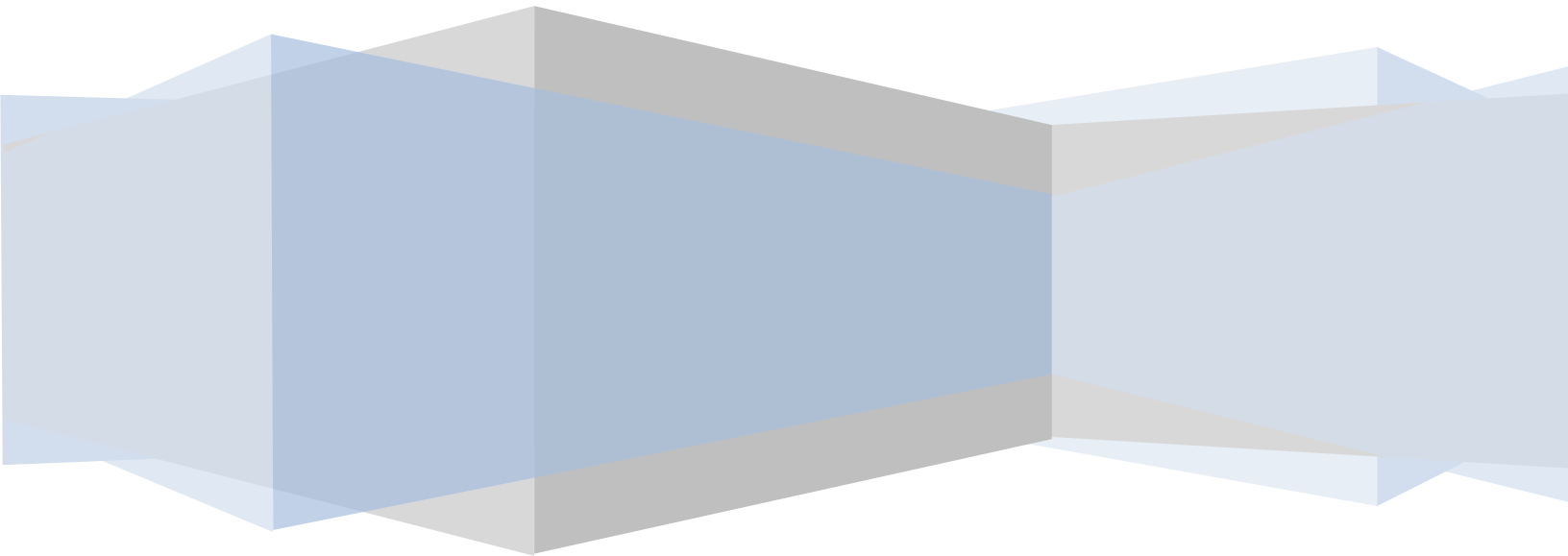


**Unimode Overseas Limited
And Reduced**

**Annual Report
2017-18**



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Vikas Munjal
Mr. Satish Kumar Gupta
Mr. Ashish Goel
Mr. Sanjeev Pahwa
Mr. Rakesh Wadhawan
Mrs. Geetanjali Bansal

CHIEF EXECUTIVE OFFICER

Mr. D.K. Mahawar

CHIEF FINANCIAL OFFICER

Ms. Diksha Sharma

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

Sunil Kumar Gupta & Co.
Chartered Accountants
B-10, Magnum House-I, Karam Pura, Commercial Complex,
Shivaji Marg, New Delhi- 110015

SECRETARIAL AUDITOR

Mr. Anurag Sharma
Practicing Company Secretary
1251, Near Krishna Mandir, Najafgarh
New Delhi-110043

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

CONTENTS: -----

Notice.....	3
Directors' Report.....	14
Management Discussion and Analysis Report.....	35
Corporate Governance Report.....	39
CEO/CFO Certificate.....	53
Certificate on Corporate Governance.....	54
Auditors' Report.....	55
Balance Sheet.....	62
Statement of Profit and Loss.....	66
Cash Flow Statement.....	68
Notes of Financial Statement.....	70
Attendance Slip and Proxy form.....	89
Route Map.....	91

Notice

Notice is hereby given that the 26th Annual General Meeting of **M/s Unimode Overseas Limited And Reduced** will be held on Thursday, 27th September, 2018 at Ravinder Plaza, IVth Floor, Abdul Aziz Road, Karol Bagh, New Delhi-110005, at 03:00 P.M., 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, 2018 including the Audited Balance Sheet as at March 31, 2018 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 a Director in place of Mr. Ashish Goel (DIN: 00367103), who retires by rotation and being eligible, offers himself for re-appointment.
3. To rectify the appointment of 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 2018-2019 at such remuneration as may be determined by the Board of Directors of the Company."

SPECIAL BUSINESS

4. Appointment of Mr. Sanjeev Pahwa (DIN: 02876785) as a Director

To consider and, if thought fit, to pass the following resolution as an 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, **Mr. Sanjeev Pahwa (DIN:- 02876785)** who was appointed as an Additional Director of the company by the Board of directors at its meeting held on 29th May, 2018 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 him proposing his candidature for the office of Director as per section 160 of Companies Act, 2013, be and is hereby appointed as an **Executive Director** of the Company, whose office shall be liable to retire by rotation".

5. Consolidation of Shares From Re. 1/- Each To Rs. 10/- Each

To consider and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 61(1)(b) and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, read with the Articles of

Association of the Company, any other approval, consent, permission, sanction, etc. as may be required from any government or other authority, consent of the shareholders be and is hereby accorded for consolidation of the entire authorised, issued, subscribed and paid up share capital of the Company from Re. 1 (Rupee One only) each to Rs. 10 (Rupees Ten only) each so that every 10 (ten) equity shares with nominal value of Re. 1 (Rupee One only) each held by a member are consolidated and re-designated into 1 (one) equity share with nominal value of Rs. 10 (Rupees Ten only) each.

RESOLVED FURTHER THAT the Board of Directors/Committee(s) of the Board thereof, shall not issue fractional share certificate(s) resulting from aforesaid consolidation and instead consolidate all such fractional entitlement(s), if any, and there upon issue and allot equity shares in lieu thereof to a nominee(s) to be selected by the Board/ Committee(s), who shall hold the equity shares as trustee(s) on behalf of the members entitled to fractional entitlement(s) with the express understanding that such nominee(s) shall sell the same in the market at such time or times may be decided by the Board/ Committee(s), and distribute their net sale proceeds after adjusting the cost and expenses in respect thereof, to the members in proportion to their respective fractional entitlement(s).

RESOLVED FURTHER THAT the consolidation of equity shares be determined on the basis of those shareholders whose names appear in the Register of Members as on the "Record Date" as may be fixed by the Board of Directors (which term shall include any committee thereof) of the Company in this regard.

RESOLVED FURTHER THAT for members holding equity shares in physical form as on the Record Date, the share certificates for such equity shares be treated as cancelled from the Record Date and that fresh share certificates be issued for the fully paid consolidated Equity Shares to such members in accordance with the Companies (Share Capital and Debenture) Rules, 2014 and for members holding equity shares in dematerialised form as on the Record Date, their respective beneficiary accounts be credited with consolidated fully paid up equity shares in lieu of equity shares held as on the Record Date.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds and matters as they may in their absolute discretion deem necessary, expedient or desirable for completing the consolidation of shares of the Company and giving effect to the foregoing resolution and delegate any of their powers to such person, committee, etc. as may be authorised by the Board.

6. Alteration of the Capital Clause of the Memorandum Of Association

To consider and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION

"RESOLVED THAT, pursuant to provisions of Section 13 and Section 61 and other applicable provisions of the Companies Act, 2013, and rules issued there under (including any statutory modification or reenactment thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following:

V. The Authorized Share Capital of the Company is Rs. 5,25,00,000/- (Rupees Five Crores and Twenty Five Lacs only) divided into 52,50,000 (Fifty Two Lacs and Fifty Thousand) Equity Shares of Rs. 10/- (Rupee Ten only) each

RESOLVED FURTHER THAT for the purpose of giving effect to the above said resolution, Board of Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to take necessary steps and actions as may be necessary and give such directions as may be necessary and execute all documents, deeds and writings, including but not limited to preparing, executing and filing necessary forms, applications, documents with Registrar of Companies, stock Exchanges, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose.”

RESOLVED FURTHER THAT the Board of Director and Company Secretary of the Company be and are hereby severally authorised to issue certified true copies of this resolution to various authorities.”

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

**Preeti Sharma
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: 01.09.2018

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 Saturday, September 22, 2018 to Thursday, September 27, 2018 (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. As required by Regulation 36 of the SEBI (Listing Obligations and Disclosures Requirements), 2015, the relevant details of Mr. Ashish Goel (DIN: 00367103), Director, retiring by rotation and seeking re-appointment under aforesaid Item No. 2 and Mr. Sanjeev Pahwa (DIN: 02876785), Additional Director seeking appointment under aforesaid Item No. 4 in accordance with the applicable provisions of the Article of Association of the Company are annexed.
10. Members are requested to notify any change in their address:
 - (i) 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, if any, quoting their Folio Number, and
 - (ii) to their Depository Participant in respect of the Shares held in Dematerialized form.
11. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit the Registrar & share Transfer Agent of the Company the prescribed form (Form No. SH-13) of the Companies (Share Capital and Debentures) Rules, 2014. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participants.
12. Electronic copy of the Annual Report for 2017-18 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 2017-18 is being sent in the permitted mode.
13. Electronic copy of the Notice of the 26th 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 26th 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.
14. 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 26th 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 **Saturday, 22nd September, 2018 (09:00 A.M.)** and ends on **Wednesday, 26th September, 2018 (05:00 P.M.)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Thursday, 20th September, 2018**, 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 way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
5. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

6. Your password details are given below:
7. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
8. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
9. How to retrieve your 'initial password'?
10. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
11. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
12. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
13. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
14. Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
15. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
16. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
17. Now, you will have to click on "Login" button.
18. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pcsabhishekgupta@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request atevoting@nsdl.co.in
- VI. 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).
- VII. 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 20th September, 2018.
- VIII. 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. 20th September, 2018, 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.

- IX. 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.
- X. 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.
- XI. **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.
- XII. 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.
- XIII. 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.
- XIV. The Results declared along with 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.
15. Members may also note that the Notice of the 26th Annual General Meeting and the Annual Report for 2017-18 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.

16. Mr. Ashish Goel (DIN: 00367103) director is eligible for retire by rotation pursuant to section 152(6) of the 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. 4

The Board of Directors at their Meeting held on 29th May, 2018, appointed Mr. Sanjeev Pahwa (DIN: 02876785), as an 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. Sanjeev Pahwa is not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and he has given their consent to act as Directors.

In the opinion of the Board, Mr. Sanjeev Pahwa fulfilled the conditions for appointment as Directors, specified in the Companies Act, 2013 and selection criteria of the nomination & remuneration policy of the company.

Brief resume of Mr. Sanjeev Pahwa, 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 letter of appointment of Mr. Sanjeev Pahwa as Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

Except Mr. Sanjeev Pahwa, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.