

20TH ANNUAL REPORT

2011 - 2012



UNIMODE OVERSEAS LIMITED



CORPORATE INFORMATION

BOARD OF DIRECTORS

Smt. Madhu Goyal	Director
Shri Rakesh Jain	Director
Shri Sanjay Dhawan	Director
Shri Narinder Kumar Goyal	Director

REGISTERED OFFICE

405, Skylark Building,
60, Nehru Place,
New Delhi - 110 019

AUDITORS

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

REGISTRAR & TRANSFER AGENT

Skyline Financial Services Pvt. Ltd
D-153/A, 1st Floor, Okhla Industrial Area,
Phase-I, New Delhi-110020

BANKERS

ICICI Bank Limited
Kailash Colony
New Delhi-110048

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NOTICE

NOTICE is hereby given that the 20th Annual General Meeting of the members of **Unimode Overseas Limited** will be held on Friday, 28th Day of September 2012, at 3:00 PM at the registered office of the company situated at 405, Skylark Building, 60, Nehru Place, New Delhi – 110 019, to transact the following business as:-

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Balance Sheet as at 31st March 2012, Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
- To appoint a Director in place of Shri Sanjay Dhawan, who retires by rotation and being eligible, offers himself for re-appointment.
- To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

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

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

Narinder Kumar Goyal
Director

Place : New Delhi
Date : 14th August, 2012

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. HOWEVER, THE INSTRUMENT APPOINTING PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.**
- The Register of Shareholder and Share Transfer Books of the Company will remain closed from September 26, 2012 to September 28, 2012 (both days inclusive).
- Shareholders who hold shares in dematerialised form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.
- All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday/Sunday and other holidays, between 1:00 p.m. and 3:00 p.m. up to the date of Annual General Meeting.
- Corporate shareholders/ Trusts/ Societies intending to send their authorised representative to attend the AGM are requested to send a duly certified copy of the Board/ Managing Committee Resolution authorising their representative to attend and vote at the Meeting.
- In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- Shareholders desiring any information as regards the Accounts are requested to write to the Company in advance so as to enable the Management to keep the information ready at the Annual General Meeting.
- Members/Proxies should bring the enclosed attendance slip duly filled in, for attending the meeting alongwith Annual Report .
- Resume of director proposed to be appointed at the ensuing Annual General Meeting is provided separately.
- Members are requested to notify the change in their address, if any.
- As part of the Green Initiative in Corporate Governance, the Ministry of Corporate Affairs (MCA), Government of India, through its Circular Nos. 17/2011 and 18/2011, dated April 21 and 29, 2011 respectively, has allowed companies to send official documents to their shareholders electronically.

Notes:

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

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

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

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

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

Skyline Financial Services Private Limited

Email:

E-COMMUNICATION REGISTRATION FORM

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

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

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

Dated :

Signature of First Holder

Notes:

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

Particulars	Shri Sanjay Dhawan
Date of birth and age	01.06.1958
Date of Appointment	28.07.2010
Qualifications	Member of Institute of Chartered Accountants of India
Experience and expertise in specific functional areas	Expert knowledge in finance and corporate services
Directorships held in other Companies	<ul style="list-style-type: none"> Protech India Limited U G Hotels And Resorts Limited, RS Stones Private Limited RS Natural Stones Private Limited Ganapati Polymers Limited Narayan Agro Foods Limited Innovative Tech Pack Limited KDM Service Providers Private Limited U G Buildcon Private Limited KDM Advisory Services Private Limited Divine Destiny Buying Services Private Limited
Memberships/Chairmanship of committees across Public Companies	<ul style="list-style-type: none"> Audit committee Shareholders'/ Investors' Grievance Committee
Number of shares held in the Company	NIL



DIRECTORS'S REPORT

Dear Shareholders,

We are pleased to present the Twentieth Annual Report of Unimode Overseas Limited together with Audited Financial Statements and Auditor's Report for the Financial Year ended as on 31st March 2012. The Financial Highlights for the year under review are given below:

Financial Results	2011-12 (Rs.)	2010-11 (Rs.)
Total Income	7,017,507	77,15,525
Profit / (Loss) before Interest and Tax	(82,534.00)	7,69,025
Interest	0	0
Profit / (Loss) before Tax	(82,534.00)	7,69,025
Profit/Loss before Tax	(82,534.00)	7,69,025
Provision for Taxation	0	1,52,620
Profit/(Loss) after Tax	(82,534.00)	6,16,135

Performance

During the year under review, the Company has done business worth Rs. 7,017,507.00 lower in comparison to previous year.

The company has incurred a loss of Rs. 82,534.00/- in comparison to profit of Rs. 7,69,025/- in previous year. The loss is mainly due to revocation fee paid to BSE Limited for revival of trading in company's shares. The revival of trading will help in increasing liquidity in company's shares and will help in further fund raising for long term growth of the company. The Net Loss after adjustment of accumulated loss was Rs. (48,223,055.39). The performance of the Company is expected to be better in the coming years.

Dividend

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

Fixed Deposits

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

Directors

In terms of the provisions of Companies Act, 1956 and the Articles of Association of the Company, Shri Sanjay Dhawan, Director of the Company is retiring by rotation and being eligible, offers himself for re-appointment as independent/non-executive Director.

Business Operations Overview & Future Outlook

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

Directors' Responsibility Statement

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

- that in the preparation of the Annual Accounts for the Financial Year ended 31st March, 2012, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- that the Directors had 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 year under review;

- 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
- that the Directors have prepared the Annual Accounts for the Financial Year ended 31st March, 2012 on a 'going concern' basis.

Particulars of Energy, Technology and Foreign exchange

- Energy conservation – NIL
- Technology absorption – NIL
- 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 stating 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 comprises of Shri Narinder Kumar Goyal, Shri Sanjay Dhawan as Members and Shri Rakesh Jain as Chairman of the Committee. The Audit Committee recommended the approval of accounts.

Corporate Governance Report

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

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

Acknowledgements

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

For and on Behalf of the Board

Place : New Delhi
Date : 14.08.2012

Rakesh Jain
Director

Madhu Goyal
Director