



## NOTICE

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

### ORDINARY BUSINESS:

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

### Ordinary Resolution:

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

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

**Debika Maitra**  
Company Secretary

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

### NOTES:

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

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

(In pursuance to Clause 49 of the Listing Agreement)

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



## **DIRECTORS' REPORT**

Dear Shareholders,

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

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

### **Performance**

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

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

### **Dividend**

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

### **Business Operations Overview & Future Outlook**

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

### **Fixed Deposits**

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

### **Directors**

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

### **Directors' Responsibility Statement**

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

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

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

### **Particulars of Energy, Technology and Foreign exchange**

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

### **Personnel and Particulars of Employees**

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

### **Auditors**

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

### **Auditors' Report**

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

### **Audit Committee Recommendations**

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

### **Corporate Governance Report**

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

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

### **Appreciation**

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

For and on Behalf of the Board

**Rakesh Jain**  
Director

**Madhu Goyal**  
Director



## **MANAGEMENT DISCUSSION AND ANALYSIS**

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

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

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

#### **OPPORTUNITIES**

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

#### **THREATS**

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

The competition is increasing from other developing countries post 2005.

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

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

#### **FUTURE OUTLOOK**

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

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

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

### **STRENGTHS**

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

### **RISK AND CONCERNS**

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

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

### **HUMAN RESOURCES**

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

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

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

### **FORWARD LOOKING STATEMENT**

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

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