

UNIMODE OVERSEAS LIMITED AND REDUCED

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CIN No. L51909DL1992PLC048444, Tel. No. 011-43685156

25.10.2017

To,

The Department of Corporate Services- Listing
Bombay Stock Exchange Ltd,
Phirozejeejeebhoy Towers,
Dalal Street,
Mumbai-400 001

SUB: MINUTES OF 25TH ANNUAL GENERAL MEETING

Dear Sir,

In compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the certified true copy of the minutes of 25th Annual General Meeting of the Company held on Wednesday, 27th September, 2017.

Kindly take the same on your record and oblige.

Thanking You

Yours Faithfully

For **Unimode Overseas Limited And Reduced**


Preeti Sharma
Company Secretary
ACS- 34417



Encl: as above

MINUTE BOOK

UNIMODE OVERSEAS LIMITED AND REDUCED

(1/2017-18)

MINUTES OF THE 25th ANNUAL GENERAL MEETING HELD ON WEDNESDAY THE 27TH DAY OF SEPTEMBER, 2017 AT 3.00 P.M AT RAVINDER PLAZA, IVTH FLOOR, ABDUL AZIZ ROAD, KAROL BAGH, NEW DELHI- 110005

The 25th Annual General Meeting of the Company commenced at 3.00 P.M. with the following Directors present on the dais:

| | |
|--------------------------|--|
| Mr. Rakesh Wadhawan | - Non- Executive Chairman of the Board of Directors and Independent Director |
| Mr. Ashish Goel | - Executive Director and as a member of the Company |
| Mrs. Geetanjali Bansal | - Independent Director |
| Mr. Satish Kumar Gupta | Non-Executive Director and as a member of the Company |
| Mr. Dinesh Kumar Mahawar | - CEO |
| Ms. Sheetal Chhabra | - CFO |
| Ms. Preeti Sharma | - Company Secretary |

Special Invitees:

| | |
|-----------------------|---|
| Mr. Sunil Kumar Gupta | Partner of M/s Sunil Kumar Gupta & Co., Statutory Auditors |
|-----------------------|---|

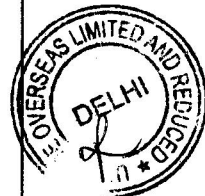
44 MEMBERS PRESENT IN PERSON

Mr. Rakesh Wadhawan, Director of the Company was elected as Chairman of the Meeting. He took the Chair and announced that since the required quorum for the meeting was present, the formal proceedings of the meeting could commence.

The Chairman introduced the persons present on the dais to the members.

The Chairman extended a warm welcome to the members present at the meeting and apprised them about the performance of the Company for the financial year 2016-17. He then explained about the company's business activities and outlook of the Company and expected that during the coming year the Company is destined to achieve better profitability and returns.

In terms of the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with the Stock Exchanges, Mrs. Geetanjali Bansal, Chairman of the Audit Committee & Nomination and Remuneration Committee and Mr. Satish Kumar Gupta, Chairman of Stakeholders' Relationship Committee & Risk Management Committee were present at the Annual General Meeting.



**CHAIRMAN'S
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With the permission of the Members present at the meeting, the Notice dated 28th August, 2017 convening 25th Annual General Meeting of the Company, as circulated to the Members of the Company was taken as read.

The Company Secretary read the Auditors' Report and thereafter requested the Chairman to continue the further proceedings.

The Chairman gave an overview of the financial performance of the Company for the financial year ended 31st March, 2017.

The Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies, (Management and Administration) Rules, 2014 amendment thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Company had provided the e-voting facility to the Members of the Company in respect of the Ordinary and Special business to be transacted at the 25th Annual General Meeting. The e-voting had commenced on Friday, 22nd September, 2017 (9:00 A.M.) and ended on Tuesday, 26th September, 2017 (5:00 P.M.).

The Company had appointed Mr. Anurag Sharma, Proprietor of Anurag Sharma & Associates, Practicing Company Secretary, New Delhi as the Scrutinizer to scrutinize the remote e-voting and poll process at the AGM in a fair and transparent manner.

The Chairman informed that the Company has made arrangement to provide facility of voting by ballot to those members who could not cast their vote by e-voting. The Members voted through Ballot.

The following businesses were transacted at the Annual General Meeting:

ORDINARY BUSINESS:

ITEM NO. 1

APPROVAL OF ACCOUNTS

Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2017.

Mr. Ashish Goel proposed the following as an Ordinary Resolution which was seconded by Mr. Satish Kumar Gupta.

"RESOLVED THAT the Audited Balance Sheet as at 31st March 2017 and the Statement of Profit & Loss Account of the Company for the year ended on 31st March, 2017 and Cash Flow Statement of the Company and the Reports of the Directors and Auditors thereon of the Company for the year ended as on that date as circulated to the members be and the same are hereby received, considered and adopted."

The resolution was duly passed with requisite majority.



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ITEM NO. 2

APPOINTMENT OF DIRECTOR IN PLACE OF RETIRING DIRECTOR

To appoint a Director in place of Mr. Vikas Munjal (DIN: 01886826), who retires by rotation and being eligible, offers himself for re-appointment.

Mr. Ayush Mittal proposed the following as an Ordinary Resolution which was seconded by Mr. Satish Kumar Gupta.

"RESOLVED THAT Mr. Vikas Munjal (DIN: 01886826), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company".

ITEM NO. 3

RATIFICATION OF RE-APPOINTMENT OF AUDITORS

Mr. Ajay Khurana proposed the following as an Ordinary Resolution which was seconded by Mrs. Urmila Jain.

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 the re-appointment of the statutory auditors of company M/s Sunil Kumar Gupta & Co (Firm registration No: 003645N), Chartered Accountants, be and is hereby ratified by the members of the company for the financial year 2017-2018 at such remuneration as may be determined by the Board of Directors of the Company."

The resolution was duly passed with requisite majority.

SPECIAL BUSINESS:

ITEM NO. 4

RESOLUTION UNDER SECTION 20 OF THE COMPANIES ACT, 2013 AUTHORISING COMPANY TO CHARGE FOR SERVICE OF DOCUMENTS TO MEMBERS OF THE COMPANY.

Resolution under section 20 of the companies act, 2013 authorising company to charge for service of documents to members of the company.

Mr. Ashok Kumar jain proposed the following as an Ordinary Resolution which was seconded by Mrs. Krishna Wadhwa.

"RESOLVED THAT pursuant to the provision of section 20 of the Companies Act, 2013 and other applicable provisions, if any and rules made thereunder, whereby a document may be served on any shareholders by Company by sending it to him by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the shareholders be and is hereby accorded to charge from the shareholders the fee in advance equivalent to the estimated actual expenses of delivery of the



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documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company in advance of the dispatch of document by the Company.

RESOLVED FURTHER THAT any of the Director and Company Secretary of the Company be and are hereby severally authorised to do all such acts, things, deeds as may be deemed necessary for giving effect to the above resolution."

ITEM NO. 5

APPOINTMENT OF MR. RAKESH WADHAWAN (DIN NO. 07079353) AS A NON EXECUTIVE INDEPENDENT DIRECTOR.

The Chairman took for consideration Item No. 5 of the Notice regarding the appointment of Mr. Rakesh Wadhawan as the Director of the Company. The Chairman informed the members that pursuant to the provisions of Section 161(1) of the Act, Mr. Rakesh Wadhawan was appointed as an Additional Director by the Board of Directors in their meeting held on 20th October, 2016, who ceases to hold office at this Annual General Meeting of the Company and respect of whom the Company has received a notice in writing proposing his candidature for the office of the Director.

Mr. Sandeep Jain proposed the following as an Ordinary Resolution which was seconded by Ms. Ashok Kumar Jain.

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rakesh Wadhawan (DIN 07079353) who was appointed as an Additional Director of the company by the Board of directors at its meeting held on 20th October, 2016 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from him proposing his candidature for the office of Director as per section 160 of Companies Act, 2013, be and is hereby appointed as a Non-Executive, Independent Director of the Company to hold office for the period of 5 (Five) years, whose office shall not liable to retire by rotation".

VOTE OF THANKS

The Chairman declared the meeting concluded at 04:18 P.M. with a vote of thanks to the Chair.

Date: 28.10.2017
Place: New Delhi

Rakesh Wadhawan

Rakesh Wadhawan
Chairman



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Declaration of Results of Remote e- voting and poll at 25th Annual General Meeting held on 27th September, 2017

On the basis of the Scrutinizer's Report of remote electronic voting and for the e-voting /poll conducted at the Annual General Meeting dated September 27, 2017, the summary of which is mentioned hereunder, the Company announced the results of voting on September 28, 2017 that all the resolutions for the Ordinary and Special businesses as set out in item no. 1 to 5 in the Notice of the 25th Annual General Meeting of the Company have been duly passed by the overwhelming majority. The summary of the Scrutinizer's Report is as follows:

| Item No. of Notice and heading of the Resolution | Number of members present and voting (in person or by proxy) | Votes in favour of the resolution | | Number of votes against the resolution | | Invalid votes |
|--|--|-----------------------------------|---------------------------------------|--|---------------------------------------|---------------|
| | | Number | % of total number of valid votes cast | Number | % of total number of valid votes cast | |
| 1. Adoption Of Balance Sheet, Statement Of Profit And Loss And The Reports Of The Board Of Directors And Auditors Thereon For The Financial Period Ended On March 31, 2017 | 44 | 11,01,143 | 100 | 0 | 0.00% | 1,123 |
| 2. Appointment Of Mr. Vikas Munjal (Din: 01886826) Who Retires By Rotation And Being Eligible, Offers Himself For Re-Appointment. | 44 | 11,01,143 | 100 | 0 | 0.00% | 1,123 |
| 3. Ratification Of M/S Sunil Kumar Gupta & Co. As Statutory Auditors Of The Company. | 44 | 11,01,143 | 100 | 0 | 0.00% | 1,123 |
| 4. Resolution Under Section 20 Of The Companies Act, 2013 Authorising Company To Charge For Service Of Documents To Members Of The Company. | 44 | 11,01,143 | 100 | 0 | 0.00% | 1,123 |
| 5. Appointment Of Mr. Rakesh Wadhawan (Din No. 07079353) As A Non Executive Independent Director. | 44 | 11,01,143 | 100 | 0 | 0.00% | 1,123 |

Date: 23.10.2017
Place: New Delhi

Rakesh Wadhawan
Rakesh Wadhawan
Chairman

