








FORM A

Format of covering letter of the annual audit report to be filed with the stock exchanges

1	Name of the Company	Unimode Overseas Limited
2	Annual financial statements for the year ended	31 st March, 2015
3	Type of Audit observation	Unqualified Auditors' Report
4	Frequency of observation	N.A.
5	To be signed by-	
	CEO/Managing Director	  D.K. Mahawar CEO
	CFO	  Sheetal Chhabra CFO
	Auditor of the company	For Sunil Kumar Gupta & Co. Chartered Accountants  S.K. Gupta Partner M.No. 082486
	Audit Committee Chairman	  Jatinder Kumar Nangia (Din: 06767274) Audit Committee Chairman

Unimode Overseas Limited

Annual Report

2014-15

Ready to fly



CORPORATE INFORMATION

BOARD OF DIRECTORS

Smt. Madhu Goyal
Shri Rakesh Jain
Shri Jatinder Kumar Nangia
Shri Jitendra Singh

CHIEF EXECUTIVE OFFICER

Shri. D.K. Mahawar

CHIEF FINANCIAL OFFICER

Ms. Sheetal Chhabra

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Preeti Sharma

INTERNAL AUDITOR

M/s Anil Meenu & Company
Chartered Accountants
202, 2nd Floor, Abdul Aziz Road,
Karol Bagh, New Delhi-110005

STATUTORY AUDITOR

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

SECRETARIAL AUDITOR

Ms. Anita Aswal,
Practising Company Secretary
H.No. 308-A, Part-2, Pratap Vihar,
Delhi-110086

BANKERS

DCB BANK, Connaught Place Branch, New Delhi
ICICI Bank, Kailash Colony, New Delhi

REGISTRAR & SHARE TRANSFER AGENT

Skyline Financial Services Private Limited
D-153A, 1st Floor,
Okhla Industrial Area, Phase- 1,
New Delhi- 110020

REGISTERED OFFICE

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

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Notice

Notice is hereby given that the 23rd Annual General Meeting of **M/s Unimode Overseas Limited** will be held on Monday, 28th September, 2015 at 143, Swarna Park, Mundka, Delhi-110041, at 1400 Hours, to transact the following businesses:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2015 including the Audited Balance Sheet as at March 31, 2015 and the Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Smt Madhu Goyal (DIN: 00100825), who retires by rotation and being eligible offers herself for reappointment.
3. To appoint Auditors and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 the reappointment of the statutory auditors of company M/s Sunil Kumar Gupta & Co (Firm registration No : 003645N), Chartered Accountants, be and is hereby ratified by the members of the company for the financial year 2015-2016 at such remuneration as may be determined by the Board of Directors of the Company."

SPECIAL BUSINESS

4. **To consider and if thought fit, to pass, with or without any modification(s) as may deem fit the following as a Ordinary Resolution:-**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri. Jatinder Kumar Nangia (DIN: 06767274), who was appointed as an Independent Director by the shareholders in its meeting held on 29th September, 2014 and who holds office up to the date of this Annual General Meeting , be and is hereby re-appointed as an Independent Director of the Company to hold office for 1 (One) year for a term up to the conclusion of the 24th Annual General Meeting of the Company."

5. **To consider and if thought fit, to pass, with or without any modification(s) as may deem fit the following as a Ordinary Resolution:-**

"RESOLVED THAT pursuant to the provisions of of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force, Shri. Jitendra Singh (DIN: 02573148), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 10th December, 2014,

pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from himself proposing his candidature for the office of Director, be and is hereby appointed as a Executive Director of the Company who is liable to retire by rotation at the Annual General Meeting.”

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

Sd/-
Preeti Sharma
Company Secretary
ACS 34417

Registered Office:

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

Place: New Delhi
Date: 10.08.2015

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.
3. Corporate Members intending to send their Authorized Representatives are requested to send a duly certified copy of Board Resolution authorizing the representatives to attend and vote in the General Meeting
4. Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting and also their copy of the Annual Report.
5. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, September 24, 2015 to Monday, September 28, 2015 (both days inclusive).

7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
8. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the ensuing Annual General Meeting is annexed hereto and forms part of this Notice.
9. Members are requested to notify any change in their address, if any to the Registrar & Share Transfer Agent of the company- M/s Skyline Financial Services Private Limited, D-153-A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi - 110 020 in respect of the Physical Shares and to the Depository Participant in respect of the Shares held in Demat form.
10. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agents, M/s. Skyline Financial Services Private Limited and have it duly filled and sent back to them.
11. Electronic copy of the Annual Report for 2014-15 is being sent to all Members whose email Ids are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014-15 is being sent in the permitted mode.
12. Electronic copy of the Notice of the 23rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email ids are registered with the Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the Notice of 23rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

13. Voting Option:

1) Voting through Electronic Means

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means, through the e-voting services provided by NSDL. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participant(s)]:

- i. Open email and open PDF file viz; "Unimode Overseas Limited e-Voting. pdf" with your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are

- holding shares in physical mode) as password. The said PDF file contains your user ID and password / PIN for e-voting. Please note that the password is an initial password.
- ii. Launch the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
 - iii. Click on Shareholder – Login.
 - iv. Put user ID and password as initial_password / PIN noted in step (i) above. Click Login.
 - v. Password change menu appears. Change the password / PIN with new_password of your choice with minimum_8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
 - vii. Select “EVEN” (E-Voting Event Number) of Unimode Overseas Limited.
 - viii. Now you are ready for e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - x. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to pcsabhishekgupta@gmail.com, with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM and Attendance Slip (for Members whose email addresses are not registered with the Company/Depositories) or requesting physical copy:

- i. Initial password is provided at the bottom of the Attendance Slip for the AGM:
EVEN (E-voting Event Number) USER ID PASSWORD/PIN.
- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

2) Voting at AGM: The members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM. The Company will make arrangements of ballot papers in this regards at the AGM Venue.

OTHER INSTRUCTIONS:

- i. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of www.evoting.nsdl.com.
- ii. If you are already registered with NSDL for e-voting then you can use your existing user ID and password /PIN for casting your vote.
- iii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- iv. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 18th September, 2015, are entitled to vote on the Resolutions set forth in this Notice.
- v. The remote e-voting period will commence at 9.00 a.m. on Friday, 25th September, 2015 and will end at 5.00 p.m. on Sunday, 27th September, 2015. During this period shareholders' of the

- Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- vi. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 18th September, 2015.
 - vii. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 18th September, 2015 may obtain the login ID and password by sending an email to unimodeoverseaslimited@gmail.com or evoting@nsdl.co.in by mentioning their Folio No./DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on www.evoting.nsdl.com
 - viii. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be
 - ix. Mr. Abhishek Gupta, Practicing Company Secretary of Abhishek Gupta & Associates has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
 - x. The Scrutiniser shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutiniser shall within 3 days of conclusion of the meeting submit a consolidated scrutiniser report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing.
 - xi. The results along with the Scrutinisers Report shall be placed on the website of the Company and on the website of NSDL and shall be communicated to BSE Limited Delhi Stock Exchange, Jaipur Stock Exchange and Madras Stock Exchange where the shares of the Company are listed.
14. Members may also note that the Notice of the 23rd Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website www.unimodeoverseas.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.
15. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the members may also send requests to the Company's email id: unimodeoverseaslimited@gmail.com.
16. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company on any working day between 10:00 Hrs to 15:00 Hrs up to the date of Annual General Meeting and also at the venue of Meeting.

SHAREHOLDERS MAY PLEASE NOTE THAT NO GIFTS / GIFT COUPONS SHALL BE DISTRIBUTED AT THE VENUE OF THE MEETING.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4

Shri. Jatinder Kumar Nangia is Independent Directors of the Company and has held the positions as such for 1 (One) year.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company. It is proposed to re-appoint Shri. Jatinder Kumar Nangia as Independent Directors under Section 149 of Companies Act, 2013 and Clause 49 of the Listing Agreement to hold office for 1 (One) year for a term up to the conclusion of the 24th Annual General Meeting of the Company

Shri. Jatinder Kumar Nangia is not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Directors.

The Company has also received declarations from Shri. Jatinder Kumar Nangia that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Shri. Jatinder Kumar Nangia fulfill the conditions for appointment as Independent Directors as specified in the Companies Act, 2013 and the Listing Agreement.

Brief resume of Shri. Jatinder Kumar Nangia, nature of his expertise in specific functional areas and names of companies in which he hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are enclosed herewith.

Copy of the draft letters for respective appointments of Shri. Jatinder Kumar Nangia as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Shri. Jatinder Kumar Nangia is interested in the resolutions set out respectively at Item Nos. 4 of the Notice with regard to their respective appointments.

The relatives of Shri. Jatinder Kumar Nangia may be deemed to be interested in the resolutions set out respectively at Item Nos. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolutions set out at Item Nos. 4 of the Notice for approval by the shareholders.

Item No. 5

The Board of Directors at their Meeting held on 10th December, 2014, appointed Shri. Jitendra Singh (DIN: 02573148), as an Additional Director of the Company, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, and based on the recommendations of the Nomination & Remuneration Committee,.

Shri. Jitendra Singh is not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Directors.

Shri. Jitendra Singh is a Graduate in B.A. He has nine year vast experience in the field of Marketing

In the opinion of the Board, Shri. Jitendra Singh fulfill the conditions for appointment as Executive Directors as specified in the Companies Act, 2013.

Brief resume of Shri. Jitendra Singh, nature of his expertise in specific functional areas and names of companies in which he hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are enclosed herewith.

Copy of the draft letters for respective appointments of Shri. Jitendra Singh as Executive Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

Shri. Jitendra Singh is interested in the resolutions set out respectively at Item Nos. 5 of the Notice with regard to their respective appointments.

The relatives of Shri. Jitendra Singh may be deemed to be interested in the resolutions set out respectively at Item Nos. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolutions set out at Item Nos. 5 of the Notice for approval by the shareholders.

DETAIL OF DIRECTOR SEEKING APPOINTMENT

(In pursuance of Clause 49 of the Listing Agreement)

Name of the Director	Smt Madhu Goyal	Shri Jatinder Kumar Nangia	Shri Jitendra Singh
DIN	00100825	06767274	02573148
Father's Name	Shri Sita Ram Garg	Shri Harish Nangia Chander	Shri Ram Swaroop Singh
Date of Birth	15/01/1969	24/06/1950	02/04/1974
Date of Appointment	31/07/2009	21/10/2013	10/12/2014
Educational Qualification	Graduate	Graduate	Graduate
Experience & expertise in specific functional area	Experienced person in business matter	Experienced person in acquisition of funds and effective utilization of funds	He has nine year vast experience in the field of Marketing
Directorships held in other Companies (excluding foreign companies)	1. Dayason Overseas Private Limited 2. Mani Compusoft Private Limited	Nil	1. Divit Human Resource Private Limited 2. P.R. Career Enterprises Private Limited 3. Narmada Motels Private Limited
Committee Positions held in other Companies	Nil	N.A	Nil
Shareholding in Company (Number & %)	243700 (4.86%)	Nil	Nil

Director s' Report

Dear Shareholders,

Your Directors have pleasure in presenting the 23rd Annual Report on business and operations of your Company along with the audited financial statements for the year ended 31 March 2015.

1. FINANCIAL HIGHLIGHTS

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
Total Income	14,09,949.00	226,935.00
Total Expenditure	1,389,180.43	400,294.60
Profit/(Loss) Before Tax	20,768.57	(173,359.60)
Current Tax	3,957.45	-
Minimum Alternate Tax	(3,957.45)	-
Profit/(Loss) After Tax	20,768.57	(173,359.60)
Balance brought forward from previous year	(48,635,127.48)	(48,461,767.88)
Balance Profit/Loss carry forward to the next year.	(48,614,358.91)	(48,635,127.48)

2. FINANCIAL PERSPECTIVE OF THE YEAR

Revenue from operation for the year ended March 31, 2015 was Rs.1,409,949/- as compared to the revenue for the previous year was Rs.226,935/-. Profit before tax for the year was Rs 20,768.57 as compared to the loss incurred in the previous year of Rs 173,359.60. Profit after tax for the year is Rs. 20,768.57. EPS for the year is Rs.0.0041 per share as compared to (Rs.0.0346) per share in the previous year.

3. DIVIDENDS & APPROPRIATIONS:

In order to strengthen the business of the Company, your Directors decided that it would be prudent to plough back the profits of the Company and accordingly the Board does not propose and declare any dividend for the year under review.

4. SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2015 was Rs. 5.01 crores. During the year under review the company has not issued any shares or any convertible instruments.

5. RESERVE

The profit of Rs. 20,768.57/- earned during the year has been transferred to the Reserves.

6. NATURE OF BUSINESS

There is no change in nature of business of the Company during the financial year 2014-15.

7. CORPORATE SOCIAL RESPONSIBILITY

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

8. HUMAN RESOURCES

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

9. BUSINESS RISK MANAGEMENT

Although the company has long been following the principle of risk minimization as is the norm in every industry, it has now become a compulsion. Therefore, in accordance with clause 49 of the listing agreement the Board members were informed about risk assessment and minimization procedures after which the Board formally adopted steps for framing, implementing and monitoring the risk management plan for the company. The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues. In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, competition, Business risk, Technology obsolescence, Investments, retention of talent and expansion of facilities. Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk. As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

10. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the company checks and verifies the internal control and monitors them in accordance with policy adopted by the company. Even through this non-production period the Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

11. VIGIL MECHANISM / WHISTLE BLOWER POLICY

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

12. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of Companies Act, 2013 and the Articles of Association of the Company, Shri. Jitendra Singh (DIN: 02573148) was appointed as an Additional Director w.e.f. 10th December, 2014, and Shri Jatinder Kumar Nangia (DIN: 06767274) was appointed as an Independent Director w.e.f 21st October, 2013. They shall hold office up to the date of the ensuing Annual General Meeting.

Mr. Ranjan Kapoor has resigned as a Director of the Company w.e.f. 18th May, 2015 due to some unavoidable circumstance. The Board places on record its appreciation for the valuable guidance and services rendered during his tenure.

Smt Madhu Goyal (DIN: 00100825), retires at the AGM and has offered herself for re-appointment.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Stock Exchanges.

Necessary resolutions for the re-appointment of the aforesaid Directors have been included in the Notice convening the ensuing AGM and details of the proposal for re-appointment are mentioned in the Explanatory Statement to the Notice.

Mr. Naman Gupta, Company Secretary has resigned w.e.f. March 9, 2015. The Directors place on record their appreciation for the contribution made by him during his tenure. The Board in its meeting held on June 8, 2015 has appointed Ms. Preeti Sharma as the Company Secretary and Compliance Officer of the Company.

12.1 Board Evaluation

Pursuant to the provisions of companies Act, 2013 and clause 49 of the Listing Agreement, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder committee. The manner in which the evaluation has been carried out has been explained in Corporate Governance Report.

12.2 Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

12.3 Committees of Board, Number of Meetings of the Board and Board Committees

The Board of Directors met ten times during the previous financial year. As on March 31, 2015, the Board has four committees, namely, Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Risk Management Committee. A detailed update on the Board, its composition, detailed charter including terms and reference of various Board committees, number of Board and Committee meetings held during FY 2014-15 and attendance of the Directors at each meeting is provided in the Report on Corporate Governance, which forms part of this Report.

12.4 Policy relating to Directors

- a) The person to be chosen as a Director shall be of high integrity with relevant expertise and experience so as to have a diverse Board having expertise in the fields of Information Technology, sales /marketing, finance, taxation, law, governance and general management.
- b) In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- c) The Nomination & Remuneration Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director:
 - (i) Qualification, expertise and experience of the Directors in their respective fields;
 - (ii) Personal, Professional or business standing; and
 - (iii) Diversity of the Board.
- d) In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

13. DIRECTORS RESPONSIBILITY STATEMENT :

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

- a) in the preparation of the annual accounts for the year ended 31st March, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for the same period;
- c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis;
- e) they have laid down internal financial controls in the company that are adequate and were operating effectively.
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

14. RELATED PARTY TRANSACTIONS

There were no contracts or arrangements entered into by the company in accordance with provisions of section 188 of the Companies Act, 2013 and in terms of clause 49 of the listing agreement.

15. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

16. AUDITORS**16.1 STATUTORY AUDITORS**

M/s Sunil Kumar Gupta & Co (Firm Registration No.003645N), Chartered Accountants have been appointed as statutory auditors of the company at the last Annual General Meeting held on 29.09.2014 for a period of five years subject to ratification by members at every consequent Annual General Meeting. Therefore, ratification of appointment of Statutory Auditors is being sought from the members of the Company at the ensuing AGM.

16.2 SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed of Ms Anita Aswal, Practicing Company Secretary (Membership No. 37019), Company Secretaries to undertake the secretarial audit of the company. The Secretarial Audit Report is annexed herewith as 'Annexure 1'.

16.3 INTERNAL AUDITORS

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

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

There are no qualifications, reservations or adverse remarks made by the Auditors in their report. The provisions relating to submission of Secretarial Audit Report is not applicable to the Company.

18. MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No significant material changes and commitments have occurred between the date of balance sheet and date of the audit report.

19. PREVENTION OF INSIDER TRADING

Based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time, the code of conduct for prevention of insider trading and the code for corporate disclosures ("Code"), as approved by the Board from time to time, are in force by the Company. The

objective of this Code is to protect the interest of shareholders at large, to prevent misuse of any price sensitive information and to prevent any insider trading activity by dealing in shares of the Company by its Directors, designated employees and other employees. The Company also adopts the concept of Trading Window Closure, to prevent its Directors, Officers, designated employees and other employees from trading in the securities of Unimode Overseas Limited at the time when there is unpublished price sensitive information. No other material changes and commitments affecting the financial position of the Company has occurred between April 1, 2015 and the date of signing of this Report

20. CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, are set out as separate Annexures, together with the Certificate from the auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

21. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

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

22. EXTRACT OF ANNUAL RETURN

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

23. AUDIT COMMITTEE RECOMMENDATIONS

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

24. PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is as follows:

No remuneration or sitting fees has been paid to any director during the year.

The particulars of the employees who are covered by the provisions contained in Rule 5(2) and rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are:

- a) Employed throughout the year- Nil
- b) Employed for part of the year- Nil

The remuneration paid to all Key management Personnel was in accordance with remuneration policy adopted by the company.

25. FIXED DEPOSITS

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

26. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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

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

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

28. REGISTERED OFFICE

During the year the company has been shifted its registered office from from 16-A-17, First Floor, Ajmal Khan Road, W.E.A., Karol Bagh, New Delhi-110005 to 304A/10178, IIIrd Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi-110005 w.e.f 18th May, 2015.

29. LISTING OF SHARES

The Securities of the Company are listed on Bombay Stock Exchange Madras Stock Exchange, Jaipur stock Exchange and Delhi Stock Exchange. The Listing fee for the Financial Year 2015-2016 has been paid to the Bombay Stock Exchanges.

30. ACKNOWLEDGEMENTS

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

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

Registered Office:

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

Place: New Delhi
Date: 10.08.2015

Sd/-
Jitendra Singh
Director
Din: 02573148

Sd/-
Rakesh Jain
Director
Din: 00224659

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH 2015

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

To,
The Members,
UNIMODE OVERSEAS LIMITED
304A/ 10178, 3rd Floor, Ravinder Plaza,
Abdul Aziz Road, Karol Bagh,
New Delhi - 110005

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

Based on my verification of M/s. Unimode Overseas Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the financial year ended on 31st March 2015 according to the provisions of:

- i. The Companies Act, 2013 and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India. (not applicable to the Company during the Audit Period); and
- ii. The Listing Agreements entered into by the Company with Stock Exchanges.

During the period under review and as per explanations and clarifications given to us and the representations made by the Management, the company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above. I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that as per explanation given to me and the representations made by the Management and relied upon by me there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. I further report that during the audit period, the company had no such events which had bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

Sd/-

Anita Aswal

Company Secretary

Date: 07.08.2015

Place: New Delhi

Membership Number: ACS 37019

Certificate of Practice No.: 13883

* This report is to be read with our letter of even date which is annexed as **Annexure A** and Forms an integral part of this report.

To,
The Members,
UNIMODE OVERSEAS LIMITED
304A/ 10178, 3rd Floor, Ravinder Plaza,
Abdul Aziz Road, Karol Bagh,
New Delhi - 110005

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required we have obtained the management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provision of Corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company not of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Date: 07.08.2015
Place: New Delhi

Sd/-
Anita Aswal
Company Secretary
Membership Number: ACS 37019
Certificate of Practice No.: 13883

'Annexure 2'

Form No. MGT-9

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31st March,2015 of M/s Unimode Overseas Limited [Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	L51909DL1992PLC048444
Registration Date	24.04.1992
Name of the Company	Unimode Overseas Limited
Category / Sub-Category of the Company	Company having share capital
Address of the Registered office and contact details	304 A/10178, IIIrd Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, ,New Delhi ,Delhi ,110005 Tel No. : 011-43685156
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Skyline Financial Services Pvt. Ltd ,D-153-A, 1st Floor, Okhla Industrial Area, Phase-I,New Delhi,Delhi,110020 Tel No. : 011 - 26812682 / 83

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ Service	% to total turnover of the company
1.	Trading in textiles	46411	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

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

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

(i) Category-wise Share Holding

Category of Shareholder	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of the total	Demat	Physical	Total	% of the total	
A. Promoters									
1) Indian									
Individuals/ HUF	243700	350377	594077	11.86	243700	350377	594077	11.86	Nil
Central Govt/ State Govt									
Bodies Corp.									
FI/ Banks									
Any Other									
Sub Total(A)(1)	243700	350377	594077	11.86	243700	350377	594077	11.86	Nil
2) Foreign									
NRIs-Individuals									
Bodies Corp.									
Institutions									
Any Others									
Sub Total(A)(2)	-	-	-	-	-	-	-	-	Nil
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	243700	350377	594077	11.86	243700	350377	594077	11.86	Nil
B. Public Shareholding									
1. Institutions									
Mutual Funds									
FI / Banks	-	500	500	0.01	-	500	500	0.01	Nil
Central Govt/ State Govt									
Venture Capital Funds									
Insurance Companies									
FIs									
Foreign Venture Capital Investors									
Any Other									
Sub-Total (B)(1)	-	500	500	0.01	-	500	500	0.01	Nil
2. Non-institutions									
a) Bodies Corp.	592037	50200	642237	12.82	340806	47100	387906	7.74	(5.08)
b) Individuals									

i. Individual shareholders holding nominal share capital up to Rs 1 lakh	91172	2859630	2950802	58.89	187310	2788130	2975440	59.38	0.49
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	187790	41200	228990	4.57	392783	41200	433983	8.66	4.09
c) Others									
N.R.I.(REPT & NON-REPT)	11200	572400	583600	11.65	6200	567500	573700	11.45	(0.20)
HUF	5300	-	5300	0.11	44900	-	44900	0.90	0.79
Clearing Members	5001	-	5001	0.10	1	-	1	0.00	(0.10)
Sub-Total (B)(2)	892500	3523430	4415930	88.13	972000	3443930	4415930	88.13	Nil
Total Public Shareholding (B)= (B)(1)+(B)(2)	892500	3523930	4416430	88.14	972000	3444430	4416430	88.14	Nil
C. Shares held by Custodian for GDRs & ADRs									
GRAND TOTAL (A)+(B)+(C)	1136200	3874307	5010507	100.00	1215700	3794807	5010507	100.00	Nil

(ii) Shareholding of Promoters

Sr. No.	Shareholders` Name	Shareholding at the beginning of the Year			Shareholding at the end of the Year			% Change during the Year
		No. of Shares	% of Total Shares of the Company	%of Shares Pledge/ Encumbered of Total Shares	No. of Shares	% of Total Shares of the Company	%of Shares Pledge/ Encumbered of Total Shares	
1	Sandeep Gupta	117647	2.35	-	117647	2.35	-	-
2	Anjali Gupta	73490	1.47	-	73490	1.47	-	-
3	Kamla Gupta	56030	1.12	-	56030	1.12	-	-
4	LaxmiNarain Gupta	101510	2.03	-	101510	2.03	-	-
5	Shashilnder Mohan Gupta	1000	0.02	-	1000	0.02	-	-
6	Indra Mohan Goyal	700	0.01	-	700	0.01	-	-
7	Madhu Goyal	243700	4.86	-	243700	4.86	-	-
	Total	594077	11.86	-	594077	11.86	-	-

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

Sr No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total Shares of the company	No. of shares	% of total Shares of the company
	At the beginning of the year	594077	11.86	594077	11.86
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ Sweat/ Equity etc.)	No transaction during the year			
	At the end of the year	594077	11.86	594077	11.86

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

Sr No.		Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total Shares of the company	No. of shares	% of total Shares of the company
1	Pitampura Leasing And Housing Finance Limited	198000	3.95	-	-
2	Harsh Aggarwal	158100	3.16	164767	3.29
3	Globe Fincap Limited	150000	2.99	-	-
4	Globe Capital Market Ltd	75100	1.50	-	-
5	Multiplex Capital Ltd	63000	1.26	21989	0.44
6	Master Capital Services Ltd	50200	1.00	-	-
7	Vishesh Developers Pvt Ltd	50000	1.00	108115	2.16
8	Sandeep Tandon	30800	0.61	30800	0.61
9	Shirish Joshi	28900	0.58	28900	0.58
10	Manoj Kumar Sachdeva	14500	0.29	14500	0.29
11	Exponential Financial Services Pvt.Ltd.	368	0.01	196497	3.92
12	Seema Mittal	-	-	75000	1.50
13	Mridula Mangla	-	-	52816	1.05
14	Mukul Dhamija	-	-	50200	1.00
15	Anil Kumar Goel	-	-	50000	1.00
16	Vikas Goel	-	-	27500	0.55

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

(v) Shareholding of Directors and Key Managerial Personnel:

Sr No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total Shares of the company	No. of shares	% of total Shares of the company
	At the beginning of the year 1. Madhu Goyal (Director) 2. Ranjan Kapoor (Director)	243700 29690	4.86 0.59	243700 -	4.86 -
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ Sweat/ Equity etc:)	Sale of Shares by Ranjan Kapoor			
	At the end of the year 1. Madhu Goyal (Director) 2. Ranjan Kapoor (Director)	243700 -	4.86 -	243700 -	4.86 -

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

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3)	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission - as % of profit - others, specify	-	-	-	-	-
5	Total (A)	-	-	-	-	-
	Ceiling as per the Act	-	-	-	-	-

B. Remuneration to other directors:

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

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

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Mr. Naman Gupta* Company Secretary	CFO	Total
1	Gross salary (a) Salary as per Provisions (contained in section 17(1) of the Income tax Act,1961 (b) Value of perquisites u/s17(2) Income-tax Act, 1961 (c) Profits in lieu of salary u/s17(3) Income-tax Act, 1961	-	145000	-	145000
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of Profit - others, specify...	-	-	-	-
5	Others, please Specify	-	-	-	-
	Total	-	145000	-	145000

* Naman Gupta has resigned from the Company with effect from 09.03.2015.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of The Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			None		
Punishment					
Compounding					
B. Director					
Penalty			None		
Punishment					
Compounding					
C. Other Officers in Default					
Penalty			None		
Punishment					
Compounding					

ANNEXURE TO THE DIRECTORS' REPORT

Auditors' Certificate on compliance with the conditions of Corporate Governance under clause 49 of the Listing Agreement(s).

To the Members of
M/s Unimode Overseas Limited

We have reviewed the records concerning the Company's compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement, entered into by the Company with the Stock Exchanges of India, for the financial year ended on 31st March 2015.

The compliance of Corporate Governance is the responsibility of the Management. Our examination was limited to 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.

We have conducted our review on the basis of the relevant records and documents maintained by the Company and furnished to us for the review, and the information and explanations given to us by the Company.

Based on such a review to the best of our information and according to the explanations given to us, in our opinion, the Company has complied with the conditions of Corporate Governance, as stipulated in Clause 49 of the said Listing Agreement.

On the basis of Certificate issued by the Registrar and Share Transfer Agent of the Company and the Minutes of Meetings of the Shareholders/ Investors Grievance Committee of the Company, we state that, there were no investor grievances pending against the Company for a period exceeding one month.

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

**For Sunil Kumar Gupta & Co.
Chartered Accountants
Firm Registration No. 003645N**

Place: New Delhi
Date: 24.04.2015

**Sd/-
S. K. GUPTA
Partner
Membership No.082486**

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.

Export Sector of Indian Economy has improved immensely over the years and has earned US \$ 125 billion in the current fiscal year. The goods exported from India mainly include wide variety of agricultural products, chemicals, jewelery, garments, leather goods and so on.

In view of immense potential for employment, growth and exports, leather industry occupies an important place in Indian economy. The sector is spread across the formal as well as informal sectors and produces a comprehensive range of products from raw hides to fashionable shoes. The industry consists of firms in all capacities, including small artisans to major global players. Specialized institutions have been setup to promote the overall growth and performance of the industry. There has been an increasing emphasis on the planned development of industry, which is aimed at optimum utilization of available raw materials for maximizing the returns, especially from exports.

SWOT ANALYSIS



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 has started trading activity in domestic fabric market. The business is expected to grow in the coming years.

OUTLOOK

With the efficient management and zealous employees' strength, the Company constantly endeavors to keep up with the trend of increase in the turnover and reduction in expenses. We therefore hope to keep this trend going with ongoing efforts to increase the domestic as well as new foreign markets, adequately training the manpower to effect the reduction in costs and increase in productivity and efficiency.

RISK AND CONCERNS

To sustain and grow in global market one must be ready for some level of uncertainty. Greater the uncertainty, higher the risk. The risk management function is integral to the Company and its objectives include ensuring that critical risks are identified, continuously monitored and managed effectively in order to protect the Company's business. The Company operates in an environment which is affected by various factors some of which are controllable while some are outside the control of the company. The Company proactively takes reasonable steps to identify and monitor the risk and makes efforts to mitigate significant risks that may affect it. Some of the risks that are potentially significant in nature and need careful monitoring are listed hereunder:

- Macroeconomic Factors
- Political Factors
- Product portfolio
- Competition from product launches
- Talent acquisition & retention
- Continuance and growth of channel partners
- High dependence on suppliers
- Geographic concentration
- Changes in government policy and legislation
- Raw Material Price Increase
- Foreign Exchange Fluctuation

INTERNAL CONTROLS SYSTEMS AND THEIR ADEQUACY

The company has adequate internal control systems to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance of law and regulations. The internal control system is supported by the internal audit process. The Internal Auditor reviews and ensures that the audit observations are acted upon. The Audit Committee of the Board reviews the Internal Audit reports and the adequacy and effectiveness of internal controls.

FINANCIAL PERFORMANCE

The table below gives an overview of the financial results for 2014-15 and 2013-14.:

PARTICULARS	2014-15	2013-14
Revenue from Operation	1,226,440.00	-
Other Income	183,509.00	226,935.00
Expenses	1,389,180.00	400,294.00
Profit before tax	20,768.57	(173,359.60)
Tax expense		
Current Tax	3957.45	-
Minimum Alternate Tax	(3957.45)	-
Profit after tax	20,768.57	(173,359.60)
EPS	0.0041	(0.0346)

HUMAN RESOURCE DEVELOPMENT

With the expansion and growth in business, the requirement for human assets has also increased. Your Company recognizes the importance of human resource development. Hence, several initiatives have been taken to ensure that people are well-trained and motivated. The Company also believes in nurturing young talent through management training programmes, which strive to develop business managers for future.

CAUTIONARY STATEMENT

Certain statements made in the management discussion and analysis report relating to the Company's objectives, projections, outlook, expectations, estimates and others may constitute forward looking statements within the meaning of applicable laws & regulations. Actual results may differ from such expectations, projections and so on, whether express or implied. However, the Company has also outlined various risks associated with the business.

Corporate Governance Report

Our Company is committed to good corporate governance, which promotes the long-term interests of shareowners, strengthens Board and management accountability and helps build public trust in the Company.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is, essentially, a philosophy. It includes not only the regulatory and legal requirements, but also the deliberate practices developed by the company to protect the best interests of all stakeholders of the Company. Corporate governance is a strong and sustainable framework. It is this framework which cultivates a high level of business ethics with effective supervision, transparency and accountability at all levels. A good corporate governance framework incorporates a system of vigorous checks and balances between Key players; namely, the Board, the management, auditors and various stakeholders. The role and responsibilities of each entity must be clearly understood and transparency must be enforced at each level and at all times.

Independent directors are appointed not merely to fulfill the listing requirement but for their diverse skills, experience and external objectivity that they bring to effectively perform their role to provide strategic direction and guidance and provide constructive support to management by asking the right questions and generating quality debates and discussions on major decisions.

The Company is in compliance with all the requirements of the corporate governance code as enshrined in Clause 49 of the listing agreement.

2. BOARD OF DIRECTORS

The Company has an optimum combination of Executive, Non Executive and Independent directors, having a pool of collective knowledge from various disciplines, Finance, Business Management, and Corporate planning etc, on its Board. The Board of Directors of your Company comprises of Four Directors out of which, Three Independent Directors and one Director belongs to Promoter category.

The Board of Directors and its committees meet at regular Intervals.

During the year, information as mentioned in Annexure X to Clause 49 of the Listing Agreements has been placed before the Board for its consideration.

The company issued formal letters of appointment to independent directors in the manner as provided in the Companies Act, 2013. The terms and conditions of appointment are disclosed on the website of the company.

The company has formulated a policy to familiarise the independent directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business

model of the company, etc., through various programmes. The details of various familiarization programmes provided to the Directors of the Company is available on the Company's website www.unimodeoverseas.in

Number of Board Meetings:

The meetings of the Board of Directors are generally held at the Registered Office of the company. Meetings are generally scheduled well in advance. The board meets at least once a quarter to review the quarterly performance and the financial results. The company secretary, in consultation with the Managing Director, prepares the detailed agenda for the meetings. The board papers are circulated to the directors in advance. The members of the board have access to all information of the Company.

During the year under review, ten Board Meetings were held on 29th April, 2014, 30th May, 2014, 11th July, 2014, 13th August, 2014, 16th August, 2014, 28th August, 2014, 13th November, 2014, 10th December, 2014, 14th February, 2015 and 9th March, 2015. The maximum time-gap between any two consecutive meetings did not exceed four months.

All the Directors have informed your Company periodically about their Directorship and Membership on the Board Committees of other companies. As per disclosure received from Director(s), none of the Directors holds Membership in more than ten (10) Committees and Chairmanship in more than five (5) Committees.

The details of the composition, nature of Directorship, the number of meetings attended and the directorships in other companies of the Directors of the Company are detailed below:

Name of the Director	Category	Attendance at the Last AGM	No. of Board Meetings Attended	Number of Other		
				Directorships*	Committee Membership	Committee Chairmanship
Madhu Goyal	Promoter Director	Yes	10	-	-	-
Rakesh Jain	Independent Director	Yes	10	-	-	-
Ranjan Kapoor**	Independent Director	Yes	7	3	-	-
Jatinder Kumar Nangia	Independent Director	Yes	10	-	-	-
Jitendra Singh***	Independent Director	N.A.	2	3	-	-

*Private Limited Companies, Foreign Companies and Companies under Section 25 of the Companies Act, 1956 are excluded for the above purpose.

**Resignation w.e.f 18th May, 2015 due to some unavoidable circumstance

***Appointment w.e.f 10th December, 2014

Board's Responsibilities

The board of directors represents the interest of the company's shareholders, in optimising long-term value by providing the management with guidance and strategic direction on the shareholders' behalf. The board has a formal schedule of matters reserved for its consideration and decision, which includes reviewing corporate performance, ensuring adequate availability of financial resources, regulatory compliance, safeguard interest of shareholders and reporting to shareholders.

Resume of the Directors proposed to be appointed

The brief resume of directors seeking appointment/re-appointment is appended in the Notice for convening the Annual General Meeting (AGM).

Code of Conduct for Board members and Senior Management

The Board of Directors has laid down the code of conduct for all the Board members and members of the Senior Management of the Company. Additionally all independent directors of the company shall be bound by duties of independent directors as set out in the Companies Act, 2013 read with the Schedules and Rules thereunder. All the Board members and Senior Management personnel have affirmed compliance with the code of conduct. The Code of Conduct is available on the website of the company.

3. COMMITTEES OF THE BOARD

- a. To enable better and more focused consideration on the affairs of the Company, the board delegates particular matters to committees of the directors set up for the purpose. These specialist committees prepare the groundwork for decision-making and report at the subsequent board meeting. The board is assisted by various committees – Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Risk Management Committee - all chaired by an independent director. The Board decides the terms of reference for these Committees. The minutes of the meetings of the Committees are placed before the Board for information. The details as to the composition, terms of reference, number of meetings and related attendance, etc., of these Committees are provided hereunder:

b. Audit Committee

As on date, the Audit Committee comprises of three (3) Directors. The members of the Audit Committee are Mr. Jatinder Kumar Nangia, Mrs. Madhu Goyal and Mr. Rakesh Jain, all of whom possess accounting and financial management expertise/ exposure.

The Chairman of the Audit Committee also attended the last Annual General Meeting of the Company. During the period under review, the Audit Committee met 4 times. The Composition of the Audit Committee and attendance at its meetings are as follows:

Composition	Mr. Jatinder Kumar Nangia (Chairman)	Mrs. Madhu Goyal (Member)	Mr. Rakesh Jain (Member)
Meetings Attended	4	4	4

Four Audit Committee meetings were held during the year and the gap between two meetings never exceeded four months. The dates on which such meetings were held are as follows:

- 30th May, 2014, 13th August, 2014, 13th November, 2014 and 14th February, 2015.

The company secretary acts as the secretary to the committee.

The Committee's composition meets with requirements of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. Members of the Audit Committee possess financial / accounting expertise / exposure.

Powers of the Audit Committee

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of the Audit Committee inter alia, includes the following:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible
- Recommending to the Board, the appointment, reappointment and, if required, the replacement or removal of statutory auditors, including cost auditors, and fixation of audit fees and other terms of appointment
- Approving payment to statutory auditors, including cost auditors for any other services rendered by them
- Reviewing with the management, annual financial statements and auditors report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Directors' Responsibility Statement to be included in the Directors' Report in terms of sub-section (2AA) of Section 217 of the Companies Act, 1956.
 - Changes, if any, in accounting policies and practices and reasons for the same
 - Major accounting entries involving estimates based on the exercise of judgment by the management
 - Significant adjustments made in financial statements arising out of audit findings
 - Compliance with listing and other legal requirements relating to financial statements
 - Disclosure of related party transactions
 - Qualifications in draft audit report

- Reviewing with the management, the quarterly financial statements before submission to the Board for approval.
 - Reviewing with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice, and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- Reviewing and monitoring the auditors independence and performance and effectiveness of audit process,
- Approval or any subsequent modification of transactions of the Company with related parties.
- Evaluation of internal financial controls and risk management systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature, and reporting the matter to the Board.
- Review the functioning of the Whistle Blower mechanism.
- Approval of appointment of the CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing qualifications, experience and background of the candidate
- Carrying out such other functions as may be specifically referred to the Committee by the Company's Board of Directors and/or other Committees of Directors.
- Reviewing the following information:
 - The Management Discussion and Analysis of financial condition and results of operations;
 - Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 - Management letters/letters of internal control weaknesses issued by the statutory auditors;
 - Internal audit reports relating to internal control weaknesses; and
 - The appointment, removal and terms of remuneration of internal auditors / chief internal auditor
- Call for comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and to discuss any related issue with the internal and statutory auditors and the management of the Company

c. Stakeholders Relationship Committee (formerly termed as Shareholders' / Investors' Grievance Committee)

During the financial year 2014-15, the Committee met 4 (Four) times. The details as to the composition of the Stakeholders Relationship and Investors Grievance Committee, and the attendance of the members of the Committee during the financial year ended 31st March, 2015 are as follows:

Composition	Mr. Jatinder Kumar Nangia (Chairman)	Mrs. Madhu Goyal (Member)	Mr. Rakesh Jain (Member)
Meetings Attended	4	4	4

In compliance with the requirement of Corporate Governance under the Listing Agreement with the Stock Exchanges, the Company has constituted a “Shareholders’/ Investors Grievance Committee” to look in to issues relating to the Shareholders including share transfers.

The Committee deals with the following matters:

- Noting transfer/transmission of shares.
- Review of dematerialised/rematerialised shares and allother related matters.
- Monitors expeditious redressal of Investor grievance matters received from Stock Exchanges, SEBI, ROC,etc.
- Monitors redressal of queries/complaints received from members relating to transfers, non-receipt of Annual Report, dividend etc.
- All other matters related to shares/debentures.

Redressal of Investor Grievances

The Company addresses all complaints, suggestions, grievances and other correspondence expeditiously and replies are sent usually within 7-10 days except in case of other impediments. The Company endeavours to implement suggestions as and when received from the investors. During the year all the complaints received from the shareholders, were replied/resolved promptly to the satisfaction of the shareholders and there were no complaints pending as on date. The Company and Share Transfer Agents expeditiously reply to all grievances/correspondences of the shareholders and investors from time to time.

The details of investor complaints received and resolved for the Financial Year 2014-2015, is as under:

No. of Investor Complaints received	No. of Investor Complaints resolved	No. of Investor Complaints pending
Nil	Nil	NIL

Compliance Officer

Ms. Preeti Sharma, Company Secretary, is the Compliance Officer of the Company and can be contacted at: Unimode Overseas Limited, 304A/10178, IIIrd Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi-110005 E-mail: unimodeoverseaslimited@gmail.com Complaints or queries relating to the Shares can be forwarded to the Company’s Registrar and Transfer Agents -**M/s Skyline Financial Services Private Limited** at grievances@skylinerta.com

d. Nomination and Remuneration Committee

The Composition of the Remuneration Committee and attendance at its meeting is as follows.

Composition	Mr. Rakesh Jain (Chairman)	Mr. Jitendra Singh (Member)	Mr. Jatinder Kumar Nangia (Member)
Meetings Attended	1	1	1

The role of the Nomination and Remuneration Committee, inter-alia, includes the following:

- Identifying persons who are qualified to become directors and who may be appointed in senior Management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Devising a policy on Board diversity;

The Remuneration of the Executive Directors is recommended by the Nomination and Remuneration Committee based on criteria such as industry benchmarks, the Company's performance vis - a - vis the industry, the responsibility shouldered, performance/track record and is decided by the Board of Directors.

Nomination and Remuneration Policy

Pursuant to Clause 49 of the Listing Agreement and Section 178 of the Act, the Nomination and Remuneration Committee has adopted a Nomination and Remuneration Policy which provides guidance on:

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

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

b) **Selection Criteria for Senior Management:** As per policy, Senior Management for the purpose of this policy shall mean employees hired at the level of Divisional Heads and Corporate Functional Heads or equivalent positions. The policy provides that the candidate should have appropriate qualifications, skills

and experience for discharging the role. The qualifications, skills and experience of each such position shall be defined in the job description, which will be maintained by the HR function.

- **Remuneration for Directors, KMP and other Employees:** The policy provides that the remuneration of Directors, KMP and other employees shall be based on the following key principles:
 - **Pay for performance:** Remuneration of Executive Directors, KMP and other employees is a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goal. The remuneration of Non-Executive Directors shall be decided by the Board based on the profits of the Company and industry benchmarks.
 - **Balanced rewards to create sustainable value:** The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the Directors and employees of the Company and encourage behavior that is aligned to sustainable value creation.
 - **Business Ethics:** Strong governance processes and stringent risk management policies are adhered to, in order to safeguard our stakeholders' interest.
- **Performance Evaluation:** The process approved by the Nomination and Remuneration Committee requires the Chairman to initiate the performance evaluation process in the month of April every year. The performance evaluation is conducted based on approved criteria in the evaluation forms. The process highlights are as under:
 - a) **Board:** Each Board member completes the self-evaluation form. Independent Directors discuss the self-evaluation forms in a separate meeting and share their feedback with the Chairman. The Chairman discusses the evaluation form analysis with the entire Board at the Board Meeting.
 - b) **Committees:** Each Committee member completes the self-evaluation form and shares feedback with the Chairman. The Chairman discusses the evaluation form analysis with the entire Board at the Board Meeting.
 - c) **Independent Directors:** Each Board member completes the peer evaluation and shares feedback with the Chairman. The Chairman conveys feedback individually to the concerned Directors.

Remuneration of the Directors

During the Financial Year ended 31st March, 2015, the Company has not paid any remuneration/Sitting Fees to its Directors.

e. Risk Management Committee

The Board has constituted the Risk Management Committee as per the requirements of the Companies Act, 2013 along with applicable Rules and requirements of the Listing Agreement.

The Risk Management Committee lays down procedures

- A) To inform Board members about the risk assessment and minimization procedures.
- B) Framing, implementing and monitoring the risk management plan for the company.
- C) Any other matter that may be entrusted to the Committee by the Board.

Composition	Mr. Jatinder Kumar Nangia (Chairman)	Mrs. Madhu Goyal (Member)
Meetings Attended	1	1

The frequency, agenda, duration, etc., for meetings of Risk Management Committee shall be as set by the Chairman of the Committee. The Company has established effective risk assessment and minimization procedures, which are reviewed by the Board periodically. The procedures comprise of an in-house exercise on Risk Management, carried out periodically by the Company, including the functioning of a structure to identify and mitigate various risks faced by the Company from time to time.

The structure also comprises of risk identification and assessment by the concerned departments, identification of controls in place/ mitigation process in place, updating of risk registers by various departments if required. These reports are consolidated and presented by the Chairman, to the Board of the Company. Your Company adopts the methods and process to assess and analyze risk holistically, identifies all compliance requirements and proactively develops measures to comply with such requirements.

Your Company by identifying and proactively addressing risks and opportunities, protects and creates value for stakeholders, including owners, employees, customers, regulators, and society overall. A detailed report on risk management is provided herewith in this Annual Report.

4. INDEPENDENT DIRECTORS' MEETING

During the year under review , the Independent Directors met on March 31, 2015, inter alia to discuss:

- i. review the performance of non-independent directors and the Board as a whole;
- ii. review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- iii. assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

5. GENERAL BODY MEETINGS

Annual General Meetings

Details of the AGM held in the last three years along with special resolutions passed thereat:

Financial Year	Day, Date & Time	Venue	Particulars of Special Resolution passed
2011-2012	Friday, 28 th Day of September, 2012 at 3.00 P.M	405, Skylark Building, 60 Nehru Place, New Delhi-110 019	• No special resolution was passed during the financial year- 2011-2012.
2012-2013	Friday, 27 th Day of September, 2013 at 2.00 P.M	405, Skylark Building, 60 Nehru Place, New Delhi-110 019	• No special resolution was passed during the financial year- 2012-2013.
2013-2014	Monday, 29 th September, 2014 at 2.00 P.M	143, Swarna Park, Mundka, Delhi - 110041	• No special resolution was passed during the financial year- 2013-2014.

Postal Ballot

No resolutions were passed by postal ballot in the year under review. None of the Businesses proposed to be transacted in the ensuing Annual General Meeting require passing of a resolution through Postal Ballot.

6. DISCLOSURES**➤ Related Party Transactions**

Besides the transactions mentioned elsewhere in the Annual Report, there were no other materially significant related party transactions that may have potential conflict with the interests of the Company at large.

➤ Details of non-compliance(s) by the Company:

Your Company has complied with all the requirements of the Stock Exchange(s) and the Securities Exchange Board of India on matters related to Capital Markets or any other matter, as may be applicable from time to time. There were no penalties imposed or strictures passed against the Company by the statutory authorities in this regard.

➤ Accounting treatment in preparation of financial statements

The guidelines/ accounting standards laid down by the Institute of Chartered Accountants of India (ICAI) and prescribed under Section 133 of the Companies Act, 2013 have been followed in preparation of the financial statements of the Company in all material respects.

➤ Risk Management

Your Company has laid down procedure to inform Board Members about the risk assessment and minimization procedures. These procedures are being periodically reviewed to ensure that management controls risk through the means of properly defined framework of the Company.

➤ Code for Prevention of Insider Trading Practices

The Company has instituted a comprehensive Code for prevention of Insider Trading, for its Directors and designated employees, in compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time.

The objective of this Code is to prevent purchase and/or sale of shares of the Company by an insider on the basis of unpublished price sensitive information. Under this Code, Directors and designated employees are completely prohibited from dealing in the Company's shares when the Trading Window is closed. Further the Code specifies the procedures to be followed and disclosures to be made by Directors and the designated employees, while dealing with the shares of the Company and enlists the consequences of any violations.

➤ **Whistle Blower Policy**

The Company has adopted a Whistle Blower Policy and has established the necessary mechanism in line with the requirements under the Companies Act, 2013 and Listing Agreement:

- For employees to report concerns about unethical behavior;
- To establish a mechanism to report to the management, concerns about unethical behavior, actual or suspected fraud or violation of the Integrity Policy; and
- To ensure that adequate safeguards shall be provided to the whistle blowers against any victimization or vindictive practices like retaliation, threat or any adverse (direct or indirect) action on their employment. The Policy also ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

No personnel/ person has been denied access to the Audit Committee. A high level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and Board. The Audit Committee on a quarterly basis looks into matters reported and track matters to closure as per law.

➤ **Code of Conduct**

Your Company has laid down a Code of Conduct ("Code") for all the Board Members and Senior Management Personnel of the Company. The Code is available on the website of the Company i.e., www.unimodeoverseas.in. All Directors and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct for the financial year ended March 31, 2015.

➤ **CEO/CFO Certification**

As required under Clause 49 (V) of the Listing Agreement with the Stock Exchanges, the CEO & CFO of the Company have certified to the Board regarding the Financial Statements for the year ended March 31, 2015 which is annexed to this Report.

➤ **Management Discussion and Analysis Report**

Management Discussion and Analysis is given in a separate section forming part of the Directors' Report in this Annual Report.

- The Auditor's certificate on Corporate Governance is enclosed.

7. MEANS OF COMMUNICATION

- (a) The quarterly/half-yearly/annual financial results are generally published in the English and Hindi Newspapers i.e. Millennium Post, Samachar Jagat
- (b) The results of the Company are also posted up on the Company's corporate website: www.unimodeoverseas.in.

- (c) All important information pertaining to the Company is also mentioned in the Annual Report of the Company which is circulated to the members and others entitled thereto for each financial year.
- (d) Your Company provides necessary information to the Stock Exchanges in terms of the Listing Agreement and other rules and regulations issued by the Securities Exchange Board of India.

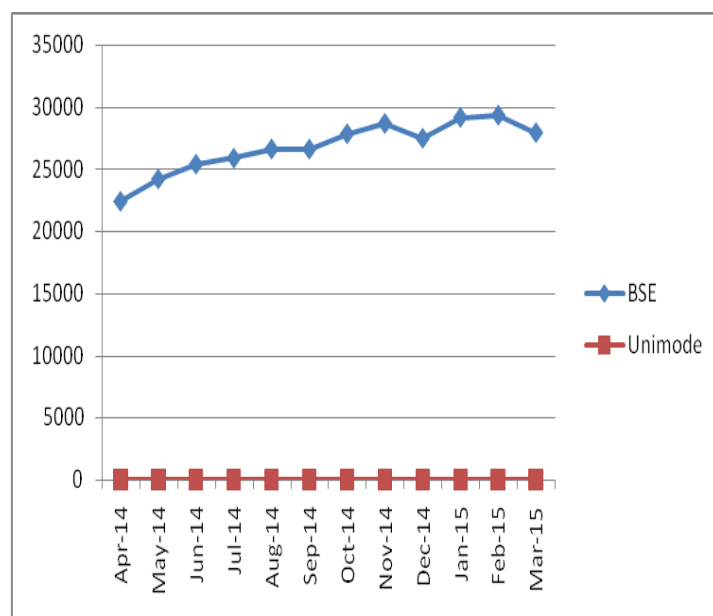
8. GENERAL SHAREHOLDERS' INFORMATION

23rd Annual General Meeting	
Date	28 th September, 2015
Time	1400 Hours
Venue	143, Swarna Park, Mundka, Delhi-110041
Financial Calendar	
Year ending	March 31, 2015
AGM in	September
Date of Book Closure/Record Date	Thursday, September 24, 2015 to Monday, September 28, 2015 (both days inclusive)
Financial Year	The financial year of the Company covers the financial period from April 1 to March 31. During the financial year under review, the Board Meetings for approval of quarterly and annual financial results were held on the following dates: 1st Quarter Results : August 13, 2014 2nd Quarter Results : November 13, 2014 3rd Quarter Results : February 14, 2014 4th Quarter & Annual Results : April 24, 2015
Listing on Stock Exchanges	Bombay Stock Exchange, Madras Stock Exchange, Delhi Stock Exchange and Jaipur Stock Exchange.
Registrar and Transfer Agent	M/s Skyline Financial Services Pvt. Ltd. Contact Person: Mr. Virender Rana Address: D-153-A, 1 st Floor Okhla Industrial Area Phase-1 New Delhi-110020 Tel. : 011-26812682, 83, 011-64732681 to 88 Fax : 011-26812682 E-mail: admin@skylinerta.com Website: http:// www.skylinerta.com
Stock Codes	ISIN (Equity Shares) in NSDL & CDSL: INE348N01018 BSE Code : 512595
Corporate Identification Number	Corporate Identity Number (CIN) of the Company, allotted by the Ministry of Corporate Affairs, Government of India is L51909DL1992PLC048444

Market Price Data

The Company Listed on Bombay Stock Exchange. The monthly high and low prices of your Company's shares at BSE for the year ended 31st March, 2015 are given as follows:

Month	High Price	Low Price
Jan-14	13.15	10.3
Feb-14	11.5	5.75
Mar-14	5.86	5.49
Apr-14	5.40	5.00
May-14	5.55	4.52
Jun-14	6.70	5.11
Jul-14	6.45	4.22
Aug-14	4.25	2.87
Sep-14	2.86	2.60
Oct-14	2.60	2.07
Nov-14	2.57	2.25
Dec-14	2.96	2.45
Jan-15	5.35	3.00
Feb-15	5.23	3.80
Mar-15	4.97	3.87

Performance of the share price of the company with the BSE Sensex:

Share Transfer System:

The Company's share being in compulsory Demat list, are transferable through the depository system. However, shares in the physical form are processed by the Registrar & Transfer Agent and approved by the Shareholders and Investors Grievance Committee. The Committee has delegated the authority for approving share transfer, transmission etc. The details of transfers/transmission so approved from time to time, is placed before the Shareholders'/Investors' Grievances Committee. The share transfer process is reviewed by the said committee.

The Company obtains from a Company Secretary in Practice, the half-yearly certificate of compliance with the share transfer formalities as required under Clause 47(c) of the Listing Agreement with Stock Exchanges and the said certificate is submitted with the Stock Exchanges within the stipulated time period.

Outstanding GDRs/ ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity

The Company does not have any outstanding GDRs/ ADRs/ warrants or any convertible instruments as on date.

Details of Non-Compliance:

The Company has complied with all the requirements of regulatory authorities and no penalties or strictures were imposed on the Company by any Stock Exchange or SEBI or any statutory authority on any matter related to capital market over the last three years.

Shareholding Pattern of Shares as on 31st March, 2015

Category	No. of Shares	% of Shares
Promoters		
• Individuals	594077	11.86
• Body Corporates	-	-
Total	594077	11.86
Public Shareholding		
• Fin Inst.	500	0.01
• Body Corporates	387906	7.74
• Individuals	3409423	68.04
• Others	618601	12.35
Total	4416430	88.14

Distribution of Shareholding

The distribution of shareholding as on 31st March, 2015 is given below:

Range of Shares	Number of Shares	% of Total Shares	Number of Shareholders	% of Total Shareholders
1 to 500	2845500	56.79	22087	97.27
501 to 1000	308952	6.17	392	1.73
1001 to 2000	200869	4.01	142	0.63
2001 to 3000	69825	1.39	28	0.12
3001 to 4000	59621	1.19	18	0.08
4001 to 5000	51600	1.03	11	0.05
5001 to 10000	69456	1.39	10	0.04
Greater than 10000	1404684	28.03	18	0.08
Total	5010507	100	22706	100

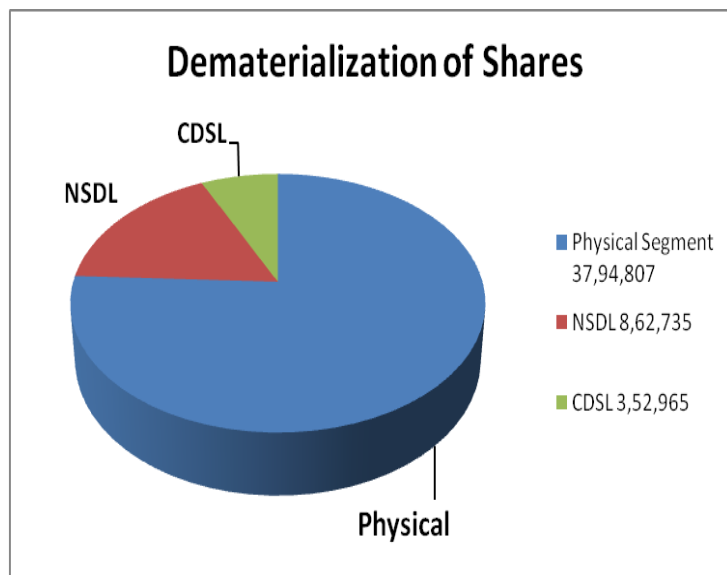
List of Top 10 Shareholders of the Company as on March 31, 2015

Sr. No	Name of the Shareholder	Number of Shares	% of Shareholding
1	Madhu Goyal	243700	4.86
2	Exponential Financial Services Pvt. Ltd.	196497	3.92
3	Harsh Aggarwal	164767	3.29
4	Vishesh Developers Pvt Ltd	108115	2.16
5	Sandeep Gupta	108000	2.16
6	L N Gupta	100000	2.00
7	Seema Mittal	75000	1.50
8	Anjali Gupta	69600	1.39
9	Mridula Mangla	52816	1.05
10	Mukul Dhamija	50200	1.00

Dematerialization of Shares

The break-up of equity shares held in Physical and Dematerialised form as on March 31, 2015, is given below:

Particular	Number of Shares	%
Physical Segment	37,94,807	75.74
Demat Segment		
NSDL	8,62,735	17.21
CDSL	3,52,965	07.05
Total	50,10,507	100



Outstanding GDR/ADR/Warrants or any Convertible Instruments, conversion dates and likely impact on equity-

Not Applicable

Address for correspondence:

The Shareholders may send their grievances/queries to the Registrar & Share Transfer Agent at their address mentioned above or to the Company at:

M/s Unimode Overseas Limited

Registered Address:

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

Email Id- unimodeoverseaslimited@gmail.com

Website: www.unimodeoverseas.in

Green Initiative In Corporate Governance

Pursuant to Circular No. 17/2011 dated 21st April, 2011 and Circular No. 18/2011 dated 29th April, 2011, Ministry of Corporate Affairs (MCA) has launched “Green Initiative in Corporate Governance” whereby the companies are allowed to send notices, documents and other communication to the shareholders in electronic mode.

Your Company encourages its shareholders to support the “Green Initiative” by registering their email addresses with their respective depositories/ Company’s Registrar and Transfer Agent and intimate changes in the email address from time to time.

Declaration on adherence to the Code of Conduct under Clause 49(II) E of the Listing Agreement

All the Board members and senior management personnel of the Company have confirmed adherence to the Code of Conduct of Unimode Overseas Limited for the financial year ended March 31, 2015.

For **Unimode Overseas Limited**
Sd/-
D.K. Mahawar
CEO

Place: New Delhi

Date: 10.08.2015

CEO/ CFO Certification

The Board of Directors,
M/s Unimode Overseas Limited
New Delhi

We, D.K. Mahawar, CEO and Sheetal Chhabra, CFO of M/s Unimode Overseas Limited, inter alia certify that:

- a) We have reviewed the Financial Statements and the Cash Flow Statement of the Company for the year 2014-2015 and to the best of our knowledge, information and belief we state that:
 - 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 current Accounting Standards, applicable Laws and Regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or in violation of the Company's Code of Conduct.
- c) The Company's other certifying officers and We, are responsible for establishing and maintaining internal controls for financial reporting and that We have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and We have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation such internal controls, if any, of which We are aware and steps We have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee that:
 - i. there are no significant changes in internal control over financial reporting during the year ;
 - ii. there are no significant changes in accounting policies during the year, and that the same have been disclosed in the notes to the financial statements; and
 - iii. there are no instances of significant fraud of which we have become aware 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 during the year.

Place: New Delhi

Date: 10.08.2015

For **Unimode Overseas Limited**
Sd/-
D.K. Mahawar
CEO

Sd/-
Sheetal Chhabra
CFO

Auditors' Certificate on compliance with the conditions of Corporate Governance under Clause 49 of the Listing Agreement

To the Members of
M/s Unimode Overseas Limited

We have examined the compliance of conditions of Corporate Governance by M/s **Unimode Overseas Limited** ("the Company") for the year ended on March 31, 2015, as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company, for ensuring the compliance of the conditions of Corporate Governance as stipulated in said clause. 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, and as per representations made by Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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 Sunil Kumar Gupta & Co
Chartered Accountants
Firm Registration No. 003645N**

**Sd/-
S.K Gupta
Partner
Membership No. 082486**

Place: New Delhi
Date: 24.04.2015

INDEPENDENT AUDITORS' 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, 2015 and the Statement of Profit and Loss and Cash Flow Statement for the year ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility For The Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 the 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the

appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, 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 on the financial statements.**

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 31, 2015;
- (b) In the case of the Statement of Profit and Loss, of the loss of the Company for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Emphasis of Matter

Attention is drawn to **Note 20** in the financial statements which indicates that the Company has accumulated losses, as a result its net worth has been substantially eroded. The Company has also incurred a net loss/net cash loss during previous year(s) but not in current year. However financial statements has been prepared on a going concern basis for the reasons stated in the note.

Our opinion is not modified in respect of these matters.

Report On Other Legal And Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 (the Order) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”.

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

Sd/-
S.K Gupta
Partner
Membership No. 082486

Place: Delhi
Date: **24.04.2015**

ANNEXURE TO THE AUDITORS' REPORT

The Annexure referred to in our report to the members of **M/s UNIMODE OVERSEAS LIMITED** (“the Company”) for the year ended 31 March 2015. We report that:

- i. The Company does not have any fixed assets during the year
- ii.
 - a. According to the information and explanations given to us physical verification of inventory had been conducted at reasonable intervals by the management;
 - b. In our opinion and according to the information and explanations given to us, procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - c. Based on verification of records, the company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- iii. According to the information and explanations given to us the Company has not granted any loans, secured or unsecured to companies, firms and other parties covered in the register maintained under section 189 of the Companies Act, 2013 (“the Act)
- iv. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory and for the sale of goods. During the course of audit no continuing failure to correct any major weaknesses in internal control system had been noticed
- v. The Company has not accepted any deposits. Hence, directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under are not applicable to the company

- vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of section 148 of the Companies Act for the business run by the Company.
- vii.
- a. According to the records of the company, Provident Fund, Employees' State Insurance, Income-Tax, Sales-Tax, Wealth-Tax, Service Tax, Custom Duty, Excise-Duty, Value added tax, Cess and other material statutory dues to the extent applicable to it have been generally regularly deposited during the year with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of above were in arrears, as at March 31, 2015 for a period of more than six months from the date on which that became payable.
- b. According to the records of the Company, there are no disputed dues on account of Income-Tax, Wealth-Tax, Service Tax, Customs Duty, Excise Duty, Value added Tax, Cess and other material statutory dues on the balance sheet date.
- c. According to the information and explanations given to us, no amount is required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act.
- viii. The Accumulated losses of the company at the end of the financial year are not less than Fifty Percent of its net worth and it has also incurred cash loss in the immediately preceding financial year but not in current financial year.
- ix. The Company did not have any outstanding dues to any financial institution, banks or debenture holders at any time during the year.
- x. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- xi. The Company had not taken any term loans from banks and/or financial institutions.
- xii. Based upon the audit procedures performed for the purpose of reporting on the true and fair view of the financial statements and as information and explanations given by management, we report that no fraud on or by the Company has been noticed or reported during the year.

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

Sd/-
S.K Gupta
Partner
Membership No. 082486

Place: Delhi
Date: **24.04.2015**

BALANCE SHEET as at 31st March 2015

Particulars	No te No.	Figures as at the end of current reporting period (Amount in Rs.)	Figures as at the end of the previous reporting period (Amount in Rs.)
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	50,105,070.00	50,105,070.00
(b) Reserves & Surplus	3	(48,614,358.91)	(48,635,127.48)
(c) Money received against share warrants		-	-
(2) Share Appli. Money Pending Allot.		-	-
(3) Non Current Liabilities			
(a) Long term borrowings		-	-
(b) Deferred tax liabilities(Net)		-	-
(c) Other long-term liabilities		-	-
(d) Long term provisions		-	-
(4) Current Liabilities			
(a) Short-term borrowings		-	-
(b) Trade payables	4	862,570.00	-
(c) Other current liabilities	5	17,978.00	1,027,978.00
(d) Short-term provisions	6	3,957.45	-
TOTAL		2,375,216.54	2,497,920.52
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets		-	-
(b) Non-current Investments		-	-
(c) Deffered tax asseets (Net)		-	-
(d) Long-term loans and advances		-	-
(e) Other non-current assets		-	-
(2) Current Assets			
(a) Current investments		-	-
(b) Inventories		-	-
(c) Trade receivables	7	201,600.00	-
(d) Cash and cash equivalentents	8	654,577.09	259,200.52
(e) Short-term loans and advances	9	1,387,935.00	2,167,935.00
(f) Other current assets	10	131,104.45	70,785.00
TOTAL		2,375,216.54	2,497,920.52

The notes are an integral part of these financial statements

Summary of Significant Accounting
Policies

1

As per our annexed report on even dates

For **Sunil Kumar Gupta & Co**

Chartered Accountants

FRN: 003645N

Sd/-

C.A. SUNIL KUMAR GUPTA

Partner

M.No. 082486

Place: New Delhi

Date: 24.04.2015

For and on behalf of the board

Sd/-

RAKESH JAIN

DIRECTOR

DIN 00224659

Date: 24/04/2015

Sd/-

JITENDRA SINGH

DIRECTOR

DIN 02573148

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31.03.2015

	Particulars	Note No.	Figures as at the end of current reporting period (Amount in Rs.)	Figures as at the end of previous reporting period (Amount in Rs.)
I.	Revenue from operations	11	1,226,440.00	-
II.	Other Income	11A	183,509.00	226,935.00
III.	Total Revenue [I+II]		1,409,949.00	226,935.00
IV.	Expenses			
	Cost of materials consumed		-	-
	Purchases of Stock-in-Trade	12	862,570.00	-
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	-
	Employee benefits expenses	13	145,000.00	48,000.00
	Finance costs	14	258.43	1,022.42
	Depreciation and amortization expenses		-	-
	Other expenses	15	381,352.00	351,272.18
	Total Expenses		1,389,180.43	400,294.60
V.	Profit before exceptional and extraordinary items and tax (III- IV)		20,768.57	(173,359.60)
VI.	Exceptional items		-	-
VII.	Profit before extraordinary items and tax (V-VI)		20,768.57	(173,359.60)
VIII.	Extraordinary items		-	-
IX.	Profit before Tax (VII-VIII)		20,768.57	(173,359.60)
X	Tax expenses:			
	(1) Current tax		3,957.45	-
	(2) Minimum Alternate Tax		(3,957.45)	-
XI.	Profit(Loss) for the period from continuing operations (IX-X)		20,768.57	(173,359.60)
XII.	Profit /(loss) from discontinuing period		-	-
XIII.	Tax expenses of discontinuing operations		-	-
XIV.	Profit/(loss) from Discontinuing operation (after tax) (XII-XIII)		-	-
XV.	Profit(Loss) for the period (XI+XIV)		20,768.57	(173,359.60)
XVI.	Earning per Equity share:			
	(1) Basic		0.0041	(0.0346)
	(2) Diluted		-	-

The notes are an integral part of these financial statements

Summary of Significant Accounting Policies

1

As per our annexed report on even dates

For **Sunil Kumar Gupta & Co**

For and on behalf of the board

Chartered Accountants
FRN: 003645N

Sd/-
C.A. SUNIL KUMAR GUPTA
PARTNER
M.No. 082486
Place : New Delhi
Date: 24.04.2015

Sd/-
RAKESH JAIN
DIRECTOR
DIN 00224659

Sd/-
JITENDRA SINGH
DIRECTOR
DIN 02573148

CASH FLOW STATEMENT AS AT 31ST MARCH 2015

	Particulars	For the year ended 31.03.2015	For the year ended 31.03.2014
A	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit before Taxation	20,768.57	(173,359.60)
	Add: Adjustment For		
1	Depreciation	-	-
2	Misc. Expenditure w/o	-	-
3	Finance Cost	258.43	1,022.42
4	Interest Received	(183,463.00)	(226,935.00)
	Operating Profit Before Working Capital Change	(162,436.00)	(399,272.18)
	Adjustment For		
1	(Increase)/decrease in Trade Receivable	(201,600.00)	-
2	Increase/(decrease) in Trade Payable	862,570.00	-
3	Increase/(decrease) in Other Current Liabilities	(1,006,042.55)	-
4	(Increase)/decrease in Other Current Assets	(60,319.45)	-
	Cash Generated from Operation	(567,828.00)	(399,272.18)
	Less: Direct Tax Paid	-	-
	Net cash Generated from operations	(567,828.00)	(399,272.18)
B	CASH FLOW FROM INVESTING ACTIVITIES		
1	Interest Received	183,463.00	226,935.00
	Movement of Loans & Advances	780,000.00	193,065.00
	Net cash used in Investing Activities	963,463.00	420,000.00
C	CASH FLOW FROM FINANCING ACTIVITIES		
1	Financial Cost	(258.43)	(1,022.42)
	Net cash generate in Financing Activities	(258.43)	(1,022.42)
	Net Changes in Cash & Cash Equivalents (A+B+C)	395,376.57	19,705.40
	Opening balance of Cash & Cash Equivalents	259,200.52	239,495.12
	Closing Balance of Cash & Cash Equivalents	654,577.09	259,200.52

In terms of our report attached.

-

For Sunil Kumar Gupta & Co

For and on behalf of the board

Chartered Accountants

FRN: 003645N

Sd/-

Sd/-

Sd/-

C.A. SUNIL KUMAR GUPTA

RAKESH JAIN

JITENDRA SINGH

PARTNER

DIRECTOR

DIRECTOR

M.No. 082486

DIN 00224659

DIN 02573148

Place: New Delhi

Date: 24.04.2015

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS**NOTE 1****SIGNIFICANT ACCOUNTING POLICIES****(i) Basis of Preparation**

The financial statements of the company has been prepared in accordance with generally accepted accounting principles in India. The company has prepared these financial statements to comply in all material respects with the accounting standards notified and the relevant provisions of the Companies Act, 2013. The Financial statements have been prepared on accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current/non current classification of assets & liabilities.

(ii) Use of Estimates

The preparation of financial statements are in conformity with the Indian GAAP requires the management to make judgements, estimates and assumptions that affect the reported amounts assets, liabilities, revenues and expenses during the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustments to the carrying amounts of assets, liabilities revenues, and expenses in future periods. Changes in estimates are reflected in the financial statements in the period in which changes are made and if material, their effects are disclosed in notes to accounts.

(iii) Revenue Recognition

Revenue is recognized on accrual basis.

(iv) Tangible/Intangible Fixed Assets

No fixed assets whether tangible or intangible held by the company

(v) Depreciation and Amortisation

As no fixed assets are held by the company, no depreciation is being charged.

(vi) Inventories

The company does not hold inventories.

(vii) Borrowing cost

As per Accounting Standard 16 Borrowing cost includes interest, commitment charges, discounts or premium relating to borrowings, ancillary costs incurred, finance charges under finance lease and exchange differences arising from foreign currency loans to the extent they are regarded as adjustment to interest costs.

(viii) Retirement and other employee benefits

There are no obligation with respect to the short term as well as long term employment benefit as per the provisions of Accounting Standard - 15 Employee Benefit. Also no provision for gratuity is required as the provisions of Payment of Gratuity Act, 1972 are not applicable

(ix) Tax on Income

Income Tax is computed in accordance with AS - 22. Tax expenses are accrued in the same period as the revenue and expenses to which they relate.

a. Current Tax

Current Income Tax is measured at the amount expected to be paid to the Income Tax authorities in accordance with the Indian Income Tax Act, 1961. The provision for Current Taxes is based on the elements of Income and expenditure as reported in the financial statements and computed in accordance with the provisions of the Indian Income Tax Act, 1961.

b. Deferred Tax

(i) Deferred Tax is to be measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonably certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

(ii) In compliance with the Accounting Standard 22 issued by the Institute of Chartered Accountants of India, on Accounting for Taxes on Income, the Company has not created Deferred Tax Asset in previous years on carry forward losses due to lack of virtual certainty that sufficient future taxable income will be available against which deferred tax assets can be realized. Accordingly the question of its reversal on set off of losses does not arise.

Provision for current income tax is made on the tax liability payable on taxable income after considering tax allowances, deductions and exemptions determined in accordance with the prevailing tax laws. The difference between taxable income and the net profit or loss before tax for the period as per the financial statements are identified and the tax effect of the deferred tax asset or deferred tax liability is recorded for timing differences, i.e. difference that originate in one accounting period and reverse in another. The tax effect is calculated on accumulated timing differences at the end of the accounting period based on the effective tax rates that would apply in the years in which the timing differences are expected to reverse

(x) Earnings Per Share

The earnings considered in ascertaining the Company's earnings per share comprise of the net profit / (loss) after tax for the year. The number of shares used in computing the basic earnings per share is the weighted average number of shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average share considered for deriving basic earnings per share, and also the weighted average number of shares, which would have been issued on the conversion of dilutive potential equity shares, if any.

(xi) Provision, Contingent liabilities and Contingents assets

A provision is recognised when the Company has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

(xii) Cash and Cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at bank and in hand and short term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

(xiii) Miscellaneous Note

In the opinion of Board of Directors, the aggregate value of Current assets, Loans and Advances are realisable in ordinary course of business and will not be less than the amount at which these are stated in the balance sheet.

NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDE 31ST MARCH, 2015**NOTE 2 SHARE CAPITAL**

PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
Authorised Capital		
Equity Shares of Rs. 10 each (52,50,000 Equity shares of Rs. 10 each)	52,500,000.00	52,500,000.00
Issued, Subscribed & Paid up		
Equity Shares of Rs. 10 each (50,10,507 Equity shares of Rs. 10 each)	50,105,070.00	50,105,070.00
	50,105,070.00	50,105,070.00

NOTE 2A RECONCILLATION OF SHARE CAPITAL

PARTICULARS	EQUITY SHARES NO. OF SHARES	
Shares outstanding at the beginning of the year	5,010,507	5,010,507
Shares issued during the year		
Shares outstanding at the end of the year	5,010,507	5,010,507

NOTE 2B No. of Equity Shares held by the holding company: Not Applicable**NOTE 2C Rights, Preferences and restriction attaching to equity shares including restrictions on the distribution of dividends and the repayment.**

The company has only one class of shares referred to as equity shares having a par value of Rs. 10 each. Each holder of equity shares is entitled to one vote per share.

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

The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors (if any) is subject to the approval of the shareholders in the ensuring Annual General Meeting, except in case of interim dividend. The amount of per share dividend recognized as distribution to equity shareholders is Rs. Nil (Previous Year Rs. Nil)

NOTE 2D SHAREHOLDERS HOLDING MORE THAN 5% SHARE CAPITAL

NAME OF SHARE HOLDER	AS AT 31.03.2015		AS AT 31.03.2014	
	%	No. of Shares	%	No. of Shares
Not Applicable				

NOTE 3 RESERVES AND SURPLUS

Surplus		
For the Current Year	20,768.57	(173,359.60)
Balance Brought Forward from the Previous years	(48,635,127.48)	(48,461,767.88)
Total	<u>(48,614,358.91)</u> =====	<u>(48,635,127.48)</u> =====

NOTE 4 TRADE PAYABLES

Sundry Creditors (Due within Operating Cycle)		
Asia Fab	862,570.00	-
Total	<u>862,570.00</u> =====	<u>-</u> =====

NOTE 5 OTHER CURRENT LIABILITIES**Advances from Customers**

Blue Star Impex Pvt. Ltd.	-	500,000.00
GIV Marketing Pvt.Ltd.	-	500,000.00

*(The above advances from customers are from Non-related parties).***For Expenses Payable**

Audit Fee Payable	17,978.00	17,978.00
Legal Fee Payable	-	10,000.00

Total	<u>17,978.00</u> =====	<u>1,027,978.00</u> =====
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NOTE 6 SHORT TERM PROVISIONS

Proision for Income Tax A.Y. 2015-16	3,957.45	-
Total	<u>3,957.45</u> =====	<u>-</u> =====

NOTE 7 TRADE RECEIVABLES

Due for more than six months

Others

Kingdom of Dreams

201,600.00

-

Total

201,600.00

-

NOTE 8 CASH AND CASH EQUIVALENTS

a. Balance with ICICI Bank

5,403.60

9,526.94

b. Balance with DCB Bank

327,431.91

-

c. Cash in hand

321,741.58

249,673.58

Total

654,577.09

259,200.52

NOTE 9 SHORT TERM LOANS AND ADVANCES

Secured/Unsecured

a) Loans & Advances to Related parties

b) Other Loans & Advances

Unsecured, Considered good

Delhi Stock Exchange (Refundable)

182,500.00

182,500.00

Singhvi & Singhvi

-

30,000.00

Sales Tax Deposit-Noida

20,000.00

20,000.00

Advances on Interest

Ravinder Singh

345,435.00

1,095,435.00

Ashok Kumar Gupta

840,000.00

840,000.00

(The above advances are given on interest @12% p.a.)

Total

1,387,935.00

2,167,935.00

NOTE 10 OTHER CURRENT ASSETS

Accrued Interest on Advances

Ashok Kumar Gupta

100,800.00

-

Income Tax Refund (A.Y. 2012-13)

3,947.00

70,151.00

Income Tax Refund (A.Y. 2013-14)

-

634.00

TDS receivable for A.Y. 2015-16

22,400.00

-

MAT Credit Entitlement Receivable

3,957.45

-

Total

131,104.45

70,785.00

NOTE 11 REVENUE FROM OPERATIONS

a) Sale of Fabrics	1,002,440.00	-
b) Sale of Services	-	-
c) Commission Income	224,000.00	-
Total	1,226,440.00	-

NOTE 11A OTHER INCOME

Interest on Advances	183,463.00	226,935.00
Interest on Income Tax Refund	46.00	-
Total	183,509.00	226,935.00

NOTE 12 PURCHASES

Purchase of Fabric	862,570.00	-
Total	862,570.00	-

NOTE 13 EMPLOYEE BENEFIT EXPENSES

Salaries and Incentives	145,000.00	48,000.00
Total	145,000.00	48,000.00

NOTE 14 FINANCE COSTS

Bank Charges	258.43	1,022.42
Total	258.43	1,022.42

NOTE 15 OTHER EXPENSES

Advertisement Expenses	34,915.00	41,848.18
Audit Fees	17,978.00	17,978.00
Conveyance expenses	3,500.00	-
Postage and courier	2,674.00	-
Website Maintenance expenses	7,250.00	-
Legal & Professional Fees	15,914.00	10,000.00
Printing & Stationary Exp	2,128.00	11,000.00
Miscellaneous Expenses	296,993.00	270,446.00
Total	381,352.00	351,272.18

NOTE 16 Foreign Currency Transaction

Particulars	Year Ended March
Foreign Currency Expenditure	NIL
Foreign Currency Income	NIL

NOTE 17 Related Party Disclosure in accordance with the Accounting standard 18 issued by the Institute of Chartered Accountants of India are:

Remuneration to key Management personnel – Rs. NIL.

Other Transactions- Rs. NIL

NOTE 18 Earning per Share

Particulars	Year Ended March
Net Profit/(Loss) for the year (In Rs.)	20,768.57
Weighted number of Equity Shares	5,010,507
Nominal value per share	Rs. 10
Earning per Share (Basic) (In Rs.)	0.0041

NOTE 19 Auditor's Remuneration

Payment to auditors (including service tax) comprises of the following:

Particulars	Year Ended March
As Statutory Audit Fee	16,000.00
Service Tax	1,978.00
Total	17,978.00

NOTE 20

Although the company has accumulated losses of Rs. 48,614,358.91 as on the Balance Sheet date in Comparison to paid up share capital of Rs. 50,105,070 as on balance sheet date. Further the company has incurred a net loss/net cash loss during ht eprevious years but not in current year but satisfactory management plans and forecasts exist to mitigate the effect, thereby ensuring the company's ability to continue as going concern.

NOTE 21

Previous year figures have been regrouped and rearranged, wherever found necessary, to confirm to the current years classification.

As per our annexed report on even dates

For and on behalf of the board

For Sunil Kumar Gupta & Co.

Chartered Accountants

FRN: 003645N

Sd/-

C.A. SUNIL KUMAR GUPTA

PARTNER

M.No. 082486

Sd/-

RAKESH JAIN

DIRECTOR

DIN 00224659

Sd/-

JITENDRA SINGH

DIRECTOR

DIN 02573148

Place: New Delhi

Date: 24.04.2015

UNIMODE OVERSEAS LIMITED

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

Email ID: unimodeoverseaslimited@gmail.com

CIN No. L51909DL1992PLC048444

Tel. No. 011-43685156

23rd ANNUAL GENERAL MEETING**PROXY FORM****Form MGT- 11**

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

Name of the Shareholder (s) (In Block Letters).....**Registered Address**.....**E-mail Id**.....**Registered Folio No./DP ID & Client ID No.**

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

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

as my / our proxy to attend and vote for me/us and on my/our behalf, if not already voted by me/us through remote e-voting, at the 23rd Annual General Meeting of the Company to be held on Monday, 28th day of September, 2015 at 2:00 P.M. at 143, Swarna Park, Mundka, Delhi-110041 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Optional (✓)	
		For	Against
Ordinary Business			
1.	Adoption of Annual Accounts of the Company as on 31st March, 2015.		
2.	Appointment of Director who is liable to retire by rotation.		
3.	Ratification of Statutory Auditors of the Company.		
Special Business			
4.	Re-appointment of Shri Jatinder Kumar Nangia as Independent Director.		
5.	Appointment of Shri Jitendra Singh as Director		

Signed this _____ day of _____ 2015.

Signature of Shareholder (s) _____

Signature of Proxy holder (s) _____

Affix Revenue Stamp

Note: This form of Proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company at 304A/10178, IIIrd Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi-110005 not less than 48 hours before the commencement of the AGM i.e. by 02:00 p.m. on 28th September, 2015.

UNIMODE OVERSEAS LIMITED

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

Email ID: unimodeoverseaslimited@gmail.com

CIN No. L51909DL1992PLC048444

Tel. No. 011-43685156

23rd ANNUAL GENERAL MEETING

ATTENDANCE SLIP

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

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

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

No. of Shares held.....

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

I hereby record my presence at the 23rd Annual General Meeting (AGM) of the Company being held at 143, Swarna Park, Mundka, Delhi-110041 on Monday, 28th day of September, 2015 at 02:00 P.M

Signature of the Shareholder or Proxy.....

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

.....✂.....✂.....✂.....
ELECTRONIC VOTING PARTICULARS

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereafter, the Resolutions proposed at the 23rd AGM will be transacted through remote E-Voting (facility to cast vote a place other than the venue of the AGM).

EVEN (E-voting Event Number)	User ID	Password

Please refer to Note No. 13 of Notice

.....✂.....✂.....✂.....
REGISTRATION OF E-MAIL ADDRESS FOR FUTURE COMMUNICATION

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

Registered Address.....

E-mail Id.....

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

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

AGM VENUE ROUTE MAP

