

UNIMODE OVERSEAS LIMITED

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

Email ID: unimodeoverseaslimited@gmail.com, Website: www.unimodeoverseas.in

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

Email:corp.relations@bseindia.com

Date: 4th October, 2016

To,

Department of Corporate Services
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Sub: Annual Report for Financial Year ended on March 31, 2016

Ref: ISIN: INE348N01018, Scrip Code: 512595

Dear Sir/Madam,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith 24th Annual Report of the Company for the Year ended on 31st March, 2016.

This is for your information and record.

Thanking You,

Yours faithfully

For Unimode Overseas Limited

UNIMODE OVERSEAS LTD.



Preeti Sharma
Company Secretary
ACS- 34417

Encl: as above

UNIMODE OVERSEAS LIMITED

Annual Report

2015-16

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Vikas Munjal
Mr. Satish Kumar Gupta
Mr. Ashish Goel
Mr. Jatinder Kumar Nangia
Mrs. Geetanjali Bansal

CHIEF EXECUTIVE OFFICER

Mr. D.K. Mahawar

CHIEF FINANCIAL OFFICER

Ms. Sheetal Chhabra

COMPANY SECRETARY & COMPLIANCE OFFICER

Mrs. 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

Kotak Mahindra Bank

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 24th Annual General Meeting of **M/s Unimode Overseas Limited** will be held on Friday, 30th September, 2016 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, 2016 including the Audited Balance Sheet as at March 31, 2016 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 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 appointment of the statutory auditors of company M/s Sunil Kumar Gupta & Co (Firm registration No: 003645N), Chartered Accountants, be and is hereby ratified by the members of the company for the financial year 2016-2017 at such remuneration as may be determined by the Board of Directors of the Company."

SPECIAL BUSINESS

3. **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 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, **Mr. Vikas Munjal (DIN: 01886826)**, who was appointed as an Additional Director of the Company by the Board of Directors with effect from **29th September, 2015**, 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 an **Executive Director** of the Company who is liable to retire by rotation at the Annual General Meeting."

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 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, **Mr. Ashish Goel (DIN: 00367103)**, who was appointed as an Additional Director of the Company by the Board of Directors with effect from **29th September, 2015**, 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 an **Executive Director** of the Company who is liable to retire by rotation at the Annual General Meeting."

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 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, **Mr. Satish Kumar Gupta (DIN: 01326554)**, who was appointed as an Additional Director of the Company by the Board of Directors with effect from **29th September, 2015**, 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 **Non-Executive, Non-Independent Director** of the Company who is liable to retire by rotation at the Annual General Meeting.”

6. **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, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mrs. Geetanjali Bansal (DIN 07594879)** who was appointed as an Additional Director of the company by the Board of directors at its meeting held on 19th August, 2016 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from her proposing her candidature for the office of Director as per section 160 of Companies Act, 2013, be and is hereby appointed as a **Non-Executive, Independent Director** of the Company to hold office for the period of 5 (Five) years, whose office shall not liable to retire by rotation”.

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

PreetiSharma
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: 19.08.2016

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.
2. Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting and also their copy of the Annual Report.
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 Monday, September 26, 2016 to Friday, September 30, 2016 (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 2015-16 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 2015-16 is being sent in the permitted mode.

12. Electronic copy of the Notice of the 24th 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 24th 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:

Voting through Electronic Means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on **Tuesday, 27th September, 2016 (9:00 am)** and ends on **Thursday, 29th September, 2016 (5:00 pm)**. During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, 23rd September, 2016**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; “Unimode Overseas Limited e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing 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 remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select “EVEN” of “Unimode Overseas Limited”.
 - (viii) Now you are ready for remote 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 [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
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 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. 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).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2016.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or unimodeoverseaslimited@gmail.com
- 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 forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

- XIII. **Mr. Abhishek Gupta, Practicing Company Secretary of Abhishek Gupta & Associates** has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.unimodeoverseas.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
14. Members may also note that the Notice of the 24th Annual General Meeting and the Annual Report for 2015-16 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. The Company's Management & Control has been changed due to Takeover of the Company, therefore no directors are eligible for retire by rotation pursuant to section 152(6) of the Companies Act, 2013.
16. Mr. Jatinder Kumar Nangia (DIN: 06767274), who was appointed as an Independent Director by the shareholders in their meeting held on 28th September, 2015 and hold office up to the date of this Annual General Meeting, has completed his two consecutive terms as per Section 149(11) of Companies Act, 2013.
17. 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.
18. 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. 3, 4 and 5**

The Board of Directors at their Meeting held on 29th September, 2015, appointed Mr. Vikas Munjal (DIN: 01886826), Mr. Ashish Goel (DIN: 00367103), and Mr. Satish Kumar Gupta (DIN: 01326554), as 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.

Mr. Vikas Munjal, Mr. Ashish Goel, and Mr. Satish Kumar Gupta are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and they have given their consent to act as Directors.

In the opinion of the Board, Mr. Vikas Munjal, Mr. Ashish Goel, and Mr. Satish Kumar Gupta are fulfilled the conditions for appointment as Directors as specified in the Companies Act, 2013.

Brief resume of Mr. Vikas Munjal, Mr. Ashish Goel, and Mr. Satish Kumar Gupta, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated the Listing Regulation with the Stock Exchanges, are enclosed herewith.

Copy of the draft letters for respective appointments of Mr. Vikas Munjal, Mr. Ashish Goel, and Mr. Satish Kumar Gupta as Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

Mr. Vikas Munjal, Mr. Ashish Goel, and Mr. Satish Kumar Gupta are interested in the resolutions set out respectively at Item Nos. 3,4 &5 of the Notice with regard to their respective appointments.

The relatives of Mr. Vikas Munjal, Mr. Ashish Goel, and Mr. Satish Kumar Gupta may be deemed to be interested in the resolutions set out respectively at Item Nos. 3,4 & 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 recommends the Ordinary Resolutions set out at Item Nos. 3,4 & 5 of the Notice for approval by the shareholders.

Item No.6: Ms. Pooja Gupta, Independent (Woman) Director of your Company, submitted her resignation as Director, and in her place, Mrs. Geetanjali Bansal was appointed as an Additional (Woman) Director of the Company w.e.f 19th August 2016 by the Board of Directors under Section 161 of the Act and Article 70 of the Company's Articles of Association. In terms of Section 161(1) of the Act,

In the opinion of the Board, Mrs. Geetanjali Bansal fulfills the terms & conditions for appointment as Independent Directors as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mrs. Geetanjali Bansal holds office only upto the date of this AGM of the Company. A notice along with requisite deposit under Section 160(1) of the Act has been received.

Mrs. Geetanjali Bansal has 5 years experience in corporate sector as a Manager.

The Board recommends the Resolution at Item No.6 of the accompanying Notice for the approval by the Members of the Company.

Other than Mrs. Geetanjali Bansal, none of the Directors or KMP of the Company or their respective relatives are concerned or interested in the Resolution at Item No.6 of the accompanying Notice.

Mrs. Geetanjali Bansal is not related to any other Director or KMP of the Company.

DETAIL OF DIRECTOR SEEKING APPOINTMENT

[In pursuance of Secretarial Standard on General Meetings & Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Mr. Vikas Munjal	Mr. Ashish Goel	Mr. Satish Kumar Gupta	Mrs. Geetanjali Bansal
DIN	01886826	00367103	01326554	07594879
Father's/Husband's Name	Mr. Shri Jagdish Chandra Munjal	Mr. Shri Tej Ram Goel	Mr. Shivji Ram Gupta	Mr. Suresh Gupta
Date of Birth	11/11/1979	20/10/1976	04/09/1958	07/06/1985
Date of Appointment	29/09/2015	29/09/2015	29/09/2015	19/08/2016
Educational Qualification	Graduate	Graduate	Graduate	Matric
Experience & expertise in specific functional area	Experienced person in managing and running travel agency	He has 6 years experience of working with leading brokerage houses namely India Bulls Securities Ltd. and India Infoline Ltd.	He has 16 years working experience in the service sector and 21 years experience in the Business.	She has 5 years experience in corporate sector as a Manager
Directorships held in other Companies (excluding foreign companies)	1. Pranar Oils And Chemicals India Private Limited	1. Mangal Tradex Private Limited 2. Advisor Forum International Private limited	1. Techno Planners Limited 2. Mitushi Electronic Components Private Limited 3. Efficacy Finance Services Private Limited 4. Mitushi Food Private Limited	Nil
Committee Positions held in other Companies	Nil	Nil	Nil	Nil
Shareholding in Company (Number & %)	458223 (9.15%)	433157 (8.64%)	200150(3.99%)	-

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 2016.

1. FINANCIAL HIGHLIGHTS

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Total Income	12,56,861.00	14,09,949.00
Total Expenditure	16,62,792.00	1,389,180.43
Profit/(Loss) Before Tax	(4,05,931.00)	20,768.57
Current Tax	-	3,957.45
Minimum Alternate Tax	-	(3,957.45)
Profit/(Loss) After Tax	(4,05,931.00)	20,768.57
Balance brought forward from previous year	(48,614,358.91)	(48,635,127.48)
Balance Profit/Loss carry forward to the next year.	(493,63,290.00)	(48,614,358.91)

2. FINANCIAL PERSPECTIVE OF THE YEAR

Revenue from operation for the year ended March 31, 2016 was Rs.1,256,861/- as compared to the revenue for the previous year was Rs. 1,409,949/-. During the year the Company incurred loss amount of Rs. 405,931. EPS for the year is Rs. (0.0810) per share as compared to Rs. 0.0041 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, 2016 was Rs. 5.01 crores. During the year under review the company has not issued any shares or any convertible instruments.

5. RESERVE

The Loss of Rs. 4,05,931/- incurred 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 2015-16.

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. 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, 2016, 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.

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. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of Companies Act, 2013 and the Articles of Association of the Company, Mr. Vikas Munjal, Mr. Ashish Goel & Mr. Satish Kumar Gupta was appointed as an Additional Director w.e.f. 29th September, 2015 and Mrs. Geetanjali Gupta was appointed as an Additional (Independent) Director w.e.f 19th August, 2016. They shall hold office up to the date of the ensuing Annual General Meeting.

Mr. Rakesh Jain, Mrs. Madhu Goyal and Jitender Singh have resigned from directorship of the Company w.e.f 29th September, 2015

Ms. Pooja Gupta has resigned from the post of Directorship of the Company w.e.f. 19th August, 2016 due to some unavoidable circumstance. The Board places on record its appreciation for the valuable guidance and services rendered during her tenure.

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 the Listing Agreement/SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 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. D.K Mahwar appointed as CEO of the Company w.e.f 10th August, 2016 sar Naman Gupta, Company Secretary has resigned w.e.f. March 9, 2016.

12. NUMBER OF MEETINGS OF THE BOARD

Seven meetings of the board were held during the year. For details of the meetings of the board, please refer to the corporate governance report, which forms part of this report.

13. BOARD EVALUATION

The board of directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 (“SEBI Listing Regulations”).

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc. The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings In addition, the chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

14. POLICY ON DIRECTORS’ APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The Company’s policy on directors’ appointment and remuneration and other matters provided in section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of

this report.

15. AUDIT COMMITTEE

The details pertaining to composition of audit committee are included in the Corporate Governance Report, which forms part of this report.

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 22nd 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. RISK MANAGEMENT

The board of directors of the Company has formed a risk management committee to frame, implement and monitor the risk management plan for the Company. The committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

The development and implementation of risk management policy has been covered in the management discussion and analysis, which forms part of this report.

18. 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 behavior the company has adopted vigil mechanism policy. This policy is posted on the website of company.

19. RELATED PARTY TRANSACTIONS

None of the transactions with related parties falls under the scope of section 188(1) of the Act. Information on transactions with related parties pursuant to section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014.

20. 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.

21. 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.

22. 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.

23. 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, 2016 and the date of signing of this Report

24. CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS

Pursuant to Regulation 34 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis, Corporate Governance Report, Auditors' Certificate regarding compliance with conditions of Corporate Governance are made a part of this Annual Report. In compliance with the above regulation the CEO's declaration confirming compliance with the Code of Conduct has been made part of this report.

25. 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.

26. 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".

27. 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.

28. 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 and Companies (Particulars of Employees) Rules, 1975.

The Ratio of Remuneration of Each Director, Chief Financial Of Company Secretary of the Company for the FY-2015-2016 is annexed at “**Annexure-3**”.

29. 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. However, Company has received an advance of Rs. 250,000/- from the Mr. Ashish Goel, Director of the Company which is not covered under the definition of Deposits as per Rule 2 of the Companies (Acceptance of Deposit by Companies) Rules, 2015.

30. 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.

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

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

32. 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 2016-2017 has been paid to the Bombay Stock Exchanges.

33. 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: 10.08.2016

Vikas Munjal
Director
Din: 01886826

Ashish Goel
Director
Din: 00367103

'Annexure 1'**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31st MARCH 2016

[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 2016, 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:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Unimode Overseas Limited ("The company") for the financial year ended on 31st March 2016 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) Other applicable provisions to the company

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.; and
- ii. The Listing Agreements entered into by the Company with Stock Exchanges.

2. I further report that the Company has, in my opinion, complied with the provisions of the Companies Act, 2013 and the Rules made under that Act and the Memorandum and Articles of Association of the Company, with regard to:

- a. maintenance of various statutory registers and documents and making necessary entries therein;
- b. closure of the Register of Members.
- c. forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;
- d. service of documents by the Company on its Members, Auditors and the Registrar of Companies and other stakeholders ;
- e. notice of Board meetings and Committee meetings of Directors;
- f. the meetings of Directors and Committees of Directors including passing of resolutions by circulation;
- g. the 23rd Annual General Meeting held on Monday, 28th September, 2015.
- h. minutes of proceedings of General Meetings and of the Board and its Committee meetings; approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;
- i. constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement and reappointment of Directors /KMP.
- j. payment of remuneration to Directors/KMP.
- k. appointment and remuneration of Auditors.
- l. transfers and transmissions of the Company's shares and issue and dispatch of duplicate certificates of shares;
- m. declaration and payment of dividends; **No dividend has been declared during reporting period.**
- n. transfer of certain amounts as required under the Act to the Investor Education and Protection Fund and uploading of details of unpaid and unclaimed dividends on the websites of the Company and the Ministry of Corporate Affairs; **No amount was pending**
- o. borrowings and registration, modification and satisfaction of charges wherever applicable;
- p. investment of the Company's funds including investments and loans to others;
- q. form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule VI to the Act;
- r. Directors' report;
- s. contracts, common seal, registered office and publication of name of the Company; and
- t. Generally, all other applicable provisions of the Act and the Rules made under the Act.

1) I further report that:

1)

- a. 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.
- b. 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.

- c. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
- 2) The Company has complied with the provisions of the Securities Contracts (Regulation) Act, 1956 and the Rules made under that Act, with regard to maintenance of minimum public shareholding.
 - 3) I further report that the Company has complied with the provisions of the Depositories Act, 1996 and the Byelaws framed there under by the Depositories with regard to dematerialization / rematerialisation of securities and reconciliation of records of dematerialized securities with all securities issued by the Company.
 - 4) The Company has complied with the provisions of the FEMA, 1999 and the Rules and Regulations made under that Act to the extent applicable.
 - 5) I further report that:
 - a. The Company has complied with the requirements under the Equity Listing Agreements entered into with Stock Exchanges.
 - b. the Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
 - c. the Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;

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 following events which had bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc:

- During the reporting period Company has adopted new set of Articles of Association and Memorandum of Association as per Companies Act, 2013 in Extra –Ordinary General Meeting of the Company held on 25th February, 2016.
- Company has also approved the reduction of paid-up capital against the accumulated losses to the extent of 90% (Ninety Percent) from its existing capital Rs.50,105,070 (Rupees Five Crores, One Lac, Five Thousands, and Seventy) consisting of 5,010,507 (Fifty Lacs Ten Thousands and Five Hundred Seven) equity shares of face value of Rs. 10 (Rupees Ten) each to Rs. 5,010,507 (Rupees Fifty Lacs Ten Thousands and Five Hundred Seven) consisting of 5,010,507 (Fifty Lacs Ten Thousands and Five Hundred Seven) equity shares of face value of Re. 1 (Rupee One) each in Extra –Ordinary General Meeting of the Company held on 25th February, 2016.

Date: 19.08.2016

Place: New Delhi

Anita Aswal
Company Secretary
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.

“Annexure - A”

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: 19.08.2016
Place: New Delhi

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, 2016 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	4641	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	1333430	1800	1335230	26.65	14.79
Central Govt/ State									

Govt									
Bodies Corp.									
FI/ Banks									
Any Other									
Sub Total(A)(1)	243700	350377	594077	11.86	1333430	1800	1335230	26.65	14.79
2)Foreign									
NRIs-Individuals									
Bodies Corp.									
Institutions									
Any Others									
Sub Total(A)(2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	243700	350377	594077	11.86	1333430	1800	1335230	26.65	14.79
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									
FII's									
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.	340806	47100	387906	7.74	17170	47100	64270	1.28	(6.46)
b) Individuals									
i. Individual shareholders holding nominal share capital up to Rs 1 lakh	187310	2788130	2975440	59.38	232976	2750630	2983606	59.55	0.17
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	392783	41200	433983	8.66	-	41200	41200	0.82	(7.84)
c) Others									
N.R.I.(REPT & NON-REPT)	6200	567500	573700	11.45	6200	565900	572100	11.42	0.03
HUF	44900	-	44900	0.90	13101	-	13101	0.26	(0.64)
Clearing Members	1	-	1	0.00	500	-	500	0.01	0.01
Sub-Total (B)(2)	972000	3443930	4415930	88.13	269947	3404830	3674777	73.34	(14.79)
Total Public Shareholding (B)= (B)(1)+(B)(2)	972000	3444430	4416430	88.14	269947	3405330	3675277	73.35	(14.79)
C. Shares held by Custodian for GDRs & ADRs									
GRAND TOTAL (A)+(B)+(C)	1215700	3794807	5010507	100.00	1603377	3407130	5010507	100	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	-	-	-	-	(2.35)
2	Anjali Gupta	73490	1.47	-	-	-	-	(1.47)
3	Kamla Gupta	56030	1.12	-	-	-	-	(1.12)
4	Laxmi Narain Gupta	101510	2.03	-	-	-	-	(2.03)
5	Shashilnder Mohan Gupta	1000	0.02	-	-	-	-	(0.02)
6	Indra Mohan Goyal	700	0.01	-	-	-	-	(0.01)
7	Madhu Goyal	243700	4.86	-	243700	4.86	-	Nil
8	Vikas Munjal	-	-	-	458223	9.15	-	9.15
9	Ashish Goel	-	-	-	433157	8.64	-	8.64
10	Satish Kumar Gupta	-	-	-	200150	3.99	-	3.99
	Total	594077	11.86	-	1335230	26.65	-	14.79

(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				
	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. Laxmi Narain Gupta	101510	2.03	101510	2.03
	5. Shashi Inder Mohan Gupta	1000	0.02	1000	0.02
	6. Indra Mohan Gupta	700	0.01	700	0.01
	7. Madhu Goyal	243700	4.86	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.)	07/05/2015: Mrs Anjali Gupta transferred 73490 shares. 07/05/2015: Mr. Indra Mohan Gupta transferred 700 shares. 07/05/2015: Mrs. Kamla Gupta transferred 56030 shares. 07/05/2015: Mr. Laxmi Narain Gupta transferred 101510 shares. 07/05/2015: Shashi Inder Mohan Gupta transferred 1000 shares. 07/05/2015: Mr. Ashish Goel purchased 92580 shares. 07/05/2015: Mr. Satish Kumar Gupta purchased 140150 shares. 14/10/2015: Mr. Sandeep Gupta transferred 117647 shares. 14/10/2015: Mr. Vikas Munjal purchased 117647 shares. 06/11/2015: Mr. Satish Kumar Gupta purchased 60000 shares. 06/11/2015: Mr. Ashish Goel purchased 340577 shares.			

		06/11/2015: Mr. Vikas Munjal purchased 338776 shares. 07/11/2015: Mr. Vikas Munjal purchased 1800 shares.			
	At the end of the year				
	1. Sandeep Gupta	117647	2.35	-	-
	2. Anjali Gupta	73490	1.47	-	-
	3. Kamla Gupta	56030	1.12	-	-
	4. Laxmi Narain Gupta	101510	2.03	-	-
	5. Shashi Inder Mohan Gupta	1000	0.02	-	-
	6. Indra Mohan Gupta	700	0.01	-	-
	7. Madhu Goyal	243700	4.86	243700	4.86
	8. Vikas Munjal	458223	9.15	458223	9.15
	9. Ashish Goel	433157	8.64	433157	8.64
	10. Satish Kumar Gupta	200150	3.99	200150	3.99

(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	Harsh Aggarwal	164767	3.29	-	-
2	Multiplex Capital Ltd	23500	0.47	6020	0.12
3	Vishesh Developers Pvt Ltd	108115	2.16	-	-
4	Sandeep Tandon	30800	0.61	30800	0.61
5	Shirish Joshi	28900	0.58	28900	0.58
6	Manoj Kumar Sachdeva	14500	0.29	14500	0.29
7	Exponential Financial Services Pvt.Ltd.	196497	3.92	-	-
8	Seema Mittal	75000	1.50	100	0.00
9	Mridula Mangla	52816	1.05	-	-
10	Mukul Dhamija	50200	1.00	-	-
11	Anil Kumar Goel	50000	1.00	-	-
12	Vikas Goel	27500	0.55	-	-
13	Viral Praful Jhaveri	-	-	8278	0.17
14	Mahendra Singhvi	12300	0.25	12300	0.25
15	Raj Kishore Huf	9150	0.18	9150	0.18
16	Satish Purushottam Paseband	6858	0.14	6858	0.14
17	Vijay Shah	-	-	6851	0.14
18	Navneet Kantilal Ravani	-	-	6800	0.14
19	Subhas Pandurang Dhavale	9180	0.18	9180	0.18

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)	243700	4.86	243700	4.86
Date wise Increase/ Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ Sweat/ Equity etc.)	29/09/2015: Mrs. Madhu Goyal resigned from directorship. 29/09/2015: Mr. Vikas Munjal appointed as a director. 29/09/2015: Mr. Ashish Goel appointed as a director. 29/09/2015: Mr. Satish Kumar Gupta appointed as a director.			
At the end of the year 1. Vikas Munjal (Director) 2. Ashish Goel (Director) 3. Satish Kumar Gupta (Director)	- - -	- - -	458223 433157 200150	9.15 8.64 3.99

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
	1. Independent Directors					
	• Fee for attending board / committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
	2. 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			Total
		Mr. D.K. Mahawar* CEO	Mrs. Preeti Sharma** Company Secretary	Ms. Sheetal Chhabra*** CFO	
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	79,000.00	2,56,900.00	40,000.00	3,75,900.00
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of Profit - others, specify...	-	-	-	-
5	Others, please Specify	-	-	-	-

Total	79,000.00	2,56,900.00	40,000.00	3,75,900.00
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* Mr. D.K. Mahawar appointed as a CEO w.e.f. 10.08.2015.

** Mrs. Preeti Sharma appointed as a CS w.e.f. 08.06.2015.

*** Ms. Sheetal Chhabra appointed as a CFO w.e.f. 08.06.2015.

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 3"

DETAILS OF RATIO OF REMUNERATION OF DIRECTORS UNDER SECTION 197(12) OF THE COMPANIES ACT 2013 READ WITH RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL), RULES 2014

- a) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year

Name of the Directors	Ratio to Median Remuneration
Mr. Vikas Munjal, Executive Director	Nil
Mr. Ashish Goel, Executive Director	Nil
Mr. Satish Kumar Gupta, Non- Executive Director	Nil
Mr. Jatinder Kumar Nangia, Non Executive Independent Director	Nil
Ms. Pooja Gupta, Non Executive Independent Director	Nil

- b) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

Name of the persons	% Increase in Remuneration
Mr. Vikas Munjal, Executive Director	Nil
Mr. Ashish Goel, Executive Director	Nil
Mr. Satish Kumar Gupta, Non- Executive Director	Nil
Mr. Jatinder Kumar Nangia, Non Executive Independent Director	Nil
Ms. Pooja Gupta, Non Executive Independent Director	Nil
Mrs. Preeti Sharma, Company Secretary	Mrs. Preeti Sharma was appointed as CS in the Company and Ms. Sheetal Chhabra was designated as CFO on 8th June, 2015 and Mr. D.K. Mahawar was appointed on 10th August, 2015. Hence, percentage increase during the financial year in remuneration of Company Secretary, CFO and CEO does not applicable to them.
Ms. Sheetal Chhabra, CFO	
Mr. D.K. Mahawar, CEO	

- c) The percentage increase in the median remuneration of employees in the financial year- Nil
- d) The number of permanent employees on the rolls of company as on 31st March 2016- Nil
- e) The explanation on the relationship between average increase in remuneration and Company performance;

The increase in remuneration is in the line with the market trends in order to ensure that remuneration reflects company performance, the performance pay is linked to the organization performance.

f) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company;

Particulars	Amount in Rs.
Remuneration of Key Managerial Personnel (KMP) during financial year 2015-2016	3,75,900
Revenue from Operations	11,14,611
Remuneration (as% of revenue)	33.72%
Remuneration (as % of PBT)	-

* During the year, the Company incurred losses hence not comparable.

(g) Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the Company as at the close of the current financial year and previous financial year;

The Market Price of the Company on 31.03.2016 is Rs. 13.50 and on 31.03.2015 was Rs. 14.50.

The Earning per share of the Company on 31.03.2016 is (0.0810) and on 31.03.2015 was Rs. 0.0041.

Hence, the Price earning ratio of the Company was (55.06) at 31st March, 2016 and was 636.59 as at 31st March, 2015.

The Market Capitalisation as on 31.03.2016 is Rs. 22,346,861.22 (Share Price Rs. 4.46Per equity share) while on 31.03.2015 it was Rs. 1,30,77,423.27 (Share price Rs.2.61Per equity share).

(h) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and Justification thereof and point out if there are any exceptional circumstances for increase in the managerial Remuneration.-Nil**(i) Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company**

Particulars	Mrs. Preeti Sharma, Company Secretary	Ms. Sheetal Chhabra, CFO	Mr. D.K Mahawar CEO
Remuneration	2,56,900	40,000	79,000
Revenue	11,14,611	11,14,611	11,14,611
Remuneration (as % of Revenue)	23.05	3.59	7.09
Profit before tax (PBT)	(4,05,931)	(4,05,931)	(4,05,931)
Remuneration (as % of PBT)*	-	-	-

* During the year, the Company incurred losses hence not comparable.

(j) the key parameters for any variable component of remuneration availed by the directors;

There are no variable components of salary paid in 2015-16 linked with the performance of the Company for

the said managerial personnel.

(k) the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;

There is no such employee being paid higher than the highest paid director.

(i) Affirmation that the remuneration is as per the remuneration policy of the Company

The Company's remuneration policy is driven by the success and performance of the individual employees and the Company. Through its compensation package, the Company endeavors to attract, retain, develop and motivate a high performance staff. The Company follows a compensation mix of fixed pay, benefits and performance based variable pay. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process. The Company affirms remuneration is as per the remuneration policy of the Company.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENTS

The Indian Leather Industry plays a significant role in the Indian Economy in view of its substantial export earnings, employment generation and growth opportunities. The export of leather and leather products has increased over past few years. The globalization of economy has increased competitiveness and Indian Industry is poised well to take advantages of globalization.

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.

Your company in view of the competitive scenario has taken various steps to meet these challenges and also capitalize on budding opportunities available. The company is regularly carrying out detailed analysis of leather industry and has been making all possible efforts to understand the various minutiae of the emerging market scenario.

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 passionate 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

Although Your Company does not perceive any serious threat, still company is taking care against the risk of growing pressure of prices, foreign exchange rates variation, current and future litigation, working capital management, bad debts etc. Foreign exchange liabilities / revenues are mainly concerned with the company's operation. Regular monitoring of movement of foreign exchange rates is carried out and decisions are taken as to when outstanding are to be covered and payments are to be made. Company has strongly prepared itself to meet cutthroat competition in global market by adhering to international quality standards of its product. In addition to above company has overall risk management strategy, follows such practices & policies that are framework of efficient management to count the risk in advance.

INTERNAL CONTROLS SYSTEMS AND THEIR ADEQUACY

The company has made sufficient arrangement for internal control system and its monitoring for keeping proper record. The company has clearly fixed rules and responsibilities for all management personnel and all operational activities are well controlled. The system ensures authorization of all transactions, records and the reports correctly and properly through computerized system. The Audit committee of the Company also re-examines adequacy of internal controls, systems of risk management policies adopted by the Company. Company's Laws and Regulations are also reviewed by the internal Audit Team regularly from time to time and its report is submitted to the promoters and put up in every Board Meeting. In order to provide sufficient support for business promotion of the company, the finance and commercial functions have been properly set. The company takes into account from time to time and Analysis its progress in accordance with the Laws and Regulations set by the internal auditors and report to the Board in every Board Meeting in support of best practices for internal control, standard operating norms and guidelines are being issued. The Company also incorporates all financial operating, and information technology systems are also evaluated from time to time.

FINANCIAL PERFORMANCE

The table below gives an overview of the financial results for 2015-16 and 2014-15.:

(In Rs.)

PARTICULARS	2015-16	2014-15
Revenue from Operation	1,114,611.00	1,226,440.00
Other Income	142,250.00	183,509.00
Expenses	1,662,792.00	1,389,180.00
Profit before tax	(405,931.00)	20,768.57
Tax expense		
Current Tax	-	3957.45
Minimum Alternate Tax	-	(3957.45)
Profit after tax	(405,931.00)	20,768.57
EPS	(0.0810)	0.0041

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

Statements in the Management Discussion & Analysis Report which seek to describe the company's objectives, projections estimates, expectations and predictions may be considered to be "forward looking statements" and are stated as required by applicable laws and regulations. Actual results could differ from those expressed or implied. Many factors including global and domestic demand-supply conditions, prices, raw materials availability, technological changes, changes in Government policies, tax laws and other statues may affect the actual results, which could be different from what the Directors' envisage in terms of future performance and outlook.

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.

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the Company has executed fresh Listing Agreements with the Stock Exchanges.

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 five Directors out of which, two Independent Directors, one Non-Executive Director and one Executive Director belongs to Promoter category.

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

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

Chairman, 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, Seven Board Meetings were held on 24th April, 2015, 18th May, 2015, 8th June, 2015, 10th August, 2015, 29th September, 2015, 9th November, 2015, and 29th January, 2016. 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		
				Director-ships*	Committee Membership	Committee Chairmanship
Madhu Goyal	Non-Independent, Executive	Yes	5	-	-	-
Rakesh Jain	Independent, Non-Executive	Yes	5	-	-	-
Jitendra Singh**	Independent, Non-Executive	N.A.	5	3	-	-
Jatinder Kumar Nangia	Independent, Non-Executive	Yes	7	-	-	-
Vikas Munjal**	Non-Independent, Executive	N.A.	3	-	-	-
Ashish Goel**	Non-Independent, Executive	N.A.	3	-	-	-
Satish Kumar Gupta**	Non-Independent, Non-Executive	N.A.	3	1	-	-
Pooja Gupta**	Independent, Non-Executive	N.A.	3	-	-	-

*Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 are excluded for the above purpose.

**Resignation of Mr. Jitender Singh and appointment of Mr. Vikas Munjal, Mr. Ashish Goel, Mr Satish Kumar Gupta and Ms. Pooja Gupta w.e.f 29th September, 2015.

Video / tele-conferencing facilities are also used to facilitate Directors travelling / residing abroad or at other locations to participate in the meetings.

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. During the year Mr. Vikas Munjal was appointed in place of Mr. Rakesh Jain and Ms. Pooja Gupta was appointed in place of Mrs. Madhu Goyal as Members in committee on 09.11.2015

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 5 times. The Composition of the Audit Committee and attendance at its meetings are as follows:

Name	Category	Number of Meetings during the Financial Year 2015-16	
		Held	Attended
Mr. Jatinder Kumar Nangia (Chairman)	Independent Director	5	4
Mrs. Madhu Goyal (Member)	Non-Independent Director	5	3
Mr. Rakesh Jain (Member)	Independent Director	5	3
Mr. Vikas Munjal* (Member)	Non-Independent Director	5	2
Ms. Pooja Gupta** (Member)	Independent Director	5	2

*Mr. Vikas Munjal was appointed in place of Mr. Rakesh Jain w.e.f 09.11.2015

**Ms. Pooja Gupta was appointed in place of Mrs. Madhu Goyal w.e.f 09.11.2015

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:

- 21st April, 2015, 10th August, 2015, 29th September, 2015, 9th November, 2015 and 29th January, 2016.

The company secretary acts as the secretary to the committee. Quarterly Reports are sent to the members of the Committee on matters relating to the Insider Trading Code. The previous Annual General Meeting (“AGM”) of the Company was held on September 28, 2015 and was attended by Mr. Jatinder Kumar Nangia Chairman of the audit committee.

The Committee’s composition meets with all requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI Listing Regulations. Members of the Audit Committee possess financial / accounting expertise / exposure.

The terms of reference of the audit committee are broadly as under:

- 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;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the 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 Director’s Responsibility Statement to be included in the Board’s report in terms of clause (c) of sub-section 3 of section 134 of the Act.
 - 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 management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - Qualifications in the 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;
- Review and monitor the auditors’ independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Examination of the financial statement and the auditors’ report thereon;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed;
- The audit committee may call for the 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 may also discuss any related issues with the internal and statutory auditors and the management of the Company;
- The audit committee shall review the information required as per SEBI Listing Regulations.

The terms of reference of the Insider Trading Code adopted by the Company in FY 2015-16, the Committee considers the following matters:

- To approve policies in relation to the implementation of the Insider Trading Code and to supervise implementation of the Insider Trading Code.
- To note and take on record the status reports detailing the dealings by Designated Persons in Securities of the Company, as submitted by the Compliance Officer on a quarterly basis.
- To provide directions on any penal action to be initiated, in case of any violation of the Regulations by any person.

c. Nomination and Remuneration Committee

The nomination and remuneration committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations, read with Section 178 of the Act.

The broad terms of reference of the nomination and remuneration committee are as under:

- Recommend to the Board the setup and composition of the Board and its committees, including the “formulation of the criteria for determining qualifications, positive attributes and independence of a director.” The committee will consider periodically reviewing the composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
- Recommend to the Board the appointment or reappointment of directors.
- Devise a policy on Board diversity.
- Recommend to the Board appointment of Key Managerial Personnel (“KMP” as defined by the Act) and executive team members of the Company (as defined by this Committee).
- Carry out evaluation of every director’s performance and support the Board and Independent Directors in evaluation of the performance of the Board, its committees and individual directors. This shall include “Formulation of criteria for evaluation of Independent Directors and the Board”. Additionally the Committee may also oversee the performance review process of the KMP and executive team of the Company.
- Recommend to the Board the Remuneration Policy for directors, executive team or Key Managerial Personnel as well as the rest of the employees.
- On an annual basis, recommend to the Board the remuneration payable to the directors and oversee the remuneration to executive team or Key Managerial Personnel of the Company.
- Oversee familiarisation programmes for directors.
- Oversee the Human Resource philosophy, Human Resource and People strategy and Human Resource practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for the Board, Key Managerial Personnel and executive team).
- Provide guidelines for remuneration of directors on material subsidiaries.
- Recommend to the Board on voting pattern for appointment and remuneration of directors on the Boards of its material subsidiary companies.
- Performing such other duties and responsibilities as may be consistent with the provisions of the committee charter.

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

Name	Category	Number of Meetings during the Financial Year 2015-16	
		Held	Attended
Mr. Rakesh Jain (Chairman)	Independent Director	3	3

Mr. Jatinder Kumar Nangia (Member)	Independent Director	3	3
Mr. Jitender Singh (Member)	Independent Director	3	3
Mr. Satish Kumar Gupta * (Member)	Non-Independent Director	3	1
Ms. Pooja Gupta** (Member)	Independent Director	3	1

*Mr. Satish Kumar Gupta was appointed in place of Mr. Rakesh Jain w.e.f 29.09.2015

**Ms. Pooja Gupta was appointed in place of Mr. Jitender Singh w.e.f 29.09.2015

Three nomination and remuneration committee meetings were held. The dates on which the said meetings were held are as follows:

June 5, 2015; August 10, 2015 and September 29, 2015

The Company does not have any Employee Stock Option Scheme

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 Regulation 19 of SEBI Listing Regulations 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 behaviour 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, 2016, the Company has not paid any remuneration/Sitting Fees to its Directors.

d. Stakeholders Relationship Committee

The stakeholders' relationship committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with section 178 of the Act.

The broad terms of reference of the stakeholders' relationship committee are as under:

- Consider and resolve the grievances of security holders of the Company including redressal of investor complaints such as transfer or credit of securities, non-receipt of dividend / notice / annual reports, etc. and all other securities-holders related matters.
- Consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transfer and transmission of securities, etc.

Four meetings of the stakeholders' relationship committee were held during the year on April 20, 2015, August 8, 2015, November 4, 2015 and January 25, 2015. The composition of the stakeholders' relationship committee and the details of meetings attended by its members are given below:

Name	Category	Number of Meetings during the Financial Year 2015-16	
		Held	Attended
Mr. Jatinder Kumar Nangia	Independent Director	4	2

(Chairman)			
Mrs. Madhu Goyal (Member)	Non-Independent Director	4	2
Mr. Rakesh Jain (Member)	Independent Director	4	2
Mr. Satish Kumar Gupta* (Chairman)	Non-Independent, Non-Executive	4	2
Mr. Vikas Munjal** (Member)	Non-Independent, Executive Director	4	2
Mr. Ashish Goel*** (Member)	Non-Independent Executive Director	4	2

*Mr. Satish Kumar Gupta was appointed in place of Mr. Jatinder Kumar Nangia w.e.f 04.11.2015

** Mr. Vikas Munjal was appointed in place of Mrs Madhu Goyal w.e.f 04.11.2015

***Mr Ashish Goel was appointed in place of Mr. Rakesh Jain w.e.f 04.11.2015

The details of investor complaints received and resolved for the Financial Year 2015-2016, 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

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

*Mr. Vikas Munjal was appointed in place of Mrs Madhu Goyal w.e.f 04.11.2015

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 January 4, 2016, 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
2013-2014	Friday, 27 th Day of September, 2013 at 2.00 P.M	405, Skylark Building, 60 Nehru Place, New Delhi-110 019	<ul style="list-style-type: none"> • No special resolution was passed during the financial year- 2013-2014.
2014-2015	Monday, 29 th September, 2014 at 2.00 P.M	143, Swarna Park, Mundka, Delhi - 110041	<ul style="list-style-type: none"> • No special resolution was passed during the financial year- 2014-2015.
2015-2016	Monday, 28 th September, 2015 at 2.00 P.M	143, Swarna Park, Mundka, Delhi - 110041	<ul style="list-style-type: none"> • No special resolution was passed during the financial year- 2015-2016.

Extra- Ordinary General Meetings

Financial Year	Day, Date & Time	Venue	Particulars of Special Resolution passed
2015-2016	Thursday, 25 th Day Of February, 2016 At 10.30 A.M	304A/10178, Iird Floor, Ravinder Plaza, Abdul Aziz Road, Karol Bagh, New Delhi-110005	<ul style="list-style-type: none"> • Reduction of share capital of the company. • Adoption of new set of articles of association • Adoption of new set of memorandum of association

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.

➤ Policy

The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism as defined under Regulation 22 of SEBI Listing Regulations for directors and employees to report concerns about unethical behaviour. No person has been denied access to the Chairman of the audit committee. The Company has also adopted Policy on Determination of Materiality for Disclosures and Policy for Preservation of Documents.

The said policies have been also put up on the website of the Company at the following link:

<http://www.unimodeoverseas.in/policies1.php>

➤ **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, 2016.

➤ **Reconciliation of share capital audit:**

A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”) and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

➤ **CEO/CFO Certification**

CEO & CFO of the Company have certified to the Board regarding the Financial Statements for the year ended March 31, 2016 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

24th Annual General Meeting	
Date	30 th September, 2016
Time	1400 Hours
Venue	143, Swarna Park, Mundka, Delhi-110041
Financial Calendar	
Year ending	March 31, 2016
AGM in	September 30, 2016
Date of Book Closure/Record Date	Monday, September 26, 2016 to Friday, September 30, 2016 (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 10, 2015 2nd Quarter Results : November 9, 2015 3rd Quarter Results : January 29, 2015 4th Quarter & Annual Results : May 26, 2016
Listing on Stock Exchanges	Bombay 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, 2016 are given as follows:

Month	High Price	Low Price
Apr-15	5.04	4.13
May-15	4.3	3.35
Jun-15	3.51	2.89
Jul-15	3.68	3.04
Aug-15	3.5	2.9
Sep-15	4.24	2.07
Oct-15	2.05	1.95
Nov-15	2.24	2.04
Dec-15	2.58	2.25
Jan-16	2.58	2.47
Feb-16	3.3	2.48
Mar-16	3.42	2.49

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.

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, 2016

Category	No. of Shares	% of Shares
Promoters		
• Individuals	1335230	26.65
• Body Corporates	-	-
Total	1335230	26.65
Public Shareholding		
• Fin Inst.	500	0.01
• Body Corporates	64270	1.28
• Individuals	3610007	72.05
• Others	500	0.01
Total	3675277	73.35

Distribution of Shareholding

The distribution of shareholding as on 31st March, 2016 is given below:

Range of Shares	Number of Shares	% of Total Shares	Number of Shareholders	% of Total Shareholders
1 to 500	2,836,576	56.61	22,027	97.34
501 to 1000	308,728	6.16	391	1.73
1001 to 2000	194,166	3.88	138	0.61
2001 to 3000	70,294	1.40	28	0.12
3001 to 4000	52,901	1.06	16	0.07
4001 to 5000	51,600	1.03	11	0.05
5001 to 10000	74,512	1.49	11	0.05
Greater than 10000	1,421,730	28.37	8	0.04
Total	5,010,507	100.00	22,630	100.00

List of Top 10 Shareholders of the Company as on March 31, 2016

Sr. No	Name of the Shareholder	Number of Shares	% of Shareholding
1	Vikas Munjal	458223	9.15

2	Ashish Goel	433157	8.64
3	Madhu Goyal	243700	4.86
4	Satish Kumar Gupta	200150	3.99
5	Sandeep Tandon	30800	0.61
6	Shirish Joshi	28900	0.58
7	Manoj Kumar Sachdeva	14500	0.29
8	Mahendra Singhvi	12300	0.25
9	Subhas Pandurang Dhavale .	9180	0.18
10	Raj Kishore HUF	9150	0.18

Dematerialization of Shares

The break-up of equity shares held in Physical and Dematerialised form as on March 31, 2016, is given below:

Particular	Number of Shares	%
Physical Segment	34,07,130	68.00
Demat Segment		
NSDL	13,03,556	26.02
CDSL	2,99,821	5.98
Total	50,10,507	100

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 REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT UNDER REGULATION 17 (5) SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015

In accordance with Regulation 17 of the Listing Regulations, 2015, I hereby confirm that all the Directors and the Senior Management personnel of the Company have affirmed the compliance with Code of Conduct, as applicable to them for the financial year ended on March 31, 2016.

For Unimode Overseas Limited

D.K. Mahawar
CEO

PAN: COPPM8600H

Place: New Delhi

Date:19.08.2016

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, responsible for the finance functions certify that:

- a) We have reviewed the Financial Statements and the Cash Flow Statement of the Company for the year 2015-2016 and to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable Laws and Regulations.
- b) 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) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation such internal controls, if any, of which we are aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d)
 - i. There has not been any significant changes in internal control over financial reporting during the year ;
 - ii. There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements.
 - iii. We are no aware of any instances during the year of significant fraud with involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Unimode Overseas Limited

Place: New Delhi

Date: 19.08.2016

D.K. Mahawar
CEO

PAN: COPPM8600H

Sheetal Chhabra
CFO

PAN: CKBPS1333R

Certificate on Corporate Governance

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, 2016, as stipulated in Regulation 17 to 27 and clause (b) to (i) of Regulation 46 (2) and para C, D and E of Schedule V of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

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. It is neither an audit nor an expression of opinion on the financial statements of the Company.

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

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.

Date: 19.08.2016
Place: New Delhi

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

INDEPENDENT AUDITORS' REPORT

To The Members of 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, 2016 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, 2016;

- (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 23** 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 the 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, 2016 (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 accounts
 - 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, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 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 B".
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts having any material foreseeable losses.
- iv. There are no items which required to be transferred, to the Investor Education and Protection Fund by the Company.

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

Place: Delhi
Date: 26.05.2016

S.K Gupta
Partner
Membership No. 082486

ANNEXURE TO THE AUDITORS' REPORT

The Annexure referred to in our report to the members of **UNIMODE OVERSEAS LIMITED** ("the Company") for the year ended 31 March 2016. We report that:

- i. The Company does not have any fixed assets during the year; accordingly clause (i) of the said order is not applicable.
- ii. There are no inventories available with the company hence the provisions of clause (ii) of the said order are not applicable.
- iii. According to the information and explanations given to us the Company has not granted unsecured loans to companies, firms, Limited Liability Partnerships or 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, the Company has not made any loans, investments, guarantees, and security, covered under the provisions of section 185 and 186 of the Companies Act, 2013, hence the provisions of clause (iv) of the said order are not applicable.
- 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 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 Act for 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 Provident Fund, Employees' State Insurance, Wealth-Tax, Service Tax, Custom Duty, Excise-Duty, Value added tax, Cess and other material statutory dues to the extent applicable were in arrears as at 31 March 2016 for a period of more than six months from the date they became payable.
 - b. According to the records of the Company, there are no disputed dues on account of Income-Tax, Sales Tax, Wealth-Tax, Service Tax, Customs Duty, Excise Duty, Value added Tax, Cess and other material statutory dues as on the balance sheet date.
- viii. The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph (viii) of the Order is not applicable.
- ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph (ix) of the Order is not applicable.
- x. 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 material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid and provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act
- xii. The Company is not a nidhi company. Accordingly, paragraph (xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly

- convertible debentures during the year, hence the provision of xiv of the said order is not applicable.
- xv. According to the information and explanations given to us, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph (xv) of the Order is not applicable.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

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

Place: Delhi
Date: 26.05.2016

S.K Gupta
Partner
Membership No. 082486

Annexure - B

ANNEXURE TO THE AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **UNIMODE OVERSEAS LIMITED** ("the Company") as of 31 March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial

controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Place: Delhi
Date: 26.05.2016

S.K Gupta
Partner
Membership No. 082486

UNIMODE OVERSEAS LIMITED				
304A/10178, THIRD FLOOR, RAVINDER PLAZA, ABDUL AZIZ ROAD, KAROL BAGH, NEW DELHI-110005				
BALANCE SHEET AS AT 31ST MARCH 2016				
CIN:L51909DL1992PLC048444				
	Particulars	Note No.	Figures as at the end of current reporting period (Amount in Rs.)	Figures as at the end of current reporting period (Amount in Rs.)
I.	<u>EQUITY AND LIABILITIES</u>			
(1)	Shareholders' Funds	-		
	(a) Share Capital	2	50,105,070.00	50,105,070.00
	(b) Reserves & Surplus	3	(49,363,290.00)	(48,614,358.91)
	(c) Money received against share warrants		-	-
(2)	Share Application Money Pending Allotment		-	-
(3)	Non Current Liabilities	-		
	(a) Long term borrowings		-	-
	(b) Deffered 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	1,105,518.00	17,978.00
	(d) Short-term provisions	6	-	3,957.45
	TOTAL		1,847,298.00	2,375,216.54
II.	<u>ASSETS</u>			
(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 equivalents	8	186,009.00	654,577.09
	(e) Short-term loans and advances	9	1,429,385.00	1,387,935.00
	(f) Other current assets	10	231,904.00	131,104.45
	TOTAL		1,847,298.00	2,375,216.54
The notes are an integral part of these financial statements				
Summary of Significant Accounting Policies As per our annexed report on even dates For Sunil Kumar Gupta & Co Chartered Accountants FRN: 003645N				
		1	For and on behalf of the board	
C.A. SUNIL KUMAR GUPTA PARTNER M.No. 082486 Place: New Delhi Date: 26.05.2016			VIKAS MUNJAL DIRECTOR DIN 01886826	Ashish Goel DIRECTOR DIN 00367103
			SHEETAL CHHABRA C.F.O.	PREETI SHARMA Company Secretary

UNIMODE OVERSEAS LIMITED				
304A/10178, THIRD FLOOR, RAVINDER PLAZA, ABDUL AZIZ ROAD, KAROL BAGH, NEW DELHI-110005				
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31.03.2016				
CIN:L51909DL192PLC048444				
	Particulars	Note No.	Figures as at the end of current reporting period (Amount in Rs.)	Figures as at the end of current reporting period (Amount in Rs.)
I.	Revenue from operations	11	1,114,611.00	1,226,440.00
II.	Other Income	11A	142,250.00	183,509.00
III.	Total Revenue [I+II]		1,256,861.00	1,409,949.00
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	535,900.00	145,000.00
	Finance costs	14	733.00	258.43
	Depreciation and amortization expenses		-	-
	Other expenses	15	1,126,159.00	381,352.00
	Total Expenses		1,662,792.00	1,389,180.43
V.	Profit before exceptional and extraordinary items and tax (III- IV)		(405,931.00)	20,768.57
VI.	Exceptional items		-	-
VII.	Profit before extraordinary items and tax (V-VI)		(405,931.00)	20,768.57
VIII.	Extraordinary items		-	-
IX.	Profit before Tax (VII-VIII)		(405,931.00)	20,768.57
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)		(405,931.00)	20,768.57
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)		(405,931.00)	20,768.57
XVI.	Earning per Equity share:			
	(1) Basic		(0.0810)	0.0041
	(2) Diluted		-	-
The notes are an integral part of these financial statements				
Summary of Significant Accounting Policies		1	For and on behalf of the board	
As per our annexed report on even dates				
For Sunil Kumar Gupta & Co Chartered Accountants FRN: 003645N			VIKAS MUNJAL DIRECTOR DIN 01886826	ASHISH GOEL DIRECTOR DIN 00367103
C.A. SUNIL KUMAR GUPTA PARTNER M.No. 082486			SHEETAL CHHABRA C.F.O.	PREETI SHARMA COMPANY SECRETARY
Place: New Delhi				
Date: 26.05.2016				

UNIMODE OVERSEAS LIMITED			
304A/10178, THIRD FLOOR, RAVINDER PLAZA, ABDUL AZIZ ROAD, KAROL BAGH, NEW DELHI-110005			
CASH FLOW STATEMENT AS AT 31ST MARCH 2016			
CIN:L51909DL1992PLC048444			
(Amount in Rs.)			
	Particulars	For the year ended 31.03.2015	For the year ended 31.03.2014
A	<u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
	Net Profit before Taxation	(405,931.00)	20,768.57
	Add: Adjustment For		
1	Depreciation	-	-
2	Misc. Expenditure w/o	(343,000.00)	-
3	Finance Cost	733.00	258.43
4	Interest Received	(142,250.00)	(183,463.00)
	Operating Profit Before Working Capital Change	(890,448.00)	(162,436.00)
	Adjustment For		
1	(Increase)/decrease in Trade Receivable	201,600.00	(201,600.00)
2	Increase/(decrease) in Trade Payable	(862,570.00)	862,570.00
3	Increase/(decrease) in Other Current Liabilities	1,083,582.55	(1,006,042.55)
4	(Increase)/decrease in Other Current Assets	(100,799.55)	(60,319.45)
	Cash Generated from Operation	(568,635.00)	(567,828.00)
	Less: Direct Tax Paid	-	-
	Net cash Generated from operations	(568,635.00)	(567,828.00)
B	<u>CASH FLOW FROM INVESTING ACTIVITIES</u>		
1	Interest Received	142,250.00	183,463.00
	Movement of Loans & Advances	(41,450.00)	780,000.00
	Net cash used in Investing Activities	100,800.00	963,463.00
C	<u>CASH FLOW FROM FINANCING ACTIVITIES</u>		
1	Financial Cost	(733.00)	(258.43)
	Net cash generate in Financing Activities	(733.00)	(258.43)
	Net Changes in Cash & Cash Equivalents (A+B+C)	(468,568.00)	395,376.57
	Opening balance of Cash & Cash Equivalents	654,577.00	259,200.52
	Closing Balance of Cash & Cash Equivalents	186,009.00	654,577.09
In terms of our report attached.		For and on behalf of the board	
For Sunil Kumar Gupta & Co Chartered Accountants FRN: 003645N		VIKAS MUNJAL DIRECTOR DIN 01886826	ASHISH GOEL DIRECTOR DIN 00367103
C.A. SUNIL KUMAR GUPTA PARTNER M.No. 082486		SHEETAL CHHABRA C.F.O.	PREETI SHARMA Company Secretary
Place: New Delhi Date: 26.05.2016			

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

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016
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.

Provision, Contingent liabilities and Contingents assets**(xi)**

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 ENDED 31ST MARCH, 2016**NOTE 2: SHARE CAPITAL**

Particulars	As as 31.03.2016	As at 31.03.2015
Authorized 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
TOTAL	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 be 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 ensuing Annual General Meeting, except in case of interim dividend. The amount of per share dividend recognised as distribution to equity shareholders is Rs. Nil (Previous Year Rs. Nil)

NOTE 2D SHAREHOLDERS HOLDING MORE THAN 5 % SHARE CAPITAL

NAME OF SHAREHOLDER	As At 31.03.2016		As at 31.03.2015	
	%	No.of Share	%	No. of Share
ASHISH GOEL	8.64%	433157	-	-
SATISH KUMAR GUPTA	3.99%	200150	-	-
MADHU GOYAL	4.86%	243700	-	-
VIKAS MUNJAL	9.15%	458223	-	-

NOTE 3 RESERVES AND SURPLUS**Surplus**

For the Current Year	(405,931.00)	20,768.57
Less: Capital reduction expenses w/o during year	(343,000.00)	-
Balance Brought Forward from the Previous years	(48,614,359.00)	(48,635,127.48)
TOTAL	(49,363,290.00)	(48,614,358.91)

NOTE 4 TRADE PAYABLES

Sundry Creditors (Due within Operating Cycle)

Asia Fab	-	862,570.00
	-	862,570.00

NOTE 5 OTHER CURRENT LIABILITIES**Advances from Director's/Director's relatives**

Ashish Goel	250,000.00	-
AV Investments	270,000.00	
Jitender Singh	100,000.00	-
Mangal Tradex Pvt. Ltd.	200,000.00	
<u>For Expenses Payable</u>		
Audit Fee Payable	32,060.00	17,978.00
Legal & Professional Fee Payable	66,038.00	-
Salary payable	38,200.00	
Rent payable	37,174.00	
RTA Expenses payable	78,612.00	
TDS Payable	33,434.00	
	1,105,518.00	17,978.00

NOTE 6 SHORT TERM PROVISIONS

Provision for Income Tax A.Y. 2015-16	-	3,957.45
	-	3,957.45

NOTE 7 TRADE RECEIVABLES

Due for more than six months	-	-
Others		
Kingdom of Dreams	-	201,600.00
	-	201,600.00

NOTE 8 CASH AND CASH EQUIVALENTS

a. Balances with ICICI Bank	5,404.00	5,403.60
b. Balances with DCB Bank	-	327,431.91
c. Balances with Kotak Mahindra Bank	97,762.00	
c. Cash in hand	82,843.00	321,741.58
	186,009.00	654,577.09

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
Sales Tax Deposit- Noida	20,000.00	20,000.00
Advances on Interest		
Ravinder Singh	386,885.00	345,435.00
Ashok Kumar Gupta	840,000.00	840,000.00
<i>(The above advances are given on Interest @12% p.a.)</i>		
	1,429,385.00	1,387,935.00

NOTE 10 OTHER CURRENT ASSETS

Accrued Interest on Advances		
Ashok Kumar Gupta	201,600.00	100,800.00
Income Tax Refund (A.Y 2012-13)	3,947.00	3,947.00
TDS receivable for A.Y. 2015-16	-	22,400.00
Income Tax Receivable	3,957.45	
Income Tax Refund (A.Y 2015-16)	18,442.55	
MAT Credit Entitlement Receivable	3,957.00	3,957.45
	231,904.00	131,104.45

NOTE 11 REVENUE FROM OPERATIONS

a) Sale of Fabrics	-	1,002,440.00
b) Sale of Services	1,114,611.00	-
c) Commission income	-	224,000.00
	1,114,611.00	1,226,440.00

NOTE 11A OTHER INCOME

Interest on Advances	142,250.00	183,463.00
Interest on Income Tax Refund	-	46.00
	142,250.00	183,509.00

NOTE 12 PURCHASES

Purchase of Fabric	-	862,570.00
	-	862,570.00

NOTE 13 EMPLOYEE BENEFIT EXPENSES

Salaries and Incentives	535,900.00	145,000.00
	535,900.00	145,000.00

NOTE 14 FINANCE COSTS

Bank charges	733.00	258.43
	733.00	258.43

NOTE 15 OTHER EXPENSES

Advertisement expenses	74,785.00	34,915.00
Audit fees	32,060.00	17,978.00
AGM & EGM Expenses	307,075.00	-
Board Meeting Expenses	12,430.00	-
Conveyance expenses	2,478.00	3,500.00
Depository Expenses	26,065.00	-
BSE Listing fee	224,720.00	-
Postage and courier	8,909.00	2,674.00
Website Maintenance expenses	5,000.00	7,250.00
Legal & Professional Fees	252,764.00	15,914.00
Printing & Stationary Expenses	9,446.00	2,128.00
Rent	52,174.00	-
Miscellaneous Expenses	11,091.00	296,993.00
RTA Expenses	107,162.00	-
	1,126,159.00	381,352.00

NOTE 16 Foreign Currency Transaction

Particulars	2015-16 (Rs)	2014-15 (Rs)
Foreign Currency Expenditure	-	-
Foreign Currency Income	-	-

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

A. Information given in accordance with the requirements of Accounting Standard 18 on Related Party Disclosures:

i) Key Managerial Person:

Ashish Goel
D.K. Mahawar
Sheetal Chhabra
Preeti Sharma

ii) Enterprises in which KMP/Relatives of KMP having significant influence or control:

AV Investments
Mangal Tradex Private Limited

B. Transactions amount during the year ended 31st March 2016**i) Remuneration to Key Management Personnel-**

Name	Designation	2015-16 (Rs)	2014-15 (Rs)
D.K. Mahawar	Chief Executive Officer	79,000	-
Sheetal Chhabra	Chief Finance Officer	40,000	-
Preeti Sharma	Company Secretary	256,900	-

ii) Loans & Advances Taken

		Ashish Goel	
	Particulars	Transaction Value	Balance O/S
Interest Paid		Nil (PY Nil)	2,50,000 (PY Nil)
Advances Taken		2,50,000 (PY Nil)	Nil

		AV Investments	
	Particulars	Transaction Value	Balance O/S
Interest Paid		Nil (PY Nil)	2,70,000 (PY Nil)
Advances Taken		2,70,000 (PY Nil)	Nil

		Mangal Tradex Private Limited	
	Particulars	Transaction Value	Balance O/S
Interest Paid		Nil (PY Nil)	2,00,000 (PY Nil)
Advances Taken		2,00,000 (PY Nil)	Nil

NOTE 18 Contingent Liabilities

Particulars	2015-16 (Rs)	2014-15 (Rs)
Claims against the company, not acknowledged as debts	-	-
Gaurantees and Commitments	-	-

NOTE 19 Balances of Sundry Creditors, Sundry Debtors, Advances are subject to confirmation / reconciliation.

NOTE 20 In accordance with AS 22 Accounting for taxes on income, Deferred Tax Assets has not been created due to lack of virtual certainty that there will be sufficient future taxable income against which such Deferred tax asset could be realized.

NOTE 21 Earning per Share

Particulars	2015-16 (Rs)	2014-15 (Rs)
Net Profit/(Loss) for the year (In Rs.)	(405,931.00)	20,768.57
Weighted number of Equity Shares	5,010,507	5,010,507
Nominal value per share	Rs. 10	Rs. 10
Earning per Share (Basic) (In Rs.)	(0.0810)	0.0041

NOTE 22 Auditor's Remuneration

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

Particulars	2015-16 (Rs)	2014-15 (Rs)
As Statutory Audit Fee	28,000	16,000
Service Tax	4,060	1,978
Total	32,060	17,978

NOTE 23 Although the company has accumulated losses of Rs 49,363,290 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 the current year but not in previous year but satisfactory management plans and forecasts exist to mitigate the effect , thereby ensuring the company's ability to continue as going concern

NOTE 24 Previous year figures have been regrouped and rearranged, wherever found necessary, to confirm to the current years classification

In terms of our report attached.

For **Sunil Kumar Gupta & Co**

Chartered Accountants

FRN: 003645N

C.A. SUNIL KUMAR GUPTA

PARTNER

M.No. 082486

Place: New Delhi

Date: 26.05.2016

For and on behalf of the board

VIKAS MUNJAL

DIRECTOR

DIN 01886826

SHEETAL CHHABRA

C.F.O.

ASHISH GOEL

DIRECTOR

DIN 00367103

PREETI SHARMA

Company Secretary

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

24th 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 24th Annual General Meeting of the Company to be held on Friday, 30th day of September, 2016 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, 2016.		
2.	Ratification of Statutory Auditor of the Company.		
Special Business			
4.	Appointment of Mr. Vikas Munjal (DIN: 01886826) as an Executive Director.		
5.	Appointment of Mr. Ashish Goel (DIN: 00367103) as an Executive Director.		
6.	Appointment of Mr. Satish Kumar Gupta(DIN: 01326554) as a Non-Executive Director.		
7.	Appointment of Mrs. Geetanjali Bansal (DIN: 07594879) as an Independent Director.		

Signed this _____ day of _____ 2016.

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 30th September, 2016.

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

24th 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 24th Annual General Meeting (AGM) of the Company being held at 143, Swarna Park, Mundka, Delhi-110041 on Friday, 30th day of September, 2016 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 24th 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).....

ROUTE MAP OF AGM VENUE

