



## NOTICE

NOTICE is hereby given that the 19<sup>th</sup> Annual General Meeting of the members of **Unimode Overseas Limited** will be held on Friday, 30<sup>th</sup> Day of September 2011, at 13, Bela Road, Civil Lines, New Delhi - 110054, at 12.15 P.M. to transact the following business: -

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2011, Profit and Loss Account 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 Smt. Madhu Goyal, who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint a Director in place of Shri Rakesh Jain, who retires by rotation and being eligible, offers himself for re-appointment.
4. To Consider and if Thought fit to pass with or without modification the following resolution as an

Ordinary Resolution:

“RESOLVED THAT M/s. K. L. Datta & Co., Chartered Accountants, be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at remuneration as may be decided by the Board of Directors of the Company.”

By order of the Board of Directors  
for **UNIMODE OVERSEAS LIMITED**

**Debika Maitra**  
Company Secretary

Place : New Delhi  
Date : 23<sup>rd</sup> July 2011

### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Members/Proxies should bring the enclosed attendance slip duly filled in, for attending the meeting, along with the Annual Report.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 28<sup>th</sup> September 2011 to 30<sup>th</sup> September 2011, both days inclusive.
4. Members are requested to notify the change in their address, if any.
5. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during the office hours on all working days between 11a.m. and 1.00 p.m. up to the date of this Annual General Meeting.
6. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.
7. Members are requested to note that all correspondence relating to share transfer should be addressed to its Registrars and Transfer Agents, M/s. Skyline Financial Services Private Limited, D- 153 A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi – 110021.

### DETAILS OF DIRECTORS RETIRING BY ROTATION AND SEEKING RE-APPOINTMENT/ APPOINTED DURING THE YEAR

(In pursuance to Clause 49 of the Listing Agreement)

<b>1. Smt. Madhu Goyal, Non-Executive and Independent Director</b>	
Date of Birth	15.01.1969
Expertise in Specific Functional Area	Smt. Madhu Goyal is an experienced person in Business matters.
Directorship in other Companies	Mani Compusoft Private Limited, Dayason Overseas Private Limited and Dayason Cotton Mills Private Limited
Committee Position	NIL
Shareholding in the Company	NIL
<b>2. Shri Rakesh Jain, Non-Executive and Independent Director</b>	
Date of Birth	31.07.1962
Expertise in Specific Functional Area	Shri Rakesh Kumar Jain is a Member of Institute of Chartered Accountants of India and Institute of Company Secretaries of India and have more then 20 years in finance.
Directorship in other Companies	RSN Real Estates Private Limited, Mangal Buildwell Private Limited, Raman Towers Private Limited, Raman Buildcon Private Limited, Mangal Township Planners Private Limited, Mangal Commodities Private Limited, Mangal Towers Private Limited, Lake View Infrabuild Private Limited, Angels Enterprises Limited, Jodhpur Infra Textile Park Limited
Committee Position	Chairman of Audit Committee of Unimode Overseas Limited. Member of Remuneration Committee of Unimode Overseas Limited.
Shareholding in the Company	NIL



## DIRECTORS' REPORT

Dear Shareholders,

We are pleased to present the Nineteenth Annual Report of Unimode Overseas Limited together with Audited Financial Statements and Auditor's Report for the Financial Year ended as on 31<sup>st</sup> March 2011. The Financial Highlights for the year under review are given below:

Financial Results	2010-11 (Rs.)	2009-10 (Rs.)
Total Income	70,89,691	10,40,121
Total Income	77,15,525	68,34,691
Profit / (Loss) before Interest and Tax,	7,69,025	4,66,131
Interest	0	0
Profit / (Loss) before Tax	7,69,025	4,66,131
Profit/Loss before Tax	7,69,025	4,66,131
Provision for Taxation	152620	78,530
Profit /(Loss) after Tax	616135	3,87,601

### Performance

During the year under review, the Company have started trading activities and achieved a turnover of Rs. 77,15,525.

The profit before tax was Rs. 7,69,025/- and Net Loss after adjustment of accumulated loss was Rs. 48140521.39. The performance of the Company is expected to be better in the coming years.

### Dividend

In view of the brought forward losses, your Directors have been unable to recommend any dividend.

### Business Operations Overview & Future Outlook

The Company is planning to raise funds and start trading and manufacturing activities in the larger scale. The management will emphasize on leveraging its Trade Mark 'UNIMODE' in the market and will create long term assets for all stakeholders of the Company.

### Fixed Deposits

The Company has not accepted any deposits during the financial year under review.

### Directors

In terms of the provisions of Companies Act, 1956 and the Articles of Association of the Company, Smt. Madhu Goyal and Shri Rakesh Jain, Directors of the Company are retiring by rotation and being eligible, offers themselves for re-appointment as non-executive Directors.

### Directors' Responsibility Statement

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Directors confirm:

- i) that in the preparation of the Annual Accounts for the Financial Year ended 31<sup>st</sup> March, 2011, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;

- ii) that the Directors had selected such accounting policies and applied them consistently 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 of the Company for the year under review;
- iii) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- iv) that the Directors have prepared the Annual Accounts for the Financial Year ended 31<sup>st</sup> March, 2011 on a 'going concern' basis.

### Particulars of Energy, Technology and Foreign exchange

- A. Energy conservation – NIL
- B. Technology absorption – NIL
- C. Foreign Exchange earnings and out go: –NIL

### Personnel and Particulars of Employees

During the year, the Company did not have any employee drawing a salary of Rs. 5 Lakh per month or more.

### Auditors

M/s K. L. Datta & Company, Chartered Accountants, Statutory Auditors of the Company, retire at the conclusion of the ensuing Annual General Meeting, being eligible offer themselves for re-appointment. The Company has received a certificate from them that their re-appointment if made would be within prescribed limits under Section 224(1B) of the Companies Act, 1956.

### Auditors' Report

The Auditors Report is self explanatory and therefore do not call for any further explanation u/s 217(3) of the Companies Act' 1956.

### Audit Committee Recommendations

The Audit Committee of the Company has been constituted with Shri Narinder Kumar Goyal, Shri Sanjay Dhawan as Members and Shri Rakesh Jain as Chairman of the Committee.

### Corporate Governance Report

The Company has started compliance of Clause 49 of Listing Agreement. It strives to attain high standards of corporate governance while interacting with all our stakeholders.

A separate section on Corporate Governance alongwith Certificate from K.L Datta & Co., Chartered Accountants, confirming level of Compliance is annexed and forms part of the Directors' Report.

### Appreciation

Your Directors greatly appreciate the efforts of all stakeholders for the support.

For and on Behalf of the Board

**Rakesh Jain**  
Director

**Madhu Goyal**  
Director



## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **INDUSTRY STRUCTURE, DEVELOPMENTS, OPPORTUNITIES & THREATS**

Indian economy continues to be one of the fastest growing economies in the world. The economic recovery witnessed after the global meltdown has been sharper than what was anticipated. This has enhanced confidence about the sound fundamentals of Indian Economy and it is expected to have GDP growth of more than 8% in the current financial year.

The compounded annual growth rate of India's domestic apparel market is expected to grow @ 11 %. India plays a major role in global apparel markets due to availability of abundant man power, raw material and infrastructural developments. Indian exports in textile sector comprises export of cotton, man-made fibre, silk, wool, jute and other textile materials.

#### **OPPORTUNITIES**

Domestic consumption of fabric and textile products is increasing due to growing earning capacity of individuals. It is also one of the youngest countries in the world, with over 65% population below the age of 35 years. In India, there are more than 30 crore middle class people with higher disposable income. In coming years, there will be increasing demand for various consumer products by this segment of population.

#### **THREATS**

Due to global meltdown, the consumers in the west have reduced their consumption. The growing awareness about ecological factors has impacted exports from developing countries due to use of polluting dyes and environment damaging manufacturing practices.

The competition is increasing from other developing countries post 2005.

#### **SEGMENT WISE OR PRODUCT- WISE PERFORMANCE**

Your company mainly operates in single product segment, within domestic market only. After years of closure of business, the management of your company have started trading activity in domestic fabric market. The business is expected to grow in the coming years.

#### **FUTURE OUTLOOK**

Tremendous boom in retailing industry is basically due to increase of consumption of household products. Due to significant increase in income levels, the consumption pattern has also changed. The life style of individuals is changing and they are preferring products under premium segment. The adverse impact of western financial meltdown is not acutely felt due to domestic industry and consumption.

Your company has taken various initiatives for increase of business, product portfolio. Presently, we are doing business in domestic market but we are exploring possibilities of export of our products to the western countries, where we had been doing business about a decade ago.

We are also exploring the possibilities of leasing out an industrial unit on enhance our productivity and launching of quality products in the market.

### **STRENGTHS**

Your company is the owner of brand 'UNIMODE'. In the coming years, we may plan to launch it as an apparel brand in the country. Due to growing multi brand outlets, we do not foresee any difficulty in pushing the brand in the domestic market.

### **RISK AND CONCERNS**

Business is exposed to external and internal risks. Some risks can be predicted and minimised with careful planning and implementing the measures to mitigate them, while some risks cannot be insured against. Your company has been facing many risks including risk to run business due to shortage of working capital. The tight fund situation may affect company's plans to enlarge its business activities. Due to tight liquidity position, we are not able to lay hands on talented people in the industry. The management of your company is planning to leverage their personal assets to raise funds for the company, to overcome this risk.

The domestic market is showing inflationary tendencies. To curb inflation, the Reserve Bank of India can tighten its monetary policy, which can affect company financial expenses. Fluctuation in value of foreign currencies can also affect export plans of the company.

### **HUMAN RESOURCES**

The company is taking various initiatives to increase human resources for better productivity. To save on costs, the company is appointing non-experienced staff and taking initiatives for internal training and development of skills. This will help in enhancing their emotional and intellectual engagement with the company.

### **INTERNAL CONTROL SYSTEM AND ADEQUACIES**

Your company had started its business from scratch. To grow it faster, the integrity and ethical behaviour of management and employees at all levels and compliance of the laws and regulations is very essential. The systems are being put in place to ensure adequate internal controls in operations of the company. Apart from statutory audit, your company have adequate in-house internal audit practices.

### **FORWARD LOOKING STATEMENT**

Statements in this report on Management Discussion and Analysis, describing the company's objectives, projections, expectations or predictions may be forward looking, considering the applicable laws and regulations. These statements are based on certain assumptions and expectation of future events. Actual results could, however, differ materially from those expressed or implied. Domestic consumption, price trends, change in government regulations and tax structure can make a difference in company's performance in future.

The company assumes no responsibility in respect of the forward looking statements herein, which may undergo changes in future on the basis of subsequent developments, information or events.



**REPORT ON CORPORATE GOVERNANCE**

**I. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**

Corporate Governance assumes a great deal of importance in the future business strategies of the Company.

**II. BOARD OF DIRECTORS**

**(A) Composition of Board**

The Present Board of Directors of the Company comprises four Directors consisting all Non-executive Directors.

**(B) Other provisions as to Board and Committee**

The details of the other directorship of the Board and their attendance at the Board meetings held during the year, i.e. between April 1, 2010 to March 31, 2011 is given in the following table:

Name	Category	Board meeting Attendance		No. of Directorship In other Companies\$	No. of Committee position held**	
		Attended during the Year	at last AGM		Chairman	Member
Mr. Sandeep Gupta	Promoter-Non-Executive Director	4	Yes	—	—	—
Sh. Narinder Kumar Goyal	Non-Executive Independent Director	5	Yes	1	-	3
Smt Madhu Goyal	Non- Executive Independent Director	5	Yes	-	-	-
Sh. Rakesh Jain	Non- Executive Independent Director	5	Yes	2	-	1
Sh. Sanjay Dhawan	Non- Executive Independent Director	3	No	4	-	2/5

\$ Exclusive of the Directorship in Private Limited Companies, Non-Corporate Institutions, foreign Companies and Section 25 Companies.

The Board periodically reviews Compliance reports of all laws applicable to the Company and has put in place procedure to review steps taken by the Company to rectify the instances of non-compliances, if any.

**(D) Number of Board Meetings held and dates:**

During the financial year 2010-2011 the Board of Directors met five times. The dates of the meetings are 28.04.2010, 28.07.2010, 30.10.2010, 31.10.2010 and 31.01.2011.

**(E) Information supplied to the Board:**

The Board has complete access to all information with the Company. The information is provided to the Board and the agenda papers for the meetings are circulated in advance of each meeting. The information supplied to the Board includes:

- Business/Operating Plans,
- Quarterly, Half yearly and yearly results of the Company
- Minutes of the Meetings of audit Committees and other Committees of the Board.

The Board periodically reviews compliance of all laws applicable to the Company as well as steps taken by the Company to rectify instances of non-compliances if any.

**(F) Code of conduct:**

The Board will make code of conduct for all the Board members and senior management personnel in the coming Board Meeting.

**III. AUDIT COMMITTEE:**

**(A) Qualified & Independent Audit Committee:**

The Audit Committee is functioning as under:

- At present the committee comprises of three Non-Executive Independent Directors viz Shri Rakesh Jain, Shri Narinder Kumar Goyal and Shri Sanjay Dhawan.
- All the members of the committee are financially literate.
- Shri Rakesh Jain was appointed as Chairman of the Audit Committee.
- The term of reference of the committee have been revised in conformity with the provisions of section 292A of the Companies Act 1956 and the new/revised clause 49 of the listing agreement.

**(B) Meetings of Audit Committee**

During the year meeting of the Audit Committee was held on 28.04.2010, 28.07.2010, 30.10.2010, 31.10.2010 and 31.01.2011.

**V. DISCLOSURES**

**(A) Related Party Transaction**

The Company has not entered into any transaction of material nature with the promoters, the Directors or the management, their subsidiaries or relatives etc that may have any potential conflict of interest with the company.

**(B) Disclosure of Accounting Treatment**

During the year, there has been no change in the accounting treatment of Accounting Standard applicable to the Company.

**(C) Risk Management**

In terms of new provision of Clause 49 & contemporary practices of good corporate governance, Company has developed the policies & procedures to assess the risk associated with the Company and minimization thereof and periodically informed the Board of Directors for their review to ensure that the executive management, controls the risk in accordance with the defined policies and procedures adopted by the Company.

**Remuneration Committee (Non-Mandatory)**

At present the Remuneration Committee of the Company comprises of the following members who are Non-Executive and Independent Directors of the Company:

- Shri Narinder Kumar Goyal, Member
- Shri Rakesh Jain, Member
- Shri Sanjay Dhawan, Member

During the year there are no such Remuneration Committee Meeting of the Company has been held by the Company.

**Shareholders'/ Investors' Grievance Committee:**

The Shareholders'/ Investors' Grievance Committee presently comprises of two (2) Independent, Non-Executive Directors viz. Shri Narinder Kumar Goyal and Shri Sanjay Dhawan.

In compliance with the SEBI guidelines the Company has appointed M/s. Skyline Financial Services Pvt. Limited as RTA (Registered Transfer Agent) to look after the share transfer, transmission, transposition, issuance of duplicate share certificate, share de-materialization / re-materialization etc. independently under the supervision and control of the Shareholders'/Investors' Grievance Committee.

**VI. REPORT ON CORPORATE GOVERNANCE**

The quarterly compliance report has been submitted to the stock exchanges where the companies' equity shares are listed in the requisite format and duly signed by the compliance officer.

**VII. COMPLIANCE**

The other information for the benefit of the shareholders is as under:

**(i) General Body Meetings:**

Details of Location, Date and Time of Annual General Meetings held during last three years are given below:

Particulars	Time	Dated on which held	Venue
18 <sup>th</sup> A.G.M	12.00 P.M	30 <sup>th</sup> September 2010	13, Bela Road, Civil Lines, New Delhi-110054
17 <sup>th</sup> A.G.M	10.30 A.M	29 <sup>th</sup> September 2009	Lok Kala Manch, 20, Institutional Area, Lodhi Road, New Delhi-110003
16 <sup>th</sup> A.G.M	1.00 P.M	30 <sup>th</sup> September 2008	Multipurpose Community Centre, Khera Khurd, Alipur Block, New Delhi-110082

The Company has passed the following special resolution in the previous 3 AGMs.

Sl. No.	Subject matter of Resolution	Date of AGM
1	Resolution under Section 484 (1) (b)	30th September 2008
2	Resolution under Section 100 to 104	29th September 2009



## (ii) Means of Communications

– Quarterly/Yearly results were published in newspapers.

## (iii) General shareholder information

Annual General Meeting

Day & Date : Friday, 30<sup>th</sup> September, 2011

Time : 12.15 P.M.

Venue : 13, Bela Road, Civil Lines, New Delhi – 110054.

## Financial Calendar (Tentative):

– Next Annual General Meeting	: Sept 2011
– Unaudited results for the quarter ended June 2011	: End July 2011
– Unaudited results for the quarter/half year ended 2011 September 2011	: End October 2011
– Unaudited results for the quarter ended 2012 December 2011	: End January 2012
– Un-audited results for the Quarter ended March 2012	: End April 2012
– Audited Results for the Year ending March 2012	: June/August 2012

## Date of Book Closure:

From 28<sup>th</sup> day of September 2011 to 30<sup>th</sup> day of September 2011 (both days inclusive) for the purpose of Annual General Meeting.

## Dividend Payment date:

The Board of Directors have not recommended any dividend on equity shares for the financial year 2010-11.

## Name of the Stock Exchanges on which the equity shares of the Company are listed:

Delhi, Mumbai, Jaipur and Madras.

## Listing Fee:

Listing fee has not been paid to all the Stock Exchanges for the financial year 2010-2011 except Bombay Stock Exchange Limited.

## Market Price Data:

Stock Market Data is not available, since no share of the Company has been traded during the financial year

## Distribution of shareholding as on 31.03.2011:

Shareholding of nominal Value of Rs.	Share holders		Share Amount	
	Number	% to Total	Number	% to Total
Upto – 500	22374	97.27	2880930	57.50
501-1000	408	1.77	322200	6.43
1001-2000	143	0.62	203910	4.07
2001-3000	22	0.10	54900	1.10
3001-4000	16	0.07	52220	1.04
4001-5000	10	0.04	47100	0.94
5001-10000	6	0.03	41447	0.83
10001 and above	24	0.10	1407800	28.10
<b>Total</b>	<b>23003</b>	<b>100.00</b>	<b>5010507</b>	<b>100.00</b>

## Shareholding Pattern as on 31<sup>st</sup> March 2011:

Shareholders Category	Number	Percentage of Shares
<b>(A) Promoter and Promoter Group</b>		
<b>(1) Indian Promoters:</b>		
– Individual/HUF	438277	8.75
– Individual/HUF	594177	11.86
– Bodies Corporate	Nil	Nil
<b>(2) Foreign Promoters:</b>	Nil	Nil
<b>Total Shareholding (A)</b>	<b>594177</b>	<b>11.86</b>

Shareholders Category	Number	Percentage of Shares
<b>(B) Public Shareholding</b>		
<b>(1) Institutions:</b>		
Mutual Funds/UTI	Nil	Nil
Financial Institutions/Banks	500	0.01
<b>(2) Non-Institutions:</b>		
Bodies Corporate	51900	1.04
Individuals	3776830	75.38
NRIs/OCBs	587100	11.72
<b>Total Shareholding (B)</b>	<b>4416330</b>	<b>88.14</b>
<b>Total (A+B)</b>	<b>5010507</b>	<b>100.00</b>

Registrar & Share Transfer Agents:

M/s. Skyline Financial Services Pvt. Ltd  
D-153 A, 1st Floor, Okhla Industrial Area,  
Phase – I, New Delhi – 110021

## System of Share Transfer:

The aforementioned RTA has its own infrastructure commensurate with the work undertaken and is manned by skilled and trained staff.

## De-materialisation of shares and liquidity:

Company's shares are not available in Demat Form.

## Outstanding GDRs/ADRs, and Convertible Bonds, Conversion date and likely impact on equity:

Not Applicable.

## Address for correspondence:

M/s. Skyline Financial Services Pvt. Ltd  
D-153/A, 1st Floor Okhla Industrial Area Phase-I, New Delhi – 110020  
contact@skylinerta.com

Date : 23rd July 2011

Place : New Delhi

**Rakesh Jain**

Director

**Madhu Goyal**

Director

## CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of **Unimode Overseas Limited**

We have examined the compliance of conditions of Corporate Governance by Unimode Overseas Limited for the year ended March 31, 2011 as stipulated in clause 49 of the listing agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company which are presented to Shareholders/ Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For K.L. Datta & Company**

Chartered Accountants

Place : New Delhi

Date : 23rd July 2011

**(V. K. Datta)**

Partner

**CEO and CFO certification pursuant to Clause 49 (V) of The Listing Agreement:**

This is to certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year and that 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) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee
- (i) significant changes in internal control over financial reporting during the year;
  - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**For Unimode Overseas Limited**

Sd/-  
**Rakesh Jain**  
Director

Sd/-  
**Narinder Kumar Goyal**  
Director

Place : New Delhi  
Date : 23rd July, 2011

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**ANNUAL DECLARATION BY CEO PURSUANT TO CLAUSE 49(1)(D)(ii) OF THE LISTING AGREEMENT**

As per the requirement of clause 49 (1) (D)(ii) of the Listing Agreement, I, Rakesh Jain, Director hereby declare that all the Board Members and Senior Management Personnel of the company have affirmed compliance with the Company's Code of Business Conduct and Ethics for the Financial Year 2010-11.

Sd/-  
**RAKESH JAIN**  
Director

Place : New Delhi  
Date : 28th July, 2010.





**AUDITOR'S REPORT**

1. We have audited the attached Balance Sheet of M/S UNIMODE OVERSEAS LIMITED, as at 31st March 2011, and also the Profit & Loss Account for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, and on the basis of such checks of the books of records as we considered appropriate and according to the information and explanations given to us during the course of our audit. We give the Annexure a statement on matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that:
  - a) We have 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 Accounts as required by law have been kept by the Company, so far as appears from our examination of Books of Account.
  - c) The Balance Sheet and Profit and Loss Account deal with by this report are in agreement with the Books of Account.
  - d) In our opinion and according to the explanations given to us, the Profit and Loss Account and Balance Sheet comply with the Accounting Standards referred to in sub section (3C) of Section 211 of the Companies Act, 1956.
  - e) On the basis of written representations received from Directors, taken on record by the Board of Directors, none of the directors are disqualified under section 274(1)(g) of the Companies At, 1956 from being appointed as directors as on 31.03.2011.
  - f) In our opinion and to the best of our information and according to the explanations given to us the account read with the notes thereon, give the information required by the Companies Act,1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
    - i) In the case of the Balance Sheet of the State of affairs of the Company as at 31st March 2011, and ;
    - ii) In the case of the Profit & Loss Account of the Profit for the year ended on that date.
2. In respect of its inventories:
  - (a) The Inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
  - (b) The procedures followed by the management for physical verification of stocks appears to be reasonable and adequate in relation to the size of the Company and nature of its business.
  - (c) On the basis of our examination of the records of inventory, we are of the opinion that the Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the books records were not material.
3. The Company has not taken any loans from the Companies, firms or other parties under section 372A of the Companies Act, 1956. As explained to us there is no Company under the same management.
4. The Company has not granted any loans to Companies, firms or other parties listed in the register maintained under section 301 of the Companies Act,1956.
5. No Loans and Advances in the nature of loans have been given by the Company.
6. The internal control procedure for the purchases of raw materials, Plant & Machinery and equipment and other assets and for the sale of goods are in our opinion and according to the information and explanations given to us, adequate commensurate with the size of the Company and nature of its business.
7. The Companies has not accepted any deposited under Section 58 A of the Companies Act,1956.
8. In our opinion, the Company has an internal control/audit system commensurate with the size and nature of its business.
9. The Central Govt. has not prescribed maintenance of cost records under Section 209(1) (d) of the Companies Act,1956 for any of the products of the Company.
10. (a) According to the records of the Company, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, excise duty, cess and other statutory dues applicable to it, wherever applicable.  
(b) According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax, Sales Tax, cess and excise duty, which were outstanding as at 31st March,2011 for a period more than six months from the date they become payable.
11. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to a financial institution or banks.
12. The Company has not given any guarantee for loans taken by others from bank or financial institution.
13. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds have been raised on short-term basis have been used for long-term investment. No long-term funds have been used to finance short-term assets except working capital.
14. The Company is not a Sick Industrial Company within the meaning of Clause(i) of sub section 3(1)(o) of the Sick Industrial Companies (Special Provisions) Act, 1985.
15. Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

**ANNEXURE TO THE AUDITOR'S REPORT**

(Referred to in paragraph 3 of our Report of even date)

1. In respect of its fixed assets:
  - (a) The Company has not maintained Fixed Assets records, as no Fixed Assets are owned by the Company, as per its Balance Sheet.
  - (b) No Fixed Assets can be verified by the Company's Management in absence of any Fixed Assets during the year under review.
  - (c) There is no Fixed Assets owned by the Company but the going concern status of the Company is not affected.

Place : New Delhi  
Date : 11th May 2011

**For K.L. Datta & Company**  
Chartered Accountants

**(V. K. Datta)**  
Partner



## BALANCE SHEET AS AT 31ST MARCH, 2011

(Amount in Rs.)

Particulars	Schedule	As At 31.03.2011	As At 31.03.2010
<b>SOURCES OF FUNDS</b>			
<b>SHARE HOLDERS FUNDS</b>			
SHARE CAPITAL	"1"	50,105,070.00	50,072,070.00
<b>LOAN FUNDS</b>			
UNSECURED LOAN *		230,000.00	230,000.00
*(FROM DIRECTOR'S)			
<b>TOTAL</b>		<b>50,335,070.00</b>	<b>50,302,070.00</b>
<b>APPLICATION OF FUNDS</b>			
<b>CURRENT ASSETS, LOANS &amp; ADVANCES</b>			
SUNDRY DEBTORS		4,150,216.00	6,834,691.00
CLOSING STOCK		745,000.00	255,000.00
CASH & BANK BALANCES	"2"	289,647.58	256,320.58
LOANS & ADVANCES	"3"	314,339.03	319,924.03
		5,499,202.61	7,665,935.61
LESS : CURRENT LIABILITIES "4"		3,304,654.00	6,120,522.00
AND PROVISIONS			
NET CURRENT ASSETS		2,194,548.61	1,545,413.61
PROFIT & LOSS ACCOUNT		48,140,521.39	48,756,656.39
<b>TOTAL</b>		<b>50,335,070.00</b>	<b>50,302,070.00</b>

### SIGNIFICANT ACCOUNTING POLICIES

#### NOTES ON ACCOUNTS "5"

As per our Audit Report of even date attached

FOR K. L. DATTA & CO.  
Chartered Accountants

For and on behalf of the Board

V. K. DATTA  
Partner

RAKESH JAIN  
Director

NARINDER KUMAR GOYAL  
Director

Place : New Delhi  
Dated : 11th May 2011

GARIMA  
Company Secretary

## PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED

31ST MARCH, 2011

(Amount in Rs.)

Particulars	Schedule	As At 31.03.2011	As At 31.03.2010
<b>INCOME</b>			
Sales		7,715,525.00	6,834,691.00
Closing Stock		745,000.00	255,000.00
		<b>8,460,525.00</b>	<b>7,089,691.00</b>
<b>EXPENDITURE</b>			
Opening Stock		255,000.00	0.00
Advertisement Expenses		5585.00	35357.97
Annual General Meeting Expenses	158,081.00	147,106.00	
Audit Fee		17,648.00	6,618.00
Bank Charges		1,212.00	3,567.80
Courier Charges		0.00	1,360.00
Digital Signa		1,600.00	0.00
E.g.m Expenses		0.00	135,000.00
Filing Fees		4,750.00	6,000.00
Legal & Professional Charges		32,248.00	32,841.00
Listing Fees		189,233.00	58,464.00
Printing & Stationery/Agm Expenses	0.00	36,836.00	
Office Expenses		9,849.00	0.00
Purchase		6,550,294.00	6,010,299.00
Salary		466,000.00	144,500.00
Travelling Expenses		0.00	5,610.00
		<b>7,691,500.00</b>	<b>6,623,559.77</b>
<b>Net Profit/( Loss) Before Tax</b>		<b>769,025.00</b>	<b>466,131.23</b>
Less : Provision For Income Tax		152,620.00	78,530.00
Less : Income Tax On Regular Assessment Tax For A.Y. 2009-10		270.00	0.00
<b>Net Profit / (Loss) After Tax</b>		<b>616,135.00</b>	<b>387,601.23</b>
Add : Net Profit/(Loss) Brought Forward From Last Year		(48,756,656.39)	(49,144,257.62)
Net Profit/(Loss) Available For Appropriation		<b>(48,140,521.39)</b>	<b>(48,756,656.39)</b>
<b>Net Profit/(Loss) Carried Forward to Balance Sheet</b>		<b>48,140,521.39</b>	<b>(48,756,656.39)</b>

### SIGNIFICANT ACCOUNTING POLICIES

#### NOTES ON ACCOUNTS "5"

As per our Audit Report of even date attached

FOR K. L. DATTA & CO.  
Chartered Accountants

For and on behalf of the Board

V. K. DATTA  
Partner

RAKESH JAIN  
Director

NARINDER KUMAR GOYAL  
Director

Place : New Delhi  
Dated : 11th May 2011

GARIMA  
Company Secretary

## SCHEDULE FORMING PART OF THE ACCOUNTS

(Amount in Rs.)

Particulars	As At 31.03.2011	As At 31.03.2010
<b>SCHEDULE "1" - SHARE CAPITAL</b>		
<b>AUTHORISED CAPITAL</b>		
52,50,000 EQUITY SHARE OF Rs.10/- EACH.	52,500,000.00	52,500,000.00
<b>ISSUED, SUBSCRIBED &amp; PAID UP</b>		
<b>ISSUED &amp; SUBSCRIBED CAPITAL</b>		
50,10,507 EQUITY SHARES (PREVIOUS YR.50,10,507) OF Rs. 10/- FULLY PAID UP IN CASH	50,105,070.00	50,105,070.00
<b>PAID-UP CAPITAL</b>		
50,10,507 EQUITY SHARES (PREVIOUS YR.50,07,207) OF Rs. 10/- FULLY PAID UP IN CASH	50,105,070.00	50,072,070.00
<b>TOTAL</b>	<b>50,105,070.00</b>	<b>50,072,070.00</b>
<b>SCHEDULE "2" - CASH &amp; BANK BALANCES</b>		
<b>(AS Certified by the Management)</b>		
A). CASH IN HAND	238,432.58	63,133.58
B). ICICI BANK (FORMERLY KNOWN AS BANK OF RAJASTHAN LTD.)	51,215.00	193,187.00
<b>TOTAL</b>	<b>289,647.58</b>	<b>256,320.58</b>

(Amount in Rs.)

Particulars	As At 31.03.2011	As At 31.03.2010
<b>SCHEDULE "3" - LOANS &amp; ADVANCES</b>		
<b>(Unsecured But Considered Good By The Management)</b>		
<b>A. ADVANCE RECOVERABLE IN CASH OR KIND OR VALUE TO BE RECEIVED THEREON.</b>		
(I) SINGHVI & SINGHVI ASSOCIATES	100,000.00	100,000.00
(II) INNOVATIVE COMMUNICATION	11839.03	17424.03
<b>B. SECURITY DEPOSITS</b>		
(I) STOCK EXCHANGE	182,500.00	182,500.00
(II) SALES TAX NOIDA	20,000.00	20,000.00
<b>TOTAL</b>	<b>314,339.03</b>	<b>319,924.03</b>
<b>SCHEDULE "4" - CURRENT LIABILITIES &amp; PROVISIONS</b>		
<b>SUNDRY CREDITORS</b>		
DECENT AGENCIES PVT. LTD.	1,860,593.00	6,010,299.00
<b>OTHER LIABILITIES</b>		
AUDITORS REMUNERATION PAYABLE	17,648.00	6,618.00
COSMIC FINLEASE LIMITED	1,200,000.00	0.00
SKYLINE FINANCIAL SERVICES PVT. LTD.	18,793.00	5,075.00
SALARY PAYABLE	55,000.00	20,000.00
PROVISION FOR INCOME TAX	152,620.00	78,530.00
<b>TOTAL</b>	<b>3,304,654.00</b>	<b>6,120,522.00</b>





## SCHEDULE 5 - SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

### 1) REVENUE RECOGNITION

Revenue is being recognised on accrual basis of accounting in accordance with the Guidance note issued by the Institute of chartered Accountants of India. Accordingly, if there are any uncertainties in realisation, Income is not accounted for.

### 2) FIXED ASSETS

Fixed assets are accounted for on historical cost basis, inclusive of the cost of installation, as the case may be.

### 3) GRATUITY

No provision for gratuity is made as no staff falling under this category at the last day of the financial year.

### 4) FOREIGN CURRENCY

Not Applicable , as no Sales are made during the year under review.

### 5) INVESTMENT

Investments are valued at cost inclusive of expenses incidental to their acquisition, if any. Investments meant for long term are carried at cost and any diminution in value, though material is not recognised if such diminution in value, in the opinion of the management, is temporary in nature.

### 6) TRANSACTIONS IN FOREIGN CURRENCIES(Other than for Fixed Assets)

Not applicable, as no transaction in Foreign Currency are carried out during the year under review.

### 7) TAXATION

(a) Provision for Income Tax is made in accordance with Income Tax Act, 1961

### 8) PROVISION FOR DOUBTFUL DEBTS

The Company does not make provision for doubtful debts, and follow the practice or writing off bad debts as and when determined. However, all the debts exceeding more than one year.

### 9) PROVISION FOR EXPENSES

The Company made necessary provision for all the required expenses pertaining to financial year 2010-11.

## NOTES ON ACCOUNTS

### 1. CONTINGENT LIABILITIES

In terms of AS-29 on Contingent Liabilities , the management is of the opinion that at present there is no Contingent Liability as on the date of this Balance Sheet.

2. Sundry Debtors, Sundry Creditors, Loan & Advances and Bank Balances are subject to confirmation from the respective parties.

3. Disclosure requirements as per Accounting Standard AS-18 " Related Party Disclosure" are not applicable in absence of any related party transaction during the year under review.

### 4. Deferred Tax

In absence of any fixed assets , the Provision of Deferred tax in accordance to AS-22 not applicable.

5. Previous year figures have been re-arranged and re-grouped, wherever necessary.

	2010-11	2009-10
6. Payments to Directors by way of Remuneration	NIL	NIL
7. Payment made to Auditors For Statutory Audit	<u>6,618.00</u>	<u>6,618.00</u>
	<u>6,618.00</u>	<u>6,618.00</u>

8. Additional information required by para 3 to (4D) part II of schedule VI to the Companies Act, 1956 are not given in absence of any commercial/manufacturing activities during the year.

9. Earning in Foreign Currency NIL NIL

10. Expenditure in Foreign Currency NIL NIL

As per our Audit Report of even date attached

**FOR K. L. DATTA & CO.**  
Chartered Accountants

For and on behalf of the Board

**V. K. DATTA**  
Partner

**RAKESH JAIN**  
Director

**NARINDER KUMAR GOYAL**  
Director

Place : New Delhi  
Dated : 11th July 2011

**GARIMA**  
Company Secretary



PART – IV

As per Notification dated 15.05.1995 issued by Department of Company Affairs, additional information under para IV is as under :

## CASH FLOW STATEMENT FOR THE YEAR ENDED

**31ST MARCH 2011**

(Pursuant to Clause - 32 of the Listing Agreement)

### BALANCE SHEET ABSTRACT AND COMPANY'S

#### GENERAL PROFILE

**I. REGISTRATION DETAILS**

Registration No.	048444
State Code	55
Balance Sheet Date	31.03.2011

**II. CAPITAL RAISED DURING THE YEAR (AMOUNT IN Rs.000')**

Public Issue	Nil
Reight Issue	Nil
Bonus Issue	Nil
Private Placement	0.00

**III. POSITION OF MOBILISATION & DEVELOPMENT OF FUNDS (AMOUNT IN RS.000')**

Total Liabilities	50,335.00
Total Assets	50,335.00

**Sources Of Funds**

Paid up Capital	50,105.00
Reserve & Surplus	0.00
Secured Loans	0.00
Unsecured Loans	230.00

**Application Of Funds**

Net Fixed Assets	0.00
Investments	0.00
Net Current Assets	2,195.00
Misc. Expenditure	0.00
Accumulated Losses	48,140.00

**IV. PERFORMANCE OF COMPANY (AMOUNT IN RS.000')**

Turnover	8,460.00
Total Expenditure	7,691.00
+ / - Profit / Loss Before Tax	769.00
+ / - Profit / Loss After Tax	616.00
Earning Per Share (Rs.)	—
Dividend Rate %	Nil

**V. GENERAL NAMES OF THERE PRINCIPAL PRODUCT / SERVICES OF COMPANY (AS PER MONETARY TERMS)**

Item Code No. (ITC Code)	Not Available
Product/Services Description	

<b>A. CASH FLOW FROM OPERATING ACTIVITES :</b>	6.16	3.88
Adjustment for:		
Interest & exchange difference	0.00	0.00
Misc expenditure written off	0.00	0.00
Loss on Sale of Fixed Assets	0.00	0.00
Loss on Investments	0.00	0.00
<b>Operating Profit before working capital changes</b>	<b>6.16</b>	<b>3.88</b>
Adjustment for:		
Trade & Other Receivables	22.38	58.09
Trade Payables	28.20	60.08
Cash generated from operations	1.89	0.41
Interest paid & exchange difference	0.00	0.00
Cash flow before extra ordinary items	0.00	0.00
Net cash from Operating activities	0.00	0.00
<b>B. Cash Flow from Investing activities</b>		
Sale of Investments	0.00	0.00
Accumulated depreciation	0.00	0.00
Net cash used in Investing activities	0.00	0.00
<b>C. Cash Flow from Financing activities</b>		
Repayment of:		
Unsecured Loans	0.00	0.00
Deferred tax Liability	0.00	0.00
Long Term Borrowings	0.00	0.00
Net Cash used in Financing activities	0.00	0.00
Net Increase in cash & Cash Equivalents (A+B+C)	1.89	0.41
Cash & cash Equivalents (Opening Balance)	2.56	0.67
Cash & cash Equivalents (Closing Balance)	2.90	2.56

For and on behalf of the Board

**Rakesh Jain**                      **Narinder Kumar Goyal**  
Director                                      Director

Place : New Delhi  
Dated : 11th May, 2011

### AUDITOR'S CERTIFICATE

We have examined the attached Cash Flow Statement of **M/S UNIMODE OVERSEAS LIMITED** for the year ended 31st March, 2011. The Statement has been prepared by the Company in accordance with the requirements of clause 32 of the Listing Agreement with the Stock Exchanges and is based on and in agreement with the corresponding Profit and Loss Account and Balance Sheet of the Company covered by our report of even date.

**FOR K. L. DATTA & CO.**  
Chartered Accountants

Place : New Delhi  
Dated : 11th May, 2011

**V. K. DATTA**  
Partner



**FORM OF PROXY**

**UNIMODE OVERSEAS LIMITED**

Regd. Office : E-87, Masjid Moth, Greater Kailash - III, New Delhi - 110 048.

L.F. No. : \_\_\_\_\_

D.P. ID\* : \_\_\_\_\_

Client ID\* : \_\_\_\_\_

I/We..... of in the District of .....being a member/members of the above named company hereby appoint.....of..... in the District of.....as my proxy to vote for me/us on my/our behalf at the 19th Annual General Meeting of the Company to be held on Friday, 30th day of September, 2011 and any adjournment thereof.

Signed this ..... day of ..... 2011.

(Signature of the Shareholder)

Affix  
Revenue  
Stamp

**NOTE :** This form in order to be effective should be duly stamped, completed and signed must be deposited with the Company's Registered Office not less than 48 hours before the time for holding the aforesaid Meeting.

\* Applicable for investors holding shares in electronic form.



**ATTENDANCE SLIP**

**UNIMODE OVERSEAS LIMITED**

Regd. Office : E-87, Masjid Moth, Greater Kailash - III, New Delhi - 110 048.

To be handed over at the entrance of the meeting hall

I hereby record my presence at the **19<sup>TH</sup> ANNUAL GENERAL MEETING OF UNIMODE OVERSEAS LIMITED at 13, Bela Road, Civil Lines, New Delhi - 110054 at 12.15 P.M. on Friday, 30<sup>th</sup> day of September 2011.**

FolioF. No. : \_\_\_\_\_

Name. of Shares held : \_\_\_\_\_

Name of the Proxy\* : \_\_\_\_\_

\* To be filled if Proxy attends instead of member

**NOTES**

- Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signature registered with the Company. The admission will, however, be subject to verification of signatures and such other checks, as may be necessary. Under no circumstances will any duplicate slip be issued at the entrance to the meeting hall.
- No Gifts/Coupons will be distributed at the meeting.**

**BOOK POST**

*If undelivered please return to:-*



**UNIMODE OVERSEAS LIMITED**

405, Skylark Building, 60, Nehru Place, New Delhi - 110 019

**19<sup>TH</sup> ANNUAL REPORT**  
**2010 - 2011**



**UNIMODE OVERSEAS LIMITED**





## BOARD OF DIRECTORS

Smt. Madhu Goyal	Director
Shri Rakesh Jain	Director
Shri Narinder Kumar Goyal	Director
Shri Sanjay Dhawan	Director
Ms. Debika Maitra	Company Secretary

## REGISTERED OFFICE

405, Skylark Building,  
60, Nehru Place,  
New Delhi - 110 019

## AUDITORS

M/s K. L. Datta & Co.  
Chartered Accountants  
C-121, Greater Kailash - I  
New Delhi - 110 048

## BANKERS

ICICI Bank Limited

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