




FORM A

COVERING LETTER OF THE ANNUAL AUDIT REPORT TO BE FILED WITH THE STOCK EXCHANGE

1.	Name of the company	UNIMODE OVERSEAS LIMITED (CIN L51909DL1992PLC048444)
2.	Annual Financial Statements for the year ended	31 ST MARCH, 2014
3.	Type of Audit Observation	NO OBSERVATION
4.	Frequency of Observation	N/A
5.	To be signed by-	<p>For Unimode Overseas Ltd.  (RANJAN KAPOOR) DIRECTOR Auth. Sign./Director DIN 00479483</p> <p>For Unimode Overseas Ltd.  (JATINDER KUMAR NANGIA) DIRECTOR Auth. Sign./Director DIN 06767274</p> <p>(V.K. DATTA) PARTNER K.L. DATTA & Co. Membership No.070466 For Unimode Overseas Ltd.</p> <p> (JATINDER KUMAR NANGIA) DIRECTOR Auth. Sign./Director DIN 06767274</p>

U N I M O D E
O V E R S E A S L I M I T E D

22nd
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

CONTENTS _____ Page No.

Notice.....	3
Directors' Report.....	11
Management Discussion and Analysis Report.....	14
Corporate Governance Report.....	16
Auditors' Report.....	24
Balance Sheet.....	29
Profit & Loss A/c.....	30
Schedules & Notes on Accounts...	31
Cash Flow Statement.....	35

NOTICE

NOTICE is hereby given that the 22nd Annual General Meeting of the members of Unimode Overseas Limited will be held on **Monday, the 29th 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 31st 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 22nd Annual General Meeting until the conclusion of 27th 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: 28th 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, 22nd September, 2014 to Monday, 29th 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, with a copy marked to 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.
- 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 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 and on the website of NSDL 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 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: 28th 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 19th 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 : 28th 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)

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

DIRECTORS REPORT

Dear Shareholders,

We are pleased to present the 22nd Annual Report of Unimode Overseas Limited together with Audited Financial Statements and Auditor's Report for the Financial Year ended as on 31st March 2014. The Financial Highlights for the year under review are given below:

Financial Results	2013-14 (In Lacs)	(In Rs.)	2012-13 (In Lacs)	(In Rs.)
Total Income	2.27		2.65	
Profit / (Loss) before Interest and Tax	(1.73)		(2.29)	
Interest	0		0	
Profit / (Loss) before Tax	(1.73)		(2.29)	
Profit / (Loss) before Tax	(1.73)		(2.29)	
Provision for Taxation	0		0	
Profit / (Loss) after Tax	(1.73)		(2.29)	

Dividend

In view of the brought forward and current year 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 at a 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.

Performance

During the year under review, the Company was unable to resume its trading activities due to some financial problems and the Company was unable to attain the desired level of Turnover

The Loss before tax was Rs. 172,359.60 and No profit was carried to the Balance Sheet. The loss is due to reason that company is unable to resume its trading activities. The performance of the Company is expected to get improved in the coming years..

Fixed Deposits

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

Directors

In terms of the provisions of Companies Act, 2013 and the Articles of Association of the Company, Smt. Madhu Goyal, Director of the Company is retiring by rotation and being eligible, offers herself for re-appointment as non-executive Directors.

During the period, Shri Jatinder Kumar Nangia and Shri Ranjan Kapoor were appointed as Independent Additional Director of the Company w.e.f 21/10/2013 and 11/07/2014 respectively. However, Mr. Sanjay Dhawan resigned from the post of Director of the Company w.e.f. 21/10/2013.

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 31st March, 2014, 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 31st March, 2014 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.

Auditors

M/s K.L. Datta & Company, Chartered Accountants, Statutory Auditors of the Company, retire at the conclusion of the ensuing Annual General Meeting, have expressed their unwillingness to continue as Statutory Auditors. **M/s Sunil Kumar Gupta & Co.**, Chartered Accountants are proposed to be appointed as Statutory Auditors of the Company in place of retiring auditor and Company has received a certificate from them that if appointment if made would be within prescribed limits under Section 139 of the Companies Act, 2013.

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 Rakesh Jain and Smt. Madhu Goyal as Members and Sh. Jatinder Kumar Nangia 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 along with Certificate, confirming level of Compliance is annexed and forms part of the Directors' Report.

Appreciation

Your Directors greatly appreciate the efforts of all the creditors and Investors for the support.

For and on Behalf of the Board

Date: 28th August, 2014

Unimode Overseas Limited
CIN No.L51909DL1992PLC048444
Regd. Office: 16-A-17, First Floor,
Ajmal Khan Road, W.E.A.,
Karol Bagh, New Delhi-110005

Jatinder Kumar Nangia
Director
DIN No.06767274

Ranjan Kapoor
Director
DIN No. 00479483

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure and Developments

In view of immense potential for employment, growth and exports, leather industry occupies an important place in Indian economy. The sector is spread across the formal as well as informal sectors and produces a comprehensive range of products from raw hides to fashionable shoes. The industry consists of firms in all capacities, including small artisans to major global players. Specialized institutions have been setup to promote the overall growth and performance of the industry. There has been an increasing emphasis on the planned development of industry, which is aimed at optimum utilization of available raw materials for maximizing the returns, especially from exports.

The country ranked first among major livestock holding nations in the world and thus has a rich endowment of raw materials in terms of the cattle population. It has the capacity to cater 10% of the global leather requirement. Export of leather and leather products during 2004-05 recorded an impressive growth.

Opportunities, Threats, Risks & Concerns

The growth path of the Company is smoothened by rising potential in the domestic industry, growing fashion consciousness globally, and use of information technology and decision support software to help eliminate the length of production cycle for different products.

The growth is majorly affected by economic recession of 2008 which had large impact on developed economies, mainly USA, the major importer world over. Now, there are challenges on account of higher commodity prices also, high food inflation and rising interest rates, coupled with lack of infrastructure facilities and the rise of low cost economies like Vietnam, Bangladesh etc. have posted a threat to the Indian exporters.

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 has started trading activity in domestic fabric market. The business is expected to grow in the coming years.

FUTURE OUTLOOK

The Government of India had identified the **Leather Sector** as a **Focus Sector** in its Foreign Trade Policy 2004-09 in view of its immense potential for export growth prospects and employment generation. Accordingly, the Government is also implementing various **Special Focus Initiatives** under the Foreign Trade Policy for the growth of leather sector. With the implementation of various industrial developmental programmes as well as export promotional activities; and keeping in view the past performance, and industry's inherent strengths of skilled manpower, innovative technology, increasing industry compliance to international environmental standards, and dedicated support of the allied industries, the Indian leather industry aims to augment the production, thereby enhance export, and resultantly create additional employment opportunities for overall one million people.

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 minimized 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

The Company has an adequate internal control system, commensurate with the size and nature of its business. The system is supported by documented policies, guidelines and procedures to monitor business and operational performance which are aimed at ensuring business integrity and promoting operational efficiency. The reports of internal auditors are regularly reviewed at Audit Committee Meetings.

RISK MANAGEMENT

As part of the Company's efforts to strengthen Corporate Governance, the Board of Directors have formulated a Risk Management Policy, which puts in place a risk management structure with clear definition of roles and responsibilities, as well as a risk portfolio involving a continuous process of risk identification, risk assessment, control assessment and risk monitoring, review and communication. The Company aims to:

- Identify, assess and manage existing as well as new risks in a planned and coordinated manner;
- Develop and foster a culture within the organization that encourage all staff to identify risk and associated opportunities and respond to them with appropriate actions.

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.

REPORT ON CORPORATE GOVERNANCE

I. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Corporate Governance assumes a great deal of importance in the future business strategies of the Company.

II. BOARD OF DIRECTORS

(A) Composition of Board

The Present Board of Directors of the Company comprises of four Non-executive Directors.

(B) Other provisions as to Board and Committee

The details of the other directorship of the Board and their attendance at the Board meetings held during the year, i.e. between April 1, 2013 to March 31, 2014 is given in the following table:

Name	Category	Board meeting Attended during the Year	Attendance at last AGM	No. of Directorship In other Companies	No. of Committee position held**	
					Chairman	Member
Mr.Rakesh Jain	Independent Director	6	Yes	5	1	3
Mrs. Madhu Goyal	Promoter Director	4	Yes	3	1	1
Sh. Jatinder Kumar Nangia	Independent Director	3	No	-	1	2
Sh. Ranjan Kapoor	Independent Director	-	No	5	-	-

The Board periodically reviews Compliance reports of all laws applicable to the Company and has put in place procedure to review steps taken by the Company to rectify the instances of non-compliances, if any.

(D) Number of Board Meetings held and dates:

During the financial year 2013-2014 the Board of Directors met 6 times. The dates of the meetings are 26.04.2013, 19.07.2013, 29.07.2013, 21.10.2013, 24.01.2014 and 29.01.2014

(E) Information supplied to the Board:

The Board has complete access to all information with the Company. The information is provided to the Board and the agenda papers for the meetings are circulated in advance of each meeting. The information supplied to the Board includes:

- Business/Operating Plans,
- Quarterly, Half yearly and yearly results of the Company
- Minutes of the Meetings of audit Committees and other Committees of the Board.

The Board periodically reviews compliance of all laws applicable to the Company as well as steps taken by the

Company to rectify instances of non-compliances if any.

(F) Code of conduct:

The Board will make code of conduct for all the Board members and senior management personnel in the coming Board Meeting.

III. AUDIT COMMITTEE:

(A) Qualified & Independent Audit Committee:

The Company had re-constituted Audit Committee on November 01, 2013 after the appointment of Mr. Jatinder Kumar Nangia as Additional Director of the Company. It's constitution and functioning is as under:

- (i) At present the committee comprises of three Directors viz Smt. Madhu Goyal, Sh. Jatinder Kumar Nangia and Sh. Rakesh Jain.
- (ii) All the members of the committee are financially literate.
- (iii) Sh. Jatinder Kumar Nangia was appointed as Chairman of the Audit Committee w.e.f. November 1, 2013.
- (iv) The term of reference of the committee have been revised in conformity with the provisions of section 292A of the Companies Act 1956 and the new/revised clause 49 of the listing agreement.

(B) Meetings of Audit Committee

During the year four meeting of the Audit Committee was held 26.04.2013, 19.07.2013, 21.10.2013 and 29.01.2014

V. DISCLOSURES

(A) Related Party Transaction

The Company has not entered into any transaction of material nature with the promoters, the Directors or the management, their subsidiaries or relatives etc that may have any potential conflict of interest with the company.

(B) Disclosure of Accounting Treatment

During the year, there has been no change in the accounting treatment of Accounting Standard applicable to the Company.

(C) Risk Management

In terms of new provision of Clause 49 & contemporary practices of good corporate governance, Company has developed the policies & procedures to assess the risk associated with the Company and minimization thereof and periodically informed the Board of Directors for their review to ensure that the executive management, controls the risk in accordance with the defined policies and procedures adopted by the Company.

Remuneration Committee (Non-Mandatory)

At present the Remuneration Committee of the Company comprises of the following members:

1. Smt Madhu Goyal, Chairman
2. Shri Jatinder Kumar Nangia, Member
3. Shri Rakesh Jain, Member

During the year there are no such Remuneration Committee Meeting of the Company has been held by the Company.

Financial Calendar (Tentative):

- Next Annual General Meeting : Sept 2015
- Unaudited results for the quarter ended June 2014 : Starting of August 2014
- Unaudited results for the quarter/half year ended September 2014 : End October 2014
- Unaudited results for the quarter ended December 2014 : End January 2015
- Un-audited results for the Quarter ended March 2015 : End April 2015
- Audited Results for the Year ending March 2015 : June/August 2015

Date of Book Closure:

From Monday, 22nd day of September 2014 to Monday, 29th day of September 2014 (both days inclusive) for the purpose of Annual General Meeting.

Dividend Payment date:

The Board of Directors has not recommended any dividend on equity shares for the financial year 2013-14.

Name of the Stock Exchanges on which the equity shares of the Company are listed:

Delhi, Mumbai, Jaipur and Ahmedabad.

Listing Fee:

Listing fee has been paid to all the Stock Exchanges for the financial year 2014-2015 except Madras Stock Exchange due to some financial constraints and ongoing negotiation with the exchange.

Market Price Data:

Monthly High, Low and number of trades during each month of the last financial year 2013-2014 on Bombay Stock Exchange is as follows:

Month	High (` In Rs.)	Low (` In Rs.)	Volume	Turnover (` In Lacs)
April'2013	16.80	11.95	1700	.25
May'2013	31.50	16.10	9200	2.11
June'2013	31.50	28.05	282,600	86.30
July'2013	28.60	22.25	57,100	16.18
August'2013	21.15	12.05	334,800	42.62
September'2013	13.40	12.39	100,600	13.21
October'2013	14.14	13.07	225,600	29.59
November'2013	-	-	-	-
December'2013	14.05	13.31	215,200	29.81
January'2014	13.15	10.30	44,330	5.72
February'2014	11.50	5.75	795	0.05
March'2014	5.86	5.49	10,756	0.60

Distribution of shareholding as on 31.03.2014:

Shareholding Of nominal Value of Rs.	Share holders		No. of Shares	
	Number	% to Total	Number	% to Total
Upto – 5000	22173	97.33	2858665	57.05
5001-10000	395	1.73	312100	6.23
10001-20000	138	0.61	196110	3.91
20001-30000	24	0.11	59975	1.20
30001-40000	16	0.07	52220	1.04
40001-50000	12	0.05	56600	1.13
50001-100000	6	0.03	42947	0.86
100001 and above	17	0.07	1431890	28.58
Total	22781	100.00	5010507	100.00

Shareholding Pattern as on 31st March 2014:

Shareholders Category	Number of Shares	Percentage
(A) Promoter and Promoter Group		
(1) Indian Promoters:		
- Individual/HUF	594077	11.86
- Bodies Corporate		Nil
(2) Foreign Promoters:		
	Nil	Nil
Total Shareholding (A)	594077	11.86
(B) Public Shareholding		
(1) Institutions:		
Financial Institutions/Banks	500	0.01
(2) Non-Institutions:		
Bodies Corporate	642237	12.82
Individuals	3179792	63.46
NRIs/OCBs	593901	11.85
Sub Total	4415930	88.13
Total Shareholding (B)	4416430	88.14
Total (A+B)	5010507	100.00

Registrar & Share Transfer Agents:

M/s. Skyline Financial Services Pvt. Ltd
D- 153 A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi – 110021

System of Share Transfer: The aforementioned RTA has its own infrastructure commensurate with the work undertaken and is manned by skilled and trained staff.

De-materialisation of shares and liquidity:

Company's shares are available in D-MAT Form with NSDL and CDSL as custodian of Securities. Annual Custodian fees of NSDL and CDSL are paid duly paid for the Financial year 2014-15. Shares are frequently traded on Bombay Stock Exchange providing ready liquidity to the securities of the Company

Outstanding GDRs/ADRs, and Convertible Bonds, Conversion date and likely impact on equity:

Not Applicable.

Address for correspondence:

Registrar

M/s. Skyline Financial Services Pvt. Ltd

D- 153 A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi – 110021

**For and On Behalf of
Unimode Overseas Limited**

Date: 28th August 2014
Place: New Delhi

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

CERTIFICATE ON CORPORATE GOVERNANCE

TO THE MEMBERS OF UNIMODE OVERSEAS LIMITED

We have examined the compliance of conditions of Corporate Governance by Unimode Overseas Limited for the year ended March 31, 2014 as stipulated in clause 49 of the listing agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has not complied with some of the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement which has been assured by management will be complied soon.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company which are presented to Shareholders/Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For Anjali Yadav & Associates
Company Secretaries**

**(Anjali yadav)
Proprietor
C.P. No. 7257
FCS No. 6628**

Place: New Delhi
Date: 28th August 2014

CEO AND CFO CERTIFICATION PURSUANT TO CLAUSE 49 (V) OF THE LISTING AGREEMENT:

This is to certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For **Unimode Overseas Limited**

(JATINDER KUMAR NANGIA)
DIRECTOR
DIN No.06767274

Place: New Delhi
Date: 30.05.2014

*Since there is no CEO and CFO in the Company this certificate has been signed by Director of the Company

ANNUAL DECLARATION BY CEO PURSUANT TO CLAUSE 49(1)(D)(ii) OF THE LISTING AGREEMENT

As per the requirement of clause 49 (1) (D)(ii) of the Listing Agreement, I, Rakesh Jain, Director hereby declare that all the Board Members and Senior Management Personnel of the company have affirmed compliance with the Company's Code of Business Conduct and Ethics for the Financial Year 2013-14.

(JATINDER KUMAR NANGIA)
DIRECTOR
DIN No.06767274

Place : New Delhi
Date : 30.05.2014

*Since there is no CEO and CFO in the Company this certificate has been signed by Director of the Company

Auditors' Report

To
The Members of
M/S UNIMODE OVERSEAS LIMITED

Report on the Financial Statement

We have audited the accompanying financial statements of UNIMODE OVERSEAS LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014 ;
- b) in the case of the Statement of Profit and Loss Account, of the profit of the Company for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
- c) The Balance Sheet , Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the Balance Sheet , Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
- e) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a Directors in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

**For: K L Datta and Co.
CHARTERED ACCOUNTANTS
FRN: 001127C**

**(V.K. Datta)
(Partner)**

**M. NO. 070466
PLACE: NEW DELHI
DATED: 30/05/2014**

Annexure to the Auditors Report – March 31, 2014

THE ANNEXURE REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF THE OUR REPORT OF EVEN DATE TO THE MEMBERS OF M/S UNIMODE OVERSEAS LIMITED ON THE ACCOUNTS OF THE COMPANY FOR THE YEAR ENDED 31ST MARCH 2014.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
 (b) As explained to us, Fixed assets have been physically verified by the management at reasonable intervals; No material discrepancies were noticed on such verification.
 (c) In our opinion and according to the information and explanations given to us, no fixed asset has been disposed during the year and therefore does not affect the going concern assumption.
2. (a) As explained to us, inventories have been physically verified by the management at reasonable intervals during the year.
 (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 (c) In our opinion and on the basis of our examination of the records, the company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
3. (a) According to the information and explanation given to us and on the basis of examination of the books of account, the Company has not granted any loans, secured or unsecured, to Companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Consequently, the provisions of clause iii (b), iii (c) and iii (d) of the order are not applicable to the company.
 (e) According to the information and explanation given to us and on the basis of examination of the books of account, the Company has not granted any loans, secured or unsecured, to Companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Thus sub clauses (f) to (g) are not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the Company and nature of its business, for the purchase of inventories & fixed assets and payment for expenses & for sale of goods. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
5. (a) Based on the Audit procedures applied by us and according to the information and explanations provided by the management, the particulars of contracts or arrangements referred to in Section 301 of the Act have been entered in the register required to be maintained under that section.
 (b) As explained to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding during the year to Rs.5,00,000/- or more in respect of each party have been made at prices which are reasonable having regard to the prevailing market prices as available with the company.
6. The company has not accepted any deposits from the public covered under section 58A and 58AA of the Companies Act, 1956.

7. As per information & explanation given by the management, the company has an internal Audit System commensurate with the size of the Company and the nature of its business.
8. As per information & explanation given by the management, maintenance of cost records has been prescribed by the Central Government under section 209(1)(d) of the Companies Act, 1956 and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained.
9. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education Protection Fund, Employees State Insurance, Income-Tax, Sales-Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st march, 2014 for a period of more than six months from the date they became payable.

(b) according to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.
10. The company does not have any accumulated loss and has not incurred cash loss during the financial year covered by our audit and in the immediately preceding financial year.
11. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the company has not defaulted in repayment of dues to a financial institution or bank or debenture holder.
12. According to the information and explanations given to us, the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The company is not a Chit Fund or a Nidhi/mutual benefit fund/Society. Therefore, the provision of this clause of the Companies (Auditor's Report) order, 2003 (as amended) is not applicable to the company.
14. According to the information and explanations given to us, the company is trading in shares, Mutual funds and other investments. Proper records & timely entries have been maintained in this regard & further investments specified are held in their own name.
15. According to the information and explanations given to us, the company has not given guarantees for loan taken by others from a bank or financial institution.
16. Based on our audit procedures and on the information given by the management, we report that the company has not raised any term loans during the year.
17. Based on the information and explanations given to us and on an overall examination of the Balance Sheet of the Company as at 31st March, 2014, we report that no funds raised on short-term basis have been used for long-term investment by the company.
18. Based on audit procedures performed and the information and explanations given to us by the management, we report that the company has not made any preferential allotment of shares during the year.
19. The company has no outstanding debentures during the period under audit.
20. The company has not raised any money by a public issue during the year.

21. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the company has been noticed or reported during the year, nor have we been informed of such case by the management.

**For: K. L. Datta and Co.
CHARTERED ACCOUNTANTS
FRN: 001127C**

**(V.K. Datta)
(Partner)**

**M. NO. 070466
PLACE: NEW DELHI
DATED: 30/05/2014**

Balance Sheet as at March, 31, 2014
--

	Note No.	As at March 31, 2014 (In Rs.)	As At March 31, 2013 (In Rs.)
EQUITY & LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	1	50,105,070.00	50,105,070.00
(b) Reserves & Surplus	2	(48,635,127.48)	(48,461,767.88)
(c) Share Application Money Pending Allotment		-	50,000
(2) Share Application Money Pending Allotment		-	-
(3) Non-Current Liabilities			
(a) Long Term Borrowings		-	-
(b) Deferred Tax Liabilities (Net)		-	-
(c) Other Non Current Liabilities		-	-
(d) Long term Provisions		-	-
(4) Current Liabilities			
(a) Short – Term Borrowings	3	1,000,000.00	1,000,000.00
(b) Trade Payables		-	-
(c) Other Current Liabilities	4	27,978.00	27,978.00
(d) Short – Term Provisions			
TOTAL		2,497,920.52	2,671,280.12
II. ASSETS			
(1) Non – Current Assets			
(a) Fixed Assets			
(i) Tangible Assets		-	-
(ii) Intangible Assets			
(iii) Capital Work in progress			
(iv) Intangible assets under development			
(b) Non –Current Investments		-	-
(c) Deferred tax assets (Net)			
(d) Long Term Loans and Advances		-	-
(e) Other non-current assets			
(2) Current Assets			
(a) Current Investments			
(b) Inventories		-	-
(c) Trade Receivables		-	-
(d) Cash and Bank Balances	5	259,200.52	239,495.12
(e) Short – term Loans and Advances	6	2,238,720.00	2,431,785.00
(f) Other Current Assets		-	-
TOTAL		2,497,920.52	2,671,280.12
SIGNIFICANT ACCOUNTING POLICIES	11		

As per our report of even date
For K.L. DATTA & Co.
Chartered Accountants

For and on behalf of the Board

(V.K.DATTA)
Partner
M.NO. 070466
Firm Registration No. 001127C
Place: New Delhi
Date: 30th May, 2014

Director
(RAKESH JAIN)
(DIN NO. 00224659)

Director
(JATINDER KUMAR NANGIA)
(DIN NO. 006767274)

Statement of Profit and Loss for the year ended 31st March, 2014
--

	Particulars	Notes	2013-2014	2012-2013
I.	Revenue From Operations		-	-
II.	Other Income	7	226,935.00	264,833.00
III.	Total Revenue(I+II)		226,935.00	264,833.00
IV.	Expenses			
	Cost of material consumed		-	-
	Purchases		-	-
	Change in inventories of finished goods, Stock in Process, Stock in Trade and Waste		-	-
	Software Cost		-	-
	Employee Benefit Expenses	8	48,000.00	179,800.00
	Finance Costs	9	1,022.42	405.46
	Depreciation and Amortization Expenses			
	Other Expenses	10	351,272.18	313,340.03
	Total Expenses		400,294.60	493,545.49
V.	Profit before exceptional an extraordinary items and tax (III-IV)		(173,359.60)	(228,712.49)
VI.	Exceptional Items		-	-
VII.	Profit before extraordinary items and tax (V-VI)		(173,359.60)	(228,712.49)
VIII.	Extraordinary items		-	-
IX.	Profit Before Tax (VII-VIII)		(173,359.60)	(228,712.49)
X.	Tax Expense:		-	-
	(1)Current tax		-	-
	(2)Deferred Tax		-	-
XI.	Profit(Loss) for the period from continuing operations (IX-X)		(173,359.60)	(228,712.49)
XII.	Profit/(loss) from discontinuing period		-	-
XIII.	Tax expenses of discontinuing operations		-	-
XIV.	Profit/(loss) from Discontinuing operation (after tax) (XII-XIII)		-	-
XV.	Profit(Loss) for the period (XI + XIV)		(173,359.60)	(228,712.49)
XVI.	Earning Per Share		-	-
	(1)Basic		-	-
	(2) Diluted		-	-

As per our report of even date
For K.L. DATTA & Co.
Chartered Accountants

For and on behalf of the Board

(V.K.DATTA)
Partner
M.NO. 070466
Firm Registration No. 001127C
 Place: New Delhi
 Date: 30th May, 2014

Director
(RAKESH JAIN)
(DIN NO. 00224659)

Director
(JATINDER KUMAR NANGIA)
(DIN NO. 006767274)

Notes on Accounts to the Balance Sheet and Statement of Profit & Loss

Note: 1

Disclosure pursuant to Note no. 6(A) (a ,b & c) of Part I of Schedule VI to the Companies Act,1956

SHARE CAPITAL

Particulars	As at March 31, 2014	As at March 31, 2013
Authorised Capital		
Equity Shares (5250000 Equity Shares of Rs. 10/- each	52,500,000.00	52,500,000.00
Total	52,500,000.00	52,500,000.00
Issued, Subscribed & fully paid up		
Equity Shares (5010507 Equity Shares of Rs. 10/- each	50,105,070.00	50,105,070.00
Total	50,105,070.00	50,105,070.00

NOTE 1 A

Disclosure pursuant to Note no. 6(A) (d) of part I of Schedule VI to the Companies Act, 1956

Particulars	Equity Shares	
	As at March 31, 2014	As at March 31, 2013
Shares outstanding at the beginning of the year	5,010,507.00	5,010,507.00
Shares issued during the year	-	-
Shares outstanding at the end of the year	5,010,507.00	5,010,507.00

NOTE 1 B

Disclosure pursuant to Note no. 6(A) (f) of part I of Schedule VI to the Companies Act, 1956

No. of Equity Shares are held by the holding company: N/A

NOTE 1 C

Disclosure pursuant to Note no. 6(A) (g) of part I of Schedule VI to the Companies Act, 1956

The details of shareholders holding more than 5% shares

Name of Shareholder	Equity Shares		Equity Shares	
	As at March 31, 2014		As at March 31, 2013	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
N/A	NIL	NIL	NIL	NIL

NOTE 2: RESERVES & SURPLUS:

Particulars	As at March 31, 2014	As at March 31, 2013
	Rs.	Rs.
A. Surplus		
Opening Balance	(48,461,767.88)	(48,233,055.39)
(+) Net Profit /(Net Loss) For the Current Year	(173,359.60)	(228,712.49)
Closing Balance	(48,635,127.48)	(48,461,767.88)
TOTAL	(48,635,127.48)	(48,461,767.88)

NOTE 3: SHORT TERM BORROWINGS**Unsecured Loans**

Particulars	As at March 31,2014	As at March 31,2013
	Rs.	Rs.
Unsecured Loans		
Blue Star Impex Pvt. Ltd.	50,0000.00	50,0000.00
GIV Marketing Pvt. Ltd.	50,0000.00	50,0000.00
TOTAL	1,000,000.00	1,000,000.00

NOTE 4: OTHER CURRENT LIABILITIES

Particulars	As at March 31,2014	As at March 31,2013
	Rs.	Rs.
Other Current Liabilities		
Audit Fee Payable	17,978.00	17,978.00
Legal Fee payable	10,000.00	10,000.00
TOTAL	27,978.00	27,978.00

NOTE 5: CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2014	As at March 31, 2013
	Rs.	Rs.
Balances with ICICI Banks	9,526.94	(28,888.46)
Cash on hand	249,673.58	268,383.58
TOTAL	259,200.52	239,495.12

NOTE 6: SHORT TERM LOANS & ADVANCES

Particulars	As at March 31, 2014	As at March 31, 2013
	Rs.	Rs.
Delhi Stock Exchange (Refundable)	182,500.00	182,500.00
Singhvi & Singhvi	30,000.00	50,000.00
Sales Tax Deposit- Noida	20,000.00	20,000.00
Ravinder Singh	1,095,435.00	1,358,500.00
Ashok Kumar Gupta	840,000.00	750,000.00
Income TAX Refund(A.Y. 2012-13)	70,151.00	70,151.00
Income TAX Refund(A.Y. 2013-14)	634.00	634.00
TOTAL	2,238,720.00	2,431,785.00

NOTE 7: REVENUE & OTHER INCOME

Particulars	As at March 31,2014	As at March 31,2013
	Rs.	Rs.
Revenue & Other Income		
Revenue From Operations	-	-
Other Incomes Interest	226,935.00	264,833.00
TOTAL	226,935.00	264,833.00

NOTE 8: EMPLOYEE BENEFIT EXPENSES

Particulars	As at March 31,2014	As at March 31,2013
	Rs.	Rs.
Salaries & Incentives	48000.00	179,800.00
TOTAL	48000.00	179,800.00

NOTE 9: FINANCE COST

Particulars	As at March 31,2014	As at March 31,2013
	Rs.	Rs.
Bank Charges	1022.42	405.46
TOTAL	1022.42	405.46

NOTE 10: OTHER EXPENSES

Particulars	As at March 31,2014	As at March 31,2013
	Rs.	Rs.
Advertisement expenses	41,848.18	47,123.00
Audit fees	17,978.00	17,978.00
AGM Expenses	81,550.00	135,000.00
Custodian fees(CDSL & NSDL)	50,451.00	--
Legal & professional fees	10,000.00	34,000.00
Listing fees	111,785.00	28,090.00
Miscellaneous expenses	26,660.00	3,899.03
Printing & stationary expenses	11,000.00	47,250.00
TOTAL	351,272.18	313,340.03

As per our report of even date
For K.L. DATTA & Co.
Chartered Accountants

For and on behalf of the Board

(V.K.DATTA)
Partner
M.NO. 070466
Firm Registration No. 001127C
Place: New Delhi
Date: 30th May, 2014

Director
(RAKESH JAIN)
(DIN NO. 00224659)

Director
(JATINDER KUMAR NANGIA)
(DIN NO. 006767274)

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014**NOTE 11****SIGNIFICANT ACCOUNTING POLICIES****(a) Accounting Convention**

The financial statements are prepared by following the Going Concern Concept under the historical cost convention on accrual basis, in accordance with the generally accepted accounting principles in India, the accounting Standards issued by the institute of Chartered Accountants of India and the provisions of the companies Act, 1956.

(b) Fixed Assets

The company is not having any fixed assets.

(c) Depreciation

As no fixed assets are held by the company, no depreciable is being charged.

(d) Impairment of Assets

This clause is not applicable on this company.

(e) Investment

No investment are held by the company.

(f) Tax on income

Due to losses, no provision for Income Tax has been provided under the provided under the provisions of The Income Tax Act, 1956.

Deferred tax is recognized subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods, Deferred tax assets are not recognized on unabsorbed depreciation and carry forward of losses unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2014
--

	PARTICULARS	YEAR ENDED 31.03.2014	YEAR ENDED 31.03.2013
A	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit before taxation	(173,359.60)	(228,712.49)
	Add: Adjustment For		
1	Depriciation	-	-
2	Misc. Expenditure w/o	-	-
3	Finance Cost	1,022.42	405.46
	Operating Profit Before Working capital changes	(172,337.18)	(228,307.03)
	Adjustment for		
1	(Increase)/decrease in loans & advances	193,065.00	(1,801,234.97)
2	(Increase)/decrease in Sundry Debtors	-	5,966,216.00
3	Increase/(decrease) in Current Liabilities	-	(5,477,886.00)
4	(Increase)/decrease in Other Current Assets	-	-
	Cash Generated from Operation	193,065.00	(1,541,212.00)
	Less: Finance Cost Paid	1,022.42	405.46
	Less: Direct tax paid	-	-
	Net Cash Generated from operations	192,042.58	(1,541,617.46)
B	CASH FLOW FROM INVESTING ACTIVITIES		
1	Sale of Investments	-	-
2	Purchase of Fixed Assets	-	-
	Net cash used in Investing Activities	-	-
C	CASH FLOW FROM FINANCING ACTIVITIES		
1	Received against share warrants	-	1,000,000.00
	Net Cash Generate in Financing Activities	-	1,000,000.00
	Net Changes in Cash and Cash Equivalents (A+B+C)	19,705.40	(541,617.46)
	Opening Balance of Cash and Cash Equivalents	239,495.12	781,112
	Closing Balance of Cash and Cash Equivalents	259,200.52	239,495.12

Auditor's Certificate

We have examined the above cash flow statement of M/s Unimode Overseas Limited for the year ended on 31st March 2014. The statement has been prepared by the Company in accordance with the requirement of A.S.-3 "Cash Flow Statements" and in agreement with the corresponding Balance Sheet and Profit and loss account of the Company covered by our report dated 30.05.2014.

As per our report attached
For K.L. DATTA & Co.
Chartered Accountants

For and on behalf of the Board

(V.K.DATTA)
Partner
M.NO. 070466
Firm Registration No. 001127C
Place: New Delhi
Date: 30th May, 2014

Director
(RAKESH JAIN)
(DIN NO. 00224659)

Director
(JATINDER KUMAR NANGIA)
(DIN NO. 006767274)

** I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated below:

S.No.	Resolution	For	Against
Ordinary Business			
1.	Adoption of audited Financial Statements for the financial year ended March 31, 2014 and reports of the Board of Directors and the Auditors Thereon		
2.	Re-appointment of Mrs. Madhu Goyal who retires by rotation		
Special Business			
3.	Appointment of M/s Sunil Kumar Gupta & Co. as statutory auditor in place of retiring auditor M/s K.L. Datta & Co.		
4.	Appointment of Mr. Ranjan Kapoor as Independent Director		
5.	Appointment of Mr. Jatinder Kumar Nangia as Independent Director		

** This is optional. Please put a tick mark (√) in the appropriate column against the resolutions indicated in the box. If a member leaves the “For” or “Against” column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write “Abstain” across the boxes against the Resolution.

Signature (s) of Member(s)

1. _____
2. _____
3. _____

Affix One Rupee Revenue Stamp
--

Signed this ----- day of -----
 -- -- 2014.

Notes:

1. The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY EIGHT HOURS before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.

UNIMODE OVERSEAS LIMITED

(CIN: L51909DL1992PLC048444)

Regd. Office: 16-A-17, First Floor, Ajmal Khan Road, W.E.A., Karol Bagh, New Delhi - 110005

E-mail: unimodeoverseaslimited@gmail.com, Website: www.unimodeoverseas.com

Tel.: +91 11 45548551

ATTENDANCE SLIP for the 22nd ANNUAL GENERAL MEETING

I/ We hereby record my/our presence at the 22nd Annual General Meeting of the Company at 143, Swarna Park, Mundka, Delhi - 110041 on Monday, 29th September, 2014 at 2 P.M.

Client ID & DP ID/Registered Folio No.

Full Name of Shareholder / Proxy.....

If Proxy, Full Name of Shareholder

.....

Signature of Shareholder/Proxy

Note:

1. Please complete the Client ID & DP ID/Registered Folio and name, sign this Attendance slip and handover at the entrance of the meeting hall.
2. Electronic copy of the Annual Report for FY 2013-14 and the Notice of the Annual general Meeting (AGM) along with Attendance Slip and proxy Form is being sent to all the members whose email address is registered within the Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy Annual Report for FY 2013-14 and the Notice of the Annual general Meeting (AGM) along with Attendance Slip and proxy Form is sent in the permitted mode(s) to all members whose email is not registered or who have requested for a hard copy.

UNIMODE OVERSEAS LIMITED

(CIN: L51909DL1992PLC048444)

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

E-mail: unimodeoverseaslimited@gmail.com, Website: www.unimodeoverseas.com

Tel.: +91 11 45548551

E-Voting particulars

EVEN (E-Voting Event Number)	USER ID	Password/ PIN

Note: Please read instructions given at Note No. 15 of the Notice of the 40th Annual General Meeting carefully before voting electronically.

UNIMODE OVERSEAS LIMITED

(CIN: L51909DL1992PLC048444)

Regd. Office: 16-A-17, First Floor, Ajmal Khan Road, W.E.A., Karol Bagh, New Delhi - 110005

E-mail: unimodeoverseaslimited@gmail.com, Website: www.unimodeoverseas.com

Tel.: +91 11 45548551

BALLOT FORM

1. Name(s) & Registered Address :
of the Sole / First named Member
2. Name(s) of the Joint holder(s) :
if any
3. Registered Folio Number / :
DP ID No. / Client ID No. *
(*Applicable to investors
holding shares in
dematerialized form)
4. Number of Ordinary Share(s) held :
5. EVEN (E-voting Event Number) :
6. User-ID :
7. Password :
8. I/We hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice of the 22nd Annual General Meeting (AGM) of the Company to be held on Monday, 29th September, 2014 by sending my/our assent or dissent to the said Resolutions by placing the tick (v) mark at the appropriate box below:

Item No.	Description of Resolution	No. of Ordinary Shares for which votes cast	(FOR)	(AGAINST)
			I/We assent to the Resolutions	I/We dissent to the Resolutions
1.	Ordinary Resolution for adoption of Audited Financial Statements for the year ended 31st March, 2014			
2.	Ordinary Resolution to appoint a Director in place of Mrs. Madhu Goyal(DIN 00100825), who retire by Rotation being eligible Offers herself for re-appointment.			
3.	Special Resolution under Section 139 of the Companies Act, 2013 for appointment of M/s Sunil Kumar Gupta & Co., Chartered Accountants, as Statutory Auditors of the Company in place of Retiring auditor M/s K.L. Datta & Co. and fixing their remuneration.			
4.	Ordinary Resolution for appointment of Mr. Ranjan Kapoor (DIN 00479483) as independent director of the Company under the provisions of Section 161, 149 and 152 of the Companies Act, 2013.			

5.	Ordinary Resolution for appointment of Mr. Jatinder Kumar Nangia (DIN 06767274) as independent director of the Company under the provisions of Section 161, 149 and 152 of the Companies Act, 2013.			
----	---	--	--	--

Place :

Signature of the Member
Or Authorized Representative

Date :

Notes: If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
