

21ST ANNUAL REPORT
2012 - 2013



UNIMODE OVERSEAS LIMITED



BOARD OF DIRECTORS

Smt. Madhu Goyal Director
Shri Rakesh Jain Director
Shri Sanjay Dhawan Director
R. S. Kataria 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

CONTENTS	PAGE NO.
Notice	1
Directors Report	2
Management Discussion and Analysis Report	3
Report on Corporate Governance	4
Independent Auditors Report	7
Balance Sheet	9
Profit & Loss Account	9
Notes Forming Part of the Financial statements	9
Balance Sheet Abstract (Part - IV)	12
Cash Flow Statement	12



NOTICE

NOTICE is hereby given that the 21st Annual General Meeting of the members of **Unimode Overseas Limited** will be held on Friday, 27th Day of September 2013, at 2:00 PM at the registered office of the company at 405, Skylark Building, 60, Nehru Place, New Delhi - 110 019, to transact the following business as:-

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Balance Sheet as at 31st March 2013, Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
- To appoint a Director in place of Smt. Madhu Goyal, who retires by rotation and being eligible, offers her for re-appointment.
- To Consider and if Thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT M/s. S. C. Garg & Associates., Chartered Accountants, be and are hereby appointed as the Statutory 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**

Ravinder Singh Kataria
Company Secretary

Place : New Delhi
Date : 16th August, 2013

NOTES:

- A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. However, the instrument appointing proxy should be deposited at the Registered Office of the Company not less than forty-eight (48) hours before the commencement of the Annual General Meeting.
- The Register of Shareholder and Transfer Books of the Company will remain closed from September 25th, 2013 to September 27th, 2013 (both days inclusive).
- Shareholders who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.
- All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday/ Sunday and other holidays, between 1:00 p.m. and 3:00 p.m. up to the date of Annual General Meeting.
- Corporate shareholders/ Trusts/ Societies are requested to send a duly certified copy of the Board/ Managing Committee Resolution authorising their representative to attend and vote at the Meeting.
- In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- Shareholders desiring any information as regards the Accounts are requested to write to the Company in advance so as to enable the Management to keep the information ready at the Annual General Meeting.
- Shareholders are requested to carry their copy of Annual Report in the Meeting as the Annual Report will not be distributed at the venue of AGM.
- Resumes of directors proposed to be appointed at the ensuing Annual General Meeting are provided separately under the explanatory statement.
- As part of the Green Initiative in Corporate Governance, the Ministry of Corporate Affairs

(MCA), Government of India, through its Circular Nos. 17/2011 and 18/2011, dated April 21 and 29, 2011 respectively, has allowed companies to send official documents to their shareholders electronically.

It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and will allow shareholders to contribute towards a Greener Environment. Further, it will ensure instant and definite receipt of the all notices/documents by you.

Recognizing the spirit of the circular issued by MCA, we propose to send documents like the Notice convening the general meetings, Financial Statements, Directors' Report, Auditors' Report etc. in electronic form, to the email address provided by you and made available to us by the Depositories.

Following the government directive, the full text of these reports will also be made available in an easily navigable format on the website of the Company, www.unimodeoverseas.com. We will notify the date of the AGM and the availability of documents on the website in the prominent newspaper both English and vernacular. As before, physical copies of the Annual Report will be available at our registered office for inspection during office hours.

All Shareholders are requested to be a part of this green initiative of Government of India by registering their e-mail address for enabling the Company to send the communication including Annual Report to shareholders by e-mail.

Shareholders holding shares in physical form are requested to provide the requisite information as per format given below by post or e-mail to:

M/s Skyline Financial Services Private Limited

Email:

E-COMMUNICATION REGISTRATION FORM

(Pursuant to Circular nos. 17/2011 dated 21.04.11 and 18/2011 dated 29.04.11 issued by the Ministry of Corporate Affairs)

Folio No./ DP ID & Client ID :
Name of First Registered Shareholder :
Name(s) of Joint Shareholder(s) :
Registered Address :
E-mail address (to be registered) :

I/we, shareholder(s) of Unimode Overseas Limited agree to receive all communication from the Company in electronic mode. Please register the above mentioned e-mail address in your records for sending communication through electronic mode.

Dated: _____ Signature of First Holder

Notes:

- The format given above is also available at the website of the Company at www.unimodeoverseas.com
- Shareholders holding shares in dematerialized form are requested to register their e-mail addresses with their Depository Participant, if not done so far.
- Please note that as a member of the Company you are entitled to receive all communications in physical form upon making specific request in this regard.
- Shareholder(s) are requested to keep the Company/Depository Participants informed as and when there is any change in their registered e-mail address.

BRIEF RESUME OF DIRECTORS SEEKING RE-ELECTION/RE-APPOINTMENT ARE AS UNDER:

Particulars	Smt Madhu Goyal
Date of birth and age	15.01.1969
Date of Appointment	31.07.2009
Experience and expertise in specific functional areas	Smt. Madhu Goyal is an experienced person in Business Matters
Directorships held in other Companies	<ul style="list-style-type: none"> • DAYASON OVERSEAS PRIVATE LIMITED • MANI COMPUSOFT PRIVATE LIMITED • DAYASON COTTON MILLS PRIVATE LIMITED
COMMITTEE POSITION	NIL
NUMBER OF SHARES HELD IN THE COMPANY	243700



DIRECTORS'S REPORT

Dear Shareholders,
We are pleased to present the Twenty First Annual Report of Unimode Overseas Limited together with Audited Financial Statements and Auditor's Report for the Financial Year ended as on 31st March 2013. The Financial Highlights for the year under review are given

Financial Results	2012-13 (Rs.)	2011-12 (Rs.)
Total Income	264,833.00	7,017,507
Profit / (Loss) before Interest and Tax	(228,712.49)	(92,534.00)
Interest	0	0
Profit/Loss before Tax	(228,712.49)	(92,534.00)
Provision for Taxation	0	0
Profit /(Loss) after Tax	(228,712.49)	(92,534.00)

Performance

During the year under review, the Company has earned Gross Income of Rs. 264,833.00, which is substantially lower in comparison to previous year.

The company has incurred a loss of Rs. 228,712.49/- in comparison to the loss of Rs. 92,534.00/- in previous year. The company could not revive its business due to weak economic conditions and lack of adequate capital to run the business. The Board is taking various steps to raise funds for the company and it is expected that the performance of the company will improve in the coming years.

Dividend

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

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, Director of the Company is retiring by rotation and being eligible, offers herself for re-appointment and Mr. Narendra Kumar Goyal Independent Director of the Company resigned from board.

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. The Company's performance is expected to show an improvement.

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 31st March, 2013, 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 31st March, 2013 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 S. C. Garg & Associates, Chartered Accountants, Statutory Auditors of the Company, retire at the conclusion of the ensuing Annual General Meeting, being eligible offer themselves for appointment as statutory auditors. The Company has received a certificate from them that their 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 comprises of Smt Madhu Goyal, Shri Sanjay Dhawan as Members and Shri Rakesh Jain as Chairman of the Committee. The Audit Committee recommended the approval of accounts.

Corporate Governance Report

The Company is complying 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 along with Certificate from K.L Datta & Co., Chartered Accountants, confirming level of Compliance is annexed and forms part of the Directors' Report.

Acknowledgements

Your Directors are grateful to the Shareholders for their support and co-operation extended to the Company for many years.

For and on Behalf of the Board

Rakesh Jain
Director

Madhu Goyal
Director

Place : New Delhi
Date : 16th August, 2013

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

The Indian export industry is serving as a major contributor to the Indian Economy. It helps the country to maintain balance of payments of the country. Indian Government has given many incentives to Indian companies for export of goods and services. The globalization of economy has increased competitiveness and Indian industry is poised well to take advantages of globalization.

OPPORTUNITIES, THREATS, RISKS & CONCERNS

The growth path of export is not open. The smaller countries where labour is cheap and abundant are competing with the emerging economies like India. The export sector in India is growing continuously but the growth rate has slowed down since last 3-4 year. The growth is majorly affected by economic recession of 2008 which had large impact on developed economies, mainly USA, the major importer world over. Now, there are challenges on account of higher commodity prices also, high food inflation and rising interest rates, coupled with lack of infrastructure facilities and the rise of low cost economies like Vietnam, Bangladesh etc. have posted a threat to the Indian exporters.

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.

With the aim of availing the huge potential opportunities, your Directors are consistently moving towards value enhancement. 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.

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 minimized 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

The Company has an adequate internal control system, commensurate with the size and nature of its business. The system is supported by documented policies, guidelines and procedures to monitor business and operational performance which are aimed at ensuring business integrity and promoting operational efficiency. The reports of internal auditors are regularly reviewed at Audit Committee Meetings.

RISK MANAGEMENT

As part of the Company's efforts to strengthen Corporate Governance, the Board of Directors have formulated a Risk Management Policy, which puts in place a risk management structure with clear definition of roles and responsibilities, as well as a risk portfolio involving a continuous process of risk identification, risk assessment, control assessment and risk monitoring, review and communication. The Company aims to:

- Identify, assess and manage existing as well as new risks in a planned and coordinated manner;
- Develop and foster a culture within the organization that encourage all staff to identify risk and associated opportunities and respond to them with appropriate actions.

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 1st, 2012 to March 31st, 2013 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
Smt Madhu Goyal	Non-Executive Independent Director	5	Yes	-	-	-
Sh. Rakesh Jain	Non-Executive Independent Director	5	Yes	2	1	2
Sh. Sanjay Dhawan	Non-Executive Independent Director	5	Yes	4	-	3
Sh. Narendra Goyal	Non-Executive	5	Yes	-	3	-

*Exclusive of the Directorship in Private Limited, Companies, Non-Corporate Institutions, Foreign Companies and Section 25 Companies.

** Includes Audit Committee and the Shareholders'/Investors' Grievance Committee only.

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 2012-2013 the Board of Directors met four times. The dates of the meetings are 9.05.2012, 23.07.2012, 14.08.2012, 26.10.2012, 31.01.2013

(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:
(i) At present the committee comprises of three members including Smt Madhu Goyal and two Non-Executive Independent Directors viz Shri Rakesh Jain, and Shri Sanjay Dhawan.
(ii) All the members of the committee are financially literate.
(iii) Shri Rakesh Jain was appointed as Chairman of the Audit Committee.
(iv) 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 were held on 9.05.2012, 23.07.2012, 14.08.2012, 26.10.2012, 31.01.2013.

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 the provisions of Clause 49 & contemporary practices of good corporate governance, the 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

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

1. Shri Rakesh Jain, Member
2. Shri Sanjay Dhawan, Member

During the year, no meeting of Remuneration Committee was held.

Shareholders'/ Investors' Grievance Committee:

The Shareholders'/ Investors' Grievance Committee presently comprises of two (2) Independent, Non-Executive Directors viz. Shri Rakesh Jain 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	Dated on which held	Time which held	Venue	Special Resolution Passed
20 th A.G.M	28 th September 2012	3.00 P.M	405, Skylark Building, 60, Nehru Place New Delhi - 110019	NA
19 th A.G.M	30 th September 2011	2.00 P.M	Sunder Farm, Road No. 2, Farm No. 41, Ghitorni, New Delhi - 110054	NA
18 th A.G.M	30 th September 2010	12.00P.M.	13, Bela Road, Civil Lines, New Delhi-110054	NA

(ii) Means of Communications
– Quarterly/Yearly results were published in newspapers.

(iii) General shareholder information

Annual General Meeting

Day & Date	: Monday, 27 th September, 2013
Time	: 2.00 P.M.
Venue	: 405, Skylark Building, 60, Nehru Place, New Delhi - 110019.

Financial Calendar (Tentative):

- Next Annual General Meeting : Sept 2014
- Unaudited results for the quarter ended June 2013 : End July 2013
- Unaudited results for the quarter/half year ended September 2013 : End October 2013



- Unaudited results for the quarter ended December 2013 : End January 2014
- Un-audited results for the Quarter ended March 2014 : End April 2014
- Audited Results for the Year ending March 2014 : June/August 2014

Date of Book Closure:

From 25th day of September 2013 to 27th day of September 2013 (both days inclusive) for the purpose of Annual General Meeting.

Dividend Payment date:

The Board of Directors has not recommended any dividend on equity shares for the financial year 2012-13.

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 been paid to all the Stock Exchanges for the financial year 2011-2012 except Jaipur and Madras Stock exchanges.

Market Price Data:

BSE Limited has revoked suspension in trading in company's shares and gave trading approval in the year 2012-13. The shares of the Company were traded during the month of March 2013 as per following details:-

Month	BSE		Volume No. of Shares
	High	Low	
	13.95	11.98	1100

Distribution of shareholding as on 31.03.2013:

Shareholding of nominal Value of Rs.	Share holders		Share Amount	
	Number	% to Total	Total Shares	% to Total
Upto - 500	22342	97.31	2868730	57.45
501-1000	409	1.78	319100	6.44
1001-2000	144	0.63	198010	4.11
2001-3000	22	0.10	52500	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	11	0.05	1407800	28.10
Total	22960	100.00	4986907	100.00

Shareholding Pattern as on 31st March 2013:

Shareholders Category	Number	Percentage of Shares
(A) Promoter and Promoter Group		
(1) Indian Promoters:		
- Individual/HUF	594077	11.86
- Bodies Corporate	Nil	Nil
(2) Foreign Promoters:	Nil	Nil
Total Shareholding (A)	594077	11.86
(B) Public Shareholding		
(1) Institutions:		
Mutual Funds/UTI	Nil	Nil
Financial Institutions/Banks	500	0.01
(2) Non-Institutions:		
Bodies Corporate	53300	1.06
Individuals	3776630	75.37
NRIs/OCBs	586000	11.70
Total Shareholding (B)	4416430	100
Total (A+B)	5010507	100.00

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 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

Place : New Delhi
Date : 16th August, 2013

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, 2013 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 : 16th August, 2013

(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/-
Madhu Goyal
Director

Place : New Delhi
Date : 16th August, 2013

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 2012-13.

Sd/-
RAKESH JAIN
Director

Place : New Delhi
Date : 16th August, 2013



INDEPENDENT AUDITOR'S REPORT

To the Members of

M/s Unimode Overseas Limited.

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of Unimode Overseas Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31st, 2013;
- b) in the case of the Statement of Profit and Loss, of the Loss for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- 1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- 2. As required by section 227(3) of the Act, 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 account as required by law have been kept by the Company so far as appears from our examination of those books
- c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
- e) On the basis of representations received from the Directors as on March 31st, 2013, and taken on record by the Board of Directors, none of the Directors is disqualified as on March 31st, 2013, from being appointed as a Director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
- f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For K.L. Datta & Company
Chartered Accountants

(V. K. Datta)

Partner

Membership No. : 070466

Place : New Delhi

Date : 19.07.2013

The Annexure referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of the Our Report of even date to the members of M/s Unimode Overseas Limited on the accounts of the company for the year ended 31st March, 2013.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- 1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- (b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
- (c) In our opinion and according to the information and explanations given to us, no fixed asset has been disposed during the year and therefore does not affect the going concern assumption.
- 2. (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
- 3. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Consequently, the provisions of clauses iii (b), iii(c) and iii (d) of the order are not applicable to the Company.



- (b) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not taken loans from companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Thus sub clauses (f) & (g) are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets and payment for expenses & for sale of goods. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
 5.
 - a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section.
 - b) As per information & explanations given to us and in our opinion, the transaction entered into by the company with parties covered u/s 301 of the Act does not exceeds five lacs rupees in a financial year therefore requirement of reasonableness of transactions does not arises.
 6. The Company has not accepted any deposits from the public covered under section 58A and 58AA of the Companies Act, 1956.
 7. As per information & explanations given by the management, the Company has an internal audit system commensurate with its size and the nature of its business.
 8. As per information & explanation given by the management, maintenance of cost records has been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Act and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained.
 9.
 - (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2013 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 is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.
 10. The Company does not have any accumulated loss and has not incurred cash loss during the financial year covered by our audit and in the immediately preceding financial year.
 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, bank or debenture holders.
 12. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
 14. The Company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, the provision of this clause of the Companies (Auditor's Report) Order, 2003 (as amended) is not applicable to the Company.
 14. According to information and explanations given to us, the Company is trading in Shares, Mutual funds & other Investments. Proper records & timely entries have been maintained in this regard & further investments specified are held in their own name.
 15. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.
 16. Based on our audit procedures and on the information given by the management, we report that the company has not raised any term loans during the year.
 17. Based on the information and explanations given to us and on an overall examination of the Balance Sheet of the Company as at 31st March, 2013, we report that no funds raised on short-term basis have been used for long-term investment by the Company.
 18. Based on the audit procedures performed and the information and explanations given to us by the management, we report that the Company has not made any preferential allotment of shares during the year.
 19. The Company has no outstanding debentures during the period under audit.
 20. The Company has not raised any money by public issue during the year.
 21. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

For K.L. Datta & Company
Chartered Accountants

(V. K. Datta)
Partner

Place : New Delhi
Date : 19.07.2013

Membership No. : 070466



BALANCE SHEET AS AT 31ST MARCH, 2013

(Amount in Rs.)

Particulars	Note No.	As At 31.03.2013	As At 31.03.2012
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(A) Share Capital	1	50,105,070.00	50,105,070.00
(B) Reserves And Surplus	2	(48,461,767.88)	(48,233,055.39)
(2) Non-current Liabilities			
(A) Long-term Borrowings		0.00	0.00
(B) Deferred Tax Liabilities (Net)		0.00	0.00
(3) Current Liabilities			
(A) Short-term Borrowings	3	1,000,000.00	0.00
(B) Trade Payables		0.00	5,449,593.00
(C) Other Current Liabilities	4	4427,978.000	56,271.00
(D) Short-term Provisions		0.00	0.00
TOTAL		2,671,280.12	7,377,878.61
I. ASSETS			
(1) Non-current assets			
(A) Fixed assets	5		
(i) Tangible assets		0.00	0.00
(ii) Intangible assets		0.00	0.00
(iii) Capital work-in-progress		0.00	0.00
(iv) Intangible assets under development		0.00	0.00
(B) Non-current investments		0.00	0.00
(C) Deferred tax assets (net)		0.00	0.00
(D) Long term loans and advances		0.00	0.00
(E) Other non-current assets			
(2) Current assets			
(a) Current investments		0.00	0.00
(b) Inventories		0.00	0.00
(c) Trade receivables		0.00	5,966,216.00
(d) Cash and cash equivalents	6	239,495.12	781,112.58
(e) Short-term loans and advances	7	2,431,785.00	630,550.03
(f) Other current assets		0.00	0.00
Total		2,671,280.12	7,377,878.61

See accompanying notes forming part of the financial statements

In terms of our report attached

FOR M/S K. L. DATTA & CO.
Chartered Accountants
FRN:001127C

V. K. DATTA
Partner

M. No: 070466

Place : New Delhi
Dated : 19.07.2013

For and on behalf of the Board

RAKESH JAIN
Director

MADHU GOYAL
Director

R. S. Kataria
Company Secretary

PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED

31ST MARCH, 2013

(Amount in Rs.)

Particulars	Note No.	As At 31.03.2013	As At 31.03.2012
I. Revenue from operations	8	0.00	6,316,000.00
II. Other Income		264,833.00	701,507.00
III. Total Revenue (I+II)		264,833.00	7,017,507.00
IV. Expenses:			
Cost of materials consumed		0.00	5,484,000.00
Purchase of Stock-in-Trade		0.00	0.00
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		0.00	0.00
Employee benefit expense		179,800.00	566,000.00
Financial costs		0.00	0.00
Depreciation and amortization expense		0.00	0.00
Other expenses		313,745.49	1,060,041.00
Total Expenses		493,545.49	7,110,041.00
V. Profit before tax (III - IV)		(228,712.49)	(92,534.00)
VI. Tax expense:			
(1) Current tax		0.00	0.00
(2) Tax relating to earlier period		0.00	0.00
(3) Deferred tax			
VII. Profit/(Loss) for the period (V + VI)		(228,712.49)	(92,534.00)
VIII. Earning per equity share:			
(1) Basic	10	(0.05)	(0.02)
(2) Diluted	10	(0.05)	(0.02)

Disclosures under Accounting Standards and policies

See accompanying notes forming part of the financial statements

In terms of our report attached

FOR M/S K. L. DATTA & CO.
Chartered Accountants
FRN:001127C

V. K. DATTA
Partner

M. No: 070466

Place : New Delhi
Dated : 19.07.2013

For and on behalf of the Board

RAKESH JAIN
Director

MADHU GOYAL
Director

R. S. Kataria
Company Secretary

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Amount in Rs.)

Particulars	As At		As At	
	31.03.2013	31.03.2012	31.03.2013	31.03.2012
NOTE 1: SHARE CAPITAL				
AUTHORISED CAPITAL				
Equity Shares of Rs. 10/- each	5,250,000	52,500,000	5,250,000	52,500,000
	5,250,000	52,500,000	5,250,000	52,500,000
Issued Capital				
Equity Shares of Rs. 10/- each fully paid up	5,010,507	50,105,070	5,010,507	50,105,070
Subscribed & Paid up Capital				
Equity Shares of Rs. 10/- each fully paid up	5,010,507	50,105,070	5,010,507	50,105,070
TOTAL	5,010,507	50,105,070	5,010,507	50,105,070

(Following disclosure of each class of Shares)

Particulars	Equity Shares		Preference Shares	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year	5,010,507	50,105,070	0.00	0.00
Shares Issued during the year	0.00	0.00	0.00	0.00
Shares bought back during the year	0.00	0.00	0.00	0.00
Shares outstanding at the end of the year	5,010,507	50,105,070	0.00	0.00

Disclosure of shareholders holdings (More than 5%)(Following disclosure of each class of Shares)

Name of Shareholder	As at 31 March 2013		As at 31 March 2012	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding

Particulars	As At	As At
	31.03.2013	31.03.2012
	₹	₹

NOTE 2: RESERVES & SURPLUS

Opening balance	(48,233,055.39)	(48,140,521.39)
(+) Net Profit/(Net Loss) for the current year	(228,712.49)	(92,534.00)
Closing Balance	(48,461,767.88)	(48,233,055.39)
TOTAL	(48,461,767.88)	(48,233,055.39)

NOTE 3: SHORT TERM BORROWINGS

Unsecured		
(a) Loans and advances		
Blue Star Impex Pvt Ltd	500,000.00	0.00
Giv Marketing Pvt Ltd	500,000.00	-
TOTAL	1,000,000.00	0.00



Particulars	As At	As At
	31.03.2013	31.03.2012
	₹	₹
NOTE 4: OTHER CURRENT LAIBILITIES		
(a) Other Expense Payables		
Audit Fees (K.L Datta & Co.)	17,978.00	17,978.00
Zeal Advertising Private Limited	0.00	0.00
Legal Fees Payable	10,000.00	11,500.00
Skyline Financial Services Pvt Ltd	0.00	12,793.00
Salary Payable	0.00	14,000.00
TOTAL	27,978.00	56,271.00

Particulars	As At	As At
	31.03.2013	31.03.2012
	₹	₹
NOTE 6: CASH & CASH EQUIVALENTS		
(a) Cash in Hand	268,383.58	351,936.58
(b) Balances with bank		
ICICI BANK LTD	(28,888.46)	429,176.00
TOTAL	239,495.12	781,112.58

Particulars	As At	As At
	31.03.2013	31.03.2012
	₹	₹
NOTE 7: SHORT TERM LOANS & ADVANCES		
Other Advances		
Delhi Stock Exchange	182,500.00	182,500.00
Karan Collection	0.00	254,000.00
Singhvi & Singhvi	50,000.00	100,000.00
Sales Tax Deposit - Noida	20,000.00	20,000.00
Innovative Communication	0.00	3,899.03
Ravinder Singh	1,358,500.00	-
Ashok Kumar Gupta	750,000.00	-
TDS Receivable (A.Y. 2013-14)	634.00	-
Income Tax Refund (A.Y. 2012-13)	70,151.00	70,151.00
TOTAL	2,431,785.00	630,550.03

Particulars	As At	As At
	31.03.2013	31.03.2012
	₹	₹
NOTE 8: REVENUE & OTHER INCOME		
(a) Revenue from Operations		
Sales		0.00
	A	-
(b) Other Incomes		
Interest		264,833.00
	B	264,833.00
Total (A+B)		264,833.00

Particulars	As At	As At
	31.03.2013	31.03.2012
	₹	₹
NOTE 9: EXPENSES		
(i) Employee benefit expense		
Salary & Wages	179,800.00	566,000.00
TOTAL	179,800.00	566,000.00
(ii) Other expenses		
Auditors Remuneration	17,978.00	17,978.00
Advertisement Expenses	47,123.00	28,271.00
A.G.M Expenses	135,000.00	125,000.00
Bank Charges	405.46	633.00
Depository Fees	0.00	2,482.00
Filing Fees (ROC)	15,000.00	3,000.00
Legal & Professional Charges	19,000.00	78,400.00
Listing Fees	28,090.00	743,227.00
Misc. Expenses	3,899.03	10,600.00
Printing & Stationery Expenses	47,250.00	43,200.00
Travelling Expenses	0.00	7,250.00
TOTAL	313,745.49	1,060,041.00

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Disclosures under Accounting Standards (contd.)

Note	Particulars	As At	As At
		31.03.2013	31.03.2012
		₹	₹
9	EARNINGS PER SHARE		
	Basic		
9a	Continuing operations		
	Net profit / (loss) for the year from continuing operations	(228,712.49)	(92,534.00)
	Less: Preference dividend and tax thereon	-	-
	Net profit / (loss) for the year from continuing operations attributable to the equity shareholders	(228,712.49)	(92,534.00)
	Weighted average number of equity shares	5,010,507	5,010,507
	Par value per share	10.00	10.00
	Earnings per share from continuing operations - Basic	(0.05)	(0.02)
9b	Total operations		
	Net profit / (loss) for the year	(228,712.49)	(92,534.00)
	Less: Preference dividend and tax thereon	-	-
	Net profit / (loss) for the year attributable to the equity shareholders	(228,712.49)	(92,534.00)
	Weighted average number of equity shares	5,010,507	5,010,507
	Par value per share	10.00	10.00
	Earnings per share - Basic	(0.05)	(0.02)
	Basic (excluding extraordinary items)		
9c	Continuing operations		
	Net profit / (loss) for the year from continuing operations	(228,712.49)	(92,534.00)
	(Add) / Less: Extraordinary items (net of tax) relating to continuing operations	-	-

Less: Preference dividend and tax thereon	-	-
Net profit / (loss) for the year from continuing operations attributable to the equity shareholders, excluding extraordinary items	(228,712.49)	(92,534.00)
Weighted average number of equity shares	5,010,507	5,010,507
Par value per share	10.00	10.00
Earnings per share from continuing operations, excluding extraordinary items - Basic	(0.05)	(0.02)
9d	Total operations	
Net profit / (loss) for the year	(228,712.49)	(92,534.00)
(Add) / Less: Extraordinary items (net of tax)	-	-
Less: Preference dividend and tax thereon	-	-
Net profit / (loss) for the year attributable to the equity shareholders, excluding extraordinary items	(228,712.49)	(92,534.00)
Weighted average number of equity shares	5,010,507	5,010,507
Par value per share	10.00	10.00
Earnings per share, excluding extraordinary items - Basic	(0.05)	(0.02)
Diluted		
The diluted earnings per share has been computed by dividing the Net Profit After Tax available for Equity Shareholders by the weighted average number of equity shares, after giving dilutive effect of the outstanding Warrants, Stock Options and Convertible bonds for the respective periods. Since, the effect of the conversion of Preference shares was anti-dilutive, it has been ignored.		
9e	Continuing operations	
Net profit / (loss) for the year from continuing operations	(228,712.49)	(92,534.00)
Less: Preference dividend and tax thereon	-	-
Net profit / (loss) for the year attributable to the equity shareholders from continuing operations	(228,712.49)	(92,534.00)
Add: Interest expense and exchange fluctuation on convertible bonds (net)	-	-



	(228,712.49)	(92,534.00)	NOTE 10: EARNING PER SHARE	
Profit / (loss) attributable to equity shareholders from continuing operations (on dilution)			Total Operations	(228,712.49) (92,534.00)
Weighted average number of equity shares for Basic EPS	5,010,507	5,010,507	Less: preference dividend and Tax thereon	- -
Add: Effect of warrants, ESOPs and Convertible bonds which are dilutive	-	-	Net profit/(loss) for the year attributable to equity shareholder	(228,712.49) (92,534.00)
Weighted average number of equity shares - for diluted EPS	5,010,507	5,010,507	Weighted average number of equity shares	5,010,507 5,010,507
Par value per share	10.00	10.00	Earning per share-Basic	(0.05) (0.02)
Earnings per share, from continuing operations - Diluted	(0.05)	(0.02)	Earning per share-Diluted	(0.05) (0.02)

Notes to the Financial Statements for the year ended 31st March 2013

Note No. 11

1) Nature of Operation:

M/s Unimode Overseas Limited is Public Limited Company, engaged in the business of the Trading. The Company was incorporated on 24.04.1992.

2) Significant Accounting Policies:

(i) Basis of preparation of financial statements:

The financial statements have been prepared under the historical cost convention in accordance with the applicable Accounting Standards and the provisions of the Companies Act, 1956 as adopted consistently by the company. All income and expenditure having a material bearing on the financial statements are recognised on accrual basis.

(ii) Fixed Assets :

Fixed Assets are stated at their historical cost less accumulated depreciation. Additions, Improvements and major renewals are capitalized. Maintenance, repair and minor repairs are charged to Statement of Profit & Loss.

(iii) Depreciation:

Depreciation is provided on historical cost basis using Straight-line basis at the rates prescribed in Schedule XIV to the Companies Act, 1956.

(iv) Revenue Recognition

Revenue is being recognized on accrual basis of accounting in accordance with the Guidance note issued by the Institute of Chartered Accountants of India. In all other cases, revenue (income) is recognised when no significant uncertainty as to its determination or realisation exists.

(v) Miscellaneous Expenditure:

Miscellaneous Expenditure is written off in the period in which it is incurred.

(vi) Investments:

Long Term Investments

Investments are valued at cost. Diminution in the value of investments is recognised only if such decline is other than temporary in the management's opinion.

Current Investments

Current investments are stated at lower of cost and fair value.

(vii) Classification of Current/Non-current Assets and Liabilities:

An asset is classified as current when it satisfies following criteria:

- It is expected to be realized in or is intended for provisioning of service in, the company's operating cycle;
- It is expected to be realised within 12 months after the reporting date;
- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.
- All other assets are classified as Non-current.

A liability is classified as current when it satisfies any of following criteria:

- It is expected to be settled in the company's normal operating cycle;
- It is due to be settled within 12 months after the reporting date;
- The company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

All other liabilities are classified as Non-current

(viii) Amortisation:

(ix) Retirement Benefits :

Short-term employee benefits

These are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.

Long-term employee benefits

Gratuity

The company provides for gratuity to its employees in the form of defined benefit retirement plan (the "Gratuity Plan") covering all employees. The Plan provides a lump sum payment to vested employees at retirement, death or on termination of employment of an amount based on the respective employee's salary and the years of employment with the company. The company provides for gratuity based on the actuarial valuation.

Leave Encashment

Liability in respect of Provision for Leave Encashment is made, based on the actuarial valuation made by an independent actuary as at the Balance Sheet date.

(x) Foreign Exchange Transactions:

Foreign currency transactions arising during the year are recorded at the exchange rate prevailing on the date of transaction. Closing balance of current Assets and Liabilities are converted at the rate of exchange prevailing at the end of the year. Any increase or decrease arising out of the above is taken to the Statement of Profit & Loss.

(xi) Taxation:

Provision for Income Tax:

Provision for Income Tax is the amount of tax payable on the taxable income for the year as determined in accordance with the Provisions of Income Tax Act, 1961.

Deferred Tax :

Deferred Income Taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred Tax is measured based on the Tax Rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax Assets relating to timing differences are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Notes to the financial Statements for the year ended 31st March, 2013

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.

- | | |
|--------------------------------------|---------|
| (a) Capital and other commitments: - | Rs. Nil |
| (b) Trade Tax/Sales Tax/Vat | Rs. Nil |

31.03.2013	31.03.2012
Amount (Rs.)	Amount (Rs.)

2. Payment to Auditors*

i) Audit Fee	16,000.00	16,000.00
ii) Income Tax Matters	10,000.00	10,000.00
Total	26,000.00	26,000.00

* Net of Service Tax

3. Remuneration paid to Directors:	31.03.2013	31.03.2012
Salary & Allowances	NIL	NIL



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 ofbeing 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 21st Annual General Meeting of the Company to be held on Friday, 27th day of September, 2013 and any adjournment thereof.

Signed this day of 2013.

(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 21st ANNUAL GENERAL MEETING OF UNIMODE OVERSEAS LIMITED at Sunder Farm, Road No. 2, Farm No. 41, Ghitorni, New Delhi - 110030 at 2.00 P.M. on Friday, 27th day of September 2013.

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