



**22<sup>nd</sup>**  
**Annual Report**  
**2013-14**

## Corporate Information

### BOARD OF DIRECTORS

Smt. Madhu Goyal

Shri Rakesh Jain

Shri Jatinder Kumar Nangia

Shri Ranjan Kapoor

### REGISTERED OFFICE

16-A-17, First Floor,  
Ajmal Khan Road,  
W.E.A., Karol Bagh,  
New Delhi - 110041

### AUDITORS

**M/s. K. L. Datta & Co.,**  
Chartered Accountants  
C-121, Greater Kailash-I,  
New Delhi -110048

## TWENTYSECOND ANNUAL REPORT 2013-2014

### 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 22<sup>nd</sup> Annual General Meeting of the members of Unimode Overseas Limited will be held on **Monday, the 29<sup>th</sup> Day of September 2014**, at 143, Swarna Park, Mundka, Delhi - 110041, at 2:00 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 2014, 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 (DIN No.00100825), who retires by rotation and being eligible, offers herself for re-appointment.

### **SPECIAL BUSINESS:**

3. **APPOINTMENT OF M/s SUNIL KUMAR GUPTA & Co. AS THE STATUTORY AUDITOR OF THE COMPANY IN PLACE OF RETIRING AUDITOR M/s K.L. DATTA & Co.**

To Consider and if Thought fit to pass with or without modification the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to provision of Section 139 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder M/s Sunil Kumar Gupta & Co., Chartered Accountants (FRN No.003645N), B-2, Magnum House-1, Karampura Commercial Complex, Shivaji Marg, New Delhi – 110015, be and are hereby appointed as Statutory Auditors of the Company in place of the retiring Auditors, M/s K.L. Datta & Co., Chartered Accountants (FRN No.001127C), C-121, Greater Kailsh – I, New Delhi - 110048, to hold office for five years from the conclusion of the 22<sup>nd</sup> Annual General Meeting until the conclusion of 27<sup>th</sup> Annual General Meeting of the Company, subject to ratification by the shareholders at every Annual General Meeting, on such remuneration as may be determined by Mr. Ranjan Kapoor, Director of the Company in consultation with Sunil Kumar Gupta & Co.

4. **APPOINTMENT OF MR. RANJAN KAPOOR AS AN INDEPENDENT DIRECTOR**

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

**“RESOLVED THAT** pursuant to provision of Section 161, 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement the Companies Act, 2013, Mr. Ranjan Kapoor (**DIN No.00479483**), who was appointed as an Additional Director with effect from 11/07/2014 and who retires at the date of this Annual General Meeting, be and is hereby appointed as an Independent Non-executive Director of the Company, not liable to retire by rotation, to hold office for a term of 1 (One) year from the conclusion of this Annual General Meeting up to the conclusion of the next Annual General Meeting of the Company.”

**5. APPOINTMENT OF MR. JATINDER KUMAR NANGIA AS AN INDEPENDENT DIRECTOR**

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

**“RESOLVED THAT** pursuant to provision of Section 161, 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement the Companies Act, 2013, Mr. Jatinder Kumar Nangia (**DIN No.06767274**), who was appointed as an Additional Director with effect from 21/10/2013 and who retires at the date of this Annual General Meeting, be and is hereby appointed as an Independent Non-executive Director of the Company, not liable to retire by rotation, to hold office for a term of 1 (One) year from the conclusion of this Annual General Meeting up to the conclusion of the next Annual General Meeting of the Company.”

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

Place: New Delhi  
Date: 28<sup>th</sup> August, 2014

(**RANJAN KAPOOR**)  
Director  
DIN No.00479483

**Registered Office**  
16-A-17, First Floor, Ajmal Khan Road,  
W.E.A, Karol Bagh, New Delhi – 110005.  
CIN No. L51909DL1992PLC048444  
Phone: 011-45548551,  
Email Id: unimodeoverseaslimited@gmail.com  
Website: www.unimodeoverseas.com

**NOTES:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under item no. **3, 4 and 5** setout above is annexed hereto.
2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting.**  
**Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.**  
**A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.**
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. **The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 22<sup>nd</sup> September, 2014 to Monday, 29<sup>th</sup> September, 2014, both days inclusive.**
5. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
6. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to please bring your folio number/demat

account number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.

7. 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.
8. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company or Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon. Members are requested to use the new share transfer form SH-4.
9. Non-resident Indian shareholders are requested to inform about the following to the Company or its Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately of:-
  - (a) The change in the residential status on return to India for permanent settlement.
  - (b) The particulars of the NRE Account with a Bank in India, if not furnished earlier.
10. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH 13 prescribed by the Government can be obtained from the Registrar and Transfer Agent or the Secretarial Department of the Company at its Registered Office.
11. The Registers under the Companies Act, 2013 is available for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm except on holidays.
12. The securities and exchange board of India (SEBI) vide circular ref no. MRD/DoP/CIR-05/2007 dated April 27, 2007, made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In Continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the company /Registrar and Share Transfer Agent for registration of such transfer of shares.
13. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s. Skyline Financial Services Pvt. Ltd. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.
14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm except on holidays, up to and including the date of the Annual General Meeting of the Company.
15. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.

The instructions for e-voting are as under:

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):
  - i. Open the e-mail and also open PDF file namely "UOL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
  - ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.

- iii. Click on Shareholder – Login.
  - iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
  - v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
  - vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
  - vii. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
  - viii. Select “EVEN” (E-Voting Event Number) of Unimode Overseas Limited.  
Now you are ready for e-voting as Cast Vote page opens.
  - ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
  - x. Upon confirmation, the message “Vote cast successfully” will be displayed.
  - xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
  - 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 [anjaliyadav.associates@gmail.com](mailto:anjaliyadav.associates@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):
- i. Initial password is provided in the enclosed ballot form: EVEN (E-Voting Event Number), user ID and password.
  - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.
- C. Other Instructions:
- i. The e-voting period commences on Tuesday, September 23, 2014 (9.00 a.m. IST) and ends on Thursday, September 25, 2014 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on August 29, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
  - ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on August 29, 2014.
  - iii. Ms. Anjali Yadav, Practicing Company Secretary (Membership No. FCS 6628), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
  - iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
  - v. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Ms. Anjali Yadav, Practicing Company Secretary (Membership No. FCS 6628), at the Registered Office of the Company on or before the date of Annual general meeting
- Members have the option to request for physical copy of the Ballot Form by sending an e-mail to [unimodeoverseaslimited@gmail.com](mailto:unimodeoverseaslimited@gmail.com) by mentioning their Folio / DP ID and Client ID No.
- A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- vi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.unimodeoverseas.in](http://www.unimodeoverseas.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within two days of the passing of the resolutions at the 22nd AGM of the Company on September 29, 2014 and communicated to the Bombay Stock Exchange Limited, Delhi Stock Exchange, Jaipur Stock Exchange and Madras Stock Exchange where the shares of the Company are listed.

**16. Poll at the Meeting**

After all the items of the notice have been discussed, the Chairman will order poll in respect of all the items. Poll will be conducted and supervised under the Scrutinizer appointed for e-voting as stated above. After conclusion of the poll, the Chairman may declare the meeting as closed. The results of the poll aggregated with the results of e-voting will be announced by the Company on its website: [www.unimodeoverseas.in](http://www.unimodeoverseas.in) within two day from the date of AGM of the Company and also informed to the stock exchanges where the securities of the Company are listed within two (2) days of the AGM.

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

Place: New Delhi  
Date: 28<sup>th</sup> August, 2014

(**RANJAN KAPOOR**)  
Director  
DIN No.00479483

**Annexure to the Notice****EXPLANATORY STATEMENT PURSUANT SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 3:**

It is informed that M/s K.L. Datta & Co, statutory Auditors of the Company has expressed their unwillingness to be re-appointed as statutory auditors of the Company. The Company has received a special notice dated 19<sup>th</sup> August, 2014 from member(s) of the Company proposing name of M/s Sunil Kumar Gupta & Co. as statutory auditors of the Company in place of M/s K.L. Datta & Co. M/s Sunil Kumar Gupta & Co. are having good experience in the field of auditing and assurance and their appointment will help in more effective and efficient organization of the Company.

The Company has received a letter from M/s Sunil Kumar Gupta & Co. expressing their willingness to be appointed as Auditor and also stating that if their appointment is made it will under the statutory limit of Audit specified. The Board recommends the resolutions for approval.

None of the Directors or Key Managerial Personnel is interested in the resolution.

**Item No. 4:**

Mr. Ranjan Kapoor (DIN 00479483) was appointed as additional director of the Company w.e.f. 11/07/2014 pursuant to provisions of Section 161 of the Companies Act, 2013 and who shall retire at the Conclusion of this Annual General Meeting. As per Section 161, 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, it is proposed to appoint Mr. Ranjan Kapoor (DIN-00479483), as Independent Non-executive Director of the Company to hold office for a term of One year i.e., from Conclusion of this AGM till conclusion of next AGM. His brief resume and other particulars have been given under the heading 'Information regarding the Directors proposed to be appointed / re-appointed'.

In the opinion of the Board, Mr. Ranjan Kapoor (DIN 00479483) fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as Independent Director of the Company and is independent of the management and his appointment will be in immense benefit of the Company and his continued association will strengthen the Management of the Company.

Copy of the draft letter for appointment of Mr. Ranjan Kapoor (DIN 00479483) as Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours between Monday to Friday. In view of the fact that the proposed appointee bring with them the vast experience in the diverse fields of corporate growth, administration and management and considering their profile and exposure in the respective fields it is desirable to approve his appointment as proposed and hence his appointment is recommended for your approval.

Except the Director under appointment viz. Mr. Ranjan Kapoor (DIN 00479483), none of the Directors or Key Managerial Personnel of the Company or their relatives is/are, in anyway, concerned or interested, financial or otherwise, in the resolution set out at Item No. 4. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

**Item No. 5:**

Mr. Jatinder Kumar Nangia (DIN 06767274) was appointed as additional director of the Company w.e.f. 21/10/2013 pursuant to provisions of Section 160 of the Companies Act, 1956 and who shall retire at the Conclusion of this Annual General Meeting. As per Section 161, 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, it is proposed to appoint Mr. Jatinder Kumar Nangia (DIN 06767274), as Independent Non-executive Director of the Company to hold office for a term of One year i.e., from Conclusion of this AGM till conclusion of next AGM. His brief resume and other particulars have been given under the heading 'Information regarding the Directors proposed to be appointed / re-appointed'.

In the opinion of the Board, Mr. Jatinder Kumar Nangia (DIN 06767274) fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as Independent Director of the Company and is independent of the management and his appointment will be in immense benefit of the Company and his continued association will strengthen the Management of the Company.

Copy of the draft letter for appointment of Mr. Jatinder Kumar Nangia (DIN 06767274) as Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business



hours between Monday to Friday. In view of the fact that the proposed appointee bring with them the vast experience in the diverse fields of corporate growth, administration and management and considering their profile and exposure in the respective fields it is desirable to approve his appointment as proposed and hence his appointment is recommended for your approval.

Except the Director under appointment viz. Mr. Jatinder Kumar Nangia (DIN 06767274), none of the Directors or Key Managerial Personnel of the Company or their relatives is/are, in anyway, concerned or interested, financial or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

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

Place : New Delhi

Date : 28<sup>th</sup> August 2014

**(Ranjan Kapoor)**  
Director  
**DIN No. 00479483**

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

*(In pursuance to Clause 49 of the Listing Agreement)*

<b>Particulars</b>	<b>Smt. Madhu Goyal</b>	<b>Sh. Ranjan Kapoor</b>	<b>Sh. Jatinder Kumar Nangia</b>
<b>Date of Birth</b>	15/01/1969	23/09/1962	24/06/1950
<b>DIN</b>	00100825	00479483	06767274
<b>Date of Appointment</b>	July 31, 2009	July 11, 2014	October 21, 2013
<b>Qualifications</b>	Graduate	Graduate	Graduate
<b>Expertise in specific functional areas</b>	Experienced person in business matters	Experienced person in business management and financial matter	Experienced person in acquisition of Funds and effective utilization of funds
<b>Directorships held in other companies</b>	<ul style="list-style-type: none"> <li>- DAYASON OVERSEAS PVT. LTD.</li> <li>- MANI COMPUSOFT PVT. LTD.</li> <li>- HSML ENTERPRISES PVT. LTD.</li> </ul>	<ul style="list-style-type: none"> <li>- D G HOLDINGS PVT. LTD.</li> <li>- AXIS RAIL INDIA LTD.</li> <li>- INCREDIBLE CAPITAL LTD.</li> <li>- CLUTCH COMPONENTS PVT. LTD.</li> <li>- KANAV INDUSTRIES PVT. LTD.</li> </ul>	-
<b>Memberships/ Chairmanships of committees</b>	Audit Committee – Member Remuneration Committee - Chairman	-	Audit Committee – Chairman Remuneration Committee – Member Shareholder/Investor Grievance Committee - Member
<b>Number of shares held in the Company</b>	243,700	27,500	Nil