,000
Postage and courier	6,510	26,487
Website Maintenance expenses	7,000	7,000
Legal & Professional Fees	53,881	92,885
Printing & Stationary Expenses	18,545	22,000
Rent	60,000	60,000
Miscellaneous Expenses	6,392	14,404
Maintenance Charges	44,575	33,333
Penalty on Legal Compliances/ROC/TDS	3,660	16,096
ROC Expenses	4,900	8,400
Total	6,46,152	7,34,014

*Detail of Payment to Auditors

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Audit Fee (Statutory and Tax Audit Fees)	33,040	29,500
Total	33,040	29,500

19 Earnings per share (EPS)

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

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

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Net Profit after tax attributable to equity holders	(1,18,279)	(1,73,679)
Weighted average no of equity shares outstanding during the year- for Both Basic and Diluted EPS	5,01,050	5,01,050
Face value of Equity Share (INR)	10.00	10.00
Basic and Diluted	(0.24)	(0.35)

NOTES TO THE FINANCIAL STATEMENT OF THE YEAR ENDED 31ST MARCH 2021

20 Current Tax and Deferred Tax

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Current Tax:		
Current income tax:	-	-
Adjustments in respect of current income tax of previous period	-	-
Deferred Tax:		
Relating to origination and reversal of temporary differences	-	-
Total	-	-
Income Tax on Other Comprehensive Income		
Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Current Tax	-	-
Deferred Tax		
Net loss/(gain) on re measurements of defined benefit plans	-	-
Total	-	-

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

21 Related party transactions

a) Related party and nature of the related party relationship with whom transactions have taken place during the year

a) Key Management Personnel

Ms. Anamika Paliwal (Company Secretary)
 Mrs. Preeti Gupta (Company Secretary)
 Mrs. Lalita (Company Secretary)
 Mr. Sohan Singh Dhakad (Company Secretary)

Nature of Transactions During the year	Related Party	
	Referred in A. Above	
	2020-21	2019-20
Expenditure		
Salary to Ms. Anamika Paliwal	-	1,98,570
Salary to Ms. Preeti Gupta	-	2,00,000
Salary to Ms. Lalita	1,80,000	87,564
Salary to Mr. Sohan Singh Dhakad	1,80,000	-

22 Fair values

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

Assets and liabilities carried at amortised cost

Particulars	Carrying Value			Fair Value		
	As At March 31, 2021	As At March 31, 2020		As At March 31, 2021	As At March 31, 2020	
Financial assets						
Other financial assets	1,82,500	1,82,500		1,82,500	1,82,500	
Trade Receivables	-	-		-	-	
Cash and cash equivalents	5,42,462	1,93,483		5,42,462	1,93,483	
Other current financial assets	9,787	9,787		9,787	9,787	
Total	7,34,749	3,85,770		7,34,749	3,85,770	
Financial liabilities						
Borrowings	-	-		-	-	
Trade Payables	-	-		-	-	
Other Financial Liabilities	-	-		-	-	
Total	-	-		-	-	

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

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

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

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

NOTES TO THE FINANCIAL STATEMENT OF THE YEAR ENDED 31ST MARCH 2021

23 Capital Management

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

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

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

Particulars	As At March 31, 2021	As At March 31, 2020
Debt	30,03,208	25,97,888
Less: cash and cash equivalents	(5,42,462)	(1,93,483)
Net Debt (A)	24,60,746	24,04,405
Equity (B)	50,10,500	50,10,500
Gearing ratio (A/B)	49%	48%

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

25 Although the company has accumulated losses of Rs 72,45,087 as on Balance sheet date in comparison to paid up share capital of Rs. 50,10,500 but satisfactory management plans and forecast exist to mitigate the effects, thereby ensuring the company's ability to continue as going concern

For and on behalf of Board of Directors

Sanjeev Kr. Pahwa
 Director
 DIN 02876785

Vikas Munjal
 Director
 DIN 01886826

Diksha Sharma
 C.F.O

Sohan Singh Dhakad
 Company Secretary

UNIMODE OVERSEAS LIMITED

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

Email ID: unimodeoverseaslimited@gmail.com

CIN No. L51909DL1992PLC048444

Tel. No. 011-43685156

29th ANNUAL GENERAL MEETING

PROXY FORM

Form MGT- 11

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

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

Registered Address.....

E-mail Id.....

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

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

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

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

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

as my / our proxy to attend and vote for me/us and on my/our behalf, if not already voted by me/us through remote e-voting, at the 28th Annual General Meeting of the Company to be held on Thursday, 30th day of September, 2021 at 03:00 P.M. at Ravinder Plaza, IVth Floor, Abdul Aziz Road, Karol Bagh, New Delhi-110005 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Optional (✓)	
		For	Against
Ordinary Business			
1.	Adoption of Annual Accounts of the Company as on 31st March, 2021.		
2.	Appointment of Director in place of Retiring Director.		
Special Business			
3.	Re-appointment of Independent Director Mr. Rakesh Wadhawan		
4.	Re-appointment of Independent Director Mrs. Geetanjali Bansal		
5.	Regularization of Mr. Ashish Kumar Garg (DIN: 00317457) as Non-Executive director of the Company		

Signed this _____ day of _____ 2021.
Signature of Shareholder (s) _____
Signature of Proxy holder (s) _____



Note: This form of Proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company at 304A/10178, IIIrd Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi-110005 not less than 48 hours before the commencement of the AGM i.e. by 03:00 p.m. on 30 September, 2020.

UNIMODE OVERSEAS LIMITED

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

Email ID: unimodeoverseaslimited@gmail.com

CIN No. L51909DL1992PLC048444 Tel. No. 011-43685156

29th ANNUAL GENERAL MEETING

ATTENDANCE SLIP

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

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

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

No. of Shares held.....

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

I hereby record my presence at the 29th Annual General Meeting (AGM) of the Company being held at Ravinder Plaza, IVth Floor, Abdul Aziz Road, Karol Bagh, New Delhi-110005 on Thursday, 30th day of September, 2021 at 03:00 P.M

Signature of the Shareholder Proxy.....

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

.....✂.....✂.....✂.....

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ELECTRONIC VOTING PARTICULARS

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereafter, the Resolutions proposed at the 29th AGM will be transacted through remote E-Voting (facility to cast vote a place other than the venue of the AGM).

EVEN (E-voting Event Number)	User ID	Password

Please refer to Note No. 13 of Notice

.....✂.....✂.....✂.....

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REGISTRATION OF E-MAIL ADDRESS FOR FUTURE COMMUNICATION

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

Registered Address.....

E-mail Id.....

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

Signature of the Shareholder (s).....

ROUTE MAP OF AGM VENUE

