

18TH ANNUAL REPORT

2009 - 2010



UNIMODE OVERSEAS LIMITED



BOARD OF DIRECTORS

Shri Sandeep Gupta	Director
Shri Rakesh Jain	Director
Smt. Madhu Goyal	Director
Shri Narinder Kumar Goyal	Director
Shri Sanjay Dhawan	Director
Shri Niladri Bihari Mishra	Company Secretary

REGISTERED OFFICE

E-87, Masjid Moth,
Greater Kailash - III,
New Delhi - 110 048

AUDITORS

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

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NOTICE

NOTICE is hereby given that the 18th Annual General Meeting of the members of **Unimode Overseas Limited** will be held on Thursday, 30th Day of September 2010, at 13, Bela Road, Civil Lines, Delhi-110054 at 12.00 P.M. to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2010, Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Sandeep Gupta, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Narinder Kumar Goyal, who retires by rotation and being eligible, offers himself for re-appointment.
4. To Consider and if Thought fit to pass with or without modification the following resolution as an **Ordinary Resolution**:

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

SPECIAL BUSINESS:

5. To Consider and if Thought fit to pass with or without modification the following resolution as an **Ordinary Resolution**:

“RESOLVED that Shri Sanjay Dhawan, who was appointed as an additional director of the Company by the Board of Directors and who ceases to hold office under Section 260 of the Companies Act, 1956 on the date of this Meeting and in respect of whom, the Company has received a notice under section 257 in writing proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

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

Niladri Bihari Mishra
Company Secretary

Place : New Delhi
Date : 28th July 2010

NOTES:

1. Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 in respect of the business under item no. 5 setout above is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED

NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

3. Members/Proxies should bring the enclosed attendance slip duly filled in, for attending the meeting, along with the Annual Report.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 28th September 2010 to 29th September 2010, both days inclusive.
5. Members are requested to notify the change in their address, if any.
6. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during the office hours on all working days between 11a.m. and 1.00 p.m. up to the date of this Annual General Meeting.
7. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.
8. Members are requested to note that all correspondence relating to share transfer should be addressed to its Registrars and Transfer Agents, M/s. Skyline Financial Services Private Limited, 246, 1st Floor, Sant Nagar, East of Kailash, New Delhi – 110 065

EXPLANATORY STATEMENT PURSUANT SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item No. 5:

It is informed that Shri Sanjay Dhawan was appointed Additional Director on the Board of the Company on 28.07.2010, as an Independent Director. Mr. Sanjay Dhawan is a Member of Institute of Chartered Accountants of India and has good experience in financial restructuring and fund raising. His appointment on the Board will help the Company raising resources for expansion of business activities of the Company.

He is eligible for appointment as Director of the Company. The Board recommends the resolutions for approval.

None of the Directors except the appointee himself is interested in the resolution of his appointment.

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

Niladri Bihari Mishra
Company Secretary

Place : New Delhi
Date : 28th July 2010

1. Sh. Narinder Kumar Goyal, Non-Executive and Independent Director	
Date of Birth	30.01.1962
Expertise in Specific Functional Area	Shri Narinder kumar is a Commerce and Law Graduate and have more than 21 years in Marketing strategies
Directorship in other Companies	Ace Securities Private Limited, JSG Leasing Limited and SNS Properties & Leasing Limited
Committee Position	Chairman of Shareholders' Grievance Committee of Unimode Overseas Limited and SNS Properties & Leasing Limited. Member of Audit Committee of Unimode Overseas Limited and SNS Properties & Leasing Limited.
Shareholding in the Company	NIL
2. Sh. Sanjay Dhawan, Non-Executive and Independent Director	
Date of Birth	01-06-1958
Expertise in Specific Functional Area	Shri Sanjay Dhawan is a fellow Member of Institute of Chartered Accountants of India and have more then 25 years in Financial matters.
Directorship in other Companies	U.G. Hotel & Resorts limited, Innovative Tech Pack Limited, N Narayan Agro Foods Limited
Committee Position	Member of Audit Committee of Unimode Overseas Limited
Shareholding in the Company	NIL
3. Sh. Sandeep Gupta, Non-Executive and Independent Director	
Date of Birth	22-11-1961
Expertise in Specific Functional Area	Shri Sandeep Gupta is a businessman with more then 20 years of experience
Directorship in other Companies	NIL
Committee Position	Remuneration Committee of Unimode Overseas Limited
Shareholding in the Company	NIL