

UNIMODE

Dated: 26.05.2022

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

BSE Scrip Code: 512595 and Scrip Id: UNIMOVR

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

Dear Sir/ Madam,

With reference to the above subject and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the Board of Directors has approved and taken on record the following businesses at its meeting held today, i.e., on 26th May, 2022.

1. Appointment of Ms. Shriya (DIN: 09451142) as Independent Additional Director w.e.f 26.05.2022.

The meeting of the Board commenced at 03:00 p.m. and concluded 05:30 p.m.

Detail on above mentioned changes in directorship are provided in Annexure-I

This is for your information and record.

Thanking You

Yours Faithfully
For **Unimode Overseas Limited**



Bhuwan Singh Taragi
(Company Secretary)

UNIMODE OVERSEAS LIMITED

Regd: 304A/10178, IIIrd Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi DL 110005
Email ID: unimodeoverseaslimited@gmail.com | Website: www.unimodeoverseaslimited.in

CIN No: L51909DL1992PLC048444 | Tel no: 011-43685156

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

Please find the Brief profile of Ms. Shriya, appointed by the Board of the company as on 26th May, 2022 as follows:-

Reason for Change	Appointment
Name of the Director	Ms. Shriya,
DIN	09451142
Date of Birth	25/09/1998
Date of Appointment	26/05/2022
Educational Qualification	M.COM
Experience & expertise in specific functional area	Having Knowledge of accounting and finance.
Shareholding in Company (Number & %)	Nil
Relationship between Directors	NA



FORM B

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

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

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

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Persons (Promoters/ KMP/ Directors/ immediate relatives/ others etc)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming promoter/appointment of Director/KMP		% of Shareholding
			Type of security (For eg:- Shares, Warrants, Convertible Debentures etc.)	Number	
1 Name : Shriya PAN: NMOPS4433Q DIN: 09451142 Address: 201, Greater Kailash, Near CT Public School MAQSYDAN, Jalandhar, Main Market, Punjab - 144008.	2 Independent Director	3 26.05.2022	4 -	5 -	6 -

Contact No. 9501354237

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

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

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

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

Date: 19.05.2022

Place: New Delhi

Shriya

(Shriya)

UNIMODE

26th May 2022

To

Ms. Shriya,
201, Greater Kailash,
Near CT Public School,
Maqsydan, Jalandhar,
Punjab – 144008.

Appointment as a Non-executive Additional Independent Director

Dear Ms. Shriya,

This has reference to your Professional synopsis and the subsequent discussions; we are pleased to confirm your appointment as a **Non-executive Additional Independent Director** to the Board of **M/s UNIMODE OVERSEAS LIMITED**, The terms and conditions governing your appointment are summarised below:

Term of appointment

You will hold the office from the day of 26th May, 2022 as a Non-executive Additional Independent Director until the forthcoming annual general meeting of **M/s UNIMODE OVERSEAS LIMITED**, and subject to the Companies Act, 2013 and any other applicable provisions (if any).

Time Commitment Envisaged

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

Role

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

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Duties

6. You shall undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company.
7. You shall seek appropriate clarification or amplification of information and where necessary, take and follow appropriate professional advice and opinion of outside experts at the expenses of the Company
8. You shall strive to attend all meeting of the Board of Directors and of the Board committees of which you are a member.
9. You shall strive to attend the general meetings of the Company.
10. You shall not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board.
11. You shall pay sufficient attention and ensure that adequate deliberations are held before approving related party transaction and assure themselves that the same are in the interest of the Company.
12. You shall at all times, devote your full attention and skill to the affairs of the Company and will endeavor to your utmost ability to promote and advance the interests of the Company

Expenses

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

Code of Conduct

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

Confidentiality

17. You shall not at any time during the continuance or after the termination of your services with the Company irrespective of any reason for such termination, make use or disclose to any party either for your own benefit or for the benefit of any party (individual, firm, company, any trade or business), the affairs and confidential information of the Company or any of its related companies of which you have knowledge or become aware during the course of your service with the Company.

18. You shall under no circumstances make available your services to any undertaking, or have any interest directly or indirectly in any other undertaking or activity which might interfere with the proper performance of your duties without first obtaining the written permission of the Company;


Termination

19. Notwithstanding the aforementioned, the Company shall be entitled to terminate your employment without notice, indemnities and compensation in any of the following events:

- i) if you are, in the opinion of the Company, guilty of dishonesty, misconduct or negligence in the performance of your duties;
- ii) if you have been found to have committed a serious breach or continual material breach of any of your duties or obligations;
- iii) if you are found to have made illegal monetary profit or received any gratuities or other rewards, in cash or in kind, out of any of the Company's affairs or any of its subsidiaries or related companies.

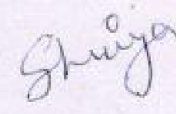
20. Upon termination or upon your resignation for any reason, you will not be entitled to any damages for loss of office and no fee will be payable to you in respect of any unexpired portion of the term of the Appointment.

For M/s UNIMODE OVERSEAS LIMITED


Bhuwan Singh Taragi
(Company Secretary)



I have read and agree to the above terms regarding my appointment as a Non-executive Additional Independent Director of M/s UNIMODE OVERSEAS LIMITED


SHRIYA
(Independent Director)